



**KanREN, INC.
BYLAWS**

**ARTICLE I
NAME, LOCATION AND OFFICES**

Section 1. The name of the Corporation shall be KanREN Inc.

Section 2. Principal Office. The principal office for the transaction of the business of the corporation is hereby located at 1405 Wakarusa, Suite B, Lawrence, Kansas, 66049.

Section 3. 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 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.

Section 4. 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
PURPOSES AND PRINCIPLES**

Section 1. Purpose. The Corporation shall be a non-stock, non-profit Corporation organized exclusively for charitable, educational, religious and/or scientific purposes within the meaning of section 501 (c)(3) of the Internal Revenue Code. Specifically, the Corporation shall receive and provide funds and property devoted exclusively to benevolent, religious, educational, and charitable purposes, including, but not limited to, the following:

- (a) To utilize its resources as an education consortium through the use of a state-wide electronic digital data network operated on behalf of its member institutions.
- (b) To offer membership to other non-profit organizations including any Government or quasi-state agency, college, university, library, charter school, or school district in the state of Kansas. Other non-profit organizations may join subject to approval by the board of directors.

- (c) To facilitate communication among its members and connect members to the world-wide Internet in an effort to share symposia and information on education and research topics.
- (d) To provide state-wide member services, internet services and intranet services and a variety of administrative support services.
- (e) To facilitate training and information services to the members.

To carry out and fulfill the purposes enumerated above, the Corporation shall have the power to own, hold, use, lease, and otherwise deal in and dispose of real or personal property, or any interest therein, situated in or out of the State of Kansas and shall have the powers and authorities to further said purposes of the Corporation as enumerated in the Article of Incorporation. The Corporation shall not engage in activities that are not in furtherance of those purposes.

ARTICLE III PURPOSES OF GOVERNING INSTRUMENTS

Section 1. Non--Profit Corporation. The Corporation shall be organized as a non-profit corporation under the provisions of the Kansas Corporation Code.

Section 2. Section 501 (c)(3) only. The Corporation is a voluntary association of organizations the purposes of which, as set forth in the Articles of Incorporation, are exclusively within the meaning of Section 501 (c)(3) of the Internal Revenue Code.

Section 3. Governing Instruments. The Corporation shall be governed by its Articles of Incorporation and these Bylaws.

ARTICLE IV MEMBERSHIP

Section 1. Membership. Members shall be selected from the non-profit organizations with a majority vote of the votes cast at an annual or special meeting of the board of directors. Initial members shall be selected by a majority vote of the directors. Members are voting or non-voting members as defined in the KanREN Inc. member site handbook.

Section 2. Application for Membership. Applications for membership shall be made in the manner prescribed by the board of directors. Honorary memberships shall be determined under terms and conditions as specified by resolution of the board of directors and shall be non-voting.

Section 3. Resignation From Membership. A resignation from membership shall be presented to the board of directors, but shall not relieve any member from any liability for any dues, assessments or other obligations to the corporation which are unpaid at the time such resignation is filed, or which may arise prior to or following the acceptance of the resignation.

Section 4. Termination or Suspension. If any member of the corporation shall commit any act prejudicial to the conduct of the affairs of the corporation or the purposes for which it is formed, or shall have changed its status so as to be ineligible for membership, such organization shall be notified in writing to appear personally before the board of directors at a designated time not less than thirty (30) days after such notification and at such time, be given a hearing. By a two-thirds vote of all of the board of directors present at the meeting, the membership of such organization in the corporation may be terminated or suspended. Suspension is not appropriate where the organization has ceased to be an organization in the category of organizations eligible for membership. If either suspension or termination is decided upon, the terms and conditions of same shall be specified in writing and delivered to the suspended or terminated member.

Section 5. Transfer of Membership. Memberships in the corporation shall be nontransferable. There shall be no transfer or alienation by inter vivos or testamentary device or otherwise.

Section 6. Place of Meetings. All annual meetings of members and all other meetings of members shall be held at any place within or without the State of Kansas designated either by the president pursuant to authority hereinafter granted to said president, or by the written consent of all members entitled to vote thereat, given either before or after the meeting and filed with the secretary of the corporation.

The president may make provision for members of the corporation to participate in a meeting by means of conference telephone, videoconference equipment, email, or similar communications equipment, by means of which all meeting participants can communicate adequately, by written or spoken word, for the transaction of business; such participation in a meeting shall constitute presence in person at the meeting.

Section 7. Meetings of Voting Members and Other Memberships Matters. The annual meetings of the membership shall be held in April of each year, time and location(s) to be determined by the Executive Director in consultation with the Board of Directors. At such meeting, directors shall be elected, reports of the affairs of the corporation shall be considered, and any other business may be transacted which is within the power of the members.

Written notice of each annual meeting shall be given to each member entitled to vote, either personally or by mail or other means of written communication, charges prepaid, addressed to such member at its address appearing on the books of the corporation or given by it to the

corporation for the purposed of notice. If a member gives no address, notice shall be deemed to have been given if sent by mail or other means of written communication addressed to the place where the principal office of the corporation is situated, or by electronic means to the last known e-mail address. All such notices shall be sent to each member entitled thereto not less than ten (10) days nor more than sixty (60) days before each annual meeting, and shall specify the place, the day and the hour of such meeting, the business matters to be considered at the meeting, and shall state such other matters, if any, as may be expressly required by statute.

Section 8. Special Meetings. Special meetings of the members, for any purpose or purposes whatsoever, may be called at any time by the president or by the board of directors, or by one or more members holding not less than one-fifth of the voting power of the corporation. Except in special cases where other express provision is made by statute, notice of such special meetings shall be given in the same manner as for annual meetings of members. Notices of any special meeting shall specify in addition to the place, day and hour of such meeting, the general nature of the business to be transacted.

Section 9. Adjourned Meetings and Notice Thereof. Any members' meeting, annual or special, whether or not a quorum is present, may be adjourned from time to time by the vote of a majority of the membership interest, the holders of which are either present in person or represented by proxy thereat, but in the absence of a quorum, no other business may be transacted at such meeting.

When any members' meeting, either annual or special, is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Except as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting, if the time and place thereof are announced at the meeting at which such adjournment is taken.

Section 10. Voting. Unless the board of directors has fixed in advance a record date for purposes of determining entitlement to vote at the meeting, the record date shall be as of the close of business on the day on which the meeting shall be held. Any business matter brought before the membership for a vote must be approved by the Board of Directors prior to the publication of the meeting notice. Unless otherwise provided in the Articles of Incorporation, all elections of directors shall be by written ballot. If the Articles of Incorporation permit election of directors without written ballot, then such election shall be without written ballot, unless requested by any member, in which case the election of directors shall be by written ballot. Each voting member shall have one (1) vote for directors and all other matters which may properly come before the members at any annual or special meeting.

Section 11. Quorum for Member Meetings. The presence in person or by proxy of one third (1/3) of the voting members at any meeting shall constitute a quorum for the transaction of business. The 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 enough

members to leave less than a quorum.

Section 12. Consent of Absentees. A decision or transactions of any meeting of members, either annual or special, however called and noticed, shall be as valid as though had at a regularly, scheduled meeting, if a quorum be present either in person or by proxy. Such decision or transaction shall be valid if, either before or after the meeting, each of the members entitled to vote, not present in person or by proxy, signs a written waiver of notice, or a consent to the holding of 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 13. Proxies. Every member organization 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 proxy executed by such organization or its duly authorized agent and filed with the secretary of the corporation; provided that no such proxy shall be valid after the expiration of three (3) years from the date of its execution, unless the organization executing it specified therein the length of time for which such proxy is to continue in force.

Section 14. 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 or the holder of a right to vote within five (5) business days of such demand during ordinary business hours if for a purpose reasonably related to his or her interests as a member, or as the holder of such voting trust certificate. The list of members entitled to vote shall be prepared at least ten (10) business days before every meeting of members by the officer in charge of the membership ledger, which shall be the secretary, and shall be open to inspection by any member, for any purpose germane to the meeting, during ordinary business hours for at least ten (10) business days prior to such 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 15. Inspection of Bylaws. The corporation shall keep in its principal office for the transaction of business the original or 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 V 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 business 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--If allowed by the Articles of Incorporation, to alter, amend or repeal the bylaws of the corporation.

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 for services performed and expenses incurred by any such persons, and require from them security for faithful service.

Third--To conduct, manage, and control the affairs and business of the corporation, and to make such rules and regulations therefore 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 business of the corporation from one location to another as provided 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 3 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 membership certificates, 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 therefore, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations or other evidences of debt and securities therefore.

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 business 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.

Seventh--To vet and approve all business matters which require a vote at any annual or special meeting of the membership.

The Board of Directors shall not permit any part of the net earnings or capital of the Corporation to inure to the benefit of any member, director, officer, or other private person or individual. Provided however, in accordance with the policies set out herein in these Bylaws, any member, director, officer, or other private person shall be entitled to reasonable compensation for services rendered to the Corporation.

The Board of Directors may, from time to time, appoint, as advisors, persons whose advice, assistance, and support may be deemed helpful in determining policies and formulating programs for carrying out the purposes and functions of the Corporation.

Section 2. Number and Qualification of Directors. The authorized number of directors of the corporation shall be no fewer than thirteen (13) as described in the Membership Handbook. Any change in the makeup of the directors shall be approved by a two-thirds (2/3) majority vote of the votes cast.

Section 3. Election and Term of Office. The directors shall be elected at each annual meeting of members, but if any such annual meeting is not held, or the directors are not elected thereat, the directors may be elected at a special meeting of members held for that purpose as soon thereafter as conveniently may be. All directors shall hold office until their respective successors are elected. Notwithstanding the above, a member who is also a Kansas Board of Regents University shall have its Chief Information Officer (or equivalent position as defined by the Regents University) serve on the board or appoint a director to serve on the board, and such board position shall not be subject to annual election so long as the Regent University is a member of the corporation. A director may be removed from office at any time for cause, however, by a majority vote of the votes cast, and he may be removed without cause by a two-thirds (2/3) majority vote of the votes cast. The directors may also elect, at their discretion, a chairman of the board. In the event the Board elects a chairman of the board, the same shall hold office for 1 (one) year or until their respective successor is elected.

Section 4. Vacancies. Vacancies on the board of directors may be filled by a majority of the remaining directors, although less than a quorum. Any director elected by a majority of directors to fill a vacancy, shall serve through the remainder of the resigning director's term. If the Articles of Incorporation permit election of directors without written ballot, then the election of directors to fill vacancies shall be without written ballot, unless requested by any 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 or any executor, administrator, trustee or guardian of a member or other fiduciary entrusted with like responsibility for the person or estate of a member may call a special meeting of the members in accordance with the provisions of these bylaws, or 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 or her 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 members at which any director or directors are elected to elect the full authorized number of directors to be voted for at the meeting, or if any director or directors elected shall refuse to serve.

The members holding at least twenty percent (20%) of the outstanding membership certificates may call a meeting at any time to fill any vacancy or vacancies not filled by the directors in accordance with the above procedures. If the board of directors accepts the resignation of a director tendered to take effect at a future time, the board or the members shall have power to elect a successor to take office when the resignation is to become effective.

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

Section 5. Chairman of the Board and other Offices. The chairman of the board, if such an officer be elected, shall, if present, preside at all meetings of the board of directors, and exercise and perform such other powers and duties as may be from time to time assigned to him or her by the board of directors or prescribed by these bylaws. The board of directors may appoint or elect such other officers to assist the board of directors, each of whom shall have authority and perform such duties as are provided in these bylaws or as the board of directors may from time to time specify, and shall hold office until he or she shall resign or shall be removed or otherwise disqualified to serve.

Section 6. Place of Meeting. 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. Organizational Meeting. Immediately following each annual meeting of members, the board of directors shall hold a regular meeting for the purpose of organization, election of Board Officers, Corporate Officers, and the transaction of other business. Notice of such meeting is hereby waived.

Section 8. Other Regular Meetings. Other regular meetings of the board of directors shall be held without call at such time as the board of directors may from time to time designate in advance of such meetings; provided, however, should said day fall upon a legal holiday, then said meeting shall be held at the same time on the next day thereafter ensuing which is not legal holiday. Notice of all such regular meetings of the board of directors is hereby waived.

Section 9. Special Meetings. Special meetings of the board of directors for any purpose or purposes shall be called at any time by the president or, if he or she is absent or unable or refuses to act, by the secretary or by any other director. Notice of such special 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) business days before the date of such meeting is to be held. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail with postage thereon addressed to the director at his or her residence or usual place of business.

Section 10. Notice of Adjournment. Notice of the time and place of holding an adjourned meeting need not be given to absent directors if the time and place be fixed at the meeting adjourned.

Section 11. 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 12. Quorum for Board of Directors Meetings. A majority of the total number of directors shall be present 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 13. Proxies. Every director shall have the right to vote either in person or by one or more agents authorized by a written proxy executed by such person or his or her duly authorized agent and filed with the secretary of the corporation; provided that no such proxy shall be valid after the expiration of one (1) year from the date of its execution.

Section 14. Meetings by Other Means. 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, e-mail, electronically, 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 15. 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 16. Votes and Voting. All votes required of directors hereunder may be by voice vote, show of hands, e-mail, or electronically, unless a written ballot is requested, which request may be made by any one director. Each director shall have one vote, unless the Articles of Incorporation provide that directors elected by the holders of a class of members have more or less than one vote per director on any matter. Every reference to a majority or other proportion of directors shall refer to a majority or other proportion of the votes of such directors.

Section 17. Inspection of Books and Records. Any director shall have the right to examine the corporation's membership ledger, a list of its members entitled to vote and its other books and records for a purpose reasonably related to such director's position as a director. When there is any doubt concerning the inspection rights of a director, the parties may petition the District Court, which may, in its discretion, determine whether an inspection may be made and whether any limitations or conditions should be imposed upon the same.

Section 18. Fees and Compensation. Directors shall not receive any stated salary for their services as directors, but, by resolution of the board, adopted in advance of, or after the meeting for which payment is to be made, a fixed fee, with or without expenses of attendance, may be allowed one or more of the directors for attendance at each meeting. Nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity as an officer, agent, employee, or otherwise, and receiving compensation therefore.

ARTICLE VI OFFICERS

Section 1. Officers. The officers of the corporation shall be a president, a secretary and a treasurer. The corporation may also have, at the discretion of the board of directors, one or more vice-presidents, one or more assistant secretaries and one or more assistant treasurers, and such other officers as may be appointed in accordance with the provisions of Section 3 of this Article VI. 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 VI, shall be chosen annually by the board of directors, and each shall hold his or her office until he or she shall resign or shall be removed or otherwise disqualified to serve, or his or her successor shall be elected and qualified.

Section 3. Subordinate Officers, Etc. The board of directors may appoint such other officers as the business of the corporation may require, each of whom shall have authority and perform such duties as are provided in these bylaws or as the board of directors may from time to time specify, and shall hold office until he shall resign or shall be removed or otherwise disqualified to serve.

Section 4. Compensation of Officers. Employees of the corporation shall receive such salaries or other compensation as shall be determined by resolution of the board of directors, adopted in advance of or after the rendering of the services, or by employment contracts entered into by the board of directors. Officers may be compensated as determined by the Board of Directors for services performed and expenses incurred by such persons. The power to establish salaries of officers, other than the president or chairman of the board, may be delegated to the president, chairman of the board, or a committee.

Section 5. 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 6. Removal and Resignation. Any officer may be removed, either with or without cause, by a majority of the directors at the time in office, at any regular or special meeting of the board, or, except in the case of an officer chosen by the board of directors, by any officer upon whom such power of removal may be conferred by the board of directors. Any officer may resign at any time upon written notice to the corporation.

Section 7. President. Subject to such supervisory powers, if any, as may be given by the board of directors to the chairman of the board, if there be such an officer, 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 business 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 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 8. Vice-President. In the absence or disability of the president, the 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 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 9. 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 or at the office of the corporation's transfer agent, a membership ledger, showing the names of the members and their addresses, and the number and date of membership certificates issued; and the date of suspension, termination or resignation of every membership certificate surrendered for cancellation.

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 he or she 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 10. 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 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 VII MISCELLANEOUS

Section 1. Dues. The dues required for initial membership and annually or otherwise shall be as specified by written resolution of the members. Such dues may be changed from

time to time except that once a member has paid his or her or its original membership fee, if any, and becomes a member, no subsequent increase or decrease in the membership fee shall warrant an assessment or require a refund as to such fee with respect to such member. Nonpayment of dues shall be a proper cause for suspension or revocation of membership hereunder. All dues shall be payable as specified by the board of directors. Annual dues shall be in the same amount for all members of the same membership class. The annual dues may vary for each membership class where there is more than one such class.

Section 2. Use of Roberts Rules of Order. The most current revision of Roberts Rules of Order shall be used for the conduct of all members' and directors' meetings except as otherwise provided hereunder or in the Articles of Incorporation.

Section 3. Indemnification of Directors and Officers. When a person is sued, either alone or with others, because he or she is or was a director or officer of the corporation, or of another corporation serving at the request of this corporation, if any proceeding arising out of his or her alleged misfeasance or nonfeasance in the performance of his or her duties or out of any alleged wrongful act against the corporation or by the corporation, he or she shall be indemnified for his or her reasonable expenses, including attorneys' fees incurred in the defense of the proceeding, if both of the following conditions exist:

- (a) The person sued is successful in whole or in part, or the proceeding against him or her is settled with the approval of the court.
- (b) The court finds that his or her conduct fairly and equitably merits such indemnity.

The amount of such indemnity which may be assessed against the corporation, its receiver, or its trustee, by the court in the same or in a separate proceeding shall be so much of the expenses, including attorneys' fees incurred in the defense of the proceeding, as the court determines and finds to be reasonable. Application for such indemnity may be made either by the person sued or by the attorney or other person rendering services to him in connection with the defense, and the court may order the fees and expenses to be paid directly to the attorney or other person, although he is not a party to the proceeding. Notice of the application for such indemnity shall be served upon the corporation, its receiver, or its trustee, and upon the plaintiff and other parties to the proceeding. The court may order notice to be given also to the members in the manner provided in Article IV, Section 7, for giving notice of members' meetings, in such form as the court directs.

Section 4. 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 5. Annual Report. No annual report to members shall be required, but the board of directors may cause to be sent to the members reports in such form and at such times as may be deemed appropriate by the board of directors.

Section 6. 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 contracts, agreements, deeds or other instruments conveying lands or any interest therein, and any other documents shall be executed on behalf of the corporation by the president (or by a vice-president, if there be one, serving in the absence of the president), or by any other specific officer or 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 serving in the absence of the president).

Section 7. Membership Certificates. A certificate of membership shall be issued to each member when any such member so requests, and no such certificate shall be issued when initial membership fees are required until such fees are paid in full, unless the board of directors specifically authorizes installment payments. All such certificates shall be signed by the president or vice-president and the secretary, or an assistant secretary. Only one certificate may be issued per member except to replace membership certificates which are lost, stolen or destroyed. In the event a membership certificate is lost, stolen or destroyed, the member requesting a new certificate shall prepare an affidavit stating the conditions and reasons for or circumstances surrounding the loss, theft or destruction. Membership certificates shall indicate whether the member is a voting or non-voting member.

Section 8. 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.

Section 9. Definitions. Written notices hereunder shall be delivered by registered mail to the member's last known address. "Writing," "Written," or "Written Notices," shall include any means of legible printed or typewritten communication upon paper, or may also include electronic communication, e-mail, or other means of communication through electronic means.

ARTICLE VIII DISSOLUTION

Section 1. Upon the dissolution of this corporation, the governing body shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under ' 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law), as the governing board shall determine. Any such assets not so disposed of shall be disposed of by the District Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IX AMENDMENTS

Section 1. Power of Directors. New bylaws may be adopted or these bylaws may be amended or repealed by a two-thirds (2/3) majority vote of the votes cast 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. The board of directors may propose changes or amendments to the bylaws and notice of any proposed change or 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 proposed amendments.

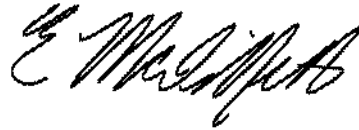
CERTIFICATE OF SECRETARY

I, the undersigned, do hereby certify:

(1) That I am the duly elected and acting secretary of KanREN INC., a Kansas not-for-profit corporation; and

(2) That the foregoing bylaws, constitute the current bylaws of said corporation, as duly adopted by the board of directors and membership and are accurate as amended on the nineteenth day of July, 2006.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name and affixed the seal of the said corporation this second day of April, 2014.



Erica L. McDiffett
Secretary

