Our Community Chamber of Commerce Inc.

Mission Statement:

To empower and equip businesses to build the best community in which to live, work, and succeed.

Vision Statement:

To provide innovative leadership in developing a thriving local business community.

Article 1 – General

Section 1: *Name*

This organization is incorporated under the laws of the State of Kansas and shall be known as the Our Community Chamber of Commerce Incorporated.

Section 2: *Purpose*

The Our Community Chamber of Commerce is organized to advance the general welfare and prosperity of the Goddard and Maize area so that its citizens and all areas of its business community shall prosper.

Section 3: *Area*

The area shall mean to include: City of Goddard, City of Maize, USD 266, USD 265, and the county of Sedgwick.

Section 4: *Limitation of Methods*

The Our Community Chamber of Commerce shall observe all local, state, and federal laws which apply to a non-profit organization as defined in Section 501c(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*

Applications for membership shall be in writing or electronically submitted on forms provided for that purpose. Membership shall consist of various levels set and reviewed by the Board of Directors and recorded in meeting minutes each year.

Section 3: *Membership Dues*

Each member shall pay membership dues as determined by the Board of Directors for each year of membership.

Section 4: *Termination*

Any member may resign from the chamber upon written request to the Board of Directors. Any membership shall expire after 90 days of non-payment of dues. During time of non-payment see policies and procedures manual for accessibility of member benefits. Any member may be expelled by a two-thirds votes of the Board of Directors, at a regularly scheduled meeting thereof; for conduct unbecoming a member or prejudicial to the aims or repute of the chamber, 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 one (1) vote.

Section 6: *Exercise of Privileges*

Any firms, association, corporation, partnership, or estate holding membership may nominate individuals whom the holder desires to exercise the privileges of membership covered by its subscription, and shall have the right to change its membership nominations upon written notice.

Article III - Meetings

Section 1 – *Annual Meeting*

The annual meeting of the corporation shall be held during November of each year. The time and place shall be fixed by the Board of Directors and notice thereof given to each member at least ten (10) days before said meeting.

Section 2 – *Additional Meetings*

General meetings of the chamber may be called by the Chairman at any time or upon petition in writing of any 9 members in good standing: a) Notice of special meetings shall be sent to each member at least five (5) days prior to such meetings; b) Board meetings may be called by the Chairman or by the Board of Directors upon written request of 4 members of the Board. Notice 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, President, or by the committee's chairperson.

Section 3 – *Quorums*

At any duly called general meeting of the chamber, 9 members shall constitute a quorum; at a Board meeting, a majority of directors present shall constitute a quorum; at committee meetings, a majority of committee members shall constitute a quorum.

Section 4 – *Notices, Agenda, Minutes*

Notice of all chamber meetings must be given at least 30 days in advance unless otherwise stated. An advance agenda and minutes must be prepared for all Board or Committee meetings.

Article IV – Board of Directors

Section 1 – *Composition and Direction*

The government of the Chamber of Commerce shall be vested in a Board of Directors consisting of up to 12 directors elected by membership. The directors shall have power to fill all vacancies on the board by a majority vote. They may adopt rules for conducting business of the Chamber and shall meet at such time and place determined by them.

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 – *Executive Committee*

The Board of Directors shall elect among themselves the Executive Committee made up of four (4) officers with assigned duties:

a) Chairman – The Chairman shall serve as the chief elected officer of the chamber of commerce and shall preside at all meetings of the membership, Board of Directors and Executive committee. The Chairman shall, with the advice and counsel of the Vice

Chairman, determine all committees, select all committee chairmen, and assist in the selection of committee personnel, subject to approval of the Board of Directors.

b) Vice Chairman/Chair Elect – The Vice Chairman/Chair Elect shall exercise the powers and authority to perform the duties of the Chairman during their absence. Other duties may be assigned by the Chairman and Board of Directors.

c) Treasurer – The Treasurer shall be responsible for the safeguarding of all funds received by the chamber and for their proper disbursement. The Treasurer shall submit a financial report to the Board of Directors at the monthly Board of Directors meeting previously approved by the finance committee.

d) Secretary – The Secretary shall keep minutes, notices, agendas, and petitions to formally prepare them for review and approval at the next Board of Directors meeting.

The Chairman, Vice Chairman/Chair Elect, Treasurer, and Secretary shall also be members of the Board of Directors.

Section 3 – *Terms*

All Board of Directors members shall be elected for a term of three (3) years and may be re-elected for one additional term. After the completion of two terms, the board member shall not be eligible for re-election until the lapse of one year. All Executive Committee officers shall be elected for a term of one (1) year, from January 1 to December 31 of such year, and may be re-elected for the same officer position for one additional term. After the completion of two terms, the Executive Committee officer shall not be eligible for re-election for the same officer position until the lapse of one year. After the expiration of a Chairman's term, such individual shall remain on the board as Immediate Past Chairman, ex-officio for one year.

Section 4 – *Election*

Board of directors shall be elected at the annual meeting of the membership. The Executive Committee Officers shall be elected at the first meeting following the annual election of the new Board or, at the Chairman's discretion.

Section 5 – *Indemnification*

The Chamber may, by resolution of the Board of Directors, 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.

Article V – Finances

Section 1 – *Funds*

All money paid to the chamber shall be placed in a general operating account or a community event operating account. Funds unused from the current year's general operating budget will be placed in a reserve account.

Section 2 – *Disbursements*

Upon approval of the budget, the Treasurer and/or President is authorized to make disbursements on accounts and expenses provided for in the budget without additional approval of the Board of Directors.

Section 3 – *Fiscal Year*

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

Section 4 – *Budget*

The Finance Committee shall adopt the budget for the coming year and submit it to the Board of Directors for approval by October 30.

Section 5 – *Annual Audit*

The accounts of the Chamber of Commerce shall be audited annually by a committee designated by the Board of Directors, not to include members of the Finance Committee, by June 30 of the following year. The audit at all times be available to members of the organization within the offices of the chamber.

Section 6 – *Bonding*

The Treasurer and such other officers and staff as 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 VI – Dissolution

Section 1 – *Procedure*

The chamber shall 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 the chamber. On dissolution of the chamber, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific or philanthropic organizations to be elected by the Board of Directors as defined in IRS Section 501c(3).

Article VII – Amendments

Section 1 – *Revisions*

These bylaws may be amended or altered by a two-thirds (2/3) vote of the Board of Directors, 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 alternations shall be submitted to the Board or the members in writing, at least ten (10) days in advance of the meeting at which they are to be acted upon.

Adopted: ____________________________

Amended: ____________________________

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