

KANSAS REGIONAL PRISONS MUSEUM, INC.

By-Laws

Article I - Name, Location, Seal

Section 1. The name of the organization shall be Kansas Regional Prisons Museum, Inc.. The organization is incorporated under the laws of the State of Kansas as a not-for-profit corporation.

Section 2. The principal office of the Corporation shall be located in the County of Leavenworth, Kansas.

Section 3. The corporate seal shall bear the name of the Corporation, location of the Corporation, and name of the four prisons represented by the Corporation.

Article II - Purpose

Section 1. This is a not-for-profit corporation. Its purpose is to preserve, collect and interpret the history of four prisons in Leavenworth County. This purpose shall include but not limited to (1) promoting public participation in local historical preservation and heritage commemoration; (2) recognizing exceptional historic preservation; (3) publishing materials on Leavenworth County prisons history; (4) providing community education in areas of local history and culture; and (5) collaborating with relevant heritage organizations.

Article III - Membership

Section 1. Membership in this organization shall be closed.

Article IV - Directors

Section 1. The directors and management of the affairs of the Corporation shall be vested in a Board of Directors. The Board shall consist of not less than nine members nor more than thirteen members. The Directors of the Corporation shall remain in office unless a resignation has been received by the members of the board of directors or the spirit of the Articles of Incorporation of the Kansas Regional Prisons Museum has been violated. No part of the net income or assets of this corporation shall ever inure to the benefit of any Director. Upon resignation of any Director, the remaining members of the board of directors shall recommend a replacement to the city of Lansing by voting a 2/3 majority. Upon the act of violating the Articles of Incorporation (by using the organization for personal gain) the board of directors will recommend a replacement to the city of Lansing by voting a 2/3 majority. The directors must consist of two members of the Lansing Historical Society, two members of the city of Lansing staff, four representatives from the four prisons and one to five members of the community.

Section 2. Honorary Directors may be appointed by the President, or proposed by any Director and approved by a majority of the Board. They shall serve in an advisory capacity to the Board, but shall have no vote and may not exercise any of the power of the members of the Board.

Section 3. More than one-half the number of Directors shall constitute a quorum for the transaction of business. In absence of a quorum a meeting may be adjourned by a majority vote of those present.

Article V - Officers

Section 1. The officers of the Board shall be a President, Vice President, Secretary and Treasurer. Excepting the President, all officers shall be elected from and by the Board of Directors to serve until their successors are elected and qualified. The Mayor of the city of Lansing, or the Mayor's designee, shall serve as President of the Board of Directors.

The President may appoint, subject to Board approval, such other Vice Presidents from among the Board members as the President shall deem appropriate, for specific or "at large" functions.

Section 2. The President shall preside at all meetings of the Board of Directors. He or she shall sign all conveyances or instruments in writing to which the Corporation is a party and which have the approval of the Board of Directors, and when required, the city of Lansing. The President, or his/her designee, will sign all purchase requests or purchase orders, and shall in all cases conform to the city of Lansing's purchasing policy.

The President shall have the authority to create with the Board's approval, such other offices in the Corporation as shall best further the purpose of the Corporation, and the President shall have the authority to fill such other offices provided however, that such offices shall not infringe upon nor interfere with such offices as are created by these By-Laws. In the absence of the President, his or her duties shall be performed by the Vice-President, Secretary or Treasurer, in that order.

The President shall designate the duties of the Vice-President. The President shall be an ex-officio member of committees.

Section 3. The Secretary shall keep the records of the meetings of the Corporation and of the Board of Directors and send out notices of meetings when scheduled. The Secretary shall sign, execute and deliver on behalf of the Corporation all documents under its corporate seal, when required, as may be ordered by the members of the Board of Directors (such documents shall also be signed by the President), shall keep a full record of the same and shall perform such other duties as the Board of Directors may from time to time, by its vote, direct.

Section 4. The Treasurer shall help oversee and coordinate the finances of the organization and aid in the operation of the organization. The Treasurer working with the Finance Committee shall prepare a budget for Board approval and recommendation to the city of Lansing in May of each year. This budget proposal shall be for the following calendar year.

The Treasurer shall render at stated periods as the Board of Directors shall determine a written account of the finances of the organization and such report shall be physically affixed to the minutes of the Board of Directors of such meeting.

Section 5. No officer shall for reason of his/her office be entitled to receive any salary or compensation, but nothing herein shall be construed to prevent an officer or director from receiving any compensation from the organization for duties other than as a director or officer.

Section 6. An Officer or Director may be reimbursed for reasonable expenses.

Section 7. Based on current case law and Attorney General opinions the Corporation will be subject to the Kansas Open Meetings Act and the Kansas Open Records Act, except for any records which may be exempt by law.

Article VI - Order of Business

1. Roll Call.
2. Reading of the minutes of the preceding meeting.
3. Treasurer's Report.
4. Reports of Committees.
5. Reports of Officers.
6. Old and unfinished Business.
7. New Business.
8. Adjournment.

Article VII - Salaries

Section 1. The Board of Directors shall in accordance with current established City of Lansing policies and guidelines recommend to the Lansing City Administrator for hire and compensation any and all employees which they in their discretion may determine to be necessary for the conduct of business of the organization. Such employees shall be subject to the city of Lansing's personnel policies and procedures.

Article VIII - Committees

Section 1. All committees of this organization shall be appointed by the Board of Directors and their term of office shall be for a period of one year or less if sooner terminated by the action of the Board of Directors.

Permanent committees shall be:

- a. Funding Committee
- b. Infrastructure Committee

Article IX - Amendments

These By-Laws may be altered, amended, repealed or added to by an affirmative vote of not less than one-half of the board members.

Article X - Dissolution

Dissolution shall occur only after a unanimous vote of the Board of Directors of the organization. Should the vote be affirmative, the assets and/or properties of the organization shall be distributed as follows after making provisions for payment of all liabilities:

1. All minutes of the organization shall be disposed of in accordance with the laws of the Federal and State governments.
2. The Kansas Regional Prisons Museum will be given/transferred to the City of Lansing, Kansas.
3. Should the City of Lansing not accept the assets the Kansas Regional Prisons Museum will be given/transferred to the Lansing Historical Society a 501(c)(3) organization.
4. Should the Lansing Historical Society not accept the assets, such assets shall be offered to the Kansas State Historical Society.
5. In the event the Kansas Regional Prisons Museum is unable to dispose of any assets in the manner described above, the assets shall be disposed of by the district court in 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.

Date Adopted: Jan 30, 2008

Kenneth Bernard
Kenneth Bernard, Board President

INTERNAL REVENUE SERVICE
P. O. BOX 2508
CINCINNATI, OH 45201

DEPARTMENT OF THE TREASURY

Date: **AUG 07 2008**

KANSAS REGIONAL PRISONS MUSEUM INC
C/O LEONARD LOCKWOOD
115 E KANSAS
LANING, KS 66043-1257

Employer Identification Number:
48-6196171
DIA:
17681234350048
Contact Person:
DRA. TRIMBLE ID# 31305
Contact Telephone Number:
(877) 834-5500
Accounting Period Ending:
December 31
Public Charity Status:
270(a)(1)(A)(i)
Form 990 Required:
Yes
Effective Date of Exemption:
August 17, 2007
Contribution Deductibility:
Yes
Advance Ruling Ending Date:
December 31, 2011
Amendment Applies:
No

Dear Applicant:

We are pleased to inform you that upon review of your application for tax exempt status we have determined that you are exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code. Contributions to you are deductible under section 170 of the Code. You are also qualified to receive tax deductible bequests, devises, transfers or gifts under section 2055, 2106 or 2522 of the Code. Because this letter could help resolve any questions regarding your exempt status, you should keep it in your permanent records.

Organizations exempt under section 501(c)(3) of the Code are further classified as either public charities or private foundations. During your advance ruling period, you will be treated as a public charity. Your advance ruling period begins with the effective date of your exemption and ends with advance ruling ending date shown in the heading of the letter.

Shortly before the end of your advance ruling period, we will send you Form 8734, Support Schedule for Advance Ruling Period. You will have 90 days after the end of your advance ruling period to return the completed form. We will then notify you, in writing, about your public charity status.

Please see enclosed Publication 4221-EC, Compliance Guide for 501(c)(3) Public Charities, for some helpful information about your responsibilities as an exempt organization.

Letter 1045 (00/EG)

Part X Public Charity Status (Continued)

- e. 509(a)(4)—an organization organized and operated exclusively for testing for public safety.
- f. 509(a)(1) and 170(b)(1)(A)(i)—an organization operated for the benefit of a college or university that is owned or operated by a governmental unit.
- g. 509(a)(1) and 170(b)(1)(A)(ii)—an organization that receives a substantial part of its financial support in the form of contributions from publicly supported organizations, from a governmental unit, or from the general public.
- h. 509(a)(2)—an organization that normally receives not more than one-third of its financial support from gross investment income and receives more than one-third of its financial support from contributions, membership fees, and gross receipts from activities related to its exempt function (subject to certain exceptions).
- i. A publicly supported organization, but unless it is described in g. or h., the organization would like the IRS to decide the correct status.

8. If you checked box g, h, or i in question 5 above, you must request either an advance or a definitive ruling by selecting one of the boxes below. Refer to the instructions to determine which type of ruling you are eligible to receive.

a. Request for Advance Ruling: By checking this box and signing the consent, pursuant to section 6501(c)(4) of the Code you request an advance ruling and agree to extend the statute of limitations on the assessment of excise tax under section 4940 of the Code. The tax will apply only if you do not establish public support status at the end of the 5-year advance ruling period. The assessment period will be extended for the 5 advance ruling years to 5 years, 6 months, and 15 days beyond the end of the first year. You have the right to refuse or limit the extension to a mutually agreed-upon period of time or issuance. Publication 1085, *Extending the Tax Assessment Period*, provides a more detailed explanation of your rights and the consequences of the choices you make. You may obtain Publication 1085 free of charge from the IRS web site at www.irs.gov or by calling toll-free 1-800-829-3878. Signing this consent will not deprive you of any special rights to which you would otherwise be entitled. If you decide not to extend the statute of limitations, you are not eligible for an advance ruling.

Consent Filing Period of Limitations Upon Assessment of Tax Under Section 4940 of the Internal Revenue Code

For Organization

Leonard E Lockwood
Signature of Officer, Director, Treasurer, or other authorized official

Leonard E Lockwood 11/31/08
(Type or print name of signor) Date
TREASURER
(Type or print title or authority of signor)

For IRS Use Only
Robert Quis

AUG 17 2008

IRS Director, Exempt Organizations

- b. Request for Definitive Ruling: Check the box if you have completed one tax year of at least 5 full months and you are requesting a definitive ruling. To obtain your public support status, answer line 6b if you checked box g in line 5 above. Answer line 6b(i) if you checked box h in line 5 above. If you checked box i in line 5 above, answer both lines 6b(i) and (ii).
- (i) (a) Enter 2% of line 8, column (a) on Part IX-A, Statement of Revenues and Expenses.
- (b) Attach a list showing the name and amount contributed by each person, company, or organization whose gifts totaled more than the 2% amount. If the answer is "None," check this box.
- (ii) (a) For each year amounts are included on lines 1, 2, and 9 of Part IX-A, Statement of Revenues and Expenses, attach a list showing the name of and amount received from each disqualified person. If the answer is "None," check this box.
- (b) For each year amounts are included on line 9 of Part IX-A, Statement of Revenues and Expenses, attach a list showing the name of and amount received from each payer, other than a disqualified person, whose payments were more than the larger of (1) 1% of line 10, Part IX-A, Statement of Revenues and Expenses, or (2) \$5,000. If the answer is "None," check this box.

7. Did you receive any unusual grants during any of the years shown on Part IX-A, Statement of Revenues and Expenses? If "Yes," attach a list including the name of the contributor, the date and amount of the grant, a brief description of the grant, and explain why it is unusual. Yes No

KANSAS REGIONAL PRISONS MUSEUM INC

Sincerely,



Robert Choi
Director, Exempt Organizations
Rulings and Agreements

Enclosure: Publication 4981-FC
Statute Exemption

RON THORNBURGH
Secretary of State



Memorial Hall, 1st Floor
120 S.W. 10th Avenue
Topeka, KS 66612-1594
(785) 296-4564

STATE OF KANSAS

August 17, 2007

LEONARD LOCKWOOD
KANSAS REGIONAL PRISONS MUSEUM, INC.
28220 183RD ST
LEAVENWORTH KS 66048

RE: KANSAS REGIONAL PRISONS MUSEUM, INC.

ID. # 4108056 (USE IN ALL CORRESPONDENCE WITH OUR OFFICE)

Enclosed are your certified articles of incorporation for a Kansas not for profit corporation. Your corporation's business entity identification number is at the top of this page. This business entity identification number should be used in all correspondence with our office.

Every not for profit corporation must file an annual report with the Secretary of State and pay a filing fee. The annual report and fee are due together on the 15th day of the 6th month following the entity's tax year end (for example, June 15, 2005 for entities with a December 31, 2004 tax year end). An annual report is not required if the corporation has not been incorporated for six months prior to its first tax year end. If your corporation operates on a tax year end other than the calendar year, you must notify our office in writing prior to December 31.

The annual report may be filed electronically at www.kssos.org or you may obtain a paper form from the Web site.

cne

4108056

(Page 2)

Contact Information
 Kansas Secretary of State
 Ron Thornburgh
 Memorial Hall, 1st Floor
 120 S.W. 10th Avenue
 Topeka, KS 66612-1594
 (785) 296-4564
 kssos@kssos.org
 www.kssos.org

KANSAS SECRETARY OF STATE
Not For Profit Articles of Incorporation

CN

All information must be completed or this document will not be accepted for filing.

51

08-17-2007	13:24:00
0141 01	\$20.00
051 002 PP	1
FILE#: 4108056	FILED BY KS SOS



02044180

1. Name of the corporation:

Kansas Regional Prisons Museum, Inc.

2. Address of registered office in Kansas:

Address must be a street address. A post office box is unacceptable.

115 East Kansas

Street address

Lansing

City

Kansas

State

66043

Zip

3. Name of resident agent at above address:

Leonard Lockwood

4. Nature of corporation's business or purpose:

Museum representing the past, present and future of the four prisons located in Leavenworth County, Kansas. See Attached for purpose.

5. Will this corporation have authority to issue capital stock? Yes No

If yes, the total number of shares authorized:

- _____ shares of _____ stock, class _____ par value of _____ dollars each
- _____ shares of _____ stock, class _____ par value of _____ dollars each
- _____ shares of _____ stock, class _____ without nominal or par value
- _____ shares of _____ stock, class _____ without nominal or par value

If applicable, state any designations, powers, rights, limitations or restrictions applicable to any class of stock or any special grant of authority to be given to the board of directors:

6. Are conditions of membership fixed by the bylaws? Yes No

If no, state conditions of membership:

7. Name and mailing address of incorporator(s):

Name	Street address	City	State	Zip
<i>Leonard Lockwood</i>	<i>28220 183rd St</i>	<i>Leavenworth</i>	<i>Kansas</i>	<i>66048</i>

FILED
 SECRETARY OF STATE
 2007 AUG 17 PM 12:10

8. Name and mailing address of each director:

Name	Street address	City	State	Zip
See Attached				

9. Is this corporation perpetual? Yes No

If no, the term for which this corporation is to exist is: _____
Month Day Year

• Tax closing date, if known: December 31
Month Day

I declare under penalty of perjury under the laws of the state of Kansas that the foregoing is true and correct.

Executed on the 14th of August, 2007.
Day Month Year

(Signatures must correspond exactly to the names of the incorporators listed in number 7.)

Leeward Lockwood

Mailing Information

Where would you like the Secretary of State's office to send official mail? If no address is given, the mail will be sent to the registered office.

28220 183rd St. Leavenworth Kansas 66048
Street address City State Zip

The mail should be addressed to the following named individual: Leeward Lockwood

Instruction

Submit this form with the \$20 filing fee.
Notice: There is a \$25 service fee for all returned checks.

Aug. 17, 2007

Notice:

Not for Profit Corporations do not automatically qualify for exemption from federal taxes. In order to qualify for exemption, the Internal Revenue Service (IRS) requires that the articles of incorporation contain certain provisions. This form does not contain these requisite provisions. Accordingly, if the corporation plans to seek federal tax exemption from the IRS, you should refer to section 501(c)(3) of the Internal Revenue Code. The IRS publication "Tax Exempt Status for Your Organization," IRS Publication 557, contains explanations and sample language for the provisions required. You can call the IRS at (800)829-3676 for a copy of the publication or download the publication at www.irs.ustreas.gov. If you have any additional questions about federal tax exemption you should contact the IRS.

4. Nature of corporation's business or purpose.

Said corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered. No substantial part of the activities of the corporation shall be the carrying on of propoganda or otherwise attempting to influence legislation and the corporation shall 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 provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

Upon dissolution of the corporation, the Board of Trustees shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation in such manner, or to such organization or organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by the district court in 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.

8. Name and mailing address of each director.

<u>Name</u>	<u>Street Address</u>	<u>City</u>	<u>State</u>	<u>Zip</u>
Kenneth Bernard	119 E. Lois	Lansing	Kansas	66043
Peter Grande	1301 N. Warehouse Rd	Ft. Leavenworth	Kansas	66027
Sarah Huffman	1119 Sycamore Ridge	Lansing	Kansas	66043
Bill Johnson	4225 Valley View Rd.	Leavenworth	Kansas	66048
Fred Lawrence	100 Highway Terrace	Leavenworth	Kansas	66048
Leonard Lockwood	28220 183 rd Street	Leavenworth	Kansas	66048
David McKune	115 Southfork	Lansing	Kansas	66043
Jerry Reilly	2115 Lecompton Rd.	Leavenworth	Kansas	66048
Harley Russell	3013 Garland Street	Leavenworth	Kansas	66048
Kenny Wilk	715 Cottonwood Drive	Lansing	Kansas	66043