

**KANSAS SELF-INSURERS ASSOCIATION
BYLAWS**

ARTICLE I
GENERAL

Section 1. **Name.** This organization shall be known as the Kansas Self-Insurers Association (hereinafter referred to as “the association”).

Section 2. **Purpose.** The specific purpose of the association shall be:

- a. To further and protect the interests of self-insurers in the state of Kansas, including but not limited to workers compensation, health benefits, property and casualty or other areas which may be insured through a commercial insurance carrier.
- b. To maintain an active interest in the state’s workers compensation act and its administration.
- c. To keep members informed of trends, pending legislation, regulations, and other matters which may affect the operation of self-insurers.
- d. To provide representation on behalf of the members at meetings, hearings, conferences, or other forums that pertain to the operation, administration, or otherwise affect self-insurers.
- e. To cooperate with other organizations which may have similar interests as self-insurers.
- f. To provide opportunities to exchange information and education for self-insurers.
- g. To perform all necessary functions to carrying out the purposes set forth above.

Section 3. **Principal Offices.** The Board of Directors shall establish a principal office in Topeka, Kansas, as it deems necessary to carry out the purposes of the association.

Section 4. **Not-For-Profit Corporation.** The association shall be organized under the laws of the state of Kansas as a not-for-profit corporation.

Section 5. **Fiscal Year.** The fiscal year of the association shall be January 1 to December 31.

ARTICLE II
MEMBERSHIP CLASSIFICATIONS

Section 1. **Regular Membership.** Regular membership shall be open to any firm, business, partnership, proprietorship, corporation, or other public or private entity which is operating as a self- insurer in the state of Kansas, group funded pool, not-for-profit organization representing employers who are self-insureds, or any entity that is covered by workers compensation insurance. Regular members shall have the right to hold office and vote at all meetings of the membership. Regular members shall pay dues as determined by the Board of Directors.

Section 2. **Associate Membership.** Associate membership shall be open to any firm, business, partnership, proprietorship, corporation, or other public or private entity which is involved in offering administrative, legal, accounting or other services to KSIA members. Associate members shall not be eligible to vote at any meeting of membership or hold office in the association. Associate members shall pay dues as determined by the Board of Directors.

Section 3. **Expulsion.** The Board of Directors, by a two-thirds vote of its members, may expel or suspend any member for cause. Any member the Board of Directors expels or suspends shall be given due process prior to expulsion or suspension of membership. Due process includes: Notice of hearing, notice of reasons for expelling or suspending membership, the right to refute or explain the reasons, hearing before an objective tribunal.

Section 4. **Refund of Dues.** In the case of expulsion, the Secretary/Treasurer shall refund to the member so expelled, the proportion of dues for the unexpired portion of the year for which they were paid. Any member in good standing may withdraw from the association on written notice to the Secretary/Treasurer. A member who withdraws membership is not entitled to a refund of dues.

ARTICLE III DUES

Section 1. **Designation.** The Board of Directors shall establish dues, upon majority vote, for all membership classifications. Dues of new members may be prorated on a monthly basis.

Section 2. **Regular Members.** Dues categories for regular members shall be based upon the total average number of self-insured Kansas employees during the preceding calendar year.

Section 3. **Associate Members.** Dues for associate members shall be established in any amount and on any basis the Board of Directors deems appropriate.

Section 4. **Affiliate Members.** Dues for affiliate members shall be established in any amount and on any basis the Board of Directors deems appropriate.

ARTICLE IV BOARD OF DIRECTORS

Section 1. **General.** The association shall be governed by a Board of Directors which shall consist of the elected officers of the association, and eight elective members of the association.

Section 2. **Elective Members.** The eight elective members of the Board shall be chosen by the regular membership at the annual meeting of members by a majority vote of those cast and shall serve for a term of two years. Both regular and associate members shall be eligible to serve as elective members of the Board of Directors, insofar as no more than five (5) elective Board members shall be associate members. During the initial year of this Board structure, elective Board members shall be elected in staggered terms; four being elected for one year and four being elected for a two year term. A vacancy on the Board of Directors for any cause shall be filled for the unexpired portion of the term by the Board of Directors.

Section 3. **Treasurer.** A Treasurer shall be appointed by the President from among the regular members of the Board of Directors. The Treasurer shall serve a one year term. The Treasurer can be reappointed, and there is no limit on the number of terms that may be served. The Treasurer shall coordinate with staff to ensure association finances and budgeting are done correctly, and will give a report on the state of the association's finances at each Board meeting and the Annual Membership Meeting.

Section 4. **Powers and Duties.** Except as provided by law the entire and exclusive management of this association shall be vested in the Board of Directors. The Board of Directors may make such rules and

policies as it may determine to be necessary or desirable; it may authorize expenditures or allowances as in its judgment may be required to carry on the work of the association; it may from time to time appoint such committees, contract for services, agents or employees as it shall deem necessary, each of whom shall hold office for such period, have such authority and perform such duties as the Board of Directors may from time to time determine.

Section 5. **Board Quorum.** A majority of the Board of Directors shall constitute a quorum at any meeting or a special meeting.

ARTICLE V COMMITTEES

Section 1. **Executive Committee.** There shall be an Executive Committee consisting of the President, Vice President, and immediate Past President of which the President shall be the presiding officer. The Executive Committee shall have and possess all the power of the Board of Directors in the intervals between meetings of the Board, subject to such limitations as may be imposed by law. The Executive Committee shall report its action to the Board of Directors at each meeting of the Board. Any three (3) members present shall constitute a quorum. Meetings held by telephone conference shall constitute an official meeting of the Executive Committee.

Section 2. **Nominating Committee.** The President shall appoint a Nominating Committee at least sixty (60) days prior to the annual meeting. The committee shall be chaired by the Past President and consist of one board member and one regular member of the association. The committee shall nominate candidates for all elective offices and the Board of Directors of the association for the coming year. Any active member shall have the right to note a nomination for any office providing the nomination has been made in writing to the Nominating Committee at least ten (10) days prior to the annual meeting.

Section 3. **Other Committees.** The President or the Board of Directors may establish special or other standing committees and shall designate the Chairperson.

Section 4. **Committee Membership.** The representative of any class of member in good standing shall be eligible to serve on any committee except the Executive Committee.

ARTICLE VI OFFICERS

Section 1. **Number and Term of Office.** There shall be three (3) officers of the association: President, Vice President, and Immediate Past President. They shall serve a term of two (2) years.

Section 2. **Election, Vacancies.** The officers of the association shall be chosen from regular membership by the regular membership at their annual meeting by majority vote of those cast. They shall at all times be subject to the orders, rules and regulations of the Board. A vacancy in any office, with the exception of the office of President, shall be filled for the unexpired portion of the term by the Board of Directors.

Section 3. **President.** The President shall be the chief elected officer of the association and shall preside at meetings of the association, the Board of Directors and the Executive Committee, and shall perform such other duties as are usually performed by a principal elected officer.

Section 4. **Vice President.** The Vice President, in the absence of the President, shall perform the duties of the President, and in case of vacancy in the office of the President, the Vice President shall assume the duties of that office. In addition, the Vice President shall be responsible for monitoring the treasury activities as maintained and administered by the Executive Director of the Association. This action will include a review of the financial books at least annually and more frequently as directed by the Executive Committee. He or she shall perform such other duties as directed by the President and/or the Board of Directors.

Section 6. **Past President.** The Past President shall serve as the Chairperson of the Nominating Committee and perform other duties and functions as assigned by the President, Board of Directors, or Executive Committee. The association shall operate without a Past President and the President shall assume the duties and responsibilities of the Past-President until such time that a Past-President is available to serve this office.

ARTICLE VII MEETINGS

Section 1. **Annual Meeting.** The annual meeting of the association shall be held on a date and at a place fixed by the Board of Directors. Each regular member shall be entitled to submit one official delegate for the purpose of voting at the annual meeting.

Section 2. **Special Meetings.** Special meetings of the association may be called at any time by the President, or upon written request of seven regular members.

Section 3. **Board of Directors Meeting.** The Board of Directors shall meet at least four times annually. Special meetings of the Board of Directors shall be called by the President at the request of any three (3) members of the Board. Meetings held by telephone conference shall constitute an official meeting of the Board of Directors.

Section 4. **Notice.** At least twenty (20) days written notice of the annual or a special meeting of the association shall be delivered to each member, either personally or by mail. The notice shall specify the place, day, and hour and, in the case of a special meeting, the purpose or purposes for which the meeting is called. Notice of any meeting of the Board of Directors or of any committee shall be given at least ten (10) days prior to such meeting.

Section 5. **Proxy Voting.** Voting by proxy shall be permitted at any meeting of the association.

ARTICLE VIII PARLIAMENTARY PROCEDURES

Robert's Rules of Order shall govern the conduct of all association meetings of the Board of Directors, Executive Committee, membership, committees, and other meetings insofar as those rules may be consistent with these bylaws.

ARTICLE IX LIMITATION OF LIABILITY

No officer, director or member shall make or incur any debt or liability in the name of the association, or in its behalf or for its interest, except as duly authorized to do so hereinafter provided.

No officer, committee, director, or Board of Directors shall contract or incur any liability on behalf of the association unless and until the money to meet the same in full is in the Treasury of the association and the liability has been duly authorized by the Board of Directors or by the Executive Committee.

ARTICLE X
AMENDMENTS

These bylaws may be revised or amended at any time by: 1) a vote of two-thirds of the Board of Directors and 2) ratified by two-thirds of the regular members present at any regular or special meeting of the membership. Written notice of such proposed change or amendment shall be given to each regular member at least thirty (30) days prior to such annual meeting.

ARTICLE IX
DISSOLUTION

In the event of dissolution of the association, the Board of Directors shall direct any assets remaining after the discharge of all obligations to be distributed to a not-for-profit corporation(s) or a charitable association(s) or an organization(s) engaged in the same or similar projects as this association, which is exempt from Federal Income taxes.

ARTICLE XII
INDEMNIFICATION

The association shall indemnify current or past officers, employees, individuals working on its behalf, and members of the Board of Directors against expenses actually and necessarily incurred by them in connection with the defense or settlement of any action, suit or proceeding in which they, or any of them, are made parties, or a party, by reason of having been officers, employees, individuals working on its behalf, or members of the Board of Directors except in relation to matters as to which any such present or former officer, employee, individual working on its behalf, or member of the Board of Directors shall be adjudged in such action, suit or proceeding to be liable for willful misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of liability based upon willful misconduct in the performance of duty. The indemnification provided hereby shall not be deemed exclusive of any other rights to which anyone seeking indemnification may be entitled under any bylaw, agreement, vote of members or disinterested members of the Board of Directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office or position. The association intends to and does hereby indemnify the parties referred to in this Bylaw to the fullest extent permitted by law.



Signature of President

7-12-13

Date Adopted