

BYLAWS

COUNTY COUNSELORS ASSOCIATION OF KANSAS

As amended June 23, 2017

Article I

Name

The name of this corporation shall be County Counselors Association of Kansas (“CCAK”).

Article II

Purposes

The purpose of the CCAK shall be to do all of the following, but not for pecuniary profit:

- To perpetuate the CCAK as an agency for the cooperation of all Kansas county counselors in the practical study of municipal legal issues and concerns;
- To hold annual, mid-year and other meetings for the discussion of legal and other issues affecting county governments;
- To furnish information to county counselors that enables them to better perform their functions;
- To study legislation, court decisions, attorney general opinions, and administrative rulings relating to the public interest of Kansas counties, and to publish the results of such studies for the use of county counselors;
- To strengthen the quality of legal representation of counties through continuing education and the publication of newsletters and other works of interest in the field of municipal law;
- To be an educational and research organization for the benefit of county counselors representing Kansas counties which are members of the KAC;
- To provide county counselors the opportunity to exchange ideas, to consult with one another, and to meet with persons in or associated with municipal law;
- To recognize persons who have made significant contributions to the area of municipal law;
- To further the goals and purposes of the KAC, and in the furtherance of its own goals and purposes, to take no action in conflict with the bylaws of the KAC;
- To advocate before legislative bodies regarding issues impacting local government and municipal law; and
- To engage in any other lawful act or activity for which corporations may be organized under the Kansas general corporation code.

Article III

Corporate Office

The principal office of the CCAK shall be at 300 SW 8th Ave., Suite 300, Topeka, Kansas 66603.

Article IV Membership and Dues

Section 1. Full Voting Members. Each Kansas county shall be eligible for full voting membership in the CCAK. Every full-time or part-time attorney who represents a county through election, appointment, or contract as a county counselor, deputy county counselor, assistant county counselor, county attorney, deputy county attorney, assistant county attorney, or by another title, is eligible to participate in the CCAK, subject to payment of membership dues.

Section 2. Transfer of Membership. Membership in this corporation is not transferable or assignable.

Section 3. Termination of Membership. The membership of any member shall automatically terminate if membership dues or fees are in arrears more than 60 days beyond the due date. The Board of Directors, by affirmative vote of two-thirds of the Board members participating in a meeting called for such purpose, may suspend or expel a member for good cause, after an appropriate hearing.

Section 4. Questions as to Membership Status. Questions as to the status of membership shall be resolved by the Board of Directors.

Section 5. Dues. The amount of annual dues to be paid by each full voting member and each non-voting associate member of the CCAK shall be determined by the Board of Directors. All annual dues shall be payable on or before April 30th of each year.

Article V Membership Meetings and Voting

Section 1. Regular Meetings of the Full Membership. The annual meeting and the mid-year meeting of the full membership of the CCAK may be held at such time and location as determined by the Board of Directors.

Section 2. Special Meetings of the Full Membership. Special meetings of the full membership of the CCAK may be called by the President, the Board of Directors, or one-tenth of the full voting members, and shall be held at a place and time designated by the Board of Directors.

Section 3. Notice of Meetings. Written or electronic notice stating the place, day, and hour of any meeting of the full membership of the CCAK shall be delivered to each member, not less than 10 days before the date of such meeting. The purpose or purposes of special meetings shall be stated in the notice.

Section 4. Quorum of the Full Membership. The number of full voting members of the CCAK present in person at any meeting shall constitute a quorum for the transaction of business.

Section 5. Voting by the Full Membership. Each member county present shall have one vote upon each matter to be considered at any meeting. Voting shall not be cumulative nor by proxy.

Non-voting associate members shall be entitled to participate in the meeting and affairs of the CCAK, but shall not have a vote.

Section 6. Presumption of Assent. A member county of the CCAK that has a representative present at a membership meeting where an action on any matter is taken shall be presumed to have assented to the action taken, unless its dissent shall be entered in the minutes of the meeting or unless its representative shall personally deliver a written dissent to such action to any officer or to the executive secretary, before the minutes thereof have been approved.

Section 7. Informal Action by Members. Any action that may be taken at a meeting of the full membership may be taken without a meeting if a consent in writing setting forth the action so taken is signed by attorneys representing at least 75% of the member counties of CCAK participating in the action and filed with the Secretary of the CCAK.

Article VI Board of Directors

Section 1. General Powers. The business and affairs of the CCAK shall be governed by the Board of Directors. The Board shall have all powers granted by Kansas law and statutes, the Articles of Incorporation, and these Bylaws. Without prejudice to such general powers, it is expressly declared that the Board shall have the following powers, to-wit:

- a. To take and hold by bequest, devise, gift, grant, purchase, lease or otherwise, any property, real, personal, tangible or intangible, or any undivided interest therein, without limitation as to amount or value;
- b. To sell, convey, or otherwise dispose of any such property;
- c. To invest, reinvest, or deal with the principal or income thereof in such manner as, in the judgment of the Board, will best promote the purposes of the corporation without limitation, except such limitations, if any, as may be contained in the instrument under which the property is received, the Articles of Incorporation, these Bylaws, or any laws applicable thereto;
- d. To have and exercise all powers incidental to the foregoing; and
- e. To engage in any lawful act or activity that is not forbidden by the laws of the State of Kansas, the Articles of Incorporation, or these Bylaws.

Section 2. Composition of Board of Directors. The Board of Directors shall be composed of 9 to 15 members and the Executive Secretary (ex officio). The Nominating Committee shall endeavor to recruit at least one member of the Board of Directors from each of the highway districts in Kansas and to otherwise nominate a Board of Directors that fairly represents the CCAK membership. The CCAK Board of Directors may contract with an outside entity to serve as Executive Secretary.

Section 3. Election and Terms of Office of Board of Directors. The members of the Board of Directors shall be elected by the full voting membership of the CCAK at its annual meeting. The term of the members of the Board of Directors shall be for a period of one year commencing the first day of January after the annual meeting. Each director shall hold office until the director's successor has been elected or until the resignation or removal of the director, if

earlier. There is no limit on the number of terms any director may serve.

Section 4. Nominations for Board of Directors Positions and Filling of Vacancies.

Nominations for the Board of Directors shall be made by the Nominating Committee and also may be made by full voting members from the floor at an annual meeting. A vacancy in the position of a member of the Board of Directors shall be filled by the President from the full voting membership of the CCAK for the remainder of the unexpired term.

Section 5. Qualifications of Directors. A member of the Board of Directors must represent a county member of the CCAK.

Section 6. Duties of the Board of Directors. The Board of Directors shall be responsible for the general governance of the corporation; for establishing the place, date, and time of the membership meetings and for establishing the program and agenda of such meetings; for overseeing the annual dues structure and the fee structure for attendance at membership meetings; for adopting the annual budget of the CCAK; for publishing and distributing materials of the CCAK; for serving in an advisory capacity to the KAC Governing Body and the Executive Director of the KAC on whether briefs amicus curiae should be filed or not be filed on behalf of the KAC.

Section 7. Duties of the Executive Secretary. The Executive Secretary shall act as attorney for the CCAK. The Executive Secretary shall assist the Board of Directors and officers in the performance of their duties. The Executive Secretary shall arrange for all aspects of Board and membership meetings, as the Board of Directors shall direct. The Executive Secretary shall assist the Board of Directors in the publication and distribution of materials of the CCAK. Further, the Executive Secretary shall perform such other duties as Board of Directors may direct. The Executive Secretary shall keep records of time spent on the CCAK matters. The Executive Secretary shall be on the CCAK bank signature card and shall have the ability to sign checks on behalf of the CCAK, subject to any limitations adopted by the Board.

Section 8. Removal. The subsequent loss of eligibility to participate in the CCAK shall disqualify a member of the Board of Directors from holding or continuing to hold office. Any member of the Board of Directors may be removed by an affirmative vote of two-thirds of the membership of the Board of Directors participating in the action whenever, in its judgment, the best interests of the CCAK would be served thereby.

Section 9. Compensation. Officers and member of the Board of Directors shall not be compensated for serving in their respective capacities.

Article VII Meetings of Board of Directors

Section 1. Regular Meetings of the Board of Directors. Regular meetings of the Board of Directors shall be held twice each year, once on a date that corresponds with the annual meeting of the full membership and once on a date that corresponds with the mid-year meeting of the full membership. The regular meetings of the Board of Directors shall be held in a public-accessible location determined by the Board, or by means of a telephone conference call or similar communication if all persons participating in such meeting can hear one another for the entire discussion of the matters to be voted on by teleconference.

Section 2. Special Meeting of the Board of Directors. The President, the Executive Secretary, or any three members of the Board of Directors may call a special meeting of the Board.

Section 3. Notice of Meetings. Written or electronic notice stating the place, day, and hour of any meeting of the Board of Directors shall be delivered to each member of the Board not less than 7 days before the date of such meeting, unless exigent circumstances require a shorter time. The purpose of special meetings shall be stated in the notice. The presence at any meeting of a person entitled to notice of such meeting, without objection to lack of notice thereof, shall be deemed to be such person's waiver of such notice.

Section 4. Quorum of the Board of Directors. Members of the Board of Directors attending a regular or special meeting shall constitute quorum for the conduct of business and affairs of CCAK, so long as the number participating is five or greater.

Section 5. Voting by the Board of Directors. All actions of the Board of Directors must be decided by a majority vote of the quorum present. A tie vote defeats the proposal.

Section 6. Presumption of Assent. A member of the Board of Directors who is present at a meeting of the Board at which an action on any matter is taken shall be presumed to have assented to the action taken, unless his or her dissent shall be entered in the minutes of the meeting or unless the director delivers a written dissent to such action with any officer or with the executive secretary, before the minutes thereof have been approved.

Article VIII Officers

Section 1. Officers. The officers of the CCAK shall be as follows:

- a. President;
- b. Vice-President;
- c. Secretary;
- d. Treasurer;
- e. Immediate Past President (ex officio).

Section 2. Election and Terms of Office of Officers. Officers shall be elected by the Board of Directors at the annual meeting of the Board of Directors to one-year terms by a majority of the

votes cast for each position. Officers' terms shall be for a period of one year commencing the first day of January after the annual meeting. Each officer shall hold office until the officer's successor has been elected or until the resignation or removal of the officer, if earlier. There is no limit on the number of terms any officer may serve.

Section 3. Nominations for Officer Positions. Nominations for officer positions shall be made by the Board of Directors.

Section 4. Qualifications of Officers. An officer must be a member of the Board of Directors.

Section 5. Powers and Duties of Officers. The powers and duties of the officers of the CCAK shall be such as by general usage are indicated by the title of their offices, but at a minimum they shall have the following powers and duties:

- a. **President.** The President shall call and preside at all meetings of the full membership of the CCAK and at all meetings of the Board of Directors. The President, with the assistance of the Executive Secretary, shall prepare the agenda of all meetings of the Board of Directors. The President may appoint members to standing and ad hoc committees, except as otherwise provided herein. The President shall carry out any other duties delegated to the President by the Board of Directors. In the event of a vacancy in the position of President, the Vice-President shall succeed to the office of President for the unexpired term.
- b. **Vice-President.** In the absence or incapacity of the President, the Vice-President shall perform the duties of the President, and shall further carry out any other duties delegated to the Vice-President by the Board of Directors. A vacancy in the office of the Vice-President shall be filled for the remainder of the unexpired term by the Secretary.
- c. **Secretary.** The Secretary shall keep, or cause to be kept, minutes of all meetings of the Board of Directors and the members at the principal office or such other place as the Board of Directors may direct; shall keep, or cause to be kept, a roster of the members; shall give, or cause to be given, notice of all the meetings of the Board of Directors or members required by these Bylaws; and shall further carry out any other duties delegated to the Secretary by the Board of Directors. A vacancy in the office of Secretary shall be filled for the remainder of the unexpired term by the Treasurer.
- d. **Treasurer.** The Treasurer shall account for all financial matters of the CCAK and report thereon at the annual meeting; shall render such financial statements as the Board may require; shall deposit, or cause to be deposited, all funds of the CCAK to the credit of the CCAK in such financial institutions as the Treasurer shall select and the Board shall approve; shall have the authority to execute any and all checks and other negotiable instruments authorized by the Board of Directors on behalf of the CCAK; and shall further carry out any other duties delegated to the Treasurer by the Board of Directors. A vacancy in the office of Treasurer shall be filled for the remainder of the unexpired term by a member of the Board of Directors selected by the Board of Directors.

- e. **Immediate Past-President.** The Immediate Past-President shall serve to promote participation in the CCAK activities. The Immediate Past-President shall server as an ex officio member of the Executive Committee and shall perform other duties as the Board of Directors may request in order to use the talents and experience of this officer to the best advantage of the CCAK. Further, the Immediate Past-President shall remain as an ex officio member of the Board of Directors even should this officer, upon assuming such office, shall have finished his or her term as a member of the Board.

Section 6. Removal. The subsequent loss of eligibility to participate in the CCAK shall disqualify an officer from holding or continuing to hold office. Any officer elected or appointed may be removed by an affirmative vote of two-thirds of the membership of the Board of Directors participating in the action whenever in its judgment the best interests of the CCAK will be served thereby.

Article IX Committees

Section 1. Committees Designated by the Board. The Board of Directors may designate one or more committees, standing or ad hoc, which committees shall have and exercise the authority of the Board of Directors in the management of the CCAK. The designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors or any individual director or officer of any responsibility imposed by the Articles of Incorporation and Bylaws of the CCAK.

Section 2. Executive Committee. An Executive Committee of the Board of Directors consisting of the President, Vice-President, Secretary, Treasurer, Immediate Past-President (ex officio) and the Executive Secretary (ex officio) shall have the power and authority to act for and on behalf of the Board in regard to any matter concerning the operation of the CCAK between regular meetings of the Board. Any such action of the Executive Committee shall be circulated in writing to the Board of Directors within 10 days after the meeting of the Executive Committee and unless there is written objection signed by a majority of the Board of Directors submitted to the Executive Secretary within ten days after the meeting of the Executive Committee, then the action of the Executive Committee shall be binding on the Board of Directors.

The Executive Committee shall have such other duties, powers, and authority as may be designated by the Board from time to time. A quorum of the Executive Committee shall consist of any of the three of the non ex officio members of the Committee.

Section 3. Nominating Committee.

- a. The Board of Directors shall serve as the nominating committee, or, with the consent of the Board, the President may appoint a nominating committee consisting of less than all board members. The nomination committee shall present at the annual meeting a list of nominees for election as the Board of Directors.
- b. The Nominating Committee shall seek to nominate, from the full voting membership of

the CCAK, those who can best provide effective and dynamic leadership. In that evaluation, they may consider all relevant factors, including representational balance from across the state, scholarship, standing in the legal community, and past contribution to the CCAK. Attendance at meetings may be considered; however absence shall not be a disqualification for office.

Article X Miscellaneous

Section 1. Participation in Other Organizations. The CCAK may join or cooperate with other national, state, and local attorney organizations or other institutions and organizations which will benefit the CCAK and its members.

Section 2. Contracts and Finance. The Board of Directors may authorize any officer of the CCAK to enter into any contract or execute and deliver any instrument in the name of and on behalf of the CCAK, and such authority may be general or may be confined to specific instances. The CCAK shall not have power to bind its future Boards of Directors, nor bind the KAC to pay for goods and services without KAC consent. The President or Vice-President, and the Secretary shall be signatories to such agreements as are authorized.

Section 3. Amendment to the Bylaws. These bylaws may be amended by the members of the CCAK having full voting membership, who are present in person at any annual, mid-year or special meeting of the CCAK. Amendment shall require a majority vote in favor by the full voting members present. The Secretary shall provide the written text of any proposed amendment to all full voting members at least 10 days before the meeting at which the amendment is to be considered.

Section 4. Indemnification. Subject to any limitation by law and subject to the condition set out below, each person now or heretofore or hereafter an incorporator, a Director, officer, or employee of the CCAK, whether or not such person continues to serve in any such capacity at the time of incurring the costs or expenses hereinafter indicated, shall be indemnified by the CCAK as provided for in K.S.A. 17-6305 and amendments thereto, including but not limited to, all financial loss, damage, costs and expenses (including counsel fees) reasonably incurred by or imposed upon such person in connection with or resulting from any civil or criminal action, suit, proceeding or investigation in which such person may be involved by reason of any action taken or omitted to be taken by such person in good faith as such incorporator, director, officer or employee of the CCAK. The indemnification provided herein shall inure to the benefit of the heirs, executors, or administrators of any incorporator, director, officer or employee and shall not be exclusive of any other rights to which such party may be entitled by law or under any resolutions adopted by the Executive Board or membership.

Section 5. Notice. Any notice, ballot, or other communication delivered pursuant to these bylaws may be delivered by personal delivery, reputable overnight delivery service, United States mail, facsimile, e-mail, or other electronic communication, or other method reasonably calculated to reach the intended recipient. All such communications shall be addressed to the last known address, facsimile number or e-mail address of the recipient. All such communication shall be

deemed delivered (1) upon delivery, if personally delivered, (2) three days after being deposited in the United States mail, if mailed, (3) when sent, if sent by facsimile, e-mail, or other electronic communication, and (4) upon receipt, if sent any other method.

CERTIFICATE OF SECRETARY

I, the undersigned, do hereby certify:

- a. That I am the duly elected and acting Secretary of the County Counselors Association of Kansas, and
- b. That the foregoing constitutes the Bylaws of the County Counselors Association of Kansas, as adopted on June 23, 2017 at the mid-year membership meeting in Saline County, Kansas.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name this 23rd day of June 2017.

Laura Johnson-McNish, Secretary