

**BYLAWS
OF
Women In Security-Kansas City**

**SECTION 1.
Name, Purpose, Location, and Fiscal Year**

1.1. **Name.** The name of the Missouri non-profit organization shall be Women In Security-Kansas City.

1.2. **Purpose.** The purpose of the Women In Security-Kansas City (WISKC) shall be, to educate and share knowledge with women in Information Security through peer mentoring, workshops, and networking opportunities. In furtherance of such purpose, WISKC shall carry out activities exclusive to its legal and tax status under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

1.3. **Location.** The principal office of WISKC is in Kansas City, Missouri. The Board of Directors may change the location of the principal office effective upon filing a certificate with the Office of the Missouri Secretary of State.

1.4. **Fiscal Year.** The fiscal year of WISKC shall end on December 31 in each year unless the Board of Directors change the fiscal year by filing a certificate with the Office of the Missouri Secretary of State.

**SECTION 2.
Members**

2.1. **Qualification and Election.** The Membership shall consist of individuals interested in the field of Information Security. The initial Members shall be those persons designated at the time of formation of WISKC. Thereafter, applicants for Membership must have attended one chapter meeting in the last 6 months. At the annual meeting, the Members may change the criteria for Membership, may fix a maximum number of Members, and may elect up to the number of Members so fixed.

2.2. **Voting Rights.** Voting rights in WISKC shall be vested solely in the voting Members in good standing. A suspended Member is not a Member in good standing for purposes of these Bylaws and is ineligible to vote.

2.3. **Classes and Good Standing.** The WISKC may establish more than one class of Members, provided that there is always at least one class with voting rights. To be considered a Member in good standing, the Member must be current in dues and have attended one chapter meeting within the past 6 months. If a Member is not able to meet these standards, they will surrender their good standing status and be considered a suspended Member.

2.4. **Tenure.** Each Member shall, subject to the provisions herein relating to suspension or removal, maintain Membership for a period of one year or such period of time as corresponds to payment of Membership dues, if different. A suspended Member has 6 months to return to good standing status by becoming current in dues or attending a chapter meeting. If the suspended Member has not returned to a good standing status by the end of the 6 month suspension period, they will be removed from chapter Membership.

2.5. **Dues.** The Board of Directors may annually establish the dues requirement necessary to maintain Membership in WISKC. Any change in the dues shall be ratified by a unanimous vote of the Board of Directors. Dues shall be payable in full on January first of each year. No Member whose dues have not been paid may attend or vote at any meeting of WISKC.

The non-payment of dues for sixty days from the due date shall automatically suspend a Member. Notice of such suspension shall be sent to such Member by the Treasurer. A Member so suspended may be reinstated at the discretion of the Officers upon receipt of his or her application, payment of dues owed.

2.6. **Annual Meeting.** There shall be held an annual meeting of Members for the purpose of electing the Officers of WISKC and considering any other business properly brought before the Members. The annual meeting of Members shall be held on the date, location and time as determined by the Officers. However, if the annual meeting is not held within one year since the prior annual meeting, a special meeting called by the Board of Directors shall be held within 60 days, with all the force and effect of an annual meeting.

2.7. **Regular Meetings.** Regular meetings of the Members may be held at such places within the Kansas City area and/or virtually and at such times as the Officers may determine.

2.8. **Special Meetings.** Special meetings of the Members may be called by the Officers or the Board of Directors, and shall be announced as written in Section 2.9 (Notice).

2.9. **Notice.** Notice of the time and place of each meeting of the Members shall be given to each Member at least seven (7) days before the meeting. Notice shall be given to the Members sent via the contact information on record with WISKC. The notice must specify the purpose of the meeting, unless otherwise required by law, the Office of the Missouri Secretary of State, the WISKC Articles of Incorporation, or these Bylaws.

2.10. **Quorum.** At any meeting of the Members, 25% of Members in good standing (whether present in person or duly represented by proxy) shall constitute a quorum, except where a larger quorum is required by law, or by these Bylaws. In the absence of a quorum, the votes cast shall stand, and a reasonable effort will be made to obtain absentee votes from members in good standing within two weeks of the Annual Meeting.

2.11. **Action by Vote.** Each voting Member in good standing shall have one vote. When a quorum is present at any meeting, a plurality of the votes properly cast by Members present in person or voting by proxy shall be necessary and sufficient for the election of Officers and a majority of the votes properly cast by Members present in person or voting by proxy shall decide any other question, unless otherwise provided by law or these Bylaws.

2.12. **Proxies.** Members may vote by written or electronic proxy dated not more than one month before the meeting named, which shall be filed with the recording Secretary or other person responsible for recording the proceedings of the meeting. Proxy votes will not be accepted after the start of the meeting named.

SECTION 3 Board of Directors

3.1. **Powers.** The strategic affairs of WISKC shall be managed by the Board of Directors who shall have and may exercise all the powers of WISKC, except those powers reserved to the Members by law, the Office of the Missouri Secretary of State, the WISKC Articles of Incorporation, or these Bylaws. The Board of Directors reviews and approves the annual budget; any amendment to the annual budget must be reviewed and approved by the Board of Directors. For legal matters, the Board of Directors will sign any legal documents and speak on behalf of WISKC. Board of Directors are considered members in good standing and held accountable by the majority of the Board of Directors.

3.2. **Number, Election and Qualification.** The initial Board of Directors shall be the seven Board of Directors members of WISKC. Thereafter, the Board of Directors shall consist of seven Directors duly elected by a vote of 85% of the existing Board of Directors. Directors will only be replaced in the event of a vacancy.

3.3. **Term of Office.** The seven Board of Directors members will serve until death, resignation, or removal from office. In the event one of the seven Director positions becomes available, the new Director will be appointed by an 85% vote of the existing Board of Directors.

3.4. **Election of Director.** At least two months before voting on a Director, the Board of Directors shall nominate their candidates for replacement. At least two weeks prior to the vote, each candidate must appeal to the Board of Directors to express their interests, intentions, and qualifications. All current Directors will have equal opportunity to question each candidate.

3.5. **Additional Nominations.** In the event that an 85% decision cannot be reached or a qualified candidate is not found, the position will remain open. No later than 6 months after a failed vote, the Board of Directors will meet to nominate their next candidates.

3.6. **Annual Meeting, Regular Meetings.** The Board of Directors and Officers will meet no later than two months after the annual meeting. Regular meetings of the Board of Directors will be held semi-annually at a minimum, and at such places and at such times as the Directors may determine. The Board of Directors will be responsible for keeping records at all meetings.

3.7. **Special Meetings.** Special meetings of the Board of Directors may be held at any time and at any place when called by two or more Directors. At any time the Board of Directors may call a mandatory meeting of the Directors and Officers.

3.8. **Notice of Meetings.** Notice of the time and place of each meeting of the Board of Directors

shall be given to each Director at least seven (7) days before the meeting. Notice shall be given to the Director sent via the contact information on record with WISKC. The notice must specify the purpose of the meeting, unless otherwise required by law, the Office of the Missouri Secretary of State, the WISKC Articles of Incorporation, or these Bylaws.

3.9. **Quorum.** At any meeting of the Board of Directors and subject to Section 8 hereof, a majority of Directors then in office shall constitute a quorum. Any meeting may be adjourned by a majority of the votes cast upon the question where a quorum is present, and the meeting may be held as adjourned without further notice.

3.10. **Action by Vote.** When a quorum is present at any meeting, a majority of the Directors present and voting shall decide any questions, unless otherwise provided by law, or these Bylaws. Proxy voting by Directors is permitted. Proxy votes must be declared in writing to all current Board Members prior to the meeting.

3.11. **Action by Writing.** Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if all Directors consent to the action via electronic submission. All electronic consents must be filed with the records of the meetings of the Board of Directors. Such consents shall be treated for all purposes as a vote at a meeting.

3.12. **Presence Through Communications Equipment.** Members of the Board of Directors may participate in meetings by means of a conference call or similar communications equipment by means of which all persons participating in the meeting can hear each other and respond. Participation by such means shall constitute presence in person at a meeting.

SECTION 4. Officers

4.1. **Number and Qualification.** The Officers of the WISKC shall be a President, Vice President, Treasurer, Secretary, Membership, Events & Vendor Relations (EVR), Communications, and such other Officers, if any, as the Board of Directors may determine. The WISKC may also have such agents, if any, as the Board of Directors may appoint. An officer must be in good standing as a Member of WISKC and must be reviewed and approved by the Board of Directors. If required by the Board of Directors, any officer shall give the WISKC a bond for the faithful performance of his duties in such amount and with such surety or sureties as shall be satisfactory to the Board of Directors.

4.2. **Election.** The initial Officers of the WISKC shall be the President, Vice President, Treasurer, Secretary, Membership, Events & Vendor Relations, and Communication. No more than half of the Officer positions will stand for election each year. Each Officer shall hold office until their successor is chosen and qualified, unless their position is eliminated, or until the Officer sooner dies, resigns, is removed, or becomes disqualified.

4.3. **Tenure.** The Treasurer, Secretary, Membership, EVR, and Communications Officers each hold office for a two year period and until their successors are duly elected and qualified, and

until the Officer sooner dies, resigns, is removed, becomes disqualified, or is no longer a Member in good standing. The Vice President will hold office for a one year period or until a successor is duly elected and qualified, or until they sooner die, resign, are removed, become disqualified, or are no longer a Member in good standing. Once a new Vice President is elected, the Past Vice President shall move into the position of President for one year. The President shall hold office for a one year period or until a successor is duly elected and qualified, and until they sooner die, resign, are removed, become disqualified, or are no longer a Member in good standing. No Officer shall be entitled to serve more than two terms consecutively in the same position. Each Officer shall retain his or her authority only at the pleasure of the Board of Directors.

4.4. President. The President shall have general charge and supervision of the daily operational affairs of the WISKC and will assist with other duties as needed. The President shall preside at all meetings of the Members unless otherwise specified. The President shall have the obligation to report to the Membership in writing at least annually regarding the activities of the WISKC (i.e., Annual Newsletter).

4.5. Vice President. The Vice President, in the President's absence, shall have general charge and supervision of the affairs of the WISKC, work with the Board of Directors to determine the content and topics for chapter meetings, and will assist with other duties as needed. The Vice President shall moderate at all meetings of the Members. The Vice President shall coordinate the monthly chapter meetings. The Vice President is responsible for creating the annual calendar of member meetings, no later than 2 months after becoming Vice President. The Vice President will serve as the President Elect.

4.6. Treasurer. The Treasurer shall receive all money, create annual budgets to be approved by the Board of Directors, track all disbursements, preside over the Scholarship Committee, provide routine updates of the financial account to the Board of Directors and Officers and will assist with other duties as needed. The Treasurer shall make all disbursements for expenses. All WISKC accounts shall be audited annually by an audit committee elected annually by a majority of the Board of Directors. The Treasurer shall oversee the Fundraising Committee in order to obtain funding for WISKC expenditures. Each year in May and August (respectively), the Treasurer will provide written documentation of timely submission of tax filings and non-profit status filings with the State of Missouri.

4.7. Secretary. The Secretary shall have possession of the records of the WISKC. The recording Secretary shall keep the minutes of all meetings and be responsible for giving notice of meetings as set forth under these Bylaws and will assist with other duties as needed. The Secretary shall be in charge of all correspondence of the WISKC unless otherwise stated in these Bylaws, and have such other duties as the President deems appropriate. The Secretary shall notify Members of their election to office or appointment to committees, and furnish them with the proper documents. The Secretary shall maintain the official documents of the organization, including the Bylaws, rules of order, standing rules correspondence, and minutes. The Secretary keeps the Bylaws and other governing documents up-to-date with any changes made through the amendment process. The Secretary takes minutes at all business and officer meetings, handles correspondence, and prepares the agenda for the meetings unless otherwise directed by the President.

4.8. Membership. The Membership Officer plays an integral role in attracting, retaining and engaging WISKC members and will assist with other duties as needed. The Membership Officer will work closely with the Communications Officer to execute the organization's membership strategy, and will be directly responsible for the management of all data and processes related to membership recruitment and retention. The Membership Officer will lead the Membership Committee which consists of additional Members as required. The Committee shall prepare and distribute membership application forms with descriptions of all membership categories along with fees to prospective members. They shall distribute copies of the WISKC Bylaws to new members. The committee will provide all members in good standing a current membership application at least thirty days prior to the date membership renewals are due. The Membership Officer is responsible for management of all membership data, tracking and reporting. Additionally, the Membership Officer will assist in ongoing assessment and enhancement of nonprofit member recruitment and retention plans.

4.9. Events and Vendor Relations. The Events and Vendor Relations Officer (EVR) plays an integral role in organizing facilities and managing the WISKC vendor relationships and will assist with other duties as needed. Additionally, the EVR Officer is responsible for the planning and oversight of all WISKC event details. The EVR Officer will lead the Events Committee and ensure there are volunteers to assist with event coordination. In doing so, the EVR Officer will work closely with the Treasurer and Fundraising Committee to manage the budget for events. The EVR Officer also serves as the liaison for all vendor and sponsor WISKC interaction.

4.10. Communications. The Communications Officer is responsible for providing the oversight of communications, developing the messaging of WISKC, managing media relations, coordinating press/media at events, and developing the WISKC brand and image to the general public and will assist with other duties as needed. The Communications Officer creates and maintains a favorable image of the chapter, keeps membership informed of the chapter projects, activities, upcoming meetings, and disseminates relevant professional information viewed as beneficial to the members. The Communications Officer provides timely and comprehensive information to members about programs, workshops, governmental issues, and other matters of interest via chapter publications.

4.11. Annual Meeting, Regular Meetings. The Officers shall meet annually immediately following the annual meeting of the Members. The Board of Directors and Officers will meet no later than two months after the annual meeting. Regular meetings of the Officers will be held bi-weekly or as needed, and at such places and at such times as the Officers may determine. The Secretary will be responsible for keeping records at all meetings unless otherwise directed by the President.

4.12. Special Meetings. Special meetings of the Officers may be held at any time and at any place when called by two or more Officers. At any time the Officers may request a meeting with the Board of Directors and Officers.

4.13. Notice of Meetings. Notice of the time and place of each meeting of the Officers shall be given to each Officer at least seven (7) days before the meeting. Notice shall be given to the

Officers sent via the contact information on record with WISKC. The notice must specify the purpose of the meeting, unless otherwise required by law, the Office of the Missouri Secretary of State, the WISKC Articles of Incorporation, or these Bylaws.

SECTION 5. Committees

5.1. **Outreach.** The President and Vice President oversee the Outreach Committee. The Outreach Committee is responsible for overseeing the organization, planning, partnerships, and execution of activities that provide education or assistance to the information security and STEM community. If necessary, a Committee Chair(s) may be appointed by the Vice President.

5.2. **Fundraising.** The Treasurer leads the fundraising committee. The Fundraising Committee will assist the Treasurer with obtaining funding for WISKC expenditures. If necessary, a Committee Chair(s) may be appointed by the Treasurer.

5.3. **Membership.** The Membership Officer leads the Membership Committee. The Membership Committee assists the Membership Officer with attracting, engaging and retaining WISKC Members. The Membership Committee will work closely with the Communications Officer to execute the organization's membership strategy. The Membership Officer will be directly responsible for keeping data and records of members in good standing. If necessary, a Committee Chair(s) may be appointed by the Membership Officer.

5.4. **Events and Vendor Relations.** The Events and Vendor Relations (EVR) Officer leads the Events and Vendor Relations Committee. The EVR Committee will assist the EVR Officer with organizing facilities and managing the WISKC vendor relationships. Additionally, the EVR Officer is responsible for planning and oversight of all WISKC event details. If necessary, a Committee Chair(s) may be appointed by the EVR Officer.

5.5. **Communications.** The Communications Officer leads the Communication Committee. The Communications Committee will assist the Communications Officer with WISKC messaging, media relations, press/media at events, and branding. If necessary, Committee Chair(s) may be appointed by the Communications Officer.

5.6. **Scholarships.** The Board of Directors will determine oversight of the Scholarships Committee, but may choose to assign a Scholarships Committee Chairperson to lead it. The Scholarships Committee is responsible to adhere to the WISKC Scholarships Policy. Annually, they must manage the process to publish, evangelize and collect applications; properly select candidates; and award and distribute the scholarship funds.

5.7 **Election Committee.** At least two months before the annual meeting, the Officers shall appoint a committee of regular members, including the Vice President, which shall facilitate the annual election for vacancies of Officers. The President of WISKC shall act as chairman of the election committee, but will not be entitled to vote on the selection of candidates. The names of the committee and of the candidates shall be included in the notice calling the annual meeting.

All nominations must be accepted 30 days prior to the election date. The election committee will follow the Women in Security Election Committee and Process.

5.8 **All Committees.** The Board of Directors oversees all committees, to ensure alignment with WISKC mission and vision.

SECTION 6. Resignations, Removals and Vacancies

6.1. **Resignations.** Any Member, Director or Officer may resign at any time by delivering his or her resignation in writing by hand or through electronic means to the Board of Directors. Such resignation shall be effective upon receipt unless specified to be effective at some later time.

6.2. **Removals.** Except as otherwise set forth in this section, a Member, Director or Officer may be removed or suspended with cause by a vote of three-quarters of the Members present in person or voting by proxy at a meeting of Members where a quorum exists. Before a Member, Director or Officer may be removed or suspended by the Members, the Member, Director or Officer shall be given at least seven days notice of the proposed removal or suspension and the reasons therefore and be afforded an opportunity to be heard at the meeting. Any Member, Director or Officer who engages in conduct harmful to the interests of the WISKC may be removed or suspended by the Board of Directors at any meeting and without providing notice or an opportunity to be heard by such person.

6.3. **No Right to Compensation.** No Member, Director or Officer resigning, and (except where a right to receive compensation shall be expressly provided in a duly authorized written agreement with the WISKC) no Member, Director or Officer removed, shall have any right to any compensation as such Member, Director or Officer for any period following his resignation or removal, or any right to damages on account of such removal, unless in the case of a resignation, the Board of Directors, or in the case of a removal, the body taking action on the removal, shall in their or its discretion provide for compensation.

6.4. **Vacancies.** Any vacancy in the Officers or Committees, including a vacancy resulting from the addition of a position, may be filled by the Officers or, in the absence of Officer action to fill a vacancy, by the Board of Directors by vote of a majority of the Directors. The Officers shall elect a successor if any of the offices of President, Vice President, Treasurer, Secretary, Membership Officer, EVR Officer, or the Communications Officer becomes vacant between meetings of the Members. Each such successor shall hold office for the unexpired term and until a successor is chosen and qualified, or in each case until they sooner die, resign, are removed, become disqualified, or are no longer a Member in good standing. The Board of Directors and Officers shall have and may exercise all their powers notwithstanding the existence of one or more vacancies in their number.

SECTION 7. General

7.1. **Execution of Papers.** All deeds, leases, transfers, contracts, bonds, notes, and other binding obligations accepted or endorsed by the WISKC shall be executed by majority vote of the Board of Directors.

7.2. **Receipt and Disbursement of Funds.** The Board of Directors shall designate Officers to receive and receipt for all monies due and payable to the WISKC. Funds of the WISKC may be deposited in the financial institutions as the Board of Directors designates.

7.3. **Communication by Electronic Means.** Written notice or waiver of notice or other communication under these Bylaws may be given by electronic means or written communication.

7.4 **Audit.** The Board of Directors will work with the President, Vice President, Treasurer and Secretary to audit adherence to the annual budget, reimbursements and expenses, scholarship policy and payments, election processes, and other processes and procedures as needed, at least annually, and at least one month prior to the annual meeting. The audit should be documented by the Secretary and a summary provided to the Officers and Board of Directors.

7.5. **Dissolution.** Upon the dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

SECTION 8.

Compensation, Conflicts of Interest and Personal Liability

8.1. **Compensation.** Members, Officers and Board of Directors shall not be compensated for serving as such, and shall not be precluded from serving the WISKC in any other capacity and receiving compensation for any such services; provided that the same shall not place any tax exemption obtained by the WISKC at risk. No part of the net earnings of WISKC shall inure to the benefit of, or be distributable to its Members, Officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes described in section 501(c)(3). No substantial part of the activities of WISKC shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and WISKC shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the WISKC shall not carry on any other activities not permitted to be carried on (a) by a WISKC Chapter exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a WISKC Chapter, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

8.2. **Conflicts of Interest.** The Board of Directors and Officers of WISKC owe a fiduciary duty

to the WISKC to act in good faith and in a manner that they reasonably believe to be in WISKC's best interests. This provision shall act as the conflict of interest policy for WISKC. Due to this fiduciary duty the WISKC's Board of Directors and Officers owe their loyalty to WISKC to exercise independent judgment on behalf of WISKC, placing WISKC's best interests ahead of personal interests. In furtherance WISKC Board of Directors, Officers, and all WISKC members shall disclose any personal and/or financial interest in any transaction being considered by WISKC. If a disclosure is brought forward by any person the Board of Directors shall review the issue during a meeting, planned or called for this special purpose, where a quorum of the Board of Directors is present, and a majority vote will determine whether the personal or financial interest is immaterial. If a conflict of interest is found such Director, Officer, or member shall recuse himself or herself from discussion and voting on the matter and shall not be counted for purposes of a quorum.

8.3. No Personal Liability. The Members, Board of Directors and Officers of WISKC shall not be liable for any debt, liability or obligation of WISKC.

SECTION 9. Indemnification of Directors, Officers and Members

The WISKC shall to the extent legally permissible and consistent with WISKC's tax exempt status and with the Employee Retirement Income Security Act of 1974, as amended, indemnify each of its present and former Board of Directors and Officers and any person who serves or has served, at WISKC's request, as a Director, Trustee, Officer or Member of another organization or in a capacity with respect to any employee benefit plan (and the heirs, executors and administrators of the foregoing) (the "Indemnified Person") against all expenses and liabilities which the Indemnified Person has reasonably incurred in connection with or arising out of any action or threatened action, suit or proceeding, whether civil, criminal, administrative or investigatory, in which the Indemnified Person may be involved, directly or indirectly, by reason of serving or having served in a capacity identified above. Such expenses and liabilities shall include, but not be limited to, judgments, fines, penalties, court costs and attorney's fees and the cost of reasonable settlements. However, no such indemnification shall be made in relation to matters as to which such Indemnified Person shall be finally adjudged in any such action, suit or proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interests of the WISKC, or, in the case of a person who serves or has served in a capacity with respect to an employee benefit plan, in the best interests of the participants or beneficiaries of such plan.

If authorized by the Board of Directors, WISKC may to the extent legally permissible and consistent with WISKC's tax exempt status and with the Employee Retirement Income Security Act of 1974, as amended, indemnify each of its present and former employee or agent ("Agent"), defined to include those employees and agents other than Indemnified Persons as defined in the preceding paragraph, against all expenses and liabilities which the Agent has reasonably incurred in connection with or arising out of any action or threatened action, suit or proceeding, whether civil, criminal, administrative or investigatory, in which the Agent may be involved, directly or indirectly, by reason of being or having been an Agent. Such expenses and liabilities may

include, and are not limited to, judgments, fines, penalties, court costs and attorney's fees and the cost of reasonable settlements. However, no such indemnification shall be made in relation to matters as to which such Agent shall be finally adjudged in any such action, suit or proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interests of WISKC, or, in the case of a person who serves or has served in a capacity with respect to an employee benefit plan, in the best interests of the participants or beneficiaries of such plan.

Indemnification may include payment of reasonable expenses in defending a civil or criminal action or proceeding in advance of the final disposition of such action or proceeding, upon receipt of an undertaking by the Indemnified Person or Agent to repay such payment if the Indemnified Person or Agent shall be adjudicated to be not entitled to indemnification hereunder, which undertaking may be accepted regardless of the financial ability of the Indemnified Person or Agent to make repayment.

In the event that a settlement or compromise of such action, suit or proceeding is effected, indemnification may be had, but only if such settlement or compromise and such indemnification are approved:

- a. by a majority vote of a quorum consisting of disinterested Directors;
- b. if such a quorum cannot be obtained, then by a majority vote of a committee of the Board of Directors consisting of all the disinterested Directors;
- c. if there are not two or more disinterested Directors in office, then by a majority of the Board of Directors then in office, provided they have obtained a written finding by special independent legal counsel appointed by a majority of the Board of Directors to the effect that, based upon a reasonable investigation of the relevant facts as described in such opinion, the person to be indemnified appears to have acted in good faith in the reasonable belief that his or her action was in the best interests of WISKC (or, to the extent that such matter relates to service with respect to an employee benefit plan, in the best interests of the participants or beneficiaries of such employee benefit plan); or
- d. by a court of competent jurisdiction.

The foregoing right of indemnification shall not be exclusive of other rights to which any Indemnified Person or Agent may be entitled as a matter of law. The WISKC's obligation to provide indemnification under these Bylaws shall be offset to the extent of any other source of indemnification or any otherwise applicable insurance coverage maintained by WISKC or any other person.

SECTION 10. Amendments

These Bylaws and any WISKC policies will be reviewed and approved annually. The Officers shall provide suggested updates to the Board of Directors. The Board of Directors will approve by a vote of no less than 85%. Except with respect to any provision of these Bylaws which by law, the Office of the Missouri Secretary of State, the WISKC Articles of Incorporation, or these Bylaws requires action by the Members, these Bylaws may also be altered, amended or repealed at any regular or special meeting of the Board of Directors, notice of which shall specify the subject matter of the proposed alteration, amendment or repeal or the sections to be affected thereby. The Board of Directors will notify the Officers and Members no later than 30 days after changes or amendments have been approved.

Adopted: August 3, 2016 [**date of formation of WISKC**]

Amended: October 15, 2018, November 17, 2020, February 9, 2021, September 1, 2022, December X, 2023

Signatures:

Cindi Carter

Cindi Carter

Leys Curley

Leys Curley

Britney Kennedy

Britney Kennedy

Trista Mock

Trista Mock

Melissa Spicer

Melissa Spicer

Beth Strobel

Beth Strobel

Nichole Windholz

Nichole Windholz

Signature: *Cindi Carter*
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Leys Curley (Feb 5, 2025 14:52 CST)

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