



THE FREELANCE EXCHANGE

KC's Marketing Outsource Resource

Bylaws

As devised July 2003; last amended July 11, 2011

Article I—Name

This association shall be known as “The Freelance Exchange of Kansas City” (or “The Freelance Exchange” or “FX” or “FX of KC”). This association (club) is a 501(c)6 nonprofit, incorporated in Kansas, registered for operation in Kansas and Missouri.

Article II—Purpose

The purpose of the club shall be to:

- A. Enhance knowledge and skills by offering ideas pertaining to the issues of running a freelance business in the advertising/marketing industry, such as: billing, taxes, legal matters, etc. Information will be put forth by way of expert speakers at luncheon programs, roundtable discussions amongst attendees, educational series, as well as idea exchanges from the membership on the Web site, etc. Luncheon programs shall be held on the last Friday of each month, unless a holiday conflicts.
- B. Provide an atmosphere of fellowship, social interaction and support—an atmosphere for sharing knowledge and experience—based on the common goals and issues of freelancing in the advertising/marketing industry in Kansas City in order to exchange ideas. Happy hours shall be held on a quarterly basis or more. Special events may be planned at the discretion of the Board of Directors.
- C. Provide the opportunity for networking and gathering information on managing a small business, and publish a Directory for members and prospective clients once a year.
- D. Improve the image of freelance operation; to promote it as a viable, necessary and respectable business; to educate the business and advertising communities about our profession and business standards.
- E. Promote the club as Kansas City's Marketing Outsource Resource to agencies, design shops, corporations and small businesses in an effort to bring more project opportunities to club members.
- F. Provide a forum to recognize and showcase the talent and success of freelance members through the Portfolio Showcase, ICE Awards, and other avenues.

The club shall be committed to this purpose by way of funding through membership dues, sponsorships, ad sales, and program admission fees.

Article III—Membership

Sec. 1. **Definition:** Eligible members shall be self-employed (part-time or full-time) in the advertising/marketing industry, including, but not limited to, art directors, designers, copywriters, proofreaders, photographers, illustrators, account coordinators, Web developers, and PR and

media specialists in the Greater Kansas City area working for themselves with no more than two additional employees or partners. Each membership is subject to approval of the Board.

Sec. 2. Classes of Membership: There shall be four (4) classes of membership: Member, Associate Member, At-Large Member, and Affiliate Member; each is renewable on a yearly basis.

1. Member
 - a. Individual membership: applies to one individual person and is not transferable.
 - b. Dual membership: applies to two individuals who are the sole employees/partners of a small business, including interns and part-time employees. Dual memberships are not transferable.
 - c. Trio membership: applies to three individuals who are the sole employees/partners of a small business, including interns and part-time employees. Trio memberships are not transferable.

All persons with an individual, dual or trio membership shall enjoy all the rights, privileges and responsibilities of full membership including: the right to serve on the Board of Directors, free or discounted entry to programs and events, a free listing in the Directory and Web site, monthly club communications, and the opportunity to exhibit on one table at the Portfolio Showcase. (Dual and Trio members may purchase a second or third table at the Showcase, if space permits.)

Nonmembers are welcome to attend the club's luncheon programs for a small fee set forth by the current Board of Directors.

2. Associate Member
 - a. Associate membership: applies to a company that has a professional connection with the advertising/marketing industry and has more than three employees (i.e., printers, photography studios). The company itself holds the membership; any individual(s) can represent the company at an event; however, one person will be named as the primary contact.
 - b. Associate benefits include: access to networking with members, member luncheon rates, invitations to social events and roster and Web listings. Associate members may serve on the Board of Directors with the following parameters:
 - i. The percent of associate members on the Board cannot exceed the percent of associate members in the club.
 - ii. An associate member is not eligible for president.
 - iii. If the associate Board member should leave his/her company (which holds the membership), they must renew under the new company of which they take employment.
 - c. Associate members may participate in the Portfolio Showcase or ICE Awards by way of paid member sponsorship only.
 - d. Sponsors must apply and pay for an Associate Membership; this may be granted as part of a sponsorship package.
3. At-Large Member
 - a. At-Large membership: applies to individual members who have retired from active freelancing. To qualify, individual must be a current member in good standing for at least three (3) years and serve on at least two (2) committees (active volunteer).

- b. Membership dues would be at lower rate (\$35) and subject to application and board approval process.
 - c. Membership level would provide them with discounted access to events, access to membership-only events, and ability to serve on committees and possibly board positions. Membership level would NOT include portfolio space on the website or listing in the directory (since they are technically no longer working).
 - d. If the At-Large member decides to come out of retirement and/or starts freelancing, they will be responsible for a regular membership including full dues.
4. Affiliate Member
- e. Affiliate membership: applies to an advertising/marketing professional organization that has agreed to a trade with The Freelance Exchange of KC. The organization itself holds the membership; any individual(s) who are members of that club can represent the club at any event.
 - f. Affiliate benefits include: access to networking with members, serving on committees, member luncheon rates, invitations to social events, and Directory, e-mail and Web listings.
 - g. Affiliate members who are self-employed or who have two partners/employees or less may participate in the Portfolio Showcase and Freeb  Awards at the member rate.

Sec. 2a. Members outside the Greater KC Area: The Freelance Exchange of Kansas City will allow any regional or national individual to join as a member, provided that they fall within our other guidelines, with the exclusion that they cannot hold a position on the board.

Sec. 3. Application for Membership: Applications for membership shall be submitted to the Board of Directors for review. Notification of acceptance or rejection shall be communicated to the applicant within 30 days of the review. Membership shall be open to all advertising/marketing persons regardless of sex, gender, race, age, national origin, religion or sexual orientation.

The Freelance Exchange reserves the right to decline membership to anyone whose goals, personal agenda, or behavior is contrary to the image or objectives of the association. Such a decision is subject to a vote of the Board of Directors. In addition, no member shall act in the name of The Freelance Exchange or take any action that would bind The Freelance Exchange unless given written permission to do so by the President or by vote of the Executive Board.

Sec. 4. Membership Dues: All members shall pay dues on an annual basis. Dues shall help cover all normal-operating expenses of The Freelance Exchange. Only members whose dues are current—not past 30 days—shall be allowed to serve on the Board of Directors. Members whose dues are more than 30 days late shall be suspended from club membership rights and have 30 days to pay in full to prevent termination of membership. The dues structure shall be set by the Board of Directors and can be changed (increased or decreased) at their discretion. Any change in the dues structure must be communicated with a written notice to the membership at least 30 days before the change is to take place. The Membership Director may initiate a membership drive, allowing for reduced rates; however, these shall be permitted for new members only. No dues shall be refunded to any member whose membership terminates for any reason.

Sec. 5. Termination of Membership: In order to self-terminate membership, members must submit a written letter of resignation to the Board of Directors. The Board of Directors may terminate the membership of any member whose club conduct is detrimental to the image and

interests of the club or those who fail to pay for dues, ads, events, or no showing at a luncheon. Note: Those who freelance part time will not be allowed to promote their full-time job's services or products to this club or the membership and will be subject to membership termination if such activities are performed.

Article IV—Board of Directors

Sec. 1. **Composition:** The governing body of The Freelance Exchange shall be the Board of Directors. The Board consists of: President, Vice President, Secretary, Treasurer and (Immediate) Past President, as well as nine (9) additional Directors and four (4) Chairs. All Director and Chair positions are intended to be leadership positions over committees; no one is expected or encouraged to do all the work themselves. Directorships shall consist of the following positions:

- Communications
- Member Events (educational & social events)
- Marketing
- Membership
- Programs
- Sponsorships (to include Directory)
- Special Events (2)
- Web

In addition, four (4) Chair positions will be appointed underneath the Directors, including:

- Communications
- Membership
- Social Media/Public Relations
- Web

The Executive Board consists of the President, Vice President, Treasurer, Secretary, and (Immediate) Past President. Each Board member shall be granted full voting privileges. It is allowed that an Executive Board Member may hold more than one position on the Board but may only carry one vote.

The Executive Board shall conduct the general management of The Freelance Exchange, to recommend policy and courses of action for the betterment of the club to the rest of the Board. Executive Board meetings will be called by the President on a quarterly basis or as needed.

Sec. 2. **Club Founder:** The role of The Freelance Exchange Founder is both an advisory role and a position that honors the contributions of the club founder, Julie Cortés. The Founder does not have voting rights on the Board, nor approvals for financial transactions of the local chapter.

Sec. 3. **Term of Office:** Directors are elected to serve a two (2)-year term with the option to continue after one (1) year. No Director shall be eligible to hold more than three (3) consecutive terms on The Freelance Exchange Board. Directors must be reelected to serve additional terms. The term shall begin on the first day of the club's fiscal year (July 1) and end on the last day of the club's fiscal year (June 30).

In the event of illness, death, vacancy, resignation, or dismissal of a Board member other than the Immediate Past President, the President—with the majority approval of the Board of Directors—shall appoint a successor who shall take office immediately and serve out the

remaining term of office and position on the Board. If the vacant position is an Executive Board position, the Board may nominate and approve an existing Board member to fill the executive position first, then proceed with the appointment and approval of a Director successor in the manner set forth above.

Any Board member—executive or Director—can be removed from the Board by failing to attend three (3) Board meetings during the fiscal year he/she is elected or appointed to serve without just cause or providing a thorough status report or by failing to perform his/her duties. (See Board Policies.) If any of the policies are broken, with the approval of the Exec Board, a two-part warning system will be followed, with removal on the 3rd offense. Removal must be approved by a majority vote of the rest of the Board.

Sec. 4. Nomination of Directors: The nomination and election process shall be chaired by the (Immediate) Past President or President. The process shall begin with a request for nominations being submitted to the general membership during each April. Members may nominate themselves as well as any other deserving member. If the nominee is a member in good standing, and with the approval of the Board of Directors, the nominee will be asked to submit a bio for the election ballot. It is the duty of the current Board to determine how many vacancies there will be at the end of the term in April and to try to acquire nominations for double the amount of positions to be filled. In the event of not having enough nominees to hold proper external elections, the Board may vote to appoint the appropriate number of volunteers needed to fill open positions, then proceed with internal elections. Board members serving the prior year are provided first right of refusal in continuing in their current roles. If a Board member in good standing opts to continue in their current role, the position will default to the Board member without a Board vote.

Sec. 5. Election Procedures: By May 5 of each year, a slate of candidates (determined through the procedures in Article IV, Section 3—Nomination of Directors) with their bios will appear on a ballot (paper or electronic) that is to be mailed or e-mailed to all members in good standing. Completed ballots must be signed, and faxed, mailed, or completed online (as determined by the Election Chair) no later than 5 p.m. on June 10. Ballots received after the deadline, from those who are not in good standing, or that do not contain the member's legible signature will not be counted. The candidates receiving the largest number of votes shall be considered elected to fill the available positions of the Board of Directors for one term. If there is a tie, the current Board shall vote. The ballots shall be counted and verified by at least two current Board members.

At the regularly scheduled July (turnover) Board meeting, the newly elected Board members shall attend. Internal voting procedures will be done to fill each specific open position. Voting will be done by secret ballot and will be conducted by the (Immediate) Past President. If there is a tie, the vying candidates will each be asked to vocalize why they should be in this position. They will then be asked to leave the room and a secret ballot will again be conducted.

Sec. 6. Meetings: The Board of Directors will regularly meet once a month or as otherwise called by the President. The Board cannot conduct an official meeting without the presence of either the President or Vice President. Executive Board meetings shall be conducted quarterly or as otherwise called by the President. The President shall conduct both Board and Executive Board meetings. If the President is unable to attend, the Vice President shall then conduct the meeting. An annual retreat led by the President shall be held at the beginning of each term to facilitate camaraderie, team building, and the creation of goals for each individual and for the club.

Voting shall only commence when a quorum of the Board is present. A quorum shall constitute of a majority (2/3) of the Board members present. Any member of The Freelance Exchange of Kansas City in good standing—including Chairpersons—can attend a Board meeting but may not vote at such meetings. Agenda items shall be submitted to the President or Secretary at least 36 hours in advance of a Board or Executive Board meeting.

The rules contained in the current edition of *Robert's Rules of Order - Newly Revised* edition shall govern the club in all cases to which they are applicable, in which they are not inconsistent with these bylaws and any special rules of order the club may adopt. This includes, but is not limited to, quorum, motions, voting, and all other parliamentary procedures.

Sec. 7. **Duties:**

A. General: The duties of The Freelance Exchange Board shall be to conduct and approve the general management of the club; participate in the development of, review and approve the operating budget; to approve all programs/events; to chair a committee as determined by each elected position; to approve each membership application; to attend all scheduled meetings of The Freelance Exchange Board; to dismiss from the Board any Director who misses three (3) scheduled Board meetings (without permission from the President) per year; and to attend most scheduled club programs and events. Excused absences include illness, family crisis, work, vacation, personal issue (i.e., childbirth, marriage), and religious holiday.

B. Executive Board: The Executive Board shall conduct the general management of The Freelance Exchange, to recommend policy and courses of action for the betterment of the club to the rest of the Board. The Executive Board shall too be subject to the orders of the Board and is not empowered to take any action binding on the club without the approval of The Freelance Exchange Board.

C. Individual Duties:

1. President—The President of The Freelance Exchange shall be a member of the Executive Board and shall preside over all meetings of the Executive Board, Board and general membership—preserving order and supervising the observance of the bylaws and parliamentary procedures as set forth by The Freelance Exchange. The President shall be an ex-officio member of all committees and shall sign written contracts and disbursements over \$100.

2. Vice President—The Vice President of The Freelance Exchange shall be a member of the Executive Board and shall preside over all meetings of the Executive Board, Board, and general membership in the absence of the President. The Vice President shall be an ex-officio member of all committees as designated by the President and work with other Board members in the organization and follow-through of their duties as specified in these bylaws. The Vice Presidency is a grooming position for the Presidency. He or she will be expected to fill the Presidential role come the next vacancy.

The Vice President shall also be responsible for managing the Reward & Recognition Program:

a. Reward & Recognition Program – a program devised to reward and recognize Board members and volunteers. (See Reward & Recognition Program.) The grandfathering clause covers anyone who has served on

the Board both currently and prior to March 2007. If a former Board member should choose to rejoin the Board within three (3) years of their previous term, the rewards shall be given based upon their total time of service. Rewards may be redeemed up until 1 year after a Board Member steps down from the Board. If there is a discrepancy between two rewards, the greater shall be given. (For example, no discounted ads will be rewarded when a larger free ad is available.) If someone should choose to step down from the Board before their term is complete, the Executive Board will determine whether or not the individual should reimburse the club for the rewards given.

3. Secretary—The Secretary of The Freelance Exchange shall be a member of the Executive Board. Duties shall include keeping correct minutes of all proceedings at the meetings of the Board and the Executive Board, to keep records of attendance at Board meetings, to be responsible for sending thank-you notes to deserving parties, and shall perform all other duties as designated by the President.

4. Treasurer—The Treasurer of The Freelance Exchange shall be a member of the Executive Board. Duties shall include keeping full and accurate financial records of all receipts and disbursements in books belonging to The Freelance Exchange and handing these over at the end of their term, depositing all monies into The Freelance Exchange bank account, monitoring all club PayPal activities, maintaining accurate accounting records for review at each Board meeting, approving all expenditures (with a second signature from the President for all checks made out for \$100 or more). In addition, the Treasurer shall work with the Board of Directors in developing a budget for the fiscal year, to work with the Sponsorship Director to ensure fiscal responsibility, to collect membership dues, attendance/exhibit fees, and sponsorship/ad dollars from Directors, to file taxes, handle incorporation renewals, and to perform all other duties as designated by the President.

5. (Immediate) Past President—The Immediate Past President shall serve in an ex-officio capacity on the Board, helping to guide the current President and Board. This person shall be responsible for chairing the nomination and election process each year. In the event a President steps down off the Board all together, it is allowed that the existing IPP remain in place and be referred to as 'Past President.'

6. Communications Director—The Communications Director shall be responsible for managing/delegating all communicative activities and chairpersons. In addition, this individual shall establish and/or maintain club branding, style guides, etc., as needed. The following position shall be assigned (if not already appointed) by – and overseen by – the Communications Director but are not elected by the membership and does not hold a voting position on the Board:

- a. **Communications Chair** shall be responsible for all internal club communications that promote club events, general information, and sponsors to members. This includes, but is not limited to: e-mails, newsletters, printed mailings and flyers. Duties also include working closely with the Marketing Director, Web Chair and PR Director, and assisting any other Director who needs internal correspondence.

7. Web Director – The Web Director shall be responsible for managing/delegating all Web activities, including concept, design and build of the club's Web site. This person will additionally work closely with the Marketing Director, Communications Director and Communications Chair.

- a. **Web Chair** shall be responsible for the content and maintenance of the club's Web site. Duties include maintaining the online member directory and portfolio section, promoting upcoming club events, providing general information about the club, promoting sponsors, uploading banner ads, and managing e-commerce activities.

8. Member Events Director – Will handle Educational and Social events for the organization. Responsible for establishing a year-long educational series for Freelance Exchange members. Meetings are to stand in addition to regularly monthly meetings; may be quarterly, monthly or other at the discretion of the chair as long as there's a regular schedule. Some meetings shall cater to discipline-specific audiences (printing techniques, software training, etc.); some for those first starting out as freelancers (what you can write off for taxes, what you should include in your contract, and more); and other best business practices.

Also responsible for planning and executing social events for the club. These include quarterly (or more) happy hours and assisting with the annual holiday party. Other events may be planned as well throughout the year, (i.e., summer picnic, Royals games, etc.). Duties include securing the time, date, location, raffle prizes, and any food or drink specials for the event. Duties also include providing ample information in a timely manner to the Communications, Web & PR Directors in order to promote the event. In addition, the Social Director shall be responsible for researching, establishing and managing appropriate philanthropic efforts to be undertaken by the club.

9. Marketing Director—The Marketing Director shall be responsible for the management of all external marketing efforts to the community at large, including but not limited to: direct mail, Web promotions, e-mails and more. This individual will work closely with the Communications Director, Web Director, Web Chair and PR Director to ensure all messages are in sync, as well as with the Roster Director to determine best efforts for distribution.

- a. **Social Media & Public Relations (PR) Chair** – The Social Media & Public Relations Chair shall be responsible for all external club communications that promote the club's events, general information, etc., to various outlets. These should include, but not be limited to, press releases to local and regional media, advertising placement and ongoing relations with other trade organizations. Press releases shall be sent out to promote each event or club happening in a timely fashion. This person shall also be responsible for establishing, maintaining, and updating communications about the club and club activities via online, social networking, and social media avenues, including but not limited to LinkedIn, Twitter, and Facebook. Duties also include working closely with the Communications Director, Marketing Director, Web Director and Web Chair.

NOTE re: Board Policy concerning PR efforts: Any Board member who chooses to attend a networking function with the primary purpose of promoting The Freelance Exchange may be reimbursed for up to 50% of the entry costs. The Board will cast a vote on reimbursing Board members for such events on a case-by-case basis prior to the event.

10. Membership Director—The Membership Director shall be responsible for the planning and execution of an ongoing program to gain and secure club members. Duties include overseeing the application process, preparing and distributing promotional materials promoting membership and benefits; recommending dues structures to the Board; and keeping records of member attendance at all club events. Additionally, the Director will manage all membership special projects, including but not limited to: membership drives, welcome packets, new member receptions, membership brochures, surveys, and more. This individual will work closely with the Communications Chair to ensure distribution lists are accurate. The following position shall be assigned (if not already appointed) by – and overseen by – the Membership Director but is not elected by the membership and does not hold voting positions on the Board:

a. Membership Chair shall process applications for membership and notifying each applicant within 30 days of acceptance or rejection from the Board of Directors. Additionally, the Chair shall assist with all membership special projects, including but not limited to: maintaining a database of both current paid members and prospective members (nonmembers), membership drives, welcome packets, new member receptions, membership brochures, surveys, and more.

11. Programs Director—The Programs Director shall be responsible for the planning and execution of monthly lunch programs, including the choice of topics and speaker(s) if applicable, the time, date, and location for the meeting. Duties include providing ample information in a timely manner to the Communications Director to promote the event; providing the speakers' contact information to the Secretary for thank-you notes; and collecting program fees and supplying a no-show list to the Treasurer for billing.

12. Special Events Directors (2)—The Special Events Directors shall be responsible for the planning and execution of the annual Portfolio Showcase and ICE Awards Show. Duties involve establishing and directing a committee of volunteers to assist with each event in the capacity of creative, operations, communications, sponsorships, PR, and any other realm as needed. The Special Events Directors will work closely with the Communications, Marketing, and PR Directors, plus the Web and Social Media Chairs, to ensure a consistent message is being communicated.

13. Sponsorships Director—The Sponsorships Director shall be responsible for the selling advertisements and sponsorships to members, vendors and prospective employers to help offset the cost of the club's operating expenses. Ads may be sold in the member directory, on the Web site, in e-mails, and in the monthly newsletter. Sponsorships may be sold for special events and in yearlong packages. This individual may also be asked to assist with garnering raffle prizes for programs,

happy hours and special events as well as helping secure donations and discounts for the production of the membership directory.

Sponsorships Director shall also be responsible for the organizing, planning, production, and distribution of the club's membership directory. This includes getting services and materials donated, as well as soliciting ads. The directory is to be produced once a year in time for the Portfolio Showcase. Directories are to be distributed and available to any Freelance Exchange member, as well as any potential client who requests a copy. Also responsible for forming and managing a committee to distribute directories to area businesses on a regular basis (i.e., monthly, quarterly) such that by the time the next version of the directory is available, all copies of the existing version have been distributed.

Article V—Fiscal Control

A. The fiscal year of The Freelance Exchange shall be from July 1 through June 30.

B. No funds of The Freelance Exchange shall be distributed to its members, Directors, Executive Board members, or private persons except for the reimbursements or payment for services and/or products purchased for the benefit of the club.

C. All checks, deposits, withdrawals and evidence of indebtedness of The Freelance Exchange shall be signed by the Treasurer or second account holder.

D. The Treasurer shall have the authority to sign checks in the amount not to exceed \$3000, and all checks over \$100 shall require the approval of the President in addition to that of the Treasurer.

E. The Treasurer is the primary account holder, and the President is the secondary account holder. The Past President may also be provided access to the account in the event that the Treasurer and/or President are not available.

F. Prior to the end of July, each Board Member shall submit to the Treasurer an estimate of funds needed for each program or project for that fiscal year. In turn, the Treasurer shall provide that budget to the Board for approval before any monies may be spent.

Article VI—Amendments to the Bylaws

These bylaws may be amended at any regular Board meeting of The Freelance Exchange where a quorum of the Board is present provided that the amendment has been submitted to the Board in writing at least thirty (30) days in advance of the meeting in which the amendment is to be voted upon.

Article VII—Indemnification

The Freelance Exchange shall, in accordance with Kansas law, and to the extent legally permissible, indemnify and hold harmless any person serving or who has served as a Director, Executive Board Member, or agent of The Freelance Exchange against all liabilities and expenses, including amounts paid in satisfaction of judgment, in compromise or as fines and penalties, and counsel fees, reasonably incurred by such individual in connection with the defense or disposition of any claim, action, suit or other proceeding whether civil or criminal, in which such individual may be involved or with which such individual may be threatened, while serving to thereafter, by reason of being or having been such a Director, Executive Board Member or agent, except with respect to any matter as to which such individual shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such individual's action was in the best interest of The Freelance Exchange. Indemnification shall be in addition to, and not exclusive of, any other rights to which those indemnified may be entitled under these bylaws or any agreement, vote of members or otherwise.