



**Center for Practical Bioethics**  
**2024 Board & Staff Retreat (Rescheduled)**  
**April 12 – 13, 2024**  
**In Person: Samuel U. Rodgers Health Center**  
**825 Euclid Ave, Kansas City, MO 64124**  
**Via Zoom: <https://us02web.zoom.us/j/9528298699>**

### AGENDA

<b>Friday, April 12</b>		
<b>11:15 AM, CST</b>	<b>Lunch – please arrive by 11:15 for lunch and settling prior to the DEIJ discussion</b>	
<b>11:30 – 1:00</b>	<b>DEIJ Facilitated Discussion and Lunch</b>	<i>Kirsten Brown Persley, Persley Advisors</i>
<b>1:00 – 1:15</b>	<b>Break</b>	
<b>1:15 – 1:20</b>	<b>Opening Remarks</b>	<i>Steve Salanski, Board Chair</i>
<b>1:20 – 1:30</b>	<b>Resource Development</b> <i>Post-Event Update</i>	<i>Alan Edelman, Chair</i>
<b>1:30 – 1:55</b>	<b>Ice Breaker</b>	<i>Steve Salanski, Chair and James Stowe, CEO</i>
<b>1:55 – 2:15</b>	<b>10 Effective Governance Characteristics</b> With Board discussion	<i>Steve Salanski, Chair</i>
<b>2:15 – 2:45</b>	<b>Implement Marketing and Communication Strategy</b>	<i>Norberto (Rob) Ayala-Flores</i>
<b>2:45 – 3:00</b>	<b>Break</b>	
<b>3:00 – 4:00</b>	<b>Health Justice &amp; Deliberative Democracy with Board Discussion</b>	<i>Erika Blacksher, John B Francis Chair</i>
<b>4:00 – 4:45</b>	<b>Executive Session</b> <b>CEO Performance Appraisal</b>	<i>Steve Salanski, Chair</i>
<b>5:30 – 7:00</b>	<b>Board and Staff Social</b>	<i>Hosted by Eva Karp, Immediate Past Chair</i>
<b>Saturday, April 13</b>		
<b>7:45</b>	<b>Breakfast</b>	
<b>8:00 – 8:15</b>	<b>Bylaws Revision and Update</b>	<i>Maggie Neustadt, Governance Committee Co-Chair</i>
<b>8:15 – 9:15</b>	<b>Ethics Services with Board Discussion</b>	<i>Ryan Pferdehirt</i>
<b>9:15 – 9:50</b>	<b>Rosemary Flanigan Chair Remarks with Board Discussion</b>	<i>Terry Rosell, Rosemary Flanigan Chair</i>
<b>9:50 – 10:05</b>	<b>Break</b>	
<b>10:05 – 11:05</b>	<b>Ethical AI with Board Discussion</b>	<i>Lindsey Jarrett</i>
<b>11:05 – 11:10</b>	<b>President’s Report</b>	<i>James Stowe, President and CEO</i>

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	Update on Harman Foundation grant	
<b>11:10 – 11:45</b>	<b>African American Advance Care Planning</b>	<i>Gloria Thomas Anderson, Heart Tones</i>
<b>11:45 – 12:00</b>	<b>Closing Comments</b>	<i>Steve Salanski, Board Chair James Stowe, President and CEO</i>

## **Plain Language Program Overview**

### **Ethical AI**

Increasingly, algorithms influence health care decision-making and practice. The Center’s Ethical AI team, led by Dr. Lindsey Jarrett, seeks to establish the ethical standards that health care and health care IT organizations should apply to the development, selection, and deployment of these technologies.

### **Health Justice and Deliberative Democracy**

Dr. Erika Blacksher, our John B. Francis Chair, knows that health happens in our communities, homes, schools, and workplaces. Dr. Blacksher leads the Center’s work in population health ethics, providing national thought leadership on questions of health justice and leading an initiative that has created a “community deliberation toolkit” for convening people from all walks of life to learn, talk, and problem solve together about our most pressing health challenges.

### **Ethics Services**

There is an expanding market for the practice of clinical bioethics in hospitals and other health care organizations. Dr. Ryan Pferdehirt is helping to place the Center as a national market leader in consultation and capacity building assistance that advances bioethics practice in these customer organizations.

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## Three Key Questions:

### **An Accountability Protocol to Foster DEIJ within Organizations**

Practical Bioethics Board Retreat - April 12th, 2024

Name: \_\_\_\_\_

#### **Objectives:**

- Apply the Dignity Framework to ensure that DEIJ is not a “check-box” activity but is imbued within all aspects of organizational governance and oversight.
- Determine how to hold oneself and the organization at large accountable for upholding DEIJ in all aspects of the organization.
- Continuously assess ways to further support DEIJ efforts within the organization.

#### **Personal “Why”**

**How Our Story Impacts Our Lens**

**What is your “Why” statement behind your board service?**

**Dignity Breaches**  
as Crucible Moments

**What are two to three impactful moments in which you experienced or witnessed a Dignity Breach?**

**Sharpening Our Lens**  
Three Key Questions

	<b>What</b> <small>(what does this look like?)</small>	<b>Why</b> <small>(why is it important?)</small>	<b>How</b> <small>(how will you execute this?)</small>
<ul style="list-style-type: none"> <li>• Diversity</li> <li>• Equity</li> <li>• Inclusion</li> <li>• Belonging</li> <li>• Justice</li> </ul>			

Assess and Amplify DEI		
	What is Working Well?	What Upgrades Can We Make?
<ul style="list-style-type: none"> <li>• Diversity</li> <li>• Equity</li> <li>• Inclusion</li> <li>• Belonging</li> <li>• Justice</li> </ul>		

Personal Accountability → Group Accountability Three Key Questions	
Holding Yourself Accountable (To What + Why + How)	Holding the Group Accountable (To What + Why + How)

# Connect with Dr. Kirsten Brown Persley

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## LinkedIn

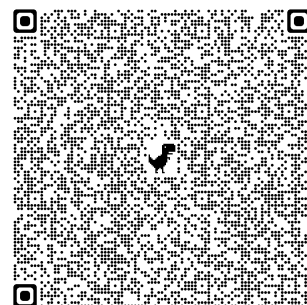
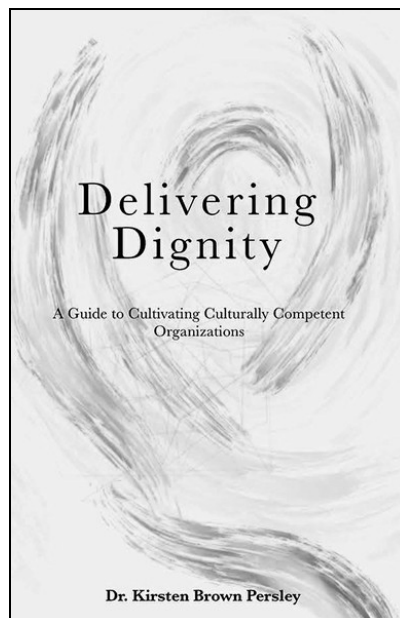
[linkedin.com/in/kirstenbrownkc](https://www.linkedin.com/in/kirstenbrownkc)

## Instagram

[@DrPersley](https://www.instagram.com/DrPersley)

## Order Delivering Dignity:

[tinyurl.com/DignityBook](https://tinyurl.com/DignityBook)





Approved:     , 2024

## **2024 Goals and Objectives for President and CEO, James Stowe**

This document outlines a portfolio of work and measurable progress for the Center’s President and CEO. The goals and objectives will be altered from time to time, and the Board sets ultimate parameters for the CEO’s work and performance.

Although the cornerstone goals and objectives are specific to programs and initiatives, and their respective staff leaders, the CEO holds final accountability for each. Therefore, each is included, and a special emphasis is added to Goal 4, because the core capacities and administrative strengths outlined in that goal are related to the CEO’s administrative purview.

In addition to the overarching Center goals and objectives, CEO-specific goals and objectives are enumerated that assist the CEO with prioritizing activities, and to assist the Board in oversight and evaluation of the CEO’s performance.

## Center Goals and Objectives

### **1 Goal: CPB is a trusted provider of ethics education and ethics consultation services.**

#### **Objectives**

- 1.1 Serve as a strong collaborative partner with local universities, specifically the three medical schools.
  - 1.1.1 Maintain and/or strengthen relationship with KUMC, with attention to a transitional plan for 2025 following Dr. Rosell's retirement
  - 1.1.2 Continue the partnership with KCU, with continued emphasis on teaching and mentorship of students both in the COM and Masters in Bioethics programs.
  - 1.1.3 Establish collaboration with UMKC and create opportunities to work together.
- 1.2 By March 31, 2025, add four health systems (1 major and 3 minor systems).
- 1.3 By March 31, 2025, add \$50,000 in new revenue through ethics services agreements.
- 1.4 By March 31, 2025, earn enough in Ethics Services to justify the addition of 1.0FTE personnel for ethics services, supported by new earned revenue.
- 1.5 Through 2025 and beyond, sustain and optimize current Ethics Services agreements by maintaining or increasing revenue, optimizing utilization, and achieving high customer satisfaction.
- 1.6 Continue to demonstrate mentoring of young people into bioethics vocations by means of one or several internships, providing opportunities for shadowing, and intentional generativity.



## **2 Goal: CPB is a trusted partner and resource for responsible development and implementation of AI in healthcare.**

2.1 **Education and Training:** CPB Provides Ethical AI education to increase awareness and knowledge of ethical considerations of AI in healthcare and to facilitate the creation of governance structures across organizations.

2.1.1 In 2024, CPB will increase community engagement by providing more education to healthcare organizations, developers, and the community.

**Milestones:**

*In 2024, CPB Ethical AI Project Team will submit a publication to a peer-reviewed journal.*

*In 2024, CPB Ethical AI Project Team will provide 6 presentations to the community about the work of the Ethical AI Initiative.*

*In 2024, CPB Ethical AI Project Team will provide 1 Ethical AI workshop to a healthcare Organization.*

*In 2024, CPB Ethical AI Project Team will provide 1 Ethical AI Workshop with Digital Health KC to healthcare IT leaders.*

2.2 **Executive Level Support at Healthcare Organizations:** CPB Advises and consults on enterprise level decisions for the development, procurement, implementation, and use of AI.

2.2.1 In 2024, CPB will provide consultation to executive leaders in healthcare organizations to create Ethical AI policies and procedures across their organization.

**Milestones:**

*In 2024, CPB Ethical AI Project Team will co-develop Ethical Ai value statements and governance structures for 2 healthcare organizations in Kansas City.*

2.3 **Process Improvement Tools:** CPB creates procedural recommendations to healthcare organizations using AI.

2.3.1 in 2024, CPB Ethical AI Project Team will develop recommended practices and procedures to assist healthcare organizations in purchasing ai tools.

**Milestones:**

*In 2024, CPB Ethical AI Project Team and advisory workgroup will draft a procurement guide to assist healthcare organizations when they evaluate the use of a new ai-enabled product.*

2.4 **Ethical AI Recognition Program:** CPB recognizes healthcare organizations for their actions to ensure ethical AI practices across their organization.

2.4.1 in 2024, CPB Ethical AI Project Team will evaluate existing recognition programs and work with their advisory group to create a recognition program framework for ethical ai in healthcare.

**Milestones:**

*In 2024, the Ethical AI Project Team and advisory workgroup will create recognition criteria, principles, and processes.*

2.5 **Ethical AI Revenue Generation:** CPB builds a stable and diverse revenue portfolio across service offerings and programs.

2.5.1 in 2024, CPB Ethical AI Project team will continue to orient programs and work to earn long-term revenue and philanthropic support.

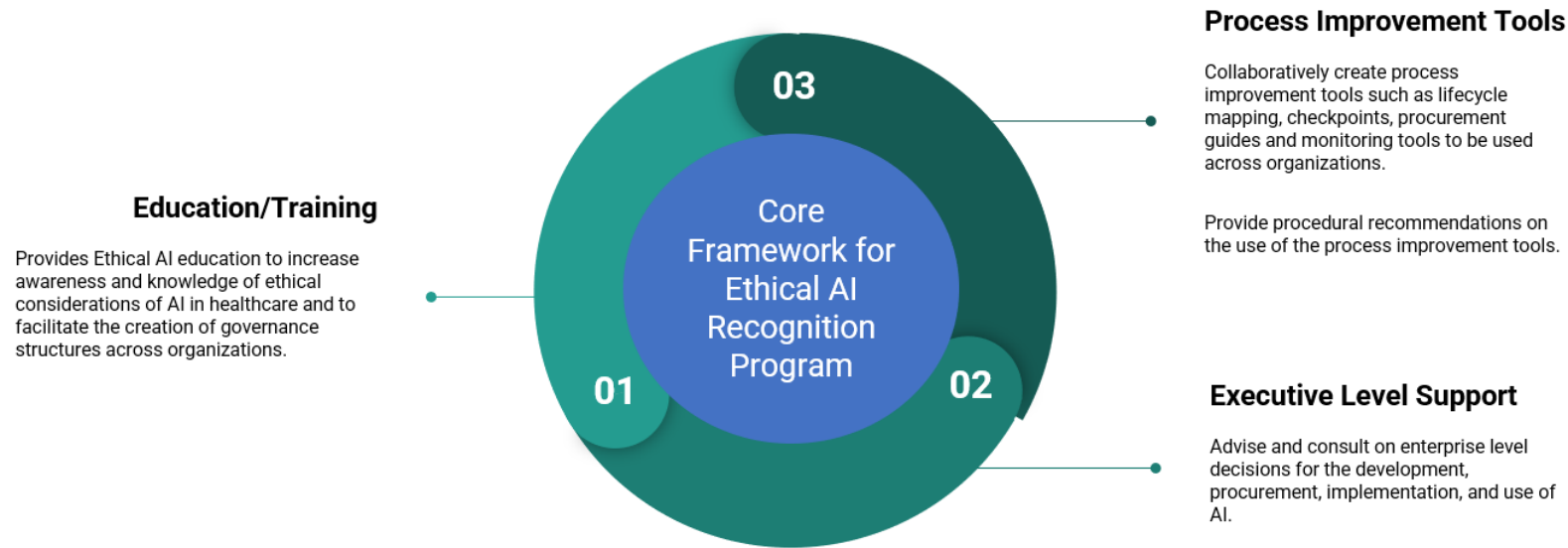
**Milestones:**

*By March 31, 2025, the Ethical AI Project Team will add \$50,000 in new revenue through ethics services agreements.*

*By March 31, 2025, The Ethical AI Project Team will define fees for participation in the Ethical AI Recognition Program and work with partners to test receptivity and relationship to other service offerings.*

**FUTURE DIRECTION:** CORE FRAMEWORK FOR ETHICAL AI RECOGNITION FRAMEWORK AS AN EXTENSION OF CURRENT ETHICAL AI INITIATIVE SERVICES.

## Ethical AI Initiative Services: Value across the AI lifecycle



### **3 Goal: Create a culture of deliberative dialogue and decision-making to advance health and social justice.**

#### **Objectives**

4 *Note: Updated objectives are forthcoming.*

## **4 Goal: Build core capacity for sustainability and growth.**

### **Objectives**

- 4.1 Raise at least \$500,000 in philanthropic funds annually.
  - 4.1.1 In 2024, raise \$250,000 in unrestricted funds through events; \$303,500 in development income (unrestricted grants, donations, etc.)
- 4.2 By January, 2025, increase earned income by \$50,000 over 2024 budget (\$200,00), and plot achievable growth for 2026 and beyond.
- 4.3 Maintain engagement and dissemination, as measured by media stories, social media engagement, and website traffic commensurate with 2023's measures, while acknowledging potential impacts from a reduced social media presence.
- 4.4 Secure resources needed to implement a plan to support professional development of staff (e.g., professional membership and conference attendance) for the 2025 budget.
- 4.5 By Quarter 2, 2024, adopt policies and procedures to foster a warm and welcoming culture that attracts and retains diverse, quality staff (e.g., Employee Handbook revision).
  - 4.5.1 Form employee workgroup to test and implement a productivity policy.
- 4.6 By Quarter 2 2024, develop and implement a plan for continuous maintenance of excellent stewardship of resources entrusted to us, such as enhanced internal controls, revenue forecasting, dashboard reporting, and clean audits.
  - 4.6.1 Implement recommendations by MG Consulting, LLC., provided to the Center in the fall of 2023.
- 4.7 By Quarter 3, 2024 develop or refine plans to enhance organizational integration through data systems and management, administrative and support roles and responsibilities, and unified approaches to customer service and revenue acquisition (e.g., platform acquisition/implementation, standard operating procedures, and staff role delineation).

## **CEO-Specific Goal and Objectives**

**5 Goal: To provide strategic leadership, inspiring communication, management of a high-performing team, maintenance of strong finances, and development of effective partnerships.**

### **Objectives**

- 5.1 Research and analyze current trends, best practices, and emerging issues related to the organization's mission and identify opportunities to advance its role and impact.
- 5.2 Create an organizational disposition that advances diversity, equity, and inclusion in all activities and procedures.
- 5.3 Continually exercise creative resourcefulness in developing new initiatives, opportunities, and sources of revenue and impact.
- 5.4 Build a culture of innovation and continuous improvement by encouraging and supporting staff and volunteers to contribute ideas and feedback on the organization's vision and direction.
- 5.5 Annually, develop and manage a budget that aligns with the goals and objectives and maintains financial stability.
- 5.6 Continually maintain clear communication with the Board of Directors, maintain sensitivity to their guidance and oversight, and receive appropriate authorization for all actions.
- 5.7 As opportunities emerge, participate in, or create, local, regional (state), or national partnerships that align with the Center's mission and capacity.
- 5.8 Explore grant or other funded opportunities to partner with aligned stakeholders.

**CENTER FOR PRACTICAL BIOETHICS, INC.**

**AMENDED AND RESTATED**

**BYLAWS**

**ARTICLE 1**

**Offices**

**Section 1.1 Principal Office.** The corporation's principal office for the transaction of business shall be located at such places of business as the CEO in consultation with the board of directors may from time-to-time determine.

**Section 1.2 Registered Office.** The corporation, by resolution of its board of directors, may change (i) the location of its registered office as designated in the Articles of Incorporation to any other place within the State of Kansas, and (ii) its resident agent at such registered office or both. Upon adoption of such resolution or resolutions, a certificate certifying the change shall be executed, acknowledged and filed with the Secretary of State, and a certified copy thereof shall be recorded in the office of the Register of Deeds for the county in which the new registered office is located (and in the old county, if such registered office is moved from one county to another).

**ARTICLE 2**

**Members**

Members shall be the individuals who are registered on the records of the corporation from time to time as directors. Such members therefore have the right to select or vote for the election of directors or to vote on any type of fundamental transaction.

**ARTICLE 3**

**Directors**

**Section 3.1 Responsibilities and Powers of Directors.** The board of directors shall conduct, manage, and control the business, property and affairs of the corporation. The board of directors may exercise all of the powers of the corporation under applicable Kansas law. The board of directors has the legal, fiduciary and ethical responsibility to oversee the operations of the corporation, including but not limited to, corporate strategic planning consistent with the corporation's mission and goals, resource development for the corporation, financial monitoring and approval of corporation annual operating and capital budgets, and retention, oversight and evaluation of the corporation's chief executive officer.

**Section 3.2 Number and Qualifications of Directors.** The number of non-founding directors of the corporation shall be not less than fifteen (15) nor more than eighteen (18), but such parameters may be increased or decreased by amendment to these bylaws in the manner set forth in Article XI hereof. In addition, the one (1) remaining founding director, Mary Beth Blake, shall serve as a director *ex officio* without vote for the remainder of her lifetime. In the event the number of non-founding directors is decreased by amendment to these bylaws, each

director then in office shall serve until his or her term expires, or until his or her resignation or removal, as herein provided.

**Section 3.3 Terms of Office and Election.** The terms of directors on the board of directors for non-founding directors shall be staggered. The term of office for all seats on the board of directors (other than founding director seats) shall be three (3) years each. The term of office of one-third (1/3) of the non-founding director seats on the board shall expire each year on December 31. Election of non-founding directors to succeed those directors whose term of office will expire December 31 each year shall be at the annual meeting by majority vote of the continuing directors then in office. Each non-founding director shall hold office until the expiration of the term of office for which such director was elected or until his or her successor shall have been elected and qualified. No non-founding director shall serve more than three (3) consecutive three (3) year terms. For purpose of this limitation, service of less than eighteen (18) months as an initial term, or to complete a vacated term, shall not be considered a three-year term. Notwithstanding the foregoing, a director's election to an office as chair, immediate past chair, vice-chair, secretary or treasurer for a term which extends beyond the permitted board tenure of the elected director shall automatically extend such director's board term to expire concurrently with the term of the office to which such director has been elected.

**Section 3.4 Nominations.** The Governance Committee shall meet, in coordination with corporation's staff, prior to the annual meeting of the corporation each year and select nominees (i) for all seats on the board the terms of which shall expire December 31 of such year, (ii) for any other vacancy on the board occurring at any time, and (iii) for all offices to be elected by the board, and shall recommend a slate of nominees to the full board at the board meeting next prior to the annual meeting. In selecting nominees for directors, the committee shall consider the mission and purposes of the corporation, its current strategic plans, and the skill sets, diversity, and qualifications of all continuing directors on the board, and shall seek to recommend nominees whose qualifications, experience, diversity, and skill sets complement and supplement that of the continuing directors and those served by the corporation.

**Section 3.5 Resignation, Removal, Transition to Nonvoting, and Restoration of Voting.** Any director may resign at any time by written notice (including electronic mail) of resignation to the board of directors. Any director may be removed at any time by the affirmative vote of two-thirds (2/3) of the board of directors whenever, in the judgment of the board, the best interests of the corporation would be served thereby. Transition to nonvoting status may occur at a point in time that a member's health or other life circumstances impede active participation. This transition may be initiated by either the affected director or by the Governance Committee and becomes effective upon approval by the Executive Committee. For all matters requiring a vote, action or decision of the board of directors, the number of directors required to vote, sign a written consent or otherwise approve the action shall not include any director who has transitioned to nonvoting status. After a change to nonvoting status, upon request made by the nonvoting director or by the Governance Committee, the affected director's voting rights and eligibility to serve as an officer may be restored upon recommendation by the Executive Committee and approval by the board of directors.

**Section 3.6 Vacancy.** Any vacancy in any non-founding director seat on the board of directors occurring at any time, including the vacancy created by an increase in the



number of directors, shall be filled for the unexpired term applicable to such seat, by the procedures set forth herein for the nomination and recommendation of qualified directors, and the remaining directors, even though less than a quorum, by an affirmative vote of a majority thereof, may elect the director(s) to fill the vacancy or vacancies. Any director so elected shall hold office until the expiration of the term of office for which such director was elected or until his or her successor shall have been elected and qualified. In addition, the board of directors may fill one or more vacancies on an interim basis prior to the next annual meeting of the board of directors, by an affirmative vote of a majority of the directors present at a regular or special meeting to fill the vacancy or vacancies. Such vote may be held with or without the nomination and recommendation procedures set forth herein. Any director so elected shall hold office until the next annual meeting at which time, the board of directors may elect to extend their service for the balance of the unexpired term of the director whose seat was vacated or to replace them following the procedures set forth herein for the nomination and recommendation of qualified directors.

**Section 3.7 Place of Meetings.** Regular and special meetings of the board of directors shall be held at any place which has been designated from time to time by resolution of the board, or by the Chief Executive Officer (“CEO”) of the corporation and in a means contemplated by Section 3.17. In the absence of a designation, all meetings shall be held at the principal office of the corporation.

**Section 3.8 Annual Meetings.** The annual meeting of the board of directors shall be held in November each year, or at such other time and date as the board of directors by resolution shall determine, for the purpose of electing directors and officers, considering reports of the affairs of the corporation, and for the transaction of such other business as may come before the meeting. If the date fixed for the annual meeting shall be a legal holiday, such meeting shall be held on the next succeeding business day. If the election of directors shall not be held on the day designated herein for any annual meeting, or at any adjournment thereof, the board of directors shall cause the election to be held at a special meeting of the board of directors as soon thereafter as conveniently may be.

**Section 3.9 Regular Meetings.** Regular meetings of the board of directors shall be held at least quarterly at such dates and times as the board of directors shall from time to time designate by resolution. No notice of regular meetings of the board of directors shall be required other than the board resolution establishing the date and time of regular meetings.

**Section 3.10 Special Meetings.** Special meetings of the board of directors for any purpose or purposes shall be called at any time by the CEO or, if he or she is absent or unable or refuses to act, by the chair of the board or by any three (3) directors. Notice of special meetings, unless waived by attendance thereat or by written consent to the holding of the meeting, shall be given by written notice transmitted electronically, hand delivered, or forwarded by facsimile or U.S. Mail at least three (3) days prior to the date of such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail with postage thereon addressed to the director at his residence or usual place of business.

**Section 3.11 Adjournment.** A majority of the directors present may adjourn any directors’ meeting to meet again at a stated day and hour or until the time fixed for the next regular meeting of the board.

**Section 3.12 Notice of Adjournment.** Notice of the time and place of reconvening an adjourned meeting may be given to absent directors if the time and place is fixed at the meeting adjourned.

**Section 3.13 Waiver of Notice.** The transactions at any meeting of the board of directors, however called and noticed or wherever held, shall be as valid as though had at a meeting duly held after regular call and notice, if a quorum be present, and if, either before or after the meeting, each of the directors not present signs a written waiver of notice, or a consent to holding such meeting, or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

**Section 3.14 Quorum.** A majority of the total number of non-founding directors then in office shall constitute a quorum for the transaction of business, except to adjourn as hereinafter provided. Every act or decision done or made by a majority of all of the directors present at a meeting duly held at which a quorum is present shall be the act of the board of directors, unless a greater number be required by law or by the Articles of Incorporation as amended. Directors present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of directors leaving less than a quorum.

**Section 3.15 Votes and Voting.** All votes required of directors hereunder may be by voice vote or show of hands, unless a written ballot is requested, which request may be made by any director. Each director shall have one vote. Every reference to a majority or other proportion of directors refers to a majority or other proportion of the votes of such directors.

**Section 3.16 Actions of the Board of Directors without a Meeting.** Any action which is required to be or may be taken at a meeting of the directors may be taken without a meeting if consents in writing (whether by an original or electronic signature, including a signature transmitted by facsimile or by other electronic method), setting forth the action so taken, are signed by all of the directors. Such consents shall have the same force and effect as a unanimous vote of the directors at a meeting duly held, and may be stated as such in any certificate or document filed under The Kansas General Corporation Code. The secretary shall file such consents with the minutes of the meetings of the board of directors.

**Section 3.17 Attendance.** Directors' attendance at all annual and regular meetings of the board of directors is expected. Absences shall be cause for removal pursuant to Section 3.5. Directors may participate in a meeting of the board by means of conference telephone, internet camera, or similar electronic means so long as all directors participating in the meeting can hear each other. Participation in a meeting in this manner shall constitute attendance in person at the meeting.

**Section 3.18 Compensation.** Directors shall not receive any salary or other compensation for services as directors, but, by resolution of the board of directors, a reasonable sum for out-of-pocket expenses, if any, may be allowed directors. The board of directors may, in its discretion, contract for and pay to directors rendering occasional, unusual or exceptional services to the corporation, special compensation appropriate to the value of such services.

Nothing herein contained shall preclude any director from serving the corporation in any other capacity as an officer, agent, employee or otherwise, in receiving fair compensation therefor.

**Section 3.19 Conflicts of Interest.** The board of directors shall promulgate and enforce effective conflict of interest policies in accordance with applicable Kansas law, which policies shall require prompt disclosure of any actual or potential conflict of interest on the part of any director and any management employee of the corporation. Such policy shall require each director and all management employees to disclose fully and frankly to the board any and all actual or potential conflict or duality of interest or responsibility, whether individual, personal, or business, which may exist or appear as to any matter or business which may come before the board, or a committee thereof, at any time *prior to* action thereon. Except as herein provided, the disclosing individual shall neither vote nor endeavor to influence corporate action on any such matter. The requirement of disclosure of conflicts of interest shall not prohibit a director from responding to questions concerning the matter. However, such a director may not participate in discussion, or vote in the matter, *unless* such participation and/or vote shall have been approved by resolution adopted by a majority of disinterested directors at the meeting following disclosure. Board action on any matter as to which a conflicts disclosure shall have been made shall require the vote of a majority of disinterested directors. All disclosures of conflicts of interest and action taken thereon shall be recorded in the minutes of the board.

**Section 3.20 Inspection of Books and Records.** Any director shall have the right to examine the corporation's membership ledger, a list of its members and directors, and its financial books and records for any purpose reasonably related to such director's position as a director.

## **ARTICLE 4** **Officers**

**Section 4.1 Officers.** The officers of the corporation shall be a board chair, chief executive officer (CEO), an immediate past board chair, a vice chair, a secretary and a treasurer, and such other officers as may be designated by the board. No more than one (1) office may be held by the same person. No instrument requiring the signatures of two officers may be signed by the same person in more than one capacity.

**Section 4.2 Selection to Office.** The board chair, immediate past chair, vice chair, secretary and treasurer shall be elected by the board at the annual meeting of the corporation in even numbered years for a term of two (2) years without salary or other remuneration. All terms shall commence January 1 next following the annual meeting. In the event the officers shall not be elected at the annual meeting, such election shall be held at the next regular meeting of the board. Officers each shall be elected by a majority vote of the full board and shall hold office until expiration of the term of office for which he or she was elected or until his or her successor shall have been duly elected and shall qualify, or until he or she shall resign or otherwise vacate the office, or shall be removed in the manner provided herein. Further, if established, assistant secretary and assistant treasurer offices may be elected, removed and replaced from time-to-time by the Board and shall serve at the pleasure of the board until resignation, removal or inability to serve.

**Section 4.3 Compensation of CEO and Other Officers; Compensation of Employees.** The salary or other compensation of the CEO shall be recommended from time to time by the Executive Committee and approved by the board. All officers other than the CEO shall not receive compensation for performance of their responsibilities as officers, but may be separately compensated for their responsibilities as employees of the corporation. Employees of the corporation shall receive such salaries or other compensation as shall be determined by the CEO consistent with annual budgets adopted from time to time by the board of directors.

**Section 4.4 Resignation, Removal, Change to Nonvoting and Restoration of Voting.** Any officer may resign his or her office at any time by written notice (including electronic mail) of resignation to the CEO or chair of the board of directors, as applicable. Any officer may be removed, with or without cause, by the affirmative vote of the majority of the directors in office at any time whenever in the judgment of the board the best interests of the corporation would be served thereby. If a board member changes to nonvoting status pursuant to Section 3.5 of these bylaws, then upon such change, the applicable board member will no longer continue to serve in any officer position. If such board member's voting status is subsequently restored, then such member will again become eligible to serve as an officer, but prior officer positions held will not be automatically restored.

**Section 4.5 Vacancies.** Any vacancy in any office shall be filled in the manner prescribed in these bylaws for regular election or appointments to such office. Vacancies in offices shall be filled for the unexpired portion of the term as herein provided.

**Section 4.6 Chair of the Board.** The board chair shall be the chief volunteer officer of the corporation, shall be a director, and the principal officer of the board, and shall preside at all meetings of the board of directors. The chair shall be an *ex officio* member of all board committees and task forces. The chair shall perform such duties incident to the office of the chair, and such other duties as may from time to time be prescribed or designated by the board of directors. The chair shall appoint all board committees and committee chairs.

**Section 4.7 Vice Chair.** The vice chair shall be a director and shall perform such duties as may be assigned the vice chair by the chair, the board of directors, or these bylaws. In the absence of the chair, or in the event of the chair's inability or refusal to act, a vice chair shall preside at board meetings, and shall perform such duties and exercise the powers of the chair with the same force and effect as if performed by the chair.

**Section 4.8 Immediate Past Chair.** The immediate past chair of the board shall continue as an officer of the board following expiration of his or her term as chair until expiration of the term of his or her successor. The immediate past chair shall perform such duties as may be assigned by the chair, the board of directors, or these bylaws. The immediate past chair shall provide historical continuity and perspective to the functions of the officers of the corporation and the board. In the absence, inability, or refusal to act of the chair and all vice-chairs, the immediate past chair shall preside at board meetings and shall perform the duties and exercise the powers of the chair.

**Section 4.9 Chief Executive Officer.** The CEO shall be an employee of and the chief executive officer of the corporation who is selected, hired, supervised and subject to termination by the board of directors. The CEO shall supervise and control directly, and indirectly through employees, agents, and consultants, the day to day business and affairs of the corporation and management of the business of the corporation. The CEO shall serve at the pleasure of the board of directors at such salary or other remuneration as the board may, from time to time, prescribe and shall perform all duties incident to the office of the CEO and such other duties as may from time to time be prescribed by the board of directors.

**Section 4.10 Secretary.** The secretary shall be a director and shall keep, or cause to be kept, minutes of all meetings of the board of directors. Such record shall be maintained at the principal office of the corporation or at such other location as the board shall direct and shall reflect the names of those present at all director meetings and the proceedings thereof. The secretary also shall keep, or cause to be kept, at the principal office of the corporation, a ledger showing the names and current addresses of all individuals who serve on the board and are, therefore, also members of the corporation. The secretary shall have such other powers and perform such other duties as may be prescribed by the board of directors, the chair, or these bylaws. The assistant secretary, if any, shall perform the duties and responsibilities of the secretary in the absence or unavailability of the secretary, and shall perform such other duties and responsibilities of the office of secretary as from time to time may be assigned by the board or CEO.

**Section 4.11 Treasurer.** The treasurer shall be a director and shall oversee and monitor the corporate funds, shall keep, or cause to be kept, a full and accurate record and account of all receipts and disbursements, deposits, investments, all monies and liquid assets in the name and to the credit of the corporation in such depositories as may be approved by the board of directors. The treasurer shall be chair of the finance committee. The treasurer shall submit a report of the financial condition of the corporation at all regular meetings of the board, and at such other times as are requested by the board. The treasurer shall submit for approval of the board a year end financial report, and shall oversee preparation of and shall recommend annual capital and operating budgets for the corporation to the board. The corporate books of account shall be open at all reasonable times to inspection by any director. The assistant treasurer, if any, shall be responsible to the treasurer, shall report to the CEO, and shall perform all duties incident to the office of the treasurer in the absence or inability to act of the treasurer, or as directed by the chief executive officer.

## **ARTICLE 5**

### **Committees of the Board**

**Section 5.1 Board Committees.** Board committees shall be appointed each year following the annual meeting of the board. All committees shall serve one (1) year terms expiring at the next annual meeting of the board of directors each year. A majority of the membership on all board committees shall be directors serving on the board. Committees may include nondirectors. Except as provided in Sections 5.1.1 and 5.1.2, appointments to all committees and designation of committee chairs shall be made by the chair of the board. Except as provided otherwise in these bylaws, there shall be no fewer than three (3) directors on each board committee.

**Section 5.2 Executive Committee.** The executive committee shall consist of the chair of the board, the vice-chair of the board, the secretary, the treasurer (Finance Committee chair), the immediate past chair of the board, and the chairs of the Governance Committee, and the Resource Development Committee. The chair shall preside at all meetings of the Executive Committee, and the secretary shall keep (or cause to be kept) the minutes. The Executive Committee shall exercise such rights, powers and authority of the board of directors while the board is not in session as are consistent with the policies, directives, and resolutions of the board of directors, the Articles of Incorporation as amended, and these bylaws. Chief executive officer of the corporation shall be an *ex officio* member of the Executive Committee without vote. The Executive Committee shall meet from time to time at the call of the chair or the vice-chair of the board as necessary or appropriate to discharge its responsibilities. The Executive Committee shall meet not less than once each year for the purpose of evaluating the performance of the chief executive officer and of the board. A majority of the Executive Committee shall constitute a quorum for the transaction of any business, and the act of a majority of the Executive Committee present at any meeting at which a quorum is present shall be the act of the Executive Committee. The Executive Committee shall report its actions and provide minutes of its meetings to the board of directors. For all seats on the Executive Committee, removal of a director from his or her position as an officer or committee chair or transition of such director to nonvoting status shall constitute removal from the Executive Committee. Any vacancy on the Executive Committee shall be filled by the chair of the board, or the board of directors, as applicable for the unexpired term by replacement of the board officer no longer serving in accordance with these bylaws.

**Section 5.3 Finance.** The treasurer shall be chair of the Finance Committee. The Finance Committee shall review and make recommendations to the board regarding the financial feasibility of all corporate activities and undertakings, the annual capital and operating budgets of the corporation, corporate investment policies, oversee and coordinate the corporation's endowment funds and all fiscal and financial affairs of the corporation. The Finance Committee shall include an audit subcommittee as herein provided. The Finance Committee shall perform such other duties related to the fiscal affairs of the corporation as are set forth in the corporation's Committee Functions Policy or as may be assigned to it by the board or the board chair.

**Section 5.4 Audit.** The Finance Committee shall have an audit subcommittee consisting of not less than two (2) nor more than three (3) members, at least one (1) of whom shall be a director and member of the Finance Committee. The Audit subcommittee shall report to the finance committee and also directly to the board, shall be responsible for oversight and coordination of the corporation's annual independent audit, and shall report directly to the board thereon. The Audit Committee shall perform such other duties and responsibilities as may be assigned to it from time to time by the board chair.

**Section 5.5 Governance.** The Governance Committee shall be responsible for board development and evaluation. Nominations to fill all vacancies in board of director and officer positions from time to time shall be made by the Committee. The Governance Committee also shall be responsible for board education and retreat planning. The Governance Committee periodically shall review and make recommendations to the board regarding long-term strategies for the corporation, community relations, and corporate mission, and the services and policies of the corporation. The Governance Committee shall periodically, no less than once every five years, review the Articles of Organization and Bylaws of the corporation and make recommendations to

the board of directors regarding amendments to the same for subsequent review and action by the board of directors. The Committee shall perform such other duties related to these areas of corporate activity as are set forth in the corporation's Committee Functions Policy, or as may be assigned to it by the board or the chair.

**Section 5.6 Resource Development.** The Resource Development Committee shall be responsible for all development, fundraising, endowment seeking and other fund development projects and activities undertaken by the corporation and all endowment fundraising. On an ongoing basis, the Resource Development Committee shall monitor and evaluate the corporation's fundraising programs and shall recommend an annual fundraising goal for the corporation in connection with the annual budget process. The committee shall perform such other duties related to these areas of corporate activity as are set forth in the corporation's Committee Functions Policy or as may be assigned to it by the board or the chair.

**Section 5.7 Task Forces and Ad Hoc Committees.** From time to time, the board of directors may designate by resolution one or more task forces or *ad hoc* committees of the board to perform such specific tasks and/or functions as the board may determine. *Ad hoc* committees shall be appointed by the chair subject to ratification by the board. A director shall be designated by the board chair to be chair of each task force or committee. All such *ad hoc* committees or designated task forces shall have the power and authority set forth in the board resolution creating such *ad hoc* committee or task force, and shall serve until the designated task is completed, or the next annual meeting of the board, whichever first occurs.

**Section 5.8 Meetings, Quorum, Actions without a Meeting, etc.** All provisions of Article III, Directors, of these Bylaws that establish the manner and means for the board of directors to call and conduct meetings, approve actions at a meeting and to take actions without a meeting, including Sections 3.7 through 3.17, but not Section 3.8 (i.e. committees are not required to conduct an annual meeting), shall also apply to committees, subcommittees and task forces, except that the name of the committee, subcommittee or task force, and the terms committee members and committee chair shall apply in lieu of the terms board of directors, directors and chair of the board where applicable. Further, any director who transitions to nonvoting status pursuant to Section 3.5 of these bylaws shall also be considered a nonvoting member of all committees on which such director serves at the time of the transition under Section 3.5. Upon restoration of such director's voting rights, the affected individual will again become eligible to vote upon matters acted upon by the committees upon which such individual serves.

## **ARTICLE 6** **Indemnification**

**Section 6.1 Indemnification of Directors and Officers.** To the maximum extent that the laws of the state of Kansas allow, the corporation shall indemnify a director, officer, or any other person who is or was serving at the request of the corporation as a director or officer for any liability, expense, cost, judgment, penalty, or fine incurred by such person by reason of the fact that such person is or was a director or officer of the corporation; provided, however, that such person acted in good faith in the best interest of the corporation as determined by the Board. No

person shall be entitled to be indemnified for any liability, expense, cost, judgment, penalty or fine due to his or her willful misconduct or gross negligence.

**Section 6.2 Indemnity Amount/Notice.** The amount of such indemnity which may be assessed against the corporation, its receiver, or its trustee, by the court in the same or in a separate proceeding shall be so much of the expenses, including attorneys' fees incurred in the defense of the proceeding, as the court determines and finds to be reasonable. Application for such indemnity may be made either by the person sued or by the attorney or other person rendering services to him in connection with the defense, and the court may order the fees and expenses to be paid directly to the attorney or other person, although he is not a party to the proceeding. Notice of the application for such indemnity shall be served upon the corporation, its receiver, or its trustee, and upon the plaintiff and other parties to the proceeding. The court may order notice to be given also to the members in the manner provided in Article II for giving notice of members' meetings, in such form as the court directs.

## **ARTICLE 7** **Execution of Instruments**

**Section 7.1 Contracts, Deeds, Etc., How Executed.** The board of directors, except as in these bylaws otherwise provided, may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances; and unless so authorized by the board of directors, no officer, agent or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose in any amount; provided, however, that any contracts, agreements, deeds or other instruments conveying lands or any interest therein, and any other documents shall be executed on behalf of the corporation by the CEO, COO or by any other specific officer or agent or attorney so authorized by the board.

**Section 7.2 Checks, Drafts, Etc.** All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness, issued in the name of or payable to the corporation, shall be signed or endorsed by such person or persons and in such manner as, from time to time, shall be determined by resolution of the board of directors.

**Section 7.3 Deposits.** Funds of the corporation may be deposited from time to time to the credit of the corporation with such depositories as may be selected by management and approved by the board.

**Section 7.4 Limitation Upon Contracts.** No contract, transaction or act shall be entered into, performed or taken on behalf of the corporation if such contract, transaction or act is a prohibited transaction or would result in the denial of the corporation's tax exemption under Section 501(c)(3) of the Internal Revenue Code and regulations promulgated thereunder as they now exist or may hereafter be amended. In no event, however, shall any person, firm or entity dealing with the directors or officers of the corporation be obligated to inquire into the authority of the directors or officers to enter into or consummate any contract, transaction or other act for or on behalf of the corporation.



## **ARTICLE 8**

### **Notices**

No notice of the time, place or purpose of any meeting of the Board, or any publication thereof, whether prescribed by law, by the Charter or by these Bylaws, need to be given to any person who attends such meeting, or who, in writing, executed either before or after the holding thereof, waives such notice and such attendance or waiver shall be deemed equivalent to notice.

## **ARTICLE 9**

### **Prohibition Against Sharing in Corporate Earnings**

No director, officer, employee or agent of the corporation, nor any individual connected in any way with the corporation, shall at any time receive any of the net earnings or any pecuniary profit from the operation of the corporation provided that this prohibition shall not prevent the payment to individual persons such reasonable compensation for services rendered to or for the corporation in effecting any of its purposes as may be determined by the board of directors. No such person or persons shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the corporation

## **ARTICLE 10**

### **Prohibition on Campaign, Lobbying, etc.**

No substantial part of the activities of the corporation shall be or involve the carrying on of propaganda, lobbying or otherwise attempting to influence legislation, and the corporation shall not participate in nor intervene in any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these bylaws, the corporation shall not carry on any activities not permitted (i) by a corporation exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code, or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

## **ARTICLE 11**

### **Distribution of Assets Upon Dissolution**

Upon dissolution or winding up of the affairs of the corporation, whether voluntarily or involuntarily, the assets of the corporation, after all debts have been satisfied, shall be distributed, transferred, conveyed and delivered in such amount or amounts as the board of directors may determine, or as may be determined by any court of competent jurisdiction, exclusively to charitable, religious, scientific, testing for public safety, literary, educational or other organizations then expressly qualifying for exemption from income taxation under the provisions of Section 501(c)(3) of the Internal Revenue Code as such provision now exists or may hereafter be amended.

**ARTICLE 12**  
**Miscellaneous**

**Section 12.1 Fiscal Year.** The board shall have the power to determine and, from time to time, to change the fiscal year of the corporation. In the absence of specific action by the board of directors, however, the fiscal year of the corporation shall be the calendar year.

**Section 12.2 Corporate Seal.** The corporation shall have no corporate seal.

**Section 12.3 Captions and Gender.** Captions and sub-captions herein are for convenience of reference only and shall in no way define, limit or describe the scope or effect of these bylaws or the intent of any provision thereof. Whenever in these bylaws, the words “he” or “his” or other masculine words are used, all shall also mean “she”, “her”, “they” or “their” where appropriate, there being no intent to make any distinction herein based upon sex or gender identity.

**Section 12.4 Electronic Communications and Signatures.** Electronic communications, records and signatures may be used in connection with all matters contemplated by these bylaws except to the extent prohibited by applicable law. Except as may be specifically set forth herein, the parties may use and rely upon electronic communications, records and signatures for all notices, waivers, consents, undertakings and other documents, communications or information of any type sent or received in connection with the matters contemplated by these bylaws. An electronically transmitted (but not oral) document will be deemed to satisfy any requirement under these bylaws or applicable law that such document be “written,” “in writing” or the like. An electronic signature or electronically transmitted signature by any person on any document (properly authenticated) will be deemed to satisfy any requirement under these bylaws or applicable law that such document be “signed” or “executed” by such person. An electronic transmittal or communication (but not oral) of a document will constitute delivery of such document. None of the directors may contest the authorization for, or validity or enforceability of, electronic records and electronic signatures, or the admissibility of copies thereof, under any applicable law relating to whether certain agreements, files or electronic records are to be in writing or signed by the party to be bound thereby.

**ARTICLE 13**  
**Amendments**

New bylaws may be adopted or these bylaws may be amended or repealed by a vote of two-thirds ( $\frac{2}{3}$ ) of the board of directors of the corporation; provided, however, that notice of the proposed amendments is given to the directors at least ten (10) days prior to the meeting at which such vote is to be taken.

**CERTIFICATE OF SECRETARY**

I, \_\_\_\_\_, the undersigned, do hereby certify:

- (1) That I am the duly elected and acting secretary of the Center for Practical Bioethics, Inc., a Kansas not-for-profit corporation, and as such:
- (2) Being the duly acting and appointed Secretary of Center for Practical Bioethics, hereby certify that on \_\_\_\_\_, 2024, the Corporation's bylaws were amended and restated in their entirety, replacing those previously approved on the 9th day of October 2007 and subsequently amended on the 9<sup>th</sup> day of September 2020. The amended and restated bylaws were approved by unanimous consent of the board on \_\_\_\_\_, 2024, having been submitted and duly considered in accordance with the above requirements set forth in their entirety in the language preceding this certificate.
- (3) That the foregoing bylaws, comprising \_\_\_\_\_ (\_\_\_\_) pages, constitute the bylaws of said corporation, as amended and restated as duly adopted at the meeting of the directors of said corporation duly held on the \_\_\_\_\_ day of \_\_\_\_\_, 2024.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name this \_\_\_\_\_ day of \_\_\_\_\_, 2024.

\_\_\_\_\_, Secretary

## Summary of Amendments to Bylaws of the Center for Practical Bioethics

Article 1: Add flexibility for CEO to change the place of business address in consultation with the board.

Article 2: Conform the member provision to coincide with the established practice that the members and the board of directors are the same people.

Article 3: Modify the founding member/director provision to make the seat nonvoting. (3.2) Create the ability for directors to in the future transition to nonvoting status and if the reason for nonvoting ends, then to have voting status restored. In each case the affected director or the governance committee initiates the action which is then decided by the executive committee. (3.5) Modify the conflict of interest provision to require the director with the conflict to be absent from the discussion and vote on the matter after answering board questions. (3.18)

Article 4: Eliminate the COO office; eliminate the distinction between “board” and “corporate” officers so that all officers are officers of the corporation and limit officers to holding one office at a time. (4.1, 4.10) Move CEO selection and authority provisions, clarify that except for CEO officers are not compensated for serving as officers but may be compensated if they are separately retained to perform compensated duties for the Center. (4.2, 4.3, 4.9) Add that a change by a director to nonvoting status means that person no longer serves as an officer. Allow for a director to be again eligible to serve as an officer if voting rights are restored. (4.4) Conform Secretary and Treasurer provisions to current practice regarding membership records and chair of finance committee. (4.11, 4.12)

Article 5: Clarify that finance committee (not the resource committee) oversees investment of endowment funds. (5.3, 5.6) Clarify that audit committee reports to both the finance committee and directly to the board. (5.4) Add provisions regarding nonvoting status of a director consistent with 3.5. (5.2, 5.8) Require governance committee to review the Articles of Organization and Bylaws at least once every 5 years. (5.5)

Articles 9, 10 and 11: These provisions are required for federal tax exemption and were previously a single Article. Separating them into 3 Articles to better identify each and better educate the board about them was thought important by legal counsel.

Article 12: A new Section 12.4 was added to provide the full flexibility allowed by Kansas corporate law to the Center to use electronic means to conduct board and committee meetings and to take board and committee actions without a meeting via e-signature.

Article 13: The vote to amend the Bylaws was increased from a majority of the directors to a vote of  $\frac{2}{3}$  of the directors consistent with common practice among nonprofit organizations.

Note: Certain grammatic changes, changes to reflect the elimination of the “corporate” v. “board” officer distinction, and changes consistent with the transition to and from nonvoting status appear in Sections not specifically mentioned above.

CENTER FOR PRACTICAL BIOETHICS, INC.

AMENDED AND RESTATED

BYLAWS

ARTICLE 1 ~~Article I~~  
Offices

**Section 1.1 Principal Office.** The corporation's principal office for the transaction of business shall be located at ~~1111 Main, Ste 500, Kansas City, Missouri 64105~~ such places of business as the CEO in consultation with the board of directors may from time-to-time determine.

**Section 1.2 Registered Office.** The corporation, by resolution of its board of directors, may change (i) the location of its registered office as designated in the Articles of Incorporation to any other place within the State of Kansas, and (ii) its resident agent at such registered office or both. Upon adoption of such resolution or resolutions, a certificate certifying the change shall be executed, acknowledged and filed with the Secretary of State, and a certified copy thereof shall be recorded in the office of the Register of Deeds for the county in which the new registered office is located (and in the old county, if such registered office is moved from one county to another).

~~Article II~~

ARTICLE 2  
Members

~~**Section 2.1 Members.**~~ Members shall be the individuals ~~or organizations that make an annual contribution to~~ who are registered on the records of the corporation ~~for each membership year. By resolution adopted from time to time, the board of directors shall determine and adopt rules governing the rights and benefits of membership in the corporation.~~ as directors. Such members therefore have the right to select or vote for the election of directors or to vote on any type of fundamental transaction.

ARTICLE 3 ~~Article III~~  
Directors

**Section 3.1 Responsibilities and Powers of Directors.** The board of directors shall conduct, manage, and control the business, property and affairs of the corporation. The board of directors may exercise all of the powers of the corporation under applicable Kansas law. The board of directors has the legal, fiduciary and ethical responsibility to oversee the operations of the corporation, including but not limited to, corporate strategic planning consistent with the corporation's mission and goals, resource development for the corporation, financial monitoring and approval of corporation annual operating and capital budgets, and retention, oversight and evaluation of the corporation's chief executive officer.

**Section 3.2 Number and Qualifications of Directors.** The number of non-founding directors of the corporation shall be not less than fifteen (15) nor more than eighteen (18), but such parameters may be increased or decreased by amendment to these bylaws in the manner set forth in Article XI hereof. In addition, ~~there shall be two (2) ex officio~~the one (1) remaining founding director~~seats on the board, which seats shall be lifetime director seats for the founding directors,~~ Mary Beth Blake~~and Hans Uffelmann,~~ shall serve as a director ex officio without vote for the remainder of her lifetime. In the event the number of non-founding directors is decreased by amendment to these bylaws, each director then in office shall serve until his or her term expires, or until his or her resignation or removal, as herein provided.

**Section 3.3 Terms of Office and Election.** The terms of directors on the board of directors for non-founding directors shall be staggered. The term of office for all seats on the board of directors (other than founding director seats) shall be three (3) years each. The term of office of one-third (1/3) of the non-founding director seats on the board shall expire each year on December 31. Election of non-founding directors to succeed those directors whose term of office will expire December 31 each year shall be at the annual meeting by majority vote of the continuing directors then in office. Each non-founding director shall hold office until the expiration of the term of office for which such director was elected or until his or her successor shall have been elected and qualified. No non-founding director shall serve more than three (3) consecutive three (3) year terms. For purpose of this limitation, service of less than eighteen (18) months as an initial term, or to complete a vacated term, shall not be considered a three-year term. Notwithstanding the foregoing, a director's election to an office as chair, immediate past chair, vice-chair, secretary or treasurer for a term which extends beyond the permitted board tenure of the elected director shall automatically extend such director's board term to expire concurrently with the term of the office to which such director has been elected.

**Section 3.4 Nominations.** The Governance Committee shall meet, in coordination with corporation's staff, prior to the annual meeting of the corporation each year and select nominees (i) for all seats on the board the terms of which shall expire December 31 of such year, (ii) for any other vacancy on the board occurring at any time, and (iii) for all offices to be elected by the board, and shall recommend a slate of nominees to the full board at the board meeting next prior to the annual meeting. In selecting nominees for ~~corporate~~ directors, the committee shall consider the mission and purposes of the corporation, its current strategic plans, and the skill sets, diversity, and qualifications of all continuing directors on the board, and shall seek to recommend nominees whose qualifications, experience, diversity, and skill sets complement and supplement that of the continuing directors and those served by the corporation.

**Section 3.5 Resignation~~and~~, Removal, Transition to Nonvoting, and Restoration of Voting.** Any director may resign at any time by written notice ~~of~~(including electronic mail) of resignation to the board of directors. Any director may be removed at any time by the affirmative vote of two-thirds (2/3) of the board of directors whenever, in the judgment of the board, the best interests of the corporation would be served thereby. Transition to nonvoting status may occur at a point in time that a member's health or other life circumstances impede active participation. This transition may be initiated by either the affected director or by the Governance Committee and becomes effective upon approval by the Executive Committee. For all matters requiring a vote, action or decision of the board of directors, the number of directors required to vote, sign a written consent or otherwise approve the action shall not include any director who has

transitioned to nonvoting status. After a change to nonvoting status, upon request made by the nonvoting director or by the Governance Committee, the affected director's voting rights and eligibility to serve as an officer may be restored upon recommendation by the Executive Committee and approval by the board of directors.

**Section 3.6 Vacancy.** Any vacancy in any non-founding director seat on the board of directors occurring at any time, including the vacancy created by an increase in the number of directors, shall be filled for the unexpired term applicable to such seat, by the procedures set forth herein for the nomination and recommendation of qualified directors, and the remaining directors, even though less than a quorum, by an affirmative vote of a majority thereof, may elect the director(s) to fill the vacancy or vacancies. Any director so elected shall hold office until the expiration of the term of office for which such director was elected or until his or her successor shall have been elected and qualified. In addition, the board of directors may fill one or more vacancies on an interim basis prior to the next annual meeting of the board of directors, by an affirmative vote of a majority of the directors present at a regular or special meeting to fill the vacancy or vacancies. Such vote may be held with or without the nomination and recommendation procedures set forth herein. Any director so elected shall hold office until the next annual meeting at which time, the board of directors may elect to extend their service for the balance of the unexpired term of the director whose seat was vacated or to replace them following the procedures set forth herein for the nomination and recommendation of qualified directors.

**Section 3.7 Place of Meetings.** Regular and special meetings of the board of directors shall be held at any place which has been designated from time to time by resolution of the board, or by the Chief Executive Officer ("CEO") of the corporation and in a means contemplated by Section 3.17. In the absence of a designation, all meetings shall be held at the principal office of the corporation.

**Section 3.8 Annual Meetings.** The annual meeting of the board of directors shall be held in November each year, or at such other time and date as the board of directors by resolution shall determine, for the purpose of electing directors and officers, considering reports of the affairs of the corporation, and for the transaction of such other business as may come before the meeting. If the date fixed for the annual meeting shall be a legal holiday, such meeting shall be held on the next succeeding business day. If the election of directors shall not be held on the day designated herein for any annual meeting, or at any adjournment thereof, the board of directors shall cause the election to be held at a special meeting of the board of directors as soon thereafter as conveniently may be.

**Section 3.9 Regular Meetings.** Regular meetings of the board of directors shall be held at least quarterly at such dates and times as the board of directors shall from time to time designate by resolution. No notice of regular meetings of the board of directors shall be required other than the board resolution establishing the date and time of regular meetings.

**Section 3.10 Special Meetings.** Special meetings of the board of directors for any purpose or purposes shall be called at any time by the CEO or, if he or she is absent or unable or refuses to act, by the chair of the board or by any three (3) directors. Notice of special meetings, unless waived by attendance thereat or by written consent to the holding of the meeting, shall be given by written notice transmitted electronically, hand delivered, or forwarded by facsimile or

U.S. Mail at least three (3) days prior to the date of such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail with postage thereon addressed to the director at his residence or usual place of business.

**Section 3.11 Adjournment.** A majority of the directors present may adjourn any directors' meeting to meet again at a stated day and hour or until the time fixed for the next regular meeting of the board.

**Section 3.12 Notice of Adjournment.** Notice of the time and place of reconvening an adjourned meeting may but need not be given to absent directors if the time and place is fixed at the meeting adjourned.

**Section 3.13 Waiver of Notice.** The transactions at any meeting of the board of directors, however called and noticed or wherever held, shall be as valid as though had at a meeting duly held after regular call and notice, if a quorum be present, and if, either before or after the meeting, each of the directors not present signs a written waiver of notice, or a consent to holding such meeting, or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

**Section 3.14 Quorum.** A majority of the total number of non-founding directors then in office shall constitute a quorum for the transaction of business, except to adjourn as hereinafter provided. Every act or decision done or made by a majority of all of the directors present at a meeting duly held at which a quorum is present shall be the act of the board of directors, unless a greater number be required by law or by the Articles of Incorporation as amended. Directors present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of directors leaving less than a quorum.

**Section 3.15 Votes and Voting.** All votes required of directors hereunder may be by voice vote or show of hands, unless a written ballot is requested, which request may be made by any director. Each director shall have one vote. Every reference to a majority or other proportion of directors refers to a majority or other proportion of the votes of such directors.

**Section 3.16 Actions of the Board of Directors without a Meeting.** Any action which is required to be or may be taken at a meeting of the directors may be taken without a meeting if consents in writing (whether by an original or electronic signature, including a signature transmitted by facsimile or by other electronic method), setting forth the action so taken, are signed by all of the directors. Such consents shall have the same force and effect as a unanimous vote of the directors at a meeting duly held, and may be stated as such in any certificate or document filed under The Kansas General Corporation Code. The secretary shall file such consents with the minutes of the meetings of the board of directors.

**Section 3.17 Attendance.** Directors' attendance at all annual and regular meetings of the board of directors is expected. Absences shall be cause for removal pursuant to Section 3.5. Directors may participate in a meeting of the board by means of conference telephone, internet camera, or similar electronic means so long as all directors participating in the meeting



can hear each other. Participation in a meeting in this manner shall constitute attendance in person at the meeting.

**Section 3.18 Compensation.** Directors shall not receive any salary or other compensation for services as directors, but, by resolution of the board of directors, a reasonable sum for out-of-pocket expenses, if any, may be allowed directors. The board of directors may, in its discretion, contract for and pay to directors rendering occasional, unusual or exceptional services to the corporation, special compensation appropriate to the value of such services. Nothing herein contained shall preclude any director from serving the corporation in any other capacity as an officer, agent, employee or otherwise, in receiving fair compensation therefor.

**Section 3.19 Conflicts of Interest.** The board of directors shall promulgate and enforce effective conflict of interest policies in accordance with applicable Kansas law, which policies shall require prompt disclosure of any actual or potential conflict of interest on the part of any director and any management employee of the corporation. Such policy shall require each director and all management employees to disclose fully and frankly to the board any and all actual or potential conflict or duality of interest or responsibility, whether individual, personal, or business, which may exist or appear as to any matter or business which may come before the board, or a committee thereof, at any time *prior to* action thereon. Except as herein provided, the disclosing individual shall neither vote nor endeavor to influence corporate action on any such matter. The requirement of disclosure of conflicts of interest shall not prohibit a director from responding to questions concerning the matter, ~~nor from participating.~~ However, such a director may not participate in discussion, ~~nor from voting or vote~~ in the matter, *unless* such participation ~~and/or vote~~ shall have been ~~prohibited~~ approved by resolution adopted by a majority of disinterested directors at the meeting following disclosure. Board action on any matter as to which a conflicts disclosure shall have been made shall require the vote of a majority of disinterested directors. All disclosures of conflicts of interest and action taken thereon shall be recorded in the minutes of the board.

**Section 3.20 Inspection of Books and Records.** Any director shall have the right to examine the corporation's membership ledger, a list of its members and directors, and its financial books and records for any purpose reasonably related to such director's position as a director.

## ~~Article IV~~

## ARTICLE 4 Officers

**Section 4.1 Officers.** The officers of the corporation shall be a board chair, chief executive officer (CEO), ~~a chief operating officer (COO)~~ an immediate past board chair, a vice chair, a secretary and a treasurer, and such other officers as may be designated by the board. ~~The corporation also shall have board officers, including a board chair, the immediate past chair, and one or more vice chairs.~~ No more than ~~two~~ one (1) ~~offices~~ office may be held by the same person. No instrument requiring the signatures of two officers may be signed by the same person in more than one capacity.

**Section 4.2 Selection to Office.** The board chair, immediate past chair, vice chair~~(s)~~, secretary and treasurer shall be elected by the board at the annual meeting of the corporation in even numbered years for a term of two (2) years without salary or other remuneration. All terms shall commence January 1 next following the annual meeting. In the event ~~such board elected~~the officers shall not be elected at the annual meeting, such election shall be held at the next regular meeting of the board. ~~Board elected officers~~Officers each shall be elected by a majority vote of the full board and shall hold office until expiration of the term of office for which he or she was elected or until his or her successor shall have been duly elected and shall qualify, or until he or she shall resign or otherwise vacate the office, or shall be removed in the manner provided herein. Further, if established, assistant secretary and assistant treasurer offices may be elected, removed and replaced from time-to-time by the Board and shall serve at the pleasure of the board until resignation, removal or inability to serve.

~~The CEO shall be an employee of the corporation selected, hired, supervised and subject to termination by the board of directors. Other corporate officers (except the secretary and treasurer elected by the board) shall be employees of the corporation selected, hired, supervised and subject to termination by the CEO. The selection and designation of such officer employees by the CEO shall be continuing appointments which shall serve at the pleasure of the CEO.~~

**Section 4.3 Compensation of CEO and Other Officers; Compensation of Employees.** The salary or other compensation of the CEO shall be recommended from time to time by the Executive Committee ~~of the board. Corporate officer employees and other~~and approved by the board. All officers other than the CEO shall not receive compensation for performance of their responsibilities as officers, but may be separately compensated for their responsibilities as employees of the corporation. Employees of the corporation shall receive such salaries or other compensation as shall be determined by the CEO consistent with annual budgets adopted from time to time by the board of directors.

**Section 4.4 Resignation—and, Removal, Change to Nonvoting and Restoration of Voting.** Any officer may resign his or her office at any time by written notice (including electronic mail) of resignation to the CEO or chair of the board of directors, as applicable. Any ~~corporate or board~~ officer may be removed, with or without cause, by the affirmative vote of the majority of the directors in office at any time whenever in the judgment of the board the best interests of the corporation would be served thereby. If a board member changes to nonvoting status pursuant to Section 3.5 of these bylaws, then upon such change, the applicable board member will no longer continue to serve in any officer position. If such board member's voting status is subsequently restored, then such member will again become eligible to serve as an officer, but prior officer positions held will not be automatically restored.

**Section 4.5 Vacancies.** Any vacancy in any office shall be filled in the manner prescribed in these bylaws for regular election or appointments to such office. Vacancies in offices shall be filled for the unexpired portion of the term as herein provided.

**Section 4.6 Chair of the Board.** The board chair shall be the chief volunteer officer of the corporation, shall be a ~~corporate~~ director, and the principal officer of the board, and shall preside at all meetings of the ~~corporate~~ board of directors. The chair shall be an *ex officio* member of all board committees and task forces. The chair shall perform such duties incident to

the office of the chair, and such other duties as may from time to time be prescribed or designated by the board of directors. The chair shall appoint all board committees and committee chairs.

**Section 4.7 Vice Chair.** ~~Each~~The vice chair shall be ~~corporate~~a director and shall perform such duties as may be assigned the vice chair by the chair, the board of directors, or these bylaws. In the absence of the chair, or in the event of the chair's inability or refusal to act, a vice chair shall preside at board meetings, and shall perform such duties and exercise the powers of the chair with the same force and effect as if performed by the chair.

**Section 4.8 Immediate Past Chair.** The immediate past chair of the board shall continue as an officer of the board following expiration of his or her term as chair until expiration of the term of his or her successor. The immediate past chair shall perform such duties as may be assigned by the chair, the board of directors, or these bylaws. The immediate past chair shall provide historical continuity and perspective to the functions of the officers of the corporation and the board. In the absence, inability, or refusal to act of the chair and all vice-chairs, the immediate past chair shall preside at board meetings and shall perform the duties and exercise the powers of the chair.

**Section 4.9 Chief Executive Officer.** The CEO shall be an employee of and the chief executive officer of the corporation who is selected, hired, supervised and subject to termination by the board of directors. The CEO shall supervise and control directly, and indirectly through employees, agents, and consultants, the day to day business and affairs of the corporation and management of the business of the corporation. The CEO shall serve at the pleasure of the board of directors at such salary or other remuneration as the board may, from time to time, prescribe and shall perform all duties incident to the office of the CEO and such other duties as may from time to time be prescribed by the board of directors.

~~**Section 4.10 Chief Operating Officer.** The COO shall be an employee of and chief operating officer of the corporation. The COO shall serve at the pleasure of the CEO and undertake all functions as assigned by the CEO. These include but are not limited to oversight of finance, audit, resource redevelopment, strategic planning, communications and public relations, facilities, and other functions of the Center including working closely with the CEO on human resources and organizational development. The COO shall collaborate with the CEO and the board of directors on matters of governance and broad program direction of the Center. The COO shall perform all duties incident to the office of COO and such other duties as may from time to time be prescribed by the CEO.~~

**Section 4.10** ~~Section 4.11~~ **Secretary.** The secretary shall be a ~~corporate~~ director and shall keep, or cause to be kept, minutes of all meetings of the board of directors. Such record shall be maintained at the principal office of the corporation or at such other location as the board shall direct and shall reflect the names of those present at all director meetings and the proceedings thereof. The secretary also shall keep, or cause to be kept, at the principal office of the corporation, a ~~membership~~ ledger showing the names and current addresses of all individuals who serve on the board and are, therefore, also members of the corporation. The secretary shall have such other powers and perform such other duties as may be prescribed by the board of directors, the chair, or these bylaws. The assistant secretary, if any, shall ~~be an employee of the corporation and not a director, and shall~~ perform the duties and responsibilities of the secretary in

the absence or unavailability of the secretary, and shall perform such other duties and responsibilities of the office of secretary as from time to time may be assigned by the board or CEO.

**Section 4.11** ~~**Section 4.12**~~ **Treasurer**. The treasurer shall be a ~~corporate~~ director and shall oversee and monitor the corporate funds, shall keep, or cause to be kept, a full and accurate record and account of all receipts and disbursements, deposits, investments, all monies and liquid assets in the name and to the credit of the corporation in such depositories as may be approved by the board of directors. The treasurer shall be chair of the finance committee. The treasurer shall submit a report of the financial condition of the corporation at all regular meetings of the board, and at such other times as are requested by the board. The treasurer shall submit for approval of the board a year end financial report, and shall oversee preparation of and shall recommend annual capital and operating budgets for the corporation to the board. The corporate books of account shall be open at all reasonable times to inspection by any director. The assistant treasurer ~~shall be a corporate employee and not a director, if any~~, shall be responsible to the treasurer, shall report to the ~~COO~~CEO, and shall perform all duties incident to the office of the treasurer in the absence or inability to act of the treasurer, or as directed by the chief executive officer.

## **ARTICLE 5** ~~**Article V**~~ **Committees of the Board**

**Section 5.1** **Board Committees**. Board committees shall be appointed each year following the annual meeting of the board. All committees shall serve one (1) year terms expiring at the next annual meeting of the board of directors each year. A majority of the membership on all board committees shall be directors serving on the board. Committees may include nondirectors. Except as provided in Sections 5.1.1 and 5.1.2, appointments to all committees and designation of committee chairs shall be made by the chair of the board. Except as provided otherwise in these bylaws, there shall be no fewer than three (3) ~~corporate~~ directors on each board committee.

**Section 5.2** **Executive Committee**. The executive committee shall consist of the chair of the board, ~~at the~~ vice-chair of the board, the secretary, the treasurer (~~and Finance Committee chair~~), the immediate past chair of the board, and the chairs of the ~~Finance Committee, the Governance Committee, and the Resource Development Committee~~. The chair shall preside at all meetings of the Executive Committee, and the secretary shall keep (or cause to be kept) the minutes. The Executive Committee shall exercise such rights, powers and authority of the board of directors while the board is not in session as are consistent with the policies, directives, and resolutions of the board of directors, the Articles of Incorporation as amended, and these bylaws. Chief executive officer of the corporation shall be an *ex officio* member of the Executive Committee without vote. The Executive Committee shall meet from time to time at the call of the chair or the vice-chair of the board as necessary or appropriate to discharge its responsibilities. The Executive Committee shall meet not less than once each year for the purpose of evaluating the performance of the chief executive officer and of the board. A majority of the Executive Committee shall constitute a quorum for the transaction of any business, and the act of a majority of the Executive Committee present at any meeting at which a quorum is present shall be the act of the Executive Committee. The Executive Committee shall report its actions and provide

minutes of its meetings to the board of directors. For all seats on the Executive Committee, removal of a director from his or her position as an officer or committee chair [or transition of such director to nonvoting status](#) shall constitute removal from the Executive Committee. Any vacancy on the Executive Committee shall be filled by the chair of the board, or the board of directors, as applicable for the unexpired term by replacement of the board officer no longer serving in accordance with these bylaws.

**Section 5.3 Finance.** The treasurer shall be chair of the Finance Committee. The Finance Committee shall review and make recommendations to the board regarding the financial feasibility of all corporate activities and undertakings, the annual capital and operating budgets of the corporation, corporate investment policies, [oversee and coordinate the corporation's endowment funds](#) and all fiscal and financial affairs of the corporation. The Finance Committee shall include an audit subcommittee as herein provided. The Finance Committee shall perform such other duties related to the fiscal affairs of the corporation as are set forth in the corporation's Committee Functions Policy, or as may be assigned to it by the board or the board chair.

**Section 5.4 Audit.** The Finance Committee shall have an audit subcommittee consisting of not less than two (2) nor more than three (3) members, at least one (1) of whom shall be a ~~corporate~~ director and member of the Finance Committee. The Audit subcommittee shall report [to the finance committee and also](#) directly to the board, shall be responsible for oversight and coordination of the corporation's annual independent audit, and shall report directly to the board thereon. The Audit Committee shall perform such other duties and responsibilities as may be assigned to it from time to time by the board chair.

**Section 5.5 Governance.** The Governance Committee shall be responsible for board development and evaluation. Nominations to fill all vacancies in board of director and officer positions from time to time shall be made by the Committee. The Governance Committee also shall be responsible for board education and retreat planning. The Governance Committee periodically shall review and make recommendations to the board regarding long-term strategies for the corporation, community relations, and corporate mission, and the services and policies of the corporation. The [Governance Committee shall periodically, no less than once every five years, review the Articles of Organization and Bylaws of the corporation and make recommendations to the board of directors regarding amendments to the same for subsequent review and action by the board of directors.](#) The Committee shall perform such other duties related to these areas of corporate activity as are set forth in the corporation's Committee Functions Policy, or as may be assigned to it by the board or the chair.

**Section 5.6 Resource Development.** The Resource Development Committee shall be responsible for ~~membership~~[all](#) development ~~and major~~ fundraising, [endowment seeking and other fund development](#) projects [and activities](#) undertaken by the corporation, ~~and shall oversee and coordinate the corporation's endowment fund~~ and all endowment fundraising ~~and development activities~~. On an ongoing basis, the Resource Development Committee shall monitor and evaluate the corporation's fundraising programs, and shall recommend an annual fundraising goal for the corporation in connection with the annual budget process. The committee shall perform such other duties related to these areas of corporate activity as are set forth in the corporation's Committee Functions Policy or as may be assigned to it by the board or the chair.

**Section 5.7 Task Forces and Ad Hoc Committees.** From time to time, the board of directors may designate by resolution one or more task forces or *ad hoc* committees of the board to perform such specific tasks and/or functions as the board may determine. *Ad hoc* committees shall be appointed by the chair subject to ratification by the board. A director shall be designated by the board chair to be chair of each task force or committee. All such *ad hoc* committees or designated task forces shall have the power and authority set forth in the board resolution creating such *ad hoc* committee or task force, and shall serve until the designated task is completed, or the next annual meeting of the board, whichever first occurs.

**Section 5.8 Meetings, Quorum, Actions without a Meeting, etc.** All provisions of Article III, Directors, of these Bylaws that establish the manner and means for the board of directors to call and conduct meetings, approve actions at a meeting and to take actions without a meeting, including Sections 3.7 through 3.17, but not Section 3.8 (i.e. committees are not required to conduct an annual meeting), shall also apply to committees, subcommittees and task forces, except that the name of the committee, subcommittee or task force, and the terms committee members and committee chair shall apply in lieu of the terms board of directors, directors and chair of the board where applicable. Further, any director who transitions to nonvoting status pursuant to Section 3.5 of these bylaws shall also be considered a nonvoting member of all committees on which such director serves at the time of the transition under Section 3.5. Upon restoration of such director's voting rights, the affected individual will again become eligible to vote upon matters acted upon by the committees upon which such individual serves.

## **ARTICLE 6 ~~Article VI~~ Indemnification**

**Section 6.1 Indemnification of Directors and Officers.** To the maximum extent that the laws of the state of Kansas allow, the corporation shall indemnify a director, officer, or any other person who is or was serving at the request of the corporation as a director or officer for any liability, expense, cost, judgment, penalty, or fine incurred by such person by reason of the fact that such person is or was a director or officer of the corporation; provided, however, that such person acted in good faith in the best interest of the corporation as determined by the Board. No person shall be entitled to be indemnified for any liability, expense, cost, judgment, penalty or fine due to his or her willful misconduct or gross negligence.

**Section 6.2 Indemnity Amount/Notice.** The amount of such indemnity which may be assessed against the corporation, its receiver, or its trustee, by the court in the same or in a separate proceeding shall be so much of the expenses, including attorneys' fees incurred in the defense of the proceeding, as the court determines and finds to be reasonable. Application for such indemnity may be made either by the person sued or by the attorney or other person rendering services to him in connection with the defense, and the court may order the fees and expenses to be paid directly to the attorney or other person, although he is not a party to the proceeding. Notice of the application for such indemnity shall be served upon the corporation, its receiver, or its trustee, and upon the plaintiff and other parties to the proceeding. The court may order notice to be given also to the members in the manner provided in Article II for giving notice of members' meetings, in such form as the court directs.

**ARTICLE 7 ~~Article VII~~**  
**Execution of Instruments**

**Section 7.1 Contracts, Deeds, Etc., How Executed.** The board of directors, except as in these bylaws otherwise provided, may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances; and unless so authorized by the board of directors, no officer, agent or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose in any amount; provided, however, that any contracts, agreements, deeds or other instruments conveying lands or any interest therein, and any other documents shall be executed on behalf of the corporation by the CEO, COO or by any other specific officer or agent or attorney so authorized by the board.

**Section 7.2 Checks, Drafts, Etc.** All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness, issued in the name of or payable to the corporation, shall be signed or endorsed by such person or persons and in such manner as, from time to time, shall be determined by resolution of the board of directors.

**Section 7.3 Deposits.** Funds of the corporation may be deposited from time to time to the credit of the corporation with such depositories as may be selected by management and approved by the board.

**Section 7.4 Limitation Upon Contracts.** No contract, transaction or act shall be entered into, performed or taken on behalf of the corporation if such contract, transaction or act is a prohibited transaction or would result in the denial of the corporation's tax exemption under Section 501(c)(3) of the Internal Revenue Code and regulations promulgated thereunder as they now exist or may hereafter be amended. In no event, however, shall any person, firm or entity dealing with the directors or officers of the corporation be obligated to inquire into the authority of the directors or officers to enter into or consummate any contract, transaction or other act for or on behalf of the corporation.

**ARTICLE 8 ~~Article VIII~~**  
**Notices**

No notice of the time, place or purpose of any meeting of the Board, or any publication thereof, whether prescribed by law, by the Charter or by these Bylaws, need to be given to any person who attends such meeting, or who, in writing, executed either before or after the holding thereof, waives such notice and such attendance or waiver shall be deemed equivalent to notice.

**ARTICLE 9 ~~Article IX~~**  
**Prohibition Against Sharing in Corporate Earnings**

No director, officer, employee or agent of the corporation, nor any individual connected in any way with the corporation, shall at any time receive any of the net earnings or any pecuniary profit from the operation of the corporation provided that this prohibition shall not prevent the payment to individual persons such reasonable compensation for services rendered to or for the corporation

in effecting any of its purposes as may be determined by the board of directors. No such person or persons shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the corporation.

#### ARTICLE 10

#### Prohibition on Campaign, Lobbying, etc.

No substantial part of the activities of the corporation shall be or involve the carrying on of propaganda, lobbying or otherwise attempting to influence legislation, and the corporation shall not participate in nor intervene in any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these bylaws, the corporation shall not carry on any activities not permitted (i) by a corporation exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code, or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

#### ARTICLE 11

#### Distribution of Assets Upon Dissolution

Upon dissolution or winding up of the affairs of the corporation, whether voluntarily or involuntarily, the assets of the corporation, after all debts have been satisfied, shall be distributed, transferred, conveyed and delivered in such amount or amounts as the board of directors may determine, or as may be determined by any court of competent jurisdiction, exclusively to charitable, religious, scientific, testing for public safety, literary, educational or other organizations then expressly qualifying for exemption from income taxation under the provisions of Section 501(c)(3) of the Internal Revenue Code as such provision now exists or may hereafter be amended.

#### ARTICLE 12 ~~Article X~~

#### Miscellaneous

Section 12.1 ~~Section 10.1~~ Fiscal Year. The board shall have the power to determine and, from time to time, to change the fiscal year of the corporation. In the absence of specific action by the board of directors, however, the fiscal year of the corporation shall be the calendar year.

Section 12.2 ~~Section 10.2~~ Corporate Seal. The corporation shall have no corporate seal.

Section 12.3 ~~Section 10.3~~ Captions and Gender. Captions and sub-captions herein are for convenience of reference only and shall in no way define, limit or describe the scope or effect of these bylaws or the intent of any provision thereof. Whenever in these bylaws, the words “he” or “his” or other masculine words are used, all shall also mean “she” ~~or~~, “her”, “they” or “their” where appropriate, there being no intent to make any distinction herein based upon sex or gender identity.

Section 12.4 Electronic Communications and Signatures. Electronic communications, records and signatures may be used in connection with all matters contemplated



by these bylaws except to the extent prohibited by applicable law. Except as may be specifically set forth herein, the parties may use and rely upon electronic communications, records and signatures for all notices, waivers, consents, undertakings and other documents, communications or information of any type sent or received in connection with the matters contemplated by these bylaws. An electronically transmitted (but not oral) document will be deemed to satisfy any requirement under these bylaws or applicable law that such document be “written,” “in writing” or the like. An electronic signature or electronically transmitted signature by any person on any document (properly authenticated) will be deemed to satisfy any requirement under these bylaws or applicable law that such document be “signed” or “executed” by such person. An electronic transmittal or communication (but not oral) of a document will constitute delivery of such document. None of the directors may contest the authorization for, or validity or enforceability of, electronic records and electronic signatures, or the admissibility of copies thereof, under any applicable law relating to whether certain agreements, files or electronic records are to be in writing or signed by the party to be bound thereby.

**ARTICLE 13 ~~Article XI~~  
Amendments**

New bylaws may be adopted or these bylaws may be amended or repealed by a ~~majority~~ vote of two-thirds (2/3) of the board of directors of the corporation; provided, however, that notice of the proposed amendments is given to the directors at least ten (10) days prior to the meeting at which such vote is to be taken.

**~~CERTIFICATE OF SECRETARY~~**

~~I, Liza Townsend, the undersigned, do hereby certify:~~

~~(1) That I am the duly elected and acting secretary of the Center for Practical Bioethics, Inc., a Kansas not for profit corporation; and~~

**CERTIFICATE OF SECRETARY**

I, ~~Liza Townsend~~ \_\_\_\_\_, the undersigned, do hereby certify:

- (1) That I am the duly elected and acting secretary of the Center for Practical Bioethics, Inc., a Kansas not-for-profit corporation, and as such:
- (2) Being the duly acting and appointed Secretary of Center for Practical Bioethics, hereby certify that on ~~September 9th, 2020, amendments of~~ \_\_\_\_\_, 2024, the Corporation's ~~Bylaws~~ bylaws were ~~adopted~~ amended and restated, ~~changing in their entirety, replacing~~ those previously approved on the 9th day of October 2007. ~~The amendments and subsequently amended on the 9th day of September 2020. The amended and restated bylaws were~~ approved by unanimous consent of the board on ~~September 9th, 2020~~ \_\_\_\_\_, 2024, having been submitted and duly considered in accordance with the above requirements. ~~The restatement of bylaws include the amendments as described in set forth in their entirety in the language above for:~~ preceding this certificate.

~~Article III, "Directors," Section 3.6 "Vacancy" which shall be deleted and replaced in its entirety with the language as restated above; and~~

~~Article III, Directors, Section 3.16 “Actions of the Board of Directors without a Meeting” which shall be deleted its entirety and replaced with language as restated above, and;~~

~~Article V, “Committees of the Board” which shall be amended by adding a new Section 5.8 “Meetings, Quorum, Actions without a Meeting, etc.”~~

- (3) That the foregoing bylaws, comprising ~~twelve~~ (12) \_\_\_\_\_ (\_\_\_\_) pages, constitute the bylaws of said corporation, as amended and restated as duly adopted at the meeting of the directors of said corporation duly held on the 9th \_\_\_\_\_ day of ~~September 2020~~ \_\_\_\_\_, 2024.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name this 9th \_\_\_\_\_ day of ~~September 2020~~ \_\_\_\_\_, 2024.

\_\_\_\_\_, Secretary

Liza Townsend

<b>Summary report:</b>	
<b>Litera Compare for Word 11.7.0.54 Document comparison done on 3/22/2024 4:33:07 PM</b>	
<b>Style name:</b> Default Style	
<b>Intelligent Table Comparison:</b> Active	
<b>Original DMS:</b> dm://DOCSKC/2032219/1	
<b>Modified DMS:</b> dm://DOCSKC/2032219/7	
<b>Changes:</b>	
<u>Add</u>	99
<del>Delete</del>	97
<del>Move From</del>	0
<u>Move To</u>	0
<u>Table Insert</u>	0
<del>Table Delete</del>	0
<u>Table moves to</u>	0
<del>Table moves from</del>	0
Embedded Graphics (Visio, ChemDraw, Images etc.)	0
Embedded Excel	0
Format changes	0
<b>Total Changes:</b>	<b>196</b>

## John B. Francis Chair – Erika Blacksher, PhD - 2023-2024 Snapshot

### ACTIVITIES: Upcoming, Recent, and Ongoing (see next page for research proposals under review)

- **Expert. *The Lancet*'s Commission on 21<sup>st</sup> Century Global Threats to Health.** Population-Level Bioethics Consultation co-hosted by the Rutgers Center for Population-Level Bioethics and the Institute for Health Metrics and Evaluation at the University of Washington. Seattle, WA. July 23-26, 2024. Roughly 20 bioethicists have been invited to provide expert input on *The Lancet*'s framework for identifying, analyzing, and responding to global threats to health.
- **Visiting Scholar. National Institutes of Health Department of Bioethics.** I have been invited to present a paper that develops an ethical framework to guide intersectional health inquiry, a new approach to studying and remedying health inequities, and to give a talk for first-year fellows (see Presentations). April 22-26, 2024.
- **Expert. Oxford University, Theorizing Public Deliberation in Population Health.** Leaders at the Ethox Centre, Oxford's bioethics center, convened 12 international experts in deliberation theory and methods to set an agenda for deliberative research and practice in population health. Questions that guided the workshop concerned whether democratic deliberation, a form stakeholder engagement rooted in western political philosophy and values, is appropriate for use in contexts with different traditions and values and thus how deliberation might require adaptation. Oxford, UK. February 14-15, 2024 (anticipated follow-on meetings).
- **Principal Investigator. HealthCommons: Deliberative Dialogue to Support the Health of All.** This initiative is powered by the belief that democratic deliberation can help build the shared values, purpose, and civic practices we need to address the serious health challenges facing American communities. A beta version community deliberation toolkit (HealthCommons) was delivered to Robert Wood Johnson Foundation's County Health Rankings & Roadmaps on January 31, 2023, followed by a commentary in the *American Journal of Public Health* about the promise of deliberation for building common ground in October 2023. We are now laying the groundwork for a proof-of-concept phase, forming partnerships with key organizations in Missouri and Kansas to build a bi-state network of 'communities of deliberative practice' and test the toolkit.
- **Advisor. Fairness Dialogues Field Laboratory (FairLab).** Led by Dr. Yukiko Asada at the National Institute of Health (NIH) Department of Bioethics, FairLab advances the practice and science of deliberative methods to support a fair distribution of health, a fair health system, and a fair society. In its first phase, FairLab is developing an innovative approach to deliberation that will be used to explore lay people's ideas about social disadvantage, the results of which will inform policy-relevant questions about health inequalities and health equity. I have served as an advisor since January 2023 with plans to become a co-investigator.
- **Collaborator. Center for the Ethics of Indigenous Genomic Research (CEIGR).** This NIH Center of Excellence, housed and directed at the University of Oklahoma, uses deliberative research and action to advance health and social justice for Indigenous people and Tribal nations. Since 2017, I have collaborated with CEIGR leadership, Indigenous scholars, and Tribal leaders to adapt deliberative methods for use with Tribal communities and nations, the results of which inform Tribal health priorities, planning, and policies.

### PRESENTATIONS: Upcoming and recent

- "An Ethical Framework for Intersectional Health Inquiry: Recognition, Resources, and Representation," NIH Department of Bioethics. *April 24, 2024 (visiting scholar April 22-26).*
- "Health and Social Justice," NIH Department of Bioethics. Seminar for First Year Fellows. *April 25, 2024.*
- "Public Deliberation: The Ethics, Challenges, and Opportunities in Healthcare Settings" Panelist. Joint Session of the Harvard Medical School Organizational Ethics Consortium and Clinical Ethics Consortium. Harvard University School of Medicine, Department of Bioethics. December 1, 2023.
- "The Normative Dimensions of Intersectional Health Inequalities." Panelist. Where Ethics and Numbers Meet: Quantitative Intersectionality Research Methods. Interdisciplinary Association of Population Health Science. Annual Conference, Baltimore, MD. October 5, 2023.
- "Race and Ethnicity as Proxies for Health-Relevant Exposures." Panelist. Who We Are: The Multiple Dimensions of Race and Ethnicity. NIH Health Disparities Committee, NIH Research Festival Week. September 19, 2023.
- "Intersectional Health Inequalities: What Are They and Why Do They Matter?" National Institutes of Health Department of Bioethics. March 8, 2023.

## PUBLICATIONS: Under review, recent, and in preparation (of 60+ peer reviewed publications)

- **Blacksher E, Wray M, Woolf SH.** Health Inequities in White European Americans: Key Systems, Root Causes, and the Legacies of Whiteness. National Academy of Medicine, Systems Impact on Historically and Currently Marginalized Populations (publication series), under review.
  - This paper will be part of a new publication series in which papers establish the evidence base and propose policy solutions to address health inequities that burden different social groups. A NAM-led communications team will disseminate the series to policymakers (e.g., Hill staffers) and influencers (e.g., advocacy groups, health philanthropies).
- **Burke W, Trinidad SB, Blacksher E.** Ethics of Predicting and Preventing Preterm Birth. *Clinics in Perinatology*, first published online March 12, 2024.
  - This article is part of a special issue that describes the state of science in preterm birth. This was an invited paper (Dr. Wylie Burke, lead author) to address the ethical dimensions of science and policy.
- **Blacksher E.** Redistribution and Recognition in the Pursuit of Health Justice: An Application of Nancy Fraser's Critical Theory. In *Justice in Global Health: New Perspectives and Current Issues*, eds. Bhakuni H, Miotto L. New York, NY: Routledge, 2023.
  - This was an invited chapter in a new book, led by international scholars in health justice with chapters written by scholars around the globe.
- **Blacksher E, Asada Y, Danis M, Gold M, Kassebaum N, Saint Onge J.** Building a "We" with Deliberative Dialogue in Pursuit of Health for All. *American Journal of Public Health*. 2023;113(10):1110-1113.
  - This article is part of a special issue of *AJPH* (impact factor 12.7 [3 considered "good"]) devoted to building common ground in public health. The article was highlighted in the *AJPH* Student Think Tank's newsletter because of the "value it brings to public health and selected theme of "The Languages of Public Health."
- **Blacksher E.** An Ethical Framework for Intersectional Health Inquiry: Recognition, Resources, and Representation. *In preparation (see Presentations)*.
  - This paper takes a first step in developing an ethical framework that can provide practical guidance for researchers and policymakers faced with determining which social groups and inequalities should be investigated and prioritized for remedy. The task is greatly complexified by "intersectional health inquiry," a new approach used to study health inequalities and which has been deemed "essential" to the advancement of health equity.

## INVITED NATIONAL MEETINGS

- Invited Participant. Robert Wood Johnson Foundation. Catalyze: A National Summit on Race and Health Equity. St. Louis, MO. April 19-21, 2023.

## RESEARCH PROPOSALS UNDER REVIEW

- **Developing a Framework of Principles for Gene Variant Reclassification and Recontact**, led by Dr. Sukh Makhoon (Principal Investigator). A proposal to provide of guidance on genetic variant reclassification and patient recontact practice. Submitted February 2024. Role: Co-Investigator .10FTE
  - If funded, my role will be to (1) lead the design and implementation of a deliberation with mixed stakeholders on the relevant questions and (2) use the deliberative output as the basis for the development of an ethical framework to provide practical guidance to decision-makers in variant reclassification and recontact.
- **Tribal Engagement on the Governance and Stewardship of American Indian and Alaska Native Biospecimens and Data for Cancer Research**, led by Dr. Jessica Blanchard (Principal Investigator). A proposal to provide AI/AN guidance on culturally appropriate practices for cancer research. Resubmitted November 2023. Role: Consultant.

## RECENT PRESS

- Interviewed by [In Solidarity: Connecting Power, Place, and Health](#) podcast on issues of [Civic Health](#), July 2023.
- Quoted in *New York Times*, [Targeting the Uneven Burden of Kidney Disease on Black Americans](#), May 17, 2022.

EXHIBIT A  
John B. Francis Endowed Chair in Bioethics  
Erika Blacksher, PhD

John B. Francis Chair Requirements

The person who holds the Chair will have not only a distinguished record in bioethics, but also shall be a person of recognized integrity who embraces the Center's Mission and Vision. The Francis Chair must be committed to the practical application of ethics to the biological and population sciences, medicine, healthcare and related fields, as well as to public policy as it affects such fields, and shall have specialized knowledge in the Center's strategic focus areas.

The John B. Francis Chair shall be engaged in research, and shall lecture, publish, engage in public outreach, and consult with public policymakers. The Francis Chair shall participate with the Center's board of directors and leadership team from time to time in determining the Center's strategic direction.

The Francis Chair shall hold a PhD, M.D., or J.D. degree, and shall embrace the Center's model of practical bioethics; will have national stature as a thought leader in bioethics, including an outstanding record in teaching and/or research, as well as proven abilities to foster excellence in collaboration with colleagues. The Chair shall have experience with major competitive research grants and a substantial publication record.



## **CEO Report**

**Update 3 2023, (Jan-Nov 2023, including December 2023 projections)**

**James Stowe, PhD**

This periodic report is designed to inform the Center's Board of Directors of activities, milestone performance/achievements, and barriers from the CEO's perspective. One purpose of the report is to offer a basis for stronger oversight, discussion of Center strategy and direction, and general review of activities that are advancing the organization's mission. Another purpose is to help facilitate regular review of the CEO's performance and a foundation from which to set priorities and forecast upcoming goals and objectives.

Activities are summarized under specific annual CEO goals and objectives.

### **Key Messages from this Period**

1. Additional effort has been made to strengthen the Center's administrative structure after weaknesses in regular operations were observed, paired with potential overspending on overhead costs.
  - a. Martha Gershun, with MG Consulting LLC, was retained to provide an assessment and recommendations regarding the Center's administrative functions, with a focus on financial functions.
2. Rapid responses to a shifting opportunity landscape are needed across programs. Team building and consensus seeking activities have been designed to result in assertive goals and objectives in each area of Center operations that will be proposed for 2024. Leadership continues to focus on near-term opportunities in alignment with the Center's long-term vision and mission. Aggressive pursuit of new revenue will continue to be emphasized.
  - a. Internal alignment, focusing roles and responsibilities of staff, and communicating the urgency of adaptation and innovation remain areas of work that have not yet been fully accomplished.
3. Limited progress on new contracts, or amended existing contracts that signal deepening partnership, has been observed during this period. This progress will need to be leveraged into new and existing agreements to have a significant impact on operations.

## **2023 Update 2, Center Goals and Objectives – Selected Updates**

**Goal 1. CPB is a trusted provider of ethics education and ethics consultation services.**

- *The landscape at both KUMC and KCU continues to shift regarding bioethics education, and in the case of KUMC, the clinical bioethics service will need to be refashioned after Dr. Rosell's retirement at the end of 2024. The Center continues to engage in collaborative discussions about the depth of our support and ongoing role, but these relationships remain somewhat less certain than in the past (Objective 1.1).*
- *Work continues to update "core business" offerings, including integration of Ethical AI into renewal agreements and shifting the model of all agreements to a retainer style. Our ability to persuade partners to engage in the new model, either through fresh agreements beginning in 2024, or amendments to extant agreements may be an indicator of likelihood of success (1.2 and 1.4).*
- *Similar to the loss of the Hallmark contract in Update 2, a relatively small agreement, with Evergy for the employee "CARE program" that offered various ethics services, was not renewed, likely due to low perceived value and employee utilization. This non-renewal signifies a need to not only land agreements but establish an infrastructure and approach to cultivate and maintain agreements over time that easily prove value and adapt to the partner organization's needs (1.4).*
- *As the Latino ACP funding and project come to a conclusion, effort has been shifted to the productive conversations around the Center's potential role in substantial, 5-year grant to support the work of Dr. Gloria Thomas Anderson (1.7).*
- *Initial discovery conversations have occurred with the Mid-America Regional Council in which Advance Care Planning and end-of-life navigation is a need for family caregivers. In late January 2024, MARC is likely to release an RFP to procure partners to provide services beginning in July of 2024, and the Center intends to respond (1.7).*
- *At this time, both 1.3 (adding a 1.0FTE personnel to Ethics Services) and 1.6 (exploring a potential role in the Department of Education's Hispanic-Serving Institution funding mechanism) will need to be placed on hold or dropped, as substantial movement in either appear unlikely at this time.*

**Goal 2. CPB is a trusted partner and resource for responsible development and implementation of AI in healthcare.**

- *The Ethical AI team continues to pursue monetization of services and a service agreement with one Health System included both a new Ethical AI consortium model as well as an array of consultation services that may be provided in 2024 and 2025 (2.6 and 2.7).*
  - *It will be important to track adoption of these service options across new and existing Center partner organizations in 2024 (Goal 2).*
- *Unfortunately, the Center's Patterson Family Foundation proposal was declined. However, the team continues to pursue additional funding opportunities as they arise, and is exploring a deeper partnership with BioNexus KC and KC Digital Health. Monthly meetings have been established with leadership of both organizations to help frame business models and additional partnerships that will strengthen this collaboration (2.7).*
- *Dr. Jarrett was invited to submit an article to a special issue of the Journal of Hospital Ethics, with substantial writing progress planned for the remainder of 2023 (2.3).*
- *The proposed AI lifecycle maps have had some movement and activity, but it is unlikely that all three will be produced by the end of 2023. The need for this product and engagement of health systems will persist into 2024 and a modified objective may be proposed for later delivery.*

**Goal 3. Create a culture of deliberative decision making in the health sector and advance health justice.**



- *As in Update 2, assisted program staff in clarifying goals and objectives of the deliberative democracy portfolio, including long-term financial prospects, forecasted community impact and partnerships, and timeline for translation to Center programming (Goal 3).*
  - *Grant funders have been engaged by program staff and at least one Letter of Intent has been submitted – funding remains unlikely before 2024.*
  - *For 2024, a sub-award under an NIH-funded grant is under development for approximately .10FTE of Dr. Blacksher’s time (3.2).*
  - *The Board has requested modified goals and objectives for this program area for 2024.*

**Goal 4. Build core capacity for sustainability and growth.**

- *Gifts and grants contributing to our development goal is close to on-track for 2023, especially if the out years of multi-year commitments are considered (4.1).*
- *Across all communication methods, the Center team is incorporating guidance from the messaging and communication strategy developed by Robben Roesler and team (4.2 and 4.3). These efforts include a concerted attempt to align all website assets with appropriate search-engine optimization principles, and organic visits to the website have increased significantly since these efforts were instituted.*
- *Due to a likely compressed 2024 budget, achievement of a well-resourced professional development plan for employees is less robust than anticipated. However, a focus on supporting local or regional opportunities, as well as focusing resources on abstracts accepted for presentation that help to showcase and build the Center brand has been emphasized in planning (4.4).*
- *An updated financial policies and procedures document as well as a personnel policies employee handbook have been drafted for consideration by the Board and relevant Board committees (4.5 and 4.6).*
- *In a continuation from Update 2 and with Board involvement and advice, a management consultant skilled in nonprofit function (including finance and administration) will advise on structural and capacity changes needed for 2024. Allowing the COO title to sunset and refocusing staff exclusively on fundraising and development is one needed change. Internal bookkeeping and other administrative capacities will likely be needed additions in 2024 (4.6).*
- *New earned revenues continue to be challenging the March 31, 2024 deadline for a 100% increase from 2022 may require adjustment or new strategies.*
- *Although progress has been made on data systems and management and all areas of administration, additional effort and challenges are expected into 2024, which is a delay from the initial forecast (4.7).*

**CEO-Specific Goals and Objectives – Selected Updates**

**Goal 5. To provide strategic leadership to the Center by developing and effectively communicating a clear and inspiring vision that defines the mission, values, and goals, and guides its decision-making and actions.**

*See objective 1.7*

- *Presented a poster at the Root Cause Coalition’s Annual Summit on the Social Determinants of Health (SDOH), demonstrating collaborative work with the national Partnership to Align Social Care (5.1).*

- *Received a report from Puente Marketing on programming effectiveness and opportunities in the Latino community (5.2).*
- *Developed a contract with a national hospice consulting organization on drafting of a Medical Aid in Dying policy (5.4).*

**Goal 6. To lead and manage a high-performing team.**

*See objectives 4.4 and 4.5*

- *An Employee Handbook update, with specific sensitivity to policies that elevate equity, belonging, and generating a warm and welcoming environment for all employees has been drafted. An incentive plan, for certain roles, and a productivity policy are included in planned updates to be presented to the Board before the conclusion of the 2024 budgeting process (6.3).*

**Goal 7. To manage the Center's financial resources effectively and efficiently.**

*See objectives 4.1, 4.2, and 4.6*

- *The 2024 budget is in final stages of drafting, prior to presentation to the Finance Committee. Revenue estimates are significantly more realistic and will require prudent trimming of expenses to remain balanced (7.1).*
- *After an extensive search and notice of interest in several properties, determined the need to delay signing a lease until both market conditions and the Center's financial outlook improve (7.2).*

**Goal 8. To build and maintain strong relationships with stakeholders, including donors, partners, community members, and the Board of Directors.**

- *Appointed as a new member of the ChangeLab Solutions Board of Directors, beginning in 2024 and serving on the Finance Committee. Appointed as the Board President of the Missouri Council on Aging (2024 term) (8.2).*

<b>Expanding and Emphasizing Goal 4</b>																		
<b>Green = altered actual date; added italicized comments</b>																		
<b>Draft Work Plan – Goal 4: Build core capacity for sustainability and growth.</b>																		
	4/23	5/23	6/23	7/23	8/23	9/23	10/23	11/23	12/23	1/24	2/24	3/24	4/24	5/24	6/24	7/24	8/24	9/24
<b>4.1 Raise \$500,000 in philanthropic funds annually</b>																		
a. Submit new local grant proposal (Patterson)							✓											
b. Submit state grant proposal (Medicaid and other)																		
c. Submit federal grant proposal (HIS Dept of Ed; HHS) <i>Considered, but passed on HIS and HHS opportunities due to low likelihood of award</i>																		
d. 40 <sup>th</sup> Anniversary Lead-up Events; <i>parlor events were cancelled</i>							✓											
e. 40 <sup>th</sup> Anniversary Annual Event																		
<b>4.2 By March 31 2024, increase earned income by 100% from 2022 levels</b>																		
a. Generate business plan for community health																		
b. Sign first community health consulting contract																		
c. Sign new Ethical AI agreement							✓											
d. Sign new ethics services agreement (with onboarded HEC)																		
e. Sign new hospice ethics services agreement; <i>In negotiation with Colorado hospices</i>																		
<b>4.3 Realize increased engagement and dissemination, as measured by media stories, social media engagement, and website traffic for each quarter, reaching a 25% increase by March 31 2024</b>																		
a. Publish revised website	✓																	
b. Ask Trudi and Monica to comment for baseline and tracking by quarter; <i>Note – Roy Harryman</i>						✓			✓									

<i>provided metrics; Jan '24, discovered poor data</i>																		
<b>4.4 Study and implement a plan to support professional development of staff (e.g., professional membership and conference attendance) for 2024 budget</b>																		
a. Meet with professional staff to determine appropriate amounts and approach (probably professionals and managers = 1 conference per year; reports as dictated by manager budgets and submission/acceptance of abstracts) <i>Received staff input, but not feasible in 2024 budget.</i>							✓											
b. Ask Cindy about dates for budget approval		✓																
	4/23	5/23	6/23	7/23	8/23	9/23	10/23	11/23	12/23	1/24	2/24	3/24	4/24	5/24	6/24	7/24	8/24	9/24
<b>4.5 By Quarter 3, 2023, adopt policies and procedures to foster a warm and welcoming culture that attracts and retains diverse, quality staff</b>																		
a. Consider 100-80-100 plan for new staff; <i>Hired O Sawyer under plan; incorporated org-wide test in 2024 proposed handbook</i>		✓																
b. Consider crown act or similar;					✓													
c. Consider anti-racist organization policies					✓													
d. Revamp benefits package Consider a consultant; <i>Bukaty broker reviewed benefits and found the Center to already be "generous"</i>								✓										
e. Consider recruitment policy to wait for diverse candidate pool and objective decision matrix		✓																
<b>4.6 By January 2024, develop and implement a plan for continuous maintenance of excellent stewardship of resources entrusted to us, such as enhanced internal controls, revenue forecasting, dashboard reporting, and clean audits</b>																		

a. <i>Share this objective with Supporting Strategies and develop framework for implementation</i>																		
<b>4.7 By January 2024, develop a written plan to enhance organizational integration through data systems and management, administrative support roles and responsibilities, and unified approaches to customer service and revenue acquisition</b>																		
a. Transition to OneDrive (archive F: Drive)																		
b. Implement Keeper password security	✓																	
c. Publish administrative support roles and responsibilities																		
d. Hire and onboard administrative support position																		
e. Hire and onboard program coordinator (Latino ACP and Ethical AI)																		
f. Implement standard approach to new customer organizations (Core Business workgroup); <i>planning has occurred, but we are not at full implementation</i>																		
g. Implement standard approach to customer service (Core Business workgroup and Ethical AI); <i>planning has occurred, but we are not at full implementation</i>																		

**Previous Updates**

**2023 Update 2, (Jan-Sep 2023), Center Goals and Objectives – Selected Updates**

**Goal 1. CPB is a trusted provider of ethics education and ethics consultation services.**

- *Ongoing collaboration with The University of Kansas Health System and KU Medical Center leadership to strengthen collaboration and develop a true Bioethics Department after Dr. Terry Rosell's indicated retirement in late 2024 (Objective 1.1).*
- *The "core business" internal workgroup has continued work to refine messaging, materials, and potential partners, including drawing parameters around uncompensated service.  
As in Update 1, despite these efforts, new agreements take time (generally, 18-24 months from discovery sessions with a new partner to execution of a fresh agreement), and no new agreements have been signed. Close tracking of success in signing new agreements will be necessary (1.2).*
- *Similar to the loss of the Hallmark contract in Update 2, a relatively small agreement, with Evergy for the employee "CARE program" that offered various ethics services, was not renewed, likely due to low perceived value and employee utilization. This non-renewal signifies a need to not only land agreements but establish an infrastructure and approach to cultivate and maintain agreements over time that easily prove value and adapt to the partner organization's needs (1.4).*
- *Strong progress has been made to achieve the objectives under the Center's Latino Advance Care Planning (ACP) project. This capacity has helped to clarify the Center's potential role in substantial, 5-year grant to support the work of Dr. Gloria Thomas Anderson (1.7).*

**Goal 2. CPB is a trusted partner and resource for responsible development and implementation of AI in healthcare.**

- *The Ethical AI Advisory Council met for a strategic retreat and discussed potential avenues to monetize Ethical AI services delivered to health care and related partners (2.7).
 
  - *One observed challenge is that only two of the organizations represented on the Council have purchased services from the Center.*
  - *Opportunity exists to adapt the Council's activities to be closer to a true consortium model.**
- *A Letter of Intent, submitted to the Greenwall Foundation, was not accepted. Feedback from Foundation staff suggest that true research is more likely to be funded than practical initiatives – therefore, future proposals should possibly be submitted only in partnership with a leading academic institution (2.7).*
- *A proposal to the Patterson Foundation, for the Thriving Rural mechanism, is under preparation and will be submitted by the September 2023 deadline (2.7).*
- *As in Update 1, this area of practice continues to evolve quickly, suggesting that actions or strategies must strike a balance of appropriate development and the advantages of being first to market (Goal 2).*

**Goal 3. Create a culture of deliberative decision making in the health sector and advance health justice.**

- *As in Update 1, assisted program staff in clarifying goals and objectives of the deliberative democracy portfolio, including long-term financial prospects, forecasted community impact and partnerships, and timeline for translation to Center programming (Goal 3).
 
  - *Grant funders have been engaged by program staff and at least one Letter of Intent has been submitted – funding is unlikely before 2024.**

**Goal 4. Build core capacity for sustainability and growth.**

- *A website redesign continues, specifically to clarify messaging and attract new partners interested in purchasing services (4.2 & 4.3).*

- *In a continuation from Update 1 and with Board involvement and advice, initiated internal and external efforts to advance stewardship and financial functions, including planning for a revised financial policies and procedures document and clarifying needed administrative functions and skills (4.6). Supporting Strategies has taken on a stronger role in processing both accounts payable and receivable.*

## **CEO-Specific Goals and Objectives – Selected Updates**

**Goal 5. To provide strategic leadership to the Center by developing and effectively communicating a clear and inspiring vision that defines the mission, values, and goals, and guides its decision-making and actions.**

- *Met with the ALS Association on a potential consultation retainer agreement (5.1).*
- *Collaborated with St. Luke’s (Maggie) and the American Hospital Association on a proposal to their upcoming Accelerating Health Equity conference in Kansas City (5.2).*
- *Cultivated an engagement and staff attendance of the Kansas Healthcare Collaborative’s Quality Summit in Wichita (5.4).*

**Goal 6. To lead and manage a high-performing team.**

*See objectives 4.4 and 4.5*

- *Started process of an Employee Handbook update, with specific sensitivity to policies that elevate equity, belonging, and generating a warm and welcoming environment for all employees. An incentive plan, for certain roles, and a productivity policy are included in planned updates to be presented to the Board near the end of 2023 (6.3).*

**Goal 7. To manage the Center’s financial resources effectively and efficiently.**

*See objectives 4.1, 4.2, and 4.6*

- *Secured Range Realty Partners as a commercial broker to assist in the Center facility search. A staff team toured approximately eight potential sites (7.2).*
- *An RFP/RFQ process has been generally outlined for implementation in the 2024-2025 contract cycles for various Center vendors, to help ensure fair pricing and competitive offerings (7.1).*

**Goal 8. To build and maintain strong relationships with stakeholders, including donors, partners, community members, and the Board of Directors.**

- *Completed two interview rounds as a potential member of the Change Labs Solutions board of directors – a national nonprofit advancing health equity through policy and law (8.2).*
- *Developed beginning “architectural” sketches of a consultation team for Community Care Hubs (8.3).*

## **2023 Update 1, Center Goals and Objectives – Selected Updates**

### **Goal 1. CPB is a trusted provider of ethics education and ethics consultation services.**

- *We worked to retain the KCU agreement and key Center personnel as the university sought to restructure their bioethics department starting in the fall of 2023 (Objective 1.1).*
- *A “core business” workgroup was initiated to pursue new agreements under a refreshed Center website, new marketing materials (including a marketing and communications strategy), and a campaign to identify avenues to expanding revenue and partnerships. Despite these efforts, new agreements take time (generally, 18-24 months from discovery sessions with a new partner to execution of a fresh agreement), and no new agreements have been signed. Close tracking of success in signing new agreements will be necessary (1.2).*
- *A relatively significant agreement, with Hallmark for the employee “CARE program” that offered various ethics services, was not renewed, likely due to low perceived value and employee utilization. This non-renewal signifies a need to not only land agreements but establish an infrastructure and approach to cultivate and maintain agreements over time that easily prove value and adapt to the partner organization’s needs (1.4).*
- *A program coordinator was onboarded to complete the Health Forward Foundation and Hall Family Foundation funded Latino ACP project. Objectives for the project were clarified, new program sites identified, ACP planning sessions scheduled, and funders allowed for a no-cost extension to ensure that all project objectives will be fulfilled (1.7).*
- *Agreement documents were drafted to align service offerings with an improved “retainer” model; associated agreements with independent bioethics consultants were also drafted and refined through discussion with two candidate contract bioethicists (Goal 1).*

### **Goal 2. CPB is a trusted partner and resource for responsible development and implementation of AI in healthcare.**

- *Supported an updated agreement document to allow the retention of Ethical AI services under existing Center templates (2.7).*
- *Second of three education workshops completed (2.2).*
- *This area of practice continues to evolve quickly, suggesting that actions or strategies must strike a balance of appropriate development and the advantages of being first to market (Goal 2).*

### **Goal 3. Create a culture of deliberative decision making in the health sector and advance health justice.**

- *Assisted program staff in clarifying goals and objectives of the deliberative democracy portfolio, including long-term financial prospects, forecasted community impact and partnerships, and timeline for translation to Center programming (Goal 3).*

### **Goal 4. Build core capacity for sustainability and growth.**

- *Accepted staff input to draft plan and budget process to allow for professional development travel (4.4 & 6.3).*
- *Assisted with a website redesign, specifically to clarify messaging and attract new partners interested in purchasing services (4.2 & 4.3).*
- *Assisted with planning efforts for 40<sup>th</sup> anniversary events, including securing approximately \$100,000 toward \$500,000 goal (4.1).*
- *With Board involvement and advice, initiated internal and external efforts to advance stewardship and financial functions, including planning for a revised financial policies and procedures document and clarifying needed administrative functions and skills (4.6).*



- *Laid groundwork for an internal approach to data tracking/customer service using extant and low-cost data platforms and stronger use of existing licenses (4.7).*

## **CEO-Specific Goals and Objectives – Selected Updates**

**Goal 5. To provide strategic leadership to the Center by developing and effectively communicating a clear and inspiring vision that defines the mission, values, and goals, and guides its decision-making and actions.**

- *Contributed to grant proposal design that was sensitive to mission alignment, capacity, and Center resources – no un-funded project components will be proposed (5.3).*

**Goal 6. To lead and manage a high-performing team.**

*See objectives 4.4 and 4.5*

- *Drafted a staff incentive plan policy, vetted with key staff and board members, and prepared for presentation to the Executive Committee (6.1).*
- *Collaborated with staff to draft a position description and attract a new Program Coordinator position, with excellent early impact and benefit spread across multiple programs (6.2).*

**Goal 7. To manage the Center’s financial resources effectively and efficiently.**

*See objectives 4.1, 4.2, and 4.6*

- *A Board task force assisted in identifying a facility strategy that will be presented to the full Board in July 2023. The approach will use remote work as an interim step to finding space that meets current and future needs, including positioning the Center as a collaborator and community asset, with likely execution in late 2024 or early 2025 (7.2).*

**Goal 8. To build and maintain strong relationships with stakeholders, including donors, partners, community members, and the Board of Directors.**

- *A partnership was forged with Welcome Wellness Health Resource Center under the Latino ACP project to offer advance care planning sessions in Spanish (8.3).*
- *ACL Grant submission with the Partnership to Align Social Care (8.2)*
- *Initiated exploration of a bioethics master’s degree through KUMC, in collaboration with Dr. Akinwuntan (1.1 & 8.3).*
- *Submission of a Greenwall Foundation LOI, focused on the Ethical AI initiative, in collaboration with Mark Hoffman (Children’s Mercy Research Institute) and Anita Ho (UCSF) (8.3).*