

**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 individual 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 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 lists. 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. Business Memberships shall also be available.

Section 6. 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 7. Dues. Members shall pay annually in advance of January 1 of each year at such rate as shall be established by membership approval.

Section 8. Fiscal Year. The fiscal year of this Women's Chamber of Commerce shall be from January 1 through December 31.

#### **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 January 1 through December 31.

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 chairs of the standing committees, subject to ratification by the Board of Directors
- Determine ad hoc and other committees as needed or deemed appropriate by the Board of Directors, and select committee chairs for such committees
- Approve all expenditures
- Secure Board approval of the minutes of all meetings
- Countersign all checks
- Serve as Chair of the Board of Directors
- Serve as ex-officio member of all committees except the Nominating Committee
- Working with the Board of Directors, develop a Strategic Plan and assess achievement of goals annually
- Require an internal financial audit annually
- Perform such other duties as may pertain to the office of President

Section 3. Vice-President. 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, working with the Education chairperson, 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. 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 chairs 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.
- To keep and maintain historical records of the Chamber.
- 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 January 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 March 1.
- To receive all monies from any member authorized to collect for the Women's Chamber of Commerce and to give receipts therefore.
- To deposit funds in the name of "The Women's Chamber of Commerce of Kansas City, Kansas" or "KCK Women's Chamber Foundation" as appropriate, in such bank 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.
- Make a recommendation for the annual budget based on historical data and planned projects for the ensuing year with input from the Board of Directors and Committee Chairs.
- The Treasurer shall be bonded in such amount as may be determined by the Board of Directors.
- Collect the mail from the Post Office Box, log as received, and distribute it to appropriate Board members in a timely manner.
- To further perform such duties as ordinarily pertain to such office.

## **ARTICLE V – ELECTIONS**

Section 1. The election of officers and directors shall be held at the December 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 December meeting adjourns. No member shall hold the same office for more than two consecutive terms unless an exception is granted by a 2/3 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 Nominating Committee shall present a slate of officers at the October membership meeting each year, which will also be published in the November newsletter showing a complete list of candidates for various positions on the Women's Chamber of Commerce Board. The Chair of the Nominating Committee shall call for additional nominations for each position slated with acknowledgment of said committee.

## **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 governance 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 ~~eleventen~~ 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 two years. The immediate Past President shall be the tenth director. The eleventh director will be a representative from the KCK Chamber of Commerce, appointed by the President and approved by the Board.

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 – COMMITTEES**

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

- Education
- Membership
- Nominating
- Ways and Means
- Scholarship

And such other special committees as may be deemed necessary from time to time to carry out the work of the organization. Committee chairs or their designees are to attend and report at the monthly Board meeting as appropriate.

Committee chairs shall be appointed by the President and preside over a committee of at least three people in addition to the President that will serve ex-officio, with responsibilities as follows:

- **Education.**
  - Work closely with the Vice-President to develop programs relative to career education and other issues that would affect them as professional business women and educators.
  - Develop an annual calendar of programs for monthly membership meetings.
  - Survey the membership annually to identify topics of most interest for educational events.
  - Plan two educational seminars annually to last no more than two hours each on topics identified by members as most relevant.
  - Promote educational seminars to membership and the community at large.
- **Membership.**
  - Plan and implement an annual membership drive.
  - Provide information about new members for inclusion in the monthly membership newsletter.
  - Work with the Treasurer to ensure timely collection of annual dues.
- **Nominating.**
  - Identify and recruit officers for the Board of Directors.
  - Submit a slate of candidates for office at the October membership meeting each year, and ensure that the slate be included in the member newsletter in November.
  - Call for a vote of membership on the slate of officers at the December membership meeting each year.
- **Ways and Means.**
  - Plan and implement fund-raising projects to underwrite costs associated with budgeted activities, including those presented by the Scholarship Committee.
  - Promote fund-raising projects to the membership and the community at large.
- **Scholarship.**
  - Solicit candidates for scholarships.
  - Review scholarship applications and make recommendations for recipients to the Board of Directors for approval.
  - Plan the annual recognition of scholarship recipients in collaboration with the Education Committee and with the approval of the Board of Directors.

## **ARTICLE IX – 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 by 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 are as outlined in these Bylaws, Article VIII, 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. Every standing committee will have at least three members.

#### **ARTICLE X – 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 XI – 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 XII – 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.