

**AMENDED AND RESTATED**  
**BYLAWS**  
**OF**  
**DOUGLAS COUNTY DEVELOPMENT, INC.**

**ARTICLE I**  
**Offices**

Section 1. Principal Office. The principal office for the transaction of the business of the corporation is at 734 Vermont, Suite 101, Lawrence, Kansas.

Section 2. Registered Office. The corporation, by resolution of its board of directors, may change the location of its registered office as designated in the Articles of Incorporation to any other place in Douglas County, Kansas. By like resolution the resident agent at such registered office may be changed to any other person or corporation, including itself. Upon adoption of such a resolution, a certificate certifying the change shall be executed, acknowledged and filed with the Secretary of State, and a certified copy thereof shall be recorded in the office of the Register of Deeds of Douglas County.

Section 3. Other Offices. Branch or subordinate offices may at any time be established by the board of directors at any place or places where the corporation is qualified to do business.

**ARTICLE II**  
**Membership**

Section 1. Voting Members. The voting members of the Corporation shall be composed of those individuals serving as members of the Board of Directors of the Chamber of Commerce of Lawrence, Kansas. The term of membership for each voting member in this Corporation shall coincide with such person's term of membership on the Board of Directors of the Chamber of Commerce of Lawrence, Kansas.

Section 2. Annual Meeting. The voting members of the Corporation shall meet annually to elect the officers and directors of the Corporation.

Section 3. Place of Meetings. All meetings of the members shall be at any place within or without the State of Kansas which has been designated from time to time by resolution of the

Board of Directors or by written consent of all members of the Board. In the absence of such designation, all meetings of the members shall be held at the principal office of the Corporation.

Section 4. Special Meetings. Special meetings of voting members, for any purpose or purposes whatsoever, may be called at any time by the President or by the Board of Directors or by three or more voting members of the Corporation. Written notice of each special meeting shall be given to each voting member, and, either personally or by mail or other means of written communication, charges prepaid, addressed to such member at the address appearing on the books of the Corporation or given by him or her to the Corporation for the purpose of notice. All such notices shall be sent to each member entitled thereto not less than seven (7) days nor more than twenty (20) days for each meeting, and shall specify the place, the day and the hour of such meeting, and the general nature of the business to be transacted.

Section 5. Quorum. The presence in person or by proxy of a majority of the voting members shall constitute a quorum for the transaction of business. The voting members present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of members reducing the remaining total to less than a quorum.

Section 6. Proxies. Every person entitled to vote or execute consents shall have the right to do so either in person or by one or more agents authorized by a written fax or email proxy executed by such person or his duly authorized agent and filed with the secretary of the Corporation, specifying the meeting for which such proxy is to have effect.

Section 7. Inspection of Corporate Records. The membership ledger, the books of account, and minutes of proceedings of the members, the Board of Directors and of executive committees of directors shall be open to inspection upon the written demand of any member within five (5) days of such demand during ordinary business hours if for a purpose reasonably related to his or her interests as a member. A list of members entitled to vote shall be exhibited at any reasonable time and at meetings of the members when required by the demand of any member at least twenty (20) days prior to the meeting. Such inspection may be made in person or by an agent or attorney authorized in writing by a member, and shall include the right to make abstracts. Demand of inspection other than at a members' meeting shall be made in writing upon the president, secretary, assistant secretary or general manager of the Corporation.

Section 8. Inspection of Bylaws. The Corporation shall keep in its principal office for the transaction of business the original of a copy of these bylaws as amended or otherwise altered to date, certified by the secretary, which shall be open to inspection by the members at all reasonable times during ordinary business hours.

## ARTICLE III

### Directors

Section 1. Powers. Subject to limitations of the Articles of Incorporation, of the bylaws, and of the Kansas Corporation Code as to action which shall be authorized or approved by the members, and subject to the duties of directors as prescribed by the bylaws, all corporate powers shall be exercised by or under the authority of, and the conduct and affairs of the corporation shall be controlled by, the board of directors. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the directors shall have the following powers, to-wit:

FIRST -- To alter, amend or repeal the bylaws of the corporation, except that the directors shall have no authority to alter, amend or repeal Article II, Section 1 herein.

SECOND -- To select and remove all the other officers, agents and employees of the corporation, prescribe such powers and duties for them as may not be inconsistent with law, or with the Articles of Incorporation or the bylaws, fix their compensation, and require from them security for faithful service.

THIRD -- To conduct, manage, and control the affairs and conduct of the corporation, and to make such rules and regulations therefor not inconsistent with the law, or with the Articles of Incorporation or the bylaws, as they may deem best.

FOURTH -- To change the principal office and registered office for the transaction of the conduct of the corporation from one location to another as approved in Article I hereof; to fix and locate from time to time one or more subsidiary offices of the corporation within or without the State of Kansas, as provided in Article I, Section 2 hereof; to designate any place within or without the State of Kansas for the holding of any members' meeting or meetings except annual meetings; to adopt, make and use a corporate seal, to prescribe the forms of certificates of membership, and to alter the forms of such seal and of such certificates from time to time, as in their judgment they may deem best, provided such seal and such certificate shall at all times comply with the provisions of law.

FIFTH -- To borrow money and incur indebtedness for purposes of the corporation, and to cause to be executed and delivered therefor, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations or other evidences of debt and securities therefor.

SIXTH -- To appoint an executive committee and other committees, and to delegate to such committees any of the powers and authority of the board in the management of the conduct and affairs of the corporation, except the power to adopt, amend or repeal bylaws. Any such committee shall be composed of two or more directors.

Section 2. Number and Qualification of Directors. The authorized number of directors of the Corporation shall be no less than seventeen (17) and no more than twenty-five (25) until

changed by amendment to this bylaw. Ex-officio members of the Board of Directors, shall include but not be limited to a representative of the City Commission and the County Commission.

Section 3. Nomination of Officers and Directors. Each year in January the Board of Directors shall appoint a committee to nominate officers and directors for the coming year. As soon as convenient, the committee shall make its report to the Board of Directors. The Board of Directors will then make a recommendation to the voting members for election of the nominees.

Section 4. Election and Term of Office. The voting members shall elect the directors annually. All directors shall hold office until their respective successors are elected. A director can be removed from office at any time for good cause, however, by majority of the voting members, and he or she may be removed without cause by a two-thirds (2/3) vote of the voting members. The normal term of office shall be three (3) years, but directors may be elected to shorter terms in order to establish staggered terms for the board. The directors term shall commence in July of the initial term year and run through June of the final term year.

Section 5. Vacancies. Vacancies on the board of directors may be filled by a majority of the remaining directors, although less than a quorum, or by a sole remaining director. If at any time, by reason of death, resignation, or other cause, the corporation should have no directors in office, then any officer or any member may apply to the District Court for a decree summarily ordering election as provided for by the Kansas Corporation Code. Each director so elected shall hold office until his successor is elected at an annual or a special meeting of the members.

A vacancy or vacancies on the board of directors shall be deemed to exist in case of the death, resignation or removal of any director, or if the authorized number of directors be increased, or if the members fail at any annual or special meeting of voting members at which any director or directors are elected to elect the fully authorized number of directors to be voted for at the meeting, or if any director or directors elected shall refuse to serve.

No reduction of the authorized number of directors shall have the effect of removing any director prior to the expiration of his term of office.

Section 6. Place of Meetings. Regular and special meetings of the board of directors shall be held at any place within or without the State of Kansas which, has been designated from time to time by resolution of the board or by written consent of all members of the board. In the absence of such designation, all meetings shall be held at the principal office of the corporation.

Section 7. Meetings. Regular or special meetings of the Board of Directors shall be held in accordance with such schedule as the board may determine from time to time and communicate in writing or by fax or email to the members of the Board of Directors. Annually, each member of the Board of Directors shall provide the Secretary with his or her mailing address, telephone number, fax number and email address and shall immediately notify the Secretary of any changes thereto. Each Director shall notify the Secretary of his or her preferred method of communication for receiving notice of meetings. Notice of meetings, unless waived

by attendance thereat or by written consent to the holding of the meeting, shall be given by written notice mailed at least five (5) days before the date of such meeting or be hand delivered, faxed, or emailed at least twenty-four hours (24) before such meeting.

Section 8. Waiver of Notice. The transactions of any meeting of the board of directors, however called and noticed or wherever held, shall be as valid as though had at a meeting duly held after regular call and notice, if a quorum be present, and if, either before or after the meeting, each of the directors not present signs a written waiver of notice, or a consent to holding such meeting, or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 9. Proxies. Every person entitled to vote or execute consent shall have the right to do so either in person or by one or more agents authorized by a written, faxed or email proxy executed by such person or his duly authorized agent and filed with the Secretary of the Corporation specifying the meeting for which such proxy is to have effect.

Section 10. Quorum. A majority of the total number of directors shall be necessary to constitute a quorum for the transaction of business, except to adjourn as hereinafter provided. Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the board of directors, unless a greater number be required by law or by the Articles of Incorporation. The directors present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of enough directors to leave less than a quorum.

Section 11. Meetings by Telephone. Members of the board of directors of the corporation, or any committee designated by such board, may participate in a meeting of the board of directors 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 12. Adjournment. A majority of the directors present may adjourn any directors' meeting to meet again at a stated day and hour or until the time fixed for the next regular meeting of the board.

Section 13. Fees and Compensation. Directors shall not receive any stated salary for their services as directors. Nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity as an agent, employee, or otherwise, and receiving compensation therefor.

## ARTICLE IV

### Officers

Section 1. Officers. The officers of the corporation shall be a president, a vice-president, a secretary, and a treasurer. The corporation may also have, at the discretion of the board of

directors, a chairman of the board, one or more vice-presidents, one or more assistant secretaries and one or more assistant treasurers, and such other officers as may be required. Any number of offices may be held by the same person.

Section 2. Election. The officers of the corporation, except such officers as may be appointed in accordance with the provisions of Section 3 or Section 5 of this Article IV shall be chosen by the Board of Directors at the first board meeting following the Annual Meeting of the voting members of the corporation. Each officer shall hold his or her office for a term of one year or until he or she resigns, or is removed or otherwise disqualified to serve, in which event his or her successor shall be elected.

Section 3. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled in the manner prescribed in these bylaws for regular appointments to such office.

Section 4. Removal and Resignation. Any officer may be removed, either with or without cause, by an officer upon whom the power of removal has been conferred by the board of directors or by a majority of the directors at the time in office, at any regular or special meeting of the board.

Section 5. President. The president shall be the chief executive officer of the corporation and shall, subject to the control of the board of directors, have general supervision, direction and control of the conduct and officers of the corporation. He or she shall preside at all meetings of the members and, in the absence of the chairman of the board, at all meetings of the board of directors. He or she shall be ex-officio a member of all the standing committees, including the executive committee, if any, and shall have the general powers and duties of management usually vested in the office of president of a corporation, and shall have such other powers and duties as may be prescribed by the board of directors or these bylaws.

Section 6. Vice-President. In the absence or disability of the president, vice-president or vice-presidents, if there be such an officer or officers, in order of their rank as fixed by the board of directors, or if not ranked, the vice-president designated by the board of directors, 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-presidents 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 directors or these bylaws.

Section 7. Secretary. The secretary shall keep, or cause to be kept, a book of minutes at the principal office or such other place as the board of directors may order, of all meetings of directors and members, with the time and place of holding, whether regular or special, and if special, how authorized, the notice thereof given, the names of those present at directors' meetings, the members present or represented at members' meetings and the proceedings thereof.

The secretary shall keep, or cause to be kept, at the principal office a membership list, showing the names of the members and their addresses, and the date of suspension, termination or resignation of every member.

The secretary shall give, or cause to be given, notice of all the meetings of the members and of the board of directors required by these bylaws or by law to be given, and shall keep the seal of the corporation in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the board of directors or these bylaws.

Section 8. Treasurer. The treasurer shall keep and maintain or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, surplus and shares. The books of account shall at all reasonable times be open to inspection by any director.

The treasurer shall deposit or cause to be deposited all monies and other valuables in the name and to the credit of the corporation with such depositories as may be designated by the board of directors. He or she shall disburse the funds of the corporation as may be ordered by the board of directors, shall render to the president and directors, whenever they request it, an account of all of his or her transactions as treasurer and of the financial condition of the corporation, and shall have such other powers and perform such other duties as may be prescribed by the board of directors or these bylaws. He or she shall be bonded, if required by the board of directors.

## **ARTICLE V**

### **Miscellaneous**

Section 1. Indemnification of Directors and Officers. Any person who at anytime shall serve, or shall have served, as director, officer, or employee of the Corporation, or of any other enterprise at the request of the Corporation, and the heirs, executors, and administrators of such person, shall be indemnified by the Corporation against all costs and expenses (including but not limited to counsel fees, amounts of judgments paid, and amounts paid in settlement) reasonably incurred in connection with the defense of any claim, action, suit, or proceeding, whether civil, criminal, administrative, or other, in which he, she or they may be involved by virtue of such person's being or having been such director, officer or employee if such person, in connection with all matters having to do with such claim, action, suit, or proceeding, acted in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the corporation and, with respect to any criminal action or proceeding, as to which such person had no reasonable cause to believe his or her conduct to have been unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of no contest or its equivalent, shall not, of itself, create a presumption that such person did not act in good faith and in a manner in which he or she reasonably believed to be in or not opposed to the best interests of the corporation or that such person had reasonable cause to believe his or her conduct to have been unlawful. The foregoing indemnification shall not be deemed exclusive of

any rights to which those indemnified hereby may be entitled under any other bylaw, agreement, vote of members, or otherwise.

Section 2. Contracts, Deeds. Etc., How Executed. The board of directors, except as in these bylaws otherwise provided, may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances; and unless so authorized by the board of directors, no officer, agent or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose in any amount, provided, however, that any deeds or other instruments conveying lands or any interest therein shall be executed on behalf of the corporation by the president or vice-president, if there be one, or by any agent or attorney so authorized under letter of attorney or other written power which was executed on behalf of the corporation by the president or vice-president.

Section 3. Checks, Drafts, Etc. All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness, issued in the name of or payable to the corporation, shall be signed or endorsed by such-person or persons and in such manner as, from time to time, shall be determined by resolution of the board of directors.

Section 4. Fiscal Year. The board of directors shall have the power to fix and from time to time change the fiscal year of the corporation. In the absence of action by the board of directors, however, the fiscal year of the corporation shall end each year on the date which the corporation treated as the close of its first fiscal year, until such time, if any, as the fiscal year shall be changed by the board of directors.

## **ARTICLE VI**

### **Amendments**

Section 1. Power of Directors. New bylaws may be adopted or these bylaws may be amended or repealed by a majority vote of the board of directors at any regular or special meeting thereof; provided, however that the time and place fixed by the bylaws for the annual election of directors shall not be changed within sixty (60) days next preceding the date on which such elections are to be held. Notice of any amendment of the bylaws by the board of directors shall be given to each member having voting rights within ten (10) days after the date of such amendments by the board.



## CERTIFICATE


The undersigned hereby certifies:

(1) That he or she is the duly elected, qualified and acting Secretary of Douglas County Development, Inc., a Kansas not-for-profit corporation; and

(2) That, to the best of the knowledge of the undersigned, the foregoing Bylaws, comprising of nine (9) pages, constitute the original Bylaws of said corporation together with amendments thereof duly adopted by the Board of Directors to the date hereof; and

(3) The foregoing are the duly adopted Bylaws of said corporation now in full force and effect.

IN TESTIMONY WHEREOF, this Certificate has been executed this 21<sup>ST</sup> day of July, 2000.

  
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Secretary

(SEAL)