

BYLAWS OF
K-STATE ATHLETICS, INCORPORATED
June 15, 2009

ARTICLE I – ATHLETICS BOARD OF DIRECTORS

Section 1.

a) The property, business, and affairs of the Corporation shall be under the care and supervision of an Athletics Board of Directors of six (6) members, such authority (including but not limited to the authority vested in the Athletics Board by Section 2 of this Article I) at all times to be exercised in a manner consistent with the principle of and to remain subject to the requirements of University control of varsity athletics, and more particularly, at all times to remain subject to and be exercised in accordance with the control of the President of Kansas State University ("the President") and the Board of Regents.

b) The voting members of the Athletics Board shall include the following:

- i) The Kansas State University Director of Intercollegiate Athletics;
- ii) The Kansas State University Vice President of Administration and Finance;
- iii) The Kansas State University Faculty Athletics Representative to The Big 12 Conference (or its successor), appointed by the President;
- iv) One (1) Senior University Administrator, appointed by the Kansas State University Provost;
- v) One (1) Senior University Administrator, appointed by the President;
- vi) The Kansas State University Vice President of Student Life and Institutional Advancement.

Section 2.

It shall be the purpose of the Athletics Board to support and foster as competitive an intercollegiate athletic program as is possible within the means available, all in harmony with and subject to the general educational policy of the University. To this end, the Board shall act as a policy-making body of the Corporation, shall determine, in general, the method of conducting the Corporation's business, and shall make recommendations to the President with regard to the Corporation's annual budget, including the compensation to be paid to Corporate officers, agents and employees.

The Athletics Board shall have authority to purchase or contract for or to authorize any officer, agent, or employee to purchase or contract for any property or for the performance of any labor or service that the Board deems expedient, and shall have the

authority to borrow money for the Corporation. Except for the authority to purchase real property, to borrow money or otherwise incur debt, and except as otherwise specifically provided by law, the Articles of Incorporation or the Bylaws, the Athletics Board hereby delegates its authority to the Director of Intercollegiate Athletics for purposes of carrying out the day to day operations of the Corporation.

Section 3.

Vacancies on the Athletics Board shall be filled as expeditiously as is reasonably possible by the appropriate electing or appointing body or persons as specified in Section 1 of this Article 1. A vacancy on the Board shall be deemed to exist in case of the death, resignation or loss of appropriate status of any Board member.

ARTICLE II – ATHLETICS BOARD MEETINGS

Section 1.

Regular meetings of the Athletics Board shall be held quarterly during the academic year, at such time and place as the Secretary may designate in the notice of the meeting. Special meetings of the Board may be held at any time and from time to time on call of the Chairperson, or on call by the Secretary upon written request of any two (2) members of the Board. In the event that a special meeting is called on request of any two (2) members, as aforesaid, the Secretary shall designate in the notice of the meeting the time and place of the meeting on a date which shall be no less than seven (7) nor more than ten (10) calendar days following the receipt by the Secretary of such written request. Any business may be transacted at any Athletics Board meeting without specification in the notice thereof, except as otherwise provided by law, in the Articles of Incorporation or in these Bylaws.

Section 2.

Notice of all regular and special meetings of the Athletics Board shall be given to each Board member by any of the following methods, to-wit: by oral, telephonic or written notice served upon, given, sent or mailed to each member, with any such telephonic or mailed notice to be addressed to the members at their respective addresses as shown on the books of the Corporation. Meeting notices shall be given as aforesaid not less than ten (10) days before the meeting (except as otherwise provided in preceding Section 1 of this Article II with request to notice of any special meeting called upon the written request of at least two (2) Board members). Athletics Board members may waive any notice required by the Articles of Incorporation, these Bylaws or applicable laws, but such waivers must be in writing signed by the Board members. If such waiver of notice is signed, any action taken by that Board member shall have the same effect as though the required notice had been sent.

Section 3.

A majority of the voting members of the Athletics Board, namely, four (4) voting members, shall constitute a quorum for the transaction of business, and, except as otherwise provided by law, the Articles of Incorporation or in the Bylaws, a majority of the votes cast at any such meeting of the Board at which a quorum is present shall be decisive of any such action.

Members present at any meeting, though less than a quorum, may adjourn such meeting sine die or from time to time without notice other than by announcement at the meeting if the adjournment shall be to the following day, but, if the meeting shall be adjourned to a date later than the following day, then oral, telephonic, electronic or written notice of such adjourned meeting shall be duly served on or given, sent, or mailed to each member not less than two (2) days before the time set for such meeting. At any adjourned meeting at which a quorum is present any business may be transacted which might have been transacted at the meeting as originally called.

Section 4.

As provided in K.S.A. 17-6301(f) as amended from time to time, the Athletics Board may take any action required or permitted to be taken at any meeting of the Board without a meeting if all voting members of the Board consent to such action in writing, and the written consents are then filed in the minutes of the Corporation.

ARTICLE III – OFFICERS

Section 1.

The general officers of the Corporation shall be a Director of Intercollegiate Athletics, who shall serve as Chairperson of the Athletics Board and Chief Executive Officer of the Corporation, and the Vice President of Administration and Finance, who shall serve as the Secretary and Treasurer. The Board shall elect a Vice-Chairperson, who shall serve as Chairperson in the absence of the Chairperson and shall perform such other duties as may be assigned by the Chairperson of the Board.

Section 2.

The Director of Intercollegiate Athletics shall be appointed by the President from candidates recommended after an open search conducted by the Employee Search Committee, which shall be a committee of the Athletics Board selected by the President in consultation with the Chairperson of the Board, except when the Employee Search Committee is charged with a search for the position of Director of Intercollegiate Athletics. The Director of Intercollegiate Athletics, as Chief Executive officer of the Corporation, shall have the general powers and duties of management generally vested in the office of the president of the corporation. The Director of Intercollegiate Athletics shall have sole authority and responsibility for the day-to-day operations of the Corporation including

employment and termination of personnel, and in undertaking these duties shall observe the policies, goals, and objectives established by the Athletics Board. The Director of Intercollegiate Athletics shall be a member of the Employee Search Committee, the Compensation Committee, and of all other standing and ad hoc committees of the Board. He/she shall be responsible for the submission of each annual budget to the Board for its consideration and recommendations and shall be responsible for transmitting to the President those recommendations.

Section 4.

The Chairperson shall be the official spokesperson or the consultant on action pending before or taken by the Athletics Board and shall preside over all regular and special Athletics Board meetings.

Section 5.

The Secretary/Treasurer shall have the care and custody of the corporate seal and of the minute books and documents of the Corporation, shall perform such duties as usually devolve upon the office of corporate secretary and such other duties as may be required of him/her by the Athletics Board at any time and from time to time.

Section 6.

In the event a vacancy occurs in any officer position for any reason, including but not limited to death, removal, resignation or abolition of position, the President is hereby authorized to appoint such person or people as he/she deems appropriate to perform the duties of said office until such time as a successor is selected as provided above.

ARTICLE IV – FACULTY ATHLETICS REPRESENTATIVE

The Faculty Athletics Representative shall be a full-time member of the University staff of professional rank who does not receive pay primarily for services rendered in connection with athletics. He/she shall be appointed by the President as the representative of the University to The Big 12 Conference and to the National Collegiate Athletic Association and shall serve at the pleasure of the President. Should there become a need for a special or regular representative to any other athletic organization, the President shall designate the Faculty Athletics Representative or another member of the Athletics Board to be such representative.

The Faculty Athletics Representative shall file copies of the minutes of meetings of the Associations and Conference to which he/she is the University's representative with the President, the Director of Athletics, and the Secretary/Treasurer. He/she shall report to and, where appropriate, seek the advice of the Athletics Board on action taken or to be taken by or on matters pending before such Conferences and Associations. He/she shall routinely consult with the Director of Athletics on the day-to-day conduct of matters subject to the regulatory powers of such Conferences and Associations and on matters bearing on

the relation between the programs, activities, and personnel of the Corporation and other University programs, activities, and personnel. When the latter matters involve relations with the student body or with the student government structure, such consultation shall include the President of the Student Body or the President's designee from among the student members of the President's Advisory Committee (Article X).

ARTICLE V – COMMITTEES

Section 1.

Unless and until otherwise determined by the Athletics Board, the standing committee of the Corporation shall be the Compensation Committee. The composition of the Compensation Committee shall be

- the Chairperson,
- the Secretary/Treasurer,
- and the Senior University Administrator, appointed by the President.

If compensation of the Director of Intercollegiate Athletics is considered, the Chairperson shall recuse himself/herself, and the President shall select the replacement.

Section 2.

Meetings of the Compensation Committee may be held at any time and from time to time on call of the Chairperson, upon one-day's notice given to all Committee members in the same manner specified in Section 2 of Article II of these Bylaws for giving notice to Athletics Board members of regular or special Athletics Board meetings and subject to the same provisions therein contained regarding waiver of notice. Two (2) Committee members present at any Compensation Committee meetings shall constitute a quorum for the transaction of business, and, except as otherwise provided by law, in the Articles of Incorporation, or in the Bylaws, a majority of votes cast at any Compensation Committee meeting at which a quorum is present shall be decisive of any action. If compensation of assistant coaches and junior athletics staff members is to be considered, the Compensation Committee shall be convened for the purpose of taking final action. If compensation of head coaches and senior staff members is to be considered, then the Compensation Committee shall make recommendations for consideration by the Athletics Board. All other employee compensation shall be determined by the Director of Intercollegiate Athletics. Except for any actions relating to head coaches or senior staff members, any action duly taken by the Compensation Committee shall have the same force and effect in all respects as if duly taken by the full Athletics Board at a regular or special Athletics Board meeting duly called, convened, and held at which a quorum was present.

Section 3.

At any time and from time to time, the Athletics Board of Directors may establish such additional ad hoc and standing committees as it deems necessary or advisable.

ARTICLE VI – INDEMNIFICATION OF OFFICERS AND ATHLETICS BOARD MEMBERS

Section 1.

Every person (and the heirs, executors and administrators of such persons) who is or was an Officer or Member of the Athletics Board of Directors may, in accordance with the second section of this Article, be indemnified by the Corporation against any and all liability and reasonable expense that may be incurred by him/her in connection with or resulting from any claim, action, suit or proceeding (whether brought by or in the right of the Corporation or otherwise), civil or criminal, or in connection with an appeal relating thereto, in which he/she may become involved, as a party or otherwise, by reason of his/her being or having been an Officer or Member of the Athletics Board or by reason of any action taken or not taken in his/her capacity as such Officer or Member of the Athletics Board, whether or not he/she continues to be such at the time such liability or expense shall have been incurred, provided he/she acted in good faith in what he/she reasonably believed to be the best interest of the Corporation and, in addition, with regard to any criminal action or proceeding, had no reasonable cause to believe that his/her conduct was unlawful. As used in this Article, the terms "liability" and "expense" shall include, but shall not be limited to, counsel fees and disbursements and amounts of judgments against, and amounts paid in settlement by, an Officer or Member of the Athletics Board; but shall not include fines or penalties imposed or counsel fees or other expenses incurred in any criminal proceeding resulting in such person's conviction. The termination of any claim, action, suit or proceeding, civil or criminal, by judgment, settlement (whether with or without court approval) or conviction or upon a plea of guilty or of nolo contendere or its equivalent, shall not create a presumption that an Officer or Member of the Athletics Board did not meet the standards of conduct set forth in this Article.

Section 2.

Every person (and the heirs, executors and administrators of such persons) referred to in the first Section of this Article who has been wholly successful, on the merits or otherwise, with respect to any claim, action, suit or proceeding of the character described in said first Section shall be entitled to indemnification as of right. Except as provided in the preceding sentence, any indemnification under such Section shall be made at the discretion of the Corporation, but only if (i) the Members of the Athletics Board acting by a quorum consisting of Members of the Athletics Board who are not parties to (or who have been wholly successful with respect to) such claim, action, suit or proceeding, shall find that the Officer or Member of the Athletics Board has met the standards of conduct set forth in such Section, or (ii) independent legal counsel (who may be regular counsel of the Corporation) shall deliver to the Corporation written advice that, in his or her opinion, such Officer of the Athletics Board has met such standards.

Section 3.

Expenses incurred with respect to any claim, action, suit or proceeding of the character described in the first Section of this Article may be advanced by the Corporation prior to the final disposition thereof upon receipt of an undertaking by or on behalf of the recipient to repay such amounts unless it shall ultimately be determined that he/she is entitled to indemnification under this Article.

Section 4.

The foregoing rights to indemnification shall not be exclusive of any other rights to which the Officers or Members of the Athletics Board may be entitled according to law.

ARTICLE VII – CONFLICTS OF INTEREST

All voting Members of the Athletics Board of Directors shall have, in addition to responsibility for compliance with the Board of Regents and Kansas State University policies on conflicts of time and interest, responsibility for compliance with a Corporate Policy on Conflicts of Interest as set forth herein. This policy requires disclosure of any actual or potential conflicts of interest between the members' duties with the Athletics Board and their personal financial interests, including those of their immediate family members, including their spouses and their children, parents, siblings, grandparents, and grandchildren and the spouses of any of the foregoing. Any member with an actual conflict of interest must recuse himself or herself from any further discussion, recommendation or action of the Corporation regarding the matter giving rise to the conflict. Any situation giving rise to the appearance of a conflict of interest similarly will be disclosed to the Athletics Board, which shall determine by a majority vote whether the member so involved must recuse himself or herself from further discussion, recommendation or action of the Corporation regarding the matter in question.

ARTICLE VIII – GOOD BUSINESS PRACTICES

The Athletics Board of Directors shall conduct the business of the Corporation in accordance with established principles of good business practices. Such practices shall include submission of all compensation questions of highly compensated employees of the Corporation to the Compensation Committee for decisions or recommendations to the Athletics Board, subject to final approval of the President.

ARTICLE IX – AMENDMENTS

The Athletics Board of Directors may alter, amend, or repeal these Bylaws in whole or in any part, or may enact additional Bylaws, by the vote of a majority of the whole Athletics Board at any duly called, convened, and held Board meeting at which a quorum is present, provided intention to propose the alteration, amendment, or repeal of the Bylaws,

in whole or in part, or the enactment of additional Bylaws, shall have been specified in the next preceding meeting or, even without any such notice, by the vote of two-thirds of all members of the Athletics Board.

ARTICLE X – PRESIDENT’S ADVISORY COMMITTEE ON INTERCOLLEGIATE ATHLETICS

Section 1.

a) There shall be formed a President’s Advisory Committee on Intercollegiate Athletics (“President’s Advisory Committee”). The purpose of the President’s Advisory Committee shall be to provide advice and recommendations on athletic matters to the Athletics Board and to the President, as further specified in the following paragraphs. The President’s Advisory Committee shall have 12 (twelve) members, as enumerated below. The President’s Advisory Committee shall be advisory in nature and shall not exercise corporate authority or control and shall not have fiduciary responsibility for the operations of the Corporation. All actions of the President’s Advisory Committee are subject to and not binding on the Director of Intercollegiate Athletics, the Athletics Board, and the President. No member of the President’s Advisory Committee shall have voting authority in the matters of the Corporation, unless such member is also a voting member of the Athletics Board.

b) The members of the President’s Advisory Committee shall include the following:

- i) The Kansas State University Director of Intercollegiate Athletics;
- ii) The Intercollegiate Athletics Senior Woman Administrator;
- iii) Four (4) full-time members of the Kansas State University faculty appointed by the Kansas State University President after consultation with the Faculty Senate President and faculty, serving a 3-year initial term and may be reappointed for one additional 3-year term;
- iv) Two (2) Kansas State University alumni members appointed by the Kansas State University President from nominations submitted by the Kansas State University Alumni Association Board of Directors, serving a 3-year initial term and may be reappointed for one additional 3-year term;
- v) Two (2) Kansas State University full-time student members appointed by the Kansas State University President from nominations submitted by the Kansas State University Student Body President, serving a 2-year initial term;
- vi) One (1) Kansas State University Alumni Board member appointed by the Kansas State University President from nominations submitted by the Kansas

State University Alumni Association President, serving a 3-year initial term and may be reappointed for one additional 3-year term;

vii) One (1) Kansas State University Foundation member appointed by the Kansas State University President from nominations submitted by the Kansas State University Foundation CEO, serving a 3-year initial term and may be reappointed for one additional 3-year term.

A minimum of three (3) nominees will be provided by the nominating unit for each vacancy.

c) The Chairperson of the President's Advisory Committee shall be appointed by the Athletics Board and shall be a sitting faculty member of the President's Advisory Committee on Intercollegiate Athletics.

d) In making appointments to the President's Advisory Committee, maximum feasible effort shall be made to include women and minority persons in accordance with affirmative action principles and the provisions of the University's Affirmative Action Plan as from time to time amended. Regular yearly changes in the President's Advisory Committee membership shall become effective on May 15 of each year.

Section 2.

Decisions by the President's Advisory Committee to provide advice and recommendations shall be made by a simple majority vote of the members present at a meeting of the Committee. Such meetings ordinarily will involve personal attendance, however, the determination to provide advice and recommendations may also be reached through telephonic meetings of the members participating in such a meeting.

Section 3.

The President's Advisory Committee will have the ability to establish subcommittees, whose purpose will be advisory in nature, with advice and recommendations to be provided to the President's Advisory Committee and the Athletics Board, and when appropriate, to the President.

Section 4.

The President's Advisory Committee will meet four (4) times during the academic year. The Committee may meet at other times during the year, on the call of the Director of Intercollegiate Athletics or the President. If an appointed member fails to participate in two (2) of the previous four (4) regular meetings without sufficient excuse as determined by the Chairperson, then that member's appointment shall cease and the President shall request new nominations from the appropriate nominating unit.

Section 5.

The President will provide an annual charge to the President's Advisory Committee at the first meeting of a new academic year. There will be incorporated into the President's charge to the Advisory Committee a faculty charge from the Faculty Senate to the Advisory Committee.

ARTICLE XI – EFFECTIVE DATE

These Bylaws are hereby adopted by the Athletics Board on this 15th day of June, 2009 and shall be and are fully effective as of this date but without any retroactive effect. All prior Bylaws of the Corporation are hereby repealed and superseded in their entirety by these Bylaws.