

Bylaws
Mt. Vernon Area Chamber of Commerce, Inc.

ARTICLE I
General

Section 1: Name

This organization is incorporated under the laws of the State of Missouri and shall be known as the Mt. Vernon Area Chamber of Commerce, hereinafter referred to as Chamber.

Section 2: Fiscal Year

The fiscal year of the Chamber shall start on the first day of July and conclude the last day of June.

Section 3: Limitation of Methods

The Chamber shall observe all local, state, and federal laws which apply to a non-profit organization as defined in Section 501 (c)(6) of the Internal Revenue Code, as amended.

ARTICLE II
Membership

Section 1: Eligibility

Any individual, business or organization having an interest in the Chamber shall be eligible for membership.

Section 2: Application

Applications for membership shall be in writing on forms provided for that purpose or through the Chamber website. Any qualified applicant shall become a member upon payment of the regularly scheduled investment.

Section 3: Investments

Membership investments are payable in advance and shall be at such rate or rates, schedule, or formula, as prescribed by the Board of Directors.

Section 4: Voting

In any matter that allows the membership to vote, they shall be entitled to one ballot per paid membership. This ballot may contain more than one item upon which to vote, and ballots shall be trackable to each member to ensure compliance.

Section 5: Termination

A. Resignation. Any member may resign from the Chamber upon written request to the Board of Directors; however, such resignation shall not relieve a member of any indebtedness to the Chamber.

B. Delinquency. If any member fails to pay their membership dues within three months of maturity, their membership shall be forfeited.

C. Removal. Any member may have their membership terminated by action of the Board of Directors for violations of these bylaws and/or the written policies of the Chamber. Any prepaid dues shall not be refunded.

Section 6: Meetings

A. Annual. The annual meeting of the Chamber shall be held between January and June each year. The time and place shall be fixed by the Board of Directors. Notice of the annual meeting shall be transmitted to each member at least ten days before the meeting.

B. Membership. Additional meetings of the membership may be called by the Board President, majority vote of the Board, or upon a petition in writing signed by 20% of the members in good standing.

Notice and purpose of special meetings shall be transmitted to each member at least five days prior to such meeting. The members holding ten percent of the total votes which may be cast shall constitute a quorum.

ARTICLE III **Board of Directors**

Section 1: Composition

The government and policy-making responsibilities of the Chamber shall be vested in the Board of Directors, hereinafter referred to as the Board, which shall be composed of nine members.

Section 2: Terms

Board members shall serve terms of three years or until their successors are elected and qualified. A director may serve a maximum of two consecutive terms on the Board, after which they shall not be eligible to serve again until at least a year has passed since their last year of board service concluded.

The Executive Director shall serve as a non-voting, ex-officio member, not subject to any term limits.

Any Board member elected through Article III, Section 9 who serves less than one year of service in that role shall not be precluded from additional service through this policy.

Section 3: Limitation

All Board members must be members in good standing. No more than one person representing the same member may serve on the Board of Directors concurrently.

Section 4: Meetings

The Board of Directors shall meet at least six times annually at such times and places designated by the Board. A special meeting may be called through consensus of five current Board members or the President of the Board. Board members may attend meetings electronically.

A. Absences. Any board member who is absent for three or more meetings in a year may be removed as per Article III, Section 8 of these bylaws.

B. Quorum. A quorum must be present for the Board to vote on any item or action, which shall be defined as a majority of those currently elected to the Board.

Section 5: Nomination

A. Committee. At least thirty days prior to the date of the annual election, the President shall appoint a Nomination Committee consisting of five members and shall be approved by the Board. This committee shall be chaired by the Vice President, with other members consisting of one additional Board member and the remaining three members shall be chamber members who are not current Board members.

B. Membership. Candidates for directors may be nominated by the membership. The membership shall be given notice that nominations will be accepted, and that these nominations shall be due back to the chamber office within 30 days of the notice given. Each member shall be allowed to nominate no more than three qualified individuals for the Board.

C. Slate. The Nomination Committee shall meet no later than the May Board meeting, and at this meeting they shall prepare a slate of four candidates. Each candidate must have agreed to accept the responsibility of board service while not otherwise being disqualified as a result of state law or these bylaws.

D. Diversity. Whenever possible, it is preferable to have a group of board members to represent both the size and scope of chamber members, as well as the demographic makeup of the Mt. Vernon community.

Section 6: Election

A. Ballot. The slate of nominees shall be presented in a ballot to the membership for their vote. These ballots may be delivered in an electronic or paper format, provided ballots are traceable to each member.

B. Voting. Each member shall be allowed to cast one ballot with a maximum of three names selected.

C. Elected Persons. Those three nominees receiving the highest number of votes shall be elected. At the next Board meeting, the Board shall vote to accept these results and officially elect these individuals.

D. Alternate. The nominee receiving the fewest number of votes shall become a Board alternate, who may attend meetings, but shall not count towards quorum nor have voting privileges.

Section 7: Conduct

The Board shall conduct their own personal business and any business on behalf of the Chamber with integrity to protect the reputation of the organization. Any Board member who fails to follow Chamber bylaws and/or policies may be removed by a majority vote at a regular or special meeting called for this purpose.

During the meeting in which this vote shall take place, the Board member being considered for removal shall be allowed to attend to address any concerns of the Board, unless by doing so would create an unsafe or unhealthy environment for any meeting attendees.

Section 8: Vacancies

Any vacancy occurring in the Board shall be filled first by the elected alternate. Should any additional vacancies occur, the nomination committee shall determine a suitable candidate. Upon approval of the Board, that person shall be elected. Any persons elected through this bylaw shall fill the unexpired term of their predecessor.

Section 9: Management

The Board of Directors shall employ an Executive Director and shall fix the salary and other considerations of employment.

ARTICLE IV

Officers

Section 1: Determination

The Chamber officers shall be President, Vice President, and Treasurer. No later than the June Board meeting, the Board shall elect from its members individuals to fill elected officer roles.

The current President shall open the floor for nominations at this determination meeting; a majority vote of board members present shall be required to elect. If a majority shall not carry, the board shall vote again until a majority vote shall be received by one nominated individual for each officer role.

Section 2: Terms

Officers shall take office on the first day of the new fiscal year and serve for a term of one year or until their successors assume the duties of office.

Section 3: Duties

A. President. The President shall serve as the chief elected officer of the Chamber and shall preside at all meetings of the membership, Board, and Executive Committee. The President shall assist in the selection of committee chairs.

B. Vice President. The Vice President shall exercise the powers and authority and perform the duties of the President in the absence or disability of the President. Should the President be unable to complete their term for any reason, the Vice President shall assume office and conclude the remainder of that term. The Vice President shall be the chairman of the nomination committee.

C. Treasurer. The Treasurer shall be the chairman of the Budget & Finance Committee and advise and assist the Executive Director with financial decisions, deposits and investments in a manner approved by the Board of Directors. The Treasurer shall review the monthly financial report prior to being presented to the Executive Committee and/or Board of Directors.

ARTICLE V
Executive Director

Section 1: Employment

The Board shall employ an Executive Director as an at-will employee and pay a salary as determined by the Board. A majority vote of the Board is required to hire this individual, a hiring committee may be utilized to make a recommendation.

Section 2: Responsibilities

The Executive Director shall be chief administrative and executive officer, and be responsible for the hiring, discharging, and supervision of all employees. The Executive Director shall serve as the primary media spokesperson and shall interpret and implement policies created by the Board.

The Executive Director shall keep or cause to be kept the minutes of the meetings of the members and the Board of Directors and see that all notice is duly given in accordance with these Bylaws.

Section 3: Termination

The employment of the Executive Director may be terminated at any time, with or without cause, by a 2/3 vote of the Board. The Board shall give thirty days' notice in writing but may choose to terminate employment immediately and pay out the thirty days of wages. The Executive Director shall also give thirty days' notice to the Board of their desire to terminate employment.

At any time the Executive Director leaves the service of the Board, they shall deliver all books, papers, and properties of the Chamber to the Board Chair.

ARTICLE V
Committees

The Board, by majority resolution, may designate other committees, as it deems desirable to meet an organizational need. These committees may all be created and dissolved as necessary, except for the committees established in these bylaws: Executive; Budget & Finance; Nomination.

Any committee requiring additional action by the Board shall report the same at the next Board meeting in order to get approval. So far as applicable, the provision of these Bylaws relating to the conduct of the meetings shall govern the meetings of all committees.

ARTICLE VI
Executive Committee

Section 1: Members

The members of the Executive Committee shall be the President, Vice President, and Treasurer. The Executive Director shall be a non-voting member.

Section 2: Authority

The Executive Committee shall have the authority to act on behalf of the Board of Directors in between meetings, provided that the committee remains accountable to and provides a report to the Board at its next meeting. In no way should this authority be used to circumvent the will of the full Board of Directors.

Section 3: Review

The Executive Committee shall provide a written evaluation of the Executive Director on an annual basis no later than the June Board meeting. Each member of the Executive Committee shall complete their own review, and then these results shall be tabulated for discussion with the Executive Director.

Section 4: Bylaws

The Executive Committee shall review the bylaws on an annual basis no later than the April Board meeting. At this meeting, any proposed changes will be discussed and reviewed, with full board acceptance anticipated no later than the June Board meeting.

ARTICLE VII **Finances**

Section 1: Funds

The Board of Directors shall have the authority to create accounts as necessary to fulfill operational needs. All monies paid to the Chamber shall be placed in these chamber-owned accounts.

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 via several methods.

- Check signed by any officer whose signatures are on file for the account;
- Using a Chamber-owned debit or credit card as authorized by the Board;
- Using an automated clearing house to make electronic transfers;
- Utilizing a petty cash account to not exceed \$200.

Any expense that is not previously budgeted and in excess of \$1,000 shall require Board approval. Financial records shall be kept for all payment disbursements for review and a monthly reconciliation shall be performed regarding all Chamber-owned accounts.

Section 3: Budget & Finance Committee

The Budget & Finance Committee shall consist of the Treasurer, Executive Director and two members-at-large of the Chamber. This committee shall prepare an operating budget for the coming fiscal year and submit it to the Board for approval no later than the June Board meeting. That budget shall become effective on the first day of the fiscal year.

Section 4: Conflict-of-Interest

No director, officer or employee of the Chamber should have any financial interest in any program or project the chamber is executing or promoting without first disclosing the interest to the Board of Directors. No member of the Board shall vote on any such items for which there may be a real or perceived conflict-of-interest. In the event of a situation where a conflict-of-interest could influence decision making, members of the Board of Directors should excuse themselves from the vote. A member's absence from a meeting due to conflict-of-interest issues should be noted in the minutes with an abstention.

ARTICLE VIII **Dissolution**

The dissolution of the Chamber shall follow the applicable provisions of the laws of the State of Missouri. Upon dissolution, no portion of its funds shall inure or be distributed to its members. In such event, any remaining funds, after payment; or provisions for payment of; all debts and liabilities of the Chamber shall be distributed to regularly organized and qualified non-profit organization as selected by a majority vote of the Board.

ARTICLE IX **Parliamentary Authority**

The current edition of Roberts Rules of Order shall be the final source of authority in all questions on parliamentary procedures when such rules are not consistent with the Bylaws of the Chamber.

ARTICLE X
Indemnification

The organization agrees to indemnify, defend and hold harmless the board members, its officers, directors and employees from and against all liability, loss, cost or expense (including attorney's fees) by reason of liability imposed upon the Chamber arising out of or related to organization's activities, whether caused by or contributed to by the members or any other party indemnified herein, unless caused by the sole negligence of the member or any other party indemnified herein.

The right to indemnification herein provided shall not be exclusive of any other rights to which such director or officer may be lawfully entitled.

ARTICLE XI
Amendments

These bylaws may be amended or altered by a majority vote of the Board of Directors. These bylaws may also be amended by a majority vote of members present at any regular or special meeting of the Chamber. A minimum of two weeks' notice shall be given to the membership for any meeting called for this purpose.

Mt. Vernon Area Chamber of Commerce
President, Jason Prater

Mt. Vernon Area Chamber of Commerce
Executive Director, Brittni Bates

Adopted
Amended March 2024