



SUGGESTED PROVISIONS FOR BYLAWS FOR KITCHEN 8 INCORPORATED

ARTICLE I - LOCATION

Section 1. Names: The name of the corporation is Kitchen 8 Incorporated. The corporation may also be identified as K8.

Section 2. Address of Principal Office: The address of the registered office of the corporation is 418 N. Washington, Lindsborg, McPherson County, Kansas 67456. The mailing address is PO Box 363, Lindsborg, Kansas 67456.

Section 3. Change of Address and Other Offices. The corporation, by resolution of its Board of Directors, may change the location of its registered office as designated in the Articles of Incorporation to any other place in Kansas. By like resolution, the resident agent at such resident office may be changed to any other person or corporation, including itself. Upon adoption of such a resolution, a certificate certifying the change shall be executed, acknowledged, and filed with the Secretary of State. Branch or subordinate offices may at any time be established by resolution of the Board of Directors at any place or places where the corporation is qualified to do business.

ARTICLE II – MISSION, CHARITABLE PURPOSES AND ACTIVITIES

Section 1. Mission. K8 is an organization of Watkins/Miller alumnae, residents, Elizabeth Miller Watkins Memorial Scholarship (EMWMS) recipients and other supporters of Elizabeth Miller Watkins' dream to help "the girls who must travel uphill." K8 is dedicated to preserving and carrying forward the legacy of Mrs. Watkins, who created Watkins and Miller (Watkins/Miller) Scholarship Halls at the University of Kansas (KU) to help exceptional and financially needy women to get an education. K8 provides a community of support to Watkins/Miller residents and alumnae and Elizabeth Miller Watkins Memorial Scholarship Fund (EMWMSF) recipients by maintaining communication, providing mentorship, awarding scholarships, staying informed of the conditions at and preserving Watkins/Miller as scholarship halls for women who have exceptional achievement and financial need, and striving to follow Mrs. Watkins' example of generosity and compassion.

Section 2. Goals and Objectives: The goals and objectives of K8 include the following:

Preserve and carry forward the legacy of Elizabeth Miller Watkins;

Oversee the EMWMSF and EMWMS awards;

Keep K8 members, Watkins/Miller alumnae and residents, EMWMSF recipients and donors informed about and connected with K8, Watkins/Miller Halls and the EMWMSF;

Provide a community of support for Watkins/Miller residents, alumnae and EMWMS recipients;

Support and advocate for Watkins/Miller residents and EMWMS recipients by sponsoring events, mentoring and helping them learn about Elizabeth Miller Watkins;

Gather donations for the EMWMSF and the K8 Sugar Bowl; and

Maintain and preserve historical records about Elizabeth Miller Watkins, K8, the EMWMSF and Watkins/Miller Halls and alumnae.

Section 3. Specific Charitable or Corporate Purpose(s): This Corporation has been organized for the purpose(s) of:

- A. To honor, preserve and continue the example of lifelong compassion, selflessness and belief in the value of education shown by Elizabeth Miller Watkins by conducting activities intended to provide encouragement, mentorship and support of educational opportunities; and recognition of educational achievements by women residing in Watkins/Miller Scholarship Halls and recipients of the Elizabeth Miller Watkins Memorial Scholarship.
- B. Conduct other activities that exclusively further the tax-exempt purposes described in the governing documents.
- C. Provide a legal entity able to accept and manage donations of cash, securities, other property and grant funds to be used to fund the activities and projects of the corporation.

Section 4. Limitation(s) on Activities: Activities and projects of this corporation are limited to those that further the specific exempt purposes for which tax exempt recognition was granted and are to be conducted by or under the authority of this corporation operating solely and exclusively as a charitable, scientific, literary and educational organization as designated by Section 501 (c) (3) of the Internal Revenue Code.

PROVIDED, HOWEVER, that in all events and under all circumstances, and notwithstanding merger, consolidation, reorganization, termination, dissolution, or winding up of this corporation, voluntary or involuntary or by operation of law, the following provisions shall apply: (A) This corporation shall not have or exercise any power or authority either expressly, by interpretation, or by operation of law, nor shall it directly or indirectly engage in any activity, including but not limited to political campaigning or support of political campaigns, that would prevent this corporation from qualifying (and continuing to qualify) as an organization described in Sect. 501 (c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law). (B) This corporation shall never be operated for the primary purpose of carrying on a trade or business for profit. No compensation or payment shall ever be paid

or made to any member, officer, director, trustee, creator, or organizer of this corporation, or substantial contributor to it, except as an allowance for actual expenditures or services actually made or rendered to or for this corporation; and neither the whole nor any portion of the assets or net earnings, current or accumulated, of this corporation shall ever be distributed to or divided among any such persons; provided, further that neither the whole nor any part or portion of such assets or net earnings shall ever be used for, accrue to, or inure to the benefit of any member or private individual within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law).

Section 5. Mission Statements and Integration with Charitable Corporate Purpose: The mission statement(s) must fit within the description contained in Section 1 of this Article and cannot expand the purpose of this charitable corporation without the approval of IRS.

Section 6. Disclaimer: K8 is an independent organization and not part of KU, KU Endowment Association, KU Alumni Association, KU Department of Student Housing or other similar organization.

ARTICLE III – MEMBERS

Section 1. Qualifications: K8 membership is open to: Any Watkins/Miller alumna, resident, EMWMS recipient; and/or any individual who supports K8's mission, goals and objectives.

Section 2. Application Process: An individual may become a K8 member and be added to the K8 membership roster by: Signing up on the K8 Website; or expressing intent to be a K8 member to a K8 Board member.

Section 3. Termination of Membership: An individual may end membership in K8 by informing the K8 Secretary who shall remove the individual from the K8 roster.

Section 4. Dues

There shall not be any dues or fees to be a member of K8.

Section 5. Voting Rights: Each member meeting the qualifications set forth in Section 1 and any other qualifications established by Kansas law or by the Board of Directors will be entitled to one vote, regardless of the number of other agencies, institutions and organizations under the coordination of the member.

ARTICLE IV - MEETINGS OF MEMBERS

Section 1. General

A. All K8 Annual and in-person Board meetings shall be:

- Open to all K8 members, Watkins/Miller residents, EMWMS recipients and invited guests; and
- Held only after notice is provided to K8 members.

B. Notice of K8 Annual and in-person Board meetings shall contain at least:

- The meeting time, date and location;
- The meeting agenda;
- A statement that the meeting is open to K8 members, Watkins/Miller alumnae, residents, EMWMS recipients and invited guests;
- The contact person(s) for additional information about the meeting or to put an item on the agenda;
- The list of candidates for K8 Board positions, if applicable;
- The right to make nominations from the floor for K8 Board positions, if applicable;
- The procedures for absentee voting, if applicable; and
- Any by-laws amendments K8 members will consider, if applicable.

C. Notice of all K8 Annual meetings and in-person Board meetings shall be:

- Posted on the K8 Website;
- Sent to K8 members by e-mail or other electronic means; and
- Published in the K8 Newsletter, if possible.

D. Procedures for K8 Annual and in-person Board meetings shall include:

- The President shall allow K8 members to put items on the agenda, if time permits;
- The President shall allow K8 members, Watkins/Miller alumnae, residents, EMWMS recipients and invited guests to participate in discussions;
- The Secretary shall record all motions and votes in the meeting minutes; and
- Any action K8 members or the K8 Board takes at Annual and in-person Board meetings shall be by majority vote of members or the Board present, respectively, unless these by-laws specify otherwise.

Section 2. Annual Meetings of the Corporation's Members: The annual meeting of the corporation's members shall be held on the 3rd Saturday of April or as soon thereafter as possible with notice provided according to Section 5 below, beginning with the year 2017 for the purpose of electing directors and for the transaction of such other business as may come before the meeting. (See Section 3 below.) If possible, K8 shall hold the Annual Meeting in conjunction with the Watkins/Miller Alumnae Teas.

Section 3. Purposes of the Annual Meeting of the Corporation's Members:

- Electing K8 Board members;
- Presenting EMWMS awards;
- Presenting reports and recommendations of K8 Board members, committee chair(s) and Watkins/Miller Presidents and Alumnae Chairs;
- Amending the K8 by-laws, if necessary; and
- Considering and voting on recommendations and other items concerning K8.

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

Section 4. Place and Manner of Annual Meeting: Annual Meetings shall be held in Kansas at any location within the State of Kansas designated by the Board of Directors.

Section 5. Notice of Meetings, Contents of Notice: Unless otherwise specified in these bylaws, written or printed notice stating the place, date, and hour

of the meeting, the purposes for which the meeting is being called, shall be delivered not more than ten days and not less than thirty days before the date of the meeting, either personally or by U.S. first class mail or electronically to each member entitled to vote at such meeting. Notices will include information about the identity of nominees and/or any issues to be decided.

Section 6. Quorum: The number of members voting prior to or at the Annual Meeting will be constitute a quorum for purposes of electing directors. Votes for directors may be by cast by voice or by written ballot submitted prior to or at the meeting in accordance with Section 2 and 4 above.

ARTICLE V - BOARD OF DIRECTORS

Section 1. Directors Powers and Corporate Responsibilities:

A. General Duties. Each member of the Board of Directors is charged with the duties of loyalty and care to the corporation and must act to preserve and further the corporation's best interests. The business and affairs of the corporation shall be managed by the Board of Directors or by its authorized staff persons. The board shall have the powers and duties necessary or appropriate for the administration of the affairs of the corporation, including but not limited to the authority to employ an executive director and any other staff deemed necessary to the development and operation of the corporation. However, all powers of the corporation are vested in the board and may not be delegated to staff.

B. Specific Responsibilities.

1. The K8 Board shall: Administer, supervise and oversee K8; Act on behalf of K8 on all matters these by-laws specify or the K8 membership delegates to the Board, particularly if delaying action until the K8 Annual Meeting would preclude timely action or response; Review and approve K8 annual budget, meeting minutes and any EMWMSF Advisory Committee recommendations; Appoint K8 members to fill vacancies on the Board; and Perform other functions K8 members request or delegate to the Board.
2. Each K8 Board member also shall perform the following general duties and responsibilities: Report at least annually to the K8 Board and membership; and promptly turn over K8 records and property to the Board or successor at the end of the term.
3. Appendix A sets forth duties and responsibilities that specific K8 Board members shall perform in addition to those this

Article specify.

Section 2. Composition, Number, Tenure and Qualifications: The number of directors shall be no fewer than five (5) and no more than eleven (11) until changed by amendment of this bylaw.

The K8 Board shall consist of the following positions:

- President;
- Vice President;
- Secretary;
- Treasurer;
- Historian(s);
- Watkins/Miller Campus Coordinator(s);
- EMWMSF Advisory Committee Chair(s);
- EMWMS Selection Committee Chair(s);
- K8 Website Coordinator(s);
- K8 Newsletter Coordinator(s); and
- K8 Mentoring Coordinator(s)
- Lizzie's Legacies Coordinator(s).

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

Section 4. Annual/Regular Meetings, Form and Manner of Meetings: An annual meeting of the Board of Directors shall be held without other notice than this bylaw at the same place as the annual meeting of members. The Board of Directors may provide, by resolution, the time and place for the holding of additional or regular meetings, without further notice than such resolution. Meetings may be held in person or via electronic transmission to the extent authorized by Kansas law.

Section 5. Regular K8 Board Meetings:

A. The K8 Board shall hold at least one in-person meeting annually in conjunction with the K8 Annual Meeting after providing at least sixty (60) days' notice to K8 members.

B. The President or five (5) Board members may call additional Board

meetings as necessary.

. The Board may meet, conduct business and vote by e-mail or other means provided:

- Board members receive at least ten (10) days' notice, except in an emergency;
- Board members have at least ten (10) days to respond and vote, except in an emergency;
- Any action taken is by majority vote of the entire Board; and
- The Board reports the substance of the communication and any votes taken to the K8 Communications Committee to provide to K8 members.

Section 6. Emergency Meetings: Emergency meetings of K8's Board can be called at the request of the president or the secretary if immediate action is required to respond to government action, initiation of litigation involving the corporation or other matter requiring immediate action or response. The Secretary may fix any manner of meeting or meeting place within or outside of the State of Kansas for holding any emergency meeting and will provide notice to all members of the Board of Directors. Emergency meetings of the Board may be held by teleconference, either audio or audio-visual or other similar communication device whether now known or invented in the future so long as a majority of the members of the Board are present and can communicate with each other.

Section 7. Notice: Except in the event of an Emergency Meeting or as otherwise specified in these bylaws, notice of the purpose and time of any regular or special meeting of the board shall be given at least ten (10) days and not more than thirty (30) days previous thereto by written notice delivered personally, or by email, fax, or telegram, sent to each director as his or her name appears on the records of the corporation at his or her mailing address.

Section 8. Waiver of Notice: Waiver of notice is required for any meeting not conducted in accordance with notice provisions of these bylaws. Each director in attendance may waive notice of any meeting in writing, including but not limited to a printed email addressed to the Secretary of the corporation. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except when a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 9. Quorum: A majority of the Board of Directors shall constitute a quorum for the transaction of all business at any meeting of the Board of Directors. If less than a majority is present at a meeting, a majority of the directors present may discuss matters and make recommendations to the board as a whole, or adjourn the

meeting without further notice. A majority is determined on the basis of current number of total elected or appointed directors, not total number of board positions.

Section 10. Vacancies: Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining directors. A director elected to fill a vacancy shall be elected for the unexpired term of the predecessor in office. In the event of any vacancy on the Board which reduces the number of Board Members to less than the minimum number set by these bylaws, the vacancy(ies) must be filled by appointment made by the President with the advice and approval of the Board within thirty days following the day on which the vacancy occurred. If the Board is unable to agree to or approve the appointment(s) necessary to achieve the minimum number of board members within thirty days, the President shall appoint one or more new directors as necessary to fill the Board's membership to the required minimum of five directors. Each such board member (whether appointed by the President with Board approval or by the President alone in the absence of Board action) shall serve until the next annual meeting and election of new board members.

Section 11. Compensation and Reimbursement: Directors shall be precluded from receiving compensation for their services as board members but shall be entitled to receive such amount, if any, as the directors may from time to time determine, to cover the reasonable expenses of traveling to meetings. Reimbursement shall not be considered compensation for the purposes of this Section of these bylaws.

Section 12. Director's Removal from Office: The procedures for removing a K8 Board member shall be:

- A K8 member must present a petition for removal to a Board member that is signed by at least five (5) K8 members and states the reasons for removal;
- The Board shall provide notice of the petition on the K8 Website or by other means and allow K8 members at least ten (10) days to submit comments;
- After reviewing member comments the Board shall vote on the removal petition; and

The Board shall remove the Board member from office immediately if at least two-thirds (2/3rds) of the Board vote for removal.

Section 13. Director's Absence from Meetings: Any director who is absent from three (3) consecutive meetings without excuse satisfactory to the board shall be deemed to have surrendered the office of director.

Section 14. Proxies: No proxies are allowed for any board meetings.

ARTICLE VI - OFFICERS

Section 1. Officers: The chief officers of the corporation shall be a President, a Vice-President, a Secretary and a Treasurer. Such other officers as may be deemed necessary may be elected or appointed by the Board of Directors. The offices of Secretary and Treasurer may be combined and held by the same person. Additional authorized, but not required to be separate or limited to one person officer positions are the following: Historian, Watkins/Miller Campus Coordinator, EMWMSF Advisory Committee Chair, EMWMS Selection Chair, K8 Website Coordinator, K8 Newsletter Coordinator, K8 Mentoring Coordinator, and Lizzie's Legacies Coordinator. The Board is authorized to create additional temporary or permanent officer positions by resolution of the Board.

Section 2. Election and Term of Office: Officers will be elected by the members for a two (2) year term at the Annual Meeting. Newly elected officers will take office immediately.

Section 3. Removal of Directors and Officers of the Board: The procedures for removing a K8 Board member shall be:

- A K8 member must present a petition for removal to a Board member that is signed by at least five (5) K8 members and states the reasons for removal;
- The Board shall provide notice of the petition on the K8 Website or by other means and allow K-8 members at least ten (10) days to submit comments;
- After reviewing member comments the Board shall vote on the removal petition; and

The Board shall remove the Board member from office immediately if at least two-thirds (2/3rds) of the Board vote for removal

Section 4. Vacancies: A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the board for the unexpired portion of the term. Vacancies that result in the number of directors falling below the minimum number required by these bylaws must be filled in accordance with the provisions in Article V, Section 10 of these Bylaws.

Section 5. Duties of Officers-Standard and Additional: Standard duties of the chief officers of the Board are described below. Additional and/or flexible duties may be assigned to the chief officers and to other authorized officers as specified by the Board. As a volunteer managed organization which

may experience fluctuations in available volunteer hours, Kitchen 8 Incorporated's best interests are served by allowing modification of duties for each officer. Those additional and/or flexible duties are described in **Appendix A** found at the end of these Bylaws. Appendix A is subject to change by approval of Kitchen 8 Incorporated's Board of Directors. Changes in additional and/or flexible duties can be made by majority vote of the Board without notice. Changes in additional and/or flexible duties must be acknowledged by the officer assigned those duties prior to the effective date of assignment.

Section 6. Standard Duties of Officers - President: The President shall be the principal executive officer of the corporation and shall in general supervise and control all of the business and affairs of the corporation. The President shall, when present, preside at all meetings of the members and of the board. The President may sign, with the Secretary or any other proper officer or agent of the corporation authorized by the board, any bonds, contracts, deeds, grants, loans, mortgages, or other instruments which the board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the board or by these bylaws to some other officer or agent of the corporation, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the board from time to time.

Section 7. Standard Duties of Officers – Vice-President: In the absence of the President or in the event of death, inability or refusal to act, the Vice-President shall perform the duties of the President, and when so acting, shall state the necessity of assuming the President's duties. When performing the duties of the President, the Vice shall have all the powers of and be subject to all the restrictions upon the President. The Vice-President shall perform other duties as from time to time may be assigned to her or him by the President or by the board.

Section 8. Standard Duties of Officers - Secretary: The Secretary shall keep the minutes of the members and of the board meetings; see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; be custodian of the corporate records; keep a register of all members and their mailing addresses; prepare and cause to be delivered to the Secretary of State of Kansas, on forms prescribed and furnished by the Secretary of State, between the first day of January and the 15th day of June of each year, an annual report in compliance with the provisions of the statutes of the State of Kansas; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or by the board.

Section 9. Standard Duties of Officers - Treasurer: The Treasurer shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for monies due and payable to the

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

ARTICLE VII - ORDER OF BUSINESS

Section 1. Order of Business: The order of business at any regular or special meeting of the members or the Board shall be a) Reading and disposal of any unapproved minutes, b) Reports of officers and committees, 3) Completed and Pending business, d) New business, Adjournment.

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

Section 3. Rules of Procedure, Interpretation of and Application of Rules of Procedure: If formal rules of procedure are to be controlling, the Board of Directors must formally adopt such rules of procedure by resolution and specify the specific period of time or meetings at which such formal rules will be observed. In the event any formal rules of procedure are adopted, such rules will not have the effect of voiding or invalidating any provision of these Bylaws. Until amended, these Bylaws shall be controlling over any contradictory provision of any formal rules of procedures whether or not said rules have been adopted by the Board of Directors.

ARTICLE VIII. - COMMITTEES

Section 1. Committees of Directors: The Board of Directors, by resolution adopted by a majority of the directors then in office, may designate one or more committees composed of board members; which committees, to the extent provided in said resolution, shall have and exercise the authority of the board in the management of the corporation; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the board, or any individual director, of any responsibility imposed upon her/him by law. All committee actions must be ratified or approved by the board or a committee composed solely of board members.

Section 2. Standing Committees: The standing committees of the Board of Directors shall include but are not limited to: EMWMSF Advisory Committee, EMWMS Selection Committee, K8 Annual Meeting Committee, and K8 Communication Committee.

A. The **EMWMSF Advisory Committee** shall: Monitor and review EMWMSF investments; Update and revise investment strategies of the EMWMSF; Recommend for K8 Board approval selection of or changes in the financial institution managing the EMWMSF; and Determine amount of funds available each year for EMWMS awards. The EMWMSF Advisory Committee will be composed of the President, Vice-President, Secretary and Treasurer. EMWMS Advisory Committee must also have the Advisory Committee Chair and Scholarship Selection Chair(s) as members.

B. The **EMWMS Selection Committee** shall: Maintain and update EMWMS application and publicize information about the EMWMS awards and application process; Establish and make available objective procedures for evaluating applications and selecting EMWMS recipients that ensure the goal to award scholarships based on exceptional achievement and demonstrated financial need; Review applications and select recipients in accordance with the objective procedures; Coordinate presentation of EMWMS awards with K8 Annual Meeting Committee. The EMWMS Selection Committee will be composed of the Chair(s) and volunteer members sufficient to process the applications.

C. The **K8 Annual Meeting Committee** shall: Plan the Annual Meeting, including the location, program, speakers and luncheon; Provide timely information about the Annual Meeting to Watkins and Miller Scholarship Halls and the K8 Communications Committee to provide to K8 members; and Invite Watkins/Miller residents, EMWMS recipients and special guests to attend the Annual Meeting as guests of K8. The K8 Annual Meeting Committee will be composed of the Vice President and volunteer members sufficient for the work.

D. **K8 Communications Committee** shall: Solicit, prepare and coordinate the content of the K8 Newsletter, K8 Website and other methods of communication to keep K8 members, Watkins/Miller alumnae and residents and EMWMSF donors and recipients informed in a timely manner; and Explore new and additional measures to establish and maintain communication with K8 members, Watkins/Miller alumnae and residents and EMWMSF donors and recipients. The K8 Communications Committee will be composed of the Website Coordinator, Newsletter Chair, President, Vice President and Secretary.

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

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

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

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

Section 7. Quorum: Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the committee shall constitute a quorum.

Section 8. Rules: Each committee may adopt rules for its own government not inconsistent with these bylaws or with rules adopted by the Board of Directors.

ARTICLE IX - CONTRACTS, LOANS, CHECKS, DEPOSITS, AND FUNDS

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

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

Section 3. Checks, Drafts, Etc.: All checks, drafts or other orders for the payment of money, note or other evidence of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the

corporation and in such manner and at a designated depository as shall from time to time be determined by resolution of the board. In the absence of such determination by the board, such instruments shall be signed by the Treasurer and countersigned by the President.

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

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

Section 6. Disposal of Assets: Upon the dissolution of this corporation, the governing body shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner as the Board of Directors determines or to such Kansas organization or organizations organized and operated exclusively for purposes similar to those of this corporation and recognized as tax exempt under IRC Section 501 (c) (3) or the assets shall be distributed to a Kansas organization or 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 Section 501 (c) (3) of the Internal Revenue Code as the governing board shall determine. Any such assets not so disposed of shall be disposed of by the District Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE X - BOOKS AND RECORDS

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

Section 2. Form 990: Unless otherwise authorized, the President of the Board of Directors is responsible for preparation and filing of the applicable Form

990 by the 15th day of the fifth month following the conclusion of the fiscal year of the corporation.

Section 3. Audit: As soon as the corporation's annual proceeds regularly exceed \$100,000, the board will consider and will recommend for or against obtaining the services of a competent and disinterested auditor, who shall audit the books and records and render a report in writing, submitted to the Board at the annual meeting. Nothing in this provision will preclude or in any way limit the authorization of an audit at any time regardless of the amount of the corporation's annual proceeds.

ARTICLE XI - FISCAL YEAR

The first fiscal year of the corporation commenced January 11, 2017 and will end on December 31, 2017. Subsequent fiscal years of the corporation shall begin on January 1 and end on December 31 of subsequent years.

ARTICLE XII - REPEAL OR AMENDMENT

Section 1. General: K8 may amend or repeal these by-laws at a K8 Annual Meeting by two-thirds (2/3rds) vote of K8 members voting at the meeting or by absentee ballot.

Section 2. Amendment or Repeal Procedures: The procedures for amending the K8 by-laws shall be as follows:

Any K8 member may propose to amend or repeal the by-laws by submitting a written motion to any K8 Board member that contains the amendatory language and reasons for the amendment;

The K8 Annual Meeting notice and agenda must include the proposed amendment or proposal to repeal and absentee voting procedures;

Absentee ballot must be received and counted before the K8 Annual Meeting; and

The K8 member(s) proposing the amendment or repeal may explain the amendment and answer questions at the K8 Annual Meeting.

ARTICLE XIII - INDEMNIFICATION

This corporation may voluntarily indemnify any trustee, officer, director, employee or agent of the corporation who was or is (because of said relationship with this corporation) threatened to be made a party in any legal proceedings whether civil, criminal, administrative or investigative if successful on the merits or otherwise in defense, or even if unsuccessful in defense, for his or her reasonable expenses, including attorneys' fees incurred in the defense of the proceeding, if such person is successful in whole or in part, or the proceeding against said person is settled with the approval of the court; and the court finds that the person's conduct fairly and equitably merits such indemnity. The amount of such indemnity, which must be approved by the court in the same or separate proceeding, shall be so much of the expenses, including attorneys' fees incurred in the defense of the proceeding, as the court determines and finds to be reasonable. Application for such indemnity may be made either by the person sued or by the attorney or other person rendering services to him or her in connection with the defense, and the court may order the fees and expenses to be paid directly to the attorney or other person, although he or she is not a party to the proceeding. Notice of the application for such indemnity shall be served upon the corporation, its receiver, or its trustee, and upon the plaintiff and other parties to the proceeding. The court may order notice to be given also to the members in the manner provided in these bylaws for giving notice of members' meetings, in such form as the court directs.

ARTICLE XIV - POLICIES

Section 1. Required Policies and Procedures: As required by Sarbanes Oxley and best practices standards, the organization will adopt and enforce the following policies and procedures:

Whistleblower Policy and Procedures,
Document Retention and Destruction Policy and Procedures;

Section 2. Optional Policy; Conflict of Interest Policies and Procedures: This Corporation's Conflict of Interest Policy is attached and incorporated herein in its entirety. The Board of Directors may develop additional policies and procedures as required to enforce the adopted policy. The Board is authorized to approve any revisions necessary to comply with IRS requirements for tax-exempt organizations.

Section 3. Prohibition of Excess Benefit Transactions and Other Insider Benefits Policy: Whenever a person of influence; including but not limited directors, chief executive and/or financial officers, significant funders, family members or employees of persons of influence and all others identified in IRC Section 4958, receive a benefit (financial or nonfinancial) directly or indirectly

as a result of his/her/their affiliation with this organization, the corporation's board will document compliance with the "safe harbor" procedures contained in IRC Section 4958 or referenced sections.

Section 4. Optional Policy; Code of Ethical Conduct, Policies and Procedures: The Board of Directors may adopt a Code of Ethics, Policies and Procedures applicable to members of the Board of Directors, other volunteers or employees and/or the Corporation requiring a higher standard of behavior than described in Section 1 above. The Board of Directors may address issues of conduct permissible under applicable federal and state laws. Those issues may extend beyond conflict of interest, including but not limited to anti-harassment and anti-discrimination policies, duties of confidentiality and privacy, publicity or any other matter relevant to the Corporation's activities, employees, volunteers and property.

Section 5. Other Optional Policies: The Board of Directors may adopt or revoke any other policies it deems necessary, including but not limited to:

Gift Policies and Procedures,
Employment Policies and Procedures,
Grievance Policies and Procedures and
Confidentiality Policy and Procedures.

Section 6. Membership Roster. K8 shall not share its membership roster with any outside organization or any individual not on the K8 Board without written permission of K8 members.

ARTICLE XV - DEFINITIONS

Official Records - Official records are the following: documents mandated as public documents under IRS regulations; governing documents that have been approved, adopted and currently in use; Form 1023 or 1023ez, Approved Meeting Minutes; Approved Policies; and Form 990. Official records do not include financial documents, confidential reports or documents pertaining to: past, present or future programs and activities; volunteers, donors, staff or independent contractors; and any other documents that are protected under state or federal privacy laws including but not limited to HIPAA .

CERTIFICATE OF APPROVAL AND ADOPTION

I, the undersigned, do hereby certify:

A. That I am the ACTING/DULY ELECTED _____ of the corporation, a not-for-profit corporation; and

B. That the foregoing bylaws, comprising nineteen (19) pages, constitute the current bylaws of said corporation, as duly approved and adopted at the meeting of the Board of Directors of KITCHEN 8 INCORPORATED thereof duly held on the ____ day of _____, 201____.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name this ____ day of _____, 201____.

DISCUSSION DRAFT

APPENDIX A

Duties and Responsibilities of K8 Board

Section 1. President

The President shall:

- Call, prepare agendas for and preside at all K8 membership and Board meetings;
- Act as the spokesperson for and represent K8 at meeting or designate a Board member to do so if necessary;
- Prepare and sign K8 correspondence or designate a Board member to prepare it;
- Be a signatory on the K8 checking account and sign checks in absence of the Treasurer;
- Sign contracts and other financial instruments as necessary;
- Maintain regular communication with the K8 Board and committees; and
- Be a member of the EMWMSF Advisory Committee.

Section 2. Vice President

The Vice President shall:

- Preside at meetings in absence of the President;
- Assume the position of President for the remainder of the unexpired term if a vacancy occurs; and
- Chair the K8 Annual Meeting Committee.

Section 3. Secretary

The Secretary shall:

- Take minutes at all K8 membership, Board and EMWMSF Advisory Committee meetings or designate another K8 member to take minutes when necessary;
- Provide draft minutes to the K8 Board and EMWMSF Advisory Committee for approval and approved minutes to the K8 Communications Committee to provide to K8 members;
- Maintain and update the K8 membership roster;

- Maintain approved minutes and current K8 by-laws; and
- Be a member of the EMWMSF Advisory Committee./li>

Section 4. Treasurer

The Treasurer shall:

- Receive and deposit funds in a federally-insured depository;
- Be the primary signatory on the K8 checking account;
- Pay all approved bills and disburse all expenditures by check;
- Prepare annual budget for K8 Board approval;
- Keep a list of all persons donating to the EMWMSF and K8 Sugar Bowl and report the list the K8 Communications Committee;
- Acknowledge all donations to the EMWMSF and K8 Sugar Bowl; and
- Be a member of the EMWMSF Advisory Committee.

Section 5. Historian(s)

The Historian(s) shall:

- Develop, identify and preserve information and historical records about Elizabeth Miller Watkins; K8; the EMWMSF; and Watkins/Miller Halls, alumnae and residents;
- Update historical publications as necessary; and
- Select and transfer historical records to the EMW Legacy Collection at KSHS and/or the Watkins Community Museum of History.

Section 6. Watkins/Miller Campus Coordinator(s)

The Watkins/Miller Campus Coordinator(s) shall:

- Act as liaisons and resource persons for Watkins/Miller Halls and residents;
- Provide support and assistance to Watkins/Miller residents when requested; and
- Plan and host events to educate Watkins/Miller residents about Elizabeth Miller Watkins, K8 and the history of Watkins/Miller Halls.

Section 7. EMWMSF Advisory Committee Chair(s)

The EMWMSF Advisory Committee Chair(s) shall:

- Call and preside at committee meetings;
- Serve as liaison with and represent the Committee at meetings with the financial institution managing the EMWMSF and other organizations;
- Sign contracts and other financial instruments that the Committee and K8 Board approve;
- Inform the financial institution managing the EMWMSF of changes in investment strategies and Committee membership; and
- Inform EMWMS Selection Committee of the funds available for EMWMS awards.

Section 8. EMWMS Selection Committee Chair(s)

The EMWMS Selection Committee Chair(s) shall:

- Oversee revision and distribution of EMWMS applications and information about the EMWMS;
- Oversee review and evaluation of applications and selection of EMWMS recipients;
- Report the names of EMWMS recipients to the K8 Board, EMWMSF Advisory and K8 Annual Meeting Committees; and
- Be a member of the EMWMSF Advisory Committee.

Section 9. K8 Website Coordinator(s)

The K8 Website Coordinator(s) shall:

- Coordinate maintaining and updating the K8 Website so it provides timely information;
- Respond to or forward to the appropriate K8 Board member or committee communications received through the K8 Website, the K8 e-mail address and electronic accounts; and
- Serve on and coordinate communication activities with the K8 Communications Committee.

Section 10. K8 Newsletter Coordinator(s)

The K8 Newsletter Coordinator(s) shall:

- Organize, edit and publish the K8 Newsletter at least annually;
- Arrange for the design, printing and distribution of the K8 Newsletter;
- Serve on and coordinate communication activities with the K8 Communications Committee.

Section 11. K8 Mentoring Coordinator(s)

The K8 Mentoring Coordinator(s) shall:

- Identify the mentoring needs of Watkins/Miller alumnae and residents;
- Establish and maintain a mentoring program to address identified needs; and
- Recruit volunteers to be mentors and help with the K8 Mentoring program.

Section 12. K8 Lizzie's Legacies Coordinator(s)

The K8 Lizzie's Legacies Coordinator(s) shall:

- Act as a liaison and resource person for all EMWMS Recipients (Lizzie's Legacies)
- Keep a contact list of historic and current Lizzie's Legacies
- Coordinate all K8 activities to include Lizzie's Legacies
- Assist in Annual Meeting announcements of new scholarship recipients