

Harrisonville Area Chamber of Commerce By-Laws

ARTICLE I – GENERAL

Section 1. NAME

This organization is incorporated under the state law of Missouri and shall be known as the Harrisonville Area Chamber of Commerce hereafter referred to as the Chamber.

Section 2. OBJECT

This Chamber is organized for the purpose of advancing the economic, industrial, agricultural, professional, cultural, educational, social and civic welfare of the Harrisonville area.

The Chamber shall:

1. Encourage the growth of existing industries and businesses while giving all proper assistance to any new firms or individuals seeking to locate in the Harrisonville area.
2. Support all those activities believed to be beneficial to the community and area and oppose those which might be detrimental.
3. Promote the welfare of all area citizens following those policies intended to accomplish the greatest good for the greatest number.

Section 3. 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.

ARTICLE II – MEMBERSHIP

Section 1. ELIGIBILITY

Any business, individual, association, company, corporation, partnership, estate or trust willing to support the above objectives shall be eligible to apply for membership.

Section 2. ELECTION

Written application for membership shall be approved by the Board of Directors.

Section 3. DUES

Membership dues shall be at such rates, schedules or formulas as prescribed by the Board of Directors.

Section 4. TERMINATION

1. Any member may resign from the Chamber upon written request to the Board of Directors.
2. Any member may be expelled by the Board of Directors by a two-thirds (2/3) vote for non-payment of dues after sixty (60) days from the due date unless otherwise extended for good cause.
3. Any member may be expelled by a two-thirds (2/3) vote of the Board of Directors at a regularly scheduled meeting thereof for conduct unbecoming a member, or prejudicial to the aims or reputation of the Chamber, after notice and opportunity for a hearing.

Section 5. EXERCISE OF VOTING PRIVILEGES OF NON-INDIVIDUAL MEMBERS

Any business, association, company, corporation, partnership, estate or trust holding membership may register one (1) individual who the holder desires to exercise the privileges of membership covered by its subscription subject to approval by the Board of Directors.

Section 6. VOTING RESTRICTION OF MEMBERS

Every member of the Chamber in good standing is entitled to one (1) vote at any election referendum or membership meeting. Voting by proxy shall not be permitted. Ballots will be addressed to the business address of members. A member shall be defined as a business, individual, association, company, corporation, partnership, estate or trust.

Section 7. ORIENTATION

Orientation program shall be held at the direction of the Board of Directors.

ARTICLE III – MEETINGS

Section 1. ANNUAL MEETING

The annual meeting of the Chamber shall be held at a time and place as determined by the Board of Directors. Notice shall be mailed either electronically or by U.S. mail to each member at least five (5) days before said meeting. In addition, there shall be such other meetings as needed. Such time and place shall be set by the Board of Directors.

Section 2. ADDITIONAL MEETINGS

1. Notice of all meetings of the membership at large shall be given at least five (5) days prior to the date of said meeting
2. The Board of Directors shall meet at least once a month at the call of the President. Board of Director members may phone into the monthly meeting or any special meeting. Phoning in will still be considered an absence however members can still vote by phone.

3. The Board of Directors can vote electronically on items when meetings cannot be called to approve specific items.
4. Special meetings of the membership at large may be called at the discretion of the President or of a majority of the Board of Directors, or if at least 25% of the Chamber Membership desire to call a special meeting, they shall file a petition. It shall be the duty of the President to call such a meeting.
5. The officers of the previous year shall, at the annual meeting, submit a report of the accomplishments during the past year.

Section 3. QUORUMS

1. At any duly called general meeting of the Chamber, thirty (30) members shall constitute a quorum.
2. A majority of voting Directors shall constitute a quorum of the Board of Directors.
3. A majority of those present shall constitute a quorum at committee meetings.

ARTICLE IV – BOARD OF DIRECTORS

Section 1. COMPOSITION OF THE BOARD

The Board of Directors shall be composed of a minimum of ten (10) members as follows:

1. Nine (9) elected directors serving three (3) year terms.
2. The immediate past President shall be an ex-officio member with voice and vote for one year in the event his or her term of office is expiring.
3. Executive Director: The Executive Director will have no voting privileges on the board.
4. The Chamber President may appoint an administrative officer of the City of Harrisonville, an administrator of the Harrisonville School District and one of the Cass County Commissioners. These members will have voting rights.
5. Honorary members may be appointed annually by the President and approved by the Board. Honorary members will have no voting privileges on the Board.

Section 2. SELECTION OF DIRECTORS AND VACANCIES

1. Annual Election: Directors whose terms expire shall be elected by the membership annually. Directors shall be elected to a three (3) year term.
2. Election Committee: An election committee of five (5) members appointed by the President, at least one (1) of whom shall be a non-Director member in good standing, shall submit a list of proposed nominees for election. The President shall designate the Chairman.

The Election Committee shall present a slate of candidates in November to replace the Directors whose regular terms are expiring at the end of December. Each candidate must be an active member in good standing and must have agreed to accept the responsibilities of a directorship.

3. **Publicity of Nominations:** Upon receipt of the report of the Election Committee, the membership shall immediately be notified by electronic or U.S. mail, of the names of persons nominated as candidates for directors, and the right of petition.
4. **Nominations by Petition:** Additional names of candidates for Directors can be nominated by petition hearing the genuine signature of at least twenty five (25) qualified members of the Chamber. Such petition shall be filed with the Election Committee within ten (10) days after notice has been given of the names of those nominated. The determination of the Election Committee as to the legality of the petition(s) shall be final.
5. **Determination:** If no petition is filed within the designated period, the nominations shall be closed and the nominated slate of candidates shall be declared elected by the Board of Directors at their regular December Board meeting.

If a legal petition shall present additional candidates, the names of all candidates shall be arranged on a ballot in alphabetical order. Instructions will be to vote for the number needed to fill vacancies on the board. Identification shall be made on the ballot to identify those candidates nominated by the Election Committee. The President or his/her designate shall mail this ballot either electronically or through U.S. mail to all designated representatives at least fifteen (15) days before the regular December Board meeting.

The ballots shall be marked in accordance with instructions printed on the ballot and returned to the Chamber office with ten (10) days. The Board of Directors shall at their regular December Board meeting declare the needed number candidates with the greatest number of votes, elected.

6. **Seating of Directors:** The President shall announce the results so certified at the January Board of Directors Meeting, at which time the Directors so elected shall be installed with formality. They shall be fully participating members of the Board thereafter until completion of their terms. Directors and officers will be presented to the membership at the organization's Annual Meeting.

7. Vacancies: All vacancies on the Board of Directors due to death, resignation, or other causes shall be filled by appointing another member in good standing from the membership by the remaining Directors. The appointee shall serve as a Director until the next regular director election, at which time a successor shall be elected by the regular election process for the balance of the vacated term.

Section 3. DUTIES OF DIRECTORS

Directors shall be members in good standing as defined as being members of the Chamber and being current in dues but not more than thirty (30) days past due.

Directors shall also be expected to attend all regular meetings of the Board of Directors. Four (4) absences within a calendar year shall be considered resignation from the Board and that vacancy shall be filled by appointment of the Board.

Directors shall:

1. Make all policy decisions;
2. Approve the Program of Work;
3. Approve the Annual Budget;
4. Approve the dues structure;
5. Approve the Organizational Structure; and
6. Approve in advance all expenditures not included in the budget.

Section 4. MANAGEMENT

Annually the Board of Directors may hire an Executive Director and fix his/her salary.

ARTICLE V – OFFICERS

Section 1. DETERMINATION OF VOLUNTARY OFFICERS

The elective officers of the Chamber shall consist of a President, President-Elect, and a Secretary/Treasurer.

Section 2. ELECTION OF OFFICERS AND VACANCIES

All elective officers shall be elected by the members of the Board of Directors from their ranks. Officers shall be elected at or prior to the Annual Membership Meeting and shall be seated in office at the January organizational Board Meeting.

The initial tenure of the appointed Chair of each of the committees shall be for one (1) year, terminating at the Annual Meeting each year or upon election and induction into office of his/her successor.

In the event of a vacancy of any elective office by death, resignation or other causes, said vacancy shall be filled by the Board of Directors from their ranks. The appointee shall serve for the balance of the vacated term.

The President-Elect shall automatically become President of the Chamber of Commerce upon completion of his/her term as President-Elect. This officer is not susceptible to election if his/her term ends before he/she serves as President. His/Her successor in office shall be elected for a two (2) year term at the next regular election for the balance of the standard three (3) year term. The President-Elect will serve two additional years as President and Past-President of the Board of Directors.

Section 3. DUTIES OF OFFICERS

A. President: The President serves as the chief voluntary officer and shall be responsible to the Board of Directors in regular contact with the administrative office to make certain that policies established by the Board of Directors, including the Program of Work, are put into effect and carried out as may be appropriate, and shall recommend such changes in procedures and policies as he/she may deem appropriate to the Board.

The President shall:

1. Appoint all Committee Chairs for a one (1) year term with approval of the Board;
2. Serve as Chairman of the Executive Committee;
3. Preside at all meetings of the Board of Directors following his election, present a Program of Work and Budget for the ensuing year;
4. Be ex-officio member of all committees, he/she may call meetings of a committee when that chairman, for any reason, fails to do so;
5. Perform all duties of the Treasurer, including the signing of checks, in the absence or incapacity of such officer.

B. President-Elect:

The President-Elect shall:

1. Assume the duties of the President in his/her absence or incapacity;
2. Serve as a voting member of the Executive Committee;
3. Perform such other tasks as may be assigned by the President; and
4. In November, prepare the Program of Work and the Budget for the next year with the aid and assistance of those persons designated as Committee Chairs.

C. Secretary/Treasurer:

The Secretary/Treasurer shall:

1. Cause a correct and complete record to be made of each meeting of the Board of Directors and Executive Committee; and
 2. Have custody and control of all funds of the Chamber and account for all monies collected and expended.
- D. Executive Director: The Executive Director is the chief paid officer of the Chamber. He/She is responsible for the general management and coordination of all organization activities and serves as corporate secretary. He/She is also responsible for the supervision of the entire Chamber staff. The Executive Committee will work in place of the Executive Director if one is not in place.

The Executive Director shall:

1. Provide assistance in the development of the Program of Work;
2. Provide supervision or delegate supervision of committees;
3. Assist in planning long-range policies;
4. Be responsible for solution of all staff problems;
5. Be responsible for the hiring, disciplining and terminating of paid staff and keeping the Board abreast of staff developments;
6. Provide general management of the organization;
7. Prepare or direct preparation of all correspondence;
8. Prepare or direct preparation of all official publications;
9. Prepare or direct preparation of all news releases;
10. Maintain close liaison with all groups in the community, and
11. Shall otherwise answer to the Board of Directors or its chosen designate.

Section 4. EXECUTIVE COMMITTEE

The Executive Committee shall consist of the President, President-Elect, Secretary/Treasurer, and the Immediate Past President.

A Member of the Executive Committee will not be permitted to hold elected office, whether on the City, County or State Level. If a member is elected to such office during his/her term they will be asked to vacate such office and the Board would then appoint a member of the Board to serve the unexpired term.

The Executive Committee shall act for the Board of Directors between regular meetings of the Board.

Annually (at a minimum), the Executive Committee shall make an appraisal of the Executive Director's performance in keeping with job description and official duties.

ARTICLE VI – COMMITTEES, DIVISIONS, AND EXTERNAL ASSOCIATIONS

Section 1. APPOINTMENT OF COMMITTEES

The President, with approval of the Board, shall appoint committees and task force chairs. He/She will define the responsibilities of all chairs appointed. The President or his/her designate shall be ex-officio members of each committee and task force. Each committee shall report regularly to the Board.

Section 2. LIMITATION OF AUTHORITY

A division carries out its² instructions from the Board of Directors and has no authority to commit the Chamber unless the project has been approved by the Board. Committees shall be discharged by the President when their work has been completed and their reports accepted.

ARTICLE VII – FINANCES

Section 1. FUNDS

All money paid to the Chamber shall be placed in accounts as approved by the Board.

Section 2. DISBURSEMENTS

Upon approval of the budget, the Executive Director, Chamber President, Immediate Past President or Secretary/Treasurer is authorized to make disbursements on account provided for in the budget. In the absence of the President, the Secretary/Treasurer shall be notified of planned disbursement. Disbursements shall be made by check or electronic payment and at such times as needed to maintain orderly and needed payment schedules. The Executive Committee shall review all expenditures between their meetings and the Board of Directors shall review a financial statement each month. This statement shall contain prior month dispersal information.

Section 3. FISCAL YEAR

The fiscal year of the Chamber shall end December 31.

Section 4. ANNUAL REVIEW

The Chamber's financial records shall be reviewed annually by a public accountant selected by the Board of Directors. The review shall at times be available to members of the organization at the offices of the Chamber.

ARTICLE VIII – PARLIAMENTARY PROCEDURES AND SEAL

Section 1. AUTHORITY

The proceeding of the Chamber shall be governed by Robert’s Rules of Order.

Section 2. SEAL

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

ARTICLE IX – DISSOLUTION

The Chamber shall use its funds only to accomplish the objects and purposes specified in these by-laws, and no part of said funds shall insure, 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 organization to be selected by the Board of Directors.

ARTICLE X – AMENDMENTS

All proposed amendments to these by-laws shall first receive approval of a majority of the members of the Board of Directors present at a regular meeting of the Board of Directors.

The by-laws will then be amended by a majority vote of the members present at any regular or special meeting of the Chamber called for such purpose, provided notice has been given to the entire membership.

ADOPTED ON: _____

PRESIDENT: _____

SECRETARY: _____

2-06-15