

AMENDED AND RESTATED BYLAWS
OF
THE DWAYNE PEASLEE TECHINCIAL TRAINING CENTER, INC.

ARTICLE I
OFFICES

- Section 1. Principal Office. The principal office for the transaction of the business of the corporation is hereby located at 2920 Haskell Avenue, Ste 100, Lawrence, Kansas 66046.
- Section 2. Registered Office and Resident Agent. The registered office of the corporation shall be at its principal office address; and the Resident Agent shall be Hugh Carter. The corporation, by resolution of its Board of Directors, may change the location of its registered office as designated in the Articles of Incorporation to any other place in Kansas. By like resolution, the resident agent at such registered office may be changed to any other person or corporation, including itself. Upon adoption of such a resolution, a certificate certifying the change shall be executed, acknowledged and filed with the Secretary of State.
- Section 3. Other Offices. Branch or subordinate offices may at any time be established by the Board of Directors at any place or places where the corporation is qualified to do business.

ARTICLE II
BOARD OF DIRECTORS

- Section 1. Powers. Subject to limitations of the Articles of Incorporation, of the bylaws, and of the Kansas Corporation Code, 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:
- a. To select and remove all the other officers, agents and employees of the corporation, prescribe such powers and duties for them as may not be inconsistent with law, or with the Articles of Incorporation or the bylaws, fix their compensation, and require from them security for faithful service.
 - b. To conduct, manage, and control the affairs and business of the corporation, and to make such rules and regulations therefor not inconsistent with the law, or with the Articles of Incorporation or the bylaws, as they may deem best.
 - c. To change the principal office and registered office for the transaction of the business of the corporation from one location to another as provided in Article I

hereof; to fix and locate from time to time one or more subsidiary offices of the corporation within or without the State of Kansas, as provided in Article I, Section 3 hereof; to designate any place within or without the State of Kansas for the holding of any Members' meeting or meetings except annual 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.

- d. To borrow money and 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.
- e. 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.

Section 2. Number and Qualification of Directors. The authorized number of Directors of the corporation shall be seven (7) until changed by amendment of this bylaw.

Section 3. Election and Term of Office. Three (3) Directors shall be appointed by the City Commission of the City of Lawrence, four (4) Directors shall be appointed by the Douglas County Commission. The Directors appointed to the initial Board of Directors shall be appointed by each governing body to one (1), two (2) and three (3) year terms to provide staggered ends of terms. The Douglas County Commission shall appoint two (2) of the initial Directors to three (3) year terms. Subsequent Directors shall be appointed by the City of Lawrence and Douglas County for three (3) year terms. All Directors shall hold office until their respective successors are appointed or they resign their positions; provided, that a Director may be removed from office pursuant to Article II, Section 4. Directors may be reappointed for subsequent terms.

Section 4. Removal. Any Director or Officer may be removed from the Board or from an office for any reason by the affirmative vote of two-thirds of the Directors present and voting at any regular or special meeting called for that purpose and approval of the appointing governmental body. Any such Director or Officer proposed to be removed shall be entitled to at least ten (10) days' written notice of the meeting at which such removal is to be voted upon and shall be entitled to appear before and be heard at such meeting.

Section 5. Vacancies. Vacancies on the Board of Directors shall be filled by the governing body which appointed the Director. Each Director so appointed shall hold office for the unexpired term of the Director whose position has been vacated. A vacancy or vacancies on the Board of Directors shall be deemed to exist in case of the death, resignation, refusal to serve, or removal of any Director, or if the authorized number of Directors be increased.

- Section 6. Place of Meeting. Regular and special meetings of the Board of Directors shall be held at any place within or without 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.
- Section 7. Annual and Organizational Meetings. The annual meeting of the Board of Directors shall be held each year at such date and time as the Directors may agree. Following each annual meeting of Members, the Board of Directors shall hold a regular meeting for the purpose of organization, election of officers, and the transaction of other business. Notice of such meeting is hereby waived.
- Section 8. Other Regular Meetings. Other regular meetings of the Board of Directors shall be held at least quarterly each year, without call, at such time as the Board of Directors may from time to time designate in advance of such meetings. Notice of all such regular meetings of the Board of Directors is hereby waived.
- Section 9. Special Meetings. Special meetings of the Board of Directors for any purpose or purposes shall be called at any time by the President or, if the President is absent or unable or refuses to act, by the Secretary or by any two (2) Directors. Notice of such special meetings, unless waived by attendance thereat or by written consent to the holding of the meeting, shall be given by written notice mailed at least five (5) days before the date of such meeting or be hand-delivered or notified by email at least two (2) days before the date such meeting is to be held. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail with postage thereon addressed to the Director at his residence or usual place of business. If notice be given by email, such notice shall be deemed to be delivered when the same is received by the recipient.
- Section 10. Notice of Adjournment. Notice of the time and place of holding an adjourned meeting need not be given to absent Directors if the time and place be fixed at the meeting adjourned.
- Section 11. 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 though had at 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 signs a written waiver of notice, or a consent to holding 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. Transactions of the Directors may also be approved by email or text or other electronic means.
- Section 12. 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, unless a greater number be required by law or by the Articles of Incorporation. 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 13. Meetings by Telephone or video conference. Members of the Board of Directors of the corporation, or any committee designated by such Board, may participate in a meeting of the Board of Directors by means of video, conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear one another, and such participation in a meeting shall constitute presence in person at the meeting.

Section 14. 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 15. Votes and Voting. All votes required of Directors hereunder may be by voice vote or show of hands or by email or text or other electronic means. Each Director shall have one vote. Every reference to a majority or other proportion of Directors shall refer to a majority or other proportion of the votes of such Directors.

ARTICLE III

OFFICERS

Section 1. Officers. The officers of the corporation shall be a Chief Executive Officer, who may also be referred to as the President, A Vice President, a Secretary/Treasurer. The corporation may also have, at the discretion of the Board of Directors, a Chairman of the Board, one or more Assistant Vice-Presidents, one or more Assistant Secretary/Treasurers, and such other officers as may be appointed in accordance with the provisions of Section 3 of this Article IV. 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 5 of this Article III, shall be chosen annually by the Board of Directors, and each shall hold his office until he or she shall resign or shall be removed or otherwise disqualified to serve, or his or her 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 or she shall resign or shall be removed or otherwise disqualified to serve.

Section 4. Compensation of Officers. Officers and other employees of the corporation shall receive such salaries or other compensation as shall be determined by resolution of the Board of Directors, adopted in advance or after the rendering of the services, or by employment contracts entered into by the Board of Directors. The power to establish

salaries of officers other than the Chief Executive Officer/President or Chairman of the Board may be delegated to the President, Chairman of the Board, or a committee.

Section 5. 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 appointments to such office.

Section 6. Removal and Resignation. Any officer may be removed, either with or without cause, by a majority of the Directors and approval by the appointing governmental body, at any time in office, at any regular or special meeting of the Board, or, except in the case of an officer chosen by the Board of Directors, by any officer upon whom such power of removal may be conferred by the Board of Directors. Any officer may resign at any time upon written notice to the corporation.

Section 7. Chairman of the Board. The Chairman of the Board, if there be such an officer, 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.

Section 8. Chief Executive Officer/President. Subject to such supervisory powers, if any, as may be given by the Board of Directors, the Chief Executive Officer 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 business and officers of the corporation. He or she shall preside at all meetings of the Board and, in the absence of the Chairman of the Board of Directors, at all meetings of the Board of Directors. He or she shall be ex officio a Member of all the standing committees, including the executive committee, if any, and shall have the general powers and duties of management usually vested in the office of President of a corporation, and shall have such other powers and duties as may be prescribed by the Board of Directors or these bylaws.

Section 9. Vice-President. In the absence or disability of the President, the Vice-President or Vice-Presidents, if there be such an officer or officers, in order of their rank as fixed by the Board of Directors, or if not ranked, the Vice-President designated by the Board of Directors, 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-Presidents shall have such other powers and perform such other duties as from time to time may be prescribed for them respectively by the Board of Directors or these bylaws.

Section 10. 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, 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, 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 ledger showing the names and addresses of the Directors and their terms of office. The Secretary shall give, or

cause to be given, notice of all the meetings of the Board of Directors required by these bylaws or by law to be given, and 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 11. 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 and surplus. The books of account shall at all reasonable times be open to inspection by any Director. The Treasurer shall deposit 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

DISSOLUTION

Section 1. Dissolution. Upon the dissolution of this corporation, the Board of Directors 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.

ARTICLE V

AMENDMENTS

Section 1. Power of Directors. New bylaws may be adopted or these bylaws may be amended or repealed by a majority vote of the Board of Directors at any regular or special meetings thereof at any regular or special meetings thereof, provided, however, that the time and place fixed by the bylaws for the annual election of Directors shall not

be changed withing sixty (60) days next preceding the date on which such elections are to be held.

ARTICLE VI

MISCELLANEOUS

Section 1. Indemnification of Directors and Officers. When a person is sued, either alone or with others, because he or she is or was a Director or officer of the corporation, or of another corporation serving at the request of this corporation, if any proceeding arising out of his or her alleged misfeasance or nonfeasance in the performance of his or her duties or out of any alleged wrongful act against the corporation or by the corporation, he or she shall be indemnified for his or her reasonable expenses, including attorneys' fees incurred in the defense of the proceeding, if both (a) the person sued is successful in whole or in part, or the proceeding against him or her is settled with the approval of the court; and (b) the court finds that his or her conduct fairly and equitably merits such indemnity. The amount of such indemnity which may be assessed against the corporation, its receiver, or its Director, 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 him or her in connection with the defense, and the court may order the fees and expenses to be paid directly to the attorney or other person, although he or she is not a party to the proceeding. Notice of the application for such indemnity shall be served upon the corporation, its receiver, or its Director, and upon the plaintiff and other parties to the proceeding.

Section 2. 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 3. 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, and such authority may be general or confined to specific instances; and unless so 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; provided, however, that any contracts, agreements, deeds or other instruments conveying lands or any interest therein, and any other documents shall be executed on behalf of the corporation by the Chief Executive Officer/President (or by a Vice-President if there be one, serving in the absence of the President), or by any other specific officer or agent or attorney so authorized under letter of attorney or other written power which was executed on behalf

of the corporation by the President (or Vice-President serving in the absence of the President).

Section 4. Fiscal Year. The Board of Directors shall have the power to fix and from time to time change the fiscal year of the corporation.

Section 5. Title to Assets. Title to the property of the corporation shall be held in the name of the corporation.

Section 6. Organizational Expenses. The corporation shall pay all organization expenses incurred in connection with the creation and formation of the corporation, including, but not limited to, filing fees and legal and accounting fees. Such expenses may be paid directly by the corporation or may be reimbursed by the corporation to the paying party.

Section 7. Survival. All rights of contribution and indemnity contained in these bylaws shall survive and remain in full force and effect, notwithstanding any dissolution of the corporation.

Section 8. Notices. Any notice, demand, request, call, offer or other communication required or permitted to be given by these bylaws shall be sufficient if in writing and if hand delivered or sent by mail to the address of the Director as it appears on the records of the corporation or by email with confirmation of delivery.

Section 9. Governing Law. These bylaws, and the application or interpretation hereof, shall be governed exclusively by its terms and by the laws of the State of Kansas.

Section 10. Severability. In the event any provision of these bylaws is held to be illegal, invalid or unenforceable to any extent, the legality, validity and enforceability of the remainder of these bylaws shall not be affected thereby and shall remain in full force and effect and shall be enforced to the greatest extent permitted by law.

Section 11. No Third Party Rights. None of the provisions contained in these bylaws shall be for the benefit of or enforceable by any third parties.

Section 12. Counterparts. These bylaws and any amendments thereto, may be executed in several counterparts, all of which together shall constitute one agreement binding on all parties hereto, notwithstanding that all the parties have not signed the same counterpart.

Section 13. Ownership of Name. The Directors acknowledge and agree that no person has any right, title or interest to the name "The Dwayne Peaslee Technical Training Center, Inc." or any other name, symbol or mark similar thereto or the goodwill therein except as expressly agreed to in writing by the corporation.

CERTIFICATE OF SECRETARY

I, the undersigned, do hereby certify:

That I am the duly elected and acting Secretary of The Dwayne Peaslee Technical Training Center, Inc., a Kansas not-for-profit corporation, and that the foregoing bylaws, comprising 9 pages, constitute the original bylaws of said corporation, as duly adopted at the first meeting of the Board of Directors thereof duly held on the _____ day of _____, 2022.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name this _____ day of _____, 2022.

Print Name: _____

Secretary

CITY RESOLUTION NO. _____
COUNTY RESOLUTION NO. _____

A JOINT RESOLUTION OF THE CITY OF LAWRENCE,
KANSAS AND DOUGLAS COUNTY, KANSAS FOR
REORGANIZATION OF THE DWAYNE PEASLEE
TECHNICAL TRAINING CENTER, INC.

WHEREAS, the Dwayne Peaslee Technical Training Center, Inc. (“Peaslee Tech”) is a Kansas not-for-profit corporation qualified and operating in Lawrence, Kansas as an educational institution under section 501(c)(3) of the Internal Revenue Code; and

WHEREAS, Peaslee Tech has developed into an essential resource for education and economic development in Douglas County; and

WHEREAS, the Board of Directors of Peaslee Tech has determined it would be advantageous to reorganize the management of Peaslee Tech by amending the Articles of Incorporation and Bylaws as set forth below; and

WHEREAS, the governing bodies of the City of Lawrence, Kansas and Douglas County, Kansas, have determined that reorganization of the management of Peaslee Tech as set forth below would promote economic development and the public health, safety, morals, comfort, and general welfare of all citizens of Douglas County,

NOW, THEREFORE, BE IT RESOLVED BY THE GOVERNING BODY OF THE CITY OF LAWRENCE, KANSAS, AND BE IT RESOLVED BY THE BOARD OF COUNTY COMMISSIONERS OF DOUGLAS COUNTY, KANSAS:

Upon approval of the current Board of Directors of Peaslee Tech to amend the Articles of Incorporation and Bylaws of Peaslee Tech to dissolve the existing Board of Directors and in lieu thereof, to adopt a Board of Trustees for the management of Peaslee Tech:

1. The Commissioners of the City of Lawrence and the Commissioners of Douglas County shall establish the Dwayne Peaslee Technical Training Center, Inc. Board of Trustees, comprised of seven (7) Trustees, with three (3) Trustees appointed by the City of Lawrence, four (4) Trustees appointed by Douglas County.

2. The members of the Board of Trustees shall serve for terms of three years, not to exceed three terms. The Trustees appointed to the initial Board of Trustees shall be appointed by each governing body to one (1), two (2) and three (3) year terms to provide staggered ends of terms. Douglas County shall appoint two (2) Directors to three (3) year terms. All subsequent Trustees shall be appointed by the City of Lawrence and Douglas County.
3. The Board of Trustees shall have responsibility for the management and operation of Peaslee Tech, with counsel and advice from the Chief Executive Officer and such outside professionals as the Board may deem appropriate.
4. The reorganization of the governing body of Peaslee Tech as set forth above is not intended to, nor shall it, affect or impair any contracts, bonds, debts or other obligations of Peaslee Tech.
5. Actions of the Board of Trustees shall require a majority vote of [the Board] [a quorum present]. A quorum consists of _____ () or more Trustees.
6. The Board of Trustees shall meet at least annually and organize and select a chairperson, secretary and treasurer and such other officers as the board may deem necessary. The Treasurer shall give bond in an amount fixed by the Board of Trustees and filed with the Douglas County Clerk. The treasurer shall pay out the funds on orders of the Board of Trustees, signed by the Chairperson and Secretary of the Board. The Treasurer shall keep accurate records of all receipts and disbursements and make monthly reports to the Board, or as often as the Board requires.
7. The Board of Trustees shall fix the times and places of its regular meetings. Special meetings of the Board may be called by the Chairperson or a majority vote of the Board. Written notice of the time, place and purpose of any special meeting shall be given to each director at least two days prior to such meeting and no business other than that stated in the notice shall be transacted at such meeting.
8. The Articles of Incorporation and Bylaws shall be amended to provide that further amendments of the Bylaws and the Articles of Incorporation shall require approval by a majority of the Directors.
9. The Board of Trustees shall, subject to the limitations set forth in this Resolution, have all of the powers, duties and authorities previously enjoyed by the Board of Directors of Peaslee Tech, as reflected in the Articles of Incorporation and Bylaws.

Adopted this ____ day of _____, 2022
By the City Commission of the City of
Lawrence, Kansas

Mayor, City of Lawrence, Kansas

Adopted this ____ day of _____, 2022
By the County Commission of Douglas
County, Kansas

Chairperson, Douglas County Commission

ADOPTED by the Governing Body of the City of Lawrence, this ____ day of _____, 2022.

APPROVED:

Courtney Shipley
Mayor

ATTEST:

Sherri Riedemann
City Clerk

APPROVED AS TO FORM:

Toni R. Wheeler
City Attorney

ADOPTED by the Board of County Commissioners of Douglas County, Kansas, this ____ day
of _____, 2022.

Shannon Portillo, Chair

Shannon Reid, Vice Chair

Patrick Kelly, Commissioner

ATTEST:

Jameson D. Shew, County Clerk