

**BY-LAWS OF THE
WILLIAM ALLEN WHITE FOUNDATION, INC.
(Revised: March, 2014)**

ARTICLE I.

Members

SECTION I. Members. The members of this Corporation shall contribute at least the minimum required contribution annually to be one of the Board of Trustees.

SECTION II. Honorary Members. At its option, the Board of Trustees has the authority to name as Honorary Members persons it deems appropriate to further the business of the Corporation. A financial contribution is encouraged but not necessary for a person to be considered as an Honorary Member.

SECTION III. Inactive Members. At its option, the Board of Trustees has the authority to name as Inactive Members persons who are prevented from regular attendance and paying dues because of extenuating circumstances. No member may remain inactive for more than three years. After three years, member must return to active status or give up membership.

ARTICLE II.

Board of Trustees

SECTION I. General Powers. The property and affairs of the Corporation shall be managed and directed by a Board of Trustees consisting of not more than one hundred Subscribing Members in number.

SECTION II. How Constituted. The number of the first Board of Trustees shall be determined by the Incorporators and the Incorporators shall elect the first Board of Trustees from the membership of said corporation. Thereafter, any vacancies in the Board of Trustees by reason of resignation or expiration of term of appointment or election, shall be filled by the vote of the board of Trustees present at the annual meeting of the Board of Trustees as hereinafter provided in Section VIII of this Article, and until his or her successor is elected and qualified. The number of the Board of Trustees may be

increased by vote of the Trustees from time to time as may be expedient and necessary, but not inconsistent with the Articles of Incorporation. Each Trustee shall be elected for a term of five years and may be re-elected. At regular intervals the President, through an appointive committee, shall review the composition of the board and the qualifications of each member as provided in Sections III, IV, V and VI.

SECTION III. Nomination. Any member of the Board of Trustees may nominate a candidate for membership. Such nominees shall be considered by the Membership Committee, as provided in Article IV, Section III, on the basis of the William Allen White Foundation Mission Statement. Candidates for the Board of Trustees should have a keen interest in preserving the name and legacy of William Allen White, have actively supported journalism education at the University of Kansas, and demonstrated a commitment and contributed to promoting excellence in national and regional journalism activities. Preference will be given to those active in the field of journalism and/or mass communication on a full-time basis at the time of nomination.

SECTION IV. Re-nomination. A nominee must make the annual minimum required contribution to the Foundation and must meet at least one of the following two criteria to be considered for re-election to the Corporation Board of Trustees:

1. Be active in the field of journalism and/or mass communications on a full-time basis at the time of nomination.
2. Attend at least three of the five annual meetings during his or her term. In the event of extraordinary circumstances that prevent a Trustee from attending three meetings, active committee work or office-holding during at least two years of the term shall be considered as fulfilling this criterion.

SECTION V. Resignation. Any Trustee may resign by giving written notice to the President of the Corporation. Such resignation shall take effect at the time specified therein, and unless otherwise specified, acceptance thereof shall not be necessary to make it effective.

SECTION VI. Vacancies. Any vacancy in the Board of Trustees may be filled by the Board of Trustees at any regular or special meeting thereof, but filling such vacancies shall not be required as long as the Board consists of at least nine Trustees.

SECTION VII. Place of Meetings. The Board of Trustees may hold its meeting at the principal place of business of said Corporation in Lawrence, Douglas County, Kansas, or at such other place or places as the Board may from time to time determine.

SECTION VIII. Regular Meetings. An annual meeting of the Board of Trustees shall be held at the office of the regular place of business of said Corporation in the city of Lawrence, Douglas County, Kansas, or at such other place as the President of the Board may determine, at a time as close as possible to William Allen White's February 10 birthday or another event of the William Allen White School of Journalism & Mass Communications. Notice of each annual meeting shall be given to each Trustee at least ten days before the day on which the meeting is to be held, by delivering a written or printed notice to each trustee personally or by mailing such notice in a postage prepaid envelope addressed to the trustee's last known post office address.

SECTION IX. Special Meetings. Special meetings of the Board of Trustees shall be held whenever called by the Chairman, the President or by nine or more Trustees. Notice of each such meeting shall be given in the manner provided in Section VIII of this article for notice of an annual meeting.

SECTION X. Organization. The Chairman of the Corporation shall preside at all meetings of the Board of Trustees, and in the Chairman's absence the vice chairman shall preside.

SECTION XI. Quorum and Manner of Acting. Five of the Trustees at the time of any regular or special meeting of the Board of Trustees shall constitute a quorum for the transaction of business. The act of a majority of the Trustees present at any meeting at which a quorum is present shall be the act of the Board of Trustees. All trustees shall be notified of such action. In the absence of a quorum a majority of the Trustees present may adjourn the meeting. No notice of any adjourned meeting need be given. A majority of the Executive Committee, as described in Article V, shall also be authorized to transact business on behalf of the Corporation.

ARTICLE III.

Officers

SECTION I. Number. The principal officers of the corporation shall be a Chairman, a Vice Chairman, a President, a Treasurer, and a Secretary. Other subordinate officers may be appointed in accordance with the provisions of Section III of this Article. The President shall be the dean of the William Allen White School of Journalism. All other principal officers shall be elected from within the membership of the Board of Trustees.

SECTION II. Election and Term of Office. Each officer of the Corporation named in Section I of this Article shall be elected by the Board of Trustees and shall serve until the first annual meeting of the Board of Trustees following his or her election and until his or her successor shall be duly chosen and shall have qualified. Each officer elected thereafter shall hold such office for a term of two years, beginning at adjournment of the annual meeting in even numbered years and running through adjournment of the annual meeting in the next succeeding even number year, and until his or her successor shall be duly elected and qualified.

SECTION III. Subordinate Officers. The Board of Trustees may appoint such other officers or agents as the business of the Corporation may require, each of whom shall hold office for the period, have the authority and perform the duties specified in the resolutions of appointment. The Board of Trustees may designate to any officer the power to appoint such subordinate officers. Subordinate officers do not have to be members of the Board of Trustees.

SECTION IV. Vacancies. A vacancy in any office may be filled for the unexpired portion of the term in the manner prescribed by these by-laws for the regular appointment or election to such office.

SECTION V. Chairman. The Chairman shall be the chief executive officer of the Corporation and shall have general supervision over the business and affairs of the corporation and over its several officers, subject, however, to control of the Board of Trustees.

SECTION VI. President. The President shall be the chief operating officer of the Corporation and shall have day-to-day supervision over the business and affairs of the Corporation, subject, however, to control of the Board of Trustees. The President shall see that the books, reports, statements, certificates and all other documents and all other records required by law are properly kept and filed. The President shall be the custodian

of the records and of the seal of the Corporation and see that it is affixed to all documents, the execution of which on behalf of the Corporation under its seal, is duly authorized in accordance with the provisions of these By-laws. The President may sign and execute in the name of the Corporation, deeds, contracts, or other instruments authorized by the Board of Trustees or the Investment Committee except in cases where the signing and execution thereof shall be expressly delegated by the Board of Trustees to some other officer or agent of the Corporation, and in general shall perform all duties incident to the office of chief operating officer and such duties as may from time to time be assigned to him/her by the Board of Trustees.

SECTION VII. Vice Chairman. At the request of the Chairman or in his or her absence or disability, the Vice Chairman shall perform all of the duties of the Chairman and when so acting shall have all the powers of and be subject to all the restrictions upon the Chairman. The Vice Chairman shall perform other duties as may from time to time be assigned by the Board of Trustees or the Chairman.

SECTION VIII. The Secretary. The Secretary shall keep the minutes of the meetings of the Board of Directors in records provided for that purpose. The Secretary shall see that all notices are duly given in accordance with the provisions of these By-laws or as required by law.

The Secretary shall perform all duties incidental to the office of Secretary and such other duties as from time to time may be assigned to him/her by the Board of Trustees.

SECTION IX. Treasurer. The Treasurer shall ensure that a full financial report of the activities of the Corporation be presented at the annual meeting of the Board of Directors and shall perform all duties incidental to the office of Treasurer and such other duties as from time to time may be assigned to him/her by the Board of Trustees.

ARTICLE IV.

Committees

SECTION I. Executive Committee. The officers named in Article 3, Section I, shall serve as the Executive Committee of the Corporation.

SECTION II. Advisory Committee. The Advisory Committee shall be a committee of from 12 to 15 members who advise and assist the dean of the William Allen White School of Journalism at the dean's discretion. Members shall serve three-year terms on a staggered basis and shall meet at least twice annually. The Membership Committee shall propose members to be approved by the Board of Trustees at its annual meeting. Members of the Advisory Committee are encouraged but not required to be Dean's Club-level financial donors to the School.

SECTION III. Membership Committee. The Membership Committee shall include the officers that comprise the Executive Committee and one additional member appointed by the Executive Committee.

SECTION IV. Other Committees. The Executive Committee may authorize any officer of the Corporation to appoint any other or further committees that such officer may deem requisite or necessary in the carrying out of the objectives of said Corporation.

ARTICLE V.

Fiscal Agent, Check, Contract, Drafts, Bank Accounts, Etc.

SECTION I. Fiscal Agent. The University of Kansas Comptroller shall be responsible for all funds and securities of the Corporation and deposit all such funds in the name of the Corporation in accordance with the provisions of Section IV of Article V of these By-laws. The fiscal agent shall render a full financial report at the annual meeting of the Board of Trustees. The fiscal agent shall exhibit at all reasonable times the books of accountings and records to any of the Trustees of the Corporation upon application. The budget year of the Foundation will match the fiscal year of the University.

SECTION II. Checks. All checks, drafts or other orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents, of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Trustees.

SECTION III. Contracts. The Board of Trustees or the Executive Committee may authorize any officer or officers, agent or agents to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, such authority may be general or confined to specific instances, but unless so authorized no

officer, agent or employee shall have any authority to bind the Corporation by any contract or engagement or to pledge its assets or credit or to render it liable for any purpose or to any amount.

SECTION IV. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such bank, trust companies or other depositaries as the Fiscal Agent may select or designate. For the purpose of such deposits, checks, drafts or other orders for the payment of money which are payable to the order of the Corporation may be endorsed by any officer to whom the Board of Trustees shall designate such power.

ARTICLE VI.

Seal

SECTION I. The Board of Trustees at its first regular or special meeting shall provide a Corporate Seal which shall be circular in form and shall bear the name of the Corporation and the year of its incorporation.

ARTICLE VII.

Amendments

SECTION I. All By-laws of the Corporation shall be subject to alteration and repeal and new By-laws may be adopted at any annual or special meeting of the Board of Trustees. Providing, however, that notice of any alteration or adoption of new By-laws shall be given to the members of the Board of Trustees in writing, at least thirty days prior to any annual or special meeting, at which time consideration will be given to such alteration or the adoption of a new By-law.