

BYLAWS OF WICHITA OASIS

A KANSAS NONPROFIT ASSOCIATION

ARTICLE I

These bylaws constitute the code of rules adopted by Wichita Oasis for the regulation and management of its affairs.

ARTICLE II

Purpose

Wichita Oasis is organized exclusively for charitable and educational purposes as defined in Section 501(c)(3) of the Internal Revenue Code. These activities will include, but not be limited to educating its members in the values of humanism, to provide social support to the community, to produce educational programs for the general public, and to engage in acts of charitable service. The Association may engage in all such activities that further these purposes.

ARTICLE III

Board of Directors will consist of Roster of Officers see Article VIII

Powers

The Board of Directors (Directors) of this Association is vested with the management of the business and affairs of this Association, subject to the laws of the state of Kansas, the Certificate of Formation, and these bylaws.

Qualifications

Directorships shall not be denied to any person on the basis of race, creed, sexual orientation, gender, age, religion, or national origin. Employees of the Association are ineligible to serve on the Board of Directors.

Number of Directors

The Board of Directors will consist of six Directors. Upon majority resolution of the Board of Directors, the number of Directors may be increased or decreased from time to time, but in no event shall a decrease have the effect of shortening the term of an incumbent Director, or decreasing the total number of Directors to less than three Directors. Until the first meeting for electing the Directors occurs, the initial Board of Directors shall consist of the persons listed in the Certificate of Formation as constituting the initial Board.

Term of Directors

Directors shall serve terms of two years.

Election of Directors

Elections for Directors will take place at the first Oasis meeting of the calendar year, every 2 years.

Resignation

Any Director may resign at any time by delivering written notice to the Secretary or President of the Board of Directors. Such resignation shall take effect upon receipt or, if later, at the time specified in the notice.

Removal

Any Director may be removed without cause, at any time, by a majority of the entire Board of Directors, at a Regular or Special Meeting called for that purpose. Any Director under consideration of removal must first be notified about the consideration by written notice at least five days prior to the meeting at which the vote takes place.

Vacancies

Vacancies shall be filled by majority vote of the remaining members of the Board of Directors, though less than a quorum, and the Director filling the vacancy shall serve for the remainder of the term of the directorship that was vacated. Vacancies shall be filled as soon as practical. Any Director may make nominations to fill vacant directorships.

Compensation

Directors shall not receive any salaries or other compensation for their services, but, by resolution of the Board of Directors, may be reimbursed for any actual expenses incurred in the performance of their duties for the Association, as long as a majority of disinterested Board of Directors approve the reimbursement. The Association shall not loan money or property to, or guarantee the obligation of, any Director.

ARTICLE IV

Code of Ethics

The Association and its Directors and Employees will comply with the Association's Code of Ethics, to be determined at a future date.

ARTICLE V

Board Meetings

Place of Board Meetings

The Board of Directors shall provide for by resolution the time and place, either within or without the state of Kansas, for the holding of the regular annual meeting(s) of the Board, and may provide by resolution the time and place for the holding of additional regular meetings of the Board. However, there shall never be less than one annual meeting of the Board of Directors.

Notice of Board Meetings

Notice of the date, time and place of Regular Meetings shall be available to the public upon request.

Meetings Utilizing Electronic Media

Members of the Board of Directors or members of any committee designated by the Board of Directors may participate in and hold a meeting of that Board or committee, respectively, by means of teleconference or videoconference, provided that all persons participating in such a meeting shall constitute presence in person at such meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully created.

Quorum

A majority of the incumbent Directors (not counting vacancies) shall constitute a quorum for the purposes of convening a meeting or conducting business. At Board meetings where a quorum is present, a majority vote of the Directors attending shall constitute an act of the Board unless a greater number is required by the Certificate of Formation or by any provision of these bylaws.

Actions Without a Meeting

Any action required or permitted to be taken by the Board of Directors under the laws of the state of Kansas, the Certificate of Formation, and these bylaws may be taken without a meeting, if a majority of Directors individually and collectively consent in writing, setting forth the action to be taken. Such written consent shall have the same force and effect as a unanimous vote of the Board.

Open Meetings

Meetings shall be open to the general public, except when personnel, real estate or litigation matters are being discussed.

Indemnification

The Association may indemnify and advance reasonable expenses to any Trustee, officer, employee, or agent of the Association who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Association) to the fullest extent required or permitted by the laws of the state of Kansas or any other applicable laws. Indemnification may be against all judgments, fines, reasonable expenses (including attorneys' fees) and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, 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 Association, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The Association shall have the power to purchase and maintain at its cost and expense insurance on behalf of such persons to the fullest extent permitted by the laws of the state of Kansas or any other applicable laws as may from time to time be in effect.

ARTICLE VI

Officers

Roster of Officers *Officers can also serve as board members.

The Association shall have a President, Vice President, Secretary, Treasurer and Chief of Operations. The Association may have, at the discretion of the Board of Directors, such other officers as may be appointed by the Directors. One person may hold two or more offices, except those serving as President.

Election and Removal of Officers

All officers shall serve two-year terms. The election shall be conducted at the Board of Directors' first meeting of the fiscal year and following the election of the new Board of Directors filling expired terms, or as soon as practical thereafter. Officers shall remain in office until their successors have been selected. Officers may serve consecutive terms without limit, so long as they are members of the Board of Directors. The election of officers shall be by majority vote of the Board of Directors attending the meeting.

Vacancies

If a vacancy occurs during the term of office for any elected officer, the Board of Directors shall elect a new officer to fill the remainder of the term as soon as practical, by majority vote of Directors present.

President

* The President will supervise and control the affairs of the Association and shall exercise such supervisory powers as may be given him or her by the Board of Directors.

* The President will perform all duties incident to such office and such other duties as may be provided in these bylaws or as may be prescribed from time to time by the Board of Directors. The President shall preside at all board meetings and shall exercise parliamentary control in accordance with Robert's Rules of Order.

* The President shall serve as an ex-officio member of all standing committees, unless otherwise provided by the Board of Directors or these bylaws.

* The President shall, with the advice of the Board of Directors and in accordance with the requirements of these bylaws, set the agenda for each meeting of the Board of Directors.

Vice President

- * The Vice President shall act in place of the President in the event of the President's absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required by the board.
- * The Vice President shall serve as the parliamentarian and interpret any ambiguities of the bylaws.

Secretary

- * The Secretary will perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Certificate of Formation or by these bylaws.
- * The Secretary shall attest to and keep the bylaws and other legal records of the Association, or copies thereof.
- * The Secretary shall take or ensure that someone takes minutes of all meetings of the committees and Board of Directors, and shall keep copies of all minutes.
- * The Secretary shall keep a record of the names and addresses of the Directors.
- * The Secretary shall, with the approval of the Board of Directors, set up procedures for any elections held by the Association. The Secretary shall keep a record of all votes cast in such elections.
- * The Secretary shall ensure that all records of the Association, agendas for all official meetings and records of all votes are made available for inspection by any member of the Board of Directors during regular business hours.
- * The Secretary shall see that all notices are duly given in accordance with these bylaws or as required by law.
- * The Secretary shall see that all books, reports, statements, certificates, and other documents and records of the Association are properly kept and filed.
- * In the case of the absence or disability of the Secretary, or the Secretary's refusal or neglect to fulfill the duties of Secretary, the Vice President shall perform the functions of the Secretary.

Treasurer

- * The Treasurer will have charge and custody of all funds of the Association, will oversee and supervise the financial business of the Association, will render reports and accountings to the Directors as required by the Board of Directors, and will perform in general all duties incident to the office of Treasurer and such other duties as may be required by law, by the Certificate of Formation, or by these bylaws, or which may be assigned from time to time by the Board of Directors.
- * In the case of his or her death, resignation, retirement or removal from office – all books, papers, vouchers, money and other property of whatever kind in his or her possession or under his or her control belonging to the Association.
- * The Treasurer and the staff of the Association shall devise a plan providing for the acceptance and disbursement of all funds of the Association, which shall be approved by the Board of Directors.
- * The Treasurer, with the approval of the Board of Directors, shall set up all checking, savings and investment accounts of the Association and deposit all such funds in the name of the Association in such accounts.
- * Two Officer's signatures shall be the authorized signature for all checking, savings, and investment accounts of the Association unless the Treasurer, with the approval of the Board of Directors, designates another member of the Board of Directors or employee of the Association as the authorized signatory for a particular type of disbursement.
- * The Treasurer shall keep all financing records, books and annual reports of the financial activities of the Association and make them available for inspection and copying during regular business hours at the request of any Director or member of the public.

Chief of Operations

* The Director of Operations shall ensure that speakers and musicians have access to the technology or hardware necessary to speak, present or perform at Wichita Oasis.

* The Director of Operations shall maintain, procure, or recommend to procure technology or hardware necessary for conducting Wichita Oasis meetings.

ARTICLE VII

Indemnification

Insurance

The Association may provide indemnification insurance for its Board members, and the Board shall select the amount and limits of such insurance policy.

Indemnification

To the extent permitted by law, any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit, or proceeding by reason of the fact that he is or was a Director or Officer of the Association shall be indemnified by the Association against any and all liability and the reasonable expenses, including attorneys' fees and disbursements, incurred by him (or by his heirs, executors or administrators) in connection with the defense or settlement of such action, suit or proceeding, or in connection with any appearance therein.

Limits on Indemnification

Notwithstanding the above, the Association will indemnify a person only if he acted in good faith and reasonably believed that his conduct was in the Association's best interests. In the case of a criminal proceeding, the person may be indemnified only if he had no reasonable cause to believe his conduct was unlawful.

ARTICLE VIII

Operations

Execution of Documents

Unless specifically authorized by the Board of Directors or as otherwise required by law, all final contracts, deeds, conveyances, leases, promissory notes or legal written instruments executed in the name of and on behalf of the Association shall be signed and executed by two officers (or such other person designated by the Board of Directors), pursuant to the general authorization of the Board. All conveyances of land by deed shall be signed by two officers and must be approved by a resolution of the Board of Directors.

Disbursement of Funds

Financial Transactions that have a value of \$1,000 or more shall require majority approval of the Board of Directors or Executive Committee if a majority of the Board of Directors is not immediately available to vote on the transaction. In all other transactions, the Executive Director may dispense with the funds of the Association in accordance with the annual budget approved by the Board of Directors and the purposes of the Association as set out in the Certificate of Formation and these bylaws.

Notwithstanding the above, all checks of more than \$250 disbursing funds from any of the Association's accounts shall require the signatures of at least two of the following: the Executive Director, President, Vice President, Secretary or Treasurer.

Records

The Association shall keep correct and complete books and records of account of the activities and transactions of the Association, including a minute book which shall contain a copy of the Association's application for tax-exempt status (IRS Form 1023), copies of the Organization's IRS information and/or tax returns (For example, Form 990 and all schedules thereto), and a copy of the Certificate of Formation, Bylaws, and Amendments. The Association shall also keep minutes of the proceedings of its Board of Directors and any committees having the authority of the Board of Directors. All books and records of the Association may be inspected by any Director or his or her agent or attorney for any proper purpose at any reasonable time. Representatives of the Internal Revenue Service may inspect these books and records as necessary to meet the requirements relating to Federal Tax Form 990. All financial records of the Association shall be available to the public for inspection and copying to the fullest extent required by law. Documents may be stored electronically and made available to Directors.

Inspection of Books and Records

All books and records of this Association may be inspected by any Director for any purpose at any reasonable time on written demand.

Loans to Management

The Association will make no loans to any of its Directors or Officers.

Amendments

The Board of Directors may adopt amendments to the Certificate of Formation by a vote of two-thirds of Directors present at a meeting where a quorum is present. The bylaws may be amended at any time by a vote of the majority of Directors at a meeting where a quorum is present.

Fiscal Year

The fiscal year for the Association will be the calendar year, January 1 to December 31.