

Trumann Area Chamber of Commerce

By-Laws

Article I

Section 1. The name of this organization shall be the Trumann Area Chamber of Commerce, Inc.

Article II

Objectives

Section 1. The Trumann Area Chamber of Commerce is organized for the purpose of advancing the civic, commercial, agricultural, industrial and economic welfare of the City of Trumann and vicinity.

Article III

Limitation of Methods

Section 1. The Trumann Area Chamber of Commerce shall be nonpartisan, non-sectional, nonsectarian and shall take no part in or lend its support to the election or appointment of any candidate for State, County, City or Federal Office.

Article IV

Membership

Section 1. Membership shall be of three classes: Active, Honorary, and Lifetime.

Section 2. Active Member: Any individual or member of any firm, corporation, or association may subscribe for one or more active memberships, and may nominate an individual to represent each membership. Membership dues shall be determined by the Board of Directors. Such individual, firm, corporation or association subscribers shall be listed as sustaining members. The privileges of membership shall be enjoyed and exercised only by each individual who is nominated by such individuals, firms, corporations or associations and elected by the Board of Directors. The Board of Directors shall approve or reject the subscription as provided in Article V, Section 1 of these By-Laws.

Section 3. Honorary Membership: Distinction in public affairs shall confer eligibility of honorary membership, except that of holding office and voting, with exemption from the payments of all fees and dues. Honorary members may be elected by the Board of Directors. A proposal to convey honorary membership may be made in writing to the President by any member of the Chamber. Nominations for Honorary Membership consideration should be submitted to the President who will present nomination to the Executive Committee. After review and approval by the Executive Committee the name can be presented at any regular board meeting of the Chamber and acted upon. Election will be by a majority vote of the board members present. Every election to honorary membership shall be announced to the Chamber at its first meeting thereafter.

Section 4. Lifetime Membership: Lifetime membership may be conferred on members who have retired but wish to continue active involvement and/or membership in the Chamber. Any person who has been an active member of the Chamber and has rendered service of distinction may be considered for Lifetime Membership. Lifetime Membership is an honorary position and shall include all the benefits of membership, including voting. A one-time membership fee, set by the Board of Directors, will be charged to Lifetime Members. Nominations for Lifetime Membership consideration should be submitted to the President who will present nomination to the Executive Committee. After review and approval by the Executive Committee the name can be presented at any regular board meeting of the Chamber and acted upon. Election will be by a majority vote of the board members present. Every election to Lifetime Membership shall be announced to the Chamber at its first meeting thereafter.

Article V

Election

Section 1. Members may be elected at any meeting of the Board of Directors. A two-thirds vote of those Directors present shall be necessary to elect the member.

Article VI

Expulsion

Section 1. If any member shall fail to pay dues within three months of maturity, he or she shall be considered delinquent, and written notice of lapsed membership status shall be given him or her by the Executive Director. If at the end of ten days, if the member still remains delinquent, the membership may be forfeited by action of the Directors.

Article VII

Resignation

Section 1. Any member, upon written request addressed to the Board of Directors and accompanied by a remittance covering the full amount of his or her pledged membership fee for the current year, may resign from the Trumann Chamber of Commerce.

Article VIII

Membership Meeting

Section 1. The Board of Directors may provide for regular meetings of the membership and special meetings may be called by the President, Board of Directors, or upon written request of five percent of the active members in good standing.

Article IX

Annual Meeting

Section 1. The annual meeting of the membership shall be set by the Board of Directors. At this meeting the annual reports of officers and of the Executive Director shall be presented, and the President and Directors elected shall be installed.

Article X

Quorum

Section 1. A legal quorum of the membership shall be one tenth of the total number of its active members.

Article XI

Officers

Section 1. The government of the corporation, the direction of its work and the control of its property shall be vested in a Board of Directors, consisting of a five-member executive committee comprised of the President, the President-elect, a Treasurer, a Secretary, the Immediate Past-President, and ten Directors, who shall be elected as hereinafter provided.

The Board of Directors will have three ex-officio members: the Executive Director, the Mayor of Trumann, and the Superintendent of Trumann Public Schools. Ex-officio board members will have the right to engage in all aspects of the parliamentary process (making motions, discussion, and voting) but may not hold any office.

The Board of Directors shall have the power to fill vacancies on the Board until the next annual election. The Board may adopt rules, regulations and policies for conducting the business of the corporation. The Board shall submit at the annual meeting a report of the finances of the corporation.

The Board may employ an Executive Director as the Chief Administrative Officer of the corporation. The employment of the Executive Director shall be an employment at-will.

There shall be elected each year at the annual election from the membership, a President, a President-elect and five Directors. A Treasurer shall be elected each two years and a Secretary shall be elected in alternate years.

Terms of office shall be one year for the President and President-elect and two years for the Treasurer, Secretary and Directors except for the first-year officers, one-half of whom will serve for one year only. Any member of the board of Directors who is absent from three or more regular or special meetings of the Board of Directors during any calendar year may be replaced by a majority vote of the Board of Directors at any regular or special meeting. He or she shall be succeeded by the nominee or write-in candidate who received the highest number of votes in the most recent election and who was not elected or is not serving on the Board of Directors provided that such nominee or write-in candidate agrees to accept appointment by the Board of Directors to fulfill the unexpired term. In the event that the write-in candidate or nominee should refuse the appointment, then the candidate or nominee having the next highest number of votes shall be appointed conditioned upon his or her acceptance and so on until the position is filled or until all nominees or write-in candidates have refused the position. If all nominees or write-in candidates eligible have refused the position, then there shall be declared to be a vacancy on the Board and that vacancy shall be filled as otherwise provided in these By-Laws.

Article XII

Nominations and Elections

Section 1. The officers and directors shall be elected by ballot not later than November 15th of each year. A nomination committee of not less than five members shall be appointed by the president thirty days prior to the election and it shall be their duty to nominate from the active members of the corporation twice as many persons to be voted on for the members of the Board of Directors as there are vacancies on the Board to be filled. Said committee shall file a list of the nominees recommended with the Executive Director not later than fifteen days before the election. The Executive Director shall send to all active members of the corporation a list of the nominees recommended by the nominating committee. A number of the nominees corresponding with the number of the directors to be elected who receive the highest number of votes shall be declared elected. There may be write-in candidates. There will be no proxies, and no one may vote more than once for any nominee or write-in candidate. Each member voting may mark their ballot for the nominees of their choice but may not vote for more nominees and write-in candidates than there are vacancies to be filled.

Article XIII

Supervision of Election

Section 1. The President shall appoint from members in good standing, who are not candidates, a committee of three inspectors of election who shall examine the ballots and determine the validity of each and count the ballots. Each ballot shall be numbered and the Executive Director shall compile a random list of members eligible to vote and assign a ballot number to each member. Thereafter the list of voting members and their corresponding ballot numbers shall be sealed for a period of four weeks and thereafter destroyed unless the results of the election are contested by a nominee and in that instance the list shall be examined only by the duly appointed inspectors to determine the validity of the ballots received.

Article XIV

Meetings

Section 1. A regular meeting of the Board of Directors shall be held monthly on the same day or date as determined by the Board of Directors. A special meeting of the Board of Directors may be called at any time by the President or by any three directors; provided that when called otherwise than by the President, a call shall be issued to every director stating the purpose of the meeting. At all meetings of the Board of Directors, nine directors shall constitute a quorum, except, if there is no quorum at a regularly or specially called meeting of the Board of Directors, then those directors present at the next regularly or specially called meeting shall constitute a quorum.

Article XV

Duties of the President

Section 1. The President shall preside at all meetings of the corporation and Board of Directors and perform all duties incident to this office. He or she shall, subject to the approval of the Board of Directors, appoint all committees and he or she shall be an ex-officio member of all committees. He or she shall, at the annual meeting of the corporation and at such other times as may be deemed proper, commend to the membership and the board of Directors such matters and make such suggestions as may tend to promote the prosperity and increase the usefulness of the corporation.

Article XVI

Duties of the President-elect

Section 1. The President-elect shall act in the absence of the President; and in the absence or disability of the two officers named President and President-elect, the Secretary shall act; in the absence of the Secretary, the Treasurer shall act; and in the absence of the four officers named (President, President-elect, Secretary, and Treasurer) a member of the Board of Directors shall be chosen to act temporarily. The President-elect shall serve as program chair being responsible for all events and activities of the association during his or her year of service.

Article XVII

Duties of the Secretary

Section 1. The secretary will direct and be responsible for the minutes of the Board of Directors and official business meetings and will direct and be responsible for preserving all papers, letters, and records of all transactions except those of the Treasurer. The Secretary will notify the membership at least thirty (30) days in advance of a business meeting by written notice stating the place, day, and hour of such meeting. In addition, the Secretary will transmit to the membership of the Association any proposed revision of the bylaws at least thirty (30) days in advance of a business meeting; the Secretary will advise members of other meetings as required; he or she shall perform all other duties assigned by the President or the Board of Directors.

Article XVIII

Duties of the Treasurer

Section 1. The Treasurer shall be the custodian of all the funds of the corporation and, under the direction of the Board of Directors, shall deposit, invest and disburse the same. He or she shall make written reports monthly to the Board of Directors and to the annual meetings of the

membership, itemizing receipts and disbursements, and a copy of such report shall be furnished to each director. All disbursements shall be made by duly signed checks countersigned by the President, a designated Board member, or an appointed Assistant Treasurer. In the absence of the Treasurer, checks, drafts, and other orders for the payment of money may be signed by the President and the designated Board member or the appointed Assistant Treasurer.

Article XIX

Duties of the Immediate Past President

Section 1. The Immediate Past President shall serve in an advisory capacity to the Board of Directors and will perform all other duties assigned by the President or the Board of Directors.

Article XX

Duties of the Executive Director

Section 1. The Executive Director shall be the chief administrative officer of the corporation. It shall be the duty of the Executive Director to conduct the official correspondence, preserve all books, documents and communications, keep books of accounts, and maintain an accurate record of the proceedings of the corporation, the Board of Directors and all committees. He or she shall submit a financial statement and written report of the year's work at the close of each fiscal year. He or she shall have general supervision over all employees of the corporation. He or she shall perform such duties as may be directed by the Board of Directors. At the termination of his or her employment, he or she shall deliver to the Board of Directors all books, papers and property of the corporation. The Executive Director may assist the Treasurer in the Treasurer's duties. The Executive Director shall hold an ex-officio position on the Board of Directors.

Article XXI

Committees

Section 1. The President shall appoint all committees provided for herein, subject to confirmation by the Board of Directors, and shall have the authority to create and appoint each ad hoc committee as he or she shall deem necessary subject to confirmation by the Board of Directors of all such ad hoc committees and their members.

Article XXII

Executive Committee

Section 1. The Executive Committee shall be composed of the President, the President-elect, Secretary, and the Treasurer of the corporation. In the interim between meetings of the Board of Directors, the Executive Committee shall have charge of the routine business of the corporation. The Executive Committee shall have general charge of the finances and property of the corporation and shall have authority to order disbursements for necessary expenses and may grant to any committee a reasonable amount of money for special work, provided such amount shall not exceed the budget allowance for such work as previously approved by the Board. At the beginning of the fiscal year the Executive Committee shall prepare and submit to the Board a budget of the general expenses of the corporation for that year.

Article XXIII

Finance, Budget and Auditing Committees

Section 1. The finance and budget committee shall be composed of three members of the Board of Directors. Its duties shall be to receive and consider, at the beginning of the fiscal year, estimates of expenditures of the ensuing year as prepared and filed with it by the officers and committees of the corporation and to submit to the Board of Directors recommendations for the budget apportioning the funds of the corporation. The recommendation may be approved, amended, or rejected by the Board.

After the final adoption of the budget, no indebtedness shall be incurred, or expenditures made, unless specifically authorized by the Board of Directors. The finance committee shall, subject to the approval of the Board of Directors, adopt rules and regulations governing the manner in which the funds of the corporation shall be apportioned.

The auditing committee shall consist of three members. Its duties shall be to examine and report to the Board of Directors the financial operations of this corporation and to submit at the annual meeting of the members a detailed report of the examination and audit of the books of the several officers and departments.

Article XXIV

Disbursements

Section 1. No disbursements of the funds of the corporation shall be made unless the same shall have been approved, authorized and ordered by the Board of Directors. All disbursements shall be made by check. Checks shall be signed by the Treasurer and countersigned by the President or a designee determined by the Board of Directors or the Appointed Assistant Treasurer. In the

absence of the Treasurer, checks, drafts and other orders for the payment of money may be signed by the President and the designated Board member or the Appointed Assistant Treasurer. Upon the approval of the budget, the Executive Director may be authorized to make disbursements on account of expenses provided for in the budget without any additional approval by the Board of Directors.

Article XXV

Fiscal Year

Section 1. The fiscal year shall begin January 1st and end the 31st day of December.

Article XXVI

Parliamentary Procedure

Section 1. Roberts Rules of Order (current edition) shall be the parliamentary guide and shall govern the proceedings of the Trumann Area Chamber of Commerce, the Board of Directors and the committees when not in conflict with the specific provisions of these By-Laws.

Article XXVII

Amendments

Section 1. These By-Laws may be amended by a majority of the active membership in good standing present at any regular membership meeting or at any special meeting called for that purpose, provided that such proposed amendment shall be clearly stated in the call for the meeting at which they are to be considered.

Section 2. Due notice shall be sent to every active member of any meeting at which such amendments are to be considered and must be given at least ten (10) days prior to the time of the meeting.