

Amended Constitution And By-laws

of

The City Attorneys Association of Kansas

ARTICLE I

The name of this organization shall be the City Attorneys Association of Kansas (the CAAK), which shall be an affiliated association of the League of Kansas Municipalities (the League), a voluntary, nonprofit, nonpartisan federation of Kansas cities.

ARTICLE II

Purposes

The purposes of CAAK shall be to do all of the following, but not for pecuniary profit:

1. To perpetuate the CAAK as an agency for the cooperation of all city attorneys of Kansas in the practical study of municipal legal problems;
2. To hold annual, mid-year and other meetings for the discussion of legal and other questions affecting city governments;
3. To share information among city attorneys in order to enable them better to perform their functions;
4. To study legislation, court decisions and administrative rulings relating to the public interest of the cities of Kansas, and to publish the results of such studies for the use of city attorneys;
5. To strengthen the quality of legal representation of cities through continuing education and the publication of newsletters and other works of interest in the field of municipal law;
6. To be an educational and research organization for the benefit of city attorneys representing Kansas cities which are members of the League;
7. To provide city attorneys the opportunity to exchange ideas, to consult with one another, and to meet with persons in or associated with municipal law;
8. To recognize persons who have made significant contributions to the area of municipal law;

9. To further the goals and purposes of the League, and in the furtherance of its own encompassed goals and purposes, to take no action in conflict with the constitution of the League, nor to jeopardize the tax-exempt status of the League; and
10. To assist in, initiate, and/or participate in effective advocacy before tribunals regarding issues impacting municipalities and municipal law.

ARTICLE III

Offices

The principal office of the CAAK shall be the principal place of business of the League at 300 SW 8th Avenue, Topeka, Kansas 66603.

ARTICLE IV

Membership and Dues

SECTION 1. Voting Members. Every full-time or part-time city attorney, deputy city attorney, assistant city attorney and municipal court prosecutor, by whatever title they may be designated, who represents as legal counsel, by appointment or contract, on a more or less regular basis any city of the first, second or third class that is a member of the League, and League staff members who are duly admitted to practice law in the State of Kansas, shall be eligible for voting membership in the CAAK. No voting member may vote while his or her membership dues and fees for attendance at annual and mid-year meetings of the membership are in arrears.

SECTION 2. Non-Voting Associate Members. Any other attorney admitted to practice law in the State of Kansas who has a substantial interest in municipal law may become a non-voting associate member upon approval of the Board of Directors. All membership must be consistent with the purposes of this association.

SECTION 3. Transfer of Membership. Membership in this association is not transferable or assignable.

SECTION 4. Termination of Membership.

- (a) The membership of any member shall automatically terminate when the member no longer meets the qualifications set out in Section 1 or Section 2 above.
- (b) The Board of Directors, by affirmative vote of two-thirds of the membership of the Board, may suspend or expel a member for cause after an appropriate hearing.

SECTION 5. Questions as to Membership Status. Questions as to the status of an applicant as either a voting member or a non-voting associate member shall be resolved by the Board of Directors.

SECTION 6. Dues. The amount of annual dues to be paid by each voting member and each non-voting associate member of the CAAK shall be determined by a majority vote of the Board of Directors. All annual dues shall be payable on or before the 1st day of January of each year.

ARTICLE V

Meetings and Voting

A. Membership.

SECTION 1. Membership Meetings. The annual meeting of the voting membership of the CAAK shall be held in the spring of each year, although no later than June 30, in a manner and time to be designated by the Board. A mid-year meeting may be held in conjunction with the annual meeting of the League; unless otherwise designated by the Board. All meetings of the membership of the CAAK shall be held in the State of Kansas.

SECTION 2. Special Membership Meetings. Special meetings of the voting membership of the CAAK may be called by the President, the Board of Directors, or not less than one-tenth of the voting members in a manner and time to be designated by the Board of Directors.

SECTION 3. Notice of Membership Meetings. Written notice stating the location, day and hour of any meeting of the voting membership of the CAAK shall be delivered by mail, email, telefacsimile, or by such other method as a member may authorize, not less than 10 days before the date of such meeting. The purpose or purposes of any special meeting shall be identified in the notice thereof, and no other business than that identified in the call may be conducted at a special meeting.

SECTION 4. Quorum for Membership Meetings. The number of voting members of the CAAK present at any annual or mid-year meeting thereof shall constitute a quorum for the transaction of business. For purposes of determining presence, members may appear in person, by telephonic communication, or thorough an Internet-based medium, if available. Presence of not less than two-tenths of the voting members shall be necessary to constitute a quorum for a special meeting.

SECTION 5. Voting by Membership. Except for membership votes taken by mail or email ballot pursuant to Section 14(e), in all transactions requiring official decisions of the CAAK, each voting member present at an annual, mid-year or special meeting shall have one vote upon each matter to be considered. Voting shall not be cumulative nor by proxy. Non-voting associate members shall be entitled to participate in the meetings and affairs of the CAAK, but shall not have a vote, nor shall their presence be counted for quorum purposes.

SECTION 6. Presumption of Assent. A voting member of the CAAK who is present at an annual, mid-year or special meeting at which an action on any matter is taken shall be presumed to have assented to the action taken, unless his or her dissent shall be entered in the minutes of the meeting or unless he or she shall personally deliver a written dissent to such action with the person acting as the secretary of the meeting, before the minutes thereof have been approved, or shall forward such dissent by mail to the Secretary of the meeting after the adjournment of said meeting. To be effective, all dissents must be received prior to approval of the minutes to which they relate.

SECTION 7. Informal Action by Members. Any action that may be taken at a membership meeting may be taken without a meeting if written consents thereto setting forth the action so taken is provided by voting members representing at least 75% of the cities of the State of Kansas and filed with the Secretary of the CAAK. Board of Directors.

B. Board of Directors.

SECTION 8. General Powers. The business and affairs of the CAAK shall be governed by the Board of Directors.

SECTION 9. Regular Meetings of the Board of Directors. Regular meetings of the Board of Directors shall be held twice each year, once on a date agreed upon by a majority of the Board prior to the date of the annual meeting of the membership and once on a date agreed upon by a majority of the Board prior to the date of the mid-year meeting of the membership. Unless otherwise agreed by a majority of the Board, the regular meetings of the Board of Directors shall be held in the offices of the League.

SECTION 10. Special Meetings of the Board of Directors. The President, the Executive Secretary or any three members of the Board of Directors may call a special meeting of the Board of Directors.

SECTION 11. Notice of Meetings. Written notice stating the location, day and hour of any meeting of the Board of Directors of the CAAK shall be delivered by mail, email, telefacsimile or such other method as a Director may authorize to each member of the Board of Directors not less than 10 days before the date of such meeting, unless exigent circumstances require a shorter time. The purpose or purposes of special meetings shall be stated in the notice thereof, and no other business than that identified in the call may be conducted at a special meeting.

SECTION 12. Quorum of the Board of Directors. A quorum for the transaction of business of the Board of Directors shall be nine members of said Board of Directors. If less than such a quorum is present at a regular meeting, the majority of the members of the Board of Directors then present may either adjourn the meeting from time to time, without further notice, or may act on the business and obtain written ratification of its acts by an affirmative vote of a majority of the Board of Directors, within 30 days of the said action. For the purposes of determining presence, Board members may appear in person, by telephonic communication, or through an Internet-based medium, if available.

SECTION 13. Voting by the Board of Directors. All actions of the Board of Directors must be decided by a majority vote of those present. A tie vote defeats the proposal.

SECTION 14. Interim Voting.

- (a) When members of the Board of Directors are not assembled for one of their regular or special meetings or are not assembled at annual meetings, mid-year meetings or special meetings of the membership, the Board of Directors may conduct the affairs of the CAAK, including filling officer vacancies, by mail or email ballot.
- (b) Ballots shall be formulated to permit a "yes" or "no" vote. Said ballots shall be telefaxed, emailed or mailed to each member of the Board of Directors no less than 10 days prior to the deadline for the voted ballot to be returned to the CAAK, unless exigent circumstances require a shorter time, in which event the time allowed for

voting shall be clearly stated and shall be sufficient to permit return of the ballot to the CAAK offices.

- (c) Each ballot shall be signed and dated by the person voting thereon, shall be telefaxed, emailed or mailed to the Executive Secretary of the CAAK, and shall be retained for one year following said vote. Unsigned or undated ballots shall not be counted.
- (d) The Executive Secretary shall tabulate and announce all interim election. results to each member of the Board of Directors; upon written request, a member of the Board of Directors may be advised of and have copies of each ballot cast in said election.
- (e) The Board of Directors may refer any matter to the voting membership for determination at a regular meeting of the membership or by mail or email ballot.

SECTION 15. Presumption of Assent. A member of the Board of Directors who is present at a meeting of the board at which an action on any matter is taken shall be presumed to have assented to the action taken, unless his or her dissent shall be entered in the minutes of the meeting or unless he or she shall personally deliver a written dissent to such action with the person acting as the secretary of the meeting, before the minutes thereof have been approved, or shall forward such dissent by mail to the Secretary of the meeting after the adjournment of said meeting. To be effective, all dissents must be received prior to approval of the minutes to which they relate.

SECTION 16. Parliamentary Procedure. The membership, the Board of Directors and any standing or *ad hoc* committees thereof shall be guided in their deliberations by the most recent edition of the League of Kansas Municipalities "Code of Procedure for Effective Meetings."

ARTICLE VI

Officers and Board of Directors

A. Officers.

SECTION 1. Officers. The officers of the CAAK are as follows:

- (a) President;
- (b) First Vice-President;
- (c) Second Vice-President;
- (d) Secretary;
- (e) Treasurer;
- (f) Immediate Past President (*ex officio*).

SECTION 2. Election and Terms of Office of Officers. Officers shall be elected at the annual meeting of the membership to one year terms by a majority of the votes cast for each position by voting members present. Officers shall take office immediately upon their election.

SECTION 3. Nominations for Officer Positions. Nominations for officer positions shall be made by the Nominating Committee and also may be made by voting members from the floor at annual meetings.

SECTION 4. Qualifications of Officers. An officer must hold a voting membership in the CAAK and be a member of the Board of Directors at the time of election and must continue as a voting member during his or her term of office.

SECTION 5. Powers and Duties of Officers. The powers and duties of the officers of the CAAK shall be such as by general usage are indicated by the title of their offices, but at a minimum they shall have the following powers and duties:

- (a) President: The President shall call and preside at all meetings of the membership of the CAAK and at all meetings of the Board of Directors. The President, acting through the Executive Secretary, shall prepare the agenda of all meetings of the Board of Directors. The President may appoint members to all standing and *ad hoc* committees except as otherwise provided herein. The President shall represent the CAAK at meetings of the League's Legislative Policy Committee, provided, that the President is a municipal officer. The President shall further carry out any other duties delegated to the president by the Board of Directors. The President may attend the annual conference of the International Municipal Lawyers Association at CAAK expense. In the event of a vacancy in the position of President, the First Vice-President shall succeed to the office of President for the unexpired term.
- (b) First Vice-President: In the absence or incapacity of the President, the First Vice-President shall perform the duties of the President, and shall further carry out any other duties delegated to the First Vice-President by the Board of Directors. A vacancy in the office of First Vice-President shall be filled for the remainder of the unexpired term by the Second Vice-President.
- (c) Second Vice-President: In the absence or incapacity of the President and First Vice-President, the Second Vice-President shall perform the duties of the President, and shall further carry out any other duties delegated to the Second Vice-President by the Board of Directors. A vacancy in the office of Second Vice-president shall be filled for the remainder of the unexpired term by the Secretary.
- (d) The Secretary, acting through the Executive Secretary, shall give notice and keep minutes of all meetings of the CAAK membership and of the Board of Directors; shall maintain the CAAK membership list; shall notify all members of the Board of Directors of the time, date, and location of board meetings; shall be responsible for the municipal legal news publications of the CAAK, and their distribution to the CAAK membership; and shall further carry out any other duties delegated to the Secretary by the Board of Directors. A vacancy in the office of Secretary shall be filled for the remainder of the unexpired term by the Treasurer.
- (e) Treasurer: The Treasurer shall account for all financial matters of the CAAK and report thereon at the annual meeting; shall render such financial statements as the Board may require; shall deposit all funds of the CAAK to the credit of the CAAK in such bank as the Treasurer shall select; shall have the authority to execute any and all checks and other negotiable instruments authorized by the Board of Directors on behalf of the CAAK; and shall further carry out any other duties delegated to the Treasurer by the Board of Directors. A vacancy in the office of Treasurer shall be filled for the remainder of the unexpired term from among the nine additional directors.

- (f) Immediate Past President: The Immediate Past President shall serve to promote participation in CAAK activities. The Immediate Past President shall perform other duties as the Board may request in order to use the talents and experience of this officer to the best advantage of the CAAK.

SECTION 6. Removal.

- (a) The subsequent loss of eligibility to participate in the CAAK as a voting member shall disqualify the officer from holding or continuing to hold office.
- (b) Any officer elected or appointed may be removed by an affirmative vote of two-thirds of the membership of the Board of Directors whenever in its judgment the best interests of the CAAK will be served thereby.

B. Board of Directors.

SECTION 7. Board of Directors. The Board of Directors shall be composed of the following:

- (a) President;
- (b) First Vice-President;
- (c) Second Vice-President;
- (d) Secretary;
- (e) Treasurer;
- (f) Immediate Past President (*ex officio*);
- (g) Nine Directors;
- (h) Past Presidents for the Previous Ten Years excluding the Immediate Past President;
- (i) Executive Secretary (*ex officio*).

SECTION 8. Election and Terms of Office of Directors. In addition to the Officers of the CAAK, nine additional members of the Board of Directors shall be elected by the voting membership of the CAAK at their annual meetings. The terms of the nine additional members of the Board of Directors shall be for a period of three years and shall be staggered so that three directors will be elected each year. Directors shall take office immediately upon their election. The Executive Secretary shall be such attorney as may be designated by the Executive Director of the League.

SECTION 9. Nominations for Director Positions and the Filling of Vacancies. Nominations for the nine additional Board of Directors positions shall be made by the Nominating Committee and also may be made by voting members from the floor at annual meetings. Members of the Board of Directors shall take office immediately upon their election. A vacancy in the position of one of the nine additional members of the Board of Directors shall be filled by the President from the voting membership of the CAAK for the remainder of the unexpired term.

SECTION 10. Qualifications of Directors. A Director must hold a voting membership with the CAAK and must continue as a voting member during his or her term of office.

SECTION 11. Past Presidents. Provided that the city attorney continues to meet all requirements for membership as set forth in Section 10, upon concluding the one year term as Immediate Past President, such city attorney will remain on the Board of Directors as a Past President for ten years. After the passage of ten years, the past president will leave the Board

of Directors, unless reappointed to another term as a Director. Any past president currently holding a position on the Board of Directors in another capacity shall fulfill the current term and then serve out the years remaining on the ten year Past President term before leaving the Board of Directors. All eligible Past Presidents under this section shall take positions on the Board of Directors, if not already members of the Board, for the remainder of the ten year Past Presidents term.

SECTION 12. Powers and Duties of the Board of Directors. The Board of Directors shall be responsible for establishing the location, date and time of the annual and mid-year meetings of the membership of the CAAK and for establishing the program and agenda of such meetings; for overseeing the annual dues structure and the fee structure for attendance at annual and mid-year meetings of the membership; for adopting the annual budget of the CAAK; for entering an annual agreement for services with the League; for publishing in some form the seminar papers from the annual and mid-year meetings; for serving in an advisory capacity to the League's Special Committee on Municipal Legal Defense, the League Governing Body and the Executive Director of the League on whether briefs *amicus curiae* should be filed or not be filed on behalf of the League.

SECTION 13. Duties of the Executive Secretary. The Executive Secretary shall act as attorney for the CAAK. The Secretary shall assist the President in the performance of the duties of the President, as the President may direct. The Executive Secretary also shall assist the Secretary in the performance of the duties of the Secretary, as the Secretary may direct. The Executive Secretary shall arrange for all aspects of each annual and mid-year meeting of the membership, as the Board of Directors shall direct. The Executive Secretary shall perform such other duties as the Board of Directors may direct. The Executive Secretary shall keep records of his or her time spent on CAAK matters.

SECTION 14. Removal.

- (a) The subsequent loss of eligibility to participate in the CAAK as a voting member shall disqualify the director from holding or continuing to hold office.
- (b) Any member of the Board of Directors may be removed by an affirmative vote of two-thirds of the membership of the Board of Directors whenever, in its judgment, the best interests of the CAAK would be served thereby.

SECTION 15. Compensation. Officers and Directors shall not be compensated for serving in their respective capacities; except, that compensation for the services of the Executive Secretary shall be paid to the League from the membership dues, fees for attendance at annual and mid-year meetings of the membership, and from other revenues of the CAAK.

ARTICLE VII

Committees

SECTION 1. Committees of Directors. The Board of Directors by a majority thereof may designate one or more committees, standing or *ad hoc*, each of which shall consist of two or more directors, which committees, to the extent provided in such action, shall have and exercise the authority of the Board of Directors in the management of the CAAK, but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of

Directors, or any individual director, of any responsibility imposed on the Board of Directors by this Constitution and By-Laws.

SECTION 2. Nominating Committee.

- (a) There shall be a standing committee on nominations whose duty it is to present to the annual meeting a list of nominees for election as officers and directors.
- (b) The Nominating Committee shall consist of not fewer than three nor more than five voting members of the CAAK appointed by the President prior to the annual meeting of the membership.
- (c) The Nominating Committee shall seek to nominate, from the voting membership of the CAAK, those who can best provide effective and dynamic leadership. In that evaluation, they may consider all relevant factors, including representational balance from across the state, scholarship, standing in the legal community, and past contributions to the CAAK. Attendance at annual and mid-year meetings of the full membership may be considered; however, absence shall not be a disqualification for office.

ARTICLE VIII

Miscellaneous

SECTION 1. Participation in Other Organizations. The CAAK may join or cooperate with other national, state and local attorney organizations which will benefit the CAAK and its members.

SECTION 2. Contracts and Finance. The Board of Directors may authorize any officers of the CAAK to enter into any contract or execute and deliver any instrument in the name of and on behalf of the CAAK, and such authority may be general or may be confined to specific instances. The CAAK shall not have power to bind future Boards of Directors, nor to bind the League to pay for goods and services without League consent. The President, or the First Vice-President, and the Secretary shall be signatories to such agreements as are authorized.

SECTION 3. Amendment to the Constitution and By-Laws. This Constitution and By-Laws may be amended by the voting members of the CAAK, who are present at any annual or mid-year meeting of the CAAK. Amendment shall require a vote in favor of amendment by at least two-thirds of the number of full voting members present. The Secretary shall provide the text of any proposed amendment to all voting members at least 30 days before the meeting at which the amendment is to be considered.

SECTION 4. Termination and Devolution. Upon termination of the CAAK as an affiliated association of the League, all assets of the CAAK shall become the property of the League.

SECTION 5. Indemnification. Volunteer members of the Board of Directors, officers and committee members of CAAK shall have the same indemnification with respect to their liability for damages, costs and expenses for acts or omissions within the scope of their authorized function for CAAK which they would have if they held corresponding positions in the League of Kansas Municipalities.

GOVERNING DOCUMENT

This Constitution and By-Laws governs the CAAK and supersedes all prior Constitutions and By-Laws of the City Attorneys Association of the State of Kansas.

CERTIFICATE OF ADOPTION

The undersigned Secretary of the City Attorneys Association of Kansas and the undersigned President of the League of Kansas Municipalities hereby certify that the following actions were duly taken by the respective entities on the date set forth within the statement of each action in the process of adoption of this Amended Constitution and By-Laws:

1. The approval of this Amended Constitution and By-Laws by the CAAK Board of Directors on the 6th day of June, 2014.
2. The adoption of this Amended Constitution and By-Laws by the approving vote of a majority of the CAAK members attending their annual meeting on the 6th day of June, 2014.
3. The approval of this Amended Constitution and By-Laws by the Governing Body of the League of Kansas Municipalities on the ___ day of _____, 2014.

Tamara Niles, Secretary
City Attorneys Association of Kansas

Date

John Deardoff, President
League of Kansas Municipalities

Date