

MONTGOMERY CITY AREA CHAMBER OF COMMERCE

BY-LAWS

ARTICLE I — NAME AND OBJECT

SECTION 1: The name of the organization shall be the Montgomery City Area Chamber of Commerce.

SECTION 2: The Montgomery City Area Chamber of Commerce is organized for the purpose of advancing the commercial, agricultural, industrial, educational, recreational, and other civic interests of Montgomery City, Missouri, and the trade area, as more specifically set out in the Articles of Incorporation.

SECTION 3: The Chamber shall be non-partisan, non-sectional, and non-sectarian. All meetings of members, directors, and committees shall be governed by Robert's Rules of Order, unless in conflict with these by-laws.

ARTICLE II — MEMBERSHIP

SECTION 1: Any reputable person, association, corporation, partnership, or estate shall be eligible for active membership in the Montgomery City Area Chamber of Commerce. Each active member shall pay dues as established by the Board of Directors. Any change in the dues structure must be approved by a majority vote of the active members. Election to active membership shall require the affirmative vote of the Board of Directors.

AMENDMENT 1 (12/8/11): Any new potential member, who wishes to join the Montgomery City Area Chamber of Commerce on or after June 1st of each fiscal year, shall be eligible to have their first year's dues prorated based on the number of months left in the current fiscal year. This does not apply to current or former members. These members will be considered second year members for dues purposes beginning in their next fiscal year of membership.

AMENDMENT 2 (12/8/11): Any time a current member business changes ownership, the new owners of said business will be eligible to pay their dues based on a first year member rate, and the corresponding dues structure for each year subsequent. Businesses ownership changes that take place on or after June 1st of the Montgomery City Area Chamber of Commerce's fiscal year will be eligible to have their first year's dues prorated, as stated in Article II, Section 1, Amendment 1.

SECTION 2: Any association, corporation, partnership, or estate may maintain as many memberships as desired by undertaking to pay the dues of each membership, but no association, corporation, partnership, or estate shall be entitled more than three (3) voting representatives at a general membership meeting.

SECTION 3: Any person, firm, association, or corporation eligible for membership may acquire more than one membership by undertaking to pay the dues of each membership and just designate an individual to represent each such membership, subject to the approval of the Board of Directors.

SECTION 4: Each membership shall be entitled to one vote.

SECTION 5: Any reputable person not engaged in business for profit and not representing any association, corporation, partnership, or estate, shall be eligible for individual membership. Individual membership shall include all the privileges of active membership. Dues for individual membership will be established by the Board of Directors. Election to individual membership shall require the affirmative vote of the Board of Directors.

SECTION 6: Distinction in public affairs shall confer eligibility to honorary membership. Honorary membership shall include all of the privileges of active membership, except that of holding office, with exemption from the payment of dues. Election to honorary membership shall require the affirmative vote of the Board of Directors.

ARTICLE III — BOARD OF DIRECTORS

SECTION 1: The government of the Chamber and the direction of its work shall be vested in a Board of Directors consisting of 12 members, one-third of whom shall be elected annually for a term of three, as hereinafter provided. No member of the Board of Directors who has completed a three-year term shall be eligible for reelection until after the lapse of one year after the completion of his term. The Directors shall have power to fill all vacancies on the Board by a majority vote of the entire Board. They may adopt rules for conducting the business of the Chamber. They shall meet no less frequently than once a month, at such time and place as will be determined by them.

AMENDMENT 1 (12/4/12): Changed the length of a Board of Directors' term from three (3) years to two (2) years. This will mean one-half of the Board of Directors will be replaced or reelected every two years. This amendment also removes the requirement that a member of the Board of Directors must remain off the Board of Directors for one (1) year after the completion of his/her term before they shall be eligible for reelection. This will allow members of the Board of Directors to seek reelection to consecutive terms, so long as they are nominated and elected through the appropriate means as outlined in Article III, Section 3, of the Montgomery City Area Chamber of Commerce By-Laws.

AMENDMENT 2 (12/15/16): Article III, Section 1, Amendment 2 REPEALS from Article III, Section 1, Amendment 1, the length of Board of Directors' term of office, as stated in Article III, Section 1, Amendment 1: "Changed the length of a Board of Directors' term from three (3) years to two (2) years. This will mean one-half of the Board of Directors will be replaced or reelected every two years," and thusly RESTORES the length of term of office originally described in Article III, Section 1: "The government of the Chamber and the direction of its work shall be vested in a Board of Directors consisting of 12 members, one-third of whom shall be elected annually for a term of three (3) years." All other provisions of Article III, Section 1, Amendment 1, will remain in force.

SECTION 2: The Board of Directors shall be elected at the annual meeting of the Chamber, or at a special meeting called for that purpose.

SECTION 3: A nomination committee of not less than five members, shall be appointed by the President thirty days prior to the election, whose duty it shall be to nominate from the Chamber twice as many members to be voted on for members of the Board of Directors as there are vacancies on the Board to be filled. The nominating committee shall file a list of the nominees recommended with the Secretary not later than fifteen days before the election. Other nominations than the ones recommended by the committee may be made by any member from the floor, or by filing the name of the nominee with the Secretary.

AMENDMENT 1 (12/8/11): The nomination committee shall attempt to nominate or enlist volunteers to be nominated from the membership of the Montgomery City Area Chamber of Commerce twice as many members to be voted on for membership on the Board of Directors as there are vacancies on the Board of Directors to be filled,

and file those nominations with the Secretary under the rules in Article III, Section 3. At any time there are more nominees for the Board of Directors as there are vacancies on the board, a general election will be held as stated in Article III, Section 2.

AMENDMENT 2 (12/8/11): In the event that no more members eligible for election to the Board of Directors, than there are vacancies on the Board of Directors, are nominated or volunteer for nomination, and as long as said nominees are approved by a majority vote by the current Board of Directors, a simple motion and second from any member in good standing of the Montgomery City Area Chamber of Commerce, followed by a Yes/No vote by the membership of the Montgomery City Area Chamber of Commerce to approve the slate of new directors. This procedure will be conducted by the Chairman of the Nomination Committee, as appointed by the President per Article III, Section 3, at the annual year-end membership meeting and will suffice in place of an election.

AMENDMENT 3 (12/8/11): Nominations from the floor of the annual year-end membership meeting are not allowed under Article III, Section 3, as the election is held at the meeting each year and therefore does not allow for the fifteen day requirement; however, if (per Article III, Section 3, Amendment 2) no election is necessary and the slate of directors presented by the Nomination Committee is rejected by the general vote of the membership, new nominations for the Board of Directors will be accepted from the floor at the annual year-end membership meeting. Once new nominations are made from the floor, they must be motioned, seconded, and voted on by the current Board of Directors for approval, and an election must be held immediately to determine the new slate of directors. This is the only exception to the requirement that nominations be made to the Secretary fifteen days before the annual election.

SECTION 4: The Secretary shall mail to all members of the Chamber, ten days prior to the election, a list of the nominees recommended by the nominating committee and any other nominees filed with him.

AMENDMENT 1 (12/8/11): Changed wording of Article III, section 4, to the following: “A list of the nominees recommended by the nominating committee, and any other nominees filed with the Secretary, shall be emailed or mailed, to all members of the Chamber ten days prior to the election.”

SECTION 5: All voting shall be by ballot. A number of nominees corresponding with the number of directors to be elected who received the highest number of votes shall be declared elected.

SECTION 6: The President shall appoint a committee of five judges who are not members of the Board of Directors or candidates for election, which shall have supervision of the election until the results are ascertained.

ARTICLE IV — OFFICERS

SECTION 1: Within ten days after the annual election, the Directors shall meet and elect officers for the ensuing year, a President, a Vice President, a Secretary, and a Treasurer, who shall be elected from the members of the Board of Directors.

AMENDMENT 1 (12/8/11): Changed “ten days after the annual election” to “thirty days after the annual election.”

SECTION 2: The President shall preside at all meetings of the Chamber and of the Board of Directors, and perform all duties incident to this office. The President shall, subject to the approval of the Board of Directors, appoint all committees and shall be an ex-officio member of all committees.

SECTION 3: The Vice President shall act in the absence of the President. In the absence of both the President

and the Vice President, a member of the Board of Directors shall be chosen to act temporarily.

SECTION 4: The Secretary shall conduct the official correspondence, preserve all books, documents and communications, keep books of account, and maintain an accurate record of the proceedings of the Chamber and the Board of Directors meetings.

SECTION 5: The Treasurer shall receive and disburse the funds of the Chamber. No disbursements shall be made unless they shall have been authorized and ordered by the Board of Directors. All disbursements shall be made by checks, which shall be signed by the Secretary and countersigned by the Treasurer. At frequent intervals the Treasurer shall make reports to the Board of Directors, which may at their discretion require the Treasurer to give acceptable bond, in such sum as the Board may determine, for the faithful performance of his duties.

AMENDMENT 1 (12/8/11): Changed the wording of this line to: "All disbursements or debits shall be signed or approved by either the President or the Treasurer." This change was made to accommodate more modern forms of payment than checks.

SECTION 6: A vacancy in any office may be filled by a majority vote of the entire Board of Directors for the un-expired portion of the term.

ARTICLE V — COMMITTEES

SECTION 1: The Board of Directors shall authorize and define the powers and duties of all committees, and may dissolve any committee or rescind any responsibility or duty previously delegated to a committee.

SECTION 2: The President shall appoint all committees, subject to confirmation by the Board of Directors.

SECTION 3 (12/8/11): Committees need not be filled exclusively by members of the Board of Directors. Any member of the Montgomery City Area Chamber of Commerce that the President feels is worthy, and the Board of Directors confirms, to act on a committee for, or in the name of, the Montgomery City Area Chamber of Commerce is acceptable and encouraged.

ARTICLE VI — MEETINGS

SECTION 1: The Board of Directors may provide for holding membership meetings whenever it may be considered necessary or desirable.

SECTION 2: The Board of Directors shall call membership meetings upon petition signed by not less than ten percent of the members.

SECTION 3: The annual meeting of the Chamber shall be held as soon as practicable after the close of the fiscal year, at a time and place to be determined by the Board of Directors.

AMENDMENT 1 (12/8/11): Changed the wording to the following: "The annual meeting of the Chamber shall be held on or about the first Thursday of December, or as soon as practicable, before the close of the fiscal year."

ARTICLE VII — FISCAL YEAR

SECTION 1: The fiscal year shall end the 31st day of December.

ARTICLE VIII — AMENDMENTS

SECTION 1: These By-Laws may be amended by two thirds vote of those present at any regular or special meeting of the membership of the Chamber of Commerce, provided notice of the proposed change shall have been given all members not less than five days prior to such meeting.

ARTICLE IX — QUORUM

SECTION 1: One half of the total number of directors shall constitute a quorum at a board meeting. Three members of a committee shall constitute a quorum at a committee meeting. Five percent of the members in good standing shall constitute a quorum at all membership meetings.

These By-Laws approved as of the 12/06/90 Annual Chamber Meeting.

These By-Laws retyped and entered into digital format on 10/17/03.

These By-Laws amended (approved as of 12/8/11 Annual Chamber Meeting) and reformatted on 12/8/11.

These By-Laws amended (approved as of 12/4/12 Annual Chamber Meeting) on 12/4/12.

These By-Laws amended (approved as of 12/15/16 Annual Chamber Meeting) on 12/15/16.