

Institute for Supply Management-Wichita, Inc.

BYLAWS

ARTICLE I

NAME AND LOCATION

Section 1. Name. The name of this Association shall be the Institute for Supply Management-Wichita, Inc., a not-for-profit corporation organized and existing by virtue of the laws of the State of Kansas (hereinafter referred to as the "Association" or "ISM-Wichita").

Section 2. Location. The principal office of the Association shall be located in Wichita, State of Kansas, or in such other localities as may be determined by the Board of Directors.

ARTICLE II

PURPOSES

The Association is a not-for-profit corporation organized and operated not for pecuniary profit, but exclusively for educational purposes within the meaning of Section 501 (c) 3 of the Internal Revenue Code (hereinafter referred to as the "Code"), and in this connection, the purposes for which the Association shall be organized and operated are as follows:

- (a) To foster and promote interchange of ideas and cooperation among its members.
- (b) To promote the study, development, and application of supply management, including improved procurement or purchasing methods and practices and all matters related to the foregoing (hereinafter referred to as "the supply management profession").
- (c) To collect and disseminate by all lawful means information of interest and benefit to its members, including surveys and reports of current business trends and other information of interest to the supply management profession.
- (d) To develop and encourage standards of personal and ethical conduct among persons engaged in the supply management profession.
- (e) To develop, sponsor, promote and encourage a professional certification program for persons engaged in the supply management profession.
- (f) To encourage and cooperate in the institution and development of educational courses, seminars, programs and materials on the subject of supply management and all matters related thereto.
- (g) To strive by all lawful means to promote and enhance the supply management profession.

(h) To be affiliated with the Institute for Supply Management, Inc. ("ISM") and other associations or organizations of persons engaged in the supply management profession throughout the United States and all foreign countries.

(i) To cooperate, collaborate and exchange information by lawful means with professional, trade and other associations and organizations of persons engaged in the supply management profession, and to advance public relations with governmental agencies and the public in general concerning the supply management profession.

(j) To do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, and not for the pecuniary profit or financial gain of its members, directors or officers, except as otherwise permitted by the laws of the State of Kansas.

In the accomplishment of these purposes, it shall be the policy of the Association to comply at all times with all existing and future laws, including the antitrust laws, and in furtherance of this policy, no activity or program shall be sponsored or conducted by or within the Association which in any manner whatsoever shall represent or be deemed a violation of any existing or future law, including the antitrust laws, all in accordance with the *ISM Statement of Antitrust Policy and Guide for Antitrust Compliance*, as amended from time to time by the Board of Directors of ISM.

ARTICLE III

AFFILIATION WITH ISM

SECTION 1. General. The Association shall be affiliated with ISM in accordance with the procedures set forth in the ISM Bylaws and the association shall comply at all times with ISM policy as it may be adopted from time to time by the ISM Board of Directors and the provisions of this Article.

SECTION 2. Conditions of Affiliation. The Association shall be obligated as a condition of affiliation with ISM to comply with the following:

(a) To be incorporated as a not-for-profit corporation in accordance with the laws of the State of Kansas, and to be validly existing and in good standing during the period of its affiliation with ISM.

(b) To cause these Bylaws to conform at all times with the ISM Bylaws and ISM Policy, including without limitation, the provisions hereof with respect to the purposes of the Association and eligibility for membership.

(c) To perform all necessary procedures concerning the review and approval of all applications for membership in the Association and ISM.

(d) To resolve all questions concerning eligibility for membership in the Association and ISM in a fair and impartial manner in accordance with procedures established from time to time by the Association.

(e) To collect all dues from members of the Association and to remit to ISM all dues required by Article IV of the ISM Bylaws.

(f) To comply at all times with ISM Policy as it may be adopted from time to time by the ISM Board of Directors including without limitation, the *ISM Statement of Antitrust Policy and Guide For Antitrust Compliance*.

(g) To obtain prior written approval of ISM with respect to any proposed amendments to these Bylaws.

SECTION 3. Suspension or Termination of Affiliation. The affiliation with ISM of the Association may be suspended by the ISM Board of Directors for violation of or failure to comply with the ISM Bylaws, including specifically, but without limitation, provisions respecting payment of dues, eligibility of members and observance of ISM policies as may be adopted by the ISM Board of Directors from time to time. Any charge of violation or failure to comply under this Section shall be first presented to ISM. If ISM shall determine that the charges are well founded, after the Association has been given reasonable notice of such charges and an opportunity to present a defense to the same, the charges shall be referred to the ISM Board of Directors for action together with the recommendations of ISM. If the Association is suspended or terminated it may be reinstated by the ISM Board of Directors at any time subsequent to such suspension or termination upon a proper showing of good cause to justify a reinstatement of affiliation with ISM.

ARTICLE IV

MEMBERSHIP

SECTION 1. Regular Members. A person shall be eligible to be a Regular member of the Association who satisfies the eligibility requirements of a Regular member of an Affiliated Association as defined in the bylaws of the Institute for Supply Management, IncTM (ISM), as amended from time to time. Regular members of this Association shall have the right to cast one vote on all questions which require a vote of the Regular members of this Association other than those Regular members who, pursuant to the ISM Bylaws, as amended from time to time, do not have voting rights.

SECTION 2. Affiliate Membership. Affiliate membership is membership in an affiliate for an individual who is a Direct Member of ISM through the ISM Corporate Program.

SECTION 3. Dual Membership. Dual membership may be afforded to individuals who meet the same criteria as Regular Members and hold regular membership in ISM through another affiliated association. Dual Members may vote and hold office in the Association.

SECTION 4. Dues-free Members. Dues-free members include:

(a) Academic Members. A person with a full-time appointment as a teacher, research specialist, department head, director or dean of a college, university, other academic institution whose academic responsibility includes purchasing management or materials management or other related fields or subjects. Academic members are Regular voting members.

(b) Student Members. An undergraduate or graduate student enrolled full-time in an accredited community college or four-year college or university may receive all the benefits of membership in ISM and this Association and be exempted from payments of all dues and fees. Student members are Regular non-voting members.

(c) Lifetime Members. A person who has been a Regular Member for a period of ten (10) years or more, has retired from all regular employment and has been approved for this category by a majority vote of the Regular Members of the Affiliated Association of which he/she has been a Member. Lifetime members are Regular voting members.

(d) Special Membership Extension. Membership will be extended an additional 12 months without requiring payment of ISM dues for persons who have been a member of ISM and are unemployed for six months, excluding first-time membership applicants, provided that the affiliate also waives the affiliate dues. Dues free membership will be extended to those members serving in full-time active military duty for the length of their service, provided that the affiliate also waives the affiliate dues.

(e) Honorary Members. A person not qualified for regular membership but who has rendered distinguished or unusual services to the purchasing and materials management profession and who has been elected to the class of membership by vote of the Board of Directors of the Association and by a vote of the regular members of the Association. Election to honorary membership shall be for such a period as the Association may designate, but the Board of Directors of the Association shall have the authority and duty to revoke the honorary membership of any individual whenever they shall determine that continuation of the honorary membership would be inconsistent with the policies and objectives of ISM or the Association.

SECTION 5. Non-voting Membership. The Association shall have the following non-voting membership classes which shall not represent regular membership in ISM nor entitle any member of such class to hold office in the Association, nor to serve as Chair of the Association's Committees:

(a) Associate Members. A person who satisfies the eligibility standards of Article IV, Section 1.

(b) Honorary Members as described in Section 3(e) of this article.

(c) Student Members are Regular non-voting members as described in Section 3(b) of this article.

SECTION 6. Admission of Members. Admission of all applicants for membership in the Association shall be in accordance with the following procedures:

(a) Application for membership shall be submitted upon the application form, endorsed by two regular members in good standing and approved by the Membership Committee.

(b) Application shall then be submitted to the Board of Directors of this Association.

(c) Upon approval by the Board of Directors, applicant shall become a regular member of the Association subject to ratification by a vote of the regular members of the Association.

(d) The application shall be sent to ISM, accompanied by the payment of such fees and dues as may be required.

(e) Membership is vested in the individual and is not transferable.

SECTION 7. Denial of Membership. An affiliated association has the right to deny Regular membership, as authorized in the ISM Bylaws, Article II, Section 1. The ISM Affiliate Support Department will consider an appeal by the applicant. Except for rare and extraordinary circumstances, the decision of the Affiliate Support Department concerning denial of Regular membership will be the final and binding and will not be considered by the ISM Board of Directors.

SECTION 8. Expulsion of Members. The Association shall have the right to expel a member of any classification from membership in the Association for nonpayment of dues or for violation of the provisions of these Bylaws, the ISM Bylaws, the ISM Policies, the ISM Policy Manual for Special Interest Groups and Forums, the ISM Standards of Conduct or such other statements of policy as may be adopted by the Association or the ISM Board of Directors from time to time. Expulsion for any reason other than nonpayment of dues shall occur only after the member has been advised of the proposed expulsion and the reasons therefore and has been given an opportunity to submit proof in support of continued membership in the Association. A member expelled from membership in the Association shall be given written notice of such expulsion and shall be advised in writing that he or she may appeal the action taken by the Association to ISM by filing a notice of intent to appeal to ISM.

Upon receipt of a timely filed notice of appeal, ISM shall consider the appeal and shall allow the expelled member the opportunity to submit proof in support of continued membership in the Association. The decision of ISM concerning expulsion of a non-voting member shall be final and binding.

SECTION 9. Reinstatement. A former member of the Association, whether a resigned or expelled member desiring reinstatement of membership, may be reinstated as a member of the Association upon showing proof of eligibility and paying all current year's dues [and an administration fee or similar charge which may be imposed by the Association from time to time].

The procedure for an appeal of an adverse determination to reinstate a former member shall be the same as provided in Section 6 of this Article, provided, however, an appeal to reinstate membership may not be taken in the same calendar year in which an appeal has been decided by ISM concerning the expulsion of the same member seeking reinstatement.

SECTION 10. Resignation. Any member of the Association may resign by filing a written resignation with the Association, but such resignation shall not release the member so resigning of the obligation to pay any dues, or other charges theretofore accrued but unpaid.

SECTION 11. Transfer of Membership. Membership in the Association shall be vested in the individual member of the Association, however, regular membership may be transferred pursuant to the ISM Policy Manual.

ARTICLE V

GROUPS AND FORUMS

SECTION 1. Purposes and Organization. Members of the Association having common interests as supply management professionals in a particular industry or commercial activity, or common interests in a certain classification of commodities or materials, may organize a Group/Forum to promote the interchange of ideas and discussion of mutual problems. The Board of Directors of the Association may provide reasonable procedures and requirements for the formation, recognition, encouragement and operation of Groups/Forums which shall be organized and operated within the Association as a Committee of the Association.

SECTION 2. Regular Members and Associates. The regular membership of any Group/Forum within the Association shall consist only of persons who are regular members of the Association. Any Group/Forum may have associate members who are not regular members of the Association, provided such associate members meet the eligibility standards set forth in Section 1 of Article IV and provided, further, that at least one member of the same company holds a regular membership in the Association. Membership in the Association as a nonvoting member shall be required for election as an associate member of a Group/Forum and associate members of a Group/Forum shall not vote or hold office in the Group/Forum.

ARTICLE VI

DUES AND ADMINISTRATIVE CHARGES

SECTION 1. Amount. The amount of annual dues for regular members and each class of non-voting members of the Association shall be determined from time to time by the Board of Directors of the Association and a vote of the members of the Association. Annual dues for regular members of the Association shall include an amount equal to the annual dues in effect from time to time for membership in ISM. The Association may deduct from payments to ISM amounts equivalent to dues for regular members whose qualifications for membership are set forth in Section 3(d) of Article IV on condition that the ISM Board of Directors has waived all ISM dues with respect to such members.

SECTION 2. Employer Discount. Notwithstanding the provisions of Section 1 of this Article, regular members employed by the same employer at any location within the United States (the "Employer") shall, if elected by the Employer by written notice to ISM, be eligible for a discount against the amount of ISM dues described in Section 1 of this Article and Affiliated Association dues in effect from time to time based upon the number of regular members employed by such Employer (the "Employer Discount"). The amount of the Employer Discount which shall initially be included in ISM Policy (subject; however, to change by the Board of Directors as authorized in this Section 2) shall be as follows:

Number of Regular Discount Against ISM

Members Employed and Affiliated

by Employer Association Dues

50 or more 25%

The Board of Directors of ISM shall be authorized to determine the amount of the Employer Discount described in this Section 2 by a vote of two-thirds (2/3) of all the members of the Board of Directors; provided, however, (i) the Board of Directors shall not vote upon any proposed change in the amount of the Employer Discount unless such proposal has been presented to and considered by the Board at the regularly scheduled meeting of the Board immediately preceding the regular meeting of the Board at which such proposal is voted upon by the Board; and (ii) a written notice of any change in the amount of the Employer Discount as authorized by this Section 2 shall be mailed to the ISM members not less than ninety (90) days prior to the effective date of such change.

SECTION 3. Payment. Dues for regular and non-voting members in the Association shall be assessed on a calendar year basis and shall be payable in advance of or on January 1 of each year. Members elected to membership in the Association at any time during a calendar year shall be required to pay a proportionate amount of the annual dues in effect at the time of their election to membership which amount shall be payable commencing on the first of the month following the month in which they are elected to membership in the Association.

SECTION 4. Nonpayment of Dues. A member of the Association whose dues are sixty (60) days in arrears may be expelled from membership in the Association and ISM upon notice by the Association to such member, such expulsion to be effective upon the date of such notice. A member expelled from membership for nonpayment of dues may be reinstated upon full payment of all delinquent dues (plus payment of an administrative fee or similar other charge which may be required from time to time by the Association).

SECTION 5. Schedule of Dues. The Association shall cause to be mailed to each member of the Association on or before December 1 of each year a schedule of annual dues payable for each category of membership for the coming membership period. Membership dues are payable in advance. (The mailing of the schedule of dues described in this Section shall not preclude the Association from causing a change in the amount of any dues set forth on such calendar year provided such change is made effective on or after the date such change in dues is approved by the Association in accordance with these Bylaws).

ARTICLE VII

BOARD OF DIRECTORS

SECTION 1. Authority and Responsibility. The governing body of the Association shall be the Board of Directors. The Board of Directors shall have general charge, management, and control of the affairs, funds and properties of the Association and, subject to the provisions of these Bylaws and any contrary statement of policy enacted by vote of the members of the Association, shall have authority to take such action in matters of policy and procedure as, in its judgment, will best promote the interests and

welfare of the Association, including authority to promulgate, amend or rescind in whole or in part all statements of Association policy as they may exist from time to time.

Procedures for credit card purchases as follows:

- (a) Only Association credit card holders will be allowed to purchase.
- (b) The order must be placed on the credit card.
- (c) The limit of any purchase is \$10,000.00 (the limit on the credit card).
- (d) The purchase must be approved by two of the following before it is placed; President, First Vice President, or Treasurer.
- (e) Treasurer must be notified with the amount on the third day prior to the order being placed.
- (f) Treasurer must be notified who to invoice (if applicable).

SECTION 2. Membership. The Board of Directors shall consist of the President, First Vice President, Second Vice President, Secretary, Treasurer, the Immediate Past President (Executive Director), and five (or more) appointed directors. All members of the Board of Directors must be regular members of NAPM-Wichita, KS, Inc. and ISM.

SECTION 3. Election. The Directors shall be elected by the regular members of the Association at their annual meeting in accordance with Article IX hereof.

SECTION 4. Term of Office. Directors shall be elected for a term of one (1) year.

SECTION 5. Vacancies. Mid-term vacancies occurring in any office shall be filled for the unexpired term through appointment by the President, with the approval of the Board of Directors, until the vacancy can be filled at the next election.

In the event the office of the President resulting from death, resignation, disqualification or permanent inability to serve, the Board of Directors shall promptly elect a successor from its own number for the remainder of the term.

SECTION 6. Meetings. There will be at least nine (9) regular meetings per calendar year. Special meetings as well as regular meetings will be announced at least one week prior to the meeting. Notification will be either in writing, or by phone if necessary. Special meetings may be called upon the written request of five (5) regular members.

SECTION 7. Authority to Act Without a Meeting. No action will be taken without a meeting.

SECTION 8. Board Action by Conference Call. Any one or more members of the Board of Directors, or of any committee thereof, may participate in a meeting of the Board of Directors or committee by means of a conference telephone or similar equipment which enables all persons participating in the meeting to hear (or receive electronic message to) each person at the same time. Participation by such means shall constitute presence in person at such a meeting.

SECTION 9. Quorum and Voting. A simple majority of the Board of Directors is required for a quorum and for any official vote.

SECTION 10. Executive Committee. The Board of Directors may, if it so desires, elect from among its members an Executive Committee of two (2) or more regular members; such Executive Committee shall act under the direction of, and all its acts shall be subject to review by, the Board of Directors.

ARTICLE VIII

OFFICERS

SECTION 1. Officers. The officers of the Association shall be the President, First Vice President, Second Vice President, Secretary, Treasurer and Immediate Past President (Executive Director).

SECTION 2. Election. The officers shall be elected by the regular members of the Association in attendance at their annual meeting held in accordance with Article IX hereof.

SECTION 3. Duties of President. The President shall be Chief Executive Officer and Chairman of the Board of Directors, and shall exercise general supervision over the executive affairs of the Association. He or she shall preside at all meetings of the Association membership and of the Board of Directors and shall be a member, ex-officio, of all Association committees. The President shall have, in addition, the duties made incumbent upon the office by any other provision of these Bylaws and which may be assigned by the Board of Directors.

SECTION 4. Duties of First Vice President. The First Vice President shall perform such duties as may be assigned from time to time by the President and the Board of Directors of the Association. In the event of the temporary inability of the President to perform the duties of his or her office resulting from illness, absence or any other cause, the First Vice President shall perform all the duties of the office of President until such time as the incumbent is able to resume the duties of the office. The First Vice President shall be Chairperson of the Program Committee and as such is responsible for the development of the balanced program of worthwhile activities, with emphasis on education, the primary aim of the ISM.

SECTION 5. Duties of Second Vice President. The Second Vice President shall assist the President and First Vice President in exercising general supervision over the affairs, activity and welfare of the Association and shall, in the absence of the President and First Vice President, perform the duties of President.

SECTION 6. Duties of Secretary. The Secretary shall be responsible for the preparation of all minutes of meetings of the Board of Directors and members of the Association; the maintenance and safekeeping of all corporate and membership records of the Association; and the serving or publication of all notices required by law or these Bylaws concerning any meeting or any other matter applicable to the Association; and shall perform such other duties as may be assigned from time to time by the President and Board of Directors of the Association or which may be required by law.

SECTION 7. Duties of Treasurer. The Treasurer shall have the custody of all Association funds and securities; shall maintain a full and accurate account of all receipts and disbursements in books belonging to the Association; shall deposit all Association funds in the name and to the credit of the Association in such depositories as may be designated by the Board of Directors of the Association; shall disburse the funds of the Association by check or credit card that has been pre-approved by the Board or Executive Committee consisting of, at least, the President and First Vice President in accordance with instructions furnished by the Board of Directors of the

Association; shall render to the Board of Directors and members of the Association upon request, but at least annually, an account of all his or her transactions and of the financial condition of the Association; and shall perform such other duties as may be assigned from time to time by the President and the Board of Directors of the Association or which may be required by law.

SECTION 8. Duties of Executive Director. The Executive Director shall be the past president and serve as a representative of the Association in Region Forums and meetings of the ISM if the President is unable to attend such meetings (the President will furnish in writing with signature, a transfer of voting power to the Executive Director, who will present it to the chairperson of said meeting). The Executive Director shall assist the President and any other member of the Board of Directors of the Association as requested, especially during the transition of newly elected or appointed officers of the Board.

ARTICLE IX

MEETINGS OF THE ASSOCIATION MEMBERS

SECTION 1. ANNUAL MEETING. The annual meeting of the Association membership shall be held in March of each year at such place and on such date as may be determined by the Board of Directors of the Association. Written notice thereof shall be given to all members at least seven (7) days prior thereto.

SECTION 2. Special Meetings. Special meetings of the Association membership may be called by the Board of Directors or the members of the Association in accordance with the provisions set forth in the Non-Profit Corporation Act of the State of Kansas.

SECTION 3. Quorum. At all annual or special meetings of the Association membership a quorum shall be the presence at such meeting of at least ten percent (10%) of the total regular membership of the Association.

SECTION 4. Voting. On all questions or issues presented for a vote at the annual meeting or any special meeting of the Association membership, each regular member whose dues are paid shall be entitled to cast one vote. Except as otherwise required by these Bylaws, all questions or issues presented to a vote of the Association membership shall be authorized by a simple majority of the votes cast at an annual or special meeting of the Association membership entitled to vote thereon (provided that the affirmative votes cast in favor of any such action shall be at least equal to the quorum required by Section 3 of this Article).

SECTION 5. Action by Association Membership Without a Meeting. Except for the election of the Board, whenever any question or issue is presented to a vote of the members, such vote may be taken without a meeting by written consents (either by written or electronic transmission) setting forth the action so taken and signed by a majority of members casting a vote, provided the number of consents is equal to or greater than the quorum requirement under Section 3 of this Article for a meeting of the members.

SECTION 6. Order of Business. At any meeting of the Association membership,

the order of business shall be as stated on the agenda for the meeting furnished with the notice of such meeting required by this Article.

SECTION 7. Parliamentary Rules. At all meetings of the Association, including the Board of Directors, Robert's Rules of Order will prevail when not in conflict with these Bylaws.

ARTICLE X

COMMITTEES

SECTION 1. Standing Committees. The following standing committees shall be established within the Association:

- (a) Marketing/Membership Committee
- (b) Education/Professional Development Committee
- (c) Communication/Public Relations Committee
- (d) Technology Committee
- (e) Academic Committee
- (f) Facilities Committee

The Board of Directors of the Association shall authorize from time to time additional committee(s) as Standing Committee(s) whenever in the sole judgment such action is deemed necessary.

SECTION 2. Special Committees. The President, with the approval of the Board of Directors of the Association, shall appoint such other special committees, subcommittees or task forces as may be deemed necessary and which are not in conflict with other provisions of these Bylaws. The duties of any such special committee shall be prescribed by the Board of Directors upon their appointment.

SECTION 3. Nominating Committee. A committee of at least three (3) regular members shall be appointed by the Board of Directors at least forty (40) days prior to the annual meeting in March of each year. Not more than one (1) member of this committee shall be a member of the Board of Directors. This committee shall present a proposed slate of candidates for all officers to the membership at the February meeting. The committee shall also be responsible for conducting the election procedures.

The names of consenting nominees for the various offices shall be announced at the regular meeting preceding the Annual Meeting by the Chairman of the Nominating committee. He or she shall file a list of the nominees, certified by the Committee, with the Secretary immediately after such announcement. Any five (5) or more members acting jointly, may present to the Secretary not later than seven (7) days prior to the Annual Meeting, the names of any candidates whom they wish to nominate, and the

respective offices for which they are nominated. The Secretary shall announce such nomination(s) prior to the election.

ARTICLE XI FINANCES

SECTION 1. Fiscal Year. The fiscal year of the Association shall begin on June 1 of each year and terminate on May 31 the following year.

SECTION 2. Appropriations. Appropriation of funds from the Association will be made only by the Board of Directors. It shall not contract indebtedness in excess of available funds in the treasury not otherwise required or previously appropriated.

ARTICLE XII DISSOLUTION

SECTION 1. Dissolution. The Association may be dissolved upon adoption of a plan of dissolution and distribution of assets adopted by the Board of Directors and approved by the regular members of the Association in accordance with the Non-Profit Corporation Act of the State of Kansas, as amended from time to time.

SECTION 2. Dedication of Funds. The Association shall use its funds only to accomplish the objectives and purposes specified in these Bylaws and no part of said funds shall inure, or be distributed, to the members of the Association. On dissolution of the Association, any funds remaining shall be distributed to one or more regularly organized and qualified organizations engaged in the promotion or education of the purchasing and materials management profession to be selected by the Board of Directors and regular members of the Association.

ARTICLE XIII

SECTION 1. Location. The Association may establish chapters for members who are located in geographical areas distant from the designated meeting place for regular meetings.

SECTION 2. Approval. The Board of Directors determines the need, the organizational structure and approves the operating procedures for chapters within the guidelines of these ByLaws.

ARTICLE XIV INDEMNIFICATION

SECTION 1. Litigation. This Association shall indemnify any director or officer, made, or threatened to be made, a party to an action or proceeding, whether civil or criminal, including an action by or in the right of any other Corporation of any type or kind, domestic or foreign, or any partnership, joint venture, trust, employee benefit plan or other enterprise, which any director or officer of this Association served in any capacity at the request of this Association, by reason of the fact that he or she, his or her testator or intestate, was a director or officer of this Association or served such other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise in any capacity, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees, actually and necessarily incurred as a result of such action or proceeding, or any appeal therein; provided, however, that no indemnification shall be made to or on behalf of any director or officer if a judgment or adjudication adverse to the director or officer establishes that his or her act was committed in bad faith or the result of active and deliberate dishonesty and were material

to the cause of action so adjudicated, or that he or she personally gained in fact a financial profit or other advantage in which he or she is not legally entitled.

SECTION 2. Authorization. Any indemnification made pursuant to Section 1 of Article XIV hereof, shall be made by this Association; if authorized in one of the following ways:

(a) By the Board acting by a quorum consisting of directors who are not parties to such action or proceeding upon a finding that the director or officer has not violated the standard of conduct as set forth in Section 1 of Article XIII hereof; or

(b) If a quorum under subparagraph (a) above is not obtainable or even if obtainable, a quorum of disinterested directors so directs:

(1) by the Board upon the opinion in writing of independent legal counsel that indemnification is proper under the circumstances because the standard of conduct set forth in Section 1 of Article XIII has not been violated by such director or officer, or

(2) by the members upon a finding that the director or officer has not violated the standard of conduct set forth in Section 1 of Article XIII.

SECTION 3. Expenses Incurred. The Association shall pay expenses incurred in defending a civil or criminal action or proceeding in advance of final disposition of such action or proceeding upon receipt of an undertaking by or on behalf of such director or officer to repay such amounts as, and to the extent, the person receiving such advancement or allowance is ultimately found, not to be entitled to indemnification or, where indemnification is granted, to the extent the expenses so advanced by this Association exceed the indemnification to which he or she is entitled. If any action with respect to indemnification of directors and officers is taken, then this Association shall, not later than the next Annual Meeting, unless such meeting is held within three (3) months from the date of such action and, in any event within fifteen (15) months from the date of such action, mail to its members of record at the time entitled to vote for the election of directors a statement specifying the action taken.

SECTION 4. Personal Liability. The directors of this incorporated Association shall not be personally liable to the Association or its members for damages for any breach of duty in his or her capacity as such: provided, however, that this provision shall not limit or eliminate the liability of any director if a judgment or other final adjudication adverse to him or her establishes that his or her acts or omissions were in bad faith or involved intentional misconduct or a knowing violation of law or that he or she personally gained in fact a financial profit or other advantage to which he or she was not legally entitled or that his or her acts violated Section 719 of the Not-For-Profit Corporation Law or appropriate section of applicable law in the State of Kansas, or for any act or omission which occurred prior to the adoption of this provision.

ARTICLE XV

AMENDMENTS

These Bylaws may be amended only by a vote of two-thirds (2/3) of the regular members present and voting as set forth in Section 4 of Article IX, such amendment(s) having been proposed in writing and read at the previous regular meeting.

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