

BY-LAWS
SOUTHEAST KENTUCKY CHAMBER OF COMMERCE
178 College Street
Pikeville, KY 41501
Updated July 21, 2016

ARTICLE I- GENERAL

Section 1- Name

This organization is incorporated under the laws of the Commonwealth of Kentucky and shall be known as the Southeast Kentucky Chamber of Commerce (sometimes hereinafter referred to as “CHAMBER”).

Section 2- Purpose

It shall be the Mission of the Southeast Kentucky Chamber of Commerce to improve, advance, and unite Floyd, Johnson, Knott, Lawrence, Letcher, Magoffin, Martin, and Pike counties as Southeastern Kentucky in commerce, transportation, education, and quality of life; to secure job opportunities and training for our own available workforce; to promote Southeastern Kentucky to prospective businesses and industries; to affect civic and social improvements; to promote integrity, good faith, and equitable business principles; and to assume leadership in Southeastern Kentucky. The Southeast Kentucky Chamber of Commerce was organized to advance the general welfare and prosperity of Southeastern Kentucky so that its citizens and all areas of its business community shall prosper. All necessary means of promotion shall be provided and particular attention and emphasis shall be given to the economic, civic, commercial, cultural, industrial, and educational interests of the area.

Section 3- Limitation of Methods

The Southeast Kentucky Chamber of Commerce shall observe all local, state and federal laws that apply to a non-profit organization, as defined in Section 501 (c) (6) of the Internal Revenue Code.

Section 4- Limitation 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 is approved or ratified by the Board of Directors.

Section 5 – Limitation of Political Activity

The Chamber shall be non-profit, non-partisan, and non-sectarian. Relative to political activity, the Chamber will observe local, state, and federal laws, including without limitation article 501 (c) 6 of the Internal Revenue Code.

Section 6- Indemnification

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 such 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 of misconduct.

ARTICLE II – MEMBERSHIP

Section 1- Eligibility

Any person, association, corporation, partnership, or any other business entity having an interest in the objectives of the organization shall be eligible to apply for membership.

Section 2- Election

Applications for membership shall be via online application or in writing, on forms provided for that purpose, and signed by the applicant. Election of members shall be by the Board of Directors at any meeting thereof. Any applicant, so selected, shall become a member in good standing upon payment of the regularly scheduled investment as provided in Section 3 of Article II.

Section 3- Investments

Membership investments shall be at such rate(s), scheduled or formula (as many may be from time to time) prescribed by the Board of Directors, in the Chamber's Policy & Procedures payable in advance.

Section 4- Termination (Resignation, expulsion, and delinquency)

(A) Any member may resign from the Chamber upon written request to the Board of Directors.

(B) Any member may be removed from the membership list for non-payment of dues after ninety (90) days from the date due, unless otherwise extended for good cause.

(C) After notice and opportunity for hearing, any member may be expelled by a two-thirds vote of the Board of Directors, at a regularly scheduled meeting thereof, for conduct unbecoming a member or prejudicial to the repute of the Chamber.

Section 5- Voting

In any proceeding, including electronically, in which voting by members is called for; each member in good standing shall be entitled to cast one (1) vote.

Section 6- Exercise of Privileges

Any firm, association, corporation, partnership, or any other business entity holding membership may nominate individuals whom the holder desires to exercise the privileges of membership covered by its subscriptions, and shall have the right to change its membership nomination upon written notice.

Section 7- Orientation

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

Section 8- Honorary Membership

Distinction in public affairs shall confer eligibility to honorary membership. Honorary members shall have all the privileges of members, except the right to vote and shall be exempt from payment of dues. The Board of Directors shall confer or revoke honorary membership by a majority vote.

ARTICLE III – MEETINGS

Section 1- Annual Meeting

The Annual Meeting of the corporation, in compliance with State law, shall be held each year, at a time and place fixed by the Board of Directors and notice thereof shall be disseminated (electronic or mailed) to each member at least ten (10) days before said meeting.

Section 2- Additional Meetings (General membership, Board and Committee meetings)

General meetings of the Chamber may be called by the Chairman at any time, or upon petition in writing of ten (10%) percent of the members in good standing: (A) Notice of special meetings shall be disseminated (electronic or mailed) to each member at least five (5) days prior to such meeting; (B) Board meetings may be called by the Chairman or by the Board of Directors upon written application of one-third of the members of the Board. Notice (including the purpose of the meeting) shall be given to each director at least three (3) days prior to said meeting; (C) Committee meetings may be called at any time by the Chairman or by the committee's chairperson.

Section 3- Quorums

At any duly called general meeting of the Chamber three (3%) percent of the members shall constitute a quorum. At any duly called Board meeting, a majority of the voting body shall constitute a quorum. At any duly called committee meeting, a majority of the committee shall constitute a quorum, except when a committee consists of more than nine (9) members. In that case, five (5) shall constitute a quorum.

Section 4- Notices, Agenda, and Minutes

Written or electronic notice of all Chamber meetings must be given at least a minimum of three (3) days in advance unless otherwise stated.

ARTICLE IV- BOARD OF DIRECTORS

Section 1 – General Authority & Responsibilities

There shall be a Board of Directors which shall control the property of the Chamber, be responsible for the Chamber's finances, be responsible for the government and policy making for the Chamber and have full power and authority over the affairs of the Chamber except those specifically reserved for the general membership by these bylaws. In addition, the Chamber shall review the Chamber bylaws at a minimum of every third (3rd) year, or as needed.

Section 2- Composition of the Board

The governance of the Chamber, the direction of its work and the control of its property shall be vested in the Board of Directors consisting of twenty-four (24) members, eight (8) of whom shall be elected or appointed each year.

Directors shall be elected by the general membership of the Chamber except as set out herein. Each director, elected or appointed, shall serve a term of three years, and no member of the Board who has served a full three-year term shall be eligible for re-election or re-appointment until after the lapse of one year from his/her term as Director.

Three of each year's class of Directors shall be appointed by the Chairman-Elect. The appointed Directors shall be named with the advice and consent of the Board of Directors.

Section 3- Absenteeism, Vacancies, Resignations, & Removal

Absence from three consecutive regular meetings of the Board of Directors without an excuse deemed valid and so recorded by the Board of Directors may be construed as a resignation from the board of Directors. Notice shall be given by registered mail to any board member who misses two consecutive meetings of the board of Directors without a valid excuse informing him/her that missing another meeting may be construed as a resignation from the Board.

The Chairman, with the advice and consent of the Board of Directors, shall have the power to fill all vacancies on the Board caused other than by the expiration of a Director's term, and shall have the authority to determine the length of terms of Directors so that no more than eight (8) Directors' terms expire in any one year.

Any member of the Board of Directors who holds, or runs for a public office shall resign his/her position on the Board of Directors.

In the Board's discretion vacancies in the office of the Chairman prior to the normal expiration of a full term may be filled by the Chairman-Elect and Vice Chairman automatically moving up to the next higher office for the remaining unexpired term. In that event, the board of Directors by majority vote shall then fill the office of the Vice Chairman. Upon completion of the unexpired term, succession and election of officers shall proceed

as discussed in Article IV, Section 2. If a Chairman-Elect moves up to fill an unexpired term as Chairman, he or she is eligible to serve an additional full term as Chairman.

Section 4 – Ex-Officio Directors

The following persons may be ex-officio Directors: University of Pikeville President; Big Sandy Community and Technical College President; One East Kentucky CEO

Ex-officio Directors may attend Board meetings and take part in all discussions but may not send a proxy, vote or hold office.

Section 5 – Board Meetings

The Board shall meet at such regular time and place as may be determined by them, and not less than seven (7) times per year. The Board shall submit at the Annual Meeting a full report of the work and finances of the Chamber.

Section 6 – Emergency Action

As referenced in Article 3, Section 3 defining a Board quorum, if there is no quorum but there are at least eight (8) members present at a Board meeting and by unanimous vote of the members present there is declared to be an emergency question pending, action may be taken upon such emergency question by the unanimous vote of the members present, together with approval of such action. A record of the meeting shall be kept and the names of the Board members shall be made a part of the record. Action taken on such emergency question shall be required by the Board at its next meeting where quorum is present. The Board cannot take any other action but for the emergency question necessary to be decided.

In the event a meeting of the Board does not have sufficient attendance to constitute a quorum, as defined in Article 3 Section 3, but there are at least eight (8) members present, those members present may, by unanimous vote, declare a pending question or issue to be an emergency. Following such a unanimous vote, those members present may, by a second unanimous vote, take action upon the emergency question or issue. A record of the meeting shall be kept and shall include the names of the Board members in attendance, the question or issue declared to be an emergency, the action taken and any other pertinent information. Said record shall promptly be disseminated (electronic or mailed) to the full Board which shall either approve or otherwise address the emergency action at its next meeting where a quorum is present. Absent the above process to address an emergency, no action may be taken at a Board meeting which does not have a quorum of its members in attendance.

Section 7 – Board Action without a Meeting – Written Consent and Electronic Voting:

The Board may take action without meeting upon the unanimous vote of the directors evidenced by written consents. Each director's consent must describe the action to be taken, be signed by each director, and be attached to the minutes. A signed letter, email from the director's address on file with the Chamber or facsimile will constitute a director's written consent. The Board's approval of any action taken pursuant to this Section shall be effective when the last director signs the consent, unless the consent(s) specifies a different effective date. A consent signed shall have the effect of a meeting vote and may be described as such in any document.

ARTICLE V- ELECTION PROCEDURE FOR BOARD MEMBERS

Section 1- Nominating and Election Committee

A committee composed of the Board members who are rotating off the Board and the Executive Committee shall be the Nominating and Election committee for the Board.

Section 2 - Slate, Process for Board Members

The time table for election of the Board members shall be as follows: (1) the Nominating and Election Committee shall meet prior to the Board meeting annually in May. (2) The Nominating committee shall publish a slate of nominees to the membership of the Chamber no later than the day following the regularly scheduled Board Meeting for the month of May, along with a petition of nominee process. (3) If no petition is filed as provided in Paragraph B of this Section, then the nominated Candidates shall be declared elected by the Board at the Board's next regular monthly board Meeting. (4) If a valid petition is filed then the Nominating and Election Committee shall prepare a ballot with the names of all candidates arranged in alphabetical order and shall be disseminated (electronic or mailed) a ballot with the names of all properly nominated candidates for Director, two (2) weeks prior to the regularly scheduled Board meeting in the month of June annually. All ballots for Director must be received in the Chamber office by 4:00 p.m. local time on the third Thursday in June. (5) The Nominating and Election Committee shall immediately count the ballots at the Chamber office and issue a report of its finding to the Board of Directors at its regularly scheduled monthly Board Meeting in June annually. The Board of Directors shall declare the number of candidates with greatest number of votes as being elected Director. The newly elected Board members shall take office the first day of July.

A. Nominations: The Nominating and Election Committee shall present to the Chairman a slate of candidates necessary to fill the appropriate vacancies to serve a three (3)-year term to replace the Directors whose regular terms are expiring. Each candidate must be a member in good standing with the Chamber and must have agreed to accept the responsibility of a directorship.

B. Nomination by Petition: Additional names of candidates for directors can be nominated by petition bearing the genuine signatures of at least ten (10) qualified members of the Chamber. Such petition shall be filed with Nominating and Election Committee within one (1) week after notice has been given of the names of those nominated. The determination of the Nominating and Election Committee as to the legality of the petition (s) shall be final.

C. Determination: If no petition is filed within the designated period, the nominations shall be closed and the nominated slate of (number of vacancies) candidates shall be declared elected by the Board of Directors at their regular monthly Board meeting.

The ballots shall be marked in accordance with instructions printed on the ballot and returned to the Chamber office within ten (10) days. The Board of Directors shall declare the candidates with the greatest number of votes elected, at this regular monthly board meeting.

Section 3- Seating of New Directors

All newly elected and appointed Board members shall be seated at scheduled Board of Directors meeting and shall be participating members thereafter. Retiring Directors shall continue to serve until the end of the Chamber's fiscal year (June 30).

Section 4- Management

The Board of Directors shall employ a President/CEO and the Executive Committee shall fix the salary and other considerations of employment with Board approval

Section 5- Indemnification

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 under the terms set forth in Article I, Section 5, of these Bylaws.

ARTICLE VI- OFFICERS

Section 1- Officers' Election

During the regular Board meeting held in the month of May annually, the Board of Directors shall, as a part of its regular scheduled agenda, elect officers for the ensuing year. The officers to be elected the first year under these by-laws shall be the Chairman, Chairman-Elect, Vice-Chairman, Treasurer, and Secretary.

The Board shall receive nominations from the floor, for the various offices beginning with the office of Chairman, Chairman-Elect, Vice-Chairman, Treasurer and Secretary. The Chairman-Elect and Vice-Chairman shall automatically move up to the next higher office.

The Board of Directors shall nominate from the floor the officers in the order as set out herein. A secret ballot shall be used, and the highest vote getter shall be declared the winner. New officers shall take office on July 1st.

Section 2- Duties of Officers

(A) Chairman: The Chairman shall serve as the chief voluntary elected officer and executive of the Chamber of Commerce and shall preside at all meetings of the membership, Board of Directors and Executive Committee.

The Chairman shall assign Vice-Chairs to divisional or departmental responsibility, subject to the Board of Directors approval. The Chairman shall also cause to be developed a program of work or business/strategic plan and policies to help meet the needs of the membership and community. The Chairman shall motivate and encourage other officers, directors, and committee chairs to carry out their responsibilities. The Chairman shall also encourage active involvement of the general membership.

(B) Chairman-Elect: The Chairman-Elect shall exercise the power and authority and perform the duties of the Chairman in the absence or disability of the Chairman.

(C) Vice-Chairman: The duties of the Vice-Chairman shall be as such, required by law, and those that may be assigned by the Chairman and Board of Directors.

(D) Secretary: The Secretary, or his/her designee shall (1) keep the minutes of the Board of Directors; meetings; and (2) in general, perform all duties incident to the office of secretary and such other duties as from time to time may be assigned by the Chairman or by the Board of Directors.

(E) 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 cause a monthly financial report to be made to the Board of Directors.

(F) President/CEO: The President/CEO shall be the chief administrator and executive of the Chamber. The President/CEO shall cause to be prepared notices, agendas and minutes of meetings of the Board. The President/CEO shall be involved in the management, function of planning, organization, and evaluation for the Chamber. The President/CEO is an ex-officio member of the Board of Directors, Executive Committee, all other committees of the Chamber and shall serve and act as Secretary of the Chamber whenever required. The

President/CEO shall be responsible for preparation and distribution to the Board of Directors of a concise and accurate report of activities and status of the Chamber at a minimum on an annual basis.

The President/CEO shall be responsible for hiring, discharging, directing, and supervising all employees.

With the cooperation of the Executive Committee of the Board and the Chairman and Chairman-Elect, the President/CEO shall be responsible for the preparation of an operating budget covering all activities of the Chamber, subject to approval of the Board of Directors. The President/CEO shall also be responsible for approving all expenditures within approved budget allocations. The budget shall be prepared and presented to the Board of Directors at the June Board Meeting.

Section 3 – Executive Committee

The members of the Executive Committee shall serve one (1) year terms and shall consist of the Chairman, Chairman-Elect, Vice Chairman, Secretary, and Treasurer. In addition, at the Board of Directors meeting annually in June, the Chairman-Elect shall submit two (2) Board members for nomination for the Executive Committee and the Board of Directors shall submit two (2) Board members for nomination to the Executive Committee, each pending Board of Directors approval.

Four (4) voting members of the Executive Committee shall constitute a quorum. In the interim between meetings of the board, the Executive committee shall have charge of the routine business of the Chamber. It shall have general charge of the finance and property of the Chamber and shall have authority for ordering disbursements for necessary expenses, and may grant to any committee a reasonable amount of money for committee work, provided such amount shall not exceed the budgeted amount previously approved by the Board. The Executive Committee may refer matters brought before it to a committee or the Board. At the end of the fiscal year, it shall prepare and submit to the Board, a budget of the general expenses of the Chamber for the coming year.

Section 4 – Compensation

Except for the President/CEO, the Officers and Directors of the Chamber shall receive no compensation for their services as such, provided that they may receive reimbursement for reasonable expenses incurred and compensation for services performed extending beyond their services incident to the office/position held.

ARTICLE VII- COMMITTEES

Section 1- Appointment & Authority

The Chairman, by and with the approval of the Board of Directors, shall authorize and define the powers and duties of all committees.

The Chairman shall appoint all committees and committee chairs, subject to confirmation by the Board of Directors. The Chairman may appoint such ad hoc committees or task forces and their chairs as deemed necessary to carry out the program of the Chamber. Committee appointees shall serve concurrent with the term of the appointing Chairman, unless the Board of Directors approves a different term. Committees shall be authorized to make investigations, conduct studies/surveys/hearings, make recommendations to the Board of Directors, and to carry on such activities as may be delegated to them by the Chairman and Board of Directors.

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Section 2 – Discharge

The Chairman shall discharge committees when their work is completed and their reports are accepted, or when in the opinion of the Board of Directors, it is deemed wise to discontinue the committees.

ARTICLE VIII– PARLIAMENTARY AUTHORITY AND PROCEDURE

Section 1- Parliamentary Authority

The proceedings of the Chamber membership and Board of Directors meeting shall be governed by and conducted according to the latest edition of Roberts’ Manual of Parliamentary Rules unless otherwise set out herein.

Section 2 – Parliamentary Procedure

Unless otherwise provided, a majority of a quorum at any meeting of the Board of Directors, Executive Committee, or Nominating & Election Committee, shall be required for such entity to take any action.

ARTICLE IX – AMENDMENTS

Section 1- Altered, Amended, or Repealed

These By-Laws may be amended, altered, or repealed by a two-thirds affirmative vote of those present at any regular or special meeting of the membership of the Southeast Kentucky Chamber of Commerce or by a two-thirds electronic vote. This is provided that the proposed action be presented in writing at the regular Board of Directors meeting preceding such vote. This is provided that notice of the proposed change shall have been disseminated (electronic or mailed) to each member not less than ten (10) days prior to such meeting or electronic ballot for such vote.

These By-Laws may be amended, altered, or repealed by a two-thirds affirmative vote of those present in person or participating via remote communications at any regular or special meeting of the membership of the Southeast Kentucky Chamber of Commerce ~~or by a two-thirds electronic vote~~. This is provided that the proposed action be presented in writing at the regular Board of Directors meeting preceding such vote. This is provided that notice of the proposed change shall have been disseminated (electronic or mailed) to each member not less than ten (10) days prior to such meeting or electronic ballot for such vote.

ARTICLE XII – ORGANIZATIONAL STRUCTURE

Section 1- Structure

Nothing in these By-Laws shall prohibit the Chairman and/or President/CEO from proposing such organizational structure, as he/she may believe appropriate to carry out the work of the Chamber.

ARTICLE XIII – FINANCES

Section 1—Funds

All money paid to the Chamber shall be placed in a general operating fund unless otherwise specified and approved by the Board of Directors of the Chamber

Section 2 - Disbursements

All disbursements of the funds of the Chamber shall be subject to the rules set forth in the Chamber Financial and Investment Policy. Upon approval of the annual budget, the President/CEO is authorized to make disbursement on accounts and expenses provided for in the budget. All disbursements shall be made by check or with documented electronic transfer.

Section 3 – Fiscal Year

The Chamber shall operate on a fiscal year basis from July 1 to June 30 of the following year. The Annual Meeting shall be within ninety (90) days of the beginning of each fiscal year.

Section 4- Budget

No later than the June Board meeting annually, a budget will be approved by the Board of Directors. This budget will reflect the estimated expenses and income for the succeeding year.

Section 5- Audit

A Certified Public Accounting firm shall conduct an annual financial review of the accounts of the Chamber of Commerce at close of business on June 30. Every third (3) year an audit shall be conducted. The reviews and audits shall at all times be available to members of the organization within the offices of the Chamber.

Section 3—Bonding

The Chairman and such other officers and staff designated by the Board of Directors, shall be bonded by a sufficient fidelity bond in the amount set by the Board and paid for by the Chamber.

ARTICLE XIV – DISSOLUTION

Section 1—Procedure

The Chamber shall use its funds only to accomplish the objectives and purposed specified in the By-Laws, and no part of said funds shall inure, or distributed to the members of the Chamber. On dissolution of the Chamber, any funds remaining shall be distributed to one of more regularly organized and qualified charitable, educational, scientific or philanthropic organizations to be selected by the Board of Directors as defined and outlined in IRS Section 501 (c) (3).

**APPROVED AS AMENDED BY:
SOUTHEAST KENTUCKY CHAMBER OF
COMMERCE
BOARD OF DIRECTORS
ON THE ____ DAY OF MARCH, 2016**

BY: 
JEROMY WALTERS, CHAIRMAN