

GREATER MANHATTAN COMMUNITY FOUNDATION

BY-LAWS

ARTICLE I. OFFICES.

The principal office of the corporation shall be located in Riley County, Kansas. The corporation may have such other offices within the State of Kansas as the Executive Board may designate or as the operations of the corporation may require from time to time.

ARTICLE II. TRUSTEES.

Section 2.1 Members. The Trustees of this corporation shall constitute the membership of this corporation.

Section 2.2 Admissions and Qualification of Trustees. The trustees of the corporation shall consist of those persons who have been elected by the majority vote of the trustees. Each trustee of the corporation shall have one vote. The number of trustees shall be not fewer than five (5) and not more than one hundred fifty (150).

Section 2.3 Annual Meeting. The annual meeting of the trustees shall be held prior to June 1st following the close of each fiscal year for the purpose of electing trustees and Executive Board members, and for the transaction of such other business as may come before the meeting. If the election of trustees shall not be held on the day designated for the annual meeting of the trustees, or at any adjournment thereof, the Executive Board shall select another convenient date to hold the Annual Meeting.

Section 2.4 Special Meetings. Special meetings of the trustees, for any purpose or purposes, unless otherwise prescribed by statute, may be called by the chairman, or by the Executive Board, and shall be called by the chairman at the request of a majority of all of the current trustees of the corporation entitled to vote at the meeting.

Section 2.5 Place of Meeting. The Executive Board may designate from time to time any place within or without the State of Kansas as the place of meeting for any annual meeting or for any special meeting called by the Executive Board. If no designation is made, or if a special meeting be otherwise called, the place of meeting shall be the principal office of the corporation in the State of Kansas.

Section 2.6 Notice of Meeting. Written notice stating the place, day and hour of the meeting, and in case of a special meeting the purpose or purposes for which the meeting is called, unless otherwise prescribed by statute, shall be delivered not fewer than ten (10) nor more than fifty (50) days before the date of the meeting, personally, by email or by mail, by or at the direction of the chairman, or the secretary, or the persons calling the meeting, to each trustee entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the trustee at the trustee's address as it appears on the records of the corporation, with postage thereon prepaid.

Section 2.7 Quorum. The number of trustees present at the annual meeting shall constitute a quorum. A majority of the whole number of current trustees of the corporation shall constitute a quorum at any other meeting of trustees. If at any time during a meeting the quorum is not maintained, the remaining trustees may continue business until the meeting is adjourned.

Section 2.8 Term of Office. Trustees shall be elected to annual terms, which shall begin and end with the annual meeting. Trustees shall be eligible for reelection each year, if nominated, with no limit on the number of terms they may serve.

Section 2.9 Duties of the Trustees. The duties of the Trustees shall include the election of Trustees, election of Trustees to the Executive Board of Trustees, and supporting and promoting the mission of the Foundation.

ARTICLE III. EXECUTIVE BOARD OF THE TRUSTEES.

Section 3.1 General. The property and affairs of the corporation shall be managed by its governing body which shall be known as the Executive Board of the Trustees also referred to as the Executive Board. The Executive Board shall have and is vested with all and unlimited powers and authority, except as may be expressly limited by law, the Articles of Incorporation, or by these By-Laws, to supervise, control, direct and manage the property, affairs and activities of the corporation, to determine the policies of the corporation, to do or cause to be done any and all lawful things for and on behalf of the corporation, to exercise or cause to be exercised any or all of its powers, privileges or franchises, and to seek the effectuation of its objects and purposes; provided, however, that the Executive Board shall not authorize or commit the corporation to engage in any activity not permitted to be transacted by the Articles of Incorporation or by a not for profit corporation organized under the laws of the State of Kansas. None of the powers of the corporation shall be exercised to carry on activities, otherwise than as an insubstantial part of its activities, which are not in themselves in furtherance of the purposes of the corporation, and all income and property of the corporation shall be applied exclusively for such charitable, educational, and scientific purposes as the Executive Board may deem to be in the public interest in any manner or by any method which the Executive Board may from time to time deem advisable. No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation. The corporation shall not participate in or intervene (including the publication or distribution of statements) in any political campaign on behalf of any candidate for public office. No part of the net earnings or other assets of the corporation shall inure to the benefit of any trustee, officer, or other private person having, directly or indirectly, a personal and private interest in the activities of the corporation.

Section 3.2 Powers of the Executive Board of Trustees. The Executive Board is specifically granted the following powers: (1) to modify any restriction or condition on the distribution of funds for any specified charitable purposes or to any specified organization if, in the sole judgment of the Executive Board and without the necessity of the approval of any trustee, guardian or agent, such restriction or condition becomes, in effect, unnecessary, incapable of fulfillment, or inconsistent with the charitable needs of the community or area served by this corporation; (2) to replace any participating trustee, guardian or agent for any reason or cause as may be deemed sufficient in the sole discretion of the Executive Board; and (3) to replace any participating trustee, custodian or agent for failure to produce a reasonable return of net income on capital, investments, or property committed to the charge of such trustee, guardian or agent over a reasonable period of time. The reasonableness of the return produced and determination of the length of time over which such return is to be measured shall be determined within the sole discretion of the Executive Board. All funds or other property conveyed to this corporation shall be conveyed subject to the provisions of the Articles of Incorporation and By-Laws including specifically the provisions set forth above.

Section 3.3 Number, Tenure, and Qualifications. The number of trustees on the Executive Board of this corporation shall be not fewer than five (5) and not more than fifteen (15), as determined by the trustees at each annual meeting of the trustees.

Section 3.4 Term. Each trustee elected to the Executive Board by the trustees at the annual meeting of trustees shall be elected for a term of three (3) years, such term to begin and end with the annual meeting. A trustee may be twice elected to a three-year term as a member of the Executive Board. Any person elected to fill a vacancy

shall serve the unexpired term and may thereafter be twice elected to a term of three years. A trustee may be eligible to be re-elected to serve on the Executive Board after being off of the board for two years.

Section 3.5 Regular Meetings. A regular meeting of the Executive Board shall be held at a time and place to be determined by the Executive Board.

Section 3.6 Special Meetings. Special meetings of the Executive Board shall be called by the chairman or at the written request of a majority of the members of the Executive Board. The persons authorized to call a special meeting of the Executive Board may fix the time and place for holding such special meeting.

Section 3.7 Notice. Notice of any special meeting shall be given at least three (3) days before the meeting by written notice delivered personally or mailed to the trustees on the Executive Board at their business addresses. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid or when sent by electronic means. Any trustee may waive notice of any meeting. The attendance of a trustee at a meeting shall constitute a waiver of notice of such meeting, except when a trustee attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 3.8 Quorum. A majority of the whole number of trustees on the Executive Board shall constitute a quorum for the transaction of business at any meeting of the Executive Board, but if less than such a majority is present at a meeting, the trustees present shall adjourn the meeting until such time as a quorum is present.

Section 3.9 Manner of Acting. The act of the majority of the Executive Board present at a meeting at which a quorum is present shall be the act of the Executive Board.

Section 3.10 Action Without a Meeting. Any action that may be taken by the Executive Board at a meeting may be taken without a meeting by electronic means.

Section 3.11 Removal. Any trustee may be removed by the Executive Board by the affirmative vote of two-thirds of the remaining trustees on the Executive Board when the Executive Board, in its judgment determines the best interest of the corporation will be served thereby.

Section 3.12 Vacancies. Any vacancy occurring on the Executive Board may be filled for the unexpired portion of the vacant term by the affirmative vote of a majority of the remaining trustees on the Executive Board.

Section 3.13 Compensation. By resolution of the Executive Board, each trustee on the Executive Board may be paid his or her expenses, if any, of attendance at each meeting of the Executive Board or on behalf of the Executive Board. Nothing herein shall preclude any trustee from serving the corporation in any other capacity and receiving compensation therefore.

Section 3.14 Presumption of Assent. A trustee who is present at a meeting of the Executive Board, at which action on any corporate matter is taken, shall be presumed to have assented to the action taken unless the trustee's dissent shall be entered in the minutes of the meeting or unless the trustees shall file a written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a trustee who voted in favor of such action.

Section 3.15 Chairman. The Executive Board shall elect out of their number a chairperson. The chairperson shall preside at all meetings of the trustees, and of the Executive Board. The chairperson shall serve as an ex-officio member of all committees and shall appoint standing committees of the corporation except as otherwise provided in these by-laws.

Section 3.16 Chairman Elect. The Chairman Elect shall execute the duties of the chairman in the event of the chairman's absence, death, or inability or refusal to act. The Chairman Elect shall perform such other duties as may be from time to time assigned by the chairman or by the Executive Board.

Section 3.17 Past Chairman. The past chairman shall serve as advisor to the Executive Board immediately following his/her term as chairman. If, upon completion of term as chairman s/he has completed his/her two (2) consecutive terms on the Executive Board, his/her term will be extended for one year in order to serve as past chairman.

ARTICLE IV. OFFICERS.

Section 4.1 Number. The officers of the corporation shall be a president, secretary, and treasurer, each of whom shall be elected by the Executive Board. Such other officers and assistant officers as are deemed necessary may be elected or appointed by the Executive Board. The officers may be, but are not required to be, members of the Executive Board.

Section 4.2 Election and Term of Office. The officers of the corporation shall be elected for terms of one year beginning with the first meeting of the Executive Board held after the annual meeting of the trustees. If the election of officers shall not be held at such meeting of the board, such election shall be held as soon thereafter as may be convenient. Each officer shall hold office until the expiration of the officer's term and until the officer's successor shall have been duly elected, or until the officer shall have been removed in the manner hereinafter provided.

Section 4.3 Removal. Any officer or agent of the corporation may be removed by two-thirds affirmative vote of the Executive Board whenever, in its sole judgment, the best interests of the corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not of itself create contract rights.

Section 4.4 Vacancies. A vacancy in any office for any reason may be filled by the Executive Board for the unexpired portion of the term of the office.

Section 4.5 Duties of Officers.

(a) President. The president shall be the principal executive officer of the corporation, and subject to the control of the board, shall, in general, supervise and control all the business and affairs of the corporation. Except where, by law, the signature of the chairman is required, the president shall possess the power to sign all certificates, contracts, and other instruments of the corporation which may be authorized by the Executive Board. In addition, the president shall have all other powers, duties and responsibilities which may be delegated to such officer by the Executive Board.

(b) Secretary. The secretary shall keep the minutes of the proceedings of the trustees, and of the Executive Board in one or more books provided for that purpose; give all notices in accordance with these by-laws or as required by law; be custodian of the corporate records of the corporation; keep a register of the post office address of each trustee which shall be furnished to the secretary by such trustee; have general charge of the books and records of the corporation; and in general perform all duties incident to the office of secretary and such other duties as from time to time may be assigned by the chairman, president or Executive Board.

(c) Treasurer. The treasurer shall have charge of and be responsible for all funds of the corporation, deposit or cause to be deposited all monies of the corporation in the name of the corporation in such banks or other depositories as shall be selected by the Executive Board, carry out the directions of the investment committee, and finish such reports as shall be requested by the executive committee, president and Executive Board. The treasurer in general shall perform or cause to be performed all duties incident to the office of treasurer, and such other duties as from time to time may be assigned by the chairman, president or Executive Board. If required by the Executive Board, the treasurer shall give a bond for the faithful discharge of these duties in such sum and with such surety or sureties as the Executive Board shall determine.

Section 4.6 Salaries. The salaries, if any, of the officers shall be fixed from time to time by the Executive Board. No officer shall be prevented from receiving such salary by reason of the fact that such officer also is a trustee of the corporation.

ARTICLE V. STANDING COMMITTEES.

Section 5.1 Asset Development Committee. An asset development committee of at least three trustees shall be appointed annually by the chairman. This committee shall seek to develop and increase gifts to the Foundation. Trustees of the community at large may serve on the committee. The chairman of the Executive Board shall appoint the chairman of the committee.

Section 5.2 Finance Committee. A finance committee, which shall include at least three trustees, shall be appointed annually by the chairman. The committee shall make recommendations to the Executive Board regarding the annual operating budget and annual audit. Trustees of the community at large may serve on the committee. The chairman of the Executive Board shall appoint the chairman of the committee.

Section 5.3 Fiscal Sponsorship Committee. A fiscal sponsorship committee, which shall include at least three trustees, shall be appointed annually by the chairman. The committee shall make recommendations to the Executive Board regarding requests of the foundation to be fiscal sponsor for an organization that wishes not to seek its own 501(c)(3) status. Trustees of the community at large may serve on the committee. The chairman of the Executive Board shall appoint the chairman of the committee.

Section 5.4 Grants Committee. A grants committee of at least three trustees shall be appointed annually by the chairman. The committee shall recommend to the Executive Board effective and visible grants to benefit the community. The chairman of the Executive Board shall appoint the chairman of this committee. For each grant program administered by the Foundation, a grants advisory committee evaluates applicants and recommends award recipients to the Executive Board. All grants advisory committee members shall be approved by the Executive Board.

Section 5.5 Human Resources Committee. A human resource committee, which shall be made up of at least three trustees, shall be appointed annually by the chairman. Preference will be given to members of the Executive Board and may include the chairman, chairman elect, immediate past chairman, secretary or treasurer. The committee shall make recommendations to the Executive Board to provide policies regarding and development of the professional and volunteer staff of the Foundation. The committee may, when appropriate, plan board retreats. The chairman of the Executive Board will be the chairman of this committee.

Section 5.6 Investment Committee. An investment committee, which shall include at least three trustees, shall be appointed annually by the chairman. The committee shall make recommendations to the Executive Board to provide for the investment of funds of the Foundation in accordance with the Kansas Prudent Investor Act and sound fiduciary investment principles. Trustees of the community at large may serve on the committee. The chairman of the Executive Board shall appoint the chairman of the committee.

Section 5.7 Marketing Committee. A marketing committee of at least three trustees shall be appointed annually by the chairman. This committee shall devise ways to position the Foundation to be widely recognized as a community asset designed to encourage philanthropy in the community. Trustees of the community at large may serve on the committee. The chairman of the Executive Board shall appoint the chairman of the committee.

Section 5.8 Nominating Committee. A nominating committee of at least three trustees shall be appointed annually by the chairman. The chairman shall give preference in making such appointments to the committee to appoint one (1) trustee who serves on the Executive Board and two (2) trustees who are not members of the Executive Board. The committee shall nominate persons for election by the trustees to the Executive Board, to any office of the corporation, or to become a trustee. The committee may provide recommendations to the chairman for appointments to committees. The committee may recommend persons to the Executive Board for appointment to the advisory board. The chairman of the board shall appoint the chairman of this committee. The chairman shall serve as ex-officio trustee of this committee. The committee shall provide for a board orientation for newly elected board trustees in cooperation with the Human Resources Committee.

Section 5.9 Professional Advisors Committee. A professional advisors committee of at least three trustees shall be appointed annually by the chairman. This committee shall devise ways to identify and enhance relationships with professional advisors. Trustees of the community at large may serve on the committee. The chairman of the Executive Board shall appoint the chairman of the committee.

Section 5.10 Scholarship Committee. A scholarship committee of at least three trustees shall be appointed annually by the chairman. The committee shall recommend to the Executive Board scholarship recipients when appropriate. The chairman of the Executive Board shall appoint the chairman of this committee. For each scholarship program administered by the Foundation, a scholarship advisory committee evaluates applicants and recommends award recipients to the Executive Board. All scholarship advisory committee members shall be approved by the Executive Board.

Section 5.11 Special Events Committee. A special events committee of at least three trustees shall be appointed annually by the chairman. This committee plan events that further the cause of the foundation and the spirit of philanthropy in the community. Trustees of the community at large may serve on the committee. The chairman of the Executive Board shall appoint the chairman of the committee.

Section 5.12 Strategic Initiatives Committee. A strategic initiatives committee of at least three trustees shall be appointed annually by the chairman. This committee shall devise ways to build relationships with non-profits, affiliates and external funders. Trustees of the community at large may serve on the committee. The chairman of the Executive Board shall appoint the chairman of the committee.

Section 5.13 Youth Impacting Community Committee. A youth impacting community committee of at least three trustees shall be appointed annually by the chairman. This committee is responsible for promoting philanthropy and community involvement among area youth. The chairman of the Executive Board shall appoint the chairman of the committee.

Section 5.14 Establishment of Advisory Boards and Other Committees. The Executive Board may establish from time to time, and as it sees fit, advisory boards or any other committees, which it deems necessary to accomplish specific tasks of the corporation. The chairman of any such advisory boards or other committees shall be a trustee of the corporation.

ARTICLE VI. CONTRACTS, LOANS, CHECKS AND DEPOSITS.

Section 6.1 Contracts. The Executive Board may authorize any officer or officers, agent or agents, to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or specific.

Section 6.2 Loans. No loans shall be extended and no indebtedness shall be incurred by the corporation unless authorized by a resolution of the Executive Board. Such authority may be general or specific.

Section 6.3 Checks, Drafts, etc. All orders for the payment of money, and all notes or other evidences of indebtedness incurred by the corporation shall be executed by such officer or officers, agent or agents of the corporation, and in such manner, as shall from time to time be determined by resolution of the Executive Board.

Section 6.4 Deposits. All funds of the corporation not otherwise employed shall be deposited to the credit of the corporation in such banks or other depositories as the Executive Board may select.

ARTICLE VII. FISCAL YEAR.

The fiscal year of the corporation shall begin on the first day of January and end on the 31st day of December in each year; however, the terms of office for Trustees, Officers and the Executive Board shall begin immediately following the annual meeting.

ARTICLE VIII. INDEMNIFICATION OF TRUSTEES AND OFFICERS.

Section 8.1 Indemnification for Judgments and Expenses of Trustees and Officers Acting in Good Faith. The corporation shall indemnify any person who was or is a party to or who is threatened to be made a party to any civil, criminal, administrative or investigative action (other than an action by or in the name of the corporation) by reason of the fact that such person is or was a trustee, officer, employee or agent of the corporation, or was serving at the request of the corporation as a trustee or officer of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred in connection with such action, suit or proceeding if the person acted in good faith and in a manner reasonably believed to be in or not opposed to the best interests of the corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe such person's conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not of itself, create a presumption that the person did not act in good faith and in a manner which such person reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that such persons' conduct was unlawful.

Section 8.2 Indemnification for Expenses Upon Successful Defense of Actions. To the extent that a person who is a trustee or officer of the corporation or who is a trustee or officer of another corporation, partnership, joint venture, trust or other enterprise in which he is serving at the request of the corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 1 of this Article, or in defense of any claim, issue or other matter therein, the person shall be indemnified against expenses (including attorney's fees) actually and reasonably incurred in connection therewith.

Section 8.3 Determination of Good Faith. Any indemnification under Section 1 of this Article (unless ordered by a Court) shall be made by the corporation only upon a determination that indemnification of the trustee or officer is proper in the circumstances because he has met the applicable standard of conduct set forth in said Section 8.1. Such determination shall be made (1) by the Executive Board by a majority vote of a quorum consisting of trustees who were not parties to such action, suit or proceeding, or (2) if such a quorum is not

obtainable or, if obtainable, a quorum of disinterested trustees so directs, by independent legal counsel in a written opinion.

Section 8.4 Advancement of Defense Expenses. Expenses incurred in defending civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding as authorized by the Executive Board upon receipt of any undertaking by or on behalf of the trustee or officer to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the corporation as authorized in this Article.

Section 8.5 Indemnification of Employees and Agents. Persons who are not trustees or officers of the corporation but are employees or agents of the corporation or are serving at the request of the corporation as employers or agents of another corporation, partnership, joint venture, trust or enterprises, may be indemnified to the extent authorized at any time, or from time to time, by the Executive Board of the corporation.

Section 8.6 Other Rights of Indemnified Parties. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which any person indemnified may be entitled under any agreement, vote of disinterested trustees, or otherwise, both as to action in his official capacity as at to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a trustee or officer and shall inure to the benefit of the heirs, executors, and administrators or such a person.

Section 8.7 Amendment of Indemnification Rights. The assumption by a person of a term of office as a trustee or officer of the corporation or at the request of the corporation, as a trustee or officer of another corporation, partnership, joint venture, trust or other enterprise shall constitute a contract between such person and the corporation entitling him during such term or office to all of the rights and privileges of indemnification afforded by this Article as in effect as of the date of his assumption of his term or office, but such contract shall not prevent the amendment of this Article in respect of any further term of office of such person or in respect of any other person.

Section 8.8 Purchase of Liability Insurance. The corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a trustee, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a trustee, officer, employee or agent or another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any capacity, or rising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability under the provisions of this by-law or under the provisions of any law of the State of Kansas.

ARTICLE IX. WAIVER OF NOTICE.

Unless otherwise provided by law, whenever any notice is required to be given to any trustee of the corporation under the provisions of these By-laws or under the provisions of the Articles of Incorporation or under the provisions of the Kansas General Corporation Code, 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 X. AMENDMENTS

The By-laws of this corporation may be altered, amended or repealed and new By-laws may be adopted by the Executive Board after written notice of the proposed amendment given ten (10) days prior to any special or regular meeting of the Executive Board. Each of the trustees of this corporation may waive any and all notices with

respect to any proposed amendment by a waiver of notice, in writing, complying with the laws of the State of Kansas and the provisions of Article IX hereof.


ARTICLE XI. DISSOLUTION

This corporation (1) may be dissolved by a two thirds majority vote of the trustees of the corporation at a duly held meeting of such trustees or (2) must be dissolved by the Executive Board when it is clear that the purposes for which this corporation was founded no longer apply. Upon dissolution, the Executive Board shall, after paying or making provision for the payment of all liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation or to such organization(s) organized and operated exclusively for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization(s) under Section 501(c)(3) of the Internal Revenue Code, as the Executive Board shall determine. Any such assets not so disposed of shall be disposed of by the District Court in the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization(s) as said court shall determine are organized and operated exclusively for such purposes.

CERTIFICATE OF SECRETARY

I, the undersigned, duly elected and acting Secretary of the Greater Manhattan Community Foundation, a Kansas Corporation, hereby certify that the above and foregoing Bylaws were duly adopted as and for the Bylaws of said corporation, and I further certify that the foregoing constitutes the Bylaws of the corporation, such adoption and approval having been made by vote of the members of the corporation, at a meeting duly called and held May 14, 1999, at which a quorum was at all time present and amended the 14th day of March, 2012, and further amended this 13th day of August, 2014.

Date 8-13-14



Jo Lyle, Secretary