



BYLAWS OF KAW VALLEY KICKBALL, INC.

ARTICLE 1 NAME AND LOCATION

1. The name of this Corporation, which is a nonprofit corporation organized under the Kansas General Corporation Code, is KAW VALLEY KICKBALL, INC. (hereinafter “KVKL”).

2. The principal office of this Corporation shall be situated in the State of Kansas at such specific location as the Board of Directors shall determine from time to time. The Corporation may also have such other offices as the Board of Directors determines from time to time.

ARTICLE 2 PURPOSE

1. General Purpose. KVKL is organized and operated for the following general purposes:

- a) Exclusively to promote charitable activities and education, and to foster amateur sports competition through the organization and management of an amateur kickball league.
- b) KVKL is a non-profit corporation and shall be operated for purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (as amended) or the corresponding provision of any future United States internal revenue law; including for such purposes, the making of distributions to organizations which are recognized as exempt from tax under such Section 501(c)(3).
- c) To maximize our impact on current efforts, we may seek to collaborate with other non-profit organizations which fall under sections 501(c)(3) and/or 501(c)(4) of the internal revenue code and are operated exclusively for charitable, educational, and/or social welfare purposes.
- d) To exercise such of the rights, powers, duties and authority of a nonprofit corporation organized under the Kansas General Corporation Code which are consistent with the preceding paragraphs.
- e) The KVKL shall not carry on a business with the general public in a manner similar to organizations which are operated for profit. Further, the KVKL shall not operate primarily as a social club for the benefit, pleasure, or recreation of its members, although social functions for the benefit of members may be carried out if they are incidental to the organization's primary purposes.



- f) Notwithstanding any other provision of these bylaws, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

2. Specific Purposes. The specific purposes of the KVKL include, without limitation, the following:

- a) Charitable Activities. Engaging in activities that promote the common good and general welfare of the community, primarily for the purpose of bringing about civic betterments and social improvements.
- b) Education. To educate the public regarding amateur sports competition, charitable giving, and social welfare issues. Education regarding amateur sports competition includes, but is not limited to, providing demonstrations and seminars for community organizations geared towards children.
- c) Foster Amateur Sports Competition. To organize and manage an amateur kickball league, the membership of which shall serve as a vehicle for community participation in charitable activities, education, and other purposes consistent with Section 501(c)(3) of the Internal Revenue Code.

ARTICLE 3 MEMBERSHIP

1. Qualifications For Membership. The members of the KVKL shall consist of such persons as:

- a) Apply for membership on a form approved by the Board;
- b) Are approved for membership by a majority of the Board;
- c) Subscribe to the purposes and goals of the KVKL;
- d) Agree to abide by the Bylaws of the KVKL as amended from time to time; and
- e) Have paid in full the annual membership fee as determined by the Board from time to time.

2. Classes of Members. The membership of the KVKL shall be divided into two classes:

- a) Regular Members include all members who meet the qualifications described in section 3.1.
- b) Board members include all Board members and the Commissioner, all of whom must also meet the qualifications described in section 3.1.



ARTICLE 4 OPERATION

1. Management. KVKL shall be managed by a Board of seven (9) unpaid volunteers. Election of a new or replacement Board Member requires five (5) or more votes supporting election. One Board member will be elected Commissioner by the Board. Election of the Commissioner requires five (5) or more votes supporting election. The Board, including the Commissioner, will make all decisions concerning the operation of KVKL operations.

2. Commissioner. The Commissioner, through consultation with the Board, will be the Chief Operations Officer for KVKL. The Commissioner may be removed by the Board. Removal of the Commissioner requires five (5) or more votes supporting removal.

3. Voting Rights. Each Board member in good standing shall be entitled to cast one vote with respect to those matters submitted to the Board for action or approval. In all voting matters, each Board member will have an equal vote. There shall not be any voting of Board members by proxy. Votes may be taken by voice, by a show of hands, or by written ballot. Voting members shall have no right to cumulate their votes.

4. Membership Dues. All members shall pay annual membership dues to the KVKL in such amounts and in such manner as the Board determines from time to time. Each year the Board shall specify a date, and give all members prior written notice thereof, when membership dues are due, and permit members to pay their dues at any time within ninety-one (91) days thereafter.

5. Meetings of Board Members. The annual meeting of the voting Board members shall be held at _____ on the _____ day of _____ of each year, or such other time as the Board may fix in the notice of such meeting, at the principal place of business of the KVKL or in such other place as may be designated by the Board. Should the days herein fixed for the annual meeting fall upon a legal holiday, such meeting shall be held at the same time and place on the next day thereafter ensuing which is not a legal holiday. At each annual meeting the Commissioner of the KVKL shall then be elected, in addition to any necessary new or replacement Board members, but if such meeting is not held, or if the Commissioner or Board members are not elected thereat, they may be elected in any special meeting of the voting Board members held for that purpose. Special meetings of the voting Board members for any purpose or purposes may be called at any time by the Commissioner, or by a majority of the Board members, or upon written petition by at least fifty percent (50%) of the nonvoting Regular members.

6. Notice of Meetings of Members. Notice of each regular and special meeting shall be given to each Board member entitled to vote thereat, either personally or by prepaid mail, or by facsimile transmission or other electronic means, addressed to each member at the address



appearing on the books of the KVKL. Such notices shall be sent not less than ten (10) and not more than sixty (60) days before each meeting, and shall specify the place, day, and hour of the meeting and shall state the general nature of the business to be considered in such meeting. The notice of the annual meeting shall designate it as such.

7. Quorum. The presence in person of at least 7 voting Board members shall constitute a quorum. The Board members present in person at such meeting may continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum. Whether or not a quorum is present, the meeting may be adjourned by a vote of the members present.

8. Voting by Mail and/or Facsimile. If determined by the Board, the annual election of the Commissioner and, if necessary, new or replacement Board members by the voting Board members of the KVKL shall take place by mail, electronic, and/or facsimile transmission. If it is so determined, ballots shall be mailed, faxed or otherwise delivered to all voting Board members not more than sixty (60) days before such annual meeting of the Board members and, to be valid, ballots must be completed, mailed (or otherwise delivered) to the KVKL and received by a date specified in the ballot, which shall be not less than twenty (20) days before such annual meeting.

9. Termination of Membership. The membership of each member of the KVKL will terminate upon the member's death, resignation, expulsion, or failure to pay dues as next described. Unless otherwise determined by the Board, each member's membership will immediately terminate if his or her membership dues have not been paid within ninety-one (91) days after such member's dues were due. Members terminated as a result of resignation, expulsion, or failure to pay dues may not renew their membership in the KVKL without obtaining the affirmative vote of at least five (5) Board members.

10. Suspension and Expulsion. Any member may be suspended or expelled from membership with or without cause upon the affirmative vote of at least five (5) Board members if, in the discretion of the Board as indicated by such vote, such suspension or expulsion would be in the best interests of the KVKL. Nothing in these Bylaws shall be construed as granting to any member a continued membership or expectation of membership in the KVKL.

ARTICLE 5 BOARD MEMBERS

1. Powers. Subject to any limitations of the Articles of Incorporation, the Kansas General Corporation Code, or these Bylaws, all corporate powers shall be exercised by, or under the authority of, and the business and affairs of the KVKL shall be controlled by the Board. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the Board shall have the following powers:



- a) To appoint and remove all officers of the KVKL subject to such limitations as may appear in the Bylaws, and to prescribe such powers and duties for officers as may not be inconsistent with law, with the Articles of Incorporation, or the Bylaws.
- b) To conduct, manage and control the affairs of the KVKL, and to make such rules and regulations therefore, not inconsistent with law, or with the Articles of Incorporation, or the Bylaws, as they may deem best.
- c) To designate any place for the holding of any membership meeting or Board meeting, to change the principal office of the KVKL for the transaction of its business from one location to another; to adopt make and use a corporate seal and to alter the form of such seal from time to time, as, in their judgment, they may deem best, provided such seal shall at all times comply with the provisions of law.
- d) To borrow money and incur indebtedness for the purpose of the KVKL and to cause to be executed and delivered therefore, in the KVKL's name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations or other evidences of debt, and securities thereof.
- e) To manage in such manner as they may deem best, all funds and property, real and personal, received and acquired by the KVKL, and to distribute, loan, or dispense the same or the income and profits therefrom.
- f) To create such trusts, foundations, and subsidiaries, as the Board shall deem necessary and to appoint the trustees, directors, or other governing officials of such legal entities.

2. Number of Board Members. The number of member constituting the entire Board shall be 9. Subject to the foregoing, the number of Board members may be determined from time to time by action of the Board, provided that any action by the Board to effect such determination shall require the vote of at least five (5) Board members. No decrease in the number of Board members shall shorten the term of any Board member then in office.

5.3. Qualifications for Office. Every Board member must be a member in good standing of the KVKL. Each Board member must be a U.S. citizen. No person who is holding public office is eligible to be a Board member. Each Board member shall serve without compensation except for reasonable expenses incurred for the KVKL. Board members appointed by the holder of any office or an officer or board of any other organization are to act in their own right and not as a representative of any interest or group. Each Board member shall be at least 18 years of age.

4. Election of Board members. Election of a new or replacement Board Member requires five (5) or more votes supporting election. The term of each Board member, upon being elected to office, shall begin at the beginning of the next month after the election.

5. Term of Office. The regular term of office for each Board Member shall be indefinite, unless sooner terminated by death, incapacity, resignation, or removal.



6. Removal, Resignation. Any Board member may resign from office at any time by giving written notice thereof to the remaining Board members and/or the Commissioner. Any Board member may be removed with or without cause by an affirmative vote of five (5) of the other Board members then in office. Cause for removal exists (without limiting other causes for removal) whenever a Board member:

- a) Fails to attend three (3) consecutive regular meetings of the Board, notwithstanding that he or she otherwise qualifies for office;
- b) Has committed a material breach of his or her fiduciary duty; and/or
- c) Ceases to be a member in good standing of the KVKL while in office as a Board member.

7. Existence of Vacancies. A vacancy in the Board exists in case of the happening of any of the following events:

- a) The death, incapacity, resignation, or removal of any Board member;
- b) The authorized number of Board members is increased;
- c) At any meeting of the voting members at which a Board member is to be elected, but the voting Board members fail to elect the full authorized number of Board members to be voted for at that meeting.

8. Filling of Vacancies. Any vacancy occurring on the Board may be filled by a vote of the majority of the remaining Board members. A Board member so chosen shall serve for the balance of the unexpired term of the vacant office. If the Board accepts the resignation of a Board member, tendered to take effect at a future time, the Board may elect a successor to take office when the resignation becomes effective for the balance of the unexpired term of the resigning Board member. However, the Board has the power to fill or leave unfilled, until the next election, all vacancies occurring on the Board, including those created by an authorized increase in the number of Board member. In the event that the Board decides not to fill a vacancy for a Board member whose office is subject to election by the voting membership, the Commissioner may call a special meeting of the voting members to elect such Board member.

9. Quorum and Voting. Seven (7) of the elected and qualified Board members shall be necessary to constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the Board present at a meeting duly held, at which a quorum was present, shall be regarded as the act of the Board of Directors, unless a greater number is required by law or by the Articles of Incorporation or by these Bylaws. A Board member may participate in any meeting of the directors by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this paragraph constitutes presence in person at the meeting. The transactions of any meetings of the Board, however called and noticed, or



wherever held, shall be as valid as though they had 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 Board members 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.

10. Presumption of Assent. A Board member who is present at any meeting of the Board, or a committee thereof of which the Board member is a member, at which action on a corporate matter is taken, is presumed to have assented to such action unless a dissent is entered in the minutes of the meeting or unless the Board member files a written dissent to the action with the person acting as the secretary of the meeting before or promptly after the adjournment thereof. A Board member who is absent from a meeting of the Board, or a committee thereof of which the Board member is a member, at which any such action is taken is presumed to have concurred in the action unless the Board member files a dissent with the Secretary of the Corporation within a reasonable time after obtaining knowledge of the action.

11. Action By Unanimous Written Consent. Any action required or permitted to be taken by the Board may be taken without a meeting and with the same force and effect as if taken by a unanimous vote of Board members, if authorized by writing signed individually or collectively by all Board members. Such consent shall be filed with the regular minutes of the Board.

12. 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.

13. Ex Officio Board Advisors. All current officers of the KVKL and the immediate past Commissioner of the KVKL, to the extent such persons are not elected Board members, shall be ex officio advisors to the Board. Ex officio advisors are entitled to attend and participate in meetings of the Board, but not to vote in their ex officio capacity. However, the immediate past Commissioner may vote solely in the event of a tie vote among Board members present at a duly convened meeting of the Board, to break the tie, unless said immediate past Commissioner is a current Board member. Current officers shall be ex officio advisors so long as they are officers of the KVKL. The immediate past Commissioner shall be an ex officio advisor for a term of one (1) year.

14. Committees. Committees of the Board shall be standing or special. The Board or the Commissioner may refer to the proper committee any matter affecting the KVKL or any operations needing study, recommendation, or action. The Board may establish such standing or special committees as it deems appropriate with such duties and responsibilities as it shall designate, except that no committee has the power to do any of the things a committee is prohibited from doing under the Kansas General Corporation Code. The Board shall appoint the



members of such committees. Persons other than Board members may be appointed to such committees, but the Chair of each committee must be a Board member of the KVKL.

ARTICLE 6 OFFICERS

1. Responsibility. All officers are subordinate and responsible to the Board in their capacity as officers.

2. Number and Selection. The Board shall appoint a Secretary and a Treasurer, and may appoint one or more Assistant Commissioners, Assistant Secretaries, Assistant Treasurers, and such other officers as they may determine. Any two or more offices may be held by the same person, and a Board member may serve as an officer. Each officer shall hold office until a successor is elected and qualified, or until the officer's resignation, death, or removal. Vacancies in offices shall be filled by election by the Board at any time to serve unexpired terms.

3. Resignation and Removal. The resignation of any officer shall be tendered in writing to any other officer and shall be effective as of the date stated in the resignation. Any officer may be removed during their term by majority vote of the Board whenever, in their judgment, removal would serve the best interests of the KVKL. Such removal shall terminate all authority of the officer.

4. Assistant Commissioner. At the request of the Commissioner, or in the Commissioner's absence or disability, the Assistant Commissioner shall perform all the duties of the Commissioner. When so acting, the Assistant Commissioner shall have all of the powers of, and be subject to all the restrictions upon the Commissioner. The Assistant Commissioner shall have such other duties and responsibilities and may exercise such other powers as from time to time may be assigned by the Commissioner, or the Board, or as may be provided in these Bylaws.

5. Secretary. The Secretary shall cause to be kept at the principal office of the KVKL, the Secretary's principal place of business, or such other place as the Board may order, the official seal of the KVKL (if any), the membership book, and a book of minutes of all meetings of the Board. The Secretary shall keep a membership book containing names and addresses of each member, and the date upon which the membership ceased. The Secretary shall give the notices of the special meetings of the voting members as provided in these Bylaws. The Secretary shall also maintain and protect a file of all official and legal documents of the KVKL. The Secretary shall perform such other and further duties as may be required by law or as may be prescribed or required from time to time by the Board or the Bylaws.

6. Treasurer. The Treasurer shall have custody of all KVKL funds; keep full and accurate accounts of all receipts and disbursements of the KVKL, an inventory of assets, and a



record of the liabilities of the KVKL; deposit all money and other securities in such depositories as may be designated by the Board; disburse the funds of the KVKL as ordered by the Commissioner or the Board taking proper vouchers for disbursements; and prepare all statements and reports required by law, by the Commissioner, or by the Board. The Treasurer shall have such other duties and responsibilities and may exercise such other powers as are usually incident to the office or as from time to time may be assigned by these Bylaws, the Board, or the Commissioner. The Board or the Commissioner may delegate all or part of the authority and duties of the Treasurer to subordinate officers.

7. Annual Transition. To maintain Corporation continuity, officers whose terms of office have expired shall assure the orderly transition of authority to their successors before being relieved of their responsibilities. Similarly, officers whose terms of office have expired shall take all appropriate steps to substitute their successors on all of the KVKL's financial accounts and signature cards.

ARTICLE 7 PROHIBITED ACTIVITIES

1. Actions Jeopardizing Tax Status. This Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income taxes under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States internal revenue law.

2. Lobbying and Political Activities. The KVKL may not devote a substantial part of its activities for lobbying purposes (including the publishing or distribution of statements) or otherwise attempting to influence legislation. However, the KVKL may participate or intervene in (including the publishing or distribution of statements) any political or judicial campaign on behalf of any candidate for public office only to an insubstantial degree.

3. Private Inurement. No part of the net income or net assets of the KVKL shall inure to the benefit of, or be distributable to, its Commissioner, officers, members, or other private persons. However, the KVKL is authorized to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of its tax exempt purposes.

4. Non-Discrimination. In the conduct of all aspects of its activities, the KVKL shall not discriminate on the grounds of race, color, national origin or gender, sexual orientation, or religious affiliation.

5. Conflicts of Interest. The purpose of the conflict of interest policy is to protect the KVKL's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or Board member of the KVKL, or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any



applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations. A conflict of interest occurs when a person under a duty to promote the interests of the KVKL (a "fiduciary") is in a position to promote a competing interest instead. Undisclosed or unresolved conflicts of interest are a breach of the duty to act in the best interests of the KVKL and work to the detriment of the KVKL.

6. Typical Conflict Situations. Conflicts of interest are likely to arise whenever: a) a fiduciary has a personal interest in a vendor of goods or services to the KVKL; or b) KVKL employees are loaned to other organizations, or the employees of another organization are loaned to the KVKL.

7. Discharging Conflicts of Interest. All conflicts of interest must be disclosed to the Board. After disclosure is made, the individual with a conflicting interest must not participate in judging the merits of that interest. That is, such individual must abstain from voting on, or recommending a course of action with respect to, the situation giving rise to the conflict. When these are done, the conflict of interest has been properly discharged.

8. Preventing Conflict Situations. The KVKL, through the Board, shall encourage all fiduciaries to prevent conflicts of interest where possible.

- a) Fiduciaries should refuse to enter into self-dealing relationships with the Corporation as a vendor.
- b) Fiduciaries should not accept anything but gifts of insubstantial value from vendors.
- c) The lending of employees to, or acceptance of loaned employees from, other organizations should be avoided. If done, however, a clearly drafted contract defining wages, responsibilities, indemnification, and conditions of employment is required.

9. Procedure for Addressing Conflicts of Interest.

a) Definitions.

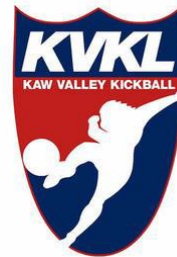
- 1. Interested Person. Any Board member, officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.
- 2. Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
 - i. An ownership or investment interest in any entity with which the KVKL has a transaction or arrangement;
 - ii. A compensation arrangement with the KVKL or with any entity or individual with which the KVKL has a transaction or arrangement; or



- iii. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the KVKL is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

b) Procedures.

1. Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Board and members of committees with governing board delegated powers considering the proposed transaction or arrangement.
2. Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the Board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board or committee members shall decide if a conflict of interest exists.
3. Procedures for Addressing the Conflict of Interest.
 - i. An interested person may make a presentation at the Board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
 - ii. The chairperson of the Board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
 - iii. After exercising due diligence, the governing board or committee shall determine whether the KVKL can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
 - iv. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board or committee shall determine by a majority vote of the disinterested Board or committee members whether the



transaction or arrangement is in the KVKL's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflicts of Interest Policy.

- i. If the Board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- ii. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

5. Records of Proceedings. The minutes of the Board and all committees with Board delegated powers shall contain:

- i. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board's or committee's decision as to whether a conflict of interest in fact existed.
- ii. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

10. Miscellaneous Conflict of Interest Provisions.

a) Compensation.

1. A voting member of the Board who receives compensation, directly or indirectly, from the KVKL for services is precluded from voting on matters pertaining to that member's compensation.
2. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the



KVKL for services is precluded from voting on matters pertaining to that member's compensation.

3. No voting member of the Board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the KVKL, either individually or collectively, is prohibited from providing information to any committee regarding compensation.
- b) Annual Statements. Each Board member, officer, and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:
1. Has received a copy of the conflicts of interest policy;
 2. Has read and understands the policy;
 3. Has agreed to comply with the policy; and
 4. Understands the KVKL is a charitable organization and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.
- c) Periodic Reviews. To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:
1. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
 2. Whether partnerships, joint ventures, and arrangements with management organizations conform to the KVKL's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes, and do not result in inurement, impermissible private benefit, or in an excess benefit transaction.
- d) Use of Outside Experts. When conducting the periodic reviews as provided for in Section 7.10(c), *supra*, the KVKL may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Board of its responsibility for ensuring periodic reviews are conducted.
11. Litigation. The KVKL shall not be a voluntary party in any litigation without the prior written approval of the Board.



ARTICLE 8 OTHER FINANCIAL MATTERS

1. Property of the KVKL. The title to all property of the KVKL, both real and personal, shall be vested in the KVKL.
2. Disposition Upon Dissolution. Upon the dissolution or winding up of the KVKL, or in the event it shall cease to engage in carrying out the purposes and goals set forth in these Bylaws, all of the business, properties, assets and income of the KVKL remaining after payment, or provision for payment, of all debts and liabilities of the KVKL, shall be distributed to a nonprofit fund, association, or corporation which is organized and operated exclusively for tax exempt purposes, and which are reasonably related to the purposes and goals of the KVKL, as may be determined by the Board in its sole discretion, and which has established its tax exempt status under Section 501(c)(3) or Section 501(c)(4) of the Internal Revenue Code of 1986, as amended.
3. Contracts. The Board may authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the KVKL. Such authority may be general or confined to a specific instance. Unless so authorized by the Board, no officer, agent, or employee shall have any power or authority to bind the KVKL by any contract or engagement, or to pledge its credit, or render it monetarily liable for any purpose or to any amount. When the execution of any contract or other instrument has been authorized by the Board without specification of the executing officer, the Commissioner, either alone or with the Secretary or any Assistant Secretary, may execute the same in the name of, and on behalf of, the KVKL, and any such officer may affix the corporate seal (if any) of the KVKL thereto.
4. Financial Accounts. The KVKL may establish one or more checking accounts, savings accounts, or investment accounts with appropriate financial entities or institutions as determined in the discretion of the Board to hold, manage, or disburse any funds for KVKL purposes. All checks, drafts, or other orders for the payment of money, and all notes or other evidences of indebtedness issued in the name of the KVKL, shall be signed by such officer(s) or agent(s) of the KVKL, and in such manner, as is determined by the Board from time to time.
5. Appointment and Employment of Advisors. The Board 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 KVKL's purposes. The Board is authorized to employ such persons, including an executive officer, attorneys, accountants, agents, and assistants as in its opinion are needed for the administration of the KVKL and to pay reasonable compensation for services and expenses thereof.
6. Financial Statements and Reports. An auditor appointed or approved by the Board shall at such time as the Board determines prepare for the KVKL as a whole a



consolidated financial statement, including a statement of combined capital assets and liabilities, a statement of revenues, expenses, and distributions, a list of projects and/or organizations to or for which funds were used or distributed, and such other additional reports or information as may be ordered from time to time by the Board. The auditor shall also prepare such financial data as may be necessary for returns or reports required by state or federal government to be filed by the KVKL. The auditor's charges and expenses shall be proper expenses of administration. Unless otherwise determined by the Board, the Treasurer shall act as the *de facto* auditor.

7. Limitations on Debt. No debt shall be incurred by the KVKL beyond the accounts payable incurred by it as a result of its ordinary operating expenses, and no evidence of indebtedness shall be issued in the name of the KVKL unless authorized by the Board. Specifically, without limitation, no loan shall be made to any officer or Board member of the KVKL. Any Board member or officer who assents to or participates in the making of any such loan shall be liable, in addition to the borrower, for the full amount of the loan until it is fully repaid.

8. Liability of Board Members and Officers. No Board member or officer of the KVKL shall be personally liable to its creditors or for any indebtedness or liability and any and all creditors shall look only to the KVKL's assets for payment. Further, neither any officer, the Board, nor any of its individual members shall be liable for acts, neglects, or defaults of an employee, agent or representative selected with reasonable care, nor for anything the same may do or refrain from doing in good faith, including the following if done in good faith: errors in judgment, acts done or committed on advice of counsel, or any mistakes of fact or law.

9. Liability of Members. No member of the KVKL shall be personally liable to its creditors or for any indebtedness or liability, and any and all creditors shall look only to the KVKL's assets for payment.

10. Property Interests Upon Termination of Membership. Members have no interest in the property, assets, or privileges of the KVKL. Cessation of membership shall operate as a release and assignment to the KVKL of all right, title, and interest of any member, but shall not affect any indebtedness of the KVKL to such member.

11. Fiscal Year. The fiscal year of the KVKL shall be from each January 1 to each December 31.

ARTICLE 9 INDEMNIFICATION

1. Right to Indemnification. Each person who was or is a party to or is threatened to be made a party to or is involved in any action, suit, or proceeding, whether civil, criminal, administrative, or investigative, formal or informal (hereinafter referred to as a "proceeding"), by



reason of the fact that he or she, or a person of whom he or she is the legal representative, is or was a Board member or officer of the KVKL or, while serving as a Board member or officer of the KVKL, is or was serving at the request of the KVKL as a Board member, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, whether for profit or not, including service with respect to employee benefit plans, whether the basis of the proceeding is alleged action in an official capacity as a Board member, officer, employee, or agent or in any other capacity while serving as a Board member or officer, shall be indemnified and held harmless by the KVKL to the fullest extent authorized by state law, as it exists or may be amended (but, in the case of any such amendment, only to the extent that the amendment permits the KVKL to provide broader indemnification rights than state law permitted the KVKL to provide before the amendment), against all expenses, liability, and loss (including attorney fees, judgments, fines, ERISA excise taxes, or penalties and amounts to be paid in settlement) reasonably incurred by the person in connection therewith, and the indemnification shall continue for a person who has ceased to be a Board member or officer and shall inure to the benefit of his or her heirs, executors, and administrators; provided, however, that except as provided in the next section with respect to proceedings seeking to enforce rights to indemnification, the KVKL shall indemnify any such person seeking indemnification in connection with a proceeding, or part thereof, initiated by the person only if the proceeding, or part thereof, was authorized by the Board. To the extent authorized by state law, the KVKL may, but shall not be required to, pay expenses incurred in defending a proceeding in advance of its final disposition. The right to indemnification conferred in this article shall be a contract right.

2. Non-Exclusivity of Rights. The right to indemnification conferred in this article shall not be exclusive of any other right that any person may have or acquire under any statute, provision of the articles of incorporation, bylaw, agreement, vote, or otherwise.

3. Indemnification of Employees and Agents of the KVKL. The KVKL may, to the extent authorized from time to time by the Board, grant rights to indemnification and to payment by the KVKL, for expenses incurred in defending any proceeding before its final disposition, to any employee or agent of the KVKL to the fullest extent of the provisions of this article with respect to the indemnification and advancement of expenses of Board members and officers of the KVKL.

4. Insurance. The KVKL may purchase and maintain insurance on behalf of any person who is or was a Board member, officer, employee, or agent of the KVKL, or is or was serving at the request of the KVKL as a Board member, officer, partner, trustee, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against any liability asserted against the person and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the KVKL would have power to indemnify the person against the liability under these bylaws or the laws of the state of Kansas.



5. Changes in Kansas Law. If there is any change of the Kansas statutory provisions applicable to the KVKL relating to the subject matter of this Article, then the indemnification to which any person shall be entitled under this Article shall be determined by the changed provisions, but only to the extent that the change permits the KVKL to provide broader indemnification rights than the provisions permitted the KVKL to provide before the change. Subject to the next Section, the Board is authorized to amend these bylaws to conform to any such changed statutory provisions.

6. Amendment or Repeal of Article. No amendment or repeal of this Article shall apply to or have any effect on any Board member, officer, employee, or agent of the KVKL for or with respect to any acts or omissions of the Board member, officer, employee, or agent occurring before the amendment or repeal.

7. Impact of Tax Exempt Status. The rights to indemnification set forth in this Article are expressly conditioned upon such rights not violating the KVKL's status as a tax exempt organization described in Section 501(c) of the Internal Revenue Code of 1986, as amended.

ARTICLE 10 AMENDMENTS TO BYLAWS

1. Adoption. Except as otherwise provided herein with respect to greater voting requirements, if any, these Bylaws may be adopted, amended, restated, or repealed by a majority vote of the Board.

2. Inspection of Bylaws. The original or copy of these Bylaws, as amended or otherwise altered to date, certified by the Secretary, shall at all times be kept in the principal office of the KVKL for the transaction of business, and shall be open to inspection by the members, officers and Board members at all reasonable times during office hours.

I, _____, hereby certify that I am the duly elected Secretary of Kaw Valley Kickball League, Inc., that attached hereto are the Bylaws of the within named corporation, and that such have been duly enacted and are in full force and effect as of the date set forth below.

These Bylaws are hereby ACCEPTED and RATIFIED this ____ day of _____, 2024.