



Coffey County Chamber of Commerce Bylaws

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Article I: General, Section 1: Name

This organization is incorporated under the laws of the State of Kansas and shall be known as the Coffey County Chamber of Commerce Incorporated.

Article I: General, Section 2: Purpose

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

Article I: General, Section 3: Area

The Area shall mean to include all of Coffey County, Kansas.

Article I: General, Section 4: Limitation of Methods

The Coffey 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, firm, association, corporation, partnership or estate having an interest in the objectives of the organization shall be eligible for membership.

Article II: Membership, Section 2: Types

The Chamber shall offer memberships as defined by the following:

Regular Membership

A regular membership may be held by any eligible for-profit business, firm, association, corporation, or partnership. A regular membership has one (1) vote.

A regular membership may designate one (1) primary member designee to serve as that member's point of contact and voting designee. The member designee must be employed by the entity holding the regular membership and shall be eligible to serve on the Board of Directors. The entity holding the membership shall have the right to change its member designee upon written notice to the Chamber's executive director. An elected or appointed director's position held by a member designee of the entity shall be considered non-transferable and shall be forfeited upon change in member designee.

Non-profit Membership

A non-profit membership may be held by any eligible I.R.S. 501(c)(3) designated/qualified organization. A non-profit membership has one (1) vote.

A non-profit membership may designate one (1) primary member designee to serve as that member's point of contact and voting designee. The member designee must be employed by the entity holding the membership and shall be eligible to serve on the Board of Directors. The entity holding the membership shall have the right to

change its member designee upon written notice to the Chamber's executive director. An elected or appointed director's position held by a member designee of the entity shall be considered non-transferable and shall be forfeited upon change in member designee.

Supporter Membership

A supporter membership may be held by any eligible person, estate, or family having an interest in the objectives of the Chamber. A supporter membership has no voting rights.

A supporter membership may designate one (1) primary member designee who is an individual, a representative of the estate, or a member of the family who will serve as the point of contact for that membership. The supporter membership designee is not eligible to serve on the Board of Directors.

Article II: Membership, Section 3: Procedure

Application

Application for any type of membership shall be in writing on forms provided for that purpose and signed by the applicant or the applicant's authorized designee of a single entity. Any applicant shall become a member upon payment of the regularly scheduled dues as provided in Article II, Section 4, and the Chamber's Policies and Procedures Manual.

Continuance of Membership

Membership continuance shall be granted upon payment of the automatically renewing investment amount when paid on or before the renewal due date. Membership dues not received on or before the date of the regularly scheduled April board meeting shall be considered for membership termination per Article II, Section 5 of these bylaws.

Article II: Membership, Section 4: Dues

- A. Membership dues shall be payable at such rate or rates, schedule or formula as may be from time-to-time prescribed by the Board of Directors, payable in advance.
- B. Dues for a non-profit type membership as described in Article II, Section 2, paragraph B, shall be payable at a rate that is seventy-five percent (75%) of the rate of the applicable regular membership dues.
- C. Dues for any membership granted after the fiscal year has begun shall be payable at a rate prorated for the number of months remaining in the current membership year. The month in which the membership will begin and all months the membership will be active for the remainder of the current membership year shall be included when calculating the prorated rate.
- D. Membership dues shall be automatically renewing and due on or before the first day of January for each membership year.
- E. The current membership dues structure shall be part of this organization's Policies and Procedures Manual.

Article II: Membership, Section 5: Termination

Any member may resign a membership by written notification to the Chamber's executive director or be expelled from membership by the Board of Directors as prescribed herein.

Resignation of Membership

Any member who desires to resign their membership shall do so by providing written notice to the Chamber's executive director via U.S. Mail or electronic mail.

An elected or appointed director's position held by a member designee of the entity resigning membership shall be considered non-transferable and shall be forfeited upon resignation of the membership.

Termination of Membership

Memberships that have not been renewed on or before the last day of March of the applicable membership year shall be considered for membership termination at the regularly scheduled April board meeting. The Board of Directors shall expel any member by a two-thirds vote for nonpayment of dues, unless otherwise extended for good cause.

An elected or appointed director's position held by a member designee of the entity being expelled from membership shall be considered non-transferable and shall be forfeited upon termination of the membership.

Article II: Membership, Section 6: Voting

In any proceeding in which voting by members is called for, each membership in good standing with voting rights shall be entitled to cast one (1) vote by and through its primary member designee.

Article II: Membership, Section 7: Membership Voting Privilege

The primary designee of a membership with voting rights may cast one (1) vote for that membership. The primary designee shall abstain from a vote in which a conflict of interest between the membership or member designee and the Chamber exists.

Article II: Membership, Section 8: Orientation

Orientation on the purposes and activities of this organization shall be conducted in the following circumstances: new members, new Board members, new committee members, and new employees or volunteers of the Chamber.

Orientation shall be conducted by the executive director and a detailed outline for orientation shall be part of this organization's Policies and Procedures Manual.

Article III: Meetings, Section 1: Annual Meeting

A general membership meeting shall be held annually and shall be scheduled to be hosted at a location in one of the Chamber-served incorporated areas.

The schedule shall rotate so that each incorporated area, in turn, may host the annual meeting once every six years. A seated board member representing the scheduled hosting incorporated area shall serve as the coordinator for that year's annual general membership meeting with the assistance of the executive director.

Duties and responsibilities of the coordinator, the rotation schedule, and meeting agenda format shall be part of this organization's Policies and Procedures Manual.

Article III: Meetings, Section 2: Additional Meetings

General Meeting

The president may call a general meeting of the Chamber at any time or upon petition in writing of ten percent (10%) of members in good standing. A notice, including the date, time, location, and purpose of the meeting, shall be provided to each member at least five (5) business days prior to said meeting.

Special Meeting

The president may call a special meeting of the Chamber, board, or Executive Committee at any time. Notice of a special meeting shall be sent to each member at least one (1) business day prior to such meeting and shall include the date, time, location, and purpose of the meeting.

Board of Directors Meeting

A board meeting may be called by the Board of Directors upon written application of three (3) members of the board. Notice, including the date, time, location, and purpose of the meeting, shall be provided to each director at least one (1) business day prior to said meeting.

Committee Meeting

A Committee meeting may be called by the president or by a committee's chairperson. A notice, including the date, time, location, and purpose of the meeting, shall be provided to each committee member at least one (1) business day prior to the called meeting.

Article III: Meetings, Section 3: Quorums

A quorum shall be required to transact business at any duly called meeting of the Chamber.

General Meeting

At a general meeting of the Chamber, those present shall constitute a quorum.

Special Meeting

At a special meeting of the Chamber, those present shall constitute a quorum; at a special meeting of the board, a majority of seated directors shall constitute a quorum.

Board of Directors Meeting

At a Board of Directors' meeting, a majority of seated directors shall constitute a quorum.

Committee Meeting

At a committee meeting, a majority of committee members shall constitute a quorum, except when a committee consists of more than nine (9) members. In that case, five (5) shall constitute a quorum.

Article III: Meetings, Section 4: Notices, Agenda, and Minutes

Written notice of all Chamber meetings must be given as stated in Article III, Section 2 of these bylaws. An advance agenda and minutes must be prepared for all meetings.

A guide for preparation of an agenda and minutes shall be part of this organization's Policies and Procedures Manual.

Article IV: Board of Directors, Section 1: Composition of the Board

- A. The Board of Directors shall be composed of up to ten (10) elected or appointed member designees with no less than one (1) member designee representing an incorporated area.
- B. The incorporated areas shall be represented on the board per the following: Burlington-five (5) seats, Gridley- one (1) seat, Lebo- one (1) seat, LeRoy- one (1) seat, New Strawn- one (1) seat, and Waverly- one (1) seat.
- C. Directors shall be elected annually as provided for in Article IV, Section 2 of these bylaws.
- D. The term of an elected director shall be one (1) three-year (3-year) term or the remaining unexpired portion of a petition elected director per Article IV, Section 2, Petition Elected Director.
 1. One (1) three-year (3-year) term shall be defined as January 1st of the first year through December 31st of the third year of the elected term.
- E. The term of an appointed director shall be the remaining, unexpired portion of one (1) three-year (3-year) term.
- F. No member designee may serve more than six (6) consecutive years on the board through a combination of elected and appointed terms.
- G. A schedule of seat term expiration shall be a part of this organization's Policies and Procedures Manual and updated annually.

Article IV: Board of Directors, Section 2: Eligibility, Nomination, and Election of Directors

An announcement regarding expiring-term board seats, nomination process, and upcoming elections shall be made to the general membership no later than the first Friday in September.

A. Eligibility

Any membership in good standing whose membership type includes the privilege of a primary member designee's eligibility for serving on the board shall be eligible to have a primary member designee nominated for election to the Board of Directors provided that the primary member meets the requirements for eligibility.

1. No director may serve more than six (6) consecutive years on the board through a combination of elected and appointed terms.
2. Eligibility to serve on the board is restored when a period of one (1) calendar year following the last day of the last term served has passed.

B. Nomination

The nomination period for an annual, expiring-term board seat election shall be from the third Monday in September to the third Monday in October.

Any primary member designee who meets the eligibility requirements for election and is interested in being elected to an expiring-term board seat shall have the opportunity to self-nominate or to be nominated during the nomination period.

A nomination shall be submitted on an official nomination form during the nomination period.

Submitted nominations shall be collected and validated by a committee of the seated Board of Directors prior to the regularly scheduled October board meeting. Valid nominations shall be announced at the regularly scheduled October board meeting.

The names of valid nominees shall be communicated to the membership no later than the Monday immediately following the regular October board meeting.

A detail of the nomination process and a copy of the official nomination form shall be part of this organization's Policies and Procedures Manual.

C. Election

Any primary member designee whose nomination has been validated and officially announced shall be included on an official ballot that shall be provided to eligible membership types for the purpose of a membership vote.

The voting period for each election shall commence with the distribution of ballots to eligible memberships in good standing and end at the designated closing date and time.

An official ballot shall be mailed to eligible members no later than the Monday immediately following the regular October board meeting of any election year.

Each primary member designee of memberships with voting rights shall receive an official, original ballot. The primary member designee shall cast a single vote on behalf of the membership in accordance with the instructions printed on the ballot then return the official ballot in a sealed envelope to the Chamber's executive director on or before the close of business on the third Monday in November.

At the end of the voting period, the executive director shall accept no further ballots and shall provide the unopened, collected ballots to the board president at the regularly scheduled November Board meeting.

At the regularly scheduled November Board meeting, in the presence of the seated Board of Directors and any members observing the meeting, ballots shall be opened and tallied by the directors.

3. The nominee with the most votes for his/her incorporated-area-designated-seat shall be declared "elected" to that seat.
4. A nominee who is unopposed in his/her incorporated area shall be declared "elected" without a tally of votes.

In the interest of maintaining representation for each incorporated area, if no valid nominee was produced for an expiring-term seat for an incorporated area and that lack of nomination creates a vacancy, per Article IV, Section 4 of these bylaws, the vacancy shall be filled through board nomination and majority vote. The board, at its discretion, may nominate from the remaining, non-elected nominees, from any incorporated area, for appointment to an unrepresented, vacant, expiring-term seat.

A non-elected nominee who accepts the appointment of the Board of Directors to fill a vacant, unrepresented, expiring-term seat shall serve as representative for that incorporated area's board seat as an appointed director until either the term of the seat expires, membership or board seat termination, voluntary resignation, or the seat is assumed by an eligible Chamber member designee from that incorporated area, who successfully petitions the board.

D. Petition Elected Director

An eligible Chamber member designee from an incorporated area that is represented by a non-incorporated-area appointed director may, at any time during the unexpired term of his/her incorporated area's non-incorporated-represented seat, petition the board to be the incorporated area's elected director replacing the board's appointed director.

1. The petition shall be presented on an official petition form to the Board of Directors at any regularly scheduled board meeting. The petition shall be subject to the same validation process as stated in bylaws Article IV, Section 2, Nominations.
2. The petition shall be handled in a manner consistent with an unopposed nomination for an incorporated area's board seat, unless multiple petitions are presented at the same meeting then standard voting procedure shall be followed. The first successful petition shall make null and void all subsequent petitions for the same director seat within a given term.
3. The board's appointed director representing the incorporated area's petitioned seat shall yield the seat to the incorporated area's "elected" nominee upon adjournment of the regularly scheduled board meeting at which the successful petitioner is declared "elected" by the board.

The incorporated area's successful petitioner shall be considered "seated" upon the yielding of the seat by the appointed director and shall serve the unexpired term of his/her incorporated area's seat as an elected director. Eligibility per bylaws Article IV, Section 2: Eligibility, for future terms as a director on the board shall apply.

New board members shall be announced to the membership no later than the first Friday in December via the Chamber's newsletter and website; an elected director replacing an appointed director shall be announced at the next available opportunity following transition from appointed to elected director.

A detail of the election and petition processes, a standard format for an official ballot, and the official petition form shall be part of this organization's Policies and Procedures Manual.

Article IV: Board of Directors, Section 3: Seating of New Directors

All newly-elected and appointed board members shall be seated at the regular December board meeting and shall be participating members thereafter. Retiring directors shall continue to serve until the end of the fiscal year.

Article IV: Board of Directors, Section 4: Vacancies

- A. A member of the Board of Directors who has been 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 absence approved by a majority vote of those voting at any meeting thereof.
- B. The Board of Directors shall fill vacancies on the Board of Directors or among officers through nomination and majority vote at any regularly scheduled meeting.
- C. A member accepting appointment by the Board of Directors shall serve the unexpired term for which he/she was appointed until the next regularly scheduled election, voluntary resignation, membership termination, or replacement by a petition elected director.
- D. A director serving by appointment shall not lose his/her eligibility for election to the Board of Directors unless the appointment was made upon term expiration of his/her elected seat. Reference Article IV, Section 2 of these bylaws.

Article IV: Board of Directors, 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 the Policies and Procedures Manual, reviewed annually, and revised as necessary.

Article IV: Board of Directors, Section 6: Management

The Board of Directors may employ an executive director who shall manage the daily operations of the Chamber in accordance with the policies and procedures and the strategic directions and objectives of the Chamber.

The board shall determine the salary, responsibilities, and other considerations of employment.

The executive director shall be responsible for administration of all programs and activities of the Chamber in accordance with the policies and regulations set by the Board of Directors as prescribed in the Policies and Procedures Manual of this organization.

The executive director shall be responsible for hiring, discharging, directing and supervising all Chamber employees and volunteers.

With the cooperation of the strategic directions and objectives committee chairperson and budget committee chairperson, the executive director shall be responsible for the preparation of an annual operating budget covering all activities of the Chamber, subject to approval of the Board of Directors. The executive director shall also be responsible for all expenditures with approved budget allocations.

The strategic directions and objectives of the Chamber and procedures for preparation of the annual budget shall be part of this organization's Policies and Procedures Manual.

Article IV: Board of Directors, Section 7: Indemnification, Board of Directors

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 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 December meeting shall reorganize for the coming year. At this meeting the board shall elect the president, vice president, treasurer, and secretary who shall take office on the first day of the new fiscal year.

In the interest of continuity, a director who is appointed to represent an unrepresented-incorporated-area is not eligible for election to an officer position.

Each officer shall serve for a term of one (1) year and each shall be a voting member of the Board of Directors.

Article V: Officers, Section 2: Duties of Officers

A. President

The president 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. The president shall, with advice and counsel of the Executive Committee, determine all committees, select all committee chairpersons and assist in the selection of committee personnel, subject to approval of the Board of Directors.

The president of the board, along with the executive director, is considered the spokesperson for the Coffey County Chamber of Commerce. Generally speaking, they will share the responsibility and consult with each other prior to making public statements. When this is not practical, the general guidelines will be for the executive director to speak in regard to operations, while the President will respond to policy matters.

B. 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 vice president shall also serve as chairperson of the strategic directions and objectives committee.

As such, the vice president and committee will be responsible for being alert to assure that the activities of the Chamber are directed toward achieving business and community needs in the county served by the Chamber.

The vice president shall cause and prepare, by and through the executive director, a monthly summary of activities of the Chamber

to be made available to the board by and through the "Director's Report."

The procedure for preparation of the "Director's Report" shall be part of this organization's Policies and Procedures Manual.

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. The treasurer shall also serve as the chairperson of the Budget Committee.

The treasurer shall cause and prepare, by and through the executive director, a monthly financial report to be made available to the board.

The procedure for preparation of the annual budget shall be part of this organization's Policies and Procedures Manual.

D. Secretary

The secretary shall serve as secretary to the Board of Directors and shall record minutes of the meetings. The secretary shall also serve as the communications coordinator of the board.

The secretary shall cause and prepare notices, agendas and minutes of meetings of the board, and shall assemble information and data and cause to be prepared special reports as directed by the program of the Chamber, by and through the executive director, to be made available to the board.

The procedures for preparation of notices, agendas, and minutes shall be part of this organization's Policies and Procedures Manual.

Article V: Officers, Section 3: Executive Committee

The Executive Committee shall be composed of the president, vice president, treasurer, and secretary. The president shall serve as chairperson of the Executive Committee.

The Executive Committee shall 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.

Article V: Officers, Section 4: Indemnification, Executive Committee

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 chairpersons. The president may appoint such ad hoc committees and chairpersons as deemed necessary to carry out the objectives and mission 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 the Board of Directors approves a different term.

It shall be the function of the committees to make investigations, conduct studies and hearings, make recommendations to the Board of Directors and carry out such activities that may be delegated to them by the board.

Article VI: Committees and Divisions, Section 2: Limitations 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. The president shall discharge committees when their work has been completed and their reports accepted, or when in the opinion of the Board of Directors deems it wise to discontinue the committees.

Article VI: Committees and Divisions, Section 3: Testimony

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

Article VI: Committees and Divisions, 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 including collection and disbursement of funds.

No action or resolution of any kind shall be taken by 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 operation fund. Funds unused from the current year's budget will be placed in a reserve account.

Article VII: Finances, Section 2: Disbursements

- A. Disbursements by check shall require two (2) signatures: One (1) signature can be the executive director and one (1) signature can be an authorized board member; or two (2) signatures of authorized Executive Committee members.
- B. Disbursements by debit card shall require the signature of the executive director and shall be limited to budgeted disbursements.

- C. Policies and procedures for executive director fiscal authority and responsibility shall be part of this organization's Policies and Procedures Manual.

Article VII: Finances, Section 3: Fiscal Year

The fiscal year of the Chamber shall close on December 31st.

Article VII: Finances, Section 4: Budget

As soon as possible after election of the new Board of Directors and officers, the Budget Committee shall adopt the budget for the coming fiscal year and submit it to the Board of Directors for approval.

Article VII: Finances, Section 5: Annual Audit

A public accountant, selected by the board, may audit the accounts of the Chamber of Commerce annually as of the close of business on December 31st or at any time at the discretion of the board.

The results of the audit, shall at all times, be available to members of the organization within the offices of the Chamber.

Article VII: Finances, Section 6: Bonding

At the board's discretion, a sufficient fidelity bond in the amount set by the board and paid for by the Chamber as the Board of Directors may designate shall bond the executive director and such other officers and staff.

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 Internal Revenue Code Section 501(c)(3).

Article IX: Parliamentary Authority, Section 1: Parliamentary Authority

The current edition of Robert's 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

- A. These bylaws may be amended or altered by a majority vote of the members via ballot or at any regular or special meeting, providing the Board of Directors has approved the amendment(s) and the proposed amendment(s) has (have) been made available for member review for a minimum of five (5) business days preceding any vote.

- B. Any proposed amendment or alteration shall be submitted to the Board of Directors in writing at least five (5) days in advance of the meeting at which they are to be acted upon.
- C. Revisions that correct spelling, punctuation, or grammar may be submitted to the Board for approval then incorporated without a member vote, provided the corrections do not alter or modify the intent of the bylaw.
- D. The bylaws were originally prepared from the U.S. Chamber of Commerce Suggested Bylaws.