

By-Laws of the Sikeston Regional Chamber
Adopted September, 1992
Corrected and Amended - January, 2018

ARTICLE I

General

This organization is a corporation under the laws of the state of Missouri, as a not for profit corporation, and shall be known as the Sikeston Regional Chamber. The principal office of the *association shall be at 128 N. New Madrid, Sikeston, Missouri 63801, or at such other place as the Board of Directors may designate.

ARTICLE II

Objectives

The Sikeston Regional Chamber is organized for the purposes of advancing the agricultural, commercial, industrial, and civic interest of the Sikeston region, including but not limited to: Scott, New Madrid, Mississippi, and Stoddard counties; of acquiring and distributing agricultural, commercial, industrial, and civic information, or having a part in representing the vicinity in decisions of agricultural, commercial, industrial, civic, and educational matters, whether national, state, or municipal, and of leading and encouraging a continual interest in community growth and development.

ARTICLE III

Limitation of Methods

The Chamber shall be not for profit, nonpartisan, and nonsectarian, and shall take no part in or lend its influence or facilities, either directly or indirectly, to the nomination, election, or appointment of any candidate for political office in city, county, state, or nation.

ARTICLE IV

Exempt Activities

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof. The corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under section 501 (c)(6) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 17(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE V

Membership Eligibility

Any person, firm, association, or corporation of good standing interested in the general welfare of the community is eligible for membership in the Chamber.

ARTICLE VI

Acceptance to Membership

Any individual or business in good standing in the community area served by the Sikeston Regional Chamber may become a member upon payment of dues and approval by the board of directors.

ARTICLE VII

Membership Dues - Voting Privileges

All dues will be payable the first of January or the first day of July depending on when that member's anniversary date occurs.

Each individual member of the Sikeston Regional Chamber shall have one vote during regular or special meetings and during annual election of directors.

ARTICLE VIII

Expulsion

The Board by a two-thirds vote of the members present may expel any member for conduct unbecoming a member, or for action detrimental to the interest of the Chamber, or for other causes.

ARTICLE IX

Membership

Members are liable for dues until written resignation is received by the board of directors or Executive Director. Members who have not paid their dues within 180 days of being billed will be automatically dropped from the membership rolls.

ARTICLE X

Meetings

The board of directors shall hold a minimum of 6 business meetings per year at times and places determined by the board, and such other meetings as the board provides by rule or resolution.

Special meetings of the board may be called by the president. Additionally, upon the written request of three or more members of the board or of twenty active members, expressing the object and purpose of the meeting, he/she shall call a special meeting. Notice of the time and place of holding special meetings shall be posted via electronic communications. at least five days prior to the date thereof to each elected member of the board. Executive sessions of the elected directors may be held when the board deems them desirable.

An annual meeting of the Chamber shall be held once annually at a time and place determined by the board. Additional regular meetings of the Chamber may be held at times and places determined by the board. Special meetings may be called by the board, and shall be called upon written request of twenty active members, expressing the object and purpose of the meeting. Written notices of the time and place of each called special meeting shall be posted via electronic communications to members at least five days in advance of meetings, outlining briefly the object and purpose of the meeting. At all

special meetings of the Chamber, only such business as the meeting was called to consider may be acted upon.

One half of the members constitute a quorum at any regular or special meetings of the Chamber; fifty percent of the voting board members, in attendance-- constitutes a quorum at meetings of the board.

ARTICLE XI

Board of Directors

The government of the Chamber, the direction of its work, and the control of its property is vested in a board of directors, consisting of eleven, 11 members elected by the general membership with new board members elected annually for a term of three years as hereinafter provided. No voting *director shall be elected to serve more than two three-year terms consecutively. The Chairman and such other persons as are designated by the by-laws, are ex-officio members of the board of directors entitled to attend all regular meetings thereof and take part in discussions, and entitled to vote as board members.

Upon election of the board, its members shall meet, qualify, and from their own number elect a Chairman, a first vice-chairman, a second vice-chairman, and a secretary-treasurer. These new officers will be elected from a slate prepared by the current Executive Committee and any other candidates nominated by directors serving on the new board. The Executive Committee's slate will be circulated two weeks before the officer election, with additional nominees to be received one week before the *election. The new board shall also select a President/CEO who serves at the pleasure of the board. The first vice-chairman will automatically succeed the chairman the following year, unless that person declines to serve.

The board may enact such rules as it deems expedient for the government of the Chamber, not inconsistent with existing by-laws and the charter. All vacancies in the board of directors, or among the officers, may be filled by the board. At times deemed appropriate, it shall make a full report of the work and finances of the Chamber.

A member of the board of directors who shall be absent from three consecutive regular meetings from the board of directors shall be automatically dropped from membership on the board, unless confined by illness or other absence approved by a majority vote of those voting at any meeting thereof.

ARTICLE XII

Ex-Officio Directors

Members of the board of directors, ex-officio, with authority to attend regular meetings of the board, take part in all discussions, but not vote, are the following:

(A) The President and or Chairman, and if the offices are held by different *persons, the directors.

(B) The immediate past chairman, if no longer a voting director; and

(C) Those persons from time to time holding positions of honor in the area, as designated annually by the board of directors.

ARTICLE XIII

Nomination - Elections

The election of directors shall be held during the fourth quarter of each calendar year with the exception that the election shall be completed by December first each year.

Nominations shall be made prior to election by a nominating committee. The committee shall consist of Chairman, plus two directors and two members appointed by the Chairman, and shall be selected not less than thirty days before the date of the election. The committee shall select from the members of the Chamber a slate of nominees to fill all board vacancies. That slate will be publicized to all voting members via electronic communications no later than November 10. Additional nominations can be made over the signatures of five voting members by November 15 to the Executive Director.

If no additional nominations are submitted, the board shall accept the slate at its next meeting. If there are additional nominees, the President and or Chief Executive Officer will post and publicize ballots to voting members by the 3rd Thursday of November to decide contested directorships.

The general membership will elect eleven, 11 directors, to be composed and assigned of various business owners and managers within the Sikeston Region. The board of directors may, from time to time, establish special procedures to adjust terms of office for at-large directorships so that a goal of electing one-third of the board to full terms each year is accomplished. Vacant seats may be filled for the length of the unexpired term.

The names of the candidates nominated shall be on the ballot by position to be elected, and the President and or Chairman shall submit to each authorized voter as many ballots as he/she holds voting memberships in the Chamber not less than six days prior to the election. All voting shall be made by ballot. A number of nominees corresponding with the number of directors to be elected who received the highest number of votes shall be declared elected. Voting shall be by mail, or in person, in conformity with such additional rules and regulations as the board may adopt.

Any member of the Chamber in good standing is eligible to election for director.

In the election of directors, if a tie occurs, the committee of judges shall cast lots and certify as elected the person or persons whom the lot determines.

ARTICLE XIV

Supervision of Election

In the event of an election, the nominating committee members shall appoint from this group a committee of three judges of election whose duties are to conduct and supervise the election and receive the unopened ballots. The ballots are to be tabulated and all nominees notified no later than ten days from the election close.

ARTICLE XV

Duties of Officers

The Chairman presides at all meetings of the Chamber and the board. He/she performs all duties incident to this office and advises such action required to increase the usefulness of the Chamber.

The two vice-chairman act in the absence of the Chairman. In the absence or disability of the three officers named, a member of the board is chosen to act temporarily. The vice-chairmen perform such additional duties as may be assigned them by the Chairman or board of directors.

The secretary-treasurer receives and disburses the funds of the Chamber. At frequent intervals he/she makes reports to the board.

The President and or CEO is the chief administrative of the Chamber. He/she may, in the discretion of the board, serve as and perform all the duties of director. It is his/her duty to conduct the official correspondence, preserve all books, documents and communications, keep books of accounts, and maintain an accurate record of the proceedings at the Chamber, the board of directors, and all other

committees. He/she must submit a financial statement and written report of the year's work at the close of each fiscal year. He/she has general supervision over all employees of the Chamber, and performs such duties as may be incidental to his/her office, he/she is to deliver to the board all books, papers, and property of the Chamber. He/she may assist the secretary-treasurer in the latter's duties.

The board may from time to time create such other offices and prescribe duties therefore as it deems appropriate.

ARTICLE XVI

Committees

The board authorizes and defines the powers and duties of all standing and special committees, except those committees whose functions are prescribed in these by-laws. Subject to confirmation by the board, the Chairman appoints all committees; each member serves at the Chairman's pleasure.

Committees are to make investigations, conduct hearings, make recommendations to the board, and carry on such activities as may be delegated them. They may examine and report on such subjects as may be referred to them, and they may originate and report to the board such views as they deem proper for its consideration. No committee, standing or special, has power to commit the Chamber on any matter.

The Chairman and President are members of ex-officio of all committees, without the right to vote.

ARTICLE XVII

Executive Committee

The Executive Committee consists of the Chairman, the two vice-chairmen, the secretary treasurer, the immediate past Chairman, the President and or Chairman and such other directors, not exceeding three, as are designated by the Chairman* and approved by the board. It has general charge of the finances and property of the Chamber.

ARTICLE XVIII

Auditing

The financial operation of the Chamber shall be reviewed by the executive committee annually, and reported to the board of directors for its review. The executive committee or the full board of directors may call for a certified audit with a majority vote.

The Chairman, first vice-chairman, secretary-treasurer, and President, should be on the checking account signature card. Two signatures will be required for each check with the Chamber Chairman designating who will sign checks.

ARTICLE XIX

Disbursements

No disbursements of the funds of the Chamber may be made unless approved, authorized, and ordered by the Executive Committee. Approval of the annual budget shall constitute authorization of the President and or Chairman to disburse funds for ongoing operations within the parameters of that budget. All disbursements, other than petty cash, must be made by check.

ARTICLE XX

Fiscal Year

The fiscal year is the same as the calendar year.

ARTICLE XXI

Parliamentary Procedures

The proceedings of the Chamber meetings are governed by and conducted according to the latest edition of Robert's Manual of Parliamentary Rules.

ARTICLE XXII

Amendments

Immediately upon adoption of these by-laws, they are to be enrolled in a special by-laws book to be provided for that purpose and, thereafter, no amendment to the by-laws becomes operative until it is enrolled in the book of by-laws and made available for inspection by any member.

All proposed amendments must first be submitted in writing to the board of directors by a committee appointed by them, or by any group of five or more voting members, for the board's consideration, recommendation, and submission for a membership vote. If the board fails to act within 30 days of receiving by-laws proposals, they are to be submitted to membership vote without recommendation. These by-laws may be amended or altered by two-thirds vote of those present at any regular or special meeting of the Chamber, notice of the proposed changes must be publicized by the President and or Chief Executive Officer* to each member no less than ten days prior to such meeting.

ARTICLE XXIII

Resolutions

Resolutions shall be approved by the general membership.