

**BY-LAWS FOR THE**  
**ARCADIA VALLEY CHAMBER OF COMMERCE**

**ARTICLE I**

**NAME**

**Section A:**

The name of this corporation shall be the “Arcadia Valley Chamber of Commerce, Arcadia Valley, Missouri.

**Section B:**

Principal office of this corporation shall be at 630 Hwy 21 in Arcadia, Missouri, or such other place as is from time to time designated by the Board of Directors.

**ARTICLE II**

**MISSION STATEMENT**

*“To serve the Arcadia Valley and its businesses as the principal advocate to promote economic progress and to improve the quality of life in our community.”*

**PURPOSE**

**Section A:**

The corporation is formed for the following purposes: to promote the commercial, industrial, moral and civic welfare of the Arcadia Valley, Missouri area and environs; to promote civic interest in, and to further the upbuilding progress and development thereof; to provide its members an opportunity to lend organized support to all forward looking progressive movements, including movements to provide employment for the people thereof; to further education, and tourism, enlarge social and civic opportunities as direct public counsels therein; to fully and heartily cooperate with all other agencies in all movements in the said Arcadia Valley and its environs which seek to promote any betterment, whether civic, industrial or educational, and to promote cooperation in all plans and movements looking towards the elimination of unemployment therein; to promote public health, hygiene and sanitation, public works and civic improvements therein; to promote strict adherence of the highest code of ethics in public and social relations; to provide a forum for full and free discussion of all matters of public interest, (partisan politics and sectarian religion along excepted); to encourage efficiency and promote high ethical standards in business and the professions, provided that this corporation shall not hold out as one of its objects, financial benefit to its members; to encourage and promote the establishment of public parks and play-grounds, community buildings and places for public assemblage therein; to help make Arcadia Valley the best place to live now and for the future.

**Section B:**

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its member's 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 for in this Article. No substantial part of the activities of the corporation shall be the carrying on the propaganda, or otherwise attempting, to influence legislation, and 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 provisions 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 3 of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) (b) by a corporation, contributions to which are deductible under section 170 C 2 of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law.)

**Section C:**

Upon dissolution of the corporation, the Board of Trustees shall, after paying or making provisions for the payments of all the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501 C 3 of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of the County of which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

**ARTICLE III**

**MEMBERSHIP**

**Section A:**

Any person, firm, association, agency, organization or corporation in good standing in the community interested in the objectives of the corporation shall be eligible for membership.

**Section B:**

The Board of Directors of the corporation shall have the power to refuse to accept any application for membership for just cause.

**ARTICLE IV**

**DUES**

**Section A:**

The Board of Directors shall have the right to create more than one type of membership and may, if the Board sees fit, accept associate members.

**Section B:**

The Board of Directors shall have the power to fix the amount of the annual dues to be paid by each member or firm. Those members paying individual dues will be recognized ONLY as individuals.

**Section C:**

All annual dues of members shall be payable on the first day of January in each year. Any member shall be expelled by the Board of Directors if the member fails to pay said dues before the first day of May next following, unless otherwise extended for good cause.

**Section D:**

New members joining the Arcadia Valley Chamber of Commerce after the first full month of the fiscal year shall have their dues prorated. Dues will be due for the remaining full months of the current year.

**Section E:**

Only active members as distinguished from other classification of memberships, as may be from time to time created by the Board, shall have the privilege of voting.

**ARTICLE V**

**OFFICERS AND DIRECTORS**

**Section A:**

The number of Directors to constitute the Board of Directors of the corporation shall be twelve (12). In addition to the regularly elected Directors, the immediate past President shall be an ex-officio member and shall be entitled to vote on business coming before the Board of Directors in the event of a tie.

**Amendment December 14, 2011** – The President shall vote in order to break a tie. The Ex-Officio and Emeritus members shall have voting privileges on business coming before the Board of Directors.

**Section B:**

The officers of the Arcadia Valley Chamber of Commerce shall consist of a President, President-Elect, Vice President and Treasurer. The President, President-Elect, Vice President, and Treasurer shall serve for a term of one (1) year or until their successors shall be duly elected and qualified. Said members of the Board of Directors shall be elected for a two-year term with one half of the Directors being elected in one year and one half of the Directors in the following

year. Each officer and director shall be an active or privileged member of the Arcadia Valley Chamber of Commerce.

**Section C:**

The above officers shall be elected at the regular meeting in the month of November of each year and the said officers and directors shall assume the duties of their offices and be installed at the annual January meeting of the membership following their election. Any vacancy occurring during the year shall be filled by a majority vote of Board Members present at a regular meeting or at a special called meeting for the purpose of electing a replacement Board Member. Absence from three (3) consecutive regularly scheduled board meetings shall be considered as forfeiture of directorship. Any exception of this rule shall be by a majority vote of the Board of Directors.

**Section D:**

Six (6) officers or directors of the total twelve (12) shall constitute a quorum at any meeting of the Board of Directors.

**Amendment August 130, 2014** – Section C regarding vacancies and absences at meetings.

**ARTICLE VI**

**ELECTIONS**

**Section A:**

At the regular September Board meeting, the President shall appoint a nominating committee which shall seek and select a slate of nominees for officers and directors to be presented to the membership at the October meeting. The membership may make nominations from the floor to be verified for eligibility by the committee prior to the November election. Each candidate must be an active member (or employed by an active member) in good standing, and must have agreed, through personal contact by the committee to accept officer or directorship responsibility, and must maintain membership while an officer or director. The nominating committee shall make a report to the directors at the regular November Board meeting prior to the November general membership meeting. Nominations from the floor at the general membership meeting in November will only be accepted if the nominee is present to verify their willingness to accept officer or directorship responsibility. New officers and directors assume office at the regular February Board meeting.

**Amendment November 12, 2014** – Section A October changed to September and section reworded.

**ARTICLE VII**

**DUTIES OF OFFICERS AND DIRECTORS**

**Section A:**

The President shall be the chief executive of the corporation; shall preside at all meetings of the membership and shall be chairman of the Board of Directors; shall appoint the standing committees and shall act as an ex-officio member of each committee; shall be responsible to that committees appointed are active; and shall sign all papers, deeds, contracts and other documents necessary to the purposed of the corporation and authorized by the Board of Directors and membership.

**Section B:**

If for any reason the President is unable to perform his/her duties, the President-Elect shall occupy his/her position and perform his/her duties and have the same authority as the President. He/she shall preside at all meetings of the Board of Directors and membership.

The President-Elect shall be the only nominee for the office of President. While serving as President-Elect, he/she shall prepare for service as President for the following year and perform such other duties and responsibilities as usually pertain to such office or as may be assigned by the President or Board of Directors.

**Section C:**

The Vice-President shall perform such duties and responsibilities as usually pertain to such office or as may be assigned by the President or Board of Directors.

**Section D:**

If for any reason any office shall become vacant, such vacancy shall be filled from the remainder of the Board of Directors and the vacancy on the Board of Directors shall then be filled by the Board, from the membership, to fill the unexpired term.

**Section E:**

The Secretary shall be under the supervision and direction of the President and the Board of Directors and his/her duties shall include the sending out of the notices of meetings of the membership and of the Board of Directors, the keeping of a list of all members, the keeping of minutes of the meeting of the membership and of the Board of Directors, the keeping of copies of resolutions adopted by the corporation and all deeds, papers, documents, and files of the corporation, shall keep a record of committee appointments, officers list, attendance records and membership accounts. He/she shall perform such duties and responsibilities as usually pertain to such office or as may be assigned by the President or Board of Directors.

**Section F:**

The Treasurer shall collect from solicitors, members and other all monies due the corporation, and shall deposit the same in the bank or banks recommended by the Board of Directors and shall pay out money, in excess of \$500.00, only on the authority of the Board of Directors or the membership. All checks and vouchers must be signed by two (2) officers of the corporation, and a detailed record of receipts and disbursements of the corporation shall be kept by him/her. At all times, make available for inspection by the President, the Board, or any authorized auditors, the financial accounts and records of the chamber.

Make a financial report to the Board monthly, at the annual membership meeting and at such other times as the President or Board may require. Also, perform such other duties and responsibilities as usually pertain to such office or as may be assigned by the President or Board.

**Amendment May 12, 2010** – Amount changed from \$100.00 to \$500.00 in Section F, first paragraph.

**Section G:**

The duties of the Board of Directors are:

- a) They shall be general managers of the corporation.
- b) They shall be responsible for the execution of the authorized policies of the corporation.
- c) They shall have sole authority to act on all matters involving an expenditure of \$500.00 or more.
- d) They shall handle the management of all real estate, stocks, bonds and other property owned by the corporation.
- e) They shall be responsible to the membership for the due execution of the policies of the corporation determined by the membership.
- f) Meetings shall be called by the President or upon written request of at least three (3) board members.
- g) They shall designate banks and similar institutions for the deposits of funds.
- h) They shall study suggestions, proposals, and requests and through investigative processes recommend to the membership an appropriate action for lack thereof.
- i) They must approve all projects, promotions or like activities that involve the corporation directly or indirectly.

**Amendment May 12, 2010** – Amount changed from \$100.00 to \$500.00 in Section G ( c )

**ARTICLE VIII**  
**Amendment May 12, 2010**

**STANDING COMMITTEES**

There shall be standing committees as are necessary for the conduct of the business and program of the organization. These committees shall submit reports of goals, activities and progress annually.

These Standing Committees shall be as follows:

- a) Membership
- b) Planning
- c) Tourism
- d) Grant
- e) Battle Reenactment
- f) Fireworks

**ARTICLE IX**

**MEETINGS**

**Section A:**

The membership of this corporation shall meeting monthly on the fourth Wednesday of each month during each year. The Board of Directors or the membership may set meetings on another date by majority vote. Special meetings of the membership may be called by the President or by a written request of ten percent (10%) of the members in good standing. The annual meeting shall be held in January of each year.

**Section B:**

The Board of Directors shall hold regular meetings at least once a month upon such date in each month as set by the Board at their first meeting. Special meetings of the Board of Directors may be held at the call of the President, provided however, that each member of the Board be notified of the time and place of such special meeting.

**Section C:**

An attendance of ten percent (10%) of the members in good standing shall be necessary for a quorum at any meeting of the membership of the corporation, to transact business.

**Section D:**

Meeting place and time to be arranged by the officers.

**ARTICLE X**

**ACTIVITY INVOLVMENT**

**Section A:**

This organization may likewise foster and promote land ownership, through corporate share or otherwise, in furtherance of the purposes and subject to the limitations all as enumerated in Article 2 of this Constitution and by-laws.

**ARTICLE XI**

**AMENDMENTS**

**Section A:**

This constitution and by-laws may be amended, repealed or reordained by two-thirds (2/3) vote of the Board members present and voting, at two consecutive meetings of the Board.

**ARTICLE XII**

**BY-LAWS**

**Section A:**

The Board of Directors shall make, ordain and publish by-laws for the government of the corporation which shall not be inconsistent with the provisions of this constitution

**ARTICLE XIII**

**PARLIAMENTARY PROCEDURE**

**Section A:**

The proceedings of all Chamber meetings are governed by and conducted according to the latest edition of Robert's Rule of Order.

**ARTICLE XIV**

**INDEMNIFICATION**

Each director and officer of the corporation shall be indemnified by the Corporation against any and all claims of liabilities to which he has or shall become subject by reason of serving or having served as an officer or director, or by reason of any action alleged to have been taken, omitted, or neglected by him as such director or officer; and the Corporation shall reimburse each such person for all legal expenses reasonably incurred by him in connection with any such claim or liability, provided, however, that no such person shall be indemnified against, nor be reimbursed for any expense incurred in connection with any claim, or liability arising out of his/her own willful misconduct or gross negligence.



The above revision of the existing by-laws of the Arcadia Valley Chamber of Commerce respectively submitted for approval October 8, 2014.

Adopted by 2/3 of members of the Arcadia Valley Chamber of Commerce Board of Directors this 12th day of November, 2014.

\_\_\_\_\_  
Karen Seifert, President

Attested to By \_\_\_\_\_  
Gail Woods, Secretary