

Bylaws of the Lee's Summit Chamber of Commerce

ARTICLE I General

Section 1: Name

This organization is incorporated under the laws of MISSOURI and shall be known as the LEE'S SUMMIT CHAMBER OF COMMERCE, INCORPORATED, hereinafter referred to as "the Chamber."

Section 2: Mission

The mission of the Chamber is to serve its members by creating a dynamic business environment founded on leadership, advocacy, collaboration and success in the Lee's Summit community.

Section 3: Limitation of Methods

The Chamber shall observe all local, state and federal laws that apply to a non-profit organization as defined in Section 501(c)(6) of the Internal Revenue Code. To the extent required by law, the Chamber shall not discriminate for or against any person, firm, company or corporation on the basis of race, religion, creed, national origin, color, disability, sex or age.

Section 4: Activities

The Chamber shall in all of its activities be non-partisan, non-sectional, non-sectarian and shall take no part in, nor lend its support to, the election or appointment of any candidate for public office. The Chamber may, by a quorum of the Board of Directors, endorse positions on ballot issues of broad public interest in the community.

ARTICLE II Membership

Section 1: Eligibility

Any person, association, company, corporation, partnership or estate having an interest in the objectives of the organization shall be eligible to apply for membership.

Section 2: Election

Applications for membership shall be in writing, on forms provided for that purpose, or submitted online via the Chamber website. Any accepted applicant shall become a member upon payment of the regularly scheduled investment as provided in Section 3 of Article II. The Board of Directors reserves the right to deny membership to applicants for good cause by a majority vote of those Board members present at a regularly scheduled meeting for reasons that are not in violation of local, state, or federal law.

Section 3: Investments

Membership investments shall be at such rate or rates, schedule or formula as may be from time to time prescribed by the Board of Directors, payable in advance.

Section 4: Termination (Resignation, expulsion and delinquency.)

Any member may resign from the Chamber upon written request to the Board of Directors; b) Any member shall be expelled for good cause by a majority vote of those Board Members present at a regularly scheduled meeting thereof; for non-payment of dues after ninety (90)

days from the date due, unless otherwise extended for good cause; c) Any member may be expelled by a majority vote of those Board Members present at a regularly scheduled meeting thereof, for conduct unbecoming a member or prejudicial to the aims or repute of the Chamber, after notice and opportunity for a hearing are afforded the member complained against.

Section 5: Voting

In any proceeding in which voting by members is called for, each member in good standing shall be entitled to cast one (1) vote. If there are multiple representatives, each firm must designate one of the members as the “voting member.” The power of any member to vote on any matter is at the sole discretion of the Board of Directors; such discretionary power does not endow members with the authority to govern or direct the affairs of the Chamber.

Section 6: Exercise of Privileges (Assignment of membership within subscription and any limitations.)

Any firm, association, company, corporation, partnership, or estate holding membership may designate individuals whom the holder desires to exercise the privileges of membership covered by its subscriptions and shall have the right to change such membership designation upon written notice.

Section 7: Orientation

At regular intervals, orientation on the purposes and activities of this organization shall be conducted for the following groups: new directors, officers and directors, committee chairs, committees and new members.

Section 8: Lifetime Membership

Lifetime membership may occasionally be given to individuals who have served the community and/or the chamber with special distinction, selected by the Executive Committee with input from Chamber staff members. Lifetime membership shall include all the privileges of active membership, except that of holding office and voting, without payment of annual dues.

**ARTICLE III
Meetings**

Section 1: Annual Meetings

The annual meeting of the corporation, in compliance with state law, shall be held at a time and place as determined by the Board of Directors. The time and place shall be fixed by the Board of Directors and notice given to each member at least ten (10) days before said meeting.

Section 2: Additional Meetings (General Membership, Board and committee meetings.)

General meetings of the Chamber may be called by the Chair of the Board at any time, or upon petition in writing of any fifteen percent of members in good standing: a) notice of special meetings shall be sent to each member at least five (5) days prior to such meetings; b) Board meetings may be called by the Chair of the Board or by the Board of Directors upon written application of three (3) members of the Board. Notice (including the purpose of the meeting) shall be given to each director at least one (1) day prior to said meeting; c) Committee

meetings may be called at any time by the Chair of the Board, respective division Vice Chairs, or by the committee's chair.

Section 3: Quorums

At any duly called general meeting of the Chamber, fifteen percent of the members shall constitute a quorum; at a Board meeting, a simple majority of current Board directors shall constitute a quorum; at committee meetings, a majority shall constitute a quorum except when a committee consists of more than nine (9) members. In that case, five (5) shall constitute a quorum.

Section 4: Notices, Agendas, Minutes

Written notice of all Chamber meetings must be given at least three (3) calendar days in advance unless otherwise stated herein. An advance agenda and minutes should be prepared for all meetings. A detailed outline for preparation of both shall be a part of this organization's procedures manual.

ARTICLE IV Board of Directors

Section 1: Composition of the Board

The Board of Directors shall include 15 regular members, one third (1/3) of whom shall be elected annually to serve for three (3) years or until their successors are elected and have qualified. The incoming Chair-Elect of the Board may appoint, subject to the approval of the Board, three (3) members to the Board to serve a one-year term. The Board of Directors shall also have five (5) Ex Officio members which shall be the Mayor of the City of Lee's Summit, the City Manager, the Superintendent of the Lee's Summit R-7 School District, the President of Longview Community College, and the Chamber's General Counsel. The Chair, Chair Elect, Chair Emeritus, and Treasurer shall serve as members of the Board for a total of 28 members. The President is also a member of the Board of Directors. Said President and Ex Officio members are non-voting members and are not eligible to hold an office on the Board of Directors. No elected official shall serve as a voting member of the Board of Directors. A four-year term limitation of service shall exist for both elected and appointed members of the Board of Directors except for the Chair, Chair Emeritus, Chair Elect, Secretary-Treasurer and the Ex Officio members of the Board.

The government and policy-making responsibilities of the Chamber shall be vested in the Board of Directors, which shall control its property, be responsible for its finances and direct its affairs.

Section 2: Selection and Election of Directors

A. Nominating Committee: At the regular July Board meeting, the Chair shall appoint, subject to approval by the Board of Directors, a Nominating Committee consisting of 5-7 members of the Chamber. The Chair of the Board shall designate the chair of the committee.

On or before August 9th, the Nominating Committee shall present to the President a slate of candidates corresponding to the number of vacancies, to serve three-year terms to replace the directors whose regular terms are expiring. Each candidate must be an active member in good standing and must have agreed to accept the responsibility of a directorship. No Board member who has served a three-year term is eligible for election for a second term. A period of one (1) year must elapse before eligibility is restored.

B. Publicity of Nominations. Upon receipt of the report of the Nominating Committee, the President shall immediately notify the membership of the names of persons nominated as candidates for directors and the right of petition. The President may notify members of the same using whatever is the most convenient means, i.e., contact information, provided by the members. This may include, but is not limited to, use of an email address.

C. Nominations by Petition. Additional names of candidates for directors can be nominated by petition bearing the genuine signatures of at least twenty percent (20%) of members of the Chamber who/which are current as to any investments prescribed by the Board and whose membership is not otherwise terminated as of July 31 of that calendar year. Such petitions shall be filed with the Nominating Committee within ten (10) business days after date on notification letter advising of the names of those nominated. The determination of the Nominating Committee as to the legality of the petition(s) shall be final.

D. Determination. If no petition is filed within the designated period, the nominations shall be closed and the nominated slate of candidates shall be declared elected by the Board of Directors at their regular September Board meeting.

If a legal petition shall present additional candidates, the names of all candidates shall be arranged on a ballot in alphabetical order. Instructions will be to vote for (number of vacancies) candidates only. The President shall deliver this ballot to all active members at least 15 days before the regular October Board meeting.

The ballots shall be marked in accordance with instructions printed on the ballot and returned to the Chamber office within ten (10) days. The Board of Directors shall at its regular October Board meeting declare the candidates with the greatest number of votes elected.

E. Judges. The Chair of the Board shall appoint, subject to the approval of the Board of Directors, at least three (3), but not more than five (5), judges who are not members of the Board of Directors or candidates for election. One will be the designated chair. Such judges shall have complete supervision of the election, including the auditing of the ballots. They shall report the results of the election to the Board of Directors.

Section 3: Seating of New Directors

All newly elected and appointed Board members shall be seated at the regular January Board meeting and shall be participating members thereafter. Retiring directors shall continue to serve until the end of the program year.

Section 4: Vacancies or Removal of Directors

Any Director may be removed for cause by a simple majority vote of the Board of Directors. For cause includes but is not limited to three (3) or more consecutive unexcused absences

from meetings of the Board of Directors. Any excused absence is at the discretion of, and must be approved by, the Chair of the Board. For cause also includes acts that are deemed detrimental or contrary to the purpose and interest of the Chamber.

Vacancies on the Board of Directors, or among the officers, shall be appointed by the Chair of the Board, with Board of Directors approval.

Section 5: Policy

The Board of Directors is responsible for establishing procedure and formulating policy of the organization. It is also responsible for adopting all policies of the organization. These policies shall be maintained in a policy manual, to be reviewed annually and revised as necessary.

Section 6: Management

The Board of Directors shall employ a President and the Executive Committee shall fix the salary and other considerations of employment.

Section 7: Indemnification

Subject to all terms and exclusions of applicable insurance coverage maintained by the Chamber, the Chamber shall provide for indemnification of any and all current or former officers, directors and employees against expenses actually and necessarily incurred by them in connection with the defense of any action, suit or proceeding in which they or any of them are made parties, or a party, by reason of having been officers, directors or employees of the Chamber, except in relation to matters as to which such individuals shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability for negligence or misconduct.

ARTICLE V Officers

Section 1: Determination of Officers

The Board of Directors at its regular September meeting shall reorganize for the coming year. The Nominating Committee for Directors shall also nominate the Chair, Chair-Elect and Secretary/Treasurer each year. Those proposed for these positions must have served at least one (1) year on the Board of Directors. At this meeting, the Board shall elect the Chair, Chair-Elect and the Secretary/Treasurer. The incoming chair shall appoint three Vice Chairs with the advice and counsel of the President, subject to Board approval. The Vice Chairs will be elected from members of the Board. All officers shall take office on the first day of the new fiscal year and serve for a term of one (1) year or until their successors assume the duties of office. All Officers named in this Section shall remain voting members of the Board of Directors. Ex-Officio Board members will not be eligible to hold any office. Any vacancies in Officer positions should be filled without unreasonable delay.

Section 2: Duties of Officers

A. Chair of the Board. The Chair of the Board of Directors (known herein as “the Chair”) shall serve as the highest elected officer of the Chamber and shall preside at all meetings of the membership, Board of Directors and Executive Committee.

The Chair shall, with the advice and counsel of the President, assign Vice Chairs to divisional responsibility, subject to the Board of Director’s approval.

The Chair shall, with advice and counsel of Vice Chairs and the President, determine all committees and nominate all committee chairs subject to approval by the Board of Directors.

The Chair shall sign with the Secretary/Treasurer or other proper officers of the corporation, any legal documents which the Board of Directors shall authorize to be executed. In general, the Chair shall perform all duties incident to the office of the Chair and such other duties as may be prescribed or delegated to the Chair by the Board of Directors from time to time. The Chair will serve as an ex-officio member of all committees. The Chair is accountable to the Board of Directors.

B. Chair-Elect. The Chair-Elect shall exercise the powers and authority and perform the duties of the Chair in the absence or disability of the Chair. The Chair-Elect shall also serve as head of the Strategic Planning Task Force of the Chamber. As such, the Chair-Elect and task force will be responsible for determining that the program activities of the Chamber are of such duration as is required, at all times being alert to assure that the activities of the Chamber are directed toward achieving business and community needs in the area served by the Chamber. The Chair-Elect shall be responsible for the annual Board retreat held each fall to plan for the coming year. The Chair-Elect is accountable to the Board of Directors.

C. Vice Chairs. The duties of the Vice Chairs shall be to serve division needs. Each Vice Chair shall work with the President in coordinating the duties and activities of the committees, task forces and councils within their respective division. They shall be the liaison between their division and the chairs, the Executive Committee and the Board. Each Vice Chair shall make periodic reports of divisional progress to the Board of Directors and will serve as the vehicle through which recommendations for proposed policy from committees will be presented to the Board of Directors for their consideration. It is the responsibility of the Vice Chairs to keep informed on the activities of the committees within their division and to assist committees in carrying out their part of the Program of Work in a timely manner. The Program of Work shall consist of a list of the approved committees, committee chairs, the purpose of the committees, and the annual goals for each committee. It is the duty of the Vice Chair to take the initiative in working with committee chairmen, rather than waiting for committee chairs to come to them for advice and assistance. The Vice Chairs are accountable to the Chair and should report to the Chair, Executive Committee and the Board of Directors.

D. Secretary/Treasurer. The Secretary/Treasurer shall cooperate with the President in safeguarding all funds received by the Chamber and for their proper disbursement. The funds shall be administered in accordance with the financial policy adopted by the Board. The Secretary/Treasurer shall review the financial condition of the corporation and counsel the staff regarding the investment of funds, accounting procedures, and all financial matters of concern

to the corporation. The Secretary/Treasurer is accountable to the Board of Directors. The Secretary-Treasurer will sign all official paperwork as required.

E. President. The President shall be the chief administrator and executive officer. The President is accountable to the Board of Directors. The President and/or Chamber staff shall serve as the recording secretary to the Board of Directors, and cause to be prepared notices, agendas and minutes of meetings of the Board.

The President shall serve as advisor to the Chair on program planning and shall assemble information data and cause to be prepared special reports as directed by the program of the Chamber.

The President shall be a non-voting member of the Board of Directors, the Executive Committee and all committees.

With assistance of the divisional Vice Chairs, the President shall be responsible for administration of the Program of Work in accordance with the policies and regulations of the Board of Directors.

The President shall be responsible for hiring, discharging, directing and supervising all employees.

With the cooperation of the Executive Committee, the President shall be responsible for the preparation of an operating budget covering all activities of the Chamber, subject to approval of the Board of Directors. The President shall also be responsible for all expenditures within approved budget allocations.

F. Chair-Emeritus. The immediate past Chair, the Chair-Emeritus, whose term as a member of the Board of Directors has expired, shall automatically remain as a voting member of the Board of Directors for a period of one year. The Chair-Emeritus shall also be a voting member of the Executive Committee. The Chair-Emeritus shall serve in an advisory capacity using his/her experiences during the past year to assist the Chamber in accomplishing its program. Additional duties of the Chair-Emeritus shall be such as are from time to time assigned by the Board of Directors. The Chair-Emeritus is accountable to the Board of Directors.

Section 3: Executive Committee

The Executive Committee shall act for and on behalf of the Board of Directors in emergency matters when the Board is not in session, but shall be accountable to the Board for all its actions. It shall serve as the planning committee for the Board meetings. It shall be composed of the Chair, Chair-Emeritus, Chair-Elect, Vice Chairs, Secretary/Treasurer and the President. The Chair will serve as chair of the Executive Committee. The Executive Committee will also serve as the Personnel Committee to negotiate the President's contract and performance appraisals, as well as review any requests for benefit programs to be added or changed.

Section 4: Indemnification

The Chamber may, by resolution of the Board of Directors, provide for indemnification by the Chamber of any and all of its officers as spelled out in Article IV, Section 7 of these bylaws.

**ARTICLE VI
Committees & Divisions**

Section 1: Appointment and Authority

The Chair, by and with the approval of the Board of Directors, shall appoint all committees and committee chairs. The Chair, by and with the approval of the Board of Directors, may appoint such task forces and councils and their chairs as deemed necessary to carry out the program of the Chamber.

It shall be the function of committees to make investigations, conduct studies and hearings, make recommendations to the Board of Directors, and to carry on such activities as may be delegated to them by the Board. All committees, councils and task forces shall be assigned to one of the divisions.

Section 2: Limitation of Authority

No action by any member, committee, division, employee, director or officer shall be binding upon, or constitute an expression of, the policy of the Chamber until it shall be approved or ratified by the Board of Directors.

Task forces shall be discharged by the Chair when their work has been completed and their reports accepted. When, in the opinion of the Board of Directors, it is deemed wise to discontinue committees or councils, they may do so.

Section 3: Testimony

Once committee action has been approved by the Board of Directors, it shall be incumbent upon the Chair or, in his/her absence, whomsoever the Chair designates as being familiar enough with the issues to give testimony to, or make presentations before, civic and governmental agencies.

Section 4: Divisions

The Board of Directors may create such divisions, task forces, councils or subsidiary corporations, as it deems advisable to handle the work of the Chamber. The Board shall authorize and define the powers and duties of all divisions, task forces, councils, or subsidiary corporations. The Board shall annually review and approve all activities and proposed programs of such divisions, task forces, councils or subsidiary corporations, including collection and disbursement of funds.

No action or resolution of any kind shall be taken by divisions, task forces, councils, or subsidiary corporations having bearing upon or expressive of the Chamber, unless approved by the Board of Directors.

ARTICLE VII

Finances

Section 1: Funds

All money paid to the Chamber shall be placed in general operating funds, investments or special accounts as approved by the Board.

Section 2: Disbursements

Upon approval of the budget, the President is authorized to make disbursements on accounts and expenses provided for in the budget without additional approval of the Board of Directors. Checks over a certain amount, determined by the Executive Committee, will require a second signature consisting of either the Chair, Chair-Elect or Treasurer. In the event of the President's absence, any two of the other officers of the Board may sign.

Section 3: Fiscal Year

The fiscal year of the Chamber shall close on December 31.

Section 4: Budget

As soon as possible after election of the new Board of Directors and officers, the Executive Committee shall recommend the budget for the coming year and submit it to the Board of Directors for approval.

Section 5: Annual Financial Review or Audit

The accounts of the Lee's Summit Chamber of Commerce shall be reviewed by a Certified Public Accountant annually, as soon as practical after the close of the fiscal year. The most recent financial report provided by the Certified Public Account shall at all times be available to members of the Chamber within the office of the Lee's Summit Chamber of Commerce.

Section 6: Employee Dishonesty Insurance Coverage

The Chamber shall purchase and maintain an employee dishonesty insurance policy to protect against acts, negligence and omissions related to such coverage in the amount set by the Board and paid for by the Chamber.

ARTICLE VIII General Counsel

Section 1:

The Chair-Elect shall appoint a general counsel subject to the approval of the board. The general counsel shall serve as the organization's legal advisor and shall serve as an ex-officio board member.

ARTICLE IX Dissolution

Section 1: Procedure

The Chamber shall use its funds only to accomplish the objectives and purposes specified in these bylaws, and no part of said funds shall inure, or be distributed, to the members of the Chamber. Upon the dissolution of the Chamber, the Board of Directors shall, after paying or making provisions for payment of all the liabilities of the Chamber, dispose of all the assets of the Chamber and transfer the same to the Lee's Summit Chamber Foundation, Inc., a Missouri

non-profit corporation, so long as it is organized and operating exclusively for charitable, educational, religious, or scientific purposes and shall, at the time, qualify as an exempt organization under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law). In the event such requirements are not met then, at the discretion of the Board of Directors, said assets shall be transferred to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law). Any such assets not so disposed of shall be disposed of by Circuit Court of Jackson County, Missouri, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are operated exclusively for such purposes.

ARTICLE X

Section I: Parliamentary Authority

The current edition of Roberts Rules of Order shall be the final source of authority in all questions of parliamentary procedures when such rules are not inconsistent with the charter or bylaws of the Chamber.

ARTICLE XI Amendments

Section I: Revisions

These bylaws may be amended or altered by a two-thirds (2/3) vote of the Board of Directors or by a majority of the members at any regular or special meeting providing the notice for the meeting includes the proposals for amendments. Any proposed amendments or alterations shall be submitted to the Board or the members in writing, at least ten (10) days in advance of the meeting at which they are to be acted upon.

Amended: (July 18, 2000)
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