

BYLAWS OF PROJECT Q&A, INC

ARTICLE I. NAME.

The name of this corporation is Project Q&A, INC (Project Q&A).

ARTICLE 2. OFFICES.

Section 1 Principal Executive Office.

The principal executive office of the corporation shall be located in Montgomery County, KS. The Board of Directors may change the location of the principal executive office to fit the need of the corporation.

Section 2. Other Offices.

Other offices may at any time be established at any place or places specified by the Board of Directors.

ARTICLE 3. OBJECTIVE AND PURPOSES.

Section 1. Mission.

The mission of Project Q&A is to raise awareness of the lesbian, gay, bisexual, transgender, and questioning (LGBTQ) community in rural America, through education, empowerment, and visibility.

Section 2. Vision.

The vision of Project Q&A is to be the country's largest and best-in-class organization raising awareness and being the leading voice in advocacy of the LGBTQ community living in rural America.

Section 3. Purpose.

This corporation has been formed for the charitable and educational purposes described above, for the purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, and it shall be nonprofit and nonpartisan. No substantial part of the activities of the corporation shall consist of the carrying on of propaganda, or otherwise attempting, to influence legislation, and the corporation shall not participate or intervene in (including the publishing or distributing of statements) any political campaign on behalf.

ARTICLE 4. DEDICATION OF ASSETS.

The properties and assets of this nonprofit corporation, including the Project Q&A name and brand, are irrevocably dedicated to charitable purposes. No part of the net earnings, properties, or assets of this corporation, on dissolution or otherwise, shall inure to the benefit of any private person or entity, or any member, director or officer of this corporation except as provided herein. On liquidation or dissolution, all remaining properties and assets of the corporation shall be distributed and paid over to an organization dedicated to charitable purposes that has established its tax-exempt status under Internal Revenue Code Section 501(c)(3).

ARTICLE 5. MEMBERSHIP.

Section 1. Statutory Members.

The corporation shall not have any members within the meaning of Kansas Statutes.

Section 2. Nonstatutory Members.

At the discretion of the Board of Directors, the corporation may admit individuals to one or more classes of nonvoting members who are not members within the meaning of Kansas Statutes; the class or classes shall have such rights and obligations as the Board of Directors find appropriate.

Section 3. Chapters.

Chapters are established in communities based on an application determined by the Board of Directors. Chapters will be established based on Project Q&A, INC.'s ability to effectively ensure the growth of the chapter.

ARTICLE 6. BOARD OF DIRECTORS.

Section 1. Powers.

Subject to the Articles of Incorporation and the Law, the activities and affairs of the corporation shall be managed, and all corporate powers shall be exercised by or under the direction of the Board of Directors. The Board of Directors may delegate the management of the day-to-day operation of the business of the corporation to an Executive Director, who may also be referred to as the Chief Executive Officer, management company, committee (however composed), or other person; provided that the activities and affairs of the corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board of Directors.

Section 2. Number of Directors.

The minimum authorized number of directors of the corporation shall be three (3), and the maximum authorized number of directors of the corporation shall be thirteen (13), in each case until changed by amendment to this paragraph 6.2 adopted pursuant to Article 14.

Section 3. Qualifications of Directors.

Each Director shall be an individual at least eighteen (18) years of age. The size of the Board may be increased and/or its membership revised, from time to time, to provide a wide range of backgrounds and appropriate experience.

Except for a "designator" as described in paragraph 6.5 below, the members of the Board of Directors shall be appointed by the existing Board of Directors.

It is in the intent of the corporation that the composition of the Board of Directors shall represent a diversity of skills and perspectives to enable the Board of Directors to make informed, well-balanced decisions on the economic viability and social impact of its activities.

Section 4. Election and Term of Office.

The term of office of each director of the corporation shall be two (2) years and until their successor has been selected and seated. Each director appointed to the Board on or after the date upon which these Bylaws are adopted as first set forth above may serve a maximum of three (3) consecutive terms (the "Term Limit"). The Board may extend a director's term as it deems necessary.

Board members may be appointed for additional terms following a one (1) term break.

Section 5. Vacancies, Removal and Resignation; Founder Designation Right.

A vacancy in the Board of Directors shall be deemed to exist on the occurrence of the following: (i) the death, resignation, or removal of any director; (ii) the declaration by the Board of Directors of a vacancy in the office of a director who has been declared of unsound mind by a final order of court, or convicted of a felony, or has missed two (2) consecutive mandatory meetings of the Board of Directors or a total of four (4) mandatory meetings of the Board of Directors during any one calendar year; or (iii) an increase in the authorized number of directors.

The Board of Directors, upon the motion of any director and by the affirmative vote of a majority of the directors then in office, may remove any director with just cause at any regular or special meeting; provided that the director to be removed has been notified in writing in the manner set forth in section 6 of this Article 6 (whether such action occurs at a regular or special meeting) that such action would be considered at the meeting. The Board of Directors, upon the motion of any director and by the affirmative vote of two-thirds (2/3) of the directors then in office, may remove any director without cause at any regular or special meeting; provided that the director to be removed has been notified in writing that such action would be considered at the meeting.

All vacancies may be filled by vote of a majority of the directors then in office, whether or not the number of directors then in office is less than a quorum, or by vote of a sole remaining director.

Any director may resign effective upon giving written notice to the Chairperson of the Board, the Chief Executive Officer, the Secretary, or the Board of Directors of the corporation, unless the notice specifies a later time for the effectiveness of the resignation. If the resignation is effective at a future time, the successor may be elected to take office when the resignation becomes effective. No director may resign when the corporation would then be left without a duly elected director in charge of its affairs.

No reduction of the authorized number of directors shall have the effect of removing any director prior to the expiration of the director's term of office.

"Just cause" shall be defined as the determination by the Board that any of the following events has occurred: (1) misappropriation of the corporation's funds or assets of any nature, including its intellectual property; (2) violation of any policy enacted by the Board that includes removal from the Board as a consequence of any violations thereunder; (3) any intentional or negligent act that is materially damaging to the corporation or its charitable purpose, professional reputation or its other interests, or that has the potential for causing material harm or damage to any client, employee or donor of the corporation; (4) any physical or mental illness to the extent that the director is unable to perform the essential functions required by these Bylaws on other than a

temporary basis; or (5) any conviction or a plea of guilty to any felony or a misdemeanor involving fraud, embezzlement, theft, dishonesty, or any other crime if such a conviction or plea relating to any other crime affects adversely, or could reasonably be expected to affect adversely, the reputation or standing of the corporation or the director's ability to perform services under the bylaws.

Section 6. Place of Meetings; Meetings by Telephone or Electronic Communications.

Chairperson or Chief Executive Officer shall set the location for any meetings, regular or special, of the Board. Directors may participate in any meeting through use of (i) conference telephone, (ii) electronic video screen communication, or (iii) "electronic transmission by the corporation" and "electronic transmission to the corporation" as such terms are defined below. Participation in a meeting through use of conference telephone or electronic video screen communication constitutes presence in person at that meeting as long as all directors participating in the meeting are able to hear one another. Participation in a meeting through use of electronic transmission by and to the corporation, other than conference telephone and electronic video screen communication, constitutes presence in person at that meeting if both of the following apply:

- (A) Each director participating in the meeting can communicate with all of the other directors concurrently; and
- (B) Each director is provided the means of participating in all matters before the board, including, without limitation, the capacity to propose, or to interpose an objection to a specific action to be taken by the corporation.

Section 7. Annual Meeting.

The annual meeting of the Board of Directors shall be held for the purpose of electing Board officers, approving Project Q&A yearly budget, selecting new Board members, and for the transaction of such other business as may come before the meeting. Notice of the location of the annual meeting must be given to Board members prior to the meeting by such publication as may be designated by the Board of Directors, provided such publication is directed to all members of the corporation.

Section 8. Regular Meetings.

The Board of Directors shall hold other regular meetings, at a time and location to be set by the Chairperson or Chief Executive Officer. After the time and location of such meetings have been set and communicated to the Board of Directors, such regular meetings may be held without additional notice.

Section 9. Special Meetings.

A special meeting of the board may be called by the chair or shall be called at the written request of three members. Notice of a special meeting of the Board of Directors shall be given to each member at least fourteen (14) days prior to the meeting.

Section 10. Action at Meetings and Quorum.

All actions at any meeting of the Board of Directors will be conducted through *Robert's Rule of Order*.

A majority of the members of the Board of Directors shall constitute a quorum for the transaction of business.

Section 11. Action without Meetings.

Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board shall individually or collectively consent in writing to such action. Such consent shall have the same effect as a unanimous vote of the Board and shall be filed with the minutes of the proceeding of the Board. Directors may consent, vote, or otherwise take action under section 11 by a signed document transmitted by mail, email, or any other reasonable method satisfactory to the Chairperson or the Secretary.

Section 12. Evaluation.

The Board of Directors, or a committee designated by the Board, shall conduct an evaluation of the Board of Directors' performance, using the process set forth from time to time in the corporations governing policies. The Board will review the corporation's bylaws every third term from the corporation's incorporation date.

Section 13. Fees and Compensation.

Directors and members of committees may not receive any compensation for their services as such but may receive reasonable reimbursements of expenses as may be fixed or determined by resolution of the Board of Directors, excluding where otherwise provided for herein. Notwithstanding the provision of this paragraph, the Executive Committee is empowered to approve reasonable compensation of a director for services to the corporation that are independent of the director's duties as a director or committee member.

ARTICLE 7. COMMITTEES

The Board of Directors may, by resolution adopted by a majority of the directors then in office provided that a quorum is present, designate one (1) or more committees, each of which shall consist of three (3) or more directors, and may also include members who are not on the Board of Directors, to serve at the pleasure of the Board. To the extent possible, each committee shall consist of an odd number of directors. The Chairperson of the Board will make a recommendation for each Committee chair(s) which will then be voted on by a majority of the directors then in office, provided that a quorum is present. Each committee can be disbanded by a majority vote of the directors, provided that a quorum is present.

ARTICLE 8. OFFICERS.

Section 1. Officers.

The officers (each an "Officer" and together the "Officers") of the corporation shall consist of the Chairperson of the Board, a Vice Chairperson of the Board, the Secretary, and the Treasurer, and each of them shall be appointed by the Board of Directors. In the event the Chairperson of the Board or any other Officer is incapacitated, either

temporarily or for the remainder of a term, the Board of Directors may appoint an interim Chairperson (or other Officer) until the Board of Directors can convene for an election. The Board may appoint more than one (1) director to serve as Co-Chairperson of the Board, in which case all references to the Chairperson in these Bylaws shall be construed to mean the Co-Chairpersons.

An Officer's term will coincide with the fiscal year and will run from the first Board meeting of the new fiscal year and expire one (1) year hence. Term limits will be subject to a unanimous vote of all Board members and can be set at any regular meeting. All Officers may, subject to any claim for breach of contract based on any contractual arrangements between any such person and the corporation, be removed at any time at the pleasure of the Board of Directors. Upon the removal, resignation, death, or incapacity of any Officer, the Board of Directors, the Chairperson of the Board, the Chief Executive Officer or another officer in case where the Chairperson of the Board, the Chief Executive Officer or the other officer has been vested by the Board of Directors with power to appoint, may declare such office vacant and fill such vacancy.

Any Officer may resign at any time by giving written notice to the Board of Directors, the Chairperson of the Board, the Chief Executive Officer, or the Secretary of the corporation.

The Board of Directors shall review and approve the compensation, including benefits of the Chief Executive Officer and any other salaried Officers. This review and approval shall occur initially upon the hiring of such employee, and on a yearly basis.

In addition to the duties specified in this Article 8, Officers shall perform all other duties customarily incident to their office and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, subject to control of the Board of Directors, and shall perform such additional duties as the Board of Directors shall from time to time assign.

Section 2. Duties of the Chairperson of the Board.

The duties of the Chairperson of the Board include the following:

- Presides over all Board of Directors meetings and sets meeting agendas with the Chief Executive Officer
- Oversees committees whose chairperson(s) report to them or the Chairperson's delegated Vice Chairperson
- Sits as an ex-officio member of all Board Committees
- Appoints Committee Chairperson(s)
- If still serving as a director, sits on the Executive Committee as Chair Emeritus as set forth in Paragraph 8.7 for one (1) year after Chair term expires
- Recommends new Board members
- Reviews, and ensures the corporation complies with Bylaws.

Section 3. Duties of the Chief Executive Officer.

The Chief Executive Officer shall function as the General Manager and Chief Executive Officer of the corporation and shall manage the corporation in administering the conduct of its charitable purposes. Where appropriate, the Board of Directors shall place the Chief Executive Officer under a contract of employment. The Chief Executive Officer shall be responsible to and governed by the Board of Directors, shall report to

and advise the Chairperson of the Board on all significant matters of the corporation's activities, and shall see that all orders and resolution of the Board are carried into effect. The Chief Executive Officer shall be empowered to act, speak for or otherwise represent the corporation between meetings of the Board within the boundaries of policies and purposes established by the Board and as set forth in the Articles of Incorporation and these Bylaws. The Chief Executive Officer shall be responsible for the hiring and firing of all personnel other than Officers appointed by the Board and shall be responsible for keeping the Board informed at all times of staff performance as related to program objectives, and for implementing any personnel policies adopted by the Board. Subject to such limitations as may be established by the Board, the Chief Executive Officer is authorized to contract, receive, deposit, disburse, and account for funds of the corporation in fulfillment of the corporation's objectives; to execute in the name of the corporation all bonds, contracts, deeds, leases, and other written instruments authorized either generally or specifically by the Board to be executed by the corporation; and to negotiate all material business transactions of the corporation. The Chief Executive Officer is an ex-officio member of each committee, and the Chief Executive Officer, and/or their designee, may attend meetings of each committee.

Section 4. Duties of the Secretary.

The Secretary shall be the custodian of the books, records, and files of the corporation. The Secretary shall keep or cause to be kept, at the corporation's principal office a minute book of all meetings of the Board and its committees. The Secretary shall also keep, or cause to be kept, at the corporation's principal office the original or a copy of the Articles of Incorporation and Bylaws of the corporation, as amended to date. The Secretary shall give, or cause to be given, notice of all meetings of the Board and any committee thereof required by these Bylaws or by law to be given, and shall have such other powers and perform such other duties as may be delegated by the Board, including the following:

- Takes or causes to be taken all official Board of Directors meeting minutes
- Distributes or causes to be distributed Board minute to the Chief Executive Officer and Board of Directors

Section 5. Duties of the Treasurer.

The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the corporation, including, without limitation, accounts of its assets, liabilities, receipts and disbursements, and shall send or cause to be sent to the directors of the corporation such financial statements and reports as are by law or these Bylaws required to be sent to them. The Treasurer shall deposit, or cause to be deposited, all monies and other valuables in the name and to the credit of the corporation and at such depositaries as may be designated by the Board. The Treasurer shall disburse, or cause to be disbursed the funds of the corporation as may be authorized by the Board, shall render to the Chief Executive Officer or the directors, whenever requested, an account of all transactions and of the financial condition of the corporation, and shall have such other

powers and perform such other duties as may be delegated by the Board, including the following:

- Oversees accounting responsibilities and reviews accounting reports on a regular basis
- Assists the Chief Executive Officer in preparing annual reports

Section 6. Duties of the Vice Chairperson of the Board.

The duties of the Vice Chairperson of the Board are as follows:

- Is able to assume Chairperson's position in Chairperson's absence
- Assists Chairperson as needed in other areas

Section 7. Duties of the Chairperson Emeritus of the Board.

At the conclusion of their term as Chairperson of the Board, the Chairperson serves for one (1) year as the Chairperson Emeritus of the Board if term on board allows. The duties of the Chairperson Emeritus of the Board are as follows:

- Advises the Chairperson of the Board as requested by the Chairperson

ARTICLE 9. STANDARD OF CARE.

Section 1. General.

A director shall perform the duties of a director, including duties as a member of any committee of the Board on which the director may serve, in good faith, in a manner such director believes to be in the best interest of this corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like situation would use under similar circumstances.

Section 2. Indemnification.

No director, officer, employee, and other persons of this corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the directors, officers, employees, and other persons of this corporation be subject to the payment of the debts or obligations of this corporation.

Section 3. Insurance.

The corporation shall have power to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, directors, employees, and other agents, against any liability asserted against or incurred by such persons in such capacity or arising out of the person's status as such, except as otherwise prohibited by law.

ARTICLE 10. FUNDS, FINANCES, AND FISCAL YEAR

Section 1. Checks and Drafts.

All checks, drafts, or orders for the payment of money, notes or other evidences of indebtedness issued by the corporation shall be signed in a manner as shall be determined by resolution by the Board of Directors. In the absence of such determination by the board, such instrument shall be signed by the treasurer and countersigned by any other executive officer of the corporation.

Section 2. Financial Institutions.

This corporation will use Community National Bank and Trust in Independence, KS as its operating financial institution.

Upon creating an endowment fund, the Board of Directors will determine which financial institution to utilize, with the restriction of having offices located in a rural community.

Section 3. Fiscal Year.

The fiscal year of the corporation shall be a calendar year and shall begin on the first day of January of each year and shall end on the 31st day of December each year.

Section 4. Loans to Directors and Officers.

The corporation shall not make any loan of money or property to or guarantee the obligation of any director or officer, unless approved by the Attorney General of the State of Kansas; provided, however, that in addition to the indemnification provisions of Section 9.2, the corporation may advance money to a director or officer of the corporation or any subsidiary for expenses reasonably anticipated to be incurred in the performance of the duties of such director or officer, provided that in the absence of such advance, such director or officer would be entitled to be reimbursed for such expenses by the corporation.

ARTICLE 11. BOOKS AND RECORD.

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the board of directors. All books and records of the corporation may be inspected by any member of the Board of Directors or their agent or attorney at any reasonable time.

ARTICLE 12. NONDISCRIMINATION POLICY.

Activities and procedures of the corporation are governed by the philosophy of nondiscrimination and fundamental fairness to all. Therefore, the company will not unlawfully discriminate against anyone in its practices on the basis of race, color, national origin, ancestry, sex, sexual orientation, age, religion, creed, gender identity or expression, physical or mental disability, marital status, veteran status, military service status, or any other characteristic protected by state or federal law.

ARTICLE 13. BOARD FINANCIAL CONTRIBUTION POLICY.

Active participation by the members of the Board of Directors is crucial to the success of any nonprofit organization. Indeed, many funders will not even consider funding an organization unless its board participates fully in helping to assure that organization's financial stability.

The Board of Directors of Project Q&A agrees that demonstration of the provision of financial support is crucial to the long-term viability and stability of the corporation and its mission.

All members of the Board of Directors must agree to participate in a commitment of contribution to the organization financially, either through direct giving or raising funds from other sources, in accordance with the corporation's Policy on Board Giving. The

financial commitment is comprised of contributions made or raised by members of the Board of Directors throughout the fiscal year, as described in Article 10.3 of these Bylaws. The Board shall maintain a policy that establishes guidelines that define what is measured towards the annual minimum board contribution, and these guidelines are reviewed annual.

ARTICLE 14. AMENDMENTS.

These Bylaws may be adopted, amended or repealed by the vote of a majority of the directors then in office, present at a meeting duly held at which a quorum is present. Such action is authorized only at a duly called and held meeting of the Board of Directors for which written notice of such meeting, setting forth the proposed Bylaw revisions with explanations therefor, is given in accordance with these Bylaws, unless such notice is waived in accordance with these Bylaws.

ARTICLE 15. PROHIBITED ACTIVITIES.

This corporation shall be strictly non-sectarian and non-racial and shall not in any way financially support any candidate for political office, nor participate in controversies involving any of the above matters or other matters not germane to the purpose of the corporation.

ARTICLE 16. AUDITING

The board of directors shall appoint a public accountant whose duty it shall be to prepare a financial statement of the corporation and to report its findings to the Board of Directors, and appropriate government entities.

ARTICLE 17. CONFLICTS OF INTEREST.

No member of the Board of Directors, or any of its committees, shall derive any personal profit or gain, directly or indirectly, by reason of their participation with the Corporation. Each individual shall disclose to the corporation any personal interest which they may have in any matter pending before the corporation and shall refrain from participation in any decision on such matter. Any member of the Board, any Committee, or Staff who is an officer, director, a committee member, or staff member of a client organization or vendor of the Corporation shall identify their affiliation with such agency or agencies; further, in connection with any committee or board action specifically directed to that agency, they shall not participate in the decision affecting that agency and the decision must be made and/or ratified by the majority of the Board. Any member of the board, any Committee, Staff, and certain Consultants shall refrain from obtaining any list of clients for personal or private solicitation purposes at any time during the term of their affiliation.

CERTIFICATE OF SECRETARY

I, the undersigned, hereby certify:

That I am the duly elected, qualified and acting Secretary of Project Q&A, Inc., a Kansas nonprofit public benefit corporation; and that the foregoing Amended, and Restated Bylaws were duly adopted by the Bylaws of Project Q&A, Inc. by the Board of Directors of Project Q&A, Inc. as of January 28, 2019, and that the same do now constitute of the Bylaws of Project Q&A, Inc.

Dated: January 28, 2019

Emily Rohr (Electronically Signed)
Secretary