

BY-LAWS OF
THE U.S.D. #441 FOUNDATION
(A nonprofit corporation)

ARTICLE I – GENERAL

1. Name. The name of this foundation shall be the U.S.D. #441 FOUNDATION a nonprofit corporation.

2. Action by Consent. Any action which under any provision of law may be taken at a meeting of the members of the foundation in their capacity as members or in their capacity as directors may be taken without a meeting if authorized by writing signed by members of the foundation entitled to vote at a meeting for that purpose and filed with the secretary.

3. Purpose. The purpose of the foundation shall be as stated in the articles of incorporation.

4. Waiver of Notice. Whenever any notice is required to be given under the provisions of these by-law, the articles of incorporation of this foundation, or of any law, a written waiver thereof, if permitted by law, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Attendance of a person at a meeting shall constitute a waiver of notice of such meeting, except when such attendance is for the purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

5. Indemnification of Directors and Officers. The board of directors may authorize the expenditure of foundation funds to pay expenses incurred by, or to satisfy a judgment or fine rendered or levied against a present or former director, officer or employee of the foundation in any action brought by a third party against such person, whether or not the foundation is joined as a party defendant to impose a liability or penalty on such person for an act alleged to have been committed by such person while a director, officer or employee, or by the foundation, or by both; provided, that the board of directors determines in good faith that such director, officer or employee was acting in good faith within what he reasonably believed to be the scope of this employment or authority and for a purpose which he reasonably believed to be in the best interests of the foundation or its members. Payments authorized hereunder include amounts paid and expenses incurred in settling any such action or threatened action. Expenses include attorney fees, expert witness fees, and any and all other sums necessarily expended in connection with the actions referred to above. The provision of this section shall apply to the estate, executor, administrator, heirs, legatees or devisees of a director, officer or employee, and the term "person" where used in the foregoing section shall include the estate, executor, administrator, heirs, legatees, or devisees of such person. These rights of indemnification shall not be deemed exclusive of any other rights to which such director or officer may be entitled apart from the provisions of this Article I, paragraph 5.

The foundation may provide and maintain insurance on behalf of any person who is or was a director or officer or designated agent of the foundation, or is or was serving at the request of the foundation as a director, officer, employee or designated agent of another corporation (whether nonprofit or for profit), partnership, joint venture, trusts, or other enterprise, against any liability asserted against; him and incurred by him in any such capacity, or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability under the provisions of this Article I, paragraph 5, or the General Corporation Code, Article 17, of the State of Kansas.

6. Registered Office and Resident Agent. The location of the registered office and the name of the resident agent in the State of Kansas shall be determined from time to time by the members and be on file in the appropriate office of the State of Kansas pursuant to applicable provisions of law. Other offices may be established from time to time by resolution of the members, both within and without the State of Kansas.

7. Corporate Seal. The seal for the foundation shall have inscribed thereon the name of the foundation and the words "Corporate Seal – Kansas", and shall be in such form as may be approved by the members who shall have power to alter the same at pleasure.

8. Rules. Robert's Rules of Order (in its most recent edition at the date of its use) to the extent such Rules do not conflict with Kansas law, shall be the parliamentary authority for all matters of procedure not specifically covered by these by-laws or by other specific rules of procedure adopted by the directors.

9. Report to Directors. The president shall furnish a report annually to all directors.

ARTICLE II – MEMBERS – DIRECTORS

1. Qualifications and Powers. The board of directors of this foundation shall be composed of its membership. The board of directors and membership of this foundation shall be composed of the incorporators, the ex-officio director, and those individuals subsequently elected to membership and to serve on the foundations's board of directors by the incorporators. Membership in this foundation is nontransferable and terminates whenever an individual ceases to serve on the foundations's board of directors. The term "members" and the term "directors" shall hereinafter be used interchangeably.

Subject to limitations of the articles of incorporation, of the by-laws, and of the Kansas Corporation Code, and subject to the duties of directors as prescribed by the by-laws, all corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation shall be controlled by, the board of directors.

2. Number of Directors. The number of directors shall be twelve (12) until such number shall be changed by a two-thirds (2/3) majority vote of the board of directors. There shall be one (1) ex-officio director, the Superintendent of U.S.D. #441. The ex-officio director shall not have voting powers.

3. Elected Directors. At the June 1994 regular board meeting and each June meeting thereafter, the Board of Education of U.S.D. #441 shall elect two (2) members from the Board of Education of Unified School District #441 to serve on the board of directors of the foundation for a term of one (1) year commencing the 1st day of July.

Prior to the June 1994 regular board meeting, the incorporating directors shall compile a list of twelve (12) names (such list not to include any of the incorporating directors) with four (4) names being from each voting district within U.S.D. #441. Such list shall be circulated among the incorporating directors and the ex-officio director and shall be considered a list of nominees for the other nine (9) elected positions on the foundation's board of directors.

Nine (9) directors shall be elected from the nominees with three (3) directors being from each voting district with U.S.D. #441. The director from each voting district receiving the most votes shall be elected. The three (3) elected directors from each voting district shall serve staggered terms with one (1) serving one-year term, one (1) serving two-year term, and one (1) serving three-year term. The initial staggered term for each director shall be determined by the incorporators at the first annual meeting.

At the June meeting each year, the Board of Education of U.S.D. #441 shall submit three (3) names from each district to the foundation directors from which the foundation directors shall elect the successor director. The successor director shall always be from the same voting district within U.S.D. #441 as the outgoing director he replaces. Following the initial term, each of the non-school board directors shall be elected for a three-year term commencing the 1st day of July.

4. Removal. The board of directors, by a two-thirds (2/3) majority vote, may, at any time at a meeting expressly called for that purpose and after due notice to all directors, remove any director for misconduct, malfeasance in office, or other good cause.

5. Vacancies. Except as otherwise stated in these by-laws, any vacancy occurring among the elected directors of the board of directors shall be filled by a majority vote of the directors then in office. A director elected to fill a vacancy shall be from the same voting district within U.S.D. #441 as his predecessor and shall be elected for the unexpired term of the predecessor.

6. Quorum. A majority of the directors entitled to vote thereat, present and in person, shall be required to constitute a quorum at all meetings of the directors for the transaction of business. If a quorum be not present at any meeting, the directors entitled to vote thereat, present and in person, shall have the power to adjourn the meeting from time to time without notice other than announcement at the meeting until the requisite number of directors shall be present. All actions of the board of directors, except as otherwise provided by these by-laws, shall be by majority vote of the directors present at such meeting in person.

7. Proxies. Voting by proxy or representation shall not be permitted.

8. Place of Meeting. Meetings of the directors shall be held within the State of Kansas at such place as may be specified in the notice of meeting or as may be consented to by the directors. If no place for any such meeting is specified in the notice thereof, the same shall be held at the registered office of the foundation in the State of Kansas.

9. Annual Meeting. In the absence of a resolution of the directors providing otherwise, the annual meeting of the directors of the foundation for the election of officers and the transaction of such other business as may properly come before the meeting shall be held at the registered office of the foundation at 7:00 p.m. on the second Monday of June.

10. Special Meetings. Special meetings of the members may be called by the president or by written request signed by four (4) directors.

11. Voting. Each director entitled to vote on any matter presented at the meeting shall be entitled to one (1) vote on each such matter submitted to a vote of such directors.

12. Notice of Meeting. Written or printed notice stating the place, day and hour of the directors' meeting and, in the case of a special meeting of the directors, the purpose or purposes for which the meeting is called, shall be delivered not less than ten (10) days or more than fifty (50) days before the date of the meeting either personally or by mail, by or at the direction of the president, the secretary, or the officer or directors calling the meeting, to each director of record entitled to vote at such meeting, except that if the statutes of the State of Kansas shall require a longer period of notice for the purpose for which the meeting is called, then such period of notice as specified by the Kansas law shall be given. If the notice is mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the director at his or her address as it appears on the membership rolls of the foundation, with postage thereon prepaid. Failure to deliver such notice or obtain waiver thereof shall not cause the meeting to be lost, but shall be adjourned by the directors present for a period not to exceed sixty (60) days until any deficiency in notice or waiver shall be remedied.

ARTICLE III – OFFICERS

1. Elected Officers. The board of directors at each annual meeting of the board of directors shall elect from among their own number a president, and shall also elect a secretary and treasurer, and if desired one or more vice presidents, and such other officers or agents as from time to time may be elected by the board of directors. All officers must be directors of the foundation; however, foundation officers may be assigned "assistant" officers and such assistant officers need not be directors of the foundation. The offices of president, treasurer and secretary may not be combined in one person.

2. President. Subject to the control of the board of directors, the president shall have general supervision of the affairs of the foundation. The president shall preside at all meetings of the board of directors, and shall have such other duties as may be prescribed by the board. The president shall serve as an ex-officio member of all committees, with the exception of the nominating committee.

3. Vice President. In the absence of the president, the vice president shall perform the duties of the president. The vice president shall have such other powers and duties as may be assigned by the board of directors.

4. Secretary. The secretary shall act as secretary of all the meetings of the board of directors, and shall be responsible for the minutes of all such meetings. The secretary shall perform such additional duties as shall be assigned by the board of directors.

5. Treasurer. The treasurer shall be responsible for the accounting for all monies of the foundation, including depositing and/or investing them in accordance with a policy adopted by the board of directors. The treasurer shall have such additional powers and duties as may be assigned by the board of directors.

6. Term of Office. Each elected officer shall hold office until the election and qualification of his successor, or until he resigns, whichever occurs first. The normal term of office for elected officers shall be one (1) year.

7. Compensation. The officers of this foundation shall not receive compensation for their services unless the board of directors authorizes compensation to be paid to a specific officer of the foundation for specific services.

8. Duties and Powers. Except as otherwise set forth in these by-laws, all officers of the foundation shall respectively exercise and perform such powers, duties, and functions as are provided by law and as are generally exercised by officers in corporate affairs and as may be directed by directors.

ARTICLE IV – FISCAL OPERATIONS

1. Reserve Funds. The directors, in their uncontrolled discretion, may set aside from time to time, such sum or sums as they deem expedient as a reserve fund to meet contingencies, for maintaining any property of the foundation, and for any other purpose.

2. Banking, Checks, Notes and Mortgages. Subject to Section 3 below, the monies of the foundation shall be deposited in the name of the foundation in such federally insured banks, and savings and loan associations as the directors shall designate. All notes, endorsements, acceptances and all written securities of the foundation shall be signed by the president and by the treasurer in such manner as the board of directors may from time to time determine. All checks and drafts on accounts and transfers of funds of the foundation shall be signed by the president and countersigned by the treasurer or so authorized.

3. Investments. This section applies to all assets held by the foundation for investment; provided, however, assets allocated under authority of Section 1 above, or assets required for short term funding requirements of the foundation's public or charitable programs are not subject to this section insofar as such assets may be deposited pursuant to the provisions of Section 2 above. Except as otherwise provided herein, when purchasing, acquiring, exchanging, investing, reinvesting, selling and managing the foundation's investments the directors shall:

1. Avoid speculation, looking instead to the permanent disposition of the funds, considering the probably income, as well as the probably safety of the foundation's capital;
2. Comply with such additional standards, if any, as may be imposed by expressed terms of an instrument or agreement pursuant to which the assets are contributed to the foundation;
3. Perform their investment duties with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances.

No investment violates this section where it conforms to the provisions authorizing such investment contained in an instrument or agreement pursuant to which the assets were contributed to the foundation.

4. Fiscal Year. The fiscal year of the foundation shall end on the last day of June of each year or on such other date as may be fixed from time to time by the board of directors.
5. Annual Audit. The books of the foundation and of its treasurer shall be audited annually by an independent certified public accountant. Copies of each annual audit shall be filed with the president of the U.S.D. #441 Foundation and the Superintendent of Unified School District #441. The annual audit shall also be made available for public inspection.
6. Bond for Clerk of Board. The Clerk of Board for USD #441 shall carry out such duties as set out elsewhere in the by-laws.
7. Execution of Instruments Generally. All documents, instruments or writings of any nature including resolutions of the board of directors shall be signed by the president in his capacity as president, and shall be verified, acknowledged or otherwise countersigned by the secretary.

ARTICLE V – COMMITTEES

1. Committees. Except as otherwise stated in these by-laws, the president shall appoint the members and designate the chair of standing and other committees. The committees shall serve at the pleasure of the board of directors under such rules and regulations as the board may approve.
2. Executive Committee. There shall be an executive committee composed of the officers of the foundation. The executive committee shall meet at the call of the president or any two officers to conduct the affairs of the foundation between meetings of the board of directors. All action taken by the executive committee shall be subject to ratification by the board of directors.

ARTICLE VI – GIFTS AND DONATIONS

1. Designated Gifts and Donations. Any gift or donation made to the foundation, from any person, business or corporation, may be designated for a particular program or activity which is currently being carried on by the foundation or may be designated to a particular purpose of the foundation such as technical training, scholarships to deserving students, cultural enrichment or otherwise. Any designated gift, if accepted by the foundation, shall be used only for the purposes for which it has been designated. The board may reject any gifts which it deems inappropriate.

2. Undesignated Gifts and Donations. Any gift or donation received by the foundation which is not designated for a particular purpose, shall be used by the foundation in such manner as it deems best. Undesignated gifts may be commingled by the foundation with other undesignated gifts and used as a single fund, or if the board of directors deems best an undesignated gift may retain its identity and be used as a separate fund.

ARTICLE VII – AMENDMENTS TO ARTICLES OR BY-LAWS

1. Amendments. The Articles of Incorporation or these by-laws may be amended or repealed, or new articles or by-laws may be adopted, by an affirmative vote of a majority of all members of the board of directors as may be then serving on the board of directors of the foundation at an annual or special meeting of the board of directors provided that notice of the intention to amend, repeal or make addition to the by-laws was contained in the notice of the meeting.

CERTIFICATE OF SECRETARY

I, the undersigned, certify that I am an incorporator and acting secretary of the U.S.D. #441 Foundation, a Kansas nonprofit corporation, and the above by-laws, consisting of nine (9) pages, are the by-laws of the foundation as adopted at a meeting of the incorporators held this ____ day of _____, 1994.

Acting Secretary