

**AMENDED AND RESTATED BYLAWS**  
**OF**  
**THE ARC OF SEDGWICK COUNTY, INC.**

**Effective: June, 1, 2009**

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**AMENDED AND RESTATED BYLAWS**  
**OF**  
**THE ARC OF SEDGWICK COUNTY, INC.**

The bylaws amend and restate the bylaws of The Arc of Sedgwick County, Inc. effective the 1st day of \_\_\_\_\_, 2009.

**ARTICLE 1: NAME AND LOCATION**

- 1.1 Name. The name of this corporation shall be The Arc of Sedgwick County, Inc.
- 1.2 Principal Office. Its principal office shall be located at 2919 West Second, Wichita, Ks 67203-5319.
- 1.3 Other Offices. Other offices for the transaction of business shall be located at such places as the Board of Directors may from time to time determine.
- 1.4 Registered Office and Resident Agent. The registered office and resident agent of this corporation shall be set forth in the articles of incorporation.

**ARTICLE 2: PURPOSE**

- 2.1 Charitable Purpose. This corporation is organized and operated exclusively for charitable, and/or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. Notwithstanding any other provision of these Bylaws, the corporation shall not carry on any activities not permitted to be carried on:
  - (A) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law); or
  - (B) 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).
- 2.2 Limitation on Political Activity. Further, no substantial part of the activities of this corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, nor shall this corporation participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

### **ARTICLE 3: DEDICATION OF ASSETS AND EARNINGS**

- 3.1 Dedication. The properties and assets of this corporation are irrevocably dedicated to charitable purposes. No part of the net earnings, properties or assets of this corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that this corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 1 hereof.
- 3.2 Dissolution. Upon the dissolution of this corporation, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of this corporation, dispose of all of the assets of this corporation exclusively for the purposes of this corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable and educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. The board of directors shall give due consideration to organizations organized and operated for charitable purposes similar to those of the corporation on the date of dissolution. Any such assets not disposed of shall be disposed of by the District Court in the County and State in which the principal office of this corporation is then located exclusively for such purposes or to such organization or organizations, as such Court shall determine, which are organized and operated exclusively for such purposes.

### **ARTICLE 4: MEMBERSHIP**

- 4.1 Membership. Membership shall consist of the following: (a) members of the board of directors; and (2) persons applying for membership whose applications are accepted by the executive director and who are current on their payment of dues and assessments and other obligations to the corporations. Persons whose applications are not accepted by the executive director may request reconsideration of such decision by the board of directors. The board of directors shall have the right to adopt classes of membership from time to time. Classes may have different voting rights (including no voting rights), benefits, and dues.
- 4.2 Application for Membership and Dues. Applications for membership shall be made in the manner prescribed by the executive director, subject to review by the Board of Directors. Dues shall be set by the Board of Directors.
- 4.3 Resignation from Membership. Resignation from membership may be informal, however, the organization reserves the right to require the following: A resignation from membership shall be presented to the Board of Directors, but shall not relieve any member from any liability for any dues, assessments or other obligations to the corporation which are unpaid at the time such resignation is filed, or which may arise prior to the acceptance of the resignation.

- 4.4 Termination or Suspension. The board of directors and the executive director shall have the right to terminate or suspend membership for cause. Persons whose membership is terminated or suspended by the executive director may request reconsideration of such decision by the board of directors. The decision of the board of directors shall be binding on the executive director. Notice of suspension or termination shall be given in writing and mailed to the member's last known address.
- 4.5 Transfer of Membership. A membership in the corporation is nontransferable. There shall be no transfer or alienation by inter vivos or testamentary device or otherwise.
- 4.6 Fines and Penalties. Fines or penalties are not permitted. The penalty for misconduct is suspension or termination, as provided above.
- 4.7 Annual Meeting. An annual meeting of the members of the corporation shall be held at a place, time and date determined by the executive director, subject to the approval of the board of directors. At such annual meeting, the members shall elect persons to fill vacancies on the Board of Directors, and transact such other business as may properly be brought before the meeting. Notice of agenda items must be provided to the executive director prior to the sending of notice of the meeting or be approved by the executive committee of the board of directors.
- 4.8 Special Meetings. Special meetings of the membership may be called at any time by the president and shall be called by the president or secretary at the request of a majority of the Board of Directors, or at the request in writing of the majority of the members of the corporation entitled to vote. Such request shall state the purpose or purposes of the proposed.
- 4.9 Place of Meeting. All meetings of the members shall be held at the principal office of the corporation or at such other place either within or without the State of Kansas as shall be designated from time to time by the Board of Directors and stated in the notice of the meeting.
- 4.10 Adjourned Meetings and Notice Thereof. Any members' meeting, annual or special, whether or not a quorum is present, may be adjourned from time to time by the vote of a majority of the membership, whether present in person or represented by proxy thereat, but in the absence of a quorum, no other business may be transacted at such meeting. When any members' meeting, either annual or special, is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Except as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting, if the time and place thereof are announced at the meeting at which such adjournment is taken.
- 4.11 Notice of Meetings. Except as otherwise provided by statute, written notice of each meeting of the membership, whether annual or special, stating the time when it is to be held, shall be served either personally or by mail, or other means of written or electronic communication, charges prepaid, not less than ten (10) nor more than sixty (60) days

before the meeting, upon each member of record entitled to vote at such meeting, and to any other member to whom the giving of notice may be required by law. Notice of a special meeting shall also state the purpose or purposes for which the meeting is called, and shall indicate that it is being issued by, or at the direction of, the person calling the meeting. If mailed, such notice shall be directed to each such member at his/her address, as it appears on the record of the members of the corporation, unless such member has previously filed with the secretary of the corporation a written request that notices intended for him/her be mailed to some other address, in which case, it shall be mailed to the address designated in said request.

Notice of any meeting need not be given to any person who may become a member of record after the mailing of such notice and prior to the meeting, or to any member who attends such meeting, in person or by proxy, or to any member who, in person or by proxy, submits a signed waiver of notice either before or after such meeting. Notice of any adjourned meeting of membership shall be given as directed in Subsection 4.10.

- 4.12 Quorum. The presence in person or by proxy of 20% of the members eligible to vote or the presence in person of 25% of the current directors shall constitute a quorum for the transaction of business. The members present at a duly called or held meeting of which there is a quorum present may continue to do business until adjournment notwithstanding the withdrawal of enough members to leave less than a quorum.
- 4.13 Inspection of Corporate Records. The membership ledger, the books of account of the corporation, and minutes of proceedings of the members, the Board of Directors and of executive committees of directors shall be open to inspection upon the written demand of any member within five (5) days of such demand during ordinary business hours if for a purpose reasonably related to his/her interests as a member. The list of members entitled to vote shall be prepared at least ten (10) days before every meeting of members by the officer in charge of the membership ledger, which shall be the secretary, and shall be open to inspection by any member, for any purpose germane to the meeting, during ordinary business hours for at least ten (10) days prior to such meeting. Such inspection may be made in person or by an agent or attorney authorized in writing by a member, and shall include the right to make abstracts. Demand of inspection other than at a members' meeting shall be made in writing upon the president, secretary, assistant secretary or general manger of the corporation.
- 4.14 Inspection of Bylaws. The corporation shall keep in its principal office for the transaction of business the original or a copy of these Bylaws as amended or otherwise altered to date, certified by the secretary, which shall be open to inspection by the members at all reasonable times during ordinary business hours.
- 4.15 Voting. Except as otherwise provided by statute or by the Articles of Incorporation, any corporate action to be taken upon a vote of the membership is entitled to be voted upon by the same. Each voting member shall have one (1) vote for each director to be elected, and all other matters which may properly come before the members at any annual or special meeting. The vote of the majority of the members having voting power present in person or represented by proxy shall decide any issue brought before a properly called

meeting, unless the issue is one upon which the express provisions of the statutes of Kansas, the Articles of Incorporation or these Bylaws require a different vote. In such case such express provision shall govern and control the decision of such an issue. Unless otherwise provided in the Articles of Incorporation, all elections of directors shall be by written ballot. If the Articles of Incorporation permit election of directors without written ballot, then such election shall be without written ballot, unless requested by any member, in which case the election of directors shall be by written ballot.

- 4.16 Proxies. Every person entitled to vote shall have the right to do so in person or by one or more agents authorized by written proxy, executed by such person or his/her duly authorized agent and filed with the secretary of the corporation; provided that no such proxy shall be valid after the expiration of eleven (11) months from the date of its execution, unless the person executing it specified therein the length of time for which such proxy is to continue in force.
- 4.17 Action by Written Consent. Unless otherwise provided in the Articles of Incorporation, any action required to be taken at any annual or special meeting of members of the corporation, or any action which may be taken at any annual or special meeting of such members, may be taken without a meeting, without prior notice and without a vote if a consent in writing, setting forth the action so taken, shall be signed by all the members entitled to vote thereon.

## **ARTICLE 5: BOARD OF DIRECTORS**

- 5.1 Powers. The business of the corporation shall be managed by its Board of Directors which may exercise all such powers of the corporation and do all such lawful acts and things as are not by statute or by the Articles of Incorporation or by these Bylaws directed or required to be exercised or done by other persons. The Board of Directors may delegate the management of the day-to-day operation to the executive director of the corporation, or other persons, 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.
- 5.2 Number of Directors and Presiding Officer. The Board of Directors (sometimes referred to throughout these Bylaws as the "Board") shall have 15 members. The members shall serve three-year terms and five members shall be elected each year. The president shall preside at Board meetings.
- 5.3 Election and Removal. Each director shall hold office for the term for which such director is elected and until such director's successor shall be elected and qualified unless sooner removed by action of the directors. Any director elected by the members or appointed by the Board of Directors may be removed at any time by the affirmative vote of a majority of the Board of Directors for or without cause or for failure to meet any of the qualifications of said office. Any vacancy occurring on the Board shall be filled by the Board of Directors.

- 5.4 Vacancies. Vacancies and newly created directorships resulting from any increase in the authorized number of directors may be filled by a majority of the directors then in office, though less than a quorum, or by a sole remaining director, and the directors so chosen shall hold office until the next annual election and until their successors are duly elected and shall qualify, unless sooner displaced. If there are no directors in office, then an election of directors may be held in the manner provided by statute. Any director may be removed for cause at any special meeting of the members duly called and held for such purpose.
- 5.5 Place of Meetings. The Board of Directors of the corporation may hold meetings, both regular and special, either within or without the State of Kansas.
- 5.6 Annual and Regular Meetings. Regular meetings of the Board of Directors may be held without notice at such time and at such place as shall from time to time be determined by the Board, provided a quorum shall be present. In the event any such meeting is not held at such time and place, the meeting may be held at such time and place as shall be specified in a notice given as hereinafter provided for special meetings of the Board of Directors.
- 5.7 Special Meetings. Special meetings of the Board may be called by the president in the president's discretion and may be called upon the written request of five (5) directors. The business to be transacted at any special meeting of the Board of Directors shall be specified in the notice of such meeting.

Notice of special meetings shall be given by written notice mailed directly to each director, addressed to each director at such director's residence or usual place of business, at least five (5) days before the date of such meeting or sent by hand delivery, electronic transmission, or telefacsimile at least two (2) days before the date 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/her residence or usual place of business. If notice is given by hand delivery, electronic transmission, or telefacsimilie, such notice shall be deemed to be delivered on the date the notice was sent provided the notice is actually received.

The transaction of business at any special meeting of the Board of Directors, however called and noticed or wherever held, shall be as valid as though transacted 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 signed 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 corporation records or made a part of the minutes of the meeting. Notice of the time and place of holding an adjourned meeting need not be given to absent directors if the time and place be fixed at the meeting adjourned.

- 5.8 Quorum. At all meetings of the Board a majority of the directors in office shall constitute a quorum for the transaction of business and the act of a majority of the directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may be otherwise specifically provided by statute. If a quorum shall not be present at any meeting of the Board of Directors, the directors present thereat may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.
- 5.9 Written Consent. Any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting, if all members of the Board or committee, as the case may be, consent thereto in writing, including by electronic transmission, and the writing or writings are filed with the minutes of proceedings of the Board or committee.
- 5.10 Telephonic Meetings. Members of the Board of Directors, or any committee designated by the Board of Directors, may participate in a meeting of the Board of Directors, or any committee, by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and such participation in a meeting shall constitute presence in person at the meeting.
- 5.11 Appointment of Committees. The Board of Directors shall have an executive committee and the corporation shall have a nominating committee. The Board may designate one (1) or more other committees, each committee to consist of one (1) or more of the directors of the corporation. The Board may designate one (1) or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. Any such committee, to the extent provided in the resolution of the Board of Directors, shall have and may exercise all the powers and authority of the Board of Directors in the management of the business and affairs of the corporation; but no such committee shall have the Board of Directors' power or authority in reference to amending the Articles of Incorporation, adopting a resolution approving an agreement of merger or consolidation, recommending to the members the sale, lease or exchange of all or substantially all property and assets of the corporation, recommending to the members a dissolution of the corporation or a revocation of a dissolution, or amending the Bylaws of the corporation. Such committee or committees shall have such name or names as may be determined from time to time by resolution adopted by the Board of Directors. Each committee shall keep regular minutes of its meetings and report the same to the Board of Directors when required.
- 5.12 Fees and Compensation. Directors shall not receive any stated salary for their services as directors. Nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity such as an officer, agent, employee, or otherwise, and receiving compensation therefore.
- 5.13 Executive Committee. The Executive Committee consists of the elected officers. The meetings of the committee shall be held on call of the President (a) when it is not possible to convene a regular board meeting or (b) to consider business that does not justify a

lengthy discussion by the full board. The Executive Committee shall exercise all powers of the Board of Directors. Two-thirds of the Executive Committee shall constitute a quorum. A vacancy on the Executive Committee shall be filled by the Board.

- 5.14 Nominating Committee. The Nominating Committee shall provide the members with one or more nominations for any director position at the annual meeting. The Nominating Committee shall consist of five members with one member being a director appointed by the Board of Directors for a one year term. The Nominating Committee shall select its own chair. Four members shall be elected by the members with staggered two year terms.

## **ARTICLE 6: OFFICERS**

- 6.1 Officers. The officers of the corporation shall be chosen by the Board of Directors and shall be a president, a vice president, a secretary and a treasurer. Any number of offices may be held by the same person. Such officers shall be chosen by the Board of Directors at its first meeting after each annual meeting of members.
- 6.2 Subordinate Officers and Agents. The Board of Directors may from time to time appoint such other officers and agents as it shall deem necessary, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board.
- 6.3 Compensation. The salaries, if any, of all officers and agents of the corporation shall be fixed by the Board of Directors.
- 6.4 Election and Removal. The officers of the corporation shall hold office until their successors are chosen and qualify. Any officer elected or appointed by the Board of Directors may be removed at any time by the affirmative vote of a majority of the Board of Directors. Any vacancy occurring in any office of the corporation shall be filled by the Board of Directors.
- 6.5 President. The president shall preside at director meetings, appoint chairs of committees, except the nominating committee, appoint special committees, present an annual report, and counter sign checks as required by the board. The president shall be an ex officio member of all standing committees.
- 6.6 Vice Presidents. The first vice president shall succeed to presidency if a vacancy occurs in that office, perform duties of president in the absence of the president, and perform other duties as assigned by president. The second vice president shall perform duties of president in the absence of the president and first vice president and perform other duties as assigned by president.
- 6.7 Secretary. The secretary shall keep, or cause to be kept, at the principal office, a membership ledger, showing the names of the members and their addresses. The

membership ledger shall also contain all pertinent information regarding the suspension, termination or resignation of any member. The secretary shall attend all meetings of the Board of Directors and all meetings of the members and record all the proceedings of the meetings of the corporation and of the Board of Directors in a book to be kept for that purpose and shall perform like duties for the standing committees when required. The secretary shall give, or cause to be given, notice of all meetings of the members and special meetings of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or president.

- 6.8 Treasurer. The treasurer shall have the custody of the corporate funds and shall keep, or cause to be kept, full and accurate accounts of receipts and disbursements in books belonging to the corporation and shall deposit all moneys and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the Board of Directors. The treasurer shall disburse the funds of the corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the president and the Board of Directors, at its regular meetings, or when the Board of Directors so requires, an account of all transactions as treasurer and of the financial condition of the corporation.

## **ARTICLE 7: INDEMNIFICATION AND INSURANCE**

- 7.1 General. The corporation shall indemnify any person who was or is a party or who was or is threatened to be made a part to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that he/she is or was a director, advisory director, officer, employee or agent of the corporation or of any entity a majority of the voting stock of which is owned by the corporation, or is or was serving at the request of the corporation as a director, advisory director, officer or employee of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him/her in connection with such action, suit or proceeding if he/she acted in good faith and in a manner he/she reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he/she reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his/her conduct was unlawful.
- 7.2 Derivative Action. The corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that such person is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent

of another corporation, partnership, joint venture, trust or other enterprise against expenses actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit, including attorney fees, if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the corporation. Notwithstanding the preceding, no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper.

- 7.3 Right to Indemnification. Any indemnification under Subsections 7.1 and 7.2 shall be made by the corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because such director, officer, employee or agent has met the applicable standard of conduct set forth in Subsections 7.1 and 7.2. Such determination shall be made (1) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (2) if such quorum is not obtainable, or even if obtainable, a quorum of disinterested directors so directs, by either (a) independent legal counsel in a written opinion, or (b) the members.
- 7.4 Time of Indemnification. Expenses incurred by a director or officer in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the director or officer to repay such amount if it is ultimately determined that the director or officer is not entitled to be indemnified by the corporation as authorized in this Article 7. Such expenses incurred by other employees and agents may be so paid upon such terms and conditions, if any, as the Board of Directors deems appropriate.
- 7.5 Nonexclusive Rights. The indemnification and advancement of expenses provided by or granted pursuant to the other provisions of this Article 7 shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any bylaw, agreement, vote of members or disinterested directors or otherwise, both as to action in a person's official capacity and as to action in another capacity while holding such office. However, any amount actually received as the proceeds of any such other indemnification shall be deducted from the amount, if any, which such person may be entitled to receive pursuant to this Article 7.
- 7.6 Insurance. The corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the corporation would have the

power to indemnify such person against such liability under the provisions of this Article 7.

- 7.7 Resulting Corporation. For purposes of this Article 7, references to "the corporation" shall include, in addition to the resulting corporation, any constituent corporation (including any constituent of a constituent) absorbed in a consolidation or merger which, if its separate existence had continued, would have had power and authority to indemnify its directors, officers and employees or agents, so that any person who is or was a director, officer, employee or agent of such constituent corporation, or is or was serving at the request of such constituent corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall stand in the same position under this section with respect to the resulting or surviving corporation as such person would have with respect to such constituent corporation if its separate existence had continued.
- 7.8 References. For purposes of this Article 7, references to "other enterprises" shall include employee benefit plans; references to "fines" shall include any excise taxes assessed on a person with respect to any employee benefit plan; and references to "serving at the request of the corporation" shall include any service as a director, officer, employee or agent of the corporation which imposes duties on, or involves services by, such director, officer, employee or agent with respect to an employee benefit plan, its participants or beneficiaries; and a person who acted in good faith and in a manner such person reasonably believed to be in the interest of the participants and beneficiaries of an employee benefit plan shall be deemed to have acted in a manner "not opposed to the best interests of the corporation" as referred to in this Article 7.
- 7.9 Continuation. The indemnification and advancement of expenses provided by, or granted pursuant to, this Article 7 shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.
- 7.10 Amendment By Law. This Article 7 is intended to follow and comply with K.S.A. §17-6305. If such statute is amended, this Article 7 shall be automatically amended to conform therewith.

## **ARTICLE 8: GENERAL PROVISIONS**

- 8.1 Checks, Drafts, etc. All checks, notes and other instruments of indebtedness of the corporation shall be signed by such officer or officers or such other person or persons as the Board of Directors may from time to time designate.
- 8.2 Fiscal Year. The fiscal year of the corporation shall begin on the first day of January and end on the last day of December each year.
- 8.3 Seal. The corporation may, but shall not be required to, have a corporate seal.

- 8.4 Excess Payments. Any payments made to an officer of the corporation such as a salary, commission, bonus, interest, or rent, or entertainment expenses incurred by him/her, which shall be disallowed in whole or in part as a deductible expense by the Internal Revenue Service, shall be reimbursed by such officer to the corporation to the full extent of such disallowance. It shall be the duty of the directors, as a Board, to enforce payment of each such amount disallowed.
- 8.5 Contracts, Deeds, etc., How Executed. The Board of Directors, except as in these Bylaws otherwise provided, may authorize the executive director, 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. Notwithstanding the preceding, any contracts, agreements, deeds or other instruments conveying lands or any interest therein, and any other related documents shall be executed on behalf of the corporation (subject to prior approval of the Board of Directors) by the president (or by a vice-president, if there be one, serving in the absence of the president), or by any other specific officer or agent or attorney so authorized under letter of attorney or other written power which was executed on behalf of the corporation by the president (or vice-president serving in the absence of the president).
- 8.6 Amendments. These Bylaws may be altered, amended or repealed, or new Bylaws may be adopted, by the members at any annual meeting of the membership or at any special meeting of the members if notice of such alteration, amendment, repeal or adoption of new Bylaws is contained in the notice of such special meeting. These Bylaws may also be altered, amended or repealed or, new Bylaws may be adopted, by Board of Directors at any regular meeting of the Board of Directors, or at any special meeting of the Board of Directors if notice of such alteration, amendment, repeal or adoption of new Bylaws is contained in the notice of such special meeting, subject, however, to the right of the members to repeal or change any such action of the directors.

I, the undersigned, do hereby certify that I am the duly elected and acting secretary of the corporation; and that the foregoing Amended and Restated Bylaws constitute the Amended and Restated Bylaws of the corporation as duly adopted by the Board of Directors on the 27th day of April 2009 and approved by the Members on the 18th day of May 2009.

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Linda McCurry, Secretary