

Fairview Area Chamber of Commerce

By-Laws

Article I – Name

Section 1. The name of this organization shall be the Fairview Area Chamber of Commerce.

Article II – Mission Statement

Section 1. The Fairview Area Chamber of Commerce is established to promote business, stimulate economic development and strengthen our community.

Section 2. Geographic Scope. The Fairview Area Chamber of Commerce will focus on areas surrounding the City of Fairview and will seek to foster cooperation with other Chambers within our region.

Article III - Membership

Section 1. Membership. Any person, firm, corporation, partnership, business or association interested in subscribing to the objectives and purposes of the organization shall be eligible to apply for membership.

Section 2. Classes of Membership. There shall be four classes of membership: Individual, Firm, Non-profit and Corporate. Members shall be considered in good standing with payment of the appropriate annual dues relative to each class of membership.

Section 3. Termination of Membership. A member whose membership investments have not been paid within 90 days of Oct. 1 due date may be terminated by a majority vote of the Board of Directors. A member whose membership investments has not been paid within one hundred eight (180) days of the due date shall be automatically terminated. A member may resign at any time by submitting written notice to the President.

Article IV - Officers

Section 1. Officers. The offices of the organization shall be President, 1st Vice President, 2nd Vice President, Secretary, Treasurer, and (3) board members. Each officer shall be elected for a two year term with nominations announced at an annual meeting in July. The incumbent President shall not be disqualified from nomination for a position of officer or board member. In the event of the death, disability or refusal to act on the part of the President during his or her respective term in office, the 1st Vice President shall assume the role of President upon a vote of confidence by members in good standing. If the vacancy is filled, the position will be held for the remainder of that term. The election of officers and board members shall be conducted and completed prior to June 1st during any election year. All officers shall serve the following calendar year and until their successors have been elected and duly qualified.

Section 2. The President of the Executive Board shall appoint, subject to approval by the Chamber Board of Directors, a Nominating Committee consisting of (5) members at the March Board of Directors meeting. At least (2) members of this committee should be members of the Chamber Board of Directors and the remaining (3) members of this committee should be non-Board members. Candidates for officer or board member positions may be nominated by any Chamber member in good standing. The membership shall be provided (by public announcement at the meeting, by written notice or by email notice) information regarding Nominating Committee meetings and which board positions are subject to election. Members shall submit nominations in writing to the Nominating Committee within (10) days after the notice has been given to membership. From nominations received, the Nominating Committee shall prepare a slate of candidates equal to the number of available positions on the Chamber Board of Directors, plus a minimum of two (2) alternates. Each candidate must be a chamber member in good standing, preferably will have served for at least (1) year on any Chamber of Commerce Committee, and must have agreed to accept the responsibilities of directorship. This slate, including alternates, shall be presented to Chamber members for approval. The elected Board of Directors shall be the candidates who receive a majority of votes cast by members present and in good standing. In the case of a tie the Chamber Board of Directors shall vote, and certify as elected, the person who receives a majority of votes cast by the Board of Directors.

Article V – Duties of Officers

Section 1. The President. The President shall preside at all the meetings of the organization and of its executive committee and shall enforce all laws and regulations of the organization. At the regularly scheduled meetings of the organization, and at such other times as deemed proper, the President shall communicate to the members' such matters and make suggestions as may tend to promote the prosperity and increase the usefulness of the organization. The President, or a person duly appointed by the President, shall serve as a representative of and spokesperson for the chamber at special events and/or as a liaison with chamber members and government agencies as required.

Section 2. 1st and 2nd Vice Presidents shall assist the President in such ways as the President deems. In an instance of the President's absence, the president shall designate one of these officers to serve in his or her stead. One of these officers shall be responsible for meeting programs.

Section 3. The Secretary. The Secretary shall maintain the records of the Chamber and conduct the official correspondence of the organization; notify officers, board members and other appropriate members of meeting dates, times and location, and carry out or assist with other functions as directed by the Executive Board.

Section 4. The Treasurer: The Treasurer shall be responsible for the safeguarding and disbursement of all funds received by the chamber. Such funds shall be kept on deposit in financial institutions or invested in a manner approved by the Board of Directors. Checks can be signed by the Treasurer, President or by another authorized individual who has been given the ability to sign unless the amount of the check exceeds \$2000.00, in which case the check must be signed by both or, in the absence of either Treasurer or President, by another authorized with signature authority. The Treasurer shall cause a financial report to be made to the membership monthly. The Treasurer shall submit a proposed budget for the year to

the Executive Committee for approval. At the end of the fiscal year currently running July-June, the Treasurer shall submit the financial books to a Board-approved and qualified auditor, with results of the ensuing audit presented to the Executive Board for review and approval.

Article VI – Executive Committee

Section 1. Board. The President, officers of the organization, and 3 elected board members shall constitute the Executive Board or Board of Directors. Five of these members shall constitute a quorum.

Section 2. Duties. The Executive Committee shall transact all routine business of the organization, fix the salaries of any and all paid employees of the organization, authorize contracts, purchase equipment and supplies, and perform such other duties as may be deemed necessary to carry out the mission statement of the organization. The Executive Committee shall act as an interim between membership meetings or in the absence of a quorum thereof.

Section 3. Meetings. The Executive Board shall meet at such time and place as the Board may determine. The President may call additional meetings as deemed necessary.

Section 4. Removal of Board Members. A board member may be removed without cause by the affirmative vote of $\frac{3}{4}$ of the board members currently in office. Cause may include failure to attend three (3) consecutive regular meetings and/or 75% of all scheduled meetings of the board of directors; failure to contribute membership investments; failure to comply with the by-laws and policies of the Chamber as may be adopted or amended from time to time. Except as limited above, any director may be removed with or without cause by a $\frac{3}{4}$ supermajority vote of the members provided there is a quorum of members voting as required by these by-laws.

Section 5. No Compensation. The Board of Directors, otherwise known as the Executive Board, will receive no compensation for their services.

Article VII - Committees

Section 1. Appointments. The President shall appoint such standing or special committees, composed of members in good standing, as may be needed to advance the interests of the organization and carry out the Mission Statement of the Chamber.

Section 2. Discharge of Committees. Should any standing or special committee fail to discharge the duties assigned to it with responsible promptness it may be discharged by the Executive Committee and/or the President.

Section 3. Vacancies. The President has the authority to fill vacancies on committees by appointment.

Article VIII - Funds

Section 1. Disbursement. No disbursement of organization funds, and no division thereof, shall be made unless the same shall have been approved, authorized and ordered by the Executive Committee, except that upon approval of the budget, the Treasurer and other officers are authorized to make disbursements provided for in the budget without additional approval. All disbursements shall be made by check and signed by the Treasurer, President and/or authorized individual. The Executive Committee shall approve appropriate resolutions authorizing bank transactions, signatories, and related matters.

Section 2. Financial Obligations. No officer, member, division, or committee members, other than the Executive Board, shall incur any financial obligation in the name of the Fairview Area Chamber of Commerce that is not provided for the current operating budget, without the express prior approval of the Executive Committee.

Section 3. Money and Interest. Any money and interest designated for the Fairview High School Scholarship Fund shall not be diverted to other uses. Any exceptions to this must be voted on, and approved by $\frac{3}{4}$ of current members in good standing.

Section 4. Disbursements. Disbursements of an amount of \$2,000 or more shall be approved by the Board of Directors in advance of the disbursement being made.

Article IX - Membership Meetings

Section 1. Monthly Membership Meetings. The monthly membership meetings of the organization shall be held at such time and place as may be determined by the Executive Board. Additional meetings authorized by the Executive Committee may be called with a minimum of three days' notice.

Section 2. Quorum. At all meeting of members, 10% attendance of members in good standing shall constitute a quorum.

Section 3. 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 by-laws of the chamber.

Article X – General Regulations

Section 1. Monthly Membership Meetings. The monthly meetings of the organization shall be held at such time and place as determined by the Executive Committee. Additional membership meetings may be called upon three days' notice.

Section 2. Annual Budget. At the beginning of each fiscal year the members shall adopt an annual budget, which shall be prepared by the Treasurer and approved by the majority of the Executive Board .

Section 3. Appropriations. No officer, board member, agent or employee of the organization shall be authorized to disburse or pledge any funds except for the Board approved business purposes of the organization.

Sections 4. Referenda. Whenever deemed advisable, the Executive Committee may submit, upon its own initiative, any matters of importance to the entire membership for a referendum vote. In such cases, information shall be communicated to each member and ballots shall accompany such communications. Reasonable time shall be given for the receipt of such ballots and consideration of the information provided, and a majority of votes cast shall be decisive. In all cases, the Executive Board shall have the power to adopt such rules and regulations as, in the judgment of the Executive Committee, is deemed just and proper.

Section 5. Publications. All important utterances and publications made in the name of or on the behalf of the organization shall be coordinated and shall be in harmony with the general policies of the organization as established and authorized by its by-laws and by its membership. All important utterance shall be reviewed and approved, prior to the dissemination, by the Executive Board of the Fairview Area Chamber of Commerce.

Article XI – Revisions

Section 1. Alteration. Any amendments to the bylaws of the Fairview Area Chamber of Commerce must be presented for discussion during the scheduled monthly Board of Directors meeting and voted on in person. Votes cast via email or by absentee ballot will not be considered.

Section 2. Inspection. By-laws must be inspected every two years by the Executive Committee at the beginning of each elected Board's term.

These revisions to the Fairview Area Chamber of Commerce

By-Laws were submitted for approval on October 22nd 2018.