

# **BY-LAWS OF THE KIRKSVILLE AREA CHAMBER OF COMMERCE**

(Adopted August 1983)

## **ARTICLE 1 - NAME**

This organization is incorporated under the laws of the State of Missouri and shall be known as the Kirksville Area Chamber of Commerce, hereafter referred to as the Chamber.

## **ARTICLE II - PURPOSE**

The mission of the Kirksville Area Chamber of Commerce is to assume a leadership role in advancing the overall business, cultural and civic welfare of the Kirksville area.

## **ARTICLE III - LIMITATION OF METHODS**

This Chamber shall be not-for-profit, non-partisan, non-sectarian.

## **ARTICLE IV - MEMBERSHIP**

**SECTION 1. Eligibility.** Any reputable business firm, individual association, corporation, non-profit, governmental agency, partnership or estate having an interest in the above purpose shall be eligible for membership.

**SECTION 2. Application for Membership.** Application for membership and the prescribed dues shall be submitted to the Chamber office. The prospective member information will be submitted to the Board of Directors for final approval. If membership is approved, the applicants will be notified and the membership will go into effect the first day of the month following the Board's decision. If the application is not approved, the applicant will be notified and their check returned immediately.

**SECTION 3. Dues.** Membership dues shall be established by the Board of Directors annually no later than October 1 of each year.

### **SECTION 4. Membership resignations and expulsions.**

A. Any member may resign from the Chamber upon written notice to the Board of Directors.

B. Any member whose dues are more than 90 days in arrears will be considered to have suspended their membership. The Board may act to remove them from the membership list.

C. Any member may be expelled by a two-thirds (2/3) vote of the Board of Directors at a regularly scheduled meeting thereof for conduct unbecoming a member or which is prejudicial to the aims or repute of the Chamber, provided that notice has been

mailed to such member's post office address of record at least ten (10) days prior to the day of said meeting and said member shall be given the opportunity to be heard on the issue of such expulsion.

## **ARTICLE V - MEETINGS**

**SECTION 1. Authority and Duties.** The government of the Chamber shall be vested in the Board of Directors. The Board shall have control of the Chamber, its property, and affairs.

**SECTION 2. Meetings.** The Board shall meet at least monthly, at such time and place as may be established by the Directors, to transact the business of the Chamber, and shall also meet at special meetings which may be called, from time to time, by the President.

**SECTION 3. Quorum.** A majority of the Directors currently serving shall constitute a quorum at any meeting of the Board.

**SECTION 4. Number and Term.** The Board shall consist of fifteen (15) members, one-third (1/3) of whom shall be elected annually, as hereinafter provided, for a term of three (3) years. Directors may be re-elected to a second three (3) year term. No board member who has served two consecutive three-year terms is eligible for election of a third term. A period of one (1) year must elapse before eligibility is restored.

**SECTION 5. Election.**

A. At the regular July Board of Directors meeting, the President shall appoint, subject to approval by the Board of Directors, a Nominating Committee of five (5) members in good standing, two (2) of which shall be Directors and the remaining three (3) shall be from the general membership. The President shall designate the chairman of the committee.

B. At the regular August Board of Directors meeting, the Nominating committee shall present to the board a slate of five (5) candidates to serve three (3) year terms to replace the Directors whose regular terms are expiring. Each candidate must be an active member in good standing and must have agreed to accept the responsibility of directorship.

C. Upon receipt of the report of the Nominating Committee, the President shall immediately notify the membership by mail or email of the names of persons nominated as candidates for Directors. Other nominations than those recommended by the committee may be made by any member in writing to the nominating committee at least fourteen (14) days prior to the election.

Nominations shall be mailed to:

Nominating Committee

Kirksville Area Chamber of Commerce

PO Box 251  
Kirksville, MO 63501

If a petitioned nominee is presented, all nominees must be arranged in alphabetical order on a ballot to be presented to the membership.

D. At the meeting in September, the membership shall cast their votes for the Board of Directors. If original slate that was presented to the membership remains with no petitioned nominees, the slate shall be elected by voice vote. If a petitioned nominee is presented then the vote would be by secret ballot.

E. If a secret ballot is used, the President shall appoint at least three (3), but not more than five (5), judges who are not members of the Board of Directors or candidates for election. One (1) will be designated chairman. Such judges shall have complete supervision of the election, including the auditing of the ballots. They shall report the results of the election to the membership that evening.

**SECTION 6. Seating of New Directors.** All newly elected Board members shall be seated at the regular October Board meeting and shall be non voting members until the beginning of the new program year and voting members thereafter. Retiring directors shall continue to serve until the end of the calendar year.

**SECTION 7. Removal.** Any Director may be removed for failure to perform the duties of the Director, for missing four or more board meetings in a twelve month period, or for other good cause by two-thirds (2/3) vote of the Directors present at any Board meeting, provided that notice of such proposed action has been mailed to the post office address of the Director being considered for removal at least ten (10) days prior to such Board meeting and such Director shall be given the opportunity to be heard on the issue of such removal.

**SECTION 8. Vacancies.** The Board of Directors shall elect a member to fill any vacancy, which may occur in the position of Director. Such election may be held at any regular monthly or special meeting of the Board without prior notice of election. Nomination shall be from the floor.

**SECTION 9. Ex-Officio Directors.** The following may be ex-officio members of the Board: a representative of the City of Kirksville, the County Commission, the local Economic Development offices and the immediate Past President of the Chamber if time has expired on their full term as a board of director. Such ex-officio directors shall be entitled to discuss any business which may come before the Board, but shall not be entitled to present or vote on any motion or hold any office in the Chamber.

**SECTION 10. Policies.** The Board shall formulate and promulgate written policies of the Chamber as it may deem appropriate or necessary to facilitate the function of the Chamber, but the same shall be subordinate to and shall not conflict with these By-Laws.

**SECTION 11. Personnel.** The Board shall hire an Executive Director who shall also serve as Secretary of the Chamber Board, whose salary shall be established by the Board.

## **ARTICLE VII - OFFICERS**

**SECTION 1. Offices.** There shall be a President, a Vice-President, a Treasurer, and an Executive Director who shall also serve as Secretary of the Chamber Board.

**SECTION 2. President.** The President shall be the head of the Chamber and shall preside at all membership and Board of Director meetings. The President shall, with the counsel of the other officers and Executive Director, determine the need for committees and appoint members, to the same, subject to the approval of the Board. The President shall have other authority and duties as set forth in the By-Laws and as may be inherent in the office of President.

**SECTION 3. Vice-President.** The Vice-President shall serve as President Elect and assistant to the President and shall have the authority and perform the duties of the President in the President's absence.

**SECTION 4. Executive Director/Secretary.** The Executive Director shall be the chief administrative officer of the Chamber and shall be responsible for the general supervision and management of the Chamber office and the routine or daily business affairs of the Chamber. The Executive Director shall also serve as the Secretary of the Chamber and shall coordinate the keeping of minutes of all membership and Board meetings of the Chamber, prepare and mail all notices required by these By-Laws or the Board and handle correspondence. The Executive Director shall perform such other functions and duties as may be required of or incumbent upon an Executive Director or Secretary.

**SECTION 5. Treasurer.** The Treasurer shall be the custodian of all monies, bank accounts or other funds of the Chamber, shall oversee the books of account of the Chamber, oversee the system of internal controls, disburse funds as directed by the Board, and shall submit financial reports at the regular monthly Board meetings and at the annual membership meeting, and perform such other duties as directed by the Board.

**SECTION 6. Election.** After the election of new Directors, the Executive Committee shall select at least one nominee each for the offices of Vice-President and Treasurer from the Directors who will serve on the Board for the next year. In the event the current Vice President cannot serve as President the Executive Committee will nominate a President. The slate of candidates shall be submitted to the Board for election at the November Board meeting. Additional nominations for each office may be made from the floor at such meeting. Those elected shall assume their offices January 1 and so serve for a term of one (1) year.

**SECTION 7. The Executive Committee.** The Executive Committee shall consist of the officers of the Chamber including the immediate Past President of the board. The Executive Committee shall act for the Board of Directors when necessary to transact emergency business.

## **ARTICLE VIII - COMMITTEES**

**SECTION 1. Standing Committees.** The Board shall work with the Executive Director to designate the standing committees and shall define their powers and duties. The President shall appoint all standing committees, subject to confirmation by the Board of Directors.

**SECTION 2. Committee Action.** No committee shall take or make public any formal action or resolution, or otherwise commit the Chamber on a question of policy without first receiving the approval of the Board of Directors.

**SECTION 3. Ex-Officio.** A member of the Executive Committee and the Executive Director may be an ex-officio member of all committees.

## **ARTICLE IX - FINANCES**

**SECTION 1. Budget.** In September, the President shall appoint, subject to the approval of the Board, the Budget and Finance Committee. This committee shall meet throughout the year and consist of the Treasurer, President, Executive Director, (2) two Directors, and (2) two from the general membership. The purpose of this committee is to prepare an annual budget report that will be submitted to the Board at the regular November monthly board meeting for consideration and modification or approval. In addition, this committee will meet on a quarterly basis to review the Chamber financial operations and make any comments/suggestions to the Board regarding such.

**SECTION 2. Disbursements.** Disbursements on accounts and expenses provided in the budget may be made without additional approval of the Board. The purchase of any non-budgeted item shall be made only upon prior approval of the Board. All disbursements shall be by check, which must be signed by any two (2) of the following officers: President, Treasurer, Secretary/Executive Director (or Office Manager in the absence of Director).

**SECTION 3. Fiscal Year.** The fiscal year of the Chamber shall be January 1 to December 31.

**SECTION 4. Audit.** The accounts of the Chamber shall be audited once every two years as may be practicable and the audit shall be of such type as may be designated by the Board. The board shall review annually and determine if additional audits are necessary. Such audit shall be made available at the Chamber office for inspection by any chamber member.

**SECTION 5. Bond.** The President, Executive Director, Treasurer, Tourism Director and the Office Manager of the Chamber shall be bonded in such amounts as may be deemed appropriate by the Board, and the bond premiums shall be paid by the Chamber.

**SECTION 6. Use of Funds.** The Chamber shall use its funds only to accomplish the purposes and objectives specified in these By-Laws, and no portion of said funds shall inure or be distributed to any member or members of the Chamber.

**SECTION 7. Distribution upon Dissolution.** Upon dissolution of the Chamber, any funds remaining after the payment of all Chamber debts and expenses shall be distributed to one or more regularly organized and charitable, educational, scientific or philanthropic organizations to be selected by the Board of Directors.

## **ARTICLE X - PARLIAMENTARY PROCEDURE**

The proceedings and all meetings of the Chamber shall be conducted according to the latest edition of Roberts Rules of Order.

## **ARTICLE XI - AMENDMENTS**

The By-Laws may be amended upon the vote of two-thirds (2/3) of the members in good standing present at any membership meeting, provided that written notice of the proposed amendment has been made to each member's post office address of record, or emailed to their known email address, at least ten (10) days prior to such meeting. Amendments may be approved by a voice vote.

Adopted: August, 1983  
Amended: June, 1984  
January, 1989  
August, 1992  
January, 1994  
January, 1995  
April, 1997  
April, 1999  
June, 2004  
September, 2012