

# BY-LAWS OF HARVEY-MARION COUNTY COMMUNITY DEVELOPMENTAL DISABILITY ORGANIZATION

## ARTICLE I

### **NAME**

The name, by which the CDDO shall be known, is the Harvey-Marion County CDDO, hereafter referred to as HMCDDO.

## ARTICLE II

### **OFFICE**

#### **Section No. 2.01**

#### **Principle Office**

The principle office of the HMCDDO in the State of Kansas shall be located at Newton, Kansas.

## ARTICLE III

### **ORGANIZATION**

The HMCDDO is organized to carry out the objectives and purposes of K.S.A. 1972 Supp. 19-4001 et seq, The DD Reform Act of 1995, Substitute for House Bill 2458, Article 64 of the Kansas Department of Social and Rehabilitation Services Substance Abuse, Mental Health & Developmental Disabilities, (SAMH&DD) Rules and Regulations, the annual contract between the Community Developmental Disability Organization and the Kansas Department of Social and Rehabilitation Services, approved by the Board of Directors and also includes but is not limited to the following:

#### **Section No. 3.01**

#### **Purpose of Organization**

- A. To act as the Community Developmental Disabilities Organization for Harvey/ Marion County, Kansas and the service area for Harvey-Marion Counties.
- B. To serve as the single point of application, determination of eligibility, referral services and assistance in obtaining services for individuals with developmental disabilities in Harvey/ Marion County in accordance to Article 30-64-23 of the Kansas Department of Social and Rehabilitation Services Substance Abuse, Mental Health & Developmental Disabilities, Rules and Regulations and any amendments thereto.
- C. To formalize the roles of individuals with developmental disabilities and their families. To be accomplished by establishing persons served council of community members to address issues of the planning and implementation of services, methods of processing complaints and other inter-agency and service system issues in the HMCDDO service area in accordance with Article 30-64-31 of the Kansas Department of Social and Rehabilitation Services Substance Abuse, Mental Health & Developmental Disabilities, Rules and Regulations and any amendments thereto.
- D. To provide service responsibilities in accordance with the Kansas Department of Social and Rehabilitation Services Substance Abuse, Mental Health & Developmental Disabilities, Rules and Regulations and any amendments thereto, including but not limited to the following:
  - 1. Procedures Applicable to the Service Area (30-64-21)
  - 2. Quality Enhancement/Quality Assurance (30-64-26) & (30-64-27)
  - 3. Gate keeping (30-64-29)
  - 4. Fiscal Management (30-64-33)
  - 5. Annual Budget Planning Report (30-64-34)
- E. To cooperate with all public, private and religious agencies and other professional groups in the furtherance of these ends and promote public education in the areas of understanding the needs of the developmentally disabled.

#### **Section No. 3.02**

#### **Benefits of**

To acquire by purchase, gift, devise, bequest, grants, or otherwise and to hold, use and dispose of by sale, lease, mortgage, or pledge real and personal property of every kind and description for purposes of the HMCDDO as herein set forth.

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**Section No. 3.03** **Non-Discrimination**

All facilities, services and employment of the HMCDDO, maintained and operated by the HMCDDO shall be available to consumer and employees without regard to race, sex, religion, age, handicap, nationality, or disability. The HMCDDO shall not deny employment to anyone based on Title VII of the Civil Rights Act of 1964 or the Americans with Disabilities Act of 1990.

**Section No. 3.04** **Governing of**

The HMCDDO shall be governed by a Board of Directors appointed by Harvey/Marion County Commissioners whose members shall be the sole voting members of the HMCDDO.

**Section No. 3.05** **Meetings**

The HMCDDO monthly meeting shall be determined by the time designated on the board calendar established and approved by the Board of Directors. Kansas Open Meeting Statutes and Kansas Open Records Statues apply to this organization.

**Section No. 3.06** **Dissolution of**

Upon dissolution of the HMCDDO, the Board of Directors shall, after paying or making provision for payment of all of the liabilities of the HMCDDO, dispose of all of the assets of the corporation as approved by the Marion/Harvey Commissioners.

**Section No. 3.07** **Record Keeping**

The HMCDDO shall keep correct and complete books and records of accounts and shall keep minutes of the proceedings of the board and shall keep the record at the registered or principal office. These should be available for review by designated representatives of each counties commission.

**Section No. 3.08** **Fiscal Year**

The fiscal year of the CDDO shall begin on the first day of July and end on the last day of June of each year.

**Section No. 3.09** **Harvey-Marion County CDDO Seal**

The board shall provide a seal, which shall be in the form of a circle and shall have inscribed thereon the name of the Harvey/Marion County CDDO and these words, "HARVEY/MARION COUNTY CDDO Established 2007."

## **ARTICLE IV**

### **Board of Directors**

**Section No. 4.01** **Officers and Term**

The officers of the Board of Directors shall be:

- A Chairperson
- A Vice Chairperson, (The Vice-Chairperson is eligible to move up to the chair position upon a vote of the board)
- A Secretary,
- A Treasurer,

and such other officers as Board of Directors may authorize, all of whom shall be voting members elected or appointed by the Board of Directors from among the Board of Directors' membership at the January meeting and shall hold office for a period of one (1) year commencing on the 1<sup>st</sup> day of July and ending on the last day of June. No officer, as duly elected by the Board of Directors, shall serve in that elected capacity more than two (2) consecutive years.

**Section No. 4.02** **Directors Non-Liable**

Board of Directors members shall not be liable for any debts or obligations of the HMCDDO and shall not be subject to any assessment.

**Section No. 4.03** **Voting Rights**

Each Board member shall be entitled to one vote on each matter submitted to a vote of members.

**Section No. 4.04** **Manner of Acting**

The act of a majority of the directors' present at a meeting at which a quorum is present shall be the act of the board.

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## **Section No. 4.05 Compensation**

Directors shall not receive any compensation for their services as directors.

## **Section No. 4.06 Directors Removal from Office**

- A. A board of director member may be recommended to the County Commission to be removed from the board of directors, for cause, by the vote of not less than three-fourths of the members present at a meeting of the members, provided notice of such proposed action shall have been duly given in the notice of the meeting and provided the director has been informed in writing of the charges preferred against him at least 10 days before such meeting. Any vacancy created by the removal of a director by the commission shall be filled by appointment by the County Commissioners; said person to serve for the remainder of the term of the removed director.
- B. Any board of director member who is absent from three (3) consecutive meetings without excuse satisfactory to the board shall be deemed to have surrendered his position as a member of the board of directors.

## **Section No. 4.07 Resignation of Office**

Any member may resign by filing a written resignation with the Secretary of the Board.

## **Section No. 4.08 Financial Reports**

The Board of Directors shall:

- A. Develop and approve an annual budget.
- B. Review and approve monthly financial reports.
- C. As soon after the fiscal year as possible, an audited report for the year, completed by a Certified Public Accountant will be provided for review and approval. The Board of Harvey County Commissioners and the Board of the Marion County Commissioners will be provided a copy the annual audit and copies of financial reports, receipts, invoices or any other financial information requested by either or both boards.

## **ARTICLE V**

### **Meetings of Directors**

#### **Section No. 5.01 Annual Meeting**

An annual meeting of the directors shall be held during the month of April; beginning with the year 2008, at a time decided upon by the Board of Directors for the purpose of electing officers and for the transaction of such other business as may come before the meeting. If the election of officers shall not be held on the day designated herein for any annual meeting, or any adjournment thereof, the board shall cause the election to be held at a special meeting of the directors as soon thereafter as convenient.

#### **Section No. 5.02 Special Meetings**

The Chairperson or Vice-Chairman may call a special emergency meeting at any time giving eight (8) hours notification to all board members. A phone quorum may be obtained for advice and consent on issues for approval. The results shall be entered into permanent record at the next board meeting.

#### **Section No. 5.03 Place of Meetings**

The Chairperson or Board of Directors may designate any place within Harvey or Marion counties, as the place for the annual meeting or for any special meeting called by the board. If no designation is made or if a special meeting be otherwise called, the place of meeting shall be the principle office of the in said state.

#### **Section No. 5.04 Notice of Meetings**

Written or printed notice stating the place, day and hour of any meeting of members shall be delivered either personally or by mail, to each member entitled to vote at such meeting, not less than three or more than thirty days before the date of such meeting, by or at the direction of the Chairperson, or the secretary, or the officers or persons calling the meeting. In case of a special meeting or when required by statute or By-Laws. If mailed, the notice of meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at his address as it appears on the records of corporation, with postage thereon prepaid. Public notice shall be sent within 48 hours to the official newspaper in Harvey County and the

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official newspaper in Marion County.

## **Section No. 5.05**

### **Quorum**

At any meeting, a quorum shall consist of greater than 50% of the appointed directors, or their designated proxy.

## **Section No. 5.06**

### **Parliamentary Rules**

All meetings of the HMCDDO, its Board of Directors, and its committees shall be governed by the parliamentary rules and usages contained in the current edition of Roberts Rules of Order.

## **ARTICLE VI**

### **Officers Duties**

#### **Section No. 6.01**

#### **Chairperson**

- A. The Chairperson shall preside over all meetings of the Board of Directors, shall be ex-officio member of all committees and shall have the general powers and duties of supervision and management usually vested in the Chairperson of the organization. Chairperson will have the power to co-sign his/her signature to drafts or orders and loans approved by the Board of Directors.
- B. Chairperson will have the power to appoint the Chairpersons of all sub-committees whose term shall run concurrent with the term of the Chair of the Board of Directors.
- C. The Chairperson shall be insured in the amount determined by approval of the Board of Directors.
- D. The Chairperson shall perform any of the duties that may be delegated to him/her by the board.

#### **Section No. 6.02**

#### **Vice-Chairperson**

The Vice-Chairperson shall assume the duties of the Chairperson in the absence of the chairperson.

#### **Section No. 6.03**

#### **Secretary**

The Secretary shall attend the meetings of the Board of Directors and shall preserve in books of the organization true minutes of the proceedings of all such meetings. The Secretary shall be the custodian of the organization records, sign all the minutes of the meetings, as approved by the Board of Directors, and verify for accuracy.

#### **Section No. 6.04**

#### **Treasurer**

- A. The Treasurer shall be the custodian of all funds and verify with signature and date the monthly report on the state of finances for the organization as approved by the Board of Directors.
- B. All contracts, checks, drafts, loans, or orders for the payment of money in amounts as approved by the Board of Directors shall require co-signatures in any combination of the following Officers:
  1. The Treasurer of the Board of Directors
  2. The Chairperson of the Board of Directors; and/or
  3. The Vice Chairperson of the Board of Directors
  4. The Secretary of the Board of Directors

## **ARTICLE VII**

#### **Section No. 7.01**

#### **Executive Director**

- A. The Board of Directors shall select and hire an Executive Director who shall be its representative in the management of the corporation. The Executive Director shall be given the necessary authority and responsibility to operate any and all of its facilities and services.
  1. The Board of Directors shall annually contract for the employment of the Executive Director.
  2. The Executive Director shall be insured in the amount approved by the Board of Directors.
  3. The Executive Director is authorized, upon approval of the Board of Directors, to co-sign all contracts.
  4. The Executive Director is responsible for reviewing and authorizing expenditures, including but

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- not limited to payables, invoices, staff timesheets, and expense reimbursements.
- B. The Executive Director is authorized to prepare all necessary documents and instruments required to make application to become eligible to receive funds administered by any source available, authorizing the Executive Director to sign such prepared documents and instruments and agreeing to accept funds issued via any program under the terms and conditions of the funding agency.
  - C. The authority and duties of the Executive Director shall include those responsibilities commonly assigned to an employee of this status, in keeping with the policies and orders of Board of Directors.
  - D. The Executive Director shall have the authority to hire and dismiss any and all staff personnel, assigning or rotating job positions in consultation with the Board of Directors.

## **ARTICLE VIII**

### **Standing Committees**

#### **Section No. 8.01**

#### **Sub-Committees**

The board of directors may assign or dissolve Sub-Committees as it deems necessary. The Sub-Committees may be involved with finance, services provided, or Special Sub-Committees.

## **ARTICLE IX**

### **Section No. 9.01**

#### **Conflict of Interest**

- A. Members of the Board of Directors shall not knowingly engage in any activities or transactions in material conflict with their duties and obligations to the organization while serving in such capacity.
- B. Directors shall not conduct private business in a manner which places them at a special advantage because of their association with HMCDDO.
- C. Any duality of interest or possible conflict of interest on the part of any Board of Director should be disclosed to the other members of the Board and made a matter of record, either through an annual procedure or when the interest becomes a matter of Board action.
- D. Any Board of Director having a duality of interest or possible conflict of interest on any matter should not vote or use personal influence on the matter. The minutes of the meeting should reflect that a disclosure was made, and the abstention from voting and the quorum situation.

## **ARTICLE X**

### **Section No. 10.01**

#### **Repeal or Amendment of By-Laws**

These By-Laws may be recommended to be repealed or amended by a majority vote of the members of the Board of Directors present at any annual meeting of the members. Or at any meeting called for such purpose, at which a quorum is present; provided however, no such action shall change the purposes of the corporation so as to impair its rights and powers under law; or to waive any requirement of bond or any provision for the safety and security of the property and fund of the corporation or its members; or to deprive any member without his/her expresses assent, of rights privileges, or immunities then existing. Notice of an amendment to be offered at any member shall be given not less than three (3) nor more than thirty (30) days before such meeting and shall set forth such amendment.

### **APPROVAL:**

August 6, 2007, by unanimous vote of the Board of Directors.

### **AMENDMENTS:**

ARTICLE VI, Section No. 5.05, Quorum, amended July 16, 2012, by unanimous vote of the Board of Directors.

ARTICLE VI, Officers Duties, and ARTICLE VII, Section No. 7.01, Executive Director, amended March 19, 2018, by unanimous vote of the Board of Directors.