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**ARTICLE I: CORPORATION**

**Section 1. Corporation**

Flint Hills Regional Council, Inc. (“Council”) is a corporation that is organized under the Kansas Corporation Code. Pursuant to its articles of incorporation, the Council has members as provided in Article III below.

The Council is a nonprofit corporation. Such designation is made solely for the purposes of K.S.A. 17-6002.

**Section 1.1. Principal Office.**

The principal office and location of the Council shall be at such place in or outside the State of Kansas as may be designated from time to time by the Council.

**Section 1.2. Registered Office and Registered Agent.**

The Council shall have and continuously maintain a registered office and registered agent in the State of Kansas. The location of the registered Office and the name of the registered agent in the State of Kansas shall be as stated in the articles of incorporation or as may be determined from time to time by the Board of Directors pursuant to the applicable provisions of law.

**Section 1.3. Records.**

The Council shall keep as permanent records minutes of all meetings of its Members and Board, a record of all actions taken by the Members or Directors without a meeting, and a record of all actions taken by committees of the Board. The Council shall maintain appropriate accounting records. The Council or its agent shall maintain a record of its Members in a form that permits preparation of a list of the names and addresses of all Members, in alphabetical order by classes, if any, showing the number of votes each Council Member is entitled to vote. The Council shall maintain its records in written form or in another form capable of conversion into written form within a reasonable time. Without limiting the records required to be kept pursuant to this Section 1.4, the Council shall keep a copy of the following records at its principal office:

- (a) its articles or restated articles of incorporation and all amendments to them currently in effect;

- (b) its bylaws or restated bylaws and all amendments to them currently in effect;
- (c) resolutions adopted by the Council relating to the characteristics, qualifications, rights, limitations and obligations of members or any class of Members;
- (d) the minutes of all meetings of Members and records of all actions approved by the members for the past three years;
- (e) all written communications to all Members or any class of Members generally within the past three years, including the annual financial statements of the Council for the past three years;
- (f) a list of the names and business or home addresses of its current Directors and officers;
- (g) its most recent annual report delivered to the Kansas Secretary of State as required by the Kansas Corporation Code; and
- (h) appropriate financial statements of all income and expenses.

**Section 1.4. Access to Records.**

In accordance with applicable law and as may be authorized by the Council (including the collection of appropriate charges), any member or agent or attorney of any member shall have the right to inspect the foregoing records or any other records of the Council.

**Section 1.5. Seal.**

The Council shall adopt, and may alter at pleasure, a corporate seal, which shall have inscribed thereon the name of the Council and the words: Corporate Seal Kansas. The corporate seal may be used by causing it, or a facsimile thereof, to be impressed or affixed or to be in any other manner reproduced.

**Section 2. Council Purposes**

**Section 2.1. Purposes Stated in Articles.**

The purposes of the Council shall be those nonprofit purposes stated in the articles of incorporation.

## **Section 2.2. General Functions.**

Without limiting the generality of the foregoing, the Council is established and organized: to promote a spirit of cooperation among local governments and agencies and citizens of the Flint Hills Regional Area to assist in resolving challenges affecting the region in a manner which is mutually satisfactory to protect the rights and prerogatives of the local governments, agencies, and the public; to advise and assist the local governments of the Flint Hills Regional Area; and to encourage the timely and appropriate development of regional plans. The Council shall have such general powers, duties and functions as are provided in the Constitution and Statutes of Kansas and/or as is provided for in any other laws and statutes of Kansas or of the United States that are now or may hereafter be enacted. In the performance of its functions, the Council shall:

- (a) Support and promote concerted action among the local governments and institutions for their mutual benefits and for the region as a whole;
- (b) Identify region-wide problems and concerns affecting the sound growth and development of the region and, where appropriate, develop regional plans for consideration by the local governments of the region;
- (c) Agree upon mutually desirable policies and consensuses and develop cooperative mechanisms among the local governments for improving the administration of public services;
- (d) Serve upon the request of the local governments as a representative of such governments in matters such as they may determine affect the region as a whole, but such representation shall not include delegation to the Council of any member's legislative authority;
- (e) Deliver programs to regional and sub-regional constituencies when the Council deems it to be in the interest of the regional community; and
- (f) Perform such other functions and duties as may be assigned or delegated to it to achieve a unified approach toward the solution of regional issues.

## **Section 2.3. Limitations on Powers.**

Notwithstanding anything herein to the contrary, the Council shall not have the power or authority to exercise the rights or duties of cities or counties set forth in the Kansas planning and zoning act, K.S.A. 12-741 *et seq.* or the ordinances or resolutions enacted by the Members of the Council pursuant thereto. Further, the Council cannot be delegated any member's legislative authority.

**Section 2.4. Particular Powers.**

In the exercise of its general powers, duties and functions, the Council:

- (a) May appoint and retain such staff, employees and agents as may be required to provide services and support to carry out its purposes in accordance with this Article I;
- (b) May cooperate and enter into appropriate contracts with any Federal, state or local governmental department, bureau, agency or instrumentality thereof as may be required to carry out its purposes in accordance with this Article I;
- (c) May develop or cause to be developed, or support and encourage the development of, plans and/or studies which will guide the unified development of the region and promote economy and efficiency in the coordinated development of the Flint Hills Regional Area and the general welfare and prosperity of its people;
- (d) May assist the local governments within the region in carrying out any regional plan or plans developed by the Council; the Council may also assist any planning commission, Board or agency of any city or county, or any other unit of local government, in the preparation or effectuation of local plans and planning consistent with the program of the Council, and receive grants or compensation therefore;
- (e) May employ or retain such consultants and independent contractors as may be required to carry out its purposes in accordance with this Article I and may enter into appropriate contracts with any of said parties;
- (f) May acquire necessary real or personal property and materials for its operations and incur necessary expenses within the limits of its budget as appropriated by the parties hereto and as otherwise provided;
- (g) Shall prepare an annual report to the parties hereto including a

report on the activities and work of the Council and a financial report for the period reported upon;

(h) May borrow money from an institution at which Flint Hills Regional Council has an open account at such rates of interest as the Council may approve, by resolution approved by a supermajority vote of the Board of Directors;

(i) May establish such committees as designated by the Council or as designated in the bylaws;

(j) May become incorporated as a not-for-profit corporation and/or licensed to do business in any state as a foreign not-for-profit corporation;

1. May create subsidiaries as may be required to carry forward the purposes and functions of the Council in accordance with this Article I, but such subsidiaries cannot be delegated any member's legislative authority;
2. May enter into any contracts, leases or agreements with third parties, acquire any real or personal property and exercise any and all powers necessary and proper as provided by law, for the purpose of providing services and support in accordance with the Council's purposes under this Article I and carrying out any programs and/or operations on a regional and/or sub-regional basis,

(k) Shall have the authority to accept, receive and expend funds, grants and services from the United States Government or any of its departments, bureaus, agencies of instrumentalities, or from any state or local government or any of their departments, bureaus, agencies or instrumentalities and in connection therewith may enter into appropriate contracts with any of the aforesaid; and

(l) Shall have the authority to accept, receive and expend funds, grants and services from private persons or organizations, including business and nonprofit organizations or corporations.

## ARTICLE II: BOARD OF DIRECTORS

**Section 1.** The Board of Directors (“Board”).

The general affairs of the Council shall be managed or delegated by its Voting Directors serving on the Board.

The Council’s Board shall be composed of voting directors (“Voting Directors”) and non-voting advisory directors (“Advisory Directors”) and ex-officio directors (“Ex-Officio Directors”).

The three classes of directors are referred to herein as “Directors.”

**Section 1.1.** Powers and Limitations of the Board.

Subject to the limitations of the articles of incorporation, these bylaws, and applicable law, the property and affairs of the Council shall be managed by the Board, and the Board shall have all those powers necessary to supervise, control, direct and manage the same, including the following:

- (a) to amend or repeal the articles of incorporation of the Council or the bylaws of the Council, with the exception of those provisions prohibiting delegation of member legislative authority to the Council;
- (b) to select and remove the officers, agents, and employees of the Council (including but not limited to legal counsel and financial advisors), prescribe such powers for them as may not be inconsistent with the articles of incorporation, the bylaws or applicable law, fix their compensation, and require from them security for faithful service;
- (c) to determine the policies of the Council and to make such rules and regulations for the operation of the Council as it deems necessary but that are not inconsistent with the articles of incorporation, the bylaws, or applicable law;
- (d) by resolution approved by a supermajority vote of the Board to borrow money, incur indebtedness, and pledge the assets of the Council for the purposes of the Council (including to secure the debt of other persons or entities), and to cause to be executed and delivered therefore, in the name of the Council, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, or other evidences of debt and securities therefore;



(e) to appoint any executive committee and other committees, and to delegate to such committees any of the powers and authority of the Board and the management of the conduct and affairs of the Council, except the powers to adopt, amend or repeal the bylaws; and

(f) by Supermajority Vote, to adopt, enact, or otherwise recommend the adoption of plans for the growth and development of the Flint Hills Regional Area; provided, however, that the Board shall not cause the Council to carry on any activities, that are not in furtherance of the purposes of the Council or the public interest; and further provided that, the Board shall not cause nor permit the Council to advocate or participate in the passage or defeat of any legislation unrelated to the purposes of the Council, nor the election or defeat of any candidate for public office.

**Section 1.2.** Commencement of Term of Office.

The term of office of a person appointed or elected a Director shall not commence until the time the person accepts the office of Director either by a written acceptance or by participating in the affairs of the Council at a meeting of the Council or otherwise. Directors shall serve one-year terms that are renewable up to 5 years.

**Section 1.3.** Resignation.

Any Director may resign from the Council by delivering a written notice thereof to the Council, its presiding officer, or to the president or secretary of the Council. Such resignation shall be effective when such notice is delivered, unless a later date is specified in the notice.

**Section 1.4.** Removal.

Only the Member which appointed the Director has the power, with or without cause, to remove such Director and appoint a replacement Director. Any other Director may be removed at any regular, or special meeting of the Board by a Supermajority vote of the Board.

**Section 1.5.** Changing Number of Directors.

The Council may adjust representation on the Board based upon the following criteria:

(a) The Board determines that, due to shifts in population or the

addition of new members, an adjustment in representation would be advantageous to the Council and its Members;

(b) The changes would preserve both geographic distribution of representation and population distribution of representation; and

(c) The process for review set out in Article III Section 1.7 is followed.

### **Section 1.6. Vacancies.**

Vacancies on the Board resulting from any cause shall be filled as soon as practicable by the governing body (County, City, or Municipality) that appointed (or is authorized to appoint) the Director. A Director appointed or elected to fill a vacancy shall meet any qualifications set forth in these bylaws, and shall serve until the term of office of such Director's successor has commenced.

### **Section 1.7 Compensation.**

No Director shall receive compensation from the Council for any service such person may render to it as a Director.

### **Section 2. Voting by the Board.**

Each Voting Director shall have one vote on each matter voted on by the Board.

### **Section 2.2. Quorum and Manner of Acting.**

Except as otherwise may be provided by law or by the articles of incorporation, the presence at any regular or special meeting of forty percent of the Voting Directors of the Board shall constitute a quorum for the transaction of business. Every decision of forty percent of the Council Members constituting any such quorum shall be valid as a corporate act, except in those specific instances in which a larger vote is required by law, by the articles of incorporation or by these bylaws. If, however, the quorum specified above should not be present at any meeting, but at least ten percent (10%) of the Directors entitled to vote are present, the Directors present and entitled to vote shall only have power to act as a quorum for the limited purpose of adjourning the meeting, to a time and place announced to the Members present. Such a meeting shall be on a specified date not longer than seventy (70) days after such adjourned meeting. At any subsequent session of the meeting at which a quorum is present, any business may be transacted that could have been transacted at the initial session of the meeting if a quorum had

been present.

### **Section 2.3. Representatives and Alternate Representatives.**

For any representative from each Council Member, one alternate representative may be designated by that Council Member at the time of that representative's appointment, or as soon as becomes necessary, and this alternate representative shall be communicated to the President and Director at the time they are so appointed by that Voting Director. Such alternate representative may vote in place of the regular voting representative at a specific meeting with due notice to the Board, Notice of alternate representation at a specific meeting shall be communicated to the President as soon as it is known the Voting Director cannot be present at a scheduled meeting. There shall be no written voting by proxy.

No county shall have more than three Voting Directors appointed to the Board. Directors shall be determined as follows:

1. One Voting Director shall represent the largest city that has met the funding requirements as identified in the bylaws and/or set out by the Council; Note: As the City limits of Manhattan lies within the two Counties of Pottawatomie and Riley and as the largest land area and largest population count of the City of Manhattan lies within the boundaries of Riley County the City of Manhattan shall be identified as the largest city for Riley County.
2. One Voting Director shall represent the unincorporated area of a participating county that has met the funding requirements of the Council as identified in the bylaws and/or set out by the Council; and
3. One Voting Director shall represent one or more of the remaining participating Member cities that have met the funding requirements of the Council as identified in the bylaws and/or set out by the Council. The selection of the Voting Director shall be determined by the participating cities of that county and may also be a floating vote to be determined at the beginning of the meeting should more than one eligible Voting Director be present, representing the third position.
4. Voting Directors shall be appointed by their governing body and shall be elected officials of their jurisdiction. Jurisdictions with a population of less than 1,500 people in the last Decennial U.S. Census may appoint a non-elected representative to the Council.

Such non-elected representative shall participate in the same manner as other Directors of the Council but shall not have a vote. If an elected representative of that jurisdiction attends a meeting of the Council and meets the requirements of paragraphs 1,2, or 3 above, then that elected representative shall have the right to be a Voting Director.

5. Non-Voting Directors. In addition to the positions outlined above, the Board, acting by majority vote, may appoint non-voting Advisory Directors representing major area-wide citizen interest. Such non-voting Advisory Directors shall serve at the pleasure of the Board. Notwithstanding the foregoing, and unless specifically elected by the Council Member as a full director of the Council, the Garrison Commander at Fort Riley, Kansas, or his or her designated representative, shall serve as an non-voting Ex-Officio Director of the Board.

In addition, the Executive Director of the Governor's Military Council, and representatives of Kansas State University and Emporia State University shall serve as non-voting Ex-Officio Director of the Board.

**Section 2.4.** Written Consent of Directors.

Any action taken which is required to be or may be taken at a meeting of the Members may be taken without a meeting if one or more written consents, describing the action so taken, are signed by all of the Directors having a right to vote and included in the minutes filed with the corporate records reflecting the action taken pursuant to K.S.A.17-6518(b), et seq.

**Section 3.** Meetings of the Board.

**Section 3.1.** Annual Meetings.

The Board shall hold an annual meeting, on such date as the Board may specify, for the purpose of electing the year's officers of the Board, the adoption of an annual budget, and such other business as is required.. All meetings of the Board shall be open public meetings, pursuant to K.S.A.75-4317, et seq.

**Section 3.2.** Regular Meetings.

The Board may hold regular meetings at such time and place as may be

determined by the Board.

**Section 3.3** Special Meetings.

Special meetings of the Board of Directors may be held for any purpose or purposes. Special meetings may be called by the president, by the secretary, or by the Board.

**Section 3.4** Annual Retreat.

The Council shall hold an annual retreat at a time as determined by the Board for the purposes of planning for the coming calendar year.

**Section 3.5.** Attending Meetings Remotely.

Directors of the Board may participate in a meeting of the Board by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear and be heard and participation in a meeting in such manner shall constitute their presence at the meeting.

**ARTICLE III: Council MEMBERSHIP**

**Section 1.** Council Membership.

This Council shall have two classes of membership:

1. Voting Council Members (“Council Members”), and
2. Non-Voting Ex-Officio Members (“Ex-Officio Members”)

The two classes of members are referred to herein as “Members.”

**Section 1.1.** Qualification and Admission.

The Members of this Council shall initially consist of those public agencies, political subdivisions, municipalities, or other governmental organizations party to that certain Interlocal Cooperation and Member’s Agreement dated January 13, 2010 (the “Members’ Agreement”), and such other counties, cities or political subdivisions as may be approved from time to time by the Board, subject to and in accordance with the same criteria set out in Article III Section 1.6 and the process set out in Article III Section 1.7. The powers and authority of the council membership is limited to the Members’ Agreement.”

**Section 1.2.** Transfer of Council Memberships.

No Member may transfer a membership in this Council, or any right derived therefrom.

**Section 1.3.** Resignation, Expulsion or Suspension of Members.

(a) Any Member may resign as a Member. Such resignation shall be in writing addressed to the secretary of the Board and shall be effective immediately or upon the time specified, as such resignation may provide. The resignation of a Member does not relieve the Member from any obligations the Member may have to this Council as a result of obligations incurred or commitments made prior to resignation.

(b) the Board may expel or suspend a Member or terminate or suspend a membership in accordance with the following procedures:

1. the Board shall give at least thirty (30) days prior written notice to the affected Member of the expulsion, suspension or termination and the reasons therefore;
2. the Board shall provide an opportunity for the affected Member to be heard, orally or in writing, by the Board not less than five days before the effective date of the expulsion, suspension or termination;
3. any written notice given to the Member by mail shall be given by certified mail, return receipt requested sent to the last address of the Member shown on this Board's records; and
4. all steps in Article III Section 1.7 have been followed.

(c) Notwithstanding the foregoing, if a Member fails to pay any dues, assessments, or other monetary amounts due to this Council when such amounts become due, such Member may be expelled or suspended, and such Member's membership may be terminated or suspended, in accordance with the following procedures:

1. this Board shall give at least thirty (30) days' prior written notice to the affected Member of the expulsion, suspension or termination and the reasons therefore;

2. any written notice given to the Member by mail shall be given by first class or certified mail sent to the last address of the Member shown on this Board's records; and
3. if payment of the amount due is not received by this Council within the period specified in such notice, this Board may expel or suspend such Member, and may terminate or suspend such Member's membership, without providing an opportunity for the affected Member to be heard.

**Section 1.4.** Purchase of Council Memberships.

This Council shall not purchase any of its memberships or any right arising therefrom.

**Section 1.5.** Addition of Council Members.

The Council may consider the addition of new Members to the Council based upon such criteria as the Board may establish from time to time, including but not limited to the following:

The proposed new Member of the Council is within the boundaries of the Flint Hills Regional Area, as expanded and the proposed Member agrees that it will participate fully in the affairs of the Council and provides financial support in accordance with the terms of the Members' Agreement.

**Section 1.6.** Addition of Territory to Flint Hills Regional Area.

The Board may consider expanding the boundaries of the Flint Hills Regional Area based upon the following criteria:

- (a) The proposed territory to be added is contiguous with the current boundary of the Flint Hills Regional Area;
- (b) The proposed territory to be added is identical to county boundaries;
- (c) The proposed territory to be added is considered by the Council to be a related to the Flint Hills Regional Area;
- (d) The Board believes that the addition of the proposed territory will not diminish existing services and programs and will enhance regional coordination and local services in the newly added territory; and
- (e) Potential new Members from the proposed territory have agreed

to participate fully in the affairs of the Council and to provide financial support in accordance with the terms of the Members' Agreement.

**Section 1.7.** Process for Adding Territory to the Flint Hills Regional Area, Adding New Council Members, Expelling or Suspending a Council Member, or Changing Representation on the Council.

Whenever, the Board considers adding territory to the Hint Hills Regional Area, adding a Member to the roster of Members, expelling or suspending a Member, or adjusting representation on the Council it will follow the following notification and review process:

- (a) All designated representatives of the Council's current Members will be notified at least thirty (30) days prior to any potential action by the Board of the Member's intent to consider making a change to the planning area, membership, or representation and the rationale for such a change;
- (b) Prior to any action by the Board each of the Members or potential Members that will directly gain or lose representation on the board has agreed to the changes or the changes have been approved by a majority of the Members;
- (c) The criteria set out in Article II Section 2.3, or Article III Section 1.5- 1.7 (b), whichever is appropriate to the proposed action, have been fulfilled;
- (d) Any action taken by the Board with respect to adding Members or territory or adjusting representation on the Council must be done with a Supermajority Vote (as defined in Article VIII below) of the Voting Directors.

**Section 1.8** Compensation.

No Member shall receive compensation from this Council for any service such person may render to it as a Member.

**Section 2** Voting by Council Members.

Each Council Member shall have one vote on each matter voted on by the Council. Council Members are also entitled to vote on the adoption, amendment or repeal of the bylaws.

**Section 3 – Annual Membership Meeting.**



The Members shall hold an annual meeting, on such date as the Board may specify, for the purpose of electing the year's Directors of the Board and such other business as is required. All meetings of the Board shall be open public meetings, pursuant to K.S.A.75-4317, et seq.

Written notice of the annual membership meeting shall be provided to all Members of record not less than 10 and not more than 60 days prior to the meeting date.

#### Section 4 – Quorum.

A quorum for the annual membership meeting shall be forty (40) percent of the active Members on record 30 days prior to the meeting. Only Members present in person shall contribute to the quorum.

### ARTICLE IV: COMMITTEES

#### Section 1. Committees.

The Council, by resolution adopted by majority vote, may designate one or more committees, each of which shall consist of two (2) or more members and shall have and exercise the authority of the Council in the management of the Council to the extent provided in the designating resolutions. Other committees not having the authority of the Council in the management of the Council may be designated by a resolution adopted by a majority of the Voting Directors present at a meeting at which a quorum is present. Each such committee shall have such duties and authority as are from time to time delegated to it by the Council.

#### Section 2. Executive Committee.

There shall be an executive committee composed of seven (7) persons, the president, the vice-president, the treasurer, the secretary, and two (2) at-large members to be elected by the Board from its numbers at such time as it elects officers of the Council for each year. The immediate past president shall also serve on the executive committee.

- (a) Any at-large member of the executive committee may be removed at any regular or special meeting of the Board by a Supermajority Vote whenever, in their judgment, the best interests of the Council would be served thereby. Vacancies in the at-large executive committee roles resulting from any cause shall be filled by majority vote of the Board present at any regular or special meeting

of the Council (provided that quorum requirements have otherwise been met). The executive committee member so elected shall serve during the unexpired term.

(b) The executive committee shall have the power and authority to act for and on behalf of the Council in regard to any matter concerning the operation of the Council between regular meetings of the Council. The executive committee shall also have and exercise such other powers, duties, and responsibilities as may be delegated by the Council from time to time. The executive committee shall submit regular reports to the Council describing the recent activities of the executive committee and calling attention to any matters which may require notice to be given or action to be taken. Its duties shall include all matters dealing with budget and personnel and the recommendation of amendments to these bylaws.

### **Section 3. Nominating Committee.**

There shall be a nominating committee whose functions shall be: (a) to identify and qualify potential officers of the Council; (b) to prepare a written slate of candidates for election to such offices; and (c) to report its recommended nominees to the Council at the annual meeting of the Board. The nominating committee shall be composed of not less than three (3) members of the Council who shall be appointed annually by the president.

### **Section 4. Economic Development District (“EDD”) Steering Committee.**

There shall be an EDD Steering Committee which shall be responsible for the development, implementation, revision, or replacement of the Comprehensive Economic Development Strategy for the Planning Organization and representing the main economic interests of the Region. The EDD Steering committee shall undertake a collaborative and effective planning process. The EDD Steering committee shall be composed of no less than five (5) and no more than eight (8) members of the Council who shall be appointed annually by the Board.

### **Section 5. Other Committees.**

The Board or the Executive Committee may create such other standing or special committees as they deem desirable and delegate to them such powers, duties, and responsibilities, and such budget, consistent with law or the bylaws, as may be stated in the resolution creating the committee. The president may and shall appoint any person or persons to serve as

committee members; provided that, any committee of the Board authorized to exercise the powers and authority of the Board shall consist of two (2) or more Voting Directors of the Board, and any other non-voting directors or non-members of the Council appointed shall serve only in an advisory capacity. Members and other persons so appointed shall serve at the pleasure of the president; provided that, the term of any committee appointment shall not exceed the term of the appointing president, unless otherwise approved by the Board from time to time. Committees shall submit regular reports of their proceedings to the Board. Committees shall be discharged by the executive committee when their work has been completed and reports have been accepted.

**Section 6.** Term of Office of Committee Members.

Each committee member shall hold office at the pleasure of the executive committee or for such other period as the Board may specify at the time of his election or appointment, or until his death, resignation, removal, or disqualification, whichever first occurs.

**Section 7.** Committee Meetings.

Committees of the Board and members of such committees are governed by Article IV of these bylaws with respect to meetings, action without meetings, notice and waiver of notice, and quorum and voting requirements; provided, however, that no committee shall be required to hold an annual meeting and provided, further that a majority of the number of persons serving on a committee immediately before a meeting begins shall constitute a quorum for the transaction of business at such meeting of such committee.

**Section 8.** Limitations on Committees.

A committee of the Board may not:

- (a) authorize distributions to members, officers, agents, or employees except in exchange for value received;
- (b) approve or recommend to members dissolution, merger or the sale, pledge or transfer of all or substantially all of the Councils assets;
- (c) unless otherwise stated in these bylaws or the articles of incorporation, elect, appoint or remove members or fill vacancies on the Board; or

1. adopt, amend or repeal the articles of incorporation or these bylaws.
2. incur indebtedness on behalf of the Council or lobby for legislation.

## **ARTICLE V: OFFICERS**

### **Section 1. General Officers.**

The officers of the Board shall be a president, a vice president, a secretary, a treasurer, and such other officers as the Board may be elected from among the Members of the Council and shall at all times while holding such office be a Member of the Council. The same person may simultaneously hold more than one office in the Council. The officers shall be elected by the Board, to serve at the pleasure of the Board until the next annual meeting of the Board or until their earlier death, incapacity, disqualification, resignation, or removal. Officer terms shall be one year, that are renewable by the Board, up to 5 years. At each subsequent annual meeting of the Board, the newly elected Board shall elect officers to serve at the pleasure of the Board until the next annual meeting of the Board or until their earlier death, incapacity, disqualification, resignation, or removal. Each officer of the Board who is not reelected at the annual meeting of the Board next succeeding such officer's election and at which any officer of the Board is elected shall be deemed to have been removed by the Board, unless the Board provides otherwise at the time of such officer's election. The election of an officer does not itself create contract rights.

#### **Section 1.1. Resignation.**

An officer may resign by delivering a written notice thereof to the Board. Such resignation shall be effective when such notice is delivered, unless a future effective date is specified in the notice.

#### **Section 1.2. Removal.**

Any officer or any employee or agent of the Council may be removed or discharged for any lawful purpose by the Board at any time with or without cause, but such removal or discharge shall not affect the contract rights, if any, of the person so removed or discharged.

#### **Section 1.3. Compensation.**

No officer who is also a Member of the Council shall receive any salary or

compensation for serving as a Member. Salaries and compensation of all officers and of all other agents and employees of the Council, if any, may be fixed, increased or decreased by the Board, but until action is taken with respect thereto by the Board, the same may be fixed, increased or decreased by the president or such other officer or officers as may be empowered by the Board to do so; provided, however, that no person may fix, increase or decrease such person's own salary or compensation. Each officer may be reimbursed for actual expenses if they are reasonable and incurred in connection with the business and activities of the Council.

**Section 1.4. Vacancies.**

Vacancies caused by the death, incapacity, disqualification, resignation, or removal of an officer of the Board shall be filled by the Board at any annual or other regular meeting or at any special meeting called for that purpose, and such person or persons so elected to fill any such vacancy shall serve at the pleasure of the Board until the next annual meeting of the Board or until such person's earlier death, incapacity, disqualification, resignation or removal.

**Section 1.5. Delegation of Authority.**

The Board may from time to time delegate any of the functions, powers, duties and responsibilities of any officer to any other officer or to any agent or employee of the Council or other responsible person. In the event of such delegation, the officer from whom any such function, power, duty, or responsibility has been transferred shall thereafter be relieved of all responsibility for the proper performance or exercise thereof.

**Section 2. The President.**

The president shall preside at all meetings of the Members and the Board at which the president may be present and shall have such other duties, powers and authority as may be prescribed elsewhere in these bylaws. The president shall execute all instruments for and on behalf of the Council. The Board may delegate such other authority and assign such additional duties to the president, as it may from time to time determine.

**Section 3. The Vice-President.**

The vice-president shall, in the absence or disability of the president, perform the duties and exercise the powers of the president. The Board may delegate such other authority and assign such additional duties to the vice-president as it may from time to time determine.

**Section 4. The Secretary.**

The secretary shall attend the meetings of the members and the Council and shall prepare or cause to be prepared minutes of all proceedings at such meetings and shall preserve them in the minute book of the Council to be kept for that purpose. The secretary shall perform similar duties for any committee when requested by any such committee. In addition, the secretary shall have the following duties:

- (a) act as custodian of all the books, papers, and records of the Council and authenticate records of the Council;
- (b) furnish the Board, upon request, a full, true and correct copy of any book, paper, or record in the secretary's possession;
- (c) act as custodian of the seal of the Council and when authorized to do so shall affix it to any instrument requiring the seal, and when so affixed, shall attest the seal;
- (d) give or cause to be given notice of the meetings of the members and the Council, but this shall not lessen the authority of others to give such notice as provided in these bylaws;
- (e) exercise and discharge the general duties, powers and responsibilities of a secretary of a corporation; and
- (f) exercise and discharge such other or further duties or authority as may be prescribed elsewhere in these bylaws or from time to time by the Council.

**Section 5. The Treasurer.**

The treasurer shall have supervision and custody of all moneys, funds and credits of the Council and shall cause to be kept full and accurate accounts of the receipts and disbursements of the Board in books belonging to it. The treasurer shall keep or cause to be kept all other books of account and accounting records of the Council as shall be necessary, and shall cause all moneys and credits to be deposited in the name and to the credit of the Council in such accounts and depositories as may be designated by the Council. The treasurer shall disburse or permit the disbursement of funds of the Council in accordance with the authority granted by the Board. The treasurer shall be relieved of all responsibility for any moneys or other valuable

property or the disbursement thereof committed by the Board to the custody of any other person or corporation, or the supervision of which is delegated by the Board to any other officer, agent or employee. The treasurer shall render to the president or the Board, whenever requested by either of them, a report on all financial transactions of the Council and the financial condition of the Council. The treasurer shall be bonded at the Council's expense if the Council so requires. The treasurer shall have and perform such other duties, responsibilities and authorities as may be prescribed from time to time by the Board.

**Section 6.** Executive Director.

The Board may appoint a person to exercise all of the powers and perform all of the duties set forth in this Article V and shall designate such person so appointed as the Executive Director. The Executive Director shall be the chief administrative officer of the Council and shall be in charge of and responsible for all professional work and for the administration of the functions and offices of this Council, subject, however, to the policies established by the Council and to the general supervision of the Board. The Executive Director shall make appointments of staff personnel, prepare a recommended budget, prepare reports and publications, and direct the work of the staff. The Executive Director may testify before appropriate public bodies, or committees thereof, on such policies and recommendations as may be adopted and approved by the Council, and may consult and confer with appropriate public officials on behalf of the Council in connection with the program of the Council. The Executive Director shall not be permitted to engage in nonpartisan or partisan political activities, except on behalf of the Council or as directed and authorized by the Council. The Executive Director shall direct the day-to-day affairs of the Council including supervising all employees of the Council, reporting to the executive committee any violation of the rules and regulations (if any), collecting any charges or fees, and keeping records in the form prescribed from time to time by the Board and reporting thereon whenever so requested by the Board or executive committee. The Executive Director shall be directly responsible to the Council and shall report directly to the Board.

**Section 6.1.** Responsibility for Annual Budget.

The Executive Director shall cause to be prepared and shall submit to the Board for its approval an annual budget and all supplements thereto for each fiscal year. The Executive Director shall submit to the Board at its annual retreat a report summarizing the operations and affairs of the Council and its activities during the preceding year and setting forth the plans, programs or projects for future development, with such suggestions and recommendations as such officer shall deem appropriate. The Executive Director shall also make

such reports to the Council as may be appropriate, or which may be required by these bylaws, or by the executive committee.

**Section 6.2. Required Staff.**

The Executive Director, together with the executive committee, shall from time to time recommend to the Board the size of the staff required and the composition thereof. Such personnel as are authorized shall be appointed by the Executive Director. The Executive Director shall have the power to employ, remove and suspend all agents and employees, to determine the duties and responsibilities of such persons, to create such titles for such persons as such officer may deem desirable to enable them to execute their duties and responsibilities, and to fix and change the compensation of such persons.

**Section 6.3. Meeting Participation.**

The Executive Director may be invited to participate in any meeting of the Council, the Board, and any committee thereof, whether or not a member thereof; provided, however, that the Executive Director shall not be entitled to vote at, and shall not be counted for purposes of determining whether a quorum is present at, any meeting of (i) the Council, if the Executive Director is not a Member of the Council, (ii) the Board, if the Executive Director is not a Voting Director of the Board, or (iii) a committee, if the Executive Director is not a member of such committee.

**Section 6.4. Bonding.**

The Executive Director shall be bonded at the Council's expense if the Board so requires.

**Section 6.5. Other Activities.**

The Executive Director shall have such other or further duties and authority as may be prescribed elsewhere in these bylaws or the rules and regulations (if any) adopted from time to time by the Board.

**Section 6.6. Absence of Executive Director.**

In the event of the death or during the absence, incapacity, or inability or refusal to act of the Executive Director, the Board or president shall designate some other person to exercise, and in the absence of such designation the president may exercise all of the powers and perform all of the duties of the Executive Director.



## **ARTICLE VI: ECONOMIC DEVELOPMENT DISTRICT**

**Section 1.** Flint Hills Regional Council, Inc. serving the Economic Development District of the Flint Hills Region.

Pursuant to Title 13, Chapter III, Part 304 of the United States Code of Federal Regulation, the Council is the authorized District Organization that serves as the organizational and administrative authority for the Flint Hills region's Economic Development District (EDD) designated by the United States Economic Development Administration (EDA). It is the Council's responsibility to see that all of the requirements and expectations of the EDA, with respect the EDD designation and work (including the Comprehensive Economic Development Strategy), are adhered to, properly promulgated, and otherwise performed.

**Section 2.** EDA Requirements.

The Board of Directors is responsible for meeting all of the specific current and future requirements of the EDA, including, but not limited to:

- a. Ensuring that structural formation requirements are continually met, per CFR 13-III Section 304.2.a(3).
- b. Establishing and appointing a Strategy Committee that meets all EDA requirements, per CFR 13-III Section 304.2.c(2).
- c. Ensuring continual provision of professional staff, per CFR 13-III Section 304.2.c(3).
- d. Ensuring all aspects of participation by the Board and the general public, per CFR 13-III Section 304.2.c(4).
- e. Complying with federal and state financial assistance reporting requirements, per CFR 13-III Section 304.2.c(4)(v).
- f. Meeting all operational requirements of the EDA, per CFR 13-III Section 304.2.d.

**Section 3.** The Strategy Committee.

In addition to the EDA requirements, the Council provides for the following:

- a. The Board of Directors is responsible for the appointment of a Strategy Committee. The Strategy Committee shall be known as the EDD Steering Committee and shall be consistent with the EDA requirements.

## **ARTICLE VII: POWERS AND LIABILITIES**

### **Section 1. Financial Powers and Liabilities**

#### **Section 1.1. Depositories and Checks.**

The funds of the Council shall be deposited in such manner as the Council shall direct in such banks or trust companies as the Council may designate and shall be drawn out by checks signed in such manner as may be provided by resolution adopted by the Council. The Council shall deposit any funds received as appropriations, gifts, donations, or grants in such public banking institutions as may be directed by the Council to be available for expenditures duly authorized in the annual budget adopted by the Council. The Council shall, by appropriate resolution, determine the signatures and number thereof required for payment by any of said depositories of checks, drafts, or other order to pay expenditures of the Council.

#### **Section 1.2. Bonds.**

Any officer or employee handling money of the Council shall be bonded at the Council's expense if the Council so requires.

#### **Section 1.3. Custodian of Securities.**

The Council may from time to time appoint one or more banks or trust companies to act for reasonable compensation as custodian of all securities and other valuables owned by the Council, and to exercise in respect thereof such powers as may be conferred by resolution of the Council. The Council may remove any such custodian at any time.

### **Section 2. Absence of Personal Liability (Indemnification).**

The Members of the Council are not, as such, personally liable for the acts, debts, liabilities, or obligations of the Council.

#### **Section 2.1. Liability and Indemnification of Members of the Council and Officers, Limitation of Liability.**

No person shall be liable to the Council for any loss, damage, liability, or expense suffered by it on account of any action taken or omitted to be taken by such person as a Member, officer, employee, or agent of the Council or of any Other Enterprise (as hereinafter defined) in which such person serves as a member, officer, employee, or agent at the request of the Council, if such person:

- a) exercised the same degree of care and skill as a prudent person would have exercised under the circumstances in the conduct of such person's own affairs, or
- b) took or omitted to take such action in reliance upon information, opinions, reports, or statements, including financial statements and other financial data, prepared or presented by: one or more officers or employees of the Council or of such Other Enterprise whom the director, officer, employee or agent reasonably believes to be reliable and competent in the matters presented; legal counsel, certified public accountants or other persons as to matters the Member, officer, employee, or agent reasonably believes are within the persons' professional or expert competence; or
- c) a committee of the Board of which the member, officer, employee, or agent, is not a Member, as to matters within its jurisdiction, if the member, officer, employee, or agent, reasonably believes the committee merits confidence; provided that the member, officer, employee, or agent did not, at the time of such reliance, have knowledge concerning the matter in question that made such reliance unwarranted.

**Section 3. Insurance.**

The Council shall purchase and maintain insurance on behalf of any person who is or was a Member, officer, agent or employee of the Council, or is or was serving at the request of the Council as a Member, officer, agent or employee of any Other Enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the Council would have the power to indemnify such person against such liability under the provisions of this Article VII Section 2.4.

**Section 4. Definitions.**

For purposes of this Section 2.1:

- a) References to "the Council" shall, if and only if the Council shall determine, include, in addition to the resulting or surviving corporation, any constituent corporation (including any constituent of a constituent) absorbed in a consolidation or merger which, if its separate existence had continued, would have had power and authority to indemnify its Members or officers or persons serving at the request of such constituent corporation as a member, officer, employee, or agent of any

Other Enterprise, so that any person who is or was a Member or officer of such constituent corporation, or is or was serving at the request of such constituent corporation as a member, officer, employee, or agent of any Other Enterprise, shall stand in the same position under the provisions of this Article VIII Section 2 with respect to the resulting or surviving corporation as such person would have with respect to such constituent corporation if its separate existence had continued;

b) References to serving in an “Indemnifiable Capacity” shall mean service by a person as a Member or officer of the Council or service by a person at the Council's request as a Member, officer, employee, or agent of any Other Enterprise (as hereinafter defined);

c) References to “Other Enterprises” or “Other Enterprise” shall include without limitation any other corporation, partnership, public entity, limited liability company, joint venture, trust, or employee benefit plan;

d) References to "fines" shall include any excise taxes assessed on a person with respect to an employee benefit plan;

e) References to "defense" shall include investigations of any threatened, pending, or completed action, suit, or proceeding as well as appeals thereof and shall also include any defensive assertion of a cross-claim or counterclaim; and

f) References to “serving at the request of the Council” shall include any service as a member, officer, employee, or agent of a corporation which imposes duties on, or involves services by, such member, officer, employee, or agent with respect to an employee benefit plan, its participants, or beneficiaries.

g) Unless the Board shall determine otherwise, any Member or officer of the Council who shall serve as a member, officer, employee, or agent of any Other Enterprise of which the Council, directly or indirectly, is a Member, shareholder or creditor, or in which the Council is in any way interested, shall be presumed to be serving as such Director, officer, employee, or agent at the request of the Board; and

h) In all other instances where any person shall serve as a member, officer, employee, or agent of any Other Enterprise,

if it is not otherwise established that such person is or was serving as such member, officer, employee, or agent at the request of Board, the Council shall determine whether such person is or was serving at the request of the Board, and it shall not be necessary to show any actual or prior request for such service, which determination shall be final and binding on the Council and the person seeking indemnification or advancement of expenses.

## **ARTICLE VIII: PROCEDURES AND GENERAL PROVISIONS**

### **Section 1. Financial Procedures**

#### **Section 1.1. Annual Audit.**

The Board shall direct that an annual audit of the books of account and financial records of the Council be performed by an independent accounting firm if required by federal internal revenue law or if the Council otherwise deems such audit necessary or advisable.

#### **Section 1.2. Method of Assessment.**

The Board may establish, by a Supermajority Vote, such membership fees or budget assessments as it deems necessary to fulfill the purposes of the Council; provided, that such fees or assessments shall be made and allocated proportionally based on the population of the various member jurisdictions as determined by the most recent Federal census projection as published by the American Community Survey; and further provided, that assessments for members that are cities shall be based on their respective municipal populations, and assessments for members that are counties shall be based on their respective populations in unincorporated areas. In computing all percentages, figures shall be rounded off to the nearest tenth of a percent. The provisions of this Article VIII Section 1.3 and of Article V Section 2.5-2.56 maybe amended from time to time by Supermajority vote of the voting directors of the Board in accordance with the terms of these bylaws and the Members' Agreement.

#### **Section 1.3. Disbursement of Funds.**

All of said funds shall be held by the Board and disbursed by it, and the Council shall be accountable to the parties hereto and shall report its receipts and disbursements not less frequently than annually. An authorized

representative of any of the Members shall have the right to inspect the books and financial records of the Council during regular business hours.

**Section 1.4. Fiscal Year.**

The fiscal year of the Council shall be from January 1 to December 31, until such time, if any, as the fiscal year shall be changed by the Board.

**Section 2. Notice.**

All notices, requests, demands, and other communications under these bylaws shall be in writing and shall be deemed to have been duly given on the date of service if served personally on the party to whom the notice is to be given, or within seventy- two (72) hours after mailing, if mailed to the party to whom the notice is to be given, by first class mail, registered or certified, postage prepaid, and properly addressed to the party at their address as set forth on the signature pages herein, or any other address that any party may designate by written notice to the others.

**Section 2.1. Address for Notice.**

Written notice is correctly addressed to a Member if addressed to the Member's address shown in the Council's current list of Members.

**Section 2.2. Notice for Member meetings.**

Notice of each meeting of the Members, whether annual, regular or special, stating the place, day, and hour of the meeting, shall be given, to each member (by delivery to each member's designated representative) entitled to vote thereat. Such notice shall be:

- a. Sent by electronic mail, and
- b. Given to the Board and effective, not less than ten (10) days and nor more than sixty (60) days prior to the meeting or otherwise given as required by applicable law.

**Section 3. Procedural Questions (Parliamentarian).**

All procedural questions of the Council not specifically addressed by these bylaws shall be resolved in accordance with Robert's Rules of Order (as revised), except to the extent the rules contained therein are inconsistent with these bylaws or other special rules of the Council. At meetings of the Members, the president may, as needed, appoint a parliamentarian to whom

the president can refer to for information and advice concerning matters of a procedural nature which arise during the course of meetings.

**Section 4. Non-Discrimination.**

The Council shall to the extent possible and in accordance with applicable law, pursue the goals of non-discrimination and equal opportunity in accordance with established policies of the Council, which shall be reviewed on a periodic basis.

**Section 5. Amendments.**

Except as otherwise specifically provided by applicable law or in these bylaws, the bylaws of the Council may be amended or new bylaws adopted upon the approval of either three-fourths (3/4) of the Members voting at any regular or special meeting of the directors, or by a Supermajority Vote of the Board. For any bylaw amendment that does not relate to the number of Voting Directors, the composition of the Council or Board, the term of office of the Members or the method, or way in which officers are elected or selected, or except to the extent otherwise provided in these bylaws, such bylaw amendment may be approved by a majority of the Board.

**Section 6. Definitions.**

**Section 6.1. Flint Hills Regional Area.**

Shall include those counties, towns, and cities that have been accepted as members of the Flint Hills Regional Council.

**Section 6.2. Supermajority Vote.**

The term Supermajority Vote shall mean the vote, in favor any matter before the Council, of not less seventy-five percent (75%) of the members of the full voting directors present with a quorum.

**ARTICLE IX: DISSOLUTION**

**Section 1. Dissolution.**

In the event that Flint Hills Regional Council, Inc., whether it be in corporate form or some other, shall at some time in the future either find it necessary or deem it advisable by a vote of three-fourths of the Board to cease operations and otherwise terminate its existence, any remaining property, whether in the form of real property, personal property, monies or credits, etc., then remaining over and above the obligations

and liabilities of this corporation shall be donated as follows: To another association, corporation or organization qualified under Section 501(c)(3) of the Internal Revenue Code of the United States of America as determined by a majority vote of the voting directors at that time.

**CERTIFICATE**

The foregoing bylaws constitute the duly approved bylaws of the Flint Hills Regional Council, Inc. as approved by the Members of the Council at a meeting held on October 18, 2013 and amended first on February 19, 2010, then on November 12, 2010, then on January 21, 2011, then again on August 16, 2013, September 27, 2013, July 26, 2013, October 16, 2015, November 20, 2015, May 20, 2016, September 16, 2016, October 19, 2018, and May 21, 2021.