ARTICLE I
Name and Authority

Section 1: Name
The name of the organization shall be the Center for Innovation and Enterprise Engagement Board of Directors, hereinafter called "Board." Its area of interest is South Central Kansas, which includes Butler, Cowley, Harper, Harvey, Kingman, Marion, McPherson, Reno, Sedgwick, and Sumner counties of Kansas.

Section 2: Mission
The goal of the Center for Innovation and Enterprise Engagement is to escalate the development and predominance of the south central Kansas advanced manufacturing cluster in the global economy. The Center will employ an interdisciplinary approach with collaborative partners to promote industry diversification, new industry formation, and process and product improvements within existing firms. The Center will extend and expand the training elements of the Composite Kansas WIRED Initiative that focused on entrepreneurship and small business development and provide additional technical assistance and economic development support to business enterprises.

Section 3: Authority
The Board was formed to provide governance for Center for Innovation and Enterprise Engagement. Board members will be senior executives who are regional champions with significant social networks that can provide the Center with access and flexibility to implement growth strategies and guide the regional innovation efforts. Board members shall include representation from business and industry, government, economic development, post-secondary education, K-12 education, workforce development, professional organizations, financial/investor, and entrepreneurship.

Section 4: Interrelationship of the Board of Directors and the Staff
A. The Board: The Board is a body, which has been formed to carry out the mission and goals of the Center for Innovation and Enterprise Engagement ("Center") as outlined in the August 30, 2010, Center summary that was presented to the Kansas Board of Regents ("KBOR") by Wichita State University and was approved upon recommendation by the KBOR on October 20, 2010. While the Board itself will retain ultimate authority over final resolution of Center issues, Staff will be hired to oversee the day-to-day duties of the Center. The Board is empowered to make administrative decisions of spending and process.

B. The Staff: The staff will perform day-to-day functions that will advance the Center in the areas of, but not limited to, applied research, technical assistance, workforce development, economic development, outreach and network development. Other staff may be added to meet needs of the Center as approved by the Board. The Center’s Director will act as the direct liaison with the Board. The Staff will be comprised of:
   i. Director - Management of overall Initiative, including strategic and tactical operations.

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ii. Director of Operations - Responsibilities include supervision and management of program activities and workforce initiatives funded by the grant, but implemented by other organizations, keeping a book of minutes of all meetings of the Board, screening and responding to calls, event planning, travel arrangements, preparing PowerPoint presentations and reports, correspondence, and organizing files.

C. The Fiscal Agent: College of Engineering will serve as the Fiscal Agent of the Center. In this role the College of Engineering will have a fiduciary responsibility to grant funding agencies for the lifetime of the Center. In that capacity, purchasing policies and procedures, including bidding, will follow the WSU College of Engineering guidelines. Center Director is enabled to make administrative expenditures, without expenditure by expenditure approval by the Board, as long as such purchases are within the confines of the approved budget. College of Engineering reserves the right to challenge or question any action that they feel is fiscally irresponsible or contradictory to the intent of the original grant. Payment will be withheld until resolution of issues has been reached by the Executive Committee or Board.

D. Executive Committee: The Executive Committee will be empowered to act on behalf of the Board to address any modifications in funding or outcomes that require quick or immediate attention. Any issues before the Executive Committee and actions taken will be communicated to the Board. The seven (7) member Executive Committee is comprised of the Board’s co-chair(s), three (3) private sector Board members and one (1) Board member from post-secondary education and economic development. Non-voting ex official members will include senior officials from the local workforce boards and the director of operations will be a staff member.

ARTICLE II
Membership and Officers

Section 1: Board Composition
Board members are comprised of a cross section of individuals and organizations representing business and industry, government, economic development, post-secondary education, K-12 education, workforce development, professional organizations, financial/investor, and entrepreneurship. Members of the Board shall represent a broad geography of the ten-county region.

Initially the coordination of the Board will be facilitated by the Dean of the College of Engineering. The Kansas Department of Commerce will appoint one Board member. The Board will also include members appointed by the Regional Economic Area Partnership (REAP)1 from business and industry (10), local elected officials (2), workforce development (2, ex officio) and a professional organization. The LA I and LA IV workforce investment board directors will appoint

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1 The Regional Economic Area Partnership (REAP) is comprised of thirty-four city and county governments in the nine counties of South Central Kansas, which include Butler, Cowley, Harper, Harvey, Kingman, McPherson, Reno, Sedgwick, and Sumner counties. These jurisdictions have voluntarily joined together for two primary purposes—to guide state and national actions that affect economic development in the region and to consider and adopt joint actions among member governments that enhance the regional economy.
economic development (2) and post-secondary education (2) members. A K-12 education representative will be appointed by the Kansas Education Commission and a financial/investor representative will be appointed by the Kansas Technology Enterprise Corporation (KTEC). The President of WSU will appoint university members (3). Once the Board is established, the private sector co-chair will be selected by the Board. Meetings are to be conducted at the discretion of the Board, at least quarterly, to guide the transformation efforts and review the progress of the Center’s strategies and operations.

Board members agree to support the efforts of the Center for Innovation and Enterprise Engagement by providing strategic guidance to the initiative and to support the best interests of the region.

Section 2: Criteria for Board of Directors
The Board shall be encouraged to assure that members meet the following criteria:

A. Has experience in one or more of the following areas:
   i. Advanced manufacturing industry
   ii. Workforce development in the region
   iii. Economic development in the region
   iv. Entrepreneurship
   v. Education
   vi. State government

B. Is willing to assume responsibility for communicating with a major stakeholder, and to attend regular meetings.

Section 3: Resignations
Any Board member may resign at any time by giving written notice to the co-chairperson. Such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 4: Vacancies
The Board may declare a vacancy if a member is of unsound mind by an order of the court, or convicted of felony, or for any other proper cause, or if within 60 days after notice of selection, the member does not accept such position either by writing or by attending a meeting of the Board.

Any vacancy or vacancies in the Board because of death, resignation, removal in any manner, disqualification, an increase in the number of members, or any other cause, may be filled by the Board based upon nominations presented at any regular or special meeting; and each person so elected shall be a member to serve for the balance of the unexpired term of the Center.

A two-thirds vote by the Board is needed to confirm a candidate to a position in the Board.

Section 5: Officers
Elections and Terms of Office

Voting members shall elect officers of the Board. The officers shall consist of two co-chairpersons. The co-chairs shall be the chief policy officers for the Center and shall exercise all
the powers and duties in the leadership of the Center as are generally associated with such office, including but not limited to the power to execute on behalf of the Center such documents and legal instruments as are authorized by actions taken by the Board. The co-chair(s) shall represent the Center before all bodies in their official capacity and serve as the spoke-persons for the organization.

Private sector Co-chairperson of the Board shall be elected by a majority vote of the Board with a quorum present. The Dean of the College of Engineering will serve as Co-chair.

ARTICLE III
Meetings

Section 1: Meetings
Meetings are to be conducted at the discretion of the Board, at least quarterly, to guide the innovation efforts and review the progress of the Center’s strategies and operations.

Section 2: Agenda Items
Matters may be placed on the agenda for consideration at meetings of the Board by any of the following:
   A. Co-chairperson
   B. Member of the Board
   C. Director of operations

Section 3: Expenses
All members shall serve without compensation.

Attendance at other meetings for general interest is encouraged, reimbursement for these activities are generally not covered, but may be pre-authorized on a limited basis as funds are available. Guidance in these situations may be requested.

Section 4: Attendance
If any Board member fails to attend three consecutive regular meetings without extenuating circumstances, the Board Co-chairperson(s) shall recommend that the member be removed and this action must be voted on by a quorum of the Board.

If a member is unable to attend the Board meeting, a non-voting proxy representative may attend the meetings and report for the member who is unable to attend.

Section 5: Quorum and Voting Rights
The presence, in person or by telephone conference call or other communications equipment with which all persons participating in the meeting can communicate with each other, of a majority of the currently appointed Board members at any meeting, shall constitute a quorum for the transactions of business.

Once a quorum is established, a majority vote of the members present shall be required for the transactions of business. Such members shall each have one vote. All action of the Board shall be taken by a show of hands or spoken affirmation in an open meeting.
Section 6: Alternates
A member can designate, in advance, one alternate to represent him/her at a meeting. Alternates do not have voting rights and will not be recognized as constituting the voting members attendance. Alternates are not counted in determining a quorum.

Section 7: Conflicts of Interest Policy
A Board member shall declare a conflict of interest, refrain from entering into the discussion of the matter as a Board member and not cast a vote on any matter which has a direct bearing on services to be provided by, or authority or responsibility to be imposed upon, that member or any employer of such member or organization which that member directly represents, or on any matter which would financially benefit such member, an immediate family member of such member or any employer of such member or organization such member represents. In the event a Board member fails to comply with these conflict of interest provisions, the co-chairperson of the Board may, upon a reasonable belief of a Board member’s conflict of interest, bar the member from the discussion and vote on the matter. At the discretion of the co-chairperson, the Board member may be asked to withdraw from the meeting where the matter is being discussed.

ARTICLE IV
Procedures

Section 1: Standing Committees, Subcommittees and Task Forces
The Board may designate standing committees to study issues of concern and present recommendations and report regularly to the full Board. Every Board member may be required to serve on at least one standing committee or technical advisory committee. Standing Committees may establish their own priorities, unless directed to focus upon a particular matter by the full Board and may establish subcommittees.

Task forces may be appointed to study or address issues that generally are of short duration and very specific in their responsibilities.

Section 2: Procedures for bringing issues before Board for Action
Whenever possible, issues brought before the Board for a vote shall be fully researched by staff, a standing committee or a task force, with both sides of an issue presented to the full Board prior to the meeting where the vote will be taken. Exceptions may be made when immediate action is critical to impact a decision.

ARTICLE V
Amendments

These bylaws may be altered, amended, or repealed and new bylaws may be adopted by an affirmative vote of two-thirds of the Board members present at any regular meeting under the following conditions:
A. A quorum is present;
B. That written notice of such meeting, setting forth the proposed bylaw revisions, is given to all members at least twenty (20) days prior to such meeting;
C. The requirement for a twenty (20) day advance notice of a proposed bylaw amendment or repeal may be waived by vote of the Board declaring an emergency, followed by an affirmative vote by three quarters (3/4) of the Board present and voting at a regular meeting.

Bylaws shall be effective immediately upon adoption.

ARTICLE VI
Principles

A. The Center for Innovation and Enterprise Engagement comes before special and/or jurisdictional interests.

B. Members will act on the basis of information and understanding.

C. We will focus our efforts strategically to achieve the greatest contribution possible.

D. We shall strive to achieve a Board consensus bringing together diverse views to yield actions/recommendations important to the Center for Innovation and Enterprise Engagement.

E. We will comment as a Board constructively and with appropriate suggestions and offers of help.

F. We will be proactive.

G. As individual members of the Board we shall:
   i. Listen to each other
   ii. Speak our beliefs
   iii. Be objective
   iv. Work toward benefiting the Center for Innovation and Enterprise Engagement rather than special or self interests

ARTICLE VII
Adoption of Bylaws

Upon an affirmative vote of two-thirds of the membership of the Center for Innovation and Enterprise Engagement present and voting, these Bylaws were adopted this September 27, 2011

Zulma Toro-Ramos, Co-Chair
William J Wesolowsky, Co-Chair