

AMENDED AND RESTATED BY-LAWS OF
THE WICHITA BAR ASSOCIATION

ARTICLE I - NAME

This Association shall be known as THE WICHITA BAR ASSOCIATION.

ARTICLE II - OBJECTS

The objects of this Association are the encouragement of the legal profession; the elevation of the standard of professional learning and integrity; the attainment of the greatest degree of respect for the efforts and influence of the bar in the administration of justice; the cultivation of fraternal relations among its members; the promotion of public access to the law; the acquisition and maintenance of a law library and adequate housing therefor; and to do such other things as may reasonably promote learning, respect and appreciation of law and the administration of justice.

ARTICLE III - MEMBERSHIP

Section A: General Membership. General Members of the Association, in good standing as of January 8, 1974, may continue their present membership upon the payment of dues as herein provided. All other persons who are eligible for membership as herein provided shall apply for such membership as herein provided by the Board of Governors and subject to approval by the Board of Governors.

Section B: Active Members. Members of the Judiciary and attorneys admitted to the practice of law in the State of Kansas or elsewhere and who are engaged in the legal or judicial profession in Sedgwick County, Kansas, shall be eligible for active membership with voting privileges.

Section C: Associate Members. An otherwise qualified member of the Judiciary or attorney who does not reside in the immediate vicinity of the Wichita metropolitan area and who is not actively engaged in the legal or judicial profession in Sedgwick County, Kansas, shall be eligible for Associate Membership (non-active, non-voting).

Section D: Student Members. Any person currently enrolled in law school and pursuing a J.D. degree or someone who has been granted a J.D. degree and has taken a bar exam within 12 months of becoming eligible to take a bar exam, shall be eligible for membership as a Student (non-active, non-voting) Member until bar examination results are received.

Section E: Honorary Members. Any person chosen by the Board of Governors may be eligible for Honorary Membership (non-active, non-voting) upon such terms and conditions as may be prescribed by the Board of Governors.

Section F: Life Members. Any active or associate Member of the Association, age 70 or over, and all Federal Judges in the District of Kansas, shall be eligible for Life Membership (active,

voting) in the Association, upon such terms and conditions as may be prescribed by the Board of Governors.

Section G: Inactive Status. Any active or associate member of the Association who has taken inactive status with the Kansas Supreme Court and is no longer actively engaged in the practice of law shall be eligible for Inactive Status Membership (non-active, non-voting).

Section H: Holding Office & Voting. Only Active and Life Members of the Association in good standing shall be entitled to vote at any Association meeting or to hold office in the Association.

Section F: Memberships non-transferable. No Association Membership shall be transferable.

ARTICLE IV - OFFICERS AND BOARD OF GOVERNORS

Section A: Officers. The Officers of the Association shall be:

1. President: A President who shall preside at all meetings of the Board of Governors and of the Association and who shall have general supervision and management of the affairs of the Association, subject to the approval of the Board of Governors and who shall perform such other duties as are incident to the office or properly required by the Board of Governors.
2. Vice-President: A Vice-President who shall be vested with all of the powers and who shall perform all of the duties of the President in the absence or disability of the President, and who shall perform such other duties as may from time to time be prescribed by the Board of Governors
3. President-Elect: A President-Elect who shall be vested with all of the powers and who shall perform all of the duties of the President and the Vice-President, in the absence or disability of the President and Vice President, and who shall perform such other duties as may be from time to time prescribed by the Board of Governors.
4. Secretary-Treasurer: A Secretary-Treasurer who shall be responsible for the funds of the Association and the disbursement thereof, for the recording of the minutes of the Board of Governors' meetings, and who shall perform such other duties as Secretary-Treasurer as may from time to time be prescribed by the Board of Governors.

Section B: Terms of Office. The President-Elect, the Vice-President and the Secretary-Treasurer shall be elected for one year terms at the annual meeting in the manner prescribed in the By-Laws. The President-Elect shall automatically succeed to the office of the President for a one-year term. The duties of the officers commence upon their installation in June.

Section C: Board of Governors.

1. Composition: The Board of Governors shall be composed of the President, President-Elect, Vice-President, Secretary-Treasurer, and six (6) other voting members of the Association, three (3) of whom shall be elected each year for a term of two (2) years. Ex officio non-voting members shall include: the President of the Young Lawyers Association, one member of the Law Library Board of Trustees, and one Kansas Bar Association Board of Governors member from District Seven (7).

2. Duties and Responsibilities: The Board of Governors shall manage the business of the Association under the By-Laws. It may employ an Executive Director for the purpose of handling all administrative details and performing such other duties as the Association or the Board may outline at such compensation and under such terms and conditions as it may deem proper. It may provide for an office for the Executive Director and employ such assistants for the officers and for the Executive Director as may be deemed necessary and in the best interests of the Association. The Board of Governors shall authorize and control the disposition and disbursement of the funds of the Association and may appropriate such funds as it deems necessary to conduct the business and accomplish the purposes of the Association. The duties of the Board of Governors shall commence upon their installation in June.

3. Presiding Officers: The President of the Association shall be the presiding officer at all meetings (of the Board of Governors). If the President is absent, the Vice-President shall preside. If the President and Vice-President are both absent, then, the President-Elect shall be the presiding officer.

4. Meetings: The Board of Governors shall hold meetings at least monthly or more often should the business of the Association justify, and six (6) members of the Board of Governors shall constitute a quorum for the transaction of business. A vote by the majority of members present constituting a quorum shall constitute action of the Board of Governors.

5. Executive Committee. The Executive Committee shall be composed of the officers of the Association and shall manage the affairs of the Association between regular meetings of the Board of Governors, or as delegated by the Board of Governors.

6. Indemnification of Governors and Officers: When a person is sued, either alone or with others, because the person is or was a governor or officer of the Association, or of another corporation serving at the request of the Association, in any proceeding arising out of the person's alleged misfeasance or nonfeasance in the performance of the person's duties or out of any alleged wrongful act against the Association or by the Association, the person shall be indemnified for the person's reasonable expenses, including attorneys' fees incurred in the defense of the proceeding, if

both of the following conditions exist:

- (a) The person sued is successful in whole or in part, or the proceeding against the person is settled with the approval of the court.
- (b) The court finds that the person's conduct fairly and equitably merits such indemnity.

The amount of such indemnity which may be assessed against the Association, its receiver, or its trustee, by the court in the same or in a 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 the person in connection with the defense, and the court may order the fees and expenses to be paid directly to the attorney or other person, even though not a party to the proceeding. Notice of the application for such indemnity shall be served upon the Association, 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 Article VI, Section C, for giving notice of members' meetings, in such form as the court directs.

ARTICLE V - ELECTIONS

Section A: Election Process and Procedures. All officers of the Association and the members of the Board of Governors elected by the Association shall be chosen by election in the manner herein provided. At least ten (10) days before the annual meeting, a nominating committee of eleven (11) members shall be named, four (4) members appointed by the President and six (6) members elected at a regular meeting or special meeting of the Association. The President-Elect shall serve as Chair of the Nominating Committee. The nominating committee shall submit to the Association on or before the annual meeting the names of at least one (1) candidate each for the offices of President-Elect, Vice-President, Secretary-Treasurer and Trustee of the Law Library, and the offices of the Board of Governors, to be elected at the annual meeting. Election shall be by ballot and the candidates securing a plurality of votes shall be declared elected. Each voting member present shall have one (1) vote for each office to be elected. In the event no candidate for an office shall receive a plurality of the votes cast, another ballot shall be taken for the two (2) candidates having the highest number of votes for the office at the same election meeting at which the original vote is held. The Board of Governors may establish a procedure to allow members to vote in person in advance of the annual meeting under such terms and conditions as may be prescribed by the Board of Governors. Only Active and Life members of the Association shall hold office.

Section B: Terms of Office and Vacancies. All officers shall hold office until their successors are elected or appointed as provided in these By-Laws. A vacancy in any office shall be filled by appointment by the Board of Governors until the next annual meeting, except vacancy in the office of President, which shall be filled by the President-Elect of the Association until the next

annual election.

Section C: Trustees of Law Library. At each Annual Meeting of the Association there shall be elected one (1) trustee of the law library to serve for a three-year term. The trustee of the law library shall be an Active or Life member of the Association. At the annual meeting, nominations may be made from the floor for additional candidates. The unexpired term of any vacancy occurring among the three (3) trustees of the law library elected by the Association shall be filled by the Board of Governors in office at the time the vacancy occurs.

ARTICLE VI - ASSOCIATION MEETINGS

Section A: Annual Meeting. There shall be an annual meeting of the Association on the date designated by the Board of Governors in the month of March of each year, at which meeting the officers shall be elected. Officers elected shall be installed in their respective offices at a meeting of the Association in the month of June following the election and upon their installation shall enter into their respective duties. The installation date shall be determined by the Board of Governors.

Section B: Monthly Meetings. Meetings shall be held on the second Tuesday of each month, or as otherwise designated by the Board of Governors. At these meetings and at the regular adjourned meetings thereof, any and all business of the Association may be transacted, except the election of officers unless otherwise provided herein. The regular monthly meetings of the Association shall be held during the months of October through April each year unless otherwise designated by the Board of Governors.

Section C: Special Meetings. Special meetings of the Association may be called at any time by the Board of Governors or upon written request addressed to the President of the Association by at least twenty (20) voting members in good standing. The special meeting must be held within thirty (30) days of such a request. At the special meetings no business shall be transacted except such as shall be specified in the call thereof and notice of the same shall be given to each voting member in good standing by mail, electronic means, or by publication of the official journal of the Association at least five (5) days before such meeting.

Section D: Quorum. Fifty (50) voting members shall constitute a quorum at any meeting of the Association. A vote by the majority of members present constitutes action of the membership.

ARTICLE VII - FEES AND DUES

Section A: Dues. Annual dues shall be set by the Board of Governors in the following categories:

Associate Members (non-active)
Student Associate (non-active)
Honorary Membership (non-active) No Dues
First and second year following admission to Bar (active)

Third and fourth year following admission to Bar (active)
Fifth year or more following admission to Bar (active)
Inactive Status (non-active)
Life Membership (active) No Dues

Annual dues shall be payable, in advance, on the first day of July.

In addition to the annual dues, the Board of Governors may, when necessary, recommend a special assessment to be voted on at any monthly or special meeting called for that purpose, which special assessment shall not be effective unless a majority of the voting members in attendance at any such meeting shall have voted in favor of such special assessment. Notice of any proposed special assessment to be voted on at any meeting must appear in the official publication of the Wichita Bar Association prior to the meeting or written notification of such proposed special assessment must be sent to each active member of the Association at least five (5) days prior to the meeting at which it is to be voted.

Section B: Life and Honorary Members. Life and Honorary members shall be exempt from regular dues, unless the Board of Governors shall provide otherwise.

Section C: Delinquent Dues. When any member becomes delinquent in the payment of dues for thirty (30) days or more, unless excused by the Board of Governors, membership in the Association shall cease without further action of the Association and may only be reinstated by following the procedure for an eligible person seeking membership.

ARTICLE VIII - OUALIFICATIONS

Denial or Removal of Membership. Any eligible person may be denied membership or any member may be suspended or expelled if convicted of any felony or if determined by the membership or ethics committee, subject to review by the Board of Governors, to be guilty of professional misconduct or misconduct in relation to the Association, following such procedure as the Board of Governors may prescribe in such cases.

ARTICLE IX - COMMITTEES

Section A: Ethics Committee. It shall be the duty of the President, within thirty (30) days from the date of installation, to appoint from the members a committee on Ethics. This committee shall consist of not less than nine (9) voting members whose duty it shall be to investigate and hear grievances and to make such investigations as are provided for by the Rules of the Supreme Court of Kansas, and to suspend or expel any member from the Association for just cause, subject to review by the Board of Governors. The committee shall have the power to prescribe its own rules and procedures and shall have the right to form sub-committees for the purpose of considering any specific matters.

Section B: Other Committees. It shall be the duty of the President, within thirty (30) days

from the date of installation, to constitute such other committees as may be necessary to accomplish the objects of the Association, and to appoint chairs and members thereof and to define their duties.

ARTICLE - FISCAL YEAR

The fiscal year of this Association, shall be from July 1st of each year to June 30th of the following year.

ARTICLE XI - AMENDMENTS

These By-Laws may be amended by a two-thirds (2/3) majority vote of the voting membership of the Association present at any regular meeting or at any special meeting called for that purpose.

CERTIFICATE OF SECRETARY

At the regular meeting of the Wichita Bar Association membership on October 9, 2007, on motion duly made and seconded, a two-thirds (2/3) majority of the voting membership of the Association present approved the Amended and Restated By-Laws of the Wichita Bar Association.