

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

ARTICLE ONE
OFFICES

The principal office of the corporation shall be located at 8500 Santa Fe Drive, City of Overland Park, Kansas. The corporation 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 corporation, 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 itself. Upon adoption of such a resolution; a certificate certifying the change shall be executed, acknowledged and filed with the Secretary of State, and a certified copy thereof shall be recorded in the office of the Register of Deeds for Johnson County.

ARTICLE TWO
MEMBERS

Section 1. Classes of Members. There shall initially be one class of members. The qualifications for membership shall be established in these Bylaws. Members shall be selected by a two-thirds vote of the directors.

Section 1A. All members of the Board of Directors shall be considered members of the corporation.

Section 2. Election of Members. Any person interested in becoming a member of the corporation shall submit a written and signed application, on a form approved by the Board of Directors, to the secretary of the corporation. Application for membership shall be in a manner prescribed by a resolution of the Board of Directors. Honorary memberships shall be determined under terms and conditions as specified by resolution of the Board of Directors.

Section 3. Voting Rights. Each member in good standing shall be entitled to one vote on each matter submitted by the Board of Directors to a vote of the members.

Section 4. Termination of Membership. The Board of Directors, by affirmative vote of two-thirds of all of the members of the board, may suspend or expel a member for cause after an appropriate hearing, and, by a majority vote of those present at any regularly constituted meeting, may terminate the membership of any member who becomes ineligible for membership, or suspend or expel any member who shall be in default in the payment of dues for the period fixed hereinafter.

Section 5. Resignation. Any member may resign by filing a written resignation with the secretary, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments, or other charges theretofore accrued and unpaid.

Section 6. Reinstatement. On written request signed by a former member and filed with the secretary, the Board of Directors, by the affirmative vote of two-thirds of the members of the Board of Directors, may reinstate such former member to membership on such terms as the Board of Directors may deem appropriate.

Section 7. Transfer of Membership. Membership in this corporation is not transferable or assignable.

ARTICLE THREE MEETINGS OF MEMBERS

Section 1. Annual Meeting. An annual meeting of the members shall be held at the principal office of the corporation unless another place within the State of Kansas is designated either by the Board of Directors or by the written consent of all members entitled to vote thereon, given either before or after the meeting and filed with the secretary of the corporation. The annual meeting of the members shall be held at a date and time designated by the Board of Directors. The meeting shall be for the purpose of electing directors and for the transaction of such other business as may come before the meeting. If the day fixed for the annual meeting is a legal holiday in the State of Kansas, such meeting shall be held on the next succeeding business day. If the election of directors is not held on the day designated herein for any annual meeting, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the members as soon thereafter as is convenient.

Section 2. Special Meetings. Special meetings of the members may be called at any time by the president or by any two directors. The meeting shall be held at a place designated by the Board of Directors. If no designation is made, the place of meeting shall be the principal office of the corporation in the State of Kansas, but if all of the members shall meet at any time and place, either within or without the State of Kansas and consent to the holding of a meeting, such meeting shall be valid without call or notice, and at such meeting any corporate action may be taken.

Section 3. Notice of Meetings. Notice stating the place, day, and hour of any meeting of members shall be delivered either personally, by mail or electronically to each member entitled to vote at such meeting, not less than 5 nor more than 45 days before the date of such meeting, by or at the direction of the president, or the secretary, or the officers or persons 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. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at his or her address as it appears on the records of the corporation, with postage thereon prepaid. Any member 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 4. Informal Action by Members. Any action required by law to be taken at a meeting of the members, or any action that may be taken at a meeting of members, may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all the members entitled to vote with respect to the subject matter thereof.

Section 5. Quorum. Members holding a majority of the votes that may be cast at any meeting shall constitute a quorum at such meeting. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting, recess the meeting, fix the time of another meeting or take measures to obtain a quorum, such as contacting absent members.

Section, 6. Proxies. At any meeting of members, a member entitled to vote may vote by proxy executed in writing by the member or by his or her duly authorized attorney in fact. No proxy shall be valid after 60 days from the date of its execution, unless otherwise provided in the proxy.

Section 7. Voting by Mail. Where directors or officers are to be elected by members or any class or classes of members, such election may be conducted by mail in such manner, as the Board of Directors shall determine.

ARTICLE FOUR BOARD OF DIRECTORS

Section 1. General Powers. Its Board of Directors shall manage the affairs of the corporation. Directors need not be residents of Overland Park or the State of Kansas and shall be members of the corporation.

Section 2. Number, Tenure, and Qualifications. The number of directors shall be 21. 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. Past Directors shall be eligible for re-appointment following an absence of 1 year. Directors shall be appointed by the president of the corporation, with the consent of the Board of Directors, and such appointments shall be subject to confirmation by the Governing Body of the City of Overland Park, Kansas.

Section 3. Regular Meetings. Regular meetings of the Board of Directors shall be held without any other notice than this bylaw. The Board of Directors may provide, by resolution, the time and place for holding additional meetings without other notice than such resolution.

Section 4. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the president or any two directors, and shall be held at the principal office of the corporation or at such other place as the directors may determine.

Section 5. Notice of Meetings. Notice stating the place, day, and hour of any meeting of members shall be delivered either personally, by mail or electronically to each member entitled to vote at such meeting, not less than 5 nor more than 45 days before the date of such meeting, by or at the direction of the president, or the secretary, or the officers or persons 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. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at his or her address as it appears on the records of the corporation, with postage thereon prepaid. Any member 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, present or represented by proxy 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 present or represented by proxy at any meeting shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these bylaws.

Section 8. 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 Four, Section 2 above. A director appointed to fill a vacancy shall serve for the unexpired term of his or her predecessor in office.

Section 9. 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 FIVE OFFICERS

Section 1. Officers. The officers of the corporation shall be a president, three vice- presidents, a secretary and a treasurer.

Section 2. Election and Term of Office. The officers of the corporation shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors. If the election of officers is not held at such meeting, such election shall be held as soon thereafter as is convenient. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his or her successor has been duly elected and qualified.

Section 3. Removal. Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the corporation 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. The several officers shall have such powers and shall perform such duties as may from time to time be specified in resolutions or other directives of the Board of Directors. In the absence of such specifications, each officer shall have the powers and authority and shall perform and discharge the duties of officers of the same title serving in nonprofit corporations having the same or similar general purposes and objectives as this corporation.

ARTICLE SIX COMMITTEES

Section 1. Committees of Directors. The Board of Directors, by resolution adopted by a majority of the directors in office, 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 corporation; 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 by law.

Section 2. Other Committees. Other committees not having and exercising the authority of the Board of Directors in the management of the corporation may be designated by a resolution adopted by a majority of the directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be members of the corporation, and the president of the corporation shall appoint the members thereof. 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 corporation shall be served by such removal.

Section 3. Executive Committees. There shall be created three standing executive committees: Friends of the Farmstead, Friends of the Arboretum, and The Friends of Overland Park Arts. Each executive committee shall adopt bylaws defining its purpose, activities and methods of operation. Such bylaws shall not be in effect until approved by the Board of Directors. Each committee shall have at least 9 members, appointed by the Board of Directors, for terms designated by the Board of Directors, for terms designated in the committees' bylaws, and shall serve at the pleasure of the Board of Directors. Each committee shall elect its own officers, and the chair of each committee, or such other committee member selected by the committee, shall sit as an *ex officio* voting member of the board.

ARTICLE SEVEN
CONTRACTS, CHECKS, DEPOSITS, AND GIFTS

Section 1. Contracts. The Board of Directors may authorize any officer or officers or agent or agents of the corporation, 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 corporation, 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 corporation, shall be signed by such officer or officers or agent or agents of the corporation, 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 or an assistant treasurer and countersigned by the president or a vice president of the corporation.

Section 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.

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

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 corporation and its officers and directors.

ARTICLE EIGHT
CERTIFICATES OF MEMBERSHIP

Section 1. Certificates of Membership. The Board of Directors shall provide for the issuance of certificates evidencing membership in the corporation, which certificates shall be in such form as may be determined by the Board of Directors. Such certificates shall be signed by the president or a vice-president and by the secretary-treasurer and shall be sealed with the seal of the corporation. All certificates evidencing membership of any class shall be consecutively numbered. The name and address of each member and the date of issuance of the certificate shall be entered on the records of the corporation. If any certificate is lost, mutilated, or destroyed, a new certificate may be issued therefore on such terms and conditions as the Board of Directors may determine.

Section 2. Issuance of Certificates. When a member has been elected to membership and has paid any initiation fee and dues that may then be required, a certificate of membership shall be issued in his name or her name and delivered to him by the secretary.

ARTICLE NINE
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 members, Board of Directors, committees having and exercising any of the authority of the Board of Directors, and the membership committee, and shall keep at the principal office a record giving the names and addresses of the members entitled to vote. Any member, or his or her agent or attorney may inspect all books and records of the corporation, for any proper purpose at any reasonable time.

ARTICLE TEN
FISCAL YEAR

The Board of Directors shall set the fiscal year of the corporation consistent with the requirements of law. The fiscal year shall be a twelve-month period for which the corporation plans its budget.

ARTICLE ELEVEN
DUES

Annual Dues. There shall not be any annual dues required of the members.

ARTICLE TWELVE
SEAL

The Board of Directors shall provide a corporate seal, which shall be determined by the directors.

ARTICLE THIRTEEN
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 corporation, 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 FOURTEEN
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 or vote of the members at any regular or special meeting or as the case may be. Notice of any amendment of the bylaws by the Board of Directors shall be given to each member having voting rights within 10 days after the date of such amendments by the Board of Directors.

ARTICLE FIFTEEN
DISSOLUTION

Upon the dissolution of this corporation, the Board of Directors shall, after paying or mailing provision for the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation 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 or the corresponding provision of any future United States Internal Revenue law, as the governing body of the corporation 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 SIXTEEN
PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the corporation 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 corporation 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, a Kansas not-for-profit corporation; and

2. That the foregoing bylaws, comprising 6 pages, constitute the revised and amended bylaws of said corporation, as duly adopted at the meeting of the Board of Directors thereof duly held on May 17, 2005.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name and affixed the seal of said corporation this 15th day of July, 2008.

Vicki M. Lilly

President