



## By-Laws

(New By-Laws as of 2018)

Belleview/South Marion Chamber of Commerce

By-Laws

## ARTICLE I

### General

Section 1. Name. The name of this organization shall be the Belleview/South Marion Chamber of Commerce, Inc. ("the Chamber")

Section 2. Office. The office of the Chamber shall be located in South Marion County, at a site to be selected by the Board of Directors, which site may be moved by action of the Board of Directors.

## ARTICLE II

### Objectives & Purposes

Section 1. Objectives. The Chamber is organized to advance the general welfare and prosperity of the South Marion County (the "Area") so that its citizens and all areas of its business community shall prosper. All necessary means of promotion shall be provided, with particular attention and emphasis given to the economic, civic, commercial, cultural, industrial, and educational interest of the area. These objectives shall be carried out by:

- a) Promoting economic programs designed to strengthen and expand the income potential of all classifications of business with the area:
- b) Promoting programs designed to increase the economic, social and cultural skills of citizens of the area:
- c) Discovering and correcting abuses which prevent the promotion of business expansion and overall community betterment:
- d) Meeting controversies with a well-articulated point of view designed to express economically sound alternatives:
- e) Promoting all areas of public education.

Section 2. Limitations. The Chamber shall observe all local, state, and federal laws which apply to non-profit organizations as defined in Sec 501 (c) (6) of the Internal Revenue Code as amended from time to time. The Chamber may engage in all activities permitted by state or federal law limited only by such activities that would affect its non-profit status.

## ARTICLE III

### Membership

Section 1. Eligibility. Any person, firm association, corporation, partnership, or entity having interests consistent with the above objectives and purposed shall be eligible to apply for membership. The Board of Directors shall have the right to refuse any application for any reason which to them shall seem sufficient provided, however, that such refusal shall be by majority vote of those present at a meeting of which there shall be a quorum.

Section 2. Elections. Application for membership shall be in writing, on forms provided for that purpose, and signed by the applicant and member sponsor. 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 regular schedule membership investment as provided in Section 4 of this Article III.

Section 3. Membership Classification. There shall be five (5) classes of MEMBERSHIP defined as:

- a) Regular Membership: Any member not an Associate, Individual, or Honorary Member.
- b) Associate Membership: Non-owners of business that is a Regular Member, or in a business-related occupation or profession may join the Chamber as an Associate and participate as Regular Members by paying one half (1/2) of the Regular Membership dues for the appropriate category of membership.
- c) Individual Membership: Individuals in non-business-related occupations or professions are eligible for Individual Membership upon payment of dues and approval of the Board of Directors. Individual members are entitled to all regular services of the Chamber and may serve on and exercise full committee member privileges but may not vote in any capacity or hold office
- d) Honorary Membership: Distinction in public affairs may confer eligibility to honorary membership which is a one-year position selected and voted on by the Board of Directors. Honorary members shall have all the privileges of members except the right to vote and hold office and shall be exempt from payment of dues. The Board of Directors may, by majority vote, confer or revoke honorary membership.
- e) Lifetime Membership: Distinction in chamber and public affairs may also confer eligibility to Lifetime membership which is a life position selected and voted on by the Board of Directors. Lifetime Members shall have all the privileges of members except the right to vote and hold office and shall be exempt from payment of dues for life. The Board of Directors may, by majority vote, confer or revoke Lifetime Membership.

Section 4. Investment. Membership investment shall be at such a rate or rates, schedules, or formulas as may be from time to time prescribed by the Board of Directors. The investment shall be payable annually. Memberships shall be considered delinquent if not paid within 90 days of date due.

Section 5. Voting. Each member person, firm, association, corporation, partnership, or entity shall be entitled to cast one (1) vote for the basic membership investment - Additional votes may be allowed per resolution of the Board of Directors. Only regular & Associate Members in good standing shall be allowed to vote.

Section 6. Exercise of Privileges of Participation. Consistent with the Board polity, any person, firm, association, partnership, or entity holding membership, shall designate individuals that the holder desires to exercise the privileges of membership covered by its membership, and shall have the right to change its designations by written notice.

Section 7. Termination. Any member may resign from the Chamber upon written request to the Board of Directors. Any member shall be expelled by the Board of Directors for non-payment of Membership Investment after ninety (90) days from the date due, unless otherwise extended for good cause. Any member, after notice and opportunity for hearing are afforded, may be expelled

by a 2/3 vote of the Board of Directors for conduct unbecoming a member or prejudicial to the aims or repute of the Chamber. The death, resignation, or expulsion of a member shall terminate his membership and shall forfeit all interest of the member in and to the property of the Chamber.

Section 8. Orientation. At regular intervals, orientations on the purpose and activities of the Chamber shall be conducted for the following groups, new directors, new officers, new members.

## ARTICLE IV

### Membership Meetings

Section 1. Annual Meeting. The annual meeting of the Chamber, in compliance with state law, shall be held during the last two weeks of September 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. Regular Meeting. Regular meetings of the membership shall be at such time, date and location as may be determined by the Board of Directors and shall ordinarily occur at least once a month. (Ex: Full Membership Meetings such as the Chamber Breakfast or After Hours, etc.)

Section 3. Special Meetings. Special meetings of the Chamber may be called by the President at any time and shall be called by the President on direction of the Board of Directors, or upon petition in writing of ten percent (10%) of the member firms in good standing. Notice of special meetings, including the purpose of the meeting, shall be mailed to each member at least five (5) working days in advance of the day of the meeting.

Section 4. Quorums. At any duly called meeting of the Full Membership, five percent (5%) of the member firms in good standing shall constitute a quorum.

Section 5. Voting. Voting at any annual, regular, or special meeting shall be by voice vote, unless written demand for a secret ballot executed by not less than 5% of the member firms in good standing is presented to the President prior to the question being put to the membership.

Section 6. Speech. The President shall have the discretion at any meeting to invoke the following rule: No member shall be permitted to speak more than twice or longer than five minutes each time on any single subject, except by two-thirds vote of those present.

## ARTICLE V

### Board of Directors

Section 1. Board of Directors. 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 Board of Directors shall consist of the following:

- a) Elected Members. The elected members of the Board of Directors shall consist of at least nine (9) Directors, three (3) of whom will be elected every third year for a 3-year term.

- b) Officers. The President, Vice President, Secretary, and Treasurer shall be members of the Board of Directors during their terms. The immediate Past-President if not otherwise serving as an elected term shall be included as a voting member on the Board of Directors.
- c) Ex-officio Members. The President may appoint non-voting representatives from the Belleview/South Marion community to represent the public sector such as the Belleview City and Marion County Commissions, the Belleview Police Department, etc.

Section 2. Meetings. The Board of Directors shall meet at least once a month and a majority of the Directors as specified in Article V, Section 1, subsections a) and b) shall constitute a quorum. Meetings of the Board shall be open to the membership. The President or majority of the Board may, at his/her or their discretion, convene the Board in executive session.

- a) The Board, at its first meeting in January each year, shall determine the day in each month when regular meetings shall be held.
- b) Special meetings of the Board may be called by the President or upon request of any 3 directors. The purpose of the special meeting shall be stated in the call.
- c) All Members of the Board shall be notified of all Board meetings, both regular and special, by the Executive Director or his or her assistant, with a notice by mail, e-mail, or fax, at least 24 hours prior to the hour of the meeting.
- d) In case of an emergency, a call by telephone or personal oral notification to each director not less than 2 hours prior to such a meeting will be sufficient notice to constitute a legal meeting of the Board.

Section 3. Removal. Any director may be removed from office, with or without cause, by affirmative vote of two-thirds (2/3) of the entire board of Directors and any Director failing to attend three (3) regular consecutive meetings of the Board of Directors without prior consent of the President may be removed by a two-thirds (2/3) vote of the entire board. The vacancy left by his/her removal will be filled in compliance with Article V. Section 6. of these by-laws.

Section 4. Nominations of Elected Members. The Elected Members of the Board of Directors shall be nominated for election by a nominating committee, appointed in June by the President, and consisting of two (2) Board members and one (1) other member of the Chamber. The President shall designate the Chairperson. The nominating committee shall nominate for the Board of Directors as many candidates from diverse occupations as are to be elected, all of whom shall have expressed their willingness to serve and shall report its nominations to the Board of Directors at the July meeting of the Board.

A copy of the committee's report, listing its nominees, shall be communicated to each member of the Chamber by the end of the fifth day after the July Board meeting in a manner approved by the Board of Directors, accompanied by an explanation of the election procedure. Any ten (10) members firms of the Chamber in good standing may nominated additional candidates by proposing them in writing over their signatures and filing their proposal with the President by noon on the tenth day following the mailing date.

Section 5. Election of Directors. If no additional nominations are filed within the time allotted, the nominations shall be closed and the nominated slate of candidates shall be declared elected

by the Board of Directors at its August meeting. If additional nominations are presented during the time allotted, a ballot listing all nominees, in alphabetical order, shall be mailed to the members by the President by the end of the second working day following additional nominations deadline. All ballots must be received by noon of the 10th day following the mailing date in order to be validated. The President shall then appoint three (3) members to act as judge of the election, who shall count all ballots received. Nominees receiving the highest number of votes shall be declared elected by the Board of Directors at its August meeting from a report presented to the Board of Directors by the judges. In the event of a tie vote, the election shall be determining by lot under the direction of the appointed judges of election.

Section 6. Vacancies. A vacancy of any unexpired term of an Officer or Director resulting from any cause shall be filled by nominations by the President and confirmed by a majority of the Board of Directors.

Section 7. Seating of New Directors. All newly elected Board members shall be seated at the annual meeting in September and shall be participating members thereafter. The retiring Directors shall continue to serve until new Directors are seated.

Section 8. Policy. The Board of Directors is responsible for establishing procedures and formulating policies of the Chamber. Policies and procedures shall be maintained in a policy manual to be reviewed annually by a committee consisting of a couple of members of the Board of Directors and revised as necessary.

Section 9. Management. The Board of Directors shall employ the Executive Director and fix the salary and other considerations of employment with a written contract.

Section 10. Indemnification. The Chamber may, by resolution of the Board of Directors, provide for indemnification by the Chamber of any and all of its Directors or former Directors against expenses actually and necessarily incurred by them in connection with the defense of any action, suit, or proceeding, in which they or any of them are made parties, or a party by reason of having been Directors of the Chamber, except in relation to matters as to which such Directors shall be adjudged in such action, suit, or proceeding to be liable for negligence or agreement predicated on the existence of such liability for negligence or misconduct.

Section 11. Quorum at Board of Directors Meetings. Fifty percent of the voting Directors in office shall constitute a quorum for the transaction of business. Except as otherwise expressly provided in these By-Laws an affirmative vote by a majority of the Directors present shall constitute the decision of the Board.

Section 12. Board of Directors Voting. An elected director present at a meeting of the Board may vote on behalf of an absent elected director, provided that an original or copy of a written and dated proxy from the absent elected director, signed by the absent elected director or sent by electronic mail from an electronic mail address clearly identified as belonging to the absent director, is delivered to the Secretary prior to the meeting. It shall either contain voting instructions, with which the present elected director must abide if the proxy vote is cast, or authorize the present elected director to vote as determined by the present elected director on any or all matter coming up for a vote at the meeting.

Section 13. Executive Committee. The Executive Committee shall act in emergency situations 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 at the next regular meeting of the Board of Directors. The Executive Committee shall be composed of the President, Vice President, Treasurer, Secretary, Past President and the Executive Director. The majority of this number shall constitute a quorum. Meetings of the Executive Committee shall not be open to the membership unless a special invitation is extended by the Executive Committee.

Section 14. Executive Session. Executive Session may be convened either during a membership meeting, board meeting or a specially called meeting. It shall consist of board members only to handle any sensitive issue that needs to be discussed or voted on by the board.

## ARTICLE VI

### Officers

Section 1. Nominations. Nominations for President, Vice-President, Treasurer and Secretary shall be made by a nominating committee comprised of the current President as chair, and two (2) out going Board members appointed by the chair. These nominations shall be reported to the new Board of Directors at a specially called meeting before the annual meeting and shall be placed on the agenda for comments or any nominations from the floor.

Section 2. Elections. The President, Vice-President, Treasurer and Secretary shall be elected at this specially called meeting of the new Board of Directors. All officers shall be seated with the other members of the Board of Directors as specified in Article V, Section 7.

Section 3. Appointments. The President shall appoint from the Regular Membership with the approval of the Board, Ex-Officio officers as deemed necessary to conduct the activities of the Chamber; provided, however; the Presidential appointment of the Ex-officio officers shall be limited to no more than four (4) who are not elected members of the Board of Directors during the President's term. All officers elected or appointed shall serve for a term of one (1) year or until their successor assumes the duties of office.

### Section 4. Duties of Officers.

- a) President. The President shall serve as the executive head of the corporation and its Executive Committee, and shall preside at all meetings of the membership, Board of Directors and Executive Committee. The President shall, with the advice and counsel of the Vice-President, the Secretary, and the Treasurer, select all ad hoc committee chairpersons subject to the approval of the Board of Directors. With the authorization of the Board of Directors, the President shall sign all deeds, contracts and other instruments affecting the operations of the Chamber or any of its properties. The President, shall, with the Vice-President, Secretary or Treasurer, sign all formal documents of the Chamber.
- b) Vice-President. The Vice-President shall have the duty of assisting the President and of performing the duties of the President in the absence of the President.
- c) Secretary. The Secretary shall be technical custodian of the minutes, corporate seal and all records of the organization; shall be responsible to ensure that a complete record of the minutes and proceedings of the Board of Directors meeting be kept; shall see that the



seal of the corporation is affixed to all documents and in general perform all duties incident to the office that are assigned to the Secretary by the President of the Board of Directors.

- d) Treasurer. The Treasurer shall supervise the receipt, deposit and disbursements of the funds of the Chamber, and shall serve as Chairperson of the budget committee and shall otherwise assist and work closely with the Executive Committee in providing the money necessary to meet the requirements of the Chamber's program of work. The Treasurer and the budget committee shall be responsible for determining the ways and means by which budget requirements are met. The Treasurer shall be the official custodian of all funds of the Chamber and cause a monthly financial report to the Board.
- e) Executive Director/Office Administrator. The Executive Director shall be the chief administrative officer and shall perform such responsibilities as may be assigned by the President. The Executive Director shall serve as advisor to the President and all committees and assemble information and data and prepare special reports on such matters as the President may designate. The Executive Director shall be an ex-officio member of the Board of Directors, the Executive Committee, and all committees. The Executive Director may co-sign checks consistent with the provisions of Article VIII, Section 4. The Executive Director shall be responsible for administration of the plan of action in accordance with the policies and regulations of the Board of Directors. The Executive Director shall be responsible for hiring, discharging, directing, supervising, and salary administration of all employees. With the cooperation of the Executive Committee, the Executive Director and the budget committee, shall be responsible for overseeing the preparation of an operating budget covering all of the activities of the Chamber, subject to approval of the Board of Directors.

## ARTICLE VII

### Committees

Section 1. Committees. The creation of standing committees shall be governed by the Policies & Procedures as approved by the Board of Directors. Each Chairman shall be appointed by the President with the approval of the Board of Directors.

Section 2. Limitation of Powers. No action by any member, committee, division, employees, directors, or officer shall be binding upon or constitute an expression of the policy of the Chamber, unit it shall have been approved by the Board of Directors.

Section 3. Ex-Officio Members. The President/and or Vice-President shall be ex-officio members of all committees.

## ARTICLE VIII

### Finances

Section 1. Fiscal Year. The fiscal year shall begin October 1 and end September 30.



Section 2. Budget. As Soon as possible after election of the new Board of Directors and officers, the Executive Committee (or Budget Committee if preferred) shall adopt the budget for the coming year and submit it to the Board of Directors for approval.

Section 3. Funds. All monies received by the Chamber shall be deposited to the credit of the Chamber, in such bank or banks as may be designated by the Board of Directors.

Section 4. Disbursements. Upon approval of the budget, the President is authorized to make disbursements on accounts and expenses provided in without additional approval of the Board of Directors. Disbursement shall be by check. The checks shall be required to bear two signatures of either the President, Vice-President, Secretary, Treasurer, or the Executive Director. Any non-budgeted check in excess of \$250.00 shall have the approval of the Board of Directors.

Section 5. Annual Audit. An annual audit shall be made of the books and accounts of the Chamber at the close of business for the fiscal year by a committee established by the President. (if possible, this committee should consist of at least one banker and/or accountant) and the report submitted to the Board of Directors. The term audit in this use is not the same meaning as an audit defined by the American Institute of Certified Public Accountants.

## ARTICLE IX

### Order of Meeting

Section 1. Parliamentary Authority. The current edition of Roberts Rules of Order shall be the final source of authority for the Chamber in all questions of parliamentary procedure when such rules are not inconsistent with the Charter or By-Laws of the Chamber.

## ARTICLE X

### Amendments

Section 1. Amendments. The process for amending these bylaws shall be as follows:

- a) Initial Approval. Amendments will be recommended and approved by a two-thirds vote of the Board, whether by voice vote, signed mail ballot, signed fax, or other electronic voting.
- b) Notification. Chamber members will be notified of the recommended amendments by mail or e-mail and there will be at least a 10 day period for members to comment on the changes.
- c) Voting. The amendments will be voted on at the next regular chamber meeting. Only regular and associate members in good standing shall be allowed to vote. Members must cast their vote in person or provide a written and signed proxy vote. The chamber will provide all members an approved form for casting proxy votes. The form will be available on the chamber website and sent electronically upon request. Proxy votes must be provided to a Board member prior to the chamber meeting designated for the vote. The Secretary will collect all proxy votes and they will be counted after the in-person votes are registered.

Section 2. Effective Date. Each amendment to these By-Laws shall become effective when approved by the members as provided in this article.

## ARTICLE XI

### Enactment

Section 1. Enactment. These By-Laws shall be effective immediately following their adoption by a majority vote of the members of the Chamber present at any meeting for which proper notice has been given. When so adopted, they shall supersede all previous By-Laws and amendments.

## ARTICLE XII

### Dissolution

Section 1. Dividends. No dividend shall be paid and no part of the income of the Chamber shall be distributed to its members, Directors, or Officers. The Chamber may pay compensation in a reasonable amount to its members, Directors and Officers for services rendered.

Section 2. Assets On Dissolution. No part of the property of the Chamber or the proceeds of the sale, lease, or other disposition thereof shall inure to the benefit of the members, Directors, or Officers 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) (6).