

KANSAS ECONOMIC DEVELOPMENT ALLIANCE
BYLAWS

ARTICLE 1

- NAME -

The name of the corporation is Kansas Economic Development Alliance (hereinafter sometimes referred to as "KEDA" or the "corporation.")

ARTICLE 2

- PURPOSE -

The purpose of KEDA shall be to assure a continued healthy economy for the state of Kansas by:

- encouraging the expansion of employment opportunities and a broadening of the tax base;
- expanding existing industry and attracting new industry to the state;
- improving the quality and the practice of economic development as well as professional and ethical conduct;
- enhancing the competence of those engaged in economic development through educational programs;
- and championing legislative action which will enhance the attractiveness and competitive position of the state of Kansas as a location for new and existing business.

ARTICLE 3

- MEMBERSHIP -

Section 1.

Membership in KEDA shall be open to all individuals whose professional interests and activities are supportive of economic development in the state of Kansas. More than one person may represent the same entity or business as a KEDA member but not serve on the Board of Directors at the same time.

Associate membership shall be offered to individuals employed by a firm already represented by a person with full membership rights. Associate members will have full membership privileges, including voting rights. The only exception in membership status is that associate members are not provided the right to serve on the board of directors or be elected as an officer.

Section 2.

The annual dues shall be set by the Board of Directors.

Section 3.

The membership application shall be made by payment of current dues which shall be prorated on a quarterly basis for the first year of membership; thereafter, annual dues shall be payable every January.

Section 4.

Notice for payment of dues shall be mailed or sent electronically by the Secretary/Treasurer to the membership 30 days prior to the end of the calendar year.

Section 5.

A member whose dues are more than 90 days past due shall be automatically removed from the organization.

Section 6.

Investments may be made in KEDA by way of voluntary contributions by non-members. Any such contributions shall be accepted subject to the approval of the Board of Directors and such funds shall be disbursed at the discretion of the KEDA Board of Directors.

ARTICLE 4

- GOVERNANCE -

Section 1.

The governing body of the KEDA shall be the Board of Directors. The Board of Directors will follow Robert's Rules of Order when conducting meetings of the Board and of Membership.

Section 2.

The Board of Directors shall have statewide representation and be composed of no more than 15 members and no fewer than 10. There shall be no more than five and no fewer than three officers. Those officers include President, Vice President, Second Vice President and Past President, Secretary/Treasurer); six regional members (one from each geographic area of the state – Northwest (Cheyenne, Rawlins, Decatur, Norton, Phillips, Smith, Jewell, Sherman, Thomas, Sheridan, Graham, Rooks, Osborne, Mitchell, Wallace, Logan, Gove, Trego, Ellis, Russell, Lincoln, Rush, Barton, Ellsworth), North Central (Republic, Washington, Marshall, Nemaha, Brown, Doniphan, Cloud, Clay, Riley, Pottawatomie, Jackson, Atchison, Jefferson, Ottawa, Saline, Dickinson, Geary, Morris, Wabaunsee), Southwest (Greeley, Wichita, Scott, Lane, Ness, Hamilton, Kearny, Finney, Hodgeman, Pawnee, Stafford, Stanton, Grant, Haskell, Gray, Ford, Kiowa, Edwards, Pratt, Morton, Stevens, Seward, Meade, Clark, Comanche, Barber), South Central (Rice, McPherson, Marion, Chase, Reno, Harvey, Butler, Kingman, Sedgwick, Harper, Sumner, Cowley), Southeast (Lyon, Osage, Franklin, Miami, Coffey, Anderson, Linn, Greenwood, Woodson, Allen, Bourbon, Elk, Wilson, Neosho, Crawford, Chautauqua, Montgomery, Labette, Cherokee), Northeast (Leavenworth, Shawnee, Douglas, Wyandotte, Johnson); three at-large members and the special director listed below in Article 4, section 3.

Section 3.

The Secretary of the Kansas Department of Commerce, or the secretary's designated KDOC staff member, shall serve on the Board as a special director with full voting power.

Any member of KEDA is allowed to attend a Board of Directors meeting as a guest without voting rights. As deemed appropriate by the Board of Directors, such guests may participate in discussions per the President's discretion.

ARTICLE 5

- DIRECTORS -

Section 1.

Each Board Director shall be a member in good-standing and be an individual whose primary occupation and professional interest and activities are in an economic development organization. Each Board Director shall be elected to serve two, terms of three years each. Members having served out their terms must be off the Board for at least one year prior to being eligible for-election. An exception to this limitation is any person elected to the position officer while serving on the Board of Directors. In that instance, the board member shall not serve the remainder of the Board term and assume the officer's term. Any person appointed by the President or elected by membership to serve the remainder of an unexpired term may be elected to serve two, terms of three years each after serving the remainder of the appointed unexpired term.

Terms shall be staggered with a portion of the board expiring annually.

Section 2.

A nominating committee of up to four and no fewer than three members of the Board shall be annually appointed by the President. This committee will be responsible for providing a single slate of Board nominees for consideration by the KEDA membership at the organization's annual meeting. The committee shall also present a slate of officers for consideration by the KEDA membership at the organization's annual meeting.

Section 3.

A. Regular meetings of the Board of Directors may be held at such a place as a majority of the Directors may designate from time to time. There shall be at least three meetings per calendar year.

B. Notice of the annual meeting of the full membership shall be given to all members in good standing at least 30 days in advance of the meeting. The meeting's agenda, at a minimum, shall include the election of officers and Board of Directors as necessitated by their election terms. There shall be a quorum present at the meeting in order to conduct business. One-third of the membership shall constitute a quorum.

C. The first meeting of each newly constituted Board shall be held within 60 days of the annual meeting at which they were elected.

D. Special meetings of the Board may be called by the President or by at least three Directors on two days' notice given to each director, either personally or by electronic means.

E. One-third of the Board, five Directors, shall constitute a quorum for the transaction of business, and except as otherwise provided by law, the acts of a majority of the directors present at a meeting at which a quorum is present shall be the acts of the Board.

F. If a quorum is present when the meeting is convened, the directors present may continue to do business, until adjournment even if directors leave the meeting or decline to vote creating a situation where a quorum no longer exists.

G. Any director absent from a meeting of the Board may not be represented by a designated member. Proxy voting is not permitted.

H. By a vote of the Board of Directors, any board member or officer may be removed from office upon the third consecutive absence from Board meetings.

I. Directors may attend board meetings in person or other interactive electronic means.

Section 4.

There shall be an Executive Committee consisting of the officers of the corporation. Meetings of the Executive Committee may be convened in the same manner as the meetings of the Board.

The Board of Directors may designate one or more committees. Each committee will consist of two or more of the Directors of the corporation. Such committee or committees shall have such name or names as may be stated in the Bylaws or as may be determined, from time to time, by the Board. It shall be the function of each committee or committees, within the limits of policy set by the Board, to make investigations, conduct studies and hearings, make recommendations to the Board concerning their assignments, and to carry on such activities as may be delegated to them by the Board. Any vacancy occurring in any such committee shall be filled by another Board member appointed by the President and subject to the approval of the Board at its next regular meeting. Each such committee shall serve during the term of the President constituting it, unless otherwise ordered by the Board. No committee shall have the power to bind either the Board or the organization, except the Executive Committee, and no action shall be taken by a committee that shall conflict with the expressed policies of the Board of Directors.

ARTICLE 6

- OFFICERS -

Section 1 - Designation and Election.

The officers of KEDA shall consist of, be at a minimum a President, a Vice President, a Secretary/Treasurer, and Past President. A Second Vice President may be elected from time to time. These officers constitute the organization's Executive Committee. A slate of officers shall be nominated and elected by the KEDA membership in attendance during the organization's annual meeting. They shall also serve as officers of the corporation.

Section 2 - Term.

The officers shall serve for a term of two years or until their successors are duly elected at the next Annual Meeting of each even calendar year. Any person appointed by the President or elected by membership to serve the remainder of an unexpired term may be elected to serve an additional two-year term after serving the remainder of the appointed unexpired term.

Section 3 - Duties of Officers.

The duties of the officers shall be as follows:

A. President: The President shall preside at all membership, officers, directors, and Executive Committee meetings; shall appoint all committees, including an annual meeting program committee, a nominating committee, and a legislative affairs committee; and shall otherwise perform the duties normally associated with the office of President.

B. Vice President: The Vice President shall automatically assume the duties and exercise the powers of the President in the event of a vacancy in the office of President. It is intended that the Vice President will assume the role of President in the succeeding election.

C. Second Vice President: Based on the recommendation of the Board of Directors, the Second Vice President be elected. It is intended that the Second Vice President will assume the role of First Vice President in the succeeding election. A vacancy of the Second Vice President will be appointed by the Board of Directors at the subsequent Board of Directors meeting.

D. Secretary/Treasurer: The Secretary/Treasurer shall issue notices of all membership, officers and directors' meetings and shall attend and keep the minutes of the same. The Secretary/Treasurer shall have charge of all KEDA books, records, and papers; have responsibility for all funds collected by the KEDA; shall cause all funds to be deposited; shall cause all records to be kept in accordance with law and directives of the Directors; shall disburse the funds of the KEDA in the manner authorized by the Directors subject to any applicable provision of law; shall present a report as requested by the Directors or officers; shall prepare, sign, and file all reports required of the KEDA by law; and shall perform all other duties normally associated with the office of Secretary/Treasurer.

E. KEDA may contract with an outside source to provide the services described above in Article 6, Section 3, Paragraph D. In the event such action is taken, the person designated as Secretary/Treasurer by the outside entity will not have voting rights of membership nor be considered a Director of the board unless the individual is an approved member in good standing of KEDA and has been elected to serve on the Board of Directors and in turn elected to serve as Secretary/Treasurer.

F. Past President: The Past President position is automatically filled by the most recent past president. If the most recent past president is no longer a member of the organization, the next past president shall serve. If that person is no longer a member of the organization, the Board of

Directors is empowered to select among any of the previous past presidents to serve in that position.

G. If officers determine a lobbyist is required to comply with statutory requirements, an officer will be selected annually to register as a lobbyist with the State of Kansas.

Section 4 - Officers as Directors.

All officers shall be Directors of the corporation except as noted above in Article 6, Section 3, Paragraph E.

ARTICLE 7

- MEETINGS OF MEMBERS -

The Annual meeting of membership shall be held following the Annual meeting of Directors. The Secretary shall give notice to all members in the same manner as provided for notice to Directors of Directors' Meetings. One-third of the membership shall constitute a quorum.

ARTICLE 8

- AMENDMENTS -

The Bylaws may be amended, altered, or repealed either by a majority vote of the KEDA members present at any annual meeting or by a two-thirds vote of the Directors. A written or digital copy of any proposed amendments or alterations to the Bylaws shall be sent to each KEDA at least seven (7) days prior to any vote as set forth above.

ARTICLE 9

- INDEMNIFICATION -

Section 1.

The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, other than an action by or in the right of the corporation by reason of the fact that he is or was a director, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses, including attorneys' fees, judgment, fines and amounts paid in settlement actually and reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

Section 2.

The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses, including attorneys' fees, actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation; except that no indemnification shall be in respect of any claim, issue

or matter as to which such person shall have been adjudged to be liable for negligence or misconduct only to the extent that the court in which such action or suit was brought determines upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper.

Section 3.

To the extent that a director, officer, employee, or agent of the corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in paragraphs A. and B., or in defense of any claim, issue, or matter therein, he shall be indemnified against expenses including attorneys' fees actually and reasonably incurred by him in connection with the action, suit or proceeding.

Section 4.

Any indemnification under paragraphs A. and B., unless ordered by a court, shall be made by the corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee, or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in this Article. The determination shall be made by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to the action, suit or proceeding, or if such a quorum is not obtainable, or, even if obtainable a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion, or by the shareholders.

Section 5.

Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Directors in the specific case upon receipt of an undertaking by or on behalf of the directors, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the corporation as authorized in this Article.

Section 6.

The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any statute, bylaw, agreement, vote of shareholders or disinterested Directors or otherwise, both as to action in this official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

Section 7.

The corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability under the provisions of this Article.