

The New Melle Chamber of Commerce
Bylaws – Adopted April 19, 2001
Amended April 30, 2025

Article I — General

Name: This organization is incorporated under the laws of the State of Missouri and shall be known as the New Melle Chamber of Commerce, Incorporated.

Purpose: To advance the general welfare and prosperity of the New Melle Area so that its citizens and business community may prosper, with particular emphasis on the economic, civic, commercial, industrial and educational interests of the area.

Area: "The New Melle District" shall generally reference the geographic region defined by the New Melle Fire Protection District.

Limitation of Methods: The New Melle 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

Membership is open to residents, business owners, non-profit organizations, and retired citizens who have an interest in supporting and engaging with the New Melle community. Membership categories include:

- Residents and business owners within the district.
- Residents and business owners outside the district.
- Non-profit organizations, including those based outside the district, provided they maintain active participation within the community.
- Retired citizens, including those based outside the district.

Membership and voting privileges commence upon the completion of a signed application form and receipt by the Chamber of applicable payment of dues. The Chamber shall provide clear definitions regarding the involvement of citizens, non-profits, and businesses both within and outside the district to ensure equitable participation. These definitions will be communicated transparently through Chamber marketing materials and website information.

Dues and Voting Privileges: Each qualifying Member shall be assessed annual dues at a rate prescribed by the membership with each paid Membership having the authority to cast a single vote. Dues are payable January 1st of each year and are considered paid through December 31st of that year. Membership dues shall follow the Chamber's fiscal year schedule, running from January 1 to December. New memberships will be prorated based on the month they joined. Example: If a new member joins on 2/1/XX, their membership fee will be prorated to an 11-month period instead of a twelve-month period. As of 2025, membership dues will include the following categories: Retired Citizen/Non-Profit, Within Fire District, and Outside Fire District. These categories are separate from business memberships and are intended to provide equitable participation options for different types of members

Sponsorships: As of 2025, there are four optional annual Members-Only sponsorship tiers: Platinum, Gold, Silver, and Bronze. Sponsorships do not cover membership dues. They may be purchased at any time during the year and remain valid for the calendar year, not on a rolling 12-month basis. *Exception: If a member purchases a Platinum sponsorship in November or December, it applies to the following year and its events.*

Donations: The New Melle Chamber of Commerce accepts donations from members and nonmembers. Donations can be accepted in monetary and nonmonetary form. Donations shall be adequately tracked by the Chamber and used only as specified by the donor.

Pledges and Invoices: Pledges/invoices will be sent via email 30–60 days prior to January 1. If an email is undeliverable, a follow-up attempt will be made using the phone number on file. Any pledges that appear delivered but remain unpaid by February 1 will receive a reminder email. Members have a 60-day grace period beyond the January 1 due date to submit their payments. The Chamber accepts cash, check and electronic payments. Additionally, any fees incurred are the responsibility of the member, not the Chamber.

Membership Directory

The Chamber shall maintain a database of all paid members, and make an annual listing of members' names, addresses and contact numbers available to each member.

In lieu of above listing, the Chamber may publish a directory of members that provides advertising opportunities for Pledge members, and which may be distributed to the general public per a vote of the membership. Inclusion in such directory is limited to paid members, and subject to the following terms and conditions:

1. If the same person owns two or more businesses operating as separate entities under different names and providing different and distinctive products or services, and maintaining separate business accounting, each business must join as a separate member to be included in the directory.
2. If the same corporation, franchise, or parent company operates from different locations, with different representatives joining the Chamber, each physical location shall be treated as a separate business. (For example, People's Saving Bank in O'Fallon would be considered a separate business from People's Savings Bank in New Melle.)
3. Any member wishing to be listed more than once in the directory, such as under additional descriptive headings, shall pay additional fees for such listing(s) as prescribed by the membership.

Membership Termination: Any member may resign from the Chamber upon written notice to the President. Any member shall be expelled if dues are not paid with 60 days of the due date, unless otherwise extended by a vote of the members or a majority of the Board of Directors for good cause. Any member may be expelled by a majority vote of the members at a regularly scheduled meeting, for conduct unbecoming a member or prejudicial to the aims or repute of the Chamber, after notice and opportunity for hearing are afforded, the member complained against. No refunds shall be issued for dues paid by members who resign or who are expelled.

Article III — Meetings

Monthly Meetings: The Chamber shall conduct monthly meetings on the First Thursday of each month at a place and time designated by notice distributed by the officers of the Chamber. Meetings will provide an opportunity to discuss community updates, business developments, and policy changes. Monthly meetings may be cancelled or rescheduled per a vote of the membership.

Special Meetings: Special meetings may be called by the President, or upon the written consensus of three members of the Board of Directors. In the case of a special meeting, the officers or Board of Directors shall notify the Membership in writing of the purpose or purposes for which the special meeting is called; and the date, time and location not less than five (5) days prior to the meeting.

Officers/Directors Meetings: A meeting of the Board of Directors shall be held quarterly at a date, time and location designated by notice of the officers of the Chamber. Special meetings of the Officers and/or Board of Directors may be called by the President, or upon verbal consensus of three Board Members. Notice shall be made to all officers and Board members at least three days in advance. Any official business conducted at Board Meetings on behalf of the Chamber must be of an urgent nature and require action before such time as such matters could be discussed and voted upon at a regularly scheduled membership meeting and shall require a vote of the majority of the Board.

Voting Lists. The Secretary shall maintain a list of paid members and record those present at each meeting, or Board of Directors meeting, where business is conducted.

Proxies. At all meetings of the Chamber or Board of Directors, votes shall be cast only in person. No voting by proxy will be allowed.

Voting of Members. Each qualified duespaid Member shall be entitled to one vote upon each matter submitted to a vote at a meeting of the Chamber.

Manner of Acting: The Chamber shall conduct business at regularly scheduled monthly meetings and special meetings that may from time to time be called by the officers, and such meetings shall be conducted using Roberts Rules of Order.

Conduct of Business: The act of the majority of the Members present at a meeting shall be the act of the Chamber. In addition, any matters of an urgent nature that may require action before such matters could be discussed and voted upon at a regularly scheduled membership meeting can be acted upon by a special or quarterly meeting of the Board of Directors. Any such urgent business conducted by the Board of Directors on behalf of the Chamber shall require the vote of the majority of the Board.

Committee Meetings and Authorities: Committee meetings shall be held at a date, time and location directed by the Committee Chairperson. Committee activities and decisions shall be reported to the membership at the next monthly meeting following each committee meeting, and written summaries of such reports shall be provided to the President and Secretary prior to the call of order for such meeting. At committee meetings, a majority of those present shall constitute a quorum.

Committees shall be formed to conduct and organize specific events or activities, determine procedures necessary to conduct and organize such events or activities, and determine how related budgeted expenditures shall be spent. Committees can make policy recommendations to be voted on by the membership but cannot set policy. Committee chairpersons can enter into contracts on behalf of the Chamber only to procure previously budgeted goods or services, or as specifically directed by a vote of the membership.

Committee members shall be required to keep detailed financial records of receipts and expenses as set forth in Article V.

Article IV — Officers & Board of Directors

The Officers of the Chamber shall be a President, a President Elect, a Secretary, and a Treasurer, each of whom shall be elected by a majority vote of the Members. These four positions shall comprise the Executive Committee. In addition, the three most recent past presidents shall serve as Directors, and they, collectively with the Executive Committee, shall comprise the Board of Directors. No two or more Board positions may be held by the same person. Both Officers and Directors shall be qualified duespaid members. In the event a past president is elected to serve as an officer while still serving on the Board of Directors, his or her Board position shall be filled by another eligible member elected by a majority vote of the membership.

Functions and Authority: The Board of Directors shall conduct quarterly meetings and special meetings as needed to formulate policy, establish procedures, and conduct quarterly financial reviews. In addition, any matters of an urgent nature that may require action before such matters could be discussed and voted upon at a regularly scheduled membership meeting can be acted upon by the Board of Directors. Any such business conducted by the Board of Directors on behalf of the Chamber shall require the vote of the majority of the Board.

Election and Term of Office: The Officers of the Chamber shall be elected from the Membership by the majority vote of the Membership at the regular monthly meeting in November of each year, unless otherwise specified by a majority vote of the membership. A nominating committee consisting of the President Elect and volunteers from the membership shall prepare a slate of candidates prior to the election. The Secretary shall prepare ballots, with write-in slots available, to be used for the election. Ballots shall be counted by two members not involved in the election. Results shall be presented to the President and announced by the President prior to adjournment of the meeting in which the elections took place. Newly elected officers will assume duties effective January 1 of the following year and shall serve for a term of one year, or until his/her death, or until he/she resigns, or is removed in the manner hereinafter provided.

Removal. Any Officer or Director may be removed at a regularly scheduled meeting by a majority vote of the membership whenever, in its judgment, the best interests of the Chamber will be served; provided notice and opportunity for hearing have been afforded the Officer or Director complained against.

Vacancies. A vacancy in any office or Board position because of death, resignation, removal, disqualification or otherwise, may be filled by the majority vote of the Membership for the un-expired portion of the term.

President. The President of the Chamber shall be the principal executive officer of the Chamber and subject to the control of the Membership, shall in general supervise and control all of the business and affairs of the Chamber. The President shall serve as the Chairman of the Board of Directors. The President shall, when present, preside at all meetings of the Chamber; and in general, shall perform any duties incident to the office of President and such other duties as may be prescribed by the Membership from time to time. Upon expiration of the elected term, the President shall assume a Director position on the Board of Directors for the next three consecutive years, unless he/she resigns such position, is removed, or is elected to a seat on the current Executive Committee. In that event, the vacant Board position will be filled by another eligible member elected by a majority vote of the membership.

President Elect. In the absence of the President or in the event of the President's inability or refusal to act, the President Elect shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The President Elect shall perform such other duties as from

time to time may be assigned to him/her by the President or by the Membership. The President Elect shall assume the duties of the President upon expiration of the current President's term and shall so serve for a one-year period.

Secretary. The Secretary shall: (a) keep the minutes of the proceedings of the Chamber; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law, (c) be custodian of the Chamber records (excluding financial records to be maintained by the Treasurer); (d) keep a register of the post office address of each Member which shall be furnished to the Secretary by each Member, and (e) in general perform all duties incident to the office of the Secretary and such other duties as from time to time may be assigned to the Secretary by the President or by the Membership.

Treasurer. The Treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the Chamber; (b) receive and give receipts for moneys due and payable to the Chamber from any source whatsoever, and deposit all such moneys in the name of the Chamber in such Banks, Trust Companies or other depositories as shall be selected; (c) provide a verbal financial report at each business meeting of the Chamber if requested, (d) provide a written monthly report to the President, and the Secretary for inclusion with the minutes from the meeting, (e) make such written reports available to any member for inspection during any business meeting, (f) provide information to the Board of Directors for its quarterly financial review, to include a minimum of a general ledger report, balance sheet, and income and expense statement for the most recent completed quarter, (g) maintain records, provide information, and ensure that any required Federal or State tax returns, or any other financial information that may be required by law, is completed on behalf of the Chamber in an accurate and timely manner, (h) in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to them by the President or by the Membership. (i) Assist with scheduling a Certified Public Accountant (CPA) or other professional(s) for the Board to review and approve.

Ambassadors:

The Chamber Executive Committee and Board of Directors may appoint up to two active members to serve as Ambassadors. Ambassadors may serve a one or two-year term.

The role of an ambassador includes:

- Encouraging member engagement and participation.
- Fostering strong business relationships within the community.
- Representing the Chamber by speaking at networking events, Chamber meetings, and other business gatherings in the surrounding area.
- Assisting with the recruitment of new members.

Salaries. The Officers of the Chamber shall not receive any salary, compensation, or other remuneration from the Chamber for serving in the capacity to which the Officers were elected.

Article V — Finances

Fiscal Year: The Fiscal Year of the Chamber shall begin on the first day of January and end on the last day of December of each year.

Budget: Within 45 days of the election of new officers, a proposed budget shall be prepared by the Executive Committee, reviewed by the Board of Directors, and submitted to the membership for approval.

Contracts. The Membership may authorize any Officer or Officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Chamber, and such authority shall be confined to specific instances.

Loans. No loans shall be contracted on behalf of the Chamber and no evidence of indebtedness shall be issued in its name.

Disbursements: The Treasurer is authorized to make disbursements on accounts and expenses provided for in the budget without additional approval of the membership, and for any expenditures approved by the membership or the Board of Directors when acting on behalf of the Chamber. Specific amounts for donations and special requests should be approved by the membership or Board of Directors before disbursement.

Committee members shall be required to keep detailed records and receipts for all income received and funds disbursed on behalf of the Chamber. Disbursement shall be made by check whenever possible. In the event that a cash disbursement is required, a cash paid receipt must be completed and signed by the disbursing member and the payee and be submitted to the Treasurer as soon as possible after such transaction is made.

Check & Drafts, etc. All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Chamber shall be signed by either the Treasurer, or another Officer of the Chamber (usually the President) as appointed by the Board of Directors.

Deposits. All funds of the Chamber not otherwise employed shall be deposited from time to time to the credit of the Chamber in such banks, trust companies or other depositories as may be selected by the Board of Directors.

Accounting Practices/Audits: The financial records of the Chamber shall be maintained according to double-entry accounting procedures, for best practices, a CPA audit or financial review of the Chamber's records should be performed annually; however, a review or audit must be conducted at least once every three (3) years.

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. All financial transactions and budgetary decisions shall be recorded and available for presentation at officer meetings. CPA oversight shall ensure the Chamber adheres to ethical and legal financial guidelines. Upon dissolution of the chamber, any funds remaining shall be distributed to one or more qualified non-profit organizations.

Article VI — Insurance

The Chamber may provide for indemnification by the Chamber of 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.

The Chamber may, upon approval by the members, purchase insurance to protect the Chamber from any loss or liability resulting from the embezzlement of the Chamber's property or financial assets.

Article VII — 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.

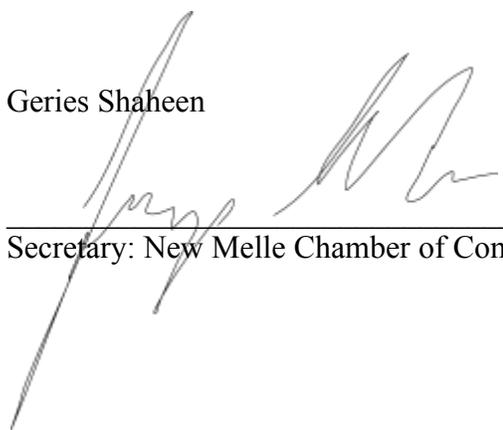
Article VIII — Amendments

These Bylaws may be altered, amended or repealed and new Bylaws maybe adopted by the Membership of the Chamber at any regular or special meeting of the Chamber.

The above Bylaws are certified to have been adopted by the

Membership of the Chamber on this the 30 day of April, **2025**.

Geris Shaheen



Date: 4/30/2025

Secretary: New Melle Chamber of Commerce