



THE FREELANCE EXCHANGE

KC's Marketing Outsource Resource

The Freelance Exchange of Kansas City Bylaws

Established July 2003; last amended August 1, 2020

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:

1. **Support our members:**

- a. Enhance knowledge and skills by offering ideas pertaining to the issues of running a freelance business in the advertising/marketing industry, such as: proposal writing, accounting and, taxes, legal matters, sales, marketing, etc. Information may be disseminated using a variety of channels including expert speakers at luncheon programs, roundtable discussions amongst attendees, email newsletters, special events, and idea exchanges on the website, and Facebook and LinkedIn member groups..
- b. Provide an inclusive atmosphere of fellowship, social interaction and support for all members —an atmosphere for sharing knowledge and experience—based on the common goals and issues of freelancing in the advertising/marketing industry in Kansas City. An event schedule will be set by the Board of Directors at the beginning of each term in July to include activities such as monthly luncheons, happy hours, coffees, outings and other social networking events.
- c. Provide continuing education, networking and social opportunities; encourage collaboration, referrals, partnerships, teams and virtual agencies; provide an opportunity for discussion to gain clarity on complex issues affecting the advertising/marketing industry; and help facilitate camaraderie and sharing amongst like-minded professionals.
- d. Provide a forum to recognize and showcase the talent and success of freelance members through the Portfolio Showcase, online directory, and other avenues.

2. **Promote our members to the industry:**

- a. Improve the image of the term “freelance” and what it means/includes; to promote it as a viable, necessary and respectable business; to educate the business and advertising communities about our profession and industry standards.
- b. Promote the club to agencies, design shops, corporations, small businesses and more in an effort to bring more clients and project opportunities to club members.

3. **Encourage diversity and inclusion:**
 - a. In a visible commitment to incorporating the values of diversity, equity, and inclusion (“DEI”) in the governance and operations of this organization, FX will establish these values as part of the Code of Ethics adopted by the Board each year.
4. **Look for opportunities to expand nationally.**

The club shall be committed to this purpose by way of funding through membership dues, sponsorships, ad sales, and event 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, PR and social media specialists, media buyers/planners and in the Greater Kansas City and Lawrence areas who work 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 two (2) classes of membership: Individual Member and Associate Member; each is renewable on a yearly basis on the date that they joined.

1. Member
 - a. Individual membership: applies to one individual person and is not transferable. Rate: \$75. One-time application fee: \$25. Annual renewal fee is \$75. If membership lapses three or more years, \$25 application fee will again be required.
 - b. Small business membership: applies to small businesses that have two or three employees, including partners, interns, and part-time employees. Small business memberships are not transferable. Rate: \$125 Application fee: \$25. Renewal fee is \$125.

All persons with an individual or small business 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 on the website, monthly communications, and the opportunity to exhibit at the Portfolio Showcase (for a small fee).

Nonmembers are welcome to attend luncheon programs for an additional fee set forth by the current Board of Directors. Happy hours and coffee meetups are free to attend.

2. Associate Member
 - c. Associate membership: applies to a company that has a professional interest or connection with the advertising/marketing industry and has more than three employees (i.e., printers, headhunters, 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 in the database and on the website. Rate: \$100 Application fee: \$25. Renewal fee is \$100.
 - a. Associate benefits include: access to networking with members, member luncheon rates, invitations to social events and website 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 cannot serve as 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.
- b. Associate members may participate in the Portfolio Showcase by way of paid member sponsorship only.
- c. Sponsors who wish to join the club must apply and pay for an Associate Membership; however, this may be granted as part of a sponsorship package.

3. Student Member

- d. Student Membership: applies to a student who is enrolled part-time or full-time in classes. Rate: \$50 with no application fee. Renewal fee is also \$50.
- e. Student members can gain access to the Portfolio Showcase and programming at a discounted rate set by the Special Events Director each year.

Sec. 2a. **Members outside the Greater KC and Lawrence areas:** 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 Membership Director for review. If there is a question or concern of eligibility, the President and/or Executive Board will be notified. Notification of acceptance or rejection shall be communicated to the applicant within 14 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, renewable at each member's join date. Dues shall help cover all normal-operating expenses of The Freelance Exchange. If a member allows their membership to lapse three years or more, an application fee will be charged to renew. Only members whose dues are current—not past 30 days—shall be allowed to serve on the Board of Directors and attend events at the member rate. 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 and website listing to be removed. 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. Those who serve on the Board of Directors and Chairs will have their dues waived while in office. In the case that a Board Member leaves their position, membership dues will be collected to remain a Member. Upon becoming a Board Member, Members are eligible for a pro-rated refund on membership dues. **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, or events.

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. Any work sample shown in a member's FX online portfolio that was produced while working full-time must give proper credit to the agency, design shop or corporation and not be presented as though it were a freelance project.

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
- Marketing
- Membership
- Outreach
- Programs
- Social
- Social Media
- Special Events
- Web

Chair positions may be appointed underneath the Directors, such as:

- Communications: Communications
- Marketing: Design, Public Relations, Event Marketing, Podcast
- Membership: Membership
- Outreach: Outreach, Sponsorships
- Web: Web

The Executive Board consists of the President, Vice President, Treasurer, Secretary, Board Member-at-Large, (Immediate) Past President, and Club Founder. Each Board member shall be granted full voting privileges (with the exception of Club Founder). 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.

Liaisons: The Executive Board members will also choose individual directors and serve as liaisons to those individuals. In this role, the Executive Board members will answer questions, ensure completion of director duties, and, when possible, attend committee meetings.

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 unless concurrently serving in a position or in the event of a tied vote, Club Founder will serve as the tie-breaker.

Sec. 3. **Term of Office:** Directors are elected or appointed 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 re-elected or re-appointed 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 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 or Appointments of Directors: The nomination and election process may be chaired by the (Immediate) Past President and/or President. The process may 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 and photo headshot 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 or appointments. 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 4—Nomination of Directors) with their bios will appear on a ballot that is to be e-mailed to all members in good standing. Completed ballots must be signed, 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. In the event that there aren't enough candidates the Executive Board may appoint to fill the positions. These appointments shall be voted on and approved by the Board.

At the regularly scheduled July (turnover) Board meeting, the newly elected Board members shall attend. Internal voting procedures will take place 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 may be held at the beginning of each term to facilitate camaraderie, team building, and the creation of goals and budgets for each individual and for the club.

Voting shall only commence when a quorum of the Board is present. A quorum shall constitute a majority (2/3) of the Board members. 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 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:

1. **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 position; to assist with PR/social media and sponsorship efforts; 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. Absences may be excused by the president with written email notice given.
2. **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.
3. **Individual Duties:**
 - a. **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 approve disbursements over \$100.
 - b. **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 and is expected to fill the Presidential role come the next vacancy.
 - c. **Secretary**—The Secretary of The Freelance Exchange shall be a member of the Executive Board. Duties shall include preparing meeting agendas, keeping correct minutes of all proceedings at the meetings of the Board and the Executive Board, keeping records of attendance at Board meetings, tracking and implementing the organization's reward and recognition plan approved by the Board, sending sympathy, get well, and thank-you notes, cards, gifts to deserving parties, and shall perform all other duties as designated by the President.
 - d. **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, Stripe, and Eventbrite activities, maintaining accurate accounting records for review at each Board meeting, approving all expenditures (with a second approval 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 ensure fiscal responsibility, to collect membership dues, attendance/exhibit fees, and sponsorship/ad dollars, to work with the organization's accountant to file taxes, handle incorporation renewals, and to perform all other duties as designated by the President. The Treasurer is also responsible for working in tandem with the club's accountant.

e. **(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 former 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.'

f. **Member-at-Large** — The Member-at-Large shall help oversee the activities of FX and ensure the organization is a healthy and viable member organization. This individual shall serve on various committees and take on special projects as assigned by the President. The person shall think strategically and futuristically taking into account the needs of the entire membership, identify opportunities, address challenges, generate solutions, manage positive change and help suggest and implement policy changes.

g. **Founder** — The Founder is responsible for ensuring the organization's vision is being achieved while offering an attractive resource for potential members and businesses. This individual concentrates on creating value for the members and making sure that FX is constantly evolving and changing with the times. The Founder is ultimately responsible for helping oversee the operations, management, and administration of FX and may fill empty director positions, as needed, if desired, and approved by the Board.

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

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: email newsletters, blog articles and membership emails. Duties also include working closely with the Marketing, Web and Social Media Directors, and assisting any other Director who needs internal correspondence.

i. **Web Director** – The Web Director shall be responsible for managing all web activities, including concept, design and build, plus ongoing maintenance and proper working of the club's website. This person will work closely with the Marketing, Communications and Social Media Directors. The following position may be assigned (if not already appointed) by – and overseen by – the Web Director but is not elected by the membership and does not hold a voting position on the Board:

Web Chair shall be responsible for the content and maintenance of the club's website. 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. This individual will also help monitor any comments made on the website and remove them, if harmful or disparaging.

j. Social Director – The Social Director will be responsible for the planning and executing of social events for the club. These may include happy hours and coffee meetups, as scheduled and approved by the Board each year. This person will also assist with the annual holiday party. Other events may be planned as well throughout the year, (i.e., summer picnic, Royals games, etc.). Duties may include securing the date, time, location, raffle prizes, and any food or drink specials for the event. It is critical that the Social Director provide complete event information in a timely manner to the Communications, Marketing, Web and Social Media Directors in order to promote the event. The Social Director is allowed up to \$50 for each event to cover appetizers, snacks, or other.

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In addition, the Social Director may take on the researching, establishing and managing of any appropriate philanthropic efforts to be undertaken by the club and coming up with other activities (i.e., speed networking) that would encourage members to further get to know one another.

l. Marketing Director—The Marketing Director shall be responsible for the management of all marketing efforts to the community at large, including but not limited to: direct mail, web promotions, brochures, flyers, emails and more. This individual is responsible for establishing and/or maintaining club branding, style guides and creative assets for monthly events, social media, etc., as needed.

The Marketing Director will also work closely with the Communications, Web and Social Media Directors to ensure all messages are in sync and to determine best efforts for distribution. The following position may be assigned (if not already appointed) by – and overseen by – the Marketing Director but is not elected by the membership and does not hold a voting position on the Board.

i. Podcast Chair - The Podcast Chair is responsible for creating and maintaining an ongoing podcast in the name of The Freelance Exchange to further its purpose and mission. Topics may include freelance practices, member spotlights, and any other topics the Podcast Chair deems fit.

ii. Design Chair – The Design Chair is responsible for creating the images using the content provided for monthly luncheons and any other social events. The Chair may work with the Marketing Director to create and produce assets related to external marketing efforts (ex: direct mail, brochure, etc.)

iii. Public Relations (PR) Chair – The Public Relations Chair shall be responsible for all external public relations 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, and announcements in media/community calendars. Press releases shall be sent out to promote each special event or relevant club happening in a timely fashion.

NOTE re: Board Policy concerning PR efforts with the **primary purpose of promoting The Freelance Exchange:**

Networking functions: Any Board member, Chair, or Committee member who chooses to attend a networking function with the primary purpose of promoting The Freelance Exchange may be reimbursed for up to 100% of the entry costs. The Board will cast a vote on reimbursing Board members for such events on a case-by-case basis.

Chamber memberships: The Freelance Exchange may purchase a club membership for any of the local chambers of commerce. Any board member may attend as a representative of the club.

Award shows: Any award show that The Freelance Exchange has entered, FX will pay for the entry fees and pay for 100% (up to \$100 per ticket) for anyone on the creative team or who volunteered towards the effort of the project (up to 5 people). This does not include spouses or significant others.

Conferences and seminars: Each will be determined on a case-by-case basis to be considered: conference fee, travel, hotel, food/drink. Per diem while traveling up to 50%.

m. Social Media Director—The Social Media Director shall be responsible for establishing, maintaining, updating, growing and reporting on the club’s social media accounts on LinkedIn, Twitter, Instagram, MeetUp, Facebook and any other platform approved by the Board. This includes setting up events, live tweeting (or FB live) programs, sharing pictures, promoting upcoming events, sharing tips and tricks on running a freelance business, promoting membership benefits, and engaging with followers and prospects online.

n. 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 Director to ensure distribution lists are accurate, the Social Director to help facilitate activities such as new-member orientation, coffee meetups, etc. The Membership Director is also responsible for managing the members-only social channels including: starting and responding to conversations, responding to requests, adding/inviting new members and deleting non-current members. 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:

Membership Chair shall process applications for membership and notify each applicant within 14 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, working with the Web Director on surveys, and more.

o. Programs Director—The Programs Director shall be responsible for the planning and execution of monthly luncheon programs, including the topic and speaker(s), if applicable, plus the time, date, and location for the meeting. Duties include providing information by the deadline set to the Communications, Web and Social Media Directors to promote the event; completing the event information document which includes the speakers' contact information; and collecting program fees. This individual shall also keep an up-to-date list of past and potential speakers and luncheon locations, and store it on the club’s Google Drive.

p. Special Events Director —The Special Events Director shall be responsible for the planning and execution of all large-scale events including the annual Portfolio Showcase, Freelance Focus, and any other special event they plan with Board approval. Duties involve establishing and directing a committee of volunteers to assist with each event in the capacity of creative, operations, logistics, communications, sponsorships, PR, and any other realm as needed. The Special Events Director will work closely with the Communications, Marketing,

Web and Social Media Directors to ensure a consistent message is communicated to the appropriate audience(s).

q. Outreach Director—The Outreach Director shall be responsible for leading the charge of expanding the reach of the organization to local businesses (ad agencies, design shops, large corporations, and more) and resource groups (i.e., KC SourceLink) with the intent to solidify FX as a top-of-mind resource from which to find freelance talent. This includes, but is not limited to: meeting with leaders and decision makers of aforementioned businesses, attending other groups' activities (KCCU* clubs, Chambers, design and creative Meetups, etc.), participating in groups and forums on LinkedIn and Facebook to help further get the word out about FX, utilizing FX promotional materials (brochures, flyers, website, etc.), organizing and soliciting club sponsorships and ad sales, and working closely with the Marketing and Membership Directors to align and organize campaigns that follow suit.

Networking **Chair** will work in tandem with the Outreach Director to represent FX at trade shows, expos, and networking events. The Chair may assist with all outreach efforts, including but not limited to: creating presentations to share with organizations and target agencies/businesses, responding to requests for talent on social media, attending industry functions, soliciting sponsors and ads, and more.

i. Networking functions: Any Board member, Chair, or Committee member who chooses to attend a networking function with the primary purpose of promoting The Freelance Exchange may be reimbursed for up to 100% of the entry costs. The Board will cast a vote on reimbursing Board members for such events on a case-by-case basis.

ii. Chamber memberships: The Freelance Exchange may purchase a club membership for any of the local chambers of commerce. Any board member may attend as a representative of the club.

iii. Trade shows: FX will pay for the entry fees and pay for up to 100% of the costs to either exhibit at or attend a trade show or expo with the intent to promote the club.

**KCCU (Kansas City Clubs United) - is a presidents' council of 12 industry clubs, representing the KC chapters of: AAF, AIGA, AMA, BMA, DMA, FX, IABC, IMA, Media Mix, PRSA, SEMA, and SMC.*

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. These reimbursements must be approved by the President in addition to the Treasurer.

C. All checks, deposits, withdrawals and evidence of indebtedness of The Freelance Exchange shall be signed by the Treasurer or other 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 and the Founder are the secondary account holders. The Founder (Owner of the account) and Treasurer are the only ones needed in-person at the bank to transfer access to the new Treasurer. 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 June, each Board Member shall submit to the Treasurer an estimate of funds needed for each program or project for that fiscal year in order to create a budget. In turn,

the Treasurer shall provide that budget to the Board for approval before any monies may be spent.

G. In the case that the chapter would close, the club will donate the remaining funds to a chosen charity of their choice, which is approved by majority vote of the board with a quorum of the remaining board present.

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 of KC shall indemnify each person who has been or is a party, or is threatened to be made a party, to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, investigative, or appellate, other than an action by or in the right of The Freelance Exchange, by reason of the fact that such person is or was a director or officer of The Freelance Exchange, against all liabilities and expenses, including, without limitation, judgments, fines, reasonable amounts paid in settlement, attorneys' fees, and other expenses actually and reasonably incurred by such person in connection with such action, suit or proceeding if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of The Freelance Exchange, and, with respect to any criminal action or proceeding, had no reasonable cause to believe such person's conduct was unlawful.