

**BYLAWS**  
**OF**  
**ST. JOHN'S MILITARY SCHOOL HISTORICAL MUSEUM, INC.**

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

1. Principal Office. The principal office and location of the Corporation shall be at 110 W. Otis St., Salina, KS, 67401, or such place in the State of Kansas, as may be designated from time to time by the Board of Directors.
2. Registered Office and Registered Agent. The Corporation shall have and continuously maintain a registered office and registered agent in the State of Kansas. The location of the registered office and the name of the registered agent in the State of Kansas shall be such as are stated in the Articles of Incorporation and as may be changed and determined from time to time by the Board of Directors pursuant to the applicable provisions of law.
3. Records. The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Board of Directors and each committee having any of the authority of the Board of Directors. The Corporation shall keep at its registered office or principal office a record of the name and address of each Director.

**ARTICLE II**  
**MEMBERS**

1. Qualifications of Members. The Articles of Incorporation authorize the Board of Directors to set the qualifications for each class of Members. The Board of Directors has chosen to set these qualifications in these Bylaws and reserves the right to amend these qualifications by amending these Bylaws.
2. Membership. Membership in the Corporation shall consist of three (3) classes as follows:
  - (a) Voting Members.
    - (i) This Membership Class shall consist of those persons who have been elected to serve as a Director of the Corporation pursuant to Article III.

- (ii) All voting rights of the Members shall be vested in the Voting Members.
- (iii) All persons elected to serve as a Director pursuant to Article III shall be automatically admitted as a Voting Member. A Voting Member's membership shall terminate upon the expiration of the Voting Member's term of service as a Director and upon a vote of the then-current Board of Directors.

(b) 1887 Troop Sustaining Members.

- (i) This Membership Class shall consist of all persons who have been approved by the Board of Directors for membership in the Corporation as an 1887 Troop Sustaining Member and who have paid the required initiation fee and dues.
- (ii) Any person interested in becoming an 1887 Troop Sustaining Member shall submit a written and signed application, on a form approved by the Board of Directors, to the Secretary of the Corporation.
- (iii) Applicants approved by the Board of Directors for membership as an 1887 Troop Sustaining Member shall be admitted as a Member upon payment of the required initiation fee and dues.
- (iv) The 1887 Troop Sustaining Members shall pay annual dues in the amount and in the manner determined annually by the Board of Directors.
- (v) The 1887 Troop Sustaining Members shall not be entitled to vote.

(c) 1887 Troop Lifetime Members.

- (i) This Membership Class shall consist of all persons who have been approved by the Board of Directors for membership in the Corporation as an 1887 Troop Lifetime Member and who have paid the required lifetime membership fee.
- (ii) Any person interested in becoming an 1887 Troop Lifetime Member shall submit a written and signed application, on a form approved by the Board of Directors, to the Secretary of the Corporation.

(iii) Applicants approved by the Board of Directors for membership as an 1887 Troop Lifetime Member shall pay a single lump sum non-refundable lifetime membership fee in the amount set by the Board of Directors at the time of application. The Board of Directors may change the lifetime membership fee amount from time to time as the Board of Directors deems necessary or advisable.

(iv) The 1887 Troop Lifetime Members shall not be entitled to vote.

3. Termination of Membership. The Board of Directors, by a two-thirds (2/3rds) vote, may suspend or expel a Member for cause after an appropriate hearing, and, by a majority vote of those Directors present at any regularly constituted meeting of the Directors, may terminate the membership of any Member who becomes ineligible for membership, or suspend or expel any Member who shall be in default in the payment of dues.

4. Resignation of Member. Any Member may resign by filing a written resignation with the Secretary, but such resignation shall not relieve the Member so resigning of the obligation to pay any dues or fees accrued and unpaid.

5. Transfer of Membership. Membership in the Corporation is not transferrable or assignable.

### **ARTICLE III** **DIRECTORS**

1. Directors. The Board of Directors shall consist of not less than five (5) nor more than fifteen (15) Directors.

2. Qualifications. Each Director must be a former cadet or faculty member of St. John's Military School and have successfully completed at least one (1) full school year of education. Each Director must never have been suspended, dismissed or expelled from St. John's Military School.

3. Powers. The property and affairs of the Corporation shall be managed by the Board of Directors of the Corporation. The Board of Directors shall have and is invested with all and unlimited powers and authorities, except as it may be expressly limited by law, the Articles of Incorporation or these Bylaws, to supervise, control, direct and manage the property, affairs and activities of the Corporation, to determine the policies of the Corporation, to do or cause to be done any and all lawful things for and on behalf of the Corporation, to exercise or cause to be exercised any or all of its powers, privileges or franchises, and to seek the effectuation of its objects and purposes; provided, however, that (a) the Board of Directors shall not authorize or permit the Corporation to engage in any activity not permitted to be transacted by the Articles of Incorporation or by a not for profit corporation organized under the laws of the State of Kansas, (b) none of the

powers of the Corporation shall be exercised to carry on activities which are not in themselves in furtherance of the purposes of the Corporation, and (c) all income and property of the Corporation shall be applied exclusively for its not for profit purposes.

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation. The Corporation shall not directly or indirectly participate in, or intervene (including the publishing or distributing of statements) in, any political campaign on behalf of (or in opposition to) any candidate for public office.

No part of the net earnings or other assets of the Corporation shall inure to the benefit of any Director, Officer, contributor, or other private individual, having, directly or indirectly, a personal or private interest in the activities of the Corporation.

4. Term of Office. Directors shall be elected for three (3) year terms set to expire at the annual meeting of members and shall serve until such Directors' successors are duly elected and commence their term of office. Notwithstanding the foregoing, the Board of Directors is hereby authorized to adjust the initial term of the first full twelve (12) member Board of Directors so that the terms of the Directors are staggered so at least two (2) Directors are subject to election at each annual meeting of the Directors. Any Director whose term is about to expire may be elected to one (1) successive term. Terms are considered consecutive unless they are at least one (1) year apart.

5. Election of Directors and Nominating Committee. The successors for Directors with expiring terms shall be elected by the Voting Members at the annual meeting of the Members.

6. Commencement of Term of Office. A Director shall be deemed elected at the time of election, but shall not be deemed to have commenced a term of office or to have any of the powers or responsibilities of a Director until the time the Director accepts the office of Director either by a written acceptance or by participating in the affairs of the Corporation at a meeting of the Board of Directors or otherwise.

7. Vacancies. Vacancies among the Directors resulting from the death, resignation, removal, incapacity or disqualification of a Director, or by reason of an increase, in the number of Directors or the failure of an elected Director to accept the office of Director, may be filled by a majority vote of the remaining members of the Board of Directors at any regular meeting or at a special meeting called for that purpose. A Director elected to fill a vacancy shall meet any qualifications set forth in these Bylaws, and shall serve for the unexpired term of the Director's predecessor and until a successor has been duly elected and has commenced that Director's term of office.

8. Compensation. No Director shall receive compensation from the Corporation for any service rendered to it as a Director. A Director may be reimbursed, however, for actual expenses reasonably incurred in attending meetings and in rendering service to the Corporation in the administration of its affairs.

9. Committees. The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate one or more committees, each of which shall consist of two or more Directors and shall have and exercise the authority of the Board of Directors in the management of the Corporation to the extent provided in the designating resolution; provided, however, that the designation of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any member thereof, of any responsibility imposed upon it or him by law.

Other committees not having the authority of the Board of Directors in the management of the Corporation may be appointed by the President or designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Each such committee shall have such duties and authority as are from time to time delegated to it by the President or the Board of Directors, but, except as provided in the preceding paragraph, no committee shall have authority to bind the Corporation.

All committees so appointed shall, unless otherwise provided by the Board of Directors in the case of committees not having the authority of the Board of Directors, keep regular minutes of the transactions of their meetings and shall cause them to be recorded in books kept for that purpose in the office of the Corporation and shall report the same to the Board of Directors at or prior to its next meeting. The Secretary or an assistant secretary of the Corporation may act as secretary of any such committee if the committee so requests.

10. Resignation. Any Director may resign from the Board of Directors. Such resignation shall be in writing and shall be effective immediately or upon its acceptance by the Board of Directors as such resignation may provide.

11. Removal. Any Director, including any Director serving in co-capacity as a Director and a Primary Officer, may be removed by a majority of the Voting Members at a duly noticed and called special meeting of the Members called for that purpose.

#### **ARTICLE IV** **MEETINGS OF THE MEMBERS**

1. Place. Meetings of the Members of the Corporation may be held at any place within or without the State of Kansas as may be determined from time to time by resolution of the Board of Directors.

2. Annual Meetings. The annual meeting of the Members shall be held on the third Saturday of September of each year, commencing in 2019, if not a legal holiday, and if a legal holiday, then on the next secular day following. Notice of the annual meeting of the Members shall be given to each not less than thirty (30) days before the date of the annual meeting. (The precise date and time of the annual meeting may be varied by such notice.)

3. Special Meetings. Special meetings of the Members may be held at any time and for any purpose or purposes. Special meetings of the Members may be called by resolution of the President, Board of Directors, or a majority of the Voting Members. Written or printed notice of each special meeting of the Members, stating the place, day and hour of the meeting and the purpose or purposes thereof, shall be given to each not less than thirty (30) days before the day on which the special meeting is to be held.

4. Notice of Meetings to Members. Notice of meetings of the Members shall be given by mail or by e-mail. Such notices shall state the place, day and hour of the meeting and, in the case of a special meeting, the purpose or purposes thereof. If mailed, such notice shall be deemed to be delivered when it is deposited in the United States mail with postage thereon addressed to the Member's residence or usual place of business. If given by e-mail, such notice shall be deemed to be delivered when it is e-mailed to the e-mail address, if any, provided by such Member. If no e-mail address is delivered to the Corporation by a Member then notice to such Member may not be made via e-mail. "Notice" and "call" with respect to a meeting shall be deemed to be synonymous.

5. Quorum. Unless otherwise required by law, a majority of the Voting Members present at a duly called and noticed meeting of the Members shall constitute a quorum for the transaction of business at such meeting of the Members. The act of a majority of the Voting Members present at a meeting shall be valid as the act of the Members except in those specific instances in which a larger vote may be required by law, by the Articles of Incorporation or these Bylaws.

6. Voting. At a meeting of the Members, each Voting Member shall be entitled to cast one vote on each matter coming before such meeting for decision.

## **ARTICLE V** **MEETINGS OF THE BOARD OF DIRECTORS**

1. Place. Meetings of the Board of Directors of the Corporation may be held at any place within or without the State of Kansas as may be determined from time to time by resolution of the Board of Directors or by written consent of the members of the Board of Directors.

2. Annual Meetings. The annual meeting of the Board of Directors shall be held immediately after the annual meeting of the Members. Notice of the annual meeting of the Board of Directors shall be given to each Director at least five (5) days before the date of the annual meeting; provided, however, no notice of the annual meeting of the Board of Directors shall be required to be given to any Director who was newly elected at the annual meeting of the Members held immediately before the annual meeting of the Board of Directors.

3. Regular Meetings. In addition to the annual meeting, the Board of Directors may hold regular meetings at such time and place as may be determined from time to time by resolution of the Board of Directors. Notice of a regular meeting need not be given. Any business may be transacted at a regular meeting.

4. Special Meetings. Special meetings of the Board of Directors may be held at any time and for any purpose or purposes. Special meetings may be called by the President or the Secretary or by two or more Directors by notice duly signed by the Officer or Director calling the same and given in the manner hereinafter provided.

5. Notice of Special Meetings. Written or printed notice of each special meeting of the Board of Directors, stating the place, day and hour of the meeting and the purpose or purposes thereof, shall be mailed to each Director at least three days before the day on which the meeting is to be held, or shall be delivered personally or sent by e-mail to each Director at least two days before the day on which the meeting is to be held. If mailed, such notice shall be deemed to be delivered when it is deposited in the United States mail with postage thereon addressed to the Director's residence or usual place of business. If given by e-mail, such notice shall be deemed to be delivered when it is actually received by the Director at the e-mail address, if any, provided by such Director to the Corporation. If no e-mail address is delivered to the Corporation by a Director then notice to such Director may not be made via e-mail. The notice may be given by any officer having authority to call the meeting or by any Director. "Notice" and "call" with respect to a meeting shall be deemed to be synonymous.

6. Waiver of Notice. Any notice provided or required to be given to the Directors may be waived in writing by any of them whether before or after the time stated therein. Attendance of a Director at any meeting shall constitute a waiver of notice of such meeting except where the 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.

7. Quorum. Unless otherwise required by law, the presence of a majority of the whole Board of Directors shall be requisite for and shall constitute a quorum for the transaction of business at all meetings. The act of a majority of the Directors present at a meeting at which a quorum is present shall be valid as the act of the Board of Directors except in those specific instances in which a larger vote may be required by law, by the Articles of Incorporation or these Bylaws.

8. Adjournment. If a quorum shall not be present at any such meeting, the Directors present shall have power successively to adjourn the meeting, without notice other than announcement at the meeting, to a specified date. At any such adjourned meeting at which a quorum shall be present any business may be transacted which could have been transacted at the original session of the meeting.

9. Voting. Each Director present at any meeting of the Board of Directors shall be entitled to cast one vote on each matter coming before such meeting for decision.

10. Meetings by Conference Telephone or Similar Communications Equipment. Unless otherwise restricted by the Articles of Incorporation or these Bylaws, members of the Board of Directors of the Corporation, or any committee designated by the Board of Directors, may participate in a meeting of the Board of Directors or committee 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 in such manner shall constitute presence in person at the meeting.

11. Action without a Meeting. Any action which is required to be or may be taken at a meeting of the Board Directors, or any committee of the Board of Directors, may be taken without a meeting if consents in writing, setting forth the action so taken, are signed by all of the members of the Board of Directors or of the committee, as the case may be. The consents shall have the same force and effect as a unanimous vote at a meeting duly held. The Secretary shall file such consents with the minutes of the meetings of the Board of Directors or of the committee, as the case may be.

## **ARTICLE VI** **OFFICERS**

1. General. The Primary Officers of the Corporation shall be the President, Vice President, Secretary and Treasurer. The Primary Officers shall also be Directors and shall be elected by the Voting Members as part of the election of such Primary Officers in their co-capacity as Directors and Officers. Other officers, including but not limited to additional vice presidents, assistant secretaries and assistant treasurers (each a "Secondary Officer"), may be appointed by the Board of Directors. Secondary Officers need not be members of the Board of Directors. The Primary Officers and Secondary Officers shall be collectively referred to as the "Officers."

An Officer shall be deemed qualified when he enters upon the duties of the office to which he has been elected or appointed and furnishes any bond required by the Board of Directors or these Bylaws; but the Board of Directors may also require his written acceptance and promise faithfully to discharge the duties of such office.

2. Removal. Any Secondary Officer or any employee or agent of the Corporation may be removed or discharged by the Board of Directors whenever in its judgment the best interests of the Corporation would be served thereby, but such removal or discharge shall be without prejudice to the contract rights, if any, of the person so removed or discharged.

3. Compensation. No Primary Officer shall receive any salary or compensation for serving as such. Salaries and compensation of Secondary Officers and of all other agents and employees of the Corporation, if any, may be fixed, increased or decreased by the Board of Directors, but until action is taken with respect thereto by the Board of Directors, the same may be fixed, increased or decreased by the President, or such other Officer or Officers as may be empowered by the Board of Directors to do so; provided, however, that no person may fix, increase or decrease their own salary or compensation. Each Officer may be reimbursed for actual expenses if they are reasonable and incurred in connection with the business and activities of the Corporation.



4. Vacancies. Vacancies caused by the death, resignation, incapacity, removal or disqualification of a Secondary Officer of the Corporation shall be filled by the Board of Directors at any annual or other regular meeting or at any special meeting called for that purpose, and such person or persons so elected to fill any such vacancy shall serve at the pleasure of the Board of Directors until the next annual meeting of the Board of Directors, and until a successor is duly elected and qualified. Vacancies caused by the death, resignation, incapacity, removal or disqualification of a Primary Officer of the Corporation shall be filled by the procedure for filing a vacancy in a Director position as specified in Article III.

5. Delegation of Authority. The Board of Directors may from time to time delegate any of the functions, powers, duties and responsibilities of any Officer to any other Officer or to any agent or employee of the Corporation or other responsible person provided that a majority of the whole Board of Directors concurs. In the event of such delegation, the Officer from whom any such function, power, duty or responsibility has been transferred shall thereafter be relieved of all responsibility for the proper performance or exercise thereof.

6. The President. Unless the Board of Directors otherwise provides, the President shall be the chief executive officer of the Corporation and shall have such general executive powers and duties of supervision and management as are usually vested in the office of the chief executive officer of a corporation, and shall carry into effect all directions and resolutions of the Board of Directors. The President shall preside at all meetings of the Board of Directors at which the President may be present.

The President may execute all bonds, notes, debentures, mortgages and other contracts and instruments for and in the name of the Corporation.

Unless otherwise specifically provided by the Board of Directors, the President shall have the right to attend any meeting of any committee of the Board of Directors and to express an opinion and make reports at such meeting; provided, however, that unless specifically appointed to any committee the President shall not be considered to be a committee member or have the right to vote or be counted for the purpose of determining a quorum at any such meeting.

The President shall have such other duties, powers and authority as may be prescribed elsewhere in these Bylaws or by the Board of Directors.

8. The Vice President. The Vice President shall work in cooperation with the President and shall perform such duties as the Board of Directors may assign. In the event of the death or during the absence, incapacity, inability or refusal to act of the President, the Vice President (but not any vice president that is a Secondary Officer) shall be vested with all the powers and perform all the duties of the office of President until the Board of Directors otherwise provides, and shall have such other or further duties or authority as may be prescribed elsewhere in these Bylaws or from time to time by the Board of Directors.

9. The Secretary. The Secretary shall prepare or cause to be prepared minutes of all proceedings at such meetings and shall preserve them in the minute book of the Corporation to be kept for that purpose. The Secretary shall perform similar duties for any standing or special committee when requested by any such committee, and shall be the custodian of all the books, papers and records of the Corporation. The Secretary shall at such reasonable times as may be requested permit an inspection of such books, papers and records by any Director of the Corporation and shall upon reasonable demand furnish a full, true and correct copy of any book, paper or record in the Secretary's possession. The Secretary shall be the administrative and clerical officer of the Corporation under the supervision of the President and Board of Directors.

The Secretary shall have the principal responsibility to give or cause to be given notice of the meetings of the Board of Directors, but this shall not lessen the authority of others to give such notice as provided in these Bylaws.

The Secretary shall have the general duties, powers and responsibilities of a Secretary of a corporation and shall have such other or further duties or authority as may be prescribed elsewhere in these Bylaws or from time to time by the Board of Directors.

10. The Treasurer. The Treasurer shall have supervision and custody of all moneys, funds and credits of the Corporation and shall cause to be kept full and accurate accounts of the receipts and disbursements of the Corporation in books belonging to it. The Treasurer shall keep or cause to be kept all other books of account and accounting records of the Corporation as shall be necessary, and shall cause all moneys and credits to be deposited in the name and to the credit of the Corporation in such accounts and depositories as may be designated by the Board of Directors. The Treasurer shall disburse or permit the disbursement of funds of the Corporation in accordance with the authority granted by the Board of Directors, taking proper vouchers therefor. The Treasurer shall be relieved of all responsibility for any moneys or other valuable property or the disbursement thereof committed by the Board of Directors to the custody of any other person or corporation, or the supervision of which is delegated by the Board of Directors to any other officer, agent or employee.

The Treasurer shall render to the President or the Board of Directors, whenever requested by any of them, an account of all transactions as Treasurer and of those under the Treasurer's jurisdiction and the financial condition of the Corporation.

The Treasurer shall have the general duties, powers and responsibilities of a treasurer of a corporation, shall be the chief financial and accounting officer of the Corporation and shall have and perform such other duties, responsibilities and authorities as may be prescribed from time to time by the Board of Directors.

11. Additional Vice Presidents. Each assistant additional vice president, which means a vice president that is a Secondary Officers, if any, shall perform such duties as the Board of Directors may from time to time prescribe.

12. Assistant Secretary and Assistant Treasurer. Each assistant secretary or assistant treasurer, if any, in order of their seniority, in the event of the death or during the absence, incapacity, inability or refusal to act of the Secretary or Treasurer, respectively, shall perform the duties and exercise the powers of said respective Officers until the Board of Directors provides otherwise and shall perform such other duties as the Directors may from time to time prescribe; provided, however, that no Assistant Secretary or Assistant Treasurer shall assume the role of the Secretary or Treasurer, respectively, to act in the co-capacity of such Primary Officer as a Director of the Corporation.

## **ARTICLE VII** **GENERAL PROVISIONS**

1. Depositories and Checks. The moneys of the Corporation shall be deposited in such manner as the Board of Directors shall direct in such banks or trust companies as the Board of Directors may designate and shall be drawn out by checks signed in such manner as may be provided by resolution adopted by the Board of Directors.

2. Certain Loans Prohibited. The Corporation shall not make any loan to any Officer or Director of the Corporation.

3. Liability and Indemnification of Directors and Officers. All Officers and Directors of the Corporation shall receive the benefit of indemnification to the full extent allowed under Kansas law. Such indemnification shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the Articles of Incorporation or Bylaws or any agreement, vote of disinterested Directors, or otherwise.

With respect to an employee or agent, other than a Director or Officer of the Corporation, except as to such indemnification as is required under this Article, the Corporation may, as determined by the Directors of the Corporation, indemnify and advance expenses to such employee or agent in connection with the proceeding, to the extent permitted by and in accordance with Kansas law.

4. Use of Robert's Rules of Order. The most current revision of Robert's Rules of Order shall be used for the conduct of all Member and Director meetings except as otherwise provided hereunder or in the Articles of Incorporation.

5. Annual Report. No annual report to Members shall be required, but the Board of Directors may cause to be sent to the Members reports in such form and at such times as may be deemed appropriate by the Board of Directors.

6. Contracts, Deeds, Etc., How Executed. The Board of Directors, except as these Bylaws may otherwise provide, may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the Corporation, and such

authority may be general or confined to specific instances; and unless so authorized by the Board of Directors, no officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose in any amount; provided, however, that any contracts, agreements, deeds or other instruments conveying lands or any interest therein, and any other documents shall be executed on behalf of the corporation by the President (or by a Vice-President, if there be one, serving in the absence of the President), or by any other specific officer or agent or attorney so authorized under letter of attorney or other written power which was executed on behalf of the Corporation by the President (or Vice-President serving in the absence of the President).

#### **ARTICLE VIII** **DISSOLUTION**

1. Dissolution. Upon the dissolution of this Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purpose of the Corporation in such manner, or to such organization or organizations 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 (or the corresponding provision of any future United States Internal Revenue law), as the Board of Directors 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 VIII** **FISCAL YEAR**

The Corporation shall have a fiscal year ending on the last day of December of each year.

#### **ARTICLE IX** **AMENDMENTS**

Except as otherwise specifically provided in these Bylaws, the Board of Directors of the Corporation shall have the power to make, alter, amend and repeal the Bylaws of the Corporation and to adopt new bylaws, which power may be exercised by a vote of a majority of the members of the full Board of Directors. The Corporation shall keep at its principal office a copy of the Bylaws, as amended, which shall be open to inspection by any Director or Member at all reasonable times during office hours.

**CERTIFICATE OF DIRECTORS**

We, the undersigned, do hereby certify:

(1) That we are the duly elected and acting Directors of ST. JOHN'S MILITARY SCHOOL HISTORICAL MUSEUM INC., a Kansas Nonprofit corporation; and

(2) That the foregoing Bylaws, comprising thirteen (13) pages, constitute the original Bylaws of said Corporation, adopted by unanimous consent of the Board of Directors effective as of \_\_\_\_\_, 2019.

IN TESTIMONY WHEREOF, we have hereunto subscribed our names on \_\_\_\_\_, 2019.

\_\_\_\_\_  
MICHAEL WAGNER

\_\_\_\_\_  
TIMOTHY PIOWATY

\_\_\_\_\_  
JEREMY BAERNS

\_\_\_\_\_  
ROY LAWRENCE

\_\_\_\_\_  
KENT TRETHERWAY

**DIRECTORS**