

BY-LAWS
OF
THE BASEHOR, KANSAS CHAMBER OF COMMERCE

ARTICLE I
Name and Location

SECTION 1. Name.

The name of this organization is the Basehor Chamber of Commerce (hereinafter referred to as the "Chamber").

SECTION 2. Location.

The principal office of the Chamber shall be situated at the address designated by the Board of Directors.

ARTICLE II
Purposes

SECTION 1. Purposes.

The purpose of the chamber is to advance the general welfare, prosperity and positive business environment of the Basehor business area by:

- a. Identifying economic, commercial, industrial, agricultural, civic, educational and governmental needs and problems of the community; and
- b. Initiating, implementing, and monitoring solutions to the needs and problems so identified; and
- c. Stimulating and mobilizing community interest in resources to implement the solutions to the needs and problems so identified.

SECTION 2. Limitations.

This organization will observe the limitations and restrictions imposed upon it by governmental agencies which are authorized to regulate and control not-for-profit corporations such as the Chamber. The Chamber shall conduct all of its activities in a nonpartisan, nonsectional and nonsectarian manner. It shall not by resolution, or otherwise, be committed to the support or endorsement of any candidates for public office.

ARTICLE III
Membership

SECTION 1. Non Stock Corporation.

This organization shall not issue any stock nor shall it ever pay any dividends or income of any sort, in money or property, to its members.

SECTION 2. Membership.

Any reputable person, firm, association, business, corporation, partnership, governmental, educational institution, or estate may subscribe to membership and shall, upon election to membership by the Board of Directors and payment of annual dues, become a member with all the rights, duties, and privileges of such members as hereinafter set forth.

SECTION 3. Membership Defined.

- a. A business membership is available to any person, firm, organization or association engaged in any profession, commercial enterprise or furnishing any service.
- b. A designated membership is available to any individual of good reputation who is an officer, executive or employee of any person, firm, organization, or association holding a business membership who is a designated member by his employer.
- c. A personal membership is available to any individual of good reputation, not usually engaged in his own business or enterprise.
- d. An honorary membership is available to any individual of good reputation who is a leader in governmental, business or civic affairs, and is chosen by the Board of Directors.

SECTION 4. Election to Membership.

Application for membership shall be in writing on forms specified by the Board of Directors. Applications will be submitted to the Membership Committee of the Board for their recommendations and forwarded to the Board of Directors for final approval. Memberships approved by the Board will begin upon payment of the prescribed membership dues.

SECTION 5. Membership Dues.

Membership dues shall be at such rate or rates, schedules, or formulas as may be prescribed by the Board of Directors from time to time. Such dues shall be payable in advance. Nothing in these By-Laws shall preclude a member from making a payment of dues in an amount greater than any sum or sums which the member is obligated to pay pursuant to these By-Laws.

ARTICLE IV
Board of Directors

SECTION 1. Authority.

The Board of Directors shall have full authority over the affairs of the Chamber subject to limitations of the Articles of Incorporation, of the By-Laws, and of the laws of the State of Kansas and the United states.

SECTION 2. Composition.

The Board of Directors shall be composed of not less than three nor more than ten members who shall be elected by the membership.

SECTION 3. Duties and Responsibilities.

The Board of Directors of the Chamber shall be the principal administrative body of the Chamber, and shall be responsible for the formulation of policy and the administration of the regular business of the Chamber. The Board will be responsible for direction of the Chamber's activities. The Board shall have the right to hire additional personnel, if necessary, and for the expenditure of monies in order to accomplish its purposes. Otherwise, the Board shall have the rights and duties as delegated to the Board of Directors by the Kansas Corporate Code.

SECTION 4. Meetings and Attendance.

Regular meetings of the Board of Directors shall be held monthly at the time and place designated by the Board. Special meetings of the directors may be called by the President or by written request of not less than two-thirds (2/3) of the members of the Board.

SECTION 5. Quorum.

One-third (1/3) of the members of the Board of Directors shall be necessary to constitute a quorum for the transaction of business.

SECTION 6. Vacancies.

Vacancies on the Board of Directors occurring during the course of a term shall be filled by selection from the membership of the Chamber.

SECTION 7. Election of Directors.

Directors to be elected under the provisions of this Article, shall be elected according to the following procedure:

- a. One month prior to the date set for the selection of the Board of Directors, the President shall designate three members of the Board and two members of the general membership in good standing as the members of a nominating committee. The President shall designate one such member as Chairman of the Committee. Vacancies occurring on the Board shall be reviewed by the Nominating committee.
- b. Prior to the selection of the nominees for the Board position, the Nominating Committee shall confer and agree upon at least one nominee for the Board position to be named at least one week prior to the date for selection.

- c. The Nominating Committee shall make its report of nominees for the offices to be voted upon at or before the election. Upon receipt of the report of the Nominating Committee, the President of the Chamber shall notify the membership of the names of persons nominated as candidates for the position of Director.
- d. Additional names of candidates for the position of director may be nominated by petition of the membership bearing the genuine signatures of at least five members of the Chamber. Determination of the Nominating Committee as to the sufficiency of the petition shall be final.
- e. The nominees for the position of Director of the Chamber shall consist of the nominees selected by the Nominating Committee, and the nominees advanced by petition. The names of all candidates shall be arranged on a ballot in alphabetical order. Votes for the nominees shall be marked on the ballot or otherwise indicated at a meeting called for the purpose of election of members of the Board of Directors. The number of Directors receiving the most votes for the available positions shall be declared elected by the Board of Directors.

ARTICLE V
Officers

SECTION 1. Number and Qualifications.

The officers of the Chamber shall consist of a President, a Treasurer, one or Vice Presidents, Secretary or such assistants or subordinate officers as the Board of Directors shall deem necessary.

SECTION 2. Officer Nominating Committee.

The Board of directors at a regular Board Meeting shall elect from its present Directors a President, a Vice-President, a Secretary and a Treasurer to serve for one year or until their successors have been elected and qualified.

SECTION 3. Duties of Officers and Committees.

The duties of the Officers shall be such as their title and general usage would indicate and as required by law, and such as may be assigned to them respectively by the Board of Directors. The President shall ex-officio, be a member of all committees except the Nominating Committee. In the absence of the President or in case of his inability to act, the line of succession shall fall to the Vice-President, the Secretary and the Treasurer.

The Treasurer shall receive and disburse funds on order of the Board and shall make a report each month to the Board and General Membership of the financial condition of the Chamber.

The President shall appoint all committees and committee chairmen.

SECTION 4. Vacancies.

Any vacancy in the elective offices of the Chamber shall be filled by the Board of Directors by a majority vote.

SECTION 5. Term of Office.

The term of office of all elected officers of the Chamber shall be for one (1) year, or until their successors have been duly elected and qualify.

ARTICLE VI
Finances

SECTION 1. Disbursements.

No obligation or expense shall be incurred and no money shall be appropriated without prior approval by the Board of Directors. 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. Disbursements shall be by check. Checks shall be signed by any two of the following officers: President, Vice-President, or Treasurer.

SECTION 2. The Budget Committee.

The Budget Committee shall be appointed annually by the President, shall be chaired by the Treasurer of the Chamber, and shall operate for the following purposes:

- (1) To advise the Board with respect to the financial condition and financial policies of the Chamber.
- (2) To suggest ways and means of conserving and increasing the revenues of the Chamber.
- (3) Assist the officers and administration of the Chamber in establishing the budget necessary to meet the requirements of the Chamber's programs for the fiscal year.

ARTICLE VII
Parliamentary Procedures

The proceedings of all meetings of the Board of Directors, the Executive Committee, and all appointive committees shall be governed by and conducted according to the latest addition of Robert's Manual of Parliamentary Rules.

ARTICLE VIII
Amendment of By-Laws

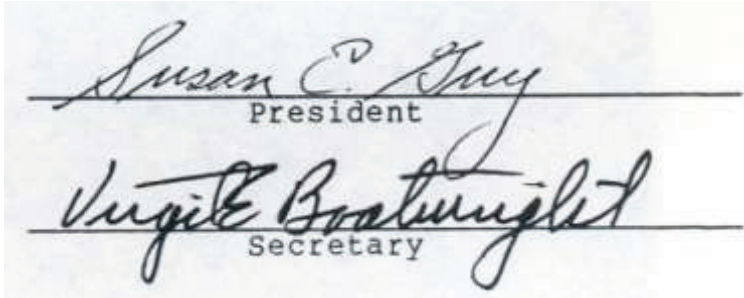
These By-Laws may be altered, amended or repealed, or new by-laws adopted by the Board of Directors by vote of a majority of the full authorized number of Directors at any regular or special meeting, provided that notice of such proposed alteration, amendment or repeal, or of the proposed new by-laws has been given to each director in writing at least five working days prior to any such meeting.

ARTICLE IX

These By-Laws shall replace previous By-Laws and shall become effective on the 14th day of January 1985.

Adopted by the members of the Board of Directors of the Basehor, Kansas Chamber of Commerce.

Signed: Susan E. Guy, President; Virgil E. Boatwright, Secretary



Susan E. Guy

President

Virgil E. Boatwright

Secretary