

SOUTHERN BOONE CHAMBER OF COMMERCE

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:

1. Assuring progressive orderly community development;
2. 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.
3. Sponsoring programs of work and activities which will provide for development and employment of human and economic resources; and
4. 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. 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 prejudicial to the aims or repute of the Chamber. Applications approved by a majority of the Board shall be accepted for membership after the annual dues have been paid.

Section 3: Dues. Annual dues shall be set at such rate or formula as may be established by the Board.

Section 4: Termination.

A. Any member may resign from the Chamber by filing a written resignation with the President.

B. Any membership may be terminated after ten (10) days' notice for non-payment of the annual dues after ninety (90) days from the date due.

C. By a two-third vote of the Board, a member or a designated representative of a member may be expelled or permanently excluded from Chamber activities for conduct unbecoming a member or

prejudicial to the aims or repute of the Chamber or for the commission of a felony, after notice and opportunity for a hearing are afforded the member before the Board.

Section 5: Membership Meetings.

A. The annual meeting of the corporation, in compliance with state law, shall be held at a time and place fixed by the Board of Directors and notice thereof forwarded via U.S. mail, facsimile, or e-mail to each member at least fourteen (14) days before said meeting. The annual meeting of the membership shall be held to discuss any matters pertaining to the business of the Chamber.

B. The Board of Directors may call as many other meetings of the members of the Chamber as the Board deems necessary, but there shall be at least four meetings of the members per year. The Board of Directors shall call a special meeting of the members of the Chamber upon receipt of written request therefore signed by at least 10% of the members. This request shall include a statement of the subject(s) to be discussed at the requested meeting. Notice of special meetings shall be forwarded via U.S. mail, facsimile or e-mail to each member at least five (5) days prior to such meetings. Board meetings are held monthly and may be called by the President of the Board or by any three (3) members of the board. Notice shall be given to each director at least one (1) day prior to said meeting. Committee meetings may be called at any time by the President of the Board or by the committee's chairman.

C. Telephonic meetings by conference call or other method of electronic voice transmission which permits the participants to hear and join in the discussion are specifically authorized. An action by telephonic conference of a majority of the Board shall constitute an action of the Board. Minutes shall be taken for an official record of Board action.

D. Email meetings which maintain open discussion of all participants by using the "reply to all" feature shall be specifically authorized. An action by email of a majority of the Board shall constitute an action of the Board. Email correspondence shall be printed for an official record of Board action.

ARTICLE III

Board of Directors

Section 1: General Powers. There shall be a Board of Directors which shall control the property of the Chamber, be responsible for the Chamber's finances, be responsible for the government and policy making for the Chamber and have full power and authority over the affairs of the Chamber except those specifically reserved for the general membership by these bylaws.

Section 2: Composition. The Board of Directors shall be composed of ten (10) members, four (4) of which are elected officers and six (6) Directors of the Board with one-third whom shall be elected each year, to serve for three (3) years, or until their successors are elected and have qualified. The government and policy-making responsibilities of the chamber shall be vested in the Board of Directors, which shall control its property, be responsible for its finances, and direct its affairs. The immediate past president will serve in an advisory capacity on the Board of Directors for a term of one (1) year following office.

Section 3: Seating of New Directors. All new Board members shall take office on January 1 of each year.

Section 4: Vacancies; Removal. Vacancies on the Board or among the officers shall be filled for the unexpired term by recommendation of the President and a majority vote of the Board. After ten (10) days written notice, a Director may be removed from office for cause, or for a succession of unexcused absences from regular Board meetings, by a majority vote of the Board.

Section 5: Board Meetings. Regular monthly Board meetings shall be held as determined by the Board. Special Board meetings may be called by the President or upon written request of five (5) members of the Board. Written notice shall express the purpose of the meeting. Not less than five (5) days written notice of meetings shall be given to Board members except that in emergencies twenty-four (24) hours notice shall be given. Five (5) voting members shall constitute a quorum.

Section 6: Nomination and Election of Directors.

A. Nominating Committee. At the regular September Board meeting, the President and current Officers shall appoint, subject to approval by the Board, a Nominating Committee of three (3) members of the Chamber. The chair of the committee shall be the immediate Past President once removed. Two (2) voting members of the Nominating Committee shall constitute a quorum.

B. Slate. Prior to the October Board meeting, the Nominating committee shall present to the President, a slate of candidates to fill all vacant offices. Each candidate must be an active member in good standing and must have agreed to accept the responsibility of the position. No Board member who has served two (2) consecutive three (3) year terms is eligible for election for a third term. A period of one (1) year must elapse before eligibility is restored.

C. Publicity of Nominations. Upon receipt of the report of the Nominating Committee, the membership shall be notified by U. S. Postal mail or electronic means of the names of persons nominated as candidates for directors and the right of petition.

D. Nominations by Petition. Additional candidates for Directors may be nominated by petition bearing the signatures of at least ten (10) qualified members of the Chamber. Such petition shall be filed at the Chamber office within ten (10) days after the date notice has been given of those nominated. The determination of the Nominating Committee as to the legality of the petition(s) shall be final.

E. Declaration of Election. If no petition is filed within the designated period, the nominations shall be closed and the nominated slate shall be declared elected by the Board at the next regularly scheduled Board meeting.

F. Ballots. If a legal petition presents additional candidates, an election shall be held, and the names of all candidates shall be arranged on a ballot in alphabetical order. Instructions will be given to vote for six (6) candidates only. The President shall use U. S. Postal mail or use electronic means to send this ballot to all members at least fifteen (15) days before the next regularly scheduled Board meeting. The ballots shall be marked in accordance with instructions listed on the ballot and returned to the Chamber office within ten (10) days. The Board shall, at the next regularly scheduled Board meeting, declare the six (6) candidates with the greatest number of votes elected. In the event of a tie, the tie shall be broken by the flip of a coin. The side showing up after the flip shall be deemed the winner of the Board slot.

ARTICLE IV

Officers

Section 1: Election of Officers. : The Nominating Committee shall nominate a President, President-Elect, Treasurer and Secretary each year. The President, President-Elect, Treasurer and Secretary shall be elected by the Board to serve one (1) year terms or until their successors assume the duties of office. Each candidate must be an active member in good standing and must have agreed to accept the responsibility of the position. The President and President-Elect candidates must have served on the Chamber board for a minimum of one (1) year prior to election. The election will take place at the November Board meeting each year with the terms to begin January 1.

Section 2: Duties of Officers.

A. The President Shall:

1. Serve as the chief voluntary executive and, as such, give direction and leadership to evaluating the needs of the membership and community. The President shall also cause to be developed a program of work or business plan and policies to help meet the needs of the membership and community. The Chair shall motivate and encourage the other officers, directors, and committee chairs to carry out their responsibilities. The Chair shall also encourage active involvement of the general membership.

2. Preside at membership meetings, Board meetings and any person desiring to attend and or make a presentation at any such meeting shall obtain the consent of the President.

3. Appoint all committee chairs and committees for one (1) year terms with the advice and counsel of the Chamber Board.

4. May appoint up to two additional directors to the board for a term of one year.

B. The President-Elect Shall:

1. Exercise the powers and authority and perform duties of the Chair in the absence or disability of the Chair. The President-elect will be responsible for determining that the program activities of the Chamber are of such duration as is required, at all times being alert to assure that the activities of the Chamber are directed toward achieving business and community needs in the area served by the Chamber. Additionally, the President-elect shall perform all other duties incident to this office, including such other duties as may from time to time be prescribed by the Board of Directors.

C. The Treasurer Shall:

1. Supervise the receipt and disbursement of corporate funds.

2. Review all monthly reports of the financial condition of the Corporation and present the same to the Board.

3. Monitor investment of Chamber funds by the Budget and Finance Committee.

D. The Secretary Shall:

1. Take Minutes at the meetings.
2. Assist the President and Committee Chairs with official correspondence.

ARTICLE V

Committees

Section 1: Appointment and Authority. The President and Chamber officers, by and with the approval of the Board, shall appoint all committees and committee chairs. The President and Chamber officers may appoint such ad hoc committees or task forces and their chairs as deemed necessary to carry out the program of the Chamber. Committee appointees shall serve concurrent with the term of the appointing President, unless the Board approves a different term. Committees shall be authorized to make investigations, conduct studies and hearings, make recommendations to the Board, and to carry on such activities as may be delegated to them by the Board. There will be four standing committees of the Chamber: Membership, Program, Economic Development and Budget & Finance.

Section 2: Discharge. A committee shall be discharged by the President when its work has been completed.

ARTICLE VI

Finance

Section 1: Funds. All money paid to the Chamber will be immediately deposited in a Chamber financial account. Funds unused from the current year's budget will be placed in a reserve account.

Section 2: Disbursements. Upon approval of the budget, the President is authorized to make disbursement on accounts and expenses provided for in the budget. All disbursements shall be by check.

Section 3: Fiscal Year. The fiscal year of the Southern Boone Chamber of Commerce shall be from January 1 through December 31 of the following year.

Section 4: Budget. No later than the December Board meeting, a budget will be approved by the Board. This budget will reflect estimated expenses and income for the succeeding year.

Section 5: Annual Audit. The accounts of the Chamber shall be audited annually as of the close of business on December 31 by an accountant. The audit shall be available at the Chamber office.

Section 6: Employee Dishonesty Insurance. The President and other such officers and staff as the Board may designate shall be covered by a sufficient policy in the amount set by the Board. Fees or premiums shall be paid by the Chamber.

ARTICLE VII

Dissolution

Section 1: Procedure. The Chamber shall use its funds only to accomplish the objectives and purposes specified in these bylaws, and no part of said funds shall inure, or be distributed, to the members. Upon dissolution of the Chamber, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organizations in the Southern Boone County community. This organization shall be selected by the Board using the definition outlined in IRS Section 501(c) (3).

ARTICLE VIII

Parliamentary Procedure

Section 1: Parliamentary Authority. The current edition of Roberts' Rules of Order shall be the final source of authority in all questions of parliamentary procedures when such rules are not inconsistent with the charter or bylaws of the Chamber.

Section 2: Parliamentary Procedure. Unless otherwise provided, a majority of a quorum at any meeting of the Board of Directors or Nominating Committee, shall be required for such entity to make any recommendation or determination.

ARTICLE IX

Amendments

Section 1: Revisions. These bylaws may be amended or altered by two-thirds (2/3) vote of the Board, or by a majority of the members at any regular or special meeting, provided the notice for the meeting includes the proposals for amendments. Any proposed amendments or alterations shall be submitted to the Board or the members in writing, at least ten (10) days in advance of the meeting at which they are to be acted upon.

Section 2: Referendum Vote. Upon request in writing of twenty (20) members, the Board shall, or upon its own initiative may, submit a question by mail to the membership for a referendum vote. The ballot for that vote shall be accompanied by a brief statement of both sides of the question. When so stated in the written request, the action taken thereon by the membership shall be final and shall bind the Board if passed by a majority vote of those voting thereon, provided that at least twenty-five percent (25%) of the membership eligible to vote on the question votes thereon. A referendum submitted to the membership shall be returned within ten (10) days from the date of mailing.

Approved as of October 13, 2011.

Melissa K. Bonderer
President

