

**BY-LAWS
OF
KANSAS PARTNERS IN EDUCATION, INC.**

**ARTICLE I
NAME AND LOCATION**

Section 1. The name of the Foundation is Kansas Partners in Education, Inc.

Section 2. Registered Office. The registered office of the Foundation in this State shall be located at Kansas Partners in Education, 6600 SW Wentley Lane, Topeka KS, 66614.

Section 3. Other Offices. 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. Corporate Seal. The Foundation may have a seal, which shall be inscribed with its name and the words "Corporate Seal."

Section 5. Resident Agent. The name and address of the Resident Agent of The Foundation is Kansas Partners in Education, 6600 SW Wentley Lane, Topeka KS, 66614.

**ARTICLE II
PURPOSES**

Section 1. Basic Purpose. The corporation 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 corporation shall receive contributions and fees and it shall distribute its funds for charitable, scientific, and educational purposes and in furtherance of said purposes, the support, financial and otherwise, the concept of partnerships in education throughout the State of Kansas for the advancement of public education and learning and engage in any lawful acts or activity for which corporations may be organized under the Kansas Corporation Code.

Section 2. The corporation may, in the pursuit of its basic purpose, engage in the following pursuits to:

- a. Recognize exemplary partners in Kansas public education.
- b. Define and explain benefits of partner activities to school districts, schools, and businesses, non-profit organizations, and governmental entities.
- c. Provide information and/or training necessary to implement new partner activities.
- d. Promote, communicate, and market the importance of partner activities among school districts and other organizations.
- e. Provide leadership for development of non-traditional partner activities.
- f. Make contributions to organizations that qualify as exempt charitable, educational, or scientific organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).
- g. Engage in any lawful act or activity for which not-for-profit corporations may be organized under the Kansas General Corporation Code.

ARTICLE III
MEMBERSHIP

Section 1. The membership of the corporation shall not be less than twelve (12) members. Membership in the Foundation may be as an individual, as an educational institution, or as a company engaged in business/industry. Membership levels shall be structured by the Board of Directors and shall require annual dues for Board members, agenda setting, and voting purposes. The original incorporators shall be the first members. Existing members may elect other members and may fill vacancies caused by death, resignation or other causes. Should, for any reason, the corporation ever be without members, the Judge of the District Court of the county in which the principal office is located shall name twelve (12) members who may thereafter elect other members.

Section 2. Each dues-paying member, in person or by proxy, shall be entitled to one (1) vote upon each question submitted to the membership. Membership in this Foundation is not transferable or assignable.

Section 3. No member of this Foundation shall be personally liable to this Foundation's creditors for any indebtedness or liability. Death, resignation or suspension of any member as provided in these By-Laws shall automatically terminate membership of such member in this Foundation.

Section 4. The Foundation may, at the discretion of the Board, designate non-dues paying individuals, educational institutions, non-profit organizations and/or companies as Affiliates. The Foundation Board will use Affiliate status to fulfill its Purposes as defined in Article II above. As determined by the Board, Affiliates may be eligible to receive communication and other educational services that members receive. Affiliates will not be allowed to set agenda topics, vote, or serve on the Foundation's Board. Affiliates may discontinue such status at any time by notifying KSPE in writing. Affiliates may become full members by applying for membership and paying annual dues.

Section 5. The Foundation shall select individuals interested in the promotion of partnerships in education.

Section 6. The Board of Directors reserves the right to reject any application for membership or Affiliate status.

Section 7. The membership year shall coincide with the State of Kansas and Kansas school districts' fiscal year, from July 1-June 30 of the current year. After July 1 each year, the Foundation will invite all Members, Affiliates, and prospective members to support its mission through dues-paying memberships. Although membership dues will be accepted at any time, for purposes of the Board's organizational and financial planning at its fall meeting, the formal conclusion of the membership drive will be September 30 of each year.

ARTICLE IV
MEETINGS OF MEMBERS OF FOUNDATION

Section 1. There shall be an annual meeting of the members of the Foundation as may be designated by the Board of Directors for the election of the Board, receiving the annual report of Officers and Committees, as well as for the transaction of any other business of the Foundation.

Section 2. Notice of such meeting, signed by the Secretary or other Board officer, shall be provided, except as herein, or by statute otherwise provided, to the last recorded address of each member at least two (2) weeks prior to the date of the meeting but not more than thirty (30) days prior thereto.

Section 3. All notices of meetings shall set forth the place, date and time thereof and in the case of special meetings the notice shall designate the purpose of the meeting.

Section 4. Special meetings of the members may be called by either Co-chairperson or by the Board of Directors and shall be called upon the written request of three (3) members of the Foundation stating the specific subject to be considered therein. Notice of any special meeting shall be given in the same manner as for the annual meeting. No business other than that specified in the notice of the special meeting shall be transacted at such meeting. At any meetings described in this Article, the quorum necessary to vote on action items other than payment of recurring invoices shall be defined as at least half the Board of Directors or ten percent (10%) of the current paid membership. At their request, Board members and paid members may participate in meetings via teleconference. At least one co-chair should be employed by a public school district.

ARTICLE V
BOARD OF DIRECTORS

Section 1. The affairs and business of the Foundation shall be conducted by a Board of Directors. The Board shall consist of the following individuals: two Co-chairpersons, Secretary, Treasurer, and members at large as needed to comprise a Board of Directors comprised of a maximum of twelve (12) members from public education, businesses, non-profit organizations, and governmental entities. One (1) Board member shall be a representative of the Kansas State Department of Education.

Section 2. Board members shall serve terms of three (3) years. An appointee may be considered for additional consecutive appointments. Terms shall coincide with the State of Kansas fiscal year, from July 1-June 30. A Board member may be removed for being absent for four (4) consecutive meetings; in such cases, the Board reserves the right to appoint a new Board member.

Section 3. The Foundation Board shall meet at least semi-annually.

Section 4. A special meeting of the Board of Directors may be called at any time or place by either of the two Co-chairpersons, or in their absence or inability to act, the same may be called by any three (3) members of the Board.

Section 5. Notice of all regular and special meetings shall be published via electronic or printed communication at least two (2) weeks previous to the time fixed for such meeting. All

notices of special meetings shall state the purpose thereof and the time and place where the meeting is to be held.

Section 6. A quorum for the transaction of business at any meeting of the Board shall consist of at least four (4) members. Two (2) of these members shall be Board officers. A majority of the full membership of the Board shall constitute a quorum for conducting any business, and the vote of a majority of the full membership of the Board shall be required for the passage of any motion or resolution. Under normal circumstances, voting will occur at regular business meetings. Given that Kansas Partners in Education is a state-wide organization, it is possible that Board action could be deemed necessary and timely without having a regular meeting. In this circumstance, the co-chairpersons shall provide Board members a written notice with the proposal and a motion at least one week in advance of the vote. In this circumstance, Board members shall be polled by telephone regarding their votes.

Section 7. Whenever a vacancy shall occur in the Board of Directors by death, resignation or other wise, the two Co-chairpersons shall appoint a Board member from the members at large to complete the term of office held by the person being replaced preserving the composition of the Board as described in Sections 1 and 2.

Section 8. Any Board member may be removed, with or without cause, by the vote of two-thirds (2/3) of the members of the Foundation present at any special meeting called for that purpose, at which meeting any vacancy caused by such removal may be filled. The two Co-chairpersons shall appoint a Board member from the members at large to complete the term of office held by the person removed preserving the composition of the Board as described in Sections 1 and 2.

Section 9. The Board members shall serve without salary or honorarium. Board members shall be reimbursed for approved expenses, including but not limited to, postage, copies, and other fees deemed necessary for the organization to function.

ARTICLE VI OFFICERS

Section 1. The officers of the Foundation shall consist of two Co-Chairpersons, a Secretary and a Treasurer, and such other officers as shall, from time to time be designated by the Foundation membership.

The officers shall be chosen from among the Board and all officers shall be chosen by the membership at a meeting of the Foundation, or at such other meeting as may be called for that purpose.

All officers shall serve a term of one (1) year, but may be considered for additional consecutive appointments.

Section 2. Co-Chairpersons. The Co-Chairperson(s) shall preside at all meetings of the members, and the Board and Foundation and shall have general supervision of the affairs of the Foundation and shall see that all orders and resolutions of the Board are carried into effect.

Section 3. Secretary. The Secretary shall give or cause to be given all required notices of meetings of the members and Board, except as otherwise provided in these By-Laws; shall record all proceedings at the meetings of the Foundation and Board in a book to be kept for

that purpose, and shall perform such other duties as may be assigned by the Co-Chairpersons or Board. The Secretary shall have custody of the seal of the Foundation and shall affix same to all instruments when duly authorized to do so and attest the same, and do and perform such additional duties as may be ordered by the Board.

Section 4. Treasurer. The Treasurer shall have the custody of all monies, valuable papers and documents of the Foundation. The Board shall designate the depositories for such safe keeping. The Treasurer shall expend the funds of the Foundation as directed by the Board, taking proper vouchers for such expenditures, shall keep, or cause to be kept, a book or books setting forth a true record of the receipts, expenditures, assets, liabilities, losses and gains of the Foundation and shall, when and as required by the Co-chairpersons and Board render a statement of the financial condition of the Foundation. The Foundation Board may require an appropriate bond for the Treasurer, from an insurer authorized to transact business in this State.

ARTICLE VII

Section 1. These By-Laws may be amended upon a vote of the majority of the members of the Foundation, when two weeks notice of such proposed amendment has been given.

Section 2. If Kansas Partners in Education becomes inactive and has no meetings or other communication with its members for a period exceeding ~~twelve (12)~~ eighteen (18) months, a Board officer shall call a meeting of the Board of Directors within ninety (90) days in order to determine the future of the Foundation. If the Board subsequently approves dissolution of the Foundation, all financial accounts will be closed upon payment of final invoices, and proceeds shall be transferred to the Kansas State Department of Education, a long-standing supporter of the Foundation, for use in its Recognitions Program.

Revised April 9, 2010