

Kansas County Officials Association Bylaws

Article I. NAME AND LOCATION

SECTION 1. The name of this organization shall be the Kansas County Officials Association, hereinafter referred to as (KCOA), a nonprofit corporation, incorporated in the State of Kansas.

SECTION 2. Offices of the KCOA shall be located in the State of Kansas and/or in such other localities as determined by the Board of Directors.

Article II. OBJECTIVES

The objectives of the KCOA shall be:

- (1) To ensure that Kansas citizens' right of self-governance through the election of local officials is not impinged, restricted, or violated.
- (2) To provide opportunity for the exchange of experiences and opinions through discussion, study, and publications of county officials.
- (3) To conduct competitions and make awards for outstanding services to Kansas by KCOA members.
- (4) To develop and encourage the practice of high standards of personal and professional conduct among County officials.
- (5) To conduct and cooperate in courses of study for the benefit of members desiring to continue their professional development in their official capacity.
- (6) To hold meetings and conferences for the mutual improvement and education of members.
- (7) To acquire, preserve, and disseminate data and valuable information relative to the functions and accomplishments of members.
- (8) To cooperate with local, regional, and counterpart groups of county officials in the common endeavor to advance service to the citizens of the State of Kansas.

Article III. MEMBERSHIP

SECTION 1. Qualification: Membership in the KCOA shall be composed of Kansas County Officials.

SECTION 2. Regular Membership: Regular Membership shall be limited to the following organizations.

1. The Kansas County Treasurer's Association.
2. The Kansas County Clerks and Election Officials Association.
3. The Kansas Register of Deeds Association.

SECTION 3. Voting Membership: Voting membership shall be afforded the individual members in good standing of the Regular Member organizations.

SECTION 4. Associate Membership: Associate Membership without voting rights shall be any other County Official or County Official organization that the Board approves for membership. Policies governing the participation of Associate Members shall be determined by the Board of Directors.

SECTION 5. Life and Honorary Membership: Life and Honorary Membership without

voting rights may be conferred upon members of the KCOA at such time and under such terms as the Board of Directors shall determine.

SECTION 6. Removal: Members of any classification may be removed for cause from membership by a two-thirds affirmative vote of the Board of Directors present at any meeting.

SECTION 7. Reinstatement: A former member of any type may be reinstated by the Board with a unanimous vote of the Board of Directors.

SECTION 8. Resignation: Any regular or associate member may resign by filing a written resignation with the President, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, or other charges theretofore accrued and unpaid.

Article IV. ORGANIZATION STRUCTURE

SECTION 1. Organization: To achieve the objectives of KCOA, the Board of Directors may, at its discretion, establish organizational units such as boards, councils, or divisions to serve special interests of the member associations, including sections to provide educational opportunities in specialty areas. The Board of Directors shall exercise authority over policies, services, programs, and budgets of all organizational units, including qualification for membership, unless these are otherwise stated in these Bylaws.

SECTION 2. Allied Organizations: For the mutual benefit of all, for the advancement of County Officials and in order to further the objectives of the KCOA, the Board of Directors may establish relationships with groups of County Officials that are formed on a local, state, regional (sub-state or multi-state), or national basis, and with those that are formed on a counterpart or affinity basis. The Board of Directors may establish such terms and conditions for relating to recognized societies and groups as it considers desirable.

Article V. DUES

SECTION 1. Establishment of Dues: Dues and admission fees, if any, for all classes of membership shall be established by the Board of Directors.

SECTION 2. Dues: Dues are due and owing January first of each year.

SECTION 3. Delinquency and Cancellation: Any member of the KCOA who shall be delinquent in dues for a period of sixty (60) days from the time dues become due shall be notified of such delinquency and suspended from further services. If payment of dues is not made within the next succeeding thirty (30) days, the delinquent member shall be dropped from the rolls and thereupon forfeit all rights and privileges of membership, unless such suspension, at the request of the member, is waived by affirmative action of the Executive Committee.

Article VI. MEETINGS OF MEMBERS AND VOTING

SECTION 1. Annual Meeting: The Annual Meeting of the KCOA for installation of Officers and Directors and other such matters shall be held at such place and on such

dates as determined by the Board of Directors.

SECTION 2. Special Meetings: Special meetings of the KCOA may be called by the Board of Directors at any time, or shall be called by the President upon receipt of a written request by any one of the Regular Members, within 30 days after the filing of such a request with the President. The business to be transacted at any special meeting shall be stated in the notice thereof, and no other business may be considered at that time.

SECTION 3. Notice of Meetings: Notice of any business meeting of the KCOA at which official KCOA business is to be transacted shall be given to the President of each Regular Member not less than 10 nor more than 60 days before the date of the meeting.

SECTION 4. Voting: At all business meetings of the KCOA each Voting Member shall have one (1) vote, and may take part and vote in person only. Unless otherwise specifically provided by these Bylaws, a majority vote of those Voting Members present and voting shall govern.

SECTION 5. Voting by Mail: Proposals to be offered to the members for a mail vote, except election ballots, shall first be approved by the Board of Directors. On any mail vote, a majority of those voting shall determine the action.

SECTION 6. Quorum of Members: At an annual or special meeting of members, a quorum shall consist of no less than 25% percent of the Voting Members. All actions taken by said members shall be implemented by the Board of Directors.

SECTION 7. Cancellation of Meetings: The Board of Directors may cancel any Annual Meeting for cause.

Article VII. OFFICERS

SECTION 1. Elected Officers: The elected officers of KCOA shall be a President, a Vice-President, and a Secretary/Treasurer. All officers are elected by the membership of the KCOA and serve until their successors have been duly elected and assume office. The Executive Board shall be selected from recognized member organizations identified in Article III, Section 2. The elected officers shall consist of no more than one voting member from each Regular Member organization.

SECTION 2. Qualifications of Office: Any Voting Member in good standing with a Regular Member organization shall be eligible for nomination and election to any elective office of the KCOA, provided the voting member shall have served at least one (1) year as a member of the Board of Directors prior to an elective term of office.

SECTION 3. Nomination and Election of Officers: In accordance with the procedure specified in Article XI, Section 1, the Governance Committee shall prepare and submit to the members a nomination for President, Vice-President, and Secretary/Treasurer of the KCOA. Any person so nominated shall have given prior consent to nomination and election as an officer.

SECTION 4. Term of Office: Each elected officer shall take office immediately upon installation at the Annual Meeting and shall serve for a term of one (1) year or until a successor is duly elected and qualified. Each elected officer shall serve concurrently as a member of the Board of Directors and as a member of the Executive Committee.

SECTION 5. Reelection: Any elected officer may be eligible for reelection.

SECTION 6. Vacancies-Removal: Vacancies in any elective office may be filled for the balance of the term thereof by the Board of Directors upon recommendation of the Governance Committee. The Board of Directors, by two-thirds vote of all of its members, may remove any officer from office for cause.

Article VIII. DUTIES OF OFFICERS

SECTION 1. President: The President shall be the chief elected officer of the KCOA and serve as President of both the Board of Directors and the Executive Committee. The President shall also serve as an ex-officio member of all committees except the Governance Committee and shall make all required appointments of standing and special committees and trustees. At the Annual Meeting of the KCOA and at such other times as deemed proper, the President shall communicate to the members such matters and make such suggestions as may tend to promote the welfare and increase the usefulness of the KCOA. The President shall perform such other duties as are necessarily incident of the office of President or as may be prescribed by the Board of Directors.

SECTION 2. Vice-President: The Vice-President shall perform such duties as are delegated (or assigned) by the President or the Board of Directors, and shall perform the duties of the President in the event that individual is unable to serve.

SECTION 3. Secretary/Treasurer: The Secretary/Treasurer shall oversee the proper recording of proceedings of meetings of the KCOA and the Board of Directors, and shall ensure that accurate records are kept of all members. The Secretary/Treasurer shall also oversee the KCOA's funds and financial records; the collection of members' dues and/or assignments; the establishment of proper accounting procedures for the handling of the KCOA's funds; the performance of any audits or reconciliations by a certified public accountant; and, further, shall report on the financial condition of the KCOA at all meetings of the Board of Directors and at other times as called upon by the President.

Article IX. BOARD OF DIRECTORS

SECTION 1. Authority and Responsibility: The governing body of the KCOA shall be the Board of Directors. The Board of Directors shall have supervision, control, and direction of the affairs of the KCOA, its committees, and its publications; shall determine its policies or changes therein; shall actively prosecute these objectives, establish the financial policies of the KCOA, be accountable for KCOA assets, and shall be responsible for the interpretation of these bylaws. The Board may adopt such rules and regulations for the conduct of its business as shall be deemed advisable, and may, in the execution of the powers granted, delegate certain of its authority and responsibility to the Executive Committee.

SECTION 2. The Board of Directors: The Board shall consist of twelve Directors, three of which shall be the executive officers. Each Regular Member shall select four Directors and two alternates from their members in good standing and submit their names to the Governance Committee at a time established by the Board of Directors.

SECTION 3. Term of Office and Manner of Election: Directors shall serve for a term of one (1) year or until their successors have been selected and assume office.

SECTION 4. Re-election: Directors shall be eligible for re-election.

SECTION 5. Nominations: The Governance Committee, acting in accordance with Article XI, Section 1, shall present one nominee for each seat on the Executive Committee which is vacant or is about to expire.

SECTION 6. Quorum of the Board: At any meeting of the Board of Directors, a majority of the voting members of the Board present shall constitute a quorum for the transaction of the business of the KCOA, and any such business thus transacted shall be valid providing it is affirmatively passed upon by a majority of those present and voting.

SECTION 7. Meetings of the Board: A regular meeting of the Board of Directors shall be held no less than three (3) times each administrative year at such time and such place as the Board may prescribe. Notice of all such meetings shall be given to the Directors not less than thirty (30) days before the meeting is held. Special meetings of the Board may be called by the President or at the request of four (4) Directors, by notice mailed, delivered, telephoned, or e-mailed to each member of the Board of Directors, not less than 72 hours before the meeting is held.

SECTION 8. Voting: An Alternate selected pursuant to SECTION 2 of this Article may appear and vote on behalf of an absent Director, but not on behalf of an Officer.

SECTION 9. Voting by Mail or Electronically: Action taken by a mail ballot or electronic ballot of the members of the Board of Directors shall be a valid action of the Board and shall be reported at the next regular meeting of such Board.

SECTION 10. Absence: Any elected officer or director who shall have been absent from two (2) consecutive regular meetings of the Board of Directors during a single administrative year shall automatically vacate the seat on the Board of Directors and the vacancy shall be filled as provided by these Bylaws; however, the Board of Directors shall consider each absence of an elected officer or director as a separate circumstance and may expressly waive such absence by affirmative vote of a majority of its members.

SECTION 11. Vacancies and Removal: Any vacancy occurring on the Board of Directors between annual meetings shall be filled by the Board of Directors upon recommendation of the Association that the vacancy occurred. A director so selected to fill a vacancy shall serve the unexpired term of his or her predecessor. The Board of Directors may remove any Director for cause by an affirmative two-thirds vote of the Board present at any regular or special meeting.

SECTION 12. Compensation: Directors and elected officers shall not receive any compensation for their services.

SECTION 13. Indemnification: Every Director, Officer, and employee of the KCOA and such others as specified from time to time by the Executive Committee, shall be indemnified by the KCOA against all expenses and liabilities including counsel fees, reasonably incurred or imposed upon them in connection with any proceeding to which they may be made a party, or in which they may become involved, by reason of being or having been a Director, Officer, or employee of the KCOA, or any settlement thereof, whether the person is a Director, Officer, or employee at the time such expenses are incurred, except in such case wherein the Director, Officer, or employee is adjudged guilty of willful misfeasance or malfeasance in the performance of duties. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which the indemnified may be entitled.

Article X. EXECUTIVE COMMITTEE

SECTION 1. Authority and Responsibility: The Executive Committee may act on behalf of the Board of Directors between Board meetings on all matters, except those specifically reserved to the Board by these Bylaws. The Committee shall oversee the financial affairs of the KCOA. Actions of the Executive Committee shall be reported to the Board by mail or at the next board meeting.

SECTION 2. Composition and Election: The Executive Committee shall consist of the President, the Vice-President, the Secretary/Treasurer, and the Executive Vice President, who shall serve without vote.

SECTION 3. Quorum-Call of Meetings: A majority of the Executive Committee shall constitute a quorum at any duly called meeting of the Committee. The President of the Board shall call such meetings of the Executive Committee as the business of the KCOA may require, or a meeting shall be called by the Executive Vice President on request of three (3) members of the Executive Committee.

SECTION 4. Public Positions and Opinions: Subject to prior approval of the Executive Committee, the KCOA may take a position and express an opinion on issues directly and generally affecting elected officials.

SECTION 5. Board Member Orientation and Self-Assessment: The Executive Committee shall also have responsibility of overseeing Board member orientation and self-assessment.

SECTION 6. Vacancies: Any vacancy occurring on the Executive Committee will be filled in the manner as provided in Article VII, Section 6.

Article XI. SPECIAL AND STANDING COMMITTEES

SECTION 1. Governance Committee: The President shall appoint with the approval of the Board of Directors a Governance Committee which will consist of four (4) members, one (1) of whom shall be the Immediate Past President or the President's designee if the Immediate Past President is unable or unwilling to serve, who shall serve in a non-voting capacity, with the remaining three (3) being representatives of each of the recognized Regular Member organizations as set forth in Article III, Section 2.

1. The Governance Committee shall nominate a candidate to the Board whenever a vacancy occurs in the elected officer.
2. The Governance Committee shall nominate a candidate for each position of elected officers for the ensuing year and shall notify, in writing, the membership of its choice not less than 60 days before the Annual Meeting.
3. No member of the Governance Committee is eligible to be nominated for any position.
4. Any member nominated by petition of ten (10) percent of the voting membership shall be placed on the ballot. The ballot shall indicate those nominees recommended by the Governance Committee and those recommended by petition. The petition shall be submitted to the President not less than 30 days prior to the annual meeting.
5. The Governance Committee will conduct an election at the annual meeting in which each Voting Member will have one vote to cast for each officer position.

Candidates receiving the highest number of votes for each office shall be declared elected. If, however, no nominations are made by petition, the Secretary shall cast a unanimous ballot for the candidates of the Governance Committee and no ballot will be required. Results of the election shall be announced at the Annual Meeting where it is held.

SECTION 2. Audit Committee: The Audit Committee shall be appointed by the President to reconcile the accounts of the KCOA no less than once each year and report the results to the Board of Directors prior to the Annual Meeting and the Voting Members present at the Annual Meeting. The Audit Committee shall consist of one Voting Member from each Regular Member. The Chair of the Audit Committee shall be determined by the Audit Committee at its first meeting and reported to the Board of Directors.

SECTION 3. Creation and Dissolution of Committees: The President shall monitor actions of the committees, councils, and task forces of the KCOA and shall recommend to the Board of Directors on a regular basis the creation, dissolution, and consolidation of these bodies.

Article XII. EXECUTIVE AND STAFF

SECTION 1. Appointment: The Board shall employ or contract with a chief executive who shall have the title of Executive Vice President and whose term and conditions of initial employment shall be specified by the Board. The Executive Committee shall determine the ongoing compensation and other financial arrangements of the Executive Vice President.

SECTION 2. Authority and Responsibility: The Executive Vice President shall manage and direct all activities of the KCOA subject to the policies of the Board of Directors and through the office of the President. The Executive Vice President shall employ and may terminate the employment of members of the staff necessary to carry on the work of the KCOA and fix their compensation within the approved budget. The Executive Vice President shall define the duties of the staff, supervise their performance, establish their titles, and delegate those responsibilities of management as shall be in the best interest of the KCOA. The Executive Vice President shall serve without vote as an ex-officio member of the Executive Committee and Board of Directors.

Article XIII. FINANCE

SECTION 1. Fiscal Period: The fiscal period of the KCOA shall be the calendar year.

SECTION 2. Bonding: Trust or surety bonds shall be furnished for the President of the Board, Secretary/Treasurer and such other officers or employees of the KCOA as the Board shall direct. The amount of such bonds shall be determined by the Board and the cost paid by the KCOA.

SECTION 3. Budget: With recommendations of the Executive Committee, the Board shall adopt an annual operating budget covering all activities of the KCOA. Within 90 days following end of a fiscal year's conclusion, the Secretary/Treasurer shall furnish the

Board with a financial report for the fiscal year just concluded.

SECTION 4. Accounting: The accounts of the KCOA shall be reconciled not less than annually by an audit committee who shall be appointed by the President, with the approval of the Board, and who shall provide a report to the Board of Directors. The Board of Directors may require an audit of the KCOA books by a Certified Public Accountant at any time the Board deems it necessary.

Article XIV. NOTICE

SECTION 1. As used in these bylaws, notice shall mean information published through the mail, e-mail or other electronic media approved by the Board of Directors, posting on the official website of the KCOA and in any official publication of the KCOA.

Article XV. DISSOLUTION

SECTION 1. The KCOA shall use its funds only to accomplish the objectives and purposes specified in these Bylaws and no part of said funds shall inure, or be distributed, to the members of the KCOA. On dissolution of the KCOA, any funds remaining shall be distributed equally to the Regular Members.

Article XVI. RULES OF ORDER

SECTION 1. The rules contained in the current edition of Robert's Rules of Order shall govern the conduct of meetings of the KCOA in all cases to which they are applicable, and in which they are not inconsistent with the Bylaws and any special rules the KCOA may adopt.

Article XVII. AMENDMENTS

SECTION 1. Proposing: Amendments to or a repeal of the Bylaws may be proposed by the Board of Directors on its own initiative or upon petition by 25% percent of the voting membership. The Board of Directors shall present all such proposals to the voting membership with or without endorsement.

SECTION 2. Approval: Amendments to or a repeal of the Bylaws shall be approved by: a two-thirds affirmative vote of the Voting Members present and voting at any Annual Meeting or special meeting of the KCOA, duly called, provided notice of proposed changes have been sent to the Regular Members 30 days before such meeting.

SECTION 3. Amendment: Amendments to Article I—Name and Location, Article II—Objectives, Article III—Membership, and Article IV—Organization Structure require membership vote as described in Article XVII, Section 2. All other amendments to the Bylaws may be made by the Board of Directors provided 60 days prior notice is given to the membership.