

Momentum 2022 Implementation Committee

BYLAWS

ARTICLE I INTRODUCTORY

1. Name

The name of this committee shall be "Momentum 2022 Implementation Committee" (hereinafter referred to as the "MO22 Committee"). The MO22 Committee is a committee of the Greater Topeka Partnership, Inc. (GTP) and will work within the procedures and guidelines of the GTP. The Greater Topeka Partnership, Inc. is a Kansas corporation organized not-for-profit in accordance with Section 501(c)(6) of the Internal Revenue Code. The MO22 Committee will coordinate its activities with those of the GTP partners and other committees, will avail itself of the unified management structure and shared services which the GTP provides and will participate in the GTP's consolidated budgeting, finance and administrative processes.

2. Role

The role of the MO22 Committee is to: act on proposals made by the Chair(s); receive status reports on progress and ensure that sufficient progress is being made toward completion of the Topeka-Shawnee County Holistic Economic Development Strategy, dated February 2017, and subsequent updates (hereinafter referred to as "Momentum 2022"); and build and maintain support for Momentum 2022 in the community through investor and partner engagement activities.

ARTICLE II COMMITTEE STRUCTURE

1. Composition

1.1 Number and Terms. The MO22 Committee shall consist of no fewer than 10 members and no more than 20 members. The number of Members may be varied from time to time between the minimum and maximum numbers by action of the Committee. The initial Members shall be elected to terms of one, two and three years and their successors shall serve three year terms, unless an individual is appointed to fulfill an unexpired term. Terms of Elected Members shall be divided as equally as possible into three classes for purposes of staggering the Committee. Each Member shall hold office for the length of their term or until their successors have been elected and qualified; however, no provision of this section shall be restrictive upon the right to remove Members as hereinafter provided. Elected Members shall not serve for more than two (2) consecutive three-year terms.

The MO22 Committee shall also include at least one representative of the government of Shawnee County and at least one representative of the government of the City of Topeka as Members by Virtue of Position Held.

1.2 Election or Appointment of Members. A Nominating Committee consisting of the current Chair(s), the Chair(s)-elect, the Immediate Past Chair(s) and two Members of the MO22 Committee appointed by the Chair whose terms on the MO22 Committee are not set to expire in the following calendar year, shall be appointed at the beginning of each calendar year for the purpose of selecting and securing acceptance from candidates for Elected Member positions expiring at the end of that calendar year. The slate of candidates shall be submitted to the MO22 Committee for initial consideration by September 1. Members present may make nominations from the floor for candidates for Elected Member positions. The Members

shall vote upon the slate of candidates on or before the committee's regularly-scheduled October meeting and the newly elected Members shall assume all the powers previously vested in their predecessors effective on January 1.

1.3 Vacancies. Vacancies on the MO22 Committee may be filled by appointment of the Chair(s), subject to ratification by the committee. A vacancy on the MO22 Committee shall be deemed to exist in case of the death, resignation or removal of any Member, or if the authorized number of Members is increased, or if any Member elected shall refuse to serve. If the MO22 Committee accepts the resignation of a Member tendered to take effect at a future time, the committee shall have power to elect a successor to take office when the resignation is to become effective.

The Members may, at any time, by a majority vote of those entitled to vote, remove any Member with or without cause. Cause shall include, but not be limited to, missing fifty percent (50%) of the meetings during any calendar year or failing to abide by the ethical practices criteria adopted by the committee.

1.4 Place of Meetings. The meetings of the MO22 Committee shall be held at the principal offices of the GTP in Topeka, Kansas, unless a different place is specified in the notice or waiver of notice of the meeting.

1.5 Notice of Meeting. Written or printed notice stating the place, day and hour of the MO22 Committee meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than six (6) days nor more than thirty (30) days before the date of the meeting, personally, by facsimile, or by mail, by electronic transmission in the form consented to by the Members by or at the direction of the Chair(s), to each Member entitled to vote at such meeting, except that if the statutes of the State of Kansas shall require a longer period of notice for the purpose for which the meeting is called, then such period of notice as specified by the Kansas law shall be given. If the notice is mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the Member at his/her address as it appears in the records of the MO22 Committee or such other address given by the Member to the MO22 Committee for the purpose of notice, with postage thereon prepaid. Failure to deliver such notice or obtain a waiver thereof shall not cause the meeting to be lost, but it shall be adjourned by the Members present for a period not to exceed sixty (60) days until any deficiency in notice or waiver shall be remedied.

1.7 Quorum. A quorum of all meetings of the MO22 Committee shall consist of a majority of the whole committee unless a greater number as to any particular matter is required by statute or by these Bylaws. Less than a quorum may adjourn the meeting successively until a quorum is present and no notice of adjournment shall be required. Whenever corporate action is to be taken by vote of the Members, it shall, except as otherwise required herein or by law, be authorized by a majority of the votes cast at a valid meeting of Members entitled to vote thereon.

1.8 Special Meetings. Special or regular meetings of the Members may be called at any time by any Director, and may be held within or without the State of Kansas at such time and place as the Members may determine, or as the notice or waiver thereof may specify. Notice of such meetings may be mailed or faxed to the last known address of each Member at least three (3) days prior to the date fixed for the meeting. Special meeting of the committee may be held at any time that all Members are present in person. Unless specifically required by law or these Bylaws, neither the business to be transacted at nor the purpose of any special meeting of Members need be specified in the notice or waiver of notice of such meeting.

1.9. Compensation. The Members of the MO22 Committee shall serve without compensation for their services and status, but the MO22 Committee may reimburse reasonable expenses incurred on its behalf. This provision shall not preclude the President and CEO of the GTP or other GTP staff from receiving their regularly-scheduled compensation as employees of the GTP.

2. Executive Committee.

2.1 Chair or Co-chairs. The MO22 Committee and the Executive Committee shall be presided over by a Chair or as many as three co-Chairs (referred to herein as "Chair(s).") The Chair(s) shall exercise and perform such powers, duties and functions as are provided by law and as are generally exercised by officers in corporate affairs, and as may be directed by the MO22 Committee. The current Chair(s), President and CEO of the GTP and Chair of the GTP Chair's Council shall form a Special Nominating Committee and shall recommend candidates for the position of Chair(s)-elect of the MO22 Committee for approval by the MO22 Committee, subject to ratification by the GTP Chair's Council, no later than September 1.

2.1.1. Term and Removal of Chair(s). The Chair(s) shall serve for two year terms; provided, however, that if a Chair is serving in a representative capacity by virtue of a position held, their term shall not exceed the term of that position; and provided further that no Chair shall serve more than four (4) consecutive years; and provided, further, that each Chair shall hold office until his or her successor is chosen and qualified, or until he or she resigns or is removed by the GTP Chair's Council, whichever occurs first. When two or three Chairs are presiding, their terms shall be staggered such that in any given year only one Chair's term expires. At a meeting called for that purpose, the Members of the MO22 Committee may vote to recommend removal of a Chair whenever in their judgment the best interests of the MO22 Committee will be served thereby and such recommendation will be promptly considered and either approved or rejected by the GTP Chair's Council.

2.2 Advisory Group. In addition to the Chair(s), the Executive Committee shall include an Advisory Group of no more than 9 individuals, such that the total number serving on the Executive Committee, when the number of Chair(s) is taken into account is no more than ten. The President and CEO of the GTP shall be a member of the Advisory Group By Virtue of Position Held. The Chair(s) shall appoint the remaining members of the Advisory Group from amongst the Members of the MO22 Committee.

2.3 Duties. The Executive Committee shall:

- a. Make proposals to the MO22 Committee related to implementation of Momentum 2022, including:
 1. Work Group organization, appointment of chairs, vice-chairs, and group members
 2. Modifications to focus areas and actions listed in Momentum 2022
- b. Monitor expenditures related to Momentum 2022 and provide input to the GTP Chair's Council regarding the adequacy or profligacy of same.
- c. Ensure Work Groups have support and staff necessary to be successful.
- d. Review, Oversea and make recommendations related to Work Group status reports.
- e. Oversee the Momentum 2022 communications, including:
 1. Participation in the speakers Bureau
 2. Review and make recommendations on the Momentum 2022 communication plan
- f. Make reports to elected officials

The Executive Committee will meet monthly and make interim decisions on the implementation of Momentum 2022. Any Work Group organization decisions made by the Executive Committee must be ratified by the MO22 Committee. The Executive Committee will also provide feedback to the President and CEO of the GTP on the performance of the Senior VP of Strategy.

ARTICLE III WORK GROUPS

1. Creation, Leadership and Duties

The Executive Committee shall create such Work Groups as it deems necessary to successfully carry-out Momentum 2022. Any individual with requisite knowledge of the Work Group's focus area may be eligible to serve on the Work Group. Work Group Chairs must be appointed from the Membership of the MO22 Committee. The Work Groups shall:

- a. Evaluate current capacity and establish connections between community resources and the Work Group's focus area.
- b. Meet on a regular basis
- c. Propose actions or activities to accomplish the goals of Momentum 2022
- d. Report to the Executive Committee on a monthly basis.
- e. Provide regular reports to the entire MO22 Committee
- f. Request input and involvement from other community stakeholders as needed

2. Alterations

The Executive Committee shall have the authority to disband, alter or create additional Work Groups as it deems necessary to successfully carry-out the Momentum 2022 plan.

ARTICLE IV AMENDMENTS

These Bylaws may only be amended by a two-thirds (2/3) majority vote of the entire MO22 Committee at a regularly scheduled meeting or a special meeting call for the purpose of amending the Bylaws. Approved amendments shall become effective immediately or as otherwise provided by the amendment.