

Jackson County Chamber of Commerce, Inc.

Bylaws

ARTICLE I

General

Section 1: Name

This organization is incorporated under the laws of the State of Kentucky and shall be known as the Jackson County Chamber of Commerce, Incorporated.

Section 2: Purpose

The Jackson County Chamber of Commerce is organized to advance the general welfare and prosperity of Jackson County, Kentucky so that its citizens and all areas of its business community shall prosper. All necessary means of promotion shall be provided and particular attention and emphasis shall be given to the economic, civic, commercial, cultural, industrial and educational interests of the area.

Section 3: Area

The Jackson County, Kentucky economic region shall mean to include the communities of McKee, Annville, and Sand Gap along with all other communities within the county.

Section 4: Limitation of Methods

The Jackson County Chamber of Commerce shall observe all local, state and federal laws which apply to a non-profit organization as defined in Section 501(c)(6) of the Internal Revenue Code.

ARTICLE II

Membership

Section 1: Eligibility

Any person, association, corporation, partnership or estate having an interest in the objectives of the organization shall be eligible to apply for membership.

Section 2: Election

Applications for membership shall be in writing, on forms provided for that purpose, and signed by the applicant. Election of members shall be by the Board of Directors at any meeting thereof. Any applicant so elected shall become a member upon payment of the regularly scheduled investment as provided in Section 3 of Article II.

Section 3: Investments

Membership investments shall be at such rate or rates, schedule or formula as may be from time to time prescribed by the Board of Directors, payable in advance.

Section 4: Termination (Resignation, expulsion and delinquency.)

- a) Any member may resign from the chamber upon written request to the Board of Directors;
- b) Any member shall be expelled by the Board of Directors by a two-thirds vote for nonpayment of dues after ninety (90) days from the date due, unless otherwise extended for good cause;
- c) Any member may be expelled by a two-thirds vote of the Board of Directors, at a regularly scheduled meeting thereof, for conduct unbecoming a member or prejudicial to the aims or repute of the chamber, after notice and opportunity for a hearing are afforded the member complained against.

Section 5: Voting

In any proceeding in which voting by members is called for, each member person shall be entitled to one vote, and each member firm, association or corporation shall be entitled to a number of votes determined by the amount of investment paid, not to exceed ten (10) votes.

Section 6: Exercise of Privileges

Any firm, association, corporation, partnership, or estate holding regular membership may nominate individuals whom the holder desires to exercise the privileges of membership covered by its subscriptions, and shall have the right to change its membership nomination upon written notice.

Section 7: Orientation

At regular intervals, orientation on the purposes and activities of this organization shall be conducted for the following groups: new officers and directors, current officers and directors, committee chairmen, committees and new members. A detailed outline for orientation of each of these groups shall be a part of this organization's procedures manual (or orientation handbook).

Section 8: Honorary Membership

Distinction in public affairs shall confer eligibility to honorary membership. Honorary members shall have all the privileges of members except the right to vote, and shall be exempt from payment of dues. The Board of Directors shall confer or revoke honorary membership by a majority vote.

ARTICLE III
Meetings

Section 1: Annual Meeting

The annual meeting of the corporation, in compliance with State law, shall be held during September or October of each 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

General meetings of the chamber may be called by the President at any time, or upon petition in writing of 50% of members in good standing: a) Notice of special meetings shall be mailed to each member at least five (5) days prior to such meetings; b) Board meetings may be called by the President or by the Board of Directors upon written application of a majority of the Board. Notice (including the purpose of the meeting) shall be given to each director at least one (1) day prior to said meeting; c) Committee meetings may be called at any time by the President, or by the committee's chairman.

Section 3: Quorums

At any duly called general meeting of the chamber, 25% members shall constitute a quorum; at a Board meeting, a majority of directors present shall constitute a quorum; at committee meetings, a majority shall constitute a quorum except when a committee consists of more than nine (9) members. In that case, five (5) shall constitute a quorum.

Section 4: Notices, Agenda, Minutes

Written notice of all chamber meetings must be given at least five (5) days in advance unless otherwise stated. An advance agenda and minutes must be prepared for all meetings. A detailed outline for preparation of both shall be a part of this organization's procedures manual.

ARTICLE IV
Board of Directors

Section 1: Composition of the Board

The Board of Directors shall be composed of a minimum of three (3) and a maximum of twelve(12) members, (one third) of whom shall be elected annually to serve for three (3) years or until their successors are elected and have qualified. The incoming President may appoint, subject to the approval of the Board from (3) to (6) members to the Board to serve one year terms. The Past President shall serve as a member of the Board. 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.

Section 2: Selection and Election of Directors

- A. Nominating Committee. At the regular (month) Board meeting, the Chairman of the Board shall appoint, subject to approval by the Board of Directors, a Nominating Committee of (number) members of the Chamber. The Chairman of the Board shall designate the chairman of the committee. Prior to (date), the Nominating Committee shall present to the President a slate of (number of vacancies) candidates to serve three-year terms to replace the directors whose regular terms are expiring. Each candidate must be an active member in good standing and must have agreed to accept the responsibility of a directorship. No Board member who has served two consecutive three-year terms is eligible for election for a third term. A period of one (1) year must elapse before eligibility is restored.
- B. Publicity of Nominations. Upon receipt of the report of the Nominating Committee, the President shall immediately notify the membership by mail of the names of persons nominated as candidates for directors and the right of petition.
- C. Nominations by Petition. Additional names of candidates for directors can be nominated by petition bearing the genuine signatures of at least (number) qualified members of the chamber. Such petition shall be filed with the Nominating Committee within ten (10) days after notice has been given of the names of those nominated. The determination of the Nominating Committee as to the legality of the petition(s) shall be final.
- D. Determination. If no petition is filed within the designated period, the nominations shall be closed and the nominated slate of (number of vacancies) candidates shall be declared elected by the Board of Directors at their regular (month) Board meeting. If a legal petition shall present additional candidates, the names of all candidates shall be arranged on a ballot in alphabetical order. Instructions will be to vote for (number of vacancies) candidates only. The President shall mail this ballot to all active members at least 15 days before the regular (month) Board meeting. The ballots shall be marked in accordance with instructions printed on the ballot and returned to the chamber office within ten days. The Board of Directors shall at its regular (month) Board meeting declare the (number) candidates with the greatest number of votes elected.
- E. Judges. The Chairman of the Board shall appoint, subject to the approval of the Board of Directors, at least three (3), but not more than five (5), judges who are not members of the Board of Directors or candidates for election. One will be designated chairman. Such judges shall have complete supervision of the election, including the auditing of the ballots. They shall report the results of the election to the Board of Directors.

Section 3: Seating of New Directors

All newly-elected and appointed Board members shall be seated at the regular (month) Board meeting and shall be participating members thereafter. Retiring directors shall continue to serve until the end of the program year.

Section 4: Vacancies

A member of the Board of Directors who shall be absent from three (3) consecutive regular meetings of the Board of Directors shall automatically be dropped from membership on the Board unless confined by illness or other absence approved by a majority vote of those voting at any meeting thereof. Vacancies on the Board of Directors, or among the officers, shall be filled by the Board of Directors by a majority vote.

Section 5: Policy

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. These policies shall be maintained in a policy manual, to be reviewed annually and revised as necessary.

Section 6: Management

The Board of Directors shall employ an Executive Director and shall fix the salary and other considerations of employment.

Section 7: Indemnification

The Chamber may, by resolution of the Board of Directors, provide for indemnification by the chamber of any and all current or former officers, directors and employees against expenses actually and necessarily incurred by them in connection with the defense of any action, suit, or proceeding in which they or any of them are made parties, or a party, by reason of having been officers, directors or employees of the chamber, except in relation to matters as to which such individuals shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability for negligence or misconduct.

ARTICLE V

Officers

Section 1: Determination of Officers

The Board of Directors (new and retiring) at its regular (month) meeting, shall reorganize for the coming year. The Nominating Committee for Directors shall also nominate officers each year. At this meeting, the Board shall elect the Chairman of the Board, Chairman-elect, as many Vice Chairmen as is deemed necessary to conduct the activities of the chamber. and the Treasurer. Officers will be elected from members of the new Board. All officers shall take office on the first day of the new fiscal year and serve for a term of one (1) year or until their successors assume the duties of office. They shall be voting members of the Board of Directors.

Section 2: Duties of Officers

- A. President. The President shall preside over board and membership meetings, supervise the business affairs of the organization, and shall recommend to the board appointment of standing and ad hoc committees created by the action of the board. The president serves as ex-officio on all committees with no voting rights except as outlined in the Bylaws.
- B. Vice President. In the event of the temporary absence of the president, the vice president shall perform the duties of the president. The vice president shall perform other duties and have such authority as from time to time may be assigned by the president, or the board.
- C. Treasurer. The Treasurer shall be responsible for the safeguarding of all funds received by the chamber and for their proper disbursement. Such funds shall be kept on deposit in financial institutions, or invested in a manner approved by the Board of Directors. Checks are to be signed by the Treasurer or the President, or, in the absence of either or both, by any two officers. The treasurer is responsible for preparing monthly financial statements for board meetings, an annual financial statement at the end of the fiscal year and a regular financial review.
- D. Secretary. The Secretary shall record minutes and ensure all votes comply with by-laws.
- E. Executive Director. The Executive Director is the chief administrative and executive officer and shall be charged with the general management of the office and business affairs of the chamber. The Executive Director shall conduct the official correspondence, maintain and preserve all books, documents, and communications, keep books of accounts and may receive and disburse funds of the chamber. With the assistance of the board, he/she shall be responsible for the administration of the Business Plan in accordance with the policies and regulations of the Board of Directors. The Executive Director shall be responsible for hiring, discharging, directing, and supervising all employees. With the approval of the Board of Directors, the Executive Director shall sign all contracts and other instruments affecting the operation of the chamber. A more specific job description may be approved by the Board of Directors.

Section 3: Executive Committee

The Executive Committee may act for and on behalf of the Board of Directors when the Board is not in session but shall be accountable to the Board for its actions. It shall be composed of the President, Past President, Vice-President, Treasurer and the Executive Director. The President will serve as chairman of the Executive Committee.

Section 4: Indemnification

The chamber may, by resolution of the Board of Directors, provide for indemnification by the chamber of any and all of its officers or former officers as spelled out in Article IV, Section 7 of these bylaws.

ARTICLE VI

Committees and Divisions

Section 1: Appointment and Authority

The President, by and with the approval of the Board of Directors, shall appoint all committees and committee chairmen. The President may appoint such ad hoc committees and their chairmen as deemed necessary to carry out the program of the chamber. Committee appointments shall be at the will and pleasure of the President and shall serve concurrent with the term of the appointing President, unless a different term is approved by the Board of Directors. It shall be the function of committees 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

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 shall have been approved or ratified by the Board of Directors. Committees shall be discharged by the President when their work has been completed and their reports accepted, or when, in the opinion of the Board of Directors, it is deemed wise to discontinue the committees.

Section 3: Testimony

Once committee action has been approved by the Board of Directors, it shall be incumbent upon the committee chairmen or, in their absence, whom they designate as being familiar enough with the issue, to give testimony to, or make presentations before, civic and governmental agencies.

Section 4: Divisions

The Board of Directors may create such divisions, bureaus, departments, councils, or subsidiary corporations as it deems advisable to handle the work of the chamber. The Board shall authorize and define the powers and duties of all divisions, bureaus, departments, councils, and subsidiary corporations. The Board shall annually review and approve all activities and proposed programs of such divisions, bureaus, departments, councils, or subsidiary corporations having bearing upon or expressive of the chamber, unless approved by the Board of Directors.

ARTICLE VII

Finances

Section 1: Funds

All money paid to the chamber shall be placed in a general operating fund. Funds unused from the current year's budget will be placed in a reserve account.

Section 2: Disbursements

Upon approval of the budget, the Executive Director is authorized to make disbursements on accounts and expenses provided for in the budget without additional approval of the Board of Directors. Disbursement shall be by check.

Section 3: Fiscal Year

The fiscal year of the chamber shall close on December 31.

Section 4: Budget

As soon as possible after election of the new Board of Directors and officers, the Executive Committee (or Budget Committee if preferred) shall adopt the budget for the coming year and submit it to the Board of Directors for approval.

Section 5: Annual Audit

The accounts of the chamber of commerce shall be audited annually as of the close of business on December 31 by a public accountant. The audit shall at all times be available to members of the organization within the offices of the chamber.

Section 6: Bonding

The President and such other officers and staff as the Board of Directors may designate, may be bonded by a sufficient fidelity bond in the amount set by the Board and paid for by the chamber.

ARTICLE VIII
Dissolution

Section 1: Procedure

The chamber shall use its funds only to accomplish the objectives and purposes specified in these bylaws, and no part of said funds shall inure, 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, educational, scientific or philanthropic organizations to be selected by the Board of Directors as defined in IRS Section 501(c)(3).

ARTICLE IX
Section 1: Parliamentary Authority

The current edition of *Roberts Rules of Order* shall be the final source of authority in all questions of parliamentary procedures when such rules are not inconsistent with the charter or bylaws of the chamber.

ARTICLE X
Amendments

Section 1: Revisions

These bylaws may be amended or altered by a two-thirds (2/3) vote of the Board of Directors, or by a majority of the members at any regular or special meeting, providing the notice for the meeting includes the proposals for amendments. Any proposed amendments or alterations shall be submitted to the Board or the members in writing, at least ten (10) days in advance of the meeting at which they are to be acted upon.

Adopted: (date)
Amended: (date)
(date)
(date)