

CONSTITUTION

ARTICLE I

NAME

The name of this organization shall be the Bowling Green Chamber of Commerce.

ARTICLE II

LOCATION

The corporation shall be located in the City of Bowling Green, Missouri.

ARTICLE III

OBJECTIVES

The Bowling Green Chamber of Commerce is a membership organization dedicated to promoting, developing, and enhancing community businesses and organizations.

ARTICLE IV

MEMBERSHIP

Any person may become a member of the Chamber. The By-Laws may provide for active memberships, non-resident memberships, and honorary memberships. The dues may be such as may be provided by the By-Laws

ARTICLE V

OFFICERS

The officers of the Chamber shall be a President, a First Vice President, a Second Vice President, a Secretary, a Treasurer, and such other officers as may be provided by the By-Laws. The Past President shall serve in an advisory role only. Should the Past President want a voting spot they must run for one of the four (4) Director spots. Additionally, the Past President shall only serve for one (1) year following their term even if the current President seeks re-election.

ARTICLE VI

MANAGEMENT

The final authority of the Chamber shall always rest in the membership. Subject to such modification or control by the members through the initiative or referendum or otherwise as may be provided by the By-Laws, the government of the Chamber, the direction of its work, the control of its work, and the control of its property shall be vested in the Board of Directors. The Board of Directors shall consist of thirteen (13) members who shall meet monthly.

ARTICLE VII

ELECTIONS

The annual election shall be held at such time as may be prescribed by the By-Laws. The Board shall consist of no more than thirteen (13) Directors, consisting of five (5) Executive Officers and no more than eight (8) Directors. Four (4) Directors shall be elected each year to fill a two (2) year term. During the same election period a President, First Vice President, Second Vice President, Secretary, and Treasurer shall be elected for a one (1) year term. There is no limit on how many years any individual may hold the same or other office or director position.

ARTICLE VIII

VOTING

Any and all elections for officers or Directors of the Chamber will be done through the general membership.

ARTICLE IX

NOTIFICATION

Any notice authorized or required by this Constitution or by any By-Law adopted in pursuance thereof to be given to any member of the Chamber, shall be deemed to be properly given if sent by letter addressed to such member at his last known business or residence address and deposited in the U.S. Mail, postage prepaid. The notice shall be deemed to have been given on the day of which it was deposited in the U.S. Mail. Alternative means of delivery, including in person and via electronic mail, will also be acceptable if authorized by the individual member.

ARTICLE X

AMENDMENTS

This Constitution may be amended, revised, or repealed, as the case may be, by a vote of the majority of the members of the Chamber voting upon the proposition, provided that at least one-third of the members shall vote upon the proposition, one way or the other. No proposition for amendment to, or revision of, or repeal of this Constitution shall be submitted to a vote of the members of the Chamber unless it shall first have been proposed by at least five (5) of the members of the Board of Directors or by at least twenty-five (25) active members of the Chamber; and unless, also written notice of such proposed amendment, revision, or repeal, as the case may be, shall have been sent to all of the members of the Chamber at least ten (10) days in advance of the time when the votes are to be received upon such proposition. Votes submitted in writing via mail, email, or text shall be accepted as long as it can be printed out for the records.

ARTICLE XI

DATE EFFECTIVE

After the approval of this Constitution by a two-thirds majority of the members of the Chamber and immediately upon the issuance of the certified copy of this Constitution by the Secretary of State of Missouri and after the institution to the Circuit Court of Pike County, Missouri in accordance with the provisions of Article X, Chapter 23 of the Revised Statutes of Missouri of 1909, shall become effective and henceforth shall be the Constitution of Bowling Green Chamber of Commerce, and the Constitution therefore existing shall thereupon cease in all its provisions. Provided however, that all present officers and the elected member of the executive committee who hold their offices as such by virtue of their appointment as chairmen of standing committees shall serve until the next election provided in the By-Laws that may be adopted under this Constitution and until such time shall act as and perform the functions of the Board of Directors as provided in and subject to the provisions of this Constitution and By-Laws adopted under it.

Adopted: December 2016, effective January 12, 2017; revised December 09, 2020.

BY-LAWS

ARTICLE I
DUES AND FORFEITURE OF MEMBERSHIP

SECTION 1.

Annual dues for membership in the Chamber of Commerce, which may be paid annually, shall be in ten (10) categories:

- 1) **INDIVIDUAL PROPRIETOR 1-3 EMPLOYEES:** Any business, firm, corporation or profit making commerce venture that employs the equivalent of one (1) to three (3) full-time persons. Full-time employee is to be defined as a person or persons working a forty (40) hour work. The hours of any part-time employees will be added together and then divided by forty (40) hours.
- 2) **4-10 EMPLOYEE MEMBERSHIP:** Same as above membership category except having the equivalent of four (4) to ten (10) full-time employees.
- 3) **11-25 EMPLOYEE MEMBERSHIP:** Same as above membership category except having the equivalent of eleven (11) to twenty-five (25) full-time employees.
- 4) **26-50 EMPLOYEE MEMBERSHIP:** Same as above membership category except having the equivalent of twenty-six (26) to fifty (50) full-time employees.
- 5) **51-75 EMPLOYEE MEMBERSHIP:** Same as the above membership category except having the equivalent of fifty-one (51) to seventy-five (75) full-time employees.
- 6) **76-99 EMPLOYEE MEMBERSHIP:** Same as the above membership category except having the equivalent of seventy-six (76) to ninety-nine (99) full-time employees.
- 7) **100-499 EMPLOYEE MEMBERSHIP:** Same as the above membership category except having the equivalent of one hundred (100) to four hundred ninety-nine (499) full-time employees.
- 8) **500 OR MORE EMPLOYEE MEMBERSHIP:** Same as the above membership category except having the equivalent of five hundred (500) or more full-time employees.
- 9) **RETIRED INDIVIDUALS OR ELECTED OFFICIALS:**
- 10) **CHURCH OR CIVIC ORGANIZATIONS:**
- 11) **ASSOCIATE:** Any individual not qualified for any other category of membership. Associate members may attend meetings, serve on committees, and participate in all events of the Chamber; however, these members may not hold an office on the Chamber board.

Annual dues for all ten (10) membership categories will be made payable during the month of January. The amount of annual dues for each category shall be determined by the Board of Directors at the November Board meeting. New members that join the Chamber in the middle of the billing periods will pay their initial dues on the monthly-prorated basis up to the next billing cycle (January to December). The Chamber Secretary is to be the responsible officer to mail all billing renewal notices, collect and record all dues payments, and deliver all monies to the Chamber Treasurer for proper deposit. The Chamber Secretary may delegate the task of billing to the Executive Director.

SECTION 2.

DELINQUENTS. Any member failing to pay dues within sixty (60) days after they become payable, shall become delinquent and the privileges of the Chamber shall be withheld until dues are paid.

SECTION 3.

EXPULSION. Any member may be suspended or expelled for cause, of which the Board of Directors shall be the sole judge, provided that written notice of the charges preferred shall be given the member at least one week prior to action by the Board. A member whose expulsion is being considered shall be given a hearing by the Board if so requested.

ARTICLE II
BOARD OF DIRECTORS

The government of the Chamber, the direction of its work and the control of its property shall be vested in a Board of Directors, consisting of eight (8) members, four (4) of which members shall be elected each year as here in after provided. Their duties begin at the next regular monthly Board of Directors meeting after their election, in addition to the officers a President, a First Vice President, a Second Vice President, a Secretary and a Treasurer. The Directors shall have power to fill all vacancies on the Board. They may adopt rules and regulations for conducting the business of the Chamber. In addition to those duties and powers, expressed and implied, set forth elsewhere in this Constitution and By-Laws, the Board of Directors shall have the following duties and powers:

- It shall constitute the Executive Board of the Chamber and be responsible for the execution, through the Chamber Officers, of the policies approved by the Chamber. All new business and policy of the Chamber shall be considered and shaped, first, by the Board of Directors for presentation to and approval by the Chamber members at a regular monthly or special Chamber meeting.
- It shall authorize all expenditures and shall not create any indebtedness beyond the current income of the Chamber, nor authorize disbursement of Chamber funds for purposes inconsistent with the business and policy authorized by the Chamber membership.
- It shall have power to modify, override or rescind the action of any office of the Chamber.
- It shall have the books, accounts, and operations of the Chamber audited annually or, in its discretion, more frequently and may require an account or have an audit made of the handling of any Chamber funds by any Officer, committee, or member of the Chamber. Any member of the Chamber in good standing may inspect any such audit or accounting upon request at a reasonable time and place.
- It shall appoint a bank or banks for the deposit of the fund of the Chamber.
- It shall appoint the surety for the bonding of any officer of the Chamber.
- It shall submit all matters of new businesses and policy to the respective standing or special Chamber Committees for study and recommendation to the Board.

They shall meet not less frequently than once a month. They shall submit at the annual meeting, a full report of the work and finances of the organization. At any meeting of the Board of Directors, at the request of any one member, the "Ayes" and "Nays", the "Absent" and "Not Voting" shall be recorded in the minutes. Special meeting of the Board may be held on the call of the President, or upon the written request of any three (3)

members of the Board. Five (5) hours notice of any such meeting shall be given by the Secretary delegating such duty to the Executive Director, to the members of the Board, which notice shall state the object of the special meeting. Notice to any member of the Board shall be deemed sufficient notice if either mailed or telephoned to him at his/her business or residence address five (5) hours before the time set for such meeting.

A simply majority of the number of Directors shall constitute a quorum of the Board.

If a matter arises that, in the judgment of the President, must be decided before the next scheduled Board of Directors meeting, a vote may be taken through email. Upon request by the President of the Board, the Secretary or Executive Director will issue an email detailing the issue and requesting votes from Board members. To be valid, the request must be issued to all eligible members of the Board, and no less than the number required for a quorum of Board members must respond to the request. The voting results shall be considered valid just as if the vote had occurred at a meeting. The record of the email issued and all email responses shall be reported at the next Board meeting and added to the official record of Board business. Only matters that cannot be delayed until the next Board meeting may be handled through this process.

The failure of a Director to attend three (3) Board of Directors meetings within a calendar year without reasonable excuse satisfactory to the Board shall be deemed tender of resignation, and, if accepted by the Board, the vacancy so created shall be filled as above provided in this Article. Any Director who misses two (2) Board of Directors meetings within a calendar year without an accepted excuse shall receive notice in writing or email from the Secretary or Executive Director notifying the member of the potential consequence of missing an additional meeting.

A Director may participate in a meeting of the Board of Directors or any Committee thereof by means of a conference telephone or similar communications equipment allowing all persons to hear each other at the same time. The Director shall notify the President or Executive Director in advance of the necessity to participate by teleconference. Such participation shall constitute presence in person at such meetings. A Director may only participate by teleconference for no more than two (2) meetings each calendar year.

Any ten (10) members of the Chamber of Commerce may propose in writing any matter for official action by the Board of Directors, and the Board shall proceed to consider and act on such matter in the same manner as on the report of any regularly constituted committee.

ARTICLE III **OFFICERS**

PRESIDENT:

The President shall be the Chief Executive Officer of the Chamber and shall perform all duties usually pertaining to that office or specified in these By-Laws. The duties of the President shall include:

- Preside at all meetings of the Chamber and of the Board
- Appoint, with Board approval, the standing and special committees of the Chamber and their chairs
- Work with committee chairmen to effect proper functioning and reporting of such committees
- Serve as an ex-officio member of all committee except the Nominating Committee
- As the budget allows, nominate to the Board for appointment a person to serve as Executive Director
- Ensure that the other Board officers are fulfilling designated job duties
- May sign all checks for the official business of the Chamber with the exception of any check being issued to his/herself.
- Thirty (30) days prior to the annual meeting, present to the Board a report of the activities and finances of the Chamber, which report will then also be presented at the annual meeting
- Such other duties as the Board may deem appropriate and necessary

FIRST VICE PRESIDENT:

The First Vice President shall act in the absence of the President. The duties of the First Vice President shall include:

- Make arrangements for a presenter at each monthly Member Meeting
- Chair the annual dinner meeting committee
- Responsible for advertising and public relations for all Chamber meetings and events
- May sign all checks for the official business of the Chamber with the exception of any check being issued to his/herself.
- Such other duties as the Board may deem appropriate and necessary

SECOND VICE PRESIDENT:

The Second Vice President shall, in the absence or disability of both officers, act as acting-president. Other duties of the Second Vice President shall include:

- Serve as Parliamentarian at all Chamber meetings
- Chair the Bylaws and Policies Committee, responsible for review and revision proposals
- Chair the Nominating Committee
- Maintain the Board term calendar
- Such other duties as the Board may deem appropriate and necessary

SECRETARY:

The Secretary shall be under the supervision and direction of the President and the Board of Directors, and serve as the chief administration officer of the Chamber. The Secretary may be required to give acceptable bond in the sum as the Board may determine for the faithful performance of duties. The duties of the Secretary shall include:

- Conduct official correspondence and general business
- Serve as chief administration officer of the Chamber
- Take minutes at all meetings of the Board
- Have custody of all records of proceedings of the Chamber and Board of Directors
- Such other duties as the Board may deem appropriate and necessary

In the absence of an Executive Director, the Secretary shall also:

- Maintain all records of attendance, committee appointments, addresses and phone number of members, member accounts
- Make the membership roster available upon request (electronic or hardcopy)
- Provide a monthly report to the Board to be incorporated in the minutes

TREASURER:

The Treasurer shall serve as the chief financial officer of the Board. The duties of the Treasurer shall include:

- Serve as the chair of the Finance Committee
- Receive all deposit slips for deposits made in the Chamber accounts
- Present outstanding financial obligations to the Board each month for authorization for payment
- Pay monies in fulfillment of obligations as authorized by the Board

- May sign all checks for the official business of the Chamber with the exception of any check being issued to his/herself.
- Have custody of and maintain general records of receipts and disbursements
- Make a monthly report to the Board for incorporation in the minutes
- Such other duties as the Board may deem appropriate and necessary

In the absence of an Executive Director, the Treasurer shall also:

- Issue annual billing statements to each member for dues and other financial obligations
- Collect and properly deposit all receipts

EXECUTIVE DIRECTOR

Duties shall be set by the Board of Directors in the form of a job description that can be changed or amended at the Board's will. The Executive Director will be given an annual review as detailed in the job description. The Executive Board shall hold executive session prior to the regularly scheduled December Board meeting to discuss the job review and salary of the Executive Director. The Executive Director's salary shall be fixed and approved annually by the Executive Officers at the December Executive Officers meeting, with final approval by the Board of Directors at the December Board meeting. The President and one other Executive Board member shall conduct the review within ten (10) business days of the Executive Session.

The duties of the Executive Director shall be detailed in the job description, but shall include no less than:

- Maintain all records of attendance, committee appointments, addresses and phone number of members, member accounts
- Chair the Membership Committee, overseeing membership recruitment and retention efforts
- Make the membership roster available upon request (electronic or hardcopy)
- May sign all checks for the official business of the Chamber with the exception of any check being issued to his/herself.
- Provide a monthly membership report to the Board to be incorporated in the minutes
- Issue annual billing statements to each member for dues and other financial obligations
- Collect and properly deposit all receipts
- Such other duties as the Board may deem appropriate and necessary

ARTICLE IV **COMMITTEES**

SECTION 1.

The President shall appoint ~~such~~ standing committee chairpersons among the Board of Directors or general membership, except for those committee chairs already designated in the Bylaws. The President shall appoint such temporary committees and chairs for special purposes as they may deem necessary. No person shall chair more than two (2) committees, although any member may serve on as many committees as desired. Any chairperson who misses more than three (3) committee meetings without unforeseen circumstances preventing their attendance shall be deemed to have tendered resignation from said committee and notice should be issued to said chairperson from the committee members.

- All committees are required to take minutes of the meetings.
- All information from each event shall be stored in an orderly fashion, with all minutes, notes, budget reports, and recap report, in the Chamber office. They shall be ready and available for the next year within thirty (30) days of said event.

- Each committee will be in charge of their appointed budget in its entirety, but shall give a monthly budget report to the Board.

ARTICLE V

MEETING OF THE CHAMBER

SECTION 1.

Special meetings of the membership of the Chamber may be called at any time by the President or by the Board of Directors, and shall be called by the President upon the written request of ten (10) members, by notice published in some newspaper published in the City of Bowling Green, which request shall state the specific purpose for which the meeting is to be called.

SECTION 2.

At least ten percent (10%) of the membership shall constitute a quorum for the transaction of business at any Chamber meeting.

SECTION 3.

If a matter arises that, in the judgment of the President, must be decided before the next scheduled member meeting, a vote may be taken through email. Upon request by the President of the Board, the Secretary or Executive Director will issue an email detailing the issue and requesting votes from all members. To be valid, the request must be issued to all eligible members. The voting results shall be considered valid just as if the vote had occurred at a meeting. The record of the email issued and all email responses shall be reported at the next member meeting and added to the official record of Chamber business. Only matters that cannot be delayed until the next meeting may be handled through this process.

SECTION 4

Although preference will be given to those who are members in good standing of the Chamber, any person or group may be asked to speak or present at a Chamber Member Meeting on topics that are relevant to Chamber and member business.

ARTICLE VI

ELECTIONS

SECTION 1.

The first annual election after the ratification of this Constitution and By-Laws shall be held in December of 2016, and thereafter the annual election shall be held in December of each year on such date as may be selected by the Board of Directors. At this December meeting, all members in good standing will be allowed one (1) ballot. Each business member will be allowed one (1) ballot.

SECTION 2.

During the September meeting of the Board of Directors, the President, with the Board of Directors' approval, shall appoint a Nominating Committee of no less than two (2) members, but no more than four (4) members, not more than two (2) of whom shall be members of the Board of Directors. The Nominating Committee shall

prepare a slate of four (4) nominees for the Director positions open from the previous term expirations and any other that may be called to fill a vacancy of any unfilled term. The Nominating Committee will present its slate of nominees to the President and Board of Directors during the November Board of Directors meeting.

An announcement shall be made at the September and October membership meetings that nominations are being accepted by the Nominating Committee. A deadline of October 31 shall be set for nominations from the membership to be submitted.

The President, Secretary, and Executive Director shall, after its approval by the Board of Directors, submit the list of nominees in writing to the Chamber membership along with an Official Notice of the Nomination Meeting to be held during the November Chamber Membership Meeting. The Notice, along with the approved slate of nominees, shall be delivered to all members in good standing in advance of the meeting.

SECTION 3.

The Election Meeting shall be held during the month of December during the monthly Chamber Membership Meeting by secret ballot. The President, Secretary, and Executive Director shall deliver the ballots to all members in good standing at least ten (10) days in advance of the meeting and give Official Notice of the Election Meeting and directions for voting procedures. The nominees' names will be listed in alphabetical order.

SECTION 4.

All ballots must be returned to the Chamber Office in care of the Secretary by mail, email, text, electronically on the Chamber website, or in person to the Secretary or Executive Director prior to the President's "Call for Ballots." Additional ballots will be available at the meeting. After the President's Call for Ballots, no other ballots shall be accepted and the election shall be closed.

SECTION 5.

During the Election Meeting, the Secretary or Executive Director shall deliver the ballots to be canvassed by a committee of three (3) members to be named by the President. After canvassing the ballots, the chairman of the committee shall deliver to the Secretary or Executive Director a written result of the voting along with all the ballots. The Secretary or Executive Director shall then immediately provide the President with a copy of the written results. The President will then announce the names of the winning nominees. Upon the request of any losing nominee, the Secretary or Executive Director shall provide the total results of the voting.

SECTION 6.

An annual installation of officers dinner meeting shall be held each year during the month of January at which time all officers and Directors shall be officially and properly installed in front of the membership. Each officer and Director shall be advised of their elected duties and each take an oath to perform their duties to the best of their abilities. The date of the annual installation of officers dinner meeting shall be determined at least thirty (30) days in advance by the Board of Directors.

**ARTICLE VII
FINANCES**

SECTION 1

The funds of the Chamber shall be expended, so far as practicable, in accordance with an annual budget adopted by the Board of Directors. The Board of Directors shall make no other expenditure without approval by a quorum of the Board. The annual budget is to be adopted no later than March 1st.

No member, officer, committee, or bureau of the Chamber shall contract any debt on its behalf which shall in any manner or to any extent render the Chamber liable for the payment of any sum, without first having the approval of the Board of Directors of the Chamber.

SECTION 2

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. Because the Chamber is an organization dedicated to promoting, developing, and enhancing community business and organizations, it shall be the policy of the Chamber not to make financial donations to charitable organizations or activities as an organization. Donations to other civic organizations may be considered on a case-by-case basis by the Board.

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 as defined in IRS Section 501 (3c), to be selected by the Board of Directors.

SECTION 3

The Board of Directors may adopt from time-to-time such financial policies as are deemed necessary for the fiscal integrity of the Chamber. Such policies shall not violate or contradict the provisions of these By-laws. Financial policies shall not require the vote of the members of the Chamber, but shall be approved by no less than a majority of the Board of Directors.

**ARTICLE VIII
AUDIT**

The President shall annually appoint a committee to audit the accounts of the Chamber. The audit shall be reported to the President and Board of Directors and transmitted to the membership at each annual meeting.

**ARTICLE IX
RULES OF ORDER**

The proceedings of the Chamber and Board of Directors meetings shall be governed by and conducted according to the latest edition of Roberts' Rules of Order.

ARTICLE X
MEMBER RECOGNITION AWARDS

In order for the Chamber to be successful, participation is key. In order to encourage participation by all members, each year a Chamber Board Member of the Year and a Chamber Member of the Year will be selected. No one person can be awarded either recognition in succeeding years nor can one person receive both awards in one year.

Nominations for the Board Member of the Year will be accepted from current members of the Board beginning at the November Board meeting. Nominations for the Member of the Year will be accepted from the members beginning at the November Member meeting. Nominations may be submitted electronically or by hard copy by submission to the Executive Director. The Executive Director will prepare a ballot for each award which will be made available to eligible members to vote electronically or by hard copy no later than the December Member meeting. Only current Board Member may vote for Board Member of the Year; all members may vote for Member of the Year. The Executive Director will present the awards at the annual dinner meeting. The ballot will contain information detailing the responsibilities and expectations on which individuals should be evaluated. These items include, but are not limited to:

- Attending meetings
- Attending Chamber events, including ribbon cuttings and other business-promoting events
- Chairing a Chamber committee
- Actively serving on a Chamber committee
- Recruiting new Chamber members

In case of a tie, the Executive Director will determine the most appropriate method for breaking the tie.

ARTICLE XI
AMENDMENTS

These By-Laws may be amended at any annual or special meeting called for that purpose by not less than a two-thirds vote of those present and voting.

Adopted: December 2016, became effective on January 12, 2017, and revised December 9, 2020.