

KANSAS BAIL AGENTS ASSOCIATION BYLAWS

ARTICLE I

NAME AND LOCATION

Section 1. Name.

The name of the Association is Kansas Bail Agents Association, (KBAA).

Section 2. Location.

The principal office of the Association and location of the Association shall be at the office of the President or as otherwise directed by the Board of Directors.

ARTICLE II

OBJECT AND PURPOSE

The object and purpose of this Association is to promote free enterprise bail and protect the interest and honor of the bail profession. Our mission is providing information, education and representation in promotion of our motto "BAIL AGENTS ASSURE JUSTICE" and to promote, upgrade, and perpetuate the bail bond profession through the following objectives:

1. Promoting legislation and rules which will advance the profession.
2. Combating legislation and rules which may harm the profession.
3. Promoting and maintaining professional and ethical standards for the profession.
4. Improving relations between the industry and the legal community - attorneys, judges, clerks and sheriffs - and the general public, both locally and nationally.

ARTICLE III

MEMBERS

Section 1. Membership Types. Membership in the Association shall be restricted to those persons or businesses associated with the bail bonding industry who express a desire to help promote professionalism within the industry and who are approved by a majority of the Board of Directors.

KBAA recognizes five types of membership and membership is not transferable. (A) Voting Professional Bail Agents (B). Non-Voting- Professional Bail agents (C) Professional Surety Companies (D). Associate members and (E) Honorary members. All members shall adhere to the KBAA Code of Ethics.

- A. Voting members are professional bail agents who qualify under Section 2 of this Article and pay the annual dues.
- B. Non-Voting Professional bail agents who qualify under section 2 of this article but have qualified for membership by participating in KBAA Continuing education program. They cannot vote, or hold office, but may serve on committees and may attend meetings

- C. Professional Surety Companies They cannot vote, hold office, but may serve on committees and may attend meetings
- D. Associate members are supportive friends of bail agents and have paid the annual dues. They cannot vote, hold office, but may serve on committees and may attend meetings
- E. Honorary Members are those authorized under Section 6 of this Article. They cannot vote, hold office, but may serve on committees and may attend meetings

Section 2. Eligibility for Voting Membership.

Membership shall comprise all resident Kansas Bail Agents who made application to KBAA and are currently licensed or approved by the authorized Governmental agencies within their respective jurisdictions to execute bail bonds for the public sector and are in good standing, by paying annual dues, in KBAA. Voting membership shall be revoked if the member has their license, permit or right to execute bail bonds revoked by any issuing authority. Membership shall not be denied on the basis of gender, race, color, creed, or national origin.

Section 3. Good Standing.

Members in good standing are those members who paid their annual membership dues or renew their membership on or before its expiration. Any member in good standing may publicize such membership, including the use of the Association's logo, so long as said logo is not utilized in a manner that will reflect adversely upon the Association.

Section 4. Annual Dues.

The annual dues shall be as determined by the Board of Directors, payable in advance each year. Dues are past due if not paid in full on or before their membership expiration date each year. Non-paying members are in arrears after such date, and they shall be notified by the Association that they are dropped from membership.

Members dropped from membership shall be placed in a pending status with no benefits for a period of 60 days. If they pay their full dues during such period, they shall be reinstated to full membership. However, they shall not be entitled to vote at the annual meeting unless their dues are paid in full and received by the State office on or before the day preceding the current annual meeting and if paid at the annual meeting the dues will only be accepted during the general meeting registration period(s).

Section 5. Revocations.

Membership in the Association may be suspended or revoked by a two-thirds majority vote of the Board of Directors upon a documented showing of reasonable cause or documented showing of a breach of confidentiality.

Section 6. Honorary Members.

Only the Board of Directors may confer this class of membership. This one-year membership is limited to those individuals who may have no incentive to obtain Membership in any classification; however, by virtue of their position or accomplishments, it is in the best interest of KBAA that the individual receives information regarding KBAA. The Honorary member shall not vote or hold office in any capacity, except that they may serve as *ex-officio* member of any committee.

ARTICLE IV

OFFICERS

Section 1. Officers and Executive Committee.

The Officers of the Association are the President, Executive Vice-President, Vice-President, Secretary, and Treasurer. These officers comprise the Executive Committee. The Executive Committee shall meet and make appropriate recommendations to the Board as necessary.

Section 2. Duties of Officers.

The principal duties of the officers are:

- A. President. The President shall preside at all Association business meetings and meetings of the Board of Directors. He or she shall be the Chief Executive Officer of the Association. Subject to the control of the Board of Directors, he or she shall have general charge and supervision of the administration of the affairs and business of the Association. He or she shall supervise the Executive Director. The President shall see that all orders and resolutions of the Board are carried into effect. He or she shall sign and execute all legal documents in the name of the Association when authorized to do so by the Board and shall perform such duties as may be assigned to him or her from time to time by the Board.

The President shall submit plans and suggestions to the Board for the work of the Association, direct general correspondence, and present his or her recommendations in each case to the Board for decision. He or she shall submit a report of the activities and business affairs of the Association at each annual meeting of the Board and at other times when called upon to do so by the Board.

- B. Executive Vice-President. The Executive Vice-President shall perform the duties of the President in the event of the President's absence or temporary disability for any cause whatsoever. He or she shall perform such additional duties as may be prescribed by the Board. He or she shall monitor national and state legislative activities that may affect the bail bond profession.
- C. Vice-President. The Vice-President shall promote the Association and assist the President.
- D. Secretary. The Secretary shall have charge of the records and correspondence of the Association under the direction of the President. He or she shall give notice of and attend all meetings of the Board. He or she shall perform such other duties as shall be assigned by the President and/or the Board.
- E. Treasurer. The Treasurer shall keep an accounting of all monies, credits, and property of the Association that come into the Association and keeps an accurate account of all monies received and discharged. The Treasurer and the Executive Director shall keep proper books of accounts and other books showing at all times the amount of the funds and other property belonging to the Association, all of which shall be open at all times to the inspection by any member of the Board. He or she shall submit a detailed written line-item financial report of the accounts and financial condition of the Association at each semi-annual meeting of the Board and at such other times as directed by the Board of Directors. The Treasurer and/or Executive Director shall, under the direction of the

Board of Directors, disburse all monies and sign or countersign all checks and other instruments drawn on or payable out of the funds of the Association. Checks may be countersigned by the President, Executive Vice-President, Senior Vice-President, or such other member of the Board as the Board of Directors shall designate in writing.

The Treasurer shall make such transfers and alterations in the securities of the Association as ordered by the Board. In general, the Treasurer shall perform all the duties that are incident to the Office of Treasurer, subject to directions of the Board, and perform such additional duties as prescribed from time to time by the Board.

The Association shall purchase and maintain Dishonesty Bonds covering all individuals who are signatories on all accounts. The Treasurer will present to the Board an accountant's review from an outside accountant to be approved by the Board, which shall include a review of all accounts payable, accounts receivable, and shall provide a detailed report of all Association bank accounts.

Section 3. Nominating Committee.

The Nominating Committee shall comprise a Chairman appointed by the President and the Past Presidents of the Association.

Section 4. Election and Term of Office.

The Board of Directors is elected by majority vote of the members entitled to vote at the annual meeting. Election shall be by written ballot unless there is one candidate for an office. Election for a one-candidate office shall be by voice vote. No proxies shall be allowed.

The elected Board members shall serve for two years or until their successors are elected. Their term of office shall begin at the close of the annual membership meeting at which they are elected. Each Board member shall remain in office until the close of the annual meeting that their successors are elected unless removed from office pursuant to these bylaws or such Board member has two (2) un-excused absences, in which case the Board Member will be automatically removed, and a vacancy shall exist. No member shall be eligible to be an officer or director unless they have been a voting member in good standing for the prior two years.

Section 5. Multiple Seats.

No member shall hold more than one office at a time, except the office of Secretary and Treasurer may be combined.

Section 6. Vacancies in Office.

Vacancies, other than the office of President, may be filled by appointment of the President and approval of the Board of Directors until the next election. A vacancy in the office of President shall be filled by a majority vote of the Board until the next election.

ARTICLE V

MEETINGS

Section 1. Annual Meeting.

The annual meeting of the Association shall be held in the first calendar quarter of each year. The purpose of the annual meeting is to transact Association business and elect officers and directors as

required by these Bylaws. It shall be the duty of the Secretary of the Association to give at least thirty (30) days notice of such meeting to each member, in writing, by United States mail or published in a KBAA newsletter or confirmed electronic mail.

Section 2. Special Meetings.

A Special meeting of the Board of Directors shall be held when the President calls for such a meeting. Each Board member shall be given thirty (30) days written notice of such meeting. An agenda for the meeting shall be prepared by the Secretary, or their designee, and distributed to each member of the Board of Directors by mailing via United States first-class mail, confirmed telefax, or confirmed electronic mail to each member of the Board at least one week prior to the special meeting.

Section 3. Emergency Meetings.

Emergency meetings of the Board of Directors shall be held when called by the President or by simple majority vote of the Board. Written notice thereof shall be given at least seventy-two (72) hours in advance by confirmed telefax or confirmed electronic mail to each member of the Board.

Section 4. Telephone Conferencing.

Emergency or Special Board meetings may be held via telephone conferencing. Votes may be confirmed by electronic facsimile signed by the individual Board of Directors member and received by the Secretary or his or her designee within four hours of the telephone conference.

Section 5. Quorum for Meetings.

- (1) A majority of the voting members of the Board of Directors shall constitute a quorum for the transaction of business at all meetings convened pursuant to these Bylaws.
- (2) No business shall be conducted by the Board unless a quorum is present.
- (3) The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board.

Section 6. Meeting Procedures.

The President shall call meetings of the Board of Directors to order and act as Chairman of such. In the absence of the Secretary at a meeting, the Chairman may appoint any person present to act as secretary of that meeting. Copies of the minutes shall be sent to all Board members within thirty (30) days following any meeting.

Section 7. Agenda Matters.

Matters may be placed on the written agenda for any meeting or annual meeting by any Board member or voting member in good standing. They shall notify the Secretary in writing of the matter to be placed on the agenda no later than thirty (30) days preceding the meeting or annual meeting.

Section 8. Order of Business.

Annual Meetings of General Membership.

The order of business at each annual meeting shall follow as closely as possible the following format:

- (1) Call to order, immediately followed by items 2 through 14,
- (2) Invocation and Pledge of Allegiance,
- (3) Reading of the notice of the meeting,
- (4) Reading of the minutes of the preceding meeting and action thereon,
- (5) Report of the President,
- (6) Reports of the Officers,
- (7) Committee reports,
- (8) Election of the Officers (when applicable),
- (9) Election of all other Board members (when applicable),
- (10) Miscellaneous business placed on the agenda by any Board member or the Executive Director,
- (11) Unfinished business,
- (12) New business,
- (13) Announcements, and
- (14) Adjournment.

All other presentations shall follow item twelve (12) of the meeting agenda.

Section 9. Emergency Agenda Matters.

The Board of Directors may declare any item of business required to be set forth in writing on the agenda of an annual or semi-annual meeting, or any item coming before the Board at a special meeting, an Emergency Matter. The Board may waive the requirement that such matter be included on the agenda or in the notice of a Special meeting. The Board can waive this requirement and declare a matter an emergency by two-thirds vote of the Board of Directors present as long as a quorum is present.

Section 10. Attendance.

Members shall be admitted to all meetings and conferences with paid registration except executive sessions. Non-members may be admitted to meetings and conferences with paid registration unless disapproved by a majority of the members present. Only meetings involving the personal affairs of any individual or involving issues deemed confidential by a majority vote of the Board of Directors present may be held in executive session.

ARTICLE VI

BOARD OF DIRECTORS

Section 1. Composition.

The Board of Directors consists of the President, Executive Vice-President, Vice-President, Secretary, and Treasurer of the Association, two immediate Past Presidents as Directors at Large, three additional Directors at Large, and Regional Directors. There shall be no compensation of the Board of Directors except for approved Association related expenses.

The President may appoint three additional Directors at Large each with a one year term. Said appointments shall be ratified by the Board of Directors.

Section 2. Association Regions.

The Association is divided into geographical regions. The size and number of regions is a Judicial District, combination of Judicial Districts, county, and or portion of a county, metropolitan area or city as determined by the Board of Directors. Each region may have a Regional Director. The Regional Director shall be a resident within the region where they are elected. Regional Directors are voting members of the Board of Directors.

Section 3. Qualification of Board Members.

Members of the Board of Directors must be over the age of 18 and have accepted their nomination to serve on the Board. No more than two (2) Directors can be from the same company, general agency, or otherwise have a joint affiliation in the bail bond profession. The member must qualify under Article III, Section 2 and be a paid voting member in good standing prior to their election. No member shall be eligible to be an officer or director until they have been a voting member for two years. Salaried employees of the Association may not serve on the Board of Directors.

Section 4. Director Emeritus.

At any Board meeting, the Board of Directors may elect, by two-thirds majority vote of the Directors present, one or more persons to hold the position of Director Emeritus. The term for which a Director Emeritus shall serve is one year from the date of his or her election. Any Director Emeritus may succeed him or herself. A Director Emeritus must be a member of KBAA and a former member of the KBAA Board of Directors. He or she is entitled to speak to any subject or question appropriate to the agenda, subject to the will of the majority of the Board members in attendance. Any Director Emeritus is eligible for appointment to full membership on standing or special committees of the Board of Directors. A Director Emeritus is not entitled to vote at Board meetings.

Section 5. Powers and Duties.

The direction, management, and general supervision of the affairs of the Association and control and disposition of its properties and funds are vested in the Board of Directors. The Board of Directors shall perform the duties prescribed by these Bylaws and by the parliamentary authority adopted by the Association in Article 9.

The Board of Directors shall fix the place of meetings and make recommendations to the Association. The Board is subject to the orders of the Association. None of its acts shall conflict with action taken by the Association.

Unless otherwise ordered by the Board of Directors, regular meetings of the Board of Directors are called by the President. Special meetings of the Board of Directors may be called by the President or upon written request of three members of the Board of Directors. A quorum, as set forth in these Bylaws, must be present at a special meeting.

Section 6. Election and Terms.

All voting members in attendance and in good standing shall elect the members of the Board of Directors at the annual meeting as required by these Bylaws. Election of the Board of Directors shall follow the election of the Officers. Ballots shall be presented by the Nominating Committee. Nominations will be accepted from the floor. The Officers and Directors so elected shall hold office for a period of two years or until their successors are elected, unless such Board Member has two (2) unexcused absences, in which case the Board Member will be automatically removed and a vacancy in office shall exist.

Section 7. Leave of Absence.

Leave of absence for sufficient reason may be requested by a member and approved by the President.

Section 8. Resignation.

Resignation by a Board member shall be in writing and acted upon at the next meeting of the Board or by acceptance of the President.

Section 9. Removal from Board of Directors.

Unexcused absences from two Board meetings, per term of office, including special and emergency meetings shall constitute a resignation. The Board shall notify the absent member and may replace him or her with nomination from the President, presented for Board approval, at the next meeting of the Board.

Section 10. Vacancy on Board of Directors.

A vacancy shall be declared in any seat on the Board of Directors upon the death, resignation, ineligibility, or disability of any Board member. Disability is that which renders him or her permanently incapable of participating in the management and affairs of the Association or by a vote of the Board of Directors. The President may appoint a temporary Director to fill the vacancy until the next regular meeting of the Board of Directors. At the next meeting, the Board of Directors may elect a Director to fill the vacancy until the next annual meeting of the Association.

Section 11. Director Conduct.

No Officer or member of the Board of Directors shall use his or her office to promote their personal business interests.

ARTICLE VII

EXECUTIVE DIRECTOR

Section 1. Employment.

The Executive Director is employed upon recommendation by the President, subject to approval of the Board of Directors.

Section 2. Supervision.

The Executive Director is directly responsible to the President and shall report to the President and the Board of Directors.

Section 3. Removal.

The Executive Director's employment shall not be terminated, their funds impounded, or their office abolished or moved except upon two-thirds vote of the Board of Directors and in accordance with the terms of his or her employment contract.

Section 4. Duties and Authority.

The duties and authority of the Executive Director is under the direction of the Board of Directors and according to the terms set forth in his or her employment contract. In addition to the following:

- (a) Exercise general supervision, direction, and control of the day-to-day business activities and affairs of the KBAA, including collection of fees, dues, and other debts due to KBAA;
- (b) Be an *ex-officio* member of all standing committees;
- (c) As directed by the Board draw and have countersigned checks, if required by the Board, for all monies paid by the Association;
- (d) Handle official correspondence; preserve all books, records, documents, and communications;
- (e) Represent the Association by personal contact and correspondence as authorized specifically or generally by the Board of Directors.

Section 5. Selection, Compensation, and Termination of Executive Director.

The Board of Directors *may* recruit, select, hire, determine the tenure and compensation, and have general authority to terminate the employment of the Executive Director.

ARTICLE VIII

COMMITTEES

Section 1. Standing Committees.

The following shall comprise the Standing Committees of the Board of Directors:

- A. Education
- B. Legislation
- C. Media Relations
- D. Finance
- E. Magazine/Newsletter, Website
- F. Membership, Programs and Conventions
- G. Legal, Parliamentary, and Bylaws, Professional Standards, Ethics and Grievance

Each Standing Committee shall consist of not less than one (1) member of the Board of Directors appointed by the President with the advice and consent of the Board of Directors. Each Standing Committee may have a minimum of three (3) members. The President will appoint the members of all Standing Committees and their Chairman. Each standing committee shall report their activities to the Board from time to time and when directed by the Board of Directors.

Appointments to Standing Committees are for the duration of the year in which they are made or until such time as the committee is dissolved by the Board of Directors. The President shall be an *ex officio* member of all committees except the Nominating Committee.

Section 2. Legal, Parliamentary, and Bylaws Committee shall review these Bylaws semi-annually.

Section 3. Special Committees.

The President shall appoint special committees and their respective chairpersons as are deemed necessary by the President. Special Committees shall consist of such members of the Association as are selected by the President. Special committee appointments shall continue to exist until the duty assigned to it is accomplished, unless discharged sooner by the Board, and when the Association members receive its final report.

ARTICLE IX

PARLIAMENTARY AUTHORITY

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern KBAA in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order KBAA may adopt.

ARTICLE X

AMENDMENT TO BYLAWS

These Bylaws may be changed, amended, or revised by the Board of Directors at any meeting of the Board of Directors by the affirmative vote of two-thirds majority, provided that they are then ratified by a two-thirds majority vote of the voting members present at any annual or semi-annual meeting. Prior written notice of intent to change these Bylaws shall be mailed to each Association voting member at least thirty (30) days prior to such meeting or published in the Association magazine or newsletter or electronic mailing.

ARTICLE XI

GRIEVANCE PROCEDURES

Membership may be suspended or terminated by the Board of Directors for violations of these Bylaws and/or Code of Ethics. No member may be expelled or suspended, and no membership terminated or suspended except pursuant to a procedure which is fair and reasonable and is carried out in good faith.

All grievances shall be in writing and must be submitted by a member of the Association to any Officer or Director of the KBAA who shall then give it to the Chairman of the Grievance Committee. The Chairman and Member will be notified to choose *two* names from a list of current Officers, Regional Directors, or Council of Presidents' Chairman. The Grievance Committee is made up of five people. The fifth person is the President, Executive Vice President, Vice-President, or Chairman of the Grievance Committee and shall set the hearing date forthwith. The fifth person will vote only if it is necessary to break a tie.

Upon setting the date of the hearing, all persons required to attend shall be notified in writing. Both parties must be present for the hearing and the decision. If either party is not able to attend, the hearing may be rescheduled at the discretion of the Chairman.

If the grievance is against the President, Executive Vice-President, Vice President or Chairman of the Grievance Committee, they recuse themselves and the fifth person to serve on the committee shall be determined by a vote of those Officers remaining. The Executive Director of KBAA shall not serve on this committee.

In cases where interim, immediate action is needed regarding conduct alleged to be unlawful, unethical, damaging to KBAA or dangerous to KBAA, the board, by a two-thirds vote of an available quorum may take immediate action until such time as any requested hearing can be held and/or the board takes final action regarding the person's membership. This action may include exclusion from all KBAA activities and or services until the final board action is taken.

A person whose membership and/or exclusion have been denied, suspended or revoked may file an appeal to the grievance Committee in writing within thirty days (30) which shall meet, confirm or delay the Boards action and report such findings to the members, Board and President in writing within sixty (60) days.

During the period a person's membership is revoked or suspended, that person is not a member in good standing and cannot exercise any privilege of membership and cannot attend any KBAA sponsored event. The Executive Director or his/her designee shall inform the Board, KBAA employees, KBAA event volunteers, KBAA members, and others, as appropriate, that a member is not in good standing, is not in continuous good standing, is suspended as a member, and/or has had membership in KBAA revoked.

ARTICLE XII

FISCAL YEAR

The fiscal year of the Association begins on the first day of January in each calendar year and ends on the 31st day of December of the same calendar year.

ARTICLE XIII

WAIVER OF NOTICE

Whenever any notice is required to be given to any member of the Board of Directors of the Association, he or she may waive written notice. The waiver shall be in writing and signed by the person or persons waiving such notice, whether before or after the time stated in the notice. Upon electing to do this, it shall be deemed that the Director received proper notice.

ARTICLE XIV

CODE OF ETHICS

The Board of Directors may adopt a code of ethics and a procedure for handling grievances. These are binding on all members and may provide for expulsion from membership in this Association. Notice of the intent to change the code of ethics shall be mailed to the Association members at least thirty (30) days prior to a regular meeting of the Board of Directors.

ARTICLE XV

BOARD OF DIRECTORS LIABILITY

The Board of Directors and the Executive Officers of the corporation shall not be liable to either the corporation or its members for monetary damages for a breach of fiduciary duties unless the breach involves: (1) an officer's or director's duty of loyalty to the corporation or its members; (2) acts or omissions not in good faith or which involves intentional misconduct(s) or a knowing violation of the law; (3) a transaction from the officer or director derived an improper personal benefit.

Article XVI

Dissolution of Association

KANSAS BAIL AGENTS ASSOCIATION (KBAA) May be Dissolved by 2/3 Majority of Board of Directors.

In the event of the liquidation, dissolution or winding up of the affairs of this Corporation, the net assets of the Corporation shall be paid and distributed to such organization or organizations organized and operated exclusively for exempt purposes as shall at the time qualify as an exempt organization or organizations under Sections 501(c)(3) or 501(c)(6) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law), as the Directors of this Corporation shall determine in their absolute discretion. If the Board of Directors fails or refuses to act, any such assets not disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the corporation is then located, exclusively for the purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

These Bylaws were unanimously approved by the Board of Directors and ratified by the membership at the meeting on 1st day of March 2018 and immediately became effective upon ratification.

Rick Morey
President KBAA

Paul Forbes
Secretary KBAA