

**BYLAWS OF THE  
WARRENTON AREA CHAMBER OF COMMERCE  
Adopted May 8, 2012**

**ARTICLE I**

**GENERAL**

**Section 1 NAME**

This organization is incorporated under the laws of the State of Missouri and shall be known as the "Warrenton Area Chamber of Commerce."

**Section 2 MISSION STATEMENT**

Mission statement as developed and adopted by the Warrenton Area Chamber of Commerce:

"To enhance the business climate and quality of life for the Warrenton area through programs that facilitate and stimulate economic and professional growth."

**Section 3 GOALS**

The goals of the Warrenton Area Chamber of Commerce are:

- (a) To develop, encourage, promote and support the commercial, professional, financial, industrial, general and not-for-profit business interests of the Warrenton area;
- (b) To encourage the participation of all the Warrenton area businesses as well as the community in the activities of the Chamber.

**Section 4 AREA**

The Warrenton area shall mean to include the Cities of Warrenton and Truesdale, as well as the surrounding region.

**Section 5 LIMITATION OF METHODS**

The Warrenton Area Chamber of Commerce shall be nonprofit, nonpartisan, and non-sectarian.

## ARTICLE II

### MEMBERSHIP

#### **Section 1 ELIGIBILITY**

Any reputable business, association or non-profit located in, doing business in or intending to do business in the Warrenton Area; and those individuals or businesses interested in the commercial, industrial and civic progress of the Warrenton Area community shall be eligible for active Membership. Active Members in good standing shall enjoy all the rights and privileges of the Chamber, including the right to vote and hold office. Any applicant shall become a member upon payment of the regularly scheduled dues as provided in Article II, Section 3. The Chamber Board of Directors reserves the right to deny membership to any entity whose purpose is incongruent with the stated mission and goals of the Warrenton Area Chamber of Commerce, or whose observed conduct has been unbecoming to a Chamber Member or prejudicial to the aims or reputes of the Chamber.

#### **Section 2 DUES**

Membership dues shall be at such rate or rates, schedule or formula, as may from time to time be described by the Board of Directors. Notice of dues for the coming year will be made during the month of November. Dues are to be paid on or before January 30, or as set forth by the conditions in the schedule of fees adopted by the Board of Directors.

#### **Section 3 TERMINATION**

- A. Any general member may resign from the Chamber at their (his/her) own discretion.
- B. Any general member may be expelled for nonpayment of dues after ninety (90) days from the date due, unless otherwise extended for good cause;
- C. Any general member may be expelled by a two-thirds (2/3) vote of the Board of Directors, at a regularly scheduled meeting thereof, for conduct unbecoming a member or prejudicial to the aims or reputes of the Chamber, after notice and opportunity for a hearing are afforded the member complained against.
- D. Any member of the Board of Directors may be expelled by a two-thirds (2/3) vote of the Board of Directors from that Board for ongoing Board of Director meeting absences without accompanying reasons found acceptable by a majority of remaining board members This consideration shall be initiated by three consecutive meeting absences, or four of five meeting absences.

- E. A member, upon termination, shall not be entitled to receive any share or part of the assets or property of the Chamber.

#### **Section 4 VOTING**

Each member, in good standing, shall be entitled to one vote per active membership. Votes shall be by individual persons only, one vote per membership. Elections and issues requiring a vote of the membership may be held at a general or special membership meeting or by mail.

### **ARTICLE III**

#### **MEETINGS**

##### **Section 1 ANNUAL MEETING**

The annual meeting of the Chamber shall be held each December to elect the Board of Directors for the next year. The time and place shall be fixed by the Board of Directors and notice thereof mailed to each member at least ten (10) days before said meeting.

##### **Section 2 ADDITIONAL MEETINGS**

- A. General meetings of the Chamber shall be the second Tuesday of each month unless otherwise specified by the Board of Directors.
- B. The Board of Directors shall meet at such times, and places as they may designate, but not less than eleven times a year. All meetings of the Board shall be open to the membership, but shall be taken into executive session when discussing staff compensation, staff performance, past due memberships, or any other subject that the Chair deems to be sensitive in nature. An agenda shall be distributed to the Board of Directors and posted at the Chamber office at least three days prior to the meeting.
- C. Board meetings may be called by the President or upon written application of three members of the Board with notice being given to each Director at least one day prior to said meeting.
- D. Notice of special meetings shall be mailed to each Director at least five days prior to such meeting.
- E. Committee meetings may be called at any time by the President or the committee chairperson.

##### **Section 3 QUORUMS**

At any duly called General Meeting of the Chamber Board of Directors, one-half (1/2) of the Directors shall constitute a quorum.

## ARTICLE IV

### BOARD OF DIRECTORS

#### Section 1    **COMPOSITION OF THE BOARD**

- A. The Board of Directors shall be composed of twelve (12) elected members which shall serve for two (2) years.
- B. Additional seats on the Board of Directors will be offered to the school district and Economic Development representatives from the City of Warrenton, the City of Truesdale and unincorporated Warren County, leaving 12 duly elected positions. Only duly elected positions will have voting privileges.
- C. The failure of an elected Director to attend three (3) consecutive board meetings or four (4) meetings in one (1) year, without an excuse that is acceptable to the Board of Directors will automatically be reviewed by the Board for removal.
- D. A vacancy created on the Board, for any reason, shall be filled by nomination by the President with the approval of the Board. Any member appointed to fill the unexpired term of the Board member shall hold the position until the expiration of the original Board member's term. Such appointment shall not preclude said Board member from nomination at the conclusion of the expiring term.
- E. The government and policy-making responsibilities of the Chamber shall be vested in the Board of Directors, which shall control Chamber property, be responsible for Chamber finances, and direct Chamber affairs. It will meet monthly to conduct such Chamber business as deemed necessary.
- F. An "Executive Chamber Board of Directors" will meet at the discretion of the president to address the ongoing and routine business needs of the Chamber. The Executive Committee will consist of the current Chamber President, Vice-President, Treasurer and Executive Director. The immediate past Chamber President may be invited to attend and contribute to any business for which he/she would have a valuable and relevant perspective. The Executive Board will be empowered by the Board of Directors to make such decisions as are necessary to conduct the day-to-day operation of the Chamber between meetings of the Board of Directors.
- G. The Chamber shall secure and keep in good standing an Officers and Directors Liability and Employment Practices Insurance policy with a limit of liability of not less than one million dollars (\$1,000,000.00).

## **Section 2 SELECTION AND ELECTION OF DIRECTORS**

- A. Prior to December 1, the Executive Director shall present to the Board of Directors, a slate of candidates to serve 2-year terms to replace the Directors whose regular terms are expiring. Each candidate must be a member in good standing and must have agreed to accept the responsibilities of the directorship.
- B. Publicity of Nominations: Upon receipt of the report from the President, the Executive Director shall notify the membership by mail or e-mail of the names of persons nominated as candidates for Directors and the right of submitting additional nominations.
- C. Additional Nominations: Additional names of candidates for Directors can be nominated in writing by a member in good standing at the December meeting. Additional nominations shall be accepted until such time as the nominations are closed by the President.
- D. Determination: The Executive Director shall distribute a ballot to all active members present at the regular December meeting. The ballots shall be marked in accordance with instructions printed on the ballot and returned to the Executive Director before the close of the December meeting.
  - 1. The Board of Directors shall declare the candidates with the greatest number of votes elected.
  - 2. If no additional nominations are made within the designated period, the nominations shall be closed and the nominated slate of candidates shall be declared elected by the Board of Directors at the General December Meeting.

## **Section 3 SEATING OF NEW DIRECTORS**

All newly elected Board Members shall be seated at the regular January meeting and shall be participating members thereafter. Retiring Directors shall continue to serve until such time.

## **Section 4 MANAGEMENT**

- A. The board of Directors shall hire an Executive Director and other staff as needed and determine the salary. Employee(s) need not be a member of the Chamber of Commerce, but shall be chosen according to his or her ability to fulfill the job requirements. The Executive Director shall report directly to the President, shall have charge of all records, deeds, documents, and other instruments of writing, keep all records and amendments of the Chamber; and perform such other duties of the Chamber as may be required.
- B. The Executive Director shall maintain a Chamber Manual containing all current documents key to the operation of the Chamber. At a minimum, this manual will include a job description and any other documents

involving the employment of staff, the current Chamber Bylaws, the current Chamber Long Range Budget Document. These documents will be kept current and available at the Chamber office.

## **ARTICLE V**

### **OFFICERS**

#### **Section 1 DETERMINATION OF OFFICERS**

The current board shall elect the officers of President, Vice President, and Treasurer at the regular January meeting. At this time, conference of power shall be handed to these newly elected officers.

#### **Section 2 DUTIES OF OFFICERS**

- A. President: The President shall serve as the executive head of the Chamber of Commerce and shall preside at all meetings of membership and Board of Directors. The President shall, subject to the approval of the Board of Directors, appoint all committees and shall serve ex-officio on all committees of the Chamber.
- B. Vice President: The Vice President shall act in the absence of the President and complete other tasks as delegated by the President. The Vice-President will assume some responsibility for maintenance of the Chamber's Long Range Planning Document.
- C. Treasurer: The Treasurer shall be responsible for the safeguarding of all funds received by the Chamber, and for proper disbursement. The Treasurer shall prepare and present a statement of the financial activities of the Chamber at the annual meeting of the Chamber.
- D. Secretary: The Chamber's Executive Director will serve as the secretary to the Board of Directors. He/She will maintain a record of a variety of Chamber activities, including but not limited to official minutes of Chamber meetings.
- E. In the event the office of President becomes vacant for any reason, the Vice President shall immediately become the President to serve for the unexpired portion of the term. The Board of Directors shall select a Vice President to serve for the unexpired portion of the term. Vacancies in any other office shall be filled by the Board of Directors selecting a person to serve for the unexpired portion of the term and until a successor is duly elected and qualified.

## **ARTICLE VI**

### **COMMITTEES**

#### **Section 1 APPOINTMENT AND AUTHORITY**

- A. The President by and with approval of the Board of Directors shall appoint all committees and committee chairpersons. The President may appoint such ad hoc committees and their chairperson as deems necessary to carry out the program of the Chamber. Committee appointments shall be made at the discretion of the Board of Directors.
  
- B. It shall be the function of the committee to make investigations, conduct studies and hearings, 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**

- A. No action by any member, committee, division, 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 Board of Directors.
  
- B. Committees shall be discharged by the President when their work has been completed and reports accepted or when the opinion of the Board of Directors, it is deemed wise to discontinue the committee.

#### **Section 3 STANDING COMMITTEES**

There shall be the following standing committees of at least one person:

1. Membership
2. Education
3. Outreach
4. Marketing

Other committees may be added as needed and approved by the board.

## **ARTICLE VII**

### **FINANCES**

#### **Section 1 FUNDS**

- A. All money paid to the Chamber shall initially be placed in a general operating fund, which will help determine the next year's dues, budget, and activities. The exception being monies accepted by the Board of Directors and specified or designated to a restricted fund.
- B. All disbursements shall be made by check. Checks in amounts in excess of \$1,000.00 shall be signed by any two of the following: President, Vice-President, or Treasurer.

#### **Section 1:1**

The Danny Martin Academic Excellence Endowment fund will be maintained as a separate and restricted entity that will be used for the purpose of funding the scholarship(s) that is/are awarded annually. In order to grow the fund, all funds that are received by the Chamber for the scholarship will be earmarked for the Danny Martin Fund. No money from the general membership fund will be used for scholarship.

#### **Section 2 BUDGETS**

- A. The Chamber shall use its funds only to accomplish the objects and purposes specified in these Bylaws. No part of said funds shall insure or be distributed to the members of the Chamber, Board, or Officers.
- B. In an ongoing effort to ensure the financial stability of the Warrenton Area Chamber of Commerce, the Board of Directors will maintain a One (1) Fiscal Year Budget Planning Document. This document will be reviewed and extended annually, as decisions are made involving the Chamber's financial resources. The Chamber Treasurer will provide ongoing leadership in this process. The Board of Directors shall be authorized to adjust or review the annual budget to conform with any limitations or expenses allowed or created by changes in the gross income due to changing conditions during the fiscal year.
- C. The Board of Directors will annually approve an operating budget for the Warrenton Area Chamber of Commerce. By approving this document, the Board of Directors grants the President, Vice-President and/or Treasurer authority to disburse Chamber funds according in a manner outlined within the approved budget.
- D. The financial records of the Chamber shall be reviewed annually by the Finance Committee as appointed by the Board of Directors.



### **Section 3 FISCAL YEAR**

The fiscal year of the Chamber shall end on December 31 of each year.

### **Section 4 CONTRIBUTIONS**

Under no circumstances shall this organization contribute general fund monies to charitable causes, general fund raising campaigns or political issues and/or candidates.

### **Section 5 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 to be selected by the Board of Directors.

## **ARTICLE VIII**

### **LONG RANGE PLANNING**

#### **Section 1: LONG RANGE PLANNING DOCUMENT**

The Warrenton Area Chamber of Commerce will continually develop a Three-Year Long Range Planning Document. This document will be guide the Board of Directors and changes will be implemented as called for. This document will be reviewed by the Board of Directors annually.

## **ARTICLE IX**

### **AMENDMENTS**

#### **Section 1: REVISIONS**

Any proposed amendments or alterations to these Bylaws must be approved by a two-thirds (2/3) vote of the Board of Directors. Upon approval by the Board of Directors, the proposed amendment may be adopted at the subsequent general membership meeting by a two-thirds (2/3) vote of the membership present. Any of the proposed amendments or alterations shall be submitted to the Board Members in writing at least ten (10) days before the meeting at which they are to be acted upon.

#### **Section 2: MAIL**

Any references to mail may also include electronic mail.