

Locust Grove, Oklahoma Area Chamber of Commerce

Bylaws

Revised October 14, 2015

Article I Name

Section 1. Name.

The Name of this organization shall be the LOCUST GROVE, OKLAHOMA AREA CHAMBER OF COMMERCE, hereinafter referred to as the Chamber. The official mailing address of the Chamber shall be P.O. Box 525, Locust Grove, OK 74352.

Article II Mission and Vision

Section 1. Mission statement.

The Chamber's goal is to advance the economic, civic, educational, and cultural growth of Locust Grove and the surrounding area.

Section 2. Vision statement.

The Chamber will enhance the quality of life in the community and to foster continuous improvement of the Locust Grove area as a place in which to conduct business and enjoy life.

Article III Membership

Section 1. Eligibility.

Any legally established business, individual, association, corporation, firm, partnership, sole proprietorship, trust or estate may apply for membership in the Chamber. Applications will be presented to the Board of Directors. membership shall commence with the next regular meeting of the general membership after the Board meets. Members will be considered to be in good standing if they are current in paying their dues.

Section 2. Business votes.

Any legally established business, individual, association, corporation, firm, partnership, sole proprietorship, trust or estate acquiring membership in the Chamber may designate not more than two (2) voting members, as representatives to the organization.

Section 3. Exercise of privilege.

Any legally established business, individual, association, corporation, firm, partnership, sole proprietorship, trust or estate that has acquired membership in the Chamber shall have the right at any time to change any or all of its representatives upon written notice to, and approval of, the Board of Directors of the Chamber. This change will take effect at the beginning of the next regular meeting of the general membership.

Section 4. Voting.

Only votes of members who are in good standing and present at any meeting will be counted. Voting in elections will be by paper ballot. Voting on business decisions will be by a show of hands.

Section 5. Dues and fees.

Membership dues shall be at the rate or rates, schedules or formulas, as may from time to time be prescribed by the Board of Directors. Dues shall be paid annually, in advance, at the first of the fiscal year. Members joining partway through the fiscal year may have their dues prorated. Dues paid are not refundable and memberships are not transferable. A membership will be automatically canceled for nonpayment of dues after ninety days from the due date unless otherwise extended for just cause. Any change in dues will be presented to the Board of Directors then presented to the general membership for approval by a majority vote before said change shall become effective. This must be done with written or electronic notice to the membership at least five days before said meeting of the general membership and at least three months prior to the upcoming fiscal year. (See Article V Section 7)

Section 6. Termination of membership.

The death, resignation, or expulsion of a member shall terminate his or her membership. The termination of a membership shall include a forfeiture of all monetary interest of the individual member and the physical property of the Chamber. A membership may be canceled by a two-thirds vote of the general membership at a regularly scheduled meeting thereof for conduct unbecoming a member, or for acts or deeds deemed prejudicial to the aims or repute of the Chamber, or for other just cause following notice after giving an opportunity for the member to defend such actions.

Article IV Board of Directors

Section 1. Duties of the Board of Directors

The Board sets the mission, vision, policies and procedures for the Chamber.

Section 2. Chairperson.

The Chairperson shall be elected on a yearly basis from within the Board, by the Board rather than by the general membership, and shall not be an officer of the Chamber. The Chairperson should attend all meetings of the general membership and of Board of Directors.

The duties of the Chairperson include, but are not limited to: serve as the Chair of the Board of Directors, preside at all Board meetings, set the agenda for Board meetings, exemplify proper decorum in meetings, keep order, be fair and impartial and protect the rights of all Board members.

In the absence of the Chairperson, the next lower officer shall preside.

Section 3. Composition.

The Board of Directors shall be comprised of all currently elected officers of the Chamber, plus six additional members in good standing to be elected by the general membership, representing a wide variety of expertise and a fair representation of the general membership. Installation of officers for the ensuing year shall occur at the Annual Meeting, which is held in July, the first month of the new calendar year.

When a board is first created, those initial six additional members shall serve the following terms:

- Two for a one (1) year term;
- Two for a two (2) years term;
- Two for a three (3) years term.

As the term of those first board members expires, those elected Board members who replace them shall each serve three year terms with two being elected each year.

Section 4. Quorum.

At any duly called meeting of the Board of Directors, a simple majority of the Board of Directors shall constitute a quorum at that meeting. No votes or action by the Board of Directors can be taken absent a quorum.

Article V Officers

Section 1. Officers.

The title of the officers in the Chamber shall be PRESIDENT, VICE-PRESIDENT, SECRETARY, and TREASURER. Officers must be members of the Chamber.

Section 2. Term.

The term of office of Vice-President, Secretary and Treasurer shall be one year.

Section 3. Duties of President.

The President shall be elected on a yearly basis from within the Board, by the Board rather than by the general membership, and should attend all meetings of the general membership and the Board of Directors.

The duties of the President include, but aren't limited to: preside at all meetings of the Chamber general membership, set the agenda for meetings of the general membership, represent the Chamber at community and regional events, preside at business ribbon cuttings, exemplify proper decorum in meetings, keep order, be fair and impartial, protect the rights of all members, appoint committees, attend all Board of Directors meetings, recommend to the Board of Directors such matters as would promote the goals and increase the usefulness of the Chamber and other duties as specified by the Board of Directors.

The President and one other officer shall sign all documents requiring officer's signatures, subject to Board approval. The President shall have other duties as assigned or directed by the membership or the Board of Directors.

Section 4. Duties of Vice-President.

The Vice-President should attend all meetings of the general membership and the Board of Directors. The Vice-President shall preside at all regular and special meetings in the absence of the President. The Vice-President shall have other duties as assigned or directed by the President.

Section 5. Duties of Secretary.

The Secretary should attend all meetings of the general membership and the Board of Directors and shall record the proceedings of those meetings to be preserved by the Chamber.

The Secretary shall work with the President and prepare the meeting agenda for all meetings. The Secretary shall work with the President to cause notice of all meetings.

The Secretary shall handle the official correspondence and preserve all records, documents and communications of the Chamber, and shall maintain an accurate record of all.

The Secretary, in cooperation with the Treasurer, shall keep an up-to-date list of all

current members of the Chamber. The Secretary shall perform other duties prescribed by the President or Board of Directors.

Section 6. Duties of Treasurer.

The Treasurer shall be the Chief Financial Officer of the Chamber and should attend all meetings of the general membership and the Board of Directors. The Treasurer shall oversee and ensure accurate records of all financial transactions of the Chamber, both income and expenses, and shall provide a monthly report at each regular meeting of the Chamber.

Immediately upon the election of a new Treasurer, at the end of the Chamber year, the outgoing Treasurer shall turn over all documents and records of his or her office to the President. The Treasurer shall work with the Secretary to maintain a list of all current members for a permanent record in the Secretary's files.

All checks require two authorized signatures. Authorized signatories are the President, Vice-President, Treasurer and one three year board member.

The Treasurer shall assist the Finance and/or Budget Committee with the preparation of the annual budget and present it to the Board and then to the membership at the general membership meeting in July for approval.

All disbursements of the funds of the Chamber shall be made by check upon approval by the Board with the following exceptions: utilities (i.e. water, gas, electricity and telephone) bills will be paid upon receipt of said utility bill each month without further approval and may be paid by ACH (Automated Clearing House); money to be used as change for events need not be approved by the Board.

Section 7. Fiscal year.

The fiscal year shall be July 1st through June 30th each calendar year.

Section 8. Removal of an officer or Board member.

Provision is herein made for the removal of any elected officer or Board member from their position and electing their successor. Any or all elected officers and Board members may be removed from any office at any time. This safeguard is to ensure that officers and a minimum number of Board members remain active, that no one individual or faction dominates the Board and that no significant sector of the general membership remains unrepresented on the Board.

Cause for removal may include poor conduct, nonpayment of dues and having

unexcused absences from three consecutive meetings of the general membership or Board. Such removal will require notification of all Board members at least five days before the meeting where the vote will take place. The action will require approval by a 2/3 majority of the Board followed by a 2/3 majority of the general membership.

In the case of death, resignation, removal or disability of any of the officers or directors, it shall be the duty of the President to appoint a replacement for the vacated seat for the remainder of the term, subject to approval by a 2/3 majority of the Board.

Any removed officer or Board member must immediately surrender all Chamber property in their possession or under their control, and cease and desist in acting in any capacity as a officer or Board member of the Chamber.

Article VI Elections

Section 1. Candidates.

Candidates must be members in good standing. They shall have been members for at least six months, have paid their dues and have attended at least three meetings out of six. Elections shall be open, with candidates being self nominating.

Section 2. Voters.

Those voting shall be in good membership standing prior to the day of elections.

Section 3. Voting Process.

Members must be present to vote. There shall be no absentee ballots. Voting shall be done by ballot. Votes shall be counted by two members in good standing. If there are more than two candidates for a position, that candidate with the most votes shall be considered the victor.

Section 4. Timing.

Elections for officers and Board members shall be held in the month preceding the month ending the fiscal year. The Board shall vote on President and Chairperson in the month which ends the fiscal year. (Article IV Section 7.) e.g. If the fiscal year ends June 30, then elections shall be held in June for officers and Board members and the Board shall meet within ten days to elect the President and Chairperson.

Article VII Meetings

Section 1. General Membership.

The Board of Directors shall set the regular meeting dates of the general membership.

Section 2. Board of Directors.

The Board of Directors meetings are in addition to, not in substitution for, regular meetings of the general membership of the Chamber. The Board of Directors meetings shall be set regularly, or on call, as such business of said Board requires, but not less than once per month.

The first Board of Directors meeting shall be called within ten days after the Annual Meeting, for the first meeting of the new fiscal year, even though the proper installation of the new officers has not taken place.

Section 3. Special meetings.

General Membership: Any special meeting of the general membership may be called by the President, with the approval of a majority of the Board of Directors. Notice of special meetings of the general membership shall be given to each member by telephone, in person, by electronic media, or by mailing notices at least three days in advance of said special meeting.

Board of Directors: Special meetings of the Board may be called as needed by the President or requested by three board members or petitioned by at least 10% of the general membership. Special meetings will require prior notifications to all Board members at least 24 hours before the meeting.

Section 4. Quorum.

At any duly called meeting of the general membership of the Chamber, 10% of members in good standing shall constitute a quorum.

Section 5. Notice and agendas.

Written notice of all general meetings of the Chamber shall be emailed to each member and posted at Town Hall at least five days in advance of the meeting. Such notice shall indicate an outline for the agenda of the meeting. If the meeting is for the purpose of networking, a statement of that fact shall be considered sufficient.

Section 6. Parliamentary Authority.

The rules contained in the current edition of Robert's Rules of Order shall govern the Chamber in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Chamber may adopt.

Article VIII Committees

Section 1. Appointment.

The President shall appoint all committees, subject to approval of the Board of Directors.

Section 2. Approval.

The Board of Directors shall approve the duties of all Committees as set forth and presented by the President. Any additional committees shall be handled in the same manner as the original committees presented by the Chamber President.

Section 3. Finance Committee.

The Finance Committee shall be appointed by the Board. It shall cause to be audited annually the books and records of the Chamber at the close of each fiscal year and report its findings to the Board of Directors and the general membership of the Chamber at the annual meeting. The Finance Committee may include a Budget Committee.

Article IX Dissolution

Section 1. Dissolution.

The Chamber shall use its funds to only accomplish the objectives and purposes specified in these bylaws and no part of said funds shall be of benefit to or be distributed to the members of the Chamber. Upon dissolution of the Chamber, any remaining funds and property shall go to a qualifying 501(c)(6) or 501(c)(3) organization within the town of Locust Grove, Oklahoma to be selected by the Board at that time.

Article X Amendments

Section 1. Amendments.

These bylaws may be amended or altered by a two-thirds majority vote of members present at any regular or special meeting of the Chamber's general membership. Amendments may be requested by members or the Board and then created by the Board. Desired changes and reasons for those changes should be clearly explained. Copies of the revised bylaws should be provided to the membership a month before the meeting at which the vote will take place. Time for discussion shall be allowed.

Section 2. Former bylaws.

With the adoption of these bylaws, all former bylaws are hereby repealed.