

**BYLAWS
OF
DOWNTOWN TOPEKA, INC**

The name of the organization is Downtown Topeka, Inc. (hereafter, “DTI”). DTI shall have an office located at 719 South Kansas Avenue, 6th Floor, Topeka, Kansas, 66603 or at such other place as shall be designated by the board of directors (hereafter, “Board of Directors” or “Board”), and such location shall be DTI’s principal place of business. DTI has not been formed for the making of profit or personal financial gain. The assets and income of DTI shall not be distributable to, or for the benefit of, the Members, Directors, officers or other individuals except as authorized to promote DTI’s primary purposes as described below. Nothing contained herein, however, shall prohibit the payment of reasonable compensation to employees and independent contractors for services provided for the benefit of DTI. DTI is organized exclusively for charitable and educational purposes. DTI shall observe and comply with all local, state and federal laws which apply to a non-profit organization as defined in Section 501(c) (6) of the Internal Revenue Code. DTI shall not participate in any political campaign in any manner, but shall have the authority to advocate for issues before governmental bodies which promote DTI’s primary purposes, provided that DTI shall at all times follow and adhere to all federal, state and local laws and regulations regarding lobbying activities. DTI shall not act in any manner to restrain trade or stifle competition and shall adopt no coercive measures toward any person or business entity as an inducement to join DTI.

These bylaws replace any and all previous bylaws of DTI and shall take effect immediately following their approval by the DTI Board of Directors.

**ARTICLE I
ORGANIZATION**

Section 1. Primary Purposes. DTI has the following primary purposes: 1) promoting the growth and expansion of downtown Topeka, Kansas for business and residential development; 2) promoting downtown Topeka as the central location for state governmental offices; 3) promoting the improvement and maintenance of downtown infrastructure; 4) serving as a liaison between diverse groups with interest in downtown Topeka and 5) promoting events and activities to achieve these goals so that Topeka’s downtown becomes a destination of cultural activity and economic development. The Board shall have the authority at any time to refine these primary purposes and create a vision statement for DTI and a statement of DTI’s mission.

Section 2. Governance. The governing body of DTI shall be the Board of Directors as more specifically set forth in Article III of these bylaws, subject only to the limitations of federal, state and local laws, regulations and ordinances and DTI’s articles of incorporation and these bylaws. The Board shall consist of individuals (herein, “Directors”) elected as provided in Article II of these bylaws. In all meetings of the Board and committees, Robert’s Rules of Order shall govern all parliamentary procedures when not in conflict with DTI’s articles of incorporation and these bylaws.

Section 3. Greater Topeka Partnership. DTI is a partner organization in the Greater Topeka Partnership, Inc. (GTP), a Kansas corporation organized not-for-profit in accordance with Section 501(c)(6) of the Internal Revenue Code. As such, DTI will collocate its offices with those of the other GTP partners, will coordinate its activities with those of the other GTP partners, will avail itself of the unified management

structure and shared services which the GTP provides and will participate in the GTP's consolidated budgeting, finance and administrative processes. Unless the context clearly dictates otherwise, use of the term "Members" herein means Members of the Greater Topeka Partnership.

ARTICLE II BOARD OF DIRECTORS

Section 1. Number of Directors. There shall be a minimum of 21 and a maximum of 25 Directors on the Board. In addition to the number of Directors specified in this Section, the President of DTI will serve as an ex-officio member of the Board without the authority to vote. The Board may add other ex-officio members to the Board whenever the Board determines the addition of such ex-officio members will serve the best interests of DTI. Any such additional ex-officio members may be removed by the Board by simple majority vote at any time for any reason.

Section 2. Qualifications to Serve as Directors. Directors must at all times remain Members in good standing of GTP with a substantial presence or interest in Downtown Topeka or representatives of such a Member. Further, in order to remain qualified to serve on the Board, each Director must pay any Business Improvement District (BID) taxes properly assessed against any business or building owned, operated or managed by a Director. Failure of a Director to remain qualified for a period of 60 days shall cause such Director to be suspended as provided in Section 7 of this Article III. Directors are expected to attend a minimum of two-thirds of all regularly scheduled and special Board meetings in a fiscal year. A Director may be excused from attending any Board meeting for good cause, and an excused absence will not be counted against the Director's attendance record. Failure of a Director to attend meetings as provided herein will result in a suspension and may be presumed as a resignation as more specifically provided in Section 13 of this Article III.

Section 3. Election of Directors. By the August Board of Directors meeting each year, the Board Development and Nominating Committee shall recommend to the Board, and, upon due consideration, the Board shall nominate an eligible individual for the position of Director for each position for which a vacancy will exist at the commencement of the next calendar year. The Board Chair shall announce the nominees thus submitted and call for additional nominations. If no additional nominations are made, the Directors then shall elect the nominees thus submitted. If additional nominations are made, then a vote shall be taken by written ballot, and the nominees receiving the most votes will be elected Directors. If a written ballot is required, a space shall be permitted for write-in candidates.

Section 4. Term of Directors. Directors shall serve for terms of three years, except that the initial terms of two-thirds of the Directors will be shorter, as provided herein, so that only one third of the Directors will have terms expiring at any one time in order to achieve continuity of governance and management. No Director shall serve for a longer period than six consecutive years or until the end of the Director's current term of office, whichever period is longer. Any Director who is elected as an officer of DTI (other than President who is not a Director) shall continue to serve as a Director until the expiration of his or her term as officer, even though that person's term as Director has expired. Directors shall serve until their terms expire or until a successor has been elected and qualified, whichever is longer. Directors who have served for the maximum time as provided herein shall not be eligible to be re-elected as a Director until one full year after the end of their last term.

Section 5. Duties and Authority of Board. The Board shall have the responsibility to set policy for DTI consistent with these bylaws. The Board shall elect all officers of DTI, and each officer, except the President, shall be a Director. The Board shall make such decisions and take such actions as are necessary to see that the primary purposes of the organization as set forth in Article I, Section 1 of these bylaws, and any mission or vision statement the Board may develop pursuant thereto, are being advanced in the manner and with the dispatch expected by the Board. The Board shall have duty, without limitation, to 1) approve a budget for recommendation to the GTP Chair's Council for each fiscal year no later than the 15th day of the last month of the next preceding fiscal year; 2) fill vacancies of any officers of DTI and fill the unexpired term of any Director who leaves the Board; 3) make nominations for the Director positions after receiving any recommendations of the Board Development and Nominations Committee and 4) amend these bylaws as more specifically provided in Article VII.

Section 6. Quorum. A majority of all Directors shall constitute a quorum at any meeting of Directors. Unless otherwise prohibited in these bylaws, Directors at any meeting where a quorum is initially present may continue to transact business if some Directors depart, provided a majority of the original quorum will still be necessary to pass any action requiring a vote. In the absence of a quorum at any properly called meeting, a majority of all of the Directors present may adjourn the meeting to another time, provided all Directors are given notice of the adjourned meeting in the manner described in Section 7 of Article II. If a quorum is represented at an adjourned meeting, any business may be transacted that might have been transacted at the meeting as originally scheduled. The Directors present at a meeting represented by a quorum may continue to transact business until adjournment, even if the withdrawal of some Directors results in representation of less than a quorum provided, however, a majority of the original quorum will still be necessary to pass any action requiring a vote of the Directors. Attendance at meetings and voting on matters before the Board shall not be permitted by proxy.

Section 7. Attendance by Telephone. Any Director may participate in any meeting by conference telephone or other appropriate communication equipment which will allow each Director in attendance to participate fully. Further, either the Board Chair or the chair of any committee may convene a meeting of the Board or such committee by use of such communication equipment, as long as a quorum is participating and each Director or committee member receives notice as prescribed in Section 7 of Article II or voluntarily waives receipt of such notice.

Section 8. Adverse Interest. In the determination of a quorum of the Directors, or in voting, the adverse interest of a Director shall not disqualify the Director or invalidate the Director's vote. Any Director present shall be counted as part of the quorum, and any Director may abstain from voting on any issue which the Director determines in good faith constitutes a personal conflict of interest.

Section 9. Organizational Meeting of Board. Within 10 days following the first Board meeting of the year, the Board shall meet for the purpose of electing its new officers and transacting such other business as may be necessary and appropriate.

Section 10. Regular Meetings of the Board. Except as otherwise prescribed by the Board, the Board shall meet once each month throughout the year. Regular monthly meetings either may be postponed or cancelled by the Board Chair on the determination, in good faith, either that an insufficient number of Directors is available to participate in the meeting or there are other circumstances that require a postponement or cancellation. A schedule of all Board meetings, together with a designated place for the meetings, shall be adopted by the Directors no later than the 15th day of the last month of the next preceding

fiscal year and distributed to all Directors by U.S. mail or by email in the manner described in Section 7 of Article II, and no further notice of such scheduled meetings shall be required. Minutes of the previous meeting, a proposed meeting agenda and current financial statements, if available, shall be delivered to all Directors at least five calendar days prior to the scheduled regular meeting date.

Section 11. Special Meeting. Special meetings of the Board may be requested by the Board Chair, the President or any four Directors by giving notice as in the manner described in Section 7 of Article II. Minutes of the special meeting shall be sent to the Board within two weeks after such meeting.

Section 12. Location of Meeting. Regular and special meetings of the Directors shall be held at a location designated by the Board either in the schedule adopted for regular meetings described in Section 8 of this Article III or as provided in Section 7 of Article II, is provided to all Directors that the meeting is being held at a different location.

Section 13. Procedures. The vote of a majority of the Directors present at a properly-called meeting at which a quorum is present shall be the act of the Board unless the vote of a greater number is required by law or by these bylaws for a particular resolution. A Director who is present at a meeting of the Board at which action on any corporate matter is taken shall be presumed to have consented to the action taken unless the Director states an objection. Any objections so stated shall be entered in the minutes of the meeting. Voting by email shall not be permitted unless a question is submitted for vote as an emergency or urgent action described below in Section 14 of this Article II.

Section 14. Emergency or Urgent Action. Should action be required when it is not possible to assemble the Board in a properly called meeting or when the Executive Committee cannot assume the powers of the Board, the Board may consider specific issues without a meeting, but only when either the Board authorizes such action during a properly called meeting or, without such authorization, there is a determination by the Board Chair, the President and at least one other officer that 1) a decision on the issue cannot reasonably await a regularly scheduled Board meeting and 2) a more prompt decision on the issue is in the best interest of DTI. In deciding on any such issue, Directors may cast votes either in person at DTI's principal place of business or by email. All Directors must be given an opportunity to participate in deciding any such issue. The officers authorizing the vote shall establish a deadline by which all votes must be cast on the issue. All such votes must be cast in writing (and all email votes shall be printed), and a decision will require an affirmative vote of a majority of all Directors. Any action so taken shall be recorded in the minutes of the next properly called Board meeting.

Section 15. Removal, Resignation and Suspension of Directors; Vacancies. A Director may be removed from the Board for any reason, with or without cause, at either a regular meeting or a special meeting of the Directors called for that purpose. However, a vacancy in the position of Director may occur upon resignation or death of a Director. A resignation shall occur whenever a Director voluntarily resigns by notifying the Board Chair of this decision in writing. A resignation will be presumed by the Board as a result of a Director's unexcused absence at four consecutive regularly scheduled Board meetings unless the Director petitions the Board for reinstatement within 30 days after being notified (using notice provisions provided in Section 7 of Article II) by the Board Chair of the presumed resignation. A Director shall be suspended as Director, without authority to attend and participate in Board meetings, should the Director's membership in GTP terminate or the Director otherwise becomes unqualified to serve as a Director for a period of 60 days as provided in Section 2 of this Article II. A suspended Director may be reinstated by the Board provided the Director takes action to regain qualification. Any vacancy that occurs on the Board,

whether by death, resignation, removal or any other cause, may be filled by a majority vote of the remaining Directors. A Director elected to fill a vacancy shall have the right to serve the remaining term of his or her predecessor and thereafter if duly elected by the Directors under the limitations set forth in these bylaws.

Section 16. Standing Committees. There shall be the following standing committees of the Board: 1) Executive Committee and 2) Board Development and Nominations Committee. The Board Chair shall appoint Directors to be the chairpersons and committee members. All committee appointments shall terminate upon the election of a new Board Chair. All committees shall function within the guidelines established in Article V of these bylaws.

Section 17. Fiscal Year; Budgets. The fiscal year for DTI shall be calendar year. The Board shall approve the annual budget of DTI for recommendation to the GTP Chair's Council no later than the 15th day of the last month of the next preceding fiscal year after receiving any budget recommendations of the Finance and Budget Committee. After the budget is adopted, and at any time during the next fiscal year, the Board may reallocate amounts in the budget from one category to another as circumstances dictate. The President shall monitor the expenditures and at all times shall be knowledgeable regarding the income and expenditures so that the President may make suggestions to the Board for any such changes to the Budget.

Section 18. Compensation. No Director or officer of or any member of a committee shall receive at any time any of the net earnings, whether in the form of a dividend or other payment from the operations of DTI, except that the President, in the capacity of President and CEO of DTI, shall earn a salary with benefits as determined by the GTP. However, this shall not prevent the payment to any other Director or officer of reasonable compensation for services rendered to or for DTI provided any such services and a reasonable estimate of the cost of these services must be approved in advance by the Board.

ARTICLE III OFFICERS

Section 1. Number of Officers. The officers of DTI shall manage the business affairs and carry out the policies of DTI, subject to the oversight and direction of the Board. The officers shall report to the Board. The officers shall consist of the Board Chair, Board Vice-Chair / Chair Elect, Immediate Past Board Chair, the President and the Secretary-Treasurer. Each officer must be a Director, with the exception of the President who shall not be a Director. The primary duties and responsibilities of the officers are as follows:

Board Chair. The Board Chair shall be a member of the Board and the Executive Committee and shall preside at all meetings of the Board and the Executive Committee. The Board Chair shall ensure that Board meetings are conducted consistent with the primary purposes of DTI as described in these bylaws and any vision statement, mission statement, resolutions and directives of the Board and shall discharge all duties incident to that office as prescribed by these bylaws and by the Board including, without limitation, consultation with the DTI President as the top elected official of the Board as necessary to fulfill the responsibilities of Board Chair.

Board Vice-Chair / Chair Elect. The Board Vice-Chair and Chair Elect (hereafter, "Board Vice-Chair") shall be a member of the Board and the Executive Committee and shall preside at meetings of the Board and the Executive Committee in the absence of the Board Chair. Unless disqualified or otherwise unavailable, the Board Vice-Chair shall succeed to the office of Board Chair and

assume the duties of that office after election to that post by the Board. The Board Vice-Chair shall discharge all duties incident to that office as prescribed by these bylaws and by the Board.

Immediate Past Board Chair. The Immediate Past Board Chair shall be a member of the Board and the Executive Committee and shall preside at meetings of the Board and the Executive Committee in the absence of the Board Chair and Board Vice-Chair. The Immediate Past Board Chair shall discharge all duties incident to that office as prescribed by these bylaws and by the Board.

President. The President shall be an employee of GTP and shall serve as chief executive and administrative officer of DTI with the responsibility and authority consistent with that of a chief executive. The President shall have the title of “President and CEO”. The President shall devote full time to the management and operation of DTI with the duty of implementing the primary purposes of DTI as described in these bylaws and any vision statement, mission statement, resolutions or directives of the Board and shall discharge all duties incident to the office of President as prescribed by these bylaws, the Board, and management of the Greater Topeka Partnership.

The President shall not be a Director, but shall serve as an ex-officio member of the Board, the Executive Committee, and may serve on other committees, task forces and task groups as determined by the Board Chair. The President shall not have the authority to vote in meetings of the Board or any committee. The President shall attend all meetings of the Board and Executive Committee unless otherwise determined by the Board.

The President’s duties shall include, without limitation: 1) planning and making expenditures consistent with DTI’s budget; 2) ensuring that DTI’s revenues are sufficient to cover such expenditures; 3) researching and recommending policies for consideration by the Board. The President shall be actively engaged in the community.

The President shall work closely with the Board and all standing and other committees of the Board and ensure that the Board and committees have staff assistance as necessary to fulfill their responsibilities. The President shall monitor the activities of the Topeka City Council and city administration and other governmental bodies and be in a position to advise the Board on sensitive and controversial matters.

The President shall have the authority to assign duties and authority to employees.

The President shall not have authority to execute contracts on behalf of DTI and bind DTI to the terms thereof unless specifically authorized by the Board in each instance except that the President shall have the authority to execute certain instruments and documents which are routine and perfunctory and reasonably necessary for the President to fulfill the duties and responsibilities of that office and do not result in spending which exceeds funds authorized in DTI’s budget, including, without limitation, signing of checks up to a limit pre-determined by the Board, personnel documents and forms.

The President and CEO of the GTP will have the authority to, but only upon consultation with the Board of Directors, select the President of DTI, fix the terms and conditions of the employment of

the President, regularly evaluate the DTI President's performance and, as necessary, manage the termination or other departure of the President. In emergent situations, such consultation shall be with the Executive Committee.

Secretary-Treasurer. The Secretary-Treasurer shall be a member of the Board and the Executive Committee and shall have the responsibility for 1) ensuring that adequate notice is given of all Board and committee meetings in accordance with these bylaws; 2) ensuring that records of all meetings of the Board and committees are kept in the form of minutes and that DTI keeps a register of the names, addresses and contact information of all Directors and committee members; 3) ensuring that all financial and accounting records are properly maintained; 4) ensuring that all funds of DTI, and all funds held by DTI for the benefit of other organizations, are maintained in insured accounts and 5) overseeing the receipt and disbursement of all such funds. The Secretary-Treasurer shall perform all duties incident to the office of Secretary-Treasurer, including representing DTI on the GTP Finance Council and such other duties as may be assigned by the Board.

Section 2. Election of Officers; Term of Office. The officers shall be elected annually by the Board at the first meeting of the Board described in Section 3 of Article II of these bylaws. Each officer shall serve a 1-year term or until a successor is elected; except for the President who shall serve as President and CEO on an ongoing basis subject to the other provisions of these bylaws .

Section 3. Removal of Officers and Employees; Vacancies. Except for the President of DTI, the Board may remove any officer from his or her position, with or without cause, and may fill the office with another Director to serve for the remainder of such officer's term by a two-thirds majority vote of all Directors (even if all Directors are not present). The Board may recommend removal and termination of the employment of the President of DTI, with or without cause, by a two-thirds majority vote of all Directors (even if all Directors are not present), subject to GTP's personnel policies and any contract rights of the President.

ARTICLE IV STANDING COMMITTEES

Section 1. Executive Committee The Executive Committee shall be composed of the officers of DTI, as specified herein, and shall meet on the call of the Board Chair who shall chair the Executive Committee. When the Board is not in session, the Executive Committee shall have the power to act on routine, perfunctory matters, respond in a timely manner to matters which require immediate action (e.g. respond to news stories) and to make recommendations for strategic actions and policy decisions for Board consideration. The Executive Committee is the only committee authorized to recommend amendments to these bylaws to the Board. It is not the purpose of the Executive Committee to circumvent consideration of matters by the Board, and the Executive Committee shall not have the power to reconsider or reverse any action or policy of the Board. All actions taken and decisions made by the Executive Committee shall be considered by the Board at the next Board meeting for ratification, rejection or postponement. The President of DTI shall be an ex-officio member of the Executive Committee without the authority to vote.

Section 2. Board Development and Nominations Committee. The Board Development and Nominations Committee shall be composed of a committee chair and at least four other Directors appointed by the Board Chair. The Board Development and Nominations Committee will be responsible for recommending to the

Board candidates to serve as Directors on DTI's Board; for nominating to the Board candidates to serve as officers of DTI and for such other duties that properly are assigned to the committee by the Board.

Section 3. Public Policy Committee. The Public Policy Committee shall be composed of the Immediate Past Chair, who shall chair the committee, and at least two other Directors appointed by the Board Chair. The Public Policy Committee shall closely follow the actions of governing bodies that have an influence on the growth, development and improvement of downtown Topeka and on pending policy decisions which may require advocacy of DTI in order to fulfill its primary purposes. The Public Policy Committee will coordinate with the Greater Topeka Chamber of Commerce to develop and execute public policy advocacy.

Section 4. Other Committees, Task forces and Task Groups. Committees other than the standing committees may be created by the Board, and the members of such other committee will be appointed by the Board Chair. These other committees shall cease to exist on the day of the annual meeting, but may be reformed thereafter by the Board. Either the Board or the Board Chair may create either task forces or task groups to handle certain projects that require a special commitment of attention and focus to assist DTI in fulfilling its primary purposes and may be completed more efficiently and expeditiously than any standing or newly formed committee. Any task force or task group created hereunder shall terminate upon completion of its assignment. Unless specified elsewhere in these bylaws, the Board Chair shall appoint the chair of the standing and other committees, task forces or task groups.

Section 5. Terms, Vacancies, Quorum and Rules of Committees, Task Forces and Task Groups. The Board Chair shall appoint members to all standing and other committees, task forces and task groups and shall have the authority to remove such members, with or without cause, subject to the requirements for committee membership in these bylaws. For standing and other committees, each committee member shall serve from the date of appointment until the election of a Board Chair following the annual meeting the member is removed from, or ceases to qualify to serve on, the committee. Vacancies in the membership of any committee may be filled by appointment made in the same manner as in the case of the original appointments. Persons appointed to task forces and task groups shall serve from the date of appointment until completion of the assignment unless removed by the Board Chair. Unless otherwise provided in the Board resolution creating a new committee, task force or task group, a simple majority of the members shall constitute a quorum, and a majority of the members present at a meeting at which a quorum is present may take committee action. Each committee (standing or otherwise), task force or task group may adopt governing rules provided they are not inconsistent with these bylaws or any rules adopted by the Board. The Board Chair shall have the authority to appoint ex-officio members and other non-official members from the community at large, without the authority to vote, to a standing committee and to any other committee whenever the committee and the Board Chair are in agreement that such ex-officio or other persons have the potential to make a positive contribution to any such committee. The foregoing statement applies to duly appointed task forces and task groups, provided that the chair of any such task forces and task groups shall be a Director unless the Board decides otherwise.

ARTICLE V EXECUTION OF INSTRUMENTS, CORPORATE SEAL

All instruments executed on behalf of DTI, including Board resolutions which are produced separately from the minutes of Board meetings, shall be executed either by the Board Chair, the President or any other officer specifically authorized to execute such instruments as provided in these bylaws. Except in those instances in which the authority to execute documents expressly is delegated to another officer or agent of DTI, or a different mode of execution is prescribed expressly by the Board, or GTP, the Board Chair shall

execute for DTI all contracts, deeds, mortgages, bonds, contracts to purchase or lease real estate, documents establishing bank accounts, notes to borrow funds and any other instruments authorized by the Board with any required attestation by the Secretary of DTI, or in the absence of the Secretary, any other authorized officer. If the Board Chair is absent or otherwise unavailable, the Board Vice-Chair may assume the authority to execute documents reserved for the Board Chair in these bylaws. The President shall have the authority to execute certain instruments and documents which are routine and perfunctory and reasonably necessary for the President to fulfill the duties and responsibilities of that office as more specifically described in the summary of the President's duties and responsibilities in Section 1 of Article IV of these bylaws. The corporation shall not have a corporate seal.

ARTICLE VI AMENDMENT TO BYLAWS

These bylaws may be amended, altered or repealed by the Board by a two-thirds majority vote of all Directors (even if all Directors are not present) at any regular or special meeting on the condition that the text of any such amendments are distributed to the Directors for consideration at least 7 days prior to the meeting where such changes are considered. . The Executive Committee is empowered to recommend bylaw changes, but nothing in these bylaws prohibit the Board from initiating such changes without a recommendation of the Executive Committee.

ARTICLE VII INDEMNIFICATION

Section 1. Indemnification of Directors and Officers. Any Director or officer who is involved in threatened or actual claims or litigation by reason of his or her position as a Director or officer of DTI arising out of alleged misfeasance or nonfeasance in the performance of his or her duties, or arising out of an alleged wrongful act against DTI or by DTI itself, will be indemnified and held harmless by DTI for reasonable expenses, including attorney fees incurred in the defense of the proceeding or otherwise, if such Director or officer acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interest of DTI and, in the case of criminal charges, had no reasonable cause to believe the conduct or omission was unlawful. The amount of indemnification described in this Article VIII shall not exceed the limits of DTI's insurance coverage for Directors and officers errors and omissions and other liability insurance. Further, the Board, in conjunction with GTP management, shall be the sole judge of whether such Director or officer acted in good faith, and no such indemnification shall apply to any claim in which a Director or officer is finally adjudicated, or otherwise determined, to be liable to DTI.

Section 2. Errors and Omissions and Liability Insurance. DTI shall purchase insurance to cover errors and omissions of its Directors and officers and for other liability of the DTI for acts of such Directors and officers or others representing DTI, or for actions of DTI itself, in amounts which are reasonably sufficient to protect such Directors and officers and others lawfully representing DTI and for DTI as a corporation performing the primary purposes specified in Section 1 of Article I of these bylaws, and it shall be the duty of the President to ensure that such coverage is in place at all times DTI exists.

ARTICLE VIII MISCELLANEOUS

Section 1. Checks, Drafts and Deposits. All orders for the payment of money, or notes or other evidences of indebtedness issued in the name of DTI shall be signed in accordance with GTP Finance Policies. All funds of DTI, and all funds held in trust or otherwise administered for other entities by DTI, shall be administered by the GTP in accordance with GTP Finance Policies.

Section 2. Records. All current records of DTI, including, without limitation, incorporation documents, bylaws, rosters of the Board and all committee members, financial records, check registers, minutes of Board and committee meetings, shall be kept at the DTI's principal place of business. Each Director shall have the absolute right at any reasonable time to inspect all books, records and documents of every kind and to inspect the physical properties of DTI.

Section 3. Ancillary Organizations. No organization, club or group shall be created within or in connection with DTI except with the approval of the Board, and any such authorized organizations and their activities shall be under the supervision and review of the Board.

Section 4. Foundation. The Board has established a foundation for the purpose of providing long-range financial support for the DTI's primary purposes and other specific benefits to Topeka's downtown. The foundation is known as Downtown Topeka Foundation, Inc. and is a Kansas corporation recognized by the Internal Revenue Service as a charitable, benevolent, educational and non-profit organization under section 501(c)(3). The Board will receive reports from the Downtown Topeka Foundation, Inc. not less frequently than quarterly on the financial condition and activities of the Downtown Topeka Foundation.

ARTICLE IX DISSOLUTION

In the event of the dissolution of DTI, the assets shall be applied and distributed as follows: All liabilities and obligations shall be paid, satisfied or discharged, or the Board shall make adequate provisions therefore. Assets not held upon a condition requiring return, transfer or conveyance to any other organization or individual shall be distributed, transferred or conveyed, either directly or in trust, to one or more charitable and educational organization of a similar or like nature to DTI as determined by the Board and organized under Section 501(c) (6) of the Internal Revenue Code.

Certification: The undersigned certify that the foregoing is a true and correct copy of the bylaws of the above-named corporation, duly adopted by the Board of Directors on March 28, 2019.

Mike Morse, President and Board Chair

William Beteta, Secretary/Treasurer