

Bylaws of
The Kansas Library Association Educational Foundation
(Incorporated under the laws of the State of Kansas)

Article I

Offices

Section 1. The location of the Registered Office of the Kansas Library Association Educational Foundation, herein referred to as the “KLA Foundation,” is located at 1020 SW Washburn, Topeka, KS, 66604.

Section 2. The KLA Foundation may have offices and places of business at such places within the State of Kansas as shall be determined by the Board of Directors.

Article II

Board of Directors

Section 1. NUMBER OF DIRECTORS ON THE BOARD. The business, property and affairs of the KLA Foundation shall be managed and controlled by a Board of Directors consisting of an odd number of directors with at least nine (9) members and a maximum of eleven (11). Members of the Board shall serve three year terms. Each member may succeed himself or herself only once for a total of six years. The initial Board of Directors shall be elected by the Kansas Library Association Council with at least three directors elected for three (3) years; at least three for two (2) years and at least one for one (1) year, so that the terms of the Board members shall be staggered. The First and Second Vice Presidents of the Kansas Library Association will serve as ex-officio voting members of the board.

Section 2. ELECTION. The President of the KLA Foundation shall be a member of the Board of Directors. The Directors shall be elected at each annual meeting of the members. All Directors shall hold office until their respective successors are elected. A Director may be removed for cause, however, by a majority vote of the voting members and a Director may be removed without cause by a two-thirds (2/3) vote.

Section 3. QUORUM. A simple majority of the members for the Board of Directors shall constitute a quorum for the transaction of business.

Section 4. ELECTION OF DIRECTORS OF THE BOARD. The election of Directors may be by oral vote or show of hands unless written demand for election by ballot is made by two or more Directors.

Section 5. PLACE OF MEETING. The Board of Directors may hold its meetings at such place or places within or without the State of Kansas as the Board may from time to time determine or as shall be specified or fixed in the respective calls, notices, or waivers of notice of such meetings.

Section 6. ANNUAL MEETING. The annual meeting of the Board of Directors shall be held in December, beginning with the year 2000, either upon waiver of notice signed by all of the Directors or upon five (5) days notice delivered by United State Mail, e-mail, or telefax to all of the Directors at such place and at such hour as the Board of Directors may fix from time to time or as may be specified in such notice or waiver thereof.

Section 7. REGULAR MEETINGS. Regular meetings of the Board of Directors shall be held no less frequently than once every three (3) months at such time and place as the Board of Directors shall from time to time determine.

Section 8. SPECIAL MEETINGS. Special meetings of the Board of Directors may be held whenever called by the President, or by a majority of the Directors. The same notice of special meetings shall be given as is required in the case of annual meetings, except that the notice of each special meeting shall state the purpose of or purposes for which such special meetings are to be held; provided the Board of Directors may fix from time to time periodic regular meetings of the Board by a resolution adopted by a majority of the Board.

Section 9. PARLIAMENTARY PROCEDURE. All meetings of the KLA Foundation Board of Directors shall be conducted in accordance with the current edition of Robert ' s Rules of Order, which rules shall govern all meetings. The President may appoint a parliamentarian to rule on any questions of procedure under such rules.

Section 10. WAIVER OF NOTICE. The notice of any meeting of the Directors may be waived by any Director in writing either before or after such meeting, and a waiver of notice sent by United States Postal Service, telefax, or e-mail shall be deemed to be a waiver of notice in writing signed by the Director sending the notice.

Section 11. ELIMINATING THE PERSONAL LIABILITY OF THE DIRECTORS. There shall be no personal liability of a Director to the KLA Foundation or its stockholders, policy holders, or members for monetary damages for breach of fiduciary duty as a Director. Pursuant to K.S. A. 17-6002, et. seq. this provision shall not eliminate or limit the liability of a Director for (A) for any breach of Director ' s duty of loyalty to the corporation or its stockholders, policy holders, members, (B) for acts or omissions not in good faith or which involve intentional misconduct or

a knowing violation of the law, (C) under the provisions of K.S.A. 17-6424 and amendments thereto or for any transaction from which the Director derived an improper personal benefit.

Section 12. VACANCIES. Vacancies on the Board of Directors may be filled by a majority vote of the remaining directors. Each director so elected shall hold office until his successor is elected at an annual or a special meeting of the members.

A vacancy or vacancies on the Board of Directors shall be deemed to exist in case of the death, resignation, or removal of any Director, or if the authorized number of directors be increased, or if the members of the Board of Directors fail at any annual or special meeting of the members at which any Director or Directors are elected to elect the full authorized number of the Directors to be voted for at the meeting, or if any Director or Directors elected shall refuse to serve.

No reduction of the authorized number of Directors shall have the effect of removing any Director prior to the expiration of his or her term of office.

Section 13. MEETINGS BY ELECTRONIC MEANS. Members of the Board of Directors of the KLA Foundation, or any committee designated by such board, may participate in a meeting of the Board of Directors by means of conference telephone, similar communication equipment, or other electronic means, and such participation in the meeting shall constitute presence in person at the meeting.

Article III

Officers

Section 1. OFFICES. The KLA Foundation shall have a President and a Secretary, both of whom shall be elected annually by the Board of Directors at its annual meeting or at a special meeting held in lieu thereof. The Executive Director of the Kansas Library Association shall serve as Treasurer and be an ex-officio, non-voting member of the Board. They shall hold their offices until their successors are chosen and qualified unless the respective term of office has been terminated by death or resignation in writing duly filed in the office of the corporation. All officers shall be chosen from the Board of Directors. Election of officers may be by oral vote, show of hands, or via electronic means, unless written demand for a ballot is made by two or more Directors.

Section 2. BONDS. The Board of Directors may require a Treasurer, and may require any other officer, to give bond for the faithful performance of his duties, in such sum and with such securities as said Board of Directors may provide. Such bond or bonds shall be continuously maintained.

Section 3. RESIGNATIONS. Any officer may resign at any time by filing his or her resignation in writing in the office of the Secretary of the KLA Foundation. The acceptance of such resignation shall not be necessary to make it effective.

Section 4. VACANCIES. Vacancies occurring in the office of the President, Secretary, or Treasurer shall be filled for the unexpired portion of the term by the Board of Directors.

Section 5. THE PRESIDENT. The President shall be the Chief Executive officer of the KLA Foundation, and shall administer the affairs of the KLA Foundation as directed by the Board of Directors. The authority and duties of the President shall include the following responsibilities:

- a. Carrying out all policies established by the Board;
- b. Development and submission of the Board for approval a plan organization of the personnel and others concerned with the operation of the KLA Foundation;
- c. Preparation of an annual budget showing the expected receipts and expenditures, as required, by the Board.
- d. Selection, employment, control, and discharge of employees, and development and maintenance of personnel policies and practices for the KLA Foundation.
- e. Maintenance of physical properties in a good state or repair and operating condition;
- f. Supervision of business affairs to ensure funds are collected and expended to the best possible advantage;
- g. Presentation to the Board or its authorized committee, periodic reports reflecting the professional service and financial activities of the KLA Foundation and preparation and submission of such special reports as may be required by the Board of Directors;
- h. Attendance at all meetings of the Board of Directors and committees thereof;
- i. Serving as the liaison officer and channel of communication for all official communications between the Board or any of its committees, the staff, and the Kansas Library Association Council;
- j. Performance of other duties that may be necessary in the best interests of the KLA Foundation; and
- k. Any other duties as required by the Board of Directors of the KLA Foundation.

Section 6. THE SECRETARY. The Secretary shall:

- a. Record all the proceedings of the Board of Directors meetings;
- b. See that all notices are duly given in accordance with the provisions of these by- Laws or as required by law;
- c. Be custodian of the records of the KLA Foundation;
- d. In general, perform all the duties incident to the office of the Secretary, and such other duties as are provided by these by-laws and from time to time are assigned by the Board of Directors.

Section 7 . THE TREASURER. The Treasurer shall give bond in such sum and with such sureties as required by the Board of Directors and such shall be continuously maintained. The Treasurer shall:

- a. Have charge and custody of all funds and securities of the corporation and shall deposit the same in such bank or trust company designated by the Board of Directors;
- b. From time to time render a statement of the condition of the finances of the KLA Foundation at the request of the Board of Directors and shall render a complete financial report at the annual meeting of the Board;

- c. Receive and give receipt for monies due and payable to the KLA Foundation from any and all sources;
- d. Make, keep, and file all the books, reports, statements, certificates, and all other documents and records required by law; and
- e. In general, perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the Board of Directors.

Article IV

Committees

Section 1. EXECUTIVE COMMITTEE.

- a. The Executive committee shall consist of all the elected officers of the KLA Foundation;
- b. Meetings of the Executive Committee shall be held at the call of the President;
- c. The Executive Committee may exercise all powers of the Board of Directors during intervals between meetings of the Board. All proceedings of the Executive Committee shall be reported to the Board at its next succeeding meeting and shall be subject to revision or alteration;
- d. A quorum of the Executive Committee shall consist of a simple majority of the members and the affirmative vote of the majority of all members present shall be required for the approval of any action; and
- e. In the event a vacancy shall occur on the Executive Committee, the Board shall appoint from its members a successor to fill such vacancy until the next election unless the position vacated shall be an office for which case the successor to such office shall fill the vacancy in such position until the next election.

Section 2. NOMINATING COMMITTEE. Nominees for election of the Board of Directors shall be designated by a Nominating Committee. At least 3 months in advance of the Annual Meeting in each year, the President shall submit to the Board the names of a three member nominating committee consisting of board members. One of the appointed members shall be designated as Chairperson. The Nominating Committee shall designate nominees and report same to the President at least one month in advance of the date of the corporation 's annual meeting. Additional nominations may be made at the annual meeting at the time of elections of the Board of Directors.

Section 3. PERSONNEL COMMITTEE. The personnel Committee shall be charged with the duty and responsibility of supervising and making recommendations as to conditions for employment, number of employees, qualifications, and other employee personnel policies. The Personnel Committee shall report to the Board of Directors not less than once a year the recommendations pertaining to all of the personnel policies.

Section 4 . FINANCE AND BUDGET COMMITTEE. The Finance and Budget shall be charged with the responsibility of supervising the financial structure of the KLA Foundation and

preparation of the annual budget and shall make its recommendations in connection with all fiscal matters and the budget to the Board of Directors not less than once each year. The Treasurer shall chair this committee.

Section 5. OTHER COMMITTEES. The Board of Directors shall have the power to form committees of its members and other persons. Duties of committee shall be defined in a resolution of the Board.

Article V

Seal

The KLA Foundation shall not have a corporate seal.

Article VI

Accounting Period

The books and records of the KLA Foundation shall be kept on a calendar year basis ending December 31 st .

Article VII

General

Section 1. The KLA Foundation has been organized as a NOT FOR PROFIT corporation with the purpose to operate solely and exclusively as a charitable, social, benevolent, and educational organization, with the primary purpose to provide scholarships, grants, and continuing education of members of the Kansas Library Association and others.

Section 2. In no event, and under no circumstances shall any part of the funds, property, or assets owned or acquired by the KLA Foundation, whether principal, income, or accumulations, or the net earning thereof, be distributed to, or inure the benefit of:

- a. Any donor to the KLA Foundation or his/her heirs or personal representatives;
- b. Any Director or officer of the KLA Foundation;

- c. Any corporation, association, organization, society, trust, agency, or individual, unless it be organized and operated exclusively for charitable, scientific, or educational purposes, or for one or more of such purposes; no part of the net earnings of which inures to the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation;
- d. The United States, any state, any territory, or any political subdivision thereof, or the District of Columbia, unless for one or more exclusively public purpose.

Section 3. The KLA Foundation shall not engage in, and not part of the activities of the KLA Foundation shall at any time be, the carrying on of propaganda or otherwise attempting to influence legislation, or to, directly or indirectly, participate or intervene in any political campaign on behalf of, or in opposition to, any candidate for such office.

Section 4. Upon the dissolution of this corporation, the governing body shall, after paying or making provision for the payment of all of the liabilities of the KLA Foundation dispose of all of the assets of the corporation exclusively for the purposes of the KLA Foundation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, 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 law), as the governing board shall determine. Any such assets not so disposed of shall be disposed of by the District Court of the county in which the principal office of the corporation is then 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.

Section 5. INDEMNIFICATION. When a person is sued, either alone or with others, because s/he is or was a director or officer of the KLA Foundation, or of another corporation serving at the request of the KLA Foundation, if any proceeding arising out of his alleged misfeasance or nonfeasance in the performance of his duties or out of any alleged wrongful act against the corporation or by the corporation, he shall be indemnified for the reasonable expenses, including attorney ' s fees incurred in the defense of the proceeding, if both of the following conditions exist:

- a. The person sued is successful in whole or in part, or the proceeding against him is settled with the approval of the court.
- b. The court finds that his conduct fairly and equitably merits such indemnity.

The amount of such indemnity which may be assessed against the corporation, its receiver, or its Director, by the court in the same or in the separate proceeding shall be so much of the expenses, including attorney ' s fees incurred in the defense of the proceeding, as the court determines and finds to be reasonable. Application of such indemnity may be made either by the person sued or by the attorney or the other person rendering services to him in connection with the defense, and the court may order the gees and expenses to be paid directly to the attorney or the other person, although he is not party to the proceeding. Notice of the application for such indemnity shall be served upon the corporation, its receiver, or its Director, and upon the plaintiff and other parties to the proceeding. The court may order notice to be given also to the members in the manner

provided in Article II , Section 6, for giving notice of members ' meetings, in such form as the court directs.

Article VIII

Miscellaneous Provisions

Section 1. DEPOSITORIES. The Board of Directors shall designate the banks or trust companies in which the KLA Foundation ' s money or securities shall be deposited from time to time.

Section 2 . CHECKS, DRAFTS, NOTES, ETC. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the KLA Foundation shall be signed by such officer, or officers, or agents, as shall from time to time be designated by resolution of the Board of Directors.

Section 3. STOCK IN CORPORATION. Any stock in any other corporation which may from time to time be held by the KLA Foundation may be represented and voted at any meeting of the stockholders of such corporation by the President or the Secretary, or by any proxy appointed by the President or Secretary of the KLA Foundation, or by such a person as may be authorized by the Board of Directors. Notice of Meetings of stockholders of any corporation, stock of which is held by the KLA Foundation, may be waived on behalf of the KLA Foundation by the President or the Secretary of the KLA Foundation. Shares of stock belonging to the KLA Foundation may be held for the benefit of the KLA Foundation in the individual name of such nominee as may be designated for the purpose by the Board of Directors.

Section 4. WAIVER OF NOTICE. Any Director of officer may waive any notice required to be given to him under these by-laws.

Section 5. DIRECTORS COMPENSATION. No attendance fee shall ever, under any circumstances, be paid to any Director of the KLA Foundation. However, Directors may be reimbursed for necessary expenses actually incurred by them in connection with attendance at an annual, regular, or special meeting of the Board of Directors.

Section 6. CONFLICT OF INTEREST. In the event that a conflict of interest or possible conflict of interest develops between any officer or board member due to business or possible business dealings with the KLA Foundation, the Board of Directors shall review the facts and shall determine whether a conflict of interest does in fact exist. The Board members shall not vote on motion or issues which might involve a conflict of interest. The provisions hereof shall not per se prohibit any officer or Board member from doing business with the corporation.

Article IX

Amendment, Alteration, or Repeal of By-Laws

Section 1. POWER OF THE DIRECTORS. New bylaws may be adopted or these bylaws may be amended or repealed by a majority vote of the Board of Directors at any regular or special meeting thereof; provided, however, that the time and place fixed by the bylaws for the annual election of the directors shall not be changed within sixty (60) days next preceding the date on which such elections are to be held. Notice of any amendments of the bylaws by the Board of Directors shall be given to each member having voting rights within ten (10) days after the date of such amendments by the Board.

Amended December 1, 2005 by unanimous vote of KLA Educational Board