

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; and
- (c) proper consideration and concentration of opinion upon questions affecting the financial, commercial, civic and industrial interests of Greater Kansas City.

It is the function of this organization:

- (a) to furnish leadership;
- (b) to disseminate opinion; and
- (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 educational undertakings.

ARTICLE III - MEMBERSHIP AND DUES

Section 1. All memberships shall be of five classes, namely: active, sustaining, associate, life and honorary.

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

Section 3. Sustaining membership may be held by a firm in Greater Kansas City, not having a representative woman in its organization. Sustaining members, however, will not be entitled to vote or hold office but may be listed under business classifications in the Membership Directory and in the roster.

Section 4. Associate Membership. Associate membership shall be limited to women who are active members in good standing of this organization and are moving or have moved to another city, or who have by reason of temporary, or permanent, retirement from business activities or connections become disqualified for active membership. In the latter case, however, active memberships will be considered as being in force through the remainder of the fiscal year. Associate members, however, will not be entitled to vote, to hold office, or to be listed under business classifications in the Year Book.

Section 5. 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 6. Honorary Membership. The Board of Directors may, in its sole discretion, accept as honorary members such women who by reason of their outstanding positions are deserving of such membership. Honorary members shall not be required to pay dues. They shall not have voting rights nor hold office in the organization.

Section 7. Application for membership, duly signed by the applicant and endorsed by two members, shall be submitted by the Membership committee to be voted on by the Board of Directors. No application shall be held without action for more than two months.

Section 8. 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 9. 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, first vice-president, second 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 the office of president who has not served two years as a member of the Board of Directors or two years as an executive officer. It shall be the duty of the president to preside at all meetings; to name the chairman of the standing committees, subject to ratification by the Board of Directors. She shall approve all expenditures. She shall affix her signature to the minutes of all meetings, regular, special and executive, and shall countersign all checks. The president, by virtue of her office, shall be chairman of the Board of Directors and shall be ex-officio member of all committees except the nominating committee. She shall perform such duties as ordinarily pertain to such office. The President shall serve as chairman of the Publicity Committee.

Section 3. The Vice Presidents in the order of their rank shall, in the absence of the president, assume the duties of that office. The First vice-president carries the responsibility of securing programs for the membership meetings. The Second Vice-President assumes the responsibility of overseeing hospitality and the attendance for all meetings. The Second Vice-President is responsible for taking and maintaining a record of reservations for all events and is responsible for program and arrangements for the annual installation of officers.

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. It shall be the duty of the recording secretary to keep an accurate record of the proceedings of the Women's Chamber of Commerce, keep on file all reports of officers and chairmen of standing and special committees, and have custody of all books and documents. By virtue of her office she shall be secretary of the Board of Directors. With the president, 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. She shall mail written notices of the dues to each member prior to July 1, collect all dues and give receipt therefor. She shall mail a written notice to any member whose dues have not been received by August 1, advising the member of such impending delinquency and forfeiture of right. It shall be the duty of the treasurer to receive all monies from any member authorized to collect for the Women's Chamber of Commerce and to give receipts therefore. She shall 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. She shall rent a safety box in such safety deposit vault as may be approved by the Board of directors. The treasurer shall 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. The treasurer shall 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. She shall 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, directors and members of the nominating committee shall be held the second Wednesday in May of each year. Elections shall be by ballot and shall be determined by the highest number of votes for any one office cast by eligible voting members present. No proxies shall be allowed. No member whose dues are unpaid is entitled to vote. All ballots are to be destroyed. No member shall hold the same office for more than two consecutive terms. No director shall be a member of said Board of Directors for a longer period than three years at any one time, and is not eligible for re-election until after one year from the date of expiration of said term.

Section 2. Nominating committee. There shall be a nominating committee composed of ten active members in good standing in this Women's Chamber of Commerce, five of whom shall be elected each year to serve for a two-year term. No member of the nominating committee shall be a member of said committee for a longer period than two years at any one time, and is not eligible for re-election until after one year from the date of expiration of said term.

Section 3. The report of the nominating committee each year must be published thirty days prior to the annual election in two separate bulletins, showing a complete list of candidates for various positions on the Women's Chamber of Commerce Board and the nominations for the nominating committee. 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. Such meeting may be suspended or changed by action of the Board of Directors at any regular or special meetings.

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, and shall be called by the president or the secretary upon written request of twelve members. A written notice of all secretary upon written request of twelve members. A written notice of all special meetings shall be mailed at least seven days before the date fixed for such meeting to every member at her address as appearing on the Women's Chamber of commerce roster. Such notice shall state time and place of meeting and the business to be transacted. In event of failure to call such meeting as above provided, twelve members in good standing may issue such a call in the manner above prescribed.

Section 4. Quorum. A majority of eligible voting members present shall constitute a quorum at any regular, annual or special meeting.

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. One member of the board shall be elected by the Past Presidents Club (which is composed of past presidents of this Women's Chamber of Commerce) as follows: The Past Presidents Club shall elect from its own body prior to the annual Women's Chamber of Commerce election, one representative to the Women's Chamber of Commerce board of directors. This representative, to the Women's Chamber of Commerce board of directors. This representative, by virtue of her office, is eligible to attend any or all meetings of the board of directors and shall have the right to vote on all motions brought before this board.

Section 2. Meetings. The board of directors shall hold its regular business meeting on the last Wednesday of each month at an hour and place to be decided upon by the board. Special meetings of the board may be called at any time by the president or upon written request of five members of the board. Nine members shall constitute a quorum at any regular, and eleven at any special meeting of the board.

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 of absent members may be conducted when a quorum vote is necessary for Board action on an agenda item.

Section 4. Members who become disqualified. The board of directors shall have power to continue in office for the balance of the fiscal year, any officer, member of the board, or chairman of committee, who by reason of having severed her business connection or temporarily retired from active business, would otherwise have become disqualified from active membership in this organization, and automatically from holding office.

Section 5. 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. Senior Council. How composed. There shall be a Senior Council, composed of active ex-presidents of the Women's Chamber of Commerce, who have served at least a full term as president. When the number of ex-presidents shall exceed five, the Senior Council shall be composed of the five who are junior in point of service as president. If the number of ex-presidents shall at any time be less than five the vacancies in such council shall be filled annually by the board of directors from among former vice-presidents who have served at least a full term as vice-president.

Section 2. Senior Council. Duties. The function of the Senior Council shall be to form a cabinet of advisors to the board, particularly in matters involving policies and precedents. The Senior Council shall have the privilege of attending all board meetings.

Section 3. **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 - DELEGATE

Section 1. **Delegate.** A delegate may be chosen by the board of directors annually to work in conjunction with the Chamber of Commerce of the United States of America and the Kansas Association of Commerce and Industry. A member shall be eligible to the office of delegate who is first vice-president or who has served three years on the board of directors or who has served one full term as president. The duties of the delegate are as outlined by the Chamber of Commerce of the United States of America and the Kansas Association of Commerce and Industry of which this Women's Chamber of Commerce are members.

ARTICLE X - 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: Bylaws/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 XI - 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 in writing. 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. **Reports.** All correspondence of committees shall be signed by the president or a vice-president and copies filed with the recording secretary, and the chairman of any committee shall at any time upon request of the president, report on the activities and work of the committee.

Section 4. **Restrictions.** No member shall serve on more than two standing committees at one time, except by special action of the board of directors.

ARTICLE XII - 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 deem necessary, the duties, salaries and hours of service of such executive secretary and other employees to be determined by the board of directors.

ARTICLE XIII - 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 of 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.

Bylaws Revised May, 1998

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 Kansas City, Kansas Women's Chamber of Commerce 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 Second 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. Requests 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 officers' 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. Submit applications for membership to Board for approval.
3. 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.
4. Plans annual recognition of new members at a monthly membership meeting as well as plans and chairs an event that would replace a regular monthly meeting devoted to recruitment of new members, in collaboration with the First Vice President.
5. Provides information on new members to Bulletin editor.

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. Works closely with the American Royal Committee Chair to publicize WCC involvement in this activity.
4. Furnishes Historian with copies of all press releases to be included in WCC scrapbook.
5. Develops contact list and working relationship with all local media/public relations personnel in effort to promote WCC involvement in community affairs.

NOMINATING: (Chair not appointed as this is elected committee)

This committee is elected by the membership. Vacancies which occur during the year may be filled by the Board at their option as follows:

- a. One year remaining on term: May be filled by appointment by the Board.
- b. Two years remaining on term: May be filled by appointment by Board or left as a vacancy to be filled at the next annual election.

PARLIAMENTARIAN: (ADVISORY OFFICER...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. THE FOLLOWING ARE TWO SUCH EXAMPLES:

AMERICAN ROYAL:

1. Chair will serve as the WCC liaison to the area American Royal Planning Committee.
2. After meeting with area committee, will submit a plan of involvement to Board for approval together with a proposed budget.
3. Will appoint sub-committee chairpersons who will coordinate activities relating to areas approved for involvement and who will work to promote involvement of membership.
4. Works closely with Publicity Chair in promotion of American Royal activities.
5. Prepares wrap-up report with recommendations for any changes regarding next year's participation.

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 Task Force.