

BYLAWS OF PROFESSIONAL SOCIETY OF FORENSIC MAPPING, INC.

ARTICLE 1 GENERAL PROVISIONS

- 1.1 **Name:** The name of the Corporation is Professional Society of Forensic Mapping, Inc. or the “Society”.
- 1.2 **Registered Office.** The registered office of the Corporation in the State of Kansas is 129 S. 8th , Salina, County of Salina, Kansas 67401.
- 1.3 **Other Offices.** The Corporation may also have offices at such other places as the Board of Directors, from time to time, may designate.
- 1.4 **Resident Agent.** The name and address of the Corporation resident agent in this state is Professional Society of Forensic Mapping, Inc., 129 S. 8th , Salina, County of Salina, Kansas 67401.
- 1.5 **Term.** The term for which this Corporation shall exist is perpetual.
- 1.6 **Fiscal Year.** The fiscal year of the Corporation shall end the 31st day of December each year.
- 1.7 **Rules and Regulations.** The Board of Directors may adopt rules and regulations for the effective conduct of its business, and such rules shall have the force and effect of bylaws.
- 1.8 **Policy Decisions.** Decisions and determinations of policy may be compiled under the supervision of the Secretary for easy access and reference by the Board of Directors.

ARTICLE 2 PURPOSES

- 2.1 **Not-for-Profit Purpose.** This Corporation is organized not-for-profit and shall have no authority to issue capital stock.
- 2.2 **General Purpose.** The Corporation is organized as a trade association, which is to be treated as a Business League pursuant to Internal Revenue Code Section 501(c)(6) of the Internal Revenue Code of 1986, as amended from time to time (“Code”).
- 2.3 **Specific Purpose -** The Corporation is organized and it operates exclusively for charitable, educational, and scientific purposes to do the following:
 - (a) Promote the highest professional and personal conduct among those persons practicing in the field of Forensic Mapping;
 - (b) Offer support training for members of law enforcement, governmental, and quasi-governmental agencies, private consultants, and other persons in the field of Forensic Mapping; and
 - (c) To assist those who want to improve their skills in Forensic Mapping, and promote the exchange of ideas, help connect users of Forensic Mapping technology, and encourage discussion of critical issues related to the field of Forensic Mapping.
 - (d) Promote the field of Forensic Mapping with the establishment of a Forensic Mapping protocol and Forensic Mapping standards that should be followed and maintained by all persons practicing in the field of Forensic Mapping,

ARTICLE 3
POWERS OF THE CORPORATION

- 3.1 **General Powers.** This Corporation shall and may exercise all the powers conferred by the laws of the State of Kansas upon Corporations formed under the laws pursuant to and under which this Corporation is formed, as such laws are now in effect or may at any time hereafter be amended.
- 3.2 **Specific Powers.** In addition to the foregoing general powers, this Corporation shall have the following specific powers:
- 3.2.1 **Own Property.** It may own, lease, manage, operate, maintain, mortgage and pledge real estate and personal property;
- 3.2.2 **Make Contracts.** It may make contracts;
- 3.2.3 **Joint Operations.** It may engage in joint and coordinated research, planning, development, management, operations, and services with other similarly situated entities to achieve quality, economy, and efficiency of technology provided to its Members and the Southwest Kansas region.
- 3.2.4 **Accept Gifts.** It may receive and hold any property, real and personal, given, devised, bequeathed, given in trust, or in any other way made over to the Corporation;
- 3.2.5 **Manage Gifts.** It may invest and disburse all assets so received, and generally care for, manage, administer, and control all such properties so received;
- 3.2.6 **Carry Out Donor Instructions.** It shall carry out the wishes and see that the funds and property so received are applied to the uses specified by the donor; or, in the case a gift, devise, or bequest to this Corporation is not designated, then to such uses as will meet the stated purposes of the Corporation.
- 3.3 **Restrictions on Powers.** Notwithstanding any other provision of these Bylaws, this Corporation shall have the following restrictions on its powers:
- 3.3.1 **Non-Profit Restriction.** Notwithstanding any other provision of these Bylaws, the Corporation shall not carry on any other activities not permitted to be carried on (i) by a Corporation exempt from federal income tax under Code Section 501(c)(6), or (iii) by a Corporation, contributions to which are deductible under Code Section 170(c)(2).
- 3.3.2 **No Compensation to Directors.** No compensation or payment shall ever be paid or made to any Member, officer, director, creator, or organizer of this Corporation, or substantial contributor to it (except as an allowance for actual expenditures of services actually made or rendered to or for this Corporation). Neither the whole nor any portion of the assets or net earnings current or accumulated of this Corporation shall ever be distributed to or divided among any such persons, and neither the whole nor any part or portion of such assets or net earnings shall ever be used for, accrued to, or inure to the benefit of any Member or private individual within the meaning of Section 501(c)(6) of the Internal Revenue code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law).
- 3.3.3 **Political Activities Prohibited.** No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.
- 3.4 **Assets Upon Dissolution.** Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation according to the following enumerated priorities: (i) Where specific instructions have been given by a donor for the distribution of a specific gift, devise, or bequest in the event the Corporation is dissolved,

such instructions must be followed by the Board of Directors unless such instructions are contrary to law; (ii) All other assets of the Corporation may pass exclusively to and for the benefit of similarly situated corporations in Kansas, if such successor in interest would then qualify as an exempt organization under Code Section 501(c); (iii) Any assets not disposed of pursuant to the foregoing priorities shall be disposed of by the District Court of the county in which the principal office of the Corporation is then located, exclusively to such organization or organizations, as the court shall determine most closely satisfy the purpose(s) for which such assets were originally donated.

ARTICLE 4 **MANAGEMENT**

Management of the business and affairs of the Corporation shall be vested in and conducted by its Board of Directors, its Executive Committee, and its officers in accordance with the Articles of Incorporation, these Bylaws, and the laws of the State of Kansas. The Board of Directors and its Executive Committee shall exercise all powers usually exercisable by a governing board in the management of its affairs as an independent legal entity.

ARTICLE 5 **MEMBERSHIP**

5.1 Eligibility.

5.1.1 **Full Membership** is open to those members of the general public who subscribe to the objectives and purposes of the Society and who have completed:

- (a) a formal course of training (24-hr. minimum) in the specific field of Forensic Mapping,
or
- (b) who have demonstrated a working knowledge of Forensic Mapping as accepted by the Board of Directors and have the recommendation of a current member of PSFM.

5.1.2. **Associate Membership** is open to those individuals whose training does not qualify them for Full Membership, but have an interest in the field of Forensic Mapping and who wish to support the goals and objectives of the Society.

Associate Members are not eligible to vote, or hold office. Associate Membership dues are set at \$10.00 less than existing Full Membership dues.

The term "Member" or "Members," elsewhere in the Bylaws, refers to Full Member(s).

5.2 **Application for Membership.** To be admitted to membership, an eligible individual shall file with the Corporation an application for membership in such form as shall be provided by the Board of Directors and remit payment of the required initial membership dues, as determined by the Board of Directors from time to time. A person may be nominated for *Life Membership* by the Board of Directors or a Member in good standing. Election as a *Life Member* shall be by the Board of Directors. Such *Life Membership* is generally reserved to those persons who have demonstrated outstanding service to the Corporation or otherwise made a significant contribution to the field of Forensic Mapping.

5.3 **Members.** The Members shall consist of all individuals whose membership application has been approved, and have paid the membership dues (both initial and ongoing as determined by the Board of Directors from time-to-time). Applications shall be submitted to the treasurer for approval. An application for membership is approved providing the individual meets the membership requirements and provides supporting documentation (certificates, etc.) Any applicant whose membership criteria are questionable shall be reviewed by the Treasurer, Sgt. at Arms, and Vice-President. They will then make a recommendation regarding membership status (Full or Associate) approval to the Board of Directors for a final vote by a majority of the Directors. After the Member has met the above requirements, he/she shall be treated as a Member of the Corporation in good standing.

- 5.4 **Resignation from Membership.** A Member may withdraw from membership at any time by submitting to the Secretary a letter of intent to withdraw which shall be presented to the Board of Directors for acceptance at its next regularly scheduled meeting after the letter is submitted to the Secretary. Such resignation shall not affect any existing liabilities to the Corporation, nor shall said Member be entitled to any refund of any membership dues and regular dues.
- 5.5 **Nontransferability of Membership Interest.** A membership interest shall not be transferable.
- 5.6 **Expulsion.** A 75 percent vote of all of the Members present at any regular or special meeting may expel any Member of the Corporation for failure to comply with the Bylaws or with any rules or regulations of the Corporation (including the failure to pay dues), provided that such purpose was specified in the notice for that meeting, five working days notice has been given to the Member in writing indicating the intention to cause the expulsion and the specific reason therefore, and the Member is given an opportunity to appear and be heard prior to the final decision. An appeal of any action by the Board can be taken by filing, within 10 working days after the action, a petition, signed and sworn by the Member, with the Secretary of the Corporation. The petition is to be acted upon by the Members within 30 days at the next meeting after the petition is filed. In the event of expulsion, the Member shall no longer be entitled to the rights, privileges and benefits of membership. Such resignation shall not affect any existing liabilities to the Corporation, nor shall said Member be entitled to any refund of any membership dues and regular dues.

Written notices hereunder shall be delivered by certified mail to the member's last known address.

- 5.7 **Fines and Penalties.** Fines or penalties are not permitted. The penalty for misconduct is suspension or termination, as provided above.
- 5.8 **Regular Dues Assessment.** Members may be subjected to a regular dues assessment by the vote of a majority of all of the Board of Directors, but only to provide sufficient funds to meet operating requirements for a period of time not to exceed one year from the date of implementation of the assessment. Payment of dues assessments shall be within 45 days after billing or such other time as the Board of Directors may determine. Whenever possible, all assessments for each succeeding year will be approved at an annual meeting of Members so that those Members that are public entities can get approval to pay assessments in advance of the beginning of the fiscal year.
- 5.9 **Nondiscrimination.** The officers, directors, committee members, employees and persons served by this Corporation shall be selected entirely on a nondiscriminatory basis without respect to age, sex, race, religion, creed, color, national origin, or disability.
- 5.10 **Place of Meetings.** All annual meetings of Members and all other meetings of Members shall be held at the principal office of the Corporation unless another place within or without the State of Kansas is designated either by the Board of Directors pursuant to authority hereinafter granted to said board, or by the written consent of all Members entitled to vote thereat, given either before or after the meeting and filed with the secretary of the Corporation.
- 5.11 **Annual Meeting of Members.** The annual meeting of the Members shall be held on the first Monday of December in each year at 3:00 o'clock p.m. of said day; provided, however that the date and time of said meeting may be changed by the vote of a majority of the Board of Directors present at its most recent meeting and at least 10 working days notice in writing is given to the Members. At such meeting, directors shall be elected, reports of the affairs of the Corporation shall be considered, regular and special assessments shall be approved, and any other business may be transacted that is within the powers of the Members.
- 5.12 **Notice of Annual Meeting.** Written notice of each annual meeting shall be given to each Member entitled to vote, either personally or by mail or other means of written communication, charges prepaid, addressed to such Member at its address appearing on the books of the Corporation or given by it to the Corporation for the purpose of such notice. If a Member gives no address, notice shall be deemed to have been

given if sent by mail or other means of written communication addressed to the place where the principal office of this Corporation is situated, or if published at least once in some newspaper of general circulation in the county in which said office is located. All such notices shall be sent to each Member entitled to vote not less than 10 days nor more than 60 days before each annual meeting, and shall specify the place, the day and the hour of such meeting, and shall state such other matters, if any, as may be expressly required by statute.

5.13 **Special Meetings.** Special meetings of the Members, for any purpose(s) whatsoever, may be called at any time by the president or by the Board of Directors, or by one or more Members holding not less than one-fifth of the voting power of the Corporation. Except in special cases where other express provision is made by statute, notice of such special meetings shall be given in the same manner as for annual meetings of Members. Notice of any special meeting shall specify in addition to the place, day and hour of such meeting, the general nature of the business to be conducted.

5.14 **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 Members present at the meeting. When any Members' meeting, either annual or special, is adjourned for 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 other 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.

5.15 **Voting.** Unless the Board of Directors has fixed in advance a record date for purposes of determining entitlement to vote at the meeting, the record date shall be as of the close of business on the day next preceding the date on which the meeting shall be held. 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. Except as otherwise set forth in these Bylaws, each voting Member shall have one vote for directors and all other matters which may properly come before the Members at any annual or special meeting.

5.16 **Quorum.** The presence in person of a majority of the Members at any meeting shall constitute a quorum for the transaction of business. The Members 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 enough Members to leave less than a quorum.

5.17 **Consent of Absentees.** The transaction of any meeting of Members, either annual or special, however called and noticed, 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 Members entitled to vote, not present in person, signs a written waiver of notice, or a consent to the holding of 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.

ARTICLE 6

BOARD OF DIRECTORS

6.1 **Number.** Management of the Corporation shall be vested in a Board of Directors ("Directors") consisting of not less than five nor more than 16 persons, which number may be varied from time to time by resolution of the Board of Directors. In no event shall there be fewer than five persons on the Board of Directors. The Executive Director of the Corporation, if one is appointed, shall serve *ex officio*, without vote.

6.2 **Election and Term of Office.** The Board of Directors shall be elected at the regular/general meeting during even numbered years of the Members pursuant to the procedures created by the Board of Directors from time to time, but if any such annual meeting is not held, or the Directors are not elected thereat, the Directors may be elected at a special meeting of members held for that purpose as soon thereafter as conveniently may be. All Directors must be Members of the Corporation, shall be elected to a two year term, and may serve an unlimited number of consecutive terms.

- 6.3 **Duties.** The administrative powers of the Corporation shall be vested in the Board of Directors, which
- 6.3.1 Shall have charge, control, and management of property, affairs, and funds of the Corporation;
 - 6.3.2 Shall govern the management of the policies of the Corporation and to recommend and approve any Bylaw changes, policies and rules and regulations in connection therewith;
 - 6.3.3 Shall authorize the entering into such contracts as may help effectuate the purposes of the Corporation;
 - 6.3.4 Shall appoint committees composed of Member representatives and delegate to them any duties that are required to be executed and to require such committees to report to the Board of Directors;
 - 6.3.5 shall make such reports annually as are necessary to disclose in detail the financial condition of the Corporation, compensation of officers and employees, regulatory reports and the status of the affairs of the Corporation;
 - 6.3.6 Shall consider and pass upon applications for membership and changes in membership status;
 - 6.3.7 Shall approve an annual operating budget, develop a long-term capital expenditure plan and monitor the implementation of the plan; and
 - 6.3.8 shall have the power and authority to do and perform all acts and functions as may be exercised or done by the Corporation, subject, nevertheless, to the provisions of the statutes of Kansas, of the Articles of Incorporation and of these Bylaws.
- 6.4 **Resignation.** Any Director, alternate or officer of the Corporation may resign on filing written resignation with the Secretary of the Corporation, and such resignation shall become effective when so filed unless some subsequent effective date is set forth in the resignation.
- 6.5 **Removal.** Any Director may be removed from office with or without cause by a vote of not less than 75 percent of other members of the Board of Directors of the Corporation present at any regularly scheduled meeting, the notice for which includes such purpose.
- 6.6 **Vacancies.** Vacancies on the Board of Directors may be filled by a majority of the remaining Directors, although less than a quorum, or by a sole remaining Director. If the Articles of Incorporation permit election of Directors without written ballot, then the election of Directors to fill vacancies shall be without written ballot, unless requested by any Director. Each director so elected shall hold office until his successor is elected at an annual or a special meeting of the members.

ARTICLE 7 **MEETINGS OF THE BOARD OF DIRECTORS**

- 7.1 **Place.** All meetings of the Board of Directors shall be held at the principal place of business in this state, or at such places as may be designated by the Board of Directors, and shall be conducted pursuant to K.S.A. 75-4317.
- 7.2 **Meeting Time.**
- 7.2.1 **Annual.** The annual meeting of the Directors of this Corporation shall be held at the annual meeting of the Members in December each year. At that meeting, nominations for officers and members of standing committees shall be properly presented and come before such meeting for election or appointment.
 - 7.2.2 **Regular.** Other regular meetings shall be held at least two other times during each year at such specified times and places as determined by the Board of Directors.

- 7.2.3 **Special.** Special meetings of the Directors shall be called within 30 days upon written request of the Chairman, or by any three Directors. Business to be transacted shall be limited to matters specified by the notice given.
- 7.2.4 **Telephone.** Members of the Board of Directors or any committee thereof may participate in a meeting of such board or committee by means of conference telephone, email or similar communications equipment by means of which all persons participating in the meeting can hear and/or see responses from each other. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting.
- 7.3 **Notice.** Notice of any meeting may be given in writing by mail, facsimile, or other electronic means to the person entitled thereto at the last known address shown on the records of the Corporation within such time as directed by the Chairman. Notice in writing of special meetings shall be provided to each member of the board at least 30 days before the date of such special meeting.
- 7.3.1 **Waiver.** Whenever notice is required to be given by these Bylaws, the Articles of Incorporation, or by statute, a written waiver thereof, signed by the persons entitled to notice, whether before or after the times stated therein, shall be deemed equivalent to notice. Attendance of a person at a meeting constitutes a waiver of notice, except when the person attends a meeting for the express purpose of objecting at the beginning of the meeting to the transaction of any business because the meeting is not lawfully called or convened.
- 7.3.2 **Action by Consent.** Unless otherwise provided in the Articles of Incorporation, any action required by this act to be taken at any annual or special meeting of Directors of the Corporation, or any action which may be taken at any annual or special meeting of such Directors, 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 Directors entitled to vote thereon. In the event that such action which is consented to is such as would have required the filing of a certificate under the General Corporation Code, if such action had been voted upon by the Directors at a meeting thereof, the certificate filed under such section shall state, in lieu of any statement required by such section concerning a vote of Directors, that written consent has been given in accordance with provisions of K.S.A. 17-6518.
- 7.4 **Pre-Agenda.** A written agenda of matters to be considered insofar as reasonably ascertainable, should be mailed in advance of any meeting, except in instances when telephone or similar communications methods are used to conduct a meeting or when a waiver of notice may apply.
- 7.5 **Quorum.** A majority of the total number of Directors shall be necessary to constitute a quorum at all meetings of the Directors for the transaction of business except as otherwise provided by law, or by these Bylaws. For purposes of counting a quorum, the presence of an Alternate Director entitled to vote shall be included. In the event such number is not a quorum, the Members present 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 Members of the Corporation shall be present at such adjourned meeting, and any business may be transacted at the meeting as originally notified.
- 7.6 **Voting Procedures.** All elections of directors and officers and votes upon any other question, except as otherwise provided by law or unless otherwise provided by resolution of the Board of Directors, may be had by ballot, voice vote, or by showing of hands unless a director, at least five days before the date of any meeting for the election of Directors, requests in writing a vote by ballot, and then the election shall be by ballot. Unless otherwise provided by law, by the Articles of Incorporation, or by these Bylaws, any matter coming before the Board of Directors or a committee thereof shall pass upon a majority vote of the Members of the Corporation present at the meeting at which the matter is considered.

ARTICLE 8
VOTING RIGHTS OF MEMBERS

- 8.1 **Voting Rights of Members.** All Members in good standing are entitled to vote at all meetings of the Membership of the Corporation.

ARTICLE 9
OFFICERS AND EMPLOYEES

- 9.1 **Election of Officers.** The Board of Directors, initially and during the annual meeting of every calendar year, shall elect a President, Vice President, Secretary, Treasurer, Sergeant at Arms and two Directors at Large all of whom shall be members of the Board of Directors. Each shall hold office for one year or until their successors are elected and assume office. Each officer may serve an unlimited number of consecutive terms in office.
- 9.2 **Duties of President and Vice President.** The President shall preside at all meetings of the Board of Directors, shall rule on all questions and points of order that may arise during the course of meetings. Except as otherwise provided by resolution, he or she shall sign or countersign all official instruments or documents of the Corporation. In the absence of the President or in the event of his or her inability or refusal to act, the Vice President shall act in the President's place.
- 9.3 **Duties of the Secretary.** The Secretary shall assure that required notices of all meetings are sent and minutes kept thereof. He or she shall assure that the seals, membership books, papers, documents and other records, exclusive of financial records, belonging to, or in the possession of, the Corporation are appropriately secure.
- 9.4 **Duties of the Treasurer.** The Treasurer shall oversee custody of all funds and securities of the Corporation. He or she, or a designated representative, shall deposit in the name of the Corporation all funds together with notes, checks or similar instruments endorsed by the Treasurer for collection in such place or places as the Board of Directors may designate. He or she shall, before entering upon discharge of these duties, become bonded with a responsible surety company in such sum and form as the Executive Committee shall require. Except as otherwise provided by resolution, the Treasurer shall assure that complete books of account are kept and shall assure that at least quarterly reports are sent to the Board of Directors, showing in detail the financial condition of the Corporation, including a list of all Members indebted to it, the amount of their indebtedness and the nature of their indebtedness. The Treasurer shall assure that obligations of the Corporation are paid when due and shall otherwise assure that disbursements are made at the discretion and approval of the Board of Directors.
- 9.5 **Sergeant at Arms.** The Sergeant at Arms shall be responsible for the security and maintenance of good order at all meetings of the Members and Board of Directors of the Corporation. He or she shall be responsible for enforcement of these Bylaws and shall complete such other duties as may be assigned to him from time to time by other officers.
- 9.6 **Removal of Officers.** Any officer may be removed from office with or without cause by a vote of not less than 75 percent of the Board of Directors present at a meeting, the notice of which meeting shall state such purpose and name the specific officer(s). If an officer(s) is removed, the Directors may, at the same meeting, fill the vacancy.
- 9.7 **Executive Director.** There may be an Executive Director who need not be a Director of the Corporation, but who shall be selected by the Board of Directors. He or she shall be the Chief Executive Officer of the Corporation and shall have general supervision over the property and the affairs of the Corporation, subject always, however, to the direction, management and control of the Board of Directors. He or she shall make written reports to the Board of Directors immediately prior to or at the time of regular meetings. The Executive Director shall further perform such other duties as from time to time may be assigned by the Board of Directors. He or she shall, before entering upon the discharge of these duties, become bonded with a responsible surety company in such sum and form as the Executive Committee shall require. The Executive Director shall be, unless otherwise provided by the Board, an ex officio member, without vote, of the Board of Directors and any committees thereof.

ARTICLE 10

COMMITTEES

Committees of the Board of Directors shall be standing committees enumerated below whose members serve terms of one year subject to re-election and other committees for specific purposes whose members shall serve terms that expire when the purpose is accomplished, except the terms of current committee members shall expire as already set.

- 10.1 **Executive Committee.** The Executive Committee shall consist of the President, Vice-President, Secretary, Treasurer and Directors at Large.
- 10.1.1 **Ad Interim Powers.** Unless the Board specifically directs otherwise, during the intervals between meetings of the Board of Directors, the Executive committee shall have, and may exercise, all the powers of the Board of Directors in the management of the business and affairs of the Corporation in such manner as such committee shall deem in the best interests of the Corporation, except it may not amend the Articles of Incorporation or Bylaws or perform any act prohibited by law.
- 10.1.2 **Meeting.** The Executive Committee shall meet on a monthly basis, or more often, as needed. Special meetings of the Executive Committee may be called by the President, with two days notice, or shall be called upon written request of any two officers. Business to be transacted shall be limited to matters specified by the notice given.
- 10.2 **Other Committees.** The President may appoint other committees and designate specific tasks and duties under such terms as deemed necessary for the management of the business of the Corporation from time to time.
- 10.3 **Rules; Quorum; Ex-Officio.** All committees, unless otherwise provided in these Bylaws or by direction of the Board of Directors from time to time, shall adopt their own rules of procedure. At all meetings of committees, a majority shall constitute a quorum, and the affirmative vote of a majority of a quorum shall control for the transaction of business.

ARTICLE 11 INDEMNIFICATION

- 11.1 **Indemnification; Actions Against THE CORPORATION.** This Corporation shall indemnify any person who is a director or officer of the Corporation, who was or is a party, or is threatened to be made a party, to any threatened, pending or completed civil 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 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, judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceedings, including attorneys' fees, if he acted in good faith and in a manner he 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 conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* in settlement actually and reasonably incurred by him in connection with such action, suit or proceedings, including attorneys' fees, if he acted in good faith and in a manner he 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 conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he 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 conduct was unlawful.
- 11.2 **Severance Clause.** The invalidity or unenforceability of any provision of this Article shall not affect the validity or enforceability of any other provision hereof.

ARTICLE 12
AMENDMENTS

- 12.1 **Articles of Incorporation.** The Articles of Incorporation may be amended by: (1) the Board of Directors meeting, considering the proposed amendment and passing a resolution declaring the advisability of the amendment, and setting a date, time and place of a membership meeting to consider the amendment; and (2) upon approval of a two-thirds vote of the members of the Corporation at a meeting of the members following written notice given not less than 15 nor more than 60 days before said meeting or by the members waiving notice of such meeting, which notice sets forth the proposed amendment, declares its advisability by the Board of Directors by the adoption of a Resolution and gives the date, time and place of meeting.
- 12.2 **Bylaws.** These Bylaws may be altered, repealed or amended, by the affirmative vote of a majority of the Members of the Corporation represented on the Board of Directors, present at a meeting called for that purpose, provided that a copy of all proposed amendments shall have been mailed to each member of the Board of Directors at least 30 days prior to final action, and provided further, that such amendment shall be consistent with the Articles of Incorporation and laws of the State of Kansas.

ARTICLE 13
BOOKS AND RECORDS

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 and committees having any of the authority of the Board of Directors.

ARTICLE 14
DISSOLUTION

Any plan and approval for voluntary dissolution or revocation of same shall be determined by the vote of a majority of all of the Board of Directors.