

**BYLAWS
OF
ELLSWORTH COUNTY ECONOMIC DEVELOPMENT CORPORATION
F/K/A SMOKY HILL DEVELOPMENT CORPORATION
(Incorporated under the laws of the State of Kansas)
ADOPTED December 6, 2006
AS AMENDED on the 25th Day of January, 2023
Approved by vote of Board of Directors on January 25, 2023**

**ARTICLE ONE
Article and Purpose**

- 1.1 Name:** The organization is incorporated as a not-for-profit entity under the laws of the State of Kansas and shall be known as Ellsworth County Economic Development Corporation. (all references to organization name should be amended to reflect the accurate name)
- 1.2 Purpose:** The purpose of the corporation is to further the economic development of Ellsworth County, the communities within the county, and its environs.

More specifically, the purpose of this corporation is as follows:

1. Promote the county's assets and other resources which will enhance economic growth;
2. To render assistance and encouragement to existing industries and promote ongoing economic activities to ensure their continued operation and growth;
3. To identify, meet, and negotiate with potential new industries and other potential new business enterprises best suited to the resources of the Ellsworth County area;
4. To actively promote Ellsworth County, communities within Ellsworth County, and specific industrial sites and building locations suitable for new business and industry;
5. To encourage the development and implementation of a county-wide economic development plan, working in close liaison with local Chambers of Commerce, city and county governmental units, community organizations, and allied agencies to accomplish this objective; and
6. Upon request, to provide technical assistance to communities located in Ellsworth County to assist them to become more successful in the recruitment of new industries and other businesses which meet the needs of their citizens.

1.3 Objective: The primary objective of the corporation shall be to benefit the Ellsworth County area as measured by increased employment, population, payroll, business volume, an expanding local tax base, and corresponding factors rather than monetary profits for the not-for-profit corporation.

1.4 Limitation of Methods: While being nonpartisan, the Smoky Hill Development Corporation Ellsworth County Economic Development Corporation will stress the promotion and conduct of activities designed to improve the economy of Ellsworth County. Educational and/or promotional efforts involving national, state, and local political issues relating to

economic development will be a part of the corporation's overall program. The corporation, however, will not lend its endorsement to the election of any candidate for any political office.

ARTICLE TWO **Meetings**

- 2.1 Annual Meeting:** The annual meeting of the Ellsworth County Economic Development Corporation shall be held on or before April 30th of each year at a site in Ellsworth County to be determined by the Board of Directors. At this meeting, the general membership Board representatives shall be announced or elected (see elections Article 3 Section 3).
- 2.2 Notice:** Notice of the annual meeting will be properly marketed via the best available marketing strategy.
- 2.3 Director/Annual Report:** At the annual meeting, a statement of the business accomplished during the preceding year shall be submitted in writing or verbally by the President or his/her designee. Additionally, a report by the Treasurer, or his/her designed, will be given on the general financial condition of the corporation. Additional reports may be given as the Board of Directors deems appropriate.

ARTICLE THREE **Directors and Membership**

- 3.1 Board Member Qualifications:** All members of the Board of Directors shall either be employed in or reside in Ellsworth County. In addition, all members of the Board of Directors must be willing to comply with all conflict of interest and confidentiality policies as described below in sections 4.6 and 4.7 respectively.
- 3.2 Number and Selection:** The seated Board of Directors membership shall be as follows: as of the date of the approval of these bylaws are:
1. Appointments from:
 - a) Three (3) County Commission Appointments
 - b) City of Ellsworth Appointment
 - c) City of Kanopolis Appointment
 - d) City of Lorraine Appointment
 - e) City of Wilson Appointment
 - f) City of Holyrood Appointment
 2. Up to Five (5) at-large positions elected by the membership. The total number of at-large positions shall be at the discretion of the Board.
 3. Special Appointments as selected and approved by the Board of Directors
 4. Up to 2 student honorary members from Ellsworth County.

The Board of Directors shall consist of not less than nine (9) and no more than fifteen (15) voting members, for three (3) year staggered terms plus up to two (2) non-voting honorary members. The number of Directors shall be determined by the majority vote of the Board of Directors and may change from year to year.

The board of directors are appointed, selected or elected as follows:

City Appointments:

Each City within Ellsworth County that participates in the financing of the corporation by the approved formula will have one (1) Board member appointed by their governing body. In the event a governing body upon being requested to appoint a board member from their district fails to do so within ten (10) days of the request, then the seated Board of Directors shall appoint a Board member to represent said City.

County Commission Appointments:

The County Commission shall appoint three (3) Board members to represent the County. In the event the County Commission upon being requested to appoint a board member from the County fails to do so within ten (10) days of the request, then the seated Board of Directors shall appoint a Board member from the County.

At-Large Board Member Elections:

- a. **Initial Members:** The initial members of the at-large board member positions as of the date of the approval of these bylaws shall be filled as follows: The board of directors shall select and appoint five (5) members to serve in the initial terms of the at-large board member position. The initial at-large board members first appointed in 2023 shall serve respectively for terms of one year, two years, and three years divided equally or as nearly equal as possible between these terms. Thereafter, at the end of each original term, the at-large board member position shall be subject to the at-large board member election process described below.
- b. **At-large board member election process:** Up to to five at-large board member positions shall be elected by a vote of the general membership of the corporation. The total number of at-large board member positions shall be at the discretion of the board. The general membership of the corporation shall consist of interested companies, corporations, individuals, or groups from within or outside Ellsworth County who pay membership dues to Ellsworth County Economic Development Corporation. Each year in February, the nominating committee will prepare a ballot of prospective board members as described below. The ballot shall be distributed to the general membership by the Director and all ballots shall be collected on or before the regular March meeting each year. The at-large board members elected by the general membership shall be approved by the Board of Directors at the regular March meeting each year.

Special Appointment Board Member Selection:

From time to time, the Board of Directors may find it beneficial to appoint an independent individual to the Board. At the Board's discretion, this may be done with a two-thirds (2/3) vote of the filled Board seats. These appointments must be of professional individuals such as attorneys, accountants, or other professionals that would provide the Board with some skill determined desirable by current Board members. These appointments are counted toward the maximum of fifteen (15) members and shall have full rights and duties of a Board member. However, when appointed the Board may make the appointment for terms of one, two, or three-year terms versus the normal three-year term. At the end of the term selected each Special Appointment Board Member must be re-approved by a two-thirds (2/3) vote of the Board to serve an additional term.

Honorary Student Board Members:

Up to two student honorary board members shall be selected to serve as ex-officio members of the Board of Directors. Those members shall be selected through a voluntary application, interview, and selection process as determined by the Director. Student honorary board members must be residents of Ellsworth County.

- 3.3 Terms:** With the seating of the new Board of Directors under these bylaws, a drawing will be held by the appointed members from the above category 1, 2, and 3 to determine who is appointed for one year, two years, and three years. Aside from the initial terms of the at-large board positions as described above all members of the Board shall serve for three (3) year terms commencing on April 1st and ending March 31st. At the completion of the initial term of each Board of Directors member as herein described, all members of the Board shall be appointed for three (3) year terms commencing on April 1 and ending March 31.
- 3.4 Compensation:** Board of Directors shall serve without compensation for their services except for travel or other out-of-pocket expenses that occurred in the line of performing their Board duties with Board approval.
- 3.5 Removal of Board Members:** Any board member, may be removed, at the discretion of the Board, and declare a vacancy. Such action shall be by a vote of not less than two-thirds (2/3) of the seated members of the Board of Directors.
- 3.6 Failure to Attend Meetings:** Continued failure on the part of a member of the Board of Directors to attend regular or special meetings of the Board may, at the discretion of the Board, be determined sufficient cause to remove any such member from the office as described in section 3.5 above and declare a vacancy. but such action shall be by the vote of not less than two-thirds (2/3) of the seated member of duly appointed members of the Board. Board members may participate in any meeting by means of a conference telephone, electronic conferencing software, or similar communications. If all persons participating in such meeting can hear one another for the entire discussion of the matters to be voted on. Participation in meeting pursuant to this section shall constitute presence in person at such meeting.

3.7 Resignation of Board Member: Any member of the Board of Directors may resign at any time upon filing a written resignation with the organization's President.

3.8 Vacancies: The resignation or removal of any board member as described herein shall create a vacancy. A vacancy in an appointed position shall result in a request of that City or the County to make a new appointment as soon as practicable. If there is a vacancy in the at-large position the Board may appoint an individual to complete the remainder of the term vacated or the Board may choose to have a new board member be elected for that position at the next available election of the general membership in February. The tenure of the new appointment will be to the completion date of the original term.

ARTICLE FOUR **Meetings**

4.1 Regular Meetings: The Board of Directors shall meet at least six (6) times a year including the Annual meeting. The time and place of the meetings are to be properly marketed via the best available marketing strategy so that Ellsworth County citizens may attend if they so choose. It shall be the purpose of these meetings to conduct the business of the corporation and to gain input from members and others present in the implementation of a lasting and effective county-wide economic development program.

4.2 Special Meetings: Special meetings of the Board of Directors may be called at any time by the President or any two Board members at such time and place and for such purpose as the President or calling Board members shall designate. Three days' notice shall be given for a Special meeting unless the President rules the situation as an emergency.

4.3 Telephone or Personal Polling: In the event of an emergency the President, the President's designee, or the Executive Director may conduct a telephone or personal poll of all reachable Board of Directors members. A simple majority of the seated Board members would approve the requested action. That action would be placed on the next agenda at the next meeting of the Board of Director's ratification.

4.4 Organization Meeting: The first order of business of the April meeting or the first meeting following the Annual meeting, whichever is later (See Article 2 Section 1), shall be for the Board of Directors to elect officers who will serve in their respective capacities for the next 12 months, or until the next election.

4.5 Quorum: At any meeting of the Board of Directors where the official business is conducted, a majority of the seated Board of Directors members must be present to constitute a quorum.

4.6 Conflict of Interest: When any matter comes before the Board of Directors in which any Director has a direct personal or financial interest, said Director shall, prior to any discussion, or upon discovery of the conflict, announce a conflict of interest and shall abstain from voting. The Director may respond to questions if asked. The Director so abstaining shall be counted for quorum purposes. Refer to current conflict of interest policy.

4.7 Confidentiality: It is the policy of Ellsworth County Economic Development Corporation that the board members and employees of Ellsworth County Economic Development Corporation will not disclose confidential information belonging to, or obtained through their affiliation with Ellsworth County Economic Development Corporation to any person outside the Board of Directors and Executive Director. In addition, every member of the Board of Directors must sign a confidentiality agreement at the beginning of their term on the Board of Directors.

4.8 Conduct of Meeting: All meetings of the corporation shall be conducted pursuant to Robert's Rules of Order, Revised, except to the extent and degree of other procedural requirements set forth by law, the certificate of incorporation, or these Bylaws.

4.9 Meeting notices: At least three (3) working days prior to the date of each regular meeting, electronic notice including advance agenda are to be provided to each Board member by the Director.

ARTICLE FIVE Financing

5.1 Operational Financing: The operations of the Corporation will be financed through a combination of funding sources including but not limited to:

1. The Ellsworth County Board of Commissioners;
2. The cities within the boundaries of Ellsworth County; and
3. The collection of membership dues from interested companies, corporations, individuals, or groups from within or outside Ellsworth County who make up the general membership of the corporation.

The Corporation may accept gifts, donations, and grants from any legal source to aid the Corporation in carrying out its economic development program and/or Corporation's goals.

If said gifts, donations, or grants include any limitations or requirements as to their use, the Board of Director's approval shall be required before said gifts, donations, or grants can be accepted. Upon approval of the Board of Directors, administrative fees may be charged and collected for services rendered by the Corporation's staff.

The Corporation may with the Board of Director's approval acquire financing necessary for its operation or accomplishment of its goals by grants, donations, or loans.

5.2 Budgets: Annual operating budgets shall be prepared by the officers or staff and approved by the Board of Directors by January 1 of each year for the following calendar year. From time to time during the year, it may become necessary to adjust the budget. This can be done with the Board of Directors' approval as an agenda item at any regular or special meeting.

ARTICLE SIX
Operations

6.1 Election of Officers: The Board of Directors is hereby given the power to elect a President, Vice-President, Treasurer, and Secretary. Said elections are to be held at the first meeting following the annual meeting organizational meeting as specified in Article 4 Section 4.4. Any officer may be removed at any time by a two-thirds (2/3) vote of the full Board of Directors.

6.2 President: The President shall preside at all meetings of the Board of Directors, execute all instruments for and on behalf of the Corporation upon approval of the Board of Directors, and perform all duties as may be prescribed by the Board of Directors from time to time.

6.3 Vice President: In the absence of the President or in the event of his/her inability or refusal to act, the Vice President shall perform the duties of the President and, when so acting, shall have all the powers of and be subject to all the restrictions of the President.

6.4 Treasurer: The Treasurer shall monitor all bookkeeping functions so that full and accurate accounts of receipts and disbursements are ensured. The Treasurer or his/her designee shall give a report at each regularly scheduled Board of Directors meeting.

6.5 Secretary: The Secretary shall attend meetings and record the minutes of said meetings, or delegate the recording thereof. He/she shall have charge of all corporate books, records, and papers, and shall perform all other duties as are incident to his/her office.

Official copies of all minutes, incorporation filings, and official Corporation papers shall be kept on file at the primary place of business of the Corporation. These records shall be open to the public upon request.

6.6 Economic Development Director: The Board of Directors is hereby granted the authority to employ an Economic Development Director called the Executive Director of the Corporation. He/she shall be the Chief Administrative Officer of the Corporation and is subject to the rules, regulations, and policies of the Corporation. He/she shall see that all orders and resolutions of the Board of Directors are carried into effect and shall attend all Board of Directors meetings as a non-voting member. He/she may be an ex-officio member of all committees established by the Board of Directors. The Executive Director may assign such duties to another employee.

6.7 Other Personnel: The Board of Directors, or the Executive Director with Board approval, may hire additional staff, consultants, or resources as need dictates. All other personnel of the Corporation reports to the Executive Director.

6.8 Delegation of Duties: The Board of Directors may, by proper resolution, grant either general or specific authority to the Executive Director to execute instruments for and on behalf of the Corporation.

6.9 Bonding: All officers and employees who handle funds for the Corporation shall be bonded in an amount to be determined by the Board of Directors.

6.10 Checks: All checks, drafts, and orders for payment of money shall be signed in the name of the Corporation and shall be signed by any two of the following: President, Vice President, Treasurer, Secretary, and/or Executive Director.

6.11 Deposits: All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in banks, trust companies, or Ellsworth County depositories as the Board of Directors may select.

6.12 Fiscal Year: The fiscal year of the corporation shall end at the close of business on the last day of December of each year.

ARTICLE SEVEN **Committees**

7.1 Executive Committee: The Executive Committee consists of the President, Vice President, Secretary, and Treasurer. The Executive Committee shall exercise, during intervals between meetings of the Board, such duties and powers as may from time to time be prescribed by the Board, and subject to general direction, approval, and control of the Board.

7.2 Nominating Committee: Every year at the regular September board meeting the Board of Directors shall select and appoint a nominating committee which shall consist of three (3) members of the Board of Directors. The nominating committee shall work together to find prospective members who meet the board member qualifications described above and are willing to serve on the Board of Directors. The prospective members selected by the nominating committee will be on the ballot for the February election of the general membership as described in subsection (b) above.

7.3 Other Committees: The Board of Directors may establish by resolution one or more committees in addition to those provided for in these Bylaws. The President of the Board shall appoint the committee(s) consisting of at least one member of the Board of Directors. Additional appointments to the committee(s) may be made by either Board members, dues-paying members, or the general area population. Each committee shall elect its own Chairperson and establish its own rules governing the conduct of its activities.

ARTICLE EIGHT **Amendments to Bylaws**

8.1 Amendments to Bylaws: These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted at any regular or special meeting of the Board of Directors provided that all Board members are given notice in writing at least ten (10) days before said meeting. A vote of two-thirds (2/3) of seated Board members shall be required to alter, amend or repeal these Bylaws.

I HEREBY CERTIFY that the foregoing is a true and correct copy of the Bylaws as presented to and adopted by the Ellsworth County Economic Development Corporation at a meeting duly called and held on the 25 day of January, 2023 in Ellsworth, KS at 7:00 P.M. at which a quorum was present. Such Bylaws are duly recorded in the minute's book of the Corporation.


By: Secretary