

Table of Contents  
To

**BYLAWS OF HETLINGER DEVELOPMENTAL SERVICES, INC.**

Article I MEMBERSHIP

Section 1	Membership.....	3
Section 2	Application for Membership.....	3
Section 3	Resignation from Membership.....	3
Section 4	Termination or Suspension.....	3
Section 5	Transfer of Membership.....	3
Section 6	Fines and Penalties.....	3
Section 7	Place of Meetings.....	3
Section 8	Meetings of Voting Members and Other Membership Matters.....	4
Section 9	Special Meetings.....	4
Section 10	Informal Meetings.....	4
Section 11	Voting.....	5
Section 12	Quorum.....	5
Section 13	Consent of Absentees.....	5
Section 14	Proxies.....	5
Section 15	Inspection of Corporate Records.....	5
Section 16	Inspection of Bylaws.....	5

Article II DIRECTORS

Section 1	Powers.....	6
Section 2	Number, Term, and Qualifications of Directors.....	7
Section 3	Nominating Committee.....	7
Section 4	Election of Directors.....	7
Section 5	Removal of Directors.....	7
Section 6	Vacancies.....	7
Section 7	Compensation.....	7
Section 8	Participation in Meetings by Conference Telephone.....	7
Section 9	Conflicts of Interest.....	8
Section 10	Place of Meetings.....	8
Section 11	Regular Meetings.....	8
Section 12	Special Meetings.....	8
Section 13	Waiver of Notice.....	9
Section 14	Quorum.....	9
Section 15	Adjournment.....	9
Section 16	Votes and Voting.....	9
Section 17	Inspection of Books and Records.....	9

Article III OFFICERS

Section 1 Officers..... 9  
Section 2 Election.....9  
Section 3 Subordinate Officers, Etc.....10  
Section 4 Vacancies.....10  
Section 5 Removal and Resignation.....10  
Section 6 President of the Board.....10  
Section 7 Vice-President.....10  
Section 8 Secretary.....10  
Section 9 Treasurer.....11

Article IV MISCELLANEOUS

Section 1 Dues.....11  
Section 2 Use of Roberts Rules of Order.....11  
Section 3 Indemnification of Directors/Officers.....11  
Section 4 Checks, Drafts, Etc.....12  
Section 5 Annual Report.....12  
Section 6 Contracts, Deeds, Etc., How Executed.....12  
Section 7 Fiscal Year.....12

Article V DISSOLUTION

Section 1 Dissolution.....13

Certification of Secretary.....13

Appendix A Request for Records Form.....14

Appendix B Potential Conflict of Interest Statement Form.....15

# BYLAWS OF HETLINGER DEVELOPMENTAL SERVICES, INC.

## ARTICLE I Membership

**Section 1. Membership.** Members shall be from the general public and shall pay dues for each calendar year in the amount recommended by the board of directors and approved by the members. All members are voting members.

**Section 2. Application for Membership.** Applications for membership shall be made in the manner prescribed by a resolution of the board of directors. Honorary memberships shall be determined under terms and conditions as specified by resolution of the board of directors.

**Section 3. Resignation from Membership.** A resignation from membership shall be presented to the board of directors, but shall not relieve any member from any liability for any dues, assessments or other obligations to the corporation which are unpaid at the time such resignation is filed, or which may arise prior to the acceptance of the resignation.

**Section 4. Termination or Suspension.** If any member of the corporation shall commit any act prejudicial to the conduct of the affairs of the corporation or the purposes for which it is formed, or shall have changed his status so as to be ineligible for membership, such person shall be notified in writing to appear personally before the board of directors at a designated time not less than thirty (30) days after such notification and at such time, be given a hearing. By a two-thirds vote of all of the board of directors present at the meeting, the membership of such person in the corporation may be terminated or suspended. Suspension is not appropriate where the person has ceased to be a person in the category of persons eligible for membership. If either suspension or termination is decided upon, the terms and conditions of same shall be specified in writing and delivered to the suspended or terminated member.

Written notices hereunder shall be delivered by registered mail to the member's last known address.

**Section 5. Transfer of Membership.** Memberships in the corporation shall be nontransferable. There shall be no transfer or alienation by inter vivos or testamentary device or otherwise.

**Section 6. Fines and Penalties.** Fines or penalties are not permitted. The penalty for misconduct is suspension or termination, as provided above.

**Section 7. Place of Meetings.** All annual meetings of members and all other meetings of members shall be held at the principal office of the corporation unless another place within or without the State of Kansas is designated by the board of directors pursuant to authority hereinafter granted to said board.

**Section 8. Meetings of Voting Members and Other Membership Matters.**

The annual meetings of the members shall be held on the third Thursday of January in each year at 7:00 p.m. of said day; provided, however, that should said day fall upon a legal holiday, then such annual meeting of members shall be held at the same time and place on the Thursday following such designated meeting date. At such meeting, directors shall be elected, reports of the affairs of the corporation shall be considered, and any other business may be transacted which is within the power of the members.

Written notice of each annual meeting shall be given to each member entitled to vote, either personally or by mail or other means of written communication, charges prepaid, addressed to such member at his address appearing on the books of the corporation or given by him to the corporation for the purpose of notice. If a member gives no address, notice shall be deemed to have been given if published at least once in some newspaper of general circulation in the county in which said office is located. All such notices shall be sent to each member entitled thereto not less than ten (10) days nor more than sixty (60) days before each annual meeting, and shall specify the date, the place, the day and the hour of such meeting, and shall state such other matters, if any, as may be expressly required by statute.

**Section 9. Special Meetings.** Special meetings of the members, for any purpose or purposes whatsoever, may be called at any time by the president or by the board of directors, or the Executive Director. Except in special cases where other express provision is made by statute, notice of such special meetings shall be given in the same manner as for annual meetings of members. Notices of any special meeting shall specify in addition to the place, day and hour of such meeting, the general nature of the business to be transacted.

**Section 10. Informal Meetings.** Informal meetings of the members, for any purpose or purposes whatsoever, may be called by the Executive Director upon request of fifteen or more members. Notice shall be given as notice for special meetings set forth in Section 9 hereof.

**a. Officers.** The membership may elect at its request at the annual meeting, a liaison representative, a vice-liaison representative, and a secretary for the informal meetings of the membership. The liaison representative shall have general supervision, direction, and control of the members at informal meetings and shall speak for and communicate with the Executive Director on behalf of the membership. The vice-liaison representative shall preside at the informal meetings in the absence of the liaison representative. The secretary shall keep a book of minutes of the informal meetings of the membership, the names of those present at informal meetings and such other and further action as may come before the membership at the informal meetings. The minutes will be submitted to the Executive Director to retain and may be viewed upon request.

**Section 11. Voting.** Unless the board of directors has fixed in advance a date for purposes of determining entitlement to vote at the meeting, the date shall be as of the close of business on the second Thursday of January. Unless otherwise provided in the Articles of Incorporation, all elections of directors shall be by written ballot. Each voting member shall have one (1) vote for all matters which may properly come before the members at any annual or special meeting.

**Section 12. Quorum.** The presence in person of twenty (20) of the voting members at a meeting shall constitute a quorum for the transaction of business at a special or annual meeting only and no business shall be conducted at informal meetings. The members present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment, unless a call for a quorum ascertains a quorum no longer exists.

**Section 13. Consent of Absentees.** The transactions of any meeting of members, either annual or special, however called and noticed, shall be as valid as a meeting duly held after regular call and notice, if a quorum be present, and if, either before or after the meeting, each of the members entitled to vote, not present in person, signs a written waiver of notice, or a consent to the holding of such meeting, or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

**Section 14. Proxies.** Every person entitled to vote shall have the right to vote in person only and not by proxy.

**Section 15. Inspection of Corporate Records.** The membership ledger, the books of account, and minutes of proceedings of the members, the board of directors and of executive committees of directors shall be open to inspection upon the written demand of any member within three (3) business days of such demand during ordinary business hours if for a purpose reasonably related to his interests as a member. The list of members entitled to vote shall be prepared at least seven (7) days before every meeting of members entitled to vote by the secretary, and shall be open to inspection by any member, for any purpose germane to the meeting, during ordinary business hours for at least seven (7) days prior to such meeting. Such inspection may be made in person or by an agent or attorney authorized in writing by a member, and shall include the right to make abstract. Demand of inspection other than at a members' meeting shall be made in writing upon the president, secretary, assistant secretary or Executive Director of the corporation by completing the Request for Records Form which appears as Appendix A of these bylaws.

**Section 16. Inspection of Bylaws.** The corporation shall keep in its principal office for the transaction of business the original or a copy of these bylaws as amended or otherwise altered to date, certified by the secretary, which shall be open to inspection by the members at all reasonable times during ordinary business hours.

## **ARTICLE II**

### **Directors**

**Section 1. Powers.** Subject to limitations of the Articles of Incorporation, of the bylaws, and of the Kansas Corporation Code as to action which shall be authorized or approved by the members, and subject to the duties of directors as prescribed by the bylaws, all corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation shall be controlled by, the board of directors. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the directors shall have the following powers, to-wit:

First - To select and remove all other officers, agents and employees of the corporation, prescribe such powers and duties for them as may not be inconsistent with the law, or with the Articles of Incorporation or bylaws, fix their compensation, and require from them security for faithful service.

Second – To conduct, manage, and control the affairs and business of the corporation, and to make such rules and regulations therefore not inconsistent with the law, or with the Articles of Incorporation or the bylaws, as they may deem best.

Third – To change the principal office and registered office for the transaction of the business of the corporation from one location to another; to fix and locate from time to time one or more subsidiary offices of the corporation within or without the State of Kansas; to designate any place within or without the State of Kansas for the holding of any members' meeting or meetings; to adopt, make and use a corporate seal, to prescribe the forms of membership certificates, and to alter the forms of such seal and of such certificates from time to time, as in their judgment they may deem best, provided such seal and such certificate shall at all times comply with the provisions of law.

Fourth – To borrow money incur indebtedness for purposes of the corporation, and to cause to be executed and delivered therefor, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations or other evidences of debt and securities therefor.

Fifth – To appoint an executive committee and other committees, and to delegate to such committees any of the powers and authority of the board in the management of the business and affairs of the corporation, except the power to adopt, amend or repeal bylaws. Any such committee shall be composed of two or more directors.

Sixth – To utilize all dues paid by the members for administrative purposes of the membership and shall not authorize nor permit the income of this corporation nor funds raised from the public to be used for such purposes.

Seventh – To review these Bylaws annually. New Bylaws may be adopted by, and may be altered, amended, or repealed by a majority vote of the board of directors at a regular meeting or a special meeting called upon fourteen (14) days written notice of such contemplated action.

**Section 2. Number, Term, and Qualifications.** The number of directors constituting the board of directors shall be fixed from time to time by the board of directors, and shall be twelve until changed by amendment to this bylaw. Directors must be members.

Each director shall hold office for three years and until their respective successors are elected, or until death, resignation, retirement, removal, or disqualification. A director shall not be elected to more than three (3) consecutive terms on the Board of Directors.

The corporation will maintain a goal that twenty five percent (25%) of the board of directors will be consumer representatives. As used herein, consumer representative means a receiver of direct services, or a parent, immediate relative or personal representative of a person with developmental disabilities.

**Section 3. Nominating Committee.** There shall be a Nominating Committee composed of the President and at least two (2) other members of the Board of Directors. Members at large may nominate a candidate by submitting the individual's name, address, and a brief biography to the Nominating Committee. The Board of Directors shall prepare a slate of nominees to be voted on by the membership. Nominees must agree to have the following background checks completed: KBI, SRS Adult Abuse Registry, SRS Child Abuse Registry, Kansas Department of Health and Environment List of Individuals with Findings of Abuse, Neglect, or Exploitation.

**Section 4. Election of Directors.** New directors shall be elected by the vote of the membership. Those persons who receive the highest number of votes for the open positions at an annual meeting at which a quorum is present shall be deemed to have been elected. The elections of directors shall be by ballot.

**Section 5. Removal of Directors.** Any director may be removed at any time with cause by the vote of a three-fourths (3/4) majority of the directors present at a meeting at which a quorum is present.

**Section 6. Vacancies.** Any vacancy occurring in the elected directors may be filled by appointment of a majority of the remaining directors even though less than a quorum, or by the sole remaining director. A director filling a vacancy shall be appointed for the unexpired term of his predecessor in office, of which time shall not count toward elected terms of office.

**Section 7. Compensation.** The Board of Directors may not compensate directors for their services as such but may provide for the payment of any or all expenses incurred by directors in attending regular and special meetings of the Board.

**Section 8. Participation in Meeting by Conference Telephone.** Members of the Board may participate in a meeting through use of conference telephone or computer internet web-ex program or similar communications equipment, so long as members participating in such meeting can communicate with one another.

**Section 9. Conflicts of Interest.** In the event that any director has a conflict of interest that might properly limit such director's fair and impartial participation in board deliberations or decisions, such director shall inform the Board as to the circumstances of such conflict. If those circumstances require the nonparticipation of the affected director, the board may nonetheless request from the director any appropriate nonconfidential information that might inform its decisions. "Conflict of interest," as referred to herein, shall include but shall not be limited to, any transaction by or with the corporation in which a director has a direct or indirect personal interest, or any transaction in which a director is unable to exercise impartial judgment or otherwise act in the best interests of the corporation.

No director shall cast a vote, nor take part in the final deliberation in any matter in which he or she, members of his or her immediate family or any organization to which such director has allegiance, has a personal interest that may be seen as competing with the interest of the corporation. Any director who believes he or she may have such a conflict of interest shall so notify the board prior to deliberation on the matter in question, and the board shall make the final determination as to whether any director has a conflict of interest in any matter. The minutes of the board meeting shall reflect disclosure of any conflict of interest and the recusal of the interested director.

Should any director become aware of a potential or actual conflict of interest involving a fellow director that has not been disclosed, he or she shall ask the fellow director to disclose the conflict, and if the fellow director does not do so, shall bring the matter to the attention of the board of directors.

Directors will be asked to sign a Potential Conflict of Interest Statement Form which appears as Appendix B of these bylaws.

Paid employees of the corporation are not eligible to serve as directors.

**Section 10. Place of Meetings.** Regular and special meetings of the board of directors shall be held at any place within the State of Kansas which has been designated from time to time by resolution of the board or by written consent of all members of the board. In the absence of such designation, all meetings shall be held at the principal office of the corporation.

**Section 11. Regular Meetings.** Regular meetings of the board of directors shall be held without call at such time as the board of directors may from time to time designate in advance of such meetings; provided, however, should said day fall upon a legal holiday, then said meeting shall be held at the same time on the next day thereafter ensuing which is not a legal holiday. Notice of all such regular meetings of the board of directors is hereby waived.

**Section 12. Special Meetings.** Special meetings of the board of directors for any purpose or purposes may be called at any time by the president or, if he is absent or unable or refuses to act, by the secretary or by any other director. Notice of such special meetings shall be given by written notice or mailed electronically as far in advance as possible.

**Section 13. Waiver of Notice.** The transactions of any meeting of the board of directors, however called and noticed or wherever held, shall be as valid as a meeting duly held after regular call and notice, if a quorum be present, and if, either before or after the meeting, each of the directors not present does not object.

**Section 14. Quorum.** A majority of the total number of directors shall be necessary to constitute a quorum for the transaction of business, except to adjourn as hereinafter provided. Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the board of directors. The directors present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of enough directors to leave less than a quorum.

**Section 15. Adjournment.** A majority of the directors present may adjourn any directors' meeting to meet again at a stated day and hour or until the time fixed for the next regular meeting of the board.

**Section 16. Votes and Voting.** All votes required of directors hereunder may be by voice vote or show of hands, unless a written ballot is requested, which request may be made by one director. Each director shall have one vote.

**Section 17. Inspection of Books and Records.** Any director shall have the right to examine the corporation's membership ledger, a list of its members entitled to vote and its other books and records for a purpose reasonably related to such director's position as a director. When there is any doubt concerning the inspection rights of a director, the parties may petition the District Court, which may, in its discretion, determine whether an inspection may be made and whether any limitations or conditions should be imposed upon the same.

### **ARTICLE III Officers**

**Section 1. Officers.** The officers of the corporation shall be a president, a secretary and a treasurer. The corporation may also have, at the discretion of the board of directors, a vice-president, one or more assistant secretaries and one or more assistant treasurers, and such other officers as may be appointed in accordance with the provisions of Section 3 of this Article III. Any number of offices may be held by the same person.

**Section 2. Election.** The officers of the corporation, except such officers as may be appointed in accordance with the provisions of Section 3 or Section 4 of this Article III, shall be chosen annually by the board of directors, and each shall hold his office until he shall resign or shall be removed or otherwise disqualified to serve, or his successor shall be elected and qualified.

**Section 3. Subordinate Officers, Etc.** The board of directors may appoint such other officers as the business of the corporation may require, each of whom shall have authority and perform such duties as are provided in these bylaws or as the board of directors may from time to time specify, and shall hold office until he shall resign or shall be removed or otherwise disqualified to serve.

**Section 4. Vacancies.** A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled in the manner prescribed in these bylaws for regular appointment to such office.

**Section 5. Removal and Resignation.** Any officer may be removed with cause by a majority of the directors at the time in office, at any regular or special meeting of the board. Any officer may resign at any time upon written notice to the corporation.

**Section 6. President of the Board.** The president of the board shall, if present, preside at all meetings of the board of directors, and exercise and perform such other powers and duties as may be from time to time assigned to him or her by the board of directors or prescribed by these bylaws. The president of the board shall be the chief executive officer of the corporation and shall, subject to the control of the board of directors, have general supervision, direction and control of the members and at all meetings of the board of directors.

**Section 7. Vice-President.** In the absence or disability of the president, the vice-president, if there be such an officer, shall perform all the duties of the president, and when so acting shall have all the powers of, and be subject to all the restrictions upon, the president. The vice-president shall have such other powers and perform such other duties as from time to time may be prescribed for him or her by the board of directors or these bylaws.

**Section 8. Secretary.** The secretary shall keep, or cause to be kept, a book of minutes at the principal office or such other place as the board of directors may order, of all meetings of directors and members, with the time and place of holding, whether regular or special, and if special, how authorized, the notice thereof given, the names of those present at directors' meetings, the members present or represented at members' meetings and the proceedings thereof.

The secretary shall keep, or cause to be kept, at the principal office or at the office of the corporation's transfer agent, a membership ledger, showing the names of the members and their addresses, and the number and date of membership certificates issued; and the date of suspension, termination or resignation of every membership certificate surrendered for cancellation.

The secretary shall give, or cause to be given, notice of all the meetings of the members and of the board of directors required by these bylaws or by law to be given, and he or she shall keep the seal of the corporation in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the board of directors or these bylaws.

**Section 9. Treasurer.** The treasurer shall keep and maintain or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, surplus and shares. The books of account shall at all reasonable times be open to inspection by any director.

The treasurer shall review the deposit of all monies and other valuables in the name and to the credit of the corporation with such depositories as may be designated by the board of directors. He or she shall disburse the funds of the corporation as may be ordered by the board of directors, shall render to the president and directors, whenever they request it, an account of all of his or her transactions as treasurer and of the financial condition of the corporation, and shall have such other powers and perform such other duties as may be prescribed by the board of directors or these bylaws. He or she shall be bonded, if required by the board of directors.

#### **ARTICLE IV Miscellaneous**

**Section 1. Dues.** The dues required for initial membership and annually or otherwise shall be as specified by written resolution of the board of directors. Such dues may be changed from time to time except that once a member has paid his original membership fee, if any, and becomes a member, no subsequent increase or decrease in the membership fee shall warrant an assessment or require a refund as to such fee with respect to such member. Nonpayment of dues shall be a proper cause for suspension or revocation of membership hereunder. All dues shall be payable as specified by the board of directors. Annual dues shall be in the same amount for all members.

**Section 2. Use of Roberts Rules of Order.** The most current revision of Roberts Rules of Order shall be used for the conduct of all members' and directors' meetings except as otherwise provided hereunder or in the Articles of Incorporation.

**Section 3. Indemnification of Directors and Officers.** The corporation maintains Directors and Officers Liability coverage in the event a director is sued due to his or her actions as a director. A director shall be indemnified for his or her 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 director is settled with the approval of the court.

(b) The court finds that the director's conduct fairly and equitably merits such indemnity or upon approval of a majority of the board of directors.

The amount of any indemnity, which may be assessed against the corporation, by the court shall be whatever expenses 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 in connection with the defense. The court may order the fees and expenses to be paid directly to the attorney or other person, although they are not a party to the proceeding. Notice of the application for such indemnity shall be served upon the corporation, its receiver, or its trustee, and upon the plaintiff and other parties to the proceeding.

**Section 4. Checks, Drafts, Etc.** All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness, issued in the name of or payable to the corporation, shall be signed or endorsed by such person or persons and in such manner as, from time to time, shall be determined by resolution of the board of directors.

**Section 5. Annual Report.** The annual report shall be approved by the board of directors prior to presentation to the membership.

**Section 6. Contracts, Deeds, Etc., How Executed.** The board of directors, except as in these bylaws otherwise provided, may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the corporation. Such authority may be general or confined to specific instances. Unless authorized by the board of directors, no officer, agent or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose in any amount.

Any contracts, agreements, deeds or other instruments conveying lands or any interest therein shall be executed on behalf of the corporation by the president, or by any other specific officer or agent or attorney so authorized by written power which was executed on behalf of the corporation, after a vote of the board of directors authorizing said transaction.

**Section 7. Fiscal Year.** The board of directors shall have the power to set and from time to time change the fiscal year of the corporation. In the absence of action by the board of directors, however, the fiscal year of the corporation shall end each year on the date which the corporation treated as the close of its first fiscal year, until such time, if any, as the fiscal year shall be changed by the board of directors. Changes must be proposed and approved 180 days prior to the new date being implemented.

**ARTICLE V**  
**Dissolution**

**Section 1. Dissolution.** Upon the dissolution of this corporation, the governing body shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under 501 (c) (3) of the Internal Revenue code of 1986 (or the corresponding provision of any future United States Internal Revenue law), as the governing board shall determine. Any such assets not so disposed of shall be disposed of by the District Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

**CERTIFICATE OF SECRETARY**

I, the undersigned, do hereby certify:

(1) That I am the duly elected and acting secretary of Hetlinger Developmental Services, Inc., a Kansas not-for-profit corporation; and

(2) That the foregoing bylaws, comprising of 13 pages plus Appendices A and B, constitute the amended bylaws of said corporation, as duly adopted at the meeting of the Board of Directors duly held on the 19th day of April, 2007.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name and affixed the seal of the said corporation this 19th day of April , 2007.

Karen Pendlay  
Secretary