

**BYLAWS**

**of**

**SHOCKER TRACK CLUB, INC.**

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A Kansas Nonprofit Corporation

501(c)(3)

August 5, 2014

# Purposes and Limitations

The Corporation is organized and will be operated exclusively for charitable, religious, educational and scientific purposes within the meaning of Sections 501(c)(3) of the Internal Revenue Code of 1986, as amended or the corresponding section of any future United States Internal Revenue Law (the “Code”), including, for such purposes, the making of distributions to organizations that qualify as exempt organizations described in Section 501(c)(3) of the Code. The Corporation’s purposes include, but are not limited to, any purposes set forth specifically in its Articles of Incorporation, as may from time to time be amended (the “Articles”).

To further the Corporation’s purposes and mission, the Corporation will have and exercise all of the powers conferred by the provisions of the Kansas General Corporation Code, as may from time to time be amended (the “KGCC”), not outside the scope of the Articles.

No part of the net earnings of the Corporation may inure to the benefit of, or be distributable to its Directors, trustees, officers or other private persons, except that the Corporation will 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 the Articles.

No substantial part of the activities of the Corporation may be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation will 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 provisions herein, the Corporation will not carry on any activities not permitted to be carried on: (a) by an organization exempt from federal income tax under section 501(a) of the Code, as an organization described in section 501(c)(3) of the Code; (b) by a corporation operating as a supporting organization within the meaning of section 509(a)(3) of the Code; and/or (c) by an organization, contributions to which are deductible under sections 170(c)(2), 2055(a)(2) or 2522(a)(2) of the Code.

# SPONSORS

## Sponsors

. The Corporation will have non-voting sponsors.  Sponsors make donations of funds, services or products to the Corporation.

2.2 Admission to Sponsorship

. Persons, Businesses, Organizations, or other Corporations shall make donations of funds, or services to be admitted to sponsorship as follows: All prospective Sponsors will be required to complete and submit an application for sponsorship. The admission of an applicant for sponsorship will be subject to the approval of the Board of Directors and identify a donation of funds, services, or products.

## Sponsorship Dues

. The Board of Directors, if any, will establish dues. By resolution of the Board of Directors, the initial dues and/or the annual dues may be increased or decreased from time to time to reflect the needs of the Corporation.

2.4 Special Meetings

. A special meeting of Sponsors may be called by the President, or by a majority of the Board of Directors. Only those matters that are within the purpose or purposes described in the meeting notice required by these Bylaws may be conducted at a special meeting of Sponsors.

## Notice

. Notice of any meeting, stating the place, day and hour of the meeting, and, in the case of a special meeting, the purpose(s) for which the meeting is called, will be delivered or given to each Sponsor in writing not less than ten (10) days nor more than sixty (60) days before the date of the meeting. Notice of a special meeting may be delivered personally or mailed, sent by facsimile transmission [or e-mail], to the address, facsimile number or e-mail address for the Sponsor as it appears on the records of the Corporation. If mailed, such notice will be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid.

## Quorum and Voting

. A majority of the Sponsors present will constitute a quorum for the transaction of business at any meetings of the Sponsors. Each Sponsor in good standing and present at any such meeting of the ~~Members~~ Sponsors will be entitled to one (1) vote upon each matter submitted to a vote at any such meeting. Voting by proxy will not be permitted.

2.9 Compensation

. Sponsors will not receive any compensation for serving as a Sponsors. No Sponsor will receive compensation for any personal services rendered unless otherwise approved by vote of the Directors on the Board (the “Directors”).

# Board of Directors

## General Powers

. Other than such rights, if any, reserved for Directors under these Bylaws, the Articles, or the KGCC, the affairs of the Corporation will be managed by the Board.

## Number

. The number of Directors may be changed from time to time by amendment of these Bylaws provided that the number of Directors will be set at not less than five (5) and not more than thirty-five (35). No decrease in the number of Directors will have the effect of decreasing the term of any incumbent Director.

## Election, Class and Term

. The Directors were elected at a meeting on January 3, 2012. Thereinafter, the Directors will be elected at the annual meeting of the Members held on or before September 10, 2012. Directors may serve terms of 1, 2, or 3 years, and may be re-elected to serve additional 1-year terms by a majority vote of the Directors. A Director will serve unless he/she resigns, passes away or is removed by a majority vote of the Directors. The Directors will be elected at the annual meeting of the Directors. A Director may serve unless he/she resigns, passes away, or is removed by a majority vote of the Directors.

## Annual or Regular Meetings

. The inaugural meeting of the Directors was held on ~~or~~ September 10, 2012. Thereafter, an annual meeting of the Directors may be held during the month of September of each year, or at such date as the Board of Directors may determine, which meeting will be held for informational purposes only. If the day fixed for the annual meeting is a legal holiday, such meeting will be held on the next succeeding business day or at such other date and time as will be designated from time to time by the Board and stated in the notice of the meeting. The annual meeting may be held either within or outside the State of Kansas.

3.3.1 The Directors may add one or more ex-officio members of the Board of Directors that may serve terms of 1, 2, or 3 years, and may be re-elected to serve additionally 1 year terms by a majority vote of the Directors. Such ex-officio members will not have voting rights in Board of Director business.

3.3.2. The Directors may add one or more Emeritus members of the Board of Directors that may serve in perpetuity by a majority vote of the Directors. Such emeritus board members will not have voting rights in Board of Director business.

3.3.3 The Directors may identify one or more seats that will be assigned to a track and field coaching staff of a college or university. Such college or university must be domiciled in the city of Wichita, Kansas. The Head Coach of a college or university will be assigned to the Director seat, but the Head Coach may assign other members of the track and field coaching staff to attend Directors’ meetings in his/her absence and vote on agenda items. If more than one coach from a college or university attends a Directors’ meeting voting rights will only be extended to one member of the college or university coaching staff.

3.3.4. The Directors may designate a Director seat for the Director of Athletics for Unified School District 259 – Wichita Public Schools. The elected Director will have voting rights equal to other Directors.

3.4 Annual and Regular Meetings

. The annual meeting of the Board will be held at such time as is determined reasonable by a majority vote of the Board, which meeting will be held for the purpose of electing Directors and forthe transaction of such other business as may come before the meeting. If for any year the day fixed for the annual meeting is a legal holiday, such meeting will be held on the next succeeding business day. If the election of Directors is for any reason not held on the day designated herein for any annual meeting, or at any such adjournment thereof, the Board will cause the election to be held at a special meeting as soon thereafter as conveniently possible. The Board may provide, by resolution, the time and place, either within or without the State of Kansas for the holding of regular meetings, other than the annual meeting, without notice other than such resolution.

## Special Meetings

. Special meetings of the Board may be called by the Chairman/President of the Board (if one has been appointed or elected), the President, or by any two Directors. The person or persons calling a special meeting of the Board may fix any place in the United States, either within or without the State of Kansas, as the place for holding the special meeting of the Board called by them.

## Notice; Waiver of Notice

. [Notice to the Directors of a special meeting of the Board will be given at least five (5) days prior to the meeting and may be delivered personally, by mail, by facsimile transmission or e-mail, to the address, facsimile number or e-mail address for each Director as it appears on the records of the Corporation. If mailed, such notice will be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If sent by facsimile or e-mail, such notice will be deemed to be delivered when transmitted, with reasonable evidence of successful transmission. A Director may waive any notice required by these Bylaws, before or after the date and time stated in the notice, by written waiver signed by such Director, which waiver will be included in the minutes or filing with the corporate records. A Director’s attendance at a meeting waives objection to lack of notice or defective notice of the meeting, unless the Director at the beginning of the meeting objects to holding the meeting or transacting business at the meeting because the meeting is not lawfully called or convened.

## Quorum and Voting

. A majority of the Directors on the Board will constitute a quorum for the transaction of business at any meetings of the Board; provided that if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice. Each Director present will be entitled to one (1) vote upon each matter submitted to a vote at any such meeting. A Director may delegate his/her vote by proxy to a Director of his/her choosing. No Director may hold more than two (2) proxy votes.

## Manner of Acting

. The act of the majority of the Directors present at a meeting of the Directors at which a quorum is present will be the act of the Board, except with respect to any action of the Board requiring a higher level of approval under the Articles or KGCC.

## Attendance by Telephone Conference or Similar Communications Equipment

. Directors may participate in a meeting of the Board by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other, and participation in a meeting in this manner will constitute presence in person at the meeting.

## Action by Unanimous Consent

. Any action, which is required to be or may be taken at a meeting of the Directors, may be taken without a meeting if consents in writing, setting forth the action so taken, are signed by all of the Directors. The consents will have the same force and effect as a unanimous vote at a meeting duly held.

## Removal; Vacancies

## . The Directors may, by a majority vote, with or without cause, remove one or more Directors elected by them. A Director elected by the Board may be removed with or without cause by a vote of two-thirds of the other Directors then in office. A vacancy on the Board occasioned by the death, incapacity, resignation or removal of a Director may be filled at any meeting of the Directors in accordance with the procedures for regular annual election of Directors. Any Director elected to fill a vacancy on the Board will serve a term expiring as of the scheduled expiration date of the term of his or her predecessor.

## Compensation

. Directors as such will not receive any compensation for their services in such capacity, but by resolution of the Board may be reimbursed for their expenses of attendance at meetings of the Board; or for contracted services provided to Shocker Track Club, Inc., or Wichita State University (e.g., meet officiating services, consultant services, etc.) provided, that nothing herein contained will be construed to preclude any Director from serving the Corporation in any other capacity and receiving reasonable compensation for personal services actually rendered.

3.13 Commitments. Annually – not later than October 1st - all Directors shall review the Board of Directors Handbook (Handbook) and Board of Directors’ Conflict of Interest (CoI) Policyand reaffirm their understanding of responsibilities of membership on the Board of Directors in writing via completion of the included form in the BOD Handbook and BOD CoI Policy.

# Committees of the Board

## Committees Generally

. The Board, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more committees of the Board, each of which will consist of one or more Directors (and Members as deemed appropriate), which committees, to the extent provided in such resolution, will have and exercise the authority of the Board in the management of the Corporation. Each committee shall have a Director as a Chair. The delegation of authority to any committee will not operate to relieve the Board or any member of the Board from any responsibility imposed by law.

## Executive Committee

. The Board of Directors, by resolution adopted by a majority of the Directors in office, will designate and appoint an Executive Committee comprised as follows: President, Vice President, Treasurer, Secretary, Head Track and Field and Cross Country Coach of Wichita State University and Assistant Head Track and Field and Cross Coach of Wichita State University. Other members of the Board may be designated as members of the Executive Committee – or may attend meetings of the Executive Committee - as deemed necessary by the President. The President will serve as Chairman of the Executive Committee. The Executive Committee will possess and may exercise any and all powers of the Board in the management and affairs of the Corporation provided that all actions of the Executive Committee will be subject to the paramount power of the Board and will not conflict with any expressed policies of the Board, except that the Executive Committee will not have the power or authority of the Board to engage in the following acts:

### Authorize distributions to members, Directors, officers, agents or employees except in exchange for value received;

### Approve or recommend to members the dissolution or merger of the Corporation, or the sale, pledge or transfer of all or substantially all of the Corporation’s assets;

### Elect, appoint or remove Directors or fill vacancies on the Board or on any of its committees; or

### Adopt, amend or repeal the Articles or these Bylaws.

The Executive Committee will keep a complete record of its activities and regularly report them to the Board at every meeting thereof. All action taken by the Executive Committee will be subject to revision, alteration or change by the Board, provided that rights of third persons will not be affected thereby. The Executive Committee can hold meetings to discuss issues of importance to the Corporation– designated as workshop meetings – as deemed necessary, but will not take binding action.

## Absence

. The Board may designate one or more Directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. In the absence or disqualification of a committee member, the other committee members present at any meeting and not disqualified from voting, whether or not such members constitute a quorum, may unanimously appoint another member of the Board to act at the meeting in the place of any such absent or disqualified member. A disqualified member is a committee member who has been removed pursuant to the provisions of this Article or who no longer meets the qualifications required to serve on the committee.

## Notice; Waiver of Notice

. Notices or Waivers of Notice for all regular or special meetings of any committee will be given in accordance with requirements for regular or special meetings, as applicable, of the entire Board.

## Recordkeeping

. All committees will, unless otherwise directed by the Board, keep regular minutes of the transactions at their meetings and will cause them to be recorded in books kept for that purpose in the office of the Corporation and will report the same to the Board at its next meeting. The Secretary or an Assistant Secretary of the Corporation may act as Secretary of the committee if the committee or the Board so requests.

## Meetings by Conference Telephone or Similar Communications Equipment

. Members of a committee may participate in a meeting of the committee by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other, and participation in a meeting in this manner will constitute presence in person at the meeting.

## Committee Action Without a Meeting

. Any action, which is required to be or may be taken at a meeting of any committee may be taken without a meeting if consents in writing, setting forth the action so taken, are signed by all of the members of the committee. The consents will have the same force and effect as a unanimous vote at a meeting duly held.

## Term of Office

. Each committee member will continue to serve in such capacity for so long as he or she continues to meet the qualifications for membership on the committee (including, if applicable, membership on the Board), unless such committee member is sooner terminated, resigns or is removed from such committee by the Board.

## Chairman

. One member of each committee will be appointed chairman of the committee as designated by the committee members or as designated by the Board, except that the Chairman of the Board, if one is elected, will serve as Chairman of the Executive Committee.

## Removal; Vacancies

. A member of a committee may be removed with or without cause by action of the Board (excluding such committee member for purposes of such action, if applicable). A vacancy on a committee occasioned by the death, incapacity, resignation or removal of a committee member will be filled in accordance with the procedures for regular election or appointment of a committee member. Any committee member elected or appointed to fill a vacancy on a committee will serve a term expiring as of the scheduled expiration date of the term of his or her predecessor.

## Quorum

. Unless otherwise provided in the resolution of the Board designating a committee, a majority of the whole committee will constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present will be the act of the committee.

## Participation by Non Members

. Although a committee may permit a non-Director or other person who is not a member of the committee to participate in a committee meeting, no person who is not a member of the committee will have any right to vote on any action taken by the committee.

## Rules

. Each committee may adopt rules for its own governance not inconsistent with these Bylaws or with rules adopted by the Board.

# Officers

## Elected Officers

. The elected officers of the Corporation will be a President (Chair), Vice President (Vice Chair), a Secretary, a Treasurer, and if deemed advisable by a majority vote of the Board, additional Vice Presidents (Vice Chairs whose duties shall be set by a majority vote of the Board). The Corporation may also have a Chairman of the Board and such other officers, both active and honorary, as the Board may from time to time deem advisable. The Board at its annual meeting will elect such officers, and they will hold office until their successors are elected at the next annual meeting of the Board and are elected and qualified, unless they earlier die, resign, or are removed from office. Any person may simultaneously hold more than one office.

## Appointed Officers

. The President may appoint, with the approval of the Board, such assistant secretaries and assistant treasurers, as he may deem necessary or advisable.

## Duties of Chairman of the Board

. If a Chairman of the Board is elected, the Chairman of the Board will preside at all meetings of the Board at which he may be present and will have such other duties, powers and authority as may be prescribed elsewhere in these Bylaws. The Board may delegate such other authority and assign such additional duties to the Chairman of the Board, other than those conferred by law exclusively upon the President or another officer, as the Board may from time to time determine.

## Duties of President

. The President will be the chief executive officer of the Corporation and, if a Chairman of the Board has not been elected, he will preside at all meetings of the Board. He may execute all contracts, deeds and other instruments for and on behalf of the Corporation and will do and perform all other things for and on behalf of the Corporation as the Board will authorize and direct. He will enjoy and discharge generally such other and further rights, powers, privileges and duties as customarily relate and pertain to the office of President.

5.4.1 Duties of Vice President. The Vice President acts in a support role to the President, and presides over the Board in the absence of the President. Assists the Treasurer in carrying out of financial duties.

## Duties of Secretary

. The Secretary will cause to be kept complete and correct minutes of all meetings of the Board. He will cause to be issued notices of all meetings in accordance with these Bylaws or as required by law.

When authorized and directed by the Board, he will execute with the President all contracts, deeds, and other instruments for and on behalf of the Corporation. The Secretary will be the legal custodian of all books, deeds, instruments, papers, and records of the Corporation, the inspection of which will be permitted at all reasonable times by any Director or executive officer of the Corporation.

The Secretary will attend to such correspondence as may be incidental to his office, and will perform all other duties and discharge all other responsibilities, which customarily relate and pertain to the office of Secretary.

## Duties of Treasurer

. The Treasurer, if elected, or the Treasurer’s designee will cause to be kept accurate and complete books and records of all receipts, disbursements, assets, liabilities, and financial transactions of the Corporation.

5.6.a The Treasurer will cause to be deposited all monies, securities, and other valuable effects of the Corporation in such depositories as the Board will authorize and direct and, whenever requested to do so by the President or the Board, will prepare and submit written statements, reports and accounts fully and accurately reflecting the assets, liabilities, and financial transactions and condition of the Corporation.

5.6.b. The Treasurer will perform such other and further duties as the Board may from time to time direct, and he will perform all other duties and discharge all other responsibilities that customarily relate and pertain to the office of Treasurer.

5.6.c. The Treasurer will be released and discharged of all liabilities and responsibility for any monies, securities, and other assets of value committed by the Board to the custody of any person over whom he will have no direction or control.

5.6.1 Duties of Immediate Past President. Will assist the current President and Vice-President in carrying out of duties. Serves as organization historian and spokesperson when appropriates. Assists the Chair, Communications and Chair, Nominations in carrying out duties and responsibilities.

5.6.2 Duties of Head Track and Field and Cross Country Coach – Wichita State University –

Serves on the Executive Committee and supports the initiatives of the organization. Serves as the spokesperson for the Wichita State Track and Field and Cross Country programs.

5.6.3 Duties of Assistant Head Track and Field and Cross Country Coach – Wichita State University –

Also serves on the Executive Committee and supports the initiatives of the organization. Serves as the deputy spokesperson for the Wichita State Track and Field and Cross Country programs. Assists Head Track and Field and Cross Country Coach – Wichita State University – in carrying out responsibilities in support of STC activities and programs. As appropriate, develops workout and practice activities and programs for STC Elite, STC Masters, and STC Youth athletics teams.

5.6.4. Duties of other Board of Director Club or Function Chairs. The positions listed below are examples of functions and may be expanded or disbanded as determined appropriate by the Board. Individuals identified as Chairs and any supportive or committee members (e.g., Coaches, etc.) may be removed at any time at the direction of the Executive Committee of the Board. Any Club or Function Chair of the Corporation may resign by delivering a written resignation to the Corporation at its principal office or to the Chairman of the Board, the President or the Secretary. Such resignation will be effective upon receipt unless it is specified to be effective at some other time or upon the happening of some other event.

5.6.4.a **Officials and Volunteers.** Identify, develop, expand and train a core of meet ready volunteers and Officials. Provide annual opportunities for Officials’ certification through USA Track and Field.

5.6.4.b. **Membership/Sponsorship.** Manage, oversee and organize the membership/sponsorship structure of the organization including collection of membership/sponsorship fees and disbursement of membership/sponsorship offerings. May also be responsible for ordering all attire and gear for club team athletes, and ensuring that all attire and gear is adorned with the organization logo.

5.6.4.c. **Fundraising.** Develop, facilitate, and lead fund raising activities to help ensure the financial viability of the STC and its activities and programs. May form a committee – and host meetings on a regular basis - to develop and facilitate programs and/or activities.

5.6.4.d. **Futurist**. Stay abreast of track and field, cross country, and related events and activities, and challenge the Board of Directors to think broadly and futuristically. Presents ideas and concepts to the BOD for consideration and/or implementation. Chart and track also ideas and concepts.

5.6.4.e. **Elite Team** – Lead the organization and facilitation of activities and competition efforts of Elite team athletes. Chair the Team Jury. Identify and assist athletes in registering for meets. Provide meet information and rules. Develop team uniform design and order components and implements. Facilitate activities for community appearances, engagement, and assistance with facilitation of practices for the Youth Team. May form a committee – and host meetings on a regular basis - of Members of the Elite Team to develop and facilitate programs and/or activities.

5.6.4.f. **Masters/Open Team** – Lead the organization and facilitation of activities and competition efforts of Masters/Open team athletes. Identify and assist athletes in registering for meets. Provide meet information and rules. Develop team uniform design and order components and implements. May form a committee – and host meetings on a regular basis - of Members of the Masters/Open Team to develop and facilitate programs and/or activities.

5.6.4.g. **Youth Team** – Lead the organization and facilitation of activities and competition efforts of Youth team athletes. Plan and facilitate youth practices. Identify, oversee and develop trained coaches. Develop membership and registration process. Develops parent support group. Identify and assist parents/guardians in registering youth for meets. Develops team uniform design and order components and implements. May form a committee – and host meetings on a regular basis - of Members of the Youth Leadership team - to develop and facilitate programs and/or activities. Implements practice and workout strategies and practices co-developed by Wichita State University Head Track Coach and staff.

5.6.4.h. **Running Club Team** – Lead the organization and facilitation of activities and competition efforts of Running team athletes. Identify and assist athletes in registering for meets. Provide meet information and rules. Develop team uniform design and order components and implements. May form a committee – and host meetings on a regular basis - of Members of the Running Club Team to develop and facilitate programs and/or activities.

5.6.4.i. **Communications** – Responsible for upkeep of STC social media venues (e.g., Website, Facebook, Twitter, etc.) and Newsletter communications. Assist in developing formats of other communications as warranted, and contacts media outlets with information about the Corporation as appropriate.

5.6.4.j. **Nominating Committee** - Responsible for identification and vetting of potential BOD members and Officers. Interviews potential candidates, discusses responsibilities, and presents candidates to BOD.

5.6.4.k. **Apparel,** **Uniforms and Gear** – Responsible for ordering all attire and gear for club team athletes, and ensuring that all attire and gear is adorned with the Corporation logo. See 5.6.4.b.

## Resignation and Removal

. Any officer of the Corporation may resign by delivering a written resignation to the Corporation at its principal office or to the Chairman of the Board, the President or the Secretary. Such resignation will be effective upon receipt unless it is specified to be effective at some other time or upon the happening of some other event. The Board with or without cause may remove any officer of the Corporation from office, but such removal will be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer does not in itself create contract rights.

## Vacancies

. Vacancies in any elected office occasioned by the death, resignation, or removal of any officer will be filled by the Board, and such person or persons elected to fill such vacancy or vacancies will serve for the unexpired term of his predecessor and until a successor is elected and qualified, or until such officer’s earlier death, resignation or removal.

## Compensation

. The compensation of the officers, if any, will be fixed from time to time by the Board, and no officer will be prevented from receiving such compensation by reason of the fact that he/she is also a Director of the Corporation; provided, however, that such compensation will include only reasonable compensation for personal services actually rendered.

# General Provisions

## Contracts

. The Board may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. Notwithstanding the foregoing, unless otherwise limited by the Board, the President of the Corporation will have the power and authority to execute on behalf of and bind the Corporation with respect to contracts in the ordinary course of the Corporation’s business and activities.

## Loans

. No loans may be contracted on behalf of the Corporation and no evidences of indebtedness may be issued in its name unless authorized by the Board. Such authority may be general or confined to specific instances. The Corporation is prohibited from making loans (excluding advances made for legal defense made pursuant to Article VII) to its Directors or officers under any circumstances.

## Checks, Drafts, etc.

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation will be signed by such officer or officers, agent or agents of the Corporation and in such manner as may from time to time be determined by the Board.

## Deposits

. All funds of the Corporation will be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board may select.

## Custodians

. The Board may from time to time designate a bank, trust company or depository as custodian of the funds and properties of the Corporation, which custodian will maintain a record of all receipts, expenditures, income and expenses of the Corporation and/or perform such ministerial duties as the Board by written direction may instruct. The custodian may receive fees for its services as may from time to time be agreed upon by the Board and the custodian.

## Agents and Attorneys

. The Board may appoint such agents, attorneys and attorneys‑in‑fact of the Corporation as it may deem proper, and may, by written power of attorney, authorize such agents, attorneys or attorneys‑in‑fact to represent it and for it and in its name, place and stead, and for its use and benefit to transact any and all business which said Corporation is authorized to transact or do by the Articles, and in its name, place and stead, and as its corporate act and deed, to sign, acknowledge and execute any and all contracts and instruments, in writing necessary or convenient in the transaction of such business as fully to all intents and purposes as said Corporation might or could do if it acted by and through its regularly elected and qualified officers.

## Fiscal Year

. The Board will have the power to fix and from time to time change the fiscal year of the Corporation. In the absence of contrary action by the Board, the fiscal year of the Corporation will begin on the first day of September in each year and end on the last day of August in each year.

## Interpretation

. The terms “include,” “including” and similar terms shall be construed as if followed by the phrase “without being limited to.” The term “or” has, except where otherwise indicated, the inclusive meaning represented by the phrase “and/or.” The words “hereof,” “herein,” “hereby,” “hereunder,” and similar terms in these Bylaws refer to these Bylaws as a whole and not to any particular provision or section of these Bylaws. The masculine gender, when used throughout these Bylaws, will be deemed to include the feminine.

## Electronic Communications and Signatures

. Electronic communications, records and signatures may be used in connection with all matters contemplated by these Bylaws except to the extent prohibited by applicable law. Except as may be specifically set forth herein, the parties may use and rely upon electronic communications, records and signatures for all notices, waivers, consents, undertakings and other documents, communications or information of any type sent or received in connection with the matters contemplated by these Bylaws. An electronically transmitted (but not oral) document will be deemed to satisfy any requirement under these Bylaws or applicable law that such document be “written,” “in writing” or the like. An electronic signature or electronically transmitted signature by any person on any document (properly authenticated) will be deemed to satisfy any requirement under these Bylaws or applicable law that such document be “signed” or “or executed” by such person. An electronic transmittal or communication (but not oral) of a document will constitute delivery of such document. None of the Corporation, any Director or Member may contest the authorization for, or validity or enforceability of, electronic records and electronic signatures, or the admissibility of copies thereof, under any applicable law relating to whether certain agreements, files or electronic records are to be in writing or signed by the party to be bound thereby.

## Conflicts of Interest Policy

. The Board will, at its option, and if required, adopts a Conflicts of Interest Policy to govern conflicts of interest situations that may arise from time to time among the Corporation, Directors, and Corporation employees, officers and agents.

# Indemnification of Officers and Directors

### The Corporation may agree to the terms and conditions upon which any Director, officer, employee or agent accepts his office or position and in its Bylaws, by contract or in any other manner may agree to indemnify and protect any Director, officer, employee or agent of the Corporation, or any person who serves at the request of the Corporation as a Director, officer, employee, member, manager or agent of another corporation, partnership, limited liability company, joint venture, trust, employee benefit plan or other enterprise, for any threatened or pending action, suit or proceeding, by reason of the fact that such person is or was serving in such capacity, against expenses judgments, and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, including attorneys fees, to the fullest extent permitted by the laws of the State of Kansas.

# Property Devoted to Corporate Purposes

All income and properties of the Corporation will be devoted exclusively to the purposes as provided in the Articles and these Bylaws. The Board may adopt such policies; regulations and procedures governing the management and/or disbursement of funds for such purposes as in its opinion are reasonably calculated to carry out such purposes as set forth in the Articles and these Bylaws.

# Amendments

These Bylaws may be altered, amended or repealed, and new Bylaws may be adopted, by the affirmative vote of a majority of all Directors then in office at a meeting of the Board called for that purpose, and, if applicable, by approval of a majority of the voting interests held by all Voting Members at a meeting of the Voting Members called for that purpose.

* Original Bylaws certified on September 5, 2012
* Amendment to Bylaws No. 1 certified on August 5, 2014

**CERTIFICATION**

The undersigned, being the Secretary of Shocker Track Club, Inc., a Kansas nonprofit corporation, hereby certifies that the foregoing Bylaws are the duly adopted Bylaws of the Corporation.

Effective Date: August 5, 2014 Date: August 5, 2014

Name Larry Staton Name: Darren C. Muci

Title: SECRETARY Title: PRESIDENT