

ST. JOSEPH AREA CHAMBER OF COMMERCE

BYLAWS

ARTICLE I NAME AND LOCATION

SECTION 1: NAME

The name of this corporation is ST. JOSEPH AREA CHAMBER OF COMMERCE (hereinafter referred to as Chamber or Corporation).

SECTION 2: LOCATION

The principal office of the Chamber shall be situated at the address designated by the Board of Directors.

ARTICLE II OBJECT – LIMITATION

SECTION 1: OBJECT

The object of the Chamber is to advance the civic, economic, cultural and social betterment and advancement of the St. Joseph metropolitan area. The annual Business Plan, as adopted by the Board, will be based upon information obtained from the general membership and from other civic leaders, and will be designed to meet these needs.

SECTION 2: LIMITATION

As a not-for-profit corporation, the Chamber will observe those restrictions imposed upon it by government agencies.

**ARTICLE III
BOARD OF DIRECTORS**

SECTION 1: AUTHORITY

The Board of Directors has full authority over the affairs of the Chamber. All directors shall be voting members of the Board.

SECTION 2: SIZE AND COMPOSITION

There shall be eighteen (18) elected directors and an appointed President who shall serve as a board member and as Chief Executive Officer (CEO), and such other appointed directors as may be designated by the Board. Following the adoption of this bylaw, at the first regular meeting of the Board of Directors following the report of the Nominating Committee as set forth herein, six (6) directors shall be elected to a term of one (1) year, six (6) directors shall be elected to a term of two years, and six (6) directors shall be elected to a term of three (3) years. Such newly-elected directors shall take office on January 1, following the adoption of this bylaw, and the terms of office of all of the directors shall automatically expire on that date, notwithstanding the normal expiration date for the terms for which they were elected. Thereafter, each year, six (6) directors will be elected to replace the directors whose terms expire.

- (a) When a director is elected to serve as Chairman-Elect in the final year of eligibility for the Board, he or she shall be permitted to succeed and serve the office of Chairman of the Board in the ensuing year.
- (b) The immediate past Chairman of the Board shall serve a one-year term on the Board of Directors in an ex-officio capacity if the expiration of his term as Chairman of the Board coincides with the completion of his term as a director.

SECTION 3: ELIGIBILITY

All Directors shall be an owner of/employed by a member in good standing or a civic member in good standing. In the event the director's organization's membership is not in good standing, the Director shall be removed by the Board.

SECTION 4: RESPONSIBILITY

As the legislative body of the Chamber, the Board of Directors has final responsibility for adoption of policy, adoption and amendment of bylaws, adoption of the Business Plan, and for meeting the objectives of the Chamber. The President shall be appointed by the elected Board of Directors and shall serve at the pleasure of such elected Board of Directors.

SECTION 5: TERM OF OFFICE

Elected directors shall serve a three (3) year term. Appointed directors shall serve a one (1) year term, except when appointed to fill the unexpired term of an elected director. Elected directors can serve no more than two (2) consecutive three (3) year terms. The President is appointed by and serves at the pleasure of the Board of Directors until his or her resignation or removal by a majority vote of the elected directors.

SECTION 6: MEETINGS AND ATTENDANCE

Regular meetings of the Board of Directors shall be held in the months of January, March, May, August, October, and December at a place, day and time established by the Board. Special meetings may be called by the Chairman of the Board, the President or by written request of not less than two-thirds of the members of the Board. Directors shall be given at least 24 hours notice of special meetings by telephone call or electronic message sent to the Board members' places of notice as identified in Chamber records. In the event that a director is absent from three (3) consecutive regular meetings of the Board, the Chairman of the Board shall be responsible to call this absence to the attention of such

director, and if his or her reasons in the opinion of the Board are not sufficient, resignation shall be deemed to have been tendered and accepted.

SECTION 7: QUORUM AND VOTING PROCEDURES

Nine (9) directors shall constitute a quorum. The full powers of the Board are vested in the quorum, except that amendments to the bylaws shall be governed by the provisions of Article XIV, Section 1. The Board of Directors shall take action at an official meeting with a quorum by vote of a simple majority. Simple majority is based upon the number of Directors in attendance at the time of the vote. Fifty percent (50%) of the Directors present plus one Director is the simple majority, ensuring that more than half of the Directors in attendance concur with the decision. If such a vote shall result in a tie, the vote of the Chairman, or the applicable officer presiding over such meeting, shall break the tie.

The Board of Directors may also take action between meetings using written ballots submitted via fax or e-mail, if the number of votes cast by such written ballot equals or exceeds the quorum required to be present for action at a Board meeting, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at such a meeting. All solicitations for votes by written ballot shall:

- (1) indicate the number of responses needed to meet the quorum requirements;
- (2) state the percentage of approvals necessary to approve each matter;
and
- (3) specify the time by which a ballot must be received by the Chamber in order to be counted.

Any action taken by fax or e-mail shall be reported at the next meeting of the Board.

**ARTICLE IV
EXECUTIVE COMMITTEE**

SECTION 1: COMPOSITION

The Executive Committee shall consist of the President and CEO, the elected officers, and the Divisional Vice Chairmen of the Chamber.

SECTION 2: GENERAL RESPONSIBILITY

The Executive Committee is authorized to exercise the powers of the Board during the interim period between regular Board meetings. It shall report its actions at the next meeting of the Board.

SECTION 3: MEETINGS

Meetings of the Executive Committee may be called by the Chairman of the Board, or in his or her absence, by one of the Vice Chairmen. A majority of the members of the Executive Committee shall constitute a quorum at any meeting.

**ARTICLE V
GENERAL COUNSEL**

SECTION 1: DEFINED

The Chairman of the Board, subject to Board approval, shall appoint an attorney-at-law to serve as the General Counsel of the Chamber during his administration. The Board of Directors may authorize reasonable compensation.

SECTION 2: AUTHORITY

The General Counsel will serve as legal advisor to the Chamber on matters relating to the organization and its operation.

**ARTICLE VI
ELECTION OF DIRECTORS**

SECTION 1: DIRECTORS NOMINATING COMMITTEE

- (a) The Chairman of the Board shall select seven (7) members of the Chamber to serve as the Directors Nominating Committee and shall designate its Chairman.
- (b) The Directors Nominating Committee shall convene before the second Monday in September and select a slate of prospective directors equal in number to the number of directors whose terms expire at the end of the Chamber year. Before reporting such slate to the directors, the Committee shall confirm that each person nominated is willing to serve.
- (c) The Directors Nominating Committee shall present its report in writing before the second Monday in September, providing a copy to the Chairman of the Board and to the President. The President shall immediately mail a copy of the report to all directors.

SECTION 2: NOTICE OF COMMITTEE REPORT AND OF MEMBERS' NOMINATING RIGHTS

- (a) Within a week following the receipt of the report of the Directors Nominating Committee, the President shall notify the membership in writing, by ordinary mail, of the names nominated by the report of the Directors Nominating Committee. The notice shall also advise the members of the right to make nominations by petition as provided below.
- (b) A candidate for director may also be nominated by the written and signed petition of twenty (20) voting members, filed with the President on or before noon on the fourth Monday of September. Should the sufficiency of any nominating petition be questioned,

the determination of the Directors Nominating Committee shall be final.

SECTION 3: ELECTION IN THE ABSENCE OF NOMINATING PETITIONS

If no nominating petition is filed on or before noon on the fourth Monday of September, the slate of directors nominated by the Directors Nominating Committee shall be declared elected by the Board at its regular meeting to be held at 4:00 p.m. on the fourth Tuesday of October.

SECTION 4: ELECTION BY MEMBERSHIP

- (a) If a nominating petition is filed, the Chairman of the Board, at the regular October Board meeting, shall designate an Election Committee of three (3) Board members, charged with supervising the election of directors, counting the votes, and certifying the results.
- (b) The President shall prepare ballots, listing the candidates in alphabetical order and instructing members to vote for no more than the number of Directors required to be elected.
- (c) The President shall cause the ballots to be mailed to voting members by ordinary mail on or before the last day of October.
- (d) The members shall be advised to return their ballots to the Chamber offices on or before 5:00 p.m. on the second Tuesday in November. Ballots may be delivered by hand or may be delivered by mail, with the sender taking the risk of late delivery or nondelivery.
- (e) The Election Committee shall count the votes and certify the election results to the Directors at a special November meeting to be held on the third Tuesday of November.

SECTION 5: VACANCIES IN BOARD MEMBERSHIP

If a vacancy occurs in any Board membership (other than by expiration of the term), the Directors shall fill the vacancy by their majority vote at any regular meeting. If requested by the Chairman of the Board or by the Board, the Directors Nominating Committee may assist the Board by recommending one or more persons to the Board for consideration as directors for the balance of the term.

**ARTICLE VII
OFFICERS**

SECTION 1: OFFICERS' POSITIONS

The Chamber shall have the following elected officers, to be elected from the membership of the Board of Directors.

- (a) Chairman of the Board
- (b) Chairman-Elect
- (c) Secretary/Treasurer

SECTION 2: OFFICERS NOMINATING COMMITTEE

- (a) The Chairman of the Board shall select three (3) directors as the Officers Nominating Committee, and he or she shall designate one of the three members to serve as Chairman.
- (b) If the new Board members have been elected by adoption of the slate proposed by the Directors Nominating Committee at the October meeting of the directors, then the Officers Nominating Committee shall convene after the October meeting of the directors and nominate a slate of officers for the ensuing year.

The Officers Nominating Committee shall make its report in writing to the Chairman of the Board and President on or before

the second Monday in November. The President shall immediately mail a copy of the report to all present and newly elected directors.

- (c) If the new Board members have been elected by membership vote and certified by the Board at a special November meeting, then the Officers Nominating Committee shall convene thereafter and shall make its report in writing to the Chairman of the Board and President on or before the second Monday in December. The President shall immediately mail a copy of the report to all present and newly elected directors.

SECTION 3: ELECTION OF OFFICERS

- (a) If the Officers Nominating Committee makes its report after the regular October meeting of the directors, then the election of officers shall be held at the regular December meeting of the directors.
- (b) The slate proposed by the Officers Nominating Committee shall be given to all newly-elected directors advising them of their right to vote in the election of new officers.
- (c) The slate proposed by the Officers Nominating Committee shall be deemed elected unless additional officer nominations are made from the floor, in which case any office which is contested shall be filled by the majority vote of the present and newly-elected directors by secret ballot.

SECTION 4: DUTIES OF OFFICERS

- (a) The Chairman of the Board: The Chairman of the Board shall be the official spokesman for the Chamber and the legislative head of the Chamber. He or she shall preside at all meetings of the general membership and the Board of Directors. He or she shall perform all other duties of his office.

- (b) Chairman-Elect: He or she shall perform the duties of the Chairman of the Board in his or her absence. He or she shall succeed the Chairman following completion of the Chairman's term, or upon vacancy. He or she shall perform all other duties of the office.
- (c) Secretary/Treasurer: He or she shall serve as Secretary and Treasurer of the Chamber, and serve as Chairman of the Finance and Audit Committee. As Secretary, he or she shall see that all notices are duly given in accordance with these bylaws. As Treasurer, he or she shall be the technical custodian of all funds of the Chamber. He or she shall cause an annual audit to be made by a certified public accountant of all financial operations of the Chamber during the past year. He or she shall present periodic reports of the financial condition of the Chamber to the Board of Directors. He or she shall perform all duties incident to the office of Secretary/Treasurer.
- (d) The Divisional Vice Chairman shall be selected by the Chairman of the Board, who shall designate the department of Chamber activity for which each shall be responsible. Each will be basically responsible for conferring with the administrative branch of the Chamber on ways and means by which full committee production can be motivated and achieved within their area of responsibility. They shall perform duties as specified in the job description for that office.
- (e) President and Chief Executive Officer (CEO): He or she shall work in close cooperation with the Board of Directors, committees, and staff of the Chamber. He or she shall serve as advisor to the Chairman of the Board, the Executive Committee, and the Board of Directors on any matters of established or proposed policy of the Chamber. He or she shall have the responsibility of executing the

employment, promotion, and discharge of the staff of the Chamber, and be accountable to the Executive Committee and the Board of Directors for the overall administrative responsibility of the Chamber and otherwise perform duties as specified in the job description for that office.

SECTION 5: TERM AND STARTING DATE

The term of office of all elected officers of the Chamber shall be for one (1) year, or until their successors have been duly elected and qualified. The Chairman-Elect and officers-elect shall assume office on January 1 of the year of their terms. The President and Chief Executive Officer shall serve at the pleasure of the elected Board of Directors.

SECTION 6: DIRECTORS AND OFFICERS LIABILITY COVERAGE

The Chamber shall purchase Directors and Officers liability insurance coverage in such amounts and on such terms as the Board of Directors shall deem advisable.

ARTICLE VIII

SECTION 1: ELIGIBILITY

Any business, firm, individual, association, corporation, partnership, or other legal entity having an interest in the objectives of the Chamber shall be eligible to apply for membership.

SECTION 2: ELECTION

Application for membership will be in writing on the forms specified. Applications will be submitted to the Membership Vice-Chair for his or her

recommendations and to the Board of Directors for their final approval. Memberships approved by the Board will begin upon payment of the prescribed membership investment.

SECTION 3: TYPES OF MEMBERSHIP AND INVESTMENTS (DUES)

- (a) Chamber memberships shall consist of two types: (1) General and (2) Special.
- (b) General memberships are full business memberships where the investment is based upon number of employees and the member pays no less than the full minimum investment.
- (c) Special memberships include the following:
 - Banks & Financial Institutions
 - Hotels & Motels
 - Restaurants
 - Out of Town
 - Business Associates
 - Extra Locations
 - Civic
- (d) General and Special members shall enjoy all prerogatives of Chamber membership except those exempted by these by-laws.
- (e) The Board of Directors shall approve the membership investment schedule with consideration given to the annual operating budget.

SECTION 4: TERMINATION

- (a) Resignations: Resignations will be accepted only upon written notice to the Board of Directors received not less than 30 days before the end of the membership year and after the payment of all dues and other charges which may be outstanding.

- (b) Non-payment: Members will automatically forfeit the privileges of membership by failure to pay dues or other charges within 120 days of the due date. Extensions may be granted by the President or the Membership Vice-Chair. However, no member shall be printed in the annual member directory that is not in current financial status.
- (c) Expulsion: Any member may be expelled by a two-thirds (2/3) vote of the entire Board of Directors, after notice and opportunity of hearing, for conduct unbecoming a member.

SECTION 5: 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 subscription, subject to approval by the Board of Directors.

SECTION 6: VOTING RIGHTS

- (a) Every member of the Chamber paying no less than a full minimum membership investment shall be entitled to vote in any election on all matters which under these bylaws are submitted to a vote of the membership. Business firms which invest multiple amounts of the full minimum membership rate shall have a proportional number of voting units, not to exceed ten (10) voting units in number for any firm.
- (b) The chief executive officers of members with multiple voting units shall make the determination of how their voting units shall be cast. The voting units can be cast individually by representatives of the member, or they can be cast as a block, at the discretion of the member's chief executive officer. All notices, instructions, and

ballots relating to voting in a Chamber election shall be mailed directly to the chief executive officer.

- (c) The method of voting shall be by written ballots sent by standard mail or e-mail to all members, with a return deadline and other voting instructions specified in writing, or by secret ballot at a regular or special business meeting of the membership.

ARTICLE IX BUDGET

SECTION 1:

The Finance and Audit Committee shall be appointed annually by the Chairman of the Board. This committee, from time-to-time, will advise the Board of Directors with respect to the financial condition and financial policies of the organization. They will suggest ways and means of conserving and increasing the revenues of the Chamber. The committee will be responsible for assisting the officers and administration in establishing the budget necessary to meet the requirements of the Chamber's Business Plan for the year. The committee and the Chairman of the Board, in conjunction with the membership division, will be responsible for determining ways and means by which budget requirements are met. The Finance and Audit Committee shall compile a budget of estimated income and expenses for the fiscal year and shall submit the same to the incoming Board of Directors at its organizational meeting. The budget, as adopted by the Board of Directors, shall be the appropriation measure of the Chamber for the fiscal year.

SECTION 2:

No committee may exceed its budget without prior authorization from the Board of Directors.

ARTICLE X FINANCES

SECTION 1: DISBURSEMENTS

No obligation or expense shall be incurred and no money shall be appropriated without prior approval of the Board of Directors. Upon approval of the budget, the President 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 or purchase card. Checks shall be signed by any two (2) of the following individuals: President and CEO, Senior Vice-President, Vice President, Administration, Secretary/Treasurer, Chairman of the Board, and Chairman-Elect. Chamber employees shall be paid using electronic transfer/direct deposit to their personal bank accounts.

SECTION 2: FISCAL YEAR

The fiscal year of the Chamber shall close on December 31.

SECTION 3: ANNUAL AUDIT

The accounts of the Chamber shall be audited by a certified public accountant annually, as soon as practical, after the close of the fiscal year. The audit shall at all times be available to members of the organization within the offices of the Chamber.

SECTION 4: BONDING

The accounts of the Chamber shall be covered by an adequate bond, the amount and terms of which shall be determined by the Board of Directors.

SECTION 5: USE OF FUNDS

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.

SECTION 6: DISSOLUTION

Upon the dissolution of the Chamber, any funds remaining shall be distributed to one or more regularly organized and qualified tax-exempt charitable, education, scientific, or philanthropic organizations to be selected by the Board of Directors. Any such funds not so disposed of shall be disposed of by the Circuit Court of Buchanan County, Missouri, exclusively for such purposes or to such organization or organizations as said court shall determine, which are organized and operated exclusively for such purposes.

**ARTICLE XI
COMMITTEE AND DIVISIONS**

SECTION 1: APPOINTMENT AND AUTHORITY

The Chairman of the Board shall appoint all committees (except the Executive Committee) subject to confirmation by the Board of Directors. The Board shall authorize and define the powers and duties of all standing and special committees except those committees whose functions are set forth in these bylaws. Committee appointments shall be at the will and pleasure of the Chairman of the Board and in no event shall exceed the term of the appointing Chairman of the Board. At committee meetings, a majority shall constitute a quorum except that when a committee consists of more than nine (9) members, then five (5) shall constitute a quorum. It shall be the function of the committee to make investigations, conduct studies and hearings, make recommendations to the Board of Directors, and to carry on such activities as may be delegated to them by the Board.

SECTION 2: LIMITATION OF AUTHORITY

No committee shall take or make public any formal action, or make public any resolution, or in any way commit the Chamber on a question of policy without first receiving approval of the Board of Directors. Special committees shall be

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

SECTION 3: DUTIES OUTLINED

All committees formed and appointed shall be provided with a written description of their assignment, duties and responsibilities.

SECTION 4: DEPARTMENTS

The Board of Directors on its own motion, or on motion of any group of not less than twenty (20) members having common business or professional interests, may form within the framework of the Chamber a division, bureau, board or other department, however styled, for the purpose of promoting specific activities and of considering and recommending to the Board of Directors matters of particular interest to such business or profession.

SECTION 5: AFFILIATES

The Board of Directors may authorize or recognize the establishment of and may affiliate the Chamber with other organizations, however styled, to be sponsored by separate business groups or agencies. Activities of such organizations may be financed in such manner as is approved by the Board of Directors independently of the Chamber's general operating funds.

SECTION 6: LIMITATIONS

Departments or affiliates established under the provisions of Sections 1 and 2 above shall have no power to commit the Chamber to any policy or expenditure without authorization of the Board of Directors.

ARTICLE XII MEMBERSHIP MEETINGS

SECTION 1: ANNUAL MEETING

An annual meeting of the membership shall be held within thirty-one (31) days immediately preceding or following the end of the Chamber's fiscal year, the time and place to be determined by the Chairman of the Board and Chairman-Elect.

SECTION 2: REGULAR MEETING

In addition to said annual meeting of the membership, the Board of Directors may establish regular meetings of the membership at such intervals, time and place to be determined by the Board.

SECTION 3: SPECIAL MEETINGS

Special membership meetings may be called at any time by the Chairman of the Board, or in the event of his or her absence, in order, by the Chairman-Elect, Secretary/Treasurer or the President. Special meetings may be called by five (5) members of the Board of Directors or by twenty-five (25) members of the general membership. Notice of such special meetings specifying the purpose of the meeting shall be given by mailing such notice to the members in good standing or by announcement in any newspaper of general circulation published in St. Joseph, Missouri.

SECTION 4: MEMBERSHIP QUORUM

Fifty (50) voting members present at any meeting of the membership shall constitute a quorum. The majority of such quorum may take any action on matters requiring a vote of the membership.

**ARTICLE XIII
SEAL**

SECTION 1:

The Chamber may use a seal of such design as adopted by the Board.

**ARTICLE XIV
AMENDMENTS**

SECTION 1:

These bylaws may be amended or altered by a majority vote of the entire Board of Directors or by a two-thirds vote of members present at any regular or special meeting of the membership called for that purpose.

**ARTICLE XV
INDEMNIFICATION**

SECTION 1: AUTHORITY

The Chamber shall, to the fullest extent permitted by state statutes governing non-profit corporations, indemnify all Board members and officers provided such persons have conducted themselves in good faith and reasonably believed their conduct is in the Chamber's best interests.

**ARTICLE XVI
PARLIAMENTARY PROCEDURE**

SECTION 1:

The proceedings of the Chamber meetings shall be governed by and conducted according to these bylaws and the latest edition of Robert's Rules of Order.

