

AMENDED AND RESTATED
BYLAWS OF
THE ARTS & RECREATION FOUNDATION OF OVERLAND PARK, INC.

Adopted January 26, 2016

ARTICLE ONE

NAME

This corporation is and shall be known as The Arts & Recreation Foundation of Overland Park, Inc., hereinafter referred to as the "ARFOP." It shall be a nonprofit organization incorporated under the laws of the State of Kansas.

ARTICLE TWO

PURPOSE

Section 1. The Foundation is organized exclusively for charitable, scientific, cultural and educational purposes.

Section 2. The purpose of the Foundation is

- a. To effectively cooperate and coordinate with the City of Overland Park, Kansas, to foster, promote, and develop all aspects of the Parks Services and Recreation Services Departments to develop and exploit their full potential and value.
- b. To promote, enhance and develop the aesthetic, recreational, educational, scientific and cultural potential and value of the Parks Services and Recreation Services Departments' facilities, projects and programs. To innovate, advise, and guide the City of Overland Park, Kansas, on effective strategies and tactics, to generate meaningful public and private financial support and personal commitment to the Parks Services and Recreation Services Departments, and assist the City in the overall operation of the Parks Services and Recreation Services Departments within the scope of the operating principles of the Parks Services and Recreation Services Departments as determined by the Governing Body of the City of Overland Park.
- c. To raise funds for the benefit of the Parks Services and Recreation Services Departments, through solicitation of contributions and other fund raising activities. The Foundation shall have the right to solicit and receive donations, gifts, grants and other forms of revenue from any source, consistent with the requirements of an agreement with the City of Overland Park.
- d. To manage Friends membership groups to provide assistance to the various Parks and Recreation facilities and programs, which include, but are not limited to, Deanna Rose Children's Farmstead, the Overland Park Arboretum & Botanical Gardens, and artistic and cultural programs. The Friends groups derive their nonprofit status by being part of the ARFOP. Therefore, the ARFOP Board of Directors shall maintain custody, authority and direction of all activities and assets of the Friends groups.
- e. To provide and support arts projects and programs in Overland Park.

ARTICLE THREE

OFFICES

The principal office of the ARFOP shall be located at 8500 Santa Fe Drive, City of Overland Park, Kansas. The ARFOP may have such other offices, either within or without the State of Kansas, as the Board of Directors may determine from time to time. The ARFOP, by resolution of its Board of Directors, may change the location of its registered office as designated in the Articles of Incorporation to any other place in Kansas. By like resolution the resident agent at such registered office may be changed to any other person or corporation, including the ARFOP. Upon adoption of such a resolution; a certificate certifying the change shall be executed, acknowledged and filed with the Secretary of State.

ARTICLE FOUR

MEMBERS

Section 1. Purpose and Authorization. In order to provide a means of attracting interest in and support of the ARFOP and its efforts to foster, promote and develop the Parks Services and Recreation Services Departments, the ARFOP hereby creates Friends membership groups within the ARFOP.

Section 2. Terms and Conditions. Dues-paying members of the ARFOP's Friends groups shall have no authority in the governance of the ARFOP.

Section 3. Classes of Membership. To the extent the Kansas corporate statute refers to members of a Kansas nonprofit corporation, the Directors of the ARFOP shall constitute the members of the ARFOP.

Section 4. Annual Meeting. The annual meeting of the members shall be held at a date and time designated by the Board of Directors and shall be for the purpose of electing officers and the transaction of such other business as may come before the meeting.

ARTICLE FIVE

BOARD OF DIRECTORS

Section 1. General Powers. The Board of Directors shall manage the affairs of the ARFOP including the activities of the Friends groups hereby created by the ARFOP. Directors need not be residents of Overland Park or the State of Kansas.

Section 2. Number, Tenure, and Qualifications.

- a. The maximum number of Directors shall be 21.
- b. Terms shall be for 2 years with an equal number appointed or re-appointed each year. Directors may serve for a maximum of 3 consecutive terms in addition to fulfilling an unexpired term of less than 18 months. Past Directors shall be eligible for re-appointment following an absence of 1 year. Directors shall be nominated by the ARFOP Nominating Committee, with the approval of the Board of Directors, and such appointments shall be subject to confirmation by the Governing Body of the City of Overland Park, Kansas.
- c. Terms shall commence on January 1.
- d. Each Friends membership group shall be represented on the Board of Directors by the Chair of each Friends Advisory Board. These Directors shall be counted in the total number of Directors as stipulated in these bylaws.
- e. The City of Overland Park shall be represented on the Board of Directors by the City of Overland Park's Director of Parks Services and the Director of Recreation Services who shall each serve as a non-voting Director. These Board Directors shall serve concurrent with their service as city department directors and shall not be subject to term limitation. They will not be counted in the total number of Board Directors as stipulated in these bylaws.
- f. The Governing Body of the City of Overland Park shall be represented on the Board of Directors by a member of the city's Community Development Committee who shall serve as a non-voting Director. This position is not subject to term limitation and will be counted in the total number of Board Directors as stipulated in these bylaws.
- g. The Board of Directors shall adopt a written job description for Directors that shall include, but not be limited to, attendance requirements and the requirement that Directors are dues-paying members of each of the Friends membership groups and financially support the ARFOP. Failure to comply with these requirements shall be grounds for removal per ARTICLE FIVE, Section 8 of these bylaws.

Section 3. Regular Meetings. Regular meetings of the Board of Directors shall be held. Notice of such meetings shall state the place, day, and hour of the meeting and shall be delivered either personally, by mail or electronically to each Director, not less than 5 nor more than 45 days before the date of such meeting, by or at the direction of the President. All notices and meetings of the Board of Directors shall substantially comply with the letter and spirit of the Kansas Open Meetings Act.

Section 4. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any five Directors. Notice of such meetings shall state the place, day, and hour of the meeting and shall be delivered either personally, by mail or electronically to each Director, not less than 10 nor more than 45 days before the date of such meeting, by or at the direction of the President, or the Secretary, or the Directors calling the meeting. In case of a special meeting or when required by statute or by these bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice.

Section 5. Notice of Meetings. If notice is mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the Director at his or her address as it appears on the records of the ARFOP, with postage thereon prepaid. Any Director may waive, in writing, the giving of any notice of meeting set forth in these bylaws. All notices and meetings of the Board of Directors shall substantially comply with the letter and spirit of the Kansas Open Meetings Act.

Section 6. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

Section 7. Board of Director's Decisions. The act of a majority of the Directors at any meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these bylaws. In the event that a Director cannot be present at a meeting of the Board in which a quorum is present, he or she may participate by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear one another. A Director's participation in a meeting pursuant to this provision shall constitute presence in person at such meeting and shall be limited to twice per year.

Section 8. Removal. Any Director may be removed by a two-thirds majority vote of the Board of Directors whenever in its judgment the best interests of the ARFOP would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the Director so removed.

Section 9. Vacancies. Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of Directors, shall be filled by the Board of Directors in the manner specified in Article Five, Section 2 above. A Director appointed to fill a vacancy shall serve for the unexpired term of his or her predecessor in office.

Section 10. Compensation. Directors as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors, a fixed sum and expenses of attendance, if any, may be allowed for attendance at any regular or special meeting of the Board of Directors. Directors shall not contract with the ARFOP for the provision of goods or services for compensation, or otherwise economically benefit from the activities of the ARFOP, nor have any employment relationship, for compensation with the ARFOP.

ARTICLE SIX

OFFICERS

Section 1. Officers. The officers of the ARFOP shall be President, up to three Vice-Presidents, Secretary, and Treasurer.

Section 2. Election and Term of Office. The Board of Directors shall annually elect officers. Officers shall be Directors. The ARFOP Nominating Committee shall present a slate of officers to the Board of Directors in October. The election shall take place in November. Terms are January 1 to December 31. The terms for all officers of the ARFOP with the exception of the Treasurer shall be limited to 2 consecutive years.

Section 3. Removal. Any officer elected or appointed by the Board of Directors may be removed without notice by a two-thirds majority vote of the Board of Directors whenever in its judgment the best interests of the ARFOP would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

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

Section 5. Powers and Duties. Officers shall have such powers and shall perform such duties as may from time to time be specified by the Board of Directors.

- a. President. The President shall be the presiding officer of the ARFOP with the power and duty to exercise general supervision over the affairs and operations of the ARFOP. He or she shall act as Chair of and preside at all meetings of the Board of Directors and the ARFOP Executive Committee. He or she shall

serve on all standing and other committees in addition to the appointed members. The President shall have such other powers and duties as may be designated by the ARFOP Board of Directors.

- b. Vice-Presidents. The Vice-Presidents shall have powers and duties as designated by the Board of Directors or the President, such as Development, Strategic Planning, and Community Relations. In the President's absence or disability, one of the Vice-Presidents shall perform the duties and exercise the functions of the President.
- c. Secretary. The Secretary shall be responsible for the keeping of minutes of all meetings of the Board of Directors. He or she shall see that all notices are duly given in accordance with the provisions of these bylaws or as required by law. The Secretary shall be responsible for the custody of the records of the ARFOP. The Secretary shall have such other powers and duties as may be designated by the Board of Directors or the President.
- d. Treasurer. The Treasurer shall have supervision over the finances of the ARFOP. The Treasurer shall provide the Board of Directors at each of its regular meetings with a statement of the financial condition of the ARFOP. He or she shall serve as Chair of the Finance Committee and shall have such other powers and duties as may be designated by the Board of Directors.

ARTICLE SEVEN

COMMITTEES

Section 1. Committees of Directors. The Board of Directors may designate one or more committees, each of which shall consist of one or more Directors, which committees, to the extent provided in such resolution, shall have and exercise the authority of the Board of Directors in the management of the ARFOP; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed on it or him or her by law.

- a. ARFOP Executive Committee. The officers of the Board of Directors of the ARFOP, and the Executive Director of the ARFOP shall comprise the ARFOP Executive Committee which shall meet at a designated time prior to each regular meeting of the Board of Directors for the purpose of setting the agenda for the upcoming meeting and conducting such business as has been delegated to them by the Board of Directors. The ARFOP Executive Committee shall review, at least annually, the performance and effectiveness of the Executive Director and (with the absence of the Executive Director) shall recommend compensation and benefits of the Executive Director.
- b. Finance Committee. The Treasurer is the chair of the Finance Committee, which committee shall include two additional Directors appointed by the President. The Finance Committee is responsible for developing and reviewing fiscal procedures and policies, which shall be approved by the Board of Directors.
- c. Human Resources Committee. The Executive Committee shall serve as the Human Resources committee. The Human Resources Committee is responsible for hiring, evaluating, and, when necessary, terminating an Executive Director to manage the operations of the ARFOP.
- d. The Board of Directors shall create additional committees as needed, such as Nominating, Investments, and Bylaws. The President shall suggest and the Board shall approve Directors to serve for one-year terms on committees no later than the first meeting of each fiscal year.

Section 2. Other Committees. Other committees not having and exercising the authority of the Board of Directors in the management of the ARFOP may be designated by the Board of Directors. Examples of such committees are fundraising campaign committees and *ad hoc* research committees. Membership for these committees may be drawn from members of the Friends groups and community leaders. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the ARFOP shall be served by such removal.

Section 3. Friends Advisory Boards. There shall be appointed an Advisory Board for each of the Friends groups: These include but are not limited to Friends of the Farmstead, Friends of the Arboretum, and Friends of Overland Park Arts .

- a. The purpose of each shall be to promote membership and provide assistance to the Board of Directors in the development of resources to benefit each of the program areas.

- b. Each shall have a minimum of 9 members and no more than 21 members appointed by the Board of Directors, for terms of two years and shall serve at the pleasure of the Board of Directors. The Advisory Boards may make nomination for appointment. Included in the number of members shall be:
 - 1) A Director of the ARFOP in addition to the Chair of the Advisory Board
 - 2) The Supervisor or other designee of the city program supported by the Friends membership group.
- c. Each Advisory Board shall nominate 3 members in October of each year to serve during the following year as Chair, Vice Chair, and Secretary. The Board of Directors shall elect the officers in November. The term of office shall be January 1 through December 31.
 - 1) The Chair will serve *ex officio* as a member of the ARFOP Board of Directors with voice and vote during his or her tenure as Chair.
- d. Any member of a Friends Advisory Board may be removed, without notice, by a two-thirds majority vote of the Board of Directors whenever in its judgment the best interests of the ARFOP would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the member or officer so removed.
- e. The responsibilities of the Friends Advisory Boards shall be to
 - 1) Direct efforts, energies, expertise, and resources toward promoting and developing the educational, aesthetic, recreational, scientific and cultural aspects, assets, and potential of the Arboretum, the Farmstead and arts programs and projects, advising the City in those respects, and generating public and private interest in and support for the Arboretum.
 - 2) Initiate innovative ideas to develop and enrich the mission of the Arboretum, Farmstead, and arts programs and projects and, after City and ARFOP approval of such projects, work with City and ARFOP personnel to implement these ideas.
 - 3) Raise funds for the benefit of the Arboretum, Farmstead, and arts projects and programs through solicitation of contributions and other fund-raising activities under the direction of ARFOP personnel and with the approval of the Parks Services and Recreation Services of the City of Overland Park.
 - 4) Provide members to assist Arboretum, Farmstead and arts programming staff with programs and special projects as requested. All members or other volunteers performing these tasks shall be accountable to the City and the ARFOP Board of Directors.

Section 4. Advisory/Legacy Committee. The ARFOP's Advisory/Legacy Committee shall be comprised of past Board members who are no longer active on the Board, key civic leaders who have demonstrated a passion for the mission of the ARFOP, and others as appointed by the Board of Directors. This appointment does not have term limits. The Advisory/Legacy Committee may be called upon from time-to-time to offer wisdom and insight regarding current issues and situations within the ARFOP, make important community connections and offer fundraising leadership as is appropriate.

ARTICLE EIGHT

EXECUTIVE DIRECTOR AND STAFF

Section 1. Executive Director. The Board of Directors appoints a chief administrator, designated as Executive Director. The Executive Director shall serve at the pleasure of the Board of Directors.

Section 2. Duties of the Executive Director. The Board of Directors delegates to the Executive Director the responsibility and authority for carrying out the policies and purposes that have been adopted and approved by the Board of Directors. The Executive Director shall appoint, supervise and, when necessary, discharge individuals who occupy staff positions authorized by the Board of Directors. The Executive Director shall have such powers and duties as may be designated by the Board of Directors.

Section 3. Executive Director Reporting Structure. The Executive Director reports to the Executive Committee.

ARTICLE NINE

CONTRACTS, CHECKS, DEPOSITS, AND GIFTS

Section 1. Contracts. The Board of Directors may authorize any officer or officers or agent or agents of the ARFOP, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the ARFOP, and such authority may be general or may be confined to specific instances.

Section 2. Checks, Drafts, or Orders. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the ARFOP, shall be signed by such officer or officers or agent or agents of the ARFOP, and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer and countersigned by the President or a Vice-President of the ARFOP.

Section 3. Deposits. All funds of the ARFOP shall be deposited from time to time to the credit of the ARFOP in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 4. Gifts. The Board of Directors may accept or reject on behalf of the ARFOP any contribution, gift, bequest, or device for any purpose of the ARFOP.

Section 5. Insurance. The Board of Directors shall obtain Officers and Directors insurance coverage, and general liability and automobile liability insurance in adequate amounts to protect the interests of the ARFOP and its officers and Directors.

ARTICLE TEN

BOOKS AND RECORDS

The ARFOP shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of all meetings of the Board of Directors, committees, and Friends Advisory Boards. Such books, records of account and minutes shall be available for public inspection upon request by any individual, his agent, or attorney for any purpose at any reasonable time.

ARTICLE ELEVEN

FISCAL YEAR

The Board of Directors shall set the fiscal year of the ARFOP consistent with the requirements of law. The fiscal year shall be a twelve-month period for which the ARFOP plans its budget, January 1 to December 31.

ARTICLE TWELVE

WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of any applicable nonprofit corporation statute or under the provisions of the articles of incorporation or the bylaws of the ARFOP, a 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 THIRTEEN

AMENDMENT OF BYLAWS

These bylaws may be altered, amended, or repealed, and new bylaws may be adopted by a majority of the Directors present at any regular meeting or at any special meeting, if at least 28 days written notice is given of intention to alter, amend, or repeal or to adopt new bylaws at such meeting. Notice of any amendment of the bylaws by the Board of Directors shall be given to each Director.

ARTICLE FOURTEEN

DISSOLUTION

Upon the dissolution of this corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the ARFOP, dispose of all of the assets of the ARFOP exclusively for the purposes of the ARFOP in such manner, or to such group or groups organized and operated exclusively for charitable,

educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under §501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue law, as the governing body of the ARFOP shall determine. Any such assets not so disposed of shall be disposed of by the District Court of Johnson County, Kansas, 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 FIFTEEN

PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the ARFOP in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the ARFOP may adopt.

CERTIFICATE OF PRESIDENT

I, the undersigned, do hereby certify:

1. That I am the duly elected President of THE ARTS & RECREATION FOUNDATION OF OVERLAND PARK Inc., a Kansas not-for-profit corporation; and
2. That the foregoing bylaws, comprising 7 pages, constitute amended and restated bylaws of said corporation, as duly adopted at the meeting of the Board of Directors thereof duly held on January 26 2016.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name this 2nd day of February in the year of 2016.



President

The Arts & Recreation Foundation of Overland Park

Attest: _____


Secretary