

OZARK CHAMBER OF COMMERCE
BYLAWS
Revised and Amended: January 11, 2018

ARTICLE 1 - NAME

SECTION 1. The name of this organization shall be the Ozark Chamber of Commerce, Incorporated, and shall be incorporated under the laws of the State of Missouri as a not-for-profit organization.

ARTICLE 2 – MISSION STATEMENT

SECTION 1. The mission of the Ozark Chamber of Commerce (the “Chamber”) is: Strengthening Ozark through economic impact, community enrichment, and individual connection.

ARTICLE 3 – MEMBERSHIP

SECTION 1. Eligibility: Any person, association, corporation, partnership or estate having an interest in fulfilling the mission of the Chamber shall be eligible to apply for membership.

SECTION 2. Applications for new membership may be in writing, submitted electronically, or by phone and shall be effective upon initial payment of the regularly scheduled membership investment. Annual membership shall continue until the member provides written notice to the Chamber requesting cancellation of their membership or for non-payment of membership investment after ninety (90) days from the date due, unless otherwise extended for good cause. The Board shall be regularly informed of membership terminations and cancellations. Only members whose membership investment is current may exercise the privileges of members.

SECTION 3. Any member may be dropped from the membership by 2/3 majority vote of the Board of Directors, at a regularly scheduled meeting thereof, for conduct unbecoming of a member or prejudicial to the aims or repute of the Chamber, or conduct constituting moral turpitude occurring before or after an application or membership renewal that may adversely affect the reputation of the Chamber. The member will be afforded an opportunity to meet with the Executive Committee to discuss membership status prior to final Board decision.

ARTICLE 4 – BOARD OF DIRECTORS

SECTION 1. The Board of Directors shall have the responsibility of formulating the policies of the Chamber. These policies shall be maintained in writing, reviewed annually and shall be revised by the Board as it deems necessary.

SECTION 2. The Board of Directors shall have the power to incur debts and enter into contractual agreements which further the purposes and interests of the Chamber. Upon a 2/3 majority vote of the Board of Directors, the Executive Director and the Chairman may execute

the documents required to borrow funds. The Executive Director is authorized to execute contractual agreements with vendors and suppliers for expenditures approved in the annual budget.

SECTION 3. The Board of Directors shall be responsible for approving nominations for new Board members, as needed, in order to best serve the diversity of businesses within the Chamber membership, with elections held in accordance with “ARTICLE 10 – ELECTIONS.”

SECTION 4. No Board member shall represent the Chamber in advocacy or opposition without a 2/3 majority vote and written consent of the Board of Directors. The Executive Director shall serve as the community spokesperson for the Chamber unless absent for a period in excess of two (2) weeks, in which case the Board will select one member to serve as a temporary community spokesperson to substitute in the Executive Director’s place. When the Executive Director returns, the temporary community spokesperson will cease to operate in that capacity.

SECTION 5. The Board of Directors shall consist of a minimum of twelve (12) members and no more than fifteen (15) members. No more than five (5) members shall rotate off the Board each year, unless due to extreme circumstances. These circumstances can include seats vacated due to resignations, removals and other atypical events regarding Board memberships. The intention is to maintain a majority of tenured Board members to provide continuity on the governing body of the Chamber, while still providing opportunity for new Board members each year.

SECTION 6. Board memberships are for a period of three (3) years. Candidates can be elected or appointed to fill vacancies for less time, i.e., to fill a vacant shorter term. Board members can be extended beyond their term on a year-to-year basis, up to a maximum of six (6) years with approval of a 2/3 majority vote of the Board and the availability of a vacancy to the Board. Board member terms shall be on a calendar year, beginning in January each year.

SECTION 7. Each Board member shall provide written confirmation of the review, and acceptance of, the Board Member Agreement. If a Board member fails to fulfill the Agreement, the Board may vote to replace that individual. This will be conducted by a 2/3 majority vote. Extenuating circumstances shall be taken into consideration.

Each board member must be associated with an entity that is a Chamber member and must agree to accept the Board Member Agreement in writing.

SECTION 8. Each Director, or former Director or Officer of this corporation and his/her legal representatives, shall be indemnified by this corporation against liabilities, expenses, counsel fees and costs reasonably incurred by him/her or his/her estate in connection with, or arising out of, any action, suit, proceeding or claim in which he/she is made a party by reason of his/her being, or having been, such Director or Officer; provided that in no case shall the corporation indemnify such Director or Officer with respect to any matters as to which he/she shall be finally adjudged in any such action, suit or proceeding to be liable for gross negligence or intentional misconduct in the performance of his/her duties as such Officer or Director. The indemnification herein provided for, however, shall apply also in respect of any amount paid in compromise of

any such action, suit, proceeding or claim asserted against such Director or Officer (including expenses, counsel fees, and costs reasonably incurred in connection herewith) provided the Board of Directors of the corporation shall have first approved such proposed compromise settlement and determined that the Director or Officer involved was not guilty of gross negligence or intentional misconduct; but in taking such action, any Director involved shall not be qualified to vote thereon. In determining whether or not a Director or Officer was guilty of gross negligence or intentional misconduct in relation to any such matters, the Board of Directors or a committee appointed by the Board of Directors, as the case shall be, may rely conclusively upon an opinion of independent legal counsel selected by such Board of Directors or committee. 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 5 – OFFICERS

SECTION 1. Chairman: The Chairman shall preside at all meetings of the Board of Directors. He/she shall perform all duties incident to the office and advise such action as to fulfill the mission of the Chamber. The Chairman may, if approved by the Board, remain a member of the Board for a period of one year after the expiration of his/her term in office, in order to be of assistance to the new Chairman of the Board. The Chairman shall be an authorized signer on the Chamber's depository accounts and other contracts.

SECTION 2. Vice Chairman: The Vice Chairman shall assist the Chairman and will fill said role in the absence of the Chairman. The Vice Chairman assumes this appointment with the understanding that he/she will assume the duties of the Chairman the following year. The Vice Chairman shall be an authorized signer on the Chamber's depository accounts.

SECTION 3. Treasurer: The Treasurer shall be responsible for the oversight of the Chamber's finances and depository accounts. The Treasurer shall present the monthly financial reports to the Board of Directors. The Treasurer shall assist the Executive Director in creating and presenting a proposed annual budget for the following year to the Board at the November Board meeting. The Treasurer shall be an authorized signer on the Chamber's depository accounts.

SECTION 4. Secretary: This individual will serve as the recording Officer of all meetings of the Board of Directors. These records shall be kept in accordance with Robert's Rules of Order. When the Vice Chairman is not present to take the place of the absent Chairman, the Secretary will be responsible for calling the meeting to order and will chair the meeting until a temporary Chairman pro tem can be elected (which should be the first order of business).

SECTION 5. Executive Committee: The Executive Committee is comprised of the Chairman, Vice Chairman, Treasurer, Secretary, and Past Chairman.

SECTION 6. The offices of Vice Chairman, Treasurer and Secretary shall be approved at the December Board meeting each year. The Chairman, Vice Chairman and Executive Director shall be responsible for selecting and proposing a slate of officers for the upcoming year, which must be approved by a vote of the Board of Directors. The vote may be taken by motion voiced and voted on in open session, by email, or by secret ballot at the discretion of the Chairman.

SECTION 7. In the absence, disability or termination of any Officer, the Chairman shall appoint another member of the Board of Directors to act temporarily in said Officer position. The Executive Committee shall approve the temporary appointment. In the event that the temporary appointment exceeds 90 days, a permanent appointment shall be approved by a 2/3 majority vote of the Board of Directors.

ARTICLE 6 – MEMBERSHIP INVESTMENTS / DUES

SECTION 1. The Board of Directors shall have the power to collect membership investments and other funds due the Chamber.

SECTION 2. The Board of Directors shall evaluate the membership investment structure at least every three (3) years. Any change in structure shall be approved by a 2/3 majority vote of the Board.

ARTICLE 7 – MEETINGS

SECTION 1. The Board of Directors shall hold an annual Board Orientation for new Board members prior to the end of each year. The annual Board Orientation will be held before the annual installation of officers.

SECTION 2. The Board of Directors will meet on the second Thursday of each month unless that Thursday falls on a holiday, in which case, the meeting will be held on the following Thursday.

SECTION 3. The Chairman may call for a special meeting of the Board of Directors at his/her discretion or shall call for a special meeting upon the request of four (4) Board members. At least three (3) days notice of a special meeting must be given to all Board members unless emergency conditions require less notice. No decisions can be made at a special meeting without a quorum of Board members present; however, not having a quorum does not preclude those attending members from discussion. In an emergency, members can attend and vote by teleconference.

SECTION 3.1. The Chairman may call for closed meetings to include members of the Board and only such invitees as the Board shall allow. The notice and quorum requirements of SECTION 3 apply to special meetings.

SECTION 4. At any duly called meeting of the Board of Directors, a majority of Board members shall constitute a quorum.

SECTION 5. In the event that a vote of the Board of Directors should be needed in a timely manner, a telephone or email vote of the Board may be conducted. The Chairman or Executive Director shall attempt to contact all Board members, with a quorum to be a majority. If it is a serious matter, as defined by the Chairman, that requires full discussion and vote, a special meeting shall be called per previous sections.

SECTION 6. All meetings of the Board of Directors will follow the parliamentary procedures dictated in Robert's Rules of Order. All votes at meetings of the Board of Directors will be a majority vote, unless specifically stated otherwise herein.

ARTICLE 8 – PERSONNEL

SECTION 1. Executive Director: This position is an employee of the Chamber and reports directly to the Board of Directors. The Executive Director is responsible for duties and responsibilities assigned by the Board of Directors in the job description. The Executive Director is expected to attend all Board meetings and present a written report to the Board concerning his/her activities and the activities of any employees since the preceding Board meeting. Except in an emergency, absences from Board meetings require prior approval of the Chairman. Any changes to the Executive Director job description require a 2/3 majority vote of the Board. The Executive Committee shall conduct an annual evaluation of this position and keep it for the records. Any salary adjustments, as a result of the annual evaluation, shall be approved by the Board of Directors and shall be effective the anniversary month of hire.

SECTION 2. The Executive Director, with Executive Committee guidance and Board of Directors approval, may create staff positions. The Executive Director, through resumes and interviews, shall fill staff positions. Staff evaluations shall be conducted by the Executive Director and salary recommendations shall be made to the Board of Directors through the Executive Committee.

ARTICLE 9 – COMMITTEES

SECTION 1. Under the direction of the Board of Directors, it shall be the function of the committees to investigate, strategize, plan and make recommendations to fulfill the mission of the Chamber. The Committees shall submit a written report to the Executive Director the Monday before each regularly scheduled Board meeting. The frequency of committee meetings and reports will vary depending on the complexity of the event and/or purpose of the committee.

SECTION 2. Committees may be added or deleted by a vote of the Board of Directors. The Board of Directors has the authority to remove any Committee Chair, Co-Chair, or member.

SECTION 3. No standing or special committee shall represent the Chamber in advocacy or opposition to any project without special permission of the Board of Directors.

SECTION 4. Each committee shall include a Board member as the Chair or Co-Chair. Each Committee Chair may appoint a Co-Chair. Committee Chairs and Co-Chairs shall serve for a one (1) year period. Committee Members may serve on committees year to year for continuity.

SECTION 5. Committee meetings may be called at any time by the Chair or Co-Chair of said committee. Chairs/Co-Chairs are to notify the Executive Director of each meeting. Committees are required to keep records of all meetings.

SECTION 6. No committee member shall contract any debt on behalf of the Chamber which shall in any manner render it liable for the payment of any sum, unless the same shall have been approved by the Board of Directors in the annual budget. Purchases or reimbursements to committee members must be pre-approved by the Executive Director.

SECTION 7. Any appointed ad hoc committee of the Board of Directors, consisting of those members elected by the Board, shall meet only when conducting research on topics for the Board to vote upon, such as the evaluation of the Executive Director.

ARTICLE 10 – ELECTIONS

SECTION 1. The Chairman, Vice Chairman and Executive Director shall appoint two (2) persons consisting of one (1) Board member and one (1) general member to serve on the Nominating Committee. These two members, along with the Chairman, Vice Chairman and Executive Director, will comprise the Nominating Committee. The Nominating committee shall be formed in August of each year.

SECTION 2. The Executive Committee shall determine how many open positions shall be placed on the ballot.

SECTION 3. The Nominating Committee shall determine the nominees based on the following qualifications: The individual must be a Chamber member for greater than one year, a top level decision maker for his/her firm, and be determined to be an active member within the Chamber. The Committee shall present the proposed slate of nominees for the Board of Directors to the acting Board by the September Board meeting for approval. After Board approval, the Committee will meet with prospective nominees to discuss Board member roles and expectations. If the nominee agrees to serve and signs the Nominee Agreement, the individual will be placed on the official ballot.

SECTION 4. Election of Board of Directors: Nominations for the Board of Directors shall be announced to the general membership for their votes after final approval of the slate by the Board. After the ballot is prepared, the Executive Director shall send it to all Chamber members. Each Chamber member shall vote for the number of candidates indicated on the ballot. Any ballot containing more votes than indicated shall be ruled invalid and shall NOT be considered in the election. Completed ballots shall be submitted to the Chamber office by the deadline indicated on the ballot. Ballots received after the deadline shall be declared invalid and shall NOT be counted. The ballot will only be sent to the primary contact, who will cast a vote on behalf of the entire organization. Candidates receiving the highest number of votes shall fill the open positions.

SECTION 5. The Nominating Committee shall verify the votes and present the election results to the Board for a 2/3 majority vote of approval.

ARTICLE 11 – EXPENDITURES

SECTION 1. No disbursements of Chamber funds in excess of the approved annual budget shall be made unless the same shall be approved by a vote of the Board of Directors. All budgeted expenditures shall be made by check or by an authorized Chamber credit card. Checks shall be signed by the Executive Director and an authorized signer on the Chamber's depository accounts. In the event the Executive Director is unavailable for a period of two (2) days or more, the check may be signed by two of the authorized signers on the Chamber's depository accounts.

SECTION 2. The Executive Director shall be in charge of seeking bids for the purchase of single items or annual service contracts in excess of \$1,000. At least three (3) bids shall be sought unless the items to be purchased are unique to a single vendor. For all purchases, priority shall first be given to members of the Chamber; second, to vendors located in Ozark or Christian County; and then to vendors in the surrounding region. Taking the lowest bid is encouraged unless there are extenuating circumstances that justify deviation.

ARTICLE 12 – AMENDMENTS

SECTION 1. These Bylaws, or any part thereof, may be amended or revised at any time by a 2/3 majority vote of the Board of Directors at a regularly scheduled Board meeting. Amendments to the Bylaws shall be provided to all Board members at least ten (10) days in advance of a vote on such amendments.

ARTICLE 13 – ANNUAL PLANNING MEETING

SECTION 1. The Annual Planning meeting for the Chamber shall be held in January each year. The Executive Committee shall determine the Agenda for the Annual Planning meeting.

SECTION 2. All members of the Board of Directors and all Chamber staff are required to attend.

ARTICLE 14 – POLITICAL ACTION

SECTION 1. All legislative action plans for the Chamber will be coordinated and planned, with Board approval, through the Legislative Affairs Committee. The Committee's purpose will be to research grants and legislative issues that have the potential to impact the Ozark economy. The Executive Director will serve as an advisor to this committee.

SECTION 2. The Chamber shall not advocate for or against any political or legislative issue until the topic has been researched by the Legislative Affairs Committee, approved by a 2/3 majority vote of the Board of Directors, and approved by a majority vote of the general Chamber membership through either a poll or a ballot vote to be taken in person or electronically.

SECTION 3. The Chamber will NOT endorse any candidate for political office. While representing the Chamber, Board members and employees are prohibited from wearing campaign identifying buttons, clothing or other items.

SECTION 4. If any member of the Board of Directors or employee of the Chamber is a candidate for political office, they must suspend their position until the election is over. If elected, they must resign their position if a possible conflict, either real or apparent, exists with the duties of their newly elected office. The Board of Directors shall determine whether such conflict exists.

APPROVED BY 2/3 majority vote of the Board of Directors, this 11th day of January 2018.

Jane Paul
Chairman

Cathi Manning
Secretary