

**AMENDED AND RESTATED BYLAWS OF
MAHAFFIE STAGECOACH STOP AND FARM
FOUNDATION**

ARTICLE I. NAME

The name of this corporation shall be MAHAFFIE STAGECOACH STOP AND FARM FOUNDATION (hereafter referred to as the "Mahaffie Foundation" or "Foundation").

ARTICLE II. PLACE OF BUSINESS

The Foundation shall have its principal office in the City of Olathe, Kansas, and may have such other offices as the Board of Trustees may from time to time determine.

ARTICLE III. FISCAL YEAR

The fiscal year of this Foundation shall be the calendar year.

ARTICLE IV. PURPOSE

The Foundation is organized and shall be operated exclusively for charitable, educational and scientific purposes as defined by its Articles of Incorporation.

ARTICLE V. MEMBER AND MEETINGS OF MEMBER

5.1 **MEMBERSHIP**. The sole Member of this corporation shall be the CITY OF OLATHE, KANSAS (the "Member"), a Kansas city of the first class, a Kansas non-profit municipal corporation.

5.2 **RIGHTS OF MEMBERSHIP**. The rights of the Member shall be as defined in the Articles of Incorporation.

5.3 **ANNUAL MEETING OF MEMBER**. The annual meeting of the Member shall be held at a regularly-scheduled meeting of the Olathe City Council during the month of October or November of each year. The date of the annual meeting of the Member may be postponed to a later date, as circumstances may require, within the discretion of the Member, provided appropriate notice is given by the Member to the Foundation.

5.4 **SPECIAL MEETINGS OF MEMBER**. Special meetings of the Member may be called at any time by the Chairman of the Board, the Board of Trustees, or the Member. The transaction of business at a special meeting of the Member shall be limited to the purpose for which the special meeting was called as identified in the notice of the meeting.

5.5 NOTICE OF MEETINGS OF MEMBER. Notice of the time, place, and object of any meeting of the Member shall be in writing and mailed to the Member not less than one (1) day nor more than twenty (20) days prior to the meeting unless one or more amendments to the Articles of Incorporation or a plan of merger or consolidation are to be voted upon at the meeting, in which case written notice of the time, place and object of the meeting shall be mailed to the Member not less than twenty (20) nor more than fifty (50) days prior to the meeting. Notice requirements may be waived by the Member in writing. Any such notice shall be accompanied by a copy of the proposed amendment or plan of merger or consolidation or a summary thereof.

ARTICLE VI. BOARD OF TRUSTEES

6.1 MANAGEMENT. Except as may be limited by the Articles of Incorporation or these Bylaws, the business and the affairs of the Foundation shall be directed, controlled, and managed by the Board of Trustees who shall be the governing body of the Foundation and shall be appointed by the Member of the Foundation.

6.2 DUTIES OF BOARD OF TRUSTEES. The Board of Trustees shall manage all of the affairs, the property and funds of the Foundation consistent with the Articles of Incorporation and these Bylaws, and shall have the duty and authority to do so and perform all acts consistent with these Bylaws, the Articles of Incorporation of the Foundation and any amendments thereto, and the laws of the State of Kansas. The Board of Trustees shall have such other duties as may be prescribed by law.

6.3 NUMBER AND TERMS OF OFFICE. The Board of Trustees shall consist of no less than nine (9) and no more than seventeen (17) persons, as determined by the Member. Trustees shall be appointed by the Member at any regular or special meeting called for such purpose. Members of the Board of Trustees shall serve for four (4) year terms commencing on their date of appointment. When a member of the Board of Trustees has served for a period of eight (8) consecutive years, that member will generally not be eligible for reappointment until the member has vacated the position for one full term. A member may be reappointed beyond the eight (8) year limit under exceptional circumstances. Exceptional circumstances include, but are not limited to, the incumbent's special expertise, the need to preserve continuity on the Board of Trustees, or a lack of other qualified applicants. All trustees, however, shall retain their respective offices as trustees until their successors shall be duly appointed and qualified. In addition, at least one member of the Olathe City Council (appointed by the City Council) shall serve as a voting member of the Board of Trustees.

6.4 REMOVAL OF TRUSTEES. Any trustee may be removed from office, with or without cause, at any annual or special meeting of the Member by the vote of the Member.

6.5 VACANCIES ON THE BOARD OF TRUSTEES. Pursuant to the exercise of the Member's authority to appoint trustees, all vacancies on the Board of Trustees shall be filled by the Member of the Foundation. A trustee appointed to fill a vacancy or to occupy a position resulting from an increase in the number of trustees shall serve for the unexpired portion of the term, and a

trustee appointed to fill a new position resulting from an increase in the number of trustees shall serve the term designated by the Member for that position.

6.6 ANNUAL MEETINGS OF THE BOARD OF TRUSTEES. The annual meeting of the Board of Trustees of the Foundation shall be held on such date and at such time and place that the Board of Trustees shall determine for the purpose of appointment of officers and the transaction of other such business as may be properly brought before the meeting. If less than a quorum of trustees appear for an annual meeting of the Board of Trustees, the holding of such annual meeting shall not be required and matters that might have been taken up at the annual meeting may be taken up at any later regular, special or annual meeting or by consent resolution.

6.7 REGULAR AND SPECIAL MEETINGS OF THE BOARD OF TRUSTEES. Regular meetings of the Board of Trustees shall be held at a specified time and place designated by the Board. The Board of Trustees shall meet as often as necessary to transact the business of the Foundation, but not less than quarterly. Special meetings of the Board of Trustees may be called by the Chairman of the Board, or during his absence or inability to act, may be called at the request of not less than 20% of the members of the Board of Trustees. Notice of regular or special meetings shall be mailed, sent by facsimile, electronic mail, or delivered to each trustee not less than one (1) day nor more than twenty (20) days before the date of such meeting. Notice of special meetings shall state the purpose or purposes for the special meeting and at such meeting no other business than that stated in the notice shall be transacted as official business.

6.8 WAIVER OF NOTICE. Any meeting of the Board of Trustees may be deemed to have been validly and legally called if the trustees entitled to vote on the day of the meeting sign a written waiver of notice, either before or after the meeting. Attendance of a trustee at any meeting shall constitute a waiver of notice of that meeting and no written waiver need be obtained from the trustee except when the trustee attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. All such waivers, consents or approvals shall be filed with the Foundation records.

6.9 CONFERENCE TELEPHONE. A member of the Board or of a committee designated by the Board may participate in a meeting by the means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear one another, provided any member of the public attending the place designated for the meeting may hear the statements of all members of the board or committee and all other requirements of the Kansas Open Meetings Law are met. Participation in a meeting in this manner constitutes presence in person at the meeting.

6.10 QUORUM OF TRUSTEES FOR TRANSACTING BUSINESS. A majority of trustees and a majority of the voting members of any committee of the Board shall constitute a quorum for the transaction of business. The vote of a majority of the trustees or committee members present at any meeting at which there is a quorum shall be the act of the Board or of the committee except as larger vote may be required by the laws of the State of Kansas, these Bylaws or the Articles of Incorporation of the Foundation.

6.11 ATTENDANCE POLICY. Members of the Board of Trustees are expected to be in attendance of meetings. A member violates the attendance policy and is subject to removal from the Board if the Member receives notice of meetings and without excuse misses three (3) consecutive meetings or attends fewer than two-thirds (2/3) of the regular or special meetings of the Board within a twelve (12) month period following the member's appointment or anniversary date.

6.12 COMPENSATION. No member of the Board of Trustees shall be entitled to any compensation for his or her services as a trustee, provided that the foregoing shall not prevent the Board of Trustees from reimbursing any trustee for expenses actually and necessarily incurred in the performance of his or her duties or from entering into a contract, directly or indirectly, with a trustee for the providing of goods or services to the Foundation if such contract is in the best interest of the corporation and on fair and reasonable terms.

6.13 POWERS OF THE BOARD OF TRUSTEES. The Board of Trustees shall have all powers conferred upon Boards of Trustees of Kansas non-stock corporations, subject only to the limitations set forth in the Articles of Incorporation.

6.14 EXECUTION OF CONVEYANCES, MORTGAGES AND CONTRACTS. All material written contracts shall be executed and, if need be, acknowledged in the name of the Foundation by the Mayor and the City Clerk of the City of Olathe or by the Chairman of the Board and the Secretary and their assistants. No person may execute, acknowledge or verify any instrument in more than one capacity.

6.15 EVALUATION OF PERFORMANCE. The Board of Trustees shall conduct an annual review of its performance and shall present it to the Member at the Member's annual meeting.

6.16 PLANNING OF FUND RAISING ACTIVITIES. The Board of Trustees shall prepare and submit a plan of activities, which will outline the fund raising efforts to be provided by the Foundation for the coming year.

ARTICLE VII. OFFICERS

7.1 OFFICERS. The officers of the Foundation shall consist of a Chairman, a Vice Chairman, a Secretary, a Treasurer and such additional officers as the Member shall determine. The Chairman shall be a member of the Board of Trustees and the Secretary and Treasurer may, but need not be members of the Board of Trustees.

7.2 SELECTION OF OFFICERS. The Chairman, Vice Chairman, Secretary, and Treasurer of the Foundation shall be selected by the Board of Trustees and shall hold office for a period of one year, from January 1, to December 31, or until their successors have been duly elected and qualified.

7.3 DUTIES OF OFFICERS. The duties of the officers shall be as follows:

(a) The Chairman of the Board shall preside at all meetings of both the Foundation, and of the Board of Trustees and shall be, ex officio, a member of all committees. The Chairman shall be given the necessary authority and responsibility, to the extent authorized and directed by the Member or the Board of Trustees, to lead Mahaffie Stagecoach Stop and Farm Foundation in all of its fund raising activities and functions which are authorized by its Articles of Incorporation, as amended, subject only to such policies as may be issued by the Board of Trustees or by any of its committees to which it has delegated power for such action. The authority and responsibility of the Chairman shall include:

- (1) Carrying out all policies established by the Board of Trustees, and advising on the formation of those policies.
- (2) Developing and submitting to the Board of Trustees for approval a plan of organization for the conduct of all the Foundation's fund raising activities and recommended changes when necessary.
- (3) Preparing an annual budget showing the expected revenue and expenditures as required by the Board of Trustees.
- (4) Maintaining physical properties, if any, in good and safe state of repair and operating condition.
- (5) Supervising business affairs so that funds are collected and expended to the best possible advantage.
- (6) Cooperating with all those concerned with the rendering of professional services to promote the general health and well-being of the Foundation. The Chairman shall see that the policies of the Board are followed, and, in case of flagrant and intentional violation of such policies, shall report such violation to the Board of Trustees for action and/or disposition.
- (7) Presenting to the Board of Trustees periodic reports reflecting the professional services and financial activities, including, fund raising, of the Foundation and such special reports as may be required by the Board.
- (8) Attending all meetings of the Board of Trustees and committees thereof.
- (9) Performance of such other duties that may be necessary in the best interests of the Foundation and its purposes, as set forth in the Articles of Incorporation, as amended.
- (10) Preparing a plan for the achievement of the Foundation's specific objectives, and periodically reviewing and evaluating that plan.

- (11) Representing the Foundation in its relationships with other cultural and historical fund raising entities and service providers.
- (12) To the extent authorized and as directed by the Member, negotiate and execute in the name of Mahaffie Stagecoach Stop and Farm Foundation appropriate leases, contracts and other instruments in writing.
- (13) The Chairman shall have the right to delegate any or all of the foregoing duties and responsibilities to those persons who in his discretion are considered capable and qualified to perform them.

The Board of Trustees will evaluate the Chairman via duties and responsibilities set forth in these Bylaws and through the accomplishment of objectives established at the annual Planning Session(s).

(b) The Vice Chairman shall, in the absence or disability of the Chairman, perform the duties and exercise the powers of the Chairman, and shall perform such other duties as the Board of Trustees, or Chairman, may prescribe.

(c) The Secretary shall act as secretary of both the Foundation, and the Board of Trustees, shall send appropriate notices and prepare agendas for all meetings, shall act as a custodian of all records and reports and shall be responsible for keeping and reporting adequate records of all meetings of the Foundation and of the Board of Trustees.

(d) The Treasurer shall have custody of all funds of the Foundation and shall see that a true and accurate accounting of the financial transactions of the Foundation is made, that reports of such transactions are made and presented to the Board of Trustees and that all accounts payable are presented to the Board of Trustees.

7.4 REMOVAL. Any officer may be removed, either for or without cause, by a majority vote of the Board of Trustees.

7.5 BONDING OF OFFICERS AND/OR EMPLOYEES. The Board of Trustees may require any of its officers or officers of the Foundation to furnish a bond or bonds to the Foundation with such surety or sureties and in such amount or amounts as shall be sufficient in the judgement of the Board of Trustees to secure the corporation against loss or damage by reason of any act, neglect, or omission on the part of such officers. These bonding provisions are intended to apply specifically, as the Board of Trustees may determine, to such officers of the corporation occupying positions of trust and confidence.

ARTICLE VIII. ADVISORY COMMITTEES

8.1 CREATION. This foundation may have such Advisory Committees as shall be created by resolution of the Board of Trustees.

8.2 DUTIES. The Advisory Committees shall carry out the activities assigned to them by the Board of Trustees as long as said duties are not inconsistent with these bylaws, and when requested, offer recommendations to the Board of Trustees.

8.3 MEMBERS AND TERMS OF OFFICE. The Chairman of the Board shall appoint the Trustees who serve on advisory committees, with the approval of the Board of Trustees. Individuals who are not members of the Board of Trustees may be appointed to serve on any advisory committee by a majority vote of the Board of Trustees. Advisory committees may either be "ad hoc", i.e. created for a special purpose, or "standing" committees. The members of ad hoc committees shall serve until the purpose of the committee has been filled. Members of standing committees shall serve terms as determined by the Board of Trustees, but not to exceed a term of one (1) year. When a member of an Advisory Committee has served for a period of eight (8) consecutive years, that member will generally not be eligible for reappointment until the member has vacated the position for one full term. A member may be reappointed beyond the eight (8) year limit under exceptional circumstances. Exceptional circumstances include, but are not limited to, the incumbent's special expertise, the need to preserve continuity on the Advisory Committee, or a lack of other qualified applicants.

8.4 ATTENDANCE POLICY. Members of Advisory Committees are expected to be in attendance of meetings. A member violates the attendance policy and is subject to removal from the Advisory Committee if the Member receives notice of meetings and without excuse misses three (3) consecutive meetings or attends fewer than two-thirds (2/3) of the regular or special meetings of the Advisory Committee within a twelve (12) month period following the member's appointment or anniversary date.

ARTICLE IX. AUDITS AND EXECUTION OF INSTRUMENTS

9.1 AUDITOR. The Board of Trustees shall designate an auditor to make an audit and annual examination of the books, accounts and records of the Foundation.

9.2 FINANCIAL INSTITUTIONS. The Board of Trustees, on an annual basis, shall determine and designate those financial institutions approved for deposit of the Foundation funds, and shall further establish procedures for authorizing and making capital expenditures.

9.3 CHECKS. All checks, drafts, or orders for payment of money shall be executed in the name of the Foundation in such manner by such officer as the Board of Trustees shall determine by resolution or order.

9.4 CONTRACTS. When the execution of any contracts, conveyances or other instruments has been authorized without specifying the executing officers, any two officers may execute the same in the name and on behalf of this Foundation, provided that the Board of Trustees may designate any single officer to execute an instrument or instruments on behalf of the Foundation. Such authority may be general or confined to specific instances and unless so authorized by the Board, no officer or agent shall have any power or authority to bind the Foundation by any contract or engagement or to pledge its credit or to render it liable for any purpose.

ARTICLE X. CONFLICT

10.1 BYLAWS. In the event of a conflict between the Bylaws and the Articles of Incorporation, the rules of the latter shall prevail.

10.2 MEMBERS OF THE BOARD OF TRUSTEES. Members of the Board of Trustees will disclose or make known at any meeting of the Board of Trustees or any committee meeting thereof any interest said Board member may have in dealing or contracting with the Foundation. A general notice that a member of the Board of Trustees is interested in any partnership, corporation, business or other concern of any kind shall be a sufficient disclosure as to such trustee with respect to all contracts and transactions with the Foundation or other concern.

10.3 PROHIBITED ACTS. No Member of the Board of Trustees shall, in the capacity of a Trustee, make or participate in the making of a contract between the Foundation and any person or business by which the Trustee is employed or in whose business the Trustee has a substantial interest (as defined by K. S. A. 75-4301a, et. seq.).

10.4 DISCLOSURE AND ABSTENTION. A Trustee does not make or participate in the making of a contract if the Trustee makes the disclosure required by Section 10.2 above in advance of the consideration of the contract, and then abstains from any action in regard to the contract.

10.5 EXCEPTIONS. The above prohibition shall not apply to the following:

(a.) Contracts let after competitive bidding has been advertised for by published notice; or

(b.) Contracts for property or services for which the price or rate is fixed by law.

ARTICLE XI. INDEMNIFICATION OF TRUSTEES, TRUSTEES AND OFFICERS

11.1 The Foundation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he or she is or was a trustee or officer of the Foundation, against expenses (including attorneys' fees), judgements, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she (i) was not grossly negligent or guilty of willful misconduct in the performance of his or her duty to the Foundation; (ii) acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Foundation; (iii) with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful; (iv) in the case of amounts paid in settlement, that such settlement was reasonable and in or not opposed to the best interests of the Foundation. The termination of any action, suit or proceeding by judgement, order, settlement, conviction or plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the Foundation,

and, with respect to any criminal action or proceeding, that the person had reasonable cause to believe that his or her conduct was unlawful. If, at any time, any provisions contained in the laws of the State of Kansas prohibit or limit indemnification in respect of any claim, action, suit, or proceeding, except upon a determination of the extent thereof in the manner provided in such provision, indemnification shall be made only in accordance with such provision, and the provisions of this section shall be superseded with respect to transactions governed by such provision.

11.2 To the extent that a trustee or officer of the Foundation has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in subsection 11.1 of this Article or in defense of any claim, issue or matter herein, he or she shall be indemnified against expenses, (including attorneys' fees) actually and reasonably incurred by him or her in connection therewith.

11.3 Any indemnification under subsection 11.1 of this Article (unless ordered by a court) shall be made by the Foundation only as authorized in the specific case upon a determination that indemnification of the trustee or officer is proper in the circumstances because he or she has met the applicable standard of conduct set forth in subsection 11.1 of this Article. Such determination shall be made either (i) by the Board of Trustees by a majority vote of quorum (as defined in the Bylaws of this Foundation) consisting of trustees who were not parties to such action, suit or proceeding; or (ii) if such quorum is not obtainable, or even if obtainable, and a quorum of disinterested trustees so directs, by independent legal counsel in a written opinion. Notwithstanding the failure or refusal of the trustees or counsel to make provision therefor, such indemnification shall be made if a court of competent jurisdiction makes a determination that the trustee or officer has a right to indemnification hereunder in any specific case upon the application of such person, or if a court of competent jurisdiction determines that such person has satisfied the standards for indemnification specified in subsection 11.1.

11.4 Expenses (including attorneys' fees) incurred in defending a civil or criminal action, suit, or proceeding may be paid by the Foundation in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Trustees in the specific case upon receipt of an undertaking by or on behalf of the trustee or officer, to repay such amount unless it shall be determined ultimately that he or she is entitled to be indemnified by the Foundation.

11.5 The Foundation, with the approval of the Board of Trustees, may purchase and maintain insurance on behalf of any person who is or was a trustee or officer of the Foundation against any liability asserted against him or her or the Foundation and incurred by him or her or the Foundation in any such capacity, or arising, out of his or her status as such, whether or not the Foundation would have the power to indemnify him or her against such liability under the provisions of this Article.

11.6 Neither the Foundation nor its trustees or officers nor any person acting on its behalf shall be liable to anyone for any determination as to the existence or absence of conduct which would provide a basis for making or refusing to make any payment under this Article or for taking or omitting to take any other action under this Article, if such action or omission is made in reliance upon the advise of counsel.

11.7 Each reference herein to trustees or officers, shall be deemed to include references to former trustees, officers, and their respective heirs, executors, and administrators. The indemnification hereby provided shall not be exclusive of any other rights to which any person may be entitled, including any right under policies of insurance that may be purchased and maintained by the Foundation or others, with respect to claims, issues, or matters in relation to which the Foundation would not have the power to indemnify such person under the provisions of this Article.

ARTICLE XII. AMENDMENTS TO ARTICLES AND BYLAWS

12.1 AMENDMENTS. The Articles of Incorporation and these Bylaws may be altered, amended, or repealed only with the affirmative written consent of the Member. Notice of any proposed alteration, amendment, or repeal of the Articles of Incorporation or these Bylaws, including a copy of their proposed alteration, amendment or repealer shall be included in the notice to the Member at the meeting at which such actions will be considered.

ARTICLE XIII. ADOPTION

13.1 ADOPTION. These amended and restated Bylaws were adopted by the City of Olathe, Kansas, by action of the City Council at regular meeting after due and proper notice on March 1, 2011.

Mayor



City Clerk