

BYLAWS
of the
tiny-k FOUNDATION
Revised April 29, 2009

ARTICLE I
LOCATION

Section 1. Name: The name of the corporation is the *tiny-k* Foundation

Section 2. Address of Principal Office: The address of the registered office of the corporation is 430 N. Washington, P.O. Box 363, Lindsborg, Kansas 67456-0363. 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 resident 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 3. Other Offices: Branch or subordinate offices may at any time be established by resolution of the board of directors at any place or places where the corporation is qualified to do business.

ARTICLE II
PURPOSE

Section 1. General Purpose: This corporation has been organized and will be operated exclusively in connection with organizations recognized as tax exempt pursuant to IRC Section 501c(3) AND that provide *tiny-k* (early intervention) services as defined and approved by the Kansas Secretary of Health and Environment according to P.L. 102-119, Part H and KSA 75-5649 to provide additional support to enhance existing *tiny-k* (early intervention) services for infants and toddlers with special needs in Kansas.

Section 2. Activities: The following specific activities and projects are to serve and further that general purpose:

- (a) Raising funds to be used for additional support of and enhancement of the *tiny-k* (early intervention) programs.
- (b) Identify existing and/or develop and provide shared technical services and resources that support and enhance the purpose of *tiny-k* (early

intervention) programs, including but not limited to public awareness activities; staff development; equipment; technology; and fund raising events for member networks

(c) Conduct and facilitate research of developmental education and document outcomes of *tiny-k* (early intervention) programs

(d) Conduct other activities that exclusively further the tax exempt purposes described in the governing documents.

Article III MEMBERS

Section 1. Qualifications: Every organization designated as a local lead agency eligible to provide *tiny-k* (early intervention) services and programs under Kansas statutes and regulation, including KSA 75-5649, is considered a member of this corporation. Individual representatives of the community at large, who can contribute specialized expertise to the corporation, may be elected as members of this corporation, providing that no more than twenty percent of the total membership shall be representatives of the community at large. This assures at least eighty percent of the total membership shall be representatives of local lead agency agencies providing *tiny-k* services.

Section 2. Voting Rights: All members meeting the qualification set forth in Section 1 and any other qualifications established by Kansas law or by the Board of Directors will be entitled to one vote, regardless of the number of other agencies, institutions and organizations under the coordination of the member.

Section 3. Designation of a Representative. Every member must designate an authorized representative to vote and otherwise act on behalf of the member. Authorized representatives may be employees, community volunteers or donors affiliated with a member.

Section 4. Termination of Membership: Membership will be terminated if the member organization fails to maintain its qualification as a local lead agency for *tiny-k* (early intervention) programs as determined by the State of Kansas.

Section 5. Members at Large: Representatives of the community at large who can contribute specialized expertise to the corporation who are elected to the Board of Directors shall be recognized as members of the corporation

Article IV
MEETINGS OF MEMBERS

Section 1. Annual Meetings: The annual meeting of the members shall be held in April beginning with the year 2005 for the purpose of electing directors and for the transaction of such other business as may come before the meeting.

Section 2. Election of Directors: Directors are to be elected by a vote of a majority of the voting members at the Annual Meeting. The vote(s) may be cast by written ballots at the annual meeting or submitted prior to the Annual Meeting by procedures determined by the Board of Directors prior to the annual meeting.

Section 3. Place and Manner of Annual Meeting: Annual Meetings shall be held in Kansas at any location within the State of Kansas designated by the Board of Directors.

Section 4. Notice of Meetings, Contents of Notice: Unless otherwise specified in these bylaws, written or printed notice stating the place, date, and hour of the meetings, the purposes for which the meeting is being called, shall be delivered not less than ten days nor more than thirty days before the date of the meeting, either personally or by mail to each member's representative entitled to vote at such meeting. Notices will include information about the candidates to be elected and/or any issues to be decided.

Section 5. Quorum: At any meeting a quorum shall consist of at least 25% of the voting members. If less than a quorum is present at a meeting, a majority of the members present may discuss matters and make recommendations to the board as a whole, or adjourn the meeting without further notice. In no way can less than a quorum elect directors or count absentee ballots. Elections of directors must be conducted in accordance with the terms of Section 2 of this Article. At any meeting of members, every member shall be entitled to one vote to be cast by the authorized representative. No proxies are allowed, although the votes for directors may be by cast by voice or by written ballot in accordance with Section 2 and 4 above and by resolution of the Board of Directors.

Article V
BOARD OF DIRECTORS

Section 1. Directors--Powers and Responsibilities: Each member of the board of directors is charged with the duties of loyalty and care to the corporation and must act in accordance with the corporation's best interests. The business and affairs of the corporation shall be managed by the board of directors or by its authorized staff persons. The board shall have the powers and duties necessary

or appropriate for the administration of the affairs of the corporation, including but not limited to the authority to employ an executive director and other staff deemed necessary to the development and operation of the corporation. However, all powers of the corporation are vested in the board and may not be delegated to staff.

Section 2. Number, Tenure and Qualifications: The number of directors shall be no fewer than nine (9) and no more than fifteen (15) until changed by amendment of this bylaw. No less than eighty percent of the members of the board of directors must be authorized representatives of a member in good standing of the Corporation. Authorized representatives may be employees, community volunteers or donors affiliated with a member. No more than twenty percent of the members of the board of directors may be representatives of the community at large who can contribute specialized expertise to the corporation. In order to maintain balance the number of people representing organizations of similar size, population base and geographical locations shall be less than a majority on the Board. Each director shall hold office for a fixed term of three (3) years. The terms shall be staggered, and in order to achieve staggered terms the terms of members of the first board of directors may be less than three years. Directors representing networks may serve two consecutive terms. After a year off of the board, a director representing a network is eligible for reelection to the board. Members at large shall not be subject to term limits, but shall stand for reelection to the Board of Directors by the Membership at the end of each term.

Section 3. Selection of Nominees for Board Candidacy: The Governance Committee is charged with the responsibility to nominate and present candidates for election to the Board of Directors within the requirements and qualifications described in Section 2 above.

Section 4. Annual/Regular Meetings: An annual meeting of the board of directors shall be held without other notice than this bylaw at the same place as the annual meeting of members. The board of directors may provide, by resolution, the time and place for the holding of additional or regular meetings, without further notice than such resolution.

Section 5. Special Meetings: Special meetings of the board of directors may be called by or at the request of the president or a majority of directors. The Secretary may fix any place within the State of Kansas for holding any special meeting of the board of directors called by them. Special meetings of the board may be held by teleconference, either audio or audio-visual, or other similar communication device whether now known or invented in the future, so long as the communication device satisfies Kansas law, proper notice of the meeting has been given, a quorum, as otherwise provided in these bylaws, is present on the teleconference, a written agenda is provided at least two days prior to the meeting, the meeting is properly convened, minutes are taken, and other procedures for

considering matters before the board and the methods of taking decisions by the board are the same as if the board was meeting face to face.

Section 6. Emergency Meetings. Emergency meetings of the Executive Committee of the Board of Directors may be called by or at the request of the president or a majority of directors if immediate action is required in order to respond to government action, initiation of litigation involving the corporation or other matter requiring immediate action or response. The Secretary may fix any place within or outside of the State of Kansas for holding any emergency meeting and will provide notice to all members of the board of directors. Emergency meetings of the Board's Executive Committee may be held by teleconference, either audio or audio-visual or other similar communication device whether now known or invented in the future so long as the majority of the members of the Executive Committee are present and can communicate with each other.

Section 7. Notice: Unless otherwise specified in these bylaws, notice of the purpose and time of any regular or special meeting of the board shall be given at least ten days and not more than 30 days previous thereto by written notice delivered personally, or by email, fax, or telegram, sent to each director as his or her name appears on the records of the corporation at his or her mailing address.

Section 8. Waiver of Notice: Waiver of notice is required for any meeting not conducted in accordance with notice provisions of these bylaws. Each director in attendance may waive notice of any meeting in writing. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except when 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.

Section 10. Vacancies: Any vacancy occurring in the board of directors may be filled by the affirmative vote of a majority of the remaining directors. A director elected to fill a vacancy shall be elected for the unexpired term of the predecessor in office.

Section 11. Compensation: Directors shall be precluded from receiving compensation for their services as board members but shall be entitled to receive such amount, if any, as the directors may from time to time determine, to cover expenses of attendance to meetings. When the board of directors deems that the financial status of the corporation permits, directors may be compensated for mileage and per diem for attendance at regularly scheduled meetings or special meetings of the board.

Section 12. Directors-Automatic Removal from Office Due to Loss of Affiliation with *tiny-k* (early intervention) Member: In the event that a director ceases to be affiliated with a member due to a change in employment or

loss of authorization to represent the member, that director is no longer qualified to serve on the Board of Directors and is automatically removed from office. In the event that a director is involved in an employment dispute, the director will be considered to be on leave of absence pending resolution of the dispute. Removal or re-instatement to the position of director shall be determined after resolution of the dispute. If a member organization represented by a director no longer qualified as a member organization due to loss of designation as tax exempt under IRC Section 501c(3) or loss of designation as a local lead agency for the *tiny-k* (early intervention) program, that director is no longer qualified to serve on the Board of Directors, unless the director is designated as a representative of a member and elected to the board of directors in the new designated representative capacity.

Section 13. Directors--Removal from Office: A director may be removed from the board, for cause bearing on the director's ability to fulfill his/her duties to the organization and act in the best interests of the *tiny-k* Foundation, by the vote of not less than 2/3rds of the voting members present at a meeting of the members and after such vote is affirmed by a vote of 2/3rds of the remaining directors at any regular or special meeting of the board of directors, provided notice of such proposed action shall have been duly given in the notice of the meeting and provided the director and member represented by the director, were informed in writing of the charges presented against the director at least 10 days before such meeting. The director involved shall be given an opportunity to be heard at such meeting. Any vacancy created by the removal of a director may be filled by majority vote of the board of directors, which may be taken at the same meeting at which such removal took place. Removal of a director from the board will serve as removal as an officer, employee or other agent of the corporation, but will not affect membership of the organization that designated the removed director as its representative. In the event that a member's authorized representative is removed from position as a director, the member will appoint a new representative.

Section 14. Directors--Absence from Meetings: Any director who is absent from three (3) consecutive meetings without excuse satisfactory to the board shall be deemed to have surrendered the office of director.

Section 15. Proxies: No proxies are allowed for any board meetings unless otherwise specifically mandated by Kansas law or if approved by the Board of Directors in the form of a resolution.

Article VI OFFICERS

Section 1. Officers: The officers of the corporation shall be a President, a Vice-President, a Secretary and a Treasurer. Such other officers as may be

deemed necessary may be elected or appointed by the Board of Directors. The offices of Secretary and Treasurer may be combined and held by the same person.

Section 2. Election and Term of Office: Officers will be elected by the Board of Directors for a one (1) year term at the first board meeting following the Annual Meeting. Newly elected officers will take office immediately.

Section 3. Removal of Directors and Officers of the Board: Any officer of the board, or agent elected or appointed by the board may be removed by the board for cause by 2/3 vote of the remaining directors at any regular or special meeting of the board of directors. Any director who has been automatically removed from the board in accordance with Article V, Section 12 above will also be automatically removed as an officer without a 2/3rds vote of the remaining directors.

Section 4. Vacancies: A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the board for the unexpired portion of the term.

Section 5. President: The President shall be the principal executive officer of the corporation and shall in general supervise and control all of the business and affairs of the corporation. The President shall, when present, preside at all meetings of the members and of the board. The President may sign, with the Secretary or any other proper officer or agent of the corporation authorized by the instruments which the board has authorized 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 President and such other duties as may be prescribed by the board from time to time.

Section 6. Vice-President: In the absence of the President or in the event of death, inability or refusal to act, the Vice-President shall perform the duties of the President, and when so acting, shall state the necessity of assuming the President's duties. When performing the duties of the President, the Vice shall have all the powers of and be subject to all the restrictions upon the President. The Vice-President shall perform other duties as from time to time may be assigned to her or him by the President or by the board.

Section 7. Secretary: The Secretary shall keep the minutes of the members and of the board meetings; see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; be custodian of the corporate records; keep a register of all members and their mailing addresses; prepare and cause to be delivered to the Secretary of State of Kansas, on forms prescribed

and furnished by the Secretary of State, between the first day of January and the 15th day of June of each year, an annual report in compliance with the provisions of the statutes of the State of Kansas; and 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 or her by the President or by the board.

Section 8. Treasurer: The Treasurer shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for monies due and payable to the corporation from any source whatsoever; deposit all monies in the name of the corporation in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of Article IX of these bylaws; and in general perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or by the Board. The Board of Directors may give a bond for the Treasurer for the faithful discharge of duties in such sum and with such surety or sureties as the board shall determine.

Article VII ORDER OF BUSINESS

Section 1. Order of Business: The order of business at any regular or special meeting of the members or the Board shall be:

- (a) Reading and disposal of any unapproved minutes.
- (b) Reports of officers and committees.
- (c) Unfinished business
- (d) New business
- (e) Adjournment

Section 2. Decision Making: Directors of the board may also declare all or a portion of any meeting a "discussion period: during which no rules apply, and during which free and open discussion of issues and other matters may occur without decisions being made;.

Section 3. Rules of Procedure: The Board of Directors will adopt rules of procedure by resolution.

Article VIII COMMITTEES

Section 1. Committees of Directors: The board of directors, by resolution adopted by a majority of the directors then in office, may designate one or more committee composed of board members; which committees, to the extent provided in said resolution, shall have and exercise the authority of the board in the management of the corporation; but the designation of such committees and the

delegation thereto of authority shall not operate to relieve the board, or any individual director, of any responsibility imposed upon her/him by law. All committee actions must be ratified or approved by the board or a committee composed solely of board members.

Section 2. Standing Committees: The standing committees of the board of directors shall include but are not limited to an Executive Committee; Governance Committee; and Finance Committee.

A. The Executive Committee will be composed of the Officers of the Board, specifically President, Vice-President, Treasurer and Secretary for the purpose of managing situations when immediate action is required in order to respond to government action or initiation of litigation involving the corporation or other emergency. Emergency meetings will be conducted in accordance with the procedures set forth in Article V, Section 5 of these bylaws.

B. The Governance Committee will be composed of no fewer than five members of the Board of Directors for the purpose of researching and offering candidates for board nomination, periodic bylaws review, and any other matters approved by resolution of the Board of Directors.

C. The Finance Committee will be composed of no fewer than five members of the Board of Directors for the purpose of assisting staff with budget preparation, annual financial statement and any other matters approved by resolution of the Board of Directors.

Section 3. Advisory Committees: The board of directors, by resolution adopted by a majority of the directors then in office, may designate one or more committees composed of members of the Corporation, non-members of the Corporation; and board members; which committees, shall not have or exercise the authority of the board in the management of the corporation. Any recommendations or findings of any such advisory committees will not be binding.

Section 4. Term of Office: Each member of a committee shall continue as such until a committee has completed its work and made a report to the board or until the next Annual Meeting, whichever occurs first. Committee assignments/appointments may be renewed.

Section 5. Chairperson: One member of each committee shall be appointed chairperson by the President when the members of the committee are appointed.

Section 6 Vacancies: Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Article IX
CONTRACTS, LOANS, CHECKS, DEPOSITS, AND FUNDS

Section 1. Contracts: No contract or instrument in the name of and on behalf of the corporation shall be effective until authorized by the Board of Directors by a resolution of the board. The resolution of the board may be general or confined to specific instances. Such authority may be general or confined to specific instances.

Section 2. Loans: No loans shall be contracted on behalf of the corporation unless authorized by a resolution of the board. Such authority may be general or confined to specific instances.

Section 3. Checks, Drafts, Etc.: All checks, drafts or other orders for the payment of money, note or other evidence 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 and at a designated depository as shall from time to time be determined by resolution of the board. In the absence of such determination by the board, such instruments shall be signed by the Treasurer and countersigned by the President.

Section 4. Deposits: All funds of the corporation shall be deposited from time to time to the credit of the corporation in such bank, trust companies, or other depositories as the board may select by resolution.

Section 5. Gifts: The board may accept on behalf of the corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the corporation.

Section 6. Disposal of Assets: 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 the assets of the corporation exclusively for the purposes of the corporation in such manner as the board of directors determines or to such Kansas organization or organizations organized and operated exclusively for purposes similar to those of this corporation and recognized as tax exempt under IRC Section 501(c)(3) or the assets shall be distributed to a Kansas organization or organization organized and operated exclusively for charitable, educational religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c)(3) of the Internal Revenue Code 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 X BOOKS AND RECORDS

Section 1. Books and Records: The corporation shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its members, the board, and committee having any of the authority of the board of directors, and shall keep at the registered or principal office a record giving the names and addresses of the members. All documents required to be made available pursuant to tax regulations, state or other statutes may be inspected by any member, or his or her agent or attorney, for any proper purpose at any reasonable time during business hours subject to reasonable prior notice or other appointed time arranged by the party requesting inspection and by the corporation's custodian of records and books.

Section 2. Form 990: As soon as the corporation's annual proceeds regularly exceed \$25,000.00, the board will designate staff or select outside professionals to prepare Form 990 and any other financial reports deemed necessary.

Section 3. Audit: As soon as the corporation's annual proceeds regularly exceed \$100,000.00, the board will consider and will recommend for or against obtaining the services of a competent and disinterested auditor, who shall audit the books and records and render a report in writing, submitted to the Board at the annual meeting. Nothing in this provision will preclude or in any way limit the authorization of an audit at any time regardless of the amount of the corporation's annual proceeds.

Article XI FISCAL YEAR

The first fiscal year of the corporation shall begin on April 27, 2004 and end on December 31st of the same year. Subsequent fiscal years of the corporation shall begin on January 1st and end on December 31st of each year.

Article XII REPEAL OR AMENDMENT

These bylaws may be altered, amended or repealed in whole or in part by as vote of a majority of the directors then in office at any regular meeting of the Board of Directors or at a special meeting of the Board of Directors called for such purpose, at which a quorum is present; provided, however, no such action shall change the purposes of the corporation so as to allow its purposes to be broadened beyond

those allowed for an organization recognized as a "{supporting organization" as defined by the IRC and IRC Regulation, nor to otherwise impair its right and powers under the laws of the State of Kansas, other regulations of the Internal Revenue Service, or to waive any requirement of bond or any provision for the safety and security of the property and funds of the corporation or its members. Pursuant to Kansas law, notice of any amendment to be offered at any meeting shall be given not less than 10 nor more than 60 days before such meeting and shall set forth such amendment(s). Notice of any change in these bylaws must be provided to the IRS upon the Board's approval of the changes.

Article XIII INDEMNIFICATION

This corporation may voluntarily indemnify any trustee, officer, director, employee or agent of the corporation who was or is (because of said relationship with this corporation) threatened to be made a party in any legal proceedings whether civil, criminal, administrative or investigative if successful on the merits or otherwise in defense, or even if unsuccessful in defense, for his or her reasonable expenses, including attorney's fees incurred in the defense of the proceeding, if such person is successful in whole or in part, or the proceeding against said person is settled with the approval of the court; and the court finds that the person's conduct fairly and equitable merits such indemnity. The amount of such indemnity, which must be approved by the court in the same or 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 or her 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 or she is not a party to the proceeding. Notice of the application for such indemnity shall be served upon the corporation, its received, 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 these bylaws for giving notice of members' meetings, in such form as the court directs.

ARTICLE XIV CONFLICTS OF INTEREST

No contract or transaction between this corporation and one or more of its directors or officers, or between this corporation and any other corporation, partnership, association or other organization in which one or more of its directors or officers. are directors, officers, owners, employees, or spouse of any such person or have a personal, (including but not limited to financial) interest, shall be void or voidable solely for this reason, or solely because the director or officer is present at or participates in the meeting of the board or committee thereof which

authorizes the contract or transaction, or solely because his or her or their votes are counted for such purpose, if either of the following are true:

- a. The material facts as to his or her relationship or interest in the contract or transaction are disclosed or are made known to the board of Directors or the committee, or

- b. The contract or transaction is fair as to the corporation and has been reviewed in accordance with the statutory duties of loyalty and care owed to this corporation and if applicable, with Internal Revenue Regulations pertaining to economic benefit transactions involving disqualified persons, as of the time the contract or transaction is authorized, approved or ratified by the board of directors or a committee thereof duly authorized. All Directors including those not voting due to the existence of a possible conflict of interest or for any other reason or not participating in discussing or reviewing the matter to be approved, authorized or ratified, may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorized the contract or transaction.

ARTICLE XV
DEFINITIONS

(Left blank intentionally)

CERTIFICATE OF AUTHENTICITY

I, the undersigned, do hereby certify:

(1) That I am the duly elected Acting Secretary of the *tiny-k* Foundation of 430 N. Washington, Lindsborg, Kansas 67456, a not-for-profit corporation; and

(2) That the foregoing bylaws, comprising fourteen (14) pages, constitute the current bylaws of said corporation, as duly approved and adopted at the meeting of the Acting Board of Directors of the *tiny-k* Foundation thereof duly held on the _____ day of _____, 2004.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name this _____ day of _____, 2009.

Secretary, *tiny-k* Foundation

CERTIFICATE OF AUTHENTICITY

I, the undersigned, do hereby certify:

(1) That I am the duly elected Secretary of the *tiny-k* Foundation of 430 N. Washington, Lindsborg, Kansas 67456, a not-for-profit corporation; and

(2) That the foregoing bylaws, comprising fourteen (14) pages, constitute the current bylaws of said corporation, as duly approved and adopted at the meeting of the Acting Board of Directors of the *tiny-k* Foundation thereof duly held on the _____ day of _____, 2004.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name this _____ day of _____, 200__.

Secretary, *tiny-k* Foundation