

REGIONAL Economic Area Partnership Bylaws

Revised March 1, 2021

ARTICLE I – NAME

The name of this organization shall be the Regional Economic Area Partnership. The organization shall hereinafter be referred to as “REAP”.

ARTICLE II – VISION/MISSION STATEMENT or PURPOSE

Vision

Be the connection between city and county governments in South Central Kansas to convene partners for collaboration on regional issues, to develop and support regional initiatives and strategies, and to advocate for the region.

Mission

Provide a strong voice for the region at the state and national levels, advance greater economic prosperity through regional cooperation, and address common issues that cross governmental boundaries.

ARTICLE III – MEMBERSHIP

1. Classes of Membership

There shall be four (4) classes of membership in REAP: General Membership, Associate Membership, Individual Membership and Corporate Membership. An application for membership may be acted upon by the Executive Committee. An affirmative vote of 2/3 of Executive Committee members in attendance shall be required to grant membership in REAP.

A. General Membership

Only city and county governmental entities, in South Central Kansas may apply for General Membership in REAP. All elected and senior executive leadership from member communities are eligible and encouraged to participate and attend REAP sponsored events.

Governing body members and senior executive leadership of General Members shall be entitled to hold office, to receive all publications of REAP, to serve on standing divisions, task forces or committees and to attend all regular and special meetings and to have the privilege of the floor at such meetings. A copy of the current bylaws shall be made available and provided to all members upon request.

The governing body of each General Member shall designate one of its elected or senior executive leaders to be its authorized voting delegate as to all matters requiring a vote of the General Members. At its option, a General Member may also designate one or more alternate voting delegates. Notice in writing shall be given to the Executive Committee of such designations, and any changes thereto.

B. Associate Member

An Associate Member is a special status to be bestowed by the Executive Committee. This membership is reserved to community organizations including any economic development organization, state agency, chamber of commerce, or nonprofit. Designated representatives of Associate Members may receive all publications, utilize the facilities, serve on standing

organizations, task forces or committees and attend all regular and special meetings and have the privilege of the floor at such meetings.

C. Individual Membership

Individual Membership is a special status to be bestowed by the Executive Committee. This membership must be a previously active REAP member representative. Individual members may receive all publications, utilize the facilities, serve on standing organizations, task forces or committees and attend all regular and special meetings and have the privilege of the floor at such meetings.

D. Corporate Member

A Corporate Member is a special status to be bestowed by the Executive Committee. Designated Corporate Member representatives may receive all publications, utilize the facilities, serve on standing divisions, task forces or committees and attend all regular and special meetings and have the privilege of the floor at such meetings. Corporate Membership includes any private business.

E. Education Institution Member

An Education Institution Member is a special status to be bestowed by the Executive Committee. Designated Education Institution Member representatives may receive all publications, utilize the facilities, serve on standing divisions, task forces or committees and attend all regular and special meetings and have the privilege of the floor at such meetings. Educational Institution Membership includes any public or private school district or any public or private higher education institution.

2. Assessments/Annual Fees

Annual fees for each category of membership shall be determined and assessed by REAP Executive Committee not later than by November 30 for the following calendar year. The annual fee shall be due on or before January 31st of each year. General Members which have paid assessments by March 31st of any year shall be members in good standing. Any General Member which has not paid its assessment by March 31st shall be deemed to be in arrears and its voting privileges (including those of any of its representatives serving on any division, task force or committee) shall be suspended until said membership fees have been paid in full.

3. Determination of Population and Enrollment

Official population figures used for state purposes, as recorded by the Kansas Secretary of State, shall be used in assessing fees for member cities and counties of REAP.

Official enrollment figures used for state purposes, as recorded by the Kansas State Department of Education, shall be used in assessing fees for member K-12 educational institutions.

Official enrollment figures as reported on higher education institution's website, shall be used in assessing fees for member higher-education institutions.

4. Selection of Depository

A. On the recommendation of the Treasurer, the Executive Committee shall designate a depository to secure all funds and money of REAP required for current operations or special

programs.

B. The selection will be in accordance with all applicable Kansas state laws and regulations.

5. Establishment and Oversight of Funds

A. The Executive Committee shall establish an Operating Fund for current operations.

B. The Executive Committee shall establish additional funds as required by specific programs.

C. All funds and money of REAP required for current operations or special programs shall be placed in demand deposits in the official REAP depository.

D. All funds shall be under the joint care of the Chair, Vice-Chair and Treasurer of REAP and shall be held in the custody of a state or national bank or trust company and shall be held in the name of REAP.

E. The interest accrued on deposits shall be credited pro rata to the fund or funds of REAP from which the monies originated.

6. Dispersal of Funds

A. Transfer, withdrawal, and bill payment shall be permitted by REAP staff through a bank resolution as shall be authorized by the Executive Committee. All expenditures and payments shall be processed weekly.

B. A monthly financial report including revenues, expenditures and bank reconciliation shall be provided to the Treasurer and Executive Committee.

C. Transfers or withdrawals shall be in accord with the adopted operating budget by REAP.

7. Adoption of Operating Budget

A. The Executive Committee, in consultation with REAP staff, shall adopt an operating budget not later than November 30th for the following calendar year.

B. Amendments to the operating budget may occur throughout the year and as may be deemed necessary by the Executive Committee.

8. Accounting, Auditing, and Financial Reporting

A. The Executive Committee shall appoint an independent auditor at the request of the Treasurer.

B. An independent audit shall be performed at any time on request of the General Members.

C. A monthly financial report including revenues, expenditures and bank reconciliation shall be provided to the Treasurer and Executive Committee.

ARTICLE IV – EXECUTIVE COMMITTEE

1. The Executive Committee shall be composed of no more than one representative from each General Member. No more than five members of the Executive Committee may be from Associate, Individual, Corporate or Education Institution Members. The Chair shall serve as Chairperson of the Committee. The government and policy-making responsibilities of REAP shall be vested in the Executive Committee, which shall control property, be responsible for finances and direct affairs.
2. To be qualified to serve on the Executive Committee, a person must be either a member of the governing body or executive leadership staff of a General Member in good standing, or a designated representative of an Associate, Corporate, or Education Institution Member, in good standing, or an Individual Member in good standing. No General, Associate, Corporate, or Education Institution Member may have more than one representative serving on the Executive Committee at a time. Associate, Corporate or Education Institution members must make request, in writing, to serve on the Executive Committee. Request must be approved by majority of Executive Committee members. A vacancy may be filled at any time.
3. Should an Executive Committee member cease to possess the necessary qualification for service on the Executive Committee, then such person’s membership on the Executive Committee shall then immediately cease.
4. In the event an Executive Committee member is absent from three (3) consecutive meetings or four (4) regular meetings of the Executive Committee for the year, whichever is applicable, the member’s resignation shall be deemed to have been tendered and accepted. A majority vote by the Executive Committee shall be necessary in order to override this provision.
5. Each member of the Executive Committee shall have one (1) vote on any matter before said Board.

ARTICLE V - OFFICERS AND THEIR DUTIES

Election and Term of Office.

1. Officers. There shall be a Chair, Vice Chair, and Treasurer.
 - A. Chair. The Chair shall be the chief presiding officer of REAP, and 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 is selected through the Nomination and Election process detailed in section 3.
 - B. 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 Committee. The Vice Chair is selected through the Nomination and Election process detailed in section 3.
 - C. Treasurer. The Treasurer 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. The Treasurer is selected through the Nomination and Election process details in section 3.

2. Term. The term of office for Chair, Vice Chair and Treasurer shall be for a period of one year, or until such officer's successor is elected.
3. 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 three (3) members representatives who will at the last meeting of the calendar year, place in nomination the names of REAP members for Chair, Vice-Chair and Treasurer. All member representatives 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 Executive Committee Meeting.
4. 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 the REAP Executive Committee.
5. Vacancies. Any vacancy occurring in any office, except the Chair, shall be filled by the Chair for the unexpired term of office. In the event of a vacancy in the position of Chair, the Vice Chair shall assume the position of Chair.

ARTICLE VI – MEETINGS OF THE GENERAL MEMBERSHIP

1. Meetings of the General Membership shall be held at such time and place and at such intervals as the Executive Committee may designate.
2. Special meetings of the General Membership may be called by the Chair or written request of five (5%) of the General Members in good standing with REAP.

ARTICLE VII – MEETINGS OF THE EXECUTIVE COMMITTEE

1. Meetings of the Executive Committee shall be held regularly at such frequency, time and place as the Executive Committee shall from time to time determine. As a matter of custom, regular meetings shall be scheduled by the Chair. Meetings shall be open to all Members.
2. There will be approximately 8 Executive Committee meetings per year, held monthly or as needed to conduct business.
3. There will be a quarterly convenings on key regional topics open to all Members and partners in the region.
4. Special meetings of the Executive Committee of REAP shall be subject to the call of the Chair or by five (5) members of the Executive Committee, provided that written notice shall be given to each Executive Committee member stating the purpose of the meeting and the time and place thereof, at least twenty-four (24 hours) preceding the meeting. The attendance of an Executive Committee member at a meeting shall constitute a waiver of notice of such meeting.
5. Any action by the majority of the Executive Committee members present at a meeting at which a quorum is present shall be the duly authorized act of the Executive Committee unless said act

requires a greater number required by the law or these bylaws.

6. A quorum is a simple majority of the General Membership members of the Executive Committee as then in office.

ARTICLE VIII – ORGANIZATIONAL STRUCTURE

1. REAP structure shall consist of the following: Full Members and Executive Committee. The Executive Committee may create additional divisions.
2. Task forces, committees and study groups may be created by the Executive Committee, as needed. Task Forces or committees may be recommended by any member in good standing for the approval by the Executive Committee. A task force, committee or study group shall limit its activities to the accomplishment of the task for which it is appointed and shall have no power to act without approval by the Executive Committee. Task forces, committees or study groups shall be discharged by the Chair when said task force, committee or study group work has been completed and its report accepted by the Executive Committee or when the Executive Committee votes to discontinue the activity on which the task force or committee is engaged.

ARTICLE IX – AMENDMENTS

The bylaws of REAP may be amended or repealed, or new bylaws may be adopted: a) by the vote or written assent of the majority of the Members entitled to vote; or, b) by the vote of the majority of the voting representatives in attendance at a duly called meeting of the General Membership Meeting at which is present a majority of the General Members, which said meeting is called for the purpose of amending the bylaws; or, c) by two thirds (2/3) vote of the Executive Committee. Copies of the proposed amendments, repeal, or new bylaws shall have been sent to each Member of REAP at least ten (10) days before the date of the meeting of the Executive Committee or General Membership at which it is to be voted upon or at which time the mail is due.

ARTICLE X – POWERS

1. REAP as a legal entity shall have all powers as are conferred upon corporations under the laws of the State of Kansas, without limitation, except as otherwise provided herein or in this corporation's Article of Incorporation.
2. REAP's authority to issue notes or other indebtedness in the name of REAP is limited to a vote by no less than three quarters (3/4) of the members of the Executive Committee at a regular or special meeting of the Executive Committee.

ARTICLE XI – COMPENSATION AND CONFLICT OF INTEREST

1. No Member or Member representative shall receive a fee for his or her services on behalf of REAP. Nothing herein, however, shall limit or restrict the authority of the Executive Committee to reimburse to any Member or Member representative for actual expenses incurred and duly documented for and on behalf of REAP.

2. 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 XII - ADOPTION OF BYLAWS

Upon an affirmative vote of two-thirds (2/3) of the Executive Committee of the Regional Economic Area Partnership present and voting, these bylaws are revised this 13th day of February, 2020.

Mayor Tom Brown, REAP Chair

Council Member Cindy Claycomb, REAP Vice Chair