



**BYLAWS**

**OF**

**THE KANSAS CITY METROPOLITAN BAR ASSOCIATION**

a Missouri Nonprofit Corporation

501(c)(6) Business League

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**ARTICLE I**  
**Purposes and Limitations**

The Kansas City Metropolitan Bar Association, a Missouri nonprofit corporation (“Association”), is organized and operated exclusively for business league purposes within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States Internal Revenue Law (“Code”). The Association’s purposes include, but are not limited to, any purposes set forth specifically in its Articles of Incorporation, as may from time to time be amended (“Articles”) and the following:

- a. To serve the needs of our members;
- b. To educate our members in continuing to develop their legal skills;
- c. To enhance the image of attorneys and judges;
- d. To encourage the highest ethical and professional standards of attorneys and judges;
- e. To promote diversity in the legal profession and the Association and practice diversity in the Association;
- f. To support and improve the justice system, including an independent judiciary;
- g. To promote access to the judicial system for all persons;
- h. To educate the public regarding issues that affect the legal system; and
- i. To promote a high level of professionalism and courtesy and improve professional relationships within and throughout the Kansas City metropolitan legal community.

The Mission of the Association is to serve its members and its community by promoting justice, professional excellence, and respect for the law.

To further the Association’s Purposes and Mission, the Association shall have and exercise all of the powers conferred by the provisions of the Missouri Nonprofit Corporation Act, as may from time to time be amended (“Act”), not outside the scope of the Articles.

No part of the net earnings of the Association may inure to the benefit of, or be distributable to its directors, trustees, officers or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles.

Notwithstanding any other provisions herein, the Association shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under section 501(a) of the Code, as an organization described in section 501(c)(6) of the Code.

## **ARTICLE II Members**

Section 2.1 Voting Members. Voting Members shall elect the Association's Board of Directors ("Board") at the Annual Meeting of Voting Members and fulfill all other duties as may be required under the Bylaws, the Articles, and the Act. The following categories of Members shall be Voting Members of the Association:

a. Regular Members.

Any lawyer in good standing of the Bar of any state is eligible to be a Regular Member of the Association. Regular Members shall be Voting Members of the Association

b. Government Members

Any lawyer employed within the counties of Jackson, Cass, Clay, Johnson, Lafayette, Platte and Ray in Missouri and Johnson and Wyandotte counties in Kansas by any other county identified by the Board or any other county identified by the Board by any federal, state or local governmental agency or entity is eligible to be a Governmental Member of the Association. Government Members shall be Voting Members of the Association.

c. Public Service Members

Any lawyer employed within the counties of Jackson, Cass, Clay, Johnson, Lafayette, Platte and Ray in Missouri and Johnson and Wyandotte counties in Kansas by any not for profit agency or entity is eligible to be considered a Public Service Member of the Association, the criteria for which shall be the organization' or individual's ability to pay full dues. Public Service Members shall be Voting Members of the Association.

d. Retired Members

All members of the Bar who previously actively practiced law for at least five (5) years and who at the time of becoming a Retired Member of the Association were a Member in good standing of the Association for the last five (5) years, shall be eligible to be a Retired Member of the Association. Retired Members shall be Voting Members of the Association

e. Senior Members

All members of the Bar who have reached the age of 75 or have been in practice for 50 years and who at that time have been Members in good standing of the Association

for the last five (5) years, shall be eligible to be a Senior Member of the Association. Senior Members shall be Voting Members of the Association.

Section 2.2 Additional Membership Categories. In addition to Voting Members, the Association shall offer the following, additional membership categories, which shall not be Voting Members:

a. Affiliate Members

Any lawyer in good standing of the Bar of any state, who neither resides in nor practices within the counties of Jackson, Cass, Clay, Johnson, Lafayette, Platte and Ray in Missouri and Johnson or Wyandotte counties in Kansas, is eligible to be an Affiliate Member of the Association, but an Affiliate Member shall not be entitled to vote or to hold office in the Association. All members while on active duty with the Armed Services and who otherwise qualify as members may be Affiliate Members, and their dues shall be waived.

b. Judicial Members

All full time judges, magistrates and commissioners of any courts are eligible to be Judicial Members of the Association but shall not be entitled to vote or to hold office in the Association.

c. Associate Members

Any person not a member of the Bar of any state is eligible to be an Associate Member of the Association, provided that such a person has demonstrated a legitimate interest in the promotion or accomplishment of the objectives and purposes of the Association, but an Associate Member shall not be entitled to vote, hold office in the Association, or join/serve on Sections and Committees.

d. Student Members

Students at any ABA accredited law school are eligible to be Student Members of the Association but a Student Member shall not be entitled to vote or to hold office in the Association, but may serve as a non-voting member of any committee.

e. Honorary Members

The Board shall have the power to designate, from time to time, persons who have distinguished themselves in the arts and sciences, in public life or whose activities benefit the legal profession or the members of this Association, as Honorary Members of the Association. Honorary Members shall not be entitled to vote or to hold office in the Association, but may serve as a voting member of any committee, with the exception of the Board.

Section 2.3 Admission to Membership. All prospective Members shall be required to complete and submit an application for membership. The admission of an applicant for membership shall be subject to approval by the Board.

Section 2.4 Membership Dues. Dues, if any, shall be established by the Board.

Section 2.5 Annual or Regular Meetings. The Annual Meeting of the Voting Members shall be held during the month of December of each year, or at such date as the Board may determine, which meeting shall be held for the purpose of electing the Board of the Association. If the day fixed for the Annual Meeting is a legal holiday, such meeting shall be held on the next succeeding business day or at such other date and time as shall be designated from time to time by the Board and stated in the notice of the meeting. The Annual Meeting may be held either within or outside the State of Missouri.

Section 2.6 Special Meetings. A special meeting of Voting Members may be called by the President, by a majority of the Directors, or by the Voting Members in accordance with Missouri law. Only those matters that are within the purpose or purposes described in the meeting notice required by these Bylaws may be conducted at a special meeting of Voting Members.

Section 2.7 Notice. Notice of any meeting, stating the place, day and hour of the meeting, and, in the case of a special meeting, the purpose(s) for which the meeting is called, shall be delivered or given to each Voting Member in writing, by publication, or by electronic communication, not less than ten (10) days, not more than sixty (60) days before the date of the meeting. Notice of a special meeting may be delivered personally or mailed, sent by facsimile transmission or electronic mail, to the address, facsimile number or electronic mail address for the Voting Member as it appears on the records of the Association. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If sent by facsimile transmission or electronic mail, such notice shall be deemed to be delivered upon transmission.

Section 2.8 Quorum and Voting. The presence of two percent (2%) of the Voting Members shall constitute a quorum for the transaction of business at any meetings of the Voting Members; provided, however, that if less than said number of the Voting Members are present at said meeting, a majority of the Voting Members present may adjourn the meeting from time to time without further notice. Each Voting Member in good standing and present at any such meeting of the Voting Members shall be entitled to one (1) vote upon each matter submitted to a vote at any such meeting. Voting by proxy shall not be permitted. Voting by written ballot shall not be required at a meeting of the Voting Members, but may be utilized at the request of ten percent (10%) or more of the Voting Members made in writing and signed by the requesting Voting Members and delivered to the KCMBA office no later than thirty (30) days before to meeting at which the written ballot voting is requested.

Section 2.9 Manner of Acting. Except as otherwise provided herein, the act of the majority of the Voting Members present at a meeting of the Voting Members at which a quorum is present shall be the act of the Voting Members. Notwithstanding the foregoing, the act of the majority of all of the Voting Members, regardless of whether or not present at the meeting, shall be required to approve any proposal for (1) the dissolution and/or liquidation of the Association, (2) the sale of substantially all of the Association's assets, (3) any merger transaction in which the Association would not be the surviving entity, or (4) any material change in the fundamental purposes of the Association.

Section 2.10 Action by Written Ballot. Any action that may be taken at any Annual, regular or special meeting of the Voting Members may be taken without a meeting if the Association delivers a written ballot to every member entitled to vote on the matter. A written ballot for purposes of this section includes a ballot that involves transmittal by electronic means. A written ballot shall set forth each proposed action and shall provide an opportunity to vote for or against each proposed action. Approval by written ballot pursuant to this section shall be valid only when the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot. All solicitations for votes by written ballot shall:

- (1) Indicate the number of responses needed to meet the quorum requirements;
- (2) State the percentage of approvals necessary to approve each matter other than election of Directors; and
- (3) Specify the time by which a ballot must be received by the Association in order to be counted.

Section 2.11 Removal; Vacancies. Membership in the Association shall be automatically terminated by resignation, by non-payment of annual dues of those members required to pay dues, or by loss or surrender of one's license to practice law. Membership may also be terminated by expulsion by a two-thirds vote of the Board present at a meeting called for the purpose of considering that matter. The member whose membership is being considered for termination must be given at least 15 days' notice of the meeting and have the opportunity to address, either orally or in writing, the Board. This section shall apply to all classes of Members.

Section 2.12 Compensation. Voting Members shall not receive any compensation for serving as a Voting Member. No Voting Member shall receive compensation for any personal services rendered unless otherwise approved by vote of the Board.

### **ARTICLE III**

#### **Board of Directors**

Section 3.1 General Powers. Other than such rights, if any, reserved for Members, under these Bylaws, the Articles, or the Act, the affairs of the Association shall be managed by the Board.

Section 3.2 Number. The members of the Board shall be the President, who shall be Chairperson; the President-Elect; the Vice President; the Treasurer, the Secretary; the Immediate Past President, who shall be a member for one year beginning with the expiration of his or her term as President; eight (8) Members-at-Large who shall each serve no more than two (2) successive terms of two years each, which shall be staggered terms such that four (4) members are nominated at each Annual Meeting ("Members-at-Large"); the Presidents of any Sections approved by the Board pursuant to Article VI; and the Immediate Past President or duly appointed representative of the Association for Women Lawyers of Greater Kansas City. The

President of the Kansas City Metropolitan Bar Foundation, the President of the KCMBA Past Presidents' Club, the Membership Committee Chair and Vice-Chair, the Continuing Legal Education Committee Chair and Vice-Chair, the Association Delegate to the American Bar Association, and the Bar Legal Advisor shall attend meetings of the Board in an advisory and non-voting capacity, and shall not be called "Directors." The number of Directors may be changed from time to time by amendment of these Bylaws, provided that the number of Directors shall be set at not less than three (3). No decrease in the number of Directors shall have the effect of decreasing the term of any incumbent Director.

Section 3.3 Qualifications. The President-Elect must be a Voting Member of the Association, have attained the age of 36 by April 15 of the year in which he or she is a candidate for such office, and have been a Voting Member of the Association for at least five (5) consecutive years immediately preceding April 15 of the year in which such person is a candidate for such office. The Immediate Past President or duly appointed representative of the Association for Women Lawyers of Greater Kansas City, and the President of the Federal Court Advocates Section, must be Voting Members of the Association for the year in which they serve on the Board in that capacity. The qualifications of the other officers and Members-at-Large of the Board shall be that such candidate shall have been a Voting Member at least three (3) consecutive years immediately preceding April 15 of the year in which he or she is a candidate for such office.

Section 3.4 Election and Term of Office. On or before July 1 of each year, the Nominating Committee shall meet and make its nominations for President-Elect, Vice President, Treasurer, Secretary and any Member-at-Large of the Board to be elected in that year, subject to the limitation that Members-at-Large shall serve no more than two (2) successive two-year terms as set forth in Section 3.2 herein. The Nominating Committee shall notify the membership of the Association of such nomination, either by publication in the official publication of the Association or by special notice to all members of the Association. Such notice shall be given not later than September 1 of that same year. At any time after September 1, and before 5:00 p.m. on October 1 (or on the last regular business day preceding said date), other nominations for any office, including any Member-at-Large of the Board to be elected in that year, may be made by a nominating petition signed by one percent (1%) of the Voting Members of the Association and timely filed with the Executive Director of the Association, or his or her designee, at the main office of the Association.

If no nominations are received by petition, then the slate selected by the nominating committee shall be presented to the Voting Members for approval at the Annual Meeting.

If nominations are received by petition so that there is more than one nominee for any director or officer position, the holder of such position will be determined by written or electronic ballot cast by the Voting Members and the form of the ballot shall be prescribed by the Board. The election shall be held on a date in December each year to be determined in advance by the Board. The Board shall designate the places for the casting of ballots and, if written, the ballots shall be cast in person by the Voting Members. The voting places shall be open on the day of the election from at least 9:00 a.m. until at least 5:00 p.m. for the casting of ballots and as otherwise provided by the Board. An absentee ballot may be cast by any Voting Member during a period of five (5) days preceding the election by coming to the principal office of the

Association and making an affidavit that such person expects to be absent from counties where voting places are located on election day. The ballots shall be counted on the day of the election under the supervision of the Board, and the candidate for each office or Member-at-Large seat with the largest number of votes cast shall be presented to the Voting Members for approval at the Annual Meeting. In the event of a tie vote for a specific position on the Board, the process shall be repeated for that specific position on the Board.

The slate of nominees, whether selected by the nominating committee or by ballot of the Voting Members, shall be announced before the Annual Meeting.

Section 3.5 Annual and Regular Meetings. The Board will meet at least once each year to appoint the members of such committees as the Board deems necessary or advisable and to transact such other business as may properly come before the Board at that meeting. Regular meetings may be held at such places, dates and times as are designated by the Board.

Section 3.6 Special Meetings. Special meetings of the Board will be held whenever called by the President or by twenty percent (20%) of the Directors then in office. Notice of each meeting will be delivered at least five (5) days prior to the date of the meeting to each Director, and will state the purpose(s), place, date and time of the meeting. Notice may be delivered personally, by mail, by facsimile transmission or e-mail, to the address, facsimile number or e-mail address for each Director as it appears on the records of the Association. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If sent by facsimile or e-mail, such notice shall be deemed to be delivered when transmitted, with reasonable evidence of successful transmission. A Director may waive any notice required by these Bylaws, before or after the date and time stated in the notice, by written waiver signed by such Director, which waiver shall be included in the minutes or filing with the corporate records. A Director's attendance at a meeting waives objection to lack of notice or defective notice of the meeting, unless the Director at the beginning of the meeting objects to holding the meeting or transacting business at the meeting because the meeting is not lawfully called or convened.

Section 3.7 Quorum and Voting. One-third (1/3) of the Directors on the Board shall constitute a quorum for the transaction of business at any meetings of the Board; provided that if less than a quorum of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice. Each Director present shall be entitled to one (1) vote upon each matter submitted to a vote at any such meeting.

Section 3.8 Manner of Acting. The act of the majority of the Directors present at a meeting of the Directors at which a quorum is present shall be the act of the Board, except with respect to any action of the Board requiring a higher level of approval under the Act or the Articles.

Section 3.9 Attendance by Telephone Conference or Similar Communications Equipment. Directors may participate in a meeting of the Board by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other, and participation in a meeting in this manner shall constitute presence in person at the meeting.

Section 3.10 Action by Consent. Any action, which is required to be or may be taken at a meeting of the Directors, may be taken without a meeting if consents in writing, setting forth the action so taken, are signed by a majority of the Directors. The consents shall have the same force and effect as a majority vote at a meeting duly held.

Section 3.11 Removal; Vacancies. The Voting Members may, with or without cause, remove one or more Directors elected by them at a properly called meeting of the Voting Members. A Director elected by the Board may be removed with or without cause by a vote of two-thirds of the other Directors then in office. A vacancy on the Board occasioned by the death, incapacity, resignation, or removal of a Director may be filled by a majority vote of the Directors present at a meeting of the Directors at which a quorum is present. Any Director elected to fill a vacancy on the Board shall serve a term expiring as of the scheduled expiration date of the term of his or her predecessor.

Section 3.12 Compensation. Directors as such shall not receive any compensation for their services in such capacity.

Section 3.13 Policies and Procedures. The Board may establish Policies and Procedures to govern the activities of the Association and implement the Articles and Bylaws of the Association. Such Policies and Procedures shall be approved by a majority of the Directors present at any meeting of the Board, provided that such Policies and Procedures shall not conflict with the Bylaws, the Articles, or the Act.

#### **ARTICLE IV Committees of the Board**

Section 4.1 Committees Generally. Board Committees may be established to perform service for the Association, and each such committee may create one or more subcommittees. The Board President shall appoint committee chairs and members, and the appointments shall be approved by the Board. Committees must consist of at least one Director, unless otherwise provided for in these Bylaws.

Section 4.2 Executive Committee. The Officers of the Association shall constitute an Executive Committee that may meet as necessary between regularly scheduled meetings of the Board to conduct business on behalf of the Association. The President shall serve as Chair of the Executive Committee. The Executive Committee shall possess and may exercise any and all powers of the Board in the management and affairs of the Association provided that all actions of the Executive Committee shall be subject to the paramount power of the Board and shall not conflict with any expressed policies of the Board, except that the Executive Committee shall not have the power or authority of the Board to engage in the following acts:

- a. Authorize distributions to members, Directors, officers, agents or employees except in exchange for value received;

- b. Approve or recommend to members the dissolution or merger of the Association, or the sale, pledge or transfer of all or substantially all of the Association's assets;
- c. Elect, appoint or remove Directors or fill vacancies on the Board or on any of its committees; or
- d. Adopt, amend or repeal the Articles or these Bylaws.

The Executive Committee shall keep a record of its activities and regularly report them to the Board at every meeting thereof. All action taken by the Executive Committee shall be subject to revision, alteration, or change by the Board, provided that rights of third persons shall not be affected thereby.

Section 4.3 Nominating Committee. On or before July 1 of each year, the President, with the advice and consent of a majority of the Directors then in office, shall select three (3) members of the Association who are not then presently serving as Directors to serve as members of a Nominating Committee. In addition, the following Officers and members of the Board shall also serve as members of the Nominating Committee: the Immediate Past President, the President-Elect, a Member-at-Large selected by the President, and the President of the Young Lawyers Section. The Immediate Past President shall be the Chairperson of the Nominating Committee. In selecting members of the Nominating Committee, the President is to be guided by the principle that the composition of the Nominating Committee should, to the extent possible, fairly represent the diverse membership of the Association. The names and addresses of the Nominating Committee shall be published to the membership of the Association not later than thirty (30) days after their selection. No member of the Nominating Committee shall be eligible to be nominated by the Nominating Committee for a position as an Officer or Member-at-Large of the Association for the following year. In the event the President of the Young Lawyers Section intends to seek nomination by the Nominating Committee, the President-Elect of the Young Lawyers Sections shall serve on the Nominating Committee in place of the President of the Young Lawyers Section.

Section 4.4 Audit Committee. The Audit Committee will consist of at least two Directors appointed by the President and confirmed by the Board. The Audit Committee will have the authority to hire and fire the external auditor; determine what services the auditor will provide; and receive the reports of the auditor. At a minimum, on an annual basis the external auditor hired by the Audit Committee will perform a compilation or review of the Association's books and report its findings to the Audit Committee and, separately, to the Board.

Section 4.5 Finance and Investment Committee. The Finance and Investment Committee will consist of at least two Directors appointed by the President and confirmed by the Board. The Treasurer of the Association shall be chairperson of the Finance and Investment Committee. The Finance and Investment Committee shall review and monitor the finances of the Association and shall review and advise the Board on any Investments of the Association.

Section 4.6 Absence. In the absence or disqualification of a member of a committee, the other committee members present at any meeting and not disqualified from voting, whether

or not such members constitute a quorum, may unanimously appoint another member of the Board to act at the meeting in the place of any such absent or disqualified member. A disqualified member is a committee member who has been removed pursuant to the provisions of this Article or who no longer meets the qualifications required to serve on the committee.

Section 4.7 Recordkeeping. Each Board Committee will maintain a record, which need not be in the form of complete minutes, of the action taken by it at each meeting, which record will include the date, time, and place of the meeting, the names of the members present and absent, the action considered, and the number of votes cast for and against the adoption of the action considered. All actions by each Board Committee will be reported to the Board at its meeting next succeeding such action, such report to be in sufficient detail as to enable the Board to be informed of the conduct of the Association's business and affairs since the last meeting of the Board. The Nominating Committee shall only record the date, time, and place of the meeting, the names of members present and absent, and the nominations to be presented to the membership of the Association.

Section 4.8 Meetings by Conference Telephone or Similar Communications Equipment. Members of a Board Committee may participate in a meeting of the committee by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other, and participation in a meeting in this manner shall constitute presence in person at the meeting.

Section 4.9 Committee Action Without a Meeting. Any action which is required to be or may be taken at a meeting of any Board Committee may be taken without a meeting if consents in writing, setting forth the action so taken, are signed a majority of the members of the committee. The consents shall have the same force and effect as a majority vote at a meeting duly held.

Section 4.10 Term of Office. Each Board Committee member shall serve for a one year term, but may be reappointed by the President, subject to confirmation by the Board, to unlimited consecutive terms for so long as he or she continues to meet the qualifications for membership on the committee (including, if applicable, membership on the Board), unless such committee member is sooner terminated, resigns or is removed from such committee by the Board.

Section 4.11 Removal; Vacancies. A member of a Board Committee may be removed with or without cause by action of the Board (excluding such committee member for purposes of such action, if applicable). A vacancy on a Board Committee occasioned by the death, incapacity, resignation or removal of a committee member shall be filled in accordance with the procedures for regular election or appointment of a committee member. Any committee member elected or appointed to fill a vacancy on a committee shall serve a term expiring as of the scheduled expiration date of the term of his or her predecessor.

Section 4.12 Quorum. Unless otherwise provided in the resolution of the Board designating a committee, one-third (1/3) of the whole Board Committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the Board Committee.

Section 4.13 Other Committees. The Board may approve various committees of the members that serve the needs of the members (e.g., substantive law committees or governance committees). These committees are not considered committees of the Board and do not have the authority to make decisions on behalf of the Board. The creation of such other committees and their activities must be approved by the Board. The President shall appoint the chairs of any such other committees.

## **ARTICLE V Officers**

Section 5.1 Elected Officers. The elected officers of the Association shall be a President, a President-Elect, a Vice President, a Treasurer, and a Secretary, all of whom shall be Directors of the Association. Such officers shall be elected by the Voting Members at its Annual Meeting, and they shall hold office until their successors are elected at the next Annual Meeting of the Voting Members and are elected and qualified, unless they earlier die, resign, or are removed from office.

Section 5.2 Duties of President. The President shall be the chief executive officer of the Association and he or she shall preside at all meetings of the Board. He or she may execute all contracts, deeds and other instruments for and on behalf of the Association and shall do and perform all other things for and on behalf of the Association as the Board shall authorize and direct. He or she shall enjoy and discharge generally such other and further rights, powers, privileges and duties as customarily relate and pertain to the office of President.

Section 5.3 Duties of President-Elect. The President-Elect shall, in the absence or disability of the President, perform all functions of the office of President and perform such other duties as delegated to him or her by the President or the Board. Additionally, the President-Elect shall have the responsibility for the planning and presentation of the annual Bench, Bar, and Boardroom Conference of the Association.

Section 5.4 Duties of Vice-President. The Vice President shall, in the absence or disability of the President-Elect, perform all functions of the office of President-Elect and perform such other duties as delegated to him or her by the President or the Board. Additionally, the Vice President shall assist the President-Elect with the planning and presentation of the annual Bench, Bar, and Boardroom Conference of the Association.

Section 5.5 Duties of Treasurer. The Treasurer shall keep accurate and complete books and records of all receipts, disbursements, assets, liabilities, and financial transactions of the Association. The Treasurer shall cause to be deposited all monies, securities, and other valuable effects of the Association in such depository or depositories as the Board shall authorize and direct and, whenever requested to do so by the President or the Board, shall prepare and submit written statements, reports and accounts fully and accurately reflecting the assets, liabilities, and financial transactions and condition of the Association. The Treasurer shall serve as Chair of the Finance and Investment Committee. The Treasurer shall perform such other and further duties as the Board may from time to time direct, and he or she shall perform all other duties and discharge all other

responsibilities that customarily relate and pertain to the office of Treasurer. The Treasurer shall be released and discharged of all liabilities and responsibility for any monies, securities, and other assets of value committed by the Board to the custody of any person over whom he or she shall have no direction or control. The performance of the clerical, bookkeeping, statistical, collecting and recording work of the office may be delegated to an authorized association management vendor or other agent or agents of the Association, who may also be authorized to sign under that title, checks of this Chapter under conditions prescribed by the Board, and records, vouchers, receipts and other documents if such delegation is not prohibited by these Bylaws.

Section 5.6 Duties of Secretary. The Secretary shall keep complete and correct minutes of all meetings of the Board and shall issue notices of all meetings in accordance with these Bylaws or as required by law. When authorized and directed by the Board, he or she shall execute with the President all contracts, deeds, and other instruments for and on behalf of the Association. The Secretary shall be the legal custodian of all books, deeds, instruments, papers, and records of the Association, the inspection of which shall be permitted at all reasonable times by any Director or Executive Officer of the Association. The Secretary shall attend to such correspondence as may be incidental to his or her office, and shall perform all other duties and discharge all other responsibilities which customarily relate and pertain to the office of Secretary. The performance of the clerical or other recordkeeping work of the office may be delegated to an authorized agent or agents of the association.

Section 5.7 Resignation. Any Officer of the Association may resign by delivering a written resignation to the Association at its principal office or to the President or the Secretary. Such resignation shall be effective upon receipt unless it is specified to be effective at some other time or upon the happening of some other event. If a resignation is made effective at a future date and the Association accepts the future effective date, the Board may fill the pending vacancy before the effective date if the Board provides that the successor does not take office until the effective date.

Section 5.8 Vacancies. Vacancies in any elected office occasioned by the death, resignation, or removal of any elected Officer shall be filled by the Board, and such person or persons elected to fill such vacancy or vacancies shall serve for the unexpired term of his predecessor and until a successor is elected and qualified, or until such officer's earlier death, resignation or removal.

Section 5.9 Compensation. Officers shall not receive any compensation for their services in such capacity.

Section 5.10 Executive Director. The Executive Director shall be an employee of the Association hired by the Board, and shall act pursuant to delegated authority by the officers of Association. The Executive Director shall directly report to the Executive Committee and to the Board, and be responsible for the day to day management of the Association's business. The Executive Director will be empowered by the Board to manage all Association staff, including, but not limited to, determination of staffing levels, hiring and firing, and the salaries, benefits, and duties of all other employees of the Association.

## **ARTICLE VI**

### **Sections**

Section 6.1 Sections. The Board may establish Sections of the Association that exist to cater to the needs of distinct groups of a significant number of Association Members. Each Section shall have bylaws that are consistent with the Bylaws of the Association that sets forth membership qualifications; dues, if any, in addition to the regular membership dues; rights and responsibilities of Section members; the activities of the Section (e.g., meetings, publications, CLE, etc.); how the affairs of the Section will be governed (e.g., how the Section President and other Section leadership will be elected); and other matters deemed appropriate by the Board. Each Section's bylaws shall be approved by the Board within the first year after such Section has been established.

Section 6.2 Young Lawyers Section. There shall be a Young Lawyers Section comprised of lawyers who are members of the Association (1) under thirty-six (36) years of age, (2) lawyers, regardless of age, who have graduated from law school within the last three (3) years, or (3) non-lawyers who are currently enrolled in law school. The Young Lawyers Section shall not have the right to adopt bylaws that are inconsistent with the Bylaws of the Association.

## **ARTICLE VII**

### **General Provisions**

Section 7.1 Contracts. The Board may authorize any Officer or Officers, the Executive Director, agent, or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances. Notwithstanding the foregoing, unless otherwise limited by the Board, the President of the Association shall have the power and authority to execute on behalf of and bind the Association with respect to contracts in the ordinary course of the Association's business and activities.

Section 7.2 Loans. No loans may be contracted on behalf of the Association and no evidences of indebtedness may be issued in its name unless authorized by the Board. Such authority may be general or confined to specific instances. The Association is prohibited from making loans (excluding advances made for legal defense made pursuant to Article VIII) to its Directors or Officers under any circumstances.

Section 7.3 Checks, Drafts, etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association shall be

signed by such Officer or Officers, the Executive Director, agent, or agents of the Association and in such manner as may from time to time be determined by the Board.

Section 7.4 Deposits. All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies or other depositories as the Board may select.

Section 7.5 Custodians. The Board may from time to time designate a bank, trust company or depository as custodian of the funds and properties of the Association, which custodian shall maintain a record of all receipts, expenditures, income and expenses of the Association and/or perform such ministerial duties as the Board by written direction may instruct. The custodian may receive fees for its services as may from time to time be agreed upon by the Board and the custodian.

Section 7.6 Agents and Attorneys. The Board may appoint such agents, attorneys and attorneys-in-fact of the Association as it may deem proper, and may, by written power of attorney, authorize such agents, attorneys or attorneys-in-fact to represent it and for it and in its name, place and stead, and for its use and benefit to transact any and all business which said Association is authorized to transact or do by the Articles, and in its name, place and stead, and as its corporate act and deed, to sign, acknowledge and execute any and all contracts and instruments, in writing necessary or convenient in the transaction of such business as fully to all intents and purposes as said Association might or could do if it acted by and through its regularly elected and qualified officers.

Section 7.7 Fiscal Year. The Board shall have the power to fix and from time to time change the fiscal year of the Association. In the absence of contrary action by the Board, the fiscal year of the Association shall begin on the first day of January in each year and end on the last day of December in each year.

Section 7.8 Interpretation. The terms “include,” “including” and similar terms shall be construed as if followed by the phrase “without being limited to.” The term “or” has, except where otherwise indicated, the inclusive meaning represented by the phrase “and/or.” The words “hereof,” “herein,” “hereby,” “hereunder,” and similar terms in these Bylaws refer to this Bylaws as a whole and not to any particular provision or section of these Bylaws. The masculine gender, when used throughout these Bylaws, shall be deemed to include the feminine.

Section 7.9 Electronic Communications and Signatures. Electronic communications, records and signatures may be used in connection with all matters contemplated by these Bylaws except to the extent prohibited by applicable law. Except as may be specifically set forth herein, the parties may use and rely upon electronic communications, records and signatures for all notices, waivers, consents, undertakings and other documents, communications or information of any type sent or received in connection with the matters contemplated by these Bylaws. An electronically transmitted (but not oral) document shall be deemed to satisfy any requirement under these Bylaws or applicable law that such document be “written,” “in writing” or the like. An electronic signature or electronically transmitted signature by any person on any document (properly authenticated) shall be deemed to satisfy any requirement under these Bylaws or applicable law that such document be “signed” or “or executed” by such person. An electronic

transmittal or communication (but not oral) of a document shall constitute delivery of such document. Neither the Association nor any Director may contest the authorization for, or validity or enforceability of, electronic records and electronic signatures, or the admissibility of copies thereof, under any applicable law relating to whether certain agreements, files or electronic records are to be in writing or signed by the party to be bound thereby.

Section 7.10 Conflicts of Interest Policy. The Board shall adopt a Conflicts of Interest Policy to govern conflicts of interest situations that may arise from time to time among the Association, Members, Directors, Association employees, Officers and agents.

## **ARTICLE VIII**

### **Indemnification of Officers and Directors**

The Association shall indemnify and protect any Director, officer, employee or agent of the Association, or any person who serves at the request of the Association as a Director, officer, employee, member, manager or agent of another Association, partnership, limited liability company, joint venture, trust, employee benefit plan or other enterprise, for any threatened or pending action, suit or proceeding, by reason of the fact that such person is or was serving in such capacity, against expenses, judgments, and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, including attorney's fees, to the fullest extent permitted by the laws of the State of Missouri, provided that (a) such person acted in good faith and in a manner such person believed in, or not opposed to, the best interests of the Association, and, with respect to any criminal proceeding, had no reasonable cause to believe such person's conduct was unlawful, (b) such person's conduct did not constitute gross negligence or willful or wanton misconduct, (c) such person did not breach the duty of loyalty to the Association, and (d) such person did not receive any improper personal benefit with respect to the transaction at issue.

## **ARTICLE IX**

### **Property Devoted to Corporate Purposes**

All income and properties of the Association shall be devoted exclusively to the purposes as provided in the Articles and these Bylaws. The Board may adopt such policies, regulations and procedures governing the management and/or disbursement of funds for such purposes as in its opinion are reasonably calculated to carry out such purposes as set forth in the Articles of Incorporation and these Bylaws, and, if applicable, by approval of a majority of the voting interests held by all Voting Members at a meeting of the Voting Members called for that purpose.

## **ARTICLE X**

### **Amendments**

These Bylaws may be altered, amended or repealed, and new bylaws may be adopted at any Annual Meeting of the Association, or at any special meeting called for that purpose, by a majority vote of the Regular Members present at such meeting; provided that adequate notice of any proposed alternation, amendment or repeal shall have been given. Any such amendment shall be effective upon adoption.

## CERTIFICATION

The undersigned, being the President of the Kansas City Metropolitan Bar Association, a Missouri nonprofit corporation, hereby certifies that the foregoing Bylaws are the duly adopted Bylaws of the Association.

Effective Date: December 11, 2015



Name: Scott S. Bethune

Title: President