

**MISSION STATEMENT AND BYLAWS
OF THE
KANSAS BANKERS ASSOCIATION
TRUST DIVISION**

MISSION STATEMENT

The Trust Division of the Kansas Bankers Association was formed to support, enhance and promote the Trust Industry in Kansas. Working in cooperation and conjunction with the KBA, and as its subsidiary, the Trust Division Mission shall be achieved by providing pro-active and competent leadership. This leadership will implement an organizational structure that will identify and focus on issues that affect the Division, its Members, and the Clients they represent. The Division will offer its Members opportunities to benefit through their participation in educational activities, legislative agendas and public relations efforts. The Division will endeavor to provide an environment that is conducive to the unrestricted flow of information between the KBA, the KBA Trust Division and their Members.

BYLAWS

In order to empower the Trust Division to accomplish its Mission, the Members of the Trust Division have adopted, and agree to abide by, the following Bylaws:

Article I – Name

This Division shall be called the Kansas Bankers Association Trust Division.

Article II – Membership

Section 1. Members. A Member of the KBA Trust Division, as used in these Bylaws, shall be defined as an entity that is entitled to vote within the Division. Only employees of Members of the KBA Trust Division shall be entitled to hold elective offices within the Division. Any State or National Bank or Holding Company of any State or National Bank with fiduciary powers doing business in the State of Kansas, which is a member of the KBA, may become a Member of the KBA Trust Division, upon the payment of such dues as prescribed by the KBA Trust Division. Any other business which is a member or an associate member of the KBA, upon approval of the Board of Directors, may become an Associate Member of the KBA Trust Division, upon payment of such dues as may be prescribed by the KBA Trust Division.

Section 2. Suspension or Expulsion. Any Member or Associate Member of the KBA Trust Division may be suspended or expelled from membership in the Division by a two-thirds written vote of the voting delegates present and voting at the annual membership meeting of the Division.

Section 3. Non-payment of Dues. Non-payment of dues by any Member or Associate Member of the KBA Trust Division by July 31 of the year to which the dues apply may result in forfeiture of membership in the Division.

Article III – Annual Membership Meeting

Section 1. Authority. The supreme authority of the Division is vested in its members.

Section 2. Meetings. The membership of the Division shall convene an annual meeting to be held on property during the MOKAN Conference. The President may call a special meeting of the membership upon the approval of the Board of Directors. In addition, upon request made to the President in writing by at least one-fifth of the Members of the Division, or by at least two-thirds of the members of the Board of Directors, the President shall call a special meeting of the Membership. The Secretary of the Division, at least ten days prior to any membership meeting, shall give written notice of the time and place thereof to all Members, which for special meetings shall specify the purpose thereof.

Section 3. Elections. The membership, at its annual meeting, shall elect the Officers and Directors, in accordance with Article VI of these Bylaws. Officers and Directors duly elected at the annual meeting of the Trust Division shall be installed and take office as of that date.

Section 4. Procedure. All proceedings of the annual membership meeting shall be governed by Roberts' Rules of Order to the extent consistent with these Bylaws, except as otherwise may be determined by a majority of the voting delegates present and voting.

Section 5. Voting by Delegates of Members. Each Member shall be entitled to one vote at the annual meeting, which shall be cast by its voting delegate. Voting delegates at such meeting shall vote in person and not by proxy. No voting delegate shall vote in more than one capacity nor represent more than one Member. All votes shall be by voice, unless otherwise ordered by a majority vote of the voting delegates present. Any number of voting delegates present and voting at the time and place duly-designated for any meeting of the membership, or adjournment thereof, shall constitute a quorum for the transaction of all business.

Article IV – Officers

Section 1. President. The President of the Trust Division shall perform such duties as may be imposed by these Bylaws, by resolution of the membership, and by direction of the Board of Directors. The President shall preside at all annual or special meetings of the membership; shall have the power to create committees and task forces, appoint members thereto and designate chairpersons thereof; and shall present to the membership at its annual meeting such reports summarizing the general condition of the Division as may be required by the Board of Directors. The President will serve as a member of the KBA Board of Directors. He/she shall provide a written report of the Trust Division's activities in advance of the quarterly meeting of the KBA Board of Directors and personally present the report at the meeting.

Section 2. President-Elect. The President-elect shall assist the President and shall perform such duties as are requested of him or her by the President. The President-elect shall perform the duties of the President during the President's absence and shall succeed the President in office upon termination of the President's term.

Section 3. Secretary-Treasurer. The Secretary-Treasurer of the Division shall be responsible for the books and records of the Trust Division. The Secretary-Treasurer shall be responsible for the preparation and reading of the minutes of each membership meeting, and of each meeting of the Board of Directors. The Secretary-Treasurer shall be the chief financial officer of the Division and shall be responsible for the funds of the Division, subject to the directions of the Board of Directors. The Secretary-Treasurer shall render to the Board of Directors and the annual membership meeting such financial reports and data as may be deemed appropriate by the Board of Directors.

Article V – Board of Directors

Section 1. Representation. The Board of Directors shall represent the membership of the Division between meetings of the annual meeting.

Section 2. Membership. The Board of Directors shall be composed of ten (10) voting members which shall include the following: President, President-elect, Secretary-Treasurer, Immediate Past President, MOKAN Treasurer, Legislative Liaison and four Term Directors who are elected at the annual membership meeting, as prescribed below.

Section 3. Term Directors. (a) At all times there shall be four Term Directors serving on the Board of Directors. Each year one new Term Director will be elected and the Immediate MOKAN Treasurer will come off the Board. For the years 2011 and 2012 two new Term Directors shall be elected, and thereafter, one new Term Director will be elected each year. Additional Term Directors may be elected to fill vacancies at the discretion of the Board of Directors. Once elected it is anticipated that each Term Director will serve on the Board of Directors for a nine-year term, four years as a Term Director, succeeding to the offices of Secretary-Treasurer, President-Elect, President, Past President, and MOKAN Treasurer.

Section 4. Meetings. The Board of Directors shall meet at least semi-annually at a time and place as announced by the President. Special meetings of the Board of Directors shall be held at the call of the President or a majority of the Board of Directors. At least ten days notice of the time and place of a special meeting or regular meeting of the Board of Directors shall be given to each member of the Board of Directors by the Secretary-Treasurer of the Division.

Section 5. General Functions. The Board of Directors shall determine Division policy, review and evaluate activities of the Division, administer affairs of the Division, and have full authority to act for the Division. The Board of Directors shall have general supervision over all elements of the Division, whether created under these Bylaws, or by resolution of the membership. The decision of the Board of Directors on such matters shall be binding unless or until reversed or modified by the membership at its annual meeting. Upon request of the Board of Directors, any entity under its supervision shall report to the Board of Directors as to any of its actions.

Section 6. Committees. The Board of Directors shall have the power to establish committees and task forces of the Division and appoint members thereto.

Section 7. Depositories for Division Funds. The Board of Directors shall designate one or more Kansas banks as depositories for Division funds.

Section 8. When electing or appointing members of the Board of Directors, consideration shall be given to the size of the Member Institution that employs the potential board member. It is desired that at all times there will be representation on the Board of Directors by at least one Member Institution with trust assets of at least one hundred million dollars and at least one member institution with trust assets of no more than fifty million dollars.

Article VI – Elections

Section 1. Election of Officers and Directors. Each year the Nominating Committee shall nominate one candidate for election as President-elect, one candidate for election as Secretary-Treasurer, and one candidate for Term Director. The Nominating Committee shall obtain the consent

of any nominee to his or her name being placed on the ballot. Notice of those persons nominated shall be included in the Notice of Annual Meeting of the membership. Nominations to any office, or position of Term Director, can be made during the annual membership meeting by any delegate of a Member of the Trust Division; providing, however, that any such nomination from the floor must be seconded by one Member of the KBA Trust Division. The candidate receiving the highest number of votes shall be elected to the office for which he or she was nominated.

Section 2. Nominating Committee. The Nominating Committee shall consist of the President, President Elect, and Immediate Past President of the Trust Division. If any of them is unable to serve, the President shall appoint members to serve on the Nominating Committee.

Article VII – Vacancies

In the event of a vacancy in the office of President, the President-elect shall automatically assume the office of President for the remainder of the term. At the expiration of such term, he or she shall continue as President of the Division until the next annual meeting of the membership. In the event of a vacancy in the office of President-elect or Secretary-Treasurer, the Board of Directors shall elect one of the Directors to hold such office for the remainder of the term. In the event of a vacancy on the Board of Directors, the President shall appoint a member to fill the vacancy, subject to approval of the Board of Directors at its next meeting. Such appointees shall serve the remaining term of the Director he or she replaced. If the President does not fill a vacancy within thirty days, a majority of the Board of Directors shall fill the vacancy at its next meeting.

Article VIII – Committees

Committees will be appointed on an as-needed basis by either the President or the Board of Directors to serve a specific function for a prescribed time. The responsibility of the committee will be provided to the committee in writing by either the President or the Board of Directors.

Article IX – Amendments to Bylaws

Section 1. Adoption of Amendments. These Bylaws may be amended at any annual or special meeting of the membership by a majority vote of the voting delegates present and voting. At least ten days prior to any meeting of the membership, written notice of any proposed amendment shall be given to all Members by the Secretary-Treasurer. Amendments may be proposed by any Member of the Division to the Board of Directors, and if approved by a majority of the members thereof, shall be submitted to the membership.

Section 2. Review of Bylaws. The President shall appoint a task force in every year that is evenly divisible by five (5) to review these Bylaws, and to recommend improvements thereof.

Article X – Membership Dues

Section 1. Amount of Dues. Annual dues for Members shall be based on total trust assets under administration and as determined by the Board of Directors on an annual basis. The assets under administration structure for determining the dues is as follows:

Total Trust Assets
\$ 0 - 50 Million
\$ 50 – 250 Million

\$250 – 500 Million
Over \$500 Million

Annual dues for Associate members shall be the same amount as the third tier for Members.

Section 2. Assessment. Dues will be assessed annually, unless changed by a majority vote of the Board of Directors of the KBA Trust Division.

Article XI – Termination and Dissolution

Upon termination of this Division all remaining assets, tangible and intangible, will be distributed to the Kansas Bankers Association.

THESE AMENDED BY-LAWS were adopted by the Kansas Trust Division Membership this 11th day of October, 2012.

John Thaumert, Secretary

ATTEST:

Dustin Stull, President