

**Regional Economic Area Partnership
By-laws**

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Regional Economic Area Partnership By-laws

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.

Membership to the Regional Economic Area Partnership is drawn from cities and counties which are located in South Central Kansas.

Section 3. Membership, Fee Assessment and Voting.

- (a) Membership. Membership in REAP 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 meeting. To become a member of REAP, each jurisdiction must execute a copy of the interlocal agreement by ordinance or resolution and shall file the same with the Chief Executive Officer of REAP.
- (b) Water Resource Committee Membership. Membership on the REAP Water Resources Committee 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, regardless of REAP membership. 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 meeting. To become a member of the REAP Water Resources Committee, each jurisdiction must be in good standing in regards to payment of the REAP Water Resources annual assessment.
- (c) 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 as of January 1, of each year. Members that have paid their assessments by March 31, of any year shall be members in good standing. Any member that has not paid its assessment by March 31, shall be deemed to be in arrears and will lose voting privileges on the REAP board until said membership fees have been paid.

- (d) Voting. Each member in good standing shall be entitled to designate one voting member and one alternate member, who will be allowed to vote in the absence of said voting member, to sit on the REAP board. Whenever the term “board” is used in these by-laws it refers to the full board of REAP convened at any monthly or special meeting. Voting members of REAP shall be an elected official of the respective city or a county commissioner. Alternate members may be either an elected official or appointed official from the member government.

ARTICLE II. OFFICERS AND THEIR DUTIES

Section 1. Election and Term of Office.

- (a) Officers. There shall be a Chair, Vice-Chair, Treasurer, Chief Executive Officer and Executive Officer—Water Resources of REAP. The Chair shall preside over and call all regular and special meetings of REAP in accordance with these by-laws. The Vice-Chair shall preside at meetings and assume the duties of the Chair in his/her absence. The Chair shall appoint one member of the executive committee to serve as the Treasurer of REAP. The Treasurer shall be responsible for overseeing the fiscal policies and procedures of REAP. The REAP board shall appoint a Chief Executive Officer who shall serve at the pleasure of REAP, carry out communication among members of REAP, and perform whatever additional responsibilities the organization requires. The REAP board shall appoint an Executive Officer—Water Resources who shall serve at the pleasure of REAP, carry out communication among members of the Water Resources Committee, and perform whatever additional responsibilities the organization requires.
- (b) 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 represent REAP before all bodies in his/her official capacity and serve as the spoke-person for the organization. The Chair shall also be responsible for the execution of all directives and actions taken by REAP.
- (c) 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.
- (d) Treasurer. The Treasurer shall be appointed by the REAP Chair from among the current members of the Executive Committee of REAP 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.
- (e) Chief Executive Officer. The Chief Executive Officer of REAP shall be appointed by the governing body of REAP and shall be responsible for, among other things: giving notice

of REAP meetings as determined by the Chair, be responsible for maintaining minutes of the meetings, carry on and facilitate all communication for the body, and perform whatever additional administrative duties as assigned by the Chair or the board, as in accord with the REAP job description.

- (f) Executive Officer—Water Resources. The Executive Officer—Water Resources of REAP shall be appointed by the governing body of REAP and shall be responsible for staffing the REAP Water Resources Committee, with duties to include: giving notice of REAP Water Resources Committee meetings as determined by the Water Resources Committee Chair, be responsible for maintaining minutes of the meetings, carry on and facilitate all communication for the body, and perform whatever additional administrative duties as assigned by the Water Resources Committee Chair or the board, as in accord with the REAP job description.
- (g) 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.
- (h) Nomination and Election. In advance of the May meeting each calendar year, the Chair shall appoint a nominating committee comprised of not less than five (5) members who will at the May meeting 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 May meeting assume their offices at the next regularly scheduled REAP meeting.
- (i) Removal of Officers. REAP may remove any officer with or without cause at any time by a vote of not less than two-thirds of all REAP members in good standing.
- (j) Vacancies. Any vacancy occurring in any office, except the Chair, shall be filled by Chair for the unexpired term of office. Any vacancy for the position of Chair shall be filled by the Vice-Chair.

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, for the election of Chair and Vice-Chair, and for whatever other business that REAP intends to undertake. The quorum for committee meetings, unless otherwise provided for by these by-laws, 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. Regular meetings shall be held monthly (except in August) but in no event less than on a quarterly basis. Further, the Chief Executive Officer of REAP shall deliver to each participating government's member and alternate member written notice of the time and place of the meeting, along with an agenda, prior to the meeting date.
- (b) Special Meetings: Special meetings of REAP may be called at any time by the Chair at his/her discretion or when requested by five members. Special meetings may be called either in person, writing (including via email), telephone, or facsimile. In addition, 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, 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. The Chief Executive Officer shall act as secretary at all meetings, and in the Chief Executive Officer's absence, the Chair or presiding officer shall designate a member or staff to perform the duties of the Chief Executive Officer.
- (d) Telephone Meetings Permitted: If such means are available, REAP members may participate in a meeting of the board or one of its advisory bodies and/or committees by means of conference telephone 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.*) Executive sessions and other closed meetings shall be held only as consistent with this Act.

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 more than seven (7) members of REAP as follows: The Chair, Immediate Past Chair, two (2) At-large members (one city and one county representative), and the chairs of the Legislative, Economic Development, and Water Resources committees. In the event a member on the Executive Committee holds more than one position, an additional At-large member shall be selected. The ~~two~~ 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.
- (b) *Functions.* The functions of the Executive Committee shall include: assisting the Chair in developing agenda items, policy issues, or administrative matters to be presented at the next regular board meeting of REAP; handling special tasks, as determined by the Chair, which require action between regular meetings of REAP; and monitoring adherence to the fiscal procedures of REAP.

Section 2. Legislative Committee.

- (a) *Legislative Committee.* A Legislative Committee is established and shall be comprised of the Chair and other members of the REAP organization 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.
- (b) *Functions.* The functions of the Legislative Committee shall be to identify issues of regional concern and that require legislative action at the state or federal level.

Section 3. Economic Development Committee.

- (a) *Economic Development Committee.* An Economic Development Committee is established and comprised of the Chair and other members of the REAP organization 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.
- (b) *Functions.* The functions of the Economic Development Committee shall be to identify economic development issues of a regional concern.
- (c) *Chief Elected Officials Board.* Through an agreement entered into by the counties comprising Local Area IV as defined by the State of Kansas, the Economic Development Committee has been designated to serve as the Chief Elected Officials Board (CEO Board) for Local Area IV, as defined by the Workforce Investment Act of 1998. REAP members comprising Local Area IV include: Butler, Cowley, Kingman, Harper, Sedgwick and Sumner counties. Members of the REAP Economic

Development Committee who are appointed officials or represent jurisdictions outside of Local Area IV shall not have a vote when the Committee is conducting CEO Board business.

Section 4. Water Resources Committee.

- (a) *Water Resources Committee.* A Water Resources Committee is established and comprised of the Chair and other members appointed by the member jurisdictions, in good standing on REAP Water Assessments. The Chair of the committee shall be appointed by the REAP board and shall be an elected official from a jurisdiction that is in good standing on REAP Water Assessments. There shall be no set number of committee members.
- (b) *Functions.* The functions of the Water Resources Committee shall be to identify and coordinate collaborative efforts on regional issues of water quality and supply issues in the South Central Kansas region.

Section 5. Committee Meetings and Staffing.

- (a) The Chair or any three members of a REAP committee may call a meeting of the committee. A quorum of committee members is required to conduct committee business, but less than a quorum of committee members can recommend action to the REAP board.
- (b) The Chief Executive Officer of REAP shall be responsible for providing administrative staffing and support for committee meetings and to assist the Committee Chairs in providing meeting notices, agendas and whatever additional assistance is needed.
- (c) The Executive Officer—Water Resources of REAP shall be responsible for providing administrative staffing and support for the Water Resources Committee meetings and to assist the Committee Chair in providing meeting notices, agendas and whatever additional assistance is needed.

ARTICLE V. 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. These powers include:

- (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;
- (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 not less than three quarters (3/4) of the members in good standing at a regular or special board meeting.

ARTICLE VI. AMENDMENT OF BY-LAWS

These by-laws may be amended or repealed and new by-laws may be adopted by an affirmative vote of two-thirds 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 by-law revisions, is given to all members not less than thirty (30) days prior to such meeting;
- (3) the requirement for a thirty (30) day advance notice of a proposed by-law amendment or repeal may be waived by the vote of the REAP board 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 VII. COMPENSATION

No member or alternate member of the Regional Economic Area Partnership shall receive a fee for his or her services as a member of REAP. It is understood by the members of REAP that attendance at meetings, committees, and task forces are to be 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 VIII. ADOPTION OF BY-LAWS

Upon an affirmative vote of two-thirds of the membership of the Regional Economic Area Partnership present and voting, these Bylaws are revised this 11th day of February, 2008.

Thomas G. Winters, Chair