

BYLAWS OF THE EDMONSON COUNTY CHAMBER OF COMMERCE, INC.

ARTICLE I: Name

Section 1: The name of this organization shall be **EDMONSON COUNTY CHAMBER OF COMMERCE, INCORPORATED.**

Section 2: The principal office of the Edmonson County Chamber of Commerce for the transaction of business shall be in Edmonson County at a location designated by the Board of Directors.

ARTICLE II: Purpose

Section 1: The Chamber exists to enhance the quality of life in Edmonson County by connecting commerce with the community through proactive promotion, acknowledgement, education, and organization.

ARTICLE III: Limitations

Section 1: The Chamber shall be non-partisan and non-sectarian and shall take no part in, or lend its influence or facilities, either directly or indirectly, to the nomination, election, or appointment of any candidate for office in city, county, state, national, or other political government.

ARTICLE IV: Memberships

Section 1: Applicants for membership in the Edmonson County Chamber of Commerce may be elected to such membership by the affirmative vote of the Board of Directors at any meeting. All members shall be liable for such annual dues as may be determined by the Board of Directors and the Board of Directors is hereby given power to fix the amount of such dues and make them payable at such times and intervals. Election to honorary membership shall require the affirmative vote of a majority of the Board of Directors.

Section 2: Any person, association, corporation, partnership, organization, or estate eligible for membership may acquire one or more memberships and shall designate an individual to represent each such membership, subject to approval of the Board of Directors.

Section 3: Any person, association, corporation, partnership, organization or estate holding more than one membership shall be entitled to cast only one vote per paid membership.

Section 4: Any person, association, corporation, partnership, organization, or estate holding more than one membership shall have the right to change any or all of its representatives upon written notice (which includes email) to the Chamber Coordinator of this organization.

Section 5: Applications for membership shall be in writing to the Edmonson County Chamber of Commerce.

Section 6: Any member may resign from the chamber upon written request to the board of directors; (2) any member shall be expelled by the board of directors by a two-thirds vote for nonpayment of dues after 90 days from the date due unless otherwise extended for good cause; (3) and any member may be expelled by a two-thirds vote of the board of directors, at a regularly scheduled meeting thereof, for conduct unbecoming a member or prejudicial to aims or repute of the chamber, after notice and opportunity for a meeting are afforded the member complained against.

Section 7: The resignation or expulsion of a member shall terminate membership.

ARTICLE V: **Meetings**

Section 1: The Board of Directors shall set the time and place for holding membership meetings.

Section 2: At all membership meetings, a quorum, compiled of at least half of the number of current directors in attendance shall rule.

Section 3: Notice of both regular and special meetings may be verbal at the previous meeting or by written announcement which includes email.

ARTICLE VI: **Board of Directors**

Section 1: The government of this organization, the direction of its work, and the control of its property shall be vested in the Board of Directors. The Board of Directors shall be made up of no less than five (5) members and no more than nine (9) members and shall retain an odd number of members. The Board of Directors reserves the right to increase or decrease the size of the Board of Directors as it deems fit.

Section 2: The duties of the Board of Directors shall be:

- a) To meet regularly at such times and places as it might determine.
- b) To become familiar with the by-laws of this organization and to carry out the provisions thereof.
- (c) To maintain policies and procedures.
- (d) To exercise control over all matters pertaining to the care and conduct of the organization and its finances, and over all appropriations.
- (e) To remove, for cause, any director, officer, employee, contract labor, committee chairperson, or member of this organization, and to make appointments to all vacancies occurring on the Board of Directors or among the officers.

Section 3: Election of Board of Directors: The Board of Directors shall present nominations to serve four-year terms to replace any open elected positions on the board between the months of August and October of each year, with board elections being held in November of each year. Upon receipt of nominations, the Board President shall notify its membership, in writing, the names of all nominees for open board positions. If more nominees are presented than available positions, the membership shall choose the correct number of available positions from the list of nominees by vote.

Each candidate must be an active member in good standing and have agreed to accept the responsibilities of directorship. A Director may serve no more than two (2) consecutive four-year terms on the Board. The Board of Directors nominating committee shall take into account achieving a balance among industrial, distributive, retail, service, and professional Board members. Term limits may be revisited at such time as the Board deems necessary.

Section 4: Any person elected or appointed to fill a vacancy on the Board of Directors shall serve for the remainder of the term to which his or her predecessor was elected or appointed. Vacancies shall be presented before the Board of Directors by the nominating committee and elected by majority of the Board of Directors.

Section 5: Absence without excuse from three (3) regular meetings annually may be construed as a resignation, subject to majority vote of the Board of Directors.

Section 6: A quorum, as previously described, is first required to constitute a majority.

Section 7: A Chamber Coordinator, which shall be contracted by majority of the Board of Directors, shall conduct the official correspondence of this organization and preserve all books, documents, communications, and records of the proceedings of the Chamber, the Board of Directors, and all committees. He or she shall perform such other duties as may be incidental to this position, all of which shall be subject to the direction of the Board of Directors. At the expiration of contracted service, he or she shall deliver to the Board of Directors all books, papers, and property of the organization. He or she is authorized to receive funds on behalf of the Chamber of Commerce, at the direction of the Board of Directors, and maintain an accurate record thereof.

ARTICLE VII: **Officers**

Section 1: The Officers of this organization shall be President, Vice-President, and Treasurer.

Section 2: At the regular January Board of Directors meeting, the Board shall elect a President, Vice-President, and Treasurer upon completion of the four-year term for the ensuing term. Officers shall serve until their successors are elected and installed. Installation shall occur at the regular December annual meeting and the Officers shall assume office at the regular January board meeting. Newly elected board directors will also assume their positions at the regular January board meeting.

Section 3: Any surety bonds which may be required by the Board of Directors for any Officers or Chamber events, shall be a cost borne by the Chamber and shall remain in the possession of the Chamber.

Section 4: It shall be the duty of the Officers of the Chamber to attend all meetings of the Board of Directors, membership meetings and to perform their designated duties.

(A) **PRESIDENT-** The president shall preside at all meetings of the membership and the Board of Directors, and perform all duties incidental to the office. He or she shall, subject to the approval to the Board of Directors, appoint all committees and be an ex-officio member of all committees. He or she shall, and at such times as he or she deem proper, recommend to the membership of the Board of Directors such matters and make suggestions as may tend to promote the prosperity and increase the usefulness of the Chamber.

(B) **VICE-PRESIDENT-** The vice-president shall assist the president in the administration of this organization and act in the absence or disability of the president, performing all the duties of the president. If both the president and the vice-president are absent or disabled, the Board of Directors shall appoint one of its members to perform the duties of the president.

(C) **TREASURER-** The treasurer shall approve all bills prior to payment. Prior to any expenditure being made, the treasurer must verify whether or not the expenditure is included within the approved budget duly approved by the Board of Directors. If the expenditure is not included within the approved budget, the treasurer must ensure that approval is received from the Board of Directors prior to the expenditure being made. The treasurer is responsible for the maintenance of the books of account and, at monthly intervals, shall make a financial report to the Board of Directors. The treasurer shall perform such other duties as may be consistent with said office and as may be directed by the Board of Directors.

ARTICLE VIII: Employees and Contract Labor

Section 1: The Board of Directors shall contract the services of a Chamber Coordinator that shall maintain an accurate record of the proceedings of the Chamber's Board of Directors. The Coordinator shall be responsible for communications, documents, and other administrative duties as may be assigned by the Board of Directors. The Coordinator shall report directly to the Board of Directors. The Board of Directors reserves the right to create any necessary contracted or employed position in addition to Coordinator as it deems fit.

ARTICLE IX: Limitation of Authority:

Section 1: 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 has been approved by the Board of Directors.

ARTICLE X: Budgets, Expenditures, and Disbursements

Section 1: The Finance Committee shall cause the books and accounts of this organization to be audited annually at the close of business, and report its findings to the Board of Directors and to the membership.

Section 2: Each year, the Finance Committee shall present a budget of estimated income and expenses, including a stated amount for each committee, for approval. No committee may exceed its appropriation without the consent of the Board of Directors.

Section 3: No disbursement of the funds of this organization shall be made unless properly approved and authorized by the Board of Directors. All checks shall bear any two (2) of the following Officer's signatures: The President, Vice-President or Treasurer. The Board of Directors may authorize the Coordinator to sign checks as one of the signatures. The Treasurer shall be notified with-in twenty-four (24) hours of any check written not bearing his or her signature. All recommendations for expenditures not included in the budget shall be submitted to the Board of Directors for approval.

ARTICLE XI: **Miscellaneous**

Section 1: No less than sixty (60) days prior to an organization function, a complete and itemized budget must be submitted to the Treasurer for verification that function income will fall within the appropriation established by the Board of Directors.

Section 2: The fiscal year will end on the thirty-first day of each year.

ARTICLE XII: **Dissolution**

Section 1: The Chamber will use its funds only to accomplish the objective and purpose specified in these Bylaws, and no part of said funds shall insure, or be distributed to the members of this organization. On dissolution of the Chamber, any remaining funds shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organization(s) to be selected by the Board of Directors.

ARTICLE XIII: **Amendments**

Section 1: These Bylaws may be amended or altered by vote of two-thirds (2/3) of directors present with a quorum and voting at any regular or special meeting of the membership of the Chamber. Notice of proposed changes will be provided by written notice no less than ten (10) days prior to such meeting.

Section 2: These Bylaws shall be known and referred to as "The Bylaws of the Edmonson County Chamber of Commerce, Incorporated."