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TOPEKA, KANSAS

**BYLAWS OF
GROWTH ORGANIZATION OF TOPEKA/SHAWNEE COUNTY, INC**

**A Kansas Corporation Organized Under
Articles of Incorporation Filed**

1. OFFICES

1.1 Registered Office and Resident Agent. The location of the registered office and the name of the resident agent in the State of Kansas shall be such as shall be determined from time to time by the Directors and be on file in the appropriate office of the State of Kansas pursuant to applicable provisions of the law. Other offices may be established from time to time by resolution of the Directors, but such office shall be located within Shawnee County, Kansas.

2. CORPORATE SEAL

2.1 Corporate Seal. If adopted by the Directors, the seal of the Corporation shall have inscribed thereon the name of the Corporation and the words "Corporate Seal - Kansas," and shall be in such form as may be approved by the Directors, who shall have power to alter the same at pleasure.

3. MEMBERSHIP AND DIRECTORSHIP

3.1 Members and Directors. The Directors of the Corporation shall constitute its membership. Any individual United States Citizen of legal age who resides or owns property or has significant business, professional or occupational interest, in Shawnee County, Kansas, may be a Director of the Corporation. Directorship in the Corporation shall be available without regard to race, religion, color, creed, or national origin.

3.2 Number, Qualification and Term. The business and affairs of the Corporation shall be managed by a Board of Directors, the minimum number of which shall be twenty (20) and the maximum number of which shall be thirty-five (35). The Board of Directors shall be made up of elected Directors and ex-officio Directors. The number of Directors may be varied from time to time between the minimum and maximum numbers by action of the Directors. The length of the term of directors shall be three years unless an individual is appointed to fulfill an unexpired term. Terms shall be divided as equally as possible into three different classes for purposes of staggering the Board. The Directors shall hold office for the length of their term or until their successors shall have been elected and shall qualify; however, no provision of this section shall be restrictive upon the right to remove Directors as is hereinafter provided.

The ex-officio Directors shall include the following:

1. President of the Growth Organization of Topeka/Shawnee County, Inc.;
2. President of the Greater Topeka Chamber of Commerce;

3. The Chairman of the Board of the Greater Topeka Chamber of Commerce;
4. The Mayor of the City of Topeka
5. The Chairman of the Shawnee County Commissioners or his/her County Commission designee;
6. One Topeka City Council Member to be appointed by the Mayor;
7. The Executive Director of Downtown Topeka, Inc.;
8. The President of the Metropolitan Topeka Airport Authority;
9. The City Manager of the City of Topeka

3.3 Vacancies: Vacancies on the Board of Directors may be filled by a majority of the remaining Directors, although less than a quorum, or by a sole remaining Director. If the Articles of Incorporation permit the election of Directors without written ballots, then the election of Directors to fill vacancies shall be without written ballots, unless requested by any Director. Each Director so elected shall hold office until his/her successor is elected at an annual or a special meeting of the Directors.

A vacancy or vacancies on the Board of Directors shall be deemed to exist in case of the death, resignation or removal of any Director, or if the Authorized number of Directors is increased, or if any Director or Directors elected shall refuse to serve. If the Board of Directors accepts the resignation of a Director tendered to take effect at a future time, the Board shall have power to elect a successor to take office when the resignation is to become effective.

No reduction of the authorized number of Directors shall have the effect of removing any Director prior to the expiration of his/her term of office.

The Directors may, at any time, by a majority vote of those entitled to vote, remove any Director with or without cause. Cause shall include, but not be limited to, missing fifty percent (50%) of the meetings during any calendar year or failing to abide by the ethical practices criteria adopted by the Board of Directors.

3.4 Place of Meetings. The meetings of the Directors shall be held at the principal offices of the Corporation in Topeka, Kansas, unless a different place, within Shawnee County, Kansas, is specified in the notice or waiver of notice of the meeting.

3.5 Annual Meeting. In the absence of a resolution of the Directors providing otherwise, the annual meeting of the Directors of the Corporation for the election of Directors and the transaction of such other business as may properly come before the meeting shall be held on a date and a time during the month of February determined by the Board.

3.6 Notice of Meeting. Written or printed notice stating the place, day and hour of the Directors' meeting and, in the case of a special meeting of Directors, the purpose or purposes for which the meeting is called, shall be delivered not less than ten (10) days nor more than sixty (60) days before the date of the meeting, personally, by facsimile, or by mail, by electronic transmission in the form consented to by the Directors by or at the direction of the president, the secretary, the Directors, or the officer calling the meeting, to each Director of record entitled to

vote at such meeting, except that if the statutes of the State of Kansas shall require a longer period of notice for the purpose for which the meeting is called, then such period of notice as specified by the Kansas law shall be given. If the notice is mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the Director at his/her address as it appears on the books of the Corporation or such other address given by the Director to the Corporation for the purpose of notice, with postage thereon prepaid. Failure to deliver such notice or obtain a waiver thereof shall not cause the meeting to be lost, but it shall be adjourned by the Directors present for a period not to exceed sixty (60) days until any deficiency in notice or waiver shall be remedied.

3.7 Director's List. A complete list of the Directors entitled to vote at every meeting of the Directors, with the address of each, shall be prepared by the officer having charge of the corporate books, which shall be the Secretary, and shall be open, at the place where the meeting is to be held, for at least ten (10) days prior thereto and during the usual hours for business for the examination of any Director, and shall be produced and kept at the time and place the meeting is to be held during the whole time thereof for the inspection of any Director present. The original or duplicate Directors' list shall be the only evidence as to who are Directors entitled to examine such list, or the books of the corporation, or to vote in person, or by proxy, at such meeting. Failure to comply with the foregoing shall not affect the validity of any action taken at any such meeting. The original or duplicate Directorship list containing the names and addresses of the Directors, shall, at all times, during the usual hours of business, be open for examination of every Director at the Corporation's registered office.

3.8 Adjourned Meetings and Notice Thereof. Any Directors' meeting, annual or special, whether or not a quorum is present, may be adjourned from time to time by the vote of a majority of the Directors, whether present in person or represented by proxy.

When any Directors' meeting, either annual or special, is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Except as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting, if the time and place thereof are announced at the meeting at which such adjournment is taken.

3.9 Quorum. A quorum of all meetings of Directors shall consist of a majority of the whole Board unless a greater number as to any particular matter is required by statute, by the articles of incorporation or by these Bylaws. Less than a quorum may adjourn the meeting successively until a quorum is present and no notice of adjournment shall be required. Whenever corporate action is to be taken by vote of the Directors, it shall, except as otherwise required herein, by law or by the Articles of Incorporation, be authorized by a majority of the votes cast at a valid meeting of Directors entitled to vote thereon.

3.10 Special Meetings. Special or regular meetings of the Directors may be called at any time by the president or by any Director, and may be held within or without the State of Kansas at such time and place as the Directors may determine, or as the notice or waiver thereof

may specify. Notice of such meetings may be mailed or faxed to the last known address of each Director at least three (3) days prior to the date fixed for the meeting. Special meeting of Directors may be held at any time that all Directors are present in person. Unless specifically required by law, the articles of incorporation of these Bylaws, neither the business to be transacted at nor the purpose of any special meeting of Directors need be specified in the notice or waiver of notice of such meeting.

3.11 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.

3.12. Committees of Officers and/or Directors. The Directors may designate, by resolution passed by a majority of the whole Board, one or more committees, each committee to consist of Directors, officers and/or other interested parties. The Directors may delegate to a committee such authority as the Directors deem appropriate and reasonable.

An executive committee consisting of the officers of the Corporation and up to three Directors (as appointed by the Board of this Corporation) shall hereby have the authority to manage the business and affairs of this Corporation between regularly scheduled meetings of the Board of Directors. Decisions of the executive committee shall be ratified by the Board of Directors at the next regularly scheduled meeting of the Directors.

3.13. Compensation. Directors shall serve without compensation for their services and status as Directors, but in the event of an extraordinary expense incurred by any Director, the board, at its discretion, may direct the Corporation to reimburse such expense. Nothing herein shall preclude a Director, who is also an employee of the Corporation, from being compensated for his or her services as an employee of the Corporation.

4. Officers

4.1 Election. The Directors at the organizational meeting and at each successive annual meeting shall elect a Chairman of the Board, a Vice-Chairman, a President, a Secretary, a Treasurer, and, if desired, one or more Vice-Presidents; provided, however, that the Board of Directors for The Greater Topeka Chamber of commerce must ratify all elected officers before such officers shall be qualified and authorized to serve. Any number of offices may be held by the same person. Officers need not be Directors.

4.2 Duties and Powers. All officers of the Corporation shall respectively exercise and perform such powers, duties, and functions as are provided by law and as are generally exercised by officers in corporate affairs, and as may be directed by the Directors, including the authority to execute instruments in the name of and on behalf of the Corporation.

4.3 Compensation. The officers shall serve without compensation for their services and status as Directors, but the Corporation may reimburse reasonable expenses incurred on its

behalf. Nothing herein shall preclude an officer, who is also an employee of the Corporation, from being compensated for his or her services as an employee of the Corporation.

4.4 Delegation of Duties. In the event of absence or inability of any officer to act, the Directors may delegate the power or duties of such officer to any other officer or Director whom they may select.

4.5 Bond. The Directors may, in their discretion, require any officer before entering upon his duties to furnish a bond in such amount and with such sureties as may be determined by the Directors.

4.6 Term and Removal. The term of each office shall be that of one year; provided, however, that a Chairman of the Board shall serve a term of one (1) year but no more than two (2) years in succession; and provided, further, that each elected officer of the corporation shall hold office until his successor is chosen and qualified, or until he resigns or is removed by the Directors, whichever occurs first. Any officer or agent may be removed by the Directors at a meeting called for that purpose whenever in their judgment the best interests of the Corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not, of itself, create contract rights.

5. INDEMNIFICATION

5.1 Indemnification. The Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, other than an action by or in the right of the Corporation, by reason of the fact that such person is or was a Director, officer, employee or agent of the corporation, or is or was serving at the request of the Corporation as a Director, officer, employee or agent of another Corporation as a Director, officer, employee or agent of another Corporation, partnership, joint venture, trust or other enterprise, against expenses, judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, including attorney fees, if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interest of the Corporation; and, with respect to any criminal action or proceeding, had no reasonable cause to believe such person's conduct was unlawful.

5.2 No Presumption. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which such person reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal action or proceeding, had reasonable cause to believe that such person's conduct was unlawful.

5.3 Expenses.

a. To the extent that a Director, officer, employee or agent of a Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 5.1, or in defense of any claim, issue or matter therein, such Director, officer, employee or agent shall be indemnified against expenses actually and reasonably incurred by such person in connection therewith, including attorney fees.

b. Expenses incurred by a Director, agent or officer in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the Director, agent or officer to repay such amount if it is ultimately determined that such person is not entitled to be indemnified by the Corporation as authorized by this section. Such expenses incurred by employees may be so paid upon such terms and conditions, if any, as the Board of Directors deems appropriate.

5.4 Authorization. Any indemnification under Section 5.1, unless ordered by a court, shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the Director, officer, employee or agent is proper in the circumstances because such Director, officer, employee or agent has met the applicable standard of conduct set forth in Section 5.1. Such determination shall be made (1) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding, or (2) if such a quorum is not obtainable, or even if obtainable, a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion.

5.5 Not Exclusive. The indemnification and advancement of expenses provided by, or granted pursuant to these Bylaws shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any law, agreement, vote or disinterested Directors or otherwise, both as to action in a person's official capacity and as to action in another capacity while holding such office.

5.6 Insurance. The Corporation shall purchase and maintain, directly or through the Greater Topeka Chamber of Commerce general liability insurance and/or insurance on behalf of any person who is or was a Director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, officer, employee or agent of another Corporation, partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the Corporation would have the power to indemnify such person against such liability under the provisions of these Bylaws.

5.7 Continuing Effect. The indemnification and advancement of expenses provided by, or granted pursuant to, this section shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a Director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

6. General

6.1 Finance. Prior to the commencement of each fiscal year, the Directors shall formulate a budget for the Corporation and the same shall be submitted to the Board of Directors for The Greater Topeka Chamber of Commerce for ratification. If any Corporation account, category or line item shall be increased by Ten Percent (10%) or more, the corporation shall notify the Board of Directors for The Greater Topeka Chamber of Commerce of such increase. x

Notwithstanding the foregoing provisions of this Bylaw, the Directors, in their uncontrolled discretion, may set aside from time to time, out of the net profits or any surplus of the Corporation, such sum or sums as they deem expedient as a reserve fund for meeting contingencies, for maintaining any property of the Corporation, for attracting prospective businesses, and for any other purpose. This reserve shall not be subject to the Ten Percent (10%) notification requirement set forth above.

6.2 Banking, Notes and Mortgages. The monies of the Corporation shall be deposited in the name of the Corporation in such banks, savings and loan associations, foundations, or trust companies as the Directors shall designate, and may be drawn out only in the name of the Corporation by such person or persons as the Directors by appropriate resolution may direct. Notes, mortgages and commercial paper, when authorized by the Directors, shall be signed in the name of the Corporation by such officer or officers or agent or agents as shall thereunto be authorized from time to time by the Directors.

6.3 Fiscal Year. The Corporation's fiscal year shall be a calendar year, ending on December 31, unless otherwise determined by resolution of the Directors. If the Corporation's fiscal year is changed, the officers shall promptly notify the Secretary of State and all other authorities necessary to effect the changes.

6.4 Interest of Directors or Officers. The Directors may, from time to time, adopt ethical practices criteria to govern the practices, interest or relationships of the officers and directors. x

6.5 Waiver of Notice. Whenever any notice is required to be given under the provisions of these Bylaws, the articles of incorporation, or of any law, a waiver thereof, if permitted by law, in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed the equivalent to the giving of such notice. Attendance of a person at a meeting shall constitute a waiver of notice of such meeting, except when such attendance is for the purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

6.6 Meetings by Conference Telephone. Unless otherwise restricted by law, Directors may participate in Corporation meetings by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other, and participation in such manner shall constitute attendance at such meeting.

6.7 Action Without A Meeting. Nothing in these Bylaws shall be construed so as to prevent any action required or permitted to be taken at a regular or special meeting of the Directors of this Corporation, to be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the Directors entitled to vote with respect to the subject matter thereof.

6.8 Agreement with the Greater Topeka Chamber of Commerce. For purposes of operational and administrative efficiencies, it is anticipated that the Corporation will enter into certain operational and/or administrative agreements with the Greater Topeka Chamber of Commerce. Such agreements may provide for (but shall not be limited to) the sharing of office space and resources. Such agreements may be amended from time to time, and shall be approved by a vote of the Directors.

6.9 Dissolution Distributions. Upon dissolution of the Corporation, after satisfaction of all obligations and debts of the Corporation, and to the extent not precluded by state or federal law, the Corporation shall distribute its remaining assets to those entities that have contributed or donated assets and/or money to the Corporation. The amount of each such distribution shall be proportional, calculated by considering what proportion the fair market value of each donation/contribution bears to the combined fair market value of all donations and contributions.

7. Amendment

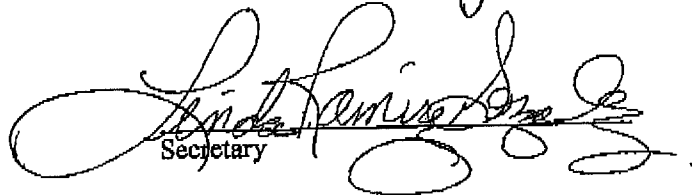
7.1 Power of Directors. The Bylaws of the Corporation may from time to time be repealed, amended or altered, or new Bylaws may be adopted, by the Directors, by unanimous written consent, or by two-thirds (2/3) vote of those present (assuming a quorum is present) at any annual, regular or special meeting thereof. Provided, however, that repeal, amendment or alteration of existing Bylaws, or the promulgation of new Bylaws, shall not be effective unless and until the same is ratified by the Board of Directors for The Greater Topeka Chamber of Commerce.

CERTIFICATION

The foregoing Bylaws adopted by the Directors as of the 1st day of February 2000.


Secretary

The foregoing Bylaws were revised by the Directors the 6th day of January
2006


Secretary

PREPARED BY:

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