

**BYLAWS
OF
THE WOMEN'S CHAMBER OF COMMERCE
OF
KANSAS CITY, KANSAS**

ARTICLE I - NAME

Section 1. The name of this organization shall be The Women's Chamber of Commerce of Kansas City, Kansas.

ARTICLE II - OBJECTS AND PURPOSES

Section 1. This Women's Chamber of Commerce is formed and incorporated under the laws of Kansas as a non-profit corporation for the purpose of:

- (a) securing cooperative actions in advancing the common purposes of the members;
- (b) uniformity and equity in business usages and laws;
- (c) proper consideration and concentration of opinion upon questions affecting the financial, commercial, civic and industrial interests of Greater Kansas City.

Section 2. It is the function of this organization:

- (a) to furnish leadership;
- (b) to disseminate opinion;
- (c) to marshal into one force individual women and separate organizations, ready to devote themselves to whatever is for the common good; and
- (d) to accomplish the foregoing purposes, the support of education undertakings.

ARTICLE III - MEMBERSHIP AND DUES

Section 1. All memberships shall be one of three classes: active, associate, or life.

Section 2. Active membership in this Women's Chamber of Commerce shall be extended to persons who are actively involved in business, profession, or community affairs in Greater Kansas City.

Section 3. Associate Membership. Associate memberships shall be available to women who are retired from the work force, moved to another location, or simply wish to be kept on the mailing list. They shall have voting rights, but may not hold office in the organization.

Section 4. Life Membership. The Board of Directors may, in its sole discretion, accept as life members such women who, by reason of their outstanding position and service in the organization, are deserving of such membership. Life members shall not be required to pay dues. They shall have voting rights, but may not hold office in the organization.

Section 5. Application for membership shall be reviewed and accepted by the Membership Committee. No application shall be held without action for more than two months.

Section 6. Dues. Members shall pay annually in advance of July 1 of each year at such rate as shall be established by membership approval as stated in Attachment A to this section. Any member whose dues have not been received by September 1, shall be declared delinquent and shall

forfeit all rights to hold office or committee appointment and listing in the Membership Directory. Any member declared delinquent shall be reinstated in good standing only upon payment of the full annual dues for the year in which such membership has been so declared. Dues for new memberships received after January 1 of any year shall be one-half of the annual dues.

Section 7. Fiscal Year. The fiscal year of this Women's Chamber of Commerce shall be from July 1 to June 30, inclusive, of each calendar year, between which dates the newly installed officers, directors and nominating committee shall serve.

ARTICLE IV - EXECUTIVE OFFICERS

Section 1. How Chosen. The executive officers shall consist of: president, vice-president, corresponding secretary, recording secretary, and treasurer, who shall be elected annually by the members as hereinafter provided and who shall serve from July 1 through June 30.

Section 2. President. No member shall be eligible to be elected president who has not served two years as either a member of the Board of Directors or two years as an Officer. The duties of the president include:

To preside at all meetings

To name the chairmen of the standing committees, subject to ratification by the Board of Directors

Approve all expenditures

Secure Board approval of the minutes of all meetings

Countersign all checks

Serve as Chairman of the Board of Directors

Serve as ex-officio member of all committees except the Nominating Committee

Perform such other duties as may pertain to the office of President

Section 3. The Vice President shall in the absence of the president, assume the duties of that office. The duties of the Vice-President include:

To secure programs for the membership meetings

To oversee hospitality and attendance for all meetings

To take reservations and maintain a record of attendance for all events

To arrange the annual installation of officers, including the program.

Section 4. The Corresponding Secretary. The corresponding secretary or her appointee will be responsible for the publication and mailing of the monthly bulletin.

Section 5. Recording Secretary. The duties of the recording secretary are:

To keep an accurate record of the proceedings of the Women's Chamber of Commerce.

To keep on file all reports of officers and chairmen of standing and special committees.

To have custody of all books and documents.

She shall be secretary of the Board of Directors.

The recording secretary shall sign the minutes of all meetings.

And shall perform such other duties as ordinarily pertain to such office.

Section 6. Treasurer. The duties of the treasurer are:

- To work with the Membership Committee to mail written notices of the dues to each member prior to July 1.
- To collect all dues and give receipt therefore.
- To work with the Membership Committee to advise members whose dues have not been received by August 1, advising the member of such impending delinquency and forfeiture of rights of membership.
- To receive all monies from any member authorized to collect for the Women's Chamber of Commerce and to give receipts therefore.
- To deposit all funds in the name of "The Women's Chamber of Commerce of Kansas City, Kansas" as treasurer, in such bank as may be approved by the Board of Directors.
- To rent a safety box in such safety deposit vault as may be approved by the Board of Directors.
- To keep an accurate account of all funds of the Women's Chamber of Commerce and shall make all disbursements by check, signed by herself as treasurer and countersigned by the president.
- To present a detailed statement of the financial condition of the Women's Chamber of Commerce at the annual meeting of the Women's Chamber of Commerce to be held on the second Wednesday of May.
- To further perform such duties as ordinarily pertain to such office.
- The treasurer shall be bonded in such amount as may be determined by the Board of Directors.

ARTICLE V - ELECTIONS

Section 1. The election of officers and directors shall be held at the May meeting each year. The outcome of the elections shall be determined by the highest number of votes for any one office. No proxy votes shall be allowed. No member whose dues are unpaid is entitled to vote. If written ballots are used they are to be destroyed when the May meeting adjourns. No member shall hold the same office for more than two consecutive terms unless if an exception is granted by a 2/3's vote of the Board of Directors.

Section 2. Nominating committee. The nominating committee should be a standing committee appointed by the President with ratification by the Board of Directors.

Section 3. The report of the nominating committee each year must be published at least thirty days prior to the annual election in the official bulletin, showing a complete list of candidates for various positions on the Women's Chamber of Commerce Board. The president shall call for additional nominations for each position slated with acknowledgment of said nominee.

ARTICLE VI - MEMBERSHIP MEETINGS

Section 1. There shall be at least one meeting each month per fiscal year except for the month of July. Such meeting may be suspended or changed by action of the Board of Directors at any regular or special meeting.

Section 2. Annual meeting. The annual meeting of the Women's Chamber of Commerce shall be held on the second Wednesday in May.

Section 3. A special meeting may be called by the President or by vote of the Board of Directors. Notice of any special meetings shall be delivered to every member at her/his street or email address at least seven days prior to said meeting and shall state the time, place, and reason for the meeting.

Section 4. Quorum. The number of eligible voting members present shall constitute a quorum at any regular, annual or special meeting; however, two-thirds of the combined total of current, active officers and board members must be present to enact official business for the Women's Chamber.

ARTICLE VII - BOARD OF DIRECTORS

Section 1. How Constituted. The government of the Women's Chamber of Commerce, the direction of its work, and control of its property, shall be vested in a board of directors, composed of the executive officers and ten directors. Three of such directors shall be elected from the membership of the Women's Chamber of Commerce at each annual election to serve for a term of three years. The immediate Past-President shall be the tenth director.

Section 2. Meetings. The board of directors shall hold monthly meetings. Special meetings of the board may be called at any time by the president or upon written request of five members of the board. A quorum for either monthly or special board meetings will be three officers and three directors.

Section 3. Attendance. Failure of members of the board of directors to attend three consecutive meetings of the board without reasonable excuse shall constitute a vacancy and the director shall be so notified. No proxies shall be allowed. A phone poll or email poll of absent members may be conducted when a quorum vote is necessary for Board action on an agenda item.

Section 4. Vacancies. The board of directors shall fill any vacancies in its own body until the next annual election and until close of the fiscal year.

ARTICLE VIII - ADVISORY OFFICERS

Section 1. Parliamentarian. The president may appoint to serve for one year, a Parliamentarian, subject to ratification by the Board of Directors. The Parliamentarian, by virtue of her office, shall perform such duties as ordinarily pertain to such office at either membership or board of directors meetings.

ARTICLE IX - COMMITTEES

Section 1. How designated. The president shall promote the Object and Purposes and direct the activities of the Women's Chamber of Commerce through the following standing committees:

- By-laws/Resolutions
- Community/Economic Development
- Education
- Finance/Budget/Audit
- Historian
- Long-Range Planning
- Membership

Publicity/Public Relations
and such other special committees as may be deemed necessary from time to time to carry out the work of the organization.

ARTICLE X - COMMITTEES - POWERS AND DUTIES

Section 1. Limitation of Powers. It shall be the function of committees to investigate and make recommendations. They shall report to the board of directors. This report may be in the form of minutes. No committee shall represent the Women's Chamber of Commerce in advocacy of or opposition to any project without specific authority of the board of directors or such authority as may be clearly granted under the general powers delegated by the board of directors.

Section 2. Duties. The purposes, duties and responsibilities of all standing committees shall be as outlined in Standing Rules, or such as may be defined by the president and board of directors. The chairperson of each standing committee shall submit plans of work to the Board for approval. When special committees are appointed, the scope of their work shall be specifically stated in the notice of appointment.

Section 3. Restrictions. No member shall serve on more than two standing committees at one time, except by special action of the board of directors.

ARTICLE XI - EXECUTIVE SECRETARY AND EMPLOYEES

Section 1. The board of directors may appoint an executive secretary and employ such other persons for such part of any one year as the board of directors deems necessary; the duties, salaries and hours of service of such executive secretary and other employees to be determined by the board of directors.

ARTICLE XII - PARLIAMENTARY AUTHORITY

Section 1. The rules contained in "Robert's Rules of Order Revised" shall govern this Women's Chamber of Commerce on all questions or order not herein provided for.

ARTICLE XIV - AMENDMENTS

Section 1. These bylaws may be amended at any regular meeting by a two-thirds vote of the eligible voting members present. Previous ten days' written notice showing proposed amendments shall be sent to the members.

By-laws revised May, 1998
Amendments adopted August, 2001
Proposed revision August, 2002
Amendment to Vice-President Position January, 2005

ATTACHMENT A TO ARTICLE III, Section 8, Dues

Effective January 1, 1984, annual dues for active and sustaining members shall be \$50.00, provided that all members whose dues are paid in full as of December 15, 1983, shall not be affected until the 1984-85 fiscal year. Annual dues for associate members shall be \$10.00. (Adopted 12/83)

The following standing committees were approved by the Women's Chamber of Commerce of Kansas City, Kansas at their May 1997 Board meeting and will be effective with fiscal year 7-1-97.

The President serves as ex-officio chair of each committee, other than the Nominating Committee, as per the by-laws, but will appoint working chairs for each committee.

BY-LAWS/RESOLUTIONS:

1. This committee will review bylaws annually and recommend changes necessary to revise and update same.
2. Resolutions will be prepared as recommended by the President and the Board.
3. Chair will arrange for publication and distribution of updated and/or amended bylaws following membership approval.

COMMUNITY AND ECONOMIC DEVELOPMENT:

1. Define areas in which WCC should be involved regarding promotion of community and economic development.
2. Chair will be contact person for membership on matters regarding legislative issues on local, state, and national level.

EDUCATION:

1. Works closely with Vice-President to develop programs relative to career education and other issues that would affect them as professional business women and educators.

FINANCE:

Both the immediate past treasurer and the current treasurer will serve as members of this committee.

1. Budget
 - a. Request completed budget forms from all committee chairs covering requests for new fiscal year be submitted at the July Board meeting.
 - b. Meet with Finance committee to study request expenditures, and identify sources of revenue in preparation of budget which will be submitted to the Board in August.
 - c. Chair shall meet with the treasurer periodically to review records and disbursements with questions being presented to the Board for their review.
2. Audit:

The President and the Finance Committee Chair will appoint an audit committee at the close of the fiscal year (June 30) who will present a report to the Board for approval.

HISTORIAN:

1. Maintains a press/activity scrapbook for presentation to the President at the new officer's installation dinner.
2. When need is determined for historical data, the Historian will research and prepare information.

LONG RANGE PLANNING:

1. Recommend plan to Board and membership for future direction of organization for consideration and approval.
 - a. Study and evaluate profiles of current membership in effort to determine recommendations to other committees that would assist in setting achievement goals, i.e. membership, programming, community and economic development involvement.

MEMBERSHIP:

It is recommended that chair of this committee be a member of the Board of Directors.

1. Responsible for compilation and updating of yearbook/directory.
2. Plan and implement membership drive which would include direct individual contact with prospective members as well as outreach contact with business leaders whose firms do not currently have WCC representation.
3. Plans annual recognition of new members at a monthly membership meeting devoted to recruitment of new members, in collaboration with the Vice-President.
4. Provides information on new members to Bulletin editor.
5. Works with Treasurer to ensure timely collection of annual dues.

PUBLICITY:

1. Will be responsible for submitting press releases to the media notifying them of monthly meeting dates and program information.
2. Will submit press releases on other WCC activities as directed and approved by the President and Board.
3. Furnishes Historian with copies of all press releases to be included in WCC scrapbook.
4. Develops contact list and working relationship with all local media/public relations personnel in effort to promote WCC involvement in community affairs.

NOMINATING:

1. Appointed by the President with approval of the Board.
2. Shall submit a slate of candidates to be published in the April bulletin/ newsletter and again in May, as publication permits prior to elections being held in May.

PARLIAMENTARIAN: (ADVISORY OFFICER - May be appointed for one year; if ratified by Board shall perform such duties at either membership meetings or Board meeting per bylaws and in accordance with the Roberts Rule of Order).

SPECIAL PROJECTS TASK FORCES MAY BE DEEMED NECESSARY FROM TIME TO TIME TO CARRY OUT THE WORK OF THE ORGANIZATION. FOR EXAMPLE

WAYS AND MEANS:

1. At the Board's direction, will plan and implement fund-raising projects to underwrite costs associated with budgeted activities such as Scholarship Committee.