

**BY-LAWS**  
**OF**  
**WOMEN CONSTRUCTION OWNERS & EXECUTIVES OF KANSAS CITY**  
**A Nonprofit Corporation**

**ARTICLE I – Name**

The name of this organization is Women Construction Owners & Executives of Kansas City, hereinafter called “the Chapter”.

**ARTICLE II – Principles**

The general principles for which the Chapter is organized are to:

- 2.1 Create a network to promote opportunities and business for member women-owned businesses.
- 2.2 Promote the role of Women Business Enterprises in the construction industry, through encouragement of professional standards to the growth and well-being of the construction industry.
- 2.3 Emphasize and promote the full participation of women in executive positions in the construction industry.
- 2.4 Provide resources to enhance the professional development of the members.
- 2.5 Create a legislative network to pursue legislation affecting business women and the construction industry.
- 2.6 Pursue activities which are lawful and consistent with the objectives of Women Construction Owners & Executives, U.S.A.
- 2.7 Provide support and encouragement to the Women Construction Owners & Executives, U.S.A. organization in their formation of other chapters nationwide.

**ARTICLE III – Purpose**

- 3.1 Policy. The Chapter shall be self-governing, non-profit, non -partisan, and non-sectarian.
- 3.2 Earnings. No part of the net earnings or funds of the Chapter shall insure to the benefit of any member, director or officer of the Chapter, or any private individual or party (except that reasonable compensation may be paid for services rendered to or for the Chapter affecting one or more of its purposes), and no member, director or officer of the Chapter, and no private individual or party, shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Chapter.
- 3.3 Distribution Upon Dissolution. Upon the dissolution of the Chapter, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(6) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose, or to the Women Construction Owners and Executives, U.S.A. organization. Any such assets not so disposed of shall be disposed of by a Court of competent jurisdiction of the county in which the principal office of the Chapter is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

## **ARTICLE IV – Membership**

4.1 Membership Region. The Membership Region shall be the Counties in Missouri and Kansas that exist within a 60 (sixty) mile radius of the Union Station Main Post Office in Kansas City, Missouri. Potential members outside of this region may be approved at the discretion of the Board of Directors of the Chapter.

4.2 Classes of Membership. Classes of membership shall be as approved by the Board of Directors of Women Construction Owners & Executives, U.S.A.

4.3 Resignation of Membership. Any member may resign their membership by filing a written resignation mailed to the Chapter's Post Office Box or by sending an email to the Chapter's President. Such resignation does not relieve the member so resigned from the obligations to pay any dues or other charges theretofore accrued and unpaid.

4.4 Good Standing. A member is in good standing when dues and other financial obligations are paid and when a member is in compliance with the Women Construction Owner's & Executives, U.S.A. Code of Conduct.

4.5 Application for Membership. Applications for membership may be reviewed by the Chapter and/or the Board of Directors.

## **ARTICLE V – Membership Meeting**

5.1 Meetings. The annual meeting of the membership for the election of officers and directors to succeed those whose terms expire, and for the transaction of such other business as may properly come before the meeting, shall be held at a time and place as determined by the Board of Directors. Other meetings may be called by a majority of the Board of Directors or by the President.

5.2 Quorum. At all meetings of the Chapter, those active members present shall constitute a quorum. Voting shall be limited to active members in good standing with each member entitled to one vote (per membership). All other members shall have a voice in the proceedings but no vote.

5.3 Notice of Meetings. Written, printed, or electronic notices stating the date, place, and hour of the meeting, and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered to each member of the Chapter not less than ten (10) nor more than fifty (50) days before the date of the meeting, either personally, by mail, by email, or by fax, by or at the direction of the President or a majority of the Board of Directors calling the meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the member at the address that appears in the records of the Chapter, with postage thereon paid. If emailed or faxed, such notice shall be deemed to be delivered when sent.

## **ARTICLE VI – Dues**

6.1 Association Dues. Association dues shall be in accordance with ARTICLE VI of the Women Construction Owners & Executives, U.S.A. By-Laws.

6.2 Chapter Dues. Chapter dues will be recommended by the Chapter Board of Directors and approved by a majority vote at a Chapter meeting.



6.3 Dues Collection. Annual Chapter dues will be paid with Association dues.

6.4 Delinquency. If dues are not paid within sixty (60) days of the due date, the membership shall lapse.

6.5 Refunds. No dues shall be refunded to any member for any reason.

## **ARTICLE VII – Chapter Board of Directors**

7.1 Powers and Qualifications. The affairs of the Chapter shall be managed by a Board of Directors, who shall be elected by the voting membership of the Chapter.

7.2 Number. The Chapter Board of Directors shall be comprised of the President, Vice-President, Secretary, Treasurer, Immediate Past President, and a Director at Large to represent every thirty (30) active members of the organization at the time of election. If the Chapter has a local district structure, the Chapter Board of Directors shall have one additional Local District Director from each local district. The President, Vice-President, Secretary, and Treasurer shall be the Officers.

7.3 Powers and Duties. The Chapter Board of Directors shall exercise general supervision over the Chapter's business. The President, Treasurer, and one additional officer to be designated by the Chapter Board of Directors shall be the three (3) persons authorized to countersign checks. The duties of the officers and directors shall be as implied by their respective titles and shall include such duties as the Chapter Board of Directors shall determine.

7.4 Local District Director. A member may hold the position of Local District Director, if the Chapter has Districts, if she is an officer, owner, partner, or policy-making executive, who has the authority to commit her firm's support of women-owned business legislation and programs, is a member in good standing, and her membership classification entitles her to hold office.

7.5 Director at Large. A member may hold the office of Director at Large if she is a member in good standing.

7.6 Qualification for Officers. A member may hold an Officer position in the Chapter if she is an officer, owner, partner, or policy-making executive who has the authority to commit her firm's support of women-owned business legislation and programs and is a member in good standing.

7.7 Election. The Chapter Board of Directors shall be elected annually by a majority of those members in good standing and voting.

7.8 Unopposed Office. If there is only one candidate for any office, the Secretary may be instructed to cast the elective ballot.

7.9 Nominating Committee. The nominating committee shall be comprised of not less than three (3) members in good standing. The chair of the nominating committee shall be the Immediate Past President of the Chapter and shall appoint the other two (2) members of the committee.

7.10 Board of Directors Vacancies. A vacancy in the office of President shall be filled by the Vice-President for the unexpired term. All other vacancies of the Board of Directors, except Immediate Past President, shall be filled at the sole discretion of the remaining members of the Board of Directors.

7.11 Removals. Any members of the Board of Directors may be removed by a two-thirds vote of the Board of Directors whenever in its judgment the best interest of the Chapter will be served thereby.

7.12 Resignation. Any member of the Board of Directors may resign the position by notification in writing directed to the Chapter President or Secretary.

7.13 Meetings of the Board of Directors. A meeting of the Chapter Board of Directors shall be held immediately prior to and immediately following the annual meeting of the Chapter. Additional meetings of the Chapter Board of Directors may be called by the President or by a majority of the Chapter Board of Directors, with meetings to be held at least quarterly.

7.14 Quorum. A majority of the Board of Directors in person or by proxy shall constitute a quorum for the transaction of business.

#### **ARTICLE VIII – Term of Office**

8.1 Term. The term of office for members of the Board of Directors shall be one (1) year.

8.2 Limitation. The members of the Board of Directors may serve no more than two (2) consecutive terms in the same position. Term limitations can be waived by vote of two-thirds of the membership or at the discretion of the Board of Directors. Initial Board of Director terms shall be staggered to ensure continuity.

#### **ARTICLE IX – Voting**

9.1 Entitlement. Each voting member shall be entitled to one (1) vote at official Chapter meetings.

9.2 Majority. A majority of those present and voting shall be the deciding count on votes take at the Chapter's official meetings except when otherwise stated in these Chapter By-Laws.

9.3 Ballots of Members. If the Chapter is confronted with a matter of utmost importance and it is not feasible or possible to call a special meeting of the membership, and in the judgment of the President a decision should not be delayed until the next membership meeting, the President is authorized and empowered to submit the question to the membership by ballot. A majority vote of the returned ballots shall be conclusive. Balloting and voting may be conducted by electronic mail, facsimile, or other methods of communication as determined by the President.

9.4 Method of Balloting and Conducting Business. The Board of Directors may conduct its business by email, internet, mail ballot or telephone conference call if deemed necessary by the President.

9.5 Proxies. At all meetings of the Chapter Board of Directors, a member may vote by proxy executed in writing by that member. Such proxy shall be presented to the Secretary or, if the Secretary is not present, the President.

9.6 Dissolution. If at any time the Members in good standing determine that dissolution of the Chapter is in order, a vote of two-thirds of the active Members in good standing shall be required to dissolve the Chapter. The Chapter can be re-activated by a vote of a majority of the Board of Directors of Women Construction Owners & Executives, U.S.A.

#### **ARTICLE X – Actions by Written Consent**

Any Chapter action required or permitted by the Articles of incorporation or By-Laws, or by the laws of the State of Missouri, to be taken at a meeting of the Chapter Board of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members



of the Chapter Board of Directors entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote, and may be described as such. Written consent may be obtained through electronic or facsimile means.

#### **ARTICLE XI – Waiver of Notice**

Whenever any notice is required to be give to any members of the Chapter Board of Directors by the Articles of Incorporation or By-Laws, or by the laws of the state of Missouri, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

#### **ARTICLE XII – Indemnification of Board Members and Officers**

Each member of the Board of Directors now or hereafter serving the Chapter and each person who at the request of or on behalf of the Chapter is now serving or hereafter serves as a member of any other corporation, whether for profit, or not for profit, and their respective heirs, executors, and personal representatives, shall be indemnified by the Chapter against expenses actually and necessarily incurred by them in connection with the defense of action, suit or proceeding in which they are made a party by reason of being or having been such members, except in relation to matters as to which they shall be judged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duties; but such indemnification shall not be deemed exclusive of any other rights to which such person may be entitled under any By-Laws, agreement , vote of the Board of Directors or otherwise.

#### **ARTICLE XIII – Committees**

13.1 Committees. The President, on her own initiative or at the direction of the Chapter Board of Directors, may appoint committees for any purpose affecting the affairs, business, operations or conduct of the Chapter.

13.2 Composition of Committees. All committees shall be composed of members in good standing of the Chapter. All committee appointments shall be made by the President, and the President shall serve as an ex-officio member of all committees, with the exception of the Nominating Committee.

#### **ARTICLE XIV – Administration and Financial Provision**

14.1 Fiscal year. The fiscal year of the Chapter shall be January to December.

14.2 Loans Prohibited. No loans whatsoever shall be made by the Chapter to any member.

14.3 Books and Records. The Chapter shall keep current and complete books and records of account and shall keep minutes of the proceedings of its Board of Directors. All books and records of the Chapter may be inspected by any member, or their agent or attorney, for any purpose at any reasonable time.

14.4 Annual Budget. Funds shall be allocated in the annual budget for all reasonable and necessary expenses of the Chapter.

14.5 Record of Membership. The Chapter Secretary shall maintain a record of the names and contact information of all members and the voting status of each.

14.6 Rules and Procedures. The rules and procedures at meetings of the Chapter Board of Directors shall be the rules contained in Robert's Rules of Order on Parliamentary Procedure, Newly Revised, so far as applicable and when not inconsistent with these By-Laws, the Articles of Incorporation, or with any resolution of the Chapter Board of Directors.

**KNOW ALL PERSONS BY THESE PRESENTS:**

That the undersigned Secretary of Women Construction Owners & Executives of Kansas City does hereby certify that the foregoing By-Laws of said Corporation were duly adopted by the Board of Directors as the By-Laws of Women Construction Owners & Executives of Kansas City and the same do now constitute the By-Laws of this Corporation.

Dated this 23 day of January, 2019.

Secretary:

Elisabeth R. DeCoursey Elisabeth R. DeCoursey

Signature

Printed Name