

Bylaws of Kansas Whitewater Association

A NOT-FOR-PROFIT CORPORATION

ARTICLE I -OFFICES

The principal office of the Corporation shall be located at **5023 Briar** in the City of **Roeland Park** and the State of **Kansas**. The Corporation may also maintain offices at such other places as the Board of Directors may, from time to time, determine.

ARTICLE II -PURPOSE

Section 1 - Purpose. Said corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future tax code. The specific purpose of the corporation is to **“Engage in any lawful act or activities which are governed by the Kansas General Corporation Law”**.

Section 2- No private inurement. No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Section 1 hereof

Section 3 -No lobbying. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, 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 the corporation

Section 4 -Dissolution. Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organizations, as said Court shall determine, which are operated exclusively for such purposes.

Section 5 -Private Foundation. In the event that the Corporation fails to qualify as a public charity under federal tax law and is considered a private foundation, the corporation shall comply with the following: a) It will distribute its income for each tax year at such time and in such manner so that it will not become subject to the tax on undistributed taxable income imposed by section 4942 of the Internal Revenue Code, or corresponding provisions of any later federal tax laws; b) It will not engage in any act of self-dealing as defined in section 4941 (d) of the Internal Revenue Code, or corresponding provisions of any later federal tax laws; c) It will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or corresponding provisions of any later federal tax laws; d) It will not make any investments in a manner that would subject it to tax under section 4944 of the Internal Revenue Code, or corresponding provisions of any later federal tax laws; and e) It will not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code, or corresponding provisions of any later federal tax laws.

ARTICLE III –MEMBERS

Section 1 - Members. The corporation shall shall not have members.

Section 2 - Membership Provisions. If the corporation has members, the terms and conditions of membership shall be set out in an Addendum to these Bylaws.

ARTICLE IV -BOARD OF DIRECTORS

Section 1 - Number, Election and Term of Office. The number of the directors of the Corporation shall be 4. This number may be increased or decreased by the amendment of these bylaws by the Board but shall in no case be less than 3 director(s). The Board of Directors shall be elected each year. The Board shall be elected by a majority of the votes of the then current members. Each director shall hold office until the next annual meeting, and until his successor is elected and qualified, or until his prior death, resignation, or removal.

Section 2 - Vacancies. Any vacancy in the Board shall be filled for the unexpired portion of the term by a majority vote of the remaining directors at any regular meeting or special meeting of the Board called for that purpose.

Section 3 -Duties and Powers. The Board shall be responsible for the control and management of the affairs, property, and interests of the Corporation and may exercise all powers of the Corporation, except as limited by statute.

Section 4 -Annual Meetings. An annual meeting of the Board shall be held in **October** each year unless rescheduled by the Board. The Board from time to time, may provide by resolution for the holding of other meetings of the Board, and may fix the time and place thereof

Section 5 -Special Meetings. Special meetings of the Board shall be held whenever called by the President or by one of the directors, at such time and place as may be specified in the respective notice or waivers of notice thereof

Section 6 -Notice and Waiver. Notice of any special meeting shall be given at least **five days** prior thereto by written notice delivered personally, by mail or by facsimile to each Director at his address. If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail with postage prepaid. Any Director may waive notice of any meeting, either before, at, or after such meeting, by signing a waiver of notice. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting and a waiver of any and all objections to the place of such meeting, or the manner in which it has been called or convened, except when a Director states at the beginning of the meeting any objection to the transaction of business because the meeting is not lawfully called or convened.

Section 7 -Chairman. The Board may, at its discretion, elect a Chairman. At all meetings of the Board, the Chairman of the Board, if any and if present, shall preside. If there is no Chairman, or he or she is absent, then the President shall preside, and in his absence, a Chairman chosen by the directors shall preside.

Section 8 -Quorum and Adjournments. At all meetings of the Board, the presence of a majority of the entire Board shall be necessary and sufficient to constitute a quorum for the transaction of business, except as otherwise provided by law, by the Articles of Incorporation, or by these bylaws. A majority of the directors present at the time and place of any regular or special meeting, although less than a quorum, may adjourn the same from time to time without notice, until a quorum shall be present.

Section 9 -Board Action. At all meetings of the Board, each director present shall have one vote. Except as otherwise provided by Statute, the action of a majority of the directors present at any meeting at which a quorum is present shall be the act of the Board. Any action authorized, in writing, by all of the Directors entitled to vote thereon and filed with

the minutes of the Corporation shall be the act of the Board with the same force and effect as if the same had been passed by unanimous vote at a duly called meeting of the Board. Any action taken by the Board may be taken without a meeting if agreed to in writing by all members before or after the action is taken and if a record of such action is filed in the minute book.

Section 10 -Telephone Meetings. Directors may participate in meetings of the Board through use of a telephone if such can be arranged so that all Board members can hear all other members. The use of a telephone for participation shall constitute presence in person.

Section 11 -Resignation and Removal. Any director may resign at any time by giving written notice to another Board member, the President or the Secretary of the Corporation. Unless otherwise specified in such written notice, such resignation shall take effect upon receipt thereof by the Board or by such officer, and the acceptance of such resignation shall not be necessary to make it effective. Any director may be removed for cause by action of the Board.

Section 12 -Compensation. No stated salary shall be paid to directors, as such for their services, but by resolution of the Board a fixed sum and/ or expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board. Nothing herein contained shall be construed to preclude any director from serving the Corporation in any other capacity and receiving compensation therefore.

Section 13 -Liability. No director shall be liable for any debt, obligation or liability of the corporation.

ARTICLE V –OFFICERS

Section 1 -Number, Qualification, Election and Term. The officers of the Corporation shall consist of a President, a Secretary, a Treasurer, and such other officers, as the Board may from time to time deem advisable. Any officer may be, but is not required to be, a director of the Corporation. The officers of the Corporation shall be elected by the Board at the regular annual meeting of the Board. Each officer shall hold office until the annual meeting of the Board next succeeding his election, and until his successor shall have been elected and qualified, or until his death, resignation or removal.

Section 2 -Resignation and Removal. Any officer may resign at any time by giving written notice of such resignation to the President or the Secretary of the Corporation or to a member of the Board. Unless otherwise specified in such written notice, such resignation shall take effect upon receipt thereof by the Board member or by such officer, and the acceptance of such resignation shall not be necessary to make it effective. Any officer may be removed, either with or without cause, and a successor elected by a majority vote of the Board at any time.

Section 3 -Vacancies. A vacancy in any office may, at any time, be filled for the unexpired portion of the term by a majority vote of the Board.

Section 4 -Duties of Officers. Officers of the Corporation shall, unless otherwise provided by the Board, each have such powers and duties as generally pertain to their respective offices as well as such powers and duties as may from time to time be specifically decided by the Board. The President shall be the chief executive officer of the Corporation.

Section 5 -Compensation. The officers of the Corporation shall be entitled to such compensation as the Board shall from time to time determine.

Section 6 -Delegation of Duties. In the absence or disability of any Officer of the Corporation or for any other reason deemed sufficient by the Board of Directors, the Board may delegate his powers or duties to any other Officer or to any other Director.

Section 7 -Shares of Other Corporations. Whenever the Corporation is the holder of shares of any other Corporation, any right or power of the Corporation as such shareholder (including the attendance, acting and voting at shareholders' meetings and execution of waivers, consents, proxies or other instruments) may be exercised on behalf of the Corporation by the President, any Vice President, or such other person as the Board may authorize.

Section 8 -Liability. No officer shall be liable for any debt, obligation or liability of the corporation.

Section 9 - The president will be the chief executive officer of the corporation. It will be the duty of the president to call meetings, set agendas and preside at all meetings of the board of directors and to have general supervision of the affairs of the corporation. He or she will execute on behalf of the corporation all contracts, deeds, conveyances, and other instruments in writing that may be required or authorized by the board of directors for the proper and necessary transaction of business of the corporation.

Section 10.- It will be the duty of the vice president to act in the absence of the president and to perform such other duties as may be assigned to him or her by the president or board. In the absence of the president, the execution by the vice-president on behalf of the corporation of any instrument will have the same force and effect as if it were executed on behalf of the corporation by the president.

Section 11 - The secretary will be responsible for keeping the corporate records. He or she will give or cause to be given all notices of meetings of the board of directors and all other notices required by law or by these bylaws. The secretary will be the custodian of all minutes, books, correspondence, and paper relating to the business of the corporation, except those of the treasurer.

Section 12 .-The treasurer will have general charge of the finances of the corporation. When necessary and proper, he or she will endorse on behalf of the corporation all checks, drafts, notes and other obligations and evidences of the payment of money to the corporation or coming into his or her possession, and he or she will deposit the same, together with all other funds in such bank or banks as may be selected by the board of directors. He or she will keep an accurate account of all receipts and disbursements of the corporation in books belonging to the corporation, which will be open at all times to the inspection of the board of directors. He or she will present to the board of directors at its annual meeting his or her report as treasurer of the corporation and will from time to time make such other reports to the board of directors as it may require.

ARTICLE VI –COMMITTEES

Section 1 -Committees. The Board of Directors may, by resolution, designate an Executive Committee and one or more other committees. Such committees shall have such functions and may exercise such power of the Board of Directors as can be lawfully delegated, and to the extent provided in the resolution or resolutions creating such committee or committees. Meetings of committees may be held without notice at such time and at such place as shall from time to time be determined by the committees. The committees of the corporation shall keep regular minutes of their proceedings, and report these minutes to the Board of Directors when required.

ARTICLE VII -BOOKS, RECORDS AND REPORTS

Section 1 -Annual Report. The President of the Corporation shall cause to be prepared annual or other reports required by law and shall provide copies to the Board of Directors.

Section 2 -Permanent Records. The corporation shall keep current and correct records of the accounts, minutes of the meetings and proceedings and membership records (if any) of the corporation. Such records shall be kept at the registered office or the principal place of business of the corporation. Any such records shall be in written form or in a form capable of being converted into written form.

Section 3 -Inspection of Corporate Records. If this corporation has members, then those members shall have the right at any reasonable time, and on written demand stating the purpose thereof to examine and make copies from the relevant books and records of accounts, minutes, and records of the Corporation.

Section 4 - All checks, drafts, documents and other such orders for payment of funds over \$250.00 shall be signed by two officers of the corporation. All such documents and contracts shall require two such signatures.

ARTICLE VIII -FISCAL YEAR

Section 1 -Fiscal year. The fiscal year of the Corporation shall be the period selected by the Board of Directors as the tax year of the Corporation for federal income tax purposes.

ARTICLE IX -CORPORATE SEAL

Section 1 -Seal. The Board of Directors may adopt, use and modify a corporate seal. Failure to affix the seal to corporate documents shall not affect the validity of such document.

ARTICLE X –AMENDMENTS

Section 1 -Articles of Incorporation. The Articles of Incorporation may be amended by the Board of Directors unless this corporation has members, in which case they can be amended as provided by law.

Section 2 -Bylaws. These Bylaws may be amended by the Board of Directors

ARTICLE XI –INDEMNIFICATION

Section 1 -The corporation will have the power to indemnify and hold harmless any director, officer, or employee from any suit, damage, claim, judgment, or liability arising out of, or asserted to rise out of conduct of such person in his or her capacity as director, officer, or employee, except in such cases involving willful misconduct. The corporation will have the power to purchase or procure insurance for such purposes.

Section 2 -Insurance. The corporation may but is not required to obtain insurance providing for indemnification of directors, officers and employees. Certified to be the Bylaws of the corporation adopted by the Board of Directors on ___ January 14th .2004

Secretary

Addendum to Bylaws of Kansas Whitewater Association

Members

Section 1 – Membership. The condition of membership will be payment of money, services or in kind donations to the corporation. Other conditions to membership may be set by the Board of Directors by amendment to these bylaws.

Section 2 -Admission and Termination. Any person may be admitted to membership in the corporation upon payment of money, services or in kind donations to the corporation. A member may terminate his or her membership at any time by giving notice to an officer or director of the corporation. The Board of Directors may terminate a member who is delinquent in paying dues or who has acted contrary to the interests of the Corporation. Prior to termination of a member, the Corporation shall give said member 30 days written notice to pay the dues or to explain satisfactorily to the Board alleged to be contrary to the interests of the Corporation.

Section 3 - Voting. Except as otherwise provided by Statute or by the Articles of Incorporation, any corporate action to be taken by vote of the Board of Directors.