

Regional Economic Area Partnership

Bylaws Revision

DRAFT: September 2014

ARTICLE I. RESPONSIBILITY AND MEMBERSHIP 1

 Section 1. Jurisdiction and Purpose..... 1

 Section 2. Geographic Area Served 1

 Section 3. Membership, Fee Assessment and Voting 1

ARTICLE II. OFFICERS AND THEIR DUTIES 2

 Section 1. Election and Term of Office 2

ARTICLE III. QUORUM, MEETINGS AND CONFLICT OF INTEREST 3

 Section 1. Quorum 3

 Section 2. Meetings 3

 Section 3. Conflict of Interest 4

ARTICLE IV. COMMITTEES AND FUNCTIONS 4

 Section 1. Executive Committee 4

 Section 2. Legislative Committee..... 5

 Section 3. Technical Advisory Committee 5

 Section 4. Task Forces 5

 Section 5. Chief Elected Officials Board..... 6

ARTICLE V. Staffing 6

ARTICLE VI. POWERS 6

 Section 1. Powers..... 6

 Section 2. Limitation on Powers 7

ARTICLE VII. AMENDMENT OF BYLAWS..... 7

ARTICLE VIII. COMPENSATION 8

ARTICLE IX. ADOPTION OF BYLAWS..... 8

Regional Economic Area Partnership

Bylaws Revision

DRAFT: September 2014

ARTICLE I. RESPONSIBILITY AND MEMBERSHIP

Section 1. Jurisdiction and Purpose.

The Regional Economic Area Partnership (REAP) has been established by interlocal agreement as a separate legal entity pursuant to K.S.A. 12-2904a, to jointly plan for facilities and services of an area wide, or multi-agency nature, in order to strengthen local governments, improve public service and serve the interests of the South Central Kansas region on matters of political and economic concern.

Section 2. Geographic Area Served.

The Regional Economic Area Partnership serves members in the South Central Kansas, primarily in a nine county region surrounding the Wichita Metropolitan Statistical Area (MSA) and those impacted by the regional economy.

Section 3. Membership, Fee Assessment and Voting.

(a) Membership. Membership in REAP has two categories.

1. Full Membership is open to any city or county in South Central Kansas as defined by a region to include Butler, Cowley, Harper, Harvey, Kingman, McPherson, Reno, Sedgwick and Sumner counties. REAP may also extend membership to specific units of government outside of the above defined region on approval of a two-thirds vote of members present and voting at any REAP Board of Directors meeting. To become a full member of REAP, each jurisdiction must execute a copy of the interlocal agreement by ordinance or resolution and shall file the same with REAP staff.
2. Associate Membership is open, but not limited to, individuals, economic development associations, private businesses, state agencies, chamber of commerce, community based organizations, nonprofits and others at the pleasure of the Board of Directors. Associate Membership must be approved by a two-thirds vote of members present and voting at any REAP Board of Directors meeting. Associate members shall not be required to execute the interlocal agreement but shall pay fees as set forth in Section 3(b).

(b) Fees. Annual membership fees shall be assessed in accordance with the fiscal procedures adopted by REAP and based upon population. The annual fee shall be due on or before January 1st of each year. Members that have paid assessments by March 31st of any year shall be members in good standing. Any member that has not paid its assessment by March 31st shall be deemed to be in arrears and will lose voting privileges on the REAP Board of Directors until said membership fees have been paid.

Regional Economic Area Partnership

Bylaws Revision

DRAFT: September 2014

- (c) Voting. Each full member in good standing shall be entitled to designate one voting member to sit on the REAP Board of Directors and one alternate member, who will be allowed to vote in the absence of said voting member. Voting members of REAP shall be elected official of cities or counties. Alternate members may be either elected or appointed official from the member government. Associate Members shall not have voting privileges.

ARTICLE II. OFFICERS AND THEIR DUTIES

Section 1. Election and Term of Office.

- (a) Officers. There shall be a Chair, Vice Chair, and Treasurer.

1. Chair. The Chair shall be the chief policy officer of REAP and shall exercise all the powers and duties in the leadership of REAP as are generally associated with such office, including but not limited to the power to execute on behalf of REAP such documents and legal instruments as are authorized by actions taken by REAP.

The Chair shall preside over and call all regular and special meetings of REAP in accordance with these bylaws, and shall represent REAP before all bodies in his/her official capacity, serving as the spokesperson for the organization. The Chair shall be responsible for the execution of all directives and actions taken by REAP. The Chair shall also serve as the Chair of the Executive Committee. The Chair shall appoint one member of the Executive Committee to serve as the Treasurer. The Chair is selected through the Nomination and Election process detailed in section 1(c).

2. Vice Chair. The Vice Chair shall, in the absence of the Chair, perform the duties and exercise the powers of the Chair. In addition the Vice Chair shall perform such other duties as assigned by the Chair or prescribed by the Board. The Vice Chair is selected through the Nomination and Election process detailed in section 1(c).
3. Treasurer. The Treasurer shall be appointed by the REAP Chair from among the current members of the Executive Committee and shall exercise the administration of and the adherence to the fiscal policy of REAP. In addition, the Treasurer shall perform such other duties as assigned by the Chair or prescribed by the Board.

Regional Economic Area Partnership

Bylaws Revision

DRAFT: September 2014

- (b) Term. The term of office for Chair and Vice Chair shall be for a period of one year, or until such officer's successor is elected.
- (c) Nomination and Election. In advance of the final meeting of each calendar year, the Chair shall appoint a nominating committee comprised of no less than five (5) members who will at the last meeting of the calendar year, place in nomination the names of REAP members for Chair and Vice-Chair. All duly designated voting members of REAP are eligible to be nominated and elected to office. Officers elected at the final calendar meeting of the year assume their offices at the next regularly scheduled REAP Board meeting.
- (d) Removal of Officers. REAP may remove any officer with or without cause at any time by a vote of no less than two-thirds (2/3) of all REAP members in good standing.
- (e) Vacancies. Any vacancy occurring in any office, except the Chair, shall be filled by the Chair for the unexpired term of office. Any vacancy for the position of Chair shall be filled by the Vice Chair.

Article III. QUORUM, MEETINGS AND CONFLICT OF INTEREST

Section 1. Quorum.

The presence of forty percent (40%) of REAP members in good standing shall constitute a quorum for the transaction of business of the Board. Once a quorum is established, a majority vote of members present shall be required for the transaction of business, including but not limited to determination of policy, making rules and regulations, election of Chair and Vice Chair, and other business the Board intends to undertake. The quorum for committee and task force meetings, unless otherwise provided for by these bylaws, shall be a simple majority of members appointed to the committee by the Board.

Section 2. Meetings.

- (a) Regular Meetings: A schedule of regular meetings of REAP shall be adopted by the Board at the first meeting of the calendar year.
- (b) Special Meetings: Special Board meetings may be called at any time by the Chair or when requested by five (5) members. Special meetings may be called either in person, writing (including via email), or by telephone. If a determination to hold a special meeting is reflected in the minutes of any regular meeting, no additional notice is necessary. Such notice of a special meeting shall contain the time, place,

Regional Economic Area Partnership

Bylaws Revision

DRAFT: September 2014

and purpose for which the meeting is being held. No other business may be transacted at that meeting.

- (c) Presiding Officer: Meetings of the governing body of REAP shall be presided over by the Chair or, in the Chair's absence, the Vice Chair. REAP staff shall act as secretary at all meetings, and in the absence of staff, the Chair or presiding officer shall designate a member to perform the duties.
- (d) Telephone Meetings: If such means are available, REAP members may participate in a meeting of the board or any committee or task forces by means of conference telephone, webcam, or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.
- (e) Public Meeting: All meetings of REAP shall be open to the public, pursuant to the Kansas Open Meetings law (K.S.A. 75-4317 *et seq.*).

Section 3. Conflict of Interest.

Any person who is a member of REAP and has a personal or financial interest in a contract or transaction which is before REAP must disclose that interest, abstain from voting on the matter and abide by all applicable state laws regarding conflict of interest for elected officials.

ARTICLE IV. COMMITTEES AND FUNCTIONS

Section 1. Executive Committee.

- (a) Executive Committee. An Executive Committee of REAP is established and comprised of no less than seven (7) members of REAP as follows: the Chair, Immediate Past Chair, Vice Chair, Treasurer, two (2) At-large members (one city and one county representative), and the chair of the Legislative committee. In the event a member on the Executive Committee holds more than one position or the Immediate Past Chair is no longer a member, an additional at-large member shall be selected. The at-large members shall be nominated by the Chair and approved by a majority of REAP members. The Chair shall preside over the Executive Committee. The Committee shall meet monthly, or as needed.
- (b) Functions. The functions of the Executive Committee shall include: conducting the day-to-day business of the Board; assisting the Chair in developing agenda items and policy issues, handling special tasks as determined by the Chair, and monitoring adherence to the fiscal procedures of REAP.

Regional Economic Area Partnership

Bylaws Revision

DRAFT: September 2014

The Board delegates to the Executive Committee the authority to make decisions on behalf of the entire Board, and all such actions shall be final if notice of such action is distributed as part of an agenda sent to the entire Board; excepting that any voting member of REAP shall have the authority to request that an action being considered by the Executive Committee be presented to the full Board for final approval upon notice to the Chair of the Executive Committee prior to said meeting. Meetings of the Executive Committee are open to all Board members who are interested in attending. Notice of the Executive Committee meetings and agenda packets shall be provided to the full Board of Directors in advance of the meeting.

Section 2. Legislative Committee.

- (a) Legislative Committee. A Legislative Committee is established and shall be comprised of the Chair and other members of REAP appointed by the Chair of the committee. The Chair of the committee shall be appointed by the REAP Board. There shall be no set number of committee members. The Committee shall meet as needed, either in person or by conference call.
- (b) Functions. The function of the Legislative Committee shall be to identify issues of regional concern that require legislative action at the state or federal level. The Committee shall facilitate communication between REAP and state and federal officials, and oversee the activities of any hired or contracted governmental relations services.

Section 3. Technical Advisory Committee.

- (a) Technical Advisory Committee. A Technical Advisory Committee (TAC) is established and shall be comprised of the professional city and county managers, administrators, and clerks of member communities. The TAC may determine a chair for the Committee. There shall be no set number of members. The Committee shall meet as needed, either in person or by conference call.
- (b) Functions. The functions of the Technical Advisory Committee shall be to identify issues of regional concern and opportunities for regional collaboration among member jurisdictions, advise REAP on annual work plan topics and operations, and respond to specific information requests by the Board of Directors and/or the Executive Committee.

Section 4. Task Forces.

The Board shall establish task forces as needed to support the strategies of the

Regional Economic Area Partnership

Bylaws Revision

DRAFT: September 2014

annual work plan and address specific issues affecting the regional economy. Task forces shall be given assignments and expected to report back to the Board in an agreed-upon time frame.

Section 5. Chief Elected Officials Board.

Through an agreement entered into by the counties comprising Kansas Local Area IV as defined by the State of Kansas, REAP has been designated to serve as the Chief Elected Officials Board (CEOB) for Local Area IV, as defined by the Workforce Investment Act of 1998. REAP elected officials comprising Local Area IV include: Butler, Cowley, Kingman, Harper, Sedgwick and Sumner counties are eligible to serve on the CEOB. The Chair of the CEOB shall report all business to the Executive Committee and Board of Directors.

ARTICLE V. Staffing

REAP shall contract for administrative staffing support, to include an Executive Director and other support staff as needed to manage day-to-day operations. The administrative entity may contract with other agencies for specific areas of research, policy analysis, and legislative consulting services as needed. All contracts shall require the approval of the Executive Committee and/or Board of Directors before execution.

ARTICLE VI. POWERS

Section 1. Powers.

REAP as a separate legal entity pursuant to K.S.A. 12-2904a shall have the following powers conferred by statute, as well as other powers as may be deemed appropriate by the nature of the organization:

- (a) To sue and be sued in its corporate name;
- (b) To take and hold property, real or personal, in fee simple or otherwise;
- (c) To sell, lease, lend or otherwise transfer any property or interest in property owned by REAP;
- (d) To make contracts;

Regional Economic Area Partnership

Bylaws Revision

DRAFT: September 2014

- (e) To have and use a corporate seal;
- (f) To issue bonds, notes or other indebtedness in its own name;
- (g) To conduct studies of the region's resources with respect to existing and emerging problems of industry, commerce, transportation, public services, natural resources, environment, legislative needs, highways and other matters relevant to REAP's purpose;
- (h) To pursue and receive federal and state grants or funding assistance to carry out the tasks of REAP;
- (i) To provide and share technical assistance and enter into agreements among governments to provide or coordinate services or functions;
- (j) To accept and apply for additional grants, assistance funds, donations, or bequests of money to carry out its intended purposes;
- (k) To establish a budget and to provide for the manner of financing the tasks undertaken and approved by REAP;
- (l) To organize special committees or task forces that are appropriate to carry out the business of REAP or its member governments;
- (m) To retain and utilize the services of consultants for specific services approved by REAP;
- (n) To authorize the Chair, upon concurrence of the Executive Committee, to establish advisory committees;
- (o) To administer programs on behalf of the State of Kansas and as authorized by state law.

Section 2. Limitation on Powers

REAP's authority to issue bonds, notes or other indebtedness in the name of REAP pursuant to paragraph (f) above is limited to a vote by no less than three quarters (3/4) of the members in good standing at a regular or special board meeting.

ARTICLE VII. AMENDMENT OF BYLAWS

Regional Economic Area Partnership

Bylaws Revision

DRAFT: September 2014

These Bylaws may be amended or repealed and new Bylaws may be adopted by an affirmative vote of two-thirds (2/3) of REAP members present at a regular board meeting under the following conditions:

- (1) A quorum is present;
- (2) That written notice of such meeting, setting forth the proposed bylaw revisions, is given to all members no less than thirty (30) days prior to such meeting;
- (3) The above requirement for thirty (30) days advance notice may be waived by vote of the REAP Board of Directors declaring an emergency, followed by an affirmative vote by three quarters (3/4) of the REAP members present and voting at a regular meeting.

ARTICLE VIII. COMPENSATION

No member or alternate member shall receive a fee for his or her services as a member of REAP. It is understood by the members that attendance at meetings of the Board, committees, and task forces is considered on the same basis and part of the regular course of employment that comes with the public position that determined the members qualification for membership to REAP.

ARTICLE IX. ADOPTION OF BY-LAWS

Upon an affirmative vote of two-thirds (2/3) of the membership of the Regional Economic Area Partnership present and voting, these Bylaws are revised this ___ day of November, 2014.

David M. Unruh, REAP Chair
Sedgwick County Commissioner