



RESTATED BYLAWS
(Approved Sept. 24, 2014)

The purpose of Wichita Community Foundation (“the Foundation”) is to receive and accept property to be administered exclusively for charitable purposes, primarily in or for the benefit of the community of Wichita and Southcentral Kansas, including for such purposes:

- (a) To administer for charitable purposes property donated to the Foundation, including sale, investment and reinvestment thereof;
- (b) To distribute property in accordance with the terms of gifts, bequests and devises to the Foundation not inconsistent with such purposes, or in accordance with determinations made by its Board of Directors pursuant to the Articles of Incorporation and these Bylaws;
- (c) To distribute property to qualified charitable organizations or for charitable purposes; and
- (d) To modify any restriction or condition on the distribution of funds for any specified charitable purposes or to specified organizations if in the sole judgement of the Board of Directors (without the necessity of the approval of any trustee, custodian or agent), such restriction or condition becomes, in effect, unnecessary, incapable of fulfillment, or inconsistent with the charitable needs of Wichita and Southcentral Kansas.

The Foundation is the catalyst that creates lasting legacies by partnering with people, families and organizations to devote resources to causes that matter.

The Foundation shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954; or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954. It is intended that the Foundation shall have, and continue to have, the status of an organization which is exempt from Federal income taxation under Section 501(c) (3) of the Internal Revenue Code of 1954 and which is other than a private foundation as defined in Section 509 of the Internal Revenue Code of 1954. All terms and provision of these Bylaws, and all operations of the Foundation, shall be construed, applied and carried out in accordance with such intent.



I. DIRECTORS

1.1 Number. The Foundation shall have a self-perpetuating Board of Directors (hereinafter referred to as the “Board”) which shall consist of not less than twelve and not more than thirty individuals.

1.2 Reimbursement. Directors shall serve without compensation except for the reimbursement of reasonable expenses incurred on behalf of the Foundation.

1.3 Term of Office. The term of office of each director shall be three years beginning July 1 of the calendar year in which elected. The terms of office of approximately one-third of the directors shall expire each year. After having served two consecutive full three year terms, a director shall not be eligible for re-election until a period of at least one year shall have elapsed from the expiration of the second such term; except that a director who is the Chair, Vice Chair or Immediate Past Chair shall be eligible for election for an additional one-year term, regardless of the number of terms served.

1.4 Qualification. Each director shall be an individual who has projected an interest in the furtherance of the mission and purposes of the Foundation.

1.5 Removal. At a meeting of the directors called and noticed primarily for that purpose, directors may be removed, with or without cause, by a vote of a majority of all of the directors of the Foundation.

1.6 Powers and Duties.

(a) The Board shall have general charge of the affairs, property and assets of the Foundation. It shall be the duty of the Board to carry out the purposes of the Foundation, and, to this end, to manage and control all of its property of assets.

(b) The Board shall exercise, in the best interest of the Foundation, the powers described in Treasury Regulation Section 1.170A-9(f)(11)(v). Any reference in these Bylaws to a section of the Internal Revenue Code (which is sometimes herein abbreviated as “IRC”) or to regulations promulgated thereunder (sometimes herein abbreviated as “Regs.”) shall be deemed to include all amendments thereto and all corresponding provisions of any applicable future Internal Revenue Code or regulations.

(c) The Board shall take such steps as it deems appropriate to assure that each trustee, custodian or agent administers funds of the foundation in accordance with the provisions of Regs. 1.170A-9(f)(11)(v)(F).



(d) The Board may employ such persons, including officers, attorneys, agents and assistants, as it deems appropriate for the administration of the Foundation. Such persons shall serve at the pleasure of the Board.

(e) The Board may pay reasonable compensation for services and reasonable reimbursement of expenses of all officers, attorneys, agents, consultants and assistants of the Foundation, whether or not such officers, attorneys, agents, consultants or assistants are also directors of the Foundation.

(f) The Board may exercise all such powers of the Foundation and do all such acts and things as are not prohibited by law, the Articles of Incorporation or these Bylaws.

1.7 Notice. Notice of all Board meetings, except as otherwise provided herein, shall be given at least five days before the meeting, but such notice may be waived, in writing, by any director. Attendance of a director at any meeting shall constitute a waiver of notice of such meeting.

1.8 Meetings.

(a) An annual meeting of the Board for the election of directors and officers and the transaction of such other business as may properly come before the meeting shall be held on the fourth Wednesday of the month of June of each year at 4:00 p.m., or at such other time as the Board may from time to time determine. The annual meeting will be held at such place in the Wichita area as the Board may from time to time determine.

(b) The Board shall hold additional or special meetings at such time and place as may be called by the Chair or Vice Chair upon his or her own initiative or upon the request of any three members of the Executive Committee.

(c) A director may participate in a meeting of the Board by means of telephone or similar communications equipment by means of which all directors participating in the meeting can hear each other.

(d) Any action that is required to or may be taken at a meeting of directors may be taken without a meeting if consents in writing or by electronic transmission, setting forth the action so taken, are signed or so transmitted by directors having not less than the number of votes that would be necessary to authorize or take such action at a meeting at which all directors were present. Such consents shall meet all requirements of Kansas law, KSA 17-6518.



1.9 Quorum. One-third of the directors then in office shall constitute a quorum except as otherwise provided by law, by the Articles of Incorporation, or by these Bylaws. 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 except as may be otherwise specifically provided by statute or by the Articles of Incorporation or by these Bylaws. If a quorum is not present at any duly called meeting, the directors who are present shall have power to adjourn the meeting from time to time, without notice other than the announcement at the meeting, until the requisite number of directors is present.

1.10 Voting. At each meeting of the directors every director having the right to vote shall be entitled to vote in person. No director shall be entitled to vote by proxy. Each director shall have one vote. Upon request of any director, the vote for directors and the vote upon any question before the meeting shall be by ballot.

1.11 Annual Report. The Board shall make, at least annually, such distribution of a written report of its financial condition, activities, and distributions to representative persons and organizations as the Board deems appropriate to inform the interested public of the operations of the Foundation.

1.12 Publicity. The Board shall take such other actions as it deems appropriate to make the Foundation and its purposes and activities known to the people of the Wichita area and to encourage contributions to the Foundation from a wide segment of the population of the Wichita area.

II. COMMITTEES

2.1 All Committees.

(a) Except as otherwise provided below, each Committee shall consist of three or more directors elected by the Board, including the chair, and such other persons as the Board may appoint. Vacancies in such Committees shall be filled by the Board.

(b) Each Committee shall have such powers and perform such duties or functions, not inconsistent with law, as may be set forth below or delegated to it by the Board. The Board shall adopt a set of Policies and Procedures for Committees, which shall govern the actions of all Committees, including the requirements that each Committee keep written minutes of each meeting and report to the Board.



(c) A Committee member may participate in a meeting of the Committee by means of telephone or similar communications equipment by means of which all members participating in the meeting can hear each other.

2.2 Executive Committee.

(a) The Executive Committee shall consist of no less than 5 directors, including the directors who are officers, the immediate past Chair and others appointed by the Board.

(b) Except for the power to fill vacancies in the Board and as may otherwise be provided herein or by the Board, the Executive Committee shall, during the intervals between the meetings of the Board, possess and may exercise all of the powers of the Board in the management of the affairs of the Foundation, including the responsibility and power to determine the distribution of property of the Foundation (subject to the provisions of the Articles of Incorporation and these Bylaws), authority over the investment policies with respect to the property of the Foundation, whether held directly or through trustees, custodians or agents, and such other duties and authority as may be delegated to it by the Board.

(c) A majority of the members of the Executive Committee shall constitute a quorum. The Executive Committee shall keep full records and accounts of its proceedings and transactions. All action by the Executive Committee shall be reported to the Board at its meeting next succeeding such action and shall be subject to control, revision, and alteration by the Board, provided that no rights of third persons shall thereby be prejudiced, limited or adversely affected in any manner whatsoever. Vacancies in the Executive Committee shall be filled for the unexpired term by the Board, and the Board may appoint one or more directors as alternate members of the Executive Committee who may take the place of any absent member or members at any meeting. Any action that is required to or may be taken at a meeting of the Executive Committee may be taken without a meeting if consents in writing, setting forth the action so taken, are signed by a majority of the members of the Executive Committee.

2.3 Governance Committee

(a) The Board shall appoint the members of the Governance Committee at the first regularly scheduled meeting of the Board after each July 1, and said members shall serve until the next annual meeting; provided, however, that the Board may by resolution delegate its authority to appoint said members to the Chair of the Foundation. Except as otherwise provided in the Articles of Incorporation, in these Bylaws or by law, the vote of a majority of the members of the Governance Committee on any matter shall be the act of said Committee.



(b) The Board, with the guidance and recommendations of the Governance Committee, shall develop and recommend policies, procedures and criteria to be considered by the Board, and if adopted by the Board, to be observed and followed by the Foundation. Such policies, procedures and criteria shall be designed to make the Board generally representative of the public interests, demographics and needs of the Wichita area, and to make the Foundation “transparent” and responsive to the needs of the community it serves.

(c) Prior to each annual meeting of directors, the Governance Committee shall nominate the number of persons for the office of director necessary to fill the vacancies of the directors whose terms are expiring at such annual meeting and to fill any added positions.

(d) Upon the occurrence of any other vacancy on the Board, whether due to death, resignation or removal of a director or increase in the number of directors, the Governance Committee may hold a meeting and nominate one person for each vacant position. In the event the Governance Committee fails to make a nomination within a reasonable time, the Board shall fill such vacancy on its own volition.

2.4 Investment Committee. The Investment Committee shall meet at least quarterannually; it shall recommend policies and procedures to the Board for its approval, and supervise the management and implementation of such policies and procedures, concerning the investment of all funds of the Foundation and of all funds over which the Foundation has fiduciary responsibility, following the Foundation’s Investment Policy .

2.5 Grants Committee. The Grants Committee will oversee the investigation of all requests for grants, the making and keeping of detailed records concerning findings and the basis for its recommendations (whether favorable or unfavorable), and recommend to the Board approval of those it finds acceptable. The Grants Committee shall assist the Board, to the extent requested, in developing and supporting strategic grantmaking plans, gathering and analyzing facts and conducting investigation and research from time to time as necessary in order to determine the most effective means for meeting the needs of the Wichita area, through application of funds for charitable purposes.

2.6 Finance Committee.

(a) The Finance Committee shall oversee the Foundation’s accounting and financial processes, review the Foundation’s financial statements and oversee compliance with the Foundation’s regulatory requirements.



(b) At least annually, the Board shall engage an independent auditor, considering the recommendation of the Finance Committee. The independent auditor shall prepare or review the Foundation's financial statements and such additional reports or information as the Board or the Finance Committee may request. The independent auditor shall report its findings to the Finance Committee and, to the extent requested, to the Board; and shall report to the Board regarding action or inaction of the Finance Committee.

(c) The Finance Committee shall review and determine the acceptability of each proposal for a gift or contribution to the Foundation for a restricted fund (as defined in section 4.2), including the restriction(s) under which such gift is to be given and other terms of such gift. The committee shall determine the acceptability of particular property to be given, whether for a restricted fund or otherwise. The Committee shall advise the Board of its findings and make recommendations to the Board concerning acceptance.

2.7 Other Committees of Directors. The Board may provide for such other standing or special committees as it deems desirable and dissolve the same at its pleasure.

2.8 Committees of Non-Directors. The Board may provide for such other committees, advisory groups, etc., consisting in whole or in part of non-directors, as it deems desirable, and dissolve the same at its pleasure. Each such committee shall be advisory to the Board and shall have such powers and perform such duties or functions, not inconsistent with law, as may be prescribed by the Board. Appointments to and the filling of vacancies on such other committees shall be made by the Chair unless the Board otherwise provides. Any action by each such committee within the authority given it by the Board, shall be reported to the Board at its meeting next succeeding such action and shall be subject to control, revision, and alteration by the Board, provided that no rights of third persons shall be prejudicially affected thereby. Vacancies in any such committees shall be filled for the unexpired term by the Board, and the Board may appoint one or more persons as alternate members of any such committees who may take the place of any absent member at any meeting. Any action that is required to or may be taken at a meeting of any such committee may be taken without a meeting if consents in writing, setting forth the action so taken, are signed by a majority of the members of such committee.

III. OFFICERS

3.1 Who Shall Constitute. The officers of this Foundation shall be the Chair, the Vice Chair, the Immediate Past Chair, the Secretary, the Treasurer and the President/Chief Executive Officer, all of whom shall be directors. The Board may also elect one or more Vice Presidents, Assistant Secretaries, Assistant Treasurers, and such additional officers as it deems desirable, who may or may not be directors. Said officers shall be elected by the Board and shall hold office until the annual meeting of the Board next following the election of such officers, and



until their successors are elected and qualified. Any officer who is a director may be removed, with or without cause, by a vote of a majority of all of the directors at a meeting duly called pursuant to notice stating that such removal is to be considered at such meeting. Any other officer may be removed by a vote of a majority of the directors present at any meeting of the Board. Any one or more offices may be held by the same person, except the offices of Chair and Secretary, and the offices of Chair and Vice Chair.

3.2 Chair. The Chair shall also be the Chair of the Executive Committee. The Chair shall preside at all meetings of the Board and shall carry into effect all orders and resolutions of the Board. With the approval of the Board or Executive Committee, the Chair may execute bonds, mortgages and other contracts requiring a seal, under the seal of the Foundation. The Chair shall have such general executive powers and duties of supervision and direction as are usually vested in the office of Chair of a charitable foundation. At the end of the term of the Chair, unless re-elected as Chair, he or she shall become the Immediate Past Chair for the term of the following Chair.

3.3 Vice Chair. The Vice Chair shall, in the absence, disability, refusal or inability to act of the Chair, perform the duties and exercise the powers of the Chair, and shall perform such other duties as the Board may from time to time prescribe.

3.4 President/Chief Executive Officer. The President/Chief Executive Officer shall act as chief operating officer of the Foundation and manage the business of the Foundation subject to the control of the Board and the Chair.

3.5 Secretary and Assistant Secretaries. The Secretary shall attend all meetings of the Board and act as clerk thereof, and be responsible for recording all votes and the minutes of all proceedings in a book to be kept for that purpose. The Secretary shall give or cause to be given notice of all meetings of the Board and shall perform such other duties as may be prescribed by the Board of Directors. Any Assistant Secretary, in the absence, disability, refusal or inability to act of the Secretary may perform the duties and exercise the powers of the Secretary, and shall perform such other duties as the Board may from time to time prescribe.

3.6 Treasurer and Assistant Treasurers. The Treasurer shall oversee the keeping of full and accurate account of receipts and disbursements in books belonging to the Foundation, and the deposit all monies and other valuable effects in the name and to the credit of the Foundation, in such depositories as may be designated by the Board. The Treasurer shall oversee the disbursement of the funds of the Foundation as may be ordered by the Board, the taking of proper vouchers for such disbursements, and shall render to the Chair and Board at the regular meetings of the Board, or whenever they may require it, an account of all transactions as Treasurer and of the financial condition of the Foundation. All the duties and powers of the Treasurer are subject to the control of the Board, which may make such orders and regulations concerning the Foundation's finances as the Board deems appropriate.



Any Assistant Treasurer, in the absence, disability, refusal or inability to act of the Treasurer, may perform the duties and exercise the powers of the Treasurer, and shall perform such other duties as the Board may from time to time prescribe.

3.7 Vacancies. If an office becomes vacant by reason of death, resignation, retirement, disqualification, removal from office, or otherwise, the Board may elect a successor or successors who shall hold office for the unexpired term in respect of which said vacancy occurred.

IV. GIFTS TO THE FOUNDATION

4.1 General. Donors may make gifts to the Foundation by naming or otherwise identifying the Foundation. Gifts shall vest in the Foundation upon receipt and acceptance by a Foundation officer; provided, however, that the Foundation may not accept a gift of a partial interest in property (in trust or otherwise) other than as trustee of a charitable remainder trust described in IRC section 664 or a charitable lead trust described in IRC section 170(f)(2)(B), or an interest described in IRC section 170(f)(3)(B).

4.2 Restricted Funds. Within such limits of policy as the Board from time to time may establish, a donor may establish with the Foundation a restricted fund. A restricted fund is a fund with respect to which the donor or donors of the fund, in the documents accompanying a gift, have placed one or more restrictions or conditions on the use, distribution or administration of the fund or funds created by such gift as to (i) field of charitable purposes or particular charitable organizations or purposes to be supported, (ii) manner of distribution including amounts, times, and conditions of payments and whether from principal and/or income, (iii) a name as a memorial or otherwise to be used in connection therewith, or anonymity for the gift, or (iv) administration by a trustee, custodian or agent designated by the donor. Notwithstanding the foregoing, any such restrictions or conditions which at any time would cause or be a material factor in causing the Foundation not to be a qualified charitable organization shall be null and void, and any such restrictions or conditions shall be deemed to have been modified or supplemented so as not to disqualify (i) the Foundation as a qualified charitable organization, or (ii) any fund or trust held or administered by the Foundation as a “component part” as described in Regs. section 1.170A-9(f)(11)(ii).

4.3 Administration by Trustees, Custodians or Agents. Subject to sections 4.1 and 4.2 and to approval of the Board, a donor may designate one or more trustees, custodians, or agents to have custody of and administer the investment of a gift. However, the Board shall have the power to remove and replace a trustee, custodian or agent at any time, with or without cause; and the Board shall remove and replace a trustee, custodian or agent in the event of failure to produce a reasonable return of net income or appreciation over such reasonable period of time as is determined by the Board.



4.4 Acceptance of Terms. Each donor by making a gift to the Foundation shall be deemed to have accepted and agreed to all the terms of the Articles of Incorporation and these Bylaws, and shall be further deemed to have agreed that the fund so created shall be subject to the provisions for presumption of donors' intent, for modification of restrictions or conditions, and for amendments and termination, and to all other terms of the Articles of Incorporation, these Bylaws and any trust, custodian, or agency agreement, each as from time to time amended.

4.5 Separation of Non-Charitable Purposes. If a gift is made to a trustee in the form of a charitable remainder trust described in IRC section 664 or a charitable lead trust described in IRC section 170(f)(2)(B) it shall not be treated as a component part of the Foundation but rather only the payments from such trust to the Foundation shall become component parts of the Foundation, subject to the Articles of Incorporation and these Bylaws, and then only when the Foundation becomes entitled to their use.

4.6 Investment: Memorials. No gift shall be separately invested or held unless it is necessary in order to carry out a restriction or condition on a restricted fund, or to prevent tax disqualification, or it is required by law. In the absence of contrary instructions from a donor, directions for naming a fund as a memorial or otherwise may be satisfied either by keeping under such name an account on the books of the Foundation reflecting the interest of such fund in each common investment or by commingling the funds with others but referring in the Foundation's literature and other commemorative communications to the amount of the gift at the time it was received by the Foundation.

4.7 Presumptions. Each fund of the Foundation shall be presumed to be intended (i) to be used only for charitable, nonsectarian purposes, (ii) to be productive of a reasonable return, and (iii) to be used only for such purposes and in such manner as not to disqualify the gift from deduction as a charitable contribution, gift, or bequest in computing any federal income, gift, or estate tax of the donor or his estate and not to disqualify the Foundation as a qualified charitable organization, and shall not be otherwise applied. If a direction by the donor, however expressed, would, if followed, result in use contrary to the intent so presumed, or if the board is advised by counsel that there is substantial risk of such result, the direction shall not be followed, but shall be modified by the Board so far as necessary to avoid such result; provided that if the donor has clearly stated that compliance with the direction is a condition of the gift, then the gift shall not be accepted unless an appropriate judicial or administrative body first determines that the conditions and direction need not be followed. Reasonable charges and expenses of counsel for such advice and proceeding shall be proper expenses.

4.8 Charitable Purposes and Organization. For purposes of these Bylaws, "charitable purposes" means those religious, charitable, scientific, literary, educational, and other purposes permitted to be carried on by organizations described in IRC section 501(c)(3); and



“qualified charitable organization” means an organization which is described in IRC section 501(c)(3) and which is not a private foundation by reason of IRC section 509(a).

4.9 Variance Power. Notwithstanding any provision in these Bylaws or in any instrument of transfer creating or adding to a fund of this Foundation, and in accordance with the Articles of Incorporation, the Board of Directors shall have the power, in its sole discretion, to modify or remove any restriction or condition on the distribution of funds for any specified charitable purpose or to specified organization if, in the sole judgment of the Board, such restriction or condition has become, in effect, obsolete, inappropriate, impracticable, unnecessary, incapable of fulfillment or inconsistent with the charitable needs of the Wichita area.

4.10 Relationships With Other Charitable Organizations. In pursuance of the Foundation’s charitable objectives, the Board shall have the authority to cause to be formed or enter into relationships with other organizations described in Section 501(c)(3) of the Internal Revenue Code, including organizations operated for the benefit of and to carry out the purposes of the Foundation, in which case the Foundation may exercise such supervision and control over any organization as is necessary to qualify such organization as an organization described in Section 509(a)(3) and the regulations thereunder subject to such organization’s approval. If such approval is withheld, the Foundation shall terminate its relationship with such organization without incurring any liability on behalf of the Foundation.

V. DISTRIBUTIONS AND DISBURSEMENTS

5.1 Determination and Authorization by Board. The Board, not less frequently than annually, shall (i) determine all distributions to be made from net income and/or principal of this Foundation (including funds held by trustees, custodians, or agents of the Foundation) pursuant to provisions of the Articles of Incorporation, these Bylaws, and conditions or restrictions of donors to the extent provided herein, (ii) make or authorize and direct payments or distributions in such amounts and at such time and with such accompanying restrictions as it deems necessary to assure use for the charitable purposes and in the manner intended, and (iii) determine all disbursements to be made for administrative expenses incurred by the Foundation and make or direct payment thereof and the fund or funds to be charged.

5.2 Expenses for Research, Analysis and Administration. The Board and the Grants Committee shall gather and analyze facts and conduct investigation and research from time to time as necessary in order to determine the most effective means for meeting the needs of the Wichita area, through application of funds for charitable purposes, and may direct disbursements for such fact gathering and analysis, investigation, and research from funds given for such purposes or from funds given without designation as to purpose. Disbursements for other proper administrative expenses incurred by the Board, including salaries for such professional and other assistance as it from time to time deems necessary, shall be directed to be paid so far as possible, first from any



funds designated by the donor for such purpose, and any balance out of income of funds which are not restricted against such use.

VI. INDEMNIFICATION AND INSURANCE

6.1 *Power to Indemnify in Actions, Suits or Proceedings, Generally.* The Foundation 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, suit or proceeding, whether civil, criminal, administrative or investigative, other than an action by or in the right of the Foundation, by reason of the fact that such person is or was a director, officer, employee or agent of the Foundation, or is or was serving at the request of the Foundation 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 such person in connection with such action, suit or proceeding, 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 Foundation; and, with respect to any criminal action or proceeding, had no reasonable cause to believe such person's 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 such person reasonably believed to be in or not opposed to the best interests of the Foundation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that such person's conduct was unlawful.

6.2 *Power to Indemnify in Actions, Suits or Proceedings by or in the Right of the Foundation.* The Foundation 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 Foundation 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 Foundation, or is or was serving at the request of the Foundation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit 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 Foundation; except that no indemnification shall be made in respect of any claim, issue or matter which shall have been adjudged to have been due to the willful misconduct of such person in the performance of his duty to the Foundation.

6.3 *Indemnification for Expenses.* To the extent that a director, officer or employee of the Foundation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in sections 6.1 and 6.2, or in defense of any claim, issue or matter therein, such director or officer shall be indemnified against expenses actually and reasonable incurred by such person in connection therewith, including attorney fees.



6.4 Authorization. Any indemnification under sections 6.1, 6.2 or 6.3, unless ordered by a court, shall be made by the Foundation only as authorized in the specific case upon a determination that indemnification of the director or officer is proper in the circumstances because such director or officer has met the applicable standard of conduct set forth in sections 6.1 and 6.2. Such determination shall be made (a) 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 (b) by independent legal counsel in a written opinion, if such a quorum is not obtainable or, even if obtainable, a quorum of disinterested directors so direct.

6.5 Advancement of Expenses. Expenses incurred by a director or officer in defending a civil or criminal action, suit or proceeding may be paid by the Foundation in advance of the final disposition of such action, suit or proceeding upon receipt of a written agreement 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 Foundation as authorized in this Article. 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.

6.6 Good Faith Defined. For purposes of any determination under this Article VI, a person shall be deemed to have acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Foundation, or, with respect to any criminal action or proceeding, to have had no reasonable cause to believe his conduct was unlawful, if his action is based on the records or books of account of the Foundation or another enterprise, or on information supplied to him by the officers of the Foundation or another enterprise in the course of their duties, or on the advice of legal counsel for the Foundation or another enterprise, or on information or records given or reports made to the Foundation or another enterprise by an independent certified public accountant or by an appraiser or other expert selected with reasonable care by the Foundation or another enterprise, and if his reliance upon such information or advice was reasonable under the circumstances. The term “*another enterprise*” as used in this section shall mean any other corporation or any partnership, joint venture, trust or other enterprise of which such person is or was serving at the request of the Foundation as director, officer, employee or agent. The provisions of this section shall not be deemed to be exclusive or to limit in any way the circumstances in which a person may be deemed to have met the applicable standard of conduct set forth in Section 6.1 and 6.2, as the case may be.

6.7 Liability Insurance. The Foundation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Foundation, or is or was serving at the request of the Foundation 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 Foundation would have the power to indemnify such person against such liability under the provisions of this Article.



6.8 Applicability to Constituents. For purposes of this Article, references to ‘the Foundation’ shall include 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 or officers, so that any person who is or was a director or officer of such constituent corporation, or is or was serving at the request of such constituent corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise, shall stand in the same position under this Article 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.

6.9 Employee Benefit Plans - Definitions. For purposes of this Article, 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; references to ‘serving at the request of the corporation’ shall include any service as a director or officer of the Foundation which imposes duties on, or involves services by, such director or officer 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.

6.10 Applicability to Former Directors and Officers. The indemnification and advancement of expenses provided by, or granted pursuant to, this Article shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors and administrators of such a person.

6.11 Repeal or Modification. Any repeal or modification of this Article VII shall not affect any action taken pursuant to the terms of this Article prior to the time of such repeal or modification.

VII. GENERAL

7.1 Conflicts of Interest of Directors and Officers. The Board of Directors shall adopt a conflicts of interest policy and procedures, which shall be strictly observed by all persons to whom it is directed (“conflict persons”). Except as provided therein, (a) no contract or other transaction between the Foundation and any other person or entity shall be affected or invalidated by reason of the fact that a conflict person is interested in or is a member, shareholder, director or officer of such other entity; (b) a conflict person may be a party to or may be interested in any such contract or transaction of the Foundation or in which the Foundation is interested; and (c) no such contract shall be affected or invalidated thereby.



7.2 Notices. Whenever under the provisions of these Bylaws notice is required to be given to any director or officer, it shall not be construed to mean personal notice, but such notice may be given (a) in writing by depositing the same in the United States mail, postage prepaid, addressed to such director or officer at such address as appears on the books of the Foundation, or (b) by electronic transmission to an address provided by such director for this purpose. Any director or officer may waive any notice required to be given by statute or under these Bylaws.

7.3 Books and Records. The Foundation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of meetings of the Board and Committees.

7.4 Checks. All checks or demands for money and notes of the Foundation shall be signed by such officer or officers as the Board may from time to time designate, in accordance with the Foundation's Disbursement Authorization Policy.

7.5 Fiscal Year. The fiscal year of the Foundation shall be the twelve month period ending on the last day of June, or such other period as may be designated by the Board.

7.6 Amendments. These Bylaws maybe amended or repealed by a majority vote of the entire Board at any regular meeting or at a special meeting notice of which contained a description of the proposed amendment.

7.7 Preservation of Charitable Status. Any part or provision of these Bylaws, or any application thereof, which at any time would cause or be a material factor in causing the Foundation to be deemed a "private foundation" as described in IRC section 509 or to be deemed not a qualified charitable organization, shall be null and void, and the Bylaw provision so affected shall be deemed to have been modified or supplemented so as not to adversely affect the status of (i) the Foundation as a qualified charitable organization, or (ii) any fund or trust held or administered by the Foundation as a "component part" as described in Regs. section 1.170A-9(f)(11)(ii).

7.8 Definition of "Wichita Area." The term "Wichita area," as used in these Bylaws, shall mean and include all of South Central Kansas.