

AMENDED AND RESTATED
BYLAWS OF
THE ARTS AND RECREATION FOUNDATION OF OVERLAND PARK, INC.

Adopted December 15, 2009
Amended June 15, 2010

ARTICLE ONE
NAME

This corporation is and shall be known as The Arts and Recreation Foundation of Overland Park, Inc., hereinafter referred to as the "Foundation." It shall be a nonprofit organization incorporated under the laws of the State of Kansas.

ARTICLE TWO
PURPOSE

Section 1. The Foundation is organized exclusively for charitable, scientific, cultural and education purposes.

Section 2. The purpose of the Foundation is

- a. To promote, enhance and develop the aesthetic, recreational, educational, scientific and cultural potential and value of the Parks and Recreation Department facilities, projects and programs. To innovate, advise and guide the City of Overland Park, Kansas, on effective strategies and tactics, to generate meaningful public and private financial support and personal commitment to the Parks and Recreation Department, and assist the City in the overall operation of the Parks and Recreation Department within the scope of the operating principles of the Parks and Recreation Department as determined by the Governing Body of the City of Overland Park.
- b. To enter into an agreement with the City of Overland Park wherein the City and the Foundation cooperate and coordinate effectively to foster, promote and develop all aspects of the Parks and Recreation Department to develop and exploit its full potential and value.
- c. To raise funds for the benefit of the Parks and Recreation Department, through solicitation of contributions and other fund raising activities. The Foundation shall have the right to solicit and receive donations, gifts, grants and other forms of revenue from any source, consistent with the requirements of an agreement with the City of Overland Park.
- d. To sponsor and support groups of volunteers organized into Friends organizations to provide assistance to the various Parks and Recreation facilities and programs, which include, but are not limited to, the Deanna Rose Children's Farmstead, the Overland Park Arboretum and Botanical Gardens, and artistic and cultural programs. The Friends organizations derive their nonprofit status by being part of the Foundation. Therefore, the Foundation Board of Directors shall maintain custody, authority and direction of all activities and assets of the Friends organizations.

ARTICLE THREE
OFFICES

The principal office of the Foundation shall be located at 8500 Santa Fe Drive, City of Overland Park, Kansas. The Foundation may have such other offices, either within or without the State of Kansas, as the Board of Directors may determine from time to time. The Foundation, 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 the Foundation. Upon adoption of such a resolution; a certificate certifying the change shall be executed, acknowledged and filed with the Secretary of State.

ARTICLE FOUR
MEMBERS

Section 1. Purpose and Authorization. In order to provide a means of attracting interest in and support of the Foundation and its efforts to foster, promote and develop the Parks and Recreation Department, the Foundation hereby creates Friends membership organizations within the Foundation.

Section 2. Terms and Conditions. Dues-paying members of the Friends organizations shall have no authority in the governance of the Foundation. The Chair of each Friends organization Executive Committee as defined in Article Five, Section 2, and Article Seven, Section 2, of these bylaws shall serve *ex officio*, with voice and vote, on the Foundation Board of Directors.

Section 3. Classes of Membership. To the extent the Kansas corporate statute refers to members of a Kansas nonprofit corporation, the Directors of the Foundation shall constitute the members of the Foundation.

Section 4. Annual Meeting. The annual meeting of the members shall be held at a date and time designated by the Board of Directors and shall be for the purpose of electing officers and the transaction of such other business as may come before the meeting.

ARTICLE FIVE
BOARD OF DIRECTORS

Section 1. General Powers. The Board of Directors shall manage the affairs of the Foundation including the activities of the Friends organizations hereby created by the Foundation. Directors need not be residents of Overland Park or the State of Kansas.

Section 2. Number, Tenure, and Qualifications.

- a. The maximum number of Directors shall be 21.
- b. Terms shall be for 3 years with an equal number appointed or re-appointed each year. Directors may serve for a maximum of 2 consecutive terms in addition to fulfilling an unexpired term of less than 18 months. Past Directors shall be eligible for re-appointment following an absence of 1 year. Directors shall be nominated by the Foundation Nominating Committee, with the approval of the Board of Directors, and such appointments shall be subject to confirmation by the Governing Body of the City of Overland Park, Kansas.
- c. Terms shall commence on January 1.
- d. Each Friends organization shall be represented on the Board of Directors by the Chair of each Friends Executive Committee. These Directors shall be counted in the total number of Directors as stipulated in these bylaws.
- e. The City of Overland Park shall be represented on the Board of Directors by the Director of Parks Services and the Director of Recreation Services who shall each serve as a non-voting Director. These Board Directors shall serve concurrent with their service as City Department Directors and shall not be subject to term limitation. They will not be counted in the total number of Board Directors as stipulated in these bylaws.
- f. The Board of Directors shall adopt a written job description for Directors that shall include, but not be limited to, attendance requirements and the requirement that Directors are dues-paying members of each of the Friends organizations. Failure to comply with these requirements shall be grounds for removal per ARTICLE FIVE, Section 8 of these bylaws.

Section 3. Regular Meetings. Regular meetings of the Board of Directors shall be held. Notice of such meetings shall state the place, day, and hour of the meeting and shall be delivered either personally, by mail or electronically to each Director, not less than 5 nor more than 45 days before the date of such meeting, by or at the direction of the President. All notices and meetings of the Board of Directors shall substantially comply with the letter and spirit of the Kansas Open Meetings Act.

Section 4. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any five Directors. Notice of such meetings shall state the place, day, and hour of the meeting and shall be delivered either personally, by mail or electronically to each Director, not less than 10 nor more than 45 days before the date of such meeting, by or at the direction of the President, or the Secretary, or the Directors calling the meeting. In case of a special meeting or when required by statute or by these bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice.

Section 5. Notice of Meetings. If notice is mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the Director at his or her address as it appears on the records of the Foundation, with postage thereon prepaid. Any Director may waive, in writing, the giving of any notice of meeting set forth in these bylaws. All notices and meetings of the Board of Directors shall substantially comply with the letter and spirit of the Kansas Open Meetings Act. The Director of Parks and Recreation, or his/her designee, shall be responsible for issuing the call and notice for Board of Directors meetings in compliance with the Open Meetings Act.

Section 6. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

Section 7. Board of Director's Decisions. The act of a majority of the Directors at any meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these bylaws. In the event that a Director cannot be present at a meeting of the Board in which a quorum is present, he or she may participate by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear one another. A Director's participation in a meeting pursuant to this provision shall constitute presence in person at such meeting and shall be limited to twice per year.

Section 8. Removal. Any Director may be removed by a two-thirds majority vote of the Board of Directors whenever in its judgment the best interests of the Foundation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the Director so removed.

Section 9. Vacancies. Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of Directors, shall be filled by the Board of Directors in the manner specified in Article Five, Section 2 above. A Director appointed to fill a vacancy shall serve for the unexpired term of his or her predecessor in office.

Section 10. Compensation. Directors as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors, a fixed sum and expenses of attendance, if any, may be allowed for attendance at any regular or special meeting of the Board of Directors. Directors shall not contract with the Foundation for the provision of goods or services for compensation, or otherwise economically benefit from the activities of the Foundation, nor have any employment relationship, for compensation with the Foundation.

ARTICLE SIX OFFICERS

Section 1. Officers. The officers of the Foundation shall be President, up to three Vice-Presidents, Secretary, and Treasurer.

Section 2. Election and Term of Office. The Board of Directors shall annually elect officers. Officers shall be Directors. The Foundation Nominating Committee shall present a slate of officers to the Board of Directors in October. The election shall take place in November. Terms are January 1 to December 31. The terms for all officers of the Foundation with the exception of the Treasurer shall be limited to 2 consecutive years.

Section 3. Removal. Any officer elected or appointed by the Board of Directors may be removed without notice by a two-thirds majority vote of the Board of Directors whenever in its judgment the best interests of the Foundation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

Section 4. Vacancies. 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. Powers and Duties. Officers shall have such powers and shall perform such duties as may from time to time be specified by the Board of Directors.

- a. President. The President shall be the presiding officer of the Foundation with the power and duty to exercise general supervision over the affairs and operations of the Foundation. He or she shall act as Chair of and preside at all meetings of the Board of Directors and the Foundation Executive Committee. He or she shall serve on all standing and other committees in addition to the appointed members. The President shall have such other powers and duties as may be designated by the Foundation Board of Directors. The President will supervise the Executive Director.
- b. Vice-Presidents. The Vice-Presidents shall have powers and duties as designated by the Board of Directors or the President, such as Development, Strategic Planning and Community Relations. During the second term of the President, the Vice-President of Strategic Planning shall agree to be President-Elect. The President-Elect shall prepare himself or herself to assume the office of President, attend committee meetings in the absence of the President, and assume other duties as directed by the President and Board of Directors. In the President's absence or disability, the President-Elect shall perform the duties and exercise the functions of the President.
- c. Secretary. The Secretary shall be responsible for the keeping of minutes of all meetings of the Board of Directors. He or she shall see that all notices are duly given in accordance with the provisions of these bylaws or as required by law. The Secretary shall be responsible for the custody of the records of the Foundation. The Secretary shall have such other powers and duties as may be designated by the Board of Directors or the President.
- d. Treasurer. The Treasurer shall have supervision over the finances of the Foundation. The Treasurer shall provide the Board of Directors at each of its regular meetings with a statement of the financial condition of the Foundation. He or she shall serve as Chair of the Finance Committee and shall have such other powers and duties as may be designated by the Board of Directors.

ARTICLE SEVEN COMMITTEES

Section 1. Committees of Directors. The Board of Directors may designate one or more committees, each of which shall consist of one or more Directors, which committees, to the extent provided in such resolution, shall have and exercise the authority of the Board of Directors in the management of the Foundation; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed on it or him or her by law.

- a. Foundation Executive Committee. The officers of the Board of Directors of the Foundation, and the Executive Director of the Foundation shall comprise the Foundation Executive Committee which shall meet at a designated time prior to each regular meeting of the Board of Directors for the purpose of setting the agenda for the upcoming meeting and conducting such business as has been delegated to them by the Board of Directors. The Foundation Executive Committee shall review, at least annually, the performance and effectiveness of the Executive Director and (with the absence of the Executive Director) shall recommend compensation and benefits of the Executive Director.
- b. Finance Committee. The Treasurer is the chair of the Finance Committee, which committee shall include the Treasurers of the Friends Executive Committees and two additional Directors appointed by the President. The Finance Committee is responsible for developing and reviewing fiscal procedures and policies, which shall be approved by the Board of Directors.
- c. The Board of Directors shall create additional committees as needed, such as Nominating, Investments, Bylaws, and Marketing. The President shall suggest and the Board shall approve

Directors to serve for one-year terms on committees no later than the first meeting of each fiscal year.

Section 2. Other Committees. Other committees not having and exercising the authority of the Board of Directors in the management of the Foundation may be designated by the Board of Directors. Examples of such committees are fundraising campaign committees and *ad hoc* research committees. Membership for these committees shall be drawn from Friends organizations memberships and community leaders. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the Foundation shall be served by such removal.

Section 3. Friends Executive Committees. There shall be created standing committees to provide leadership for the Friends organizations: These include but are not limited to Friends of the Farmstead Executive Committee, Friends of the Arboretum Executive Committee and Friends of Overland Park Arts Executive Committee.

- a. Each Friends Executive Committee shall adopt bylaws defining its purpose, activities and methods of operation. Such bylaws and any amendments made to the bylaws shall not be in effect until approved by the Board of Directors and must be consistent with the spirit, purpose, and intent of the Foundation bylaws as determined by the Board of Directors
- b. Each Friends Executive Committee shall have a minimum of 9 members and no more than 21 members appointed by the Board of Directors, for terms designated by the Friends Executive committee's bylaws, and shall serve at the pleasure of the Board of Directors. Included in this number shall be one Director of the Foundation who will serve *ex officio* with voice and vote.
- c. Officers for each Friends organizations shall be elected by the respective Executive Committee annually from among the members of the Friends Executive Committee according to these bylaws and the bylaws of the Friends Organizations,
 - 1) Each Friends Nominating Committee shall present a slate of officers in October to the Foundation Executive Committee.
 - 2) Elections shall take place in November.
 - 3) The Board of Directors shall confirm the election of officers for each Friends organization in December.
- d. Any member or officer of a Friends Executive Committee may be removed, without notice, by a two-thirds majority vote of the Board of Directors whenever in its judgment the best interests of the Foundation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the member or officer so removed.
- e. The Board of Directors delegates specific responsibilities and authority to the Friends Executive Committees. These include organizational functions, administration of a membership program, management of a volunteer program, communication and promotion, programs and projects, fundraising special events, grassroots fundraising, and commemorative gifts program.

Section 4. Advisory/Legacy Committee. The Advisory/Legacy Committee shall be comprised of past Board members who are no longer active on the Board, key civic leaders who have demonstrated a passion for the mission of the Foundation and others as appointed by the President. This appointment does not have term limits. The Advisory/Legacy Committee may be called on from time-to-time to offer wisdom and insight regarding current issues and situations within the Foundation, make important community connections and offer fundraising leadership as is appropriate.

ARTICLE EIGHT EXECUTIVE DIRECTOR AND STAFF

Section 1. Executive Director. The Board of Directors may appoint a chief administrator, designated as Executive Director. The Executive Director shall serve at the pleasure of the Board of Directors.

Section 2. Duties of the Executive Director. The Board of Directors may delegate to the Executive Director the responsibility and authority for carrying out the policies and purposes that have been adopted

and approved by the Board of Directors. The Executive Director shall appoint, supervise and, when necessary, discharge individuals who occupy staff positions authorized by the Board of Directors. The Executive Director shall have such powers and duties as may be designated by the Board of Directors.

Section 3. Executive Director Reporting Structure. The Executive Director reports to the President of the Board.

ARTICLE NINE CONTRACTS, CHECKS, DEPOSITS, AND GIFTS

Section 1. Contracts. The Board of Directors may authorize any officer or officers or agent or agents of the Foundation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Foundation, and such authority may be general or may be confined to specific instances.

Section 2. Checks, Drafts, or Orders. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Foundation, shall be signed by such officer or officers or agent or agents of the Foundation, and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer and countersigned by the President or a Vice-President of the Foundation.

Section 3. Deposits. All funds of the Foundation shall be deposited from time to time to the credit of the Foundation in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 4. Gifts. The Board of Directors may accept or reject on behalf of the Foundation any contribution, gift, bequest, or device for any purpose of the Foundation.

Section 5. Insurance. The Board of Directors shall obtain Officers and Directors insurance coverage, and general liability and automobile liability insurance in adequate amounts to protect the interests of the Foundation and its officers and Directors.

ARTICLE TEN BOOKS AND RECORDS

The Foundation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of all meetings of its Board of Directors, Committees, and Friends Executive Committees. Such books, records of account and minutes shall be available for public inspection upon request by any individual, his agent or attorney for any purpose at any reasonable time.

ARTICLE ELEVEN FISCAL YEAR

The Board of Directors shall set the fiscal year of the Foundation consistent with the requirements of law. The fiscal year shall be a twelve-month period for which the Foundation plans its budget, January 1 to December 31.

ARTICLE TWELVE WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of any applicable nonprofit corporation statute or under the provisions of the articles of incorporation or the bylaws of the Foundation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE THIRTEEN AMENDMENT OF BYLAWS

These bylaws may be altered, amended, or repealed, and new bylaws may be adopted by a majority of the Directors present at any regular meeting or at any special meeting, if at least 28 days written notice is given of intention to alter, amend, or repeal or to adopt new bylaws at such meeting. Notice of any amendment of the bylaws by the Board of Directors shall be given to each Director.

ARTICLE FOURTEEN
DISSOLUTION

Upon the dissolution of this corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Foundation, dispose of all of the assets of the Foundation exclusively for the purposes of the Foundation 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 §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 governing body of the Foundation shall determine. Any such assets not so disposed of shall be disposed of by the District Court of Johnson County, Kansas, 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 FIFTEEN
PARLIAMENTARY AUTHORITY

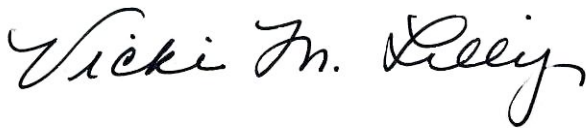
The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Foundation in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the Foundation may adopt.

CERTIFICATE OF PRESIDENT

I, the undersigned, do hereby certify:

1. That I am the duly elected President of THE ARTS AND RECREATION FOUNDATION OF OVERLAND PARK Inc., a Kansas not-for-profit corporation; and
2. That the foregoing bylaws, comprising 7 pages, constitute amended and restated bylaws of said corporation, as duly adopted at the meeting of the Board of Directors thereof duly held on June 15, 2010.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name this 15th day of June in the year of 2010.



Vicki M. Lilly

President