

**ARTICLE 1**  
NAME

Section 1.1 Name. The name of the organization shall be the Greater Kansas City Women's Political Caucus (GKC/WPC).

**ARTICLE 11**  
PURPOSE

Section 2.1 Purpose. The purpose of the organization is to educate women for fuller participation in the political system:

- To encourage women whose actions are consistent with the furtherance of women's rights to seek elective and appointive positions in all levels of government;
- To support candidates, female or male, who will work for women's issues and who will employ women in decision-making roles in their campaigns and on their office staffs; and
- To work for the repeal of laws which discriminate on the basis of sex.

Section 2.2 Policies. GKC/WPC will be a member of the National Women's Political Caucus and the Missouri State Caucus.

**ARTICLE 111**  
MEMBERSHIP

Section 3.1 Membership. Membership shall be given to any person whose interests coincide with the purpose of the organization.

Section 3.2 Dues. Membership dues categories shall be basic membership, student membership, and family membership. A portion of the dues shall be remitted to the State and National Women's Political Caucus, as required by agreement.

Section 3.3 Waiver of Dues. Upon written petition to the Membership Chair, a waiver of dues may be granted for financial hardship or other excusable circumstance.

Section 3.4 Payment. Membership dues shall be on a calendar year basis, with dues payable each year by April 1.

Section 3.5 Voting. A minimum of 30 days paid membership (or 30 day prior approval of waiver, Section 3.3) is a prerequisite to voting on any issue or collection and on being elected or otherwise holding office.

**ARTICLE 1V**  
NOMINATION AND BOARD OF DIRECTORS

Section 4.1 Nominating Committee: The President shall appoint a nominating committee ninety (90) days prior to the Annual Meeting for the purpose of recommending Members for vacancies on the Board of Directors. The nominating committee shall consist of five members of the organization who are not running for office and shall be chaired by a Member appointed by the President, with the approval of the Executive Committee.

**ARTICLE V**  
BOARD OF DIRECTORS/OFFICERS

Section 5.1 Board of Directors. The Board of Directors shall be elected by the Membership at the Annual Meeting of the Organization. The Board of Directors shall consist of the Officers and Committee Chairs. The President of the Endowment and Education Fund shall serve as an Ex-Officio Member of the Board of Directors. The routine affairs of the organization shall be managed by its Board of Directors.

Section 5.2. a. Officers. The officers of the organization shall be President, Vice President, Secretary and Treasurer. These officers shall constitute the Executive Committee.

b. Executive/Personnel Committee. The Executive Committee serves as the personnel committee. The responsibility for the selection, annual performance appraisal, salary recommendation and termination of the Executive Director lies with the Executive Committee, with the subsequent approval of the Board of Directors. The day-to-day supervision of the Executive Director lies with the Board President. Based on input from the Board of Directors and day-to-day interaction with the Executive Director, the Board President is responsible for preparing the Executive Director's annual performance. The annual performance appraisal is subject to approval by the Executive Committee and the Board of Directors.

Section 5.3 Committee Chairs. Chairs of the following committees shall be elected by the membership at the Annual Meeting. Political Committee, Legislative Committee, Media Committee, Membership Committee, Fundraising Committee, Newsletter Committee, and a PAC Treasurer.

Section 5.4 Political Action Groups (PAGs). Political Action groups representing Eastern Jackson County, Midtown Kansas City, South Kansas City, Northland, Johnson County, and Wyandotte County shall identify and screen candidates in each geographic area, support elected officials who have Caucus endorsement, and promote membership in GKC/WPC. The PAGs report to the Political Chair.

Section 5.5 Term of Office. Officers and Committee Chairs shall be elected for a two-year term at the Annual Meeting of the Organization. Officers and Committee Chairs may serve no longer than two consecutive two-year terms, unless a Board member is elected to the Presidency, then she will be able to serve on the Board for three consecutive terms. An officer or committee chair that has served two consecutive terms, or the President who has served three consecutive terms, is not eligible to be a member of the Board until two years from the date of completion of her term of office.

Section 5.6 Vacancies. In the event of a vacancy on the Board of Directors or increase in the number of Directors, a majority of the remaining Directors shall have authority to fill such vacancy or new directorship until election by the membership at the Annual Meeting.

Section 5.7 Removal. Any Officer or Committee Chair may be removed from the Board by a majority vote of the remaining Directors at any special Board Meeting or at an Annual Meeting of the membership called and held for the purpose, but not limited solely to such purpose, of considering such removal. Any Officer or Committee Chair proposed to be removed pursuant to this section shall be entitled to notice of such meeting and, upon written request, a reasonable hearing before the Board of Directors on such proposed removal.

Section 5.8 Removal of Directors for Failure to Attend. Upon motion and a majority vote of the remaining Directors, the position of Officer or Committee Chair may be declared vacant if such Director shall have failed to attend three (3) consecutive meetings of the board. Excused absence will be accepted prior to any such meeting and shall be considered in declaring a Director's seat vacant, pursuant to such proposed removal.

Section 5.9 Compensation of Directors: Directors shall not receive any compensation for their service on the Board of Directors. By resolution of the Board of Directors, the Organization may reimburse the Directors for all reasonable expenses they incur while conducting official business.

Section 5.10 Meetings. All monthly meetings of the Board of Directors will be held at a location designated by the Board. Special meetings of the Board may be held at any time upon the call of

the President or Vice President, or any two other members of the Board. Written notice of all meetings shall be given to each Director stating the time and place of the meeting, and shall be served at least one (1) day before the meeting or sent by electronic or regular mail or telegram at least two (2) days before such meeting, addressed to the last known residence or place of business of the Director.

## **ARTICLE V1**

### **DUTIES OF OFFICERS AND COMMITTEE CHAIRS**

Section 6.1 President: The President shall have the executive powers, authority, duties and responsibilities of supervision and management that an organization generally vests in its chief executive. The President shall be an ex officio member of all standing committees of the Board of Directors unless the Board of Directors provides otherwise. The President shall have such other or further duties and authority as are prescribed elsewhere in these Bylaws or, from time to time, assigned or granted by the Board of Directors. The President shall develop the agenda for general membership and Board meetings; Preside at General membership meetings, and Committee meetings as necessary; Supervise activities of committees and officers; Work to develop clear processes and consensus on goals and objectives; The official spokeswoman for the GKCWPC is the board president, who may delegate that role to staff and others.

Section 6.2 Missouri & Kansas Vice President: In the President's absence, disability or inability to act, the Vice President shall perform the duties and exercise the powers of the President; Coordinate and provide leadership in PAG development; Work with Political Chair and others to recruit new PAG leaders; Preside at PAG meetings, if necessary; Work with the Membership Chair and Executive Director as needed to increase membership and public awareness.

Section 6.3 Secretary: Keep all of the Organization's books, records, lists and information required to be maintained by these Bylaws and resolutions of the Board of Directors and all Committees of the Board. She shall take and maintain the minutes and records of the Board and general membership meetings; Find a substitute to take minutes if she is unable to attend a meeting; Provide monthly report of Board minutes and quarterly report of Board activities to the general membership; Maintain a history of the organization; Maintain a copy of all communications and filings of the GKC/WPC and the PAC.

Section 6.4 Treasurer. The Treasurer shall be the chief financial and accounting officer of the Organization. The Treasurer shall (a) protect and keep safe the funds and securities of the Organization, (b) keep, or cause to be kept, full and accurate accounts of all financial transactions of the Organization, (c) keep, or cause to be kept, all other books of account and accounting records of the Organization, (d) deposit, or cause to be deposited, all monies and other valuable effects in the name and to the credit of the Organization in such depositories as are designated by the Board of Directors, or, if permitted by these Bylaws or Resolution of the Board of Directors, by a committee of the Board of Directors or an officer of the Organization, (e) disburse, or permit to be disbursed, the funds of the Organization as ordered, or authorized generally, by the Board of Directors, (f) when so requested, render to the President and the Directors an accounting of all transactions of the Organization and of its financial condition, (g) perform such other duties and responsibilities and have such other power and authority as is set forth elsewhere in these Bylaws or assigned or granted by the Board of Directors, (h) have such other duties, responsibilities, powers and authority that are generally vested in the treasurer of an organization unless specifically limited by these Bylaws or resolutions of the Board of Directors. The Treasurer shall manage general membership funds in a separate checking account; Keep an account of all receipts and disbursements related to the general functioning of the organization; Develop an Annual Budget to be approved by the Board at the January Board meeting; Report monthly to the Board on financial activities and status.

Section 6.5 Missouri & Kansas Political Committee Chair. Work in concert with the Legislative Chair and Executive Director to communicate with membership; Coordinate all screening activities (letters to candidates, scheduling, recruiting screening teams, development of candidate screening questionnaires, etc); Work with the Candidate Recruitment and Training Chair and the Legislative Chair as needed. Participate on the PAC Committee to provide input on donations to candidates. Plan and organize in-district meetings with elected officials.

Section 6.6 Missouri & Kansas Candidate and Recruitment and Training Chair: Work with other officers to recruit and train candidates for elective office; supervise any political training workshops sponsored by the GKC/WPC. Keep abreast of and publicize to the membership any training opportunities offered by national and local groups; Develop managers to work in local races with an emphasis on low dollar campaigns; Develop a candidate training manual and materials; Work with the Legislative Chair and PAG Chairs.

Section 6.7 Missouri & Kansas Legislative Chair: Monitor legislation in their respective states of concern to the organization at the local, state and national levels and inform the membership of legislation of interest through various means (e-mail, fax, phone tree); Coordinate lobbying days in Jefferson City and Topeka with other compatible organizations; Communicate information to the membership at the monthly meetings and through the newsletter by coordinating with the Executive Director and Political Chairs; Take the lead in the investigation and coordination of any ERA ratification efforts; Consult with the Missouri WPC President; Maintain an action alert telephone tree.

Section 6.8 PAC Treasurer and Deputy PAC Treasurer: The PAC Treasurer and Deputy PAC Treasurer shall be the chief financial and accounting officers of the PAC. The PAC Treasurer shall, in consultation with and full disclosure to the Deputy PAC Treasurer, (a) protect and keep safe the funds and securities of the PAC, (b) keep, or cause to be kept, full and accurate accounts of all financial transactions of the PAC, (c) keep, or cause to be kept, all other books of account and accounting records of the PAC, (d) deposit, or cause to be deposited, all monies and other valuable effects in the name and to the credit of the PAC in such depositories as are designated by the Board of Directors, or, if permitted by these Bylaws or Resolution of the Board of Directors, by a committee of the Board of Directors or an officer of the Organization, (e) disburse, or permit to be disbursed, the funds of the PAC as ordered, or authorized generally, by the Board of Directors, (f) when so requested, render to the President and the Directors an accounting of all transactions of the PAC and of its financial condition, (g) perform such other duties and responsibilities and have such other power and authority as is set forth elsewhere in these Bylaws or assigned or granted by the Board of Directors, (h) have such other duties, responsibilities, powers and authority that are generally vested in the treasurer of an organization unless specifically limited by these Bylaws or resolutions of the Board of Directors. In the PAC Treasurer's absence, disability or inability to act, the Deputy PAC Treasurer shall perform the duties and exercise the powers of the PAC Treasurer. The PAC Treasurer shall manage the GKC/WPC PAC funds in both an investment account and a checking account; Keep an account of all receipts and disbursements related to the function of the GKC/WPC PAC, including quarterly reports to the Missouri Ethics Commission and other necessary local, state and national filings; Give copies of all filings to Treasurer and Secretary; Provide written monthly report on PAC account activity to the Board of Directors; Make an annual presentation of PAC activities to the general membership. (A separate document detailing the PAC Committee responsibilities shall be maintained by the PAC Committee Chair.)

Section 6.9 Newsletter Chair:

Section 6.10 Media Chair:

Section 6.11 Membership Chair: Maintain a current list of the membership in coordination with the Treasurer; Recruit and supervise a committee that will conduct a membership drive from January through April each year; Send a welcoming letter to all new members; Develop a list of potential donors and members through coordination with Fundraising and Newsletter Chairs and Treasurer; Maintain records and provide mailing list labels to Newsletter Chair and others, as needed; Develop Membership Roster; Work with Media Chair to develop promotional brochure; Identify and recruit members for Speakers Bureau.

Section 6.12 Fundraising Chair: Manage the planning and coordination of the Annual Torch Dinner. Recruit a standing committee to solicit hosts/hostesses and develop program, awards, etc.; Supervise sub-committees appointed by the President charged with other fundraising events such as the Bi-Annual Stump Speech Breakfast (summer) and the annual membership drive (February-April).

Section 6.13 Outreach Chair: Board member will work in conjunction with the Executive Director to create and maintain a WPC Speaker's Bureau for both Missouri and Kansas. Duties include

contacting local organizations regarding interest in having a WPC speaker, booking the speaker and actually speaking at events. This position will increase WPC's visibility within the community to help recruit new members and potential candidates.

Section 6.14 Political Action Groups (PAGs): Midtown Kansas City, South Kansas City, Northland, Eastern Jackson County, Johnson County, Kansas, and Wyandotte County, Kansas. PAGs are semi-autonomous groups whose Chairs are elected by the members of the GKC/WPC. They are responsible for screening candidates for offices of school board and city and county government races in their respective areas. PAGs are encouraged to develop membership and recruit candidates to run for office. PAGs work with the Political and Legislative Chairs and the Vice President to plan and set up in-district meetings with elected officials.

Section 6.15 Missouri State WPC Liaison: Coordinate activities related to State Chapter; Develop candidate recruitment strategies in out-state areas; Plan state, general, and strategic planning meetings with other chapter groups. With the assistance of national and other state chapters, work to develop new chapters in St. Joseph, Springfield and Sedalia.

Section 6.16 Education and Endowment Fund Board President: The Education and Endowment Fund (EEF) Board President shall serve as an Ex-Officio Member of the Board of Directors and shall submit report of monthly EEF Board meetings and financial reports to the President.

Section 6.17 Officer Bonds: The Board of Directors may require any officer to furnish a bond to the Organization, at its expense, in a form, in an amount and from sureties that are acceptable to the Board of Directors. The PAC Treasurer, Deputy PAC Treasurer, and GKC/WPC Treasurer shall be bonded. The bond shall insure the faithful performance of the duties of such officer and for restoration to the Organization of its books, papers, vouchers, money and other property that are in such officer's possession or control. Unless the Board of Directors, in its discretion, specifically determines that an officer must furnish a bond, no officer shall be required to do so.

Section 6.18 Delegation of Officer's Duties: For any reason the Board of Directors deems sufficient, including the absence or incapacity of an officer, the Board of Directors may, for any period, delegate some or all of the duties, responsibilities, power and authority of any officer to any other officer or to any agent or employee of the Organization.

Section 6.19 Executive Director: The executive Director shall be responsible for the day-to-day operations of the organization and shall carry into effect all directions and resolutions of the Board of Directors as fully delineated in the Executive Director's job description. The Executive Director shall report directly to the Board President.

## **ARTICLE V11**

### **SPECIAL COMMITTEES**

Section 7.1 Ad Hoc Committees: The President shall be able to appoint special committees from time to time to perform a specified task within a limited period of time. The appointment of such committees shall be with the consent of the Membership or the Executive Committee.

Section 7.2 Standing Committees: The Executive Committee shall appoint all special committees deemed necessary to function during their administration. These committees shall serve until a new administration takes office or until their special tasks are completed.

Section 7.3 Auditing Committee: An Auditing Committee composed of the Vice President and at least one other member appointed by the Executive Committee, and a Chair appointed by the President shall audit or review an audit conducted by a professional CPA of the general treasury and PAC accounts annually.

Section 7.4 PAC Committee: A PAC Committee, composed of a Chair elected by the Board of Directors, the PAC Treasurer, Deputy PAC Treasurer, President, Political Chair, and Fundraising

Chair shall oversee the activities of the PAC, including the financial records, all filings of the PAC, and PAC expenditures.

**ARTICLE V111**  
MEMBERSHIP MEETINGS

Section 8.1 Membership Meetings: Quarterly membership meetings shall be held at the call of the Executive Committee during non-election years and monthly meetings of the membership shall be held during election years. Official Business shall be conducted at the membership meetings.

Section 8.2 Annual Meeting: The Membership meeting in December shall be known as the Annual Meeting and shall be for the purpose of electing officers. Written notice of the meetings and the proposed slate of officers shall be made thirty (30) days prior to the Annual Meeting to all dues paying members.

Section 8.3 Quorum. A majority of the Board shall constitute a quorum for the transaction of business, and the act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. At regular membership meetings, ten (10) members of the organization shall constitute a quorum for conducting routine business. The quorum shall be twenty-five (25) members at the Annual Meeting or a meeting to approve proposed changes in the By-Laws.

**ARTICLE 1X**  
PARLIAMENTARY AUTHORITY

Section 9.1 The rules contained in the current edition of Robert's Rules of Order, Newly Revised, shall govern this organization in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order this organization may adopt.

**ARTICLE X**  
AMENDMENT OF BYLAWS

Section 10.1 These By-Laws can be amended at any regular meeting of this organization by 2/3 vote of the members attending the meeting, provided a quorum of 25 members is in attendance and provided that the amendment has been submitted to the membership thirty (30) days in advance of the date of the vote.

**ARTICLE X1**  
STATE BOARD OF DELEGATES

Section 11.1 At the Annual Meeting in December, delegates to the State Board of the Women's Political Caucus shall be elected. The number of delegates shall be determined by the State Board. Delegates will be chosen as follows:

- The delegates shall be elected by nominations from the floor.
- In order to insure a full representation of this organization on the State Board, alternates shall be elected at the time other delegate selections are made. These alternates will be designated in priority order by the nominating committee. If a delegate is unable to fulfill her duties on the State Board, the first alternate shall take the delegate's place.

**ARTICLE X11**  
NATIONAL AND STATE CONVENTION DELEGATES

Section 12.1 State Convention. Prior to any State Convention, and with thirty (30) days notice, this organization shall elect its delegates to the State Convention according to the guidelines set down by the State Board and also by the following procedures.

- Three (3) delegates selected by the Executive Committee shall be given the opportunity to become delegates. The remaining quota shall be elected by the Membership, with 30 days notice prior to that election. A Chairperson of the delegation shall be selected by the delegates.
- Three (3) alternates shall be elected at the time other delegates are elected in order to insure a full representation of this organization at the State Convention.

Section 12.2 National Convention. The President shall represent the GKC/WPC at the National Convention. The Vice President shall be the alternate representative, if the President is unable to attend.

**ARTICLE X111**  
OFFICIAL REPRESENTATION

Section 13.1 Official Representation. Any official representation of this group by any member of the organization shall be with the consent of the Membership or the Executive Committee. Full reporting of any representations on behalf of the organization shall be made to the Executive Committee and the membership.

**ARTICLE X1V**  
BOOKS AND RECORDS

Section 14.1 Maintaining Books and Records: The Secretary shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Board of Directors and membership meetings. The books shall contain (i) the names and business or home addresses of the current Board of Directors and Officers, (ii) minutes of all meetings of the Board of Directors or any committee thereof, (iii) actions of the Board of Directors taken by written consent without a meeting; (iv) appropriate accounting and financial records of all accounts, (v) the most recent annual report filed with the State, (vi) these Bylaws and all current amendments thereto and (vii) all other records and information required by law. The books may contain either originals or copies of the documents set forth above.

Section 14.2 Inspection of Records. Any Director may inspect and copy, at the Organization's expense, all books and records of the organization. Any other person permitted to do so by applicable law may, upon complying with all requirements of such law, inspect those books and record of the organization permitted by applicable law. Upon payment of a reasonable charge covering the costs of labor and materials therefore, the organization shall, within a reasonable time, provide such person with copies of those portions of its books and records which such person is allowed to inspect by applicable law. Any Director or other person permitted to inspect and copy the books and records of the Organization may delegate such right to an attorney or other agent. The Organization may require Directors and all other persons inspecting or copying the Organization's books and records to do so in a manner that does not unreasonably interfere with the regular conduct of the Organization's business. No Director or other person inspecting or copying the books or records of the Organization shall use, permit to be used, or acquiesce in the use by others of any information so obtained in a manner prohibited by law. As a condition precedent to it allowing any person other than a Director to inspect or copy any of its books or record, the Organization may require such person to indemnify the Organization against any loss or damage that is may suffer which arises out of, or resulting from, any unauthorized use or disclosure of any information obtained in the course of such inspection or copying, unless prohibited by law.

**ARTICLE XV**  
INDEMNIFICATION

Section 15.1 Generally: Except as otherwise provided in this Article, the Organization shall indemnify the Directors and its Officers to the greatest extent permitted. To the extent that State statute requires the Board of Directors to make certain findings before the Organization is obligated or permitted to indemnify a Director or Officer, the Organization shall have no liability to any such person unless the Board of Directors, acting in good faith, makes all required findings.

Section 15.2 Notification: Promptly after receiving a written threat, demand, or notice that any person will commence or has commenced an action, suit or other proceeding for which the Organization may be obligated to indemnify a person under the Bylaws, the effected Director or Officer shall promptly give written notice thereof to the President of the Board. A person's failure to promptly notify the Organization shall only relieve the Organization of its liability under this Article to the extent that such delay or failure materially prejudices the Organization's defense of such claim.

Section 15.3 Not Exclusive. The indemnification provided herein shall not be exclusive of any other rights to which those seeking indemnification may be entitled under applicable law, the Bylaws, or any agreement with the Organization or a vote of the Membership.

## **ARTICLE XV1** GENERAL MATTERS

Section 16.1 Payment Instruments: All of the Organizations notes, checks and other instruments for the payment of money shall be signed by the Officer or Officers or such other person or persons designated by the Board of Directors from time to time. Unless and until the Board of Directors otherwise provides, the President and Secretary or the President and the Treasurer shall sign all such instruments on behalf of and in the name of the Organization.

Section 16.2 Contracts: The President, Vice President and Secretary shall have the authority to enter into contracts on behalf of the Organization. The signatures of at least two of these officers shall be required on any contract.

Section 16.3 Fiscal Year: The fiscal year shall be from June 1 to May 31 of each year, or as fixed from time to time by the Board of Directors, or in the absence of action by the Board of Directors, by the President. The Budget shall be approved by the Board of Directors in January of each year and revised, if necessary, at the end of the fiscal year, May 31.

Section 16.4 Expenditures: Expenditures shall be made only for purposes consistent with the mission of the organization. Expenditures for any new project shall not be made until specific approval, including the funding source, is given by the Board of Directors.

Ratified by membership vote June 28, 2001  
Revised by membership vote December 10, 2002  
Revised by the GKCWPC Board of Directors, March 2006