

# Chamber By-laws

## BY-LAWS OF SALEM CHAMBER OF COMMERCE

### ARTICLE I: GENERAL

#### Section 1. NAME

This organization is incorporated under the laws of the State of Arkansas and shall be known as the Salem Chamber of Commerce, Incorporated; hereafter referred to as the "Corporation".

#### Section 2. PURPOSE

The Salem Chamber of Commerce is organized to achieve the following objectives:

- 1) Promote business growth and development for the business merchants in the Salem community and surrounding area
- 2) Promote community spirit and development by: promoting programs of a civic, social and cultural interest which are designed to improve the quality of life of the community and surrounding area

#### Section 3. LIMITATION OF METHODS

The Corporation shall be nonprofit, nonpartisan and nonsectarian.

### 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 to apply for membership.

## Section 2. DUES

The Board of Directors shall set membership dues prior to each new chamber calendar year. Dues will be payable annually in advance.

## Section 3. VOTING

Each member person, firm, association or corporation shall be entitled to cast one vote.

## Section 4. EXERCISE OF PRIVILEGES

Any firm, association, corporation, partnership or estate holding membership may nominate an individual, whom the holder desires to exercise the privileges of membership covered by its subscription, and shall have the right to change its membership nomination upon written notice.

## Section 5. TERMINATION OF MEMBERSHIP

- a) Any member may resign from the Corporation upon written request to the Board of Directors;
- b) Any member shall be eliminated from the Corporation rooster for nonpayment of dues after ninety (90) days from the date due, unless otherwise extended for good cause;
- c) Any member may be expelled by a two-thirds vote of the entire membership, at a regularly scheduled meeting thereof, for conduct unbecoming a member or prejudicial to the aims or repute of the Corporation, after notice and opportunity for a hearing are afforded the member complained against.

## ARTICLE III: MEETINGS

### Section 1. ANNUAL MEETING

The annual meeting of the Corporation shall be held during the two last months (November or December) of the Corporation's fiscal year. The Board of Directors shall fix the time and place.

### Section 2. GENERAL MEETINGS

A general meeting of the Corporation shall be held the fourth Wednesday of each month at a time and place designated by the Board of Directors.

### Section 3. SPECIAL MEETINGS

The President may call special meetings of the members of the Corporation at any time, by

resolution of the Board of Directors.

#### Section 4. QUORUMS

At any general meeting of the Corporation, the members shall constitute a quorum.

### ARTICLE IV: BOARD OF DIRECTORS

#### Section 1. GENERAL POWERS

The business and affairs of the Corporation shall be managed by its Board of Directors.

#### Section 2. COMPOSITION OF THE BOARD

The Board of Directors shall be composed of nine (9) members, including the President, Vice President, Secretary, Treasurer, Past-President and four members whom shall be elected annually, as their term expires, to serve for three (3) years, or until their successors are elected and have qualified.

#### Section 3. SELECTION AND ELECTION OF DIRECTORS

##### A. Nominating Committee:

At the regular August Board meeting, the President shall appoint a nominating Committee of three (3) members of the Corporation. The President shall designate the Chairman. Prior to the September general meeting the Nominating Committee shall present to the Vice President up to four (4) candidates to serve three-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 responsibilities of a directorship.

##### B. Publicity of Nominations:

Upon receipt of the report of the nominating Committee, the Vice President shall immediately notify the membership by mail or at the September general meeting 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 three (3)-qualified members of the Corporation. Such petition shall be filed with the Nominating Committee within ten (10) days after notice has been given of the names of those nominated. The determination of the nominating Committee as to the legality of the petition(s) shall be final.

#### D. Determination:

If no petition is filed within the designated period, the nominations shall be closed and the nominated slate of candidates shall be declared elected by the General membership at their regular meeting in October. If a legal petition shall present additional candidates, the names of all candidates shall be arranged on a ballot in alphabetical order. Instructions will be to vote for the number of candidates needed to fulfill the Directors vacancies. Identification shall be made on the ballot to identify those candidates nominated by the Nominating Committee. Balloting should take place at the October general meeting. The General Membership shall then declare the candidates with the greatest number of votes, elected.

#### Section 4. SEATING OF NEW DIRECTORS

All newly elected Board members shall be seated in final meeting of the year at the general chamber meeting and shall be participating members thereafter. Retiring Directors shall continue to serve until January 1st.

#### Section 5. VACANCIES

If a vacancy occurs in the Board of Directors by reason of death or resignation, or if the members fail to fill all the vacancies in the Board of Directors at the annual meeting or any meeting for the purpose of electing Directors, the vacancies shall be filled by the affirmative vote of a majority of the remaining members of the Board of Directors.

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 otherwise decreed by a majority vote of those voting at any meeting thereof.

#### Section 6. MEETINGS

Meetings of the Board of Directors shall be held on the second Wednesday of each month at a place and time designated by the President.

#### Section 7. RESIGNATION

A Director may resign at any time by filing his written resignation with the Secretary.

#### Section 8. QUORUM

A quorum of any meeting of the Board of Directors shall consist of a majority of the entire membership of the Board. A majority of such quorum shall decide any question that may come

before the meeting.

#### Section 9. PROXIES

Directors may not vote by proxy.

### ARTICLE V: OFFICERS

#### Section 1. ELECTION OF OFFICERS

The Nominating Committee for directors shall also nominate officers each year, those officers being President, Vice-President (President-elect), Secretary and Treasurer.

The officers shall be elected in accordance with the provisions in Article IV, Section 3 of these Bylaws. All officers shall serve for one (1) year or until their successor assumes the duties of office, and they shall be voting members of the Board of Directors.

#### Section 2. DUTIES OF OFFICERS

A. President: The President shall serve as the executive head of the Corporation and shall preside at all meetings of the membership, Board of Directors and Executive Committee.

The President shall, determine all committees; select all chairmen; assist in the selection of committee personnel with advice and counsel of the Board of Directors.

B. Vice- President / President-Elect: The Vice-President shall exercise the powers and authority and perform the duties of the President in the absence or disability of the President. The Vice-President shall also serve as Chairman of the Work Committee of the Corporation. As such, the vice-president and his or her committee will be responsible for determining that the program activities at all times are directed toward achieving business and community needs in the area served by the Corporation.

D. Treasurer : The treasurer shall be responsible for the safeguarding of all funds received by the Corporation and for their proper disbursement. Such funds shall be kept on deposit in financial institutions approved by the Board of Directors, subject to checks signed by the Treasurer or, in the absence of the Treasurer, by any other officers. The Treasurer shall cause a monthly financial report to be made to the Board of Directors.

E. Secretary : The secretary shall serve as secretary to the Board of Directors, and cause to be prepared notices and minutes of meetings of the Board of Directors, the general membership and the Executive Committee.

#### 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 of directors for its action. It shall be composed of the President, past-President, President-elect, Vice Presidents, Treasurer and the Secretary. The President will serve as chairman.

## ARTICLE VI: COMMITTEES AND DIVISIONS

### Section 1. APPOINTMENT AND AUTHORITY

The President, and with the approval of the Board of Directors, shall appoint all committees and committee chairmen. He may appoint such ad hoc committees and their chairmen as he deems necessary to carry out the programs of the Corporation. Committee appointments shall be at the will and pleasure of the President and in no event shall exceed the term of the appointing President.

It shall be the function of the committee to make recommendations to the Board of Directors and to carry on such activities as may be delegated to them by the Board.

### Section 2. LIMITATION OF AUTHORITY

No action by any member, committee, division, employee, director or officer shall be binding upon, or constitute an expression of, the policy of the Corporation until it shall have been approved or ratified by the Board of Directors and the General Membership.

### Section 3. DIVISIONS

The Board may create such divisions, bureaus, departments or councils as it deems advisable to handle the work of the Corporation.

The Board shall authorize and define the powers and; duties of all divisions, bureaus, departments and councils. The Board shall annually review and approve all activities and proposed programs of such division, bureaus, departments or councils.

## ARTICLE VII: FINANCES

### Section 1. FUNDS

All money paid to the Corporation shall be placed in a general operating fund.

### Section 2. DISBURSEMENTS

Upon approval of the budget, the Treasurer is authorized to make disbursements on accounts and expenses provided for in the budget without additional approval of the Board of Directors and General Membership. Disbursement shall be by check.

### Section 3. FISCAL YEAR

The fiscal year of the Corporation shall close on December 31st.

#### Section 4. BUDGET

As soon as possible after election of the new Board of Directors and Officers, the (Executive Committee) shall compile a budget of estimated expenses for the coming year and submit it to the Board of Directors for review and the General Membership for approval.

#### ARTICLE VIII: DISSOLUTION

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.

#### ARTICLE IX: AMENDMENTS

These bylaws may be amended or altered 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.

#### ARTICLE X: PARLIAMENTARY AUTHORITY

All questions and matters of procedure not addressed in these bylaws shall be decided in accordance with the latest edition of Robert's Rules of Order.

#### CERTIFICATION OF ADOPTION

The foregoing Bylaws of the Corporation have been duly adopted this by action of the Board of Directors of the Corporation pursuant to the laws of this state.

IN TESTIMONY THEREOF, witness the hand of the undersigned as the Secretary of the Corporation on such date.

(SEAL)

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Secretary

APPROVED:

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President

Revised 1/23/02

Technical Revisions 8/27/02

Revised 7/27/05