



# Dixon Area Chamber of Commerce

dixonchamberofcommerce.com

P.O. Box 817 Dixon, MO 65459

## By-Laws Revised 2/12

### ARTICLE I GENERAL

- Section I: This organization is incorporated under the law of the State of Missouri and shall be known as the Dixon Area Chamber of Commerce.
- Section II: The Dixon Area Chamber of Commerce's mission is to enhance community spirit and foster economic growth and development. This mission is accomplished through the sponsorship of community events and the development of partnerships with area businesses, governments and organizations.
- Section III: The Dixon Area Chamber of Commerce shall be non-profit, non-partisan, and non-sectarian. Hereinafter, the Dixon Area Chamber of Commerce will be referred to as the Chamber.
- Section IV: General Membership, unless otherwise noted, is defined as voting members of the Chamber which includes the Executive Board members.

### ARTICLE II MEMBERSHIP

- Section I: **ELIGIBILITY:** Any person, business, association, corporation, partnership, or estate having an interest in the mission of the Chamber shall be eligible to apply for membership.
- Section II: **APPLICATION:** All membership requests will be submitted to the Chamber by completing a membership application. The application constitutes an agreement on the part of the applicant to adhere to all By-Laws, Policies, and Procedures adopted by the General Membership of the Chamber.
- Section III: **DUES:** Annual membership dues shall be an amount voted on and agreed to by the General Membership. Annual membership dues are to be paid by May 1<sup>st</sup> of each year.
- Section IV: **RESIGNATION:** Any member can resign his/her membership with a written notice to the Chamber. Any member terminating their membership will not be entitled to a refund of any kind.

Section V: **EXPULSION:** Any member may be expelled for conduct unbecoming a member or prejudicial to the aims or repute of the Chamber with a majority vote of the General Membership who are present at a regular meeting. A hearing shall be conducted upon a written request submitted to the President by the member complained against. Any member being expelled will not be entitled to a refund of any kind of membership dues.

Section VI: **VOTING:** Individual, family, and business memberships shall be entitled to one (1) vote per paid membership application. Each Executive Board shall be entitled to one (1) vote. An Executive Board member shall not vote as an Executive Board member and as a family or business membership; that vote shall be assigned to another family or business representative. Voting shall be accomplished viva voce (by the voice), show of hands, ballot, mail, or other methods deemed appropriate by a majority of the Executive Board or as specifically stated in the By-Laws.

Section VII: **HONORARY MEMBERSHIP:** Students, non-profit civic or charitable organizations, who have partnered with the Chamber to enhance community spirit and foster economic growth and development, shall be eligible for an honorary membership and be exempt from payment of dues. Honorary memberships shall have all the privileges of members, except the right to vote. The Executive Board shall confer or revoke honorary membership by majority vote.

### **ARTICLE III MEETINGS**

Section I: **MONTHLY:** Meetings of the Chamber shall be held on a monthly basis. The date, time, and place shall be fixed by the Executive Board.

Section II: **ANNUAL:** An annual meeting shall be held on a date and time designated by the Executive Board between February 1<sup>st</sup> and April 30<sup>th</sup>.

Section III: **SPECIAL:** Special meetings of the membership may be called by the President of the Chamber at any time, or shall be called by the President of the Chamber upon the direction of a majority of the Executive Board, or upon petition in writing by five (5) members in good standing. Notice of a special meeting shall be sent to each member at least five (5) days prior and the specific business to be conducted identified.

Section IV: **QUORUM:** Five (5) members of the Executive Board shall constitute a quorum at any Chamber meeting. A quorum of the Executive Board must be present in order to conduct an official meeting.

### **ARTICLE IV EXECUTIVE BOARD**

Section I: **AUTHORITY:** The Executive Board shall supervise, control, and direct the affairs of the Chamber.

Section II: COMPOSITION: The Executive Board shall be composed of eight (8) executives elected from and by the General Membership of the Chamber.

Section III: TERM OF OFFICE: The eight (8) executives selected from and by the General Membership shall each serve a one (1) year term. The Executive Board will consist of the following: President, Vice President, Secretary, Treasurer, and four Executive Directors.

Section IV: ELECTION OF OFFICERS AND EXECUTIVE DIRECTORS:

A. Meeting Date: The election of the members serving on the Chamber's Executive Board shall be held in February or March of each year on a date and time designated by the Executive Board. The designation of the date and time of the election shall be made by the Executive Board not less the fourteen (14) days prior to the date selected.

B. Notice: A notice of the election's date, time and location shall be published in the local paper at least five (5) days prior to the election.

C. Nominations:

1. Members in good standing who desire to serve may express their desire in writing to the President prior to the membership meeting or verbally at the meeting.

2. Nominations shall be taken from the floor with a second. Nominations from the floor must stay open for a minimum of three (3) minutes.

D. Voting Process: A ballot vote shall be required to elect Executive Board members. A majority vote of those present shall be necessary for a Chamber member to be elected to the Executive Board.

Section V: SEATING OF NEW DIRECTORS: All newly elected Executive Board members shall be seated at the first regular meeting in May.

Section VI: VACANCIES: Appointments to fill vacancies on the Executive Board created through resignations or other means shall be made by the President after confirmation by a majority vote of the Executive Board. The vacancy shall be filled for the remaining time of the unexpired term.

Section VII: ATTENDANCE: Any member of the Executive Board who shall be absent from three (3) consecutive regular or special meetings in any six (6) months of the chamber year, unless confirmed by illness or with excuse deemed valid, and shall be dropped at the discretion of the Executive Board.

## ARTICLE V OFFICERS

Section I: DUTIES: The duties shall be as follows:

- A. President shall serve as the principal elective officer of the Chamber and shall preside at all meetings of the General Membership and Executive Board. The President shall appoint all committee chairpersons subject to approval of the Executive Board.
- B. Vice-President shall preside at all meetings of the membership in the absence of the President.
- C. Secretary shall keep the minutes of meetings, see that all notices are duly given in accordance with the By-Laws, be custodian of corporate records, keep a register of the names and addresses of all members, and perform all duties incident to the office of Secretary and other duties assigned by the Executive Board.
- D. Treasurer shall have charge and custody of and be responsible for all funds and securities of the Chamber, be responsible for the receipt of all monies due and payable to the Chamber and see that they are properly deposited in the bank named by the Executive Board, be responsible for all disbursements of all funds and the accounting for the funds used, and perform all duties incident to the office of Treasurer and other duties assigned by the Executive Board.
- E. Manager: The Executive Board may appoint a manager who may be, but who shall not be required to be, a member of the Chamber. The Executive Board will assign duties to the manager and shall delegate the authority to perform such duties

**ARTICLE VI  
COMMITTEES**

Section I: LIMITATIONS OF AUTHORITY: No action by any member, committee, employee, director, or officer shall be binding upon, or constitute an expression of, the policy of the Chamber until it has been approved or ratified by the Executive Board. Committees shall be discharged by the President when their work has been completed and their reports accepted or when, in the opinion of the Executive Board, it is deemed wise to discontinue the committees.

**ARTICLE VII  
FINANCES**

Section I: FUNDS: All money paid to the Chamber shall be placed in a general operating fund with the exception of special funds raised for specific projects which shall be placed in special accounts. Funds unused from the current year's budget will be carried forward to the next fiscal year. A petty cash fund may be set up for special events sponsored by the Chamber. This fund will be established prior to each event and dissolved shortly thereafter. The amount of the fund will be determined

by the Executive Board and decided upon in relation to the size of the event and actual need, if any, for the fund at that time.

- Section II: **DISBURSEMENTS:** Upon approval of the budget, the President is authorized to make disbursements on accounts and expenses provided for in the budget without additional approval of the Executive Board as defined below:
- A. Disbursements shall be made by check.
  - B. Disbursements will require dual signatures as authorized by the Executive Board.
  - C. No funds of \$200 or more will be disbursed without prior approval of the Executive Board.

Section III: **FISCAL YEAR:** The fiscal year of the Chamber shall close on December 31st.

Section IV: **ANNUAL AUDIT:** The accounts of the Chamber shall be audited annually by the close of business on January 31<sup>st</sup> and approved by the Executive Board. An Audit Committee composed of the Vice-President, one (1) member of the Executive Board, and one (1) member from the General Membership will be responsible for the annual audit. The Treasurer shall be present to respond to questions. The Audit Committee may be assigned a Certified Public Accountant when deemed necessary by the Executive Board. The audit shall, at all times, be available to members of the Chamber for review.

Section V: **BONDING:** Members of the Executive Board may, at the discretion of the Executive Board, be bonded by a sufficient fidelity bond in an amount set by the Executive Board and paid for by the Chamber.

## **ARTICLE VIII DISSOLUTION**

- Section I: **PROCEDURES:** The Chamber shall use its funds only to accomplish the objectives and purposes specified in these By-Laws and no part of funds shall be distributed to members of the Chamber.
- Section II: **DISSOLUTION:** Upon dissolution of the Chamber, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific or philanthropic organizations selected by the Executive Board.

## **ARTICLE IX AUTHORITY**

Section I: **PARLIAMENTARY AUTHORITY:** The Chamber's By-Laws take precedence in parliamentary procedures. The current edition of Robert's Rules of Order shall

be referred to resolve any parliamentary procedures not addressed in the By-Laws.

**ARTICLE X  
AMENDMENTS**

Section I: REVISIONS: These By-Laws may be amended or altered by a majority vote of the Chamber's General Membership present at any official meeting, providing the notice for the meeting includes the proposals for amendments. Any proposed amendments or alterations shall be submitted to the members, at least five (5) days before the meeting at which they are to be acted upon.