

# CONCORDIA AREA CHAMBER OF COMMERCE

## Bylaws

### ARTICLE 1. GENERAL

#### Section 1. NAME

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

#### Section 2. MISSION STATEMENT

Concordia Area Chamber of Commerce is organized: to maximize quality of life; to enhance development of the trade center; and to promote the religious, health, educational, cultural, civic and governmental interests of its members.

#### Section 3. LIMITATION OF METHODS

The Concordia Area Chamber of Commerce shall observe all local, state and federal laws which apply to non-profit organizations as defined in Section 501 (c) (6) of the Internal Revenue Code and shall be nonpartisan and nonsectarian.

### ARTICLE 2. MEMBERSHIP

#### Section 1. ELIGIBILITY

Any reputable person, association, corporation, partnership, trust or estate having an interest in the objectives of the organization shall be eligible for membership

#### Section 2. ELECTION

- A. All new members shall be brought to the attention of the Board by the Executive Director. Any person or business desiring membership will be considered a member in good standing upon payment of membership dues, as provided in Section 3.
- B. Any person of distinction who has rendered a significant service to the Chamber or the Concordia Area at large may be nominated by the Board of Directors for honorary membership and such honorary membership may be conferred or revoked at any meeting of the Board of Directors by a majority vote. Honorary membership shall include all the privileges of regular membership with the exemption from the payment of all fees and dues.
- C. Any past or present Chamber member of long-standing may be nominated for lifetime membership. Lifetime membership shall include all the privileges of regular membership with the exemption from the payment of all fees and dues.

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### Section 3. DUES

Membership dues shall be at such rate or rates, schedule or formula as may be from time to time prescribed by the Board of Directors, payable annually, semi-annually or quarterly in advance.

### Section 4. TERMINATION

- A. Any member may resign from the Chamber upon written request.
- B. Any member's membership shall be automatically terminated by the Board of Directors for non-payment of dues after ninety (90) days from the date due unless otherwise extended for good cause by a majority vote of the Board of Directors.
- C. Any member's membership may be terminated by a two-thirds (2/3) vote 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. EXERCISE OF PRIVILEGES

Any firm, association, corporation, partnership, trust or estate, or individual holding membership may nominate by written proxy, an individual to exercise the privileges of membership covered by the member's subscription, and shall have the right to change the proxy nomination by written notice.

### Section 6. ORIENTATION

The Executive Director of the Chamber shall provide a copy of the Chamber By-laws to: new directors, officers, committee chairpersons, and new members, as a resource to educate them further about the purpose of the Chamber of Commerce. Each committee chairperson shall be responsible for providing a copy of the by-laws to each member of the committee.

## ARTICLE 3. MEETINGS

### Section 1. ANNUAL MEETING

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

### Section 2. ADDITIONAL MEETINGS

General meetings of the Chamber of Commerce may be called by the Chairperson at any time, or upon petition of thirty (30) members in good standing. Notice of special meeting shall be mailed to each member at least five (5) days prior to such meeting. The Board of Directors shall hold regular monthly meetings at such dates and times as may be adopted by the Board of Directors. Special Board meetings may be called by the Chairperson on the Chairperson's own initiative or shall be called by the Chairperson upon written application of three (3)

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members of the Board. Notice (including purpose of the special meeting) shall be given to each director at least one (1) day prior to the meeting. Committee meetings may be called at any time by the Chairperson, Executive Director, or by the committee chairperson.

### Section 3. QUORUMS

At any duly called meeting of the Chamber, a majority shall constitute a quorum, except for general membership meetings at which thirty (30) of the members in good standing shall constitute a quorum.

### Section 4. VOTING

Each member, firm, association, corporation, or individual member designee shall be entitled to cast one vote on all items of business put to a vote of the membership. At any duly called meeting of the Chamber when a quorum is present, a majority vote shall be sufficient to pass any motion or take any action unless a greater number of votes is required by these Bylaws, including ARTICLE 9, or state or federal laws.

## ARTICLE 4. BOARD OF DIRECTORS

### Section 1. COMPOSITION OF THE BOARD

The Board of Directors shall be composed of nine (9) regular members, one-third (1/3) of whom shall be elected annually to serve for three (3) years, or until their successors are elected and have qualified. The past-chairperson shall serve for one (1) additional year, as a voting member if their term has expired. The governing 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. The Chairperson may in the Chairperson's discretion appoint ex officio members who shall not have voting rights.

### Section 2. SELECTION AND ELECTION OF DIRECTORS

#### A. NOMINATING COMMITTEE

The Nominating Committee shall consist of outgoing members and the Executive Board members. The same number of candidates as the number of directors to be elected, who receive the highest number of votes by the membership will be elected to replace the directors whose regular terms are expiring. Each candidate must be a member in good standing and must have agreed to accept the responsibilities of directorship. A Board member may be elected to as many as two (2) consecutive three-year (3 year) terms. After completing an unexpired term to which they have been appointed, a person may be elected to as many as two (2) consecutive three-year (3 year) terms. After leaving the Board, at least one (1) year must elapse before a person can be re-elected to the Board.

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### B. DETERMINATION

The names of all candidates shall be arranged on a ballot in alphabetical order. Instructions will be given to vote for the required number of directors. Identification shall be made on the ballot to identify those candidates nominated by the Nominating Committee. Space shall be provided for write-in candidates who meet the requirements to serve as a director. The ballots shall be marked in accordance with instructions printed on the ballot and returned to the Chamber office within ten (10) days. The Nominating Committee will serve as judges and count all votes. The persons receiving the highest number of votes shall be declared elected. In the event of ties, the judges shall determine the winners by lot.

### Section 3. SEATING OF NEW DIRECTORS

All newly elected Board members shall be seated at the July Board meeting and shall be participating members thereafter. Retiring directors shall serve until June 30, or until their successors are seated.

### Section 4. VACANCIES

A member of the Board of Directors who shall be absent from three (3) consecutive regular meetings of the Board of Directors shall automatically be dropped from membership on the Board, unless confined by illness or unless otherwise decreed by a majority vote of those voting at any meeting thereof. Vacancies on the Board of Directors, or among the officers, shall be filled by the Board of Directors by a majority vote.

### Section 5. POLICY

The Board of Directors is responsible for formulating the policies of the organization. These policies shall be maintained in a Policy Manual to be reviewed annually and revised as necessary.

### Section 6. MANAGEMENT

The Board of Directors shall employ an Executive Director and shall fix the Executive Director's salary and other considerations of employment. The Executive Director shall employ and supervise the staff necessary to carry on the work of the organization, and fix their compensation within the limits set by the Board.

## ARTICLE 5. OFFICERS

### Section 1. DETERMINATION OF OFFICERS

The Board of Directors at its regular July meeting, shall elect officers for the coming year. The Nominating Committee for directors shall also nominate officers from the members of the new Board of Directors. At that meeting, the Board shall elect the Chairperson of the Board of Directors, Chairperson-elect, Secretary and Treasurer. All Officers shall serve for a term of one (1) year, or until their successor assumes the duties of the office, and they shall be voting members of the Board of Directors.

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### Section 2. DUTIES OF THE OFFICERS

#### A. CHAIRPERSON OF THE BOARD OF DIRECTORS

The Chairperson of the Board of Directors, also referred to herein as "Chairperson," shall serve as head of the Chamber of Commerce and shall preside at all meetings of the membership, Board of Directors and Executive Committee and perform all other duties required by law and the Chamber's Charter. The Chairperson shall, with advice and counsel of the Executive Director and the Executive Committee, determine all committees, select all chairpersons, and assist in the selection of committee personnel, subject to approval of the Board of Directors. The Chairperson shall vote at Board meetings in the case of a tie vote.

#### B. CHAIRPERSON-ELECT

The duties of the Chairperson-elect shall be those of a vice-chairperson and such as the title by general usage would indicate, and such as required by law, as well as those that may be assigned by the Chairperson and Board of Directors. The Chairperson-elect shall perform the duties of the Chairperson in the Chairperson's absence or disability. The Chairperson-elect shall succeed to the office of Chairperson for the fiscal year following their election.

#### C. SECRETARY

The Secretary shall keep minutes of all meetings which include the time and place, whether the meeting be regular or special, the names of those present and the proceedings. These records shall be forwarded to the Executive Director and shall be made available upon request.

#### D. TREASURER

The Treasurer shall be responsible for the monitoring of all funds received by the Chamber and for their proper disbursement. Such funds received by the Chamber shall be kept on deposit in financial institutions selected by the Board of Directors, subject to checks signed by the Executive Director and the Treasurer, or in the absence of either or both of them, by any two officers. The Executive Director shall cause a monthly financial report to be made to the Board.

#### E. EXECUTIVE DIRECTOR

The Executive Director shall be the chief administrative and executive officer.

The Executive Director shall serve as advisor to the Chairperson. The Executive Director shall assemble information and data and cause to be prepared special reports as directed by the program of the Chamber.

The Executive Director is an ex officio, non-voting member of the Board of Directors, the Executive Committee and all other Chamber committees.

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The Executive Director shall be responsible for hiring, discharging, directing and supervising all employees. All employees shall report directly to the Executive Director.

In cooperation with the Budget Committee, the Executive Director shall be responsible for the preparation of the operating budget, covering all activities of the Chamber, subject to approval of the Board of Directors. The Executive Director shall be responsible for all expenditures with approved budget allocation.

### Section 3. EXECUTIVE COMMITTEE

The Executive Committee shall act for and on behalf of the Board of Directors when the Board is not in session, but shall be accountable to the Board for its action. It shall be composed of the Chairperson, Chairperson-elect, Past-Chairperson, Secretary, Treasurer and Executive Director.

## ARTICLE 6. COMMITTEES

### Section 1. APPOINTMENT AND AUTHORITY

The Chairperson, by and with the approval of the Board of Directors, shall appoint all committees. The Chairperson may appoint ad hoc committees and their chairpersons as the Chairperson deems necessary to carry out the program of the Chamber. Committee appointments shall be at the will and pleasure and in no event shall exceed the term of the appointing Chairperson. It shall be the function of the committee to make investigation, conduct studies and hearings, make recommendations to the Board of Directors and to carry on such activities as may be delegated to them by the Board. Committee members shall be current members of the Chamber.

### Section 2. LIMITATION OF AUTHORITY

No action by any member, committee, employee, director, or officer shall be binding upon, or constitute an expression of, the policy of the Chamber until it shall have been approved or ratified by the Board of Directors. Committees may be discharged by the Chairperson of the Board of Directors when their work has been completed and their reports accepted, or when, in the opinion of the Board of Directors, it is deemed wise to discontinue the committee.

## ARTICLE 7. FINANCES

### Section 1. FUNDS

All monies received by the Chamber will be deposited in a general operating fund; all monies received by committees will be deposited into their respective accounts, with ownership retained by the Chamber. In the case of committees, all expenditures shall be pre-approved OR that committee may submit a budget, to the Chamber Board for approval. This arrangement is necessary to maintain our tax-exempt status, and show fiduciary responsibility.

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### Section 2. DISBURSEMENTS

Upon approval of the budget, the Executive Director is authorized to make disbursements on accounts and expenses provided for in the budget without additional approval of the Board of Directors. Disbursement shall be by check signed as set out in ARTICLE 5, Section 2C.

### Section 3. FISCAL YEAR

The fiscal year of the Chamber shall be from July 1 through June 30.

### Section 4. BUDGET

The Executive Committee shall compile a budget of estimated expenses and income for the coming year and submit it to the Board of Directors for approval, as soon as possible prior to the new fiscal year. No committee may contract for expenditures in excess of the sum appropriated for its use by such budget, except upon authority of the Board of Directors.

### Section 5. AUDIT

The accounts of the Chamber of Commerce shall be audited at the request of the Chamber Board at the close of business on June 30 by an audit committee chosen by the Board of Directors. The audit shall at all times be available to members of the organization within the offices of the Chamber.

### Section 6. BONDING

The Executive Director, the Executive Director's secretary and the Treasurer shall be bonded by a sufficient fidelity bond in an amount set by the Board and paid for by the Chamber.

## ARTICLE 8. DISSOLUTION

### Section 1. PROCEDURE

The Chamber shall use its funds only to accomplish the objects 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 one or more regularly organized and qualified charitable, education, scientific or philanthropic organizations to be selected by the Board of Directors.

## ARTICLE 9. AUTHORITY

### Section 1. PARLIAMENTARY PROCEDURE

The latest edition of Robert's Rules of Order shall be the final source of authority in all questions of parliamentary procedure when such rules are not consistent with the Charter or Bylaws of the Chamber.

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### ARTICLE 10. REFERENDA

Upon request in writing of ten percent (10%) of the members in good standing, the Board of Directors shall, or upon its own initiative may, submit a question to the members for a mail referendum vote; the ballot for such vote to be accompanied by briefs stating both sides of the question. When so stated in the request, action taken thereon by the membership shall be final.

### ARTICLE 11. BYLAWS FILE

It shall be the duty of the Executive Director to preserve a copy of the Bylaws in a suitable cover and to transcribe an accurate copy of all amendments thereto, together with a notation as to date of passage and preserve such copies in the same cover with the original Bylaws. The Bylaws and the amendments thereto shall be available for inspection by the members of the Chamber at all times.

### ARTICLE 12. AMENDMENTS

#### Section 1. REVISIONS

These Bylaws may be amended, altered and repealed by a two-thirds (2/3) vote of the Board 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 alterations shall be submitted to the Board or the members in writing, at least ten (10) days before the meeting at which they are to be acted upon. Notice of any such action which is adopted by the Board or the members shall be submitted to the members within ten (10) days after adoption.

### ARTICLE 13. EFFECTIVE DATE

These Bylaws shall be in force and effect from the date of their adoption by the Board of Directors subject to the power of the members to amend, alter or repeal them, and when so adopted shall supersede all previous Bylaws which are hereby repealed.

Adopted by the Board of Directors on  
June 16, 2020