

2<sup>nd</sup> Restatement of By-Laws  
of the  
Johnson County Bar Foundation

*(as of February 27, 2008)*

ARTICLE I  
OFFICE/RECORDS/SEAL

- Section 1. REGISTERED OFFICE AND RESIDENT AGENT. The Corporation shall have and continuously maintain a registered office in Johnson County, Kansas, such location as the Board of Trustees shall determine from time to time. The name of the resident agent at such location shall be determined by the Board of Trustees. The Board of Trustees shall have authority to amend the Articles of Incorporation from time to time to reflect the current location of the registered office and the name of the resident agent.
- Section 2. RECORDS. The Corporation shall keep correct and complete books and records of its accounts, minutes of the proceedings of its Board of Trustees meetings and of committees having the authority of the Board of Trustees and shall maintain at its registered office a record giving the name and addresses of its officers, trustees and Members entitled to mailed notice of its meetings.
- Section 3. SEAL. The Corporation may, but shall not be required to, adopt and use a corporate seal. If a corporate seal is adopted, then the Board of Trustees shall have authority to determine from time to time when and whether to direct the use of the corporate seal.

ARTICLE II  
MEMBER/FELLOWS/ASSOCIATES

- Section 1. SUSTAINING MEMBER. Any lawyer who has made a financial commitment to pay the annual membership fee, as established from time to time by the Board of Trustees to the Johnson County Bar Foundation, shall be a sustaining member. Each sustaining member who has paid his or her annual contribution shall be considered a sustaining member in good standing.
- Section 2. ASSOCIATE MEMBER. Any other non-lawyer, firm, association or corporation making a financial contribution of \$200 or more to the Foundation shall be an Associate Member.

- Section 3. FELLOW. Any lawyer or law firm who has contributed an aggregate total of \$1,000 to the Foundation, or has pledged in writing to contribute at least \$1,000 in ten or fewer consecutive annual installments, has made the first installment, and is current on such pledge, shall be designated a Fellow.
- Section 4. SILVER FELLOW. Any lawyer or law firm who has contributed an aggregate total of \$2,500 to the Foundation or has pledged in writing to contribute at least \$2,500 in ten or fewer consecutive annual installments, has made the first installment and is current on such pledge, shall be considered a Silver Fellow.
- Section 5. GOLD FELLOW. Any lawyer or law firm who has contributed an aggregate total of \$5,000 or more to the Foundation or has pledged in writing to contribute at least \$5,000 or more in ten or fewer consecutive annual installments, has made the first installment and is current on such pledge, shall be considered a Gold Fellow.
- Section 6. PLATINUM FELLOW. Any lawyer or law firm who has contributed an aggregate total of \$10,000 or more to the Foundation or has pledged in writing to contribute at least \$10,000 or more in ten or fewer consecutive annual installments, has made the first installment and is current on such pledge, shall be considered a Platinum Fellow.
- Section 7. HONORARY FELLOW. The Board of Trustees shall have the right to accept a substantial contribution from any person, firm, association or corporation and to designate such contributor or persons selected by the Board of Trustees or by such contributor as an Honorary Fellow.

### ARTICLE III MEETINGS OF MEMBERS

- Section 1. MEETINGS. An annual meeting of the Members shall be held. Special meetings of the Members shall be held upon call by the Board of Trustees or within 30 days after petition requesting such special meeting shall be submitted to the Secretary or the President of the Foundation signed by a majority of the Members in good standing or by five or more Trustees of the Foundation.
- Section 2. TIME AND PLACE. Annual and special meetings of Members shall be held at such time and place within Johnson County, Kansas, as shall be determined by the Board of Trustees from time to time.

Section 3. NOTICE OF MEETINGS. Notice of annual and special meetings of Members of the Foundation shall be given at least ten (10) days in advance of the meeting by publication in a magazine or newsletter generally circulated to persons practicing law in Johnson County, Kansas; by publication on the Foundation's website (providing Trustees are notified of the posting); by publication through electronic transmission, e.g., e-mail (providing Trustees are capable of receiving such transmission); or such notice may be given in writing, mailed, postage pre-paid to each Trustee in good Standing.

#### ARTICLE IV BOARD OF TRUSTEES

Section 1. GENERAL POWERS. The business affairs and property of the Foundation shall be managed by the Board of Trustees. The Board of Trustees shall have authority to authorize whatever action the Trustees deem necessary or advisable for the Foundation to accomplish the purposes and attain the objectives for which the Foundation was organized. Upon dissolution of the Foundation, the property of the Foundation shall be disposed of in accordance with the laws of the State of Kansas in a manner consistent with the Articles of Incorporation and its status as a corporation under Section 501(c)(3) of the Internal Revenue Code.

Section 2. NUMBER, TENURE AND QUALIFICATION. The number of Trustees of the Foundation shall be 22 beginning in 2006, 23 beginning in 2007, and 24, beginning in 2008. Thereafter, the number of Trustees of the Foundation shall remain at 24. Each Trustee shall hold office until a successor is elected or until such Trustee shall resign or be removed. Each Trustee shall be an attorney admitted to practice law within the State of Kansas. Additionally, each Trustee shall also be a Fellow of the Johnson County Bar Foundation, as that term is defined under Article II, Section 3. The President, the President-elect and the immediate past President of the Johnson County Bar Association shall automatically be Trustees of the Foundation, who shall serve as a Trustee of the Foundation while holding such office in the Association. The other 21 Trustees shall serve for a term of three years; provided however the terms for those Trustees serving on the Board of Trustees as constituted immediately following the adoption of these Restated Bylaws shall be as set forth in Section 3 below.

- Section 3. ELECTION. Only Members of the Foundation shall be eligible to vote in elections to the Board of Trustees. Each Member shall have the right to vote for such number (or lesser number) of nominees as shall equal the number of positions to be filled. Any ballot cast for more than the number of positions to be filled shall be disqualified. At the meeting of Foundation Members at which this 2<sup>nd</sup> Restatement of By-Laws of the Johnson County Bar Foundation is adopted, election to the Board of Trustees shall be conducted as follows: seven Members shall be elected as Trustees for a three-year term, beginning in 2006. Thereafter, at each annual meeting of Foundation Members, seven Trustees shall be elected to serve a term of three years. Those nominees presented for election to the Board of Trustees receiving the highest number of votes for the positions to be filled shall be declared duly elected.
- Section 4. NOMINATIONS. Each year the President of the Foundation shall appoint a nominating committee composed of not less than three Members of the Foundation. The nominating committee shall nominate at least seven Members for election to the seven Trustee positions expiring at the next annual meeting. The report of the nominating committee shall be delivered to the President or the Secretary not less than 30 days prior to the date of the annual meeting. If the nominating committee fails to nominate at least one Member for each position to be filled or fails to deliver its report prior to the time set forth above then the Board of Trustees shall nominate a Member for each such position. In addition, ten Members of the Foundation may nominate other Members for the position of Trustee by written petition delivered to the President or Secretary at least 20 days prior to the annual meeting, provided the nominee agrees in writing to accept a position of Trustee if elected. Nominations to the Board cannot be made during the annual meeting.
- Section 5. VOTING. The Board of Trustees shall determine annually the manner and procedure by which trustees are to be elected. If the Trustees select a mail ballot, then such ballot containing the names of all nominees shall be mailed to each Member entitled to receive notice of Foundation meetings separately or with the notice of the annual meeting. Such ballots shall be mailed and returned to the Secretary of the Foundation before or at the annual meeting. Otherwise, voting shall be by written ballot held at the annual meeting. All ballots shall be tabulated and the results announced during the annual meeting. The term of office shall commence at the conclusion of the annual meeting.
- Section 6. VACANCY. A vacancy on the Board of Trustees may be filled by appointment of the President subject to approval by the Board of Trustees.

An appointee to a vacancy on the Board shall serve during the unexpired term of the Trustee whose position became vacant.

Section 7. QUORUM. Those Members present at a special or annual meeting of the Foundation shall constitute a quorum for the conduct of business of the meeting of the Foundation Members. If a majority of the Members present at the meeting determine that the meeting was not properly called, then no action may be taken at the meeting; otherwise the meeting may proceed.

Section 8. BOARD OF TRUSTEE MEETINGS. The Board of Trustees shall meet annually following the conclusion of the annual meeting of Foundation Members for the purpose of electing officers to serve until the next annual meeting of the Board of Trustees. Special meetings of the Board of Trustees shall be held upon call of the President or upon written call by not less than five of the Trustees delivered to the Secretary of the Foundation. Such meetings shall be at such time and place in Johnson County, Kansas, as is designated in the call of the meeting. At least three days' notice shall be given in advance of the meeting unless waived. Six Trustees shall constitute a quorum for the conduct of business at a meeting of the Board of Trustees.

Section 9. WAIVER OF NOTICE. Notice of any meeting of the Board of Trustees may be waived by a Trustee in writing before or after such meeting. The presence of a Trustee at a meeting of the Board shall constitute a waiver of notice thereof unless such Trustee appears for the purpose of objecting that the meeting was not properly called.

Section 10. EXECUTIVE COMMITTEE. The Board of Trustees may, in its discretion, by resolution adopted annually, delegate to an Executive Committee the authority and power to manage the affairs and property of the Foundation and to perform its functions under such terms and conditions as the Board of Trustees shall determine. The Executive Committee shall report to the Board at each meeting of the Board on the activities conducted since its last report. This report shall not be made less frequently than quarter annually. The Executive Committee shall be composed of the President, President-Elect, Vice President, Secretary, Treasurer, Executive Director (if any) and two other board Members appointed by the President. The Executive Committee shall act by a majority of its Members and any action duly taken by it within the course of its authority shall be binding upon the Foundation. The Executive Committee may be abolished or its powers, duties and authorities changed at any time by the vote of the whole majority of the Board of Trustees.

ARTICLE V  
OFFICERS/COMMITTEES

- Section 1. GENERAL. The officers of the Foundation shall be the President, President-Elect, Vice President, Secretary and Treasurer. The Board may designate such other officers including an Executive Director as the Board may determine from time to time. All officers except the Executive Director shall be Members of the Board of Trustees. Each officer shall serve a term of one year.
- Section 2. RESIGNATION, VACANCIES. An officer may resign at any time by delivering such officer's resignation to the Secretary and/or the President of the Foundation. Such resignation shall be effective immediately upon such delivery. Vacancies occurring in any office shall be filled by the Board of Trustees for the unexpired term of the office.
- Section 3. REMOVAL. Any elected or appointed officer, agent or employee of the Foundation may be removed or discharged by the Board of Trustees whenever in its judgment the best interests of the Foundation would be served.
- Section 4. DELEGATION OF AUTHORITY. Each officer shall have the power and authority customarily given to a person holding such office in a corporation in accordance with these Bylaws. The Board of Trustees may grant such authority to an officer and the officer shall perform such duties as the Board of Trustees shall determine, and the Board of Trustees may appoint such agents and representatives as it may deem necessary or advisable who shall have such authority to perform such duties as the Board may delegate to them.
- Section 5. PRESIDENT. The President shall be the chief executive officer of the Foundation, shall administer the affairs of the Foundation, preside at meetings of the Foundation Members and the Board of Trustees, create such committees as he or she deems appropriate to carry out the business of the Foundation, and in general perform all duties instant to the office of President, and such other duties as from time to time may be assigned by the Board of Trustees.
- Section 6. PRESIDENT-ELECT. The President-Elect shall be a Trustee elected to become the President at the expiration of the current President's term. He or she is elected one year in advance of taking the President's position to provide him or her a period of training and experience for the office of

President. The President-Elect shall be a Trustee with all the power thereof.

- Section 7. VICE PRESIDENT. The Vice President shall perform such duties as the Board of Trustees shall assign, and in the absence or incapacity of the president, shall be vested with all the powers to perform all the duties of President.
- Section 8. SECRETARY. The Secretary shall supervise the recording of the minutes of meetings, the votes taken at meetings of Foundation Members and at Board of Trustee meetings and the giving of notices. The Secretary shall be the custodian of the books, papers and records of the Foundation, shall perform all duties instant to the office, and shall have such other duties as from time to time may be assigned.
- Section 9. TREASURER. The Treasurer shall have charge of all funds and securities of the Foundation and deposit in and withdraw from such bank accounts as shall be determined by the Board of Trustees. The Treasurer shall render a statement of the condition of the finances at the request of the Board of Trustees and a complete financial report at the annual meeting of the Foundation and in general perform all duties incident to the office of Treasurer and shall have such other duties as from time to time may be assigned.
- Section 10. EXECUTIVE DIRECTOR. The Foundation may have an Executive Director appointed by the Board of Trustees for a contract period and at an annual salary determined by the Board of Trustees who shall be in charge of and shall exercise such general management and control over the affairs of the Foundation with such specific powers and duties at the Board of Trustees may from time to time direct.
- Section 11. COMPENSATION. Except for the Executive Director, no other officer of the Foundation shall receive a salary for services to the Foundation. Each officer shall be reimbursed for expenses incurred in furtherance of the business of the Foundation.
- Section 12. COMMITTEES. The Committees designated to carry out such assignments as determined by the President shall be composed of such members and non-members of the Board of Trustees as the President may from time to time appoint. A committee or its members shall serve at the pleasure of the President.

ARTICLE VI  
FISCAL YEAR

Section 1. The fiscal year of the Foundation shall end December 31 each year.

ARTICLE VII  
INDEMNIFICATION

Section 1. The Foundation shall indemnify any officer or Trustee who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, other than an action by or in the right of the Foundation by reason of the fact that such officer or Trustee is or was a Trustee, director, officer, employee or agent of the Foundation or is or was serving at the request of the Foundation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses, judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, including attorney's fees, if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the Foundation; and with respect to any criminal action or proceeding, had no reasonable cause to believe such person's conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not of itself create a presumption that the person did not act in good faith and in a manner which such person reasonably believed to be in or not opposed to the best interests of the Foundation and with respect to any criminal action or proceeding had reasonable cause to believe that such person's conduct was unlawful.

Section 2. The Foundation shall indemnify any officer or Trustee who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Foundation to procure a judgment in its favor by reason of the fact that such person is or was a Trustee, director, officer, employee or agent of the Foundation or is or was serving at the request of the Foundation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit including attorney's fees if such person acted in good faith and in a

manner such person reasonably believed to be in or not opposed to the best interests of the Foundation and, except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the Foundation unless and only to the extent that the court in which action or suit was brought shall determine upon application that despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Court shall deem proper.

- Section 3. To the extent that a Trustee, director, officer, employee or agent of the Foundation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Sections 1 and 2 above, or in defense of any claim, issue or matter therein, such Trustee, director, officer, employee or agent shall be indemnified against expenses actually and reasonably incurred by such person in connection therewith, including attorney's fees.
- Section 4. Any indemnification under Sections 1 and 2 above, unless ordered by a Court, shall be made by the Foundation only as authorized in the specific case upon determination that the indemnification of the Trustee, officer, director, employee or agent is proper in the circumstances because such Trustee, director, officer, employee or agent has met the applicable standard of conduct set forth in Sections 1 and 2. Such determination shall be made (1) by the Board of Trustees by a majority vote of a quorum consisting of Trustees who are not parties to such action, suit or proceeding or (2) if such a quorum is not obtainable or even if obtainable a quorum of disinterested trustees so directs by independent legal counsel in a written opinion.
- Section 5. Expenses incurred by a Trustee, director or officer in defending a civil or criminal action, suit or proceeding may be paid by the Foundation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the Trustee, director or officer to repay such amount if it is ultimately determined that the director, Trustee or officer is not entitled to be indemnified by the Foundation. Such expenses incurred by other employees or agents may be so paid upon such terms and conditions, if any, as the Board of Trustees deems appropriate.
- Section 6. The indemnification and advancement of expenses provided by or granted pursuant to this article shall unless otherwise provided, when authorized or ratified continue as to a person who has ceased to be a Trustee, director, officer, employee or agent and shall inure to the benefit of the

heirs, executors and administrators of such person.

ARTICLE VIII  
TAX-EXEMPT ORGANIZATION

- Section 1. This Foundation has been organized exclusively for charitable, scientific, literary or educational purposes and shall be administered and operated exclusively for the benefit of and the funds and property of the Foundation shall at all times be handled, administered, operated and distributed by the Foundation exclusively in aid of such charitable, scientific, literary and educational purposes, as in the judgment of the Board of Trustees of the Foundation shall further the welfare, honor and integrity of the profession of law and/or to or for the use of the United States, any state, territory or any political subdivision thereof or the District of Columbia for such exclusively public purpose as the Board of Trustees shall determine, the distribution of funds and property of the Foundation to be made at one time or from time to time and at such times in the manner and amounts as the Board of Trustees in its absolute discretion shall deem to be prudent.
- Section 2. In no event and under no circumstances shall any part of the net earnings inure to the benefit of any private shareholder or individual, nor shall any substantial part of the activities of the Foundation be involved in carrying on propaganda or otherwise attempting to influence legislation or participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office. The Foundation shall not engage in any activities or use its net earnings in any manner which may cause the Foundation to lose its status as an exempt organization under the Internal Revenue Code, Section 501(c)(3) and the regulations issued thereunder.

ARTICLE IX  
CUSTODIANS AND DEPOSITORIES

- Section 1. SECURITIES AND INVESTMENTS. The Board of Trustees of the Foundation from time to time may appoint (and remove) one or more banks, trust companies, investment counselors or brokerage firms to act for reasonable compensation as custodian, manager and/or investment advisor of the securities owned by the Foundation and to exercise in respect thereof such powers as may be conferred by the Board of Trustees.

Section 2. DEPOSITORIES AND CHECKS. The Board of Trustees shall designate the banks in which the monies of the Foundation shall be deposited from time to time. All checks for the payment of money issued in the name of the Foundation shall be signed by such officers of the Foundation as shall from time to time be designated by the Board of Trustees.

Section 3. SECURITIES OF OTHER CORPORATIONS. Any securities in any other corporation which may be held by the Foundation may be represented and voted in person or by proxy at any meeting of the stockholders of such corporation by the President of the Foundation and such other officer designated by the Board of Trustees. Notice of meetings of shareholders of any corporation, stock of which is held by the Foundation, may be waived on behalf of the Foundation by the President, Vice President, Secretary or Treasurer of the Foundation. Shares of stock belonging to the Foundation may be held for the benefit of the Foundation in the name of nominee(s) designated for such purpose by the Board of Trustees.

#### ARTICLE X AMENDMENTS

Section 1. These Bylaws or the Articles of Incorporation may be amended at any annual or special meeting of the Board of Trustees by a majority vote of all Trustees in good standing (regardless of the number present at such meeting), provided a copy of the proposed amendment has been given to the Trustees at least thirty (30) days in advance of said meeting by publication in a magazine or newsletter generally circulated to persons practicing law in Johnson County, Kansas; by publication on the Foundation's website (providing Trustees are notified of the posting); by publication through electronic transmission, e.g., e-mail (providing Trustees are capable of receiving such transmission); or such notice may be given in writing, mailed, postage pre-paid, to each Trustee in good standing.

#### ARTICLE XI RULES OF PROCEDURE

Section 1. PROCEDURE. The Roberts Rules of Order or any revision thereof shall govern proceedings at meetings of the Foundation Members, the Board of Trustees and the Executive Committee when not in conflict with these Bylaws and the Articles of Incorporation.

Restated By-Laws Approved March 3, 1994.

Restated By-Law Amendments Approved December 15, 2004.

Restated By-Laws Approved September 20, 2006.

2<sup>nd</sup> Restatement of By-Laws Approved December 20, 2006.

2<sup>nd</sup> Restatement of By-Laws Approved February 27, 2008.