

# LEAVENWORTH-LANSING AREA CHAMBER OF COMMERCE BY LAWS

## ARTICLE I NAME

The name of this corporation shall be "The Leavenworth-Lansing Area Chamber of Commerce, Incorporated" of Leavenworth County, Kansas.

## ARTICLE II OBJECT

SECTION I: OBJECT: The Leavenworth-Lansing Area Chamber of Commerce, here in after the "Chamber of Commerce", is organized for the purpose of advancing the commercial, industrial, civic, agricultural and general interests of the cities of Leavenworth and Lansing and such other areas of Leavenworth County, Kansas, as may desire to be included in the service area of this corporation. To this end this Chamber of Commerce is committed to creating and preserving the best possible business environment within the Leavenworth Lansing Community and Leavenworth County, Kansas.

SECTION II: LIMITATION OF METHODS: This Chamber of Commerce shall not engage in any activities which are specifically prohibited by law or by regulations of the Internal Revenue Service or other State or Federal Agencies with regulatory authority over not-for-profit corporations.

## ARTICLE III MEMBERSHIP

SECTION I: CLASSES OF MEMBERSHIP: There shall be four classes of membership; full business, nonprofit, personal, and honorary.

SECTION II: ELIGIBILITY FOR EACH CLASS OF MEMBERSHIP:

- A. Full Business: Any individual, partnership, or corporation of good ethical reputation interested in the objectives and activities of this organization shall be eligible for membership in this organization and shall be accepted into membership upon written application and pro-rated payment of their investment for the remainder of that fiscal year.
- B. Not-For-Profit Organizations: Social-service organizations, churches, and community-service organizations that operate on a not-for-profit basis and which provide services to the Leavenworth-Lansing Area, as a whole or in part, are eligible for consideration for membership under the provisions of this paragraph as, and if, determined appropriate and eligible for such class of membership by a majority vote of the Board of Directors. Such qualifying organizations shall be accepted into membership upon written application and pro-rated payment of their investment for the remainder of that fiscal year. The annual investment for this class of membership shall be set each year by board of directors. Such not-for-profit organization members shall enjoy all rights and privileges enjoyed by full business members.

- C. Personal: Certain individuals may qualify for personal membership. Those eligible shall qualify under one of the following categories: ministers of the gospel, educators (including those in administrative positions), retired persons not otherwise engaged in any business or professional occupation, employees of local, state or federal government, employees of members qualified under paragraphs A, & B, above, and farmers. The annual investment for personal membership shall be set by board of directors. Such personal members shall enjoy all rights and privileges enjoyed by full business members.
- D. Honorary Members: Any person who has rendered a significant service to the Chamber of Commerce or the area served by this Chamber of Commerce may be nominated by the Board of Directors for honorary membership and elected at any regular meeting of the Board of Directors by a three fourths (3/4ths) vote of the Directors present. Such honorary memberships may be bestowed for life or for a lesser period of time as decreed by the Board of Directors. Honorary members shall enjoy all rights and privileges of full business members with exemption from payment of any investment, fees, subscriptions, or other financial support otherwise required of full business members.

#### ARTICLE IV ANNUAL INVESTMENTS

SECTION I: AMOUNT: The minimum annual investment for a full business membership shall be determined by the Board of Directors at its regularly scheduled meeting to determine the budget for the next fiscal year. The minimum annual investment shall be set as the unit of membership.

SECTION II: WHEN PAYABLE: All membership investments shall be due in advance of the period for which membership is granted. After payment of the initial amount due with written application for membership, members may pay annually, semi-annually, or quarterly upon presentation of a statement, or monthly by authorizing a monthly draft against the members' bank account in the amount of one twelfth (1/12th) of the member's annual investment commitment.

SECTION III: TERM OF MEMBERSHIP: Each member, upon submission of a signed application for membership and accompanying required investment, shall be considered a permanent member with membership effective the first day of the month following the date of the submission of the application and required investment. Membership shall be continuous until such member shall submit a written resignation, shall become deceased, shall have moved from the area, or shall be terminated for cause by action of the Board of Directors.

SECTION IV: CAUSE FOR TERMINATION OF MEMBERSHIP: If any member shall fail to make payment of his/her subscribed membership investment within ninety (90) days after the date of maturity, and provided that sufficient notice has been made through presentation of a statement and through follow-up visit or telephone call informing the member of the status of the investment account, that member shall be automatically dropped by the membership role by administrative action, subject to appeal by the member only to the Board

of Directors. The Board of Directors shall be supplied with a list of members dropped under this provision for the previous month at each of its regularly scheduled meetings. An individual, business, or organization may be dropped from membership, or denied membership, upon conviction for criminal activity or a criminal act, upon revocation of license or permit to do business or practice a profession by a duly authorized regulatory authority, or for actions which, at a regularly or specially called meeting of the Board of Directors, shall be deemed harmful to this organization or to the area it serves by vote of three fourths (3/4ths) of the directors present. The member against whom such action by the Board of Directors is directed is entitled to receive a hearing before the Board of Directors before such action becomes final. That member shall be notified in writing seven (7) days prior to the meeting at which the action is to be considered and the notification shall include the cause of the action and of his/her right to appear before the Board of Directors to defend his/her position.

## ARTICLE V BOARD OF DIRECTORS

**SECTION I: AUTHORITY AND RESPONSIBILITY:** The government of the Chamber of Commerce, the direction of its work and the control of its work shall be vested in a board of directors. The Board of Directors shall have authority to adopt bylaws and, to alter, amend, or change the same as provided in ARTICLE XII. It shall have the authority to make such other rules and adopt such resolutions and procedures as it deems advisable for the government of the Chamber of Commerce; however, in case of conflict, the Bylaws shall prevail until amended. The Board shall cause to have prepared and distributed to the membership an annual report of the activities of the organization. The Board shall be responsible to the membership for the fiscal administration of the organization and shall cause such records and reports to be prepared as shall be necessary to that purpose. The Board shall employ an executive and vest in the executive such responsibility and authority as it may deem necessary and desirable within the limitations further stated in later articles. The Board shall each year adopt an outline of those projects towards which the organization will extend its efforts. This outline shall be known as the Program of Work. The Board will cause that Program of Work to be distributed to the membership. The Program of Work shall not be interpreted as prohibition against the organization engaging in projects not foreseen at the time of the publication of the Program of Work.

**SECTION II: NUMBER OF DIRECTORS:** The Board of Directors shall consist of fourteen members.

**SECTION III: TERM OF OFFICE:** Four (4) members of the Chamber of Commerce shall be elected to be directors each year to serve a two (2) year term to begin the first day of the fiscal year as defined in a later article and to terminate on the last day of the fiscal year two (2) years hence. Once a director is elected to serve as the chair, first-vice, or second vice-chair, their term expires once they serve the last year as the immediate past chair. A director may serve no more than two (2) consecutive terms of office except in those cases where a director was appointed to serve the unexpired term of a member, in which case that portion of the unexpired term shall not count against the two term limitation. In addition, the president of the Women's Division and the president of the Young Professional's Division will serve one (1) year terms concurrent with their terms in those respective divisions.

SECTION IV: ELIGIBILITY: A director must be a member in good standing and must remain in good standing during the term of his/her office.

SECTION V: DIRECTORS' REQUIREMENTS: Acceptance of the position of director is considered a commitment to service. (1) A director is expected to serve a minimum of one year as chair of a standing council or committee as defined in Article VII, or in a position of similar responsibility, and report the activities of that council or committee to the Board of Directors regularly. (2) A Director is expected to attend all regular and special meetings of the Board. A director who fails to attend three successive meetings or who shall miss six meetings in any fiscal year shall be subject to removal from directorship.

SECTION VI: VACANCIES: Upon a vacancy being declared to exist on the Board of Directors the Chair shall nominate an eligible member to fill that vacancy. That nomination shall be subject to approval by a simple majority of the remaining directors. The director so elected shall serve for a term coincident with that of the director replaced.

SECTION VII: MEETINGS: The Board of Directors shall be required to meet once in each calendar month and more frequently at the request of any three directors who may request the calling of such a meeting; or at the discretion of the Chair. Meetings may be held at any time and place which the Board may designate.

SECTION VIII: QUORUM: Provided that notice of a meeting of the Board of Directors shall have been mailed or otherwise provided to each director at least five (5) days prior to a meeting, a quorum shall consist of a majority of those present. In the event of an emergency meeting for which the above stipulated advance notice could not be given, that emergency meeting shall be declared to have a quorum present if a majority of the directors are present.

SECTION IX: MEETING NOTICE: Directors shall be given notice by mail, direct contact, and/or telephone call of each meeting of the Board of Directors. The notice shall include time and place of the meeting and, where feasible, an agenda of topics to be considered. Electronic Mail (E-Mail) is an approved form of notice and communication. It also may be used for emergency votes of the board of directors.

SECTION X: RULES OF ORDER: If a question of order as to any matter not specifically provided for in these Bylaws or by resolution of the Board is raised, Roberts Rules of Order shall be the standard authority. It shall not be necessary to read aloud the minutes of the previous meeting or to read aloud the financial report if such reports are presented to each Director in writing. Minutes and financial statements may be assumed to be approved without motion after the President shall have called for corrections, additions or deletions and such noted.

SECTION XI: HONORARY DIRECTORS: The Board of Directors may name certain persons to be Honorary Directors. Honorary Directors shall not, in the normal course of operations, be empowered to vote on actions of the Board of Directors. The Board may, though, at its discretion, confer the right to vote on any Honorary Director by unanimous vote of the regularly elected Directors present at any regularly called meeting.

SECTION XII: EX-OFFICIO DIRECTORS: Certain people may be asked to serve in an ex-officio or advisory status because of their particular knowledge or experience but such people will not be given the privilege of voting upon Board of Directors actions.

## ARTICLE VI OFFICERS

SECTION I: CHAIR: The Chair shall preside at all meetings of the Chamber of Commerce and of its Board of Directors. He/She shall perform all duties incident to his/her office and advise such action as deemed by him/her likely to increase the effective usefulness of the organization.

SECTION II: FIRST VICE-CHAIR: The First Vice-Chair shall assume the duties of the Chair in the absence of the Chair or in the event the Chair shall otherwise be incapable of performing the responsibilities of his/her office. The First Vice-Chair shall have supervisory responsibility for such activities as the Chair shall assign to the office. The First Vice-Chair shall be the Chair-Elect.

SECTION III: SECOND VICE-CHAIR: The Second Vice-Chair shall be second in succession to the office of the Chair. The Second Vice-Chair shall have responsibility for such activities as the Chair shall assign to the office.

SECTION IV: TREASURER: The Treasurer shall be responsible for the fiscal administration of the Chamber of Commerce. This officer shall order an audit to be conducted when directed to do so by action of the Board of Directors. The Treasurer may order position bonds to be purchased covering those staff members who will be handling the funds of the Chamber of Commerce, and exercise general supervision over the keeping of adequate records of account of the funds of the Chamber of Commerce. The Treasurer shall have general supervisory responsibility over such activities as may be assigned by the Chair. In the absence of the Chair and the First and Second Vice-Chair, the Treasurer shall preside at regular and special meetings of the Board of Directors.

SECTION V: SECRETARY: The Secretary shall keep the minutes of each meeting of the Executive Committee in an accurate and understandable form. The president or other member of the staff shall keep the minutes of each meeting of the Board of Directors in an accurate and understandable form and shall keep the seal of the organization.

SECTION VI: PRESIDENT, WOMEN'S DIVISION: The President of the Women's Division shall have supervisory responsibility for coordinating the projects and activities of the Women's Division.

SECTION VII: PRESIDENT, YOUNG PROFESSIONAL'S DIVISION: The President of the Young Professional's Division shall have supervisory responsibility for coordinating the projects and activities of the Young Professional's Division.

SECTION VIII: PRESIDENT: The President shall be the chief administrative officer. He/She shall be directly responsible to the Board of Directors for carrying out all policies and directives of the Board, for administration of the office, including the employment of additional staff and the supervision and direction of their work, for assisting all councils, committees or other work groups of the Chamber of Commerce in the carrying out of the Program of Work of the Chamber of Commerce. The position of the President shall be bonded. The President shall prepare such reports for the Board of Directors as may be required and shall agree to the policies and procedures established by the Board of Directors. He/She shall serve as an ex-officio member of the Board of Directors and of the Executive Committee and all Chamber of Commerce councils, committees, taskforces and other work groups without vote. The Board of Directors is authorized to negotiate a legal contract of employment with the President detailing the terms of such employment. Such contract, when approved by a two-thirds (2/3rds) vote of the Board of Directors, shall override provisions of these Bylaws which may be in conflict with the terms of that contract.

## ARTICLE VII COUNCILS, COMMITTEES AND TASK FORCES

SECTION I: EXECUTIVE COMMITTEE: There shall be an Executive Committee which shall consist of the Chair, the First Vice-Chair, the Second Vice-Chair, the Treasurer, the Secretary, and the Immediate Past Chair. The President shall serve as an ex-officio member of the committee without the right to vote. The Executive Committee shall perform such duties as ordinarily devolve upon a committee of like nature and jurisdiction, and shall attend to the routine work of the Chamber of Commerce and also shall resolve emergency matters in the interim between meetings of the Board of Directors.

SECTION II: STANDING COUNCILS AND COMMITTEES: The Chair, with concurrence of the Board of Directors, shall be authorized to create such standing councils and committees as shall be necessary to forward the Program of Work of the organization. Standing councils and committees shall be those which are appointed for a full Chamber of Commerce fiscal year and the activities and objectives of which shall continue from year to year. the chairman of each standing council and committee shall be a member in good standing of the chamber and shall be appointed by the board chair, each committee will have a board representative as appointed by the board chair.

SECTION III: TASK FORCES AND PROJECT GROUPS: The Chair, with concurrence of the Board of Directors, shall be authorized to create such task forces and project groups as shall be necessary to accomplish specific tasks. The duration of these task forces or project groups shall be that necessary to accomplish the task it was created for and such task forces or project groups may be terminated by direction or order of the Chair at any time with concurrence of the Board.

SECTION IV: AUTHORITY OF COUNCILS AND COMMITTEES: It shall be the function of councils and committees to investigate and make recommendations and to perform such duties and functions as the Board of Directors may specify. The councils and committees shall keep records in the form of minutes of their meetings and actions and make such records available to the Board of Directors. No council or committee shall commit the funds



or resources of the Chamber of Commerce without specific authority of the Board of Directors.

**SECTION V: COUNCIL AND COMMITTEE MEETINGS:** Meetings of councils and committees may be called at any time by the Chair of the Chamber of Commerce, by the chairman of the council or committee, or by the President. Meeting calls, whenever possible, shall be accompanied by a stated agenda of items to be considered and shall be given at least one week prior to the scheduled meeting.

**SECTION VI: COUNCIL AND COMMITTEE MEMBERSHIP:** All members of all councils and committees must be members in good standing of this organization. Selection of personnel to serve on councils and committees, with the exception of the Executive Committee, shall be made by the Chair or, at his/her discretion, may be delegated to the chairman of any or all councils and committees. Certain persons may be asked to serve in an ex-officio or advisory status because of their particular knowledge, experience, or other qualifying factor, but such persons shall not be given the privilege of voting upon council or committee actions.

**SECTION: COUNCIL AND COMMITTEE TERMS:** Duration of councils and committees shall be at the discretion of the Board of Directors. A council or committee may be dissolved or individual members removed from a council or committee by action of the Board of Directors. The provisions of this section shall not apply to the Executive Committee.

## ARTICLE VIII VOTING AND ELECTIONS

**SECTION I: LIMITATION OF VOTES:** Each member who subscribes an amount equal to the minimum or base membership as required by the Board of Directors and whose account is on a current basis shall be entitled to one vote., Each membership account shall designate to the Chamber of Commerce who its voting member or members shall be. Voice votes, or show of hands are both accepted forms of voting and any other type of voting is at the discretion of the Chair of the board.

**SECTION II: NOMINATIONS FOR DIRECTORS:** At the regular meeting of the Board of Directors in September, the Chair shall name a nominating committee. This nominating committee shall consist of three (3) persons, two (2) of whom shall be members of the Board of Directors and one (1) of whom shall be Chamber of Commerce member in good standing, and not a member of the Board of Directors. The Nominating Committee shall select seven (7) nominees each year to fill the seven (7) openings on the Board, shall determine that the nominees are members in good standing and that they will be willing to serve if elected. The following procedures shall then be followed: The Nominating Committee shall report its recommendations to the meeting of the Board of Directors in October and the Board shall act upon those recommendations. A two-thirds (2/3rds) majority of those directors present shall be required to approve the recommendations. The candidates may be voted in as a group first. If that motion does not carry by the necessary majority then each candidate shall be voted on separately. A secret ballot must be used if any one Director requests it. The membership then shall be advised of the nominees through publication of the names of the nominees at the annual meeting. Additional nominations may be made by the membership upon presentation

of a petition for nomination of a member in good standing signed by at least twenty (20) members in good standing of the Chamber of Commerce. Each petition for additional nomination shall be delivered to the Chamber of Commerce office on or before noon, November 15th, or if that date is on a weekend, the Friday preceding. In the event that no additional nominations are made by petition during the period allotted for that purpose, the Board of Directors may declare the members nominated by the Nominating Committee duly elected to the Board of Directors and no ballot will be mailed to the membership. In the event that additional nominations are made by petition, the Chair shall appoint an election board composed of five (5) members who shall prepare and send ballots by mail/or E-Mail to the membership. The Election Board shall have charge of all details of the election, shall determine the order of appearance of the candidates on the ballot by lot, and shall certify the results of same to the Executive Committee of the Chamber of Commerce on or before November 15th. Those candidates who have the greatest total number of votes in their favor shall be elected to the Board of Directors. In the event of a tie for the seventh (7th) position the final selection shall be made by lot and under the direction of the Election Board. The number of votes received by each candidate shall not be published but all ballots shall be retained for a period of three (3) months and shall be available for inspection by any candidate requesting to inspect them during that time.

**SECTION III: NOMINATION OF OFFICERS:** The Chair shall, at the October meeting of the Board of Directors, appoint an officer nominating committee consisting of three past Chairs of the Chamber of Commerce. This nominating committee shall nominate one director for each of the officer positions, shall secure the permission of its nominees to place their names in nomination, and shall report its recommendations at the November meeting of the Board of Directors.

**SECTION IV: ELECTION OF OFFICERS:** The Board of Directors at the November meeting of each fiscal year shall elect from its own members those officers which are prescribed in Article VI of these Bylaws. The Chair shall preside over the election of the officers.

**SECTION V: OTHER ELECTIONS OR POLLS:** The Board of Directors at its discretion (or upon a petition bearing the signature of 10% of the membership in good standing) shall be required to submit an issue to the membership for vote. The rules for voting stated in earlier articles shall apply and the Board of Directors shall be bound by the majority decision of the membership on any issue so submitted, provided that the total number of qualified ballots cast shall be one more than 50% of the total number of members in good standing as of the first day of the month in which the election is held. Ballots for such polls shall clearly state the issue or issues and shall provide for a "For" or "Against" vote. The ballots shall clearly state the deadline for receipt at the Chamber of Commerce office of the ballots and that date shall not be less than two weeks from the date of mailing of the ballots.

**SECTION VI: PROXY VOTES:** There is no provision made or implied for the casting of votes by proxy in any Board of Directors meeting, general membership meeting or other vote to be taken by the membership.

**SECTION VII: VOTING AT GENERAL MEMBERSHIP MEETING:** If at any regular or



specially called meeting of the membership a question of policy shall be put before the assembled group, any member may require that the eligibility to vote be established for all desiring to vote on the issue. Such a request shall have priority over all motions on the floor and shall be acted upon before any votes are taken.

## ARTICLE IX FISCAL MANAGEMENT

SECTION I: PROCEDURES: An entry set of books with a journal of all transactions and a ledger of accounts shall be kept accurately and neatly and shall be subject to inspection by any member at any time. The President and any subordinate designated to receive or disburse the funds of the Chamber of Commerce shall be placed under bond.

SECTION II: AUDIT: The accounts of the Chamber of Commerce shall be reported to the Board of Directors by monthly financial statement. An audit examination of the accounts of the Chamber of Commerce shall be made at the discretion of the Board of Directors and shall be required upon the termination of service of the President, or any employee, or person with signature authority.

SECTION III: DISBURSEMENTS: All disbursements of the Chamber of Commerce funds shall be by check except from a petty cash fund the amount of which shall be limited by the Board of Directors. The number of signatures and those authorized to sign checks shall be specified by the Board of Directors. The President shall have such latitude in the incurring of obligations for the Chamber of Commerce as may be designated by the Board of Directors. Any item totaling \$250 and under can be signed by one signature, however, any item totaling over \$250.00 shall require two signatures.

SECTION IV: BUDGET: The President shall be charged with the responsibility for preparing a budget each year. The budget shall be submitted to the Board of Directors at the December meeting and may be adjusted or approved by that body. The budget shall not be interpreted to be authority to spend. It shall serve only as a guide to the fiscal administration of the Chamber of Commerce and indicate spending priorities. The Board of Directors may adjust the budget to meet specific situations at any time during the fiscal year.

SECTION V: DEBT: Any promissory note must be specifically authorized as to term, interest and lending agency by the Board of Directors and shall be executed by the President and the Chair or Treasurer.

SECTION VI: ACQUISITION OR SALE OF REAL PROPERTY: The acquisition or sale of real property by the Chamber of Commerce must be specifically authorized by the Board of Directors. Any and all documents associated with the acquisition or sale of said property shall be executed by the President and the Chair or Treasurer.

## ARTICLE X FISCAL YEAR

SECTION I: The fiscal year shall correspond to the calendar year beginning on January 1st and ending on December 31st.

## ARTICLE XI ANNUAL MEETING

SECTION I: A meeting of the full membership shall be called at least once each year and that meeting shall be designated as the annual meeting of the corporation. The date and time of such meeting shall be set by the Board of Directors except that it shall be held during the first three months of the fiscal year. Notice shall be given of such meeting, such notices to contain time, place and agenda of the meeting.

## ARTICLE XII AMENDMENTS

SECTION I: These Bylaws may be amended or altered by a two-thirds vote of directors present at any regular or special meeting of the Board of Directors of the Chamber of Commerce provided that notice of the proposed amendment or alteration shall have been included in the written notice of the meeting and shall have been mailed as evidenced by the post mark at least five (5) days prior to the meeting date.

## ARTICLE XIII SEAL

SECTION I: The Leavenworth-Lansing Area Chamber of Commerce, Inc., shall have a seal of such design as the Board of Directors may adopt.

## ARTICLE XIV PARLIAMENTARY RULES

SECTION I: The proceedings of the Chamber of Commerce annual meeting and any other meeting of the membership (or of its Board of Directors) shall be governed by and conducted according to these Bylaws and resolutions of the Board of Directors or the latest edition of Roberts Manual of Parliamentary Rules and the Chair may appoint a neutral person, preferably an attorney, to serve as parliamentarian to rule on any disputed points of order.

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