

KCSAE Bylaws

Bylaws
of the
KANSAS CITY SOCIETY OF
ASSOCIATION EXECUTIVES, INC.

ARTICLE I
Name and Location

Sec. 1. NAME. The name of this Corporation is the “KANSAS CITY SOCIETY OF ASSOCIATION EXECUTIVES, INC.” and is referred to herein as the Association.

Sec. 2. ORGANIZED. The Association is organized under The General Not for Profit Corporation Law of Missouri, and under federal law as a 501 (c) (6) not-for-profit corporation, exempt from federal income tax.

Sec. 3. OFFICE. The Association may have one (1) or more offices within or without the State of Missouri as the Board of Directors may from time to time determine.

ARTICLE II
Purposes and Definitions

Sec. 1. PURPOSES. The purpose of the Association shall be to advance the professional interests of its membership, through the interchange of ideas and fellowship, to promote the interests of the associations and societies they represent, and to encourage the advancement of professional association management.

Sec. 2. DEFINITION. The term “association” as used in these Bylaws shall include such organizations, incorporated or unincorporated, as are established to perform and which perform on an international, national, regional, state or local basis an industrial, trade, professional technical or other service, fraternal, civic, charitable, philanthropic or religious function for the purpose of promoting and protecting the interests of those represented by such organizations.

ARTICLE III
Membership

Sec. 1. CLASSES. The classes of membership, and the qualifications and rights of each class are as follows:

A REGULAR MEMBER. Any full-time employee of an association or association management firm, or any association professional, shall be eligible to become a Regular Member. A Regular Member shall have full voting rights and shall be entitled to one (1) vote on each matter submitted to a vote of the members.

B. ALLIED MEMBER. An individual or business firm engaged in selling services or products to associations shall be eligible to become an Allied Member. Each membership in the name of a business firm shall designate a company representative to receive membership privileges during the membership year. The business firm may also change the designated individual receiving membership privileges once during a membership year. Members in this category will have no vote on matters submitted to a vote of the regular members.

C. SPECIAL MEMBERS. The Board of Directors, at its discretion, shall establish qualifications and rights of Honorary, Emeritus and Student Members. Such members shall have no voting rights.

Sec. 2. APPLICATION FOR MEMBERSHIP. All applicants for membership shall complete and sign an application form and submit to the principal office of the Association.

Sec. 3. ADMISSION OF MEMBERS. Admission of all applicants for membership shall be by a majority vote of the Board of Directors or in such other manner as the Board of Directors may determine.

Sec. 4. RESIGNATION. Membership in the Association may terminate by voluntary withdrawal. All rights, privileges, and interests of a member in or to the Association shall cease on the termination of membership and notice shall be presented to the Board of Directors.

Sec. 5. SUSPENSION AND EXPULSION. The membership of any member who fails to pay dues within

ninety (90) days after the payment date of such dues shall be automatically terminated provided that such member shall be given written notice of the failure to pay dues at least ten (10) days prior to termination. Any membership also may be suspended or terminated for cause. As used herein, the term cause shall mean a violation of the Bylaws or a violation of any lawful rule or practice duly and legally adopted by the Board of Directors and/or the members of the Association or any other conduct prejudicial to the interest of the Association. Members shall be given written notice of the proposed suspension or termination for cause and shall have the opportunity to appear before the Board of Directors at its next regular meeting following notice, in person, to present any defense to such charges before action is taken by the Board of Directors. Such suspension or termination shall only be effective upon the affirmative vote of two-thirds (2/3rds) of the members of the Board of Directors.

ARTICLE IV Dues

The Board of Directors shall establish the amount of member dues and other assessments and rules governing the payment of dues and other assessments. The Board of Directors may from time to time amend the dues and other assessment amounts and payment rules, including prorating dues.

ARTICLE V Meetings of Members and Voting

Sec. 1. ANNUAL AND REGULAR MEETINGS. The Annual Meeting and all regular meetings are to be held at such time(s) and place(s), either within or without the State of Missouri, as shall be approved by the Board of Directors. Failure to hold the Annual Meeting at the designated time shall not work a forfeiture or dissolution of the Corporation.

Sec. 2. SPECIAL MEETINGS. Special meetings of the members may be called by the Board of Directors at any time or shall be called by the President within 30 days after receipt of a written request by ten (10) voting members.

Sec. 3. NOTICE OF MEETINGS. Written or printed notice stating the place, day 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 not less than five (5) or more than thirty

(30) days before the date of the meeting, either personally, by email, by mail, or at the direction of the President or the Secretary, or the officers or persons calling the meeting, to each member entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the member at his address as it appears on the records of the Association with postage thereon prepaid.

Sec. 4. QUORUM OF MEMBERS. At regular or special meetings of the members, a quorum shall consist of those regular members present.

Sec. 5. RULES OF ORDER. The meetings and proceedings of the Association shall be regulated and controlled by Roberts Rules of Order (revised) for parliamentary procedure, except as may be otherwise provided by the Bylaws or by law.

Sec. 6. PROXIES. A voting member may vote either in person or by proxy executed in writing and signed by the member or by his authorized attorney-in-fact and submitted by mail or facsimile. No proxy shall be valid after eleven (11) months from the date of its execution unless otherwise provided in the proxy.

Sec. 7. MAIL OR FACSIMILE BALLOTS. In all matters to be brought before the membership for a vote, the vote may be taken by mail, email or facsimile ballot in lieu of a formal meeting, provided that the ballots and a description of the matter(s) to be voted on are furnished to the members entitled to vote at least thirty (30) days prior to the return deadline for the mail or facsimile ballots. The Secretary shall file a tabulation of the results of the ballots with the minutes of the meetings of the membership.

ARTICLE VI Board of Directors

Sec. 1. AUTHORITY. The Board of Directors shall have supervision, control and direction over the property, business and affairs of the Association and shall determine its policies or changes therein within the limits of the Bylaws. It may adopt such rules and regulations for the conduct of its business as shall be deemed advisable and may in the execution of the power granted appoint such agents as it may consider necessary.

Sec. 2. COMPOSITION. The Board of Directors shall be composed of the President, Immediate Past President, President-Elect, Secretary, Treasurer, three (3) additional

Regular Members and One (1) Allied Member who shall be elected in accordance with the Bylaws.

Sec. 3. VACANCIES. Any vacancies occurring on the Board of Directors shall be filled by a special election of the remaining members of the Board of Directors by a two-thirds vote.

Sec. 4. MANNER OF ELECTION AND TERM. Officers and non-officer directors other than the President (who becomes Immediate Past President) and the President-Elect (who becomes President) shall be elected by a mail or email vote of the members, with terms commencing on September 1.

Sec. 5. QUORUM OF THE BOARD. At any meeting of the Board of Directors, a majority shall constitute a quorum for the transaction of business of the Association. Meetings of the Board of Directors will be called by the President at least four (4) times each year. The act of the majority of directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Sec. 6. LOCATION OF DIRECTOR MEETINGS. All regular or special meetings of the Board of Directors shall be held at any place within or without the State of Missouri, as may be designated by the Board of Directors or by written consent of the members thereof.

Sec. 7. DATE OF DIRECTOR MEETINGS. Regular meetings of the Board of Directors shall be held as frequently at such time and place as may from time to time be determined by the Board of Directors. Special meetings of the Board of Directors may be held at any time upon call of the President, President-Elect, or any other officer of the Association.

Sec. 8. NOTICE OF DIRECTOR MEETINGS. Notice stating the place, day 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 not less than five (5) or more than thirty (30) days before the date of the meeting. Notification will be either personally, by fax, by phone, by email or by mail, or at the direction of the President, or the Secretary, or the officers or persons calling the meeting, to each member entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the member at his address as it appears on the records of the Association with postage thereon prepaid.

Sec. 9. WAIVER OF NOTICE. 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.

Sec. 10. MEETING BY CONFERENCE CALL. The Board of Directors or any committee designated by the Board of Directors may facilitate interaction through participation in teleconferences, videoconferencing, electronic mail groups or other means that enable the member to respond and contribute. Participation in a meeting in this manner shall constitute presence in person at the meeting.

Sec. 11. ACTION BY UNANIMOUS 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 of Directors or of the committee. 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 of Directors or of the committees.

ARTICLE VII Officers

Sec. 1. POSITIONS. The officers of the Association, all of whom shall be Regular Members, shall be a President, President-Elect, a Secretary and a Treasurer. All officers shall be members of the Board of Directors. No two (2) or more offices may be held by the same individual except the offices of Secretary and Treasurer.

Sec. 2. PRESIDENT. The President shall serve as Chairman of the Board of Directors. He/she shall also serve as a member, ex-officio, with right to vote, on all committees except the Nominating Committee. He/she shall make or assign all required appointments of standing and special committees with the approval of the Board of Directors. The President shall perform such other duties as are necessarily incident to the office or as may be presented by the Board of Directors.

Sec. 3. PRESIDENT-ELECT. The President-Elect's duties shall be delegated by the Board of Directors, and, in the event the President is unable to serve, the President-Elect shall perform the duties of the President.

Sec. 5. TREASURER. The Treasurer shall keep an account of all monies received and expended for the use of the Association and shall make disbursements authorized by the Board of Directors. All sums received shall be deposited in the bank or banks or trust company, approved by the Board of Directors, and the Treasurer shall make a report at the annual meeting or when called upon by the President. Such duties of the Treasurer as may be specified by the Board of Directors may be delegated to the Executive Director or a designated member of the staff.

Sec. 6. SECRETARY. The Secretary shall oversee the proper recording and distribution of the proceedings of meetings of the Association and the Board of Directors.

Sec. 7. Ex-Officio – a representative from the Kansas City CVA may serve as an ex-officio non-voting member of the Board of Directors. The representative will be determined prior to the start of the fiscal year and announced to the membership along with the elections results.

Sec. 8. QUALIFICATIONS FOR OFFICE. Any Regular Member in good standing shall be eligible for nomination and election to any elective office of the Association. Candidates for the office of President-elect must have served a minimum of one (1) term (2 years), in any position, on the KCSAE Board, prior to being elected President-elect.

9. TERMS. The offices of President-Elect, President and Past President are each one (1) year. The offices of Treasurer, Secretary, Director and Allied Director are each two years (2) or until a successor is duly elected and qualified. No individual may hold a position for consecutive terms.

Sec.10 . MANNER OF ELECTION
Offices shall be elected by a mail or email vote of the members with terms commencing on September 1. The current President will become Immediate Past President the President-elect will become President. President-elect will be elected annually. Treasurer and two (2) Directors will be elected on even numbered years and Secretary, one Director and the Allied Director will be elected on the odd numbered years creating staggered terms.

Sec. 11. REMOVAL. Any officer elected by the members may be removed at any regular or special

meeting of the Association by the affirmative vote of a majority of the total voting members.

Sec. 12. VACANCY. In case any office shall become vacant by reason of death, resignation, removal or otherwise, a successor will be chosen by a two-thirds vote of the remaining members of the Board of Directors.

Sec. 13. SURETY. The Board of Directors, by resolution, may require any officer to give bond to the Association, with sufficient surety or sureties, conditioned for the faithful performance of the duties of the office.

ARTICLE VIII Committees

Sec. 1. EXECUTIVE COMMITTEE. The Executive Committee shall consist of the President, President-Elect, Secretary and Treasurer. During the intervals between meetings of the Board of Directors, the Executive Committee shall possess and may exercise any or all of the powers of the Board of Directors in the management of the business and affairs of the Association, to the extent authorized by resolution adopted by a majority of the directors then in office. The Executive Committee shall keep a full and fair record of its transactions. All actions shall be reported to the Board of Directors at its meeting next succeeding such action and shall be subject to revision and alteration by the Board of Directors, 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.

Sec. 2. NOMINATING COMMITTEE. The President shall appoint a Nominating Committee which shall consist of five (5) members; one, the immediate past president, to serve as Chairman, the other four not being officers of the Association. A minimum of one but no more than two members of the committee must have served on the committee the previous year. With the approval of the Board of Directors, the committee members shall be announced to the membership no later than March 1.

The Nominating Committee shall invite nominations from the membership for those offices and directorships which are vacant or about to expire, allowing thirty (30) days for suggestions. The Nominating Committee shall then present a slate of candidates for the required offices

and directorships of the Association as provided in these Bylaws and report the slate to the membership by May 1. Balloting is to be completed by June 1.

Sec. 3. BUDGET AND FINANCE COMMITTEE. The Budget and Finance Committee shall consist of three (3) or more members of the Board of Directors, the chairman of which shall be the Treasurer. The committee shall counsel with the President on the annual budget of the Association and prepare recommendations for the Board of Directors. The committee may perform such other duties in connection with the finances for the Association as the Board may determine from time to time.

Sec. 4. PROGRAM COMMITTEE. The President shall appoint a Program Committee which shall consist of three (3) or more members. The Program Committee shall coordinate all programming of the association and shall perform all other duties as may be assigned to it by the Board of Directors or the Executive Committee.

Sec. 5. MEMBERSHIP COMMITTEE. The Membership Committee shall consist of three (3) or more members. The Membership Committee shall develop programs to recruit and retain all classes of members in the Association and shall perform all other duties as may be assigned by the Board of Directors or the Executive Committee.

Sec. 6. COMMUNICATIONS COMMITTEE. The Communications Committee shall consist of three (3) or more members. The Communications Committee shall coordinate the Association's internal communications and shall perform all other duties as assigned to it by the Board of Directors or the Executive Committee.

Sec. 7. OTHER COMMITTEES. The President, with the approval of the Board of Directors, the approval being by resolution adopted by a majority of directors present at a meeting at which a quorum is present, may appoint other standing or special committees of three (3) or more persons as it deems desirable and discontinue the same at the pleasure of the Board of Directors. Each such committee shall have such powers and perform such duties, not inconsistent with law, as may be assigned to it by the Board of Directors. Except as otherwise directed by the Board of Directors, the President shall appoint the Chairman of all standing or special committees from among the directors of the Association and each such Chairman shall choose the members of the Chairman's committee, who need not be directors of this

Association.

ARTICLE IX Fiscal Year

The fiscal, leadership and operating years shall all commence on the first day of September and shall end on the 31st day of August.

ARTICLE X Dissolution

Upon the dissolution of this Association, the Board of Directors shall apply and distribute the assets of the Corporation as follows:

A. All liabilities and obligations of the Association shall be paid, satisfied and discharged or adequate provisions made therefor.

B. Assets held by the Corporation upon condition requiring return, transfer or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred or conveyed in accordance with such requirements.

C. Any remaining assets shall be distributed to one or more regularly organized and qualified charitable, educational, scientific or philanthropic organizations, or to one (1) or more associations of persons having a common business league or similar exempt organization under section 501(c)(6) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue law, as the Board of Directors shall determine.

ARTICLE XI Amendments

These bylaws may be amended at any Regular Meeting of the members upon affirmative vote of two-thirds (2/3rds) of the Regular Members present after thirty (30) days notice of any proposed change has been sent in writing to the Regular Members.

ARTICLE XII Indemnification of Officers, Directors and Others

Sec. 1. INDEMNIFICATION. The Association shall indemnify to the full extent authorized or permitted by the laws of the State of Missouri as now in effect or as hereafter amended any person made or threatened to be

made, a party to any threatened, pending or completed action, suit or proceeding (whether civil, criminal, administrative or investigative, including an action by or in the right of the Corporation) by reason of the fact that he is or was a director, officer, employee or agent of the Association or serves any other enterprise as such as the request of the Association.

Sec. 2. NOT EXCLUSIVE. The foregoing right of indemnification shall not be deemed exclusive of any other rights to which such persons may be entitled apart from this Article XII. The foregoing right of indemnification shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, the executors and administrators of such a person.