

# **BYLAWS OF THE LITTLE RIVER AREA CHAMBER OF COMMERCE**

## **ARTICLE I**

### ***General***

#### **Section 1: Name**

This organization is incorporated under the laws of the state of Kansas and shall be known as the Little River Area Chamber of Commerce, Incorporated.

#### **Section 2: Purposes**

The Little River Area Chamber of Commerce is organized to advance the general welfare and prosperity of the Little River, KS area so that its citizens and all areas of its business community shall prosper. All necessary means of promotion shall be provided, and particular attention and emphasis shall be given to the economic, civic, commercial, cultural, industrial, and educational interests of the area.

#### **Section 3: Limitation of Methods**

The Little River Area Chamber of Commerce shall observe all local, state, and federal laws that apply to a nonprofit organization as defined in Section 501(c)(6) of the Internal Revenue Code.

## **ARTICLE II**

### ***Membership***

#### **Section 1: Eligibility and Dues**

Any person, association, corporation, partnership, or estate having an interest in the objectives of the organization shall be eligible for membership. Payment of annual dues begins on July 1 of each fiscal year. Dues must be paid by September 30 each year (90 days) to avoid loss of membership. By Section 501(c)(6) of the Internal Revenue Code, no Little River Area Chamber of Commerce member may be exempt from paying annual dues.

#### **Section 2: Election**

Applications for membership shall be in writing on forms provided for that purpose, and signed by the applicant. Election of members shall be by the Board of Directors at any meeting thereof. Any applicant so elected shall become a member upon payment of the regularly scheduled investment as provided in Section 3 of Article II.

#### **Section 3: Investments**

Membership investments shall be at such rates, schedule or formula as may be from time to time prescribed by the Board of Directors, payable in advance.

#### **Section 4: Termination (Resignation, expulsion, and delinquency)**

(1.) Any member may resign from the chamber upon written request to the Board of Directors; (2.) Any member shall be dropped from membership by the Board of

Directors by a two-thirds vote for nonpayment of dues after 90 days from the date due, unless otherwise extended for good cause; (3.) Any member may be dropped from membership by a two-thirds vote of the Board of Directors, at a regularly scheduled meeting thereof, for conduct unbecoming a member or prejudicial to aims or repute of the chamber, after notice and opportunity for a hearing are afforded the member complained against.

### **Section 5: Voting**

In any proceeding in which voting by members is called for, each member or business entity in good standing with current paid dues shall be entitled to cast one (1) vote.

Roberts Rules of Order provides voting options including the Voice Vote as the customary voting method. If the Voice Vote is close, the presiding officer can retake the vote by another voting option that may include counting the votes. (1) Rising Vote is an option where voting members are asked to stand to show their vote in favor or in opposition. (2) Show of Hands is a vote option where voting members are asked to raise their hands to vote in favor or in opposition. (3) Ballot Voting is used when it is determined that individual member views should not be disclosed. The Ballot Vote is to protect members from disclosing votes and is to be secret unless otherwise specified in directions like a mail in ballot that does not have the expectation of protecting the confidentiality of the vote.

### **Section 6: Exercise of Privileges**

Any firm, association, corporation, partnership, or estate holding membership may nominate individuals whom the holder desires to exercise the privileges of membership covered by its subscriptions and shall have the right to change its membership nomination upon written notice.

### **Section 7: Orientation**

At regular intervals, orientation on the purposes and activities of this organization shall be conducted for the following groups: new officers and Directors and current officers and Directors, committee chairmen, committees, and new members. An outline of orientation materials of describing each of these groups shall be available to new members.

### **Section 8: Honorary Membership**

Distinction in public affairs shall confer eligibility to honorary membership. Honorary members shall have all the privileges of members except the right to vote and shall be exempt from payment of dues. The Board of Directors shall confer or revoke honorary membership by a majority vote.

## Article III

### ***Meetings***

#### **Section 1: Annual Meeting**

The annual meeting of the corporation, in compliance with state law, shall be held during June of each year. The time and place shall be fixed by the Board of Directors and notice thereof mailed to each member at least 10 days before said meeting.

#### **Section 2: Additional Meetings (general membership, Board, and committee meetings)**

General meetings of the chamber may be called by the Chairman of the Board at any time, or upon petition in writing of any 25% members in good standing: (a) Notice of special meetings shall be mailed to each member at least 5 days prior to such meetings; (b) Board meetings may be called by the Chairman of the Board or by the Board of Directors upon written application of 3 members of the board. Notice including the purpose of the meetings) shall be given to each Director at least 1 day prior to said meeting; (c) Committee meetings may be called at any time by the Chairman of the Board, respective department vice chairmen, or by the committee's chairman.

#### **Section 3: Quorums**

At any duly called general meeting of the chamber 12 (twelve) members in good standing shall constitute a quorum; at a Board meeting, a majority of Directors present shall constitute a quorum; at committee meetings, a majority shall constitute a quorum except when a committee consists of more than 9 members. In that case, 5 shall constitute a quorum.

## Article IV

### ***Board of Directors***

#### **Section 1: Composition of the Board**

The Board of Directors shall be composed of five (5) members whom shall be elected annually to serve for 3 years or until their successors are elected and have qualified.

The government and policymaking 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.

#### **Section 2: Selection and Election of Directors**

**A. Nominating Committee.** At the regular March board meetings, the Chairman of the Board shall appoint, subject to approval by the Board of Directors, a nominating committee of three (3) members of the chamber. The Chairman of the Board shall designate the chairman of the committee.

Prior to the May Board of Directors meeting, the nominating committee shall present to the Board a slate of candidates to serve 3-year terms to replace the directors whose regular terms are expiring. Each candidate must be an active member in good standing and must have agreed to accept the responsibility of a directorship. No Board

member who has served two consecutive three-year terms is eligible for election for a third term. A period of 1 year must elapse before eligibility is restored.

**B. Publicity of Nominations.** Upon receipt of the report of the nominating committee, the Board shall immediately notify the membership by mail or email of the names of persons nominated as candidates for Directors and the right of petition.

**C. Nominations by Petition.** Additional names of candidates for directors can be nominated by petition bearing the genuine signatures of at least five (5) qualified members of the chamber. Such petition shall be filed with the nominating committee with 10 days after notice has been given of the names of those nominated. The determination of the nominating committee as to the legality of the petition(s) shall be final.

**D. Determination.** The names of all candidates shall be arranged on a ballot in alphabetical order. The Board shall mail this list along with the notice of Annual Meeting to all active members at least ten (10) days before the Annual Meeting.

**E. Judges.** The Chairman of the Board shall appoint three (3) judges who are not members of the Board of Directors or candidates for election. One will be designated chairman. Such judges shall have complete supervision of the election, including the auditing of the ballots. They shall report the results of the election to the members at the Annual Meeting.

### **Section 3: Seating of New Directors**

All newly elected and appointed Board members shall be seated at the regular July Board meeting and shall be participating members thereafter. Retiring Directors shall continue to serve until the new directors have been seated for three (3) months.

### **Section 4: Vacancies**

A member of the Board of Directors who shall be absent from three (3) consecutive regular meetings of the Board of Directors shall automatically be dropped from membership on the Board unless confined by illness or other absence approved by a majority vote of those voting at any meeting thereof.

Vacancies on the Board of Directors, or among the officers, shall be filled by the Board of Directors by a majority vote.

### **Section 5: Indemnification**

The chamber may, by resolution of the Board of Directors, provide for indemnification by the chamber of any and all current or former officers, directors, and employees against expenses actually and necessarily incurred by them in connection with the defense of any action, suit, or proceeding in which any of them are made parties, or a party, by reason of having been officers, Directors, or employees of the chamber, except in relation to matters as to which such individuals shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability for negligence or misconduct.

# Article V

## **Officers**

### **Section 1: Determination of Officers**

The Board of Directors (new and retiring) at its regular July meeting shall reorganize for the coming year. The nominating committee for Directors shall also nominate officers each year. At this meeting, the Board shall elect the Chairman of the Board, the Chairman-Elect, the Treasurer and the Secretary. Officers will be elected from members of the new Board. All officers shall take office on the first day of the new fiscal year and serve for a term of one (1) year or until their successors assume the duties of office. They shall be voting members of the Board of Directors.

### **Section 2: Duties of Officers**

**A. Chairman of the Board.** The chairman shall serve as the chief elected officer of the chamber of commerce and shall preside at all meetings of the membership, Board of Directors, and executive committee.

The Chairman of the Board shall, with advice and counsel of the Chairman-elect, determine all committees, select all committee chairmen, assist in the selection of committee personnel, subject to approval of the Board of Directors.

**B. Chairman-Elect.** The Chairman-Elect shall exercise the powers and authority and perform the duties of the chairman in the absence or disability of the chairman. The Chairman-Elect will serve as the Chairman of the Board in the following year.

**C. Treasurer.** The treasurer shall be responsible for the safeguarding of all funds received by the chamber and for their proper disbursement. Such funds shall be kept on deposit in financial institutions or invested in a manner approved by the board of directors. Checks are to be signed by the treasurer and by any one (1) ~~or the~~ other officers (Chairman, Chairman-Elect or Secretary). The treasurer shall cause a monthly written financial report to be made to the Board and shared at the next regular chamber meeting.

**D. Secretary.** The Secretary of the Board of Directors will prepare notices, agendas, and minutes of the board meetings of the board. The Secretary will ensure all necessary Chamber filings are made in a timely and accurate manner. The Secretary will receive and send out all official Chamber correspondence. The Secretary will ensure that committees maintain minutes and that all minutes are properly bound and stored. When possible, written meeting minutes of the previous month should be sent to members with the agenda for the next meeting.

### **Section 3: Executive Committee**

The executive committee shall act for and on behalf of the Board of Directors when the Board is not in session but shall be accountable to the Board for its actions. It shall be composed of the Chairman of the Board, the Chairman-Elect, the Treasurer, and the Secretary. The Chairman of the Board will serve as chairman of the executive committee.

### **Section 4: Indemnification**

The chamber may, by resolution of the Board of Directors, provide for indemnification by the chamber of any of its officers or former officers as spelled out in Article IV, Section 7 of these bylaws.

## Article VI

### ***Committees and Divisions***

#### **Section 1: Appointment and Authority**

The Chairman of the Board, by and with the approval of the Board of Directors, shall appoint all committees and committee chairmen. The Chairman of the Board may appoint such ad hoc committees and their chairmen as deemed necessary to carry out the program of the chamber. Committee appointments shall be at the will and pleasure of the Chairman of the Board and shall serve concurrently with the term of the appointing Chairman of the Board, unless a different term is approved by the Board of Directors.

It shall be the function of committees to make investigations, conduct studies and hearings, make recommendations to the Board of Directors, and carry on such activities as may be delegated to them by the Board.

#### **Section 2: 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 has been approved or ratified by the Board of Directors.

Committees shall be discharged by the Chairman of the Board when their work is been completed and their reports accepted, or when, in the opinion of the Board of Directors, it is deemed wise to discontinue the committees.

#### **Section 3: Testimony**

Once committee action has been approved by the Board of Directors, it shall be incumbent upon the committee chairmen or, in their absence, whom they designate as being familiar enough with the issue, to give testimony to, or make presentations before, civic and governmental agencies.

## Article VII

### ***Finances***

#### **Section 1: Funds**

All money paid to the chamber shall be placed in a general operating fund. Funds unused from the current year's budget will be placed in a reserve account (do we want to say – utilized in the next year's budget as cash on hand).

#### **Section 2: Disbursements**

Upon approval of the budget, the Treasurer is authorized to make disbursements on accounts and expenses provided for in the budget without additional approval of the Board of Directors. Disbursements shall be by check with two signatures. It is the expectations that all bills are paid upon receipt and that payments to the chamber are deposited within 5 working days upon receipt.

#### **Section 3: Fiscal Year**

The fiscal year of the chamber shall close on June 30th.

#### **Section 4: Budget**

As soon as possible after the election of the new Board of Directors and officers, the executive committee shall adopt the budget for the coming year and submit it to the Board of Directors for approval. A copy of the approved budget will be shared with the membership at the next regular meeting.

## Article VIII

### ***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 of the chamber. On dissolution of the chamber, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organizations to be selected by the Board of Directors as defined in IRS Section 501(c)(3).

## Article IX

#### **Section 1: Parliamentary Authority**

The current edition of Roberts Rules of Order shall be the final source of authority on all questions of parliamentary procedures when such rules are not consistent with the charter or bylaws of the chamber.

## Article X

### ***Amendments***

#### **Section 1: Revisions**

These bylaws may be amended or altered by a two-thirds vote of the Board of Directors or by a majority of the members at any regular or special meetings, provided that 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 10 days in advance of the meeting at which they are to be acted upon.

Adopted: June 15, 2009

Revised: May 12, 2016