

Adopted 12.01.09

BYLAWS
Territorial Kansas Heritage Alliance, Inc.
DBA Freedom's Frontier National Heritage Area

A Kansas Corporation Organized Under Articles of Incorporation
filed with the Kansas Secretary of State

ARTICLE I: AUTHORITY AND FEDERAL LEGISLATION

1.1 In 2006, Congress passed legislation establishing Freedom's Frontier National Heritage Area. (National Heritage Areas Act of 2006, Pub. L. No. 109-338, 120 Stat. 1783). That legislation designated the Territorial Kansas Heritage Alliance as the local coordinating entity. This corporation agrees to perform the duties of the local coordinating entity under the federal legislation.

ARTICLE II: OFFICES

2.1 Registered Office and Resident Agent.

The location of the registered office and the registered agent in the State of Kansas will be at the principal office of the Management Team of the corporation. The name of the registered agent shall be as such as shall be determined from time to time by the Trustees and be on file in the appropriate office of the State of Kansas pursuant to applicable provisions of law. Other offices may be established from time to time by resolution of the Trustees, but such shall be located within the State of Kansas.

ARTICLE III: CORPORATE SEAL

3.1 Corporate Seal. If adopted by the Trustees, the seal of the corporation shall have inscribed thereon the name of the corporation and the words "Corporate Seal – Kansas" and shall be in such form as may be approved by the Trustees, who shall have power to alter the same at their pleasure.

ARTICLE IV: CORPORATION MEMBERSHIP

4.1 The voting members of the Board of Trustees shall also constitute the Members of the corporation.

4.2 Unless otherwise provided herein or required by law, an affirmative vote of a majority of the Members present at a meeting at which a quorum is represented shall constitute an act, resolution, approval and/or vote of the Membership.

ARTICLE V: BOARD OF TRUSTEES

5.1 The corporation shall be governed by a Board of Trustees.

5.2 The number of Trustees with voting power shall be at least eight but shall not exceed twenty-five including the Chairperson. The Trustees may change the number of voting Trustees between the maximum and minimum number. The members of the Board of Trustees must be residents of either Kansas or Missouri. Except as stated below, the Board of Trustees shall elect new and additional Trustees and fill vacancies on the Board. At least 25% of the voting Trustees must be from each of Kansas and Missouri. At least two of the Trustees shall be elected by the Partnership Group for a term and in a manner of its choosing. In addition, the following individuals or their designees shall be nonvoting members of the Board of Trustees: the Directors of the Kansas State Historical Society and the State Historical Society of Missouri. Other non-voting members of the Board of Trustees may be elected or appointed by the Board.

5.3. Excepting Partnership Group Trustees, initial voting members of the Board first serving in 2010 shall serve terms of varying length. 25% of the members shall serve one year terms; 25% shall serve two year terms; 25% shall serve three year terms; and 25% shall serve four year terms. Thereafter, voting members of the Board shall serve four-year terms. The terms of the voting members of the Board of Trustees shall be staggered such that every year, the terms of approximately one quarter of the Voting Trustees shall expire. If reasonably necessary to help effect the staggering of terms discussed above, a Trustee may be elected to a term that is shorter than four years or as long as six years. A voting member of the Board of Trustees shall serve no more than two consecutive four-year terms; a Trustee elected to fill a term that is shorter than four years, may then serve two more consecutive four year terms after the expiration of the initial term. A voting member of the Board of Trustees can be removed or replaced by a majority of the other voting members of the Board of Trustees at a meeting at which a quorum is present.

5.4 The Board of Trustees shall serve as fiduciaries for the corporation. Trustees shall not be held personally liable for obligations of the corporation.

5.5 Unless otherwise provided herein or required by law, an affirmative vote of a majority of the voting members of the Board of Trustees present at a meeting at which a quorum is represented shall constitute an act, resolution, approval and/or vote of the Board of Trustees.

5.6 **Definition.** The Partnership Group (Partnership Group) was formed under the Freedom's Frontier National Heritage Area Management Plan (Management Plan) approved by the Board of Trustees on June 10th, 2009 and shall be advisory to the Board of Trustees.

5.7 Trustees shall serve as representatives of the entire National Heritage Area, but shall chosen with special attention to the geographic and cultural diversity of the Area.

ARTICLE VI: POWERS OF THE BOARD OF TRUSTEES

6.1 The Board of Trustees of the corporation shall have all powers necessary to the lawful conducting of business for the corporation, and to take any action that may be required to be taken by the Members of the corporation.

6.2 The powers of the Board of Trustees shall include, but not be limited to:

6.2.1 Providing policy direction and financial oversight of all funds.

6.2.2 Conserving, interpreting, funding, managing, developing, and operating Freedom's Frontier National Heritage Area.

6.2.3 Making grants to and entering into cooperative agreements with the States, political subdivisions of the States, and private organizations.

6.2.4 Raising and receiving funds from public and private sources to support the work of the corporation.

6.2.5 Working with the National Park Service and all appropriate federal officials in support of the mission of the corporation.

6.2.6 Hiring and compensating staff and taking all personnel actions deemed appropriate.

6.2.7 Entering into contracts on behalf of the corporation.

6.2.8 Investing funds received by the corporation.

6.2.9 Bringing or defending any legal actions on behalf of the corporation.

6.2.10 Owning and controlling the use of the corporation name, logo, identification symbols, and other visual or narrative designations, and take all legal actions to protect such marks, symbols, and other designations.

6.2.11 Take all actions reasonably necessary to comply with, and fulfill the requirements of the local coordinating entity designated by, the National Heritage Areas Act of 2006 relating to Freedom's Frontier National Heritage Area.

6.2.12 Notwithstanding any other provision of these Bylaws, no member 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.

ARTICLE VII: MEETINGS

7.1 Annual Meeting. An annual meeting of the Board of Trustees shall be held each year during the fourth quarter for the purpose of transacting such business as may come before the meeting and for electing officers.

7.2 Place of Meetings. The meetings of the Board of Trustees shall be held at the principal offices of the corporation, [in Lawrence, Kansas,] unless a different place is specified in the notice or waiver of notice of the meeting; provided, however, that not less than 25 percent of the Public Meetings (described below) shall be conducted in Missouri (as required by the National Heritage Areas Act of 2006, Pub. L. No. 109-338, 120 Stat. 1783).

7.3 Regular and Public Meetings. In the absence of a resolution of the Board of Trustees providing otherwise, the Board shall meet on at least quarterly. At least annually at its Annual Meeting, the Board of Trustees shall hold a Public Meeting. Not less than 25% of those Public Meetings shall be conducted in Missouri. Written notice, stating the place, day and hour of the meeting shall be delivered by mail, fax or e-mail to the last known address of each Board member and others requesting notice. Notice of the meeting shall be at least seven (7) days prior to the day of the meeting. In addition, notice of Public Meetings shall be posted on the Heritage website and sent in the form of a news release to general media within the area per the notice requirements specified in the National Heritage Areas Act of 2006, Pub. L. No. 109-338, 120 Stat. 1783.

7.4 Special Meetings. Special meetings of the Board of Trustees for any purpose or any purposes shall be called at any time at the request of the chair, a majority of officers, or a two-thirds majority of voting Trustees, and may be held within or without the State of Kansas at such time and place as the officers may determine, or as the waiver of notice thereof may specify. Notice of such meetings should be mailed, faxed or e-mailed to the last known address of each Trustee or Member and others requesting notice at least three (3) days prior to the date fixed for the meeting. Such notice shall state the place, day and hour of the meeting. Unless specifically required by law, the Articles of Incorporation, or these Bylaws, neither the business to be transacted at nor the purpose of any special meeting need be specified in the notice or waiver of notice of such meeting. A special meeting may be held by telephone or other electronic means.

7.5 Open Meetings and minutes. All meetings, including special meetings, shall be open and shall comply with the Open Meetings Act of the State of Kansas (K.S.A. 75-4317 through 75-4320a), and the minutes of the meetings shall be available to the public.

7.6 Quorum. One half of the voting members of the Board shall constitute a quorum at a meeting of the Board. If a quorum is not present at any meeting, a majority of the voting members present may adjourn the meeting without further notice, or obtain a quorum by telephone or other electronic means.

7.7 Adjournment. A majority of the voting Trustees present at any regular or special meeting may adjourn to meet again at a stated day and hour or until the time fixed for the next regular meeting. When any meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of the original meeting. Except as aforesaid, it shall not be necessary to give any notice of an adjournment, or 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.

7.8 Action without a Meeting. Nothing in these Bylaws shall be construed so as to prevent any action required or permitted to be taken at a regular or special meeting of the members of the Board of Trustees, or to be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all of the Board members entitled to vote with respect to the subject matter thereon.

7.9 Waiver of Notice. Whenever any notice is required to be given under the provision of these Bylaws, the Articles of Incorporation, or any law, a waiver thereof, if permitted by law, in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed the equivalent to the giving of such notice. Attendance of a person at a meeting shall constitute a waiver of notice of such meeting, except when such attendance is for the purpose of objecting to the transaction of any businesses because the meeting is not lawfully called or convened.

7.10 Meetings of the Membership. The annual meeting of the Trustees shall also constitute a meeting of the Membership of the corporation. If a separate special meeting of the Membership is needed or advisable, it may be called and held in the same manner as a Special meeting of the Board of Trustees. The other rules and procedures set forth in this Article shall apply to any separate meeting of the Membership, as though referring to the Membership (instead of the Board of Trustees).

ARTICLE VIII: OFFICERS

8.1 Offices. The officers of the corporation shall be the chair, vice-chair, secretary, and treasurer of the Board of Trustees of the corporation. These officers and an at large member of the Board, shall serve as the Executive Committee of the corporation. They are authorized to act on behalf of the corporation on such matters as cannot practicably be presented to a regular or special meeting of the Board of Trustees

and on all matters not otherwise exclusively reserved for action by the Board of Trustees by the Management Plan. If the Executive Committee recommends that the Board of Trustees authorize or take any action, it shall document the recommendation in writing and shall incorporate the recommendation in the minutes of any regular or special meeting. The Executive Committee is not, however, required to document any recommendation involving a subject discussed in a closed or executive meeting under K.S.A. 75-4319.

8.2 Election and Terms of Office. The officers of the Board of Trustees and the at large member shall be elected from among the voting members of the Board of Trustees. All members of the Executive Committee will serve renewable two-year terms not to exceed two consecutive terms in that office, but shall not serve beyond the expiration of a member's term as a Trustee. Each officer shall hold office until his or her successor shall have been appointed or elected or until death or resignation of the officer.

8.3 Removal. Any officer elected by the Board of Trustees may be removed by the Board of Trustees whenever, in its judgment, the best interest of the corporation would be served thereby.

8.4 Chair. The chair shall preside at all meetings of the Board of Trustees. The chair shall perform all duties incident to the office of chair and such other duties as may be prescribed by the Board of Trustees.

8.5 Vice Chair. The vice chair shall act in the chair's absence and exercise all powers of the chair during the period of the chair's absence.

8.6 Secretary. The secretary of the Board of Trustees shall keep minutes of the meetings and shall be responsible for making the minutes and all appropriate Board actions publicly available in appropriate ways. The secretary shall be the official custodian of the records of the corporation.

8.7 Treasurer. The treasurer shall be the fiscal and disbursing agent of the corporation and shall keep account of all monies, credits, and property received and disbursed for and on behalf of the corporation. The treasurer shall also oversee an annual audit of all funds.

8.8 Committees. The Executive Committee shall appoint a Nominating Committee with the duty of nominating Board Members and succeeding officers of the corporation. The Executive Committee may appoint such other committees as they deem necessary.

8.9 Compensation. Officers shall serve without compensation for their services and status as officers, but in the event of an extraordinary expense incurred by any officer, the Board of Trustees, at its discretion, may direct the corporation to reimburse such expense.

ARTICLE IX: INDEMNIFICATION

9.1 **Indemnification**. The corporation shall indemnify any person 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 corporation, by reason of the fact that such person is or was a Trustee, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a Trustee, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses, judgment, fines, and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, including attorney 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 interest of the corporation; and with respect to any criminal action or proceeding, had no reasonable cause to believe such person's conduct was unlawful.

ARTICLE X: GENERAL

10.1 **Finance**. Prior to the annual meeting, the Trustees shall formulate a budget for the corporation. The Trustees shall consider the budget recommendations of the corporation staff and shall consult the corporation staff in formulating the budget.

10.2 **Banking, Notes, and Mortgages**. The monies of the corporation shall be deposited in the name of the corporation in such banks, savings and loan associations or trust companies as the Trustees shall designate, and may be drawn out only in the name of the corporation by such person or persons as the Trustees by appropriate resolution may direct. Notes, mortgages and commercial paper, when authorized by the Trustees, shall be signed in the name of the corporation by such officer or officers or agent or agents as shall thereunto be authorized from time to time by the Trustees.

10.3 **Fiscal Year**. The corporation's fiscal year shall end on December 31, unless otherwise determined by resolution of the Board of Trustees. If the corporation's fiscal year is changed, the officers shall promptly notify the Secretary of State and all other authorities necessary to effect the change.

10.4 **Interest of Members or Officers**. Any contract or other transaction between the corporation and one or more of its members or officers, or between the corporation and any firm of which one or more of the members or officers are trustees or officers or in which they have a financial interest, shall be valid for all purposes, notwithstanding the presence of such person at the meeting of members who act upon, or in reference to, such contract or transaction, and notwithstanding his/her or their participation in such action, if the fact of such interest is disclosed or known to the other members and they nevertheless authorize, approve, and ratify such contract or transaction. This provision shall not be

construed to invalidate any contract or other transaction that would otherwise be valid under the common and statutory law applicable thereto. All conflicts of interest shall be disclosed publicly and specifically to the members of the Board of Trustees. The Board of Trustees shall adopt appropriate conflict of interest disclosure statements.

ARTICLE XI: AMENDMENT

11.1 Amendments of Bylaws. These Bylaws of the corporation may from time to time be repealed, altered, amended, or new Bylaws may be adopted by the membership of the corporation. Notice of any proposed change or repeal of the Bylaws shall be given to the members of the Board of Trustees at least seven (7) days prior to the day of the meeting.

ARTICLE XII: RULE OF ORDER

12.1 *Robert's Rules of Order (revised)* will be followed for all meetings of this corporation.

ARTICLE XIII: MANAGEMENT AND DISTRIBUTION OF CORPORATE FUNDS

13.1 Operation and Management of Funds. The Members and the all Voting Trustees 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, after satisfying all remaining legal obligations of the corporation, shall be distributed to the Kansas State Historical Society and State Historical Society of Missouri in proportion to the participation of each state in the corporation; provided, however, if such distribution is not consistent with the distribution requirements of Treasury Regulation §1.501(c)(3)-1(b)(4) another plan of distribution shall be developed that distributes the corporation's assets between proportionately between qualifying Kansas and Missouri organizations. The proportion of participation shall be determined by calculating the number of participating counties in each state and determining the percentage of the total of the participating counties in both states. Distribution of the assets shall be according to these percentages.

CERTIFICATE OF SECRETARY

I, the undersigned, do hereby certify:

- (1) That I am the duly elected and acting secretary of Territorial Kansas Heritage Alliance, Inc., a Kansas corporation; and

(2) That the foregoing Bylaws, comprising of ___ pages, constitute the Bylaws of said corporation, as duly adopted at the regular meeting of the Board of Trustees thereof duly held on the _____ day of _____, 200__.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name on this day of _____, 20__.

Secretary