

BYLAWS OF WASHBURN UNIVERSITY FOUNDATION

Topeka, Kansas

PREFACE

Born of a desire to establish on the Kansas frontier a college dedicated to the furtherance of civil and religious liberties, Lincoln College was founded in Topeka, Kansas, in 1865. The original trustees were determined to provide students with an opportunity to acquire a well-rounded education without distinction as to race, color, creed or sex. Soon after its establishment, the college was renamed Washburn College in honor of Ichabod Washburn who had made a generous gift to sustain the operation of the college.

Until 1941 Washburn College was affiliated with the Congregational Church and for the first 50 years of its existence the Board of Trustees of the college consisted exclusively of members of the Congregational Church. Since the World War I era individuals of other religious persuasions have also been accepted as trustees.

In 1941 the educational operations of Washburn College were transferred to Washburn University of Topeka, a Kansas municipal university created as a result of an election among the citizens of the city. Washburn College and its Board of Trustees continued as a corporate entity for the purpose of managing the endowed funds, which had been accumulated for the benefit of the college and its students. In 1987 the corporate name was changed to the Washburn Endowment Association. In 2010 the corporate name was changed to Washburn University Foundation.

The principal functions of the Foundation are asset management, fund development and furthering the mission of the University.

ARTICLE I**Name, Location, Purposes****SECTION 1.**

(a) Washburn University Foundation, hereinafter the Foundation, is incorporated under the laws of the State of Kansas, and its principal location is on or near the Washburn University campus, Topeka, Kansas. The members of the Washburn University Foundation shall be its Board of Trustees.

SECTION 2.

(a) The purposes of the Foundation are:

1. To assist in the promotion, development, and enhancement of the financial resources available for educational programs and facilities of Washburn University, its students, and faculty.
2. To receive and hold in trust any property real and personal given, devised, bequeathed, given in trust, or in any other way made over to said Foundation for the use and benefit of Washburn University, or of any department thereof, or for the carrying on at said institution of any line of work, teaching, or investigation, which the donor, grantor or testator may designate, to invest or disburse all moneys so received, and generally to care for, manage, administer and control all such property so received, and to see that the funds and property so received are applied to the uses specified by the donors; or, in case the gift, devise or bequest is a general one, then to such uses as may be agreed upon by the Board of Directors of the Foundation.
3. To engage in any lawful act or activity for which corporations may be organized under the Kansas general corporation code, unless expressly limited by the Articles of Incorporation or these bylaws.

ARTICLE II

Trustees and Trustees Emeritus
Number, Term of Office, Meetings.

SECTION 1.

There shall be a Board of Trustees of the Foundation to influence the success and promote philanthropic contributions to Washburn University. The Board of Trustees, while not governing the Foundation, shall have the authority to:

1. Elect Trustees from those nominated by the Committee on Directors and Trustees;
2. Elect Trustees to serve as members of the Board of Directors, the governing board of the Foundation;
3. Elect Officers of the Foundation from those nominated by the Committee on Directors and Trustees;

4. Serve as members of standing or ad hoc committees of the Board of Directors as permitted by these bylaws.
5. Adopt amendments to these bylaws; amend the Articles of Incorporation; adopt any agreement of merger or consolidation; sell, lease, mortgage, transfer or exchange more than five percent (5%) of the Foundation's property or assets; or recommend dissolution of the Foundation only upon the recommendation of the Board of Directors.

SECTION 2.

(a) The Board of Trustees shall consist of no fewer than twenty-five (25) Trustees. The term "Trustee" does not include Trustee Emeritus.

(b) The Committee on Directors and Trustees shall nominate each Trustee. Any Trustee may recommend candidates for Trustee to the Committee on Directors and Trustees in accordance with established processes.

(c) In the event the number of Trustees decreases to fewer than twenty-five (25) Trustees, any vacancy shall be filled by the Board of Directors.

SECTION 3.

(a) From those so nominated, the Board of Trustees shall elect Trustees at the annual meeting. The term of office for each Trustee shall begin immediately upon election and administration of the oath of office, and terminate upon the Trustee's death, written resignation, removal for cause or grant of Trustee Emeritus status.

SECTION 4.

(a) At each annual meeting, the Committee on Directors and Trustees shall recommend the granting of Trustee Emeritus status, together with the privilege to attend all meetings of the Board of Trustees, and receive minutes of the annual meeting and annual financial report, but without the right to vote, to any Trustee making written request for Emeritus status.

(b) The election to Trustee Emeritus status shall be by vote of the remaining Trustees and be conducted at the annual meeting, following the election of Trustees.

SECTION 5.

(a) No employee of the Foundation or Washburn University shall be a Trustee, except that the Chair of the Washburn University of Topeka Board of Regents, or designee of the Chair, who shall be a member of the Board of Regents; President of Washburn University of Topeka and the President of the Foundation shall be ex officio, non-voting members of the Board of Trustees, without the authority to make or second motions.

(b) For so long as the Foundation manages and invests funds for the Washburn University Law School Foundation, the President of the Washburn University Law School Foundation shall be an ex-officio member of the Board of Trustees with the right to vote and make or second motions.

SECTION 6.

(a) The Board of Trustees shall meet at least annually during the months of April or May, or as otherwise fixed by the Board of Directors.

(b) Notification of all regular and special meetings of the Board of Trustees shall be mailed to all Trustees and Trustees Emeritus by a designated staff member of the Foundation at least one week prior to the date of the meeting. In the case of a special meeting, the notification shall include the purpose for which the meeting is being called, together with the date, time and place of the special meeting.

SECTION 7.

(a) A quorum at all regular and special meetings of the Trustees shall consist of at least one-third of the total number of Trustees who must be present in person or represented by proxy at such meeting, and a majority of the Trustees present in person or by proxy shall be the act of the Board of Trustees.

SECTION 8.

(a) With not less than three (3) days' prior notice, any Trustee or Trustee Emeritus may be removed for cause by the vote of two-thirds (2/3) of a quorum of Trustees at any regular or special meeting of the Board of Trustees.

ARTICLE III
Board of Directors
Number, Term of Office, Meetings.

SECTION 1.

The business of the Foundation and its affairs shall be governed by its Board of Directors. The Foundation Board of Directors oversees the implementation of the strategic mission of the Foundation, and shall have the power to take any action necessary to further the purposes of the Foundation except to amend the Bylaws; amend the Articles of Incorporation; adopt any agreement of merger or consolidation; sell, lease, mortgage, transfer or exchange more than five percent (5%) of the Foundation's property or assets; or recommend dissolution of the Foundation all of which shall require the recommendation of the Board of Directors and the approval of the Board of Trustees.

SECTION 2.

(a) The Board of Directors shall consist of not fewer than five (5) nor more than twenty-five (25) Directors excluding the following ex-officio members who shall not have the authority to vote or to make or second motions:

1. Chair of the Board of Regents of Washburn University of Topeka, or designee of the Chair, who shall be a member of the Board of Regents;
2. President of Washburn University of Topeka; and
3. President of the Foundation.

(b) The members of the Board of Directors shall be nominated by the Committee on Directors and Trustees and shall be selected from members of the Board of Trustees. Any Trustee may make recommendations for potential candidates for Director to the Committee on Directors and Trustees in accordance with established processes.

(c) For so long as the Foundation manages and invests funds for the Washburn University Law School Foundation, the President of Washburn University Law School Foundation, or designee of the President, who shall be a member of the Law School Foundation or Foundation and a Foundation Trustee shall be an ex-officio member of the Board of Directors with the right to vote and to make or second motions.

SECTION 3.

(a) At their annual meeting immediately following the election of Trustees, the Board of Trustees shall elect Directors from those so nominated, for the term of four (4) years or if to fill a vacancy, for the remainder of that term; provided however, that the Trustees first nominated to be Directors following adoption of these Bylaws shall be divided into three (3) classes such that the term of office of those directors in the first class shall expire at the annual meeting of the Board of Trustees two (2) years later; of the second class one year thereafter; of the third class two years thereafter. A Director may serve no more than two successive terms, provided however, that following a one (1) year of hiatus from the Board of Directors, a Trustee is eligible to serve again as a Director. The term of office for each Director shall begin immediately upon election. Except in the case of death, written resignation, removal for cause or grant of Emeritus status, the term of office shall continue until the term expires. A vacancy among the Directors shall be filled by appointment by the remaining Directors until a successor has been elected and qualified by the Board of Trustees according to established policies and as permitted by these bylaws.

SECTION 4.

(a) No employee of the Foundation or Washburn University shall be a Director, except as provided in Section 2 of this Article III.

SECTION 5.

(a) The Board of Directors will meet no less than three (3) times annually at times fixed by the Board of Directors. Special meetings may be held at the call of the Chairperson of the Board of Directors or on the request of a minimum of five (5) voting Directors.

(b) Notification of all regular and special meetings of the Board of Directors shall be mailed to all Directors by a designated staff member of the Foundation at least one week prior to the date of the meeting. In the case of a special meeting, the notification shall include the purpose for which the meeting is being called, together with the date, time and place of the special meeting.

SECTION 6.

(a) A quorum at all regular and special meetings of the Board of Directors shall consist of at least one-half of the total number of Directors who must be present in person, by means of conference telephone, or similar communications equipment by means of which all persons participating in

the meeting can hear each other, and participation in a meeting pursuant to this subsection (a) shall constitute presence in person at such meeting; or represented by proxy at such meeting, and may act by a majority except as otherwise required by these bylaws.

SECTION 7

(a) With not less than three (3) days' prior notice, any Director may be removed for cause by the vote of two-thirds (2/3) of a quorum of Trustees at any regular or special meeting of the Board of Trustees.

ARTICLE IV Officers

SECTION 1.

(a) The officers of the Foundation shall be: Chairperson of the Board, Chairperson-Elect of the Board, Secretary, Treasurer, and President. The Board of Trustees may elect additional officers at their discretion.

(b) At the annual meeting, the Trustees shall, immediately following the election of Trustees and Board of Directors respectively, elect from the members of the Board of Directors, the Chairperson of the Board, Chairperson-Elect of the Board, Secretary and Treasurer to serve for one (1) year and until their respective successors have been duly elected and qualified, or until their written resignation or removal.

(c) The Chairperson of the Board, Chairperson-Elect of the Board, Secretary, and Treasurer may not serve in their respective offices for more than three (3) consecutive years.

(d) If a vacancy occurs in the office of the Chairperson-Elect of the Board, Secretary or Treasurer, an election to fill the position may be held at any meeting of the Board of Trustees. A notice of such an election shall be given in the notice of the call of the meeting, mailed by a designated staff member of the Foundation, at least one week prior to the date of the meeting.

(e) With not less than three (3) days prior notice, any Officer other than the President may be removed for cause by the vote of two-thirds (2/3) of a quorum of Trustees at any regular or special meeting of the Board of Trustees.

(f) The President shall be an employee of the Foundation and be elected by and serve at the pleasure of the Board of Directors and report to the Executive Committee between meetings of the Board of Directors.

SECTION 2.

- (a) The Chairperson of the Board shall:
1. preside at the meetings of the Board of Trustees, Board of Directors and of the Executive Committee,
 2. appoint all committees subject to approval of the Board of Directors,
 3. execute all documents which are necessary to carry out the business of the Foundation, except where the Board of Trustees or these Bylaws require or authorize the signature of another officer or agent of the Foundation, and
 4. perform the other duties ordinarily performed by that officer and such others as may be assigned by the Board of Trustees and Board of Directors.
- (b) The Chairperson-Elect of the Board shall, in the absence or disability of the Chairperson, preside at meetings and perform the duties of the Chairperson of the Board and such other duties as may be assigned by the Chairperson of the Board.

SECTION 3.

- (a) The Treasurer shall:
1. chair the Investment Committee,
 2. report to the Board of Directors for all funds of the Foundation,
 3. report to the Board of Directors quarterly and to the Board of Trustees at the annual meeting,
 4. execute the documents and papers directed by the Board of Directors or these Bylaws,
 5. provide oversight and review of policies to ensure the safe keeping of legal financial records of the Foundation, and
 6. perform such other duties incident to the office of Treasurer and as assigned by the Chairperson of the Board.

SECTION 4.

- (a) The Secretary shall perform the usual duties pertaining to this office, including:
1. attend meetings of the Board of Trustees, Board of Directors, and the Executive Committee,
 2. provide oversight and review of policies to ensure the safe keeping of a full and true record of all meetings of the Board of Trustees and Board of Directors, and of all meetings of standing committees and special committees,

3. provide oversight and review of policies to ensure transmitting promptly to each Trustee a summary report of the minutes of each meeting of the Board of Trustees,
4. provide oversight and review of policies to ensure transmitting promptly to each Director a summary report of the minutes of each meeting of the Board of Directors and Executive Committee and all meetings of the standing committees and special committees,
5. provide oversight and review of policies to ensure mailing notice of all regular and special meetings of the Board of Trustees and of all standing committees,
6. attest all documents requiring the seal of the Washburn University Foundation.

SECTION 5.

(a) The President shall be the chief executive of the Foundation and shall perform the usual duties pertaining to this office including having charge of all business functions subject to the direction of the Board of Directors or to the Executive Committee between meetings of the Board of Directors.

(b) The President shall have responsibility for:

1. employing, supervising and determining the compensation of all other employees of the Foundation,
2. having charge and custody of all moneys, stocks, notes, bonds, securities, and other evidence of property belonging to or held in trust by the Foundation, other than those transferred to an investment advisor under a custodial agreement,
3. performing all business functions,
4. having charge of all development functions,
5. having charge of all financial functions, recordkeeping, and reporting,
6. such other duties as delegated by the Board of Directors, and
7. implementing the policies and decisions of the Board of Directors.

ARTICLE V Committees

Except as provided in Sections 4 and 7 of this Article V, no action by a committee of the Board of Directors shall bind the Foundation without the approval of the Board of Directors.

SECTION 1.

a) Standing Committees of the Foundation Board of Directors shall be:

1. Committee on Directors and Trustees
2. Finance Committee
3. Investment Committee
4. Development Committee
5. Audit Committee
6. Executive Committee

(b) Voting committee members can be comprised of both Directors and Trustees as provided for in these bylaws. Members of all committees shall receive notice of the time and place of such meeting prior to the meeting.

(c) All standing committee appointments must be ratified by the Board of Directors.

(d) A Chairperson of a standing committee must be a Director and may not serve as Chairperson of that committee for more than three (3) consecutive one-year terms.

(e) The Chairperson of the Board may appoint such ad hoc committees as are deemed necessary.

(f) A majority of the voting members of each committee shall constitute a quorum.

SECTION 2. Committee on Directors and Trustees

The Committee on Directors and Trustees is responsible for the development and composition of the Board of Trustees and the Board of Directors. The committee plans for and provides the Board of Trustees and the Board of Directors with the Trustee and Director resources and policies necessary to be able to exercise the responsibilities for Foundation governance at the highest level of excellence.

(a) The Committee on Directors and Trustees shall consist of the Chairperson of the Committee, the Chairperson and Chairperson-Elect of the Board of Directors, President of the Foundation, and at least three (3) Directors or Trustees appointed by the Chairperson of the Board of

Directors provided however the President of the Foundation shall not have the right to vote or make or second motions.

(b) The Committee on Directors and Trustees shall nominate candidates to the Board of Trustees who shall be presented to the Board of Trustees by the Chairperson of the Committee for consideration and approval at the annual meeting.

(c) The Committee on Directors and Trustees shall nominate and present to the Trustees for their consideration and approval at the annual meeting, immediately following the election of Trustees, the Board of Directors, officers of the Foundation, and Chairpersons of the standing committees of the Board of Directors.

(d) The Committee on Directors and Trustees shall be responsible for orientation programs for Trustees and Directors.

(e) The Committee on Directors and Trustees shall be responsible for the assessment of individual Trustee and Director performance and overall Board of Trustee and Board of Director performance.

SECTION 3. Finance Committee

The Finance Committee is responsible for the Foundation finances and for monitoring financial accountability. The Committee works collaboratively with other standing committees on responsibilities related to the Foundation finances.

(a) The Chairperson-Elect shall chair the Finance Committee which shall consist of the Chairperson of the Board, Chairperson-Elect, Treasurer, Chairperson of the Development Committee (or designee from the Development Committee), President of the Foundation, Vice President of Administration/Treasurer of Washburn University of Topeka and at least one (1) other Director, provided however neither the President of the Foundation nor the Vice President of Administration/Treasurer of Washburn University of Topeka shall have the right to vote or make or second motions. A majority of the voting members shall constitute a quorum.

(b) The Finance Committee is responsible for the Foundation's finances. In carrying out its duties, the committee will:

1. review, approve and submit an annual budget to the Board of Directors for approval and monitor the performance of the budget,
2. review the actions of the Director of Finance and his or her subordinates,

3. develop in concert with other board committees and the University, short-term and long-term financial benchmarks, strategies and policies to promote the fiscal health of the Foundation and Washburn University, and
4. assist in efforts to protect donor rights and privacy.

(c) The Finance Committee shall report Foundation financial results to the Board of Directors in a timely manner, but no less than on a quarterly basis, and to the Board of Trustees on an annual basis.

SECTION 4. Investment Committee

The Investment Committee is responsible for the management of all investments of the Foundation.

(a) The Treasurer shall Chair the Investment Committee which shall also consist of not fewer than three (3) other voting members of the Board of Directors, in addition to the Treasurer of the Foundation, President of Washburn University Law School Foundation, or designee of the President who shall be a member of the Law School Foundation or Foundation and a Foundation Director, President of the Foundation, and the Vice President of Administration/Treasurer of Washburn University of Topeka. Neither the President of the Foundation, nor the Vice President of Administration/Treasurer of Washburn University of Topeka, shall have a vote, or the right to make or second motions. A majority of the voting members shall constitute a quorum.

(b) The Investment Committee shall have general supervision, management and responsibility for the investment of all Foundation funds.

(c) The Investment Committee shall report investment results to the Board of Directors quarterly and to the Board of Trustees at its annual meeting.

(d) The Investment Committee shall formulate spending and investment policy and make recommendations to the Board of Directors for approval. The committee shall report changes to the spending and investment policy to the Board of Trustees at its annual meeting.

(e) The Investment Committee shall have full power and authority to change the form of investments and make new investments; to authorize the purchase, sale, assignment, release or transfer, to any person or party, any stocks, bonds, mortgages, real estate, or other securities which are or may become the property of the Foundation, upon such terms and for such prices as seem optimal; to contract with one or more investment advisors and transfer funds to such advisor for investment under proper agreement.

(f) From and after July 1, 1995, the fiscal year shall be from July 1 through the following June 30; however, upon the recommendation of the committee and approval by the Board of Directors, the fiscal year may be changed.

(g) The Investment Committee shall, from time to time, designate the depositories for all funds of the Foundation and determine their method of withdrawal.

(h) No investment shall be made in any enterprise in which a member of the committee has a substantial interest, until that member makes full disclosure of such interest to the committee, excuses him or herself from the room during which any discussion is conducted, and does not vote on the investment.

SECTION 5. Development Committee

The Development Committee works in cooperation with the Foundation's executive staff to raise philanthropic support to improve the quality of education at Washburn University.

(a) The Development Committee shall consist of the Chairperson of the Committee and at least three (3) other voting members of the Board of Directors.

(b) The Development Committee is responsible for the Foundation's comprehensive fundraising programs. In carrying out its duties, the committee shall be responsible to:

1. review and approve expectations and timetables for fundraising activities by the association, committee members, and board members and ensure the results of these efforts are reported to the Board Directors in a timely manner, but no less than on a quarterly basis and to the Board of Trustees on an annual basis.
2. review, evaluate for fundraising potential, and recommend to the Board of Directors, those fundraising projects goals and timetables deemed to have potential success and identified to support the fundraising priorities of the University as defined by the Board of Regents and communicated to the Committee through the Liaison Committee identified in the Memorandum of Understanding between the University and the Foundation, and
3. formulate policy pertaining to the acceptance of gifts and make recommendations to the Board of Directors for approval. The committee shall report all changes to the Board of Trustees at its annual meeting.

SECTION 6. Audit Committee

The Audit Committee reports to the Board of Directors and is responsible for providing oversight and review of the Foundation's appropriate and prudent handling of its financial matters. This committee serves as the compliance committee for the Foundation.

(a) The Audit Committee shall consist of the Chairperson of the Committee, Vice Chairperson of the Committee, and not more than three (3) additional voting members of the Board of Directors and shall have no more than five (5) members. A majority of the members of the committee shall have financial expertise and general business experience.

(b) The Audit Committee shall annually make provision for the examination and audit of the books and accounts of the Foundation by a certified public accountant, and present the audit report to the Board of Directors no later than six (6) months following the close of the fiscal year.

(c) The Audit Committee shall recommend annually to the Board of Directors a firm of independent auditors to serve for the forthcoming fiscal year.

(d) The Audit Committee is charged with the general responsibility to monitor and review all actual or potential conflicts of interest between the Foundation and any Director.

(e) The Audit Committee shall review travel and entertainment expense policies of the Foundation and the expenses of the President of the Foundation.

SECTION 7. Executive Committee

The Executive Committee assists the Board of Directors in functioning efficiently and effectively. Its broad authority shall be used only as necessary and appropriate on matters that cannot or should not be delayed until the Board of Directors' next meeting.

(a) The Executive Committee of the Board of Directors shall consist of the Chairperson of the Board, Chairperson-Elect, Treasurer, Secretary, President of the Foundation, all standing committee Chairpersons, the President of Washburn University of Topeka, and the Chair of the Board of Regents of Washburn University of Topeka, or designee of the Chair, who shall also be a member of the Board of Regents. The President of the Foundation, the President of Washburn University of Topeka and the Chair of the Board of Regents of Washburn University of Topeka, or designee of the Chair, shall have no vote, nor shall they make or second motions.

(b) In the event of an emergency or time-critical situation, the Executive Committee can assume all the powers of the Board of Directors and may take any action which might be taken by the

full Board of Directors. As soon as practical, any action of the Executive Committee shall be reported to the Board of Directors for ratification or other dispositive action.

(c) Meetings of the Executive Committee may be called by the Chairperson of the Board, or on the request of a minimum of three (3) voting members of the committee. A majority of the voting members shall constitute a quorum. The notice of special meeting shall state the purpose of such meeting. The Executive Committee shall meet no less than 3 times per year.

(d) The Executive Committee shall have authority to approve all emergency expenditures not provided for in the approved budget.

ARTICLE VI

General

SECTION 1. Foundation Year. In any reference to years in these Bylaws, a year shall consist of that period of time from one annual meeting of the Board of Trustees to the next annual meeting of the Board of Trustees, except for the budget, accounting and/or tax year, which shall be on a fiscal year basis.

SECTION 2. Indemnity. The Foundation shall have the power to purchase and maintain insurance to indemnify any person who is or was a Trustee, Director, officer, employee or agent of the Foundation or is or was serving at the request of the Foundation as a trustee, director, officer, employee or agent of another, partnership, joint venture, trust or other enterprise, against any liability asserted against, and incurred by him or her, in any such capacity, or rising out of his or her status as such.

SECTION 3. Bylaw Amendments and Mail Ballots. Amendments to these Bylaws may be adopted at any annual or special meeting of the Board of Trustees. A copy of any proposed amendment shall be mailed to each Trustee at least thirty (30) days prior to such meeting. A mail ballot is also authorized for any proposed Bylaw amendment or other matter to be acted on by the Board of Trustees, provided that each Trustee is sent a written explanation of the proposed bylaw amendment or other matter at least thirty (30) days prior to the final date for trustees to return the ballot. Any proposed Bylaw amendment or other matter to be voted on by mail ballot may be submitted to the Trustees only upon the recommendation of the Board of Directors. Upon final adoption, a designated staff member of the Foundation shall send to each Trustee a copy of the Bylaw amendment or other matter.

SECTION 4. Indemnification of Trustees and Officers. Past and current Trustees, Directors and officers of the Foundation shall be indemnified in the manner, to the extent, and upon the conditions set out in K.S.A. 17-6305 as the same now exists or as it may be amended hereafter.

SECTION 5. Liability of Trustees and Directors. A Trustee or Director of the Foundation shall not be liable to the Foundation for monetary damages for breach of fiduciary duty as a trustee or director, subject to the exceptions set out in K.S.A. 17-6002(b)(8) as the same now exists or as it may be amended hereafter.

SECTION 6. Dissolution. Any dissolution of the Foundation is to be governed by the provisions contained in the Articles of Incorporation.

SECTION 7. Conflict of Interest and Confidentiality of Information Policy. Annually each Director, all committee members, all ex-officio committee members, and such Foundation employees as identified by the Board of Directors, shall execute and deliver to the Secretary a certificate confirming that the Trustee, Director, committee member, ex-officio committee member or employee has read, understands, and will comply with the Foundation's conflict of interest policy and confidentiality of information statement.

CERTIFICATE OF SECRETARY

I, the undersigned, do hereby certify:

(1) That I am the duly elected and acting secretary of Washburn University Foundation, a Kansas nonprofit Foundation; and

(2) That the foregoing bylaws constitute the bylaws of said Foundation, as duly adopted at the meeting of the Board of Trustees thereof duly held on the _____ day of _____, 20__.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name and affixed the seal of the said Foundation this ____ day of _____, 20__.

Secretary

Resolution

A meeting of the Board of Trustees of the Washburn Endowment Association was held at 1700 SW College, Topeka, Kansas, on the 24th day of April 2010.

There were present a quorum of the Board with Bernie Bianchino presiding as Chairperson and Richard Ross as Secretary of the corporation.

Upon a motion duly made and seconded, the Trustees passed the following Resolution:

BE IT RESOLVED that the bylaws be amended as follows:

Revise Article V, Section 7(a) as follows:

“(a) The Executive Committee of the Board of Directors shall consist of the Chairperson of the Board, *immediate past Chairperson for the first year following his or her term as Chairperson*, Chairperson-Elect, Treasurer, Secretary, President of the Endowment Association, all standing committee Chairpersons, the President of Washburn University of Topeka, and the Chair of the Board of Regents of Washburn University of Topeka, or designee of the Chair, who shall also be a member of the Board of Regents. The President of the Endowment Association, the President of Washburn University of Topeka and the Chair of the Board of Regents of Washburn University of Topeka, or designee of the Chair, shall have no vote, nor shall they make or second motions.”

Add Article III, Section 2 (d) as follows:

“(d) *In the case when the immediate past Chairperson of the Board’s term expires as a director at the same time as completion of term as Chairperson, the immediate past Chairperson’s term as a director of the board shall be extended by one year. In this case, the immediate past Chairperson shall be a member of the Board of Directors for one additional year and shall not require election to a new term as director.*”

WHEREUPON, we set our hands this 24th day of April, 2010.

Bernie Bianchino, Chairperson

Richard Ross, Secretary

RESOLUTION
Amendments to the Articles of Incorporation
For Washburn University Foundation

A mail ballot was mailed to all members of the Board of Trustees of the Washburn University Foundation, 1729 SW MacVicar Ave., Topeka, Kansas, on the 1st day of April, 2013.

A quorum of the Board returned the mail ballots on or before May 1, 2013 with Jeanne M. Hoferer presiding as Chairperson and Glenda Taylor as Secretary of the corporation.

Upon a motion duly made and seconded, the Trustees passed the following Resolution via mail ballot:

BE IT RESOLVED that the bylaws be amended as follows:

Revise Article III, Section 3(a) as follows:

SECTION 3.

- (a) At its annual meeting immediately following the election of Trustees, the Board of Trustees shall elect Directors from those so nominated, for the term of four (4) years or if to fill a vacancy, for the remainder of that term; provided however, that the Trustees first nominated to be Directors following adoption of these Bylaws shall be divided into three (3) classes such that the term of office of those directors in the first class shall expire at the annual meeting of the Board of Trustees two (2) years later; of the second class one year thereafter; of the third class two years thereafter.
- (b) A Director may serve no more than two successive terms, provided however, that following a one (1) year of hiatus from the Board of Directors a Trustee is eligible to serve again as a Director. The term of office for each Director shall begin immediately upon election. Except in the case of death, written resignation, removal for cause or grant of Emeritus status, the term of office shall continue until the term expires.
- (c) A vacancy among the Directors shall be filled by appointment by the remaining Directors until a successor has been elected and qualified by the Board of Trustees according to established policies and as permitted by these bylaws.

Add Article III, Section 3 (d) as follows:

“(d) In the case when the Committee on Directors and Trustees is considering potential nominees to recommend for the Board of Directors, the Committee on Directors and Trustees, when it is deemed necessary and prudent, may recommend a Director who has served the maximum successive terms in accordance with 3(a) to be recommended for election by the Board of Trustees. In this case, upon election of the Director by the Board of Trustees, the one-year hiatus period required in 3(b) above is waived and the Director immediately begins another term not to exceed two years.”

WHEREUPON, we set our hands this ____ day of _____, 2013.

Jeanne M. Hoferer, Chairperson

Glenda Cafer, Secretary

CORPORATE ATTESTATION

STATE OF KANSAS)
COUNTY OF SHAWNEE)

Before me, a notary public, in and for said county and state, on this ____ day of _____, 2013, personally appeared Jeanne M. Hoferer, and Glenda Cafer, to me known to be the identical persons who subscribed the foregoing resolution as Chairperson and Secretary, respectively, of the Washburn University Foundation, a corporation, and they, being duly sworn, did say that they are such officers and that the same was signed and sealed on behalf of said corporation and they acknowledged to me that they executed the same as their free and voluntary act and deed and as the free and voluntary act and deed of such corporation for the uses and purposes set forth and specified herein.

Given under my hand and seal the date and year first above written.

Notary Public

My Appointment Expires:_____