

Monroe City Area Chamber of Commerce
Bylaws

ARTICLE I
General

Section 1 Name

This organization is incorporated under the laws of the State of Missouri and shall be known as the Monroe City Area Chamber of Commerce, incorporated hereinafter referred to as Monroe City Chamber.

Section 2 Mission

Our mission is to be a leader for economic growth by providing resources and services to our members to improve the quality of life in the Monroe City, Missouri area.

Section 3 Limitation of Methods

The chamber shall be nonprofit, nonpartisan, nonsectarian, and nonpolitical.

ARTICLE II
Membership

Section 1 Members

The Monroe City Chamber shall have members. Except as otherwise indicated in these Bylaws, all members shall have the same rights.

Section 2 Eligibility

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

Section 3 Election

Applications for membership shall be in writing or online, on forms provided for that purpose, and signed by the applicant. The membership committee shall review all applications and submit them to the Board of Directors with its recommendation. Election of members shall be by the Board of Directors at any meeting thereof; any applicant so elected shall become a member upon payment of the regularly scheduled membership investment.

Section 4 Dues

Membership dues shall be at such rate or rates, schedule or formula as may from time to time prescribed by the Board of Directors, payable annually, in advance, and approved by the general membership.

Section 4 Termination

A) Any member may resign from the chamber upon written request to the Board of Directors. B) Any member shall be expelled by the Board of Directors by a majority vote for nonpayment of dues after ninety (90) days from the date due, unless otherwise extended for good cause.

C) Any member may be expelled by a majority vote of the Board of Directors, at a regularly scheduled meeting thereof, for conduct unbecoming a member or prejudicial to the aims or repute of the Chamber, after notice and opportunity for a hearing are afforded the member complained against.

Section 5 Voting

Each member shall be entitled to cast one (1) vote, in any board member election.

Section 6 Exercise of Privileges

Each member must nominate a delegate, whom the holder desires to exercise the privileges of membership covered by its subscription and shall have the right to change its delegate upon written notice.

Section 7 Orientation

Annually, every officer, member of the Board of Directors, Committee Chairperson, Committee personnel, and staff shall participate in outlining their duties prior to assuming said duties. It shall be the responsibility of each outgoing officer or chairperson to turn over all books, notes, files, etc., to the new incoming officers or chairpersons.

Section 8 Honorary Membership

Distinction in public affairs shall confer eligibility to honorary membership. Honorary members shall have all the privileges of members and shall be exempt from payment of dues. The Board of Directors shall confer or revoke honorary membership by a majority vote at a duly called meeting at which a quorum is present.

Section 9 Privileges of Membership

a.) Each member under section 6 shall have one (1) vote and shall be entitled to cast that vote when board members are elected.

b.) Each member shall be entitled to suggest agenda items, weigh in on discussion after a motion and second have been made, serve on committees, serve on the Board of Directors if elected, and take part in all activities of the Chamber normally considered proper of regular members of similar organizations.

c.) All privileges contained in this section are subject to the restrictions contained elsewhere in these bylaws and subject also to the procedures outlined in the most current edition of Robert's Rules of Order.

Section 10 Transfer of Membership

Membership in the Chamber is not transferable, assignable or refundable.

Section 11 Limitation on Member's Liability

A member of the Chamber is not as such, personally liable for the acts, debts, liabilities, or obligations of the Monroe City Chamber.

ARTICLE III Meetings

Section 1 Annual Meeting

The annual meeting of the Chamber shall be held during October/November of each year. The time and place shall be fixed by the Board of Directors and notice thereof mailed or emailed to each member at least ten (10) days before said meeting. At this time, board members will be voted upon. Every member has the opportunity to cast one (1) vote in person or by proxy.

Section 2 Quorums

A.) At any meeting of the Chamber's general membership, 4 of the total board members shall constitute a quorum.

Section 3 Additional Meetings

General meetings of the Chamber of Commerce may be called by the President at any time or upon petition in writing of any ten members in good standing.

- (a) Notice of the special meetings shall be mailed or emailed to each member at least five (5) days prior to such meetings:
- (b) Board meetings may be called by the President or by him/her upon written application of three (3) members of the Board. Notice (including the purpose of the meeting) shall be given to each Director at least one (1) day prior to said meeting:
- (c) Committee meetings may be called at any time by the President, respective

- department Vice-President, or Chairpersons.
- (d) Email motions and votes may be accepted when in person meetings cannot be arranged.

ARTICLE IV Board of Directors

Section 1 Composition of the Board

The Board of Directors shall be composed of seven (7) members beginning January 1, whom shall be elected annually to serve for one (1) year, or until their successors are elected and have qualified.

The government and policy-making responsibilities of the Chamber shall be vested in the Board of Directors, which shall control its property, be responsible for its finances, and direct its affairs.

Section 2 Annual Reorganization of the Board

The Board of Directors shall appoint a Nominating Committee who shall submit their nominations for the Directors to the Board for submission to the general membership. The board shall submit those names to the general membership prior to the election and shall make notification of the election and the nominees as provided in ARTICLE VII at least (2) two weeks prior to the election. The election shall be held at the annual meeting in October/November. Nominations may be taken from the floor at the meeting prior to the election.

Section 3 Seating of New Directors

All newly elected Board members shall be seated at the regular January meeting and shall be participating members thereafter.

Section 4 Expulsion from the Board/Vacancies

If any member of the Board of Directors shall fail to attend three (3) consecutive meetings, the President or his/her substitute shall in writing call such failure to his/her attention, and if satisfactory excuse is not received within thirty (30) days, that individual shall cease to be a member of the board, and the vacancy thus created shall be filled by appointment.

Vacancies on the Board of Directors, or among the officers, shall be filled by the Board of Directors by a majority vote.

Any officer elected or appointed by the Board of Directors may be removed from office by the Board of Directors at any time. If the office of any officer becomes vacant for any reason, the vacancy shall be filled by the Board of Directors.

Section 5 Policy

The Board of Directors is responsible for formulating the policies of the Chamber, reviewing annually and revising as necessary.

Section 6 Management

The Board of Directors shall employ a Community Assistant and shall fix the salary and other considerations of employment. See Article VI for the Community Assistant job description.

ARTICLE V Officers

Section 1 Determination of Officers

The Board of Directors at its regular January meeting, shall reorganize for the coming year. At this meeting, the Board shall elect the President, Vice- President, Treasurer, and Secretary. Officers will be elected from members of the new board. All officers shall serve for a term of one (1) year or until their successor assumes the duties of office, and the Vice President, Treasurer and Secretary shall be voting members of the Board of Directors.

Section 2 Duties of Officers

- a.) President - The President shall serve as the executive head of the Chamber of Commerce and shall preside at all meetings of the membership, Board of Directors and Executive Committee.
The President shall, with advice and counsel of Vice President and the Community Assistant, determine all chairpersons, assist in the selection of committee personnel, subject to approval of the Board of Directors.
- b.) Vice President – The duties of the Vice President are basically to serve as President-Pro Tem in the absence of the President.
- c.) Secretary-The Secretary shall attend all board meetings and Chamber meetings and keep the minutes of the proceedings. The duties of Secretary-Treasurer may be combined if the Board desires.
- d.) Treasurer-The treasurer shall serve as treasurer of the Chamber and sign all checks as authorized. He/She be the technical custodian of all funds of the Chamber and shall present a monthly financial report to the General membership and an annual financial report to the Chamber at the regular meeting immediately succeeding to the end of his/her term.

ARTICLE VI Community Assistant

MONROE CITY CHAMBER / DTMC
ADMINISTRATIVE ASSISTANT

The ADMINISTRATIVE ASSISTANT will ensure efficient day-to-day operation of the office and support the Board of Directors and represent the Chamber and DTMC through organization and communication. He/she will communicate with the membership and the general public via phone, email, social media and newspaper media.

Requirements: Excellent verbal and written communication skills, high level of professionalism, exceptional computer skills, functional knowledge of social media, strong attention to detail, ability to work with volunteers, experience in delivering excellent customer service. Knowledge of the Monroe City area and experience in office management, bookkeeping, volunteer management, event management is a plus.

He/she will ensure that these duties are completed accurately and delivered with high quality and in a timely manner. These include:

- Answering or directing incoming email and phone calls
- Organizing and scheduling meetings i.e. Monthly Meetings or Ad Hoc as needed
- Sending out notifications for all meetings
- Maintaining contact lists
- Maintaining membership records
- Collecting membership dues
- Producing and distributing correspondence, letters, emails and forms
- Assisting in the preparation of regularly scheduled reports
- Ordering office supplies
- Providing general support to visitors
- Using computer word processing, spreadsheet and database software to prepare reports and documents
- Sorting incoming mail, email, and occasional faxes
- Preparing and sending outgoing mail, faxes, and occasional packages
- Writing letters and emails on behalf of the Chamber/DTMC
- Handling sensitive information in a confidential manner
- Serving as an Administrator for the Chamber/DTMC Facebook page and website, keeping it updated & responding to messages.

Coordination of programs and special events: The administrative assistant shall be responsible for all Chamber and DTMC functions, programs and special events, including but not limited to assignment of duties, proper planning, solicitations of any needed assistance and overall supervision to ensure successful completion of all programs and events. The administrative assistant shall also actively participate in all Chamber and DTMC programs and events.

ARTICLE VII
Committee and Divisions

Section 1 Appointment and Authority

The President, by and with the approval of the Board of Directors, 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 program of the Chamber. Committee appointments shall be at the will and pleasure of the president.

Section 2 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 shall have been approved or ratified by the Board of Directors.

Committees shall be discharged by the President when their work has been completed and their reports accepted, or when, in the opinion of the Board of Directors, it is deemed wise to discontinue such committees.

Section 3 Testimony

Once committee action has been approved by the Board of Directors, it shall be incumbent upon the committee chairperson, or in his/her absence, whom he designates from his committee as being familiar enough with the issue to give testimony, to make presentation before civic and governmental agencies, rather than members of the staff who may be in attendance.

Section 4 Committee and Divisions

The Board may create such divisions, bureaus, departments, or councils as it deems advisable to handle the work of the Chamber. The Board shall authorize and define the powers and duties of all divisions, bureaus, departments, and councils. The Board shall annually review and approve all activities and proposed programs of such division, bureaus, departments, or councils. No action or resolution of any kind shall be taken by divisions, bureaus, departments, or councils having bearing upon or expressive of the Chamber, unless approved by the Board of Directors.

Section 5 Bonding

The Executive Director and such other Officers and staff as the Board of Directors may designate shall be bonded by a sufficient fidelity bond in the amount set by the Board and paid for by the Monroe City Chamber of Commerce.

ARTICLE VIII Notification

Section 1 Mail

Unless otherwise stated in these Bylaws, requirements of official notification shall be deemed satisfied upon the placing in the mail or by email complete notices, addressed to the individual members of the Chamber.

ARTICLE IX Finances

Section 1 Funds

All money paid to the Chamber shall be placed in a general operating fund. Funds unused from the current year's budget will be placed in a reserved account. All monies paid to the Chamber must be used in accomplishing the purpose of the Monroe City Chamber.

Section 2 Disbursements

Upon approval of the budget, the Community Assistant is authorized to make disbursements on accounts and expenses provided for in the budget without additional approval of the Board of Directors. Disbursements shall be by check, signed by the Treasurer or electronic, signed by the Treasurer.

Section 3 Fiscal Year

The fiscal year of the Chamber shall close on December 31.

Section 4 Budget

As soon as possible after the election of the new Board of Directors and Officers, an estimated budget should be compiled by the Budget Committee for the coming year and submit to the Board of Directors for approval.

Section 5 Annual Records

The accounts of the Chamber of Commerce shall be audited annually as of the close of business on December 31. The books shall at all times be available to members of the organization within the offices of the Chamber.

ARTICLE X Dissolution

Section 1 Procedure

Upon the dissolution of the Monroe City Chamber, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Chamber, distribute all the assets of the Monroe City Chamber exclusively to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organizations to be selected by the Board of Directors.

ARTICLE XI Parliamentary Procedures and Seal

Section 1 Authority

The proceedings of the Chamber shall be governed by and conducted according to the latest edition of Robert's Rules of Order. If conflict exists between Robert's and these Bylaws, Robert's Rule of Order shall govern. The committee on the Bylaws (ByLaw Committee) shall be the primary authority for interpretation of the By-Laws.

ARTICLE XII Amendments

Section 1 Revisions

These By-Laws may be amended or altered by majority vote of the Board. Any proposed amendments or alterations shall be submitted to the Board of Directors in writing, at least ten (10) days before the meeting at which they are to be acted upon.

Section 2 Notice

Any action with respect to the amendment of Articles of Incorporation or Bylaws may be taken at any annual, regular, or special meeting of the Board of Directors, provided, however, notice of the general nature of the proposed changes shall have been given in the notice of the meeting.

The above Bylaws were duly adopted on the 11th day of November, 2021

Janie Neice
President