

**BY-LAWS**  
**OF**  
**KANSAS LAND TRUST, INC.**  
**(A Not-For-Profit Corporation)**

**ARTICLE I - ORGANIZATION**

Section 1. The name of this organization shall be KANSAS LAND TRUST, INC. (referred to herein as the "Corporation").

Section 2. The principal office of the Corporation in the State of Kansas shall be at 16 East 13<sup>th</sup> Street, Lawrence, Kansas, 66044. The Corporation may have such other offices, either within or without the State of Kansas, as the Board of Directors may designate or as the business of the Corporation may require from time to time.

Section 3. The Corporation may at its pleasure by a vote of the Board of Directors change its name.

Section 4. The Corporation may have a seal upon which shall be inscribed its name and the words, "Corporate Seal."

**ARTICLE II - PURPOSES**

The Corporation has been organized to protect and preserve lands of natural, ecological, scenic, esthetic, historic, agricultural, or recreational significance in the State of Kansas and in the State of Missouri via conservation easements, purchase or other means and to engage in any other lawful activity in the State of Kansas and the State of Missouri.

**ARTICLE III - MEMBERSHIP**

All Members of the Board of Directors of the Corporation shall be voting Members of the Corporation. The Board of Directors shall have the authority to extend membership in the Corporation to other individuals and/or entities from time to time in recognition of the support given to the Corporation by such individuals and/or entities. For this purpose, the Board of Directors may establish different levels of membership. Membership in the Corporation under this Article shall not extend any voting or other right, except as may be specifically determined from time to time by the Board of Directors.

Any Member of the Board of Directors may resign by filing a written resignation with the Secretary. The Board of Directors may suspend or expel a Member who is not a Director with or without cause at any time.

#### **ARTICLE IV - DIRECTORS**

Section 1. All corporate powers shall be exercised under the authority of the Board of Directors as stated in the Articles of Incorporation and these By-laws. The Board of Directors shall have all powers granted by Kansas law and statutes, except that the Board shall not have or exercise any power that would prevent the Corporation from qualifying or continuing as an organization described in Code Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law). The Board of Directors may make such rules and regulations covering its meetings as it may, in its discretion, determine necessary.

Section 2. The Board of Directors shall consist of not less than three (3) nor more than twenty-five (25) Members. The Board of Directors in office from time to time shall be responsible for filling vacancies, electing their successors, and/or additional board members.

Section 3. Directors shall serve a term of three (3) years, unless the Board specifically designates a shorter term at the time of the appointment by the Board. Directors may be considered for re-election. The number of terms that a Director may serve is unlimited. The terms of Directors may be staggered so that Directors may be elected or re-appointed at each annual meeting of the Board of Directors.

Section 4. Any Director may be removed, with or without cause, by the vote of two-thirds (2/3) of the Members of the Board of Directors of the Corporation.

Section 5. The Board of Directors shall determine, in their sole discretion, the allocation of funds and investments. The Directors shall be permitted to set up mechanisms for accepting and complying with a donor's wishes for the income and principal of the donor's contribution while at the same time commingling those funds for investment purposes.

#### **ARTICLE V - OFFICERS AND COMMITTEES**

Section 1. Officers.

(a) The Board officers shall consist of a President, Vice-President, Secretary, and Treasurer.

(b) President. The President shall be the principal executive officer of the Corporation and, subject to the control of the Board of Directors, shall in general

supervise and control all of the business and affairs of the Corporation. The President shall, when present, preside at all meetings of the Members, at all meetings of the Board of Directors. The President shall, in general, perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

(c) Vice-President. In the absence of the President, the Vice-President shall assume the duties of the President.

(d) Secretary. The Secretary shall keep the minutes of the meetings of the Board of Directors in a book kept for that purpose, and see that all notices are duly given in accordance with the provisions of these By-laws or as required by law; be custodian of the records of the Corporation; keep a register of the post office address of each Director which shall be furnished to the Secretary by such Directors; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors.

(e) Treasurer. The Treasurer shall be the fiscal and disbursing agent of the Corporation and shall keep account for all monies, credits, and property received and disbursed for and on behalf of the Corporation; shall deposit funds coming into his or her possession in such depository as may from time to time be designated by resolution of the Board of Directors; and shall, in addition, perform such other special duties as may from time to time be vested in the Treasurer by these bylaws or delegated by resolution of the Board of Directors or as may be assigned to him or her by the President. The Treasurer with the consent of the Board of Directors may delegate all or a part of his or her duties to an agent or employee of the Corporation.

Section 2. Elections. Board officers shall be elected annually at the April meeting of the Board of Directors and thereafter shall be elected annually by the Board of Directors at each successive April meeting thereafter. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as may conveniently be possible. Each officer shall hold office until his or her successor shall have been duly elected and shall have qualified or until his or her death or until such officer shall resign or shall have been removed in the manner hereinafter provided.

Section 3. Removal. The Board of Directors may remove any officer or agent elected or appointed by the Board of Directors whenever in its judgment the best interests of the Corporation would be served thereby.

Section 4. Vacancy. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. Executive Committee.

(a) The Executive Committee shall consist of the above officers of the Board plus one other Member appointed by the President.

(b) The Executive Committee is vested with all the duties, functions, powers, and responsibilities of the Board between meetings of the Board, subject to ratification by the whole Board at its next meeting. The Executive Committee shall serve as a personnel committee including responsibility for an annual evaluation of the Executive Director.

Section 6. Committees. The Executive Committee shall have the authority to appoint such other committees for such purposes and for such terms as it may designate from time to time.

## **ARTICLE VI - MEETINGS AND VOTING**

Section 1. The Board shall meet not less than four (4) times per year. The Executive Committee shall determine the dates, times and places of the meetings. The distribution of the meeting schedule for subsequent meetings during any year shall satisfy all requirements of notice under this Article.

Section 2. An annual meeting of the Board of Directors shall be held each year during the month of April. The Secretary shall mail notice of annual meetings to each Director at least five (5) days previous to the time fixed for such meeting. All notices shall state the purpose thereof, and the time and place where the meeting is to be held.

Section 3. The Secretary shall mail, via regular post or electronically, notice of all regular meetings to each Director at least five (5) days previous to the time fixed for such meeting. All notices shall state the purpose thereof, and the time and place where the meeting is to be held.

Section 4. A special meeting of the Board of Directors may be called at any time or place by the President or in his or her absence or inability to act, any two members of the Board may call the same. By unanimous consent of the Directors, special meetings of the Board of Directors may be held without notice of any time or place. All notices shall state the purpose thereof, and the time and place where the meeting is to be held.

Section 5. A majority of the total number of Directors shall be necessary to constitute a quorum for the transaction of business; but the Directors, although less than a quorum, shall have the power to adjourn the meeting from day to day or to some future date. Every act done 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 is required by law or the Articles of Incorporation.

Section 6. Decisions by the Board of Directors to accept conservation easements or to purchase or accept donations of land shall require the affirmative vote of two-thirds (2/3) of the Board of Directors.

Section 7. Members of the Board of Directors may participate in a meeting of the Board by means of conference telephone or similar communications equipment. Directors may vote by e-mail proxy by registering their regular e-mail address with the Secretary of the Corporation and forwarding their proxy vote to the Secretary from that e-mail address.

Section 8. At all Board meetings all votes shall be by voice, except that on the call of any two Board Members, ballots may be provided and there shall not appear any place on such ballot any mark or marking that might tend to indicate the person who cast such ballot. The affirmative vote of a majority of a quorum shall control in all matters, unless otherwise provided by law or in the Articles of Incorporation.

Section 9. At any regular or special meeting with a majority still required, any question may be voted upon in the manner and style provided for above.

Section 10. Each Director shall have one vote and written proxy may do such voting. General proxies are prohibited. A Director may vote by proxy by stating the specific issue, the date of the meeting, and the vote. The President, Vice-President, Secretary, and Treasurer shall vote as Directors but shall not have additional voting power by virtue of their position as officers.

## **ARTICLE VII - INDEMNIFICATION**

When a person is sued, either alone or with others, because that person is or was a Director or officer of the Corporation, or of another corporation serving at the request of this Corporation, in any proceeding arising out of alleged misfeasance or nonfeasance in the performance of duties or out of any alleged wrongful act against the Corporation or by the Corporation, that person shall be indemnified for reasonable expenses, including attorneys' fees incurred in the defense of the proceeding, if both of the following conditions exist:

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

(b) The court finds that the person's conduct fairly and equitably merits such indemnity.

The amount of such indemnity, which may be assessed by the court against the Corporation, its receiver, or its trustee in the same or in a separate proceeding, shall be so much of the expenses, including attorneys' fees incurred in the defense of the proceeding, as the court determines and finds to be reasonable. Application for such indemnity may be made either by the person sued or by the attorney or other person rendering services to said person in connection with the defense, and the

court may order the fees and expenses to be paid directly to the attorney or other person, although that person is not a party to the proceeding. Notice of the application for such indemnity shall be served upon the Corporation, its receiver, or its trustee, and upon the plaintiff and other parties to the proceeding.

## **ARTICLE VIII – MANAGEMENT AND DISTRIBUTION OF CORPORATE FUNDS**

The Corporation shall at all times be operated exclusively for the purposes set forth in its Articles of Incorporation and in a manner which causes the Corporation to qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended. Notwithstanding any other provision of these bylaws, no Member, Director, Officer, employee, or agent of this Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended. All Members of the Corporation shall be deemed to have expressly consented and agreed that upon dissolution or winding up of the affairs of the Corporation, whether voluntarily or involuntarily, the assets of the Corporation then remaining in the hands of the Board of Directors shall be distributed, transferred, conveyed, delivered, and paid over, upon such terms and conditions and in such amounts and proportions as the Board of Directors may determine, exclusively to one or more charitable, religious, scientific, literary, or educational organizations which would then qualify as exempt organizations under the provisions of Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

## **ARTICLE IX - AMENDMENTS**

These By-laws may be altered, amended, or repealed and new bylaws may be adopted by the Board of Directors at any regular or special meeting of the Board of Directors; provided, however, that notice of any such action shall be given to each Director within ten days after the date of such action by the Board of Directors.

## **ARTICLE X - FISCAL YEAR**

The fiscal year of the Corporation shall be January through December.

**KANSAS LAND TRUST, INC.**

**RESOLUTION OF BOARD OF DIRECTORS**

The undersigned, being all of the directors of the Board of Directors of Kansas Land Trust, Inc., a Kansas, not-for-profit-corporation (the "Corporation"), does hereby consent to the adoption of, and does hereby adopt, the following resolutions:

**WHEREAS**, the Board of Directors of the Corporation has been organized to protect and preserve lands of natural, ecological, scenic, esthetic, historic, agricultural, or recreational significance in the State of Kansas and in the State of Missouri via conservation easements, purchase or other means and to engage in any other lawful activity in the State of Kansas and the State of Missouri.

**NOW, THEREFORE, RESOLVED**, that Article I Section 2 of the Bylaws is hereby amended to read in its entirety and replaced with the following:

**"ARTICLE I – ORGANIZATION"**

Section 2. The principal office of the Corporation in the State of Kansas shall be at 16 East 13<sup>th</sup> Street, Lawrence, Kansas, 66044. The Corporation may have such other offices, either within or without the State of Kansas, as the Board of Directors may designate or as the business of the Corporation may require from time to time.

**NOW, THEREFORE, RESOLVED**, that Article V Section 5 of the Bylaws is hereby amended to read in its entirety and replaced with the following:

**"ARTICLE V – OFFICERS AND COMMITTEES"**

Section 5. Executive Committee.

(a) The Executive Committee shall consist of the above officers of the Board plus one other Member appointed by the President.

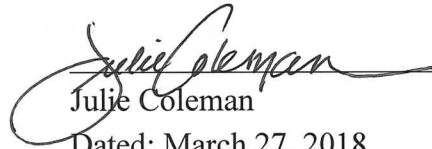
(b) The Executive Committee is vested with all the duties, functions, powers, and responsibilities of the Board between meetings of the Board, subject to ratification by the whole Board at its next meeting. The Executive Committee shall serve as a personnel committee including responsibility for an annual evaluation of the Executive Director.

**FURTHER RESOLVED**, that each officer of the Corporation be and hereby is authorized and directed to take all such actions as such officer may deem appropriate in order to effect the intent of the foregoing resolutions.



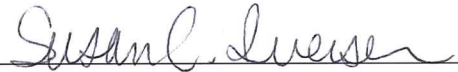
Debra Baker

Dated: March 27, 2018



Julie Coleman

Dated: March 27, 2018



Susan Iversen

Dated: March 27, 2018



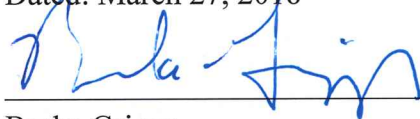
Dawn Buehler

Dated: March 27, 2018



Kelly Kindscher

Dated: March 27, 2018



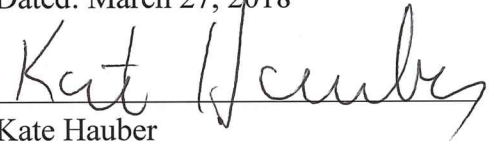
Burke Griggs

Dated: March 27, 2018



Chris Holman

Dated: March 27, 2018



Kate Hauber

Dated: March 27, 2018



Scott Thellman

Dated: March 27, 2018



Myrl Duncan

Dated: March 27, 2018



Judy Burch

Dated: March 27, 2018