

BYLAWS
OF
MID-CONTINENT REGIONAL SCIENCE ASSOCIATION

a Kansas Not for Profit Corporation

501(c)(3) Public Charity

ARTICLE I PURPOSES AND LIMITATIONS

The Corporation is organized and will be operated exclusively for charitable, religious, educational and scientific purposes within the meaning of Sections 501(c)(3), 170(c)(2)(B), 2055(a)(2) and 2522(a)(2) of the Internal Revenue Code of 1986, as amended or the corresponding section of any future United States Internal Revenue Law (the “Code”), including, for such purposes, the making of distributions to organizations that qualify as exempt organizations described in Section 501(c)(3) and 170(c)(2) of the Code. The Corporation’s purposes include, but are not limited to, any purposes set forth specifically in its Articles of Incorporation, as may from time to time be amended (the “Articles”).

To further the Corporation’s purposes and mission, the Corporation will have and exercise all of the powers conferred by the provisions of the Kansas General Corporation Code, as may from time to time be amended (the “KGCC”), not outside the scope of the Articles.

No part of the net earnings of the Corporation may inure to the benefit of, or be distributable to its Directors, trustees, officers or other private persons, except that the Corporation will be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles.

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

Notwithstanding any other provisions herein, the Corporation will not carry on any activities not permitted to be carried on: (a) by an organization exempt from federal income tax under section 501(a) of the Code, as an organization described in section 501(c)(3) of the Code; (b) by a corporation operating as a supporting organization within the meaning of section 509(a)(3) of the Code; and/or (c) by an organization, contributions to which are deductible under sections 170(c)(2), 2055(a)(2) or 2522(a)(2) of the Code.

ARTICLE II MEMBERS

2.1 Members. The Corporation will have voting members (“Voting Members”) who will be admitted as set forth in Section 2.2. The Voting Members will elect the Officers and Board of Directors of the Corporation (the “Board”) at the annual meeting of the Voting Members and fulfill all other duties as may be required under the Bylaws, the Articles and the KGCC.

2.2 Admission to Membership. Voting Members shall be all who pay annual dues, either separately or through the Corporation’s registration. All prospective Voting

Members will be required to complete and submit an application for membership. The admission of an applicant for membership will be subject to the approval of the Board.

2.3 Membership Dues. Dues will be established by the Voting Members as recommended by the Board. Student membership dues shall be one-half the cost of regular membership dues. By resolution of the Board, the initial dues and/or the annual dues may be increased or decreased from time to time to reflect the needs of the Corporation. Membership shall entitle the member to receive access to the Corporation's Journal: *The Journal of Regional Analysis and Policy* (the "Journal").

2.4 Annual or Regular Meetings. The annual meeting of the Voting Members will be held during the month of June of each year, or at such date as the Board may determine, which meeting will be held for the purpose of electing the Officers and the Board, voting on membership dues and Journal subscription fees upon recommendation from the Board, voting on any proposed amendments to the Corporation's Articles, and conducting such other business as may come before the meeting. The primary purpose of the annual meeting shall be the presentation and discussion of papers and ideas relevant to the field of regional science. If the day fixed for the annual meeting is a legal holiday, such meeting will be held on the next succeeding business day or at such other date and time as will be designated from time to time by the Board and stated in the notice of the meeting. The annual meeting may be held either within or outside the State of Kansas. The Voting Members may provide, by resolution, the time and place, either within or without the State of Kansas, for the holding of regular meetings, either monthly or bi-monthly, without notice other than such resolution.

2.5 Special Meetings. A special meeting of Voting Members may be called by the President, by a majority of the Directors, or by a majority of the Voting Members in accordance with the KGCC. Only those matters that are within the purpose or purposes described in the meeting notice required by these Bylaws may be conducted at a special meeting of Voting Members.

2.6 Written Consent. Any action required to be taken or any action which may be taken at any annual, regular or special meeting of the Voting Members, may be taken without a meeting, without prior notice and without a vote, if a consent in writing, setting forth the action so taken, will be signed by all the Voting Members entitled to vote thereon. Any such writing or writings will be filed with the minutes of the proceedings of the Voting Members.

2.7 Notice. Notice of any meeting, stating the place, day and hour of the meeting, and, in the case of a special meeting, the purpose(s) for which the meeting is called, will be delivered or given to each Voting Member in writing not less than ten (10) days nor more than sixty (60) days before the date of the meeting. Notice of a special meeting may be delivered personally or mailed, sent by facsimile transmission or e-mail, to the address, facsimile number or e-mail address for the Voting Member as it appears on the records of the Corporation. If mailed, such notice will be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid.

2.8 Waiver of Notice. A Voting Member may waive any notice required by these Bylaws, before or after the date and time stated in the notice. The waiver must be in writing, signed by the Voting Member entitled to the notice, and delivered to the Corporation for inclusion in the minutes or filing with the corporate records. A Voting Member's attendance at a meeting waives objection to lack of notice or defective notice of the meeting, unless the Voting Member at the beginning of the meeting objects to holding the meeting or transacting business at the meeting and waives objection to consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice, unless the Voting Member objects to considering the matter when it is presented.

2.9 Quorum and Voting. One-third of the Voting Members present or represented by proxy will constitute a quorum for the transaction of business at any meetings of the Voting Members; provided, however, that if less than said number of the Voting Members are present or represented by proxy at said meeting, a majority of the Voting Members present may adjourn the meeting from time to time without further notice. Each Voting Member in good standing and present at any such meeting of the Voting Members will be entitled to one (1) vote upon each matter submitted to a vote at any such meeting. Voting by proxy will not be permitted. Voting by written ballot will not be required at a meeting of the Voting Members, but may be utilized at the request of one or more Voting Members.

2.10 Proxies. Each Voting Member entitled to a vote at a meeting of Voting Members, or to express consent or dissent to corporate action in writing without a meeting, may authorize another person or persons to act for such member by written proxy signed by such Voting Member, but no such proxy shall be voted or acted upon after three (3) years from its date, unless the proxy provides for a longer period.

2.11 Meetings by Conference Telephone or Similar Communications Equipment. A Voting Member may participate in any meeting of the Voting Members by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this subsection will constitute presence in person at such meeting.

2.12 Manner of Acting. Except as otherwise provided herein, the act of the majority of the Voting Members present or represented by proxy at a meeting of the Voting Members at which a quorum is present and entitled to vote on the subject matter will be the act of the Voting Members unless a greater number is required under the KGCC. Notwithstanding the foregoing, the act of the majority of all of the Voting Members, regardless of whether or not present at the meeting, will be required to approve any proposal for (1) the dissolution and/or liquidation of the Corporation, (2) the sale of substantially all of the Corporation's assets, (3) any merger transaction in which the Corporation would not be the surviving entity, or (4) any material change in the fundamental purposes of the Corporation.

2.13 Removal; Vacancies. A Voting Member may be removed, with or without cause, upon the affirmative vote of a majority of the remaining Voting Members. In the event of the removal of a Voting Member, or in the event of the death or resignation of a Voting Member,

the remaining Voting Members may fill such vacancy or vacancies upon the affirmative vote of a majority of the remaining Voting Members.

2.14 Compensation. Voting Members will not receive any compensation for serving as a Voting Member, but by resolution of the Directors may be reimbursed for their expenses for attendance at meetings of the Voting Members, if any. No Voting Member will receive compensation for any personal services rendered unless otherwise approved by vote of the Directors on the Board (the “Directors”).

2.15 Nonvoting Members. The Corporation may have nonvoting members upon approval of, and subject to the criteria established by, the Board. An individual or organization may be admitted as a nonvoting member in accordance with the criteria and procedures established by the Board. Nonvoting members will have no voting rights or any other rights or privileges with respect to the governance of the Corporation. The Board may establish dues for nonvoting members.

ARTICLE III BOARD OF DIRECTORS

3.1 General Powers. Other than such rights, if any, reserved for Members, under these Bylaws, the Articles, or the KGCC, the affairs of the Corporation will be managed by the Board. The Board shall be responsible for selecting the location of the annual meeting of the Voting Members. The Board shall also be responsible for the long-range planning of the Corporation. The Board shall also be responsible for recommending dues levels, Journal subscription fees, amendments to the Corporation’s Articles, and the agenda for the annual meeting of the Voting Members for the approval by the Voting Members at such meeting.

3.2 Number. The number of voting Directors on the Board shall equal the number of elected officers of the Corporation enumerated in Section 5.1 below. The number of non-voting ex officio Directors on the Board shall equal the number of appointed officers of the Corporation enumerated in Section 5.2 below. The number of Directors may be changed from time to time by amendment of these Bylaws. No decrease in the number of Directors will have the effect of decreasing the term of any incumbent Director.

3.3. Selection. The voting Directors shall consist of the elected officers of the Corporation as listed in Section 5.1. Additionally, appointed officers, as listed in Section 5.2, shall serve as non-voting ex-officio Directors.

3.4 Annual and Regular Meetings. The annual meeting of the Board will be held immediately prior to the annual meeting of the Voting Members each year. If for any year the day fixed for the annual meeting is a legal holiday, such meeting will be held on the next succeeding business day. The Board may provide, by resolution, the time and place, either within or without the State of Kansas for the holding of regular meetings, other than the annual meeting, without notice other than such resolution.

3.5 Special Meetings. Special meetings of the Board may be called by the President or by any two voting Directors. The person or persons calling a special meeting of the Board may fix any place in the United States, either within or without the State of Kansas, as the place for holding the special meeting of the Board called by them.

3.6 Notice; Waiver of Notice. Notice to the Directors of a special meeting of the Board will be given at least five (5) days prior to the meeting and may be delivered personally, by mail, by facsimile transmission or e-mail, to the address, facsimile number or e-mail address for each Director as it appears on the records of the Corporation. If mailed, such notice will be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If sent by facsimile or e-mail, such notice will be deemed to be delivered when transmitted, with reasonable evidence of successful transmission. A Director may waive any notice required by these Bylaws, before or after the date and time stated in the notice, by written waiver signed by such Director, which waiver will be included in the minutes or filing with the corporate records. A Director's attendance at a meeting waives objection to lack of notice or defective notice of the meeting, unless the Director at the beginning of the meeting objects to holding the meeting or transacting business at the meeting because the meeting is not lawfully called or convened.

3.7 Quorum and Voting. A majority of the voting Directors on the Board will constitute a quorum for the transaction of business at any meetings of the Board; provided that if less than a majority of the voting Directors are present at said meeting, a majority of the voting Directors present may adjourn the meeting from time to time without further notice. Each voting Director present will be entitled to one (1) vote upon each matter submitted to a vote at any such meeting.

3.8 Manner of Acting. The act of the majority of the voting Directors present at a meeting of the Directors at which a quorum is present will be the act of the Board, except with respect to any action of the Board requiring a higher level of approval under the Articles or KGCC.

3.9 Attendance by Telephone Conference or Similar Communications Equipment. Directors may participate in a meeting of the Board by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other, and participation in a meeting in this manner will constitute presence in person at the meeting.

3.10 Action by Unanimous Consent. Any action, which is required to be or may be taken at a meeting of the Directors, may be taken without a meeting if consents in writing, setting forth the action so taken, are signed by all of the voting Directors. The consents will have the same force and effect as a unanimous vote at a meeting duly held.

3.11 Removal; Vacancies. The Voting Members may, with or without cause, remove one or more Directors. Any Director if removed shall also be removed from the office giving rise to such directorship. A vacancy on the Board occasioned by the death, incapacity, resignation or removal of a Director may be filled at any meeting of the Voting Members in accordance with the procedures for regular annual election of Directors and officers. Any

Director elected to fill a vacancy on the Board will serve a term expiring as of the scheduled expiration date of the term of his or her predecessor.

3.12 Compensation. Directors as such will not receive any compensation for their services in such capacity, but by resolution of the Board may be reimbursed for their expenses of attendance at meetings of the Board; provided, that nothing herein contained will be construed to preclude any Director from serving the Corporation in any other capacity and receiving reasonable compensation for personal services actually rendered.

ARTICLE IV COMMITTEES OF THE BOARD

4.1 Committees Generally. The Board, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more committees of the Board, each of which will consist of one or more Directors, which committees, to the extent provided in such resolution, will have and exercise the authority of the Board in the management of the Corporation. Other committees not having and exercising the authority of the Board in the management of the Corporation may be designated and appointed by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. The delegation of authority to any committee will not operate to relieve the Board or any member of the Board from any responsibility imposed by law.

4.2 Nominating Committee. The Nominating Committee shall be chaired by the appointed chair and shall consist of two additional members appointed by the President with the approval of the Board. The term of the office of the chair shall be determined by the Board. The term of office for the other two members of the committee shall be one calendar year.

4.3 The Awards Committee. The Awards Committee shall be chaired by the Past-President and shall consist of two additional members appointed by the President with the approval of the Board. The term of the office for the chair shall be one calendar year. The term of the office of the other two members of the committee shall be determined by the Board of Directors.

4.4 Competition Committee. The Competition Committee shall select the winner(s) of the Corporation's annual student paper competition, herein designated as the M. Jarvin Emerson Student Paper Competition. The Vice-President shall serve as the chair of the Competition Committee and shall be assisted by the Editor(s) of the Corporation's Journal and two other Voting Members in good standing to be selected by the Committee Chair.

4.5 Absence. The Board may designate one or more Directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. In the absence or disqualification of a committee member, the other committee members present at any meeting and not disqualified from voting, whether or not such members constitute a quorum, may unanimously appoint another member of the Board to act at the meeting in the place of any such absent or disqualified member. A disqualified member is a

committee member who has been removed pursuant to the provisions of this Article or who no longer meets the qualifications required to serve on the committee.

4.6 Notice; Waiver of Notice. Notices or Waivers of Notice for all regular or special meetings of any committee will be given in accordance with requirements for regular or special meetings, as applicable, of the entire Board.

4.7 Recordkeeping. All committees will, unless otherwise directed by the Board, keep regular minutes of the transactions at their meetings and will cause them to be recorded in books kept for that purpose in the office of the Corporation and will report the same to the Board at its next meeting. The Executive Director of the Corporation may act as Secretary of the committee if the committee or the Board so requests.

4.8 Meetings by Conference Telephone or Similar Communications Equipment. Members of a committee may participate in a meeting of the committee by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other, and participation in a meeting in this manner will constitute presence in person at the meeting.

4.9 Committee Action Without a Meeting. Any action which is required to be or may be taken at a meeting of any committee 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 committee. The consents will have the same force and effect as a unanimous vote at a meeting duly held.

4.10 Term of Office. Except as otherwise expressly provided herein, each committee member will continue to serve in such capacity for so long as he or she continues to meet the qualifications for membership on the committee (including, if applicable, membership on the Board), unless such committee member is sooner terminated, resigns or is removed from such committee by the Board.

4.11 Chairman. One member of each committee will be appointed chairman of the committee as designated herein, by the committee members, or by the Board.

4.12 Removal; Vacancies. A member of a committee may be removed with or without cause by action of the Board (excluding such committee member for purposes of such action, if applicable). A vacancy on a committee occasioned by the death, incapacity, resignation or removal of a committee member will be filled in accordance with the procedures for regular election or appointment of a committee member. Any committee member elected or appointed to fill a vacancy on a committee will serve a term expiring as of the scheduled expiration date of the term of his or her predecessor.

4.13 Quorum. Unless otherwise provided in the resolution of the Board designating a committee, a majority of the whole committee will constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present will be the act of the committee.

4.14 Participation by Non Members. Although a committee may permit a non-Director or other person who is not a member of the committee to participate in a committee meeting, no person who is not a member of the committee will have any right to vote on any action taken by the committee.

4.15 Rules. Each committee may adopt rules for its own governance not inconsistent with these Bylaws or with rules adopted by the Board.

ARTICLE V OFFICERS

5.1 Elected Officers. The elected officers of the Corporation will be a President, President-Elect, Vice-President, Past-President, and Mid-Continent Representative to the North American Regional Science Council. The Corporation may also have a Chairman of the Board and such other officers, both active and honorary, as the Board may from time to time deem advisable. Except as otherwise provided, such officers will be elected by the Voting Members at their annual meeting, and they will hold office until their successors are elected at the next annual meeting of the Voting Members and are elected and qualified, unless they earlier die, resign, or are removed from office. Any person may simultaneously hold more than one office. Notwithstanding the foregoing, the President shall be the person who served as President-Elect for the previous year, and the Past-President shall be the person who served as President during the previous year.

5.2 Appointed Officers. The Corporation shall also have the following officers appointed by the President with the approval from the Board: Executive Director, Local Arrangements Chair, Program Chair, The Journal of Regional Analysis and Policy Editor(s), and Chair of the Nominating Committee. The terms of office for the appointed officers shall be determined by the Board.

5.3 Duties of President. The President will be the chief executive officer of the Corporation and preside at all meetings of the Voting Members and the Board. He or she may execute all contracts, deeds and other instruments for and on behalf of the Corporation and will do and perform all other things for and on behalf of the Corporation as the Board will authorize and direct. He or she will enjoy and discharge generally such other and further rights, powers, privileges and duties as customarily relate and pertain to the office of President. The President shall appoint the Nominating and Awards Committees with the approval of the Board, prior to the annual meeting of the Voting Members. The President may delegate any duties and authority to the Executive Director with the approval of the Board, and thereafter revoke such duties and authority with similar approval.

5.4 Duties of Past-President. The Past-President shall assist the President in the conduct of the President's duties, but primarily in an advisory capacity. The Past-President shall serve as the chair of the Awards Committee.

5.5 Duties of President-Elect. The President-Elect shall assist the President in the conduct of the President's duties. The President-Elect shall preside over all meetings of the Voting Members and the Board in the President's absence. The President-Elect shall become the President of the Corporation should the office of President become vacant. The President-Elect will normally organize a special session of the annual conference that is related to emerging issues in regional science. The President-Elect shall assume other duties and responsibilities as determined by the President and the Board.

5.6 Duties of Vice-President. The Vice-President shall assist the President in the conduct of the President's duties. The Vice-President also serves as chair of the Competition Committee. The Vice President shall assume such other duties and responsibilities as determined from time to time by the President and the Board.

5.7 Duties of Executive Director. The Executive Director shall serve as the Corporation's secretary and treasurer and will otherwise be empowered to act on behalf of the Corporation in its general interests and consultation with the Board. The Executive Director will cause to be kept complete and correct minutes of all meetings of the Board and the Voting Members, and cause to be issued notices of all meetings in accordance with these Bylaws or as required by law.

When authorized and directed by the Board, the Executive Director will execute with the President all contracts, deeds, and other instruments for and on behalf of the Corporation. The Executive Director will be the legal custodian of all books, deeds, instruments, papers, and records of the Corporation, the inspection of which will be permitted at all reasonable times by any Director or executive officer of the Corporation.

The Executive Director will attend to such correspondence as may be incidental to the office, and will cause to be deposited all monies, securities, and other valuable effects of the Corporation in such depositories as the Board will authorize and direct and, whenever requested to do so by the President or the Board, will prepare and submit written statements, reports and accounts fully and accurately reflecting the assets, liabilities, and financial transactions and condition of the Corporation. The Executive Director will perform such other and further duties as the Board may from time to time direct, and will perform all other duties and discharge all other responsibilities which customarily relate and pertain to the office of Executive Director.

The Executive Director will be released and discharged of all liabilities and responsibility for any monies, securities, and other assets of value committed by the Board to the custody of any person over whom the Executive Director will have no direction or control.

5.8 Duties of the Mid-Continent Representative to the North American Regional Science Council. The Representative to the North American Regional Science Council (NARSC) shall represent the Corporation in all business brought before the NARSC. The Representative shall report back to the Board and the Voting Members on all matters from the NARSC that affects the Corporation. The Representative shall assume such other duties and responsibilities as determined by the President and the Board from time to time.

5.9 Duties of the Local Arrangements Chair. The Local Arrangements Chair shall have the responsibility for securing hotel accommodations, meeting rooms, meals, entertainment and any other requirements as host for the annual meetings. The Local Arrangements Chair shall assume such other duties and responsibilities as determined by the President and the Board from time to time.

5.10 Duties of the Program Chair. The Program Chair shall have responsibility for soliciting submissions, reviewing submissions, and organizing the program for the annual meetings. The Program Chair shall assume such other duties and responsibilities as determined by the President and the Board from time to time.

5.11 Duties of the Policy Editor(s) of The Journal of Regional Analysis and Policy. The Editor(s) of The Journal of Regional Analysis and Policy, shall oversee the publication of the Journal. Duties include maintaining a current list of volunteer reviewers for journal submissions, organizing the submissions for publication, and finding a publication for the Journal. The Editor(s) are ultimately responsible for all financial transactions relating to the Journal's publication and distribution. The Policy Editor(s) shall assume such other duties and responsibilities as determined by the President and the Board from time to time.

5.12 Duties of the Chair of the Nominating Committee. The Chair of the Nominating Committee shall call a meeting once a year prior to the annual meeting of the Board to nominate officers for the coming year. The Chair of the Nominating Committee shall present the slate of nominees to the Board of Directors and shall report the nominations to the Voting Members during the annual meeting. The Chair of the Nominating Committee shall assume such other duties and responsibilities as determined by the President and the Board from time to time.

5.13 Duties of the Chair of the Awards Committee. The Chair of the Awards Committee shall call a meeting once a year prior to the annual meeting of the Board of Directors to nominate recipients of special recognition in a given year. The Chair of the Awards Committee shall make an open call to the Voting Members for nominations, lead an evaluation process for the Awards Committee, and present a slate of nominees to the Board, who will make a final determination of recipients for special recognition during the annual meeting. The Chair of the Awards Committee shall assume such other duties and responsibilities as determined by the President and the Board from time to time.

5.14 Resignation and Removal. Except as otherwise expressly provided herein, any officer of the Corporation may resign by delivering a written resignation to the Corporation at its principal office or to the Chairman of the Board, the President or the Secretary. Such resignation will be effective upon receipt unless it is specified to be effective at some other time or upon the happening of some other event. Any officer who resigns shall also resign as a Director. Any officer of the Corporation may be removed from office by the Voting Members with or without cause, but such removal will be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer does not in itself create contract rights.

5.15 Vacancies. Except as otherwise provided for herein, vacancies in any elected office occasioned by the death, resignation, or removal of any officer will be filled by the Board, and such person or persons elected to fill such vacancy or vacancies will serve for the unexpired term of his predecessor and until a successor is elected and qualified, or until such officer's earlier death, resignation or removal.

5.16 Compensation. The compensation of the officers, if any, will be fixed from time to time by the Board, and no officer will be prevented from receiving such compensation by reason of the fact that he is also a Director of the Corporation; provided, however, that such compensation will include only reasonable compensation for personal services actually rendered.

ARTICLE VI GENERAL PROVISIONS

6.1 Contracts. The Board may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. Notwithstanding the foregoing, unless otherwise limited by the Board, the President of the Corporation will have the power and authority to execute on behalf of and bind the Corporation with respect to contracts in the ordinary course of the Corporation's business and activities.

6.2 Loans. No loans may be contracted on behalf of the Corporation and no evidences of indebtedness may be issued in its name unless authorized by the Board. Such authority may be general or confined to specific instances.

6.3 Checks, Drafts, etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation will be signed by such officer or officers, agent or agents of the Corporation and in such manner as may from time to time be determined by the Board.

6.4 Deposits. All funds of the Corporation will be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board may select.

6.5 Custodians. The Board may from time to time designate a bank, trust company or depository as custodian of the funds and properties of the Corporation, which custodian will maintain a record of all receipts, expenditures, income and expenses of the Corporation and/or perform such ministerial duties as the Board by written direction may instruct. The custodian may receive fees for its services as may from time to time be agreed upon by the Board and the custodian.

6.6 Agents and Attorneys. The Board may appoint such agents, attorneys and attorneys-in-fact of the Corporation as it may deem proper, and may, by written power of attorney, authorize such agents, attorneys or attorneys-in-fact to represent it and for it and in its name, place and stead, and for its use and benefit to transact any and all business which said

Corporation is authorized to transact or do by the Articles, and in its name, place and stead, and as its corporate act and deed, to sign, acknowledge and execute any and all contracts and instruments, in writing necessary or convenient in the transaction of such business as fully to all intents and purposes as said Corporation might or could do if it acted by and through its regularly elected and qualified officers.

6.7 Fiscal Year. The Board will have the power to fix and from time to time change the fiscal year of the Corporation. In the absence of contrary action by the Board, the fiscal year of the Corporation will begin on the first day of January in each year and end on the last day of December in each year.

6.8 Interpretation. The terms “include,” “including” and similar terms shall be construed as if followed by the phrase “without being limited to.” The term “or” has, except where otherwise indicated, the inclusive meaning represented by the phrase “and/or.” The words “hereof,” “herein,” “hereby,” “hereunder,” and similar terms in these Bylaws refer to these Bylaws as a whole and not to any particular provision or section of these Bylaws. The masculine gender, when used throughout these Bylaws, will be deemed to include the feminine.

6.9 Electronic Communications and Signatures. Electronic communications, records and signatures may be used in connection with all matters contemplated by these Bylaws except to the extent prohibited by applicable law. Except as may be specifically set forth herein, the parties may use and rely upon electronic communications, records and signatures for all notices, waivers, consents, undertakings and other documents, communications or information of any type sent or received in connection with the matters contemplated by these Bylaws. An electronically transmitted (but not oral) document will be deemed to satisfy any requirement under these Bylaws or applicable law that such document be “written,” “in writing” or the like. An electronic signature or electronically transmitted signature by any person on any document (properly authenticated) will be deemed to satisfy any requirement under these Bylaws or applicable law that such document be “signed” or “or executed” by such person. An electronic transmittal or communication (but not oral) of a document will constitute delivery of such document. None of the Corporation, any Director or Member may contest the authorization for, or validity or enforceability of, electronic records and electronic signatures, or the admissibility of copies thereof, under any applicable law relating to whether certain agreements, files or electronic records are to be in writing or signed by the party to be bound thereby.

6.10 Conflicts of Interest Policy. The Board will adopt a Conflicts of Interest Policy to govern conflicts of interest situations that may arise from time to time among the Corporation, Directors, and Corporation employees, officers and agents.

6.11 Robert’s Rules. The most current edition of *Robert’s Rules of Order Newly Revised* (“Robert’s Rules”) shall stand as the operating rules of order for all meetings of the Voting Members, the Board, and all Committees. In the event of an inconsistency between these Bylaws and Robert’s Rules, the Bylaws shall control.

**ARTICLE VII
INDEMNIFICATION OF OFFICERS AND DIRECTORS**

The Corporation will indemnify and protect any Director, officer, employee or agent of the Corporation, or any person who serves at the request of the Corporation as a Director, officer, employee, member, manager or agent of another corporation, partnership, limited liability company, joint venture, trust, employee benefit plan or other enterprise, for any threatened or pending action, suit or proceeding, by reason of the fact that such person is or was serving in such capacity, against expenses judgments, and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, including attorneys fees, to the fullest extent permitted by the laws of the State of Kansas.

**ARTICLE VIII
PROPERTY DEVOTED TO CORPORATE PURPOSES**

All income and properties of the Corporation will be devoted exclusively to the purposes as provided in the Articles and these Bylaws. The Board may adopt such policies, regulations and procedures governing the management and/or disbursement of funds for such purposes as in its opinion are reasonably calculated to carry out such purposes as set forth in the Articles and these Bylaws.

**ARTICLE IX
AMENDMENTS**

These Bylaws may be altered, amended or repealed, and new Bylaws may be adopted, by the affirmative vote of a majority of the Voting Members at a meeting the Voting Members called for that purpose, provided that any such amendment shall in no way cause the Corporation to fail to continue to qualify as an organization described in Section 501(c)(3) of the Internal Revenue Code. Amendments to the Bylaws may be proposed by the Board at any annual meeting of the Voting Members. Amendments may also be proposed by the Voting members, provided, any such amendment is signed by at least five Voting Members and submitted to the President at least four weeks prior to the annual meeting. The President shall be responsible for distribution of the proposed amendment to the Voting Members at the annual meeting, along with any recommendations on its passage by the Board.

CERTIFICATION

I, the undersigned, do hereby certify:

(1) That I am the duly appointed and acting Executive Director of Mid-Continent Regional Science Association, a Kansas not for profit corporation; and

(2) That the foregoing bylaws, comprising 14 pages, constitute the original bylaws of said corporation, as duly adopted at a meeting of the board of directors thereof duly held on the 1st day of August, 2013.

John C. Leatherman, Executive Director