

BYLAWS

NEW GENERATION SOCIETY OF LAWRENCE

ARTICLE I - OFFICE

The principal office and place of business of the Corporation shall be in the City of Lawrence, Douglas County, Kansas.

ARTICLE II - MEMBERS

Members shall consist of those persons who are interested in the activities and programs of the corporation and who pay the annual membership fee established by the Councilors.

ARTICLE III - MEMBERSHIP FEES

Section 1. Annual membership fees for the corporation shall be established by the Councilors and shall remain established until changed by the Councilors. Membership fees shall become payable and shall become delinquent at such time as the Councilors determine. All the rights, powers and privileges of any member of the corporation shall cease for all purposes for any person delinquent in paying membership fees.

ARTICLE IV - MEETINGS OF MEMBERS

Section 1. The annual meeting of members of the corporation for the election of Councilors and the transaction of such business as may come before the meeting shall be held during the month of September of each year, at a time and place to be specified in the notice of such meeting. Notice of the annual meeting of members shall be mailed or telefaxed to each member not less than fourteen (14) days and not more than sixty (60) days before each annual meeting.

Section 2. Special meetings of the members may be called at any time by the secretary upon the request of the Chair or any two (2) Councilors. Special meetings of the members may also be called at any time by the secretary upon written petition by a majority of the members. A special meeting may be held for any reason, including election of a new Council. All special meetings shall be held at a time and place to be specified in the notice of such meeting, which notice shall be mailed or telefaxed to each member not less than fourteen (14) days and not more than sixty (60) days before such special meeting. The notice shall state the general purpose(s) for which the special meeting is being called.

Section 3. A quorum for conducting business at a members' meeting shall be twenty-five percent (25%) of the membership or fifty (50) members whichever is less.

Section 4. At all meetings of members, all questions, unless otherwise expressly directed by statute or by these bylaws, shall be decided by the vote of a majority of the members who shall be present at the meeting in person. Votes may be taken by voice, by show of hands, or, if demanded by any member, by ballot.

ARTICLE V - COUNCIL

Section 1. All corporate powers shall be vested in and exercised by the Councilors who shall act as a board of directors of the corporation, except as otherwise expressly provided by law, by the Articles of Incorporation, by these bylaws or by direction of the members at the annual meeting. The Council shall consist of nine (9) Councilors who are members of the corporation. The nine (9) initial Councilors shall be named so that three (3) shall serve a term of one (1) year, three (3) shall serve a term of two (2) years, three (3) shall serve a term of three (3) years. Thereafter at the end of each Councilor's term a successor shall be elected for a three (3) year term. Councilors may serve more than one (1) term, but may not serve consecutive terms.

Any vacant Councilor position may be filled for the remainder of the term by the remaining Councilors. The Chair of the corporation shall have a vote the same as other members of the Council. Votes may be taken by voice, by show of hands, or, if demanded by any member of the council, by ballot.

Section 2. Meetings of the Council shall be held at least every three months and may be held at such places and at such times as may be fixed from time to time by resolutions of the Council. The Chair may call, and upon a written request signed by at least two Councilors, the secretary shall call, special meetings of the Council on at least fourteen (14) days' notice to each member of the Council given by telephone, letter, postcard, telefax or personally. Special meetings of the Council shall be held at the office of the corporation or at such other place as may be designated in the notice or waiver of notice of such meeting.

Section 3. The presence of at least five (5) Councilors shall be necessary to constitute a quorum for the transaction of business.

Section 4. At least sixty (60) days prior to the annual meeting, the Chair shall appoint a Nominating Committee consisting of five (5) members, not more than two (2) of whom shall be Councilors. The Nominating Committee shall report its recommended nominees for Councilor positions to the membership at least thirty (30) days prior to the annual meeting.

Section 5. The Council may designate, by resolution passed by a majority thereof, one or more other committees, consisting of Councilors or members of the corporation.

Section 6. Councilors, or any committee designated by the Council, may participate in a meeting by means of conference telephone or similar communications equipment, by means of which all persons participating in the meeting can hear one another, and such participation in a meeting shall constitute presence in person at the meeting.

Section 7. Any Councilor may be removed at the annual or a special meeting of the members of the corporation, by majority action.

ARTICLE VI - OFFICERS

Section 1. The officers of the corporation shall be a Chair, a Vice-Chair, a Secretary and a Treasurer. All officers shall be elected by the Council.

Section 2. The term of each officer shall begin at the close of business at the annual meeting at which the officers are elected and shall continue until his or her successor is elected and qualified. The Council may, with or without cause, remove any officer of the corporation and declare such office vacant. Removal of the Chair shall only occur upon the approval of a majority of the members of the Council at a regular or special meeting.

Section 3. The Chair shall preside at all meetings of the members and of the Council, may give notice of any members' or Council meeting, shall be responsible to schedule Council meetings and set the agenda, and shall perform such duties as are customarily incident to the office of a president or chair and other duties as shall be directed by the Council. The Chair shall sign contracts on behalf of the corporation.

Section 4. The Vice-Chair shall perform the duties of the Chair in the case of absence or inability of the Chair to act for any cause.

Section 5. The Secretary shall give notice of all meetings of members and of the Council which are required or permitted by these bylaws, shall attend as such meetings, shall keep a record of their proceedings, shall keep an accurate list of members of the corporation, with their names, addresses and telephone numbers, and shall perform such other duties as shall be directed by the Council.

Section 6. The Treasurer shall collect and keep an account of all money received and expended for the use of the corporation, shall promptly deposit sums received by the corporation in the name of the corporation in such depositories as shall be approved by the Council, shall pay proper debts of the corporation from available funds, shall make reports of the finances of the corporation at each annual meeting and, when called upon by the Chair, shall perform such other duties as shall be directed by the Council. The funds, books and vouchers in the hands of the Treasurer shall at all times be subject to the inspection, supervision and control of the Council, and at the expiration of his or her term of office, the Treasurer shall turn over to his or her successor in the office all books, money and other property in his or her possession.

Section 7. Vacancies in any office may be filled by Council at any regular meeting or at a special meeting called for the purpose.

ARTICLE VII - WAIVER OF NOTICE

Whenever notice is required to be given under any provision of these bylaws, a written waiver thereof, signed by the person entitled to notice, whether before or after the same stated therein, shall be deemed equivalent to notice. Attendance of a person at a meeting shall constitute waiver of notice.

ARTICLE VIII - ROBERTS RULES OF ORDER

The most current revision of *Roberts Rules of Order* shall be used for the conduct of all members' and Council meetings except as otherwise provided hereunder or in the Articles of incorporation.

ARTICLE IX - COMPENSATION

Members of the Council of the corporation shall serve without compensation. Any member or Councilor may be compensated for services actually rendered or expenses actually incurred by him or her, for the corporation, with prior approval of the Council.

ARTICLE X - NEGOTIABLE INSTRUMENTS

Checks, promissory notes and other instruments for the payment of money shall be signed by such persons as may be prior designated by the Council.

ARTICLE XI - CORPORATE SEAL

The corporation shall not have a seal.

ARTICLE XII - AMENDMENTS TO BYLAWS

The bylaws may be amended at a regular or special meeting of the members by three-fourths approval of those present and voting.

ARTICLE XIII - FISCAL YEAR

The fiscal year of the corporation shall be determined by the board of directors.

ARTICLE XIV - COMMITTEES

Section 1. The organization shall be administered through the governing Council and two (2) standing committees—Program Committee and Philanthropy Committee.

Section 2. Program Committee

- (a) Responsibility — The Program Committee shall arrange programs that are of interest to New Generation Society of Lawrence members and meet the purposes of the Society as expressed in Article V of the Articles of Incorporation.

- (b) Organization — This Committee shall be composed of a Chair who is appointed by the Council Chair and nine (9) to twelve (12) Committee members who are appointed by the Program Committee Chair. The Chair shall also serve as an ex-officio member of the Council, if not already a Councilor.
- (c) Terms of Office — The Chair shall serve a maximum of two (2) consecutive years, but may be re-appointed for future terms after a break in service. Committee members shall be appointed for a three (3) year term which shall be arranged in a staggered fashion to ensure continuity.

Section 3. Philanthropy and Outreach Committee

- (a) Responsibility — The Philanthropy and Outreach Committee shall evaluate and establish a modest program to contribute to a selected local charitable organization (required to be tax exempt under 501(C)3 of the Internal Revenue Code).
- (b) Organization — The Committee shall be composed of a Chair who is appointed annually by the Council Chair and four (4) Committee members who are appointed by the Committee Chair. The Committee shall consist of two (2) Council members and three (3) members-at-large. The Chair shall also serve as an ex-officio member of the Council, if not already a Councilor.
- (c) Terms of Office — The Chair shall serve a maximum of (2) two consecutive years, but could be reappointed for future terms after a break

in service. Committee members shall be appointed for a three (3) year term which shall be arranged in a staggered manner to ensure continuity.