

**THE BYLAWS OF
THE GREATER WARRENSBURG AREA
CHAMBER OF COMMERCE WARRENSBURG, MISSOURI**
Approved by the Board of Directors on: September 11, 2017

SECTION 1: NAME

The organization is incorporated under the laws of the State of Missouri and is known as the Warrensburg Chamber of Commerce, doing business as the "GREATER WARRENSBURG AREA CHAMBER OF COMMERCE", Warrensburg, Missouri (hereinafter known as the Chamber).

SECTION 2: OBJECT

The CHAMBER has identified 8 strategic operational areas. These are:

Chamber Capital & Operating Finances	Governmental Affairs
Economic Growth	Leadership
Education	Membership Growth
Governance	Transportation

SECTION 3: AREA

The Greater Warrensburg Area Chamber of Commerce, Warrensburg, Missouri, shall include the City of Warrensburg and the County of Johnson.

SECTION 4: LIMITATION OF METHODS

The Chamber shall be not-for-profit, nonpartisan, and nonsectarian.

ARTICLE II

MEMBERSHIP

SECTION 1: ELIGIBILITY

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

SECTION 2: CATEGORIES

There shall be eight categories of Chamber membership. The Board may determine and revise, from time to time, all membership classes and categories and all rights and duties associated with each class or category all without amending these By-laws. The categories are as follows:

1. Commercial Memberships (for profit) -such as factories, industries, utilities, banks, services, stores of all kinds, contracting firms, real estate agencies, law firms, private training agencies, medical services, agri-businesses, etc. Commercial memberships are issued in the name of the organization and one representative of the organization is named as the primary contact. A commercial membership must be purchased for each individual that the organization wishes to have listed as their named representative in the Chamber member directory.

2. Institutional Memberships (not-for-profit) -such as publicly supported elementary, secondary and higher education institutions, not-for-profit medical services, military operations, not-for-profit philanthropic organizations, civic organizations, churches, governmental bodies, not-for-profit service agencies, etc. Institutional memberships are issued in the name of the institution and one representative of the institution is named as the primary contact. An institutional membership must be purchased for each individual that the institution wishes to have listed as their named representative in the Chamber member directory.
3. Civic Memberships -such as any individual wishing to participate in the Chamber who does not represent any commercial or institutional interests (Categories 1 and 2 above).
4. Retired Memberships -Persons that are retired and over the age of 65.
5. Spouse Memberships -Spouse of any regular member.
6. Corporate Memberships -Those corporations that desire to support the activities of the Chamber in a special way.
7. Student Membership – K-12 and Higher Education.
8. Reciprocal Chamber Agreements – To encourage county residents to do business within the county, the Holden Area and the Greater Warrensburg Area Chamber of Commerce unite to benefit local business. Current members of either Chamber, who has a primary membership with Holden or Warrensburg are eligible for dual membership in both chambers for a fee set by policy to be established by the board of directors.

SECTION 3: ELECTION

- A. Applications for membership shall be in writing, on forms provided for such purpose, and signed by the applicant.
- B. Any applicant shall become a member upon payment of the regularly scheduled dues as provided in Section 4.

SECTION 4: DUES

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

SECTION 5: TERMINATION

- A. Any member shall be removed from the membership roles for nonpayment of dues after ninety (90) days from the due date.
- B. Any membership may be terminated by a two-thirds (2/3) vote of the entire Board of Directors, at a regularly scheduled meeting thereof, for conduct unbecoming a member or action prejudicial to the aims and repute of the Chamber. The membership under question must be afforded reasonable notice and opportunity for a hearing as outlined in the policy manual.

SECTION 6: VOTING

Each member in good standing is eligible to cast one vote in general elections.

SECTION 7: EXERCISE OF PRIVILEGES

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

SECTION 8: ORIENTATION

At regular intervals, orientation on the purposes and activities of this organization may be conducted for new directors, officers, committee chairs, committees and new members.

SECTION 9: HONORARY MEMBERSHIPS

- A. Distinction in public affairs shall confer eligibility for honorary or honorary life membership.
- B. Honorary members shall have all the privileges of members, except the right to vote, and shall be exempt from payment of dues. This list shall include: President, UCM; Mayor, City of Warrensburg; Presiding Commissioner, County of Johnson; and Wing CC's, Whiteman Air Force Base.
- C. Our economic development partners Johnson County Economic Development Corporation, Warrensburg Main Street, Warrensburg Convention and Visitors Bureau and Pioneer Trails Regional Planning Commission executive directors shall be honorary members.
- D. The Board of Directors shall confer Honorary Memberships by a majority vote of the entire Board of Directors for a one-year term. The Board may also confer Honorary Life Memberships by majority vote.
- E. Honorary Memberships may be selectively renewed annually.

ARTICLE III

MEETINGS OF THE CORPORATION

SECTION 1: ANNUAL MEETING

- A. There shall be an annual meeting of the corporation. The time and place of the annual meeting shall be fixed by the Board of Directors and notice thereof given to each member as provided by Missouri Law.

SECTION 2: ADDITIONAL MEETINGS

- A. Special meetings of the Corporation may be called at any time by the Chair or the Board of Directors, or upon petition in writing of any thirty (30) members in good standing.
- B. Notice of time, place, and purpose of special meetings shall be given to each member in good standing as provided by Missouri Law.

SECTION 3: QUORUMS

At any duly called meeting of the corporation, fifty (50) members shall constitute a quorum. Simple majority of those present must be met to approve motions.

ARTICLE IV

BOARD OF DIRECTORS

SECTION 1: COMPOSITION OF THE BOARD

The Board of Directors shall be composed of thirteen (13) members, one-third (1/3) of whom shall be elected annually by the members of the corporation to serve three (3) years, or until their successors are elected and have qualified.

When the term of the Chairperson expires in the same year as his/her term on the Board of Directors, he/she will remain on the Board of Directors to serve as a voting member for one year in the office of immediate past Chair.

SECTION 2: SELECTION AND ELECTION OF DIRECTORS

A. Nomination Committee

1. At the regular January Board Meeting, the Chair shall appoint a nominating committee of five (5) members of the Chamber, consisting of two (2) from the Board of Directors and three (3) from the general membership. The Chair shall designate the Chair of the Nominating Committee.
2. Prior to first Board of Directors Meeting in March, the Nominating Committee shall present a slate of candidates, no more than one candidate per open seat, to serve a three (3) year term. Each candidate must be an active member in good standing and must have agreed to accept the responsibilities of a directorship. No Board member may be elected to two consecutive three (3) year terms. At least one year must separate each elected three (3) year term.

B. Publicity of Nominations

Upon receipt of the report of the Nominating Committee, the Chamber shall notify the membership by mail and/or any other method of choice determined by the Board of Directors of the names of persons nominated for directors, and the right to nominate others as provided in Paragraph C.

C. Nominations by Membership

1. Additional nominations for directors may be submitted in writing by a member in good standing.
2. Such nominations shall be filed at the Chamber Office within ten (10) days after notice of the names of those nominated has been given to the membership. Availability and willingness to serve shall be verified upon receipt.
3. The validity of the nominations will be determined by the Board of Directors.

D. Determination

1. The names of all candidates shall be placed on a ballot for submission to the general membership.
2. Instructions on the ballot will indicate that three (3) or four (4) directors are to be elected and no more than one (1) vote for each of three (3) or four (4) candidates may be entered on each ballot.
3. Each member-designee may vote for any candidate named on the ballot or write in a candidate who is a member in good standing of the chamber.
4. Identification shall be made on the ballot of those candidates nominated by the Nominating Committee.
5. Ballots shall be delivered to all active members in good standing at least twenty (20) days before the regular May Board Meeting.
6. The ballots shall be marked in accordance with instructions printed on the ballot and returned to the Chamber Office within twelve (12) days.

SECTION 3: JUDGES

- A. The Chair shall appoint, subject to the approval of the Board of Directors, no later than the April Board meeting, at least three (3) but not more than five (5) judges who are not members of the Board or candidates for election. One will be designated chairman. Such judges shall have complete supervision of the election, including counting of the ballots.
- B. Ballots shall be counted prior to the regular May meeting of the Board of Directors and the results presented to the Board at that meeting.

SECTION 4: SEATING OF NEW DIRECTORS

At the June meeting, the old Board of Directors shall finish all business and the new board of directors will be installed. A ceremonial installation may also be held at the annual awards and installation event.

See Article V - OFFICERS for New Year Operations.

SECTION 5: VACANCIES

- A. A member of the Board of Directors who is absent from three (3) consecutive regular meetings of the Board or one who misses five meeting in one board year, (July to June) shall automatically be dropped from that membership unless confined by illness or otherwise excused by a majority vote of those voting at the meeting thereof.
- B. Vacancies on the Board of Directors, or among the officers, shall be filled by the Board of Directors by a majority vote.

SECTION 6: POLICY

- A. The Board of Directors shall be responsible for formulating the policies of the organization.
- B. These policies shall be maintained in a policy manual, to be reviewed and revised as necessary.
- C. 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 7: MANAGEMENT

The Board of Directors may, at its option, employ an executive director and other employees as deemed necessary, and shall fix the salary and other considerations of employment, which may include a formal contract.

SECTION 8: MEETINGS

- A. Regular meetings of the Board of Directors shall be held at least once each month.
- B. Special meetings of the Board of Directors may be called by the Chair or by the Board of Directors upon written petition of three (3) members of the Board.
- C. Notice (including the purpose of any special meeting) shall be given to each Director at least one (1) day prior to said meeting.
- D. Meetings shall be held at the registered office of the corporation or at any other place designated from time to time by resolution of the members of the Board of Directors.

SECTION 9: QUORUM

A simple majority of the members of the Board of Directors shall constitute a quorum of the Board.

SECTION 10: LIMITATION OF AUTHORITY

- A. Except as otherwise provided in these bylaws, in the articles of incorporation or under applicable law, a simple majority vote of those directors present at any duly called meeting of the Board of Directors at which a quorum is present shall be sufficient to authorize or approve any action.
- B. A three-fourths (3/4) majority of the entire Board of Directors shall be required in order to sell, convey, mortgage, pledge, lend or borrow money, lease as lessor, or otherwise transfer or dispose of any part of the property or assets of this corporation.

SECTION 11: EXECUTIVE COMMITTEE

- A. The Executive Committee shall consist of the Chair, Chair-elect, Secretary, Treasurer and immediate Past Chair.
- B. Except as otherwise limited in these bylaws, the Executive Committee shall have and exercise the authority of the Board of Directors in the management of this corporation when the Board of Directors is not in session.

C. The Chair shall be Chair of the Executive Committee.

ARTICLE V

OFFICERS

SECTION 1: DETERMINATION OF OFFICERS

- A. The new Board of Directors, at its regular July meeting, shall reorganize for the coming year.
- B. The new Chair will assume his/her official duties. Under the Chair's direction, the Board shall elect a new Chair-elect, Secretary and Treasurer. At this time, the Board will complete all business items on the Agenda.
- D. Officers shall be elected from members of the Board.
- E. All officers shall serve for a term of one (1) year or until their successors assume the duties of office. They shall be voting members if they are elected members of the Board of Directors.

SECTION 2: DUTIES OF OFFICERS

A. Chair

- 1. The Chair shall serve as the chief elected officer of the Chamber of Commerce and shall preside at all meetings of the membership, Board of Directors and Executive Committee. If no executive manager is employed, the Chair shall serve as chief administrative and executive officer.
- 2. The Chair shall, subject to approval of the Board of Directors, determine all committee personnel. The Chair shall appoint Committee Chairs subject to Board approval. (Refer to Section 1B - selecting Committee Chairs).

B. Chair-elect

The chief duty of the Chair-elect is to serve in the absence of the Chair and to become the chair after serving his/her year as Chair-elect.

C. Treasurer

- 1. The Treasurer shall be responsible for the safeguarding of all funds received by the Chamber, and for their proper disbursement.
- 2. Such funds shall be kept on deposit in member financial institutions, or invested in a manner approved by the Board of Directors.
- 3. The Treasurer shall prepare a monthly financial report to be made to the Board.

D. Secretary

1. A Secretary of the Board of Directors will be chosen who shall cause notices and minutes of meetings of the Board to be prepared.
2. Such other duties as are determined by the Board of Directors shall be assumed.
3. The Secretary may delegate a staff member to take the minutes.

E. Executive Director

1. The Executive Director, when employed, shall be the chief administrative and executive officer of the Chamber.
2. Such functions, duties and responsibilities as determined by the Board of Directors shall be assigned.
3. The Executive Director shall be a non-voting member of the Board of Directors, the Executive Committee, and all committees.
4. The Executive Director shall be the authorized signing authority for all contracts for the Chamber of Commerce.

ARTICLE VI

COMMITTEES AND DIVISIONS

SECTION 1: APPOINTMENT AND AUTHORITY

- A. The Chair, by and with the approval of the Board of Directors shall appoint all standing committees and committee chairs.
- B. The Chair may appoint such ad hoc committees and their chairs as are deemed necessary to carry out the programs of the Chamber.
- C. Committee appointments shall be at the will and pleasure of the Chair and shall remain in effect until such time as new appointments are made.
- D. It shall be the function of the committee to make investigations, conduct studies and hearings, make recommendations to the Board of Directors, and carry on such activities as may be delegated to them by the Board.

SECTION 2: MEETINGS

Committee meetings may be called at any time by the Chamber Chair, or by the Committee Chair after due notice.

The Board shall appoint the standing committees as necessary to conduct the business of the chamber and promote achievement of its stated goals and objectives.

Each Board Member will serve as a liaison to one of the standing committees and the Chair-elect, when possible, shall serve as the liaison to the membership committee.

SECTION 3: AMBASSADOR CLUB

1. The Ambassador Club is a formal Committee of the Chamber.
2. Duly elected Board of Directors members automatically become members of the Ambassador Club. This membership requires payment of dues to the club, and attending Ambassador Club functions (e.g.: Ribbon Cuttings, Business Card Exchanges, Business Coffees, etc.), during their term of office on the Board of Directors.
3. Past Board members are urged to continue membership in the Ambassador Club after their term of office. This may be done by payment of dues to the club.
4. The Ambassador Club may grant a special membership to a person who has not served on the Chamber Board of Directors.

SECTION 4: LIMITATIONS OF AUTHORITY

- A. No action by any member, committee, division, employee, director or officer, except action of the Executive Committee as identified herein, 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.
- B. Committees shall be discharged by the Chair when their work has been completed and their reports accepted, or when, in the opinion of the Board of Directors, it is:
 1. deemed wise to discontinue the committee, or
 2. deemed the committee is no longer needed.

SECTION 5: TESTIMONY

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

ARTICLE VII

FINANCES

SECTION 1: FUNDS

- A. All money paid to the Chamber shall be placed in a general operating fund. However, special purpose funds may be earmarked for use by certain committees as deemed appropriate by the Board of Directors and as outlined in the policy and procedures manual.

Special purpose funds may be carried forward from year to year.

SECTION 2: DISBURSEMENTS

- A. Upon approval of the budget, disbursements on accounts and expenses provided for in the budget may be made without additional approval of the Board of Directors.
- B. Disbursements shall be by check. Two signatures are required, signed by voting members of the Executive Board and/or Executive Director.
- C. A Request For Proposal (RFP) will be conducted to purchase items or fund events in excess of \$500.00 per item not to include entertainers.

SECTION 3: FISCAL YEAR

The fiscal year of the Chamber shall begin October 1, and close September 30.

SECTION 4: BUDGET

As soon as possible after election of the new Board of Directors and Officers, a budget for the coming year shall be prepared and submitted to the Board of Directors for approval.

SECTION 5: ANNUAL AUDIT

- A. The accounts of the Chamber of Commerce shall be audited annually as of the close of business on the last day of the fiscal year in a manner designated by the Board of Directors.
- B. The audit shall, at all times be available to members of the organization within the offices of the Chamber.

ARTICLE VIII

DISSOLUTION

SECTION 1: PROCEDURE

- A. 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.
- B. 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.

ARTICLE IX

PARLIAMENTARY PROCEDURES

SECTION 1: AUTHORITY

The most recent edition of Roberts Rules of Order shall be the final source of authority in all questions of parliamentary procedure when such rules are not inconsistent with the Charter or Bylaws of the Chamber.

ARTICLE X

AMENDMENT

These bylaws may be amended or altered by a two-thirds (2/3) vote of the entire Board of Directors or by a majority of the members at any regular or special meeting, providing the notice for the meeting includes the proposal for amendments.

ARTICLE XI

INDEMNIFICATION

Every person who is or shall have been a member of the Board of Directors or officer or agent of this Corporation, together with his/her or their personal representatives, shall be indemnified by the corporation against all costs and expenses reasonably incurred by or imposed upon him/her in connection with or resulting from any action, suit, or proceeding to which he/she may be made party by reason of his/her being or having been a member, trustee, or officer or agent of the corporation, except in relation to such matters as to which he/she shall finally be adjudicated in such action, suit or proceeding to have acted in bad faith and to have been liable by reason of willful misconduct in the performance of his/her duty as member, trustee, officer or agent. The words "cost and expenses" shall include, without limiting the generality thereof; attorney's fees, damages and reasonable amounts paid in compromise.