



## **BYLAWS**

**OF**

### **SMITHVILLE AREA CHAMBER OF COMMERCE (A MISSOURI NONPROFIT CORPORATION)**

#### **ARTICLE I. GENERAL**

##### **Section 1. Name.**

This organization is incorporated under the laws of the State of Missouri. It is a Missouri Not-For-Profit Corporation and shall be known as the Smithville Area Chamber of Commerce.

##### **Section 2. Purpose.**

The Smithville Area Chamber of Commerce is organized for the following purposes:

1. To seek economic, industrial, professional and civic welfare of the Smithville, Missouri area;
2. To promote new and existing business and community growth and development by promoting economic programs designed to strengthen and expand the income potential of all businesses within the trade area.
3. To promote programs of a civic, social, and cultural nature which are designed to increase the functional and aesthetic values of the community.
4. To discover and correct problems which prevent the promotion of business expansion and community growth.
5. To create a more intelligent and informed business and public opinion regarding city, county, state and national legislative and political affairs;
6. To support all activities believed to be beneficial to the community and area, to oppose those which might be detrimental, and in general, to promote the

welfare of all area citizens, following always those policies intended to accomplish the greatest good for the greatest number;

7. The Chamber is dedicated to providing responsive and committed leadership that builds a vibrant and thriving community. We seek to achieve posterity and outstanding quality of life;

8. The purposes of the corporation shall be those non-profit purposes stated in the Articles of Incorporation, as they may be amended, and in the Missouri Not-For-Profit Corporation Statutes, Missouri Revised Statutes, Chapter 355, as amended. The Chamber shall observe all local, state and federal laws which apply to non-profit organizations as defined in Section 501(c)(6) of the Internal Revenue Code of 1986, as amended.

### **Section 3. Area.**

Smithville area or Smithville economic region shall include that which is within the city limits of Smithville, as currently existing and as may change from time to time by future city legislative action. It shall also include the areas of Clay County, Platte County and Clinton County which have an impact on the business, economic and industrial, professional or civic welfare of the city and those which reside within that area.

### **Section 4. Limitations.**

The Chamber shall, in all of its activities, be non-partisan and non-sectarian. The Chamber shall be non-political in the sense that it shall not endorse any candidate for public office, either elective or appointive. The Chamber may endorse positions on ballot issues of broad public interest in the community. Notice at a regular meeting or thirty (30) days notice mailed in advance to all members of any vote in regard to a ballot position will occur prior to a vote at a general membership meeting on said ballot issue. Any position to be endorsed by the Chamber will require a two-thirds (2/3) vote of the members present at the meeting. The Chamber may also host or sponsor, without cost to the Chamber, public debates as to either ballot issues or candidates for elective public office.

No officer, director, or member of the Chamber shall presume to endorse in the name of or on behalf of the Chamber any person, activity, or matter.

## **ARTICLE II MEMBERSHIP**

### **Section 1. Eligibility.**

Any person, firm, corporation or other business entity interested in the civic and economic well-being of the greater Smithville area which desires to preserve and promote the objective of the Chamber shall be eligible for membership.

## **Section 2. Application.**

All applications for membership shall be in writing or electronically on the form prescribed by the Chamber, said application constituting agreement on the part of the applicant, upon becoming a Chamber member, to adhere to the Chamber's bylaws and any membership policies and procedures that may be hereinafter adopted, from time to time, by the Board of Directors for the Chamber.

## **Section 3. Dues.**

Any changes in the current dues schedule for membership shall be submitted by the Board of Directors to the Chamber members at a general Chamber membership meeting. Dues for new members will be prorated beginning with membership applications received after March 31<sup>st</sup> of each year. It is recognized that the schedule may need to be changed from time to time to reflect changes in economic conditions of the area and the needs of the Chamber. Independent contractors of businesses in the Smithville area shall be eligible for individual memberships. No refunds of dues shall occur under any circumstances. Dues are to be paid by January 1st in order to be listed in the annual Chamber Directory.

## **Section 4. Expulsion.**

Any member of the Chamber may be expelled for cause by resolution passed by the Board of Directors at any regular or special meeting of the Board of Directors called for that purpose. The member shall be notified of the intention to consider such member's expulsion, in writing, and may be present at said meeting to present any information as to why the expulsion should not occur. Non payment of dues by March 31st of the current calendar year shall be grounds for consideration of termination.

## **Section 5. Voting.**

Each paid Chamber membership shall have one (1) vote on all matters. This includes businesses, business affiliates, individuals, churches and non-profit organizations.

# **ARTICLE III BOARD OF DIRECTORS**

## **Section 1. Overview**

The elected members of the Chamber Board shall be the President, Vice President, Treasurer, Secretary, and three Members at Large. They shall be elected by the general membership at the December meeting of the membership and shall serve a two (2) year term commencing with the January membership meeting until their successors have been duly elected and confirmed. Newly-elected

officers shall be invited to attend the December Board meeting prior to taking office at the January membership meeting. Should any vacancies occur in the officers of the organization during their annual term of office, the Board of Directors shall fill any vacancies for the unexpired portion of the vacated officer's term. No one person may hold a paid position and an elected position on the Chamber Board simultaneously.

## **Section 2. Removal of a Board Member**

Any elected Chamber Board Member may be removed by a  $\frac{2}{3}$  vote of the current Board.

## **Section 3. Composition.**

The Board of Directors of the Chamber shall consist of seven (7) executive positions which are elected from the membership as provided in Article IV. The Board will include the President, Vice President, Secretary, Treasurer, three Board Members at Large. Non voting members who are appointed or hired will also sit on non executive sessions and are listed in this section below.

## **Section 4. President.**

To be eligible for the position of President, the candidate must have been a member of the Board for at least one term. The President shall serve as the Chief Elected Officer of the Chamber and may preside at all meetings of the membership, Board of Directors meetings, and other special meetings of the Chamber. The President shall select members of the committees as may be established from time to time, at the pleasure of the President and the direction of the Board of Directors to carry out the work of the Chamber. The President shall be an ex officio member of all committees so established. The President shall not make motions and shall only vote in the case of a tie vote of the Board.

## **Section 5. Vice President.**

The Vice President shall exercise the powers and authority and perform the duties of the President in the absence or disability of the President. The duties of the Vice President shall be such as may be assigned by the President and Board of Directors.

## **Section 6. Secretary.**

The Secretary shall oversee the recording and preserving of the minutes of the meetings of the general membership and the Board of Directors for both open and closed session meetings. The Secretary shall be responsible for authenticating records of the corporation. The Secretary shall carry out such other duties as assigned by the President or the Board of Directors.

## **Section 7. Treasurer.**

The Treasurer shall be responsible for overseeing the funds of the Corporation and shall direct that such funds be deposited in such banks as the Board of Directors may from time to time determine. The Treasurer shall review the financial reports and financial records of the Corporation and shall present such reports to the Board of Directors and members monthly. The Treasurer shall see that an accounting system is maintained in such a manner as to give a true and accurate account of the financial transactions of the Corporation. They shall also perform other functions required by governmental agencies on behalf of the Chamber, including the payment of employment taxes and other bills required for payment by the Chamber. The Treasurer shall also prepare, at least quarterly, a summary of the transactions of the Corporation during the current year and the past year or years for review by the Board of Directors. Based upon said quarterly reviews, the Treasurer shall make recommendations, subject to approval by the Board of Directors, as to the investments and savings of the Chamber. The Treasurer shall perform such other duties incident to his or her office as the Board or President may from time to time determine.

The treasurer shall pay all bills submitted by the Executive Director which conform to the budget previously approved by the Board. Any check written on a chamber account in excess of the sum of \$2,500.00 shall require two signatures to be valid. The Treasurer may also perform such other accounting, bookkeeping and other functions that the treasurer's knowledge and experience permit. They shall also prepare other reports and reconciliations as needed by a third party, including quarterly reports, balance sheets, and income and expense statements. Should any of these functions be performed by a third party, the Board of Directors shall have previously approved the use of the third party.

## **Section 8. Member at Large**

Members at Large shall be in general support of the Officers of the Board listed above. In the event a Board Officer is removed or steps down, the Board shall attempt to fill the vacant Officer position with one of the duly elected and willing Members at Large before soliciting outside persons.

## **Section 9. Non Voting Members**

### **1. Executive Director**

The Executive Director shall be the Chief Administrative and Executive Officer of the Corporation. The Executive Director shall be hired by the Board of Directors and his or her compensation and terms of employment shall be as directed by the Board of Directors. The Executive Director shall provide monthly reports to the Board of Directors as to the Executive Director's activities in addition to giving a report at each membership meeting. The Executive Director

shall be provided with a prepaid credit card or debit card. At the time of the approval of the annual budget, the Board shall authorize the Executive Director to pay certain debts of the Chamber in conformance with the budget without further action by the board being required. The Board may set a monthly or annual limit or both. The Executive Director may sign contracts on behalf of the Board only with formal approval of the Board.

The Executive Director manages the organization on behalf of the membership implementing programs consistent with the organization, in accordance with his or her job description. The Executive Director is an ex-officio member of all committees, but is not expected to attend all meetings. He or she shall attend all administrative meetings and, when possible, all other meetings at which his or her input is vital. The Executive Director reports directly to the Board of Directors. Any other paid staff of the organization shall be responsible to and supervised by the Executive Director.

The President shall annually evaluate the Executive Director, with the advice and consent of the Board of Directors, in regard to the Executive Director's respective areas of responsibilities. These evaluations shall be used as input in preparation of the Executive Director's annual performance appraisal.

## **2. Past President in Advisory**

The Past President in Advisory will assist in the successful turnover of newly elected Presidents and will provide the Board with pertinent continuity input from their past experiences as President. The Past President in Advisory will remain in this advisory position until the current President is replaced and assumes this role. This position is only in effect at the current elected Board's discretion. This position will be vacant in the event a new President is elected for a consecutive term unless otherwise voted on by the Board.

## **3. Outreach Specialist (paid contractor)**

The Outreach Specialist shall be the manager of the Welcome Program Committee. The Outreach Specialist shall correspond with new residents (both owners and renters) to Smithville with information and promotional items provided by participating Chamber members. This will be a paid contractor position (non W2) and will be paid on a per visit basis (50% of the collected amount), along with standard mileage reimbursement. It shall be encouraged, but not required, that the Outreach Specialist attend all meetings and Chamber events.

# **ARTICLE IV ELECTIONS**

## **Section 1. Nominating Committee**

At the November general membership meeting each year, the President shall

nominate three (3) members of the Chamber to act as a Nominating Committee to seek candidates and make recommendations to the general membership at the December membership meeting for positions for the Board of Directors and officers of the Chamber.

## **Section 2. Election Process**

1. At the December General Membership meeting each year, the election shall be by secret ballot, except in those situations in which there is only one candidate for all or part of the offices and no other nominations are received from the floor on the date of the election. Any member of the chamber, in good standing, may also cast their vote by absentee ballot. Absentee ballots shall be available at the Chamber office at least one week prior to the December Chamber membership meeting. For the absentee ballot to be counted, it must be received by the Executive Director no later than noon the day prior to the election. Any member of the Chamber, in good standing, may submit their name or submit the name of any other member of the Chamber in good standing for the election to any office. The person receiving the most votes for each office shall be elected to that office. Those elected shall be invited to attend the December Board of Directors meeting of the Chamber and shall be sworn in and take office at the January membership meeting immediately preceding the December election. Nominations must be made no later than one week prior to the election in order to be on the official ballot. All others will be considered write-in candidates.

2. The three Member at Large positions shall be elected for a one (1) year term, not to exceed three (3) consecutive terms. The officer positions will be for a term of two (2) years, not to exceed two (2) consecutive terms, with the exception of Treasurer which will not exceed four (4) consecutive terms. Elections for officers will be staggered with the President and Treasurer elected for terms beginning on odd numbered years and the Vice President and Secretary for terms beginning on even numbered years. These two (2) year terms will begin in 2023 for the President and Treasurer and in 2024 for the Vice President and Secretary.

3. Any vacancies in office by reason of resignation or otherwise shall be filled for the remaining portion of the term of that Board member. The protocol for filling the vacated position will be at the discretion of the Board. Upon elections, should there be no new candidates for an officer position being voted on, the incumbent may serve for one additional term in that position beyond the term limit. Otherwise, no position may be held for more than two consecutive terms. A minimum of one year time must elapse before eligibility is reinstated. The only exception shall be a Member at Large moving up to an officer position at which time, a new term limit begins.

## **ARTICLE V BOARD OF DIRECTORS AUTHORITY AND RESPONSIBILITY**

## **Section 1. Authority.**

Control of all the affairs of the Chamber shall be vested in the Board of Directors and the Board of Directors may adopt such policies, rules and regulations for conducting the business of the Chamber that are not in conflict with these bylaws. The Board shall approve, at its November meeting, the budget for the next calendar year. The Executive Director shall assist the Treasurer in the preparation of the budget.

The Board of Directors may approve a membership fee waiver to any current or prospective member of the Smithville Area Chamber of Commerce in exchange for valuable services or products provided to the Chamber. Any membership fee waiver shall be for a maximum of one year's dues. Unless renewed, any waiver would terminate effective December 31<sup>st</sup> of the year in which it is approved.

## **Section 2. Attendance.**

It is expected that all members of the Board of Directors shall endeavor to attend all of the regular and special meetings of the Board of Directors and of the membership. Any Board member unable to attend three (3) consecutive meetings may be removed from the Board of Directors, by action of a majority of the Board, and appointment may be made by the Board until the next election to fill the remainder of the unexpired term of the removed director.

## **Section 3. Appointed Officers.**

The Board of Directors shall employ an Executive Director under such terms and conditions as the Board believes to be in the best interest of the Chamber and shall set the annual compensation for said Executive Director. The Board shall employ other employees from time to time as deemed in the best interest of the Chamber.

## **Section 4. Donations**

The Board may make donations to organizations or groups within the Smithville area to promote business or business education or charitable organizations within the Smithville area. Whenever possible, the Board shall make said contributions in the form of Chamber cash, if available, to promote the Chamber and its members.

## **Section 5. Email Voting**

Should it be necessary for action to be taken by the Board requiring a vote at other than its regular monthly meeting, then an email shall be sent to all board members by either the President or Executive Director. A member of the board, if



warranted, shall make a motion by email, another member shall second the motion, and thereafter all members of the board shall vote by email in favor of or in opposition to the motion. The Secretary shall retain the emails to preserve the Board's vote on the motion. Votes shall occur by email means only if a record of the vote can be preserved.

## **ARTICLE VI COMMITTEES**

### **Section 1. Appointment and Authority .**

The President, by and with approval of the Board of Directors, shall appoint all committees and committee chairpersons, unless the authority to appoint the chairperson is delegated by the President. Each committee may recommend additional members in addition to those appointed by the President. All committees shall submit their budgets for approval of the Board of Directors at the June board meeting.

### **Section 2. Limitation of Authority.**

No action by any member, committee, 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. The President shall discharge ad hoc committees when the committee work has been completed and the reports accepted, or when in the opinion of the Board of Directors, it is deemed wise to discontinue any such committee.

### **Section 3. Standing Committees**

#### **1. Special Events Committee**

This committee shall coordinate all Chamber hosted events. A dedicated account shall be established for the Events Committee. The committee shall be authorized to expend funds from their dedicated account in accordance with their approved budget without further action required by the Board of Directors. The dedicated account shall be reconciled and funds reallocated at least annually, or when deemed necessary by the Board.

#### **2. Outreach Program**

The Outreach program shall be led by the Outreach Specialist listed in Article III. Its purpose shall be to welcome new residents, both renters and owners, to our community. Chamber members may benefit by donating materials, promotional materials, etc to the committee for distribution. The Outreach Specialist will solicit membership participation. Members that

participate will pay per visit and may include any promotional material the committee deems appropriate. Participating members will be billed monthly by the Executive Director or Outreach Specialist.

## **ARTICLE VII FINANCES AND CONTRACTS**

### **Section 1. Fiscal Year.**

The fiscal year of the Corporation shall be from January 1 to December 31.

### **Section 2. Depositories.**

The depositories of the Chamber shall be any federally-insured financial institution located in Smithville, Missouri or the surrounding area as designated by the Board of Directors, with all said depositories being members of the Chamber whenever possible.

### **Section 3. Disbursements.**

The President, Treasurer, and Executive Director are authorized to make disbursements of Chamber funds as to those monthly recurring expenses of the Chamber. Any transfers, withdrawals or non-recurring expenses to be paid by the Chamber shall be subject to approval of the Board of Directors. Incidental contributions or payments of \$100 or less may be made upon request by the Executive Director and approval by the President.

### **Section 4. Indebtedness.**

Any indebtedness to be incurred on behalf of the Chamber shall only occur upon the approval by the majority of the Board of Directors. This prohibition does not apply to any indebtedness previously approved by the Board of Directors as part of the annual budget. That indebtedness may be paid by the Treasurer or Executive Director, as required, without further action by the Board. No loans shall be made by the Chamber to any officer, director or member, nor shall any of the monies or assets of the Corporation directly benefit any member, director or officer merely because of their position. Nothing herein prevents members of the Chamber from transacting business with the Chamber.

### **Section 5. Tax Exempt Status**

In any transaction of the financial business of the Chamber, no action shall be taken by or on behalf of the Corporation if such action would result in the denial of a tax exempt status pursuant to either federal or state law.

### **Section 6. Contracts, How Executed.**

The Board of Directors may authorize any officer or employee to enter into any contract or execute and deliver any instrument in the name of or on behalf of the Corporation. Such authority may be general or confined to specific instances. Unless so authorized, no officer, agent or employee shall have the power to bind the Chamber by any contract or engagement or to pledge its credit or to render it liable financially for any purpose or in any amount.

### **ARTICLE VIII INDEMNIFICATION**

The Corporation may indemnify any director or officer of the corporation in the defense of any proceeding to which the director or officer was a party because he or she is or was a director of the Corporation. The Corporation may purchase and maintain insurance on behalf of the Board of Directors, Officers, Executive Director and membership in respect to liability because of their actions on behalf of the Chamber consistent with these bylaws and in regard to the activities and functions of the Corporation.

### **ARTICLE IX NON-DISCRIMINATION POLICY**

The Chamber is an equal opportunity organization, which will make corporate decisions without regard to race, color, religion, sex, national origin, age, marital status, physical handicap, political affiliation, or any other non-merit factor concerning its members or clients.

### **ARTICLE X AMENDMENTS**

These bylaws may be amended or altered by a two-thirds (2/3) vote of those present at any regular meeting of the membership provided that the Executive Director shall have mailed or emailed notice of the proposed change to each member not less than ten (10) days prior to such meeting or shall have announced same at the regular membership meeting occurring the month prior to the proposed vote on said amendment or amendments.

### **ARTICLE XI ENACTMENT**

These bylaws, and any amendments thereto, shall become effective immediately following their adoption and, when so adopted, shall supersede all previous bylaws or amendments thereto, which are hereby annulled and repealed.

**APPROVED BY THE GENERAL MEMBERSHIP** on the \_\_\_\_\_ day of  
\_\_\_\_\_.

PRESIDENT

ATTEST:

SECRETARY