

**BYLAWS**  
**OF**  
**SUNFLOWER RECREATIONAL TRAILS, INC.\***  
**(A Kansas Not-For-Profit Corporation)**

**ARTICLE I**  
**OFFICES AND RECORDS**

1.1 Registered Office and Resident Agent. The location of the registered office and the name of the resident agent of **SUNFLOWER RECREATONAL TRAILS, INC.** (the "Corporation"), in the State of Kansas shall be as stated in the Articles of Incorporation of the Corporation as amended from time to time (the "Articles"), or as shall be determined from time to time by resolution of the Board of Directors of the Corporation (the "Board") and on file in the appropriate public offices of the State of Kansas as provided by law.

1.2 Other Corporate Offices. The Corporation may conduct its business, carry on its operations, have other offices and exercise its powers within or outside of the State of Kansas as the Board may designate or the business of the Corporation may require.

1.3 Records. The Corporation shall keep permanent records of (a) books and records of account, (b) its Articles and Bylaws and all amendments thereto, (c) minutes of the proceedings of the Board and each committee having any authority of the Board, and (d) all actions taken without a meeting of the Board. The Corporation shall keep at its registered office or principal office copies of (a) all corporate documents, (b) all written communications to directors, (c) financial statements and tax returns of the preceding three (3) years, and (d) the most recent record of the name and address of each director and officer.

**ARTICLE II**  
**OBJECTS AND PURPOSES**

The Corporation is organized exclusively for charitable and educational purposes within the meaning of sections 501(c)(3), 170(c)(2)(B), 2055(a)(2) and 2522(a)(2) of the Internal Revenue Code of 1986, as amended or the corresponding provision of any future federal tax code (the "Code"), including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Sections 501(c)(3) of the Code. Without limiting the generality of the foregoing, the purposes of this Corporation shall be, but not be limited to: (1) promoting and facilitating the development of recreational trails in the state for use by the general public; (2) educating the public on the benefits of recreational trails; (3) facilitating the formation of an

\* Name legally changed to Sunflower Rail - Trails Conservancy, Inc.  
on August 17, 2010.

alliance of organizations concerned with recreational trails in the state; (4) encouraging the development of nature-based and recreation-based tourism and economic development; and, (5) cooperating with local, state, federal and private agencies concerned with the foregoing.

To enable the Corporation to carry out such purposes, it shall have the power to do any and all lawful acts and to engage in any and all lawful activities, directly or indirectly, alone or in conjunction with others, which may be necessary, proper, or suitable for attainment of any of the purposes for which the Corporation is organized, and to that end:

(a) To take, accept, hold, and acquire by bequest, devise, gift, purchase, loan, or lease any property, real or personal, whether tangible or intangible, without limitation as to kind, amount or value;

(b) To sell, convey, lease, or make loans, grants, or pledges of any such property, or any interest therein or proceeds therefrom, and to invest and reinvest the principal thereof and receipts therefrom, if any;

(c) To borrow money upon and pledge or mortgage any such property for any purpose for which it is organized, and to issue notes, bonds, or other forms of indebtedness to secure any of its obligations;

(d) To carry on any of the foregoing activities or purposes either directly, or as agent for or with other persons, associations, or corporations; and

(e) To carry on any activity and to deal with and expend any such property or income therefrom for any of the foregoing purposes without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, the Articles of Incorporation, the Bylaws of the Corporation, or any other limitations as are prescribed by law.

Notwithstanding any other provisions herein, the Corporation shall not carry on any activities not permitted to be carried on:

(a) by an organization exempt from federal income tax under section 501(a) of the Code, as an organization described in section 501(c)(3) of such Code;

(b) by an organization, contributions to which are deductible under sections 170(c)(2), 2055(a)(2), or 2522(a)(2) of the Code.

To further the Corporation's objectives and purposes, the Corporation shall have and shall exercise all the powers conferred by the provisions of the Kansas General Corporation Code, not outside the scope of the Articles of Incorporation.

## **ARTICLE III**

### **VOTING MEMBERS**

3.1 **Membership.** Membership in the Corporation is open to any person or organization who pays an annual membership fee to be determined by the Board of Directors and who is interested in, and committed to, furthering the purposes outlined in Article II. The initial voting members of the Corporation shall include the Incorporators and any persons present at the first Annual Meeting. Thereafter, any member in good standing shall be considered a voting member of the Corporation.

3.2 **Place of Meetings.** All meetings of the voting members may be held within or without the state of Kansas as shall be designated from time to time by the Board and stated in the notice of the meeting or in a duly executed waiver of notice thereof.

3.3 **Annual Meetings.** An annual meeting of the membership shall be held at on the first Saturday of November of each year, if not a legal holiday, and if a legal holiday, then on the next secular day following, or at such other date and time as shall be designated from time to time by the Board and stated in the notice of the meeting or in a duly executed waiver of notice thereof. The annual meeting shall be held for the purpose of electing the directors of the Corporation and for the transaction of such other business as may come before the membership.

3.4 **Notice.** Written notice of each meeting of the voting members, whether annual or special, which shall state the place, date and hour of the meeting, and, in the case of a special meeting, the purpose(s) thereof, shall be given to each member entitled to vote at such meeting, either personally or by mail, not less than ten (10) days nor more than sixty (60) days before the date of the meeting. If mailed, such notice shall be deemed to be given when deposited in the United States mail, postage prepaid, directed to the member at the member's address as it appears on the records of the Corporation.

3.5 **Waiver of Notice.** Whenever any notice is required to be given to any member under any law, the Articles or these Bylaws, a written waiver thereof, signed by the person entitled to such notice, whether before or after the time stated therein shall be deemed equivalent to the giving of such notice. Attendance by a member at a meeting shall constitute a waiver of notice of such meeting, except when the member attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the voting members need be specified in any written waiver of notice.

3.6 **Quorum.** One third of the members of the Corporation entitled to vote at the meeting, present in person or represented by proxy, shall constitute a quorum (The "Quorum") at all meetings of the voting members for the transaction of any business, except as otherwise provided by law, the Articles or these Bylaws.

If a Quorum is not present at a meeting of the voting members, the majority of the voting members present in person or represented by proxy at such meeting shall have the power successively to adjourn the meeting from time to time to a specified time and place, without notice to anyone other than an announcement at the meeting at such adjournment is taken, until a Quorum shall be present. At such adjourned meeting at which a Quorum is present, any business may be transacted which might have been transacted at the original meeting. If the adjournment is for more than thirty (30) days, or if after adjournment a new record date is fixed for the subsequent session of the adjourned meeting, a notice of the subsequent session of the adjourned meeting shall be given to each member entitled to vote at the meeting pursuant to these Bylaws.

3.7 Proxies. Each member entitled to a vote at a meeting of voting members, or to express consent or dissent to corporate action in writing without a meeting, may authorize another person or persons to act for such member by written proxy signed by such member, but no such proxy shall be voted or acted upon after three (3) years from its date, unless the proxy provides for a longer period.

### 3.8 Voting.

(a) One Vote Per Member. Each voting member shall be entitled to one vote.

(b) Voting Otherwise than by Written Ballot. At all meetings of voting members, the voting may be by oral vote, show of hands, or similar method other than written ballot, except that any member entitled to vote may request a vote by written ballot on any matter, in which case the applicable vote shall be by written ballot.

(c) Member Action. In all matters, the affirmative vote of a majority of the voting members of the Corporation who are present in person or represented by proxy at a meeting at which a Quorum is present and who are entitled to vote on the subject matter shall be the valid corporate act of the voting members, except in those specific instances in which a larger vote is required by law, the Articles or these Bylaws, and as subsequently amended.

(d) Voting for Directors. Directors shall be elected by a majority of the votes of the voting members present in person or by proxy at a meeting at which a Quorum is present and entitled to vote on the election of directors.

3.9 Voting Members' Lists. The Secretary shall prepare and make, at least ten (10) days before every meeting of the voting members, a complete list of the voting members entitled to vote at the meeting, arranged in alphabetical order, and showing the address of each member. Such list shall be open to examination of any member, for any purpose germane to the meeting, during ordinary business hours, for a period of at least ten (10) days prior to the meeting, either at a place within the city where the meeting is to be held, which shall be specified in the notice of the meeting, or, if not so specified, at the place where the meeting is to be held. Such list shall also be produced and kept at the time and place of the meeting during the whole time thereof, and may be inspected by any member who is present. Failure to comply with this Section shall not affect the validity of any action taken at such meeting.

## **ARTICLE IV**

### **BOARD OF DIRECTORS**

4.1 **Directors.** The affairs of the Corporation shall be managed by its Board of Directors

4.2. **General Powers.** The Board of Directors shall have and is vested with all and unlimited powers and authorities, except as it may be expressly limited by law, the Articles or these Bylaws, to supervise, control, direct and manage the property, affairs, and activities of the Corporation; to determine the policies of the Corporation; to do or cause to be done any and all lawful things for and on behalf of the Corporation; to exercise or cause to be exercised any or all of its powers, privileges or franchises, and to seek the effectuation of its objects and purposes; provided, however, that (a) the Board of Directors shall not authorize or permit the Corporation to engage in any activity not permitted to be transacted by the Articles or by a nonprofit Corporation organized under the laws of the State of Kansas, (b) none of the powers of the Corporation shall be exercised to carry on activities, which are not in themselves in furtherance of the purposes of the Corporation, and (c) all income and property of the Corporation shall be applied exclusively for such charitable, educational and scientific purposes as the Board of Directors may deem to be in the public interest, in any manner or by any method which the directors may from time to time deem advisable.

4.3 **Corporate Operations, Goals and Objectives.** Without limiting the general powers conferred upon them, the Board of Directors of the Corporation shall have the authority to adopt a statement of the mission, goals and objectives of the Corporation, which includes a description of the services provided, if any; to establish an organizational structure and specify functional relationships among the various components of the Corporation; to adopt these Bylaws or similar rules and regulations; to establish authority and responsibility and to provide for the orderly development and management of the Corporation; to adopt policies or procedures as may be necessary for the orderly conduct of the Corporation; to adopt policies for the operation of the Corporation in compliance with applicable federal, state and local laws and regulations; to review and take appropriate action on all matters relating to the legal conduct of the Corporation and its staff; and to establish a system of financial management and accountability; and, to employ or contract with such persons as they deem appropriate to carrying out the goals and objectives of the Corporation.

4.4 **Number.** The of directors to constitute the Board shall be not less than five (5) nor more than fifteen (15) persons.

4.5 **Qualification.** The directors must be individuals who are at least 21 years of age and be members of the Corporation as defined in Section 3.1.

4.6 Term. The initial Board shall serve until the first annual meeting of the members when their successors shall be elected and qualified. The term of office of the directors shall be for three (3) years, excepting that the first duly elected board shall consist of one third of members serving one year, one third serving two years, and one third serving three years. Vacancies shall be filled for the unexpired term only.

4.7 Election. The Directors shall be elected at each annual meeting of the voting 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 the voting members held for that purpose as soon thereafter as convenient. At any time, however, a director may be removed with or without cause by a majority vote of the voting members.

4.8 Annual and Regular Meetings: The Annual Meeting of the Board shall be held, (a) immediately following and at the same place as the annual meeting of the voting members at which such Board was elected, and no notice of such meeting shall be necessary, provided a quorum is present, (b) at such time and place as consented to in writing by all of the newly elected directors, or (c) upon notice of such meeting as provided for in this section, except that such notice need not state the purpose(s) of the meeting. The meeting shall be held for the purpose of transacting such business as may come before the meeting, including the election of officers. If the day fixed for the annual meeting shall be a legal holiday, such meeting shall be held on the next secular day following. The annual meetings may be held either within or without the State of Kansas. The Board may provide, by resolution, the time and place, either within or without the State of Kansas for the holding of regular meetings, other than the annual meeting, without notice other than notice of such resolution to any director(s) not present at the meeting during which said resolution was approved.

4.9 Special Meetings. Special meetings of the Board may be called by the president, or by a majority of the directors. The person or persons authorized to call special meetings of the Board may fix any place in the United States, either within or without the State of Kansas, as the place for holding any special meeting of the Board called by them. Notice of such a special meeting shall be given as provided for under section 4.12.

4.10 Emergency Meetings. Where immediate action must be taken by the Corporation in order to protect it from an imminent loss of property, to save expense, or to take such other action as will not admit delay, the president or a majority of the directors may call an emergency meeting of the Board for the express purpose of considering such matter(s). Notice of such an emergency meeting should be given at least three (3) days previous thereto and in the same manner as other meetings described in this Article. However, such notice is not required as to any director if the giving of notice to such director is impracticable under all the circumstances. In such a case, the director shall be given as much notice as is practicable under all the circumstances.

4.11 Meetings by Conference Telephone or Similar Communications Equipment. Unless otherwise restricted by the Articles or these Bylaws, directors may participate in any meeting described in this Article by means of conference telephone, or similar communications equipment, including Internet voice communications, by means of which all persons participating in the

meeting can hear each other. Participation in a meeting in such manner shall constitute presence in person at such meeting.

4.12 Notice. Except as otherwise provided in these Bylaws, notice of any meeting shall be given at least five (5) days prior thereto (or three days previous thereto in the case of a special meeting) by written notice delivered personally, mailed or telecopied to each director at her or his designated address or designated facsimile number or personally by telephone. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, postage prepaid. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

4.13 Quorum and Voting. A majority of the directors shall constitute a quorum for the transaction of business at any meeting of the Board; provided that if less than a majority of the directors are present at said meeting, a majority of the directors present may adjourn the meeting from time to time without further notice. Each director present shall be entitled to one (1) vote upon each matter submitted to a vote at any such meeting.

4.14. Compensation. No director shall receive compensation by the Corporation for any service he or she may render to it in his or her capacity as a director of the Corporation. However, a director may be reimbursed for his or her actual expenses reasonably incurred in attending meetings and in rendering service to the Corporation in the administration of its affairs. This provision shall not prevent a director from receiving reasonable compensation for services rendered to the Corporation in his or her capacity as an officer or employee of the Corporation.

4.15 Action by Unanimous Consent. Any action required or permitted to be taken at any meeting of the Board, any committee thereof, or any other governing body of the Corporation may be taken without a meeting if all members of the Board, the committee or other governing body, as the case may be, consent thereto in writing, and the writing or writings are filed with the minutes of the Board, the committee or other governing body.

4.16 Manner of Acting. The act of the majority of the directors present at a meeting of the directors at which a quorum is present shall be the act of the Board.

4.17. Removal; Vacancies. A director may be removed with or without cause, upon the affirmative vote of a majority of the voting members. In the event of the removal of a director, or in the event of the death, resignation, or inability to serve of a director, or any newly created directorships resulting from any increase in the authorized number of the directors, shall be filled by a majority of the directors then in office, although less than a quorum, or by the sole remaining director, and the directors so chosen shall hold office until the next annual election of directors by the voting members at which such director's successor is duly elected and qualified, or until such director's earlier resignation or removal.



## **ARTICLE V**

### **ADVISORY PANEL**

5.1 **Membership.** The President, with the advice and consent of the Board, may designate and appoint individuals to serve on an advisory panel. Such persons shall have expertise in one or more aspects of recreational trails or have a demonstrated interest in recreational trails. Persons appointed to the Advisory Panel shall continue to serve on the board until the individual resigns, is no longer able to serve due to death or disability, or is removed by a resolution of the Board.

5.2 **Meetings.** Unless the Board of Directors provides otherwise, the Advisory Panel shall conduct surveys related to the Corporation's activities and initiatives and shall advise the Board of Directors and Officers regarding these activities and initiatives.

5.3 **Compensation.** No person appointed to the Advisory Panel shall receive compensation by the Corporation for any service he or she may render to it in his or her capacity as a person appointed to the Advisory Panel. However, such an individual may be reimbursed for his or her actual expenses reasonably incurred in attending meetings and in rendering advice to the Corporation pursuant to this Article. This provision shall not prevent an individual from receiving reasonable compensation for services rendered to the Corporation in his or her capacity as an officer or employee of the Corporation.

## **ARTICLE VI**

### **OFFICERS**

6.1 **Number.** The officers of the Corporation shall be a President, a Secretary and a Treasurer. The Board may also elect one or more Vice Presidents, one or more Assistant Secretaries, or one or more Assistant Treasurers, in its discretion, each with such specific duties as stated in this Article or by resolution and not inconsistent with these Bylaws. These offices may be combined or modified and other offices created, or agents appointed, by resolution of the Board.

6.2 **Election and Term of Office.** The officers of the Corporation shall be elected by the Board at its annual meeting. All officers shall be members of the Board. The term for each office shall be for one (1) year.

6.3 **Removal.** Any officer or agent elected or appointed by the Board may be removed by the Board whenever, in its judgment, the best interests of the Corporation would be served thereby.

6.4 **President.** The President shall be a member of the Board. The President may sign any documents and instruments which the Board authorizes to be executed, except in cases where the



signing and execution thereof shall be expressly delegated by the Board or by these Bylaws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of the President and such other duties as may be prescribed by the Board from time to time.

6.5 Vice President. In the absence of the President, or in the event of his inability or refusal to act, the Vice President (or in the event there be more than one Vice President, the Vice Presidents in the order of their election) shall perform the duties of the President, and when so acting shall have the powers of and be subject to all restrictions upon the President. Any Vice President shall perform such other duties as from time to time may be assigned by the President or the Board.

6.6 Treasurer. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his or her duties (at the expense of the Corporation) in such sum and with such surety or sureties as the Board of Directors shall determine. The Treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for moneys due and payable to the Corporation from any source whatsoever and deposit all such moneys in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these Bylaws; provided, however, that some or all of such duties, as the Board may determine, may be delegated to a custodian, as provided in these Bylaws; and (b) maintain a permanent record of all disbursements for charitable or educational purposes made by the Board of Directors and/or its duly appointed officers or agents in behalf of the Corporation; and (c) in general perform all the duties incident to the office of the Treasurer and such other duties as from time to time may be assigned to him/her by the President or by the Board.

6.7 Secretary. The Secretary shall: (a) keep the minutes of the Board of Directors' meetings in one (1) or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records and of the seal of the Corporation and see that the seal of the Corporation is affixed to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized in accordance with the provisions of these Bylaws; (d) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the President or by the Board.

6.8 Compensation. The compensation of the officers, if any, shall be fixed from time to time by the Board.

## **ARTICLE VII**

### **COMMITTEES OF THE BOARD OF DIRECTORS**

7.1 Committees Generally. In addition to any of the committees specifically provided for in these Bylaws, the Board, by resolution adopted by a majority of the whole Board of Directors, may designate and appoint two (2) or more directors to constitute a committee. Persons other than

directors may be designated to serve in an advisory capacity to any such committee. Each such committee shall serve in an advisory capacity to the Board of Directors except that any Executive Committee created may exercise all or part of the authority of the Board of Directors in the management of the business and affairs of the Corporation, to the extent provided in the resolution, and shall serve at the pleasure of the Board; provided, however, that no committees shall have the power or authority of the Board with respect to (a) amending the Articles, (b) adopting an agreement of merger or consolidation, (c) authorizing the sale, lease or exchange of all or substantially all of the Corporation's property and assets, (d) authorizing a dissolution of the Corporation or a revocation of a dissolution, (e) filling vacancies on the Board, or (f) amending the Bylaws of the Corporation.

7.2 Absence. The Board may designate one or more directors 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 a member of a committee, the members thereof present at any meeting and not disqualified from voting, whether or not such members constitute a quorum, may unanimously appoint another member of the Board to act at the meeting in the place of any such absent or disqualified member. A disqualified member is a member who has been removed pursuant to these Bylaws.

7.3 Recordkeeping. All committees so appointed shall, unless otherwise provided by the Board, keep regular minutes of the transactions at their meetings and shall cause them to be recorded in books kept for that purpose in the office of the Corporation and shall report the same to the Board at its next meeting. The Secretary or an Assistant Secretary of the Corporation may act as Secretary of the committee if the committee or Board so requests.

7.4 Meetings by Conference Telephone or Similar Communications Equipment. Unless otherwise restricted by the Articles or these Bylaws, members of any committee designated by the Board may participate in any meeting of such committee by means of conference telephone, or similar communications equipment, including Internet voice communications, by means of which all persons participating in the meeting can hear each other and participation in a meeting in such manner shall constitute presence in person at such meeting.

7.5 Committee Action Without a Meeting. Unless otherwise restricted by the Articles or these Bylaws, any action required or permitted to be taken at any meeting of a committee may be taken without a meeting if all members of such committee consent thereto in writing. Any such writing shall be filed with the minutes of proceedings of such meeting.

7.6 Other Committees. Other committees which shall not have or exercise the authority of the Board in the management of the Corporation may be appointed in such manner as may be designated by a resolution adopted by a majority of the directors present at a meeting at which a quorum is present. Any such members thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interest of the Corporation shall be served by such removal.

7.7 Term of Office. Each member of a committee shall continue as such until the next annual meeting of the directors of the Corporation and until the member's successor is appointed,

unless the committee shall be sooner terminated, or unless such member be removed from such committee by the Board.

7.8 Chairman. One member of each committee shall be appointed chairman by the person or persons authorized to appoint the members thereof, except that the President shall serve as the Chairman of any Executive Committee created.

7.9 Vacancies. Vacancies in the membership of any committee may be filled by appointments by the Board made in the same manner as provided in the case of the original appointments.

7.10 Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of the majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

7.11 Rules. Each committee may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

## **ARTICLE VIII**

### **WAIVER OF NOTICE**

Whenever any notice whatsoever is required to be given under the provisions of these Bylaws or under the provisions of the Articles of Incorporation or under the provisions of The General Corporation Law of Kansas, waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

## **ARTICLE IX**

### **LIABILITY FOR DEBT OF CORPORATON**

The directors, officers and members of the Corporation shall not be personally liable for the payment of the Corporation's debts, except as they may be liable by reason of their own individual conduct or acts.

## **ARTICLE X**

### **INCOME AND PROPERTY OF THE CORPORATON**

All income and properties of the Corporation shall be devoted exclusively to the purposes as provided in the Articles of Incorporation of the Corporation. The Board of Directors may adopt such policies, regulations, and procedures governing the management and/or disbursement of

funds for such purposes as in its opinion are reasonable calculated to carry out such purposes as set forth in said Articles.

## **ARTICLE XI**

### **PROHIBITED TRANSACTIONS**

No provision of the Articles of Incorporation or these Bylaws shall in any way be construed as permitting the Corporation, whether through its Board of Directors, its officers, agents, or other parties acting in its behalf, to allow the net income or property of the Corporation to inure to the private benefit of any incorporator, director, officer or individual having a personal or private interest in the activities of the Corporation. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Bylaws, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding provisions of any future federal tax code.

## **ARTICLE XII**

### **DISSOLUTION**

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes in agreement with the charitable and educational purposes stated in Article II of these Bylaws within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or to a government agency for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction 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 charitable purposes as are in agreement with those given in Article II of these Bylaws.

## **ARTICLE XIII**

### **INDEMNIFICATION**

13.1 The Corporation shall have the power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceedings, whether civil, criminal, administrative or investigative, other than an action by or in the right of the Corporation, by reason of the fact that s/he is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, against all expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceedings, if such person acted in good faith and in a manner 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, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which s/he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceedings, had reasonable cause to believe that his or her conduct was unlawful.

13.2 The Corporation shall have the power to indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that such person is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against all expenses actually, including attorneys' fees, and amount paid in settlement actually and reasonably incurred by such person in connection with the defense or settlement of the action or suit, if he or she acted in good faith and in a manner s/he reasonably believed to be in or not opposed to the best interests of the Corporation; except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of such person's duty to the Corporation unless and only to the extent that the court in which such action or suit was brought determines upon application that, despite the adjudication of liability and in view of all the circumstances of the case, the person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper.

13.3 To the extent that a director, officer, employee or agent of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Sections 13.1 and 13.2 of this Article, or in defense of any claim, issue or other matter therein, such director, officer, employee or agent shall be indemnified against expenses, including attorney fees, actually and reasonably incurred by such person in connection with the action, suit or proceeding.

13.4 Any indemnification under Sections 13.1 and 13.2 of this Article, unless ordered by a court, shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because such director, officer, employee or agent has met the applicable standard of conduct set forth in Sections 13.1 and 13.2 of this Article. The determination shall be made by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to

such action, suit or proceeding, or if such a quorum is not obtainable, or even if obtainable, a quorum of disinterested directors so directs or by independent legal counsel in a written opinion, or by the voting members.

13.5 Expenses incurred by a director or officer in defending a civil or criminal action, suit or proceeding may paid by the Corporation in advance of the final disposition of the action, suit or proceeding as authorized by the Board of Directors in the specific case upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount unless it shall ultimately be determined that the person is not entitled to be indemnified by the Corporation as authorized in this Article. Such expenses incurred by other employees and agents may be so paid upon such terms and conditions, if any, as the Board deems appropriate.

13.6 The indemnification and advancement of expenses provided by, or granted pursuant to this Article, shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any other provision of law, the Articles of Incorporation or any agreement, vote of disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

13.7 The Corporation shall have the power to give any further indemnity, in addition to the indemnity authorized or contemplated under other Sections of this Article, to any person who is or was a director, officer, employee or agent, or to any person who is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, provided such further indemnity is either (i) authorized, directed, or provided for in a duly adopted amendment of the Articles of Incorporation of the Corporation or (ii) is authorized, directed, or provided for in any agreement provided further that no such indemnity shall indemnify any person from or on account of such person's conduct which was finally adjudged to have been knowingly fraudulent, deliberately dishonest or willful misconduct. Nothing in this subsection shall be deemed to limit the power of the Corporation under this Article to enact bylaws or to enter into agreements without director adoption of the same.

13.8 The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability under the provisions of this Article.

13.9 For the purpose of this Article, references to the "Corporation" include, in addition to the resulting corporation, any constituent corporation (including any constituent of a constituent) absorbed in a consolidation or merger which, if its separate existence had continued, would have the power and authority to indemnify its directors, officers and employees or agents, so that any person who is or was a director, officer, employee or agent of such a constituent corporation, or is or was serving at the request of such constituent corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise shall stand in the

same position under the provisions of this Article with respect to the resulting or surviving corporation in the same capacity.

13.10 For purposes of this Article, references to "other enterprises" shall include employee benefit plans; references to "fines" shall include any excise taxes assessed on a person with respect to any employee benefit plan; and references to "serving at the request of the corporation" shall include any service as a director, officer, employee or agent of the corporation which imposes duties on, or involves services by, such director, officer, employee or agent with respect to an employee benefit plan, its participants or beneficiaries; and a person who acted in good faith and in a manner he reasonably believed to be in the interest of the participants and beneficiaries of an employee benefit plan shall be deemed to have acted in a manner "not opposed to the best interests of the corporation" as referred to in this Article.

13.11 The indemnification and advancement of expenses provided by, or granted pursuant to, this Article shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

## **ARTICLE IV**

### **GENERAL PROVISIONS**

14.1 Fiscal Year. The Board 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, the fiscal year of the Corporation shall begin on the first day of January and end on the last day of December in each year.

14.2 Corporate Seal. The Board may have a corporate seal inscribed within the name of the Corporation and the words "Corporate Seal – Kansas." The corporate seal may be used by causing it, or a facsimile thereof, to be impressed or affixed in any manner reproduced.

14.3 Contracts. The Board of Directors may authorize any office or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

14.4 Loans. No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

14.5 Checks, Drafts, etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.



14.6 Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

14.7 Custodians. The Board of Directors may from time to time designate a bank, trust company, or depository as custodian of all funds and properties of the Corporation, which custodian shall maintain a record of all receipts, expenditures, income and expenses of the Corporation and/or perform such ministerial duties as the Board of Directors by written direction may instruct, the custodian to receive such fees for its services as may from time to time be agreed upon by the Board of Directors and the custodian.

14.8 Agents and Attorneys. The Board of Directors may appoint such agents, attorneys, and attorneys-in-fact of the Corporation as it may deem proper, and may, by written power of attorney, authorize such agents, attorneys or attorneys-in-fact to represent it and for it and in its name, place and stead, and for its use and benefit to transact any and all business which said Corporation is authorized to transact or do by its Articles of Incorporation, and in its name, place and stead, and as its corporate act and deed, to sign, acknowledge and execute any and all contracts and instruments, in writing necessary or convenient in the transaction of such business as fully to all intents and purposes as said Corporation might or could do if it acted by and through its regularly elected and qualified officers.


14.9 Bond. Any officer or employee handling money of the Corporation may be bonded at the Corporation's expense in such amounts as may be determined by the Board of Directors.

14.10 Amendment. These Bylaws may be from time to time altered, amended, restated or repealed, and new bylaws may be adopted at any meeting of the Board of Directors called for that purpose by the affirmative vote of a majority of the Board of Directors.

## CERTIFICATE

The undersigned, being duly elected officers of **SUNFLOWER RECREATIONAL TRAILS, INC.**, a Kansas nonprofit corporation, hereby certify that the foregoing Bylaws are the Bylaws of the Corporation duly adopted by an affirmative vote of a majority of the Board of Directors of the Corporation.

Dated: Nov Dec 2, 2000

  
\_\_\_\_\_  
President

  
\_\_\_\_\_  
Secretary

(Corporate Seal)

## AMENDMENT TO BYLAWS

### SUNFLOWER RECREATIONAL TRAILS, INC.

Section 14.10 of the Bylaws of Sunflower Recreational Trails, Inc. shall be replaced by the following:

14.10 Amendment. These Bylaws may be from time to time altered, amended, restated or repealed, and new bylaws may be adopted at any meeting of the Board of Directors called for that purpose by the affirmative vote of a majority of the Board of Directors. *Any member may initiate a proposal to amend the Bylaws and submit it to the Board of Directors for approval.*

### CERTIFICATE

The undersigned, being duly elected officers of **SUNFLOWER RECREATIONAL TRAILS, INC.**, a Kansas nonprofit corporation, hereby certify that the foregoing Amendment to the Bylaws was duly adopted by an affirmative vote of a majority of the Board of Directors of the Corporation on February 3, 2001.

Dated: \_\_\_\_\_, 2001

\_\_\_\_\_  
President

  
Secretary

(Corporate Seal)

## AMENDMENT TO BYLAWS

### SUNFLOWER RECREATIONAL TRAILS, INC.

Section 14.10 of the Bylaws of Sunflower Recreational Trails, Inc. shall be replaced by the following:

14.10 Amendment. These Bylaws may be from time to time altered, amended, restated or repealed, and new bylaws may be adopted at any meeting of the Board of Directors called for that purpose by the affirmative vote of a majority of the Board of Directors. *Any member may initiate a proposal to amend the Bylaws and submit it to the Board of Directors for approval.*

### CERTIFICATE

The undersigned, being duly elected officers of **SUNFLOWER RECREATIONAL TRAILS, INC.**, a Kansas nonprofit corporation, hereby certify that the foregoing Amendment to the Bylaws was duly adopted by an affirmative vote of a majority of the Board of Directors of the Corporation on February 3, 2001.

Dated: Feb, 3, 2001

\_\_\_\_\_  
President

Clark H. Lown  
Secretary

(Corporate Seal)

**AMENDMENT TO THE BYLAWS OF  
SUNFLOWER RAIL-TRAILS CONSERVANCY, INC.**

Article VI is hereby amended to include:

**6.8 Executive Vice President.** The Executive Vice President shall (1) advise the President; (2) assist the President and Secretary as requested; (3) assist in recruiting and retaining members; (4) help identify emerging issues and challenges facing the organization; (5) undertake strategic planning; (6) prepare and submit reports on how to improve the organization's performance.

The existing Section 6.8 on Compensation shall become Section 6.9.

**CERTIFICATE**

The undersigned, being duly elected officers of Sunflower Rail-Trails Conservancy, Inc., a Kansas not-for-profit corporation, hereby certify that the foregoing Amendment to the Bylaws was duly adopted by an affirmative vote of a majority of directors present and voting at the Board of Directors meeting held on November, 5, 2016.

Dated: Nov. 6, 2016



Secretary

\_\_\_\_\_  
President

**AP**  
53-15

KANSAS SECRETARY OF STATE

**Domestic For-Profit Corporation  
Certificate of Amendment**

**CONTACT:** Kansas Secretary of State, Ron Thornburgh

Memorial Hall, 1st Floor  
120 S.W. 10th Avenue  
Topeka, KS 66612-1594

(785) 296-4564  
kssos@kssos.org  
www.kssos.org

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**INSTRUCTIONS:** All information must be completed or this document will not be accepted for filing.  
**Please read instructions before completing.**

**1. Business entity ID  
number:**

*This is not the Federal Employer  
ID Number (FEIN)*

161-069-0

**2. Name of the  
corporation:**

*Name must match the name on  
record with the Secretary of State*

Sunflower Recreational Trails, Inc.

**3. The articles of incorporation are amended as follows:**

The name of the corporation shall be:

Sunflower Rail-Trails Conservancy, Inc.

**4. The amendment was duly adopted in accordance with the provisions of K.S.A. 17-2709(a) or 17-6602.**

**5. Future effective date:**

*A future effective date must be  
within 90 days of filing date*



Upon filing

(Aug. 17, 2010)



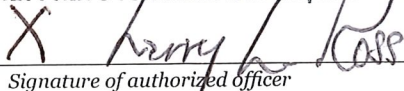
Future effective date

Month

Day

Year

**6. I declare under penalty of perjury under the laws of the state of Kansas that the foregoing is true and correct and that I have remitted the required fee.**

  
Signature of authorized officer

May 2, 2010

Date (month, day, year)

Larry Ross, President

Name of signer (printed or typed)



**Instructions:**

- ☒ 1. Submit this form with the \$35 filing fee.

I hereby certify this to be a true and  
correct copy of the original on file.  
Certified on this date: Aug 17, 2010



Chris Biggs, Secretary of State

STAY UP-TO-DATE ON YOUR ORGANIZATION'S STATUS, ANNUAL REPORT DUE DATE AND CONTACT ADDRESSES BY GOING TO  
WWW.KSSOS.ORG. UNDER QUICK LINKS, SELECT SEARCH BUSINESS ENTITY INFORMATION.

**NOTICE:** There is a \$25 service fee for all checks returned by your financial institution.  
All information must be completed or this document will not be accepted for filing.