

The Perry County Area Chamber of Commerce Bylaws

ARTICLE I

General

Section 1: Name. This organization is incorporated under the laws of the state of Arkansas and shall be known as the Perry County Area Chamber of Commerce, Incorporated.

Section 2: Purposes. The Perry County Area Chamber of Commerce is organized to advance the general welfare and prosperity of the Perry County area so that its citizens and all areas of its business community shall prosper. All necessary means of promotion shall be provided, and particular attention and emphasis shall be given to the economic, civic, commercial, cultural, industrial, and educational interests of the area.

Section 3: Area. The Perry County area of Arkansas.

Section 4: Limitation of Methods. The Perry County Area Chamber of Commerce shall observe all local, state, and federal laws that apply to a nonprofit organization as defined in Section 501(c)(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 for membership.

Section 2: Election of Members. Applications for membership shall be in writing on forms provided for that purpose, and signed by the applicant. 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 investment as provided in Section 3 of Article II.

Section 3: Investments. Membership investments shall be at such rates, schedule or formula as may be from time to time prescribed by the board of directors, payable in advance.

Section 4: Termination.

- (1.) Any member may resign from the chamber upon written request to the board of directors;
- (2.) Any member shall be expelled by the board of directors by a two-thirds vote for nonpayment of dues after 90 days from the date due, unless otherwise extended for good cause;
- (3.) Any member may be expelled by a two-thirds vote of the board of directors, at a regularly scheduled meeting thereof, for conduct unbecoming a member or prejudicial to 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 cast 1 vote.

Section 6: Communication. The preferred form of communication from the chamber to its members shall be via electronic mail (e-mail). Members may request that communication be sent via US Postal Service. All ballots for membership voting shall be sent via US Postal Service.

Section 6: Exercise of Privileges. Any firm, association, corporation, partnership, or estate holding membership may nominate individuals whom the holder desires to exercise the privileges of membership covered by its subscriptions and shall have the right to change its membership nomination upon written notice.

Section 7: Orientation. At regular intervals, orientation on the purposes and activities of this organization shall be conducted for the following groups: new officers and directors and current officers and directors, committee chairmen, committees, and new members. A detailed outline for orientation of each of these groups shall be a part of this organization's procedures manual or orientation handbook.

Section 8: 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 and shall be exempt from payment of dues. The board of directors shall confer or revoke honorary membership by a majority vote. The County Judge of Perry County, Arkansas shall be an honorary member.

Article III

Meetings

Section 1: Annual Meeting. The annual meeting of the corporation, in compliance with state law, shall be held during the first quarter of each year. The time and place shall be fixed by the board of directors and notice thereof communicated to each member at least 10 days before said meeting.

Section 2: Additional Meetings. General meetings of the chamber may be called by the chairman of the board at any time, or upon petition in writing of any 10% of members in good standing: (a) Notice of special meetings shall be communicated to each member at least 5 days prior to such meetings; (b) Board meetings may be called by the chairman of the board or by the board of directors upon written application of 3 members of the board. Notice including the purpose of the meetings) shall be given to each director at least 1 day prior to said meeting; (c) Committee meetings may be called at any time by the chairman of the board, respective department vice chairmen, or by the committee's chairman.

Section 3: Quorums. At any duly called general meeting of the chamber, 20% of members shall constitute a quorum; at a board meeting, a majority of directors shall constitute a quorum; at committee meetings, a majority shall constitute a quorum except when a committee consists of more than 9 members. In that case, 5 shall constitute a quorum.

Section 4: Notices, Agendas, Minutes. Notice of all general membership and board of directors meetings must be given at least seven days in advance unless otherwise stated. An advance agenda and minutes must be prepared for all meetings. A detailed outline for preparation of both shall be a part of this organization's procedures manual.

Article IV

Board of Directors

Section 1: Composition of the Board. The board of directors shall be composed of up to sixteen members. There shall be nine elected members, one third of whom shall be elected annually to serve for three years or until their successors are elected and have qualified. The incoming chairman of the board may appoint, subject to the approval of the board up to three members to serve one-year terms on the board. In addition the Chairman, Chairman-elect, First Vice-Chairman-Membership and immediate Past Chairman serve as members of the board, but do not stand for election to the board once chosen for these positions.

During the transition year (2013), the Chairman will automatically be assigned a one year term, which includes the transition year. The Chairman-elect will automatically be assigned a two-year term, which includes the transition year; The 1st Vice Chairman-Membership will automatically be assigned a three-year term, which includes the transition year.

In future years and in order to enable an effective succession plan, the board member chosen to be first Vice-Chairman-Membership shall automatically receive a three year term appointment and his or her elected term shall be declared vacant and the board shall appoint a replacement to serve the remainder of the elected term.

Regardless of succession plan, the board of directors shall vote annually to elect officers of the board – Chairman, Chairman-elect, and First Vice Chairman-Membership.

Section 2: Selection and Election of Directors.

A. Nominating Committee. At the regular August board meeting, the chairman of the board shall appoint, subject to approval by the board of directors, a nominating committee of three (3) members of the chamber. The chairman of the board shall designate the chairman of the committee. Prior to the September Board Meeting, the nominating committee shall present to the chairman a slate of three (3) candidates to serve 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 a directorship. No board member who has served two consecutive three-year terms is eligible for election for a third term. A period of 1 year must elapse before eligibility is restored.

B. Publicity of Nominations. Upon receipt of the report of the nominating committee and prior to the September board meeting, the chairman shall immediately notify the membership of the names of persons nominated as candidates for directors and the right of petition.

C. Nominations by Petition. Additional names of candidates for directors can be nominated by petition bearing the genuine signatures of at least twenty (20) qualified members of the chamber. Such petition shall be filed with the nominating committee within 10 days after notice has been given by the chairman of the names of those nominated. The determination of the nominating committee as to the legality of the petition(s) and the names of nominees that shall be put upon the ballot shall be final.

D. Determination. If no petition is filed within the designated period, the nominations shall be closed and the nominated slate of three (3) candidates shall be declared elected by the board of directors at their regular October board meeting. If a legal petition shall present additional candidates, the names of all candidates shall be arranged on a ballot in two sections. One section shall identify "Candidates Nominated by Nominating Committee." The second section shall identify "Candidates Nominated by Petition." Instructions will be to vote for three (3) candidates only, regardless in which section their names appear. The chairman shall mail this ballot to all active members at least 5 days before the regular October board meeting. The ballots shall be marked in accordance with instructions printed on the ballot and returned to the chamber office to be received no later than October 31st. The board of directors shall at its regular November board meeting declare the three (3) candidates with the greatest number of votes elected.

E. Judges. The nominating committee shall have complete supervision of the election, including the auditing of the ballots. They shall report the results of the election to the board of directors.

Section 3: Seating of New Directors. All newly elected and appointed board members shall be seated at the regular December board meeting and shall be participating members. Retiring directors shall continue to serve until the end of the program year.

Section 4: Vacancies. A member of the board of directors who shall be absent from 3 consecutive regular meetings of the board of directors shall automatically be dropped from membership on the board unless confined by illness or other absence approved 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 establishing procedure and formulating policy for the organization. It is also responsible for adopting all 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 may, at such point as it decides, employ a president or other appropriate staff member and shall fix the salary and other considerations of employment.

Section 7: 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 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

Officers

Section 1: Determination of Officers. The board of directors (new and retiring) at its regular December meeting shall reorganize for the coming year. At this meeting, the board shall elect the chairman of the board, chairmen-elect, as many vice chairmen as is deemed necessary to conduct the activities of the chamber, the treasurer and the secretary. Officers will be elected from members of the new board. All officers shall take office on the first day of the new fiscal year and serve for a term of 1 year or until their successors assume the duties of office. They shall be voting members of the board of directors. In order to develop chamber leadership, the board generally agrees that a succession plan is desirable. A person elected First Vice Chairman should, upon satisfactory performance of duties assigned, be named chairman-elect the following year and chairman the year following.

Section 2: Duties of Officers

A. Chairman of the Board. 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 of the board shall, with advice and counsel of the president shall there be one, assign vice chairmen to divisional or departmental responsibility, subject to board of directors' approval. The chairman of the board shall, with advice and counsel of chairman-elect, vice chairmen and the president should there be a president, determine all committees, select all committee chairmen, assist in the selection of committee personnel, subject to approval of the board of directors.

B. Chairman-Elect. The chairman-elect shall exercise the powers and authority and perform the duties of the chairman in the absence or disability of the chairman. The chairman-elect shall also serve as head of the program of work committee of the chamber. As such, the chairman-elect and committee will be responsible for determining that the program activities of the chamber are of such duration as is required, at all times being alert to ensure that the activities of the chamber are directed toward achieving business and community needs in the area served by the chamber.

C. Vice Chairmen. The duties of the vice chairmen shall be such as their titles by general usage would indicate, and such as required by law, as well as those that may be assigned by the chairman and board of directors. They will also have under their immediate jurisdiction all committees pertaining to their general duties. The First Vice Chairman shall be chair of the membership committee and charged with helping grow the organization by enlarging the membership base and maintaining current membership.

D. Secretary. The secretary shall oversee preparation of the minutes of meetings of the board of directors or executive committee. The secretary shall work with the President, if there shall be one, or paid staff member, if there shall be one, to prepare notices and agendas, maintain membership records determine board attendance and other duties assigned by the chairman.

E. Treasurer. The treasurer shall be responsible for the safeguarding of all funds received by the chamber and for their proper disbursement. Such funds shall be kept on deposit in financial institutions or invested in a manner approved by the board of directors. Funds shall be disbursed in accordance with board adopted policy. The treasurer shall cause a monthly financial report to be made to the board.

F. President. The president, if there shall be one, shall be the chief administrative and executive officer. The president shall serve as secretary to the board of directors, and prepare notices, agendas, and minutes of meetings of the board. The president shall serve as advisor to the chairman of the board and program of work committee on program planning and shall assemble information and data and prepare special reports as directed by the program of the chamber. The president shall be a member of the board of directors, the executive committee, and all committees. With assistance of the divisional vice chairmen, the president shall be responsible for administration of the program of work in accordance with the policies and regulations of the board of directors. The president shall be responsible for hiring, discharging, directing, and supervising all employees. With the cooperation of the program of work committee and budget committee, the president shall be responsible for the preparation of an operating budget covering all activities of the chamber, subject to approval of the board of directors. The president shall also be responsible for all expenditures with approved budget allocations. In lieu of a President, a paid staff person shall perform duties assigned by the Chairman.

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 actions. It shall be composed of the chairman of the board, past chairman, chairman-elect, vice chairmen, treasurer, secretary and the president, if there should be one. The chairman of the board will serve as chairman of the executive committee.

Section 4: Indemnification. The chamber may, by resolution of the board of directors, provide for indemnification by the chamber of any of its officers or former officers as spelled out in Article IV, Section 7 of these bylaws.

Article VI

Committees and Divisions

Section 1: Appointment and Authority. The chairman of the board, by and with the approval of the board of directors, shall appoint all committees and committee chairmen. The chairman of the board may appoint such ad hoc committees and their chairmen as deemed necessary to carry out the program of the chamber. Committee appointments shall be at the will and pleasure of the chairman of the board and shall serve concurrently with the term of the appointing chairman of the board, unless a different term is approved by the board of directors. It shall be the function of committees to make investigations, conduct studies and hearings, make recommendations to the board of directors, and carry on such activities as may be delegated to them by the board.

Section 2: Limitation of Authority. No action, including expenditure of chamber funds, by any member, committee, division, employee, director, or officer shall be binding upon, or constitute an expression of, the policy of the chamber until it has been approved or ratified by the board of directors. Committees shall be discharged by the chairman of the board when their work is been completed and their reports accepted, or when, in the opinion of the board of directors, it is deemed wise to discontinue the committees.

Section 3: Testimony. Once committee action has been approved by the board of directors, it shall be incumbent upon the committee chairmen or, in their absence, whom they designate as being familiar enough with the issue, to give testimony to, or make presentations before, civic and governmental agencies.

Section 4: Division. The board of directors may create such divisions, bureaus, departments, councils, or subsidiary corporations as it deems advisable to handle the work of the chamber. The board shall authorize and define the powers and duties of all divisions, bureaus, departments, councils, and subsidiary corporations. The board shall annually review and approve all activities and proposed programs of such divisions, bureaus, departments, councils, or subsidiary corporations having bearing upon or expressive of the chamber, unless approved by the board of directors.

Article VII

Finances

Section 1: Funds. All money paid to the chamber shall be placed in a general operating fund. Funds unused from the current year's budget will be placed in a reserve account.

Section 2: Disbursements. Upon approval of the budget, the chairman and treasurer, as checking account signatories, are authorized to make disbursements on accounts and expenses provided for in the budget without additional approval of the board of directors. Disbursements shall be by check.

Section 3: Fiscal Year. The fiscal year of the chamber shall close on December 31st.

Section 4: Budget. As soon as possible after the election of the new board of directors and officers, the executive committee (or budget committee if preferred) shall adopt the budget for the coming year and submit it to the board of directors at its December meeting for approval.

Section 5: Annual Audit. The accounts of the chamber of commerce shall be audited annually as of the close of business on December 31st by a public accountant. The audit shall at all times be available to members of the organization within the offices of the chamber.

Section 6: Bonding. The president 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 VIII

Dissolution

Section 1: Procedure. 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. 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 selected by the board of directors as defined in IRS Section 501(c)(3).

Article IX

Parliamentary Authority

The current edition of Roberts Rules of Order shall be the final source of authority on all questions of parliamentary procedures when such rules are not consistent with the charter or bylaws of the chamber.

Article X

Amendments

These bylaws may be amended or altered by a two-thirds vote of the board of directors or by a majority of the total membership. This can occur at any regular or special meeting, provided that 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 10 days in advance of the meeting at which they are to be acted upon.

Adopted: February 7, 2013 by the membership at the annual meeting

Amended (Article IV, Section 1): August 21, 2013 by the Board of Directors at its regular meeting.

Chairman

Secretary