REVISED AND ADOPTED January 2020

St. Joseph Area Chamber of Commerce

 BY-LAWS

ARTICLE 1 GENERAL

 Section 1. NAME

 The name of this corporation shall be the Saint Joseph Area Chamber of Commerce.

 Section 2. PURPOSE

 The purpose of this corporation shall be to:

1. Advance the general welfare and prosperity of the Saint Joseph area.
2. Promote economic, civil, commercial, industrial and educational interests of the area.
3. Promote a healthy business environment.
4. Preserving the competitive enterprise system of business by: creating a better understanding and appreciation of the importance of business community of city, county, state and national legislative and political affairs; addressing controversies which are detrimental to expansion and growth of business and the community if they arise.
5. Promoting business and community growth and development by: promoting economic programs designed to strengthen and expand the income potential of all business within the trade area: promoting programs of a civil, social and cultural nature which are designed to increase the functional aesthetic values of the community; and, discovering and correcting abuses which prevent the promotion of business expansion and community growth.

Section 3. LIMITATIONS OF METHODS

1. This corporation 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.
2. This corporation shall not promote or support any one member or business to the exclusion of others.
3. No person other than those duly elected or appointed shall conduct business or enter into contractual agreements in the name of the Saint Joseph Area Chamber of Commerce unless authorized to do so by the membership.

ARTICLE II MEMBERSHIP

 Section 1.

Any individual, co-partnership, corporation, or association desiring to assist in furthering the objectives of the Saint Joseph Area Chamber of Commerce shall be eligible for membership in this corporation. Questions arising as to the eligibility shall be determined by the Board of Directors.

Section 2.

There shall be no limit on the number of members of this Chamber, nor shall there be a limit on the number of memberships per business or corporation.

ARTICLE III DUES AND FISCAL YEAR

 Section 1.

 The fiscal year shall begin January 1 and end December 31 of each year.

 Section 2.

Annual membership dues for this corporation shall be decided by the Board of Directors. New members shall pay full membership dues up until June of the current year, and 50 percent of membership dues after June 1st of the current year. The Board has the right to deviate from prorated dues based on organized documented membership programming not to exceed 3 months of complimentary dues. Membership dues for one year is one payment of $125. Voted and approved on November 7, 2017.

 Section 3.

Any member, whose dues are in arrears 30 days after renewal notice, may receive written notice of delinquency. If dues remain unpaid after March 1st, that member shall lose voting privileges and his/her membership will be forfeited.

ARTICLE IV REPRESENTATION

 Section 1.

Any representative of a Chamber member business, corporation or association may make motions and enter into discussion at all general meetings of this corporation.

Section 2.

 Each paid membership shall be entitled to one vote.

ARTICLE V MEETINGS AND QUORUM

 Section 1. ANNUAL MEETING

The December meeting shall be known as the Annual Meeting and shall include a review of the Chamber activities and expenditures. New officers shall be presented at this meeting and appropriate agenda shall be arranged.

 Section 2. REGULAR AND SPECIAL MEETINGS

1. The Board of Directors shall provide for regular meetings of this corporation at the direction of the membership.
2. Should the need arise, any board member or 25 percent of the general membership may call a special meeting, with at least two (2) business-days-notice to all members.

Section 3. QUORUM

1. Regular membership meetings shall require at least 10 percent of the members in good standing in attendance and in the case of mailed ballot shall require more than 50 percent of the total votes of the membership.
2. Officers meeting shall require at least three out of five of the Officers as a quorum.

ARTICLE VI OFFICERS AND DUTIES

 Section 1.

The officers of this corporation shall be: President, Vice President, Past President, Member-At-Large and Treasurer. The positions of Member-At-Large and Treasurer are for terms of three years each. The positions of Vice President, President and Past President will be successive chairs for a single year beginning as a Vice President, advancing to President the next year and concluding as Past President for a year to fulfill a single three- year term. A sitting board member may agree to a second term, following the nomination process as stated in the by-laws. The Board may appoint a member to fulfil a vacant Board position for the remainder of the term.

 Section 2.

1. The President shall preside at all general, special and Board meetings of the Chamber of Commerce and shall be the Chief Executive of the corporation, shall perform all duties provided for in these by-laws and shall see that the decision and policies of the members and of the Board of Directors are carried out.
2. The Vice President shall, in the absence or ~~of~~ inability of the President, perform the duties of that office and shall accede to the office of the President at the beginning of the fiscal year.
3. The Treasurer shall receive and provide for the safe keeping and proper disposition of all monies and properties of the corporation and make reports of such at each regular meeting and shall keep and maintain all dues and membership records.
4. The immediate Past President shall serve as an advisor to the Board of Directors and as Chairman of the Nominating Committee.

Section 3. INDEMNIFICATION

The Chamber may, by resolution of the Board of Directors, provide for indemnification by the Chamber of any and all its directors or former officers 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 Directors of the Chamber, except in relation to the matters as to which such director shall be adjudged in such action, suite or proceeding to be liable for the negligence or misconduct in the performance of duty and to such matters as shall be settled by agreement predicted on the existence of such liability for negligence or misconduct in the performance of the duty and to such matters as shall be settled by agreement predicated on the existence of such liability for negligence or misconduct.

 Section 4. ORIENTATION

At regular intervals, orientation on the purposes and activities of this organization shall be conducted for the following groups: new officers, committee leaders, and new members.

ARTICLE VII ELECTIONS/APPOINTMENTS

 Section 1. NOMINATING COMMITTEE

1. The Immediate Past President shall serve as chair. Two months before the election meeting, two members shall be chosen from the general membership to assist in seeking candidates for the office of Vice President.
2. The Nominating Committee shall present its reports at the October general meeting.
3. The Nominating Committee shall conduct the election at the November meeting. Nominations may be accepted from the Floor. Campaign time limits may be imposed on each candidate equally at the discretion of the Nominating Committee. The candidate receiving the majority number of votes shall be declared elected. No absentee ballots will be accepted.

Section 2. COMMITTEES

1. The President may appoint any committees and the chairpersons as deemed necessary to fulfill the objects and purposes of this corporation.
2. The function of the committees shall be to make the investigations, make recommendations and to carry on such activities as may be delegated to them by the membership.

ARTICLE VIII FINANCES

 Section 1. OPERATING EXPENSES

 Normal operating expenses shall be the responsibility of the Treasurer.

 Section 2. DISBURSEMENTS

1. Any disbursements other than normal operating expenses of $100 or less require prior approval of the Officers.
2. Any disbursements other than normal operating expenses over $500 require prior approval of the general membership.
3. Approved budget items do not need further membership approval.

ARTICLE IX DISSOLUTION

On dissolution of the Chamber, any remaining assets shall be given to organizations organized exclusively for charitable, education, or scientific purposes as shall at the time qualify in IRS Section 501(C) 3.

ARTICLE X PARLIMENTARY AUTHORITY

The current edition of the Roberts Rules of Order shall be the final source of authority in all questions of parliamentary procedures unless they conflict with the Charter or by-laws of the Chamber.

ARTICLE XI AMENDMENTS

These by-laws may be amended by a majority of the members at any regular or special meeting providing the proposed amendments and meeting notice has been submitted to all members at least ten (10) days prior to the meeting at which they are to be acted upon.