

**BYLAWS**  
**Northern Flyer Alliance, Inc.**

**ARTICLE I - NAME**

**1.1 NAME.** The name of this not-for-profit corporation is the Northern Flyer Alliance. It is hereinafter referred to in these bylaws as the NFA.

**ARTICLE II - PURPOSE**

**2.1 PURPOSE.** To advocate and promote the **reinstatement** of passenger rail **service in Kansas, Oklahoma and Texas** and to link, unify and connect civic minded organizations and individuals who desire economic development opportunities and alternative transportation sources for their communities.

**ARTICLE III - MEMBERSHIP**

**3.1 ELIGIBILITY.** Membership in the NFA shall be available to all persons having an interest in our purpose and who recognize and comply with the NFA's Articles of Incorporation, Bylaws, Vision and Mission statements and with our Code of Ethics.

**3.2 APPLICATIONS.** Any individual, corporation, organization, or other entity desiring to become a member of the NFA must apply online or contact the Membership Director of the NFA.

**3.3 VOTING.**

3.4.1 Class A Membership: Non-Board Members. Class A Membership does not have voting rights as it pertains to NFA business.

3.4.2 Class B Membership: Elected Members of the Board of Directors. Class B Membership has voting rights

**3.4 DUES.**

3.4.1 There may be dues associated with NFA membership as the Board sees fit to apply.

**ARTICLE IV - MEETINGS**

**4.1 REGULAR MEETINGS.** Meetings will be held monthly and at other times as called by the Board of Directors.

4.1.1 Meetings may be held in person, through conference call, through other electronic means, or a combination of means.

4.1.3 A quorum of the Officers of the Board of Directors, as defined below, shall be present at any meeting before the election of officers or amendments to the Bylaws or such other business of the Alliance can commence. A majority vote of

the Officers present is needed to approve amendments to the bylaws, or to elect officers.

- 4.1.4 Any Board Member who fails to attend at least one monthly meeting (in person, *video link* or by conference call but not by email) without notifying the Board will be considered for replacement. The replacement will be permanent until the next election.

**4.2 ANNUAL MEETINGS.** There shall be an annual meeting of the NFA; to be held at a time and place determined by the NFA Board of Directors to hear reports concerning the conduct of the NFA's activities and to conduct such other business as may properly come before the meeting. Full Alliance attendance is encouraged. Any combination of three or more Board of Directors is required at any Annual Meeting. A Board Member's statutory duties of care and loyalty to the corporation are called upon to meet this obligation. See 5.1.6.

- 4.2.1 The Annual Meeting shall be held in October at which time new officers will be elected and a financial condition of the Alliance shall be made to the attendees.

**4.3 SPECIAL MEETINGS.** A special meeting of the NFA may be called pursuant to section 5.6 of these Bylaws. Special Meetings of members may be held at any place within or outside the State of Kansas, and the call for the meeting shall state its purpose or purposes.

- 4.3.1 **NFA State:** A minimum of two Board of Directors must be present at any State meeting. Meeting issues must be exclusive to the state where the meeting is being held.
- 4.3.2 **NFA Symposium:** For presentations only. One minimum presenting Director is required and all Directors are encouraged to attend Alliance business may not be conducted during this meeting.

**4.4 NOTICE.** Written notice of the time and place of the Annual NFA Meeting or Special Meeting shall be mailed at least thirty (30) days in advance of the meeting. All notices required by these bylaws may be transmitted by mail, e-mail or fax to the address currently on record with the NFA.

**4.5 QUORUM.** A majority of the Officers of the Board of Directors entitled to vote who are present, in person or by written ballot, at any NFA meeting shall constitute a quorum for the transaction of business at any meeting of the members, unless a greater proportion is required by applicable law, by the Articles of Incorporation or by these Bylaws.

**4.5 MEMBERSHIP LIST.** The officer or agent having charge of NFA membership records shall have available such records at the time and place of a membership meeting for the purpose of inspection by any Board Member during the meeting. Failure to comply with the requirements of this paragraph shall not affect the validity of any action taken at such meeting.

**4.6 TERMINATION OF MEMBERSHIP.** Any member, who fails to comply with the NFA's Bylaws or with its Code of Ethics, in effect at the time, may be removed from membership as provided in the Policies and Procedures adopted by the NFA Board of Directors.

## ARTICLE V - BOARD OF DIRECTORS

### **5.1 NUMBER, QUALIFICATIONS, POWERS.**

- 5.1.1 The property, affairs, and business of the NFA shall be managed and controlled by its Board of Directors. The Officers of the Board of Directors may by general resolution delegate to Directors or Agents of the NFA such powers as are provided for in these Bylaws.
- 5.1.2 The Board of Directors (sometimes referred to as the “board” and individual members thereof referred to as “director” or “directors”) shall consist of the individuals currently serving as the President, Vice President - Kansas, Vice President - Oklahoma, the Secretary, the Treasurer, the Immediate Past President, and four but no more than five Directors-at-Large, such as Marketing, Communications, Membership, and Fundraising Director. As the NFA grows and evolves, some Directorships and their corresponding committees may be added and others discontinued. Likewise, Directorships will change accordingly. No individual may hold more than one Directorship at any time.
- 5.1.3 Officers of the Board of Directors consist of the President, Vice President - Kansas, Vice President - Oklahoma, the Secretary and the Treasurer.
- 5.1.4 Beginning October 2009 to be eligible for election as President or Vice President; the individual must have served on the Board of Directors for one year or served on a committee for one year.
- 5.1.5 Also beginning October 2009, to be eligible for election as Secretary, Treasurer or Director-at-Large such as Marketing, Communications, Membership, and Fundraising Director the individual must have served on a NFA committee for one year.
- 5.1.6 **DIRECTORS POWERS AND RESPONSIBILITIES.** A Director is expected to adhere to The NFA’s Code of Ethics, and recognizes they must lead by example demonstrating integrity and an obligation to maintain high standards of individual professional behavior. A Director’s obligation and commitment to the Alliance includes promoting these same standards within the Alliance membership. Each member of the board of directors is charged with the duties of loyalty and care to the corporation and must act in the corporation’s best interests to preserve and further the corporation’s exempt purposes. The board shall have the powers and duties necessary or appropriate for the administration of the affairs of the corporation, including but not limited to the authority to employ an executive director and any other staff deemed necessary to the development and operation of the corporation. However, all powers of the corporation are vested in the board and may not be delegated to staff.

### **5.2 ELECTION AND TERM.** All directors shall commence their terms of office on November 1.

- 5.2.1 The **President, Vice President - Kansas, Vice President - Oklahoma, Secretary, Treasurer, and Immediate Past President** shall serve as Officers of the Board of Directors by virtue of the office he or she holds. These Officers shall serve until they no longer hold their respective offices. Officers each have one vote. Immediate Past President is a non-voting officer.
- 5.2.2 The **President and Vice Presidents** shall be elected by a majority vote of the Board of Directors present or by video link or conference call or electronic vote and shall serve in that office for a two year term. Term limits shall be two consecutive two-year terms. At the end of his/her term as President, the individual shall automatically remain on the Board of Directors for a two year term as Immediate Past President.
- 5.2.3 **Secretary.** The Secretary shall be elected by a majority vote of the Board of Directors present (or by electronic vote) for a two-year term. Term limits shall be two consecutive two-year terms.
- 5.2.4 **Treasurer.** The Treasurer shall be elected by a majority vote of the Board of Directors present (or by electronic vote) for a two-year term. Term limit shall be two consecutive two-year terms.
- 5.2.5 **Directors-at-Large.** The Directors-at Large have one vote each and shall be elected for two-year terms. Term limit shall be two consecutive two-year terms.
- 5.2.6 **Nominations.** No later than July 1 of each year prior to the expiration of an existing term, the Nominations and Elections Committee shall issue a call for nominations for available positions on the board. Nominations may be made by individuals (self-nominations are allowed) or by petition and must be received by the Nominations and Elections Committee by August 15. Petitions must be signed by a minimum of 10 members of the NFA membership as of August 15. All nominations must include the nominee's personal data, verification of eligibility, and a statement outlining the candidate's views on current NFA issues.
- 5.2.6.1 The Committee shall select a slate of candidates containing one candidate for each open position on the Board and which the committee believes represents the best individual and professional balance of the board. Petition nominations may be included in the slate of candidates selected by the Nominations and Elections Committee, but if not selected by the Committee they shall automatically appear on a ballot (along with the slated candidates) if the candidate meets all requirements of the board position being sought.
- 5.2.7 **Election of Officers and Directors.** No ballot is required if no candidates in addition to those selected by the Nominations and Elections Committee for its

slate are submitted by petition; in this event the Secretary shall declare the Committee's slate elected by acclamation. Otherwise a ballot with the slate of candidates determined by the Nominations and Elections Committee and all additional petition nominations shall be submitted to the entire Board of Directors by the next board meeting immediately following Aug. 15 but prior to the October Annual meeting.

**5.3 VACANCIES.** Subject to the qualifications in 5.1, all vacancies on the Board of Directors shall be filled by appointment by the President subject to approval by the Board of Directors.

**5.4 REMOVAL.** An officer or director may be removed from office for cause shown or if an officer or director does not fulfill duties required as described in Articles IV and V, that officer or director will be notified in writing of the meeting at which removal from office will be discussed and voted upon. A 2/3<sup>rd</sup> majority vote at the time of the hearing is required to remove an officer or director. A majority of directors currently in office may remove any director who fails to attend two meetings in a row.

**5.5 RESIGNATION.** An officer or director may resign from the Board of Directors by written notice to the board. Unless another time is specified in the notice, an officer's or director's resignation shall be effective upon receipt by the board, and a resignation as a director shall be deemed to also constitute resignation from office.

**5.6 MEETINGS.** The President shall set the time and place of the regular meetings of the board, which shall occur at least eight times a year. Special meetings of the Board of Directors may be called by either the President or upon the written request of one-half of the members of the Board of Directors. The President, or directors who call the meeting, shall fix the time and place of any special meeting. Meetings of the Board of Directors may be held at any location within or outside the State of Kansas. Any director may participate in any meeting of the board by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this provision shall constitute presence in person at the meeting.

**5.7 NOTICE.** Notice of time and place of each meeting of the Board of Directors shall be given at least fourteen (14) days prior to the date of a regular meeting and at least seven (7) days prior to the date of a special meeting. Notice shall be in writing and delivered personally, by mail, by email, or by facsimile transmission. If mailed, emailed or faxed, such notice shall be deemed to be delivered when deposited in the United States mail, postage prepaid, addressed to the designated director at such director's most recent address, or emailed or faxed to the email address or fax number as shown on the records of the NFA. The business to be transacted at any special meeting of the Board of Directors must be specified in the notice of such meeting.

**5.8 QUORUM.** The presence of a majority of the Members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the board, unless a greater proportion is required by applicable law or by these Bylaws.

**5.9 VOTING.** The act of a majority of the Board Members present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws. Any action that may be taken at a meeting of the directors may be taken without a meeting if consent or consents to such action shall be signed by all the

directors then in office and filed with the Secretary of the NFA. In order to effectively make decisions between board meetings, it is incumbent upon Board Members to vote electronically as necessary to facilitate the business of the Board.

5.9.1 This electronic voting mechanism when implemented needs to have the word 'vote' or its derivatives as the subject line.

**5.10 CONFLICT OF INTEREST.** Any conflict of interest on the part of a Director shall be disclosed to the Board of Directors in writing and made a matter of record. Any director having any possible conflict of interest on a matter shall not vote on such matter. Such director may, however, be counted in determining a quorum for the meeting at which the matter is voted upon and may state a position on such matter and provide information that may be of value to the board in its deliberations.

**5.11 LIMITATION OF LIABILITY.** A Director of the NFA shall not be personally liable, as such, for monetary damages (including, without limitation, any judgment, amount paid in settlement, penalty, punitive damages or expense of any nature including, without limitation, attorney's fees and disbursements) for any action taken, or any failure to take any action, unless:

- 5.11.1 The director has breached or failed to perform the duties of his or her office under the Articles of Incorporation; or Bylaws of the NFA or the NFA, or applicable state statutes; and
- 5.11.2 The breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.
- 5.11.3 The provisions shall not apply to the responsibility or liability of a director pursuant to any criminal statute, or the liability of a director for the payment of taxes pursuant to local, state or federal law.

## **ARTICLE VI - OFFICERS**

**6.1 OFFICERS GENERALLY; ELECTION.** The officers of the NFA shall be President, Vice President - Kansas, Vice President - Oklahoma, Secretary and Treasurer. The President and Vice Presidents shall each hold office for a term of two years or until their successors are elected and have taken office.

**6.2 PRESIDENT.** The President shall be the principal officer of the NFA and shall, consistent with policies established by the Board of Directors, exercise general oversight of its affairs and officers. The President shall preside at all meetings of the members of the NFA, at all meetings of the Board of Directors, at all meetings of the Executive Committee; shall be the principal spokesperson for the NFA; shall appoint (with the approval of the Board of Directors) the chairpersons of all NFA committees (except the Finance and Nominations and Elections Committees); and in general shall perform all duties incident to the office of the President, and such other duties as may be prescribed by the Board of Directors. The President may sign, with the Secretary, or any other officer of the NFA authorized by the Board of Directors, any deed, mortgage, bond, contract, or other instrument that the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to another.

**6.3 VICE PRESIDENT - KANSAS.** The primary purpose of the Vice President - Kansas shall be to act as a liaison to elected officials in the state of Kansas or to delegate this authority to a board approved individual.. Moreover, in the absence of the President, the VP - KS shall preside at meetings of the NFA, the Board of Directors, or the Executive Committee. When acting as President, the VP - KS shall have all the powers of, and be subject to, all the restrictions upon the President. The VP - KS shall also perform such other duties as may be assigned by the President or Board of Directors. The VP shall have the responsibility of developing an organizational plan for their State subject to the Board's approval. Apply also to OK

**6.4 VICE PRESIDENT - OKLAHOMA.** The primary purpose of the Vice President - Oklahoma shall be to act as a liaison to elected officials in the state of Oklahoma or to delegate this authority to a board approved individual such as a lobbyist. Moreover, in the absence of the President or VP Kansas, the VP Oklahoma shall preside at meetings of the NFA, the Board of Directors, or the Executive Committee. When acting as President, the VP - OK shall have all the powers of and be subject to all the restrictions upon, the President. The VP - OK shall also perform such other duties as may be assigned by the President or Board of Directors.

**6.5 SECRETARY.** The Secretary shall ensure that meeting minutes of the membership, the board, and Executive Committee are recorded and maintained in the permanent record of the NFA, and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or the Board of Directors.

**6.6 TREASURER.** The Treasurer shall coordinate the development of the annual budget and oversee the financial integrity of the NFA. The Treasurer shall assure the production of regular financial reports and an annual audit, shall handle banking tasks, serve as chairperson to the Finance Committee, and in general perform all duties incident to the office of the Treasurer and such other duties as from time to time may be assigned by the President or the Board of Directors.

## ARTICLE VII- COMMITTEES

### **7.1 COMMITTEES IN GENERAL.**

**7.1.1 Standing Committees.** The board may, by resolution, establish such standing committees as the board deems necessary or desirable ("standing committees"), including, without limitation, the Executive Committee, the Nominations and Elections Committee and the Finance Committee, each as described below. All standing committees shall include at least one director. The board may delegate such authority to a standing committee as it deems appropriate and is not prohibited by applicable law.

**7.1.2 Special Committees.** The board may, by resolution, establish one or more special committees ("special committees"), to advise the board or the President in the performance of their duties. No special committee may have or exercise any authority of the board to manage the business and affairs of the NFA. The chairperson of a special committee shall be appointed by the President subject to board approval and members of the committee shall be appointed by the committee chairperson. All special committees and their members shall serve at the discretion of the board.

**7.1.3 Term.** Each member of a committee shall continue as such until the next annual NFA meeting or until a successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or resigns. Any member of a committee may be removed for any or no cause by a majority vote of the Board of Directors.

**7.1.4 Quorum.** Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee. Meetings of any committee may be called by the chair or by any three members. Each committee may adopt rules for its own governance not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

**7.1.5 Vacancies.** Committee membership vacancies may be filled by appointment made in the same manner as provided in the case of the original appointments.

**7.2 EXECUTIVE COMMITTEE.** The Executive Committee shall consist of the President, Vice President - Kansas, Vice President - Oklahoma, Immediate Past President, the Secretary, and the Treasurer, with the President serving as the chairperson. The Executive Committee may, subject to the provisions of Section 7.2.1, exercise the powers of the Board of Directors when the board is not in session, reporting any action taken to the board at the board's succeeding meeting.

**7.2.1** The Executive Committee shall not have the authority of the Board of Directors with respect to the following matters:

7.2.1.2 Electing, appointing, or removing any member of the Executive Committee or any director or officer of the NFA;

7.2.1.8 Authorizing expenditures in excess of amounts set forth in the annual budget of the NFA as approved by the Board of Directors.

**7.2.2** Meetings of the Executive Committee may be called at any time by the chair of the committee or by any two members of the committee. A meeting can be in person, *video link*, by conference call or by electronic vote. Written notice of meetings of the Executive Committee shall be given at least seven (7) days before such meeting. Minutes of all Executive Committee meetings shall be prepared and presented to the Board of Directors within one month of the meeting, and reported at the next meeting of the board.

**7.3 NOMINATIONS AND ELECTIONS COMMITTEE.**

**7.3.1** The Nominations and Elections Committee shall consist of at least five individuals, each of whom has been a member of the NFA for at least one (1) year and who represents the diverse membership of the NFA. The chair of the committee shall be a Director or Officer of the NFA, appointed by the President who shall appoint the other members of the committee, subject to approval of the Board of Directors.



**7.3.2** The committee shall actively seek candidates for the Board of Directors, evaluate the eligibility of any nominee or candidate, and conduct all elections for office according to procedures established by the Board of Directors.

**7.4 FINANCE COMMITTEE.** The Finance Committee shall consist of the President, the Vice President - Kansas, Vice President - Oklahoma, and the Treasurer, with the Treasurer as chairperson. The Finance Committee shall be responsible for the general supervision of the NFA's finances. It shall prepare and recommend the annual budget, provide for regular financial reports and the annual NFA audit, and alert the board to financial ramifications of the board's decisions.

#### **ARTICLE VIII - ADMINISTRATION OR STAFF**

**8.1 EXECUTIVE DIRECTOR OR ADMINISTRATOR.** The Board of Directors may employ an individual to serve as an administrator or Executive Director for the NFA, and shall fix the terms and conditions of such employment or contract. The Board of Directors may also employ professional services from time to time such as the services of an Accountant, Attorney or Lobbyist or the services of any other professional necessary to execute the Vision and Mission of the Northern Flyer Alliance.

#### **ARTICLE IX - FUNDRAISING AND GRANT WRITING**

**9.1** Fundraising and grant writing is the ongoing responsibility of the Board. A Director at Large may be assigned to coordinate this function, such as a Director of Fundraising.

#### **ARTICLE X- DELEGATION OF AUTHORITY**

**10.1** The Board of Directors may authorize any officer or agent of the NFA, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the NFA, and such authority may be general or confined to specific instances. No member or NFA board may obligate the NFA or act as its agent in any manner, and the NFA is not responsible for any obligations incurred by any member or NFA, except as to the extent so authorized.

#### **ARTICLE XI - INDEMNIFICATION**

**11.1 INDEMNIFICATION.** The NFA shall indemnify any person, and may purchase insurance, for any purpose and to the greatest extent authorized by law. However, no indemnification shall be paid except after consultation with legal counsel to assure that the applicable statutory requirements have been satisfied.

#### **ARTICLE XII - MISCELLANEOUS**

**12.1 FISCAL YEAR.** The fiscal year of the NFA shall be the same as the calendar year.

**12.2 WAIVER OF NOTICE.** Whenever any notice is required to be given to any member or director under the provisions of these Bylaws, the Articles of Incorporation, or the General Not-For-Profit Corporation Law of the State of Kansas, a waiver thereof, whether given before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

**12.3 USE OF ASSETS.** The use of NFA's funds and other assets shall be limited to furthering of the tax-exempt purposes of the Northern Flyer Alliance Advocacy, Inc. and no part of those funds or assets shall inure to the benefit or, be distributed to, any members or employees of the NFA, or any other person having a personal or private interest in its activities with the exception of that specified in paragraph 8.1.

**12.4 DISSOLUTION.** Upon dissolution of the NFA, any funds or other assets remaining after payment of all obligations of the NFA shall be distributed as determined by the Board.

**12.5 ROBERT'S RULES OF ORDER.** The rules contained in the most recent edition of Robert's Rules of Order shall provide the rules of procedure for the NFA where they are not inconsistent with the provisions of the Articles of Incorporation or these Bylaws.

**12.6 USE OF LOGO.** Use of the NFA's logos is authorized only by those members and employees of the NFA conducting official business of the NFA and must conform to appropriate use of logo as outlined in the NFA's Policies and Procedures.

### ARTICLE XIII - AMENDMENTS

#### **13.1 AMENDMENTS.**

These bylaws may be amended by a majority vote of the Board of Directors currently in office. A notice of any proposed amendment or a summary thereof shall be mailed to the Board of Directors not less than thirty (30) days prior to the date of a meeting of the Board at which such amendment is considered.

### **CERTIFICATE OF APPROVAL AND ADOPTION**

I, the undersigned, do hereby certify:

A. That I am the duly elected President of the Northern Flyer Alliance, Inc. of Kansas, PO Box 48053, Wichita, KS 67201, a not-for-profit corporation; and

B. That the foregoing bylaws, comprising ten (10) pages, constitute the current bylaws of said corporation, as duly approved and adopted at the meeting of the Acting Board of Directors of the Northern Flyer Alliance, Inc. thereof duly held on the 16<sup>th</sup> day of May, 2009.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name this 8th day of July, 2000.

  
President, Northern Flyer Alliance, Inc.