

# **BY-LAWS OF KEYTESVILLE CHAMBER OF COMMERCE, INC**

## **ARTICLE I – GENERAL**

**Section 1 – Name –** This organization is incorporated under the laws of the State of Missouri and shall be known as the Keytesville Chamber of Commerce, Inc. (hereinafter sometimes referred to as “The Chamber”).

**Section 2 – Mission –** The Keytesville Chamber of Commerce, Inc. will work to preserve, enhance and expand the opportunities for the growth of businesses in our community.

**Section 3 –** The Keytesville Chamber of Commerce, Inc. shall observe all local, state and federal laws which apply to a nonprofit organization as defined in Section 501(c)(6) of the Internal Revenue Code.

## **ARTICLE II – GOVERNMENT**

**Section 1 –** The organization shall be managed by a Board of Directors, four in number. The Board of Directors shall consist of the President, Vice-President, Secretary, and Treasurer.

**Section 2 –** Consistent with these By-Laws, the Board of Directors, shall:

- a) Transact all organization business and make and amend rules for the regulation for the use of organization property. It may appoint and remove officers, clerks, agents, servants or employees as it may deem necessary and may fix their duties and compensation.
- b) Fix, impose and remit penalties for violations of these By-Laws and Rules of the organization.
- c) Constitute and appoint committees and define the powers and duties of same.
- d) Fill any vacancy in the membership of the Board of Directors to serve until the next annual meeting of the membership.

**Section 3 –** The Board of Directors shall designate the bank or banks in which the funds of the organization shall be deposited and determine the manner in which checks, drafts and other instruments for the payment of funds of the organization shall be executed.

**Section 4 –** The Board of Directors shall cause the books of the organization to be audited annually by persons selected by the Directors, who shall neither be Directors nor Officers of the organization, and report of these persons shall be available to the membership at all times. Directors shall compensate the person(s) auditing the books accordingly.

**Section 5 –**

- a) The Board of Directors shall meet at such time and intervals as it may deem necessary.
- b) Three (3) members of the Board shall constitute a quorum.
- c) The President shall not vote unless there is a tie.

**Section 6 –** The annual meeting of the Keytesville Chamber of Commerce, Inc., shall be the third Monday in January of each year. The time and place shall be fixed by the Board of Directors and notice thereof shall be delivered to each member.

**Section 7** – Four (4) members of the Board of Directors shall be selected by the membership of the Keytesville Chamber of Commerce, Inc. at the annual meeting on the third Monday in January of each year.

### **ARTICLE III – BOARD OF DIRECTORS**

**Section 1** – The officers of this organization shall consist of President, Vice-President, Secretary and Treasurer. Each Director shall either be a member of the Keytesville Chamber of Commerce, Inc. as an individual or business owner themselves or shall be the duly designated representative/liason of a current business/organization that is a member of the Keytesville Chamber of Commerce, Inc. Each member of the Board of Directors shall serve a term of one (1) year (unless re-elected, but not more than two consecutive years).

**Section 2** – The President of the Board shall:

- a) be the administrative officer of the organization;
- b) shall preside at the meetings of the organization and of the Board of Directors;
- c) shall, subject to confirmation of the Board of Directors, appoint all standing committees, designating the chairperson thereof, and all special committees as may be directed;
- d) and shall be, ex officio, a member of all committees.

**Section 3** – The Vice-President, in the absence or disability of the President, shall act as explained in Section 2.

**Section 4** – The Secretary shall:

- a) Send out notices of the meetings to the Board of Directors and/or general membership.
- b) Keep the minutes and attend to the correspondence pertaining to the office.
- c) Be present at all Board meetings and keep records of such.

**Section 5** – The Treasurer shall:

- a) Collect the accounts of the organization.
- b) Collects the revenues and pay the bills as approved by the Board of Directors, or other agency authorized by the Board to incur them.
- c) Deposit funds of the organization in the name of the organization in such depository as may be authorized by the Board.
- d) If necessary, be properly bonded as required by the Directors.

**Section 6** – Vacancies on the Board of Directors may occur through death, disability, disqualification, resignation or retirement. Vacancy on the board will be filled by the Board of Directors until an election is held at the next Annual Meeting.

**Section 8** – Termination of Board Members –

- a) Should a Director of the Board fail to maintain his or her membership in the Keytesville Chamber of Commerce, Inc., they shall resign their board position.
- b) Should a Director of the Board no longer be the designated representative/liason for a member business, they shall have 30 days to resign, or become an individual member or become the designee of a current member business/organization in good standing.

## **ARTICLE IV – COMMITTEES**

**Section 1** – The President of the Board of Directors shall:

- a) Appoint all committees and its chairperson both standing and ad hoc as deemed necessary to carry out the programs of the Keytesville Chamber of Commerce, Inc.
- b) Committee appointments shall be at the will of the President of the Board of Directors until their assignment has been completed.

**Section 2** – Responsibility

- a) It shall be the function of the committees to make investigations, conduct studies and hearings, make recommendations to the Board of Directors, and/or carry on such activities delegated to them by the President of the Board of Directors.
- b) No action by any member, committee, employee, director or officer shall be binding upon, or constitute an expression of the Keytesville Chamber of Commerce, Inc. until it has been approved or ratified by the Board of Directors.

## **ARTICLE V – MEMBERSHIP**

**Section 1** – The Keytesville Chamber of Commerce, Inc. shall consider eligible to apply for membership any person, firm, association/organization, corporation, partnership or sole proprietorship meeting the following criteria:

- a) Have an interest in the objectives of the Keytesville Chamber of Commerce, Inc.
- b) Have an interest in the promotion and success of businesses in Keytesville Missouri and the surrounding area.
- c) Possess ethical business practices.
- d) Exhibit good character.

**Section 2** – Membership Dues – Membership dues shall be payable on February 1 of each year. Dues amount shall be determined by a vote of the membership at the annual meeting of the membership each January.

**Section 3** – Member in Good Standing – A member is considered to be in good standing if they have paid their annual dues for the current year.

**Section 4** – Voting Rights – Any member in good standing shall have voting rights in any proceeding in which voting by eligible members is called and shall be entitled to cast one (1) vote either in person or by absentee ballot.

## **ARTICLE VI – AMENDMENTS TO BY-LAWS**

**Section 1** –

- a) The Board of Directors is not to change the public purposes of the Keytesville Chamber of Commerce, Inc.
- b) Any proposed amendments or alterations shall be submitted to the Board of Directors or the members in writing, at least seven (7) days in advance of the meeting at which they are to be acted upon.
- c) All chamber members shall be notified of the proposed changes and the date the vote will be held. All chamber members in good standing will have one (1) vote.

- d) Two-thirds (2/3) of the membership of the Keytesville Chamber of Commerce, Inc. present at the regular meeting where the change is being voted on is required to change the By-Laws of the Keytesville Chamber of Commerce, Inc.

## **ARTICLE VII – MEETINGS**

### **Section 1 –**

- a) The Board of Directors shall hold its first meeting after the Annual Meeting (which is held the third Manday in January in each year) as promptly as practical.
- b) The Board of Directors may, by resolution, establish from time to time a schedule of its meetings and rules for the conduct thereof.
- c) Special meetings of the Board of Directors may be called by the President, and shall be called by the Secretary upon the written request of two (2) members of the Board of Directors.

### **Section 2 –**

- a) The regular and Special Meetings of the organization shall be held at such place and time as the Board of Directors may determine. The business of all meetings shall be conducted according to Robert’s Rules of Order, Revised.
- b) The duties and powers assigned in these Rules and By-Laws to the standing committee shall be subject to the authority of the Board of Directors.

### **Section 3 – General Membership meetings –**

- a) General Membership meetings may be held on a monthly basis as scheduled by the Board of Directors.
- b) Special Membership meetings may be called by the President of the Board of Directors at any time and upon petition in writing of ten percent (10%) of the members in good standing. Notices shall be delivered to each member at least 5 days prior to such meetings.

## **ARTICLE VIII – MISCELLANEOUS**

**Section 1 –** The Board of Directors shall supervise construction and improvements of the organization facilities, and have full power to govern accordingly. The Board of Directors shall supervise all events of the Keytesville Chamber of Commerce, Inc. and shall have full power to govern accordingly.

**Section 2 –** The use of the facilities of the Keytesville Chamber of Commerce, Inc. and the participation in all activities of the Keytesville Chamber of Commerce., Inc., is at all times to be governed by the rules and regulations to be determined by the Board of Directors.

### **Section 3 –**

- a) Each person who acts as a Director or Officer of the organization shall be indemnified by the organization against expenses actually incurred by him or her in connection with the defense of any action, suit or proceeding in which they are made a party by reason of his or her being, or having been, a Director or Officer of the Keytesville Chamber of Commerce, Inc., except in relation to matters to which he or she shall be adjudged in such action, suit or proceeding to be liable for gross negligence or willful misconduct and except any sum paid

for the organization in settlement of an action, suit or proceeding based on gross negligent or willful misconduct in the performance of his or her duties.

- b) The right of indemnification provided herein shall inure to each Director and Officer referred to in Section 3(a) whether or not he or she is such Director or Officer at the time such costs or expense are imposed or incurred, and in the event of his or her death shall extend to his or her legal representatives.

**Section 4** – Any question as to the meaning for proper interpretation of any of the provision of these By-Laws shall be determined by the Board of Directors.

**Section 5** – All rules and By-Laws pertaining to the operations of the Keytesville Chamber of Commerce, Inc. will conform to all safety, health and miscellaneous requirements of the governments of the City of Keytesville, State of Missouri, and of the United States.

## **ARTICLE IX – DISSOLUTION**

**Section 1** – The Keytesville Chamber of Commerce, Inc. shall use its funds only to accomplish the objectives and purposes specified in these By-Laws and no part of said funds shall inure, or be distributed, to the members of the Keytesville Chamber of Commerce, Inc.

**Section 2** – Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501 (c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

Amended and Approved: May 18, 2015