

**BY-LAWS  
OF**

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**Kansas ElectroRally, Inc.**

**ARTICLE ONE : Purposes**

1.1 The nature of the activities to be conducted, and the purposes to be promoted or carried out by the Corporation, shall be exclusively charitable, scientific and educational within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986 (the "Code"). In furtherance of the foregoing:

The Corporation will be dedicated to encouraging and supporting an educational program to further the educational opportunities of students through the design and building of electric car technology. The Corporation will endeavor to enable said citizens and their families to have access to a broad range of needed social and educational services by establishing a coordinated delivery system of resources within an educational setting.

1.2 No part of the property or net earnings of the Corporation shall inure to the benefit of or be distributable to the Corporation's directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensations, and reimburse reasonable expenses incurred, for services rendered and to make payments and distributions in furtherance of the purpose set forth in this Article 1.

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 campaign on behalf of any political candidate for public office. Notwithstanding any other provisions of these By-Laws, the Corporation shall not carry on any other activities not permitted to be carried on by a Corporation exempt from federal income tax under Section 501 (c)(3) of the Code, contributions to which are deductible under Section 170 (c)(2) of the Code.

1.3 References in these By-Laws to sections of the Code shall be deemed to include references to the corresponding provisions of any future amendments to the Code and to the corresponding provisions of any future United States Internal Revenue Law.

**ARTICLE TWO : Offices**

2.1 The Corporation may have its offices at such place or places within or without the State of Kansas as the Board of Directors may from time to time determine.

**ARTICLE THREE : Directors**

3.1 The activities, property and affairs of the Corporation shall be managed by its Board of Directors which is empowered to exercise all such powers of the Corporation and to do all such lawful acts and things as are authorized by law, by the Corporation's Certificate of Incorporation or By-Laws. To the extent permitted by law, the Board of Directors may delegate power and authority in the exercise of its duties and responsibilities to its duly elected and duly appointed committees, and to its duly appointed officers or other such qualified agents.

3.2 The Board of Directors shall consist of not less than four (4) members, up to a maximum of nine (9) board of directors with the initial four (4) set out in the Articles of Incorporation.

3.3 The composition of the membership of the Board of Directors shall at all times be made up of citizens of the State of Kansas.

3.4 The initial terms of each director shall be October 1<sup>st</sup> of each year and are set forth below. After the initial term, every director shall serve a two-year (2) term.

- Director Position #1 - \_\_\_\_\_ (Three-year (3) Term)
- Director Position #2 - \_\_\_\_\_ (Two-year (2) Term)
- Director Position #3 - \_\_\_\_\_ (Three-year (3) Term)
- Director Position #4 - \_\_\_\_\_ (Two-year (2) Term)

3.5 If any vacancy in the Board shall occur, the remaining Directors shall continue to act, and any such vacancy may be filled by the vote of a majority of the Directors then in office.

3.6 Any one or more Directors may be removed with or without cause, at any time, by a vote of at least two-thirds of the Directors then serving at any regular or special meeting of the Board of Directors duly called and notice duly given of such purpose.

**ARTICLE FOUR : Meetings of the Board of Directors**

4.1 The Annual Meeting of the Board of Directors shall be held during the month of October at such date, time and place as the Chairperson shall designate. In addition, regular meetings of the Board of Directors shall be held on at least a quarterly basis as the Board shall direct.

4.2 Special Meetings of the Board of Directors may be called at any time by the Chairperson, and shall be called by the Secretary upon the written request of three (3) or more Directors. Special Meetings shall be held at such date, time and place as the Chairperson shall designate; provided that any Special Meeting called upon the written request of three (3) or more Directors shall be held not later than ten-business-days after the Secretary shall have received such request at such date, time and place as the Secretary shall designate.

4.3 Notice of all meetings of the Board of Directors shall be given by serving a written notice upon each Director, in person or by mail, postage prepaid, or any other available means, at the Director's last known post office address, in sufficient time to be received at least forty-eight-hours (48) prior to the time of the meeting. The notice shall state the date, time and place of the meeting and a general description of the business to be transacted.

4.4 At any duly called meeting of the Board of Directors a majority of the elected Directors then in office shall constitute a quorum for the transaction of business. Except as otherwise provided by law or in these By-Laws, all action of the Board of Directors shall be by a majority vote of the Directors present. All votes must be cast in person; there shall be no voting by proxy or other representative method.

4.5 If Directors severally or collectively consent in writing to any action to be taken by the Board, and the number of such Directors constitutes a quorum for such action, such action shall be as valid corporate action as though it had been authorized at a meeting of the Board of Directors. The Secretary shall file such consents with the minutes of the meetings of the Board of Directors.

## ARTICLE FIVE : Officers

5.1 The officers of the Corporations shall be: Chairperson of the Board of Directors, a Vice Chairperson of the Board of Directors, and a Secretary/Treasurer. The Corporation may also have a Chief Financial Officer, one or more Assistant Secretaries, one or more Assistant Treasurers, and such other officers as the Board of Directors may determine from time to time.

5.2 The Board of Directors at its Annual Meeting shall elect the officers by majority vote. The Chairperson and Vice Chairperson shall be elected from among the members of the Board of Directors. The other officers, other than the Treasurer, need not be members of the Board of Directors. The officers shall serve until the next Annual Meeting or until their successors are elected.

5.3 The duties and powers of the officers of the Corporation shall be as follows:

5.3.1 **President of the Board of Directors.** The President of the Board of Directors shall be chosen from among the members of the Board of Directors. He or she shall preside at all meetings of the Board of Directors and shall have such other duties and responsibilities as are customary for the office of President of the Board of Directors and as may be assigned to him or her from time to time by the Board of Directors.

5.3.2 **Vice President of the Board of Directors.** The Vice President of the Board of Directors shall be chosen from among the members of the Board of Directors. He or she shall perform the duties of the President of the Board of Directors in the absence or disability of the President and shall have such other duties and responsibilities as may be assigned to him or her from time to time by the Board of Directors.

5.3.3 **Secretary.** The Secretary shall cause minutes to be kept of the meetings of the Board of Directors in appropriate books. The Secretary shall give all notices of the meetings of the Board of Directors. The Secretary shall be the custodian of the records of the Corporation (other than those kept by the Treasurer) and of the corporate seal, and shall affix the latter when required. The Secretary shall in general perform all of the duties incident to the office of Secretary, subject to the control of the Board of Directors and of the Executive Committee.

It shall be the duty of the Secretary to enforce all By-Laws, rules and regulations for the proper conduct of the Corporation made by or under the authority of the Board of Directors or Executive Committee

of the Board. In all cases of disputed authority or uncertainty as to the meaning of the By-Laws, rules and regulations of the Corporation, his or her decision shall govern until the Board of Directors or Executive Committee shall otherwise rule.

It shall be the duty of the Secretary to see that all requirements of law and of appropriate state and local authorities are duly observed in the conduct of the affairs of the Corporation.

- 5.3.4 **Assistant Secretary.** Each Assistant Secretary, if any, shall assist the Secretary in the performance of his or her duties, and in the absence or disability of the Secretary to perform his or her duties, the Assistant Secretary shall act in his or her place and stead and shall have such powers and perform such other duties as may be assigned to him or her by the Board of Directors or the Executive Committee.
- 5.3.5 **Treasurer.** The Treasurer shall be chosen from among the members of the Board of Directors. He or she shall have supervision over the receipt and custody of the Corporation's funds, and shall cause to be kept correct and complete books and records of account, including full and accurate accounts of receipts and disbursements in books belonging to the Corporation, and in general shall perform such duties as are customary to the office of Treasurer. In addition, the Treasurer shall perform such other duties as the Board of Directors or Executive Director may from time to time assign to the Treasurer. The Treasurer shall be provided with a bond for the faithful discharge of his or her duties in such amount as the Board of Directors or the Executive Committee may require.
- 5.3.6 **Assistant Treasurer.** Each Assistant Treasurer, if any, shall assist the Treasurer in the performance of his or her duties and in the absence or disability of the Treasurer to perform his or her duties, the Assistant Treasurer shall act in his or her place and stead and shall have such powers and shall perform such duties as may be assigned to him or her by the Board of Directors or by the Executive Committee. The Assistant Treasurer shall be provided with a bond for the faithful discharge of his or her duties in such amount as the Board of Directors or the Executive Committee may require.
- 5.3.7 **Chief Financial Officer.** The Chief Financial Officer, if any, shall have such responsibility for the books and records of account and the funds of the Corporation as shall be delegated to him or her by the Executive Director and the Treasurer. The Chief Financial Officer shall be provided with a bond for the faithful discharge of his or her duties in such amount as the Board of Directors or the Executive Committee may require.

A vacancy in any office shall be filled by the Board of Directors at a regular meeting or special meeting called for that purpose.

The Board of Directors may remove any officer by a majority vote at any time with or without cause, at any regular or special meeting of the Board of Directors duly called with notice duly given of such purpose.

**ARTICLE SIX : Committees of the Board of Directors**

6.1 The Corporation may have an Executive Committee of the Board of Directors, and may have other committees of the Board of Directors, consisting in each case of two or more members of the Board of Directors, which may have and exercise such of the power and authority of the Board of Directors as are provided for in these By-Laws or as may be amended in the resolution of the Board of Directors establishing any such committee.

6.2 Each committee of the Board of Directors, other than the Executive Committee, shall be designated by a resolution adopted by the affirmative vote of a majority of the Directors present at the meeting of the Directors at which a quorum is present.

6.3 In addition to committees of the Board of Directors, the Board also may appoint any other committees of the Corporation, consisting of Directors and non-Directors of the Corporation, as it deems appropriate.

6.4 A quorum for the transaction of business for any committee shall be a majority of the voting members of the committee. Each committee member shall have one (1) vote. All votes must be cast in person; there shall be no voting by proxy or other representative method.

6.5 Minutes shall be kept for all committee meetings, and copies sent to the Executive Committee. The Chairperson of each committee will report at each regular meeting of the Board of Directors.

**ARTICLE SEVEN : Bills, Notes, Etc.**

7.1 All bills payable, notes, checks, drafts, warrants or other negotiable instruments of the Corporation shall be made in the name of the Corporation, and when exceeding one thousand dollars (\$1,000.00), shall be signed by at least two (2) of the following officers: the Treasurer, the Executive Director or such other officers as may be authorized by an

appropriate resolution of the Board of Directors or the Executive Committee. Except for the Treasurer, the Executive Director, or any other properly elected officer of the Corporation duly authorized by the Board of Directors or the Executive Committee, no officer or agent of the Corporation, either singly or jointly with others, shall have the power to make any bill payable, note, check, draft, warrant or other negotiable instrument, or endorse the same in the name of the Corporation, or contract or cause to be contracted any debt or liability in the name or in behalf of the Corporation, except as herein expressly prescribed and provided and as authorized by an appropriate resolution.

7.2 When not in excess of one thousand dollars (\$1,000.00), these negotiable instruments shall be signed by at least one of the following officers: the Treasurer, the Executive Director or other such officers as may be authorized by an appropriate resolution of the Board of Directors or the Executive Committee.

#### **ARTICLE EIGHT : Indemnification**

8.1 Indemnification by the Corporation of its directors, officers, employees, members, and agents shall be governed by Kansas law, as amended from time to time. As provided for in Kansas law, the Corporation may procure insurance providing indemnification for such persons.

#### **ARTICLE NINE : Conflict of Interest**

9.1 At such time, if any matter should come before the Board or any Committee thereof in such a way as to give rise to a conflict of interest, the affected member shall make known the potential conflict and, if advisable, withdraw from the meeting for so long as the matter shall continue under discussion, except to answer any questions that might be asked of him or her. Should the matter be brought to a vote, the affected member shall not vote on it. In the event that, when advisable, (s)he fails to withdraw voluntarily, the Chairperson shall require that (s)he remove himself/herself from the room during the discussion and vote on the matter.

9.2 Notwithstanding the above, the affected member shall bring to the attention of the Executive Director any business transaction involving such a conflict of interest.

9.3 Any business transaction shall be presented to the Board or its appropriate committee, with disclosure, for approval.

9.4 In appropriate instances, the Chairperson of the Board of Directors or Executive Director may seek the advice of an independent professional on a conflict issue.

#### **ARTICLE TEN : Dissolution**

10.1 Upon the dissolution of this corporation, any remaining funds or assets shall be provided to Bentwood Golf Course, Ulysses, Kansas.

#### **ARTICLE ELEVEN : Miscellaneous Provisions**

11.1 The Corporate seal shall be an appropriate seal as adopted by the Board of Directors.

11.2 These By-Laws may be amended by affirmative vote of a majority of the Directors present at any lawful meeting of the Board of Directors, provided that a copy of such proposed amendment shall have been given in the notice calling the meeting.

11.3 The fiscal year of this Corporation shall commence on the 1<sup>st</sup> day of January and end on the 31<sup>st</sup> day of December in each year.

11.4 The parliamentary procedure of the Corporation, Board of Directors, Executive Committee and all other committees established hereunder shall be governed by the most recent revised edition of Robert's Rules of Order unless contrary to the procedure set forth in these By-Laws. In case of conflict, the rules established by these By-Laws shall prevail.

11.5 Whenever any notice of time, place, purpose or any other matter, including any special notice or form of notice, is required or permitted to be given to any person by law or under the provisions of the Certificate of Incorporation or By-Laws of this



Corporation, or of a resolution of the Directors, a written waiver of notice signed by the person or persons entitled to such notice, whether before or after the time required for such notice, shall be equivalent to the giving of such notice. The Secretary shall cause any such waiver to be filed with or entered upon the records of the Corporation or, in the case of a waiver of notice of a meeting, the records of the meeting.

APPROVED:

*Nicole M. Phannestad*  
SECRETARY