BY-LAWS
OF
GRAHAM COUNTY COMMUNITY FOUNDATION, INC.

ARTICLE I - GENERAL PROVISIONS

1. NAME. The name of the corporation is Graham County Community Foundation, Inc.

2. REGISTERED OFFICE. The registered office of this corporation in the state of Kansas shall be located at 101 East Cherry, Hill City, Graham County, Kansas.

3. RESIDENT AGENT. The name and address of this corporation’s resident agent in this state is R. W. Culley, 101 East Cherry, Hill City, Kansas 67642.

4. TERM. The term for which this corporation is to exist is perpetual.

5. FISCAL YEAR. The fiscal year shall end the 31st day of December each year.

6. RULES AND REGULATIONS. The Board may adopt and compile rules and regulations for the effective conduct of its business, and such rules shall have the force and effect of bylaws.

7. POLICY DECISIONS. Decisions and determinations of policy may be compiled under the supervision of the secretary for easy access and reference by the Directors.

ARTICLE II - PURPOSE

1. NON-PROFIT. This corporation is organized not for profit and shall have no authority to issue capital stock.

2. CHARITABLE PURPOSES. The incorporators establish this corporation in consideration of the desirability of securing the advancement of charitable giving in and for the Graham County Community Foundation, Inc., in consideration of the gifts of money or other property as may be given by its supporters, and in consideration of the desirability of an auxiliary association for the financial aid and assistance of charities in the Graham County Community Foundation, Inc.
The Incorporators establish this corporation to promote services to, and to enhance the quality of life of, the citizens of Graham County, Kansas, and the surrounding area. The providing of the same will promote these purposes, to operate solely and exclusively as a charitable, scientific, literary and educational organization, and to perform such other activities as are authorized by law.

To accomplish such purposes, the corporation proposes to make distributions to organizations duly authorized to carry on charitable or educational activities and exempt under Section 501(c)(3) of the Internal Revenue Code of 1986 and its Regulations as they now exist or as they may be amended, and other causes and institutions related to, affiliated with or cooperating in the achievement of its purposes.

To that end, the corporation proposes:

a. to receive and hold any property which is given, devised, bequeathed, given in trust or in any other way made over to the Foundation for the use or benefit of the purposes stated above and as may be designated by the donor, grantor or testator, subject to clause d. below;

b. to invest and reinvest, or disburse, all assets so received, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may be amended, and generally to care for, manage, administer and control all such property so received;

c. to create a permanent endowment fund for the support of the Foundation and its stated purposes;

d. to carry out the wishes of the donors, grantors and testators and to see that the property so received is applied to the uses specified by said donors, grantors and testators, as long as the specified uses are not otherwise dedicated to a non-exempt purpose as defined in section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may be amended. or, in the case of the gift, devise or bequest to this foundation is not designated, then to the uses as will benefit the corporation’s stated purposes of supporting an exempt organization;

e. to engage in any lawful act or activity for which the corporation may be organized under the Kansas General Corporation Code which is within the exempt purposes of the corporation except for the express limitations contained in
these Articles and by reference to the limitations or applicable Federal laws and regulations.

3. COMPENSATION. No part of the net earnings of this corporation shall inure to the benefit of any member, trustee or officer of the corporation, or any private individual, except that reasonable compensation may be paid for services actually rendered to or for this corporation affecting one or more of its purposes, and to make payments and distributions in furtherance of the purposes set forth in paragraph 2. "Charitable Purposes", above.

4. ASSETS UPON DISSOLUTION. Upon the dissolution of the foundation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the foundation, dispose of all of the assets of the corporation exclusively for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may be amended, or shall be distributed to the Federal government, or to a state or local government, for a public purpose. Any such assets not so disposed shall be disposed of by the District Court of Graham County, Kansas in which the principal office of the corporation is located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

5. PROHIBITED ACTIVITIES. No part of the foundation's funds shall inure to the benefit of any private person, and no part of the direct or indirect activities of the foundation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, or of participation in, or intervening in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision, the foundation shall not conduct any activities not permitted by an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1986 and its Regulations as they now exist or as they may be amended, or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 and its Regulations as they now exist or as they may be amended.

No power stated herein may be exercised by the officers, directors or incorporators if such exercise would in any way defeat the intent that the Graham County Community Foundation, Inc., would qualify as a charitable corporation under the Internal Revenue Code of 1986.

ARTICLE III - MEMBERSHIP

1. ORIGINAL BOARD OF DIRECTORS. The original incorporators shall constitute the original board of directors of the corporation until the first annual meeting of the members at which time a new board of directors shall be elected by said members.
2. MEMBERSHIP. An individual can become a member of this corporation upon donating to the corporation an amount of $100.00 per individual.

3. VOTING RIGHTS. Each member shall be entitled to one vote on each matter submitted to the voice of the members.

4. TENURE OF MEMBERSHIP. Each member shall serve until his or her membership is terminated.

5. TERMINATION OF MEMBERSHIP. Membership in the corporation may be terminated in the following ways:

   a. By death or by voluntary resignation tendered in writing to the president or secretary, or

   b. By action of two-thirds (2/3rds) of the members present at annual meeting.

6. TRANSFER OF MEMBERSHIP. Membership in this corporation is not transferable or assignable.

7. ASSESSMENTS. Future assessments, if any, other than the original initial membership donation shall be set and levied on the members by the Board of Directors.

8. ANNUAL MEETING. An annual meeting of the members of the corporation shall be held on the second Wednesday of February each year for the purpose of electing persons to fill vacancies occurring in the Board of Directors by reason of the expiring of the term of office of any director and for the transaction of such other business as may come before the meeting. If the day fixed for the annual meeting shall be a legal holiday in the State of Kansas, such meeting shall be held on the next succeeding business day. If the election of directors shall not be 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 conveniently may be called. Notice of such regular annual meetings shall be given by public notice in the designated county newspaper at least ten (10) days prior to the meeting date. The shares of stock represented at such meeting, either in person or by proxy, and entitled to vote thereat, shall constitute a quorum for the purpose of such meeting.
9. SPECIAL MEETINGS. Special meetings of the members may be called by the president, the board of directors, or one-tenth (1/10th) of the members having voting rights.

10. NOTICE. Notice of any special meeting of the members shall be given by mailing in writing to the person entitled thereto at the last known address shown on the records of the corporation at least ten (10) days prior to the meeting date.

11. PLACE OF MEETING. The annual meeting of the members or any special meetings called shall take place at the registered office unless otherwise designated elsewhere in the notice of said special meeting or annual meeting.

12. POWERS. All powers, rights, duties and obligations usually vested in the members of a not-for-profit corporation shall be vested in the directors and the successor directors in accordance with the law and these by-laws.

ARTICLE IV - MANAGEMENT

Management of the business and affairs of the corporation shall be vested in and conducted by its Board of Directors and its officers.

ARTICLE V - DIRECTORS

1. MANAGEMENT. Management of the corporation shall consist of no fewer than five individuals nor more than eleven individuals, which number may be changed from time to time by resolution of the Board of Directors and approved by the membership at the annual meeting.

2. QUALIFICATION. Directors shall be selected from Graham County property owning resident members who accept in principle the purposes of this corporation and are deemed qualified to participate in the attainment of its objectives and the management of its business. A Director shall be deemed qualified as such when an acceptance of office has been signed and filed with the Secretary.

3. SELECTION. Directors shall be elected at the annual meeting of members upon nomination by the Nominating Committee or membership.

4. TERM. Directors, other than initial directors, shall serve terms of three (3) years, or until successors are elected and qualified, except that terms of the first elected Board of Directors shall respectively expire one-third each in the years 1994, 1995 and 1996. Failure to attend three (3) consecutive regular meetings shall constitute automatic termination of the position of any Director. A Director may serve successive terms if elected, and any Director who serves four terms is qualified to serve as Director emeritus.
5. DUTIES. The Directors shall govern and manage all affairs of the corporation in accordance with law and its decisions in annual, regular and special meetings.

6. RESIGNATION. Any Director or officer of the corporation may resign upon filing written resignation with the Secretary of the corporation, and such resignation shall become effective when so filed unless some subsequent effective date is set forth in the resignation.

7. VACANCIES. Vacancies in the Board of Directors shall be filled by a majority of the remaining Directors, though less than a quorum, and any Directors so chosen to fill vacancies shall hold office until the next annual meeting of the Directors unless sooner displaced, or until their term of office is terminated by resignation, death or disability.

8. DIRECTORS EMERITUS; OTHER DIRECTOR CAPACITIES. The Board of Directors shall elect Directors Emeritus from among qualified Directors as are nominated for such position. Additional Director capacities may be established and selected from time to time as provided by resolution of the Board of Directors.

ARTICLE VI - MEETING OF DIRECTORS

1. PLACE. All meetings of the Directors shall be held at the principal place of business or at such places as may be designated by the Board of Directors.

2. MEETING TIME.

   a. ANNUAL. The annual meeting of the Directors, of this corporation shall be held immediately following the annual meeting of the membership which shall be held on the second Wednesday of the month of February each year as set by the by-laws, for the purposes of:

      (1) election of officers;
      (2) transaction of such other business as may properly be presented and come before such meeting.

   b. REGULAR. Regular meetings shall be held quarterly at such specified times as are deemed necessary by resolution of the Board of Directors.

   c. TELEPHONE. Members of the Board of Directors, or any committee thereof, may participate in a meeting of such board or committee by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other.
Participation in a meeting pursuant to this section shall constitute presence in person at such meeting.

3. NOTICE. Notice of any special meetings shall be given by mailing in writing to the person entitled thereto at the last known address shown on the records of the corporation at least ten (10) days prior to the meeting date.

a. WAIVER. Whenever notice is required to be given by these bylaws, the Articles of Incorporation, or by statute, a written waiver thereof, signed by the persons entitled to notice, whether before or after the times stated therein, shall be deemed equivalent to notice. Attendance of a person at a meeting constitutes a waiver of notice, except when the person attends a meeting for the express purpose of objecting to the beginning of the meeting or the transaction of any business because the meeting is not lawfully called or convened.

4. PRE-AGENDA. A written agenda of matters to be considered insofar as reasonable ascertainable, should be mailed in advance of any meeting, except in instances when telephone or similar communications methods are used to conduct a meeting or when a waiver of notice may apply.

5. QUORUM. A majority of the total Directors shall constitute a quorum at all meetings of the Directors for the transaction of business except as otherwise provided by law, or by these bylaws. Such number may either be personally present or represented by proxy. In the event such number is not a quorum, the Directors present in person and by proxy shall have the right to adjourn the meeting from time to time without notice other than announcement at the meeting, until the requisite number of voting members shall be present at the such adjourned meeting, and any business may be transacted at the meeting as originally noticed.

6. VOTING POWER; PROXY. Each director shall be entitled at every meeting of Directors to one vote in person or by proxy, but no proxy shall be voted except as specifically given for a scheduled meeting or any adjournment thereof for lack of a quorum.

7. VOTING PROCEDURE. All elections of directors and officers and voting upon any other questions, except as otherwise provided by law or unless otherwise provided by resolution of the Board of Directors, may be by ballot, viva voce, or by showing of hands unless a Director, at least five (5) days prior to the date of any meeting for the election of Directors, request in writing a vote by ballot, and then the election shall be by ballot.
ARTICLE VII - OFFICERS

1. DESIGNATED OFFICERS. Officers of the corporation shall be elected by the Board of Directors and shall be a President, one or more Vice Presidents and a Secretary and Treasurer. The Secretary and Treasurer may or may not be the same person and may or may not be Directors; the officers of the corporation shall be the same persons as the officers of the Board.

2. OTHER OFFICERS AND AGENTS. The corporation may have such other officers and agents as may from time to time be determined and appointed by the Board of Directors, and for such terms as the Board of Directors may determine.

3. TERM AND QUALIFICATION OF OFFICERS. The officers of the corporation shall hold their office for one year or until the next annual meeting of the Board of Directors, or until their successors are chosen and qualified, unless their respective terms of office have been terminated by resignation in writing, duly filed in the office of the Secretary of the corporation.

4. REMOVAL OF OFFICERS. Any officer elected or appointed by the Board of Directors may be removed at any time by the affirmative vote of a majority of the whole Board of Directors.

5. PRESIDENT. The President shall be the presiding officer of the corporation and the Board of Directors. The President shall be the chief operating officer of the corporation who shall be engaged to perform specific duties and responsibilities for such compensation to be evidenced by written agreement as recommended by the Steering Committee and approved by the Board of Directors. The President shall organize the activities and affairs of the corporation to accomplish its operation on sound business principles. At the direction of the Steering Committee the President shall define the responsibilities and appoint executives and employees under his supervision, including vice Presidents which may be designated under paragraph 2. of Section VII.

6. VICE PRESIDENT. A Vice President in order of responsibility if more than one, shall, in the absence or disability of the President, perform the duties and exercise the powers of the President, and shall perform such other duties as the Board of Directors may prescribe.

7. OTHER VICE PRESIDENTS AND OFFICERS. The Board of Directors shall determine by resolution the duties of other Vice Presidents and other officers of the corporation.

8. SECRETARY. The Secretary may or may not be a Director. The Secretary shall attend all sessions of the Board of Directors and record all votes and the minutes of all proceedings, including rules and regulations and policy decisions, in a book to be kept for that
purpose, and shall perform like duties for the standing committees. The Secretary shall give, or cause to be given, notice of all meetings of the Board of Directors and shall perform such other duties as may be prescribed by the Board of Directors or President.

9. TREASURER. The Treasurer may or may not be a Director. The Treasurer shall have such duties as may be prescribed by the Board of Directors and shall give bond in such sum, and with such sureties, as may be determined from time to time by the Board of Directors. Such bond, if issued other than by a corporate surety, shall be renewed every year.

ARTICLE VIII - STANDING COMMITTEES

1. STEERING COMMITTEE. The Board of Directors may appoint from their number a Steering Committee of not less than three (3) Directors which shall include the President, Vice President and Secretary of the corporation. If the Secretary of the corporation, is not a Director, he or she shall serve ex officio, without vote.

   a. AD INTERIM POWERS. During the intervals between meetings of the Board of Directors, the Steering Committee, at the direction of the Board, shall manage the business and affairs of the corporation.

   b. BUDGET. The Steering Committee shall act as a Budget Committee.

2. NOMINATING COMMITTEE. The Board of Directors shall appoint a Nominating Committee as recommended by the Steering Committee. The Nominating Committee shall recommend nominees for the Board of Directors, officers and members of standing committees except the Nominating Committee. The committee shall have not less than three (3) members.

3. OTHER COMMITTEES. The President may appoint other committees and designate specific tasks and duties under such terms as deemed necessary for the management of the business of the corporation from time to time.

4. RULES; QUORUM; EX-OFFICIO. All committees, unless otherwise provided in these bylaws or by direction of the Board of Directors from time to time, shall adopt their own rules of procedure. At all meetings of committees a majority shall constitute a quorum and the affirmative vote of a majority of a quorum shall control for the transaction of business.

   The President and Vice President, as ex-officio members of all standing committees, may attend meetings and engage in the deliberation of all committees without vote.
ARTICLE IX - CONFLICTS OF INTEREST

No contract or transaction between this corporation and one or more of its directors or officers, or between this corporation and any other corporation, partnership, association or other organization in which one or more of its directors or officers are directors or officers, or have a financial interest, shall be void or voidable solely for this reason, or solely because the director or officer is present at or participates in the meeting of the board or committee thereof which authorizes the contract or transaction, or solely because his or their votes are counted for such purpose, if either:

a. The material facts as to his relationship or interest in the contract or transaction are disclosed or are made known to the Board of Directors or the committee, and the board or the committee in good faith authorized the contract or transaction by the affirmative votes of a majority of the other Directors even though the other Directors be less than a quorum; or

b. The contract or transaction is fair as to the corporation as of the time it is authorized, approved or ratified by the Board of Directors or a committee thereof duly authorized.

All Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorized the contract or transaction.

ARTICLE X - INDEMNIFICATION; INSURANCE

1. INDEMNIFICATION. This corporation shall indemnify any trustee, officer, employee or agent of the corporation who was or is threatened to be made a party in any legal proceedings whether civil, criminal, administrative or investigative if successful on the merits or otherwise in defense, or even if unsuccessful in defense, if such person or persons, as determined by the Directors whose acts are not in question, or by the legal opinion of independent legal counsel, acted in good faith and in the reasonable belief that the actions were in or not opposed to the best interest of the corporations.

2. INSURANCE. The corporation shall maintain general liability insurance in such amount as shall be determined by the directors, so as to enable volunteers of the corporation to come within the provisions of K.S.A. 60-3601.

ARTICLE XI - AMENDMENTS

These bylaws may be altered, repealed or amended by a majority of all the members of the Board of Directors, providing however, that notice of any such amendment of the bylaws
by the Board shall be given to each Director having rights within ten (10) days prior to the
date of such amendment.

ADOPTED by the Incorporators at the first meeting of the Incorporators duly held on
the 2nd day of March, 1992.

GRAHAM COUNTY COMMUNITY
FOUNDATION, INC.

By: ____________________________
    President

ATTEST:

______________________________
    Secretary