

## ARTICLE III

### Board of Trustees

SECTION 1. Powers and Composition. The business and property of the Corporation shall be conducted and managed by its Board of Trustees, which may exercise all of the powers of the Corporation except such as are by statute reserved to the members. Said Board shall consist of the following persons:

1. For their lifetime, members who make donations to the Corporation of \$20,000.00 or more within a twelve (12) month period.
2. For a period of ten (10) years from the date of their initial donation, members who make donations to the Corporation of \$15,000.00 or more within a twelve (12) month period.
3. For a period of five (5) years from the date of their initial donation, members who make donations to the Corporation of \$10,000.00 or more within a twelve (12) month period.
4. The representative member selected by and from those members who make donations to the Corporation of \$5,000.00 or more within a twelve (12) month period. Such donating members, by a majority vote, shall designate such representative member on or before November 1 of each year. If the number of such donating members in any fiscal year exceeds twenty (20), they shall designate two (2) representative members for such fiscal year.
5. The current president of the Indian Association of Greater Wichita.
6. The current President of the Corporation.

Trustees shall be at least eighteen (18) years of age and must be members of the Corporation. The foregoing categories are mutually exclusive, except trustees under categories 2 and 3 shall be considered donating members under category 4 after the expiration of their ten (10) or five (5) year term, respectively.

SECTION 2. Regular Meetings. Regular meetings of the Board of Trustees may be held at such times and places as may be fixed, from time to time, by resolution of said Board and such regular meetings may be held without notice other than such resolution; provided, however, that if the Board shall fix or change the time or place of regular meetings, notice of such action shall be given to each trustee who shall not have been present at the meeting at which such action was taken within the time limit and in the manner set forth in Section 3 of this Article III, unless such notice shall be waived.

**SECTION 3. Special Meetings.** Special meetings of the Board of Trustees may be called by the President and shall be called by the Secretary upon the written request of any trustee. Written notice stating the place, day and hour of such meeting shall be sent to each trustee not less than three (3) days prior thereto. If mailed, such notice shall be deemed to be delivered when deposited, postage prepaid, in the United States mail addressed to the trustee at his or her address as it appears on the records of the Corporation.

**SECTION 4. Quorum.** At all meetings of the Board of Trustees, a majority of the total number of the trustees shall constitute a quorum for the transaction of business. The act of a majority of the total number of trustees shall be the act of the Board of Trustees, except as may be otherwise specifically provided by statute or herein. If less than a quorum is present at a meeting, a majority of the trustees present may adjourn the meeting from time to time without further notice.

**SECTION 5. Removal.** A trustee shall be removed if he or she ceases for any reason to be a member of the Corporation, and may be removed, with cause, at any time by vote of two-thirds of the total number of other trustees. For purposes of the foregoing sentence, "with cause" shall mean (i) any breach of these By-laws or any written policy, rule, or regulation of the Corporation, (ii) dishonesty, (iii) any act of moral turpitude, (iv) failure to attend two (2) consecutive meetings of the Board of Trustees, (v) conviction of or a plea of guilty or nolo contendere to a felony or a misdemeanor involving dishonesty or other criminal conduct against the Corporation, or (vi) any act or omission not in the best interest of the Corporation.

**SECTION 6. Vacancies.** Any vacancy in the Board of Trustees resulting from the death, resignation, disqualification, removal or inability to act of any trustee appointed under category 1, 2 or 3 of Section 1 hereof shall not be filled. Any vacancy in the Board of Trustees resulting from the death, resignation, disqualification, removal or inability to act of any trustee appointed under category 4 of Section 1 of this Article III shall be filled for the unexpired term of such trustee by a majority vote of the then donating members under such category 4.

**SECTION 7. Committees.** The Board of Trustees may, by resolution passed by a majority of the whole Board, designate one or more committees, each committee to consist of one or more of the trustees. The Board may designate one or more trustees as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. In the absence or disqualification of any member of such committee or committees, the member or members thereof present at any meeting and not disqualified from voting, whether or not he, she or they constitute a quorum, may unanimously appoint another member of the Board of Trustees to act at the meeting in the place of any such absent or disqualified member. Except as provided by statute, any such committee, to the extent provided in the resolution, shall have and may exercise the powers of the Board of Trustees in the management of the business and affairs of the Corporation.

**SECTION 8. Telephone Participation in Meetings.** Members of the Board of Trustees, or any committee designated by the Board, may participate in a meeting of such Board or committee through conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and such participation shall constitute presence in person at the meeting.

**SECTION 9. Action by Consent in Lieu of Meeting.** Any action which may be taken at any meeting of the Board of Trustees or any committee thereof may be taken without a meeting, if all members consent thereto in writing and said consent or consents are filed with the minutes of meetings of the Board or committee. Such consent or consents shall have the same force and effect as a unanimous vote of the trustees or members of such committee at a meeting duly held.

SECTION 10. Joint Meetings of Trustees and Members. Notwithstanding anything contained in these By-Laws to the contrary, the trustees and members may hold joint meetings and transact all business at said meeting jointly, in accordance with the applicable notices and waivers thereof and procedures provided for in these By-Laws for separate meetings of trustees and members.

SECTION 11. Compensation. A trustee shall not receive any compensation for his or her services to the Corporation. A trustee may be reimbursed for actual, necessary, and reasonable expenses he or she incurs on behalf of the Corporation.

## ARTICLE IV

### Officers

SECTION 1. Executive Officers. The officers of the Corporation shall be a President, a Chairman of the Board, a Secretary, a Treasurer, and such other officers as the Board of Trustees may deem advisable. Any number of offices may be held by the same person. The officers other than the Chairman of the Board shall be elected annually by the members at the annual meeting of members and each officer so elected shall hold office until his or her successor is duly elected or until his or her earlier resignation or removal. If the election of such officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be held. Any vacancy shall be filled for the unexpired term of such officer by a vote of the majority of the Board of Trustees.

SECTION 2. Chairman of the Board. A majority of the whole Board of Trustees, by written ballot, shall designate a trustee to serve as Chairman of the Board for a term of three (3) years. The Chairman of the Board shall, when present, preside at all meetings of the members and of the Board of Trustees. The Chairman of the Board shall also perform all duties incident to the office and such other duties as shall be prescribed by the Board of Trustees from time to time.

SECTION 3. President. In the absence or disability of a Chairman of the Board, the President shall exercise all powers and discharge all of the duties of the Chairman of the Board, including presiding at all meetings of the members and the Board of Trustees. The President shall be the chief executive officer of the Corporation and shall perform all duties incident to the office of President of a corporation and such other duties as shall be prescribed by the Board of Trustees from time to time.

SECTION 4. Vice President. In the absence or disability of the President, the Vice President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions upon, the President. The Vice President shall have such other powers and perform such other duties as from time to time may be prescribed for them respectively by the Board of Trustees or these By-Laws.

SECTION 5. Secretary. The Secretary shall keep the minutes of meetings of the members, Board of Trustees and any committee appointed by the Board in a book provided for that purpose; shall see that all required corporate notices are duly given; shall keep, or cause to be kept, records showing the names of the members, their addresses, and the class of membership held by each; and shall perform all duties incident to the office of Secretary of a corporation and such other duties as may be assigned to him or her by the Board of Trustees.