

**BYLAWS
BALDWIN CITY CHAMBER OF COMMERCE
BALDWIN CITY, KANSAS**

**ARTICLE I
Name and Location**

Section 1. The name of the organization shall be the Baldwin City Chamber of Commerce.

Section 2. The principle offices of this organization shall be in the City of Baldwin City, County of Douglas, Kansas.

**ARTICLE II
Object**

Section 1. The Baldwin City Chamber of Commerce provides leadership, promotes and influences economic vitality, and enhances quality of life to benefit the community.

**ARTICLE III
Membership**

Section 1. Any person, firm association, corporation, partnership or estate in good standing located or doing business in Baldwin City or vicinity shall be eligible for membership. Membership shall be granted after completion and receipt of a membership application and annual dues.

Section 2. The following provisions shall be made for voting and holding office:

Voting: Members shall each have one vote, provided the dues investment of any such member is current.

Holding Office: All members are entitled to hold office in the Baldwin City Chamber of Commerce, provided the dues investment of such member is current.

Section 3. Dues investment shall be payable annually in advance and the membership shall be effective on the first day of the month in which the membership application is signed. Dues may be prorated from the month the new membership begins through the end of the calendar year. Only a new member or business may have the proration of dues. A new member is defined as a member/business that has not been a dues paying member for at least two years.

Section 4. Resignations from membership shall be made in writing, but shall not relieve any member from liability for any dues investment accrued and unpaid at the same time resignation is filed.

Section 5. At the discretion of the Board of Directors, a payment plan may be implemented.

Section 6. A member may be expelled by a two-thirds (2/3) vote of the Directors present at any regular or special meeting for causes, which are, in the opinion of the Directors, detrimental to the best interests of this Chamber.

ARTICLE IV Board of Directors

Section 1. The governance of the Baldwin City Chamber of Commerce, the direction of its work and the control of its property shall be vested in the Board of Directors, consisting of seven to nine (7--9) voting members who shall be elected hereinafter provided. The Past President of the Board shall serve as an ex-officio member on the Board. In addition, one ex-officio member representing the City of Baldwin City and one ex-officio member representing the Chamber's Young Professionals committee shall be on the Board of Directors.

Section 2. The Board shall meet monthly.

Section 3. A special meeting of the Board of Directors may be called at any time by the President or by a majority of the Directors.

Section 4. Vacancies on the Board of Directors, or among the officers, shall be filled by the Board by a majority vote.

Section 5. At all meetings of the Board of Directors, a majority of the Directors shall constitute a quorum.

Section 6. The Board of Directors will be elected in January and their duties shall begin at the February meeting of the Board of Directors.

Section 7. At the February meeting, the Board of Directors shall elect a president, vice-president, secretary, treasurer and director of membership from the membership of the Chamber.

Section 8. On an annual basis, all Board members shall be provided with a copy of the Chamber conflict of interest policy, and shall complete and sign an acknowledgment and disclosure form. All completed forms shall be provided to and maintained by the Chamber, as well as all other conflict information, if any, provided by Board members.

ARTICLE V Executive Director

Section 1. The Board of Directors shall employ an executive director who shall be the chief administrative officer of the Chamber. The executive director shall have day-to-day responsibility for the operation of the Chamber, including carrying out the Chamber goals and Board Policy. The executive director will attend all Board Meetings as a non-voting member, report on the progress on Chamber activities, answer questions of Board members, and carry out the duties of the job description. The Board may designate other duties to the executive director as necessary.

ARTICLE VI Officers and Duties

Section 1. The president shall preside at all meetings of the Board of Directors. He or she shall communicate with and assist the executive director in regular chamber operations.

Section 2. The vice president shall, in the absence of the president, preside at all meetings of the Board of Directors and shall assist the executive director in coordinating speakers for Chamber events.

Section 3. The treasurer shall be responsible for the safeguarding of all funds received by the Chamber and for their proper disbursement. Such funds shall be subject to checks signed by the treasurer and/or president or in the absence of either, by any two (2) officers. The treasurer shall report a monthly financial report to the Board.

Section 4. The secretary shall prepare minutes of regular and special meetings of the Board of Directors.

Section 5. The membership director shall plan and coordinate the annual membership campaign in cooperation with the executive director.

Section 6. The chamber ambassador shall coordinate the ambassador committee to promote Chamber events on a regular basis.

Section 7. The past president shall serve as an ex-officio member of the Board of Directors and shall serve as the lead facilitator to the Chamber Connect program.

ARTICLE VII Committees and Organization

Section 1. The president, by and with the approval of the Board of Directors, shall appoint all committees and committee chairs. He/she may appoint such ad hoc committees and their chairs as necessary to carry out the program of the Chamber. Committee appointments shall be at the will and pleasure of the president, and in no event shall exceed the term of the appointing president.

Section 2. No action by any member, committee, director, officer or staff person shall be binding upon or constitute an expression of the policy of the Chamber until it shall be 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 the committee.

ARTICLE VIII Meetings

Section 1. Special meetings of the Chamber members may be called at the discretion of the president or the Board of Directors; 10 percent (10%) of the current Chamber members shall constitute a quorum.

Section 2. All meetings of the members shall be open to the attendance of all members of the Chamber.

Section 3. The annual meeting of the Chamber of Commerce shall be held in February.

ARTICLE IX Elections

Section 1. Members whose dues have been paid for the year shall be entitled to vote, but no member shall be entitled to more than one vote except where a person is an individual member and also an authorized representative of a business membership, then that person shall be entitled to cast a vote for each.

Section 2. Selection and election of Directors.

1. Nominating committee: At the regular October board meeting, the president shall appoint a nominating committee composed of the three members of the board including any retiring directors. The president shall designate the chair. Prior to November 1, this committee shall present to the Board of Directors a single slate of candidates to serve a three-year term replacing directors whose regular terms are expiring. Each candidate must be an active member in good standing and must have agreed to accept the responsibility of a directorship.
2. Publicity of nominations: Upon receipt of the report of the nominating committee, members will be notified of the names of persons nominated as candidates for Directors and the right of petition.
3. Nomination by petition: Additional names of candidates can be nominated by petition bearing the genuine signatures of at least twenty (20) qualified members. Such petition shall be filed with the nominating committee within ten (10) days after notice has been given of the names of those nominated. The determination of the nominating committee as to the legality of the petition(s) shall be final.
4. Determination: If no petition is filed within the designated period, the nominations shall be closed and the nominated slate of candidates shall be declared elected by the Board of Directors at their regular February board meeting. If a legal petition shall present additional candidates, the names of all candidates, in alphabetical order, shall be placed on a ballot. Identification shall be made on the ballot to identify those candidates nominated by the nominating committee. The secretary shall send this ballot to all active members at least fifteen (15) days before the regular February board meeting.
5. The ballots shall be marked in accordance with instructions printed on the ballots and returned to the Chamber office before the February board meeting. The

Board of Directors shall, at their regular February board meeting, declare the candidates with the greatest number of votes elected.

Section 3. All newly elected board members shall be seated at the regular February meeting.

Section 4. The Board of Directors is responsible for formulating the policies of the organization.

ARTICLE X Obligations and Contracts

Section 1. All notes, contracts and other obligations for the payment of monies, made and entered into, by or on behalf of the Chamber of Commerce, shall first be authorized by the Board of Directors and be signed in the corporate name (if any) of the Chamber of Commerce by the president and attested by the vice president.

Section 2. No committee chair, or other member, except herein otherwise provided, shall have authority to incur any indebtedness binding the Chamber of Commerce or make any contract of a financial nature involving the same without the approval of the Board of Directors.

ARTICLE XI Finances

Section 1. All dues money paid to the Chamber shall be placed in a general operating fund. Funds unused from the current year's budget shall remain in the Chamber's general operating fund.

Section 2. Upon approval of the budget, the treasurer is authorized to make disbursement on accounts and expenses provided for in the budget without additional approval of the Board of Directors with the co-signature of an authorized Board member.

Section 3. The fiscal year of the Chamber shall close on December 31.

Section 4. As soon as possible, after the election of the new Board and Officers, the budget committee, as appointed by the president, shall compile a budget of estimated expenses for the coming year and submit it to the Board for approval.

Section 5. The accounts of the Chamber of Commerce shall be reviewed annually by an independent consultant. The annual report shall at all times be available to members of the organization within the office of the Chamber.

ARTICLE XII Appeals

Section 1. Any member of the Baldwin City Chamber of Commerce, who may become aggrieved or dissatisfied with the action of the Board of Directors, officers or chair of a committee, shall have the right of appeal to the Chamber of Commerce at one of the regular

meetings thereof, where such action shall be subject to review and to affirmance, reversal or modification as the majority of the members present may determine.

Section 2. Such appeal must be in writing and must be taken within two weeks after the action complained of was had. The petition for appeal must be addressed to the president and state clearly and briefly the nature of the grievance or complaint.

ARTICLE XIII Continuity of Organization

These bylaws shall take effect upon their adoption. No interruption of the organization of the Baldwin City Chamber of Commerce shall result from the adoption of the bylaws, but all officers and agents now serving the Baldwin City Chamber of Commerce shall continue to hold their several positions and exercise their respective functions under the organization under said bylaws and all existing membership, property and rights of the Baldwin City Chamber of Commerce shall pass to and vest in the Association fully and completely without further formality or transfer.

ARTICLE XIV Amendments to the Constitution

This Constitution, or any part thereof, may be repealed, substituted or amended by a majority vote at any regular meeting or at a special meeting of the Board of Directors called for that purpose, but no such repeal, substitution or amendment shall be adopted unless notice of the character and nature thereof as well as the time when same will be presented, shall be given in writing to the members ten (10) days prior to the action.

ARTICLE XV Politics

Neither the Chamber of Commerce as a body, the Board of Directors, in its official capacity, or the members assembled in meeting, shall commit this organization on any political question or to any political action that does not directly affect its interests, but the Board of Directors may refer to a general meeting of the Chamber of Commerce any public matter it may deem proper for discussion and action, and which is germane to the purposes of the Chamber.

ARTICLE XVI Parliamentary Procedure

“Roberts Rules of Order” shall be recognized by the Baldwin City Chamber of Commerce as the authority governing all matters of parliamentary nature.

ARTICLE XVII Dissolution

The Chamber shall use its funds only to accomplish the objects and purposes specified in these bylaws and no part of said funds shall inure, or be distributed, to the members of the

Chamber. On dissolution of the Chamber, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, education, scientific or philanthropic organizations to be selected by the Board of Directors.