

BY-LAWS AND RULES OF PROCEDURE OF
SHERMAN COUNTY COMMUNITY DEVELOPMENT BOARD

Article 1

NAME AND LOCATION

Section 1. Name. The name of this organization is Sherman County Community Development Board which is organized and existing under an Interlocal Cooperation Agreement of the City of Goodland and Sherman County, Kansas dated January 1, 2021.

Section 2. Location. The principal office of the organization is located at 524 E Hwy 24 Goodland, KS 67735. The telephone number of the organization is 785-890-4524 and the facsimile number is 785-890-4532. Other offices for the transaction of business shall be located at such places as the Board may from time to time determine.

Article 2

MEMBERS

Section 1. Membership. The Sherman County Community Development Board shall be made up of seven members.

Section 2. Term. That the appointees shall each serve a term of three years. All appointees shall serve until their successors are appointed and qualified. The appointee may serve 2 consecutive terms and must sit out at least one year before being eligible to serve again.

Section 3. Board Vacancy. It will be the sole role and responsibility of the existing board to fill board member vacancies in the case of resignation, death, or removal.

Section 4. Member Removal. Removal of a board member is permitted with a majority vote of the sitting board members.

Article 3

MEETINGS

Section 1. Open Meetings Act. That the Board shall be subject to the Kansas Open Meeting Act. All meetings, gatherings and assemblies shall require an open meeting. The notice of meeting, copies of agenda as requested and the submission to executive session shall only be as authorized by law under K.S.A. 75-4317, et seq. That no secret ballots or written ballot shall be allowed.

Section 2. Place and Time of Meeting. That all regular, special or annual meetings shall be held at the principal office of the Board unless the Board designates another location. The regular board meeting shall be once a month on the second Tuesday of the month at 9:30 am.

Section 3. Annual Meeting. That the annual meeting shall be held at the time of the regular monthly meeting for the month of January. At such annual meeting, the board shall elect officers, review annual fiscal reports, adopt a budget and perform any other business which may be transacted within the powers of the Board.

Section 4. Special Meetings. Special meetings of the Board may be called at any time by the Chairperson or by three members of the Board. That such request for a Board meeting shall be made in writing and filed with the Board Office. That notices of special meetings shall be made in the same manner as regular meetings and shall notify all board members, as well as the media and those who have requested notice under the Kansas Open Meetings Act. Only the business for which the special meeting was called may be considered and acted upon at such meeting.

Section 5. Quorum. A quorum for the transaction of business shall be a majority of the appointed, qualified and filled board seats.

Section 6. Voting. All members appointed and qualified shall have one vote. When a questions is put to vote by the chair, every member present should vote, unless excused by abstention. All voting shall be by voice or show of hands. There shall be no proxy voting.

Section 7. Conflict of Interest. That Board members shall refrain from discussion and voting on any issue or proposal that such member might have a direct or indirect financial interest or is in employed. Such member should abstain from voting and so inform the chair of the meeting.

Section 8. Robert's Rules of Order. In all points not covered by the by-laws, rules or the Interlocal Agreement, the Board shall be governed in its procedure by *Robert's Rules of Order, Newly Revised, 10th Edition*.

Article 4

OFFICERS

Section 1. Officers. The officers of the Board shall be a Chairperson, a vice-chairperson, a secretary and a treasurer. The officers shall be elected annually by a vote of the Board at the annual Board Meeting in July and shall hold office for one-year terms. An officer shall hold office until resignation or until a successor is elected.

Section 2. Chairperson. That the Chairperson shall preside at all meetings; shall have the authority to vote and all meetings; and shall have the authority to sign all contracts and agreements.

Section 3. Vice-Chairperson. That the vice-chairperson shall preside at all meetings of the board in the absence of the Chairperson.

Section 4. Secretary. That secretary of the Board shall be the custodian of all the records, books, files, papers, documents and other personal effects belonging to the Board and shall carry on all official correspondence of the Board. The secretary shall attend and keep a record of all proceedings of all regular and special meetings and shall enter every appointment of office and the date thereof in the minutes. The secretary shall enter or place in an official book any and all minutes and resolutions passed by said Board. The secretary shall see that all books and records as set forth herein shall be subject to the Kansas Open Records Act and shall be maintained at a public office open for business and inspection by the public. That for purposes of this section, public office means that said books and records shall be housed at the offices of the Community Development Director or the City of Goodland or County of Sherman and that said records shall be kept for a minimum time period as required by law. The secretary shall see that notices are given for all meetings of the Board.

Section 5. Treasurer. The Board shall elect at least annually a treasurer who shall keep a full and accurate record of the amount of money in each particular fund; the treasurer shall report in writing at least monthly to the Board as to the receipts and expenditures of the Board; and who shall perform any other duties as may be prescribed by the Board governing body. The treasurer shall prepare and submit suitable fiscal records including an annual budget. That it is understood that the fiscal agent paying all vouchers and expenses of the Board is Sherman County.

Article 5

DUTIES AND POWERS OF BOARD

Section 1. Board Authority. The Sherman County Community Development Board is an independent entity created under an interlocal agreement, allowed to conduct the joint operation and promotion of community development within Sherman County. It is understood and agreed that the Cities and County are municipalities and have entered into this agreement pursuant to K.S.A. 12-2901, et seq. The purpose of this agreement is to allow the Cities and County to cooperate on the basis of mutual advantage and provide community development in a manner that will accord best with the geographic, economic, population and funding which influences the needs and development of the Sherman County community. It is understood and agreed that the Board is a separate legal entity and will be allowed to conduct the joint and cooperative action provided for in the interlocal agreement. This separate legal entity is a body corporate in politic and in addition any other powers reasonably necessary to exercise its function, it has the following powers:

- a. To sue and be sued in its corporate name;
- b. To take and hold any 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 it;
- d. To make contracts;
- e. To hire employees;
- f. To have and use a corporate seal.

Section 2. Cash Basis Law. The Board shall be subject to the cash basis law, K.S.A. 10-1101, et seq. and shall not create an indebtedness or financial obligation unless there is money on hand, unencumbered by previous commitments, with which to pay the indebtedness. All contracts and budgets of the Board shall comply with the cash basis law. The Board shall establish a purchasing policy and shall formalize procedures which are to be used to assure good prices and proper use of taxpayer dollars. Sherman County shall act as the fiscal agent for the Board shall assure that the funds of the Sherman County Community Development Board are invested in accordance with investment policies, which allow for the term of the investment, the types of allowable investments, the safety and protection of the funds. That any annual audit shall be required only on the books and records of Sherman County.

Section 3. Financing. That it is necessary to provide financing for the purposes of ensuring that actions promoting community development can take place pursuant to this agreement. In order to provide a financial base to provide community development within the county the following shall be adopted:

Fiscal year is defined as January 1st to December 31st. In no event shall the respective contributions of the County of Sherman or City of Goodland exceed the amount of budget expenditure as submitted by the Board at budget time in the previous year. That the contributions shall be made annually, at a minimum, by the City of Goodland and County of Sherman, based upon the budget submitted for that year.

That said contributions shall continue for the life of this agreement and that these funds will be used only for the purposes of promoting, advancing, and administering community development within Sherman County. That should any entity fail to pay their contributing share under this agreement, then it will be considered that they are no longer participants on Sherman County Community Development Board.

Section 4. Insurance. The Sherman County Community Development Board shall maintain adequate insurance, which shall include scheduled coverage for buildings and equipment, public officials' errors and omissions policy, which shall include protection

for the community development operations and general liability. That said coverage shall be of an adequate nature and the named insured shall be the Sherman County Community Development Board as well as the respective public agencies named herein.

Section 5. Board Powers. The powers of the Board shall be fully set forth herein and shall include the administration, promotion, advancement and promotion of community development within Sherman County. The Board shall have broad general powers regarding matters concerning the community development, including but not limited to:

- a. To adopt By-laws and Rules of Procedures, as necessary for management purposes. To amend said By-laws and Rules of Procedure as necessary.
- b. The development of a mission and vision for community development.
- c. The development of a strategic plan of short term and long term community development goals.
- d. The development of a Community Profile summarizing the conditions and factors, which might influence economic well-being in Sherman County, as well as conducting studies regarding improving economic conditions in Sherman County.
- e. The prioritizing of community needs including a broad range of community development goals which might include maintaining businesses and industry, procuring new businesses and industry, promoting redevelopment in the Cities and County, and promoting the quality of life, including appropriate housing for citizens of Sherman County.
- f. Application for, use of, administration of any grants or loans from the United States, the State of Kansas or any other governmental entity or private source for the benefit of a community development plan for Sherman County.
- g. Select, appoint, discharge and negotiate as to employees connected with the Board, including an community development director and any independent contractors, which the Board shall find necessary. That the Board shall be the supervising authority of any staff so employed
- h. Expenditures of any monies allocated to the Board;
- i. To make annual budget recommendations and to prepare their own budget based upon needs of the Board.
- j. Enter into leases for the operation of community development within Sherman County. All such leases and contracts shall be for a fixed term and shall specify the consideration or compensation to be paid to the Board for such.

k. The Board shall be authorized, subject to any limitations imposed by contract to issue bonds, notes, or other evidence of indebtedness in its own name, on behalf of the public agencies that are or become parties to the agreement creating the separate legal entity for those purposes for which this public agency is authorized pursuant to the constitutional laws of the State of Kansas to issue bonds, notes or other evidence of indebtedness. Such bonds, notes or other indebtedness shall be first approved by the respective public agencies, including the County of Sherman and the City of Goodland and shall be payable from or secured by any property, interest or income of this separate legal entity, from whatever source derived which shall not constitute a charge against or indebtedness of any public agency on behalf of which such bonds, notes or indebtedness are issued. In issuing such bond, notes or indebtedness, such separate legal entity known as the Sherman County Community Development Board, shall act as the authorized authority of the public agencies on behalf its bonds, notes or other indebtedness are issued, and the interest on such bonds, notes or other indebtedness shall be exempt from taxation under the laws of this state;

l. The Board shall not itself levy taxes or borrow money and shall not approve any claims or incur any obligations for expenditures unless said expenditures are allowed in a current operating budget. All expenditures shall be authorized by voucher and forwarded to Sherman County for approval and payment.

m. The Board and employees shall engage in community development activities for the betterment of Sherman County. This shall be defined to include, but not limited to, the following activities: The promotion of Sherman County, Kansas through economic development, convention and visitors, and chamber of commerce related activities.

Section 6. Reports. As soon as possible at the end of each physical year, the Board shall prepare and present to the governing bodies of the respective public agencies a comprehensive annual report of its activities and finances.

Section 7. Open Records Act. That the Board shall be subject to the Open Records Act and all records, which are public, shall be open for public inspection as provided by, and subject to the restrictions imposed by the Kansas Open Records Act. K.S.A. 45-215 and amendments thereto. All requests for documents under said Act shall be made to the Executive Director at the Board Office during normal business hours. The custodian of the records shall be the Executive Director. Any person requesting access to open public records shall abide by the procedures which are or may be adopted by the Board for record inspection and copying.

Article 5

EMPLOYEES

Section 1. Employees. The Board may, as they deem appropriate to fulfill the duties of said Board, employ persons as an Executive Director and other staff as necessary to perform the function of community development for Sherman County. The Board shall establish job descriptions, qualifications and guidelines for employee conduct and performance. The executive director shall have the primary responsibility for planning, directing, managing and overseeing community development activities for Sherman County. All employees of the Board shall be deemed employed by Sherman County Community Development and subject to the provisions of the Sherman County Community Development Employee Handbook.

Article 6

NOTICES AND AMENDMENTS

Section 1. Notices. Any notices required shall be made in writing and shall be addressed to Sherman County Community Development, 524 E Hwy 24, Goodland, KS 67735. info@gogoodland.org

Section 2. Amendments. That these by-laws and regulations may be amended or repealed by a majority vote of the Board at any regular or special meeting. Advance notice of the intent to amend or repeal the by-laws shall be made in writing at least ten days in advance of such meeting.

Passed and adopted by a majority vote of the members on this _____ day of January 2021.

Benjamin Schears
Chairperson

Gennifer Golden House
Secretary