

**Exhibit A- CDDO Advisory Board By-Laws
Resolution No. 2010-06**

**BY-LAWS OF THE
COWLEY COUNTY CDDO ADVISORY BOARD**

Article I- Name

Cowley County Community Developmental Disability Organization (CDDO) Advisory Board.

Article II- Office

311 E. 9th Avenue, Winfield, KS.

Article III- Purpose

Section No. 3.01 Purpose of the Cowley County CDDO Advisory Board

A. To ensure efficient delivery of quality services to the developmentally disabled residents of Cowley County, a Cowley County CDDO Advisory Board composed of seven members was organized by the Board of County Commissioners of Cowley County, Kansas pursuant to Cowley County Resolution 2010-06. The CDDO Advisory Board shall actively participate in the operations of the Cowley County CDDO Department in an advisory capacity and make a formal recommendation at least annually to the Board of Commissioners of Cowley County, Kansas concerning the functions and responsibilities of the Cowley County CDDO Department as set forth but not limited to the State Statutes and Kansas Administrative Regulations (KAR) listed below, that may be amended from time to time.

- K.S.A. 39-1801 et seq- Developmental Disabilities Reform Act
- K.S.A. 19-4001 et seq- Mental Health Centers and Services
- KAR Article 63- Developmental Disabilities—Licensing Providers of Community Services
- KAR Article 64-Developmental Disabilities- Community Developmental Disability Organizations

Section No. 3.02 Purpose of the Cowley County (CDDO) Community Developmental Disability Organization Department

- A. The Cowley County (CDDO) Department has been charged with the mission of providing efficient delivery of quality services to the developmentally disabled residents of Cowley County by performing directly or by subcontract, all of the normal and regularly provided functions and duties of a CDDO pursuant to the State Statues and Kansas Administrative Regulations delineated above.
- B. The Cowley County (CDDO) Department has the responsibility to develop and implement policies and procedures pursuant to KAR 30-64-23 by which the Department shall act as the single point of application, eligibility determination, and referral for persons desiring to receive either information about community services or these services within the Cowley County service area.
- C. To organize pursuant to KAR 30-64-31 a Council of Community Members who shall have the right to express opinions and make suggestions and recommendations to the Board of County Commissioners or the CDDO Advisory Board concerning any services issue, including the types of services being offered by the various providers within the service area and the manner in which those services are being provided. Further, the Council shall be responsible for the development and implementation of the dispute resolution procedures required by K.A.R. 30-64-32.

- D. 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. 3.03 Non-Discrimination

All facilities owned, maintained, and operated by the Cowley County (CDDO) Department shall be available to consumers and employees without regard to race, sex, religion, age, handicap, nationality, or disability; nor shall services be denied to anyone based on the inability to pay for same; nor shall the employment be denied 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 Corporation

The Cowley County (CDDO) Department shall be governed by the Board of County Commissioners of Cowley County, Kansas.

Article IV- Cowley County CDDO Advisory Board

Section No. 4.01 Number of Advisory Board Members

The CDDO Advisory Board shall be composed of seven members. The CDDO Advisory Board shall be divided into two groups as identified below:

- Primary Service Provider Nominated Members- 4 Members
- At-Large Members - 3 Members

All seven appointed members of the CDDO Advisory Board, including the four members nominated by the primary service providers shall be appointed by and serve at the pleasure of the Board of County Commissioners of Cowley County, Kansas. Board members shall not be an employee or a Board of Director of an Affiliate of the CDDOS [as defined in K.S.A. 39-1803 (d)].

Pursuant to K.S.A. 19-4002 (b) the CDDO Advisory Board Members, as nearly as possible, shall be representative of public health, medical profession, the judiciary, public welfare, hospitals, and mental retardation organizations, education, rehabilitation, labor, business and civic groups and the general public. The CDDO Advisory Board shall also include family members of consumers of developmentally disabled services and representatives of developmentally disabled consumer groups.

Subject to appointment by the Board of County Commissioners of Cowley County, Kansas, the four primary service providers in Cowley County delineated below shall nominate one member each to serve on the Board of Directors.

- a. Creative Community Living (CCL);
- b. Mosaic;
- c. SouthWind-ResCare;
- d. Twin Rivers Developmental Services; or
- e. any successor service provider replacing any of the aforementioned primary service providers.

To provide for continuity of operations effective with the adoption of these by-laws the appointments of the members of the CDDO Advisory Board shall be for staggered terms as outlined below, then after the initial terms, board members shall be subject to re-appointment for three-year terms as set forth above.

- The two board members listed below shall be appointed for/serve initial terms through December 31, 2010.
 - At-Large Board Member
 - At-Large Board Member

- The two board members listed below shall be appointed for/serve initial terms through December 31, 2011.
 - CCL Nominated/ Board of Commission appointed Member
 - At-Large Board Member

- The three board members listed below shall be appointed for/serve initial terms through December 31, 2012.
 - Mosaic Nominated/ Board of Commission appointed Member
 - SouthWind Nominated/ Board of Commission appointed Member
 - Twin Rivers Nominated/ Board of Commission appointed Member

All members of the CDDO Advisory Board may be reappointed to serve additional terms.

Section No. 4.02 Officers and Term

The officers of the CDDO Advisory Board shall be:

- A Chairman,
- A Vice Chairman,
- A Secretary,

and such other officers as the CDDO Advisory Board may authorize, all of whom shall be voting members elected or appointed to their respective office by the CDDO Advisory Board from among the Board's membership at their November meeting and shall hold office for a period of one (1) year commencing on the first day of January and ending the last day of December.

No officer as duly elected by the CDDO Advisory Board shall serve in their elected capacity more than two (2) consecutive years.

Section No. 4.03 CDDO Advisory Board Member Non-Liable

Board members shall not be liable for any debts or obligations of the Cowley County CDDO Department or Cowley County, Kansas and shall not be subject to any assessment.

Section No. 4.04 Voting Rights

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

Section No. 4.05 Manner of Acting

The act of a majority of the CDDO Advisory Board present at a meeting at which a quorum is present shall be the act of the board.

Section No. 4.06 Compensation

CDDO Advisory Board Members shall not receive any compensation for their services as board members.

Section No. 4.07 Board Member Removal/ Resignation from Office

- A. The CDDO Advisory Board Members, including the four members nominated by the primary service providers may be removed from office at any time at the pleasure of the Board of County Commissioners of Cowley County, Kansas.
- B. Any member may resign by filing a written resignation with the Secretary of the Board.
- C. Any vacancy created by the removal or resignation of a board member shall be filled by appointment in the same manner as their original appointment as set forth in Section No. 4.01; said person to serve for the remainder of the term of the board member being replaced.

Section No. 4.08 Financial Reports

The CDDO Advisory Board shall:

- A. With the assistance of the Executive Director, develop and approve an annual budget for submission to the Board of County Commissioners of Cowley County, Kansas.
- B. Review and monitor monthly financial reports of the Cowley County CDDO Department.
- C. Review and monitor the annual audited financial report of the Cowley County CDDO Department for the year completed by a Certified Public Accountant.

Article V- Meetings of the CDDO Advisory Board

Section No. 5.01 Annual Meeting

An annual meeting of the CDDO Advisory Board shall be held during the month of November; beginning with the year 2010, at a time decided upon by the CDDO Advisory Board Members 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 advisory board as soon thereafter as convenient.

Section No. 5.02 Special Meetings

The Chairman or Vice-Chairman may call a special meeting at any time giving twenty-four (24) hours notification to all board members.

Section No. 5.03 Place of Meetings

The Chairman or Board of Directors may designate any place within or not more than 25 miles from the office of the Cowley County CDDO Department 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 at the office of the Cowley County CDDO Department.

Section No. 5.04 Notice of Meetings

Written or printed notice stating the place, day, and hour of any meeting of the CDDO Advisory Board shall be delivered either personally or by mail to each board member, not less than three or more than thirty day's before the date of such meeting, by or at the direction of the Chairman, or the secretary, or the officers or persons calling the meeting. In case of a special meeting or when required by statute or these By-laws, the purpose or purposes for which the meeting is called shall be stated in the notice. 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/her address, with postage thereon prepaid

Section No. 5.05 Quorum

At any meeting, a quorum shall consist of four (4) members of the CDDO Advisory Board.

Section No. 5.06 Roberts Rules of Order

Except as otherwise provided in these By-laws, all meetings of the CDDO Advisory Board and its committee's 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 CDDO Advisory Board and shall be an ex-officio member of all committees.

1. The Chairperson will have the power to co-sign his/her signature to all documents approved by the CDDO Advisory Board.
2. The Chairperson will have the power to appoint the Chairman of all standing committees whose term shall run concurrent with the term of the Chairman of the CDDO Advisory Board.

B. 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 his/her absence.

Section No. 6.03 Secretary

The Secretary shall attend the meetings of the CDDO Advisory Board and shall preserve minutes of the proceedings of all such meetings. The Secretary shall sign all the minutes of the meetings, as approved by the CDDO Advisory Board and verify for accuracy.

Article VII- Executive Director

Section No. 7.01 Executive Director

A. The Board of County Commissioners of Cowley County, Kansas shall select and hire an Executive Director who shall serve as the Director of the Cowley County CDDO Department. The Executive Director shall be granted the necessary authority and responsibility to operate any and all of the department's facilities and services within the guidelines adopted by the Board of County Commissioners of Cowley County, Kansas.

1. The Executive Director shall be an at-will employee of the Board of County Commissioners of Cowley County, Kansas.

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 to fund

services consistent with the purposes of the corporation. Subject to the approval of the Board of County Commissioners of Cowley County, Kansas the Executive Director is authorized to sign documents and instruments agreeing to accept said funds issued via any program under the terms and conditions of the funding agency.

- C. Subject to the personnel practices and policies adopted by the Board of County Commissioners of Cowley County, Kansas, 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 County Administrator.

Article VIII- Standing Committees

Section No. 8.01 Finance Committee

The Finance Committee shall consist of Board members including the Board Chairperson, whose duties shall be to consider all matters pertaining to the finances of the Cowley County CDDO Department, including the auditing of its accounts, preparation and submission of the agency budget, and recommend to the Board of County Commissioners of Cowley County, Kansas, measures to ensure the continued financial stability of the department.

Section No. 8.02 Nominating Committee

The Nominating Committee shall consist of one or more members of the Board whose duty it shall be to select and recommend officers for election to the CDDO Advisory Board.

Section No. 8.04 Special Committees

Each committee shall consist of at least one (1) Board Member and additional members of the CDDO Advisory Board as needed to carry on the work of the committee. The CDDO Advisory Board by a motion adopted by a majority of the CDDO Advisory Board may designate and appoint additional standing and/or special committees, to the extent provided in said motion. The Chairperson shall appoint the chair of each special committee.

Article IX- Conflict of Interest

Section No. 9.01 Conflict of Interest

- A. Members of the CDDO Advisory Board shall not knowingly engage in any activities or transactions in material conflict with their duties and obligations to the Cowley County CDDO Department while serving in such capacity.
- B. CDDO Advisory Board Members shall not conduct private business in a manner which places them at a special advantage because of their association with the Cowley County CDDO Department.
- C. Any duality of interest or possible conflict of interest on the part of any Advisory Board Member 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 Advisory Board Member having a duality of interest or possible conflict of interest on any matter should not vote or use personal influence on the matter even when permitted by law. The minutes of the meeting should reflect that a disclosure was made, and the abstention from voting.

Article X- Repeal or Amendment of By-Laws

Section No. 10.01

These By-Laws may be repealed or amended by the Board of County Commissioners of Cowley County, Kansas. Notice of any amendment to be offered shall be given to the CDDO Advisory Board and the Board of County Commissioners of Cowley County, Kansas not less than three (3) nor more than thirty (30) days prior to any meeting of Board of County Commissioners to consider said amendment and shall set forth such amendment.

Passed and approved this 4th day of May 2010.

Board of County Commissioners
of Cowley County, Kansas:

Alan Groom, Chairman

Gary Wilson, Vice Chairman

Dick Bonfy, Commissioner

ATTEST:

Karen D. Defore, County Clerk