

BYLAWS OF  
KANSAS FOR CHANGE, INC

ARTICLE 1  
NAME AND LOCATION

1.1. The name of this corporation, which is a nonprofit corporation organized under the Kansas General Corporation Code, is KANSAS FOR CHANGE, INC. (hereinafter “Corporation”).

1.2. The principal office of this Corporation shall be situated in the State of Kansas at such specific location as the Board of Directors shall determine from time to time. The Corporation may also have such other offices as the Board of Directors determines from time to time.

ARTICLE 2  
PURPOSE

2.1. General Purpose. The Corporation is organized and operated for the following general purposes:

a) Exclusively for education and advocacy for 1) the legalization of medical, recreational, agricultural use of Cannabis, marijuana, hemp and hemp products; 2) protection and enhancement of civil liberties and civil rights; 3) providing a pathway for civil and political engagement of individuals, communities, and groups disenfranchised by the realities of the war on drugs; 4) any other social welfare activities within the meaning of Section 501(c)(4) of the Internal Revenue Code of 1986 (as amended) or the corresponding provision of any future United States internal revenue law, including for such purposes, the making of distributions to organizations which are recognized as exempt from tax under such Section 501(c)(4).

b) To exercise such of the rights, powers, duties and authority of a nonprofit corporation organized under the Kansas General Corporation Code which are consistent with the preceding paragraph.

c) The Corporation shall not carry on a business with the general public in a manner similar to organizations which are operated for profit. Further, the Corporation shall not operate primarily as a social club for the benefit, pleasure, or recreation of its members, although social functions for the benefit of members may be carried out if they are incidental to the organization's primary purposes. Notwithstanding any other provision of these bylaws, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

2.2. Specific Purposes. The specific purposes of the Corporation include, without limitation, the following:

a) Advocacy. To promote the legalization of medical, recreational, and agricultural use of Cannabis, marijuana, hemp and hemp products; and protection of civil rights and improvement of conditions for people who have been subject to criminal prosecution for violation of marijuana prohibition laws.

b) Education. To educate the public regarding research on medical benefits of cannabis and methods other than incarceration for dealing with drug use and abuse in our society. To enhance discussion of

issues regarding the impacts of the war on drugs, including but not limited to civil rights, equality, reintegration of ex-offenders, expungement procedures, voter registration, voter rights, and protection of whistle blowers who expose injustice within the current system. To provide a pathway for civil and political engagement of individuals, communities, and groups disenfranchised by the realities of the war on drugs.

### ARTICLE 3 MEMBERSHIP

3.1. Qualifications For Membership. The members of the Corporation shall consist of such persons as: 1) apply for membership on a form approved by the Board of Directors; 2) subscribe to the purposes and goals of the Corporation; 3) agree to abide by the Bylaws of the Corporation as amended from time to time; and 4) have paid in full the yearly membership fee as determined by the Board of Directors from time to time.

3.2. Classes of Members. The membership of the Corporation shall be divided into two classes: Regular members, and Executive members.

a) Regular Members. Regular members include all members who meet the qualifications described in section 3.1.

b) Executive Members. Executive members include all Board members and officers, who must also meet the qualifications described in section 3.1.

3.3. Voting Rights. Each member in good standing shall be entitled to cast one vote with respect to those matters submitted to the members for action or approval. There shall not be any voting of members by proxy. Votes may be taken by voice, by a show of hands or by written ballot. Voting members shall have no right to cumulate their votes.

3.4. Membership Dues. All members shall pay annual membership dues to the Corporation in such amounts and in such manner as the Board of Directors determines from time to time. Each year the Board of Directors shall specify a date, and give all members prior written notice thereof, when membership dues are due, and permit members to pay their dues at any time within ninety-one (91) days thereafter. The Corporation shall notify members of the portion of dues allocable to lobbying and political campaign activities.

3.5. Meetings of Members. The annual meeting of the voting members shall be held at 2pm on the 20th of April of each year, or such other time as the Board of Directors may fix in the notice of such meeting, at the principal place of business of the Corporation or in such other place as may be designated by the Board of Directors. Should the days herein fixed for the annual meeting fall upon a legal holiday, such meeting shall be held at the same time and place on the next day thereafter ensuing which is not a legal holiday.

At each annual meeting the directors of the Corporation shall then be elected, but if such meeting is not held or if directors are not elected thereat, they may be elected in any special meeting of the voting members held for that purpose.

Special meetings of the voting members for any purpose or purposes may be called at any time by the President, or by a majority of the directors, or upon written petition by at least sixty percent (60%) of the

voting members.

3.6. Notice of Meetings of Members. Notice of each regular and special meeting shall be given to each member entitled to vote thereat, either personally or by prepaid mail, or by facsimile transmission or other electronic means, addressed to each member at the address appearing on the books of the Corporation. Such notices shall be sent not less than ten (10) and not more than sixty (60) days before each meeting, and shall specify the place, day, and hour of the meeting and shall state the general nature of the business to be considered in such meeting. The notice of the annual meeting shall designate it as such.

3.7. Quorum. The presence in person of the lesser of 20 voting members or forty percent (40%) of the voting membership shall constitute a quorum. The members present in person at such meeting may continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum. Whether or not a quorum is present, the meeting may be adjourned by a vote of the members present.

3.8. Voting by Mail and/or Facsimile. If determined by the Board of Directors, the annual election of directors by the voting members of the Corporation shall take place by mail, electronic and/or facsimile transmission. If it is so determined, ballots shall be mailed, faxed or otherwise delivered to all voting members not more than sixty (60) days before such annual meeting of the members and, to be valid, ballots must be completed, mailed (or otherwise delivered) to the Corporation and received by a date specified in the ballot, which shall be not less than twenty (20) days before such annual meeting.

3.9. Termination of Membership. The membership of each member of the Corporation will terminate upon the member's death, resignation, expulsion, or failure to pay dues as next described. Unless otherwise determined by the Board of Directors, each member's membership will immediately terminate if his or her membership dues have not been paid within ninety-one (91) days after such member's dues were due. Members terminated as a result of expulsion may not renew their membership in the Corporation without obtaining the affirmative vote of at least two-thirds of all the directors. Members terminated as a result of non-payment of dues may reactivate their membership in the Corporation within two years after such termination by the payment of all current and past due membership dues. Members terminated as a result of resignation or for non-payment of dues in excess of two years may renew their membership only by re-application for membership in the Corporation.

3.10. Suspension and Expulsion. Any member may be suspended or expelled from membership with or without cause upon the affirmative vote of at least two-thirds of all the directors if, in the discretion of the Board as indicated by such vote, such suspension or expulsion would be in the best interests of the Corporation. Nothing in these Bylaws shall be construed as granting to any member a continued membership or expectation of membership in the Corporation.

#### ARTICLE 4 DIRECTORS

4.1. Powers. Subject to any limitations of the Articles of Incorporation, the Kansas General Corporation Code or these Bylaws, all corporate powers shall be exercised by, or under the authority of, and the business and affairs of the Corporation shall be controlled by the Board of Directors. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the directors shall have the following powers:

- a) To appoint and remove all officers of the Corporation subject to such limitations as may appear in the Bylaws, and to prescribe such powers and duties for officers as may not be inconsistent with law, with the Articles of Incorporation, or the Bylaws.
- b) To conduct, manage and control the affairs of the Corporation, and to make such rules and regulations therefor, not inconsistent with law, or with the Articles of Incorporation, or the Bylaws, as they may deem best.
- c) To designate any place for the holding of any membership meeting or Board of Directors meeting, to change the principal office of the Corporation for the transaction of its business from one location to another; to adopt make and use a corporate seal and to alter the form of such seal from time to time, as, in their judgment, they may deem best, provided such seal shall at all times comply with the provisions of law.
- d) To borrow money and incur indebtedness for the purpose of the Corporation and to cause to be executed and delivered therefor, in the Corporation's name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations or other evidences of debt, and securities thereof.
- e) To manage in such manner as they may deem best, all funds and property, real and personal, received and acquired by the Corporation, and to distribute, loan or dispense the same or the income and profits therefrom.
- f) To create such trusts, foundations, and subsidiaries, as the Board of Directors shall deem necessary and to appoint the trustees, directors, or other governing officials of such legal entities.

4.2. Number of Directors. The number of directors constituting the entire Board shall be a minimum of 5 and a maximum of 7, as fixed by resolution of the Board. Subject to the foregoing, the number of directors may be determined from time to time by action of the Board of Directors, provided that any action by the Board of Directors to effect such increase above the maximum or decrease below the minimum shall require the vote of at least two-thirds of all directors then in office. No decrease in the number of directors shall shorten the term of any director then in office.

4.3. Qualifications for Office. Every director must be a member in good standing of this Corporation. Each director must be a U.S. citizen. No person who is holding public office is eligible to be a director. Each director shall serve without compensation except for reasonable expenses incurred for the Corporation. Directors appointed by the holder of any office or an officer or board of any other organization are to act in their own right and not as a representative of any interest or group. Each director shall be at least 18 years of age.

4.4. Election of Directors. Four of the seven Directors (or three of the five if only five Directors are chosen) shall be elected by the voting members of the Corporation. The Executive Members shall include the Board of Directors and such officers of the Corporation as are appointed by the Board.

The term of each director, upon being elected to office, shall begin at the beginning of the next month after the election.

4.5. Term of Office. The regular term of office for each director shall be 2 years, unless sooner terminated by death, incapacity, resignation or removal. Directors may be elected or appointed to no more than two (2) successive terms. A director who has served all or part of two (2) successive terms shall be ineligible for reelection for one (1) year. All directors shall hold office until the expiration of the term for which each was elected, until a successor has been duly elected and qualified, or until the director's prior resignation or removal as hereinafter provided.

4.6. Staggering of Terms. The terms of the directors shall be staggered. In order to stagger the terms of directors, as close as possible to one-half of the directors shall be selected each year. In order to stagger the terms of the initial directors, upon the effective date of these Bylaws or upon the installation of the initial directors, whichever occurs later, the directors shall draw lots to determine which individuals shall serve for an initial term of one, or two, years.

4.7. Nomination of Directors. Prior to the annual meeting of voting members, the Board of Directors shall select a committee to present a list to the Board of Directors containing the names of eligible nominees as directors for the ensuing year. Said list shall contain the names of at least one eligible nominee to each vacancy. In case the Board of Directors fails, for any reason, to elect such a committee within the time specified, then it shall be the duty of the President to appoint such a committee. Nominations made by the committee for directors must be delivered to the Secretary at least sixty (60) days before the annual meeting of the voting members. The Secretary shall attach a list of nominees to the notification of the annual meeting of the voting members. Nominations for directors may also be received from the floor during any meeting of the voting members at which directors are to be elected.

4.8. Removal, Resignation. Any director may resign from office at any time by giving written notice thereof to an officer of the Corporation. Any director may be removed with or without cause by a two-thirds vote of all of the other directors then in office. Cause for removal exists (without limiting other causes for removal) whenever a director:

- a) fails to attend three (3) consecutive regular meetings of the Board of Directors, notwithstanding that he or she otherwise qualifies for office;
- b) has committed a material breach of his or her fiduciary duty;
- c) ceases to be a member in good standing of the Corporation while in office as a director.

4.9. Existence of Vacancies. A vacancy in the Board of Directors exists in case of the happening of any of the following events:

- a) The death, incapacity, resignation, or removal of any director.
- b) The authorized number of directors is increased.
- c) At any meeting of the voting members at which a director is to be elected, but the voting members fail to elect the full authorized number of directors to be voted for at that meeting.

4.10. Filling of Vacancies. Any vacancy occurring on the Board of Directors may be filled by a vote of the majority of the remaining directors. A director so chosen shall serve for the balance of the unexpired

term of the vacant office. If the Board of Directors accepts the resignation of a director, tendered to take effect at a future time, the Board may elect a successor to take office when the resignation becomes effective for the balance of the unexpired term of the resigning director. However, the Board has the power to fill or leave unfilled, until the next election, all vacancies occurring on the Board, including those created by an authorized increase in the number of directors. In the event that the Board decides not to fill a vacancy for a director whose office is subject to election by the voting membership, the President may call a special meeting of the voting members to elect such director. In the event that less than a quorum of the Board remains to fill vacancies, then in that event, a vote of one hundred percent of the remaining directors shall be required to fill any vacancy.

4.11. Place and Number of Meetings. Meetings of the Board of Directors shall be held at any place which has been designated from time to time by resolution of the Board or by written consent of all directors. In the absence of such designation, meetings shall be held at the principal office of the Corporation. The Board shall hold at least three (3) meetings each calendar year.

4.12. Annual and Special Meetings. During April of each year, the Board of Directors shall hold an annual meeting for the purpose of filling vacancies on the Board and the election of officers. Other business may be transacted at the annual meeting if proper notice thereof is given. Special meetings of the Board of Directors for any purpose(s) may be called at any time by the President, or, if the President is absent, or unable or refuses to act, by one-third of the directors then in office.

4.13. Notice of Meetings. A regular meeting of the directors may be held without prior notice. Notice of the time and place of special meetings of the Board shall be given personally to the directors or sent by mail or other form of communication, charges prepaid, addressed to the director at their address as shown upon the records of the Corporation at least three (3) days in advance of such meeting. Such notice shall state the general nature of the business to be considered at the special meeting.

4.14. Quorum and Voting. A majority of the elected and qualified directors shall be necessary to constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the directors present at a meeting duly held, at which a quorum was present, shall be regarded as the act of the Board of Directors, unless a greater number is required by law or by the Articles of Incorporation or by these Bylaws. Each director present shall be entitled to one (1) vote. Voting by proxy shall not be permitted.

A director may participate in any meeting of the directors 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 paragraph constitutes presence in person at the meeting.

The transactions of any meetings of the Board of Directors, however called and noticed, or wherever held, shall be as valid as though they had a meeting duly held after regular call and notice, if a quorum be present and if, either before or after the meeting, each of the directors not present signs a written waiver of notice or a consent to holding such meeting or an approval of the minutes thereof. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

4.15. Presumption of Assent. A director who is present at any meeting of the directors, or a committee thereof of which the director is a member, at which action on a corporate matter is taken, is presumed to have assented to such action unless a dissent is entered in the minutes of the meeting or unless the director files a written dissent to the action with the person acting as the secretary of the meeting before or

promptly after the adjournment thereof. A director who is absent from a meeting of the Board, or a committee thereof of which the director is a member, at which any such action is taken is presumed to have concurred in the action unless the director files a dissent with the Secretary of the Corporation within a reasonable time after obtaining knowledge of the action.

4.16. Action By Unanimous Written Consent. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting and with the same force and effect as if taken by a unanimous vote of directors, if authorized by writing signed individually or collectively by all directors. Such consent shall be filed with the regular minutes of the Board.

4.17. Notice of Adjournment. Notice of the time and place of holding an adjourned meeting need not be given to absent directors if the time and place be fixed at the meeting adjourned.

4.18. Ex Officio Board Advisors. All current officers of the Corporation and the immediate past President of the Corporation, to the extent such persons are not elected directors, shall be *ex officio* advisors to the Board of Directors. *Ex officio* advisors are entitled to attend and participate in meetings of the Board of Directors, but not to vote in their *ex officio* capacity. However, the immediate past president may vote solely in the event of a tie vote among directors present at a duly convened meeting of the Board, to break the tie. Current officers shall be *ex officio* advisors so long as they are officers of the Corporation. The immediate past president shall be an *ex officio* advisor for a term of one (1) year.

4.19. Committees. Committees of the Board of Directors shall be standing or special. The Board of Directors or the President may refer to the proper committee any matter affecting the Corporation or any operations needing study, recommendation, or action. The Board may establish such standing or special committees as it deems appropriate with such duties and responsibilities as it shall designate, except that no committee has the power to do any of the things a committee is prohibited from doing under the Kansas General Corporation Code. The Board shall appoint the members of such committees. Persons other than directors may be appointed to such committees, but the Chair of each committee must be a director of the Corporation.

## ARTICLE 5 OFFICERS

5.1. Responsibility. All officers are subordinate and responsible to the Board of Directors.

5.2. Number and Selection. The Board of Directors shall appoint a President, a Secretary and a Treasurer, and may appoint one or more Vice-Presidents, Assistant Secretaries, Assistant Treasurers, and such other officers as they may determine. Any two or more offices may be held by the same person except the offices of President, Secretary and Treasurer. The President and the Vice President, if any, must also be a director of the Corporation. Each officer shall hold office until a successor is elected and qualified, or until the officer's resignation, death or removal. Vacancies in offices shall be filled by election by the Board of Directors at any time to serve unexpired terms.

5.3. Resignation and Removal. The resignation of any officer shall be tendered in writing to any other officer and shall be effective as of the date stated in the resignation. Any officer may be removed during their term by majority vote of the Board of Directors whenever, in their judgment, removal would serve the best interests of the Corporation. Such removal shall terminate all authority of the officer, except

that any rights to compensation and other perquisites shall depend on the terms of the officer's employment and the circumstances of removal.

5.4. President. The President shall be the chief executive and operating officer of the Corporation, and subject to the direction and under the supervision of the Board of Directors, shall have general charge of the business affairs and property of the Corporation. The President shall preside at all meetings of the Board of Directors. The President shall have such other duties and responsibilities and may exercise such other powers as are usually incident to the office or as from time to time may be assigned by these Bylaws or the Board of Directors.

5.5. Vice President. At the request of the President, or in the President's absence or disability, the Vice President shall perform all the duties of the President. When so acting, the Vice President shall have all of the powers of, and be subject to all the restrictions upon the President. The Vice President shall have such other duties and responsibilities and may exercise such other powers as from time to time may be assigned by the President or the Board of Directors or as may be provided in these Bylaws.

5.6. Secretary. The Secretary shall cause to be kept at the principal office of the Corporation, the Secretary's principal place of business, or such other place as the Board of Directors may order, the official seal of the Corporation (if any), the membership book and a book of minutes of all meetings of directors and members. The Secretary shall keep a membership book containing names and addresses of each member, and the date upon which the membership ceased. The Secretary shall give the notices of the special meetings of the voting members as provided in these Bylaws. The Secretary shall also maintain and protect a file of all official and legal documents of the Corporation. The Secretary shall perform such other and further duties as may be required by law or as may be prescribed or required from time to time by the Board of Directors or the Bylaws.

5.7. Treasurer. The Treasurer shall have custody of all Corporation funds; keep full and accurate accounts of all receipts and disbursements of the Corporation, an inventory of assets, and a record of the liabilities of the Corporation; deposit all money and other securities in such depositories as may be designated by the Board of Directors; disburse the funds of the Corporation as ordered by the President or the Board of Directors taking proper vouchers for disbursements; and prepare all statements and reports required by law, by the President or by the Board of Directors. The Treasurer shall have such other duties and responsibilities and may exercise such other powers as are usually incident to the office or as from time to time may be assigned by these Bylaws, the Board of Directors, or the President. The Board of Directors or the President may delegate all or part of the authority and duties of the Treasurer to subordinate officers.

5.8. Salaries. The salaries of the officers, if any, of the Corporation shall be fixed from time to time by the Board of Directors. The Board of Directors may delegate to any officer the authority to fix the salary or other compensation of subordinate officers. No officer or subordinate officer shall be prevented from receiving such salary by reason of the fact that such officer is also a director of the Corporation. The Board of Directors may make provision for continuance, for a reasonable period, of a reasonable portion of the salary of any officer who may become disabled during their term of office.

5.9. Annual Transition. To maintain Corporation continuity, officers whose terms of office have expired shall assure the orderly transition of authority to their successors before being relieved of their responsibilities. Similarly, officers whose terms of office have expired shall take all appropriate steps to substitute their successors on all of the Corporation's financial accounts and signature cards.



ARTICLE 6  
PROHIBITED ACTIVITIES

6.1. Actions Jeopardizing Tax Status. This Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income taxes under §501(c)(4) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States internal revenue law.

6.2. Lobbying and Political Activities. The Corporation may devote a substantial part of its activities for lobbying purposes (including the publishing or distribution of statements) or otherwise attempting to influence legislation. However, the Corporation may participate or intervene in (including the publishing or distribution of statements) any political or judicial campaign on behalf of any candidate for public office only to an insubstantial degree.

6.3. Private Inurement. No part of the net income or net assets of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers, members or other private persons. However, the Corporation is authorized to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of its tax exempt purposes.

6.4. Non-Discrimination. In the conduct of all aspects of its activities, the Corporation shall not discriminate on the grounds of race, color, national origin or gender, sexual orientation or religious affiliation.

6.5. Conflicts of Interest. A conflict of interest occurs when a person under a duty to promote the interests of the Corporation (a "fiduciary") is in a position to promote a competing interest instead. Fiduciaries include all Corporation employees, directors or officers, and members of any Corporation committee. Undisclosed or unresolved conflicts of interest are a breach of the duty to act in the best interests of the Corporation and work to the detriment of the Corporation.

6.6. Typical Conflict Situations. Conflicts of interest are likely to arise whenever: a) a fiduciary has a personal interest in a vendor of goods or services to the Corporation; or b) Corporation employees are loaned to other organizations, or the employees of another organization are loaned to this Corporation.

6.7. Discharging Conflicts of Interest. All conflicts of interest must be disclosed to the Board of Directors. After disclosure is made, the individual with a conflicting interest must not participate in judging the merits of that interest. That is, such individual must abstain from voting on, or recommending a course of action with respect to, the situation giving rise to the conflict. When these are done, the conflict of interest has been properly discharged.

6.8. Preventing Conflict Situations. The Corporation, through the Board of Directors, shall encourage all fiduciaries to prevent conflicts of interest where possible.

- a) Fiduciaries should refuse to enter into self-dealing relationships with the Corporation as a vendor.
- b) Fiduciaries should not accept anything but gifts of insubstantial value from vendors.
- c) The lending of employees to, or acceptance of loaned employees from, other organizations should

be avoided. If done, however, a clearly drafted contract defining wages, responsibilities, indemnification and conditions of employment is required.

6.9. Litigation. The Corporation shall not be a voluntary party in any litigation without the prior written approval of the Board of Directors.

## ARTICLE 7 OTHER FINANCIAL MATTERS

7.1. Property of the Corporation. The title to all property of the Corporation, both real and personal, shall be vested in the Corporation.

7.2. Disposition Upon Dissolution. Upon the dissolution or winding up of the Corporation, or in the event it shall cease to engage in carrying out the purposes and goals set forth in these Bylaws, all of the business, properties, assets and income of the Corporation remaining after payment, or provision for payment, of all debts and liabilities of this Corporation, shall be distributed to a nonprofit fund, association, or corporation which is organized and operated exclusively for tax exempt purposes which are reasonably related to the purposes and goals of this Corporation, as may be determined by the Board of Directors of this Corporation in its sole discretion, and which has established its tax exempt status under §501(c)(4) of the Internal Revenue Code of 1986, as amended.

7.3. Contracts. The Board of Directors may authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation. Such authority may be general or confined to a specific instance. Unless so authorized by the Board of Directors, no officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement, or to pledge its credit, or render it monetarily liable for any purpose or to any amount. When the execution of any contract or other instrument has been authorized by the Board of Directors without specification of the executing officer, the President, either alone or with the Secretary or any Assistant Secretary, may execute the same in the name of, and on behalf of, the Corporation, and any such officer may affix the corporate seal (if any) of the Corporation thereto.

7.4. Voting Stock Owned by the Corporation. The Board of Directors may by resolution provide for the designation of the person who shall have full power and authority on behalf of the Corporation to vote either in person or by proxy at any meeting of the security holders of any corporation or other entity in which this Corporation may hold voting stock or other securities, and may further provide that at any such meeting such person may possess and exercise all of the rights and powers incident to the ownership of such voting securities which, as the owner thereof, this Corporation might have possessed and exercised if present. The Board of Directors may revoke any such powers as granted at its pleasure.

7.5. Financial Accounts. The Corporation may establish one or more checking accounts, savings accounts or investment accounts with appropriate financial entities or institutions as determined in the discretion of the Board of Directors to hold, manage or disburse any funds for Corporation purposes. All checks, drafts or other orders for the payment of money, and all notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer(s) or agent(s) of the Corporation, and in such manner, as is determined by the Board of Directors from time to time.

7.6. Appointment and Employment of Advisors. The Board may from time to time appoint, as

advisors, persons whose advice, assistance and support may be deemed helpful in determining policies and formulating programs for carrying out the Corporation's purposes. The Board is authorized to employ such persons, including an executive officer, attorneys, accountants, agents and assistants as in its opinion are needed for the administration of the Corporation and to pay reasonable compensation for services and expenses thereof.

7.7. Financial Statements and Reports. An independent auditor appointed or approved by the Board shall at such time as the Board determines prepare for the Corporation as a whole a consolidated financial statement, including a statement of combined capital assets and liabilities, a statement of revenues, expenses and distributions, a list of projects and/or organizations to or for which funds were used or distributed, and such other additional reports or information as may be ordered from time to time by the Board. The auditor shall also prepare such financial data as may be necessary for returns or reports required by state or federal government to be filed by the Corporation. The auditor's charges and expenses shall be proper expenses of administration.

7.8. Limitations on Debt. No debt shall be incurred by the Corporation beyond the accounts payable incurred by it as a result of its ordinary operating expenses, and no evidence of indebtedness shall be issued in the name of the Corporation unless authorized by the Board of Directors. Specifically, without limitation, no loan shall be made to any officer or director of the Corporation. Any director or officer who assents to or participates in the making of any such loan shall be liable, in addition to the borrower, for the full amount of the loan until it is fully repaid.

7.9. Liability of Directors and Officers. No director or officer of the Corporation shall be personally liable to its creditors or for any indebtedness or liability and any and all creditors shall look only to the Corporation's assets for payment. Further, neither any officer, the Board nor any of its individual members shall be liable for acts, neglects or defaults of an employee, agent or representative selected with reasonable care, nor for anything the same may do or refrain from doing in good faith, including the following if done in good faith: errors in judgment, acts done or committed on advice of counsel, or any mistakes of fact or law.

7.10. Liability of Members. No member of the Corporation shall be personally liable to its creditors or for any indebtedness or liability and any and all creditors shall look only to the Corporation's assets for payment.

7.11. Property Interests Upon Termination of Membership. Members have no interest in the property, assets or privileges of the Corporation. Cessation of membership shall operate as a release and assignment to the Corporation of all right, title and interest of any member, but shall not affect any indebtedness of the Corporation to such member.

7.12. Fiscal Year. The fiscal year of the Corporation shall be from each January 1 to each December 31.

## ARTICLE 8 INDEMNIFICATION

8.1. Right to Indemnification. Each person who was or is a party to or is threatened to be made a party to or is involved in any action, suit, or proceeding, whether civil, criminal, administrative, or investigative, formal or informal (hereinafter referred to as a "proceeding"), by reason of the fact that he or she, or a person

of whom he or she is the legal representative, is or was a director or officer of the Corporation or, while serving as a director or officer of the Corporation, is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, whether for profit or not, including service with respect to employee benefit plans, whether the basis of the proceeding is alleged action in an official capacity as a director, officer, employee, or agent or in any other capacity while serving as a director or officer, shall be indemnified and held harmless by the Corporation to the fullest extent authorized by state law, as it exists or may be amended (but, in the case of any such amendment, only to the extent that the amendment permits the corporation to provide broader indemnification rights than state law permitted the Corporation to provide before the amendment), against all expenses, liability, and loss (including attorney fees, judgments, fines, ERISA excise taxes, or penalties and amounts to be paid in settlement) reasonably incurred by the person in connection therewith, and the indemnification shall continue for a person who has ceased to be a director or officer and shall inure to the benefit of his or her heirs, executors, and administrators; provided, however, that except as provided in the next section with respect to proceedings seeking to enforce rights to indemnification, the Corporation shall indemnify any such person seeking indemnification in connection with a proceeding, or part thereof, initiated by the person only if the proceeding, or part thereof, was authorized by the board of directors of the Corporation. To the extent authorized by state law, the Corporation may, but shall not be required to, pay expenses incurred in defending a proceeding in advance of its final disposition. The right to indemnification conferred in this article shall be a contract right.

8.2. Non-Exclusivity of Rights. The right to indemnification conferred in this article shall not be exclusive of any other right that any person may have or acquire under any statute, provision of the articles of incorporation, bylaw, agreement, vote of stockholders or disinterested directors, or otherwise.

8.3. Indemnification of Employees and Agents of the Corporation. The corporation may, to the extent authorized from time to time by the board of directors, grant rights to indemnification and to payment by the Corporation, for expenses incurred in defending any proceeding before its final disposition, to any employee or agent of the Corporation to the fullest extent of the provisions of this article with respect to the indemnification and advancement of expenses of directors and officers of the Corporation.

8.4. Insurance. The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against any liability asserted against the person and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the Corporation would have power to indemnify the person against the liability under these bylaws or the laws of the state of Kansas.

8.5. Changes in Kansas Law. If there is any change of the Kansas statutory provisions applicable to the Corporation relating to the subject matter of this Article, then the indemnification to which any person shall be entitled under this Article shall be determined by the changed provisions, but only to the extent that the change permits the Corporation to provide broader indemnification rights than the provisions permitted the Corporation to provide before the change. Subject to the next Section, the Board of Directors is authorized to amend these bylaws to conform to any such changed statutory provisions.

8.6. Amendment or Repeal of Article. No amendment or repeal of this Article shall apply to or have any effect on any director, officer, employee, or agent of the Corporation for or with respect to any acts or omissions of the director, officer, employee, or agent occurring before the amendment or repeal.

8.7. Impact of Tax Exempt Status. The rights to indemnification set forth in this Article are expressly conditioned upon such rights not violating the Corporation's status as a tax exempt organization described in §501(c) of the Internal Revenue Code of 1986, as amended.

ARTICLE 9  
AMENDMENTS TO BYLAWS

9.1. Adoption. Except as otherwise provided herein with respect to greater voting requirements, if any, these Bylaws may be adopted, amended, restated or repealed by a majority of the Board of Directors.

9.2. Inspection of Bylaws. The original or copy of these Bylaws, as amended or otherwise altered to date, certified by the Secretary, shall at all times be kept in the principal office of the Corporation for the transaction of business, and shall be open to inspection by the members, officers and directors at all reasonable times during office hours.

I, Sharon L. Gordon, hereby certify that I am the duly elected Secretary of Kansas For Change, Inc.; that attached hereto are the Bylaws of the within named corporation, and that such have been duly enacted and are in full force and effect as of the date hereof.

Dated: January 15, 2013

  
Secretary