

**MISSION STATEMENT AND BYLAWS  
OF THE  
KANSAS BANKERS ASSOCIATION  
TRUST DIVISION  
(Amended 10.20.21)**

**MISSION STATEMENT**

The mission for the Trust Division of the Kansas Bankers Association is to identify and focus on issues that affect the Trust Division, its Members, and Clients in order to enhance and promote the Trust Industry in Kansas by providing timely information to its members.

**BYLAWS**

In order to empower the Trust Division to accomplish its Mission, the Members of the Trust Division have adopted, and agree to abide by, the following Bylaws:

**Article I – Name**

This Division shall be called the Kansas Bankers Association Trust Division.

**Article II – Membership**

Section 1. Members. A Member of the KBA Trust Division, as used in these Bylaws, shall be defined as an entity that is entitled to vote within the Division. Only employees of Members of the KBA Trust Division shall be entitled to hold elective offices within the Division. Any State or National Bank or Holding Company of any State or National Bank with fiduciary powers doing business in the State of Kansas, which is a member of the KBA, may become a Member of the KBA Trust Division, upon the payment of such dues as prescribed by the KBA Trust Division. Any trust company doing business in the State of Kansas, which is a member or associate member of the KBA, may become a Member of the KBA Trust Division, upon payment of such dues as prescribed by the KBA Trust Division. Any other business which is a member or an associate member of the KBA, upon approval of the Board of Directors, may become as Associate Member of the KBA Trust Division, upon payment of such dues as may be prescribed by the KBA Trust Division. Associate Members shall not have a right to vote or to hold office in the Division.

Section 2. Suspension or Expulsion. Any Member or Associate Member of the KBA Trust Division may be suspended or expelled from membership in the Division by a two-third written vote of the voting delegates present and voting at the annual membership meeting of the Division.

Section 3. Non-payment of Dues. Non-payment of dues by any Member or Associate Member of the KBA Trust Division by October 31 of the year to which the dues apply shall result in forfeiture of membership in the Division.

### **Article III – Annual Membership Meeting**

Section 1. Authority. The supreme authority of the Division is vested in its members.

Section 2. Meetings. The membership of the Division shall convene an annual meeting to be held on property during the KBA Trust Conference. The President may call a special meeting of the membership upon the approval of the Board of Directors. In addition, upon request made to the President in writing by at least one-fifth of the Members of the Division, or by at least two-thirds of the members of the Board of Directors, the President shall call a special meeting of the Membership. The Secretary of the Division, at least ten days prior to any membership meeting, shall give written notice of the time and place thereof to all Members, which for special meetings shall specify the purpose thereof.

Section 3. Elections. The membership, at its annual meeting, shall elect the Officers and Directors, in accordance with Article VI of these Bylaws. Officers and Directors duly elected at the annual meeting of the Trust Division shall be installed and take office as of that date.

Section 4. Procedure. All proceedings of the annual membership meeting shall be governed by Roberts' Rules of Order to the extent consistent with these Bylaws, except as otherwise may be determined by a majority of the voting delegates present and voting.

Section 5. Voting by Delegates of Members. Each Member Entity shall be entitled to one vote at the annual meeting, which shall be cast by its voting delegate. Voting delegates at such meeting shall vote in person and not by proxy. No voting delegate shall vote in more than one capacity nor represent more than one Member. All votes shall be by voice, unless otherwise ordered by a majority vote of the voting delegates present. Any number of voting delegates present and voting at the time and place duly designated for any meeting of the membership, or adjournment thereof, shall constitute a quorum for the transaction of all business.

### **Article IV – Officers**

Section 1. President. The President of the Trust Division shall perform such duties as may be imposed by these Bylaws, by resolution of the membership, and by direction of the Board of Directors. The President shall preside at all annual or special meetings of the membership; shall have the power to create committees and task forces, appoint members thereto and designate chairpersons thereof; and shall present to the membership at its annual meeting such reports summarizing the general condition of the Division as may be required by the Board of Directors. The President will serve as a member of the KBA Board of Directors. He/she shall provide a written report of the Trust

Division's activities in advance of the quarterly meeting of the KBA Board of Directors and personally present the report at the meeting.

Section 2. President-Elect. The President-elect shall assist the President and shall perform such duties as are requested of him or her by the President. The President-elect shall perform the duties of the President during the President's absence and shall succeed the President in office upon termination of the President's term.

Section 3. Vice-President. The Vice-President of the Division shall succeed the President-Elect in office upon the termination of the President-Elect's term. The Vice-President shall render to the Board of Directors and the annual membership meeting such financial reports and data as may be deemed appropriate by the Board of Directors.

## **Article V – Board of Directors**

Section 1. Representation. The Board of Directors shall represent the membership of the Division between meetings of the annual meeting.

Section 2. Membership. The Board of Directors shall be composed of ~~between ten (10) and up to~~ twelve (12) voting members which shall include the following: President, President Elect, Vice-President, Immediate Past President and MOKAN Treasurer, Past President, Legislative Liaison and up to five Term Directors who are elected at the annual membership meeting, as prescribed below.

Section 3. Term Directors. (a) At all times there shall be ~~up to~~ four Term Directors serving on the Board of Directors. Each year one new Term Director will be elected, and the Past President will come off the Board. Additional Term Directors may be elected to fill vacancies at the discretion of the Board of Directors. Once elected, it is anticipated that each Term Director will serve on the Board of Directors for a nine-year term, four years as a Term Director, succeeding to the offices of Vice-President, President-Elect, President, Immediate Past President and MOKAN Treasurer and Past President.

Section 4. Meetings. The Board of Directors shall meet at least semi-annually at a time and place as announced by the President. Special meetings of the Board of Directors shall be held at the call of the President or a majority of the Board of Directors. At least 10 days' notice of the time and place of a special meeting or regular meetings of the Board of Directors shall be given to each member of the Board of Directors by the Vice-President of the Division.

Unless otherwise restricted by law, directors may participate in meetings by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other, and participation in such manner shall constitute attendance at such meeting. Nothing in these bylaws shall prevent any action required or permitted to be taken at a regular or special meeting of the Board of Directors from being taken without a meeting if all of the directors entitled to vote on the matter consent in writing to the action taken.

Section 5. General Functions. The Board of Directors shall determine Division policy, review and evaluate activities of the Division, administer affairs of the Division, and have full authority to act for the Division. The Board of Directors shall have general supervision over all elements of the Division, whether created under these Bylaws, or by

resolution of the membership. The decision of the Board of Directors on such matters shall be binding unless or until reversed or modified by the membership at its annual meeting. Upon request of the Board of Directors, any entity under its supervision shall report to the Board of Directors as to any of its actions.

Section 6. Committees. The Board of Directors or the President shall have the power to establish committees and task forces of the Division and appoint members thereto.

Section 7. Depository for Division Funds. The Board of Directors shall deposit all funds of the Division with the depository of the KBA. The KBA CFO is authorized to pay any and all bills of the Division.

## **Article VI – Elections**

Section 1. Election of Officers and Directors. Each year the Nominating Committee shall nominate one candidate for election as President-Elect, one candidate for election as Secretary-Treasurer, and one candidate for Term Director. The Nominating Committee shall obtain the consent of any nominee to his or her name being placed on the ballot. Notice of those persons nominated shall be included in the Notice of Annual Meeting of the membership. Nominations to any office, or position of Term Director, can be made during the annual membership meeting by any delegate of a Member of the Trust Division; providing, however, that any such nomination from the floor must be seconded by one Member of the KBA Trust Division. The candidate receiving the highest number of votes shall be elected to the office for which he or she was nominated.

Section 2. Nominating Committee. The Nominating Committee shall consist of the President, President-Elect, and Immediate Past President of the Trust Division. If any of them is unable to serve, the President shall appoint members to serve on the Nominating Committee. When electing or appointing members of the Board of Directors, the nominating committee shall consider diversity in its makeup of the overall board. Diversity shall take into consideration size of institution and location of communities served.

## **Article VII – Vacancies**

In the event of a vacancy in the office of the President, the President-Elect shall automatically assume the office of President for the remainder of the term. At the expiration of such term, he or she shall continue as President of the Division until the next annual meeting of the membership. In the event of a vacancy in the office of President-Elect or Secretary-Treasurer, the Board of Directors shall elect one of the Directors to hold such office for the remainder of the term. In the event of a vacancy on the Board of Directors for any reason other than the expiration of term of office, the President shall appoint a member to fill the vacancy within thirty days subject to approval of the Board of Directors at its next meeting. If the President does not fill a vacancy within thirty days, a majority of the Board of Directors shall fill the vacancy at its next meeting.

## **Article VIII – Committees**

Committees will be appointed on an as-needed basis by either the President or the Board of Directors to serve a specific function for a prescribed time. The responsibility of the committee will be provided to the committee by either the President or the Board of Directors.

## **Article IX – Amendments of Bylaws**

Section 1. Adoption of Amendments. These Bylaws may be amended at any annual or special meetings of the membership by a majority vote of the voting delegates present and voting. At least ten days prior to any meeting of the membership, written notice, either by U.S. Postal Service or electronic mail, of any proposed amendment shall be given to all Members. Amendments may be proposed by any Member of the Division to the Board of Directors, and if approved by a majority of the members thereof, shall be submitted to the membership for a vote.

Section 2. Review of Bylaws. The President shall appoint a Committee every year to review these Bylaws, and to recommend improvements thereof.

## **Article X – Membership Dues**

Section 1. Amount of Dues. Annual dues for Members shall be based on total trust assets under administration and as determined by the Board of Directors on an annual basis. Annual dues for Associate members shall be determined by the Board of Directors of the KBA Trust Division.

Section 2. Assessment. Dues will be assessed annually, unless changed by a majority vote of the Board of Directors of the KBA Trust Division.

## **Article XI – Waiver of Notice**

**Section 1.** Whenever any notice is required to be given under the provisions of these bylaws or of any law, a waiver thereof, if permitted by law, in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed the equivalent to giving such notice. Attendance of a person at a meeting shall constitute a waiver of notice of such meeting, except when such attendance is for the purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

## **Article XII – Termination and Dissolution**

Upon termination of this Division, all remaining assets, tangible and intangible, will be distributed to the Kansas Bankers Association.