

BY-LAWS

OF

Ness City Schools – USD #303 EDUCATIONAL FOUNDATION

Mission: This corporation is formed for scientific, educational, and charitable purposes with the meaning of section 501 (c)(3) of the Internal Revenue Code of 1986 (or the corresponding section of any future United States Internal Revenue Law) including but not limited to the educational and charitable purpose to gather resources that benefit the students and staff of the schools of Unified School District 303 – Ness City.

Vision: To provide an avenue for grant opportunities and private donations which will benefit the students of USD 303 – Ness City.

Purpose: Ness City Schools – USD #303 Educational Foundation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations described under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Article 1 Offices

Section 1. Principal Office. The principal office for the transaction of business of the corporation is hereby located at 414 East Chestnut, Ness City, Kansas, Ness County, 67560.

Section 2. Registered Office. The corporation, by resolution of its board of trustees, may change the location of its registered office as designated in the Articles of Incorporation to any other location within the boundaries of Unified School District No. 303. By like resolution the resident agent at such registered office may be changed to any other person or corporation, including itself. Upon adoption of such a resolution, a certificate certifying the change shall be executed, acknowledged and filed with the Secretary of State, and a certified copy thereof shall be recorded in the office of the Register of Deeds of Ness County, Kansas.

Section 3. Other Offices. Branch or subordinate offices may at any time be established by the board of trustees at any place or places where the corporation is qualified to do business.

Article II Board of Trustees

Section 1. Powers. The trustees shall constitute the membership of the corporation. All corporate powers shall be exercised by or under the authority of, and the conduct and affairs of the corporation shall be controlled by, the board of trustees.

Section 2. Number and Qualification of Trustees. The authorized number of trustees of the corporation shall be five (5) plus the superintendent of schools for U.S.D. #303 who shall be an ex officio trustee without the privilege of voting. Any adult person shall be eligible to serve as a trustee.

Section 3. Election and Term of Office. The trustees shall be elected at each annual meeting of the board of trustees by members of the board whose terms are not expiring, but if any such annual meeting is not held, or the trustees are not elected thereat, the trustees may be elected at a special meeting of the board whose terms are not expiring, but if any such annual meeting is not held, or the trustees are not elected thereat, the trustees may be elected at a special meeting of the board held for that purpose as soon thereafter as convenient. All trustees shall hold office until their respective successors are elected or their removal from office. A trustee can be removed from office at any time by a two-thirds vote of the remaining board. The board of trustees shall be constituted of one member elected to serve a one year term, two members to serve a two year term, and two members to serve a three year term. The initial membership of the board of trustees shall be selected by the school board of Unified School District #303. At

each annual meeting after appointment and organization of the board of trustees, three members will be elected to serve for terms of three years. No person may serve more than two consecutive three year terms.

Section 4. Vacancies. Vacancies on the board of trustees may be filled by a majority of the remaining trustees at any regular or special meeting. Each trustee so elected shall hold office for the unexpired term of the trustee whose position has been vacated.

Section 5. Place of Meetings. Annual, regular, and special meetings of the board of trustees shall be held at any place within or outside the State of Kansas which has been designated from time to time by resolution of the board or by written consent of all members of the board. In the absence of such designation, all meetings shall be held at the principal office of the corporation.

Section 6. Annual Meeting. The annual meeting of the trustees shall be held on the second Thursday of January of each year at 7:00 o'clock p.m. on said day. At such meeting trustees will be elected, reports of the affairs of the corporation will be considered, and any other business may be transacted which is within the power of the board of trustees.

Written notice of each annual meeting shall be given to each trustee, either personally or by mail or other means of written communication, charges prepaid, addressed to such trustee at his or her address appearing on the books of the corporation or given by him or her to the corporation for the purpose of notice. If a trustee 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 the 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 trustee entitled hereto not less than ten (10) days nor more than fifty (50) 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. If this bylaw as to the time and place of election of trustees is changed, such notice shall be given to trustees at least twenty (20) days prior to such meeting.

Section 7. Other Regular Meetings. Other regular meetings of the board of trustees shall be held without call at such time as the board of trustees may from time to time designate in advance of such meetings; provided, however, should said day fall upon a Saturday, Sunday or legal holiday, then said meeting shall be held at the same time on the next day thereafter ensuing which is not a legal holiday. Notice of all such regular meetings of the board of trustees is hereby dispensed with.

Section 8. Special Meetings. Special meetings of the board of trustees for any purpose or purposes shall be called at any time by the president or, if he or she is absent or unable or refuses to act, by the secretary or by any other trustee. Notice of such special meetings, unless waived by attendance thereat or by written consent to the holding of the meeting, shall be given by written notice mailed or hand delivered at least ten (10) days before the date such meeting is to be held. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail with postage thereon addressed to the trustee at his or her residence or usual place of business.

Section 9. Notice of Adjournment. Notice of the time and place of holding an adjourned meeting need not be given to absent trustees if the time and place be fixed at the meeting adjourned.

Section 10. Waiver of Notice. The transactions of any meeting of the board of trustees, however called and noticed or wherever held, shall be as valid as though had 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 trustees not present signs a written waiver of notice, or a consent to holding such meeting, or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 11. Quorum. A majority of the total number of trustees shall be necessary to constitute a quorum for the transaction of business, except to adjourn as hereinafter provided. Every act or decision done or made by a majority of the trustees present at a meeting duly held at which a quorum is present shall be regarded as the act of the board, unless a greater number be required by law or by the Articles of Incorporation. Trustees may cast their vote on any issue through email, with the passage of any such issue requiring a majority vote of all Trustees whether voting or not. The trustees 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 trustees to leave less than a quorum.

Section 12. Meetings by Telephone. Members of the board of trustees, or any committee designated by such board, may participate in a meeting of the board by means of conference telephone or similar communications equipment, by means of which all persons participating in the meeting can hear one another, and such participation in a meeting shall constitute presence in person at the meeting.

Section 13. Adjournment. A majority of the trustees present may adjourn any trustees' meeting to meet again at a stated day and hour or until the time fixed for the next regular meeting of trustees.

Section 14. Fees and Compensation. Trustees shall not receive any salaries for their services as trustees, and no payment shall be made for the costs of attending board meetings, but,

by resolution of the board, adopted at any meeting of the board, any actual expenses of the corporation, paid by any trustee, may be reimbursed. Nothing herein contained shall be construed to preclude any trustee from serving the corporation in any other capacity as an officer, agent, employee, or otherwise, and receiving compensation therefor. If a trustee is serving as an officer, that trustee may receive compensation for his or her services as set forth in Article IV, Section 4.

Section 15. Executive Committee. The board of trustees shall have the power to appoint an executive committee of the board of trustees. The board of trustees may define the duties of the executive committee, but if not otherwise defined by the board, the executive committee shall have and exercise such of the powers of the board of trustees, during the period of time between meetings of the board of trustees, as may be lawfully delegated. The superintendent of schools of U.S.D. #303 shall be an ex officio member of the executive committee without the privilege of voting.

Section 16. Inspection of By-laws. The corporation shall keep in its principal office for the transaction of business the original or a copy of these by-laws 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.

Article III Powers of Trustees

Section 1. Powers. Subject to limitations of the Articles of Incorporation, of the by-laws, and of the Kansas Corporation Code as to action which shall be authorized or approved by the members, and subject to the duties of trustees as prescribed by the by-laws; all corporate powers shall be exercised by or under the authority of, and the conduct and affairs of the corporation shall be controlled by, the board of trustees. Without prejudice to such general

powers, but subject to the same limitations, it is hereby expressly declared that the trustees shall have the following powers, to-wit:

First - To alter, amend or repeal the by-laws of the corporation.

Second - To select and remove all other officers, agents and employees of the corporation, prescribe such powers and duties for them as may not be inconsistent with law, or with the Articles of Incorporation or the by-laws, fix their compensation, and require from them security for faithful service.

Third - To conduct, manage, and control the affairs and conduct of the corporation, and to make such rules and regulations therefor not inconsistent with the law, or with the Articles of Incorporation or the by-laws, as they may deem best.

Fourth - To change the principal office and registered office for the transaction of the conduct of the corporation from one location to another as provided in Article I hereof; to fix and locate from time to time one or more subsidiary offices of the corporation within the State of Kansas, as provided in Article I, Section 3 hereof; to designate any place within or without the State of Kansas for the holding of any members' meeting or meetings except annual meetings; to adopt, make and use a corporate seal, to prescribe the forms of certificates of membership, and to alter the forms of such seal and of such certificates from time to time, as in their judgment they may deem best, provided such seal and certificate shall at all times comply with the provisions of law.

Fifth - To borrow money and incur indebtedness for purposes of the corporation, and to cause to be executed and delivered therefor, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations or other evidences of debt and securities therefor.

Sixth - To appoint an executive committee and other committees, and to delegate to such committees any of the powers and authority of the board in the management of the conduct and affairs of the corporation, except the power to adopt, amend or repeal by-laws. Any such committee shall be composed of two or more trustees and shall be accountable to the membership.

Article IV Officers

Section 1. Officers. The officers of the corporation shall be a president, a vice-president, a secretary, and a treasurer. All officers shall be members of the Board of Trustees. The corporation may also have, at the discretion of the board of trustees, such other officers as may be appointed in accordance with the provisions of Section 3 of this Article IV.

Section 2. Election. The officers of the corporation, except such officers as may be appointed in accordance with the provisions of Section 3 or Section 5 of this Article IV shall be chosen annually by the board of trustees, and each shall hold his or her office until he or she resigns or shall be removed or otherwise disqualified to serve, or his or her successor shall be elected and qualified.

Section 3. Subordinate Officers, Etc. The board of trustees may appoint such other officers as the conduct of the corporation may require, each of whom shall have authority and perform such duties as are provided in these by-laws or as the board of trustees may from time to time specify, and shall hold office until he or she shall resign or shall be removed or otherwise disqualified to serve.

Section 4. Compensation of Officers. Officers and other employees of the corporation shall receive such salaries or other compensation as shall be determined by resolution of the board of trustees, adopted in advance or after the rendering of the services, or

by employment contracts entered into by the board of trustees. The power to establish salaries of officers, other than the President, may be delegated to the President, or a committee.

Section 5. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled in the manner prescribed in these by-laws for regular appointments to such office.

Section 6. Removal and Resignation. Any officer may be removed, either with or without cause, by a majority of the trustees at the time in office, at any regular or special meeting of the board, or, except in case of an officer chosen by the board of trustees, by any officer upon whom such power of removal may be conferred by the board of trustees.

Section 7. President. The President shall be the chief executive officer of the corporation and shall, subject to the control of the board of trustees, have general supervision, direction and control of the conduct and officers of the corporation. He or she shall preside at all meetings of the members and at all meetings of the board of trustees. He or she shall be an ex officio member of all the standing committees, including the executive committee, if any, and shall have the general powers and duties of management usually vested in the office of president of a corporation, and shall have such other powers and duties as may be prescribed by the board of trustees or these by-laws.

Section 8. Vice-President. In the absence or disability of the president, the vice-president shall perform all the duties of the president, and when so acting shall have all the powers of, and be subject to all the restrictions upon, the president. The vice-president shall have such other powers and perform such other duties as from time to time may be prescribed for him or her respectively by the board of trustees or these by-laws.

Section 9. Secretary. The secretary shall keep, or cause to be kept, a book of minutes at the principal office or such other place as the board of trustees may order, of all meetings of trustees, with the time and place of holding, whether regular or special, and if special, how authorized, the notice thereof given, the names of those present at trustees' meetings, the members present or represented at members' meetings and the proceedings thereof.

The secretary shall keep, or cause to be kept, at the principal office a membership list, showing the names of the members and their addresses, and the number and date of membership certificates issued; and the date of suspension, termination or resignation of every membership certificate surrendered for cancellation.

The secretary shall give, or cause to be given, notice of all meetings of the members and of the board of trustees required by the by-laws or by law to be given, and shall keep the seal of the corporation in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the board of trustees of these by-laws.

Section 10. Treasurer. The treasurer shall keep and maintain or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, surplus and shares. The books of account shall at all reasonable times be open to inspection by any trustee.

The treasurer shall deposit all monies and other valuables in the name and to the credit of the corporation with such depositories as may be designated by the board of trustees. He or she shall disburse the funds of the corporation as may be ordered by the board of trustees, shall render to the president and trustees, whenever they request it, an account of all of his or her transactions as treasurer and of the financial condition of the corporation, and shall have such

other powers and perform such other duties as may be prescribed by the board of trustees or these by-laws. The treasurer shall be bonded, if required by the board of trustees.

Article V Miscellaneous

Section 1. Use of Roberts Rules of Order. The most current revision of Roberts Rules of Order shall be used for the conduct of all members' and trustees' meetings except as otherwise provided hereunder or in the Articles of Incorporation.

Section 2. Indemnification of Trustees and Officers. When a person is sued, either alone or with others, because he or she is or was a trustee or officer of the corporation, or of another corporation serving at the request of this corporation, in any proceeding arising out of his or her alleged misfeasance or nonfeasance in the performance of his or her duties or out of any alleged wrongful act against the corporation or by the corporation, he or she shall be indemnified for his or her reasonable expenses, including attorneys' fees incurred in the defense of the proceeding, if both of the following conditions exist:

(a) The person sued is successful in whole or in part, or the proceeding against him or her is settled with the approval of the court.

(b) The court finds that his or her conduct fairly and equitably merits such indemnity.

The amount of such indemnity which may be assessed against the corporation, its receiver, or its trustee, by the court in the same or in a separate proceeding shall be so much of the expenses, including attorneys' fees incurred in the defense of the proceeding, as the court

determines and finds to be reasonable. Application for such indemnity may be made either by the person sued or by the attorney or other person rendering services to him or her in connection with the defense, and the court may order the fees and expenses to be paid directly to the attorney or other person, although he or she is not a party to the proceeding. Notice of the application for such indemnity shall be served upon the corporation, its receiver, or its trustee, and upon the plaintiff and other parties to the proceeding. The court may order notice to be given also to the members in the manner provided in Article II, Section 6, for giving notice of members' meetings, in such form as the court directs.

Section 3. Checks, Drafts, Etc. All checks, drafts or other orders for payment of money, notes or other evidence of indebtedness, issued in the name of or payable to the corporation, shall be signed or endorsed by such person or persons and in such manner as, from time to time, shall be determined by resolution of the board of trustees.

Section 4. Contracts, Deeds, Etc., How Executed. The board of trustees, except as in these by-laws provided, may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances; and unless so authorized by the board of trustees, no officer, agent or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose in any amount, provided, however, that any deeds or other instruments conveying lands or any interest therein shall be executed on behalf of the corporation by the president or vice-president, or by any 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.

Section 5. Fiscal Year. The board of trustees shall have the power to fix and from time to time change the fiscal year of the corporation. In the absence of action by the board of trustees, however, the fiscal year of the corporation shall end each year on the date which the corporation treated as the close of its first fiscal year, until such time, if any, as the fiscal year shall be changed by the board of trustees.

Article VI Dissolution

Section 1. Upon the dissolution of this corporation, the governing body shall, after paying or making provision of payment of all the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such a manner, or to such organization or organizations which are organized and operated exclusively for charitable, educational, or scientific 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 corresponding provision of any future United States Internal Revenue Code) as the governing Board shall determine. Any such assets not so disposed of shall be disposed of by the District Court of Ness County, Kansas, exclusively for such purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

Article VII Amendments

Section 1. Power of Trustees. New by-laws may be adopted or these by-laws may be amended or repealed by a majority vote of the board of trustees at any regular or special meeting thereof; provided, however, that the time and place fixed by the by-laws for the annual election of trustees shall not be changed within sixty (60) days next preceding the date on which such

elections are to be held. Notice of any amendment of the by-laws by the board of trustees shall be given to each member having voting rights within ten (10) days after the date of such amendments by the board.

Secretary

(SEAL)

CERTIFICATE OF SECRETARY

I, the undersigned, do hereby certify:

- (1) That I am the duly elected and acting secretary of THE NESS CITY SCHOOLS – USD #303 EDUCATIONAL FOUNDATION, a Kansas non-profit corporation; and
- (2) That the foregoing by-laws, comprising 15 pages, constitute the original by-laws of said corporation, as duly adopted at the first meeting of the board of trustees thereof duly held on the 27th day of October, 2015.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name and affixed the seal of the said corporation this 27th day of October, 2015.

Secretary

(SEAL)