
GREATER TOPEKA CHAMBER OF COMMERCE

BYLAWS

(Revised December 20, 2018)

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BYLAWS**

PURPOSE

The purpose of the Greater Topeka Chamber of Commerce is to advance the general welfare, quality of life, and prosperity of the greater Topeka area to benefit the citizens and the business community. Emphasis shall be given to the economic, civic, commercial, cultural, industrial, and educational interests.

The Greater Topeka Chamber of Commerce is a partner organization in the Greater Topeka Partnership, Inc. (GTP), a Kansas corporation organized not-for-profit in accordance with Section 501(c)(6) of the Internal Revenue Code. As such, the Greater Topeka Chamber of Commerce will collocate its offices with those of the other GTP partners, will coordinate its activities with those of the other GTP partners, will avail itself of the unified management structure and shared services which the GTP provides and will participate in the GTP's consolidated budgeting, finance and administrative processes.

LIMITATION OF METHODS

The Greater Topeka Chamber of Commerce shall observe all local, state, and federal laws which apply to a non-profit organization as defined in Section 501 (c) (6) of the Internal Revenue Code.

**ARTICLE I
Board of Directors**

Section 1 DUTIES AND POWERS

The Board of Directors shall be the governing body of the Greater Topeka Chamber of Commerce and all its councils, committees, task forces, affiliated or subsidiary organizations, employees and properties, subject only to the limitations and exceptions provided for in the Articles of Incorporation or in the Bylaws.

Section 2 NUMBER AND SELECTION

The Board of Directors shall consist of not more than 41 persons. Every Director shall be classified as one of the following: Representative Directors, Directors Appointed At-Large and Elected Directors. All Directors shall have voting rights.

Representative Directors. The Chairman of the Board, with consent of the Board, is empowered to appoint up to ten Representative Directors, who shall serve one-year terms and shall include the Mayor of the City of Topeka or his or her designee, the Chairperson of the Shawnee County Commission or his or her designee, a member of the Shawnee County Legislative Delegation, the commanding officer of the Kansas Air National Guard 190th Refueling Wing (it being understood that the 190th ARW is only represented on the Board in an *ex officio* observer capacity), a representative of Shawnee County's young professional sector, a representative of Shawnee County's small business sector and the superintendent of one of Shawnee County's Public School Districts.

Directors Appointed At-Large. The Chairman of the Board, with consent of the Board, is empowered to appoint up to seven At-Large Directors to serve one-year terms.

Section 3 QUALIFICATIONS OF ELECTED DIRECTORS AND DIRECTORS APPOINTED AT-LARGE

An Elected Director shall have been, or shall represent an organization which has been, a member of the Greater Topeka Partnership in good standing for the shorter of two (2) years or the entire period during which the Greater Topeka Partnership has been incorporated and have actively participated in the Partnership. An Appointed At-Large Director shall be a member of the Greater Topeka Partnership in good standing.

Section 4 TERMS OF OFFICE OF ELECTED DIRECTORS

Elected Directors shall serve for three years on a staggered term basis so that 1/3 of the elected directors retire in any given year, leaving 1/3 of the elected directors with an additional year of service, and remaining 1/3 of the elected directors with an additional two years of service. Elected Directors shall not serve for more than two (2) consecutive three-year terms. If a director is appointed for a shorter term to fill a vacancy on the Board, he or she will be eligible to run for a full three-year term upon the expiration of such shorter term. Terms of officers and Directors shall end upon installation of their successors.

Section 5 ELECTIONS

A. Nominating Committee

On or before the first day of May each year, the Chairman of the Board shall appoint and announce a nominating committee consisting of the Chairman-Elect, the immediate past Chair and five Elected Directors not standing for re-election. Four of the eight members of the committee shall be required to constitute a quorum.

B. Nomination and Election

On or before the first day of August, the nominating committee shall select and shall secure acceptance from candidates for all Director positions which would otherwise become vacant effective the following January. The slate of candidates shall be submitted to the Board of Directors for initial consideration by its August meeting. At that meeting, directors present may make nominations from the floor for candidates for Elected Director positions. The Board of Directors shall vote upon the slate of candidates at or before its regularly-scheduled October meeting.

Section 6 INSTALLATION OF DIRECTORS

The newly elected and appointed Directors shall meet with the existing Board of Directors on or before December 31 following their election. At that meeting they shall be installed as successors to the directors whose terms have expired. After installation, they shall exercise immediately all the powers previously vested in their predecessors.

Section 7 COMMITTEES

The Board of Directors shall have authority to appoint and designate the duration of such committees as it deems necessary or desirable from time to time to facilitate the purpose of the Chamber. The following shall be standing committees of the Board of Directors.

A. EXECUTIVE COMMITTEE

There shall be an Executive Committee of the Board of Directors which shall meet on call of the Chairman. This committee shall have the power to act when the Board of Directors is not in session, subject to ratification by the Board. Members of the Executive Committee shall be the Chairman of the Board, Chairman-Elect, the immediate Past Chairman, Treasurer, and such non-officer Directors as the Chairman may appoint with the ratification of the Board. A majority of the Executive Committee must be present to constitute a quorum.

B. FINANCE/AUDIT COMMITTEE.

A Finance/Audit Committee consisting of the Chairman, Chairman-Elect, Treasurer, immediate past Chairman and at least one non-officer Director shall be appointed by the Board of Directors.

C. NOMINATING COMMITTEE.

As defined in Section 5A above.

Section 8 VACANCIES

When a vacancy occurs among the directors, the Chairman shall appoint a new director. Such appointment is subject to ratification by the Board.

Section 9 ATTENDANCE

Directors shall attend 2/3 of the Board meetings during any calendar year. Board attendance will be reviewed at the end of each year at which time the Chairman of the Board will advise those directors not complying, that their absence is construed as resignation from the Board although allowance for extenuating circumstances will be made. If a petition for reinstatement is not received, the Chairman will proceed with filling the vacant position.

Section 10 INDEMNIFICATION OF DIRECTORS AND OFFICERS

The Chamber shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, other than an action by or in the right of the Chamber, by reason of the fact that such person is or was a Director, officer, employee or agent of the Chamber, or is or was serving at the request of the Chamber as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses, judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, including attorney fees, if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interest of the Chamber; and, with respect to any criminal action or proceeding, had no reasonable cause to believe such person's conduct was unlawful.

Section 11 SUPER MAJORITY

In the vast majority of cases, the Board of Directors takes official action through the adoption of motions for which at least 51% of the directors present and voting have voted in the affirmative. The Board of Directors may choose to suspend this general rule and apply a higher Super Majority standard to actions

which are of extraordinary importance. At any time after such underlying motion has been made and duly-seconded, but before it is put to a vote, any director present may move to suspend the rules and require a Super Majority. If such motion to suspend the rules is duly-seconded and affirmed by at least 67% of the directors present, the underlying motion shall not be considered adopted unless at least 67% of the directors present and voting shall have voted in the affirmative.

ARTICLE II Officers

Section 1 OFFICERS

Officers shall consist of the Chairman of the Board, Chairman-Elect, Treasurer, the immediate Past-Chairman, and, if desired, one or more Vice-Chairmen. Only individuals serving as Directors may serve as Officers. The Chairman of the Board shall select, subject to ratification by the Board, all other officers.

Section 2 ELECTION AND INSTALLATION

The election and installation of officers shall take place on or before the first Board Meeting of the year in which such officers are to serve.

Section 3 SALARY

None of the elected officers shall receive any salary or compensation.

Section 4 VACANCIES

If a vacancy occurs in the office of the Chairman of the Board, the Chairman-Elect shall succeed to the chairmanship for the unexpired term. If a vacancy occurs in any of the other offices described in this Article, the Chairman shall appoint a successor. Such appointment is subject to ratification by the Board.

Section 5 DUTIES

- A. The Chairman of the Board shall preside at all meetings of the Board of Directors and of the members and shall perform other duties as the Board may require. He or she shall appoint the council vice chairmen, committee chairman, and task force chairmen and all members of all committees, and of subsidiary, auxiliary, or affiliated groups within the Chamber whose chairmen and members are not named otherwise under the provisions of these bylaws and by virtue of his or her office. He or she shall be a voting member of all councils, committees, task forces or groups. He or she shall execute documents as required, exercise a general supervisory control over the affairs of the Chamber and make reports to the members as are required by the Board of Directors.
- B. The Chairman-Elect shall assist the Chairman of the Board in whatever manner the Chairman may suggest and shall be designated by title as Chairman-Elect. In the event of the disability or inability of the Chairman to serve, the Chairman-Elect, with the approval of the Board, shall assume the duties of the Chairman of the Board until such time as the chairman is capable of again assuming his responsibilities, or until his term of office expires.
- C. The Treasurer shall be responsible for overseeing the accounting function. He will work with the independent auditors retained by the Chamber and the Chamber staff in evaluating the

accounting system and activity and will report and make recommendations regularly to the members of the Board and Executive Committee at their meetings. The Treasurer shall also perform other duties as may be required of a corporate treasurer or secretary by the laws of the State of Kansas, as, for example, the duty to ensure a record of the proceedings of the meetings of Directors is kept pursuant to K.S.A. 17-6302(a).

- D. During the absence or incapacity of the Chairman of the Board, the following shall be the order of precedence among the other officers in presiding at meetings or in general authority: Chairman-Elect, Treasurer, immediate Past-Chairman, and other Vice-Chairmen.

Section 6 DELEGATION

The Chairman of the Board or other officers presiding in his absence may, with the consent of the Board of Directors, appoint delegates to any meeting, conference, or convention at which representatives from the Chamber appears desirable or necessary, but such delegates shall not, unless so authorized by the Board of Directors, commit the Greater Topeka Chamber of Commerce to any policy, action or expense. Appointment of such delegates shall involve no financial obligation by the Chamber in their behalf unless specifically authorized by the Board of Directors.

Section 7 COUNSEL

General Counsel for the Chamber may be appointed by the Chairman of the Board subject to confirmation by the Board of Directors.

Section 8 REMOVAL OF OFFICERS

If, in the opinion of the Executive Committee, there is sufficient cause due to misconduct or misappropriation of funds or other good and valid reasons to remove an officer or director, the Board of Directors shall act upon the removal at any regular or special Board of Directors meeting, and the removal shall require 2/3 of those present and voting to validate the removal.

Section 9 CONFLICT OF INTEREST

If, in the opinion of the Board of Directors, there is a sufficient and serious conflict of interest among the Chairman of the Board or other officers that can be perceived prior to their taking office, then the Board may want to invite the officer or candidate-elect to defer his service to the Chamber until such time as he or she is no longer involved in the outside activity which causes conflict of interest.

ARTICLE III Finances

Section 1 FISCAL YEAR

The fiscal year of the Chamber shall close December 31.

Section 2 CONTROL

Final authority over the deposits, investments, and disbursements of all monies paid to the Greater Topeka Chamber of Commerce or any of its councils, committees, task forces or affiliated or subsidiary organizations, shall reside with the GTP Chair's Council.

Section 3 BUDGET

Expenditure of all membership investments, fees, and income from property rentals, business operations, investments, or any other source intended for the regular operation of the Chamber, shall be allocated to meet the operating needs of the Chamber under a budget prepared by GTP staff and adopted for recommendation to the GTP Chair's Council by the Board of Directors.

The budget shall be adopted as soon as practicable prior to the start of each fiscal year, but in no event later than the last meeting of the Board of Directors regularly-scheduled during the immediately preceding fiscal year.

No council, committee, task force, or any other group operating under such budget, may expend more than its allocated amount without prior approval of the GTP Chair's Council.

The Treasurer shall make a cumulative report each month to the directors on income and expenditures.

Section 4 DISBURSEMENTS

Checks written against regular Chamber bank accounts shall be signed by at least two officers or authorized staff employees designated and certified by the Board of Directors, and shall be supported by proper requisitions, vouchers, statements, or other staff employees whose approval he or she require or to whom he or she shall delegate such authority.

Section 5 RECORDS

All financial records except those which must be kept longer to conform to regulations or governmental agencies of specific rulings of the Board of Directors may be destroyed after five years from their original dates.

Section 6 AUDITING PROCEDURE

The Chairman of the Board shall direct the President/CEO of the GTP to engage an independent certified public accounting firm to audit annually all general and special accounts of the Greater Topeka Chamber of Commerce. The firm may be instructed to perform unannounced audits at any given period of the year for verification of accounts, in addition to the annual audit. All audit results should be distributed in writing on a timely basis to each member of the Executive Committee and reviewed by the Board of Directors.

ARTICLE IV Amendment

These bylaws may be amended or repealed at any regular or called meeting of the Board of Directors provided that a majority of all directors vote in favor of such amendment and provided further copies of

such amendment are mailed to each director at least three days before the meeting on which such proposed changes are adopted or rejected.

ARTICLE V
Dissolution Procedure

The Board of Directors shall have the authority to dissolve the corporation provided the following procedure is adhered to: (i) a motion to dissolve is made and seconded at a duly-convened meeting of the Board of Directors, (ii) at least sixty (60) days transpires between the date such motion is made and the day it is voted upon, (iii) notice is provided to each Director at least thirty (30) days in advance of such vote expressly stating that such vote is scheduled, (iv) the vote takes place at a subsequent duly-convened meeting of the Board of Directors the agenda of which contains such motion as a separate action item and (v) at least 2/3 of the Directors present and voting at such subsequent meeting vote in favor of such motion. .

CERTIFICATION

The foregoing Amended Bylaws were adopted by the Board of Directors of the Greater Topeka Chamber of Commerce on the 20th day of December, 2018.

Certifying Officer