ARTICLE I -- NAME, PRINCIPAL OFFICE AND PURPOSES

1.1 Name. The name of this non-profit, non-stock corporation is the Kansas Bar Association (the “Association”).

1.2 Principal Office. The principal office shall be located at 1200 SW Harrison Street, Topeka, Kansas or at such other place as may be determined by the Board (defined below) within the State of Kansas.

1.3 Purposes. The purposes for which the Association is formed are:

(a) To uphold and defend the Constitution of the United States of America and of the State of Kansas;

(b) To advance the professionalism and legal skills of lawyers;

(c) To promote the interests of the legal profession;

(d) To provide services to its members;

(e) To advocate positions on law-related issues;

(f) To encourage public understanding of the law; and

(g) To promote the effective administration of our system of justice.

The Association’s purposes include, but are not limited to, any purposes set forth specifically in its Amended and Restated Articles of Incorporation, as may from time to time be amended (the “Articles”).

Further, the Association is a business league (i.e., professional association) within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986, as amended or the corresponding section of any future United States Internal Revenue Law (the “Code”). As such, no part of the Association’s net earnings may inure to the benefit of or be distributable to its members, Governors, officers or other private persons, except that the Association is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles.

To further the Association’s purposes and mission, the Association has and may exercise all of the powers conferred by the provisions of the Kansas General Corporation Code, as may from time to time be amended (the “KGCC”), not outside the scope of the Articles and these Bylaws.
ARTICLE II – MEMBERSHIP

2.1 Regular Members.

a. Any person of good moral character in good standing as a member of the bar of a state, territory or possession of the United States is eligible to be a regular member (“Regular Member”) of the Association, under such conditions and with such rights, privileges and limitations as the Board may provide. Regular Members shall have full voting rights with respect to the Association.

b. The Board may establish certain sub-categories of Regular Members from time to time. The current sub-categories of Regular Members include:

(i) Judicial Members. Any district court or appellate judge geographically seated within the State of Kansas is eligible to become a judicial member (“Judicial Member”) of the Association under such conditions and with such rights, privileges, and limitations as the Board may provide.

(ii) Life Members. Any person who has been a Regular Member of the Association for fifty (50) years or more is eligible to become a life member (“Life Member”) of the Association under such conditions and with such rights, privileges, and limitations as the Board may provide.

(iii) Inactive Members. Any person who has registered as retired, or has registered as disabled due to mental or physical disabilities, or has been transferred to disability inactive status with or by the Kansas Supreme Court is eligible to become an inactive member (“Inactive Member”) of the Association under such conditions and with such rights, privileges, and limitations as the Board may provide.

2.2 Associate Members.

a. Any person of good moral character who fits within criteria established by the Board is eligible to be an associate member (“Associate Member”) of the Association, under such conditions and with such rights, privileges, and limitations as the Board may provide. Associate Members shall have no voting rights with respect to the Association.

b. The Board may establish certain sub-categories of Associate Members from time to time. The current sub-categories of Associate Members include:

(i) Non-Lawyer Magistrate Judge Members. Any non-lawyer magistrate judge geographically seated within the State of Kansas is eligible to become a non-lawyer magistrate judge member (“Non-Lawyer Magistrate Judge Member”) of the Association under such conditions and with such rights, privileges, and limitations as the Board may provide.

(ii) Law Student Members. Any currently enrolled law student is eligible to be a law student member (“Law Student Member”) of the Association under such conditions and with such rights, privileges, and limitations as the Board may provide.

(iii) Paralegal Members. Any paralegal practicing within the State of Kansas is eligible to become a paralegal member (“Paralegal Member”) of the Association under such conditions and with such rights, privileges, and limitations as the Board may provide.

2.3 Termination of Membership. Any member may resign his or her membership at any time upon notice given in writing or by electronic transmission to the Association. If a member is in default in payment of dues or any other monetary obligation to the Association, membership may be terminated by the Board. If a member is disbarred or suspended from the practice of law in any state, territory, or possession of the United States by a final order or judgment, or if a member ceases because of
misconduct to be a member of the state or federal bar of such a jurisdiction, his or her membership in
the Association will automatically cease upon issuance of such final order or judgment or cessation of
membership. No dues shall be refunded to any member whose membership terminates or is terminated
for any reason.

2.4 **Dues.** Dues will be established based on membership classification (including sub-categories), and
may be increased or decreased from time to time, to reflect the needs of the Association as determined
by the Board.

2.5 **Eligibility to Hold Office.** Any Regular Member in good standing shall be eligible for nomination and
election to any elective office of the Association. Associate Members shall be ineligible to hold any
elective office of the Association

2.6 **Member Classification Exclusive.** No person may concurrently hold more than one classification of
member status with the Association.

**ARTICLE III -- MEETINGS AND VOTING**

3.1 **Meetings of the Board.** The Board shall meet at least two times per year, at such times and places as
the Board shall determine. The Board shall hold other meetings at such times and places as the
President or the Executive Committee shall determine. Any member of the Association shall be
entitled to attend any meetings of the Board.

3.2 **Special Meetings of the Board.** Special meetings of the Board may be called by the President, the
Executive Committee or by any three (3) Governors. The person or persons calling a special meeting
of the Board may fix any place in the United States, either within or without the State of Kansas, as
the place for holding the special meeting of the Board called by them. Only those matters that are
within the purpose or purposes described in the meeting notice required by these Bylaws may be
conducted at a special meeting of the Board.

3.3 **Board of Governor Meeting Notice; Waiver of Notice.** Notice of any Board of Governor meeting,
stating the place, day and hour of the meeting, the means of remote communication, if any, and, in the
case of a special meeting, the purpose(s) for which the meeting is called, will be delivered or given to
each Governor entitled to vote at such meeting in writing or by electronic transmission not less than
three (3) business days before the date of the meeting. Notice of a meeting may be delivered personally
or mailed, sent by facsimile transmission or e-mail, to the address, facsimile number or e-mail address
for the Governor as it appears on the records of the Association.

A Governor may waive any notice required by these Bylaws, before, at or after the date and time stated
in the notice. The waiver must be in writing or by electronic transmission, signed by the Governor
entitled to the notice, and delivered to the Association for inclusion in the minutes or filing with the
Association’s records. A Governor attendance at a meeting waives objection to lack of notice or
defective notice of the meeting, unless such member at the beginning of the meeting objects to holding
the meeting or transacting business at the meeting. A Governor waives objection to consideration of
a particular matter at a meeting that is not within the purpose or purposes described in the meeting
notice, unless such Governor objects to considering the matter when it is presented at such meeting.

3.4 **Consent to Board of Governor Action Without Meeting.** Any action that may be taken at a meeting
of the Board may be taken without a meeting, without prior notice and without a vote, if a consent or
consents in writing or by electronic transmission, setting forth the action so taken, are signed by
Governors having not less than the minimum number of votes that would be necessary to authorize or
take such action at a meeting at which all Governors having a right to vote were present and voted and
shall be delivered to the Association by delivery to its registered office in this state, its principal place
of business or an officer or agent of the Association having custody of the books in which proceedings
of meetings of the Board are recorded. Prompt notice of the taking of any action without a meeting
by less than unanimous written consent shall be given to those Governors who have not consented in
writing or by electronic transmission and who, if the action had been taken at a meeting, would have
been entitled to notice of the meeting if the record date for notice of such meeting had been the date
that a written consent or consents signed by a sufficient number of Governors to take the action were
delivered to the Board as provided above.

3.5 **Board Quorum. Voting.** A quorum at any meeting of the Board, shall consist of one-third (1/3) of the
Governors. Each Governor shall be entitled to one (1) vote on all questions coming before a meeting.
Unless otherwise specifically provided by these Bylaws, the vote of a majority of the Governors
present at a meeting at which a quorum is present shall constitute the act of the Board. Voting rights
of a Governor may not be delegated to another individual nor exercised by proxy.

3.6 **Board of Governor Meetings by Conference Telephone or Similar Communications Equipment.** A
Governor entitled to vote at a meeting may participate in any meeting of the Board by means of a
conference telephone or other communications equipment by means of which all persons participating
in the meeting can hear each other, and participation in a meeting in this manner will constitute
presence in person at such meeting.

3.7 **Removal; Vacancies.** A vacancy on the Board occasioned by the death, incapacity, or removal of a
Governor may be filled at any meeting of the Board. Any Governor elected to fill a vacancy on the
Board will serve a term expiring as of the scheduled expiration date of the term of his or her
predecessor. A vacancy on the Board occasioned by a resolution of the Board or an amendment to
these Bylaws, the effect of which is to increase the number of Governors, may be filled at a regular
meeting of the Board, or a special meeting of the Board called for such purpose. Any Governor elected
to fill a vacancy created by an increase in the number of Governors shall serve until the next annual
election of Governors or until his or her successor is elected and qualified. Any occurrence that results
in a reduction of Board seats will not affect the remaining, unexpired term of any then seated Governor.

3.8 **Resignation.** Any Governor may resign at any time upon notice given in writing or by electronic
transmission to the Association. Such resignation will be effective upon receipt unless it is specified
to be effective at some other time or upon the happening of some other event.

procedure shall be instructive in conducting meetings and proceedings of this Association, and the
same may be invoked by the chair of any such meeting or proceeding in such chair’s discretion.

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**ARTICLE IV -- BOARD**

4.1 **Powers.** The governing body of the Association is the Board of Governors (the “Board”). The
business and affairs of the Association shall be managed by the Board. The Board shall have and is
vested with the power and authority to supervise, control, direct, and manage the assets, business and
affairs of the Association.

4.2 **Composition and Qualifications.** The membership of the Board shall be comprised of “Governors.”
Only Regular Members of the Association in good standing may serve as a Governor. The Governors
shall be comprised of the following persons:

(a) **District Governors.** One or more Governors (as provided below) shall be elected from among
the Regular Members of the Association who reside or have their primary office in each
geographic district ("District"), as established below, by the Regular Members residing or having their primary office in such District by vote of a plurality of such Regular Members casting votes in such election.

- **District No. 1**: The county of Johnson.
- **District No. 2**: The counties of Atchison, Brown, Doniphan, Douglas, Franklin, Jackson, Jefferson, Leavenworth, Miami, Nemaha, Osage, Pottawatomie, and Wabaunsee.
- **District No. 3**: The counties of Allen, Anderson, Bourbon, Cherokee, Crawford, Labette, Linn, Montgomery, Neosho, Wilson, and Woodson.
- **District No. 4**: The counties of Butler, Chase, Chautauqua, Coffey, Cowley, Elk, Greenwood, Lyon, and Sumner.
- **District No. 5**: The county of Shawnee.
- **District No. 6**: The counties of Clay, Cloud, Dickinson, Ellsworth, Geary, Lincoln, Marion, Marshall, McPherson, Morris, Ottawa, Republic, Riley, Saline, and Washington.
- **District No. 7**: The county of Sedgwick.
- **District No. 8**: The counties of Barber, Barton, Harper, Harvey, Kingman, Pratt, Reno, Rice, and Stafford.
- **District No. 9**: The counties of Clark, Comanche, Edwards, Finney, Ford, Grant, Gray, Greeley, Hamilton, Haskell, Hodgeman, Kearny, Kiowa, Lane, Meade, Morton, Ness, Pawnee, Rush, Scott, Seward, Stanton, Stevens, and Wichita.
- **District No. 11**: The county of Wyandotte.
- **District No. 12**: All geographic areas outside of the State of Kansas.

Each District shall have at least one (1) Governor. To the extent that any District has more than 400 Regular Members who reside or have their primary office in such District, then such District shall have the number of additional Governors determined by dividing the total number of Regular Members who reside or have their primary office in such District by 400, with any fractional portion thereof being disregarded. Should a District’s Regular Member membership decrease to the point where an additional position on the Board is no longer numerically supported under such formula, such reduction in the number of Governor positions eligible for election from such District shall take effect at the next election following such decrease, provided that no then empaneled Governor’s current term of office shall be reduced as a result of any such reduction. In no event will any District have more than three Governors.

(b) **Officers.** The following elected officers of the Association shall each serve as a Governor concurrent with the term of their office: President, President-Elect, Vice President, Secretary-Treasurer. The Immediate Past President and the President of the Young Lawyers Section shall each serve as a Governor concurrent with the term of their office.
American Bar Association Delegates. Those American Bar Association (“ABA”) Delegates who are Regular Members of the Association, including the ABA State Delegate, State Bar Delegates, the Young Lawyer Delegate, or any Delegate at Large to the ABA House of Delegates, and any Regular Member who is a member of the ABA Board of Governors, shall each serve as a Governor concurrent with the term of their office.

Diversity Seat. Every three years, or in the event of a vacancy, the President, subject to the approval of the Board, may appoint one (1) person who is a Regular Member to a three-year term as a Governor. The purpose of this appointment is to promote diversity on the Board so that it better represents the membership and to encourage diverse viewpoints which may not otherwise be represented on the Board. The Executive Committee should encourage such appointed Governor to seek an elected position on the Board following the conclusion of their appointed term. An appointed Governor may not be re-appointed for a subsequent term, but may seek election to the Board at any time. Only one person may serve as a Governor pursuant to this paragraph at any given time. The right of the President to make an appointment pursuant to this paragraph will expire following the 2021 Board election cycle.

No Compensation. Governors and officers shall not receive any compensation for their services.

Vacancies. The Board shall fill all vacancies on the Board, except those of an Organizational Representative, occurring by death, removal or resignation, and such appointee shall serve until the completion of the unexpired term of his or her predecessor.

Organizational Representatives. The following persons, or their respective designee, shall serve as ex-officio, non-voting Board participants concurrent with the term of his or her office: (1) President or Vice President of the Kansas District Judges Association; and (2) President of the Kansas Bar Foundation or his or her designee.

ARTICLE V – ELECTIONS AND TERMS OF OFFICE

District Governors. Each District shall elect representatives to the Board (Governors) as follows:

(a) Governor candidates from a District shall be nominated by petition signed by at least twenty-five (25) Regular Members of the Association who reside or have their primary office in the District. The nominating petition shall be filed with the Executive Director on or before February 1 in the year in which the election is to occur.

(b) Election of Governors shall be by confidential electronic or mail ballots cast by Regular Members of the Association who reside or have their primary office within the District in which the open Governor seat to be elected is held.

The Executive Director shall cause ballots to be prepared and disseminated to each member eligible to vote on or before May 15 in the year in which the election is to occur. The ballot shall contain instructions that it must be returned to the Association by a day certain, which date shall not be less than 15 days from the date of notice. The candidate(s) receiving a plurality of the votes cast in the election for Governor seats for a particular District shall be elected. If there is an uncontested Governor position, the sole nominated candidate shall be deemed elected. The term of office for each Governor shall commence on July 1 of the year of their election.

(c) In the event any District fails to nominate a Governor, then a candidate for such Governor position shall be submitted by the Nominating Committee.
(d) Each Governor elected to represent a District shall serve a three (3) year term. No Governor elected to represent a District may serve more than two (2) complete consecutive terms in succession.

5.2 Officers and Other Board Positions. The Nominating Committee shall make one or more nominations each year for the offices of Vice President and Secretary-Treasurer and for the positions of KBA Delegate to the ABA House and the ABA Young Lawyer Delegate as provided in Bylaw 7.2(g). Nominations may also be made for such offices and positions by nominating petition bearing fifty (50) signatures of Regular Members with at least one signature from each Governor District. All nominations by petition shall be filed with the Executive Director of the Association on or before February 1 in the year in which the election is to occur.

After the close of nominations and in the event of a contested election, the Executive Director shall conduct an election for such contested officer position(s) by ballot in conjunction with and in the manner provided for the election of District Governors. If there is an uncontested officer position, the sole nominated candidate shall be deemed elected. The term of office of all officers shall be for one (1) year beginning July 1 and ending June 30 of the following year. No person may hold more than one office or Board position simultaneously.

5.3 KBA Delegate(s) to the ABA House. There shall be elected delegates from the Association to the House of Delegates of the American Bar Association (ABA) who meet the qualifications established by the ABA. Each Delegate shall serve for a two-year term. If there is more than one delegate, the expiration of the terms shall be alternated so that the terms are staggered. Delegates may serve for no more than three complete consecutive terms. Candidates for Delegate shall be nominated by the Nominating Committee and/or by petition as the terms expire. KBA Delegates to the ABA House shall be elected in the same manner as Association officers.

ARTICLE VI -- SECTIONS

6.1 Establishing or Combining Sections. The Board shall consider the establishment of new Sections and the combination or discontinuance or change of names of existing Sections on its own motion or on a petition and report subscribed and endorsed by at least twenty five (25) members of the Association.

The report shall show substantial compliance with the following requirements:

(a) At least six (6) weeks prior to the meeting at which action upon proposal is contemplated the proponents thereof shall have filed with the Executive Director a statement setting forth:

(i) The contemplated jurisdiction of the Section, which shall be within the legal objectives of the Association and not in substantial conflict with the jurisdiction of any existing Section, standing committee or special committee, the continuance of which is contemplated after the Section is established;

(ii) The proposed charter of the Section, which shall contain a definition of its jurisdiction;

(iii) The proposed activities of the Section for the first two (2) years of its operation;

(iv) A petition signed by no less than twenty five (25) members of the Association who assert their intention to apply for membership in the Section;

(v) A statement of the need for the proposed Section.

(b) In the case of a combination of Sections, a statement of any jurisdiction that will not be carried into the combination shall also be filed.
6.2 **Bylaws.** Each Section shall have a charter not inconsistent with the Articles and Bylaws of the Association. Section charters or amendments thereto shall become effective when approved by the Board.

6.3 **Discontinuance and Change of Name of Sections.** The Board by a two-thirds (2/3) vote of the members in attendance at a meeting where a quorum is present may discontinue or change the name of any Section. No Section may be discontinued or its name changed until the officers of the Section have received at least 30 day prior written notice. Such officers shall be given the opportunity to present whatever oral or written comments they may wish to the Board to consider before voting upon such discontinuance or change of name.

6.4 **General Membership.** Members of the Section must be members of the Association and must meet the charter requirements of the respective Section.

6.5 **Officers.** A Section shall have a President and such other officers as its charter provides. The officers shall be the governing body of the Section unless the Section’s charter otherwise provides.

6.6 **Dues.** Dues shall be collected and disbursed by the Association to a Section in accord with the duly approved annual budget of the Section, which shall be a component of the Association’s budget, and whatever policies and procedures the Board may establish in this regard. The Board maintains the authority to establish a minimum dues amount to cover the costs of Section administration.

6.7 **Meetings.** A Section shall hold at least one annual meeting of its membership. Failure to so meet may, in the discretion of the Board, result in an elimination of such Section.

6.8 **Existing Sections.** All existing Sections shall remain in existence unless discontinued pursuant to Section 6.3 of these Bylaws.

**ARTICLE VII -- COMMITTEES**

7.1 **Executive Committee.** The Executive Committee of the Board shall be comprised of the President, President-Elect, Vice President, Secretary-Treasurer, President of the Young Lawyers Section, and two (2) At-Large members elected annually by the Board from the membership of the Board.

(a) Subject to such prohibitions, limitations and conditions as the Board may prescribe from time to time, the Executive Committee will possess and may exercise any and all of the powers and duties of the Board in the interim between meetings of the Board as may be permitted by law, provided that all actions of the Executive Committee will be subject to the paramount power of the Board and will not conflict with any expressed policies of the Board. Notwithstanding the foregoing, the Executive Committee will not have the power or authority of the Board to engage in the following acts:

(i) Authorize distributions to members, Governors, officers, agents or employees except in exchange for value received;

(ii) Approve or recommend to members the dissolution or merger of the Association, or the sale, pledge or transfer of all or substantially all of the Association’s assets; or

(iii) Adopt, amend or repeal the Articles or these Bylaws.

(b) The Executive Committee will keep a complete record of its activities and regularly report them to the Board at every meeting thereof. All action taken by the Executive Committee will be subject to revision, alteration or change by the Board, provided that rights of third persons will not be affected thereby.
(c) The Executive Committee is charged with the preparation and supervision of the annual budget and supervision of the financial administration of the Association, and of its internal and staff operation. Specific responsibilities of the Executive Committee shall include, without limitation:

(i) Propose an annual budget for adoption by the Board.

(ii) Review and make recommendations regarding Association income and expenditures, investments and other asset management.

(iii) Review the Employee Retirement Plan and its administration.

(iv) Advise the Board on financial policies and procedures as they relate to proposed projects and activities.

(v) Conduct an annual performance evaluation of the Executive Director and make recommendation to the Board regarding the Executive Director’s performance, compensation and benefits as part of the budgeting process.

(vi) Periodically review and make recommendations regarding the Association personnel policies and internal operations.

(vii) Perform such other duties as may be prescribed by the Board.

7.2 Nominating Committee. The Nominating Committee of the Board shall be comprised of members appointed by the President with the consent of the Board subject to the following requirements:

(a) Existing or past officers of the Association shall be a minority of the Nominating Committee.

(b) The immediate past President (or a past President if the immediate Past President is not available), shall be a member of the Nominating Committee and shall serve as its Chair.

(c) There shall be at least one (1) member of the Nominating Committee from (i) each District, (ii) the Diversity Committee and (iii) the Young Lawyers Section.

(d) The Nominating Committee shall give published notice of the date or dates of its meetings and shall solicit nominations from members of the Association at large and local bar associations.

(e) Without establishing quotas, an effort shall be made to make the Nominating Committee reflective of the general composition of the Association as to age, gender, race and area of legal practice.

(f) The Nominating Committee Chair from the immediately preceding year shall serve as an ex-officio member of the Committee.

(g) The Nominating Committee shall have the authority to designate one or more candidates for the statewide election of Secretary-Treasurer, Vice President, KBA Delegate to the ABA House and the ABA Young Lawyer Delegate. Such nominations shall be filed with the Executive Director on or before February 1 of each year. The Nominating Committee shall also have the authority to nominate one or more candidates for any District Governor position in the event no nominating petition is filed for any vacancy. Such nominations must be filed with the Executive Director on or before February 15 of each year.

7.3 Other Committees. In addition to the Executive Committee and the Nominating Committee there shall be such other standing, special and ad hoc committees as the Board may create and designate. The Board may designate, by resolution passed by a majority of the whole Board, one or more committees, each committee to consist of one or more of the Governors of the Association. Each such committee:
(a) Shall have such purpose as may be determined from time-to-time by resolution approved by the Board;
(b) Shall have and exercise such powers and authority as the Board may from time-to-time designate and confer.

The delegation of authority to any committee will not operate to relieve the Board or any Governor from any responsibility imposed by law.

7.4 Recordkeeping. All committees will, unless otherwise directed by the Board, keep regular minutes of the transactions at their meetings and will cause them to be recorded in books kept for that purpose in the office of the Association and will report the same to the Board.

7.5 Quorum. Unless otherwise provided in the resolution of the Board designating a committee, one-third of the whole committee will constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present will be the act of the committee.

ARTICLE VIII -- OFFICERS

8.1 Officers. The Association shall have a President, a President-Elect, a Vice President and a Secretary-Treasurer.

8.2 Resignation and Vacancies. Any officer may resign at any time upon notice given in writing or by electronic transmission to the Association. Acceptance of such resignation shall not be necessary to make it effective. Election or appointment of an officer does not in itself create contract rights. Vacancies occurring in any of the offices of the Association shall be filled for their unexpired term by the Board.

8.3 President. The President shall serve as Chair of both the Board and the Executive Committee. The President shall make all required appointments of standing and special committees with the approval of the Board. The President may execute all contracts and other instruments for and on behalf of the Association and will do and perform all other things for and on behalf of the Association as the Board may authorize and direct.

8.4 President-Elect. The President-Elect shall automatically succeed to the office of President on 1 July of the year following ascension to office. Duties of the President-Elect shall be delegated by the Board. The President-Elect shall perform the duties of the President in the event of the President’s unavailability or inability to serve.

8.5 Vice President. The Vice President shall automatically succeed to the office of President-Elect on 1 July of the year following ascension to office. Duties of the Vice President shall be delegated by the President or the Board. The Vice President shall perform the duties of the President-Elect in the event of the President-Elect’s unavailability or inability to serve.

8.6 Secretary-Treasurer. The Secretary-Treasurer shall be in charge of the Association’s funds and records. He or she shall collect all member dues and/or assessments; shall have established proper accounting procedures for the handling of the Association’s funds and shall be responsible for the keeping of the funds in such banks, trust companies and/or investments as are approved by the Executive Committee. He or she shall report on the financial condition of the Association to the Board and at other times when called upon by the President. At the end of each fiscal year, he or she shall prepare an annual report that shall include an audit or review (as applicable) by a certified public accountant. At the expiration of his or her term of office, he or she shall deliver over to his or her successor all books, accounts, and other property in his or her charge, or in the absence of a successor,
shall deliver such properties to the President. He or she will cause to be issued notices of all meetings in accordance with these Bylaws or as required by law; the proper recording of proceedings of meetings of the Association, the Board and all committees (including, without limitation, the Executive Committee); carry into effect all orders, votes and resolutions of the Association, the Board and all committees, not otherwise committed; and the maintenance of membership records. Such duties of the Secretary-Treasurer may be delegated to the Executive Director.

8.7 **Executive Director.** The Board shall employ a salaried Executive Director. The terms and conditions of employment of the Executive Director shall be specified by the Board. The Executive Director shall be responsible for oversight and direction of all management functions of the Association. The Executive Director shall manage and direct all activities of the Association as prescribed by the Board and shall be responsible to the Board. The Executive Director shall employ, fix the compensation of and may terminate the employment of such staff of the Association as is necessary to carry on the work of the Association, within the economic parameters of the Association budget approved for each fiscal period. The Executive Director shall define the duties of the staff, supervise their performance, establish their titles and delegate their responsibilities as shall, in his or her judgment, be in the best interest of the Association.

**ARTICLE IX -- FINANCE**

9.1 **Fiscal Period.** The fiscal period of the Association shall be as prescribed by the Board.

9.2 **Bonding.** Fidelity bonds shall be furnished by such officers or employees of the Association as the Board may direct. The amount of such bonds, if any, shall be determined by the Board.

9.3 **Budget.** With recommendation of the Executive Committee, the Board shall adopt in advance of each fiscal period an annual operating budget covering all activities of the Association for such prospective period.

9.4 **Audit.** The accounts of the Association shall be audited not less frequently than every three fiscal periods, and shall be reviewed in each intervening fiscal period, by a Certified Public Accountant retained for such purpose by the Executive Committee on behalf of the Association. Such Certified Public Accountant shall report to the Board.

**ARTICLE X -- SEAL**

The Association shall have no seal. The Association may utilize its historic seal for decorative purposes.

**ARTICLE XI -- ELECTRONIC COMMUNICATIONS AND SIGNATURES**

Electronic communications, records and signatures may be used in connection with all matters contemplated by these Bylaws except to the extent prohibited by applicable law. Except as may be specifically set forth herein, the parties may use and rely upon electronic communications, records and signatures for all notices, waivers, consents, undertakings and other documents, communications or information of any type sent or received in connection with the matters contemplated by these Bylaws. An electronically transmitted (but not oral) document will be deemed to satisfy any requirement under these Bylaws or applicable law that such document be “written”, “in writing” or the like. An electronic signature or electronically transmitted signature by any person on any document (properly authenticated) will be deemed to satisfy any requirement under these Bylaws or applicable law that such document be “signed” or “executed” by such person. An electronic transmittal or communication (but not oral) of a document will constitute delivery of such document. None of the Association, any member or any Governor may contest the authorization for, or validity or enforceability of, electronic records and electronic signatures, or the admissibility of copies thereof, under
any applicable law relating to whether certain agreements, files or electronic records are to be in writing or signed by the party to be bound thereby.

**ARTICLE XII -- AMENDMENT OF BYLAWS**

These Bylaws may be amended by a majority vote of the entire Board, provided that a copy of the proposed amendments are provided to each officer and Governor not less than thirty (30) days before the meeting at which they are to be considered. All amendments to the Bylaws shall be published in The Journal of the Kansas Bar Association promptly following adoption.

**ARTICLE XIII -- DATE EFFECTIVE**

All provisions of the Bylaws of the Association heretofore existing are hereby repealed and replaced in their entirety by these Bylaws, and the provisions hereof shall be in full force and effect from and after the date of their adoption by the Board.