

Astor Area Chamber of Commerce By-Laws

Revised and ratified 11/14/2017

ARTICLE I GENERAL

SECTION 1. NAME

This organization shall be known as the Astor Area Chamber of Commerce, Incorporated. Documents on file.

SECTION 2. OBJECTIVE

The Astor Area Chamber of Commerce shall:

1. Advance the business, professional and civic interests of the communities it serves and do so under a democratic system of free and competitive enterprise.
2. Support and encourage the growth and expansion of existing businesses.
3. Procure and promote new business enterprises.
4. Develop awareness and visibility of the area communities to encourage economic growth.
5. Promote the business and civic welfare of all citizens in the communities served by the Chamber, following policies intended to accomplish the greatest good for the greatest number.
6. Represent the citizenship in a non-profit, non-partisan and non-sectarian manner.

SECTION 3. AREA

The "Astor Area" includes the communities of Astor, Astor Park, Barberville, Emporia, Pierson and Volusia, and any other area that applies for the Chamber's assistance or provides support for the Chamber's objectives stated above.

SECTION 4. LIMITATION OF METHODS

The Astor Area Chamber of Commerce shall function as a nonprofit, nonpartisan and nonsectarian business league 501c6.

ARTICLE II

MEMBERSHIP

SECTION 1. ELIGIBILITY

Any person, firm, organization, association, corporation, partnership or estate having an interest in the objectives of the organization shall be eligible to apply for membership. Memberships in the Astor Area Chamber of Commerce shall be classified as Business, Civic, Fraternal, Individual or Honorary.

1. BUSINESS MEMBERS are representatives of area businesses subscribing to the objectives of this corporation. Each business shall designate one individual who shall have all rights, privileges and responsibilities of active membership and will be entitled to one vote for that business.
2. CIVIC AND FRATERNAL MEMBERS are representatives of those organizations subscribing to the objectives of this corporation. Each organization shall designate one individual who shall have all rights, privileges and responsibilities of active membership and will be entitled to one vote for that organization.
3. INDIVIDUAL MEMBERS are persons who subscribe to the objectives of this corporation and who are interested in the betterment of the communities served by the Chamber. Each individual shall have all the rights, privileges and responsibilities of active membership and will be entitled to one vote. **Individual members must be property owners in the Astor area communities and reside in the area most of the calendar year.**
4. HONORARY MEMBERS are those persons who have served beyond expectation in their community, county, state or country. An honorary member shall be named by the Board of Directors by a unanimous vote of the Board members and shall be exempt from all assessments of dues for life. Community nonprofit organizations are eligible for honorary membership. Honorary memberships do not include voting privileges.

SECTION 2. ELECTION TO MEMBERSHIP **Change to read: APPLICATION FOR MEMBERSHIP**

Application for membership shall be in writing, on forms provided for that purpose, and signed by the applicant. Any applicant shall become a member upon payment of the regularly scheduled dues as provided in Article II, Section 3.

SECTION 3. DUES

1. Membership dues shall be at such a rate or rates, schedule or formula, as may be from time to time prescribed by the Board of Directors and ratified by the membership. Dues are payable annually, on advance and due on January 1 of each year.
2. Any new member joining the Astor Area Chamber of Commerce after July 1 may pay dues for that year at one half (1/2) the set rate until January of the next year, when dues are payable. Renewals will remain at the yearly rate.
3. Any member shall be expelled for nonpayment of dues after 30 days from the due date, unless otherwise extended for a good cause. **Board members will consider these members on a case by case basis.**

SECTION 4. TERMINATION OF MEMBERSHIP

1. Any member may resign from the Chamber upon written notice and shall be accepted by the Board without a refund of dues. Memberships are not transferable.
2. Any action by a member seen as detrimental to the Chamber of communities served by the Chamber may be investigated by a committee **established by the Board of Directors. The committee will consist of three impartial Chamber members who will present their findings to the Board of Directors with recommendation.** Said member may be expelled by a two-thirds (2/3) vote of the Board of Directors as a result of the committee's recommendations. There shall be no rebate of dues or any portion thereof as a result of termination of membership.

SECTION 5. VOTING

1. Each paid membership, as defined in Article II, Section I, shall be entitled to one (1) vote, may hold office, may attend meetings and serve on committees or task forces to promote the objectives of the Chamber. Honorary members may also attend all meetings and serve on committees and task forces to promote the objectives of the Chamber.
2. Any member unable to attend a meeting has the right to vote either by absentee ballot in writing, by nominating another member (in writing) to cast the vote in his or her absence, or by voting electronically via e-mail. Ballots should be received by the Secretary no later than forty-eight (48) hours prior to the meeting. Envelopes must be marked "Absentee Ballot" and are not to be opened until the time of the voting event.

ARTICLE III MEETINGS

SECTION 1. ANNUAL GENERAL MEETING

The Annual General Meeting of the Chamber shall be held on the second (2nd) Tuesday of February at 6:00 PM at the Chamber's current meeting quarters or a site specified by the President. An annual budget and comprehensive plan will be presented on the goals, events and activities for the upcoming year. A two-thirds (2/3) majority of current Board members present at the annual meeting of the Chamber shall constitute a quorum for transaction of business.

SECTION 2. SPECIAL AND GENERAL MEETINGS

1. All monthly meetings will be General Membership Meetings and will be held on the second (2nd) Tuesday of each month at 6:00 PM at the Chamber's current meeting quarters or a site specified by the President. Notification of the meeting will be made via e-mail or letter and will be posted at the Chamber office and on the home page of the Chamber website. A quorum of the Board is required for the transaction of business.
2. Notification of Special Meetings authorized by the President shall be provided at least five (5) days prior to the date of such meeting. Notification will be made via e-mail or letter and will be posted at the Chamber office and on the home page of the Chamber website.
3. Special Delete "Special" Meetings of the Board of Directors shall be called by the President when deemed advisable or upon the request of four (4) or more members of the Board, or ten (10) active members, expressing the purpose of the meeting.
4. A Committee Meeting may be called at any time by the committee chairperson.

SECTION 3. QUORUMS

At any duly called meeting of the Chamber membership, ten (10) active members shall constitute a quorum. A two-thirds (2/3) majority of Board members present shall constitute a quorum of the Board of Directors. At committee meetings, a simple majority constitutes a quorum. (See Article III Section 1 for exception – Annual General Meeting).

ARTICLE IV
BOARD OF DIRECTORS

SECTION 1. COMPOSITION OF THE BOARD

1. The Board of Directors shall consist of six (6) members and be elected by the membership at the General Membership meeting in January.
2. The Board of Directors shall elect Board Officers – the President, Vice President, Secretary and Treasurer from the members of the Board.
3. No Director shall serve for more than two (2) consecutive three (3) year terms. One year must separate any additional term on the Board.
4. Board of Director and Officer Eligibility. Individuals must be members of the Chamber of Commerce a minimum of two years before they are eligible to be elected to the Board. Members must have served on the Board of Directors a minimum of two years before they are eligible to be an officer in the Chamber of Commerce.

SECTION 2. DUTIES OF THE BOARD

1. The Board of Directors shall retain all of the decision making power of the Astor Area Chamber of Commerce between the regular General Membership monthly meetings. The Board of Directors shall make a brief account of its activities for the year with recommendations for the coming year at the February Annual General Membership meeting. (See Robert's Rules Revised, Article IX, Section 50, dealing with committees and Boards of Directors).
2. The Board of Directors shall, in the best interest of the communities served by the Chamber, have the responsibility for the betterment of the Astor area and the financial condition of the Astor Area Chamber of Commerce.

SECTION 3. VACANCIES

A member of the Board of Directors who shall be absent from three (3) consecutive regular meetings of the Board shall automatically be dropped from the membership on the Board unless confined by illness or circumstance. Vacancies on the board of Directors shall be filled by the Board of Directors by a majority vote for the unexpired term.

ARTICLE V
DUTIES OF OFFICERS

SECTION 1. PRESIDENT

The President shall preside over all meetings of the Astor Area Chamber of Commerce and all meetings of the Board of Directors. Subject to approval of the board, the President shall appoint all standing committees as shall be required. At the Annual General Membership meeting, and at such times as deemed necessary, the President shall recommend to the Directors such matters and make such suggestions as may tend to promote the prosperity of the Astor Area communities and increase the usefulness of the organization. The President shall present any and all business to the Board and its members. The President shall not have voting rights, except in the event of a tie vote.

SECTION 2. VICE PRESIDENT

The Vice President shall be responsible for the orientation of new Board members, the Annual General Membership Meeting banquet and annual budget committees. In the President's absence, the Vice President shall assume all respect duties.

SECTION 3. SECRETARY

The Secretary shall keep, or cause to be kept, all minutes of the meetings of the General Membership and the Board of Directors, as well as executive committees, and other records incident to the operation and management of the organization. The Secretary shall be responsible for answering correspondence, maintain member records, and providing notification for Special, General Membership and Board of Directors meetings.

SECTION 4. TREASURER

The Treasurer shall receive all monies due to the Astor Area Chamber of Commerce and shall deposit same and disburse. The Treasurer will be responsible for the payment of all bills incurred by the Chamber and approved by the Board of Directors. Whenever requested to do so by the Board, but not less than once a year, the Treasurer shall make a detailed report of finances, and with the approval of the Board shall invest surpluses. All disbursements shall be made by check signed by the President or the Treasurer. The current bank shall accept these bylaws as approval for all banking activities.

ARTICLE VI NOMINATIONS FOR BOARD OF DIRECTORS

SECTION 1. NOMINATING COMMITTEE

1. The President shall appoint a Nominating Committee of **four (4)** active members in good standing at the **October** meeting. All active members may make verbal or written suggestions to the Nominating Committee.
2. The Nominating Committee shall be charged with selecting at least two (2) members in good standing to run for expiring Director terms. Nominated members must be willing to serve and be elected as Board officers.
3. The Nominating Committee shall consist of a chairperson, secretary, and two (2) active members who are neither a candidate for office, nor sponsoring a candidate for election. Those candidates with the most votes will fill expiring terms.

SECTION 2. BOARD OF DIRECTORS ELECTIONS

1. At the **December** General Meeting, the Nominating Committee shall present to the Board of Directors their nomination to fill expiring terms of current Board Members.

2. Names of the candidates shall be arranged on a ballot in alphabetical order. Instructions will be given to vote for one (1) candidate for each expired term. The President **or his designee** shall mail ballots to all active members at least fifteen (15) days prior to the **January** General Meeting.
3. The ballots should be returned to the Chamber P. O. Box or to the Chamber office at least two (2) days prior to the **January** General Meeting.
4. Ballots shall be opened and counted by the nominating committee during the **January** meeting.
5. The newly elected Board of Directors shall meet before the Annual General Membership Meeting of the Chamber to elect within their body a President, Vice President, Secretary and Treasurer.
6. The newly elected officers and the Directors shall be installed at the Annual General Membership Meeting in **February**.

ARTICLE VII COMMITTEES

SECTION 1. APPOINTMENT, AUTHORITY AND PARTICIPATION

1. The President shall appoint all committees and committee chairpersons. He/she may appoint such ad hoc committees and their chairpersons as he/she deems necessary to carry out the programs and activities of the Chamber.
2. Committee appointments shall be at the will and pleasure of the President. It shall be the function of the committees to make investigations, conduct studies and hearings, organize activities and make recommendations to the Board of Directors.
3. The chairperson selects the committee, but it is a function of the Board of Directors to encourage member participation. A majority of committee members constitutes a quorum to transact business.

SECTION 2. STANDING COMMITTEES

Standing Committees include, but are not limited to the following:

1. Nominating Committee
2. Budget Committee
3. Community Action Committee
4. Public Awareness Committee
5. Business Development and Membership Committee
6. Special Events Committees

ARTICLE VIII FINANCES

SECTION 1. FUNDS

All money paid to the Chamber shall be placed in a general operating fund, unless otherwise designated, in which case special accounts may be established.

SECTION 2. DISBURSEMENTS

The Board of Directors is authorized to make emergency disbursement on accounts and expenses up to five hundred dollars (\$500). Anything above this amount must have the approval of the membership at a general or special meeting. Disbursement from investments, i.e., Certificates of Deposit, Money Market Funds, or any other investment account, except the checking account, must be approved by a two thirds (2/3) vote from the membership at a regular meeting.

SECTION 3. AUDITS

The Treasurer's records shall be available to the Board of Directors at all times. Once a year or at the discretion of the Board of Directors, the financial records of the Chamber shall be reviewed and presented to the general members. An audit may be requested in writing by any member in good standing.

ARTICLE IX DISSOLUTION

SECTION 1. PROCEDURE – DISSOLUTION CLAUSE

The Astor Area Chamber of Commerce should use its funds only to accomplish the objectives and purposes specified in these by laws; and, upon dissolution, no part of such funds shall be distributed to the members of the Chamber. On dissolution of the Chamber, any funds remaining shall be distributed equally to area non-profit civic organizations, who are in good standing in the communities they serve.

ARTICLE X PARLIAMENTARY PROCEDURE

SECTION 1. PROCEDURE

The current edition of Robert's Rules of Order, Newly Revised, shall be followed as parliamentary procedure, when such rules are not inconsistent with Charter or By Laws of the Chamber. The President may appoint a Parliamentarian at each meeting to ensure cooperation.

ARTICLE XI BY LAWS AND AMENDMENTS

SECTION 1. REVISIONS

These By Laws may be amended, revised, altered, repealed or rescinded and new By Laws adopted by a majority of votes cast by the membership voting at any regular membership meeting and/or a special meeting called for that purpose. **The membership must be notified of the By Law changes 10 days prior to the meeting.**

SECTION 2. IMPLEMENTATION

These By Laws shall be effective immediately upon their adoption.

SECTION 3. MEMBERSHIP

Each member shall be asked to read the By Laws on the Chamber's website and become familiar with them. If a member does not have internet access, they may request a written copy of the By Laws.

ARTICLE XII FISCAL YEAR

SECTION 1. CALENDAR YEAR

The fiscal year for the Astor Area Chamber of Commerce shall begin on January 1 and end on December 31 of each calendar year.

DATE RATIFIED: