

BYLAWS

WOMEN'S CHAMBER OF COMMERCE OF GREATER KANSAS CITY, MISSOURI

ARTICLE I - NAME AND PURPOSE

Section 1 - Name

- A. The name of this organization shall be Women's Chamber of Commerce of Greater Kansas City, Missouri.
- B. This organization, founded in 1912 by and for women in business, was incorporated under the Laws of the State of Missouri in 1925.
- C. The Women's Chamber of Commerce of Greater Kansas City, Missouri (WCC) became a member of the United States Chamber of Commerce in 1924.

Section 2 - Purpose

- A. The purpose of the WCC is to improve the business environment through education, community involvement, and civic leadership, and to promote the common interests of its members in achieving personal growth.

ARTICLE II - MEMBERSHIP

Section 1 - Membership Admission Procedure

- A. All applicants must be sponsored by one WCC member in good standing.
- B. Applications are submitted for approval at the regular monthly Board meeting.

Section 2 - Classifications of Membership

- A. Active Membership
Women who meet the requirements for company or individual membership shall be entitled to hold office, to vote at all regular and special elections, and to enjoy the privileges available to the general membership. Active membership shall consist of the following:
 - 1. Company Membership (transferable)
A company may hold one or more memberships and designate a representative for each membership.
 - 2. Individual Membership (non-transferable)
An individual is eligible for membership if she is:
 - a. An owner or co-owner of a business,
 - b. A company officer, manager, or an individual in any other position of recognized trust and responsibility, or
 - c. An active member of a profession.

- B. Associate Membership

When an active member retires or is no longer engaged in a business or a profession and has been a member in good standing for less than ten (10) years, she may become an associate member upon payment of Associate Membership dues. Associate members shall have all the privileges of active membership except that of holding office.

- C. Non-Resident Membership

A member who is no longer a resident of the Greater Kansas City area may retain her membership by paying the regular annual dues. Non-resident members shall have all the privileges of active membership except that of holding office.

- D. Honorary Membership

Honorary membership (lifetime) may be conferred for outstanding leadership by a vote of two-thirds of members present and voting. An honorary member shall have none of the obligations of membership in WCC, but shall be entitled to all of the privileges except those of making motions, of voting, and of holding office.

- E. Life Membership

- 1. Former Presidents

Life membership with dues waived shall be granted to former Presidents of the WCC upon retirement from active business. Such life membership shall entitle the holder to all the privileges of active membership except that of holding office.

- 2. Retired Membership

Retired membership may be granted by the Board to a member in good standing for ten (10) years or more, who has retired from active business, and who has been an active participant in the organization. Such membership shall entitle the holder to all the privileges of active membership upon payment of retired membership dues except that of holding office.

- F. Student Membership

Membership may be granted to a woman student residing in the Greater Kansas City area attending a two or four year college or university full-time (minimum 12 hours per semester), upon payment of student membership dues, and agreement of participation in a minimum of two committee functions per calendar year. They shall have all the privileges of active membership except that of voting and holding office.

Section 3 - Resignations

- A. All resignations shall be submitted in writing to the Board. No resignation shall be accepted until all current obligations have been met. Membership shall terminate on the date of acceptance of the resignation.

Section 4 - Membership Dues

- A. **Annual Dues**
Annual dues for company, individual, associate, retired, non-resident, and student memberships shall be set each year by the Board for the following calendar year.
- B. **Fees and Dues for New Members**
Entrance fees for new members shall be set by the Board. Dues for the first year of membership shall be prorated on a semi-annual basis. If a company is represented by more than one member, the company shall be assessed entrance fees for each member.
- C. **Reinstatements**
Any former member who is reinstated as an active member shall pay the regular dues and entrance fees.

Section 5 - Delinquent Accounts

- A. If a member's dues are unpaid on March 1st, membership will be terminated. Membership will be reinstated upon payment of the dues and entrance fees.

ARTICLE III - BOARD OF DIRECTORS

Section 1 - Responsibilities of the Board

- A. The Board shall be the governing body with the responsibility to determine policies, direct activities, control property and money owned by the organization, provide for an annual review by a committee appointed by the Board, employ such persons or firms as necessary, and declare a vacancy in any office or committee for failure to perform.

Section 2 - Membership of the Board

- A. **Number of Members**
1. The Board shall be composed of twelve (12) (includes the Vice-President, Secretary, Treasurer) elected members plus the President*, the President-Elect*, the Immediate Past President*, and the appointed Counselor. The appointed Corresponding Secretary and Parliamentarian shall be considered ex-officio members of the Board without vote.
(*In the event they are not serving as elected members of the Board.)
- B. **Eligibility for Board Membership**
1. To be eligible for Board membership, a member must have been an active member for at least one (1) year.

C. Term of Office

1. Annually, four (4) Directors shall be elected to serve for a term of three (3) years, beginning on January 1st following the election, or until their successors are elected.
2. No member of the Board may succeed herself on the expiration of a three-year term of office for a period of two (2) years except as President, President-Elect, Counselor, or Immediate Past President.

Section 3 - Meetings of the Board

- A. **Regular Meetings**
1. The regular meeting of the Board shall be held at such time and place as determined by the Board, notice having been given.
2. A majority of the Board shall constitute a quorum at any regular meeting.
- B. **Special Meetings**
1. Special meetings of the Board may be called at any time by the President or upon written request of seven members of the Board. A majority of the Board will constitute a quorum at any special meeting. The purpose of the meeting shall be stated in the call. Except in emergency, at least five (5) days notice shall be given.

Section 4 - Vacancies on the Board

- A. Three consecutive absences or five in one year shall constitute a vacancy on the Board, subject to action by the Executive Committee.
- B. Any vacancy on the Board shall be filled by the Board. The members so elected shall serve the unexpired term of the Director whose position is being filled. A member elected to fill an unexpired term for less than a period of eighteen (18) months shall be eligible for election to that position. Filling an unexpired term for more than eighteen (18) months shall be considered as a full portion of the term. (See Article III, Section 2-C.2.)

ARTICLE IV - EXECUTIVE COMMITTEE

Section 1 - Membership

- A. The President, President-Elect, Vice-President, Secretary, Treasurer, and Counselor shall comprise the Executive Committee. The President shall serve as Chair.

Section 2 - Duties

- A. The Executive Committee may act for the Board in the interim between its meetings. The Executive Committee shall submit, at regular meetings of the Board, a report of its actions for ratification. A majority of the Executive Committee shall constitute a quorum.

- B. The Executive Committee may employ, subject to the approval of the Board, such persons or firms considered necessary. The salaries of employees and whether they should be bonded and in what amounts shall be determined by the Executive Committee, subject to the approval of the Board.
- C. The Executive Committee shall supervise the operation of the administrative office of the organization.

ARTICLE V - OFFICERS

Section 1 - President

The President shall preside at all meetings and serve as Chair of the Board and Executive Committee. She shall appoint the chairs of all committees, except the Nominating Committee, subject to the ratification of the Board, and shall serve as an ex-officio member of all committees except the Nominating Committee.

The President shall serve as Trustee ex-officio of the Madalyne Brock Foundation. She may appoint a Parliamentarian and a Corresponding Secretary. The President shall be the official delegate to the annual meeting of the U. S. Chamber of Commerce. She shall be the representative of WCC in community activities. She shall make an annual report of all WCC activities to the membership during the month of December.

Section 2 - President-Elect

The President-Elect shall assume the duties of the President in her absence and perform such other duties as the President shall designate and will automatically assume the office of President for the next year.

Section 3 - Vice-President

The Vice-President shall assume the duties of the President-Elect in her absence and perform such other duties as the President shall designate.

Section 4 - Secretary

The Secretary shall keep an accurate record of all meetings of the Board and Executive Committee, including attendance and the reports of Officers and committee chairs, and to perform all other duties as ordinarily pertain to such office.

Section 5 - Treasurer

The Treasurer shall establish and maintain procedures to collect funds, make disbursements, provide financial records, and report to the Board and Executive Committee. The retiring Treasurer shall submit financial statements at the close of the fiscal year, no later than January 30 of the following year, to a review committee appointed by the Board. (See Article III, Section 1-A.)

Section 6 - Counselor to the Board and Executive Committee

To be eligible for the office of Counselor, a member must have served as President. The Counselor shall be appointed by the current President and shall act in an advisory capacity to the Executive Committee and Board and shall be a voting member of both groups.

Section 7 - Term of Office

The term of office of all Officers shall be for one year or until their successors are elected.

Section 8 - Vacancy In Office

A vacancy in an office shall be filled by the Board. The member so appointed shall serve the unexpired term of the Officer whose position is being filled.

ARTICLE VI - ELECTION PROCEDURES

Section 1 - Officers and Board of WCC and Trustee of the Madalyne Brock Foundation

A. Nominations

1. A Nominating Committee for Officers, Directors, and Trustee shall be selected by the Board; shall be comprised of one member from the Executive Committee, two members from the Board, and two members from the general membership; the Chair shall be elected by the Nominating Committee. The names of the committee members shall be published in the September issue of the official publication.
2. The Nominating Committee shall report its list of candidates to the membership in the October official publication.

B. Petition

1. Additional names of candidates may be nominated by petition bearing the genuine signatures of ten percent (10%) of the membership qualified to vote. Such petitions must be filed with the Nominating Committee within seven (7) calendar days after notice has been given of the names of those nominated. The determination of the Nominating Committee as to the legality of the petition(s) shall be final.

C. Determination

1. If no petition is filed within such seven-day period, the nominations shall be closed and the nominated slate of Officers, four (4) Directors, and Trustee shall be submitted for election at a meeting, no later than October 20th, by those members present and voting.
2. If a legal petition is filed, the names of all candidates shall be arranged on the ballot in alphabetical order. No identification shall be made on the ballot to identify any candidate nominated by the Nominating Committee or any candi-

date nominated by petition.

Refer to Article VI, Section 1-D, for Election Committee process.

D. Election Committee

1. The President shall appoint an Election Committee, composed of the Board members whose terms expire at the end of the current calendar year, to see that the election of the Officers, Directors, and Trustee is carried out according to the terms and conditions of these Bylaws; that adequate tellers are available; that all votes of the members eligible to vote are properly tallied; and to declare the results of said election in a written report to the Nominating Committee. An election shall be held no later than October 20th.

E. Certification of New Officers, Directors, and Trustee

1. Following the official determination of the new Officers, Directors, and Trustee, the Nominating Committee shall certify their names to the current President by a statement signed by members of the Nominating Committee.

Section 2 - Notification to Membership

- A. The names of newly-elected Officers and the other members of the Board and Trustees for the ensuing year shall be published in the next issue of the official publication.

ARTICLE VII - COMMITTEES

Section 1 - Function of Committees

- A. With the approval of the Board, the President shall appoint committees to direct the activities of WCC to accomplish its purpose and to provide for its administrative needs.
- B. The following standing committees shall be: Civic Committee, Business and Commerce Committee, Administrative Committee.
- C. No committee shall represent the WCC either favoring or opposing any project or proposal without the specific authority of the Board.

Section 2 - Chairs

- A. The committee chairs shall be selected by the President from the members of the Board, whenever possible. Each committee chair shall have the responsibility of organizing her committee, shall call the first meeting no later than January, shall direct the committee in initiating programs to be submitted to the Board for approval, and shall hold such meetings of the committees as are necessary to accomplish its program.
- B. It shall be the duty of committee chairs to report on their committee activities and make recommendations for Board action at the regular meetings of the Board; to submit copies of all correspondence to the President; and to make interim reports of committee activities upon request of the President.

- C. A committee chair shall not bind the organization to any action except by specific authority of the Board. All correspondence from WCC must be approved by the President.

Section 3 - Membership of Committees

- A. Committee membership shall be open to all members for all committees with the exception of special committees approved by the Board.

ARTICLE VIII - MEETINGS OF GENERAL MEMBERSHIP

Section 1 - Annual Meeting

- A. An annual meeting shall be held on a date, in December, and at a place to be determined by the Board.

Section 2 - Special Meetings

- A. A special meeting of the membership may be called by the President when authorized by the Board or upon written petition of 25% of voting members. A written notice of the special meeting, stating time, place, and business to be transacted, shall be mailed at least ten (10) days before the meeting to all members.

Section 3 - Installation Meeting

- A. A meeting for the installation of Officers and Directors shall be held in January.

Section 4 - Quorum

- A. A majority of members present and voting shall constitute a quorum at any meeting.

ARTICLE IX - PUBLICATIONS

Section 1 - Official Publication

There shall be an official publication mailed monthly to the membership. Announcements of meetings and business of the organization shall be published and shall constitute official notification to the membership.

Section 2 - Roster

From time to time a roster containing the current Bylaws and information approved by the Board shall be published for the use of the membership. Such roster shall be for the exclusive use of the membership and not for general circulation or advertising purposes.

ARTICLE X - REPRESENTATION

A member named to represent WCC shall not bind the organization to any action except by specific authority granted by the Board.

ARTICLE XI - NONDISCRIMINATION

As used in these Bylaws, feminine terms shall be understood to include the masculine line.

ARTICLE XII - PARLIAMENTARY AUTHORITY

"Robert's Rules of Order, Newly Revised" shall govern this organization in all cases to which they are applicable and in which they are not inconsistent with these Bylaws.

ARTICLE XIII - TRUST FOUNDATIONS

Section 1 - Madalynne Brock Foundation

- A. The Madalynne Brock Foundation (MBF), a trust foundation established by WCC in 1961, shall be actively supported by WCC.
- B. MBF Trustees shall be elected at the annual election of WCC in accordance with the Trust Agreement of the Foundation.
- C. The MBF report, including a financial statement, shall be made semi-annually to the Board and annually to the membership in a manner prescribed by the Board.

Section 2 - Presidents' Scholarship Fund

- A. The Presidents' Scholarship Fund (PSF), established by WCC in 1990, shall be actively supported by WCC.
- B. The PSF Trustee shall be appointed annually by the current President.
- C. WCC Board may annually request a PSF report in a manner prescribed by the Board.

ARTICLE XIV - AMENDMENT OF BYLAWS

These Bylaws may be amended at any regular or special meeting of the WCC by a two-thirds vote of the members present and voting provided that the amendment has been submitted in the official publication immediately prior to the meeting at which the vote is to be taken.

(8/93)