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TOPEKA SMALL BUSINESS COUNCIL

BYLAWS

HISTORY

The Greater Topeka Chamber of Commerce (the "Chamber") formed the Topeka Small Business Council in 2016 in direct response to the challenges facing small businesses in the Topeka region. The Council's purpose is to expand and enhance the Chamber's ability to address the continuing challenges facing small businesses and assist such business in the Greater Topeka & Shawnee County region.

ARTICLE 1 PURPOSE

1.1. Name

The name of this association shall be "Topeka Small Business Council" or "TSBC" (hereafter referred to as "TSBC").

1.2. Policy

TSBC shall operate in conformity with the procedures, rules, and guidelines set forth in these Bylaws.

1.3. Greater Topeka Chamber of Commerce

The TSBC is associated with the Greater Topeka Chamber of Commerce and will work within the procedures and guidelines of the Chamber. The creation and funding of TSBC by the Chamber is an ongoing component of the business development and retention goals of the Chamber.

1.4. Governance

TSBC shall be governed by the TSBC's Executive Board.

1.5. Mission

The mission of TSBC is to advocate for the economic prosperity of small business by continuing to bring to fruition new and innovative programs.

1.6. Purpose

The purpose of the TSBC is to connect small business owners in the Topeka region through an organization focused on enhancing small businesses of fifty (50) employees or less through collective education, advocacy and communication. The TSBC provides small businesses with program opportunities designed to promote and enhance small business development and to build relationships with local community and business leaders.

1.7. Membership

Members of the TSBC must be a member in good standing with the Greater Topeka Regional Chamber of Commerce with fifty (50) employees or less. Members may be any type of business entity (i.e., sole proprietorship, corporation, limited liability company, partnership, etc.).

1.8. Senior Vice President of Entrepreneurship and Minority Business Development - Staffing

Staffing of the TSBC will be through the Chamber and shall consist of the Senior Vice President of Entrepreneurship and Minority Business Development of GO Topeka. Additional Chamber staff will also support the TSBC. Staff adjustments may be made at the discretion of the Chamber.

1.9. Organizational Structure

As more particularly set forth in these Bylaws, the TSBC shall be comprised of Chamber members considered "small businesses" by the Chamber. The day-to-day operations of the TSBC shall be under the leadership of the Executive Board. The Executive Board shall be advised by the TSBC and supported by the Chamber staff. Each program, initiative or event that the TSBC develops or undertakes shall be assigned to a committee by the Executive Board.

1.10. Calendar

TSBC shall operate on a calendar year with the fiscal term beginning January 1 and ending December 31.

ARTICLE II EXECUTIVE BOARD

2.1 Members of the Executive Board

The Executive Board shall be comprised of a Chair, Chair-Elect, Secretary, Immediate Past Chair, the Committee Chairs of the Standing Committees, and the TSBC Vice President of Entrepreneurship and Minority Business Development, which shall all be voting members with the exception of the TSBC Vice President of Entrepreneurship and Minority Business Development.

2.1.1 Chair

The Chair shall serve for a period of one (1) year.

The Chair's responsibilities include: (1) leading all Executive Board and TSBC general membership meetings; (2) leading the TSBC in strategic planning efforts; (3) keeping the Chamber apprised of TSBC activities; (4) serving on the Chamber Board; (5) serving on the Chamber Executive Committee; (6) working with the TSBC staff; (7) soliciting new sponsors in conjunction with staff; (8) soliciting new members of TSBC in conjunction with staff; (9) organizing the TSBC; (10) developing community partnerships in conjunction with staff; (11) keeping all parties up to date, and (12) attending as many TSBC events as possible.

The Chair must be a member of the Chamber. If the Chair is not fulfilling his/her duties, the Chair may be removed from office by vote of a majority of the Executive Board at a duly called meeting of the Executive Board. The Chair will be considered ex-officio of all committees.

2.1.2 Chair-Elect

The Chair-Elect shall serve for a period of one (1) year and then will become the Chair of the TSBC, unless they elect not to serve as Chair or are not fulfilling their duties as Chair-Elect.

The Chair-Elect's responsibilities shall include: (1) assisting the Chair in the Chair's responsibilities; (2) serving as the Chair in the Chair's absence; (3) soliciting new members for TSBC in conjunction with staff; (4) working with the Chair to build community partnerships; (5) attending as many TSBC events as possible; and (6) actively promoting TSBC.

The Chair-Elect must be a member of the Chamber and a current member of the TSBC with at least one (1) year of service. If the Chair-Elect is not fulfilling his/her duties, the Chair-Elect may be removed from office by a vote of a majority of the Executive Board at a duly called meeting of the Executive Board. Past Chairs are not eligible to run for the Chair-Elect position after serving the organization in this capacity.

2.1.2.1 Chair-Elect and Secretary Election Process

Each year, the Nominating & Governance Committee, which shall be a subcommittee under the Membership Committee, consisting of the following persons shall guide the process of electing the primary candidates for Chair-Elect and Secretary for the next calendar year, as well as an alternate candidate for each position. (For example, the Nominating & Governance Committee of 2017 will be working to elect the Chair-Elect for the 2018 calendar year):

- Chair Elect
- Membership Committee Chair
- Non-Executive Board Member
- Vice President of Entrepreneurship and Minority Business Development (non-voting)

The Nominating & Governance Committee shall accept nominations from the members of the TSBC. Nominations for Chair-Elect and Secretary may be submitted to the Membership Committee Chair on or before September 1. Nominees do not need to be a current member of Executive Board but must be a current member of the TSBC.

On or before October 1, the Nominating & Governance Committee shall contact each nominee to give them the opportunity to accept or reject the nomination, and designate whether the nomination is primary or alternate.

The Nominating & Governance Committee reviews nominee information between Oct. 1 and Oct. 15. On or before the October Executive Board meeting, the Nominating & Governance Committee shall recommend to the Executive Board one (1) nominee as the candidate for Chair-Elect and one nominee for Secretary, as well as, (1) nominee as an alternate candidate for Chair-Elect and one alternate nominee for Secretary.

The Executive Board shall meet to consider the primary and alternate candidates for each position no later than November 30. At such meeting the Executive Board will then vote to accept the recommendations of the Nominating & Governance Committee by majority vote of the Executive Board. Members of the Executive Board not able to attend such meeting may be able to submit their vote prior to the meeting to the current Chair. Following the approval of the primary and alternate candidates by the Executive Board, such approval shall be submitted to the President/CEO of the Chamber for confirmation.

In the event the Executive Board does not approve one or more of the candidates recommended by the Nominating & Governance Committee or the President/CEO of the Chamber does not confirm either the primary or alternate candidates for each position which were duly approved by the Executive Board, the Nominating & Governance Committee shall proceed with all due haste to recommend a second alternate candidate, or candidates, to the Executive Board for approval followed by confirmations of the President/CEO of the Chamber as the Chair-Elect.

The TSBC Council will approve the roster and the Greater Topeka Chamber of Commerce Board of Directors shall ratify the Topeka Small Business Council candidates at the December meeting.

2.1.3 Immediate Past Chair

The Immediate Past Chair's responsibilities shall include: (1) participating as a member of the Executive Board and TSBC; (2) participating and planning all long-range TSBC planning efforts; (3) providing historical perspective on TSBC issues; (4) soliciting new members of the TSBC; and (5) actively promoting the TSBC.

The Immediate Past Chair must be a member of the Chamber.

2.1.4 Secretary - The Secretary shall keep the minutes of the Council meetings; shall keep other records as the Council may require; and shall perform other duties as assigned. The Secretary does not succeed as a Chair-Elect, provided, nothing shall prevent the serving secretary from being nominated for Chair-Elect.

2.2 Meetings

The Executive Board shall meet on dates and at times established by the Chair, provided the Chair shall schedule at least six (6) regularly scheduled Executive Board meetings in a calendar year to discuss the progress of the TSBC and Committees in fulfilling the mission and purpose of the TSBC. The Chair may call special meetings of the Executive Board provided there is sufficient notice given to all members of the Executive Board. Meetings may be conducted in person or by teleconference at the discretion of the Chair. Decisions of the Executive Board shall be made by a majority vote at any meeting at which a quorum is present. At least sixty-six (66%) of the members of the Executive Board shall be present at a meeting either in person or via teleconference to constitute a quorum.

ARTICLE III SMALL BUSINESS COUNCIL MEMBERS

3.1 Membership Selection and Limits

The Small Business Council will consist of no less than 20 and no more than 30 voting members ("Current Members").

Past-Chairs of the TSBC, other than the Immediate Past-Chair, who remain active members of the Chamber shall be considered non-voting, ex-officio members of the Small Business Council (“Ex-Officio Members”) and may attend any Small Business Council meeting. Ex-Officio Members may participate in discussions of meeting agenda items and business at the discretion of the Chair, or acting Chair of any such Small Business Council meeting. In addition to current members and Ex Officio Members, there may be one to five additional Ex-Officio positions. Those Ex-Officio positions will be comprised of entities, agencies or persons who provide resources to further small business growth.

Potential Member candidates shall be sought by use of such advertising as deemed appropriate by the Council, and each potential Member shall complete the application form approved by the Executive Board. The Nominating and Governance Committee shall review such applications to assure the candidate meets the qualifications set forth in these Bylaws.

All Current Members shall be selected from qualified candidates presented by the Nominating & Governance Committee, and elected by majority vote of the Executive Board. Qualified candidates for Current Members shall be individuals who are:

- (i) active members of the Chamber in good standing;
- (ii) engaged in a business activity or industry which is not the same or substantially similar to any business activity or industry engaged in by another current Small Business Council, not including Past-Chairs, unless such other Small Business Council member(s) consents to such candidacy for membership; and
- (iii) owners/stakeholders of a business that has more than one (1) employee but less than fifty (50) employees (this requirement may be waived by a majority vote of the Nominating & Governance Committee).

3.2 Membership Term / Tenure

If accepted as a Current Member of the Small Business Council, nominees will serve a two (2) year term, unless a shorter term is specified by the Executive Board, from an effective date established by the Executive Board or from the date the Executive Board approves a nominee as a Current Member if no effective date is specified. Current Members shall serve no more than two (2) consecutive two-year terms, unless elected as Chair or Chair-Elect of the TSBC or a Standing Committee (a “Leadership Position”). To the extent practicable, Current Members shall serve on the Small Business Council in staggered terms. The Executive Board, upon the recommendation of the Nominating & Governance Committee, shall have the option to elect new Current Members to serve a term less than two (2) years (e.g., a new member probationary term). Regardless of term, a Current Member’s tenure on the Small Business Council shall terminate upon the occurrence of the following:

- (i) Such Current Member is absent from more than two (2) regularly scheduled TSBC meeting in a calendar year, without prior notification of and approval by the Chair or Chamber Vice President;
- (ii) Such Current Member provides to the Executive Board written notice of such Current Member’s voluntary withdrawal or resignation as a Current Member;
- (iii) Such Current Member dies;

- (iv) Such Current Member retires from his/her business, sells all or substantially all of the ownership interest and/or assets of such business, or dissolves such business; or
- (v) Removal of such Current Member for any reason or no reason at all upon a majority vote of the Executive Board.

3.3 Committee Activity Required

Each Current Member shall become a member of a Committee. Excessive absences from Committee meetings may serve as grounds for removal as a Current Member. Ex-Officio Members or Ex-Officio positions may serve on Standing Committees, but such service shall not be required.

3.4 Effect of Advisory Board Membership Cessation / Termination

Upon the termination of a Current Member, written notice shall be provided to such Current Member. All materials, work, and property of the Small Business Council shall be returned to the Executive Board within five (5) days from receipt of the written notice.

3.5 Meetings

The Small Business Council shall meet monthly on a date and time established by the Executive Board, at least six (6) Small Business Council meetings in a calendar year to discuss the progress of the TSBC, the Executive Board, and Standing Committees in fulfilling the mission and purpose of the TSBC. Meetings shall be held in person, unless otherwise approved by the Executive Board. The Chair shall conduct such meetings in an orderly manner and shall be responsible for (i) calling such meeting to order; (ii) recognizing or refusing to recognize individuals wishing to speak; and (iii) determining when such meeting shall be adjourned. In conducting such meetings, the Chair may, but shall not be required to, use Robert's Rules of Order; however, if so used, technical or non-substantive departures from such rules shall not invalidate action taken at a Small Business Council meeting. Decisions of the Small Business Council shall be made by a majority vote at any meeting at which a quorum is present. At least fifty-one percent (51%) of Current Members of the Small Business Council present at a meeting shall constitute a quorum.

3.6 Strategic Planning

In addition to advising the Executive Board, the Small Business Council shall be responsible for developing and maintaining a long-range strategic plan for the TSBC. The Small Business Council, as led by the Chair, shall have discretion with regard to the manner in which such strategic plan is developed and/or modified, provided, such strategic plan and any amendments or modifications thereto shall be approved by a majority vote at a meeting of the Small Business Council. Implementation of such strategic plan shall be the responsibility of the Executive Board.

ARTICLE IV COMMITTEES

4.1 Standing Committees; Establishment

The TSBC shall establish committees ("Standing Committees") necessary to accomplish the mission and purpose of the TSBC. Each Standing Committee will elect a Committee Chair and Committee Chair-Elect for that Committee. The Standing Committees and function shall be as follows:

4.1.1 Program and Events Committee

Function: Responsible for the administration and development of TSBC programs, including without limitation, The Biannual Small Business Summit, Education Forums, CEO Roundtables, and new program development. Sponsorships of events do not guarantee a spot on the TSBC or influence the policies of the organization.

4.1.2 Membership Committee

Function: Responsible for TSBC social and networking gatherings, annual meetings of the entire TSBC membership, nominations of leadership position candidates; and general outreach with regard to membership participation and diversity. The Nominating & Governance Committee shall be a subcommittee of the Membership Committee and shall perform the nominations duties as provided in Articles II and III. Additionally, the Nominating & Governance Committee shall also be generally responsible for examining the effectiveness of the leadership and governing structure of the TSBC in fulfilling the objectives and aspirations of the TSBC and to make recommendations to the Executive Board to improve such effectiveness. Please note that Sponsorships do not guarantee a spot on the TSBC or influence the policies with the organization.

4.1.3 Legislative Committee

Function: Responsible for educating and empowering TSBC membership to represent their interest to elected officials and policy makers through increasing small business participation in Chamber legislative activities and coordinating with Chamber legislative affairs to communicate legislative and policy issues to the TSBC membership.

4.1.4 Marketing & Communication Liaison

Function: Responsible for coordinating marketing of events and other membership communications across the entire TSBC and in coordination with Chamber staff, Executive Board, Small Business Council, and other Standing Committees.

The Committee Chair and Committee Chair-Elect of each Standing Committee shall be responsible for establishing committee policies, structure and membership and shall recruit volunteers from the entire TSBC membership. Standing Committees may form subcommittees, work groups, or task forces at the discretion of the respective Committee Chair, which subcommittees, work groups or task forces shall be under the supervision and control of the Standing Committee. The policies, structure, and membership of a Standing Committee and function of any subcommittee, work group, or task force shall be subject to the review and approval by the Executive Board.

4.2 Committee Leadership

4.2.1 Committee Chair Defined

Each Standing Committee shall have a leader referred to as a Committee Chair and a co-leader referred to as a Committee Chair-Elect and each shall serve in such capacity on their respective Standing Committees for a one-year term.

Each Committee Chair shall serve as a member of the Executive Board.

In the absence of the Committee Chair at any committee meeting, the Committee Chair Elect shall serve in the place and stead of the Committee Chair for all purposes, including without limitation, voting on behalf of the absentee Committee Chair and attending any Executive Board meeting which the Committee Chair cannot attend.

4.2.2 Committee Leadership Succession

Each Committee Chair and Committee Chair-Elect shall serve for a term of one (1) year. At the end of the year, the Committee Chair shall cease his/her duties and the Committee Chair-Elect becomes the new Committee Chair. A new Committee Chair-Elect shall be identified by each Committee in October. That person is recommended to the Executive Board for approval at a regularly scheduled meeting of the Executive Board by a majority vote of the Executive Board.

If a Committee Chair is unable to complete his/her term, the Committee Chair-Elect shall complete such term as the Committee Chair. A new Committee Chair-Elect shall then be identified by the Standing Committee to be approved by a majority vote of the Executive Board and may include the person serving the unexpired term of the Committee Chair, without violating these Bylaws.

If there is no Committee Chair-Elect serving at the completion of a Committee Chair's term, such Committee Chair may serve an additional consecutive term of one (1) year upon the approval of the Executive Committee with the succession of the Committee leadership to occur following such additional one-year term as provided above.

A Committee Chair or Committee Chair-Elect may serve as such for multiple terms on a Committee, provided, such terms are not consecutive, except as otherwise provided above. They may, however, serve in those capacities on different Committees.

4.2.3 Committee Chair Requirements

Only Current Members of the Small Business Council may serve as Committee Chair or Committee Chair-Elect. Each Committee Chair or Committee Chair-Elect shall be a Current Member of the Small Business Council during his/her tenure as Committee Chair or Committee Chair-Elect. This requirement shall not restrict any other Standing Committee members or Ex-Officio Members or Ex-Officio position of the Small Business Council from serving as the leader of a Standing Committee subcommittee, work group, or task force.

Standing Committee leaders cannot be employed by the Chamber. Due to the potential for a conflict of interest, staff members of the Chamber cannot serve as a Committee Chair or Committee Chair-Elect.

Standing Committee Chair and Chair-Elect are encouraged to personally attend one SBC event a month that is not directly related to their committee, which events may include Greater Topeka Partnership events if no specific TSBC event is planned. The Standing Committee leaders are the face of the organization and it is important for them to have a presence at TSBC events.

Each Standing Committee is encouraged to have at least one (1) committee member at every TSBC event. This is to promote inter-committee participation at events.

Standing Committee Chair and Chair-Elect will attend Executive Board meetings. For Standing Committee leaders, up to two (2) absences from a regularly scheduled Executive Board or Small Business Council meetings are allowed in a year, without prior notification of, and approval by, the Executive Director.

Each Committee Chair is required to maintain regular contact with their committee and have a minimum of quarterly committee meetings, unless planning an upcoming event. This will ensure that committee members are informed and involved. If planning an upcoming event, each Committee Chair shall have as many meetings as required to successfully plan and execute the event.

4.2.4 Removal of a Committee Chair or Committee Chair-Elect may occur upon a majority vote of the Executive Board. Upon removal, written notice shall be provided to the removed committee leader. All materials, work, and property of the TSBC shall be returned to the Executive Board within five (5) days from receipt of the written notice.

4.3 Adding or Disbanding Standing Committees, Ad-hoc Committees, Task Forces, Etc.

Adding or disbanding a Standing Committee requires that the Bylaws be amended as provided in Section 5.1. Provided, however, the Chair or the Executive Board may establish temporary or ad-hoc committees and/or task forces for certain purposes approved by a majority vote of the Executive Board. The Executive Board, by majority approval, shall select the leadership of any such temporary ad-hoc committees or task forces. Unless otherwise entitled to vote on Executive Board matters as provided by these Bylaws, any person serving as a leader of any such temporary ad-hoc committee or task force shall not be entitled to vote on Executive Board matters.

ARTICLE V MISCELLANEOUS

5.1 Amendments to Bylaws

The Bylaws may only be amended by upon a two-thirds (2/3) majority vote of the entire Executive Board at a regularly scheduled Executive Meeting or a special meeting call for the purpose of amending the Bylaws. Amendments approved by the Executive Board shall become effective immediately or as otherwise provided by the amendment.