

*BY-LAWS
OF
NORTH SALINA COMMUNITY DEVELOPMENT, INC.*

*ARTICLE ONE
Name*

1.1 Name. The name of the corporation is: North Salina Community Development, Inc. (“Corporation”).

*ARTICLE TWO
Purposes*

2.1 Purposes. The purposes for which the Corporation are organized are as follows:

(a) Specific Purpose and Emphasis. The Corporation is organized and shall be operated exclusively for not-for-profit purposes, and to engage in any lawful act or activity for which corporations may be organized under the General Not for Profit Corporation laws of Kansas. The purposes for which the Corporation are organized are as defined under Internal Revenue Code Section 501(c)(3), as amended from time to time.

(b) No Financial Benefit to Directors or Officers. The Corporation is irrevocably dedicated to, and operated exclusively for, not-for-profit purposes. No part of the income or assets of the Corporation shall be distributed to, nor inure to the benefit of, any of its officers, directors, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein; provided, however, no compensation or payments (other than reimbursement for expenses) shall be paid to a director or any business enterprise with which he or she is associated until the Corporation has complied with the terms and provisions of Articles 7.5 and 7.6 of these By - Laws.

ARTICLE THREE
Offices

3.1 Principal Office. The principal office of the Corporation shall be located at 1329 E. Iron Avenue. The Corporation may have such other offices as the Board of Directors may determine from time to time.

3.2 Registered Office. The location of the registered office of the Corporation is 1329 E. Iron Avenue. The resident agent at this address is Kathryn K. White. The address of the registered agent and the identity of the resident agent may be changed from time to time by the Board of Directors.

ARTICLE FOUR
Membership

4.1 Membership. Any individual or business entity interested in the development and improvement of the North Salina Community may become a Member by attending the regular and special called meetings of the Corporation.

4.2 Members' Rights. Any Member of the Corporation shall be entitled to attend all regular Member meetings and specially called meetings of the Board. During any regular or specially called business meeting, Members are entitled to speak and/or inquire from the floor subject to the discretion of the President.

ARTICLE FIVE
Board of Directors

5.1 Powers of the Board. All corporate powers shall be exercised under the authority of the Board of Directors. The Board of Directors shall be vested with all powers and authority, except as may be expressly limited by law, the Articles of Incorporation, or by these By-Laws.

5.2 Number, Election and Term of Office. The initial Board of Directors shall consist of the following directors with the corresponding initial term of office:

<u>Director</u>	<u>Term</u>
Jon Blanchard	
Jeanette Grant	
Ramona Newsom	
Carol Schaeffer	
Greg Stephens	
Mike Weis	
Kathy White	
Mike Wilson	
Barb Young	

Each Director may hold office until the expiration of his or her term, he or she resigns, or is removed by a majority vote of the Directors. The number of Directors may be increased or decreased from time to time by a majority vote of the Directors at any regular or special meeting of the Members. All Directors who hold office, other than those listed above, will hold office for a term of two (2) years.

5.3 Vacancies. If the office of any director becomes vacant by reason of death, resignation or removal, a majority of the remaining Directors, though less than a quorum, may fill the vacancy from the Members until a successor shall have been duly elected at the next annual meeting. Prior to the next annual meeting, the Directors shall appoint a Nominating Committee made up of Members and/or Directors to nominate Members for the position of Director. The Nominating Committee shall use its best effort to recruit Members to nominate that represent the Corporation's core constituencies and a cross section of the North Salina Community as determined by the Nominating Committee. At the next annual meeting following the vacancy the majority of the remaining Directors, though less than a quorum, may fill the vacancy from the Members nominated by the Nominating Committee.

5.4 Compensation. Directors shall not receive any stated salaries for their services. A Director may be reimbursed for his actual expenses reasonably incurred in attending meetings and in rendering services to the Corporation in the administration of its affairs.

5.5 Resignation. Any Director may resign from the Board of Directors of the Corporation. Such resignation shall be in writing and shall be effective immediately or upon its acceptance by the Board of Directors of the Corporation, as such resignation may provide.

5.6 Meetings of the Newly Elected Board Notice. The members of each newly elected Board of Directors (other than the initial Board) shall take office and meet on the day of and immediately following their election, or as soon thereafter as reasonably practicable, when they shall elect officers and transact such other business as may properly be brought before the meeting. Notice of the Board meeting shall be deemed waived as to each newly elected director present at the election.

5.7 Regular Meetings Without Notice. The annual meeting of the Members shall be held on the first regular meeting of each year. Any business may be transacted at a regular meeting. The Board of Directors will also hold regular monthly Member meetings, which will be open to the Members.

5.8 Special Meeting Notice. Special meetings of the Board may be called at any time by the President, Secretary, or by any one or more of the Directors. Written or printed notice (including via electronic means) of each special meeting of the Board, stating the place, day and hour of the meeting and the purpose or purposes thereof, shall be mailed and/or forwarded to each Director at least three (3) days before the day on which the meeting is to be held. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail with postage addressed to the Director at his or her residence or usual place of business. If emailed, such notice shall be deemed to be delivered when emailed to the Director's email address previously provided by the Director. The notice may be given by any officers having authority to call the meeting or by any director.

5.9 Actions Without Meetings. Unless otherwise restricted by the Articles of Incorporation or these By-Laws, any action required to be taken at a meeting of the Board of Directors or any other action which may be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all the Directors entitled to vote with respect to the subject matter thereof. Any such consent signed by all the Directors shall have the same effect as a unanimous vote and may be stated as such in any document describing the action taken by the Board of Directors.

5.10 Meeting by Conference Telephone or Similar Communications Equipment. Members of the Board of Directors of the Corporation, or any committee designated by such Board, may participate in a meeting of such

Board or committee by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other, and participation in a meeting in such manner shall constitute presence in person at such meeting.

5.11 Quorum. At all meetings of the Board a majority of the full Board of Directors shall constitute a quorum for the transaction of business, and 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 of Directors. Less than a quorum may adjourn a meeting successively until a quorum is present, and no notice of adjournment shall be required.

5.12 Waiver. Any notice provided or required to be given to the Directors may be waived in writing by any of them, whether before, at, or after the time stated therein. Attendance of a Director at any meeting shall constitute a waiver of notice of such meeting except where he attends for the express purpose, and so states at the opening of the meeting, of objecting to the transaction of any business because the meeting is not lawfully called or convened.

5.13 Adjournment. If a quorum shall not be present at any such meeting, the Directors present shall have the power, successively, to adjourn the meeting, without notice other than announcement at such meeting, to a specified date. At any such adjourned meeting at which a quorum shall be present any business may be transacted which could have been transacted at the original session of such meeting.

5.14 Voting. Each Director present at any meeting shall be entitled to cast one vote on each matter coming before such meeting for vote of the Directors. If requested by at least one Director, the matter shall be presented to the Members present at the meeting for a vote. The vote of the Members shall not be determinative of the matter, but shall be informative to the Directors. If the Members vote on a matter, the Directors may consider the vote of the Members in making his or her individual vote.

5.15 Executive and Other Committees. The Board of Directors may, by resolution passed by a majority of the whole Board, designate an executive committee, such committee to consist of two or more Directors of the Corporation, which committee, to the extent provided in said resolution, shall have and may exercise all of the authority of the Board of Directors in

the management of the Corporation. The Board may appoint such other committees with such responsibilities as the Board shall determine by majority vote.

ARTICLE SIX
Officers

6.1 (a) Who Shall Constitute Officers. The business and affairs of this Corporation shall be supervised by a Board of Directors, which shall elect officers to manage the daily operations of the Corporation. The Board of Directors shall elect or appoint a President, Secretary and Treasurer at each annual meeting of the Board of Directors. The Board then, or from time to time, may also elect or appoint one or more other officers as it shall deem advisable, but need not elect or appoint any officers other than a President, Secretary and Treasurer. Any two or more of such offices may be held by the same person. An officer shall be deemed qualified when he or she enters upon the duties of the office to which he or she has been elected.

(b) Term of Office. Each officer of the Corporation shall hold his or her office for the term for which he or she was elected, and until his or her successor has been duly elected and assumed office, or until his or her death, resignation or removal by the Board, whichever first occurs.

6.2 Removal. Any officer or agent elected or appointed by the Board of Directors, and any employee, may be removed or discharged by the Board whenever in the Board's judgment the best interests of the Corporation would be served thereby.

6.3 Compensation. Officers shall receive such reasonable compensation for their services as the Board of Directors may determine from time to time. Any officer may be reimbursed for his actual expenses reasonably incurred in attending meetings and in rendering services to the Corporation in the administration of its affairs.

6.4 President. The President shall be the chief executive officer of the Corporation. The President shall have general and active management of the affairs and conduct of the Corporation and shall carry into effect all directions and resolutions of the Board. The President may execute all contracts, instruments and other documents for and in the name of the

Corporation. The President shall have such general executive powers and duties of supervision and management as are usually vested in the office of the President of a not for profit corporation. The President shall have such other or further duties and authority as may be prescribed elsewhere in these By-Laws or from time to time may be granted by the Board of Directors.

6.5 Vice-President. If elected, the Vice-President shall, in the absence, disability or inability to act of the President, perform the duties and exercise the powers of the President, and shall perform such other duties as the Board of Directors shall from time to time prescribe.

6.6 The Secretary. The Secretary shall attend all sessions of the Board of Directors, and shall record or cause to be recorded all votes taken and the minutes of all proceeds in a minute book of the Corporation to be kept for that purpose. The Secretary shall perform similar duties for the executive and other standing committees when requested by the Board of Directors or such committee to do so. It shall be the principal responsibility of the Secretary to give, or cause to be given, notice of all meetings of the Board of Directors, but this shall not lessen the authority of others to give such notice as is authorized elsewhere in these By-Laws. The Secretary shall see that all books, records, lists and information, or duplicates, required to be maintained by the Corporation are so maintained. The Secretary shall have the general duties, powers and responsibilities of a Secretary of a not for profit corporation.

6.7 The Treasurer. The Treasurer shall have responsibility for the safekeeping of the funds and securities of the Corporation, and shall keep or cause to be kept full and accurate accounts of receipts and disbursements in books belonging to the Corporation. The Treasurer shall keep, or cause to be kept, all other books of account and accounting records of the Corporation, and shall deposit or cause to be deposited all moneys and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors. The Treasurer shall disburse, or permit to be disbursed, the funds of the Corporation as may be ordered, or authorized generally, by the Board of Directors or the President and shall render to the President of the Corporation and the Directors, whenever they may require it, an account of all his or her transactions as Treasurer and of those under his or her jurisdiction, and of the financial condition of the Corporation. The Treasurer shall have the general duties, powers and responsibility of a Treasurer of a not for profit

corporation.

ARTICLE SEVEN
Fiscal Authority

7.1 Contracts. The Board of Directors may authorize any officer or agent of the Corporation, in addition to the officers so authorized by these By-Laws, to enter into any contract or execute and deliver any instrument to the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

7.2 Checks, Drafts, Etc. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or agent of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

7.3 Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

7.4 Gifts and Contributions. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation.

7.5 Annual Conflict of Interest Statement. Each Director and officer of the Corporation shall, as soon as practical after his or her election, submit in writing to the President a list of all business or other organizations (both for-profit and non-profit) in which he or she is an officer, director, member, owner, or employee, or for which he or she acts as an agent, and with which the Corporation has, or might reasonably expect in the future to have, a business relationship. Such list need not include businesses or organizations the stock of which is publicly traded and in which the Director or officer owns a fractional minority interest for investment purposes. Each written statement shall be re-submitted with any necessary changes each year. The President shall become familiar with the statements of all Board members. The Board of Directors shall become familiar with the statement filed by the President.

7.6 Validity of Contracts and Transactions. If the Corporation enters into a contract or transaction with one of its Directors or officers (or with a business entity in which the Corporation's officer or Director has a financial or managerial interest), such contract or transaction shall not be voidable solely for this reason or solely because the Director or officer is present at or participates in the meeting that authorized the contract or transaction. The procedure of the Board of Directors or any committee thereof with respect to such conflicts of interest shall be as follows:

(a) Disclosure of Conflict. At such time as any matter comes before the Board of Directors in such a way as to give rise to a potential conflict of interest, the affected Director shall make known the potential conflict to the Board of Directors, whether disclosed in his or her written statement or not. After answering any questions that might be asked of him or her, the affected Director shall not vote on the matter. At the request of any member of the Board of Directors, such affected Director may be excused from the meeting during the consideration of the matter in which he or she has a conflict of interest.

(b) Fairness of Transaction. Any contract or transaction authorized pursuant to the above procedure shall be presumed to be fair to the Corporation as of the time it is authorized, approved or ratified by the Board of Directors.

(c) Post-Disclosure Ratification. If the Board of Directors inadvertently takes action on any matter in which it is later disclosed that a Director had a conflict of interest at the time of the action, the Board of Directors may, in its absolute discretion, ratify such action after the disclosure of such a conflict and such action shall, after such ratification, be presumed to be fair to the Corporation. The affected Board member may vote on the ratification, or at the request of any member of the Board of Directors, he or she may be excused from the meeting during the consideration of and may be excused from voting upon the matter.

7.7 Budget. An annual budget shall be prepared at the direction of the President or Treasurer for approval by the Board of Directors at its annual meeting.

7.8 Fiscal Year. The fiscal year end of the Corporation shall be December 31.

ARTICLE EIGHT
Books and Records

8.1 Books and Records. The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors, and shall keep at the principal office a record giving the names and addresses of the Directors. All books and records of the Corporation may be inspected by any Director or any agent or attorney of a Director for any proper purpose at any reasonable time. At the date of the organization of the Corporation, all the assets of the Corporation may be held in one account. So long as all of the Corporation's assets are held in one account, no audit of the Corporation may be necessary.

ARTICLE NINE
Indemnification of Directors and Officers

9.1 Indemnification of Directors and Officers. Each director or officer, or former director or officer, of the Corporation and his legal representatives, shall be indemnified by the Corporation against liabilities, expenses, counsel fees and costs reasonably incurred by him or his estate in connection with, or arising out of, any action, suit, proceeding or claim in which he is made a party by reason of his being, or having been, such director or officer; and any person who, at the request of the Corporation, served as director or officer of another corporation in which the Corporation owned corporate stock, and his legal representatives shall in like manner be indemnified by the Corporation; provided, that in neither case shall the Corporation indemnify such director or officer with respect to any matters as to which he shall be finally adjudged in any such action, suit or proceeding, to have been liable for negligence or misconduct in the performance of his duties as such director or officer. The indemnification herein provided for, however, shall apply also in respect to any amount paid in compromise of any such action, suit, proceeding or claim asserted against such director or officer (including expenses, counsel fees and costs reasonably incurred in connection therewith), provided the Board of Directors of the Corporation shall have first approved such proposed compromise settlement and determined that the director or officer involved was not guilty of negligence or misconduct; but in taking such action, any director involved shall not be qualified to vote

thereon.

9.2 Negligence or Misconduct Determination. In determining whether or not a director or officer was guilty of negligence or misconduct in relation to any such matters, the Board of Directors may rely conclusively upon an opinion of independent legal counsel selected by the Board of Directors. Unless otherwise provided by law, any compromise settlement authorized herein shall be effective without the approval of any court. The right to indemnification herein provided shall not be exclusive of any other rights to which such director or officer may be lawfully entitled.

9.3 Official Duties. No director or officer of the Corporation shall be liable to any other director or officer or other person for any action taken or refused to be taken by him as director or officer with respect to any matter within the scope of his official duties, except such action or neglect or failure to act as shall constitute gross negligence or willful misconduct in the performance of his duties as director or officer.

9.4 Insurance. The Corporation may purchase and maintain insurance on behalf of any Director, officer, employee or agent of the Corporation against any liability asserted against such person and incurred in such capacity, whether or not the Corporation would have power to indemnify such person against such liability under the provisions of the above section.

ARTICLE TEN
Amendments

10.1 Amendments. The Board of Directors of the Corporation shall have the power to make, alter, amend and repeal the By-Laws of the Corporation and to adopt new By-Laws, which power may be exercised by a vote of the majority of the members of the full Board of Directors. The Corporation shall keep, at its principal offices, a copy of the By-Laws of the Corporation, as amended, which shall be open to inspection by any member or director of the Corporation at all reasonable times during business hours.

ARTICLE ELEVEN

Miscellaneous

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

11.2 Dissolution. In the event of the liquidation, dissolution or winding up of the affairs of this Corporation, the net assets of the Corporation shall be paid and distributed to such organization or organizations organized and operated exclusively for charitable, religious, scientific, public safety testing, literary, or educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law), as the Directors of this Corporation shall determine in their absolute discretion.

These By - Laws were approved December 20, 2012.