



**INSTITUTE FOR RULE OF LAW, IDENTITY,
STABILITY & CULTURE
A Kansas Not For Profit Corporation**

AMENDMENT AND RESTATEMENT OF BYLAWS

The Bylaws for the Institute for Rule of Law, Identity, Stability, & Culture, a Kansas Not for Profit Corporation, as initially adopted on June 6, 2008, are hereby amended in restated in their entirety to read as follows:

ARTICLE I

NAME, LOCATION AND OFFICES

Section 1. The name of the Corporation shall be *Institute for Rule of Law, Identity, Stability & Culture* (hereinafter IRISC).

Section 2. Principal Office. The principal office for the transaction of the business of IRISC is hereby located at 1-104 Law Building, 5100 Rockhill Road, Kansas City, MO 64110-2499.

Section 3. Registered Office. The registered office of IRISC is 14604 Reinhard, Leawood, KS 66224. IRISC by resolution of its Board of Directors, may change the location of its registered office as designated in the Articles of IRISC to any other place in Kansas. By like resolution the resident agent at such registered office may be changed to any other person or IRISC, 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 4. Other Offices. Branch or subordinate offices may at any time be established by the Board of Directors at any place or places where IRISC is qualified to do business.

ARTICLE II

PURPOSES AND PRINCIPLES

Section 1. Purpose. IRISC shall be a non-stock, non-profit Corporation organized exclusively for charitable, educational, religious and/or scientific purposes within the meaning of section 501 (c)(3) of the Internal Revenue Code. Specifically, IRISC shall receive and provide funds and property devoted exclusively to benevolent, scientific, educational, and charitable purposes, including, but not limited to, the following:

- a. promoting, conducting and fostering interdisciplinary research, study and analysis relating to the social sciences (including legal, political, and military sciences and

- psychology, anthropology, and economics) with respect to establishment and security of the rule of law and political, social and economic stability;
- b. disseminating information and promoting, conducting and fostering other activities and educational programs designed to increase knowledge and understanding relating to these sciences and the rule of law;
 - c. providing forums in which individuals and organizations may consult and cooperate in considering problems relating the establishment and security of the rule of law and political, social and economic stability;
 - d. conducting and supporting the activities in subparagraphs a-c above, with funds, resources, or undertakings which are exclusively charitable, scientific or educational in purpose.

To carry out and fulfill the purposes enumerated above, IRISC shall have the power to own, hold, use, lease, and otherwise deal in and dispose of real or personal property, or any interest therein, situated in or out of the State of Kansas and shall have the powers and authorities to further said purposes of IRISC as enumerated in the Article of IRISC. IRISC shall not engage in activities that are not in furtherance of those purposes.

ARTICLE III

PURPOSES OF GOVERNING INSTRUMENTS

Section 1. Non--Profit Corporation. IRISC shall be organized as a non-profit corporation under the provisions of the Kansas Corporation Code.

Section 2. Section 501 (c)(3) only. IRISC is scientific and educational charitable organization for the purposes of which, as set forth in the Articles of Incorporation and these Bylaws, are exclusively within the meaning of Section 501 (c)(3) of the Internal Revenue Code.

Section 3. Governing Instruments. IRISC shall be governed by its Articles of IRISC and these Bylaws.

ARTICLE IV

MEMBERSHIP AND FELLOWSHIP

Section 1. Classes of Membership. There may be four classes of Membership: individual, institutional, honorary, and student. Unless otherwise prohibited by law, individual members shall be known as “Fellows” of IRISC, and may be hereinafter referred to as such in these Bylaws. All classes of members, including the three classes of non-voting members, may be referred to as “Members.” In these Bylaws, reference to “Member”, “Members” or “Membership” shall be deemed to also refer to Fellows unless the context clearly indicates otherwise. Only Fellows shall be entitled to vote. IRISC shall have Fellows, but it is not required to offer any of the other classes of Membership. The Board of Directors shall determine whether to offer or terminate institutional, honorary and student classes of Membership.

Section 2. Qualifications of Fellows and Members. To qualify for Membership, Members shall be committed in belief, character and action to studying, understanding, establishing, maintaining and defending the rule of law. Fellows shall be appropriately qualified in their respective fields in order to contribute to understanding of the rule of law and stability, including any cultural, economic, social, psychological or other prerequisites necessary for the rule of law and stable society. Fellows must either have served on the faculty of an institution of

higher education; been employed by a government agency or non-profit non governmental agency, or, if from the private sector, have an established reputation for consulting, analysis, presentation, or publication. The Board of Directors shall approve any additional requirements for Fellowship and Memberships, including annual and initial Fellowship and Membership fees and dues, and may delegate the task of proposing such requirements to the Membership Committee.

Section 3. Selection of Fellows and Other Members. The initial Members, who shall be Fellows, shall consist of the incorporators named on the articles of IRISC first filed with the Kansas Secretary of State. Prior to the first meeting of the Members, additional Fellows may be selected by a majority vote of the Directors. After such meeting, prospective Members may be nominated by any Fellow and confirmed as such by a majority vote of the Board of Directors or by the Membership Committee. Once an application has been confirmed, Membership shall commencement shall commence upon payment of applicable dues and fees and upon such terms as determined by the Board of Director or Membership Committee.

Section 4. Application for Fellowship or Membership. Applications for Fellowship or Membership shall be made in the manner prescribed by the Board of Directors. Institutional, honorary, and student Memberships shall be determined under terms and conditions as specified by resolution of the Board of Directors and shall be non-voting.

Section 5. Resignation from Fellowship or Membership. A resignation from Fellowship or Membership shall be presented to the Board of Directors, but shall not relieve any Member from any liability for any dues, assessments or other obligations to IRISC which are unpaid at the time such resignation is filed, or which may arise prior to or following the acceptance of the resignation.

Section 6. Termination or Suspension.

A. Failure to Pay Dues, Assessments and Fees. All rights of Fellowship or Membership are suspended upon failure to pay annual dues, assessments pursuant to such policy as may be established by the Board of Director or Membership Committee. The Board of Directors of Membership Committee may establish procedures for reinstatement of Fellows Members who have been suspended for failure to pay annual dues, assessment and fees.

B. Suspension or Expulsion for Cause– Any Fellow or Member may be suspended or expelled from Membership in the Association for reason with a two-thirds vote of the Board of Directors. Reasons for such action may include major criminal conviction, serious immorality, plagiarism, disbarment, loss of academic faculty status, subversion of IRISC assets, services, and information from the public benefit to private gain, significant sabotage of the objectives of the Association, or engaging in any action which would jeopardize IRISC’s status as exempt from taxation under § 501(c)(3) of the Internal Revenue Code. The Board of Directors shall promptly notify the Fellow or Member of such action and advise him or her regarding the opportunity for appeal. This notification shall be made by regular mail or by email or electronic fax if the Fellow or Member has consented to such notice by electronic means pursuant to K.S.A. § 17-6522..

C. Appeal – A suspended or expelled Fellow or Member has the right to appeal the action before the Membership Committee, if constituted and otherwise the Board of Directors, at a regular or special meeting scheduled for mutual convenience within six weeks of receipt of the requesting letter. It is necessary that the affected person submit a written request for an appeal hearing within ten days of receipt of the President’s written notification of suspension or expulsion. At the hearing, the suspension or expulsion action may be over-ridden with a two-thirds majority vote.

Section 7. Transfer of Fellowship or Membership. Fellowships and other Memberships in IRISC shall be nontransferable. There shall be no transfer or alienation by inter vivos or testamentary device or otherwise.

ARTICLE V MEETINGS OF FELLOWS

Section 1. Place of Meetings. Unless otherwise designated by the Board of Directors, all annual meetings of Fellows and all other meetings of Fellows shall be held at the principal office of IRISC . Another place within or without the State of Kansas may be designated either by the Board of Directors pursuant to authority hereinafter granted to said Board, or by the written consent of all Fellows entitled to vote thereat, given either before or after the meeting and filed with the secretary of IRISC. In addition, the Board of Directors may determine that the meeting shall not be held at any place, but may instead be held solely by means of remote communication.

Section 2. Meetings of Voting Fellows and Other Fellowship Matters. The annual meetings of the Fellows shall be held on the first Friday of June, in each year at 10:00 o'clock, a.m. of said day; provided, however, that should said day fall upon a legal holiday, then such annual meeting of Fellows shall be held at the same time and place one week following such designated meeting date. At such meeting, Directors shall be elected, reports of the affairs of IRISC shall be considered, and any other business may be transacted which is within the power of the Fellows.

Section 3. Notice of Meeting.

A. Written Notice. Written notice of each annual meeting shall be given to each Fellow entitled to vote, either personally or by mail or other means of written communication, charges prepaid, addressed to such Fellow at his or her address appearing on the books of IRISC or given by him or to IRISC for the purposed of notice.

B. Consent to Electronic Notice. Pursuant to K.S.A. § 17-6522, if a Fellow has consented to electronic notice by electronic means to an email address or fax number, then notice shall be given to such email address or fax number.

C. Manner of Notice. All such notices shall be sent to each Fellow entitled thereto not less than ten (10) days nor more than sixty (60) days before each annual meeting, and shall specify the place, the day and the hour of such meeting, and shall state such other matters, if any, as may be expressly required by statute.

D. Waiver of Notice. Whenever notice is required to be given under any provision of Kansas Corporations Code or the articles of IRISC or Bylaws, a written waiver, signed by the person entitled to notice, or a waiver by electronic transmission by the person entitled to notice, whether before or after the time stated therein shall be deemed equivalent to notice. Attendance of a person at a meeting shall constitute a waiver of notice of such meeting, except when the person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Fellows, Directors or a committee of Directors or IRISC need be specified in any written waiver of notice or any waiver by electronic transmission.

Section 4. Special Meetings. Special meetings of the Fellows, for any purpose or purposes whatsoever, may be called at any time by the president or by the Board of Directors, or by one or more Fellows holding not less than one-fifth of the voting power of IRISC. Except in special cases where other express provision is made by statute, notice of such special meetings

shall be given in the same manner as for annual meetings of Fellows. Notices of any special meeting shall specify in addition to the place (or if the meeting will be conducted by electronic means, the means of such meeting), day and hour of such meeting, the general nature of the business to be transacted.

Section 5. Adjourned Meetings and Notice Thereof. Any Fellows meeting, annual or special, whether or not a quorum is present, may be adjourned from time to time by the vote of a majority of the Fellowship interests, the holders of which are either present in person or represented by proxy thereat, but in the absence of a quorum, no other business may be transacted at such meeting. When any Fellows meeting, either annual or special, is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Except as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting, if the time and place thereof are announced at the meeting at which such adjournment is taken.

Section 6. Voting. Unless the Board of Directors has fixed in advance a record date for purposes of determining entitlement to vote at the meeting, the record date shall be as 6:00 p.m. ten days (10) prior to the day on which the meeting shall be held. Each voting Fellow shall have one (1) vote for all other matters that may properly come before the Fellows at any annual or special meeting.

Section 7. Quorum. Unless otherwise provided in the Kansas Corporations Code, the articles of IRISC or Bylaws of IRISC, the Fellows present in person or represented by proxy after proper notice has been given shall constitute a quorum at a meeting of such Fellows. In all matters other than the election of the Board of Directors of IRISC (which shall only require a plurality vote as set forth in Article VI, Section 3., paragraph A. below), the affirmative vote of a majority of such Fellows present in person or represented by proxy at the meeting and entitled to vote on the subject matter shall be the act of the Fellows, unless the vote of a greater number is required by Kansas Corporation Code, the articles of IRISC or Bylaws. The Fellows 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 Fellows to leave less than a quorum as defined in these Bylaws.

Section 8. Consent of Absentees. A decision or transactions of any meeting of Fellows, either annual or special, however called and noticed, shall be as valid as though had at a regularly, scheduled meeting, if a quorum be present either in person or by proxy. Such decision or transaction shall be valid if, either before or after the meeting, each of the Fellows entitled to vote, not present in person or by proxy, signs a written waiver of notice (as provided for in Section 10.D. above), or a consent to the holding of 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.

Section 9. Proxies. Every Fellow entitled to vote or execute consents shall have the right to do so either in person or by one of more agents authorized by a written proxy executed by such voting Fellow or his or her duly authorized agent and filed with the secretary of IRISC; provided that no such proxy shall be valid after the expiration of one (1) year from the date of its execution, unless the Fellow executing it specified therein the length of time for which such proxy is to continue in force. Pursuant to K.S.A. § 17-6502(b), a written proxy may be validly executed by (i) signing the writing or causing the Fellow's signature to be affixed to the writing by any reasonable means, including, but not limited to, facsimile signature, or (ii) by transmitting, or authorizing the transmission of, a telegram, cablegram, or other means of electronic transmission, including telephonic transmission, to the person who will be the holder of the proxy or like agent duly authorized by the person who will act as proxy to receive the transmission, provided that any

such telegram, cablegram or other means of electronic transmission must either set forth or be submitted with information from which it can be determined that the Fellow authorized the transmission. A copy, facsimile telecommunication, or other reliable reproduction of the writing or transmission of proxy may be substituted for the original writing or transmission for any purpose for which the original writing or transmission could be used, except that such copy, facsimile telecommunication or other reproduction shall be a complete reproduction of the entire original writing or transmission.

Section 10. Meeting Conducted By Remote Communication. If so authorized by the Board of Directors, and subject to such guidelines and procedures as the Board may adopt, Fellows and proxy holders of voting Fellows not physically present at a meeting of stockholders may, by means of remote communication: (A) participate in a meeting of Fellows; and (B) be deemed present in person and vote at a meeting of Fellows whether such meeting is to be held at a designated place or solely by means of remote communication, provided that: (i) IRISC shall implement reasonable measures to verify that each person deemed present and permitted to vote at the meeting by means of remote communication is a Fellow or proxy holder for a Fellow; (ii) IRISC shall implement reasonable measures to provide such Fellows and proxy holders for a voting Fellow a reasonable opportunity to participate in the meeting and to vote on matters submitted to the Fellows, including an opportunity to read or hear the proceedings of the meeting substantially concurrently with such proceedings; and (iii) if any Fellow or proxy holder for voting Fellow votes or takes other action at the meeting by means of remote communication, a record of such vote or other action shall be maintained by IRISC.

Section 11. Inspection of Corporate Records. The Membership ledger, the books of account, and minutes of proceedings of the Fellows, the Board of Directors and of executive committees of Directors shall be open to inspection upon the written demand of any Fellow or the holder of a right to vote within five (5) business days of such demand during ordinary business hours if for a purpose reasonably related to his or her interests as a Fellow, or as the holder of such proxy. The list of Fellows entitled to vote shall be prepared at least ten (10) business days before every meeting of Fellows by the officer in charge of the Membership ledger, which shall be the secretary, and shall be open to inspection by any Fellow, for any purpose germane to the meeting, during ordinary business hours for at least ten (10) business days prior to such meeting. Such inspection may be made in person or by an agent or attorney authorized in writing by a Fellow, and shall include the right to make abstracts. Demand of inspection other than at a Fellows meeting shall be made in writing upon the president, secretary, assistant secretary or general manager of IRISC.

Section 12. Inspection of Bylaws. IRISC shall keep in its principal office for the transaction of business the original or a copy of these Bylaws as amended or otherwise altered to date, certified by the secretary, which shall be open to inspection by the Fellows at all reasonable times during ordinary business hours.

ARTICLE VI

DIRECTORS

Section 1. Powers. Subject to limitations of the Articles of IRISC, of the Bylaws, and of the Kansas Corporation Code as to action which shall be authorized or approved by the Fellows, 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 IRISC shall be controlled by, the Board of Directors, which shall constitute this IRISC's independent governing body. 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. Amendment of Bylaws and Articles of IRISC. As permitted in the Articles of IRISC, to alter, amend or repeal the Bylaws of IRISC and to amend and restate the Articles of IRISC.

B. Appointment of Officers, Agents and Employees. To select and remove all the other officers, agents and employees of IRISC, prescribe such powers and duties for them as may not be inconsistent with law, or with the Articles of IRISC or the Bylaws, fix their compensation for services performed and expenses incurred by any such persons, and require from them security for faithful service.

C. Manage IRISC. To conduct, manage, and control the affairs and business of IRISC, and to make such rules and regulations therefore not inconsistent with the law, or with the Articles of IRISC or the Bylaws, as they may deem best.

D. Offices and Meetings. To change the principal office and registered office for the transaction of the business of IRISC 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 IRISC within or without the State of Kansas, as provided in Article I Section 3 hereof; to designate any place or means within or without the State of Kansas for the holding of any Board of Member 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.

E. Borrowing Money. To borrow money and incur indebtedness for purposes of IRISC, and to cause to be executed and delivered therefore, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations or other evidences of debt and securities therefore.

F. Appointment of Committees. 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 IRISC, except the power to adopt, amend or repeal Bylaws. Any such committee shall be composed of two or more Directors or Fellows.

G. Prohibited Inurement and Benefit. The Board of Directors shall not permit any part of the net earnings or capital of IRISC to inure to the benefit of any Member, Fellow, Director, officer, or other private person or individual. Provided however, in accordance with the policies set out herein in these Bylaws, any Member, Fellow, Director, officer, or other private person shall be entitled to reasonable compensation for services rendered to IRISC.

H. Appoint Advisors. The Board of Directors may, from time to time, appoint, as advisors, persons whose advice, assistance, and support may be deemed helpful in determining policies and formulating programs for carrying out the purposes and functions of IRISC.

Section 2. Number and Qualification of Directors. The authorized number of Directors of IRISC shall be no fewer than three (3) and no more than seven (7), with the exact number determined by a majority of the Board of Directors prior to any election. In the event that the Board of Directors shall fail to determine the number of Directors, the number shall be the same as the previous term.

Section 3. Independent Members of the Board. The Board of Directors shall be independent. A majority of the Directors must not be Fellows or otherwise have a membership interest in IRISC. Directors who are not fellows are referred to as “non-Fellow” or “independent” directors.

A. Nomination of Candidates. Any non-Fellow may be nominated for election by any Fellow in good standing or member of the Board of Directors at any time prior to voting. Any Fellow in good standing may run for election by nomination from any other Fellow in good standing or by self-nomination at any time prior to voting. Candidates shall manifest their acceptance or nomination in writing, which requirement shall be waived if the candidate is elected and subsequently manifests acceptance of a position on the Board of Directors.

B. Amendment of this Section. Any amendment of these Bylaws with respect to this section, shall require approval of either two-thirds (2/3) of the members of the Board of directors, including two-thirds (2/3) of the non-Fellow members of the Board of Directors, or two-thirds (2/3) of the Fellows entitled to vote.

Section 4. Election and Term of Office.

A. Voting at Annual Meeting. The Directors shall be elected at each annual meeting of Fellows by a plurality of the votes of the Fellows of IRISC present in person or represented by proxy at the meeting and entitled to vote thereon, but if any such annual meeting is not held, or the Directors are not elected thereat, the Directors may be elected at a special meeting of Fellows held for that purpose as soon thereafter as conveniently may be. Each Fellow is entitled to vote for as many candidates as Directorship positions are open for election. Cumulative voting is not permitted. For example, if three positions for Directorship must be filled, and five candidates are running for the board, a Fellow may vote for up to three candidates, but no more than one vote for any candidate.

B. Meetings Held by Electronic Means. Voting may be by written ballot or any other means approved by the Board of Directors. Voting conducted at a meeting held through electronic means must comply with the terms of Article V, Section 10 above.

C. Term Length and Continuation of Term. Each Director shall hold office from the date of his or her election until the second annual meeting of the Fellows (as determined in Article V, Section 1) following his or her election. If such annual meeting is delayed, he or she shall continue as Director until his or her respective successors are elected.

D. Successive Terms. There are no limits to the number of terms or successive terms that a Director may serve, except that a majority of the Board of Directors must always be non-Fellows.

E. Removal of Director. A Director may be removed from office at any time for cause (including breach of duty or grounds for dismissal as a Fellow under Article IV, Section 6 above) by a vote of either two-thirds of the remaining Directors or a majority of a quorum of the or by a majority vote of the voting Fellows, and he or she may be removed without cause by a two-thirds (2/3) vote of the voting Fellows.

F. Chairman of the Board. The Board of Directors, at its own discretion, may also elect a chairman of the board who shall be elected at each of the annual meeting of the Board.

Section 4. Vacancies.

A. Appointment by Remaining Directors. Vacancies on the Board of Directors may be filled by appointment by action of a majority of the remaining Directors, although less than a quorum. Any Director elected by a majority of Directors to fill a vacancy, shall serve through the remainder of the resigning Director's term, provided that at least a majority of the Directors shall be non-Fellows.

B. Standing to Petition Court to Call Special Election. If at any time, by reason of death, resignation, or other cause, IRISC should have no Directors in office, then any officer or any Fellow (or any executor, administrator, trustee or guardian of a Fellow or other fiduciary

entrusted with like responsibility for the person or estate of a Fellow) may call a special meeting of the Fellows in accordance with the provisions of these Bylaws, or may apply to the District Court for a decree summarily ordering election as provided for by the Kansas Corporation Code. Each Director so elected shall hold office until his or her successor is elected at an annual or a special meeting of the Fellows.

C. Events Causing Vacancy. 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 Fellows fail at any annual or special meeting of Fellows 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.

D. Fellow's Right to Call Special Election to Fill Vacancy. The Fellows holding at least twenty percent (20%) of the outstanding Fellowship certificates may call a meeting at any time to fill any vacancy or vacancies not filled by the Directors in accordance with the above procedures.

E. Resignations Taking Effect in the Future. If the Board of Directors accepts the resignation of a Director tendered to take effect at a future time, the board or the Fellows shall have power to elect a successor to take office when the resignation is to become effective provided that at least a majority of the Directors are non-Fellows.

F. Reduction in the Authorized Number of Directors. No reduction of the authorized number of Directors shall have the effect of removing any Director prior to the expiration of his or her term of office. In no event, shall any reduction in the number of Directors result in non-Fellows constituting less than a majority of the Board.

Section 5. Chairman of the Board and other Offices. The chairman of the board, if such an officer be elected, 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. The Board of Directors may appoint or elect such other officers to assist the Board of Directors, 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.

ARTICLE VII

MEETINGS OF THE BOARD OF DIRECTORS

Section 1. 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 of Directors. In addition, the Board of Directors may determine that the meeting shall not be held at any place, but may instead be held solely by means of remote communication pursuant to Section 9 below. In the absence of any other designation, all meetings shall be held at the principal office of IRISC.

Section 2. Organizational Meeting. Immediately following each annual meeting of Fellows, the Board of Directors shall hold a regular meeting for the purpose of organization, election of Board Officers, Corporate Officers, and the transaction of other business. Notice of such meeting is hereby waived.

Section 3. Other Regular Meetings. Other regular meetings of the Board of Directors shall be held without call at such time as the Board of Directors may from time to time designate

in advance of such meetings; provided, however, should said day fall upon a legal holiday, then said meeting shall be held at the same time on the next day thereafter ensuing which is not legal holiday. Notice of all such regular meetings of the Board of Directors is hereby waived.

Section 4. 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 he or she is absent or unable or refuses to act, by the secretary or by any other Director. 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) business days before the date of 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 or her residence or usual place of business. If a Director has consented to electronic notice by electronic means to an email address or fax number, then notice shall be given to such email address or fax number.

Section 5. 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 6. 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.

Section 7. 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 IRISC. 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 8. Proxies. Every Director shall have the right to vote either in person or by one or more agents authorized by a written proxy executed by such person or his or her duly authorized agent and filed with the secretary of IRISC; provided that no such proxy shall be valid after the expiration of one (1) year from the date of its execution.

Section 9. Meetings by Other Means. Members of the Board of Directors of IRISC, or any committee designated by such board, may participate in a meeting of the Board of Directors by means of conference telephone, e-mail, electronically, or similar communications equipment, by means of which all persons participating in the meeting can hear and speak, or otherwise communicate with one another, and such participation in a meeting shall constitute presence in person at the meeting.

Section 10. 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 11. Votes and Voting. All votes required of Directors hereunder may be by voice vote, show of hands, e-mail, or electronically, unless a written ballot is requested, which request may be made by any one Director. Each Director shall have one vote, unless the Articles of IRISC provide that Directors elected by the holders of a class of Fellows have more or less than one vote per Director on any matter. Every reference to a majority or other proportion of Directors shall refer to a majority or other proportion of the votes of such Directors.

Section 12. Inspection of Books and Records. Any Director shall have the right to examine IRISC's Membership ledger, a list of its Fellows entitled to vote and its other books and records for a purpose reasonably related to such Director's position as a Director. When there is any doubt concerning the inspection rights of a Director, the parties may petition the District Court, which may, in its discretion, determine whether an inspection may be made and whether any limitations or conditions should be imposed upon the same.

Section 13. Fees and Compensation. Directors shall not receive any stated salary for their services as Directors, but, by resolution of the board, adopted in advance of, or after the meeting for which payment is to be made, a fixed fee, with or without expenses of attendance, may be allowed one or more of the Directors for attendance at each meeting. Nothing herein contained shall be construed to preclude any Director from serving IRISC in any other capacity as an officer, agent, employee, or otherwise, and receiving compensation therefore.

ARTICLE VIII OFFICERS

Section 1. Officers. The officers of IRISC shall be a president, a secretary and a treasurer. IRISC vice-presidents, as set forth below, one or more assistant secretaries and one or more assistant treasurers, and such other officers as may be appointed in accordance with the provisions of Section 3 of this Article VIII. Any number of offices may be held by the same person. Members of the Board of Directors may serve as officers.

Section 2. Election. The officers of IRISC, except such officers as may be appointed in accordance with the provisions of Section 3 or Section 5 of this Article VI, shall be chosen annually by the Board of Directors, and each shall hold his or her 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 IRISC 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 shall resign or shall be removed or otherwise disqualified to serve.

Section 4. Compensation of Officers. Employees of IRISC shall receive such salaries or other compensation as shall be determined by resolution of the Board of Directors, adopted in advance of or after the rendering of the services, or by employment contracts entered into by the Board of Directors. Officers may be compensated as determined by the Board of Directors for services performed and expenses incurred by such persons. The power to establish salaries of officers, other than the president or chairman of the board, may be delegated to the president, chairman of the board, or a committee charged with reviewing compensation.

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 at the 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 IRISC.

Section 7. President. Subject to such supervisory powers, if any, as may be given by the Board of Directors to the chairman of the board, if there be such an officer, the president shall be

the chief executive officer of IRISC and shall, subject to the control of the Board of Directors, have general supervision, direction and control of the business and officers of IRISC. He or she shall preside at all meetings of the Fellows and, in the absence of the chairman of the board, at all meetings of the Board of Directors. He or she shall be an *ex officio* 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 IRISC, and shall have such other powers and duties as may be prescribed by the Board of Directors or these Bylaws.

Section 8. Vice-President. IRISC shall have the following Vice Presidents:

- A. Vice President of Administration and Fundraising.** The Vice President of Administration and Fundraising is the principal officer under the President charged with administrative operations and fundraising including grants and government contracts. This officer oversees formation of corporation, qualification as 501(c)(3), design, building, and maintenance of IRISC's web site, coordination of communications, personal, compliance issues, filing of tax returns, and administration and enforcement of the Conflicts of Interest policy (together with the Board of Directors or the committee designated to such tasks).
- B. Vice President of Academic Services and Fellow Development.** The Vice President of Academic and Fellow Development is the principal officer under the President charged with developing a talented pool of Fellows from academic and other qualified fields. This officer is charged with overseeing research, consulting services, publications, and conferences.
- C. Vice President of Project Development.** The Vice President of Project Development is the principal development officer under the President tasked with developing research and consulting projects, including the internal and external networks and internal capabilities necessary to identify, cultivate, and take on projects consistent with IRISC's charitable scientific and educational purpose. This officer is the principal liaison with military, governmental and non-profit organizations in need of support consistent with IRISC's charitable purposes with respect to stabilization operations and the rule of law.
- D. Other Vice Presidents.** Other Vice Presidents may be appointed from time to time as determined by the Board of Directors. Such Vice Presidents may take on new responsibilities or be delegated responsibilities previously tasked to the Vice Presidents set forth in paragraphs A. through C. above.

A President may also serve in the office of Vice President. Vice Presidents may serve in more than one office of Vice President as set forth above.

In the absence or disability of the president, the Vice President of Administration and Fundraising (and in his or her absence the Vice President of Academic Services and Fellow Development, and then the Vice President of Project Development, respectively) shall perform all 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 9. 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 and Fellows, 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 at Directors' meetings, the Fellows present or represented at Fellows' meetings and the proceedings thereof.

The secretary shall keep, or cause to be kept, at the principal office or at the office of IRISC's transfer agent, a Membership ledger, showing the names of the Members and their addresses, and the number and date of Membership certificates issued; and the date of suspension, termination or resignation of every Membership certificate surrendered for cancellation.

The secretary shall give, or cause to be given, notice of all the meetings of the Fellows and of the Board of Directors required by these Bylaws or by law to be given, and he or she shall keep the seal of IRISC 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 10. 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 IRISC, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, surplus and shares. 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 IRISC with such depositories as may be designated by the Board of Directors. He or she shall disburse the funds of IRISC 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 IRISC, 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 IX

SPECIAL PROVISIONS RELATING TO CONDUCT AS 501(c)(3) ORGANIZATION

Section 1. Compensation Policy Plan. In order to ensure that compensation is reasonable and does not inure to the benefit of private individuals, the Board of Directors or such committee as may be appointed by them shall establish and enforce appropriate policy on behalf of IRISC.

A. Elements of Compensation Plan. Such policy shall:

1. ensure compensation arrangements follow IRISC's Conflicts of Interest Policy as provided for in Section 3. below;
2. require advance written approval of compensation arrangements;
3. record the names individuals charged with determining or voting upon compensation arrangements;
4. establish methods for determining comparable compensation based upon independently published information and surveys from appropriate government, academic, non profit and other sources;
5. establish a record of the information used to determine compensation and the source of such information;
6. ensure that the plan applies to all IRISC officers, directors, trustees, employees, and persons serving as independent contractors with IRISC;
7. ensure that the plan covers compensation for services to businesses owned by family relation of any IRISC officer, director, or trustee, including businesses owned by such individual's spouse, ancestors, children, grandchildren, great grandchildren, siblings (by whole or half blood), and spouses of children, grandchildren, great grandchildren, and siblings;

8. ensure that the plan covers compensation for services to businesses with business relationships to any IRISC officer, director, or trustee, including a business where any IRISC officers, directors or trustees, individually or together possess more than 35% ownership interest in common (such ownership interest being defined as voting power in a corporation, profits, interest in a partnership or beneficial interest in a trust).

B. Default Policy for Research Compensation Rates. Until such time as other appropriate policy may be set into place as provided for in this section, compensation for research services shall be determined as provided for in Section A. above and shall be based the following rates:

1. Academic Research, Publication, Presentation, and Consulting Services. To the extent that adequate funding is available, compensation for services traditionally provided by academic faculty of institutions of higher education (including but not limited to research, publication, teaching, instruction, training, presentations, and consulting) shall be based upon hourly rate (determined by dividing the average annual weighted salary, as adjusted for inflation, by 1,500) for the most appropriate faculty classification and rank for the most recent period as listed in the latest publication of the *National Faculty Survey* by the College and University Professional Association for Human Resources.

2. Adjustments to Facilitate Interdisciplinary Collaboration. Because IRISC is expressly founded to encourage interdisciplinary collaboration, and because differentials in compensation rates might engender resentment and thwart interdisciplinary research and collaboration, the following steps may be taking in setting compensation. In the event that two or more Fellows on a project come from academic disciplines which are classified differently under the latest publication of the *National Faculty Survey* by the College and University Professional Association for Human Resources, then all such Fellows shall receive compensation adjusted for inflation at the rate, for their faculty rank, according to the discipline with the highest average annual weighted salary, but only for an equivalent number of hours worked by the Fellow whose discipline received the highest average annual weighted salary during the same pay period. Compensation for hours in excess of the faculty Fellow classified in the highest average annual weighted salary during the pay period shall be limited as set forth in paragraph 1.

For example, if a associate law professor works five hours and a professor of social sciences work twenty hours on the same project during the pay period in early 2007, then rate of compensation for the associate law professor, per *National Faculty Survey* (for 2006-07) is based upon an average unweighted salary average of \$103,307. For fifteen of the twenty hours worked, compensation for the social sciences professor, per the *National Faculty Survey*, is based upon an average unweighted salary of \$90,564. However, for the remaining five hours, the social sciences salary professor is based upon the average unweighted salary of a professor of law, which is \$143,012.

3. Research, Publication, Presentation, and Consulting Services by Non-Academics with Post Graduate Degrees. When the services described in subparagraph 1 above are provided by qualified individuals with post graduate degrees, but without academic or faculty status at institutions of higher education, including military and intelligence experts, then compensation (to the extent adequate funding is available) shall be based upon the latest published *Position Standard Classification Flysheet for Intelligence Series GS-0132*. The classification may be done independently of the actual or classification for individuals serving or formerly in the military, although

such classification shall bear considerable weight, especially if the ranking is based on *Intelligence Series GS-0132*. Ranks below GS grade 9 shall not be entitled to compensation under this section, but only if such individual qualifies as a Student Researcher under section 4, below. GS grade 9 shall receive compensation at the rank of assistant professor, GS grades 11-12 (grade 10 does not exist) shall receive compensation at the ranks of associate professor, and GS grades 13-15 shall receive compensation at the rank of professor. Compensation shall be based upon the *National Faculty Survey* in the appropriate discipline most matching the nature of the research, education, experience and other qualifications and may be adjusted pursuant to the provisions of subparagraph 2 above.

4. Compensation to Student Researchers. To the extent that funding is available, compensation for research by students at institutions of higher education shall be determined based upon rates set at major universities.

5. Compensation for Administrative and Non-Academic Services. To the extent that adequate funding is available, salaries for administrative services shall be determined based upon an hourly rate (determined by dividing the average annual salary by 2,000) for the most appropriate employment classification for the most recent period as listed in the latest publication of by the Bureau of Labor Statistics for NAICS Industry Code 541720, described as “Research and Development in Social Sciences and Humanities.” Such figure shall be adjusted annually for inflation. To the extent that the functions of the CEO are divided equally among IRISC’s president and one or more vice presidents, who would otherwise classified as General and Operations Managers, then the salary figure for NAICS Occupation Code 111011 for “Chief Executives” for Industry Code 541720 may be averaged with that of NAIC Occupation Code 111021 for “General Operations Managers” for Industry 541720. For instance, the compensation for IRISC president and vice presidents would be determined based upon the sum of the salary for NAICS Occupation Code 111011 for Industry Code 541720 (\$147,250 in 2005) plus two times the salary for NAICS Occupation Code 111021 for Industry Code 541720 (\$112,500 in 2005) divided by three or \$124,083, and then adjusted for inflation, to be paid to each individual.

6. Compensation to Businesses Providing Services. When ever possible, compensation to such businesses for providing services shall be determined per this section B. based upon the qualifications of and types of services provided by the individuals actually providing such services. If this is impossible, compensation shall be paid at reasonable comparable industry rates.

C. Compensation Pursuant to Grant Funding. Compensation may also be determined as a result of as part of grant specifications funding IRISC projects. Salary based on such funding shall comply with the principles set forth above.

D. No Rights to Salary under these Bylaws. No individual has any right or claim to compensation by virtue of these Bylaws. All compensation must be paid pursuant to separate written agreement as set forth in paragraph A. above. Compensation for services is deemed to be “non-fixed” because all compensation is dependent upon obtaining appropriate grant funding and government contracts and cannot be fixed on an annual or other regular basis by IRISC. The amounts set for compensation pursuant to these Bylaws are maximum limits and agreement may be made for lesser amounts, and no right shall accrue for the difference between agreed upon payments and the amount suggested by the Bylaws or IRISC policy.

E. No Payments as Scholarships, Fellowships, etc. All payments are made as compensation for services rendered to specific IRISC projects. No payment shall be made to any

individual as a scholarship, fellowship, educational loan, for related travel, study or other similar purposes. Travel, study, or other similar purposes include payments to school, tuition, or education savings programs and payments made to enhance a literary, artistic, musical, scientific, teaching or other similar capacity, skill or capacity of an individual recipient. Prohibited payments under this section E. do not include amounts paid to an individual as compensation, such as payments made to a consultant, including IRISC fellows, for personal services rendered to IRISC or for producing IRISC reports.

Section 2. Dedication to Public Purposes.

A. Revenue and Income from Grants and Government Contracts. A substantial activity of IRISC may consist of research performed under contract with and on behalf of governmental agencies or through funding for research may be raised through grants from government agencies and charitable organizations. Income realized from research contracts and grants shall be utilized by the IRISC solely for furthering its charitable purposes in the public interest, including funding research, conferences and dissemination of resulting reports and findings. IRISC shall perform no contract or grant funded research for the private benefit of any person or organization, as distinguished from performing scientific research in the public interest.

B. Revenue from Seminars. IRISC may conduct seminar courses to publicly disseminate its knowledge that are restricted to qualified members of the public, governmental organizations, charitable organizations, and academics for institutions of higher education. IRISC may charge tuition and fees for the courses or seminars in order to recover costs of presenting the seminar, including salaries of the professional staff.

C. Work Product. The results of the research performed by IRISC under a government contract or grant shall be typically embodied in a report submitted to the governmental or nonprofit agency funding the project. To the extent that such material is not classified by a governmental agency, the report shall be made available to the public for dissemination on a non-discriminatory basis. IRISC may charge reasonable fees to cover the costs of dissemination. All publications, not classified by government agencies, shall be freely available for inspection and study at the election of the Board of Directors at either IRISC's headquarters or via its Web site. IRISC may also provide consulting and advisory services for the public benefit to governmental agencies and nonprofit organizations that may not result in written form.

D. Intellectual Property. The intellectual property rights to all publications resulting from IRISC projects shall remain vested either with IRISC or with the individual authors who have contracted their services to IRISC. IRISC agents and officers shall only permit copyright to remain with authors provided that IRISC retains sufficient rights to provide for the broadest public access to such published works, except as otherwise qualified in this Section 2. Royalties, license fees or other revenues may only be received for work product otherwise available to the public at no or low cost as provided for in this Section. Such revenues must be reinvested in research and dissemination of research pursuant to IRISC's charitable purpose and this Section.

Section 3. Conflicts of Interest. Concurrent with adoption of these Bylaws, IRISC shall be deemed to have adopted the Conflict of Interest Policy, attached hereto in the form of Exhibit A and incorporated herein by reference. Any amendment of such policy shall require majority approval of the board of directors. To the extent that any amendment of such policy shall in any way affect the obligations or privileges of directors then such amendment shall also require a majority vote of a quorum of the Fellows. In determining voting privileges with respect to such amendment, any director or Fellow with a conflict of interest pursuant to the Conflict of Interest

Policy or under applicable law must excuse him or herself from voting and abide by the terms of the Conflict of Interest Policy.

Section 4. Fundraising and Public Support. IRISC’s fundraising activities shall be conducted under the Board of Directors and Officers in such a way as to qualify for as a “publicly supported” organization under § 170(b)(1)(A)(vi) of the Code. However, in the event, that IRISC does not for any period of time qualify as a publicly supported organization under § 170(b)(1)(A)(vi) of the Code, then, during such period, or periods, of time as IRISC may be treated as a "private foundation" pursuant to § 509 of the Code, the directors must distribute the IRISC's income at such time and in such manner so as not to subject IRISC to tax under § 4942 of the Code, and IRISC is prohibited from engaging in any act of self-dealing (as defined in § 4941(d) of the Code), from retaining any excess business holdings (as defined in § 4943(c) of the Code) which would subject IRISC to tax under § 4943 of the Code, from making any investments or otherwise acquiring assets in such manner so as to subject IRISC to tax under § 4944 of the Code, from retaining any assets which would subject IRISC to tax under § 4944 if the directors have acquired such assets, and from making any taxable expenditures (as defined in § 4945(d) of the Code).

Section 5. Prohibition of Propaganda. As prohibited under § 501(c)(3) of the Code for scientific and educational charitable organizations, no substantial part of the activities of IRISC shall be the carrying on of propaganda or otherwise attempting to influence legislation (except as otherwise permitted by § 501(h)), and IRISC shall not participate in or intervene in (including the publishing or distribution of statements concerning) any political campaign on behalf of (or in opposition to) any candidate for public office. To ensure that the advocacy of any position or viewpoint is educational and not propaganda, the Board of Directors, or designated committee, shall take steps to ensure that IRISC’s educational presentations and communications (i) are substantially supported by a foundation of undistorted facts, which are provided to the intended audience, (ii) avoid the use of inflammatory and disparaging terms, (iii) express conclusions based upon objective evaluations, rather than emotional feeling, (iv) facilitate understanding of the intended audience by considering their background and training, and (v) present developments from the facts that will materially aid the audience in the learning process.

Section 6. Foreign Distribution Policy. Concurrent with adoption of these amended and restated Bylaws, IRISC shall be deemed to have adopted the Foreign Distribution Policy, attached hereto in the form of Exhibit B and incorporated herein by reference. Any amendment of such policy shall require majority approval of the Board of Directors. To the extent that any amendment of such policy shall in any way affect the obligations or privileges of Directors then such amendment shall also require a majority vote of a quorum of the Fellows.

Section 7. Vetting of Key Persons. IRISC shall not employ, use the services of, fund, be represented by, or otherwise do business with any person where any terrorist-related suspicions exist.

A. Basic Vetting. Except as may be otherwise directed by the Board of Directors, the President or his or her delegated choice among other IRISC officers shall conduct a reasonable search of publicly available information to determine whether any of IRISC key employees, officers, board members, agents, independent contractors, or researchers (hereinafter collectively referred to as “Key Persons”) is suspected of activity relating to terrorism, including terrorist financing or other support.

B. Vetting of President. The Board of Directors shall delegate a member of the board or officer other than the President to vet the President as required in this section.

C. Reasonable Search. A reasonable search shall involve checking the U.S. Office of Foreign Assets Control's ("OFAC") list of sanctioned countries, the OFAC's list of Designated Nationals and Blocked Persons, the U.S. Department of State's Terrorist Designation Lists (including the Terrorist Exclusion List), and all other publicly available information to ensure that Key Persons do not appear on those lists.

D. Annual Vetting. Except as otherwise determined by the Board, the President, or his or her delegate, shall repeat basic vetting of key individuals annually and through its ongoing monitoring and oversight of grant programs.

E. Duty upon Discovery of Suspicious Activity. If an IRISC officer or member of the Board should discover any suspicious activity relating to terrorism during its basic vetting of key employees, even if it does not directly involve an OFAC match, he or she shall report such information directly to the Treasury Department and Federal Bureau of Investigation.

ARTICLE X

MISCELLANEOUS

Section 1. Dues. The dues required for initial Membership and annually or otherwise shall be as specified by written resolution of the Fellows. Such dues may be changed from time to time except that once a Fellow or Member has paid his or her or its original Fellowship or Membership fee, if any, and becomes a Fellow or Member, no subsequent increase or decrease in the Fellowship or Membership fee shall warrant an assessment or require a refund as to such fee with respect to such Fellow or Member. Nonpayment of dues shall be a proper cause for suspension or revocation of Fellowship or Membership hereunder. All dues shall be payable as specified by the Board of Directors. Annual dues shall be in the same amount for all Fellows Members of the same Membership class. The annual dues may vary for each Membership class if there is more than one such class.

Section 2. Use of Roberts Rules of Order. The most current revision of Roberts Rules of Order shall be used for the conduct of all Fellows and Directors' meetings except as otherwise provided hereunder or in the Articles of IRISC. The formalities of Roberts Rules of Order may be dispensed with if so approved by majority of Fellows at a meeting of the Fellows or by a majority of Fellows if so approved by a majority of the Directors. Furthermore, the lack of express objection to any action or proposed action at the time of such action or proposed action for failure to properly interpret or utilize in whole or in part Roberts Rules of Order shall be deemed to constitute a waiver of their use. The failure to follow Roberts Rules of Order shall not negate the validity of any action approved by the Fellows or Directors that is otherwise in accordance with these Bylaws.

Section 3. 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 IRISC, or of another IRISC serving at the request of this IRISC, 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 IRISC or by IRISC, he or she shall be indemnified for his or her reasonable expenses, including attorneys' fees incurred in the defense of the proceeding, if both of the following conditions exist:

(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.

(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 IRISC, its receiver, or its trustee, 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 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 is not a party to the proceeding. Notice of the application for such indemnity shall be served upon IRISC, its receiver, or its trustee, and upon the plaintiff and other parties to the proceeding. The court may order notice to be given also to the Fellows in the manner provided in Article IV, Section 7, for giving notice of Fellows meetings, in such form as the court directs.

Section 4. 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 IRISC, 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 5. Annual Report. No annual report to Fellows or Members shall be required, but the Board of Directors may cause to be sent to the Fellows or Members reports in such form and at such times as may be deemed appropriate by the Board of Directors.

Section 6. 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 IRISC, 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 IRISC 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 IRISC by the 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 IRISC by the president (or vice-president serving in the absence of the president).

Section 7. Membership Certificates. A certificate of Membership shall be issued to each Fellow or Member when any such Fellow or Member so requests, and no such certificate shall be issued when initial Fellowship or Membership fees are required until such fees are paid in full, unless the Board of Directors specifically authorizes installment payments. All such certificates shall be signed by the president or vice-president and the secretary, or an assistant secretary. Only one certificate may be issued per Fellow or Member except to replace Membership certificates which are lost, stolen or destroyed. In the event a Membership certificate is lost, stolen or destroyed, the Fellow or Member requesting a new certificate shall prepare an affidavit stating the conditions and reasons for or circumstances surrounding the loss, theft or destruction. Membership certificates shall indicate whether the Fellow or Member is a voting Fellow or non-voting Member.

Section 8. Fiscal Year. The Board of Directors shall have the power to fix and from time to time change the fiscal year of IRISC. In the absence of action by the Board of Directors, however, the fiscal year of IRISC shall end each year on the date which IRISC treated as the close of its first fiscal year, until such time, if any, as the fiscal year shall be changed by the Board of Directors.

Section 9. Definitions. Written notices hereunder shall be delivered by registered mail to the Fellow's or Member's last known address. "Writing," "Written," or "Written Notices," shall include any means of legible printed or typewritten communication upon paper, or may also include electronic communication, e-mail, or other means of communication through electronic means.

ARTICLE XI DISSOLUTION

Section 1. Upon the dissolution of this IRISC, the governing body shall, after paying or making provision for the payment of all of the liabilities of IRISC, dispose of all of the assets of IRISC exclusively for the purposes of IRISC 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 IRISC 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 XII AMENDMENTS

Pursuant to the Articles of Organization, and subject to Article VI, Section 2, paragraph D, future amendment, restatement, or repeal of these Bylaws shall require either a two-thirds (2/3) vote of the Board of Directors at any regular or special meeting thereof or a two-thirds (2/3) vote of the Fellowship at any regular or special meeting thereof.

CERTIFICATE OF SECRETARY

I, the undersigned, do hereby certify:

- (1) That I am the duly elected and acting secretary of Institute for Rule of Law, Identity, Stability & Culture ("IRISC"), a Kansas not-for-profit; and
- (2) That the foregoing Bylaws, constitute an amendment and restatement of the original Bylaws, dated June 6, 2008, and have been duly adopted at a meeting of the Board of Directors held on the 6th day of March, 2009.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name and affixed the seal of the said IRISC this 23 day of MARCH, 2009.



Donald B. Smith

Secretary