



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

SPECIAL JOINT MEETING OF THE BOARD DIRECTORS & FELLOWS

A special joint meeting of the Board of Directors and Fellows (Members) of THE INSTITUTE FOR RULE OF LAW, IDENTITY, STABILITY & CULTURE (hereinafter "IRISC"), A Kansas Not For Profit Corporation (the "Corporation"), was held on Monday, March 23, 2009 at 8:00 a.m. at 14604 Reinhardt Ave., Leawood, KS 66224.

Present were PAUL D. CALLISTER, DONALD B. SMITH and JEFFREY E. THOMAS;

PAUL D. CALLISTER acted as Chairman of the meeting, and DONALD B. SMITH acted as Secretary for the meeting.

On motion duly made and carried, it was jointly determined:

RESOLVED, that Bylaws for the Corporation are hereby amended and restated in their entirety. These Amended and Restated Bylaws shall appear in the minute book of the Corporation immediately following this instrument.

RESOLVED, that Foreign Distribution of Funds Policy for the Corporation is hereby adopted. The Foreign Distribution of Funds Policy shall appear in the minute book of the Corporation immediately following this instrument.

RESOLVED, that the following are hereby elected to the Board of Directors, to serve as independent members of the board, without any membership interest or status as a fellow in the Corporation, during the terms of their service:

Fred K. Green, Esq.

John A. Nagl, PhD

Craig Stevenson

Shane R. Swindle, Esq.

RESOLVED, that PAUL D. CALLISTER, DONALD B. SMITH, and JEFFEY E. THOMAS will continue serving as members of the Board of Directors.

RESOLVED, that the following be elected as officers of the Corporation for its

fiscal year commencing as of the date of this meeting, and serving until their successors are appointed pursuant to the Bylaws:

PAUL D. CALLISTER, President, Vice President of Administration and Fundraising

JEFFREY E. THOMAS, Vice President of Academic Services and Fellow Development

DONALD B. SMITH, Vice President of Project Development

JEFFREY E. THOMAS, Treasurer

DONALD B. SMITH, Secretary

RESOLVED, per report of the PAUL D. Callister and DONALD B. SMITH, all officers and members of the Board of Directors have been properly vetted pursuant to the Bylaws and Corporate policy.

There being no other or further business to come before the meeting, it was, upon motion duly made and carried, adjourned.

DATED: Mar. 23, 2007



Donald B. Smith
Secretary for the Meeting



Paul D. Callister
Chairman for the Meeting

We, PAUL D. CALLISTER, DONALD B. SMITH, and JEFFREY E. THOMAS constituting all of the members and the initial directors of IRISC, hereby waive notice of the calling and holding of the special meeting of the Board of Directors and Members and hereby consent to the transaction of any and all business by this joint meeting of directors and members.

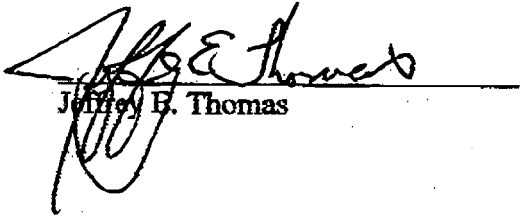
DATED: Mar. 23, 2009



Paul D. Callister



Donald B. Smith



Jeffrey B. Thomas