

**O'FALLON CHAMBER OF COMMERCE
BYLAWS**

**ARTICLE I
GENERAL**

Section 1: NAME

This organization is incorporated under the laws of the state of Missouri and shall be known as the O'Fallon, Missouri Chamber of Commerce, Incorporated hereinafter referred to as Chamber.

Section 2: PURPOSE

The O'Fallon, Missouri Chamber of Commerce is organized to achieve the objectives of:

1. The O'Fallon Chamber of Commerce is a professional organization dedicated to the promotion and enhancement of O'Fallon and the St. Charles County business community.

2. O'Fallon, Missouri Chamber of Commerce shall be non-partisan, non-sectional, non-sectarian and take no part in or lend its support to the election or appointment of any candidate for public office. However, it shall be considered proper for said Chamber of Commerce to publicly uphold positions and philosophies that the majority of the Board of Directors support for the betterment of the community or the benefit of the majority of the membership and to publicly support, both philosophically and financially any project that the majority of the Board of Directors feels is of benefit.

Section 3: GOVERNANCE

The O'Fallon Chamber of Commerce 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 person, association, corporation, partnership or estate having an interest in the objectives of the organization shall be eligible to apply for membership.

Section 2: ELECTION TO MEMBERSHIP

Applications for membership shall be in writing, on forms provided for that purpose, and signed by the applicant. Membership shall initially be deemed approved as a “probationary” member. A probationary member shall enjoy all rights, privileges and obligations of members during the period of probation. The period of probation is sixty days. If, within sixty days of the application no objection to the membership application is filed with the Board, the member shall automatically become a full member, and the period of probation shall end. If an objection is filed with the Board, the Board must convene a meeting within forty days of receiving the objection, and notify the probationary member of his or her right to be present at such meeting. At this meeting the Board will consider the merits of the objection and determine an appropriate course of action. The period of probation will be extended through the date and time of the hearing. The issues at such hearing before the Board will be the same as set forth in Article 2 Section 4 of these Bylaws. The Board will vote at the conclusion of said meeting, and the determination will be final. The date and time of the meeting may be continued one time for good cause. Two-thirds or more of the Board must vote against the membership for full membership to be denied. In the event the objection is sustained and full membership is denied, all fees and/or dues except application fees, paid in the period of time during which the member was a probationary member will be refunded in full within one week of the determination by the Board. For purposes of renewal of membership, the membership shall be deemed to have begun on the date of receipt of the initial application for membership, in the event that the member becomes a full member. Membership will begin upon the date of payment of the prescribed membership investment.

Section 3: INVESTMENT

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

Section 4: TERMINATION

- a.) Any member shall be expelled by the Board of Directors for nonpayment of dues after sixty (60) days from month of their anniversary date, unless otherwise extended for good cause;
- b.) Any member may be expelled by a two-thirds vote of the Board of Directors, at a scheduled meeting thereof, for conduct unbecoming a member, prejudicial to the aims or repute of the Chamber, or conflict with “Community Standards”, 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 in good standing shall be entitled to cast (1) vote.

Section 6: EXERCISE OF PRIVILEGES

Any person, 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.

ARTICLE III MEETINGS

Section 1: ANNUAL MEETING

The annual meeting of the corporation, in compliance with state law, shall be held during the regularly scheduled January meeting of each year.

Section 2: ADDITIONAL MEETINGS

General meetings of the Chamber of Commerce may be called by the Chairman of the Board at any time, or upon petition in writing of any 20 percent of members in good standing.

- a) Notice of special meetings shall be mailed to each member at least five (5) days prior to such meetings;
- b) Board meetings may be called by the Chairman of the Board, or upon written application of three (3) members of the Board. Notice (including the purpose of the meeting) shall be given to each director at least one (1) day prior to said meeting;
- c) Committee meetings may be called at any time by the Chairman of the Board or by its chairman.

Section 3: QUORUMS

At any duly called General meeting of the Chamber, those members present shall constitute a quorum; at a Board meeting, a majority of Directors shall constitute a quorum.

ARTICLE IV BOARD OF DIRECTORS

Section 1: COMPOSITION OF THE BOARD

The Board of Directors shall be composed of an odd number of board members of not less than 15 or more than 21 members, one-third of whom shall be elected annually to

serve for three (3) years, or until his or her successors are qualified and elected. The Past Chairman of the Board, upon completion of his or her term, shall complete his or her elected term on the Board or, if his or her regular elected term has been served, he or she shall serve as a member of the Board for one (1) year. The President/CEO shall serve as a non-voting member of the Board. Ex-officio(s) will serve as non voting member(s) of the Board.

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.

Section 2: SELECTION AND ELECTION OF DIRECTORS

A. Nominating Committee. The Chairman of the Board shall appoint, a Nominating Committee of five (5) members of the Chamber. Three (3) members of the Nominating Committee shall be selected from the general membership and two (2) from the Board of Directors. The 1st Vice-Chairman of the Board shall serve as chairperson of the committee. The Chairman of the Board shall serve as a non-voting member of the nominating committee.

In **September** an announcement shall be made regarding upcoming elections. Forms will be made available to all eligible applicants.

Names of potential candidates shall be elicited and submitted, on the designated form provided, to the nominating committee. The nominating committee shall meet in October with the candidates to review the requirements and commitments of a Board position. At a Board meeting in November the Nominating Committee shall present to the Board a slate of candidates to serve three-year terms to replace the directors whose regular terms are expiring. Each candidate must be an active member in good standing for at least one (1) year 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. A period of one (1) year must elapse before eligibility is restored. Terms expire at the regularly scheduled January Board meeting.

In December if petitions are received, the general election shall take place. One (1) ballot per Member Company will be distributed. Candidates will be listed in alphabetical order. The Nominating Committee will count the ballots and declare the winners at both the next regularly scheduled Board and General Membership meetings. The decision of the Nominating Committee will be final.

B. Publicity of Nominations. Upon receipt of the report of the Nominating Committee, the President/CEO shall notify the membership 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 50 members of the

Chamber. Such petition shall be filed with the Nominating Committee within fourteen (14) days after notice has been given of the names of those nominated.

D. Determination. If no petition is filed within the designated period all nominations shall be closed and the nominated slate of candidates shall be declared elected.

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 (number of vacancies) candidates only, in December.

E. Judges. If a legal petition is presented the Chairman of the Board shall appoint, subject to the approval of the Board of Directors, at least three (3), but not more than five (5), 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 President/CEO for notification of the Board of Directors.

Section 3: SEATING OF NEW DIRECTORS

All newly elected Board of Directors shall be seated at the January Board meeting and shall be participating members thereafter. The newly elected Directors shall be introduced at the January Annual Membership meeting.

Section 4: VACANCIES/REMOVAL OF DIRECTORS

A vacancy shall be deemed to exist upon a finding by the Board that (1) a director is no longer associated with the entity with whom he or she was associated at the time of election to the Board and their new entity is not a Chamber member or (2) the officers of the entity with whom the director was associated have made written request that the director be removed (3) the Chamber's Board of Directors remove the director as deemed necessary in the best interest of the Chamber.

Any vacancy occurring in the Board of Directors shall be filled by an appointment by the Chairman of the Board confirmed by a majority of the Board of Directors. A Director selected to fill a vacancy of an existing Director shall serve the remainder of the unexpired term of the Director whom they replaced. No director shall serve more than seven (7) consecutive years.

If any Board member misses two (2) regularly scheduled Board meetings in a one-year period, the Chairman of the Board shall contact the Board member to review meeting attendance. If a Board member misses three (3) regularly scheduled Board meetings the Chairman of the Board shall send a written letter reviewing the attendance policy. A member of the Board of Directors who shall be absent from four (4) meetings of the Board of Directors in one (1) year from the initial absence shall automatically be dropped from membership of the Board.

Section 5: CONDUCT OF OFFICERS

Any member serving a term of office for the O'Fallon Chamber of Commerce Board of Directors shall not simultaneously serve on another Chamber of Commerce Board of Directors. The Chairman of the Board may not simultaneously serve as Chairman of another Board or as Executive Director of another organization. In such event the director shall remove himself/herself and the director's seat shall be deemed vacant.

Section 6: POLICY

The Board of Directors is responsible for establishing procedure and formulating policy of the organization. It is also responsible for adopting all policies of the organization.

Section 7: MANAGEMENT

The Executive Committee shall employ a President/CEO and shall fix the salary and other considerations of employment. The President/CEO shall be a non-voting member of the Executive Committee. An annual review of the President/CEO shall be performed by the Chairman of the Board and Past Chairman of the Board.

Section 8: INDEMNIFICATION

The Chamber hereby indemnifies, to the extent permitted by law, 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 they or 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.

Section 9: DETERMINATION OF OFFICERS

The new Board of Directors at the January Board meeting shall reorganize for the coming year. The current Chairman of the Board of Directors will accept nominations from the Board of Directors for executive board positions. At this meeting elections shall take place based on majority vote for Second Vice-Chairman, Secretary, and Treasurer, through ballot voting. For the purpose of continuity, the First Vice-Chairman will become Chairman of the Board, and the Second Vice-Chairman will become First Vice-Chairman. All officers shall take office immediately and serve for a term of one (1) year or until the successors assume the duties of office. They shall be voting members of the Board of Directors.

Section 10: DUTIES OF OFFICERS

A. Chairman of the Board. Preside over General Membership, Special and Board of Director's meetings. The Chairman of the Board shall have the same right to vote as any other director, officer, or regular member. Upon the expiration of the Chairman's term of office, they shall be known as the Immediate Past Chairman and shall remain a voting member of the Board of Directors until such time as there is a new Immediate Past Chairman or until they are removed from the Board. The Chairman of the Board will be an ex-officio of all committees.

B. First Vice-Chairman. The First Vice-Chairman shall exercise the powers and authority and perform the duties of the Chairman of the Board in the absence or disability of the Chairman of the Board.

C. Second Vice-Chairman. The Second Vice-Chairman shall exercise the powers and authority and perform the duties of the First Vice-Chairman in the absence or disability of the First Vice-Chairman.

D. Recording / Membership Secretary. The Secretary shall be responsible for taking, maintaining, and submitting minutes of all regularly scheduled Board of Director's meeting and Executive committee meeting minutes.

E. Treasurer. The Treasurer shall be responsible for the safeguarding of all funds received by the Chamber and for proper disbursement. Such funds shall be kept on deposit in a financial institution, or invested in a manner approved by the Board of Directors. The Treasurer insures that checks are signed by the Chairman of the Board, and/or President/CEO. The Treasurer shall review a monthly financial report to be made to the Board, submitted by the President/CEO.

F. President/CEO. The President/CEO shall be the chief administrative and executive officer, and shall serve as advisor to the Chairman of the Board.

Section 11: 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, Past Chairman, First Vice-Chairman, Second Vice-Chairman, Secretary, Treasurer, and the President/CEO as a non-voting member. The Chairman of the Board will serve as chairman of the Executive Committee.

ARTICLE V 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 chairpersons. The Chairman of the Board may appoint such ad hoc committees and chairpersons as he/she deems 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 in no event shall exceed the duration of the event.

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 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 shall have been approved or ratified by the Board of Directors.

Section 3: TESTIMONY

Once committee action has been approved by the Board of Directors, it shall be incumbent upon the committee chairperson or in his/her absence, whom he/she designates from the committee as being familiar enough with the issue to give testimony to, or make presentation before, civic and governmental agencies, as well as members of the Chamber staff who may be in attendance.

Section 4: DIVISIONS

The Board may create such divisions, bureaus, departments, or councils as it deems advisable to handle the work of the Chamber.

The Board shall authorize and define the powers and duties of all divisions, bureaus, departments and councils. The Board shall annually review and approve all activities and proposed programs of such division, bureaus, department or councils.

No action or resolution of any kind shall be taken by divisions, bureaus, departments, or councils having bearing upon or expressive of the Chamber, unless approved by the Board of Directors.

Section 5: COMMITTEES

Standing committees shall consist of a chairperson as appointed by the Chairman of the Board. Each January the Chairman of the Board will appoint a chairperson for each standing committee. The Chairperson may appoint a Vice-Chairperson. Standing committees will be established by the Board of Directors. These committees are:

- Ambassadors: Are members that attend ribbon cuttings, help at general membership meetings, welcome new members and make contact with existing members.
- Education Committee: Plan and run business seminars
- Finance Committee: Shall consist of the Chamber Treasurer, Chairman, 1st Vice Chair, Present/CEO, and a Board member at large appointed by the Chairman for the term of the Chairman
- By-Laws and Policy Committee appointed by the Chairman for the term of the Chairman

Each committee shall meet once a month as determined by the Chairman of the Board and Chair of the Committee except for the By-Laws and Policy Committee which shall meet at least twice a year to review policy and by-laws and make recommendations to the board.

Except when otherwise specified, the duties of committees shall be indicated by their respective names.

Committees shall be advisory in nature only, unless authority to act is specifically delegated to them by the Board of Directors.

The Chairman of the Board may appoint any other committees comprised of any members which in his/her judgment may be necessary to accomplish the objectives of the Association. Members of the committees will serve at the pleasure of the Chairman of the Board but in no event shall the committee member's term exceed the term of the Chairman of the Board appointing such member. Each January a Board liaison shall be appointed by the Chairman of the Board for each of the committees, unless a Board member is chairing the committee, in which case the chairing Board member will be the liaison.

ARTICLE VI FINANCES

Section 1: FUNDS

All money paid to the Chamber shall be placed in a general operating fund.

Section 2: DISBURSEMENTS

Upon approval of the budget, the President/CEO is authorized to make disbursements on accounts and expenses provided for in the budget without additional approval of the Board of Directors with the exception of miscellaneous expenses over \$500. Disbursements shall be by check.

Section 3: FISCAL YEAR

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

Section 4: BUDGET

The President/CEO shall formulate a proposed budget **to be reviewed by the Executive committee for the coming year and submit it to the Board of Directors for approval at the December meeting.**

Section 5: BONDING

The President/CEO, Chamber staff, and any person that the Board of Directors may designate shall be bonded by a sufficient fidelity bond in the amount set by the Board and paid for by the Chamber.

ARTICLE VII 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 qualified charitable, educational, scientific or philanthropic organizations as defined in the Articles of Incorporation in IRS Section 501(c)(3).

ARTICLE VIII

Section 1: PARLIAMENTARY AUTHORITY

The Current edition of Roberts Rules of Order shall be the final source of authority in all questions of parliamentary procedures when such rules are not inconsistent with the charter or bylaws of the Chamber.

ARTICLE IX AMENDMENTS

Section 1: REVISIONS

These bylaws may be amended or altered by a two-thirds (2/3) vote of the Board or by a majority of the members at any regular or special meeting, providing the 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 ten (10) days before the meeting at which they are to be acted upon.

Adopted: December 15, 1997
Amended: July 20, 2004; May 2006; December 2008, July 2009

APPENDIXES 1

O'FALLON CHAMBER OF COMMERCE
BOARD MEMBER
APPLICATION FORM

Date: _____

Name: _____ Phone: _____

Address: _____

Relevant experience and/or employment (attach a resume if relevant)

Why are you interested in our organization?

Area(s) of expertise/contribution you feel you can make:

Other volunteer commitments:

Along with this application, please provide a brief biographical write-up. This information will be used to inform the membership.