

BYLAWS OF THE KANSAS COUNTY CLERKS' & ELECTION OFFICIALS' ASSOCIATION

PREAMBLE

The duly elected and acting County Clerks of the several counties of Kansas, assembled at a convention on the 29th day of June, 1949, in Topeka, Kansas, in order to form a more nearly perfect organization and provide legal authority and financial means for the support thereof, by proclaiming and establishing the original Constitution and Bylaws of this organization. The following bylaws represent the latest governing document of this organization.

NAME

Section 1.-This organization shall be known as the Kansas County Clerks' and Election Officials' Association.

OBJECTIVES

Section 1 - The purposes and objectives of the Kansas County Clerks' and Election Officials' Association are the following:

- a -To promote the holding of conventions to provide a forum for the full and free discussion of all matters pertaining to the office of County Clerk.
- b -To promote efficiency in local government by discussion and cooperation and by concerted action in promoting legislative enactment of laws concerning matters within the purview of the office of County Clerk.
- c -To promote and work toward the compensating of the County Clerks and their deputies and other office personnel on a basis commensurate with their duties and responsibilities and on a par with salaries paid by private employers for comparable services.

MEMBERSHIP

Section 1 - All County Clerks and Election Officials of the several counties of the State of Kansas shall be eligible to active membership in this organization upon payment of the membership dues as provided in the Bylaws.

OFFICERS

Section 1 - The officers of this organization shall be a president, a vice-president, a secretary, and a treasurer. All officers are elected by the membership of this organization and serve until their successors have been duly elected and assume office. Each elected officer shall serve concurrently as a member of the Board of Directors and as a member of the Executive Committee. These officers shall hold office for one year or until their successors are elected.

Section 2.-The president shall preside at all regular and special meetings of the association, and at all meetings of the executive board. He or she shall have the power to appoint all standing and special committees and shall be ex-officio member of all committees.

Section 3 - The vice-president shall act in the absence of the president.

Section 4.-The secretary shall keep the minutes of all regular and special meetings of the association and of the executive board and shall handle the correspondence of the association and the executive board. He or she shall be reimbursed for any expenses incurred on behalf of the association in the execution of the duties of secretary.

Section 5 -The treasurer shall oversee the associations funds and financial records; the collection of members' dues and/or assignments; the establishment of proper accounting procedures for the handling of the associations funds; the performance of any audits or reconciliations by a certified public accountant; and, further, shall report on the financial condition of the association at all meetings of the Board of Directors and at other times as called upon by the President. All disbursements shall be made under the authority of the board of directors as shown by the minutes thereof. The executive board may grant the treasurer authority to invest idle funds in accordance with the associations' investment policy established by the board of directors.

BOARD OF DIRECTORS

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

Section 2 - The Board of Directors: The Board shall consist of the executive committee and the Chairs of each standing committee.

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

Section 4 - Quorum of the Board: At any meeting of the Board of Directors, a majority of the voting members of the Board present shall constitute a quorum for the transaction of the business of the association, and any such business thus transacted shall be valid providing it is affirmatively passed upon by a majority of those present and voting.

Section 5 - Meetings of the Board: A regular meeting of the Board of Directors shall be held no less than three (3) times each administrative year at such time and such place as the Board may prescribe. Notice of all such meetings shall be given to the Directors not less than thirty (30) days before the meeting is held. Special meetings of the Board may be called by the President or at the request of three (3) Directors, by notice mailed, delivered, telephoned, or e-mailed to each member of the Board of Directors, not less than 72 hours before the meeting is held.

Section 6 - Voting: An Alternate selected may appear and vote on behalf of an absent Director, but not on behalf of an Officer.

Section 7 - Voting by Mail or Electronically: Action taken by a mail ballot or electronic ballot of the members of the Board of Directors shall be a valid action of the Board and shall be reported at the next regular meeting of such Board.

Section 8 - Absence: Any elected officer or director who shall have been absent from two (2) consecutive regular meetings of the Board of Directors during a single administrative year shall automatically vacate the seat on the Board of Directors and the vacancy shall be filled as provided by these Bylaws; however, the Board of Directors shall consider each absence of an elected officer or director as a separate circumstance and may expressly waive such absence by affirmative vote of a majority of its members.

Section 9 - Vacancies and Removal: Any vacancy occurring on the Board of Directors between annual meetings shall be filled by the Board of Directors. A director so selected to fill a vacancy shall serve the unexpired term of his or her predecessor. The Board of Directors may remove any Director for cause by an affirmative two-thirds vote of the Board present at any regular or special meeting.

Section 10 - Compensation: Directors and elected officers shall not receive any compensation for their services.

Section 11 - Indemnification: Every Director, Officer, and employee of the association and such others as specified from time to time by the Executive Committee, shall be indemnified by the association against all expenses and liabilities including counsel fees, reasonably incurred or imposed upon them in connection with any proceeding to which they may be made a party, or in which they may become involved, by reason of being or having been a Director, Officer, or employee of the association, or any settlement thereof, whether the person is a Director, Officer, or employee at the time such expenses are incurred, except in such case wherein the Director, Officer, or employee is adjudged guilty of willful misfeasance or malfeasance in the performance of duties. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which the indemnified may be entitled.

MEETINGS

Section 1 – The date and place of the annual convention of this organization shall be set by the executive committee.

Section 2 - Semi-annual and special meetings of the membership of this organization shall be called by the president whenever, in the judgment of the board of directors, such meetings are necessary or desirable or upon the written request of any twenty members.

Section 3 - All business matters pertaining to the operation of this organization, excepting the election of officers and the amendment of this constitution, may be transacted at any annual, semi-annual or special meeting of the membership of this association.

DUES

Section 1 -The annual dues for each member shall increase on a graduated basis from \$50.00 to \$200.00. Starting in 2007 the membership dues will be \$100.00; 2008--\$150.00, and 2009--\$200.00. Following 2009, any further dues adjustments must be adopted by the Board and approved by the membership at any regularly scheduled meeting before implementation.

Section 2 - The dues shall be paid in accordance with the provisions of the affiliation selected by the Kansas County Clerks' and Election Officials' Association.

COMMITTEES

Section 1 – Standing committees shall be established by the Executive Committee as needed. All standing committees composed of not less than seven members each shall be appointed by the incoming president by September 1st of each year.

Section 2 - The term of office of all committees provided for herein shall begin immediately upon appointment.

Section 3 – In addition to the standing committees, the president shall, on the first day of the regular annual convention, appoint a special committee of three members, known as the Auditing committee, to audit the books and records of the treasurer of this organization. Such auditing committee shall inspect the records and books of the treasurer and satisfy itself as to the correctness thereof and make its report thereon to the committee of the whole at the fall meeting whereupon said committee shall be discharged.

Section 4 - The president shall appoint such additional special committees as he/she may deem necessary or as may be required by majority vote of the committee of the whole.

ELECTIONS

Section 1 – The election and installing of officers will occur at the designated annual meeting with the elected officers' terms beginning September 1 of that year for a period of one year.

Section 2 - Nominating Committee: The president shall appoint each year, not less than thirty days prior to the annual meeting, a nomination committee, consisting of three (3) regular members in good standing, who shall select not less than one name from among the regular

members in good standing as a Candidate for each office and place on the executive board to be filled at the annual meeting, provided that the nominations which the nominating committee intends to place before the annual conference shall be posted and announced at conference headquarters not later than 4:00 P.M. of the day prior to the annual meeting. Additional nominations may be made from the floor at the annual meeting by any regular member in good standing when election is held.

Section 3 - The Nominating committee shall submit its report when called upon by the president during the annual convention and shall be discharged thereupon.

Section 4 - Upon acceptance of the Nominating committee's report, the president shall call for additional nominations from the floor.

Section 5 - If there is only one nomination for a particular office, the sole nominee shall be declared elected by acclamation.

Section 6 - If there is two or more nominations for a particular office the nominees shall be voted upon by the committee of the whole by ballot. The president shall appoint three tellers to collect and count the ballots provided for herein.

QUORUM

Section 20 - One-third of the members of this organization shall constitute a quorum at any regular or special meeting of the membership

FINANCE

Section 1 - Fiscal Period: The fiscal period of the association shall be the calendar year.

Section 2 - Bonding: Trust or surety bonds shall be furnished as the Board shall direct. The amount of such bonds shall be determined by the Board and the cost paid by the Association.

Section 3 - Budget: With recommendations of the Executive Committee, the Board shall adopt an annual operating budget covering all activities of the Association. Within 90 days following end of a fiscal year's conclusion, the Treasurer shall furnish the Board with a financial report for the fiscal year just concluded.

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

NOTICE

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

Association and in any official publication of the Association.

DISSOLUTION

Section 1 - The Association shall use its funds only to accomplish the objectives and purposes specified in these Bylaws and no part of said funds shall inure, or be distributed, to the members of the Association. On dissolution of the Association, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organizations as selected by the Board of Directors.

PARLIAMENTARY AUTHORITY

Section 1 - All meetings of this organization shall be governed by parliamentary law set forth in "Robert's Rules of Order."

AMENDMENTS

Section 1 - These Bylaws may be amended by a majority vote at any regular or duly called special meeting of this organization.