



STATE OF KANSAS

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Attorney General

January 6, 1975

Opinion No. 75- 3

Mr. Brice B. Durbin
Executive Secretary
Kansas State High School
Activities Association
P. O. Box 495
Topeka, Kansas 66601

Dear Mr. Durbin:

We are in receipt of your request for an opinion regarding the jurisdiction of the Kansas State High School Activities Association Appeal Board to review decisions of the Association, including decisions made by the Board of Directors on matters affecting the Bylaws and Articles of Incorporation.

Under K.S.A. 72-134, "any student aggrieved by any ruling or decision of such organization or any of its officers or employees may appeal therefrom..." by following the procedure outlined in the statute. Article XIII of the Association's Articles of Incorporation requires that the appeal must be filed within 30 days after a decision has been made.

Nowhere in K.S.A. 72-134, or any other applicable statute, is there any language limiting the authority of the Appeal Board to review decisions of the organization. Under the law, the Board of Directors has control of the functions of the Association through the adoption of Bylaws and Articles of Incorporation. Pursuant to the authority of the Board of Directors under Article IV of the Articles of Incorporation, the management of the Association has been delegated to the Executive Board. The general composition of the Executive Board is provided for in K.S.A. 72-134(2).

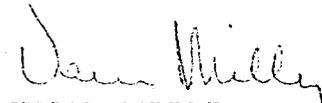
Under Kansas law, directors of a corporation, acting in good faith and without limitation of law, have the power to determine policies and to manage the affairs of the corporation. *Beard v. Achenbach Memorial Hospital Association,*

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170 F.2d 859 (10th Cir. 1949); 19 Am. Jur.2d, *Corporations*, § 1145. As stated above, the Board of Directors is statutorily established for the Association, and as such becomes a necessary integral part of the Association or "organization," as referred to in the Act. It must, therefore, follow that an appeal may be made from the decision of the Board of Directors to the Appeal Board, including matters affecting Bylaws and Articles of Incorporation. In addition, an appeal would appropriately lie from any decision of the Association regardless of whether the decision affects a matter which must be approved by the State Board of Education.

We observe that the Legislature went to great lengths in establishing a board of directors that would fairly represent the state in its decision, and it is probably unusual to have such decisions the subject of review, especially in those matters which require the approval of the State Board of Education, but under the clear language of the above statute, an aggrieved party presently has such a right to appeal. Any change in the appeal procedure would properly be a matter for the Kansas Legislature.

Very truly yours,



VERN MILLER
Attorney General

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