Central Kansas Community Foundation
Board of Directors
Resolution

WHEREAS, the Board has been advised that it is using the terms “trustee” and “director” interchangeably in its documents. To promote consistency, the Board wishes to take all measures necessary to replace the term “trustee(s)” with “director(s)” where appropriate.

NOW, THEREFORE, BE IT RESOLVED that the Board of Directors of Central Kansas Community Foundation hereby directs its staff to take all measures necessary to replace the term “trustee(s)” with “director(s)”, where appropriate.

BE IT FURTHER RESOLVED that said action shall become effective as of the date of this resolution.

DONE THIS 25 DAY OF April, 2016

CHAIRMAN

SECRETARY
CENTRAL KANSAS COMMUNITY FOUNDATION, INC.

BYLAWS

ARTICLE I

OFFICES

SECTION 1. PRINCIPAL OFFICE. The principal office for the transaction of the business of the corporation is hereby located at 301 North Main, Suite 200, City of Newton, County of Harvey, Kansas.

SECTION 2. REGISTERED OFFICE. The corporation, by resolution of its board of directors, may change the location of its registered office as designated in the Articles of Incorporation to any other place in Kansas. 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 for the county in which the new registered office is located (and in the old county, if such registered office is moved from one county to another).

SECTION 3. OTHER OFFICES. Branch or subordinate offices may at any time be established by the board of directors at any place or places where the corporation is qualified to do business.

ARTICLE II

MEMBERSHIP

SECTION 1. MEMBERSHIP. Membership in the Central Kansas Community Foundation, Inc., shall consist of all directors elected or appointed in accordance with these Bylaws.

Section 2. Transfer of Membership. Memberships in the corporation shall be nontransferable. There shall be no transfer or alienation by inter vivos or testamentary device or otherwise.

Section 3. Fines and Penalties. Fines or penalties are not permitted. The penalty for misconduct is suspension or termination, as provided above.
Section 4. 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.

Section 5. Meetings of Voting Members and Other Membership Matters. The annual meetings of the members shall be held within the month of October in each year at a day and time during said month designated by the Board of Directors. At such meeting, trustees shall be elected, reports of the affairs of the corporation shall be considered, and any other business may be transacted which is within the power of the members.

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 the address appearing on the books of the corporation or given by such member to the corporation for the purpose of 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 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 member entitled thereto not less than ten (10) days nor more than sixty (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.

Section 6. Special Meetings. Special meetings of the members, for any purpose or purposes whatsoever, may be called 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. Notices 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 transacted.

Section 7. Adjourned Meetings and Notice Thereof. Any members' meeting, annual or special, whether or not a quorum is present, may be adjourned from time to time by the vote of a majority of the membership interests, the holders of which are present in person, but in the absence of a quorum, no other business may be transacted at such meeting.

When any members’ meeting, either annual or special, is adjourned for thirty (30) days of more, notice of the adjourned meeting shall be given as in the case of an original meeting. Except as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting, if the time and place thereof are announced at the meeting at which such adjournment is taken.
Section 8. 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 trustees shall be by written ballot. If the Articles of Incorporation permit election of trustees without written ballot, then such election shall be without written ballot, unless requested by any member, in which case the election of trustees shall be by written ballot. Each voting member shall have one (1) vote for trustees and all other matters which may properly come before the members at any annual or special meeting.

Section 9. Quorum. The presence in person of a majority of the voting 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.

Section 10. Consent of Absentees. The transactions 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 either in person 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 waiver, consents or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 11. Proxies. Every person entitled to vote or execute consents shall have the right to do so either in person or by one or more agents authorized by a written proxy executed by such person or such person’s duly authorized agent and filed with the secretary of the corporation; provided that no such proxy shall be valid after the expiration of three (3) from the date of its execution, unless the person or organization executing it specified therein the length of time for which such proxy is to continue in force.

ARTICLE III

DIRECTORS/TRUSTEES

SECTION 1. POWERS. Subject to limitations of the Articles of Incorporation, of the Bylaws, and of the Kansas Corporation Code as to action which shall be authorized or approved by the members, and subject to the duties of directors as prescribed by the Bylaws, all corporate powers shall be exercised or under the authority of, and the conduct and affairs of the corporation shall be controlled by, the board of directors. 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—If allowed by the Articles of Incorporation, to alter, amend or repeal the Bylaws of the corporation.
Second--To select and remove all the 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 Bylaws, fix their compensation, and may require from them security for faithful service.

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

Fourth--To change the principal office and registered office for the transaction of the business 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 or without the State of Kansas, as provided in Article I, Section 3 hereof; to adopt, make and use a corporate seal, and to alter the form of such seal from time to time, as in their judgment they may deem best, provided such seal 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 therefore, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations or other evidences of debt and securities therefore.

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 Bylaws. Any such committee shall be composed of two or more directors.

Seventh—

a. To appoint an Executive Committee pursuant to Article III, Section 1., Sixth, to be comprised of the Chair, Vice-Chair, Secretary, Treasurer, Past-Chair and Finance Committee Chair. The Executive Committee shall meet as needed to discuss present and future agenda items, and to provide advice and counsel to the Executive Director as she or he may need and/or request. The Executive Committee shall lead the process of the Executive Director Evaluation and Review on a yearly basis.

b. To appoint a Finance Committee pursuant to Article III, Section 1., Sixth, that will meet on an as needed basis to make financial determinations regarding the finances of the Organization. The Finance Committee shall make recommendations to the Organization at the Organization’s regularly scheduled meetings.

The Finance Committee shall strive to comply with all applicable laws and regulations, and invest in accordance with the prudent investor standard.
The Finance Committee (which may utilize active assistance and recommendations from an investment management consultant) shall have responsibility for the following with respect to the investment portfolio:

- Establishing overall financial objectives and setting investment policy;
- Setting parameters for asset allocation
- Establishing a process and criteria for the selection and termination of investment managers, custodians; and investment management consultants;
- Selecting a qualified investment management consultant;
- Selecting qualified investment managers;
- Selecting qualified custodian(s);
- Monitoring investment results at least quarterly to assure that objectives are being met and that policy and guidelines are being followed; and
- Communicating on a structured and ongoing basis with those persons responsible for investment results.

The Finance Committee expects an Investment Management Consultant to be proactive in advising and making recommendations to the Committee regarding:

- Investment Policy
- Asset Allocation
- Manager Selection
- Performance Evaluation
- Other Investment Matters

The Selected Investment Manager(s) will be responsible for the following:

- Determining investment strategy and implementing security selection and timing within policy guideline limitations.

   c. To appoint a Governance Committee pursuant to Article III, Section 1. Sixth, that will meet on an as needed basis to review the Bylaws and Policies of the Organization. The Governance Committee shall report and make recommendations to the Organization at the Organization’s regularly scheduled meetings as needed.

SECTION 2. NUMBER AND QUALIFICATION OF TRUSTEES. The authorized number of trustees of the corporation shall be no less than 15 and no more than 24 until changed by amendment to this Bylaw.

SECTION 3. Election and Term of Office. Except as provided below, the trustees shall be nominated and elected at each annual meeting of members, 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 members held for that purpose as soon thereafter as conveniently may be. All trustees shall hold office until their respective successors are elected. A trustee may be removed from office at any time by a majority vote of the voting members.
As a result of the 2009 merger between Greater Newton Community Foundation and Central Kansas Community Foundation, Inc. the initial trustees and terms of office shall be as follows:

<table>
<thead>
<tr>
<th>Name</th>
<th>Term</th>
</tr>
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<tbody>
<tr>
<td>Jay Holstine</td>
<td>1-5-09 to 11-1-10</td>
</tr>
<tr>
<td>Harold Schorn</td>
<td>1-5-09 to 11-1-10</td>
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<tr>
<td>Kathy Kajinami</td>
<td>1-5-09 to 11-1-10</td>
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<tr>
<td>Bill Goering</td>
<td>1-5-09 to 11-1-10</td>
</tr>
<tr>
<td>Justina Neufeld</td>
<td>1-5-09 to 11-1-10</td>
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<tr>
<td>Teresa Huffman</td>
<td>1-5-09 to 11-1-10</td>
</tr>
<tr>
<td>Bill Hake</td>
<td>1-5-09 to 11-1-11</td>
</tr>
<tr>
<td>Marsha Howe</td>
<td>1-5-09 to 11-1-11</td>
</tr>
<tr>
<td>Mike Barron</td>
<td>1-5-09 to 11-1-11</td>
</tr>
<tr>
<td>Marjorie Jackson</td>
<td>1-5-09 to 11-1-11</td>
</tr>
<tr>
<td>John R. Suderaman</td>
<td>1-5-09 to 11-1-11</td>
</tr>
<tr>
<td>Dick McCall</td>
<td>1-5-09 to 11-1-11</td>
</tr>
<tr>
<td>Kathy Stucky</td>
<td>1-5-09 to 11-1-12</td>
</tr>
<tr>
<td>Marnette Hatchett</td>
<td>1-5-09 to 11-1-12</td>
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<tr>
<td>Brad Guhr</td>
<td>1-5-09 to 11-1-12</td>
</tr>
<tr>
<td>Melvin Schadler</td>
<td>1-5-09 to 11-1-12</td>
</tr>
<tr>
<td>Megan Evans</td>
<td>1-5-09 to 11-1-12</td>
</tr>
<tr>
<td>Delores Dalke</td>
<td>1-5-09 to 11-1-12</td>
</tr>
<tr>
<td>Roland Miller</td>
<td>1-5-09 to 11-1-12</td>
</tr>
</tbody>
</table>

Except for the above initial trustees, the term of each trustee shall be three (3) consecutive years except that a replacement trustee shall serve the remaining term of his or her predecessor.

Following the expiration of the above terms, the subsequent trustees shall be elected as provided. However, the above initial trustees shall not serve more than three (3) successive terms and all other subsequent trustees shall not serve more than three (3) consecutive three (3) year terms. Having served three consecutive full terms, a trustee must have an absence of at least one year before he or she is eligible to serve again on the board of directors. The terms of the trustees shall be staggered so that at least one third of the number of elected trustees terms.

SECTION 4. VACANCIES. Vacancies on the board of directors may be filled by the action of a majority of the remaining trustees, although less than a quorum, or by a sole remaining trustee.

A vacancy or vacancies on the board of directors shall be deemed to exist in case of the death, resignation or removal of any trustee, or if the authorized number of trustees be increased, or if any trustee or trustees elected shall refuse to serve.

No reduction of the authorized number of trustees shall have the effect of removing any
trustee prior to the expiration of his or her term of office.

SECTION 5. PLACE OF MEETING. Regular and special meetings of the board of
directors shall be held at any place within or without 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. An annual meeting of the board of directors shall
be held within the month of October for the purpose of election of officers and the transaction of
other business.

SECTION 7. OTHER REGULAR MEETINGS. Other regular meetings of the board of
directors shall be held without call at such time as the board of directors may from time to time
designate in advance of such meetings; provided, however, should said day fall upon a legal
holiday, then said meeting shall be held at the same time on the next Monday thereafter ensuing
which is not a legal holiday. Notice of all such regular meetings of the board of directors is
hereby waived.

SECTION 8. "Special meetings of the board of directors for any purpose or purposes
shall be called at any time by the chair of the board 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 or electronic (email) consent to the holding of the meeting,
shall be given by written notice mailed at least five (5) days before the date of such meeting or
be hand delivered or notified by telegram or electronic (email) notice at least two (2) 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. If sent electronically (email) such notice shall be deemed to
be delivered when sent by the person calling the meeting or his or her agent to the electronic
(email) address on file with the corporation as provided by members of the board of directors
from time to time. The duty to keep the corporation apprized of electronic (email) addresses
shall rest with each individual trustee. If any Board member has not provided the corporation
with an electronic (email) address then the corporation staff shall communicate and coordinate
with any such Board member so as to fully include them in the special meeting as if they had
electronic (email) communication available to them.

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
directors, however called and noticed or wherever held, 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 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 of directors, unless a greater number be required by law or by the Articles of Incorporation. 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 directors of the corporation, or any committee designated by such board, may participate in a meeting of the board of directors by means of conference telephone or similar communication 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. ELECTRONIC (EMAIL) MEETINGS. Members of the board of directors of the corporation, or any committee may participate in a meeting of the board of directors or of such committee by means of electronic (email) communication such that all persons participating can communicate with each other electronically in an email fashion. Such communication need not be live in real time. Special meetings may be called as indicated in these bylaws and shall be for the limited purpose of communication and voting on items which need action between regular meetings and for which the convener deems a face to face special meeting is unnecessary. Any member of the board or committee participating in the electronic meeting may object to the holding of the meeting electronically in which event the meeting will be ceased and a special meeting, face to face, will be called. Each such electronic meeting shall be held either under a waiver as to notice by attendance of a quorum or under the two (2) day notice requirement in the SPECIAL MEETING bylaw."

SECTION 14. 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 the board.

SECTION 15. VOTES AND VOTING. All votes required of trustees hereunder may be by voice vote or show of hands, unless a written ballot is requested, which request may be made by any one trustee. Each trustee shall have one vote.

SECTION 16. INSPECTION OF BOOKS AND RECORDS. Any trustee shall have the right to examine the corporation's membership ledger, a list of its members entitled to vote and its other books and records for a purpose reasonably related to such trustee's position as a trustee. When there is any doubt concerning the inspection rights of a trustee, the parties may petition the District Court, which may, in its discretion, determine whether an inspection may be made and whether any limitations or conditions should be imposed upon the same.
SECTION 17. FEES AND COMPENSATION. Trustees shall not receive any compensation for their services as trustees, but, by resolution of the board, adopted in advance of, or after the meeting for which payment is to be made, expenses of attendance may be allowed one or more of the trustees for attendance at each meeting. 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 therefore.

ARTICLE IV

OFFICERS

SECTION 1. OFFICERS. The officers of the corporation shall be a chair of the board of directors, a vice-chair, a secretary, and a treasurer. The corporation may also have, at the discretion of the board of directors, one or more assistant secretaries and one or more assistant treasurers, and such other officers as may be appointed in accordance with the provisions of Section 3 of this Article IV. The executive director of the corporation shall also be an officer of the corporation. Any number of offices may be held by the same person.

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 directors, and each shall hold his office until he shall resign or shall be removed or otherwise disqualified to serve, or his successor shall be elected and qualified.

SECTION 3. SUBORDINATE OFFICERS, ETC. The board of directors may appoint such other officers as the business of the corporation may require, each of whom shall have authority and perform such duties as are provided in these ByLaws or as the board of directors may from time to time specify, and shall hold office until he shall resign or shall be removed or otherwise disqualified to serve.

SECTION 4. COMPENSATION OF OFFICERS. No officer of the corporation other than the executive director shall receive salaries or other compensation. The executive director shall receive such salary or other compensation as shall be determined by resolution of the board of directors, adopted in advance or after the rendering of the services, or by employment contracts entered into by the board of directors.

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 Bylaws for regular appointment 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 directors, by any
officer upon whom such power of removal may be conferred by the board of directors. Any
officer may resign at any time upon written notice to the corporation.

SECTION 7. CHAIR OF THE BOARD. The chair of the board shall preside at all
meetings of the board of directors, and exercise and perform such other powers and duties as
may be from time to time assigned to him by the board of directors or prescribed by these
Bylaws.

SECTION 8. VICE-CHAIR. In the absence or disability of the chair, the vice-chair shall
perform all the duties of the chair, and when so acting, shall have all the powers of, and be
subject to all the restrictions upon, the chair. The vice-chair 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 directors or these Bylaws.

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 directors 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 and the proceedings
thereof. The secretary shall give, or cause to be given, notice of all the meetings of the board of
directors required by these Bylaws or by law to be given, and he or she 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 directors or these Bylaws.

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 directors. He or she
shall disburse the funds of the corporation as may be ordered by the board of directors, shall
render to the chair 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 directors or
these Bylaws. He or she shall be bonded, if required by the board of directors.

ARTICLE V

GIFTS TO THE FOUNDATION

- 10 -
SECTION 1. GENERAL. Donors may make gifts to the corporation by naming or otherwise identifying the corporation. The gifts shall not vest in the corporation until it has made written acceptance of the gift and delivered the same to the donor.

SECTION 2. ACCEPTANCE OF TERMS. Each donor by making a gift to the corporation 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 and Bylaws of the corporation and any trust, custodian, or agency agreement between the corporation and trustees, custodians, or agents having custody of the funds of the corporation each as from time to time amended.

SECTION 3. VARIANCE POWERS. Notwithstanding any provision in these Bylaws or in any instrument of transfer creating or adding to a fund of this corporation, if, and only if, the Board of directors determined, in its sole discretion, that circumstances are such as to render obsolete, inappropriate or impracticable execution of any request, condition or directive of donors with respect to property or funds of the corporation, the Board shall have the power to modify or override such request, condition or directive so as to provide for the distribution of such property of funds in a manner which is appropriate, practical and consistent with the charitable needs of the area served by the corporation.

SECTION 4. GRANT MAKING. The corporation shall make reasonable investigation into any proposed grant and shall seek information through research, investigation and other means to determine the need and appropriateness of all proposed grants to be made by the corporation.

SECTION 5. REASONABLE RETURN ON INVESTMENT. By accepting the position of a member of the Board of directors, each Member commits herself or himself (1) to obtain information and (2) to take other appropriate steps with the view of seeing that each person or entity administering such fund or funds under the control or ownership of the corporation does so in conformity with the governing instrument of the fund or funds and also in accordance with the accepted standards of fiduciary conduct to produce a reasonable return of net income (or appreciation where not inconsistent with the corporations need for current income), with due regard for safety of principal. Assets held for the active conduct of the corporation=s exempt activities are not subject to this standard.

SECTION 6. FINANCIAL REPORTS REQUIRED. The corporation shall prepare and provide to all organizations to which it relates, periodic financial reports that treat all of the funds which are held by it, either directly or in component parts, as fund of the organization.

ARTICLE VI

MISCELLANEOUS

SECTION 1. DUES. No membership dues shall be required.
SECTION 2. USE OF ROBERTS RULES OF ORDER. The most current revision of
Roberts Rules of Order shall be used for the conduct of all trustees' meetings except as otherwise
provided hereunder or in the Articles of Incorporation.

SECTION 3. INDEMNIFICATION OF TRUSTEES AND OFFICERS. Trustees and
officers shall be indemnified by the corporation to the fullest extent of Kansas law as set out in
the Kansas Corporation Code.

SECTION 4. CHECKS, DRAFTS, ETC. All checks, drafts or other orders for payment
of money, notes or other evidences 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 directors.

SECTION 5. CONTRACTS, DEEDS, ETC., HOW EXECUTED. The board of
directors, except as in these Bylaws otherwise 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 directors, no officer, agent or employee shall have any power or
authority to bind the corporation by any contract or engagement or to pledge its credit or to
render it liable for any purpose in any amount, provided, however, that any contracts,
agreements, deeds or other instruments conveying lands or any interest therein, and any other
documents shall be executed on behalf of the corporation by the chair of the board of directors
(or by a vice-chair, serving in the absence of the chair), or by any other specific officer or agent
or attorney so authorized under letter of attorney or other written power which was executed on
behalf of the corporation by the chair of the board of directors (or vice-chair serving in the
absence of the chair).

SECTION 6. FISCAL YEAR. The board of directors 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 directors, 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 directors.

ARTICLE VII

DISSOLUTION

- 12 -
SECTION 1. Upon the dissolution of this corporation, the governing body 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 exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Subsection 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law), as the governing board shall determine. Any such assets not so disposed of shall be disposed of by the District Court of the county in which the principal office of the corporation is then located, 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 VIII
AMENDMENTS

SECTION 1. POWER OF TRUSTEES. New Bylaws may be adopted or these Bylaws may be amended or repealed by a majority vote of the board of directors at any regular or special meeting thereof; provided, however, that the time and place fixed by the Bylaws 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 Bylaws by the board of directors shall be given to each member having voting rights within ten (10) days after the date of such amendments by the board.

CERTIFICATE OF SECRETARY

I, the undersigned, do hereby certify:

(1) That I am the duly elected and acting secretary of Central Kansas Community Foundation, Inc., a Kansas not-for-profit corporation; and

(2) That the foregoing Bylaws, comprising thirteen (13) pages, constitute the Bylaws of said corporation, as duly adopted at a regular meeting of the board of directors thereof duly held on the 27th day of April, 2015.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name and affixed the seal of the said corporation this 25th day of April, 2016.

Don Patry, Secretary of the Board