

BYLAWS of the KANSAS ASSOCIATION OF COUNTIES

ARTICLE I NAME

This organization shall be named the Kansas Association of Counties (KAC), which exists as an instrumentality of the member counties of the state of Kansas pursuant to K.S.A. 19-2690.

ARTICLE II MISSION

The mission of the KAC is to improve county government in the state of Kansas; act as a liaison with other levels of government; present the county position on state issues; advocate legislative policies that advance the interests of Kansas counties; and advance public understanding of the role of counties.

ARTICLE III RESPONSIBILITIES

The responsibilities of the KAC are as follows:

- a. To represent and advocate the interests of Kansas counties.
- b. To strengthen the role of counties in our intergovernmental system.
- c. To promote responsible, efficient, and effective local government responsive to the needs of the people, while promoting the concept of local control and the exercise of home rule.
- d. To provide research and technical assistance to member counties and affiliate and associate members.
- e. To provide continuing education to all member counties, affiliate, and associate members, through publications, workshops, and other education resources.

ARTICLE IV COUNTY MEMBERSHIP

All Kansas counties are eligible for membership in the KAC and shall become members upon paying annual membership dues to the KAC. Upon payment of membership dues, such county becomes eligible for the services offered by the KAC. The member shall be the county government and not individual officers of the county; however, individual county officers and employees may participate in KAC activities.

ARTICLE V AFFILIATE MEMBERSHIP

Section 1. Any formalized association of county officials of Kansas counties shall be eligible for affiliate membership in the KAC if:

- a. The association of county officials has been formally organized for at least one year.
- b. The association has a membership representing at least two-thirds of those eligible to join their organization or has membership representing at least fifty-three (53) counties.
- c. The association is regularly involved in, and serves for the benefit of, county government.

Section 2. Such association shall be admitted as an affiliate member upon request to the KAC; election by a majority vote of the delegates attending a meeting of the KAC; and payment of dues as prescribed by the KAC Governing Board. Such association shall have a voting member on the KAC Governing Board.

Section 3. Any affiliate member that is delinquent on its dues for more than six months shall be stricken from the membership records of the KAC.

ARTICLE VI ASSOCIATE MEMBERSHIP

Section 1. Any formalized association that is regularly involved in, or serves for the benefit of, county government shall be eligible for associate membership in the KAC. Such association shall not have voting rights within the KAC.

Section 2. Such association shall be admitted as an associate member upon request to the KAC; approval by the Governing Board; and payment of dues as prescribed by the Governing Board.

ARTICLE VII BUSINESS PARTNERS

Section 1. Any person or organization shall be eligible to be a business partner with the KAC upon approval of the Governing Board and payment as prescribed by the Governing Board. A business partner shall not have voting rights within the KAC.

ARTICLE VIII HONORARY MEMBERSHIP

Any person or organization may be given an honorary membership in the KAC upon approval by the Governing Board. An honorary member shall not have voting rights within the KAC.

ARTICLE IX GOVERNING BOARD - SELECTION, TERMS, VACANCIES, CONDUCT

Section 1. The KAC shall be governed by a Governing Board, which shall include six county commissioners, one designee appointed by each affiliate member, one designee to the National Association of Counties, one designee representing a rural county and one designee representing an urban county. For purposes of this section, rural county is defined as a county with a population of less than 70,000 and an urban county is defined as a county with a population of more than 70,000.

Section 2. The County Commissioners serving as members of the Governing Board shall be selected as set out in the Kansas County Commissioners' Association bylaws. The affiliate organization designees shall be selected by the affiliate organizations in a manner to be determined by the affiliate organization. The affiliate organization designee must meet any qualification set forth in these bylaws for membership on the Governing Board and shall be from a member county. The name of the selected affiliate member designee shall be provided to the KAC prior to the Governing Board Reorganizational meeting in January.

Section 3. The designee of the KAC to the National Association of Counties (NACo) shall be eligible to serve two terms of three years (6 years maximum) of office on the Governing Board as the NACo designee. The designee shall be an elected county official from a NACo member county and shall be elected by the member counties that are members of NACo. On or before May 1st of every third year, the Governing Board shall request nominations and conduct a mail ballot election to determine the NACo designee. Only counties that are current on their dues to the KAC and NACo as of April 1st are entitled to vote. The mail ballot shall be sent to the county clerk, who shall certify to the KAC the county's vote for NACo designee. The method of voting the county's ballot for NACo designee shall be determined by the county. If only one nomination is received by KAC, no election shall be conducted, and the Governing Board shall vote to approve or deny the nominee as the duly elected NACo designee. A vacancy in the NACo designee shall be filled by appointment of the Governing Board for the unexpired term. If a current Governing Board member is elected the NACo designee, he or she is eligible to serve two terms as NACo designee in addition to the time already served on the Governing Board.

Section 4. The designees representing rural and urban counties shall be selected by the KAC Governing Board from applications submitted by county officials representing member counties. The designees shall be determined prior to the Governing Board Reorganizational meeting in January. The rural and urban designees shall be exempt from the requirements of Section 5.

Section 5. Except for the rural and urban designees, no more than one member of the Governing Board may represent a Kansas county.

Section 6. Beginning January 2022, and for each election thereafter, new members of the Governing Board shall be elected to serve a term of three years and shall not serve more than two consecutive terms (6 years maximum). Any member serving a partial term as a replacement for a vacancy on the Governing Board may serve two consecutive terms in addition to the partial term.

Section 7. Terms of the County Commissioners from the Northwest and Southcentral districts as well as representatives from the Appraisers Association, County Counselors, Register of Deeds, and the Urban Representative shall expire first in the three-year cycle. County Commissioners from the Northeast and Southwest districts as well as representatives from the Noxious Weed Directors, the County Clerks/Elections Officers, Emergency Management, and the Rural Representative shall expire the second year in the three-year cycle. And County Commissioners from the Northcentral and Southeast district as well as representatives from the Emergency Medical Services, Local Health Departments, Highway Association and the NACo representative shall expire after the third year in the three-year cycle. County Commissioner districts shall be defined as the Kansas Department of Transportation highway districts.

Section 8. To the extent possible, one-third of the sitting board member terms shall expire each year. Terms for newly added affiliate member representatives will be added in such a manner as to maintain this balance.

Section 9. For the purpose of aligning the terms of office for affiliate members on the Governing Board to comply with Section 8 of these bylaws, the Governing Board may extend the term of office specified in Sections 6 and 7 when seating its Governing Board members. If the Governing Board determines that a term of office should be extended beyond three years in order to comply with Section 8 of these bylaws, and more than one affiliate member desires the extended term of office, the decision of which member's term of office shall be extended will be determined by lot.

Section 10. The elected board members shall assume their position at the first Governing Board meeting of the calendar year following the annual meeting – called the Governing Board Reorganizational Meeting.

Section 11. Any member of the Governing Board who ceases to be an elected official or is no longer deemed an approved member of an affiliate organization shall automatically vacate his/her position on the Governing Board. Vacancies shall be filled for the unexpired term in the same manner as the original selection of the Governing Board member.

Section 12. Any complaints of inappropriate comments, gestures or discrimination on any basis related to gender, race, age, disability, or other protected classes shall be investigated by the Board Chair or designee. Any board member, staff, or Association member who believes he or she is being harassed or discriminated against, or any board member who observes such activity, should promptly notify the board chair or another officer as appropriate. Consequences of verified violations of these policies shall range from verbal admonishment to removal from the Governing Board or termination of employment.

Section 13. Meeting attendance by board members is considered mandatory. Failure to attend less than three-quarters of the meetings per calendar year may result in a board request for a change in representative of the appropriate organization.

ARTICLE X GOVERNING BOARD - DUTIES

Section 1. The Governing Board shall manage the business and affairs of the KAC and is vested with the power and authority to supervise, control, direct, and manage the property, business, and policy of the KAC. Robert's Rules of Order shall govern the order of the Governing Board's meetings.

Section 2. A quorum is necessary for the Governing Board to take official action. A quorum is one member more than one-half of the entire KAC Governing Board. Each member is entitled to one vote on all questions arising during meetings. A simple majority of members in attendance shall be required to constitute action of the Governing Board. A member's vote cannot be voted by proxy or delegation.

Section 3. The Governing Board shall adopt a calendar of board meetings for the calendar year at the Governing Board Reorganizational Meeting. A special meeting may be called by the President, or upon the request of a majority of Governing Board members, provided that reasonable notice is given to the Governing Board members. Meetings may be conducted by telephone conference or other medium as approved by the Governing Board.

Section 4. The Governing Board may appoint and determine the compensation of an Executive Director. The Governing Board shall evaluate the performance of the Executive Director and shall take action on the Employment Agreement on an annual basis during the October monthly meeting. The Governing Board may meet with KAC staff and other stakeholders as necessary to evaluate the performance of the Executive Director. The compensation shall be based on performance, using performance evaluations as approved by the Governing Board. The final evaluation shall be reduced to writing and be shared with the Executive Director prior to the end of the year. A signed copy of the document will be maintained in the personnel file of the Executive Director.

Section 5. The incoming and outgoing Governing Board Presidents shall meet with the Executive Director following the Governing Board Reorganizational meeting to review the performance evaluation as well as any long-term projects, organizational risks or other items identified as concerns or opportunities in the upcoming year.

Section 6. The Governing Board may create committees, task forces, or study groups as it deems necessary to carry out the purposes of the KAC. The Legislative Policy Committee and Finance Committee shall be standing committees of the KAC.

ARTICLE XI OFFICERS

Section 1. The KAC Executive Board shall be comprised of the offices of Past President, President, Vice President, Secretary, and Treasurer. The office of Past President shall be filled by the outgoing President and is responsible for assisting with the evaluation process of the Executive Director as outlined in Article X

Section 2. Persons elected to the offices of President, Vice President, Secretary, and Treasurer shall be members of the Governing Board. Officers shall be nominated and elected by the members of the Governing Board at the Governing Board Reorganizational meeting. Such officers shall serve a one-year term in their elected offices. The officers shall not take any action, which requires the power or authority conferred on the Governing Board in Article X.

Section 3. The President shall act as the chair of the Governing Board. The Vice President shall assume the role of President, should a vacancy occur in the President position, and shall chair meetings in the President's absence. The

Treasurer shall chair the Finance Committee. The Secretary shall keep the minutes of the Governing Board.

Section 4. Any vacancy in office shall be filled by the Governing Board except for the position of Past President, that position shall remain unfilled if vacated.

ARTICLE XII EXECUTIVE DIRECTOR

Section 1. The Executive Director shall act as chief administrative officer and shall manage the affairs of the KAC pursuant to these bylaws, and policies and directives established by the Governing Board.

Section 2. The Executive Director shall appoint and fix the compensation for all KAC employees, and shall make all commitments and expenditures for the KAC pursuant to the budget authorized by the KAC Governing Board.

Section 3. In the event that the Executive Director is unable to fulfill the duties of the role due to death, illness, or incompetence, the Deputy Director shall have all of the rights and authority to act on behalf of the Governing Board and the KAC.

ARTICLE XIII MEMBERSHIP MEETINGS

Section 1. The annual meeting of the KAC shall be held at a date, time and place as determined by the Governing Board. The Governing Board may call a special meeting and shall call a special meeting upon written request from a majority of member counties to the President. Quorum for membership meetings shall be one member county more than one-half of the total number of member counties.

Section 2. A member county is eligible to vote at the annual meeting and any special meeting if membership dues are paid in full at least thirty calendar days prior to the meeting. Each member county shall be allowed one vote, which shall be cast by a chosen delegate for the county. Any county elected or appointed official may be selected as the county's voting delegate. The member county shall also appoint two alternates, specifying the order of such alternates, should the voting delegate be unavailable to attend the meeting.

Section 3. Delegates and alternates shall be certified to the KAC at least seven days before the meeting.

ARTICLE XIV DUES

Section 1. Annual membership dues for member counties shall be prescribed by the Governing Board.

Section 2. Annual membership dues for affiliate and associate members shall be prescribed by the Governing Board.

Section 3. Annual membership dues statements shall be mailed by the KAC by December 15th of the preceding year and shall be paid by February 1st of each year. Any dues unpaid by March 1st of each year shall be considered delinquent, and all services offered by the KAC shall be suspended at a time designated by the Governing Board.

ARTICLE XV LEGISLATIVE POLICY COMMITTEE

Section 1. The Legislative Policy Committee shall be comprised of the individual members of the governing board and one individual representative chosen by each associate member. Associate members shall forward the names of their representatives to the Executive Director of the KAC, or designee, for appointment to the Legislative Policy Committee at a time designated by the KAC Executive Director or designee.

Section 2. The Legislative Policy Committee shall be chaired by a committee member selected at the first policy committee meeting of the year. The Committee shall develop and recommend an annual Legislative Policy Statement, which outlines the KAC's legislative objectives for the upcoming legislative session. The Committee may consider and adopt position statements on issues brought to the Committee. The Committee shall receive and consider requests in a manner prescribed by the Committee and may request information from the requestor or KAC staff during consideration of the request.

Section 3. The Legislative Policy Statement shall be presented to the KAC members for consideration and adoption at the annual meeting. The membership may offer amendments to the Legislative Policy Statement during the presentation of the Statement at the annual meeting, which shall be incorporated into the Statement upon a majority vote of the Governing Board.

Section 4. The Legislative Policy Committee shall adopt legislative policy positions during the legislative session on topics not addressed in the Legislative Policy Statement. Such policy positions cannot conflict with the Legislative Policy Statement adopted at the most recent annual meeting. Any policy

positions adopted by the Committee during the session shall have the force and effect as if adopted by the membership. The Committee shall receive and consider all appropriate background information and data by affiliate and associate members prior to formulating its position on a topic arising during the session.

ARTICLE XVI FINANCE COMMITTEE

Section 1. The Finance Committee shall be comprised of four members of the Governing Board and shall include the Treasurer. The President shall appoint the remaining three members at the Governing Board Reorganizational Meeting. Of the three appointees, one appointee shall be in his/her first term on the Governing Board.

Section 2. The Treasurer shall serve as chair of the Finance Committee.

Section 3. The Finance Committee shall review disbursements made by the KAC and shall report its findings and any recommendations to the Governing Board for approval. The KAC's Executive Director shall disperse the KAC's funds as authorized by the Governing Board.

ARTICLE XVII PROPERTY AND CONTRACTS

Section 1. All property belonging to the KAC shall be assumed and held in the name of the Kansas Association of Counties.

Section 2. Personal property of the KAC valued at \$10,000 or less may be sold, transferred, or otherwise disposed of, by the Executive Director as deemed in the best interest of the KAC. No personal property of the KAC valued higher than \$10,000 shall be sold, transferred, or otherwise disposed of, except by express authority of the Governing Board. No personal property of the KAC may be pledged, mortgaged, or otherwise encumbered except by express authority of the Governing Board.

Section 3. No real property belonging to the KAC shall be sold, transferred, conveyed, or mortgaged except by express authority of the Governing Board. All deeds or mortgages of real property shall be executed in the name of the KAC by the President and attested by the Executive Director.

Section 4. All other contracts for or on behalf of the KAC shall be executed in the name of the Kansas Association of Counties. The Executive Director may execute the following contracts if budget authority exists, and the bylaws allow:

a. Any contract wherein money consideration to be furnished by the KAC is \$10,000 or less; b. any contract wherein the KAC is obligated to furnish only information, research, special services, advertising space, or publications of the KAC. No contracts wherein money consideration to be furnished by the KAC is more than \$10,000 shall be executed by the Executive Director or the President except by express authority of the Governing Board.

ARTICLE XVIII BUDGET

Section 1. The Governing Board shall review and approve the KAC's budget for each calendar year. The Executive Director, or designee, shall prepare and submit a final recommended annual budget, including estimated revenues and expenditures, to the Governing Board at least fourteen days before the annual meeting. Upon approval by the Governing Board, the adopted budget shall be presented to the full membership of the KAC at the annual meeting.

Section 2. An audit shall be performed by an external third party using generally accepted accounting standards on an annual basis, and at other times as directed by the Governing Board.

ARTICLE XIX RECORDS

Section 1. The Kansas Open Records Act and Kansas Open Meetings Act apply to the KAC and therefore all meetings and records shall be open as required by Kansas law.

Section 2. A copy of all receipts and expenditures of the KAC shall be presented to the Governing Board at each meeting, and at other times as directed by the Governing Board.

ARTICLE XX BYLAW AMENDMENTS

Section 1. Proposed amendments to these bylaws shall be submitted in writing to the member counties at least ten days prior to the KAC's annual meeting. Amendments may be proposed by the Governing Board or by petition of 20% of the authorized voting delegates.

Section 2. Bylaw amendments shall be adopted upon a majority vote of approval by the voting delegates at the annual meeting.

*Adopted by the KAC membership.
December 6, 2023*