

# Official Bylaws, November 8, 2016

## **KINGMAN COUNTY ECONOMIC DEVELOPMENT COUNCIL, INC.**

**VISION STATEMENT:** Kingman County Economic Development Council, Inc. will promote economic development through the recruitment of new businesses, the retention and expansion of existing businesses, and the development of new entrepreneurs/businesses.

### **ARTICLE I**

#### ***GENERAL***

**NAME:** This organization will be known as the Kingman County Economic Development Council.

**MISSION:** Promote a plan that develops and builds a progressive county that motivates all citizens to work together for the benefit of all business and residents.

**AREA:** The Kingman County area or economic region.

**LIMITATION OF METHODS:** While being nonpartisan, the Kingman County Economic Development Council will stress promotion and conduct of activities designed to improve the economy of Kingman County. Educational efforts involving national, state, and local political issues relating to economic development will be a part of the council's overall program. The council, however, will not lend its influence to the election of any candidate for any political office.

### **ARTICLE II**

#### ***MEETINGS***

**2A. ANNUAL MEETING:** The annual meeting of the Kingman County Economic Development Council will be held in February.

**2B. NOTICE:** Notice of all meetings, together with a statement of the purpose, will be given by postal mail or any reliable form of communication. Notice of said meeting can be of any type deemed satisfactory by the Council in as little as four (4) hours before the meeting.

**2C. EXECUTIVE DIRECTOR'S REPORT:** At each **monthly** meeting, a statement of the business conducted during the preceding month will be submitted, along with a report of the general financial condition of the Council. At each **annual** meeting, a summary of the business conducted during the preceding year will be submitted, together with a report of the general year-end financial condition of the Council.

# Official Bylaws, November 8, 2016

## ARTICLE III

### *COUNCIL TRUSTEES*

- 3A. NUMBER AND SELECTION:** The Trustees of the Council will be comprised of seven (7) voting members as follows: three (3) representatives selected by the Kingman County Commission; three (3) representatives selected by the Kingman City Commission; one (1) representative selected by the six (6) representatives named above. The Executive Director of the Economic Development Council will be a non-voting member of the Council.
- 3B. TERM:** Council Trustees will be appointed in November with the appointees attending the monthly meetings prior to taking office at the February Annual Meeting. The first appointments from the Kingman County Commission and the Kingman City Commission will be made in September 2006. The new Trustees will begin work immediately to reorganize the Council and hire the Economic Development Executive Director. The newly reconstituted Board of Trustees will be in charge of Kingman County Economic Development Council, Inc. as of November 1, 2006. Council members will serve a three (3) year term. To promote the staggering of terms, initially a drawing will be held to determine who will serve one (1), two (2), and three (3) years.
- 3C. OFFICERS:** All officers will be elected by the Council. They will serve one (1) year terms. The officers will be as follows: President, Vice President and Treasurer. The Economic Development Executive Director will act as secretary to the Council unless a secretary is designated, or an administrative assistant is employed for this work. The Executive Director position will be a non-voting position.
- 3D. COMPENSATION:** Members of the Council will serve without compensation for their services.
- 3E. FAILURE TO ATTEND MEETINGS:** Continued failure on the part of a member of the Council to attend regular or special meetings of the Council may, at the discretion of the Council, be determined sufficient cause to remove any such member from office and declare a vacancy, but such action will be by the vote of no less than two-thirds (2/3) of the entire number of the duly appointed members of the Council. Appointment to vacant positions will be by the same methods described in Section 3A.
- 3F. VACANCIES:** Any member of the Council of Trustees may resign at any time by filing a written resignation with the organization's President. Such resignation will state the date it will become effective, subject to approval by a majority of the Council. Appointment to vacant positions will be by the same methods described in Section 3A. If vacancies are not filled within 60 days by the described process in Section 3A, the Council of Trustee will make the appointment to finish the term of the resigning member.

# Official Bylaws, November 8, 2016

## ARTICLE IV

### *COUNCIL MEETINGS AND VOTING*

- 4A. REGULAR MEETINGS:** It is the intent of the Board to hold one regular meeting each month at a time and place that is publicized so Kingman County citizens may attend if they so choose. It will be the purpose of this meeting to conduct the business of the Council and to gain input from members and others present in the implementation of a lasting and effective countywide economic development program.
- 4B. SPECIAL MEETINGS:** Special meetings of the Council of Trustees may be called at any time by the President at such time and place, and for such purpose as said President will designate.
- 4C. ORGANIZATIONAL MEETINGS:** New members to the KCEDC Board of Trustees will be appointed to the Council in November of the year preceding the start of said Trustee's term. The term of new Trustees will commence at the February meeting following their November appointment, and conclude with the beginning of the February meeting at the end of their term. New officers will be elected for the upcoming year at the February meeting. These officers will serve in their respective capacities for the next year.
- 4D. QUORUM:** At any meeting of the Council of Trustees where official business is conducted, a majority must be present to constitute a quorum.
- 4E. CONFLICT OF INTEREST:** When any matter comes before the Council of Trustees in which any trustee has a direct personal or financial interest, said trustee will announce a conflict of interest prior to the vote and will abstain from voting. The trustee so abstaining will be counted for quorum purposes.
- 4F. CONDUCT OF MEETING:** All meetings of the corporation will be conducted pursuant to *Robert's Rules of Order, Revised* and in compliance with the Kansas Open Meetings Act (KOMA), except to the extent and degree of other procedural requirements set forth by law, the Certificate of Incorporation, or the Bylaws.

## ARTICLE V

### *FINANCING*

- 5A. OPERATIONAL FINANCING:** The Kingman County Economic Development Council will be jointly funded by Kingman County and the City of Kingman. The Council of Trustees may accept gifts, donations, and grants from any legal source to aid the Council in carrying out its economic development program.

## Official Bylaws, November 8, 2016

If gifts, donations, or grants include any required limitations for their use, Council of Trustee approval will be required before gifts, donations, or grants can be accepted. Upon approval of the Council of Trustees, administrative fees may be charged and collected for services rendered by the Council's staff.

- 5B. BUDGETS:** Annual operating budgets will be prepared by the Council of Trustees staff and approved by the Council of Trustees by June 1<sup>st</sup> of each year for the following calendar year. The proposed budget will be submitted to the Kingman County Commission and Kingman City Commission.
- 5C. CHECKING ACCOUNT:** Kingman County Economic Development Council, Inc. will maintain a separate checking account for the Council, will receive all funds, will deposit the same in this account, and will pay out funds upon presentation of a voucher from an authorized officer of the Council.

### ARTICLE VI

#### *OPERATIONS*

- 6A. ELECTION OF OFFICERS:** The Council of Trustees is given the power to elect a President, Vice President, and Treasurer. Elections are to be held at the organizational meeting as specified in Section 4C.
- 6B. PRESIDENT:** The President will preside at all meetings of the Council of Trustees, execute all legal instruments on behalf of the Council with the approval of the Council of Trustees, and perform all duties prescribed by the Council of Trustees.
- 6C. VICE-PRESIDENT:** In the absence of the President, or in the event of his/her inability or refusal to act, the Vice-President will perform the duties of the President and, when so acting, will have all the *powers of* and be *subject to* all the restrictions of the President.
- 6D. TREASURER:** The Treasurer will monitor all bookkeeping functions so that full and accurate accounts of receipts and disbursements are ensured.
- 6E. SECRETARY:** The Secretary or Administrative Assistant will attend all meetings and keep the minutes or delegate the keeping thereof. He/she will have charge of all corporate books, records, and papers, and will perform all other duties incident to this office.
- 6F. ECONOMIC DEVELOPMENT EXECUTIVE DIRECTOR:** The Council of Trustees is granted the authority to employ an Economic Development Executive Director. He/she will be the chief administrative officer and be subject to the rules, regulations, and policies of the organization. He/she will implement orders and resolutions of the Council of Trustees and shall attend all Council of Trustees meetings as a nonvoting member. He/she will be an ex-officio member of all committees established by the Board of Directors.

## Official Bylaws, November 8, 2016

- 6G. OTHER PERSONNEL:** The Council of Trustees may hire additional staff as the need dictates.
- 6H. DELEGATION OF DUTIES:** The Council of Trustees may, by proper resolution, grant either general or specific authority to the Economic Development Executive Director to execute legal instruments for and on behalf of the organization.
- 6I. CHECKS:** All vouchers for payment of money will be signed in the name of the organization and will be signed by two authorized officers.
- 6J. DEPOSITS:** All funds of the corporation will be deposited promptly to the credit of the organization in banks, trust companies, or other depositories the Council of Trustees may select.
- 6K. FISCAL YEAR:** The fiscal year of the organization will end at the close of business on the 31<sup>st</sup> of December.

### ARTICLE VII

#### *COMMITTEES*

- 7A. EXECUTIVE COMMITTEE:** The Executive Committee consists of the President, Vice President, Secretary, and Treasurer. During the intervals between meetings of the Council, the Executive Committee will exercise such duties and powers prescribed by the Council of Trustees, and subject to the general direction, approval, and control of the Council of Trustees.
- 7B. OTHER COMMITTEES:** The Council of Trustees may establish by resolution one or more committees in addition to those provided for in these Bylaws, each committee to consist of two or more members. Any such committee will have the powers and duties delegated to it by the Council of Trustees. Each committee will elect a chairperson.

### ARTICLE VIII

#### *AMENDMENTS*

- 8A. AMENDMENTS TO BYLAWS:** These Bylaws may be altered, amended, or repealed, and new Bylaws may be adopted at any regular meeting of the Council of Trustees provided that all members of the Council are given notice in writing at least ten (10) days before the meeting. Notice may be by postal mail or any system deemed reliable by the Board. A vote of two-thirds (2/3) of those directors will be required to alter, amend or repeal these Bylaws.