

# Notice of Proposed Bylaw Change

## Explanation:

As KWORCC continues to grow and fewer people attend the KAC annual meeting, it has become increasingly difficult to ensure that a quorum meeting the current standard is present at the annual meeting. Therefore the KWORCC Trustees are asking the KWORCC Members to lower the quorum threshold so that business may be conducted. Additionally, as the US mail has become less reliable, we are adding an option to email notice of Membership meetings, but extending the time to provide notice from 15 days to 30 in advance of the meeting. All of these changes are located in Article 10 of the KWORCC Bylaws. The complete text of which is provided below, followed by the proposed Article 10 with the recommended changes.

Current Article 10.

## **ARTICLE 10. Members' Powers and Meetings.**

- 10.1 At any meeting held pursuant to Section 10.2, the Members shall have the power to:
- a. Elect Trustees pursuant to Article 6.
  - b. Remove any elected or appointed Trustee from the Board by a two-thirds vote of the Members present at a meeting.
  - c. Dissolve the Cooperative by a two-thirds vote of the Members present at a meeting. Written notice of any proposed dissolution of the Cooperative shall be provided to each Member at least thirty days in advance of the vote thereon.
  - d. Amend this Agreement by a two-thirds vote of the Members present at a meeting. Written notice of any proposed amendment shall be provided to each Member at least thirty days in advance of the vote thereon. If Members have received advance written notice of the proposed amendment in accordance with this paragraph, Members may revise the proposed amendment during the meeting as long as the revision does not materially change the purpose and intent of the proposed amendment and a minimum of two-thirds of all Member Counties votes in favor of the proposed revision at the meeting. However, if less than two-thirds of the Member Counties vote to revise the published amendment, the revision nevertheless may be passed if: (i) two-thirds of the Members present at the meeting approves the revision; (ii) such amendment, as revised, is sent to the Member Counties with opportunity to object within 30 days after such meeting and (iii) within thirty (30) days from said mailing, less than 35% of the Membership provides written objection (by majority vote of Commissioners) to the said revised amendment.
- 10.2 Members shall meet at least once annually at such time and place, within the State of Kansas, as shall be designated from time to time by the Board and stated in the Notice of meeting. Special meetings may be called by the Board or pursuant to a procedure to be established by the Board, and shall be called upon written request executed by at least thirty percent (30%) of the Members.

- a. Notice of any Membership meeting shall be mailed by the Administrator to each Member at least fifteen days in advance, which notice shall state the place, date and hour of the meeting, and in the case of a special meeting, the purpose(s) thereof. If mailed, such notice shall be deemed to be given when deposited in the United States mail, postage prepaid, directed to the Member at the Member's address as it appears on the records of KWORCC. Attendance by a Member at a meeting shall constitute a waiver of notice of such meeting, except where the Member attends a meeting for the express purpose of objecting, at the beginning at the meeting, to the transaction of any business because the meeting is not lawfully called or convened.
- b. The president of the Board shall preside at the meeting.
- c. Fifty percent (50%) of the Members shall constitute a quorum to do business.
- d. Proxy voting shall not be allowed.
- e. Each Member shall be entitled to one vote, to be cast by its representative, or, in the absence of its representative, by an alternate representative approved by the Member in writing, and whose credentials are satisfactory to the Board pursuant to guidelines established by the Board and published to the Members.
- f. In the event a meeting is called with proper notice and a quorum is not present, but at least twenty-five percent (25%) of the Members are present, the Members present may conduct the meeting and take action to elect Trustees pursuant to Article 6 and other such action necessary for the conduct of business by the Pool, but not actions listed in Article 10 that require a two-thirds vote. Any action at said meeting will require approval by 75% of Members present at the meeting and such action will be subject to ratification, as follows: (i) Notification of such action will be sent to all Members by certified mail within 30 days after such meeting and (ii) No more than 35% of such Members file a written objection to action taken. In order for an objection to be valid, it must be received by the Cooperative's administrative staff within 45 calendar days from the date the notice is mailed, and each objection must be certified by the Member County's clerk as having been approved by majority vote of Commissioners.

Proposed Article 10.

#### **ARTICLE 10. Members' Powers and Meetings.**

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- a. Elect Trustees pursuant to Article 6.
  - b. Remove any elected or appointed Trustee from the Board by a two-thirds vote of the Members present at a meeting.
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  - d. Amend this Agreement by a two-thirds vote of the Members present at a meeting. Written notice of any proposed amendment shall be provided to each Member at

least thirty days in advance of the vote thereon. If Members have received advance written notice of the proposed amendment in accordance with this paragraph, Members may revise the proposed amendment during the meeting as long as the revision does not materially change the purpose and intent of the proposed amendment and a minimum of two-thirds of all Member Counties votes in favor of the proposed revision at the meeting. However, if less than two-thirds of the Member Counties vote to revise the published amendment, the revision nevertheless may be passed if: (i) two-thirds of the Members present at the meeting approves the revision; (ii) such amendment, as revised, is sent to the Member Counties with opportunity to object within 30 days after such meeting and (iii) within thirty (30) days from said mailing, less than 35% of the Membership provides written objection (by majority vote of Commissioners) to the said revised amendment.

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- b. The president of the Board shall preside at the meeting.
- c. ~~Fifty percent (50%)~~ Twenty-five percent (25%) of the Members shall constitute a quorum to do business.
- d. Proxy voting shall not be allowed.
- e. Each Member shall be entitled to one vote, to be cast by its representative, or, in the absence of its representative, by an alternate representative approved by the Member in writing, and whose credentials are satisfactory to the Board pursuant to guidelines established by the Board and published to the Members.
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meeting and (ii) No more than 35% of such Members file a written objection to action taken. In order for an objection to be valid, it must be received by the Cooperative's administrative staff within 45 calendar days from the date the notice is mailed, and each objection must be certified by the Member County's clerk as having been approved by majority vote of Commissioners.