

GREATER KANSAS CITY BUSINESS LEADERSHIP NETWORK

BYLAWS

Article I: Name and Office

- 1.1 The name of this organization shall be the Greater Kansas City Business Leadership Network.
- 1.2 The principal office of the corporation shall be in the State of Kansas.

Article II: Purpose

The purpose of the corporation shall be to educate employers of the positive benefits to business for actively including people with disabilities in the competitive work force and as consumers. To this end, the corporation and its affiliate employers promote best practices that improve inclusion of qualified people with disabilities in the competitive workplace and as consumers through networking, resources, education and outreach.

Article III: Membership

- 3.1 The directors of the corporation shall be the members of the corporation.

Article IV: Board of Directors

4.1 **General Powers.** The property, affairs and business of the corporation shall be managed under the supervision and direction of the Board and, except as otherwise expressly provided by law, the Articles of Incorporation or these Bylaws, the powers of the corporation shall be vested in such Board.

4.2 **Number of Directors.** The size and composition of the Board shall be determined each year by the Board prior to the annual election; provided, however, that the Board shall consist of not less than four (4) and not more than eleven (11) persons.

4.3 **Election and Term.** At each annual meeting of the Board commencing after the first year, the directors shall be elected for a term of two (2) years. The term of director shall commence on the day following such director's election and shall continue until the day following the election and qualification of the director's successor. A director may be elected to succeed himself in office.

4.4 **Voting; Quorum.** A majority of the full Board shall constitute a quorum for the transaction of business. The vote of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board. In all matters coming before the Board, each director shall be entitled to cast one (1) vote.

4.5 **Meetings.** The annual meeting of the Board, and all other regular or special meetings, shall be held at any place within or without the State of Kansas as may be designated by the Board.

(a) Unless otherwise scheduled by the Board, the annual meeting of the Board shall be held on the second Tuesday of January of each year, or if such date falls on a holiday, on the first business day thereafter. If a quorum cannot then be assembled, said meeting shall be adjourned until a quorum is present.

(b) Regular meetings of the Board shall be held as frequently at such time and place as may from time to time be determined by the Board.

(c) Special meetings of the Board may be held at any time upon call of the President, Vice-President, or other officers of the corporation.

4.6 **Notice.** Regular meetings of the Board may be held without notice. Special meetings of the Board may be held upon three (3) days' written notice addressed to each director, United States mail, postage prepaid; such notice shall be deemed given when deposited in the United States Mail, or upon three (3) days' notice by telephone or other means of communication to each director at such director's principal office or residence. Neither the business to be transacted nor the purpose of any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting. Attendance of a director at any meeting shall constitute a waiver of notice, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

4.7 **Conference Telephone Meetings.** The Board or any committee designated by the Board may participate in a meeting of the Board or committee by means of a conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other, and participation in a meeting in this manner shall constitute presence in person at the meeting.

4.8 **Written Consent.** Any action which is required to be or may be taken at a meeting of the directors, or of the Executive Committee or any other committee of the directors, may be taken without a meeting if consents in writing, setting forth the action so taken, are signed by all of the members of the Board or of the committee as the case may be. The consents shall have the same force and effect as a unanimous vote at a meeting duly held, and may be stated as such in any certificate or document. The Secretary shall file the consents with the minutes of the meetings of the Board or of the committees as the case may be.

4.9 **Vacancies.** Whenever any vacancy of the members of the Board shall occur due to death, resignation, removal or otherwise, a majority of the remaining directors, even if less than a quorum, may appoint a successor to serve for the unexpired term of the director whose place is vacant. The directors to be elected at each annual meeting of the members shall be elected by a plurality of the votes cast at such election by the voting members.

4.10 **Resignation.** A Director may resign at any time by delivering written notice to the Board, the President, or the Secretary. A resignation is effective when the notice is delivered, unless the notice specifies a later effective date. If a resignation is made effective at a later date, the Board may fill the pending vacancy before the effective date; however, the successor may not take office until the effective date.

4.11 **Compensation.** No Director shall receive any type of compensation or remuneration for serving as a Director.

Article V: Committees

5.1 **Executive Committee.** There shall be an Executive Committee consisting of the President, the Vice President and two (2) other Board members appointed by vote of a majority of the entire Board. The President shall act as Chairman of the Executive Committee. Vacancies in the Committee shall be filled by the Board. During the intervals between meetings of the Board, the Executive Committee shall

possess and may exercise any or all of the powers of the Board in the management of the business and affairs of the corporation, except as such powers may be limited by one or more resolutions adopted by a majority of the entire Board. The Executive Committee shall keep a full and fair record of its transactions. All actions shall be reported to the Board at its meeting next succeeding such action, and shall be subject to revision and alteration by the Board, provided that no rights of third persons shall be affected by any such revision or alteration. A majority of the Executive Committee shall be necessary and sufficient to constitute a quorum. The Executive Committee may determine its rules of procedure and the notice to be given of its meetings.

5.2 Standing Committees. In addition to the Executive Committee, there shall be the following standing committees:

(a) **Education Committee**, Chaired by a member of the Board appointed by the President, and charged with creating and implementing a plan to educate local businesses and establishing resources for local businesses on the benefits of hiring qualified people with disabilities, including training and resources for the web site

(b) **Finance Committee**, Chaired by the Treasurer, and charged with assuring oversight for budgeting, contract and fund management, development of financial policies, and ensuring a contingency planning is in place.

(c) **Marketing/Membership Committee**, Charged with (i) creating and implementing a plan for the financial stability and wherewithal of the corporation including Board development and recruitment, which plan will address the development of resources necessary for staffing, and maintaining an office and web presence for the corporation and supporting the activities of the corporation and its affiliate groups, and (ii) working in partnership with the Education Committee to market the corporation and all of its activities.

5.3 Other Committees. The Board, by resolution, may provide for such other standing or special committees of two (2) or more persons as it deems desirable, and discontinue the same at pleasure. Each such committee shall have such powers and perform such duties, not inconsistent with law, as may be assigned to it by the Board. Except as otherwise directed by the Board, the President shall appoint the Chairman of all standing or special committees from among the directors of this corporation and each such Chairman shall choose the members of the Chairman's committee, who need not be directors of this corporation.

Article VI:Officers

6.1 Election. The officers of the corporation shall consist of a President, a Vice President, a Secretary and a Treasurer. Except as otherwise provided herein, each officer shall be elected by the Board at its annual meeting to serve until the next annual meeting of the Board and until his successor is duly elected and qualified, unless such officer resigns or is removed as provided in these Bylaws. Any two officers except the President and Secretary positions may be combined in the same person as the Board may determine.

6.2 Removal of Officers; Vacancies. Each officer, except the President, may be removed at any time, with or without cause, by the affirmative vote of a majority of the directors present at any meeting of the Board at which a quorum is present. The President may be removed at any time, with or without cause, by the affirmative vote of at least two-thirds of the directors present at any meeting of the Board at which a quorum is present.

6.3 Other Officers. Other officers as determined by the Board may be elected from time to time by the Board.

Article VII:Duties and Powers

7.1 **President.** Subject to supervision and direction by the Board, the President shall be the chief officer of the corporation and shall have direct supervision over the business of the corporation and its general officers. The President shall preside at all meetings of the Board. The President may sign and execute in the name of the corporation deeds, mortgages, bonds, contracts or other instruments approved by the Board, except in cases where the signing and the execution thereof shall be expressly delegated by the Board or by these Bylaws to some other officer or agent of the corporation or shall be required by law otherwise to be signed or executed. In addition, the President shall perform all duties as may be reasonably assigned from time to time by the Board. The President shall be an ex-officio member of any standing committee except the Executive Committee which he/she chairs.

7.2 **Vice President.** Subject to supervision and direction by the Board, the Vice President shall, in the absence of the President at Board Meetings or other official functions of the President, perform the duties and exercise the powers of the President. In addition, the Vice President shall perform such other duties and have such other powers as may from time to time be prescribed by the Board.

7.3 **Secretary.** The Secretary shall act as secretary of all meetings of the Board, and shall keep the minutes thereof in the proper book or books to be provided for that purpose. The Secretary (i) shall see that all notices required to be given by the corporation are duly given and served, (ii) establish that quorums are present or not present at Board meetings (iii) shall have custody of all deeds, leases, contracts and other important corporate documents, (iv) shall have charge of the books, records and papers of the corporation relating to its organization and management as a corporation, and (v) shall see that the reports, statements and other documents required by law (except tax returns) are properly filed. In addition, the Secretary shall perform all duties as are customarily incident to the office of the Secretary and such other duties as may be reasonably assigned from time to time by the Board. The Secretary may be assisted in his/her duties by staff or others recognized by the Board for the purpose of taking minutes, storing official documents, posting notices, filing papers or other functions.

7.4 **Treasurer.** Subject to the supervision and direction of the Board, the Treasurer shall be the chief financial officer of the corporation, shall have charge of, and be responsible for, all funds, securities, receipts and disbursements of the corporation, and shall deposit all monies and securities of the corporation in such banks and depositories as he or she determines to maintain accounts with from time to time. The Treasurer shall be responsible (i) for maintaining adequate financial accounts and records in accordance with generally accepted accounting principles, (ii) for the preparation of appropriate operating budgets and financial statements, and (iii) for the preparation and filing of all tax certificates, deeds, mortgages, bonds, contracts or other instruments, except in cases where the signing and the execution thereof shall be expressly delegated by the Board or by these Bylaws to some other officer or agent of the corporation or shall be required by law otherwise to be signed or executed. In addition, the Treasurer shall perform all duties as are customarily incident to the office of the Treasurer and such other duties as may be reasonably assigned from time to time by the Board or any financial committee established pursuant to Article 5.1 of these Bylaws.

7.5 **Other Duties.** Subject to supervision and direction by the Board, any officer of the corporation shall have, in addition to the duties prescribed herein or by law, such other duties as may be reasonably prescribed from time to time by the Board.

7.6 **Bonds.** The Board may require any officer to be bonded as Board may see fit, provided that the costs of bonding shall be paid by the corporation.

Article VIII: Code of Conduct

8.1 **Conflict of Interest.** Directors of the Board may not use their status as a member of the Board to influence any decisions of the Board related to contracts or agreements with business entities that they

represent. Any such conflict of interest shall be raised before the entire Board by the individual and that person shall abstain from any votes being taken regarding it.

8.2 **Disclosure.** Every member of the Board shall disclose to the Board any conflict of interest that arises. No Board member shall vote on any matter that would involve a conflict of interest for that individual or be included as a voting member present for such vote for the purpose of determining whether a quorum exists.

8.3 **Disagreement about a conflict of interest.** In the event that a disagreement on the Board of whether a conflict of interest exists, the issue shall be decided by a majority vote of the Board. The director in question shall not vote.

8.4 **Respectful, inclusive dealings.** The members of the Board represent the organization and its values of respect, education, diversity and inclusion of people with disabilities. The Board and its affiliates will, in its dealings with each other, its staff, partners, and the broader community act in accordance with these values.

Article IX:Books, Notes and Records

9.1 **Fiscal Year.** The fiscal year of the corporation shall end on June 30 of each year, or on such other date as may be prescribed from time to time by the Board, and shall consist of such accounting periods as may be recommended by the Treasurer and approved by the Board.

9.2 **Books and Records.** The corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its Board. The corporation shall prepare annually a report that assesses the corporation's progress towards achieving its Annual Goals. The Board shall distribute such report to its affiliates.

9.3 **Checks, Notes and Drafts.** Checks, notes, drafts and other orders for the payment of money shall be co-signed by the President and another officer or staff person as these Bylaws or the Board may authorize. If the Board so authorizes, the signature of one of the co-signers may be a facsimile.

9.4 **Audit.** The Board shall direct a minimum of three directors of the corporation, not connected to the Treasurer or Finance Committee, to do an audit of the corporation's funds and records annually.

Article X:Non-Discrimination


The corporation recognizes the rights of all persons to equal opportunity in employment, compensation, promotion, education, positions of leadership, and power, and shall not at any time discriminate against employee, applicant for employment, director, officer, contractor, or any other persons with whom the corporation deals, because of race, creed, color, gender, disability, religion, veteran status, national origin, age, family status, sexual orientation, or any classification protected by applicable law.

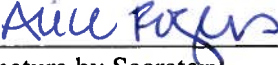
Article XI:Amendments

Any proposed amendment to these Bylaws must be submitted in writing to the Board at least thirty (30) days prior to the meeting at which such proposed amendment or amendments shall be voted upon. These Bylaws may be amended or restated in any manner by the affirmative vote of at least two-thirds (2/3) of the voting Directors in attendance at a meeting of the Board at which a quorum is present.

The Greater Kansas City Business Leadership Network has adopted these Bylaws.

Date Adopted: _____

	<u>4/5/09</u>
Signature by President	Date
<u>KEITH P. WIEDENKELLER</u>	
Printed Name	

	<u>3/30/09</u>
Signature by Secretary	Date
<u>Alice ROGERS</u>	
Printed Name	