



Chamber of Commerce

S O U T H E R N B O O N E C O U N T Y

BYLAWS

ARTICLE I

General

- Section 1: Name. This organization is incorporated under the laws of the State of Missouri and shall be known as the Southern Boone Chamber of Commerce. (Hereinafter sometimes referred to as the "Chamber.")
- Section 2: Purpose. The Southern Boone Chamber of Commerce is organized to achieve the objectives of:
- A. Assuring progressive orderly community development;
 - B. Coordinating the efforts of commerce, industry, and the professions in maintaining, strengthening, and promoting a sound and healthy business climate in the Southern Boone, Missouri area.
 - C. Sponsoring programs of work and activities which will provide for development and employment of human and economic resources; and
 - D. Providing creative business leadership in solving community problems and initiating community action.
- Section 3: Area. The Southern Boone area shall include the City of Ashland, City of Hartsburg and Boone County trade area and any additional area where people live or work who have an interest in the economic and business welfare of Southern Boone County.
- Section 4: Limitation of Methods. The Chamber shall observe all local, state, and federal laws, which apply to a non-profit organization (as defined in Section 501(c) (6) of the Internal Revenue Code).
- Section 5: Political Activity. The Chamber shall be non-profit, non-partisan, and non-sectarian and shall take no part in the nomination, election, or appointment of any candidate for

political office. Other than the foregoing prohibitions, the Chamber may support or oppose any issue by a majority vote of the Board of Directors (hereinafter sometimes referred to as “Board”).

Section 6: Limitation of Authority. No action by any member, committee, division, employee, director, or officer shall be binding upon, or constitute an expression of, the policy of the Chamber until it shall have been approved or ratified by the Board.

Section 7: Indemnification. Each director or officer of this corporation and his/her legal representatives shall be indemnified by the Corporation against liabilities, expenses, counsel fees, and costs reasonably incurred by him/her or his/her estate in connection with, or arising out of, any action suit proceeding or claim in which he/she is made a party by reason of his/her being, or have been such a director or officer. The indemnification herein provided for, however, shall apply also in respect to any amount paid in compromise of any such action, suit, proceeding or claim asserted against such director or officer (including expenses, counsel fees, and costs reasonably incurred in connection therewith) provided the Board of Directors shall have first approved such proposed compromise settlement and determined that the officer or director involved shall not be qualified to vote thereon. In determining whether or not a director or officer was guilty of negligence or misconduct in relation to any such matter and in order to effectuate any compromise or settlement, the Board of Directors may rely conclusively upon an opinion of independent legal counsel selected by the Board. The right to indemnification herein provided shall not be exclusive of any other rights to which such director or officer may be lawfully entitled.

Section 8: Orientation. An orientation on the purposes and activities of the Chamber shall be conducted for new directors, officers, and committee chairs.

ARTICLE II

Membership

Section 1: Eligibility. Any person, association, corporation, limited liability company, or partnership having an interest in the objectives of the organization may apply for membership.

A. Membership - Each member shall be entitled to one vote with said vote to be cast by a designated representative. No entity shall have more than one vote.

Section 2: Application and Acceptance. Applications for membership shall be in writing on forms provided for that purpose and signed by the applicant. The Board may summarily deny an application if the applicant or a designated representative of the applicant has been convicted of any felony. After notice and an opportunity for a hearing, the Board may deny any application upon a determination that the applicant’s membership would be

