

**BY-LAWS
OF THE
APPLETON CITY, MISSOURI CHAMBER OF COMMERCE, INC.**

ARTICLE 1

GENERAL

SECTION 1: NAME

This organization is incorporated under the laws of the State of Missouri and shall be known as the Appleton City Area Chamber of Commerce, Inc.

SECTION 2: LOCATION

The general offices of this organization shall be located in Appleton City, Missouri.

SECTION 3: MISSION STATEMENT

The members of the Appleton City Area Chamber of Commerce are committed to representing the business community of Appleton City and contiguous areas by marshaling resources to promote these businesses and encourage planned economic development. We will recognize and respond to the developmental and educational needs of the entire business community and strive to improve the quality of life for all local citizens through a partnership of civic, religious, historical, governmental and business organizations.

SECTION 4: LIMITATION OF METHODS

The Appleton City Area Chamber of Commerce shall be non-profit, non-partisan and non-sectarian, and shall take no part in or lend its influence or facilities, either directly or indirectly, to the nomination or election of any candidate for office on city, county, state or national affairs, nor shall any meetings of a partisan political nature whatsoever be held within the premises occupied by/or under control of the Chamber of Commerce. Chamber employees and independent contractor(s) of the Chamber shall not solicit or sell products or services to Chamber members that are competitive with existing Chamber members.

**ARTICLE II
MEMBERSHIP**

SECTION 1: ELIGIBILITY

Any reputable individual, firm, corporation, partnership, professionals or associations having an interest in the objectives of the organization shall be eligible to apply for membership.

SECTION 2: APPLICATION

Applications for membership shall be in writing, on forms provided for that purpose, and signed by the applicant. The Membership Committee shall have the right to review all applications and submit them to the Board of Directors with its recommendations. Election of members shall be by the Board of Directors at any meeting thereof. Any applicant so elected shall become a member upon payment of the regularly scheduled dues as provided in Section 1 of ARTICLE VII.

SECTION 3: RESIGNATION

Any member may resign from the Chamber upon written request to the Board of

Directors. Members shall be liable for all dues investments until written resignation has been received by the Executive Director which resignation shall be accepted by the Board of Directors only when such memberships are paid in full. Death or discontinuation of business shall be deemed as a resignation.

SECTION 4: TERMINATION

(a) If any member shall fail to pay the dues investment within ninety days from the due date after having received one statement, two letters and a personal contact by a member of the appropriate committee, then the membership shall be forfeited automatically.

(b) Any member may be expelled for cause by resolution passed by two-thirds of the Board present at any regular or special meeting. Such members shall be notified of the intention of the Board to consider the expulsion and shall be given the opportunity of a hearing before the Board. Passage of such resolution shall, without other action on the part of the Board of Directors, annul such membership.

SECTION 5: VOTING

Any member in good standing shall be entitled to only one (1) vote. The name of the voting representative shall be that as shown on the membership application form or as otherwise indicated. An alternate voting representative may be designated, but must be designated in writing.

SECTION 6: ORIENTATION

At regular intervals, orientation on the purposes and activities of this organization shall be conducted for the following groups: new directors, officers and old directors; committee chairpersons and new members.

SECTION 7: HONORARY MEMBERSHIP

Distinction in public affairs shall confer eligibility to honorary membership. Honorary members shall have all the privileges of members, except the right to vote, hold office and shall be exempt from payment of dues. The Board of Directors shall confer honorary membership by a majority vote

ARTICLE III MEETINGS

SECTION 1: GENERAL MEETINGS

General meetings are held the second Thursday in each month at 6:00 p.m.

SECTION 2: ANNUAL MEETING

The annual meeting of the corporation shall be held during the last quarter of each year. The time and place shall be fixed by the Board of Directors and notice thereof distributed (by either mail or email) to each member at least ten days before said meeting. New officers and directors may be recognized at this meeting and an appropriate program may be presented.

SECTION 3: ADDITIONAL MEETINGS

General meetings of the Chamber of Commerce may be called by the President at any time, or upon petition in writing of any ten percent (10%) of the members in

good standing.

(a) Notice of special meetings shall be distributed to each member at least five (5) days prior to such meetings.

(b) Board of Directors meetings may be called by the President upon written application of three members of the Board. Notice (including the purpose of the meeting) shall be given to each director at least one day prior to said meeting.

(c) Committee meetings may be called at any time by the President, respective department or Vice President, or by its chairperson.

SECTION 4: QUORUMS

Ten percent (10%) membership in good standing shall constitute a quorum at any regular or special membership meeting. (It was suggested that this should be a majority not 10 percent, let the officers know how you feel on this item)

ARTICLE IV

BOARD OF DIRECTORS

Section 1: Authority and Composition

The government, control, direction and work of the Chamber of Commerce shall be vested in a Board of Directors. The Board of Directors shall have full authority to mortgage and pledge the property and assets of the Chamber of Commerce. Effective, May 12, 2005 the Board shall be composed of nine (9) directors. The nine (9) directors consist of the Chamber President, Vice President (President Elect), Treasurer, Secretary and Past President, and four (4) elected directors. In the first election of the chamber directors a fifth director shall be elected to stand in for the past president until at such time that there is a past president. Ex-officio directors (such as the presidents of other area organizations, Mayor, etc.) may be invited to sit on the board but must be chamber members in good standing and will have no voting power.

Oath of Office

"It is indeed an honor and a pleasure to administer the Oath of Office to these fine incoming Officers and Board members."

"In accepting your election to the Appleton City Chamber of Board of Directors, do you pledge...

To uphold the By-Laws and policies of the Chamber,

To conduct yourself in an ethical manner, both personally and professionally,

To chair and serve on chamber work committees when asked by the president,

To devote yourself to enhancing the Chamber's leadership role in the community,

and, To work closely with town government and civic groups to improve the quality

of life in Appleton City.”

“Please signify by saying, ‘I do.’”

“As Officers and Directors of the Appleton City Chamber of Commerce, you hold a position of responsibility, authority and prestige within the community. I urge you to give your best effort to maintain high standards and I ask you to share your knowledge and expertise in a manner beneficial to the Chamber and community. Congratulations on your election and best wishes for a successful and productive year.”

SECTION 2A: COMMITTEES

As the Chamber is a volunteer-driven organization, the goals of the work areas are achieved through use of committees. These committees should report through a chairperson to the president. The chairperson should select responsible individuals to work on a committee. The committee should be self-reliant, establishing goals and working to achieve these through teamwork and mutual support. The Executive Director of the Chamber should be involved only to the extent that he/she occasionally assists as needed. The Executive Director shall maintain general supervision of all Chamber work.

SECTION 3: EX-OFFICIO MEMBERS

The Mayor and other president or head of area organizations for Appleton City are invited to serve as an ex-officio member of the Board of Directors. Ex-officio Directors shall have full board privileges, except voting and must be chamber members in good standing.

SECTION 4: TERM OF OFFICE

Of the four (4) elected Directors two (2) shall be elected annually to assume duties as of April 1 of the forthcoming year and shall serve a term of two (2) years. In the first election year, five (5) Directors will be elected, two (2) for a one year term and three (3) for a two year term.

SECTION 5: SELECTION AND ELECTION OF DIRECTORS

(a) **Selection of Directors.** At the regular February Board Meeting, the President shall appoint a Nominating Committee of at least five members of the Chamber. Of those five, at least two (2) shall be Primary Committee Chairpersons and at least two (2) shall be Board members. The President shall designate the Chairperson.

Following the February Board Meeting, the Chamber office will communicate with the Chamber Members asking for any recommendations for the two (2) annually elected directors. Recommendations must be received in the Chamber office within ten (10) calendar days after notice has been given. Members offering recommendations must provide their name, business name and signature for recommendations to be considered. The names will be collected at the Chamber office and given to the Nominating Committee.

(b) **Candidates.** At the March Board meeting each year, the Nominating Committee shall present to the Board a slate of two (2) nominees to replace the Directors whose regular two (2) year terms are expiring. The nominating committee can choose from the member recommendations (as provided in Article

IV, Section 5a) or may include recommendations of their own. Prior to presenting the slate, the nominating committee will confirm the willingness of each nominee to accept directorship responsibility by personally contacting each. Upon majority approval by the Board members present at the meeting, the slate of nominees shall become the candidates for election.

(c) **Election.** At the March general meeting, the election of the forthcoming year's directors will be held. Members present shall constitute a quorum for this election meeting only and will not necessarily apply to the other meetings held during the rest of the year. Members will be notified of the candidates in writing from the Chamber Office.

SECTION 6: OFFICER ELECTION

(a) The current year President shall serve a two (2) year term, beginning April 15, 2005.

(b) The Vice President (President-Elect) shall serve for a term of two (2) years beginning April 15, 2005.

(c) The Secretary shall serve for a term of two (2) years beginning April 15, 2005.

(d) The Treasurer shall serve for a term of two (2) years beginning April 15, 2005.

(e) At the April general meeting, the election of the year's officers will also be held. Members present shall constitute a quorum for this election meeting only and will not necessarily apply to the other meeting held during the rest of the year. Members will be notified of the candidates in writing from the Chamber Office.

Upon majority approval of the members present at the meeting, the candidates shall become the year's officers.

SECTION 7: VACANCIES

In the event of an interim Board vacancy, the President will recommend a replacement to fill the remainder of the term. The Board of Directors shall, by and with the vote not less than two-thirds of the members of the Board of Directors present at any regular meeting, fill any interim vacancies of the Board within thirty (30) days notice of the vacancy.

SECTION 8: MEETINGS

The Board of Directors shall meet not less than once a month at such regular time and place as it determines. The Board shall adopt rules for conducting the business of the Chamber. Special Board meetings may be called by the President or three (3) members of the Board of Directors, or ten (10) percent membership of the Chamber in good standing.

SECTION 9: ATTENDANCE REQUIREMENTS

Directors shall attend meetings regularly. The President shall advise any Director by registered mail upon incurring three absences. Unless the absences are excused by the President upon good cause shown, a vacancy shall be declared and a new Director shall be elected to serve the unexpired term of the absenting

Director in accordance to section 7.

SECTION 10: QUORUM

A quorum shall be constituted by a majority of the members of the Board of Directors.

**ARTICLE V
OFFICERS**

SECTION 1: EXECUTIVE COMMITTEE

(a) Composition. The Executive Committee of the Chamber of Commerce shall be composed of the President, Vice President (President-Elect), and immediate Past President. In the event there is no Past-President such as the first year of a chamber, the Secretary/Treasurer will fill the open seat on the Executive Committee until at such time as there is a Past President.

(b) Responsibility. In the interim between Board meetings, the Executive Committee shall transact business of the Chamber subject to the final approval of the Board of Directors. It shall have the authority to order disbursements for necessary expenses have charge of the finance and property of the Chamber and may grant to any committee or group of the Chamber a reasonable amount of money for special work, provided it is available in the budget. The Executive Committee shall meet upon call of the President or in the case of the President's absence, the President-Elect.

SECTION 2: DUTIES OF OFFICERS

The Officers of this organization shall consist of President, Vice President (President-Elect), Secretary and Treasurer as set forth in Article IV, Section 6. Officer's duties shall be set herein, as provided by law, and as assigned by the President and/or the Board of Directors.

(a) President. The President shall preside at all meetings of the Chamber's Executive Committee, Board of Directors and general membership. The President shall perform all duties incident to the office and make recommendations. The President shall also appoint and authorize all committees subject to Board approval. The President is primarily responsible, with the President-Elect, for overall program implementation.

(b) Vice President. The Vice President (President-Elect) will serve in a coordination and development capacity with the councils or divisions of the Chamber and will be responsible for the program implementation and development jointly and severally with the President. The President-Elect will have other such duties as designated by the President. The Vice President (President-Elect) shall preside in the absence of the President.

(c) Treasurer. The Treasurer shall receive and disburse the funds of the Chamber and shall keep all moneys of the Chamber deposited in the name of the Chamber. The Treasurer shall submit a financial statement showing receipts and disbursements and the financial condition of the Chamber to the Board of Directors monthly. The Treasurer shall be responsible for all matters dealing with the

financing of the Chamber. The Treasurer shall preside in the absence of both the President and President-Elect.

(d) Secretary. The Secretary shall be devoted to the affairs of the Chamber and such other duties as may be assigned by the Board of Directors and the President. The Secretary shall be responsible for all records and minutes; shall serve as secretary to all major meetings.

ARTICLE VI **COMMITTEES - COUNCILS - DIVISIONS**

SECTION 1: APPOINTMENT

The President shall appoint and authorize such committees and committee chairpersons as necessary to carry out the objectives and progress of the Chamber of Commerce and shall define the power and duties of such committees as may be deemed necessary. The Executive Committee may assist in such appointments. All appointments of additional divisions, councils or major committees will be subject to the approval of the Board of Directors. All Chamber committee task forces and appointments thereto will be in effect until the end of the fiscal year or until their successors are appointed or until they are dismissed by the Board of Directors.

SECTION 2: RESPONSIBILITY

It shall be the responsibility of all committees, councils and task forces to carry out their assigned programs and activities as defined by the Board and/or in line with Procedures and Policies of the Chamber. Minutes of all meetings shall be recorded and furnished by the Secretary.

As the Chamber is a volunteer driven organization, the goals of the work areas are achieved through use of committees. These committees should report through a chairperson to the president. The chairperson should select responsible individuals to work on a committee. The committee should be self-reliant, establishing goals and working to achieve these through teamwork and mutual support. The Executive Director of the Chamber should be involved only to the extent that he/she occasionally assists as needed.

SECTION 3: MEETINGS

Meetings of the committees and divisions of the Chamber shall be called by the President, Vice President (President-Elect), committee Chairperson or head of that particular group at any time and with whatever frequency necessary in order to accomplish the programs and objectives of the Chamber.

SECTION 4: STANDING COMMITTEE

A standing committee shall be the Executive Committee and as otherwise provided herein.

SECTION 5: QUORUM

One-third of all membership of a committee shall constitute a quorum at any committee meeting.

ARTICLE VII

FINANCES

SECTION 1: DUES INVESTMENT

The membership dues investment shall be determined annually by the Board of Directors. The Board shall develop a plan of membership investment that will provide revenue fairly and equitably from the members based on the adopted budget. Membership dues investment shall be paid annually on the anniversary date of membership.

Effective Nov. 1, 2005, annual membership dues for the Chamber shall be:

Membership Dues Amount Due

Individual	\$25.00
Each Business	\$50.00

SECTION 2: DISBURSEMENT

No disbursement other than provided for in the budget shall be made without prior approval and authorization of the Board of Directors. All such disbursements shall be made by check and shall be signed by the President and shall be countersigned by an officer of the Board of Directors. Any member who spends their own money on an authorized chamber related item will be reimbursed by the chamber for the amount spent.

SECTION 3: FISCAL YEAR

The fiscal year of the Chamber of Commerce shall be from April 1 through March 31.

SECTION 4: BUDGET

Prior to the beginning of each fiscal year, the President and Vice President shall submit a detailed budget of anticipated revenues and expenses to the Executive Committee for review and revision after which it shall be presented to the Board for approval.

Purchases of Goods or Services

When the Chamber requires the use of a service outside the Chamber office to purchase goods or services of a non-budget item five hundred dollars (\$500.00) or more:

Prior to any commitment, a minimum of three bids or prices shall be obtained. These shall be discussed and voted upon at a meeting of the Board of Directors. When a decision is made, a contract outlining all terms, payment obligations, etc. shall be obtained. This shall be signed by two members of the Executive Board indicating agreement and acceptance.

Non-budget items less than five hundred dollars (\$500.00) would require the approval of two members of the Executive Board of Directors.

In instances where both Chamber members and non-Chamber members are invited to bid, the bid shall be awarded to a Chamber member where possible and

practical, and non-members bidding shall be informed of this policy in advance.

SECTION 5: ANNUAL AUDIT

The books of this organization shall be reviewed or audited by four members of the Chamber, consisting of two Directors and two members at the end of each fiscal year. The review or audit shall at all times be available to members of the organization within the offices of the Chamber of Commerce.

SECTION 6: ANNUAL AUDIT

A copy of the annual audit results shall be available to all Chamber members the month following the receipt and acceptance of the audit by the Chamber Board of Directors.

**ARTICLE VIII
REFERENDA**

SECTION 1: REFERENDA

Matters which are of unusual importance and general interest may be submitted by the Board of Directors to the membership to be voted upon. The President shall see that a ballot containing a statement which adequately and fairly presents a question to be voted upon, is mailed to every member of the Chamber in good standing at least seven (7) days prior to the date fixed by the authority of the Board of Directors for the closing of the voting, which date shall be stated in the notice. A ballot separate from the statement may be mailed in cases where a lengthy presentation on the subject is necessary. If a membership meeting and a referendum are both called for on the same questions, the Directors shall decide whether the meeting or a referendum shall be held and shall fix the date of each.

SECTION 2: RECORDING

Every ballot shall be signed by the member voting and shall be filed and retained for a period of one year as a part of the office file covering the subject matter of questions voted on during a referendum.

**ARTICLE IX
SEAL**

The official seal of the Appleton City Chamber of Commerce, Inc., shall be of such design as the Board of Directors shall adopt.

**ARTICLE X
PARLIAMENTARY RULES**

The current edition of Roberts Rules of Order shall be the final source of authority in all questions of parliamentary procedure when such rules are not inconsistent with the Charter or By-Laws of the Chamber.

**ARTICLE XI
AMENDMENTS**

SECTION 1: PROCEDURE

All proposed amendments to these By-Laws shall be submitted to the Board of Directors in writing.

SECTION 2: ACTION

These By-Laws may be amended by an affirmative vote of two-thirds of the members of the Board of Directors at any meeting of which due notice of such contemplated action is given or by a majority vote of the members of the Chamber of Commerce in good standing. Any proposed amendment may be submitted to the members by the Board of Directors and such submissions shall be made when requested by not less than ten percent (10%) of members in good standing.

**ARTICLE XII
DISSOLUTION**

The Appleton City 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 Chamber. On dissolution of the Chamber, any funds remaining shall be distributed to the Appleton City Industrial Development Authority.

Actions: Chamber By-laws, Article XII, amended on July 16, 2005