

**By-laws of
The New Haven Area Chamber of Commerce
A Non-Profit 501(c)6 Corporation Organized Pursuant to Missouri Law
Updated April 2023**

Article I: General:

A. Section 1 Name:

This organization is incorporated 501(c)6 under the laws of the state of Missouri and shall be known as the New Haven Area Chamber of Commerce, Incorporated

B. Section 2 Purpose/Mission:

The New Haven Area Chamber of Commerce is organized for the purpose of promoting community prosperity, particularly relating to advocating a pro-business environment to encourage economic growth and development, business leadership and education.

C. Section 3 Principal location:

The Board of Directors shall designate the principal office of the Corporation.

D. Section 4 Limitations of Methods:

The New Haven Area Chamber of Commerce shall observe all local, state, and federal laws that apply to nonprofit organizations as defined by State Law and Internal Revenue Code.

Article II: Membership:

A. Section I: Eligibility:

1. Any person, association, corporation, partnership, estate having an interest in the objectives of the organization shall be eligible for membership
2. Membership in the organization shall entitle Members to participate in the programs of the Corporation and to participate in the election of the members of the Board of Directors

B. Section II: Application & Requirements

1. Applications for membership shall be in writing on forms, printed or electronic, provided for that purpose and signed by the applicant. Any applicant, so elected, will become a member upon payment of the regularly scheduled investment/dues.
2. The Board of Directors prescribes regulations regarding the amount of annual dues, no less than \$1.00.
3. Dues are paid annually by or before the annual membership meeting.
4. The dues become delinquent 90 days after the meeting.

C. Section III: Termination, Resignation, Expulsion and Delinquency

1. Any member may resign from the chamber upon written request to the board of Directors

2. Any member shall be expelled by the Board of Directors by a two-thirds vote for nonpayment of dues after the 90 days from due-date
3. Any member may be expelled by two thirds vote of the Board of Director, as a regularly scheduled meeting, for good and sufficient cause provided; however, that said member shall be given an opportunity to be heard.

D. Section IV: Voting:

1. In any proceeding in which voting by members is called for, each member in good standing shall be entitled to cast one (1) vote. There shall be no proxy voting.

E. Section V: Orientation

1. At regular intervals, orientation on the purposes and activities of this organization shall be conducted for the following groups:
 - a. New officers
 - b. New directors
 - c. Current officers and directors
 - d. Committee Chair
 - e. Committees
 - f. New Members
2. An outline for each of these groups shall be part of the organization's procedures manual or orientation handbook

Article III: General Membership Meetings:

A. Section I: Annual Member Meeting:

1. The annual meeting, in compliance with state law, shall be held during January of each year.
2. The time and place shall be fixed by the BOD and notice thereof mailed, in print or electronically, to each member at least 10 days prior to such meeting.

B. Section II: Meetings

1. At least two meetings of general membership, in addition to the annual meeting, shall be held annually
2. General meeting of the chamber may be called at any time by either the President or by at least three members of the board.
3. Business transacted at special meetings shall be confined to the purposes of the meeting stated in the notice of the meeting.
4. Notice of special meeting, including the purpose of the meeting, shall be mailed to each member at least 10 days prior to such meeting.

C. Section III: Quorums of Membership

1. During a general meeting of the chamber or board of directors meeting, one-third of the members shall constitute a quorum.

D. Section IV: Notices, Agendas, and Minutes

1. Written notice of all chamber meetings must be given at least 10 days in advance, unless otherwise stated.

2. An advance agenda and previous meeting minutes must be prepared for all meetings.
3. A detailed outline for preparation of both shall be part of the organization's procedural manual

Article IV: Board of Directors

A. Section I: Composition of the Board

1. The Board of Directors shall consist of nine (9) or (11) directors, as determined by resolution of the Voting Members.
2. One-third of directors shall be elected annually to serve 2 year terms or until a duly appointed successor has been elected and qualified.

B. Section II: Policy

1. The Board of Directors is responsible for establishing procedure and formulating policy of the organization. It is also responsible for adopting all policies of the organization.
2. The policies and procedures shall be maintained in a policy manual, to be reviewed and revised, as necessary
3. The government and policy-making responsibilities of the chamber shall be vested in the board of directors, which shall control its property, be responsible for its finances and direct its affairs

C. Section III: Selection and Election of Directors

1. Any member in good standing shall be eligible to serve on the Board of Directors or as an Officer of the Board
2. Nominating Committee: Prior to the annual membership meeting, the Board of Directors shall appoint a Director's Nominating Committee of (3) members of the Chamber, at least one serving on the Board of Directors.
3. The Director's Nominating Committee shall present to the President a slate of candidates to be approved by majority of the Board prior to the annual membership meeting.
 - a. The candidates shall serve a two (2) year term
 - b. Each candidate shall be an active member in good standing and shall have agreed to accept the responsibilities of serving on the board
 - c. No board member who has served three consecutive 2 year terms is eligible for election for a fourth consecutive term
 - d. There will be no more than (1) individual representative per membership organization
4. Publicity of nomination:
 - a. During the week following receipt of the Nominating Committee Slate, the President or his/her designate shall immediately notify the membership in writing no later than fifteen (15) days prior to the annual membership meeting of the names of persons nominated as candidates.
5. Nominations by Petition:

- a. Additional names of candidates for Directors may be nominated by petition bearing the genuine signatures of at least ten (10) qualified members of the chamber
 - b. Such petition shall be filed with the Nominating Committee within 10 days of public notice has been given
 - c. The determination of the nominating committee as to the legality of the petitions(s) shall be final
 - d. If no petition is filed within the designated period, the nominations shall be closed.
 - e. If legal petitions shall present additional candidates, the names of said candidates shall be arranged on the ballot in alphabetical order.
6. Election:
- a. The proposed slate of nominees, including those nominated by petition, shall be presented to the membership for election at the annual membership meeting.
 - b. Any member in good standing may vote.
 - c. The board of directors shall set instructions of how to vote and oversee the election
7. Seating of New Directors:
- a. All newly elected and appointed board members shall be seated at the next meeting.

D. Section IV: Terms and Vacancies

1. A member of the board of Directors shall serve a term of two years or until their successor is duly elected.
 - a. No person shall serve more than three consecutive full terms on the Board of Directors.
 - b. After three full terms, members must have an off year of one-year before being able to be a candidate for the board.
2. Any vacancy, for any reason, shall be filled by appointment by the Board. Appointments shall be approved by a majority vote. Such directors appointed by the Board shall serve the remainder of the term to which they are appointed.
3. A director may be removed, without cause, as determined by a two-thirds vote of the membership present at any meeting at which there is a quorum
4. A Director may resign only by submitting a written resignation to the President or to the other Directors if the resigning Director is the President.

E. Section V: Meetings, Notices and Quorum of the Board of Directors

1. Regular meetings of the Board shall be held at least quarterly and may be scheduled more often by the President
2. Special Meetings of the Board shall be called if/when matters develop that should receive consideration.
 - a. In case the president fails to call a meeting, the secretary shall call a meeting of the board upon written request of three directors.

- b. Business transactions at special meetings will be confined and restricted to the subject or purposes stated in the notice of the meeting.
 - c. Notice of special meetings, including the purpose of the meeting, shall be notified via mail or email to each member at least 10 days prior to such meeting.
 3. At any duly called meeting of the Board of Directors, a majority of the total number of the board of directors shall constitute a quorum at the board meeting.
 - a. Each person eligible to vote, will have one vote.
 4. Written notice of all chamber meetings much be given at least 10 days in advance, unless otherwise stated,
 - a. An advance agenda and previous meeting minutes must be prepared for all meetings.
 - b. A detailed outline for preparation of both shall be part of the organization's procedural manual
 5. Action without meeting: any action which may be properly taken by the Board of Directors assembled in a meeting may also be taken without a meeting, if consent, in writing, setting forth the action so taken is signed by all Directors entitled to vote.
 - a. Such consent shall have the same force and effect as a vote of the Directors assembled and shall be filed with the minutes.

F. Section 6: Director Compensation

1. The members of the Board of Directors and the elected Officers of the Corporation shall serve without compensation for their services as Directors or Officers.
2. Directors and Officers may be reimbursed for all expenses reasonably incurred on behalf of the Corporation.

G. Section 7: Conflict/Duality of Interest

1. Any director, officer, employee, or committee member that has a continuing obligation to disclose any potential conflict or duality of interest with respect to any transaction that affects or may affect the organization.
2. They will be obligated to give prompt and full disclosure of their interest to the Chamber prior to it acting on such contract or transaction
3. Directors that adhere to any Conflict/Duality of the Interest Policy by the organization
4. Each Director will submit a signed agreement annually and must reveal any potential conflicts of interest that arise during the year.

H. Section 8: Indemnification

1. The Chamber may indemnify Directors, officers, employees, and agents of the chamber to the fullest extent required or permitted by the General Laws of the State of Missouri.

Article V: Officers of the Board

A. Section 1: Determination of the Board

1. Officers shall be elected from members of the Chamber.
 - a. All officers shall take office on the first day of the new fiscal year and serve for 2 years or until their successors assume the duties of the office.
 - b. They shall be voting members of the Board of Directors

- c. The President shall not be able to vote.

B. Section 2: Authority and Duties of Officers

1. **President:**

- a. The president shall be the chief executive of the chamber of commerce and Chairman of the Board of Directors.
- b. The President shall preside at and conduct all meetings of the Members and Board of Directors.
- c. The President may sign all contracts and agreements in the name of the Corporation after the Board has approved them, serve as the representative of the Chamber in meetings and discussions with other organizations, agencies and otherwise perform all the duties that are ordinarily the function of the office, or that are assigned by the Directors
- d. Shall be the ex officio member of all standing committees but need only attend said meeting upon request of the committee chairman
- e. Shall appoint all committees and designate the chairperson of the same.
- f. Prior to the annual meeting, shall appoint an auditing committee of at least two members who shall audit the treasurer's books and report their finding to the annual meeting
- g. Shall deliver an address at the beginning of the annual meeting upon the progress made by the Chamber of Commerce and the possibilities for its future accomplishments.
- h. All official communication letters sent to chamber members or the public email or via social media shall be discussed and approved through the board of directors.

2. **Vice President:**

- a. VP shall perform all duties of the President, if the president is unable to do or is absent; perform such other tasks as may be assigned by the Board and, at the request of the President, assist in the performance of duties of the President.
- b. In the event that the office of the President becomes vacant, the VP will automatically become President.
- c. VP will serve a term of one (1) year.

3. **Secretary:**

- a. Secretary shall keep accurate records and minutes of all meetings of the Chamber
- b. make available copies of the minutes of the previous meeting and distribute them in advance of the meeting cause to be delivered all notices of meeting to those people entitled to vote at such meeting
- c. Maintain the minutes book of the Chamber and current listing, with phone numbers and addresses of the Directors and Members at the Office of the Chamber
- d. Maintain a current membership roster and make such roster available at all meetings where votes may be taken

- e. Secretary will keep all records all proceedings of the membership, board and standing committees, as provided by committees
 - f. Shall perform such other duties assigned to them by the Board of Directors
4. **Treasurer:**
- a. Shall oversee the deposit of funds of the Chamber into the proper accounts of the Chamber
 - b. Record all receipts and disbursements from such account or accounts
 - c. Prepare the books and record the finances of the Chamber
 - d. Prepare the financial reports of the accounts for each board meeting
 - e. Prepare and file end of the year financial reports federal and state tax reports
 - f. Shall complete and accurately report the finances at the Annual meeting and at any other time, requested to do so by the Board of Directors.
 - g. Shall present the audit findings at the annual meetings

Article VI: Committees and Divisions:

A. Section1: Committees

1. The Board of Directors may establish standing and ad hoc committees, as desired from time to time, by resolution of the Board of Directors. All official communication letters sent to chamber members or the public email or via social media shall be discussed and approved through the board of directors.
2. Any matter taken up by the Chamber may be referred to one of the standing committees or Ad hoc Committees for action.
3. Each committee shall have a chairperson appointed by majority vote of the Board of Directors, unless otherwise noted.
4. Each committee chair must come from a Board of Directors
5. Each committee chair shall present a slate of committee members to the Board of Directors
6. All members serve in a voluntary capacity
7. The following Standing Committee are, by not limited to:
 1. Tourism and Marketing Committee
 2. Events and Fundraising Committee
 3. Economic Development Committee
 4. Budget and Finance Committee

B. Section 2: Committee Meetings

1. Committee meetings will be held in accordance with the provisions of the by-laws.
2. One-third of present members of each committee constitute a quorum.
3. At any meeting, for which a quorum is present, a majority vote of the committee members present is required to approve any action presented to the committee for approval.
4. Any action required to or permitted to be taken at any meeting of any committee may be taken without a meeting if all members consent in writing.
5. All notices and minutes of committee meetings will be sent to the Secretary for record keeping.

6. BOD members are required to attend monthly meetings. President should be given prior notification of an absences.
7. BOD members missing more than 3 meetings without prior notification to the President can be given a written or verbal warning, counseling and/or a 1/3rd vote from the BOD to terminate from the Board of Directors.

C. Section 3: Limitation of Authority and Testimony

1. No action by any member, committee, division, employee, director, or officer shall be binding upon or constitute an expression of policy of the chamber until it has been approved and/or ratified by the Board of Directors.
2. Committees shall be discharged by the Board of Directors when their work has been completed, reports accepted or if it is deemed wise to discontinue committees
3. Once committee action has been approved at committee, the Board of Directors must then approve it. It shall be incumbent upon the committee chair, or in their absence the individuals they designate, as being familiar enough with the issue to give testimony or make presentations before civic and government agencies.

Article VII: Finance, Amendments and Dissolution

A. Section1: Finance

1. All money paid to the chamber shall be placed in the general operating fund. Unused funds from the current year's budget can be placed in a reserved account
2. All monies spent for related events and functions to the Chamber; receipts shall be submitted with receipt form (stating who, why, for which event).
3. Upon approval of the budget, the President is authorized to make disbursements on accounts and expenses approved for in the budget, with no more than \$500, without additional approval of the board
4. Any expenses greater than \$500, will require an approval from the Board of Directors
5. All disbursements will be by check and authorized debit card issued to the President or Treasurer
6. The Fiscal year of the Chamber shall close on the last day of the month of December.
7. The Budget and Finance committee shall adopt a budget for the coming year and submit to the board of directors for approval
8. A receipt book shall be kept up to date and maintained through the Chairman of the Budget and finance Committee
9. The accounts of the chamber of commerce shall be audited annually as of the close of business on the last day of the year. The audit will consist of the treasurer's books and findings be presented at the annual meeting. The audit will be performed by either an accountant or by two designated members who shall make up the Audit committee that are selected by the President.
10. Annual Audits will be available to members of the organization within the offices of the chamber, always.

11. The Board of Directors may accept on behalf of the Chamber any contribution, gift, bequest, or devise for the general or special purpose of the Chamber
12. All checks, drafts, notes, or other negotiable instruments will be signed and executed on behalf of the chamber by an authorized agent of and on behalf of the Chamber.
13. The Board of Directors may authorize any officer or officers of the Chamber to enter into any contract, except an Employment Agreement for an officer of the chamber or execute and deliver any instrument in the name of and on behalf of the guild.

B. Section 2: Nondiscrimination

The chamber, officers, directors, employees, and persons served by this corporation shall be selected in a non-discriminatory manner with respect to age, sex, race, national origin, sexual orientation and political or religious affiliation.

C. Section 3: Amendments and Revisions

These by-laws may be amended or altered by a two-thirds vote of the board of directors or by a super majority of members at any regular or special meeting, provided that notice for this meeting includes the proposals for amendments. Any proposed amendments or revisions shall be submitted to the board in writing at least 10 days in advance of the meeting at which they are to be acted upon.

D. Section 4: Participation

Directors may participate in Board of Directors meeting and vote on matters discussed therein, by means of the conference telephone or video or similar communications equipment by means of which all persons participating in such meeting can hear each other at the same time. Participation by such means shall constitute in person presence of the board member at the meeting.

E. Section 5: Dissolution

The chamber shall use the funds only to accomplish the objectives and purposes specified in these by-laws and no part of said funds shall incur or be distributed to the members of the chamber. On dissolution of the chamber, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, education, scientific, or philanthropic organizations to be selected by the board of directors as defined in IRS Section 501a.