

**BYLAWS
OF
ULSTER PROJECT OF GREATER HUTCHINSON, INC.
(Incorporated under the laws of the State of Kansas)
Amended May 26, 2009**

ARTICLE I
OFFICES

Section 1. The location of the Registered Office of Ulster Project of Greater Hutchinson, Inc., herein referred to as the "Corporation," is 20 Compound Drive, Hutchinson, Kansas 67502.

Section 2. The registered agent for the corporation shall be John Swearer, whose address is the same as the registered office, there will be no other offices unless determined by the board of directors.

ARTICLE II
BOARD OF DIRECTORS

Section 1. NUMBER OF DIRECTORS. The business, property and affairs of the Corporation shall be managed and controlled by a Board of at least twelve (12) and not more than eighteen (18) Directors, the exact number to be determined from time to time by the Board of Directors. The Board of Directors shall at all times strive to maintain an equivalent number of Catholic Directors and Protestant Directors.

Section 2. ELECTION AND TERM OF OFFICE. Equal numbers of directors shall be elected to serve terms of one (1) year, two (2) years, and three (3) years, with elections each year for expiring terms. Directors shall be elected at each annual meeting of the Corporation. All Directors shall hold office until their respective successors are elected. A Director may be removed for cause, however, by a majority vote of the voting members and he or she may be removed without cause by a two-thirds (2/3) vote.

Section 3. QUORUM. A simple majority of the members of the Board of Directors shall constitute a quorum for the transaction of business.

Section 4. ELECTION OF DIRECTORS. The election of Directors may be by oral vote, show of hands, or ballot

Section 5. PLACE OF MEETING. The Board of Directors may hold its meeting at such place or places within or without the State of Kansas as the Board may from time to time determine, or as shall be specified or fixed in the respective notices of such meetings.

Section 6. ANNUAL MEETING. The annual meeting of the Corporation shall be held on the first Monday in September, upon more than five (5) days written notice sent by United States mail or electronic mail to as many potential voting members of the corporation as can be notified of the meeting, at such place and at such hour as the Board of Directors may fix or as may be specified in such notice. The annual meeting of the Board of Directors shall immediately follow the annual meeting of the Corporation.

Section 7. REGULAR MEETINGS. Regular meetings of the Board of Directors shall be held not less frequently than once every three (3) months at such time and place as the Board of Directors shall determine.

Section 8. SPECIAL MEETINGS. Special meetings of the Board of Directors may be held whenever called by the Chairman of the Board, or by a majority of the Directors. The same notice of special meetings shall be given as is required in the case of annual meetings, with the notice of each special meeting to include a statement of the purpose for which the special meeting is to be held.

Section 9. ELIMINATING THE PERSONAL LIABILITY OF THE DIRECTORS AND VOLUNTEERS. There shall be no personal liability of a Director or Volunteer to the Corporation, its policy holders, or members for monetary damages for breach of fiduciary duty as a Director. Pursuant to K.S.A. 17-6002, et seq., this provision shall not eliminate or limit the liability of a director: (A) for any breach of the Director's duty of loyalty to the Corporation, its policy holders or members, (B) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law, and (C) under the provisions of K.S.A. 17-6424 and amendments thereto, or for any transaction from which the Director derived an improper personal benefit.

Section 10. ACTION BY CONSENT. Any action which, under the provisions of the laws of the State of Kansas or under the provisions of the Articles of Incorporation or Bylaws, might be taken at a meeting of the Board of Directors of the Corporation, may be taken without a meeting if a record or memorandum thereof be made in writing and signed by a majority of the Directors, or by a compilation of electronic responses to vote on an issue presented to board by written or electronic means, provided that such record, memorandum, or compilation shall be filed with the Secretary of the Corporation and made a part of the corporate records.

Section 11. VACANCIES. Vacancies on the Board of Directors may be filled by a vote of a majority of the remaining Directors, although less than a quorum, but in no event less than five (5) remaining directors. The election of Directors to fill vacancies shall be by oral vote, show of hands, or written ballot. Each Director so elected shall hold office until his successor is elected at an annual or a special meeting of the members. 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 be increased, or if the members fail at any annual or special meeting of members at which any Director or Directors are elected to elect the full authorized number of Directors to be voted for at the meeting, or if any Director or Directors elected shall refuse to serve.

ARTICLE III VOTING MEMBERS

Section 1. Voting members of this Corporation shall include any adult who has served as a host for a Northern Irish teen or counselor as part of the Ulster Project of Greater Hutchinson; is a regular financial or in-kind contributor to the project; or has previously served on the board or worked on any committee therein and attends an annual meeting. Regular contributions means those made for three consecutive years immediately preceding any annual meeting. A list of voting members shall be compiled at each annual meeting and will not be increased until the next annual meeting.

Section 2. Meetings of the voting members, annual and special, may be held either within or without the State of Kansas.

Section 3. The annual meeting of the voting members shall be deemed the annual meeting of the Corporation.

Section 4. Special meetings of the voting members shall be called on written request of nine (9) Directors or twenty-five (25) voting members.

Section 5. Notices of meetings to voting members shall be mailed or sent electronically.

Section 6. The number of voting members appearing at an annual or special meeting shall constitute a quorum at a meeting of the voting members, so long as no greater or lesser number is required by law or the Articles. The vote of a majority of the voting members present at a meeting at the time of the vote, shall be the act of the members, unless the vote of a greater number is required by law or by the Articles.

ARTICLE IV OFFICERS

Section 1. OFFICERS. The Corporation shall have a Chairman or Co-Chairmen, one or more Vice-Chairmen, Secretary, Treasurer, and Assistant Treasurer, all of whom shall be elected for a term of one year by the Board of Directors at its annual meeting. They shall hold their offices until their successors are chosen and qualified. All officers shall be chosen from the Directors. Election of officers may be by oral vote, show of hands, or written ballot.

Section 2. BONDS. The Board of Directors may require the Treasurer, and may require any other officer, to give bond for the faithful performance of his or her duties, in such sum and with such securities as said Board of Directors may provide. Such bond or bonds shall be renewed at least every three years.

Section 3. TEMPORARY OFFICERS. The Board of Directors may appoint such other temporary officers (for example, Temporary Secretary or Temporary Treasurer) as it may determine, to hold office for such period, have such authority, and perform such duties as the Board of Directors may delegate to them. Any such temporary officer shall be from the Board of Directors, except a temporary treasurer who may be a counselor with the project.

Section 4. RESIGNATIONS. Any officer may resign at any time by filing his or her resignation in writing in the office of the Secretary of the Corporation. The acceptance of such resignation shall not be necessary to make it effective.

Section 5. VACANCIES. Vacancies occurring in the office of the Chairman, Vice-Chairman, Secretary, Treasurer, or Assistant Treasurer shall be filled for the unexpired portion of the term by the Board of Directors.

Section 6. THE CHAIRMAN OF THE BOARD. The Chairman of the Board shall preside at meetings of the Board of Directors and in general shall perform all duties incident to the office of Chairman of the Board, and such other duties as from time to time may be assigned to him or her by the Board of Directors.

Section 7. VICE-CHAIRMAN OF THE BOARD. In the event of the absence or disability of the Chairman of the Board, the Vice-Chairman shall perform the duties of the Chairman of the Board. The Vice-Chairman shall also perform such other duties as shall from time to time be assigned to him or her by the Board of Directors.

Section 8. THE SECRETARY. The Secretary shall:

- a. Record all the proceedings of the Corporation and Directors' meetings in a book to be kept for that purpose;
- b. See that all notices are duly given in accordance with the provisions of these bylaws or as required by law;
- c. Be custodian of the records of the Corporation;
- d. Make, keep and file all the books, reports, statements, certificates, and all other documents and records required by law;
- e. In general, perform all duties incident to the office of Secretary, and such other duties as are provided by these bylaws and from time to time as are assigned by the Board of Directors.

Section 9. TEMPORARY SECRETARY. If a Temporary Secretary shall be appointed pursuant to the provisions of this Article then, at the request of the Secretary, or in the Secretary's absence or disability, the temporary Secretary designated by the Board shall perform the duties of Secretary, and, when so acting, shall have all the powers of and be subject to all restrictions upon the Secretary.

Section 10. THE TREASURER. The Treasurer shall give bond in such sum and with such sureties if required by the Board of Directors and such shall be renewed at least every three years. The Treasurer shall:

- a. Have charge and custody of all funds and securities of the Corporation and shall deposit the same in the account of Hutchinson Community Foundation as designated by the Board of Directors and shall transfer funds, so as to minimize expenses, to a checking account at First National Bank of Hutchinson, and have charge and custody of all funds and maintaining the checking account at said bank;
- b. *At each quarterly meeting of the Board of Directors and from time to time as requested* render a statement of the condition of the finances of the Corporation, and render a complete financial report at the annual meeting of the Board of Directors;
- c. Receive and give receipt for monies due and payable to the Corporation from any and all sources and pay any amounts due and payable from the Corporation;
- d. In general, perform all the duties incident to the office of Treasurer, and such other duties as from time to time may be assigned by the Board of Directors.

Section 11. THE ASSISTANT TREASURER. The Assistant Treasurer, at the request of the Treasurer, or in the Treasurer's absence or disability, shall perform the duties of Treasurer, and, when so acting, shall have all the powers, liabilities, responsibilities, and restrictions of the Treasurer.

Section 12. TEMPORARY TREASURER. If a Temporary Treasurer shall be appointed pursuant to the provisions of this Article, then, at the request of the treasurer or the Board, or in the absence of the Treasurer and Assistant Treasurer, the temporary treasurer appointed by the Board shall perform all the duties of Treasurer, and when so acting, shall have all the powers and be subject to all the restrictions upon the Treasurer.

ARTICLE V COMMITTEES

Section 1. STEERING COMMITTEE.

- a. The Steering Committee shall consist of all the elected officers of the Corporation and all of the Committee Chairs;
- b. Meetings of the Steering Committee shall be held at least monthly and at the call of the Chairman when necessary;
- c. The Steering Committee shall oversee all committee activities, report proceedings of the steering committee to the Board, and make recommendations to the Board for business actions to be taken by the Board.
- d. A quorum of the Steering Committee shall consist of a simple majority of the members and the affirmative vote of the majority of all members present shall be required for the approval of any action;
- e. In the event a vacancy shall occur on the Steering Committee, the Board shall appoint from its members a successor to fill such vacancy until the next election unless the position vacated shall be an office for which a successor is chosen as otherwise herein provided, in which case the successor to such office shall fill the vacancy in such position until the next election.

Section 2. NOMINATING COMMITTEE. A Nominating Committee shall designate nominees for election of the Board of Directors. At the quarterly meeting immediately preceding the Annual Meeting in each year, the Chairman of the Board shall submit to the Board the names of a three-member nominating committee consisting of Board members. The Chairman of the Board shall designate one of the appointed members as Chairman of the Nominating Committee. The Nominating Committee shall designate nominees and report same to the Board at least one month in advance of the date of the Corporation's annual meeting. Additional nominations may be made from the floor at the annual meeting at the time of election of Directors.

Section 3. HOST FAMILY COMMITTEE. The Host Family Committee will be responsible for recruiting host families and alternates, and matching the Hutchinson and Portadown applicants. The Host Family Committee will use application forms approved by the Board of Directors and conduct interviews in the applicants' homes to assist in matching the host families with the Northern Irish teens, Northern Irish Counselor/leaders, and American Counselors, if required. All potential host families must be recommended by their pastor before final acceptance. A criminal background check will be required on all adults residing in the home of any host family.

Selection criteria will include gender, religion, relative age and school grade level, interview results,

like interests with the Northern Irish teen, and date of application. The Committee must work to represent as many Hutchinson churches as possible and to complement the selections made in Northern Ireland. It is suggested that this Committee either include or get input from last year's host families and teens. Each fall, the host family committee shall provide information on the project and application forms to all high schools and as many churches as possible in Reno County, Kansas for recruitment purposes. This Committee will also be responsible for scheduling and holding meetings with the host families and teens prior to the actual project to allow the USA group to form bonds and become informed about the mission and the need for the Ulster Project.

The host family committee shall present recommendations for final approval of host families for the project to the Board of Directors.

Section 4. FINANCE COMMITTEE. The Finance Committee will work with area churches, businesses, civic clubs and individuals to fund the project. The Finance Committee shall be charged with the responsibility of supervising the financial structure of the Corporation and the preparation of the annual budget and shall make its recommendations in connection with all fiscal matters and the budget to the Board of Directors not less than once each year. The Treasurer shall be the Chairman of this Committee.

Section 5. PUBLIC RELATIONS COMMITTEE. The Public Relations Committee will be responsible for the Ulster Project's Media Policy and will be responsible with the Board for all media interviews and media press releases, and for maintaining communications throughout the organization. This committee is also responsible for maintaining an up to date website and a current mailing and electronic address list of all possible voting members of the Corporation.

Section 6. ACTIVITIES COMMITTEE. The Activities Committee will be responsible for planning and making reservations for a Calendar of Events of the entire project. The calendar will provide for two ecumenical prayer services. There should be scheduled worship in both Catholic and Protestant churches. Time of Discovery, service projects and social activities shall be scheduled each week. The Committee should balance host family times for meals with the need to keep the teens together and occupied while they form friendships and develop trust within the group. Project counselors and/or leaders should be included on this Committee, if feasible. It is suggested that this Committee either include or get input from last year's host families and teens.

The activities committee shall present recommendations for final approval of July activities for the project to the Board of Directors.

Section 7. TRANSPORTATION COMMITTEE. The transportation Committee will arrange vehicles and drivers to transport teens and counselors to scheduled events as needed during July, and facilitate carpools among the participating families.

Section 8. OTHER NON-STANDING COMMITTEES AND VOLUNTEERS. The Board of Directors shall have the power to form committees of its members and other persons. Duties of committees and individuals shall be defined as needed by the Board, but should include:

- ◆ To serve as drivers to scheduled events as needed;
- ◆ To provide or deliver beverages, snacks and meals;

- ◆ To do clean-up and other services as needed; and
- ◆ To plan and execute special events

ARTICLE VI
EMPLOYEES

The Board of Directors shall approve the hire of all paid employees of the Corporation with a process approved by the Board, but at the least to include submission of a resume and a criminal background check by any applicant.

ARTICLE VII
ADVISORY BOARD

An advisory board of teens who have hosted Northern Irish teens as part of the Ulster Project of Greater Hutchinson shall be established each year. This board shall meet at the same time of the Board of Directors, at least quarterly, and provide input and insight as the Board makes policy and other decisions for the future of the project. Advisory Board members may serve as liaisons to committees and actively participate in said committees.

ARTICLE VIII
SEAL

The Corporation shall not have a corporate seal.

ARTICLE IX
ACCOUNTING PERIOD

The books and records of the Corporation shall be kept on a calendar year basis ending December 31st.

ARTICLE X
GENERAL

Section 1. The Corporation has been organized as a NOT FOR PROFIT Corporation with the purpose to operate solely and exclusively as a charitable, social, benevolent, educational and religious organization, with the primary purpose:

- a. to promote a peaceful parity of esteem between Roman Catholics and Protestants in Northern Ireland by building tolerance, trust and ongoing positive relationships among potential leaders from these Christian traditions;
- b. to promote reconciliation between Northern Irish Catholics and Protestants by fostering tolerance, understanding and friendship among teenage future leaders;
- c. to present a program that brings Northern Irish teens of differing Christian faiths together in a strife-free atmosphere that emphasizes acceptance of all people, regardless of creed;

- d. to educate and encourage persons, particularly supporters, committee members and American Host Families, to appreciate their roles as peacemakers and mediators and to understand the purposes of Ulster Project;
- e. to encourage Northern Irish leaders and clergy involved in the program to continue to foster the spirit of the Ulster Project among the Northern Irish participants following each program; and
- f. to promote a spirit of community and commitment among American Ulster Project participants.

Section 2. In no event and under no circumstances shall any part of the funds, property or assets owned or acquired by the Corporation, whether principal, income or accumulations, or the net earning thereof, be distributed to, or inure to the benefit of:

- a. Any donor to the Corporation or his/her heirs or personal representatives;
- b. Any Director or Officer of the Corporation;
- c. Any Corporation, association, organization, society, trust or agency, unless it be organized and operated exclusively for charitable, scientific, or educational purposes, or for one or more of such purposes; no part of the net earnings of which inures to the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation;
- d. The United States, any state, territory, or any political subdivision thereof, or the District of Columbia, unless for one or more exclusively public purpose.

Section 3. The Corporation shall not engage in, and no part of the activities of the Corporation shall at any time be, the carrying on of propaganda or otherwise attempting to influence legislation, or to, directly or indirectly, participate or intervene in any political campaign on behalf of, or in opposition to, any candidate for such office.

Section 4. 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, PROVIDED HOWEVER, the Board shall dispose of all of the assets to Hutchinson Community Foundation Fund for Hutchinson, Hutchinson, Kansas, if the same be in existence at the time of the dissolution. 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 XI
MISCELLANEOUS PROVISIONS

Section 1. DEPOSITORIES. Hutchinson Community Foundation, Hutchinson, Kansas, shall receive all contributions made to the Corporation, and all funds so deposited may be withdrawn at the discretion of the Treasurer or Assistant Treasurer and placed in the checking account of the Corporation at First National Bank of Hutchinson for paying all expenses incurred by the project.

Section 2. CHECKS, DRAFTS, NOTES, ETC. All checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by the Treasurer, Assistant Treasurer, or Temporary Treasurer designated by resolution of the Board of Directors.

Section 3. STOCK IN CORPORATION. This Corporation shall not have authority to issue capital stock.

Section 4. WAIVER OF NOTICE. Any Director or officer may waive any notice required to be given to him or her under these bylaws.

Section 5. DIRECTORS' COMPENSATION. No attendance fee shall ever, under any circumstances, be paid to any Director of the Corporation. However, Directors may be reimbursed for necessary expenses actually incurred by them in connection with attendance at an annual, regular or special meeting of the Board of Directors.

Section 6. CONFLICT OF INTEREST. In the event that a conflict of interest or possible conflict of interest develops between any officer or Board member due to business or possible business dealings with the Corporation, the Board of Directors shall review the facts and shall determine whether a conflict of interest does in fact exist. The Board members shall not vote on motion or issues which might involve a conflict of interest. The provisions hereof shall not per se prohibit any officer or Board member from doing business with the Corporation.

ARTICLE XII
AMENDMENT, ALTERATION, OR REPEAL OF BYLAWS

The Board of Directors is expressly authorized to adopt, alter, amend and repeal Bylaws of the Corporation.

ARTICLE XIII
INDEMNIFICATION

Each present and future Director or officer of the Corporation shall have the right to be indemnified and held harmless by the Corporation, and the Corporation shall indemnify each present and future Director or officer of the Corporation against all liability, costs and expenses which may be imposed on or reasonably incurred by him or her, including the amount of reasonable settlements, in connection with any claim, action, suit or proceeding hereinafter made or instituted in which he or she may be involved or be made a party by reason of his or her being or having been a Director or officer of the Corporation, or by reasons of any action alleged to have been taken or omitted by him or her in any such capacity, except in cases wherein he or she shall be finally adjudged grossly

negligent in the performance of his or her duties as such Director or officer. The right of indemnification herein provided shall inure to each such Director or officer whether or not he or she is a Director or officer at the time such liabilities, costs or expenses are imposed or incurred and, in the event of his or her death, shall extend to his or her legal representatives. Each person who shall act as a Director or officer of the Corporation shall be deemed to be doing so in reliance upon such right of indemnification; and such rights shall not be exclusive of any other right which he or she may have. None of the provisions of this section shall be construed as a limitation upon the right of the Corporation to exercise its general power to enter into a contract or undertaking of indemnity with a Director or officer in any other proper case not provided for herein.

Secretary of the Corporation