

# BY-LAWS of the SABETHA CHAMBER OF COMMERCE

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## ARTICLE I. MEMBERS

**Section 1. QUALIFICATIONS:** Any reputable person, business, association or corporation may become a member of the Sabetha Chamber of Commerce by paying a yearly membership fee.

**Section 2. ANNUAL MEETING:** The Annual Meeting will be held during the first week of August, or within sixty days thereof. The President of the Board of Directors shall set the date and call a meeting of the members for not less than one time a year. Adequate notice shall be given in advance to all members on issues coming up for a vote.

**Section 3. SPECIAL MEETINGS:** The President may call special meetings of the members as circumstances may require. Adequate notice shall be given in advance to all members on issues coming up for a vote.

**Section 4. VOTING:** Each member in good standing shall be entitled to only one vote.

**Section 5. QUORUM:** A simple majority of members present shall constitute a quorum for the transaction of business at any meeting of the Chamber. A simple majority will carry any vote except a change to the Articles of Incorporation or the By-Laws, which shall require a two-thirds majority. (Refer to Article V Section 1)

**Section 6. FRIEND OF THE SABETHA CHAMBER:** Any individual may become a “Friend of the Chamber” by paying a yearly membership fee. This position is a non-voting membership and not eligible for regular membership benefits.

## ARTICLE II. DUES:

**Section 1. MEMBERSHIP DUES:** Chamber membership dues shall be determined by the Executive Board before the Annual Meeting for the fiscal year beginning January 1<sup>st</sup>. Any changes shall be approved by a majority of the Chamber Members attending the Annual Meeting.

**Section 2. PAYMENT OF DUES:** Dues for one year shall be paid prior to the first day of March for the ensuing year. Dues will not be prorated except for the admission of new members. A change of ownership or new business will be the only qualification for new member status.

## ARTICLE III. BOARD OF DIRECTORS:

**Section 1. QUALIFICATIONS:** The Board of Directors shall consist of a minimum of nine Chamber Members in good standing, which own or represent a business, association or corporation.

**Section 2. FUNCTIONS:** The government of the corporation and the direction of its work shall be vested in the Board of Directors.

**Section 3. TERM OF OFFICE:** A Director's term of office shall be three years. There will always be six directors on the board with at least one year of experience. The out-going President will be an Exofficio Director for one year following their term of office as President of the group, with full status as a Director and member of the Board of Directors.

**Section 4. VACANCY:** Whenever a vacancy occurs in the Board of Directors, other than by the expiration of a term of office, the remaining Directors shall appoint a member to fill the vacancy.

**Section 5. ORGANIZATIONAL MEETING:** The organizational meeting of the Board of Directors shall be held monthly or at such other times as the board shall determine. Special meetings shall be held whenever called by the President or by a majority of the Directors. Any six members of the board shall constitute a quorum. The Board of Directors shall report at each meeting on all actions and activities since the last meeting. A regular report shall be published in the local paper informing the community of Chamber activities.

**Section 6. TERMINATION OF A BOARD MEMBER:** When a Board Member is not performing their duties according to the Sabetha Chamber Board Member Guide Lines the board shall follow these steps:

1. The President will address the issue with Board Member in question with a one-to-one conversation, allowing the Board Member time to resolve the problem. If the issue is not resolved the President may give the following options:
  - A. For the member to leave the board on their own accord.
  - B. That the Board Member take a temporary leave of absence.
2. When a Board Member is not performing up to expectations or is exhibiting unethical behavior that becomes so obstructive that the board is prevented from functioning effectively, the President may begin the impeachment process and forego the steps in item 1.
3. The impeachment process is the last resort. If an acceptable resolution is not agreed upon, the Board must vote to remove the Board Member by a 2/3 ballot vote.

## **ARTICLE IV. OFFICERS:**

**Section 1. OFFICERS:** There shall be the following offices of the organization: President, Vice President, Treasurer and Director of Operations.

### **Section 2. DUTIES:**

- A. PRESIDENT:** The President shall preside over all meetings of the Chamber and the Board of Directors, perform all acts and duties usually performed by an executive and presiding officer, vote only in the case of a tie vote or by ballot, and must have been a member of the Board of Directors for at least one year.
- B. VICE PRESIDENT:** In the absence or temporary disability of the President, the Vice President shall perform the duties of the President; provided, however, that in the case of resignation or death of the President, the Board of Directors may declare the office vacant and elect a successor.
- C. TREASURER:** The Treasurer shall provide oversight of the Sabetha Chamber business accounts, provide reports and authorize & sign checks.

**D. DIRECTOR OF OPERATIONS:** The Director of Operations shall be a paid employee of the Sabetha Chamber of Commerce. All other officers shall not be compensated for their services to the Chamber. A job description outlining the duties for the Director of Operations will be reviewed yearly by the Board of Directors prior to the Annual Meeting.

## **ARTICLE V. MISCELLANEOUS:**

### **Section 1. AMENDMENTS TO THE ARTICLES OF INCORPORATION & BY-LAWS**

The Articles of Incorporation and By-Laws may be amended by a 2/3 majority vote of the membership. The vote may take place at any regular, special or email meeting of the membership of the Chamber. A notice of the proposed change shall be given to all members not less than ten days prior to such meetings.

**Section 2. FISCAL YEAR:** The fiscal year shall begin on the first day of January and end on the thirty-first day of December.

**Section 3. NOMINATING COMMITTEES:** The President may appoint a nominating committee consisting of three members at least one month prior to the Annual Meeting, who may nominate at least two candidates for each office becoming vacant at that time. The nominating committee will in no way restrict the privileges of the members to make further nominations from the floor.

**Section 4 .COMMITTEES:** Heads of committees may be appointed by the President and may consist of members of the Board. Each committee chairman shall report to the Board at such times as designated by the President of all actions planned or taken by the committee.

**Section 5. AUDIT COMMITTEE:** The President shall appoint an Audit Committee consisting of two members annually to audit chamber books prior to the Annual Meeting.

**Section 6. PARLIAMENTARY PROCEDURE:** All questions of Parliamentary Procedure shall be determined according to the last edition of ROBERT'S RULES OF ORDER.

January 30, 2018

Gina Murchison/Director

