

**KANSAS LEARNING FIRST ALLIANCE
EDUCATION FOUNDATION, INC.**

BY LAWS

**ARTICLE I
NAME AND LOCATION**

- Section 1. The name of the Foundation shall be Kansas Learning First Alliance Education Foundation, Inc.
- Section 2. The registered office of the Foundation in the State shall be located at Kansas Learning First Alliance Education Foundation, 1420 SW Arrowhead Rd, Topeka, KS 66604.
- Section 3. In addition to its principal office in this state, the Foundation may maintain offices at any other place or places designated by the Board of Directors within the State of Kansas.
- Section 4. The Foundation may have a seal, which shall be inscribed with its name and the words "Corporate Seal".
- Section 5. The name and address of the Resident Agent shall be Tom Krebs, 1420 SW Arrowhead Rd, Topeka, KS 66604.

**ARTICLE II
PURPOSES**

- Section 1. The Foundation is organized not for profit and operated exclusively for charitable, scientific, literary and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or as amended (or corresponding provision of any subsequent Federal Tax laws.) The Foundation shall receive contributions and fees; and it shall distribute its funds for charitable, scientific, literary, and educational purposes; and in furtherance of said purposes, it shall support, financially or otherwise, the concept of building an educational coalition dedicated to pursuing a common agenda to improve Kansas public education and engage in any lawful acts or activity for which Foundations may be organized under the Kansas Corporation Code.
- Section 2. No part of the net earnings of the Foundation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Foundation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Section 1 hereof. No substantial part of the activities of the Foundation shall be the

carrying on of propaganda, or intervening in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office, or otherwise attempting to influence legislation. Notwithstanding any other provision of these articles, the Foundation shall not carry on any other activities not permitted to be carried on by a Foundation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law)

- Section 3. Upon dissolution of the Foundation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Foundation, dispose of all of the assets of the Foundation exclusively for the purposes of the Foundation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1954 as amended (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors 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 Foundation is then located, exclusively for the purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE III BOARD OF DIRECTORS

- Section 1. The business and property of the Foundation shall be managed by the Foundation Board of Directors, consisting of (7) members. The initial six (6) members shall be selected in the following manner. Two Directors shall be selected by each of the initial members (i.e. KASB, KNEA, USA). The final position shall be filled by a majority vote of the six initial members of Board of Directors. The members of the Board of Directors shall receive no compensation for their services as Board members, but expenses incurred in furthering the purpose of the Foundation may be paid from Foundation funds. Vacancies occurring on the Board of Directors shall be filled at the next regular meeting of the Board of Directors of the Foundation after the vacancy occurs. The method of selecting the Director to fill the vacancy shall be by appointment of the initial appointing agency.
- Section 2. Each Board of Director member shall be entitled to one vote upon each question submitted to the Board of Directors. Each Board of Director member may vote either in person or by proxy.

ARTICLE IV
MEMBERSHIP

- Section 1. The initial members of the Foundation shall be the Kansas Association of School Boards (KASB), the Kansas National Education Association (KNEA), and the United School Administrators of Kansas (USA). The Board of Directors may elect to add additional members of the Foundation by a majority vote of the Board of Directors.
- Section 2. Members of the Foundation and Members of the Board of Directors shall not be personally liable for any expenses or debts incurred by business of the Foundation.

ARTICLE V
MEETINGS

- Section 1. There shall be an annual meeting of the Board of Directors of the Foundation.
- Section 2. The annual meeting shall be presided over by the Chairman of the Board of Directors and in his/her absence shall be presided over by the Vice Chairman.
- Section 3. The purpose of the annual meeting shall be to discuss Foundation business and receive an accounting report prepared by the Secretary-Treasurer annually.
- Section 4. Special Meetings of the Board of Directors, to be held at any time or place, may be called by the Chairman of the Board of Directors, and in his absence by the Vice Chairman of the Board of Directors. By consent of five members of the Directors, such meetings of the Board may be held without notice, at any time and place.
- Section 5. A quorum for the transaction of business at any meeting shall consist of a majority of the members of the Board of Directors, but the members present at any regular or special meeting, although less than a quorum shall have the power to adjourn the meeting to a future time and, from time to time thereafter, until a quorum shall be present.
- Section 6. Annual meetings of the Board of Directors shall be set forth in a notice to the members of the Board of Directors. The notice shall include the time, place, and date of the meeting.

ARTICLE VI
OFFICERS

- Section 1. The officers of the Board of Directors of the Foundation shall consist of a Chairman, a Vice Chairman, and a Secretary-Treasurer. Annual elections will be held at which officers will be selected by a majority vote of the members of the Board of Directors. Only board members are eligible to be elected an officer.
- Section 2. The Chairman of the Board of Directors shall preside at meetings of the Board of Directors and shall have general supervision of the affairs of the Foundation and over the other officers and shall see that Resolutions and Orders of the Board are carried into effect. The Chairman shall sign all written contracts of the Foundation, and may sign checks, and shall perform all such other duties as are incident to his office. In case of the absence or disability of the Chairman, his duties shall be performed by the Vice Chairman. The term of office shall be one year.
- Section 3. The Vice Chairman, in absence or disability of the President, shall perform all duties of the Chairman. The term of office shall be one year.
- Section 4. The Secretary-Treasurer shall issue notices of all Board of Directors meetings and shall attend and keep the minutes of the same, shall have charge of all corporate books, records and papers; shall have custody of the corporate seal; shall attest with his signature and impress with the corporate seal all written contracts of the Foundation; and shall perform all such other duties as are incident to his office. The term of office shall be one year. As a requirement to serve as Secretary-Treasurer of the Foundation, the Secretary-Treasurer shall procure an appropriate bond in an amount to be determined by a majority vote of the Board of Directors, from an insurer authorized to transact business in the State of Kansas.

ARTICLE VII
ADVISORY COMMITTEE

- Section 1. An advisory committee shall be formed to offer advice and counsel to the Board of Directors of the Foundation.
- Section 2. The members of the advisory committee shall be appointed by the Kansas Learning First Alliance. Organizations with representation on the Foundation Board of Directors shall not serve on the advisory committee. The Foundation Board of Directors shall set the exact number of members of the advisory committee.

Section 3. The members of the advisory committee shall be notified of annual meetings of the Board of Directors. The notice shall include the time, place, and date of the annual meeting of the Board of Directors.

ARTICLE VIII
AMENDMENT OF BY-LAWS

Section 1. The By-Laws of the Kansas Learning First Alliance Education Foundation, Inc. may be amended by a vote of five members of the Board of Directors at a special or annual meeting of the Foundation.