

CENTRAL KANSAS COMMUNITY FOUNDATION

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 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 Directors and all other meetings of Directors shall be held at a location deemed appropriate for said meetings.

SECTION 5. MEETINGS OF VOTING DIRECTORS AND OTHER MEMBERSHIP MATTERS. The annual meetings of the Directors 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, Directors 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 Directors.

Written notice of each annual meeting shall be given to each Director entitled to vote, either personally or by mail or other means of written communication, charges prepaid, addressed to such Director at the address appearing on the books of the corporation or given by such Director to the corporation for the

purpose of notice. If a Director 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 Director 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 Directors, for any purpose or purposes whatsoever, may be called anytime time by the – Chair or by the Board of Directors, or by one or more Directors 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 Directors. 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 Directors' 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, or by any other approved method of attendance, at a duly called meeting, but in the absence of a quorum, no other business may be transacted at such meeting.

When any Directors' meeting, either annual or special, is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Except as aforesaid, it shall not be necessary to give any notice of an adjournment or of 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. All such elections shall be with or without written ballot. Each voting Director shall have one (1) vote on each Director and all other matters which may properly come before the Directors at any annual or special meeting.

SECTION 9. QUORUM. The presence in person, or by any other approved method of attendance, at a duly called meeting, of a majority of the voting Directors at any meeting shall constitute a quorum for the transaction of business. The Directors 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 Directors to leave less than a quorum.

SECTION 10. CONSENT OF ABSENTEES. The transactions of any meeting of Directors, either annual or special, however called and noticed, shall be duly held after regular call and notice, if a quorum be present either in person, or by any other approved method of attendance, at a duly called meeting, and if, either before or after the meeting, each of the Directors 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) days 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

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 Directors, 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 Directors 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 to 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 evidence 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, Vice-Chair Elect, 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 CEO as she or he may need and/or request. The Executive Committee shall lead the process of the CEO 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 DIRECTORS. The authorized number of Directors 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 Directors shall be nominated and elected at each annual meeting of the Board of Directors, but if any such annual meeting is not held, or the Directors are not elected thereat, the Directors may be elected at a special

meeting of Directors held for that purpose as soon thereafter as conveniently may be. All Directors shall hold office until their respective successors are elected. A Director may be removed from office at any time by a majority vote of the voting Directors. The term of each director shall be three (3) consecutive years except that of a replacement Director in which they shall serve the remaining term of his or her predecessors' term. Following the expiration of the above terms, the subsequent Directors shall be elected as provided. Directors shall not serve more than three (3) consecutive three (3) year terms. Having served three consecutive full terms, a Director 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 Directors shall be staggered to the best of the organization's ability so that at least one third of the number of elected Directors terms.

If a Director is appointed to serve a Chair in their ninth year, at the end of that year they would be placed on the slate of officers for election to a one-year term to fulfill the Past Chair position.

SECTION 4. VACANCIES. Vacancies on the Board of Directors may be filled by the action of a majority of Directors present. A vacancy or vacancies on the Board of Directors shall be deemed to exist in case of the death, resignation, or removal of any director, or if the authorized number of Director is increased, or if any Director elected shall refuse to serve.

No reduction of the authorized number of Directors shall have the effect of removing any Director 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 in person or virtually outside the State of Kansas which has been designated from time to time by adequate notification to all the Directors, by resolution of the board or by written consent of all Directors 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. 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 Director. 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 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 Directors of the Board of Directors from time to time. The duty to keep the corporation apprised of electronic (email) addresses shall rest with each individual Director. 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 Director 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 Directors 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 Directors 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 Directors 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 Directors 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 Directors 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 Directors to leave less than a quorum.

SECTION 12. MEETINGS BY TELEPHONE or VIRTUAL TECHNOLOGY. Directors 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 virtual media platforms, 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. Directors 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 Director 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. Any action taken in this form of communication shall be ratified at the following in person or virtual meeting format. Email voting is a last resort with preference first to in person, second to a virtual online platform, and third a conference telephone line.

SECTION 14. ADJOURNMENT. A majority of the Directors present may adjourn any Directors

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 Directors hereunder may be by voice vote or show of hands, unless a written ballot is requested, which request may be made by any one director. Each director shall have one vote.

SECTION 16. INSPECTION OF BOOKS AND RECORDS. Any Director 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 Directors position as a Director. When there is any doubt concerning the inspection rights of a Director, 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. Directors shall not receive any compensation for their services as Directors, 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 to one or more of the Directors for attendance at each meeting. Nothing herein contained shall be construed to preclude any Director 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 Vice-Chair Elect, 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 CEO of the corporation shall also be an officer of the corporation. Any number of offices may be held by the same person. The CEO is a non-voting officer on the board.

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 office until they shall resign or shall be removed or otherwise disqualified to serve, or a 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 they shall resign or shall be removed or otherwise disqualified to serve.

SECTION 4. COMPENSATION OF OFFICERS. No officer of the corporation other than the CEO shall receive salaries or other compensation. The CEO 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 Directors at the time in office, at any regular or special meetings 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 this position 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 this position by the Board of Directors or these Bylaws.

SECTION 9. VICE-CHAIR ELECT. In the absence or disability of the Vice-Chair, the Vice-Chair Elect shall perform all the duties of the Vice-Chair, and when so acting, shall have all the powers of, and be subject to all the restrictions upon, the Vice-Chair. The Vice-Chair Elect shall have such other powers and perform such other duties as from time to time may be prescribed for this position by the Board of Directors or these Bylaws.

SECTION 10. 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 Directors, 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 this position 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 Director.

The Treasurer shall deposit or cause to have 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. These positions shall disburse the funds of the corporation as may be ordered by the Board of Directors, shall render to the Chair and Directors, 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. This position shall be bonded, if required by the Board of Directors.

ARTICLE V
GIFTS TO THE FOUNDATION

SECTION 1. GENERAL. Donors may make gifts to the corporation by naming or otherwise identifying the corporation or one of its affiliates.

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 and other specified gift policies of the corporation and any trust, custodian, or agency agreement between the corporation and Directors, 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 or 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 Director 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. Administrative Assets held for the active conduct of the corporations' 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 Directors' meetings except as otherwise provided hereunder or in the Articles of Incorporation.

SECTION 3. INDEMNIFICATION OF DIRECTORS AND OFFICERS. Directors 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 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 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 including the CEO 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

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 DIRECTORS. 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 Directors 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 Director having voting rights within ten (10) days after the date of such amendments by the board.

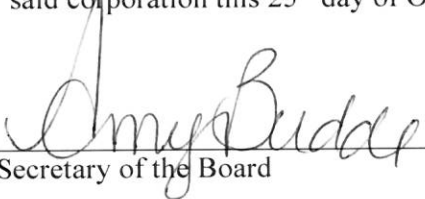
CERTIFICATE OF SECRETARY

I, the undersigned, do hereby certify:

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

(2) That the foregoing Bylaws, comprising eleven (11) pages, constitute the Bylaws of said corporation, as duly adopted at a regular meeting of the board of Directors thereof duly held on the 25th day of October 2021.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name and affixed the seal of the said corporation this 25th day of October 2021.


Secretary of the Board