



THE FREELANCE EXCHANGE

KC's Marketing Outsource Resource

Bylaws

As devised July 2003;

last amended June 19, 2023

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: billing, taxes, legal matters, etc. Information will be put forth by way of expert speakers at monthly luncheon programs, roundtable discussions amongst attendees, as well as idea exchanges on the website, etc.
 - 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. Happy hours and coffee meetups are held monthly.
 - c. Provide continuing education, networking and social opportunities; encourage collaboration, referrals and virtual agencies; and help facilitate camaraderie and sharing amongst like-minded professionals.



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- 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. 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 more 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 four (4) classes of membership: Individual, Small Business, Associate and Student. Each is renewable on a yearly basis on the date that they joined. The application fee is due upon first



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joining. Should a member not renew their membership and return more than three years later, a new application fee would apply.

1. Individual Member

Individual membership: applies to one individual person and is not transferable. Rate: \$75. Application fee: \$25. The annual renewal fee is \$75.

2. Small Business Member

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. The 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. Social events are free to attend.

3. Associate Member

- a. 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, paper vendors, 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



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primary contact in the database and on the website. Rate: \$100
Application fee: \$25. Renewal fee is \$100.

- b. 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 percentage of associate members on the Board cannot exceed the percentage of associate members in the club.
 - ii. An associate member is not eligible for president.
 - iii. If the associate Board member should leave their 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 by way of paid member sponsorship only.
- d. 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.

4. Student Member

- e. 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.
- f. Student members can gain access to the Portfolio Showcase and programming at a discounted rate.



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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.

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 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, renewable at each member's join date. 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 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



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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 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, (Immediate) Past President, Member at Large, as well as nine (9) additional Directors and seven (7) 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:



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

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

- Communications
- Marketing: Design Chair
- Membership
- Outreach: Public Relations
- Social Media
- Web
- Web Special Projects

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



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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, without approval from the 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 they are elected or appointed to serve without just cause or providing a thorough status report or by failing to perform their 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.



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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 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 (paper or electronic) that is to be mailed or e-mailed to all members in good standing. Completed ballots must be signed, 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. 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.



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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 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 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.



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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.
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



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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. They will be 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 creating agendas and 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.
- 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 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. **Member at Large**—The Member at Large shall be a member of the Executive Board serving as a representative of the FX membership. Duties may vary from year to year, yet may include: helping out on



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other committees, establishing and maintaining external member benefits, helping garner club and event sponsorships, writing grants, helping advocate for the rights of freelancers, creating and updating a list of freelance resources, and more.

- f. **(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.'
- g. **Communications Director**—The Communications Director shall be responsible for managing/delegating all communicative activities (email, blogs, etc.) 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: e-mails and newsletters. Duties also include working closely with the Marketing, Web and Social Media Directors to ensure a cohesive message, and assisting any other Director who needs ~~internal~~ correspondence.

- h. **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, brochures, flyers, emails and more. This individual is



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responsible for establishing and/or maintaining club branding, style guides, and creative assets including social media, etc., as needed.

They will also work closely with the Communications, Web, and Social Media Directors to ensure all messages are in sync and to determine the 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. 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. **Design Chair** – The Marketing Chair is responsible for creating the images using the content provided for monthly luncheons and socials. They will work with the Marketing Director to create and produce assets related to external marketing efforts (ex: direct mail, brochure, etc.)
- i. **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, and the Social Director to help facilitate activities such as new-member orientation, coffee meetups, etc.



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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 a voting position on the Board.

Membership Chair shall process applications for membership and notify 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, working with the Web or Communications Director on surveys, and more.

- j. **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 the aforementioned businesses, attending other groups' activities (KCCU clubs, Chambers, design and creative Meetups, etc.) utilizing FX promotional materials (brochures, flyers, website, etc.), and working closely with the Marketing and Membership Directors to align and organize campaigns that follow suit.

Duties and responsibilities may include manning a tradeshow booth, representing FX at networking functions, and assisting with any needed Membership special projects.



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The following position may be assigned (if not already appointed) by – and overseen by – the Outreach Director but is not elected by the membership and does not hold a voting position on the Board:

Public Relations (PR) Chair – The 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 in local publications and with other trade organizations, and announcements in media/community calendars. Press releases shall be sent out to promote each event or club happening in a timely fashion.

NOTE: See [Board Policy](#) concerning PR and Outreach efforts with the primary purpose of promoting The Freelance Exchange.

- k. **Programs Director**—The Programs Director shall be responsible for the planning and execution of monthly lunch programs, including the topics and speaker(s), if applicable, plus the time, date, and location for the meeting. Duties include providing ample information in a timely manner to the Communications, Web and Social Media Directors to promote the event; providing the speakers' contact information to the Secretary for thank-you notes; 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 shared Google Drive. *The Programs Director will work with the Secretary to set up Zoom links, and the Marketing Director to upload recordings (when applicable) as unlisted videos on the FX YouTube page.*



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- I. **Social Director** – The Social Director will be responsible for the planning and executing of social events for the club. These shall include monthly happy hours and coffee meetups, as well as 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 date, time, 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 and Social Media Directors in order to promote the event.

In addition, the Social Director may take on the researching, establishing and managing of any appropriate philanthropic efforts to be undertaken by the club; establishing any other events for club members; and/or come up with other activities that would encourage our members to further get to know one another.

- m. **Social Media Director(s)**—This Social Media Director shall be responsible for establishing, maintaining, and overseeing the club's social media accounts on LinkedIn, Twitter, Instagram, MeetUp and Facebook. This includes setting up event pages, doing lives, sharing pictures, promoting upcoming events, sharing tips and tricks on running a freelance business, promoting membership benefits, and engaging with followers and prospects online.

The following position may be assigned (if not already appointed) by – and overseen by – the Social Media Director but is not elected by the membership and does not hold a voting position on the Board:

Social Media Chair—the Social Media Chair serves underneath the Social Media Director to help in any manner they delegate. This



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position helps execute posts, engage with others, and works with committee members to create educational, engaging and entertaining posts.

- n. **Special Events Director** —The Special Events Director shall be responsible for the planning and execution of the annual Portfolio Showcase, *Freelance Bootcamp*, and any other special event they see fit. 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).
- o. **Web Director** – The Web Director shall be responsible for managing all web activities, including concept, design and build, plus maintenance of the club's website. This person will work closely with the Marketing, Communications and Social Media Directors. The following positions may be assigned (if not already appointed) by – and overseen by – the Web Director but are not elected by the membership and do not hold a voting position on the Board:

Web Chair—The Web Chair shall be responsible for helping update the content and maintaining 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.



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Web Special Projects Chair—The Web Special Projects Chair is a position created specifically for either trouble-shooting large issues and/or desinging/building a brand-new website.

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 Past President may also be provided access to the account if the Treasurer and/or President are unavailable.

Note: The Founder (Owner) and Treasurer are the only ones needed in-person at the bank to transfer access to the new Treasurer.

- F.** By the time of the annual retreat (at the beginning of each term and as determined by the president), 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.



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G. In the case that the chapter would close, the club will donate to a chosen charity of their choice, approved by majority vote of the board.

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 days in advance of the meeting in which the amendment is to be voted upon.

Article VII—Indemnification

The Freelance Exchange 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.