

BUFFALO CHAMBER OF COMMERCE – BYLAWS

**ARTICLE I
GENERAL PROVISIONS**

Section 1. NAME

This organization is incorporated as a non-profit corporation under the laws of the State of Oklahoma, with its principal office located in Buffalo, Oklahoma, and shall be known as the Buffalo Chamber of Commerce and Agriculture, Incorporated a not-for-profit entity.

Section 2. PURPOSES

The Buffalo Chamber of Commerce is organized to achieve the objectives of:

- A. Preserving the competitive enterprise system of business by: creating a better understanding and appreciation of the importance of business people and a concern for their problems; educating the business community and representing them in city, county, state and national legislative and political affairs; preventing or addressing controversies which are detrimental to expansion and growth of business and the community if they arise; creating a greater appreciation of the value of a more liberal investment of substance and self on behalf of the interests of competitive business;
- B. Promoting and encouraging business and community growth and development by: promoting economic programs designed to strengthen and expand the income potential of all business within the trade area; promoting programs of civic, social and cultural nature which are designed to increase the functional and aesthetic values of the community; and discovering and correcting abuses which prevent the promotion of business expansion and community growth.

Section 3. AREA

The area served shall include the area within, and the surrounding economic region, the Buffalo School District, and the municipality of Buffalo, Oklahoma.

Section 4. LIMITATIONS

The Buffalo Chamber of Commerce shall observe all local, state and federal laws which apply to a non-profit organization as defined in Section 501(c)(6) of the Internal Revenue Code.

The Chamber shall be nonprofit, nonsectarian, nonpartisan, and shall not support or oppose any candidate for elected, public office. However, the Chamber may take a nonpartisan position on issues important to the continual expansion and growth of the community.

Endorsement Policy:

Any issue brought before the Board would require a simple majority vote of those in attendance as to whether the issue warranted the Chamber's involvement.

Assuming an affirmative vote, a simple majority vote of those in attendance would be required as it relates to how and when to deal with the specific issue.

Finally, the position to be adopted by the Buffalo Chamber of Commerce must be approved by a simple majority vote of those in attendance, prior to dissemination. Dissemination could include: Written press releases, e-mail communications, media announcements, or any other means deemed appropriate.

Section 5. AFFILIATION

The Chamber may join and participate in the activities of, but not limited to, the Oklahoma Chamber of Commerce, the Woodward of Chamber of Commerce, and the United States Chamber of Commerce.

ARTICLE II MEMBERSHIP

Section 1. ELIGIBILTiy

Any person of 18 years of age, any legal association, corporation, partnership or estate having an interest in the objectives of the organization shall be eligible to apply for membership.

Section 2. ELECTION FOR MEMBERSHIP

Applications for membership may be in writing, submitted electronically online, or called in over the telephone. The Chamber will notify the member of their listing information and membership obligations. Election of members shall be by a majority vote of the Board of Directors. Any applicant so elected shall become a member upon initial payment of the regularly scheduled membership dues. Membership shall continue until the member business provides written notice to the Chamber requesting cancellation of their membership.

Section 3. DUES

Annual membership dues shall be payable upon receipt of a membership renewal invoice. This invoice will be sent the middle of the month prior to the month that the member originally applied for membership. For example, if the membership was first applied for in August, it will be invoiced mid-July of the following year.

Section 4. TERMINATION

- A. Any member may resign from the Chamber upon notice to the Board of Directors.
- B. Any member, after being sent notice of delinquency, may be dropped from the membership upon the discretion of Chamber staff or the Board of Directors, even if written notification was not provided to the Chamber.
- C. Any member may be dropped from the membership by a majority vote of the Board of Directors in attendance, at a regularly scheduled meeting thereof, for conduct unbecoming of a

member or prejudicial to the aims or repute of the Chamber, after notice of the complaint and opportunity for a hearing are afforded the member.

Section 5. VOTING

Each association, corporation, partnership and estate shall designate one member per company, who shall be the only individual entitled to cast the vote of such member. The written designation of the voting representative of each member will be the main Chamber business contact.

Section 6. ORIENTATION

At regular intervals, orientation on the purposes and activity of the Chamber shall be conducted by the Buffalo Chamber for the following groups: New directors, officers, committee chairperson, committee and new members.

Section 7. HONORARY MEMBERSHIP

Distinction in public affairs shall confer eligibility to honorary membership. Honorary members shall have the privileges of members, except the right to vote, and shall be exempt from payment of dues. The Board of Directors shall confer or revoke honorary membership by a majority vote.

ARTICLE III MEETINGS

Section 1. ANNUAL BUDGET PRESENTATION

The Annual Budget Presentation shall be held each year during the month of November. The time and place shall be fixed by the Board of Directors and notice thereof communicated to the member.

Section 2. ADDITIONAL MEETINGS

- A. In addition to the Annual Budget Presentation, general meetings of the Chamber may be called by the Executive Director at any time. At least eight (8) general meetings of the membership shall be held during each fiscal year.
- B. Notice of any general meeting shall be given to each member.
- C. Meetings of the Board of Directors may be called by the President or Vice President, or upon written application signed by any two members of the Board. Notice of every meeting of the Board of Directors shall be given to each Officer and Executive Director at least three days prior to such meeting.
- D. Committee meetings may be called at any time by the President, or by the Chairperson of each committee, or Chamber staff assigned to each committee.

Section 3. QUORUMS

- A. At any Annual Budget Presentation or general meeting of the Chamber, the attendees shall constitute a quorum and conduct business by a majority vote.

- B. At any meeting of the Board of Directors, a majority of the members of the Board in attendance on the day of such a meeting shall constitute a quorum, unless dealing with Section 4 Limitations of this document.

ARTICLE IV BOARD OF DIRECTORS

Section 1. COMPOSITION OF THE BOARD

The Board of Directors shall be composed of seven members of the Chamber, including the President, Vice President, Treasurer, the Chamber Executive Director and three Members-at-Large. All members of the Board of Directors shall be members in good standing at the time of their nomination and during their term of office.

Section 2. SCOPE OF AUTHORITY

Except for those matters which are expressly reserved for decision by vote of the general membership, the management, 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 3. MANAGEMENT AND PERSONNEL

The Board of Directors will appoint the position of Executive Director, and any other administrative staff positions considered necessary for the efficient management of the Chamber. The Executive Director shall fix all terms related to the performance of the duties assigned to each such position, with the exception of the position of the Executive Director, which will report directly to the Board.

Section 4. TERMS OF OFFICE

- A. The term of office of all members of the Board of Directors shall commence on the first day of January, and they shall serve for a period of two years, or until their successors are elected and installed.
- B. Persons elected to the office of Member-at-Large shall not serve more than three (3) consecutive terms in that office.
- C. Officers shall not serve more than two (2) consecutive terms in each respective office, nor more than a total of six (6) consecutive terms in any officer position.
- D. Upon completion of the term as President, the Past President may be nominated as a Member-at-Large for no more than one (1) term.

Section 5. VACANCIES

- A. A member of the Board of Directors who shall be absent from three consecutive regular meetings of the Board shall be dropped automatically from membership on the Board, unless otherwise decreed thereafter by a majority of the members of the Board at any regular meeting.

- B. Vacancies on the Board of Directors, or among the officers, shall be filled by the Board of Directors by a majority vote of the remaining members; provided, however, a vacancy in the office of President may be filled only by the person holding the office of Vice President, unless such a person declines the appointment, and a vacancy in the office of Vice President shall be filled through a special election which shall be conducted according to the same procedure provided for regular nominations and elections under Article V. Such a special election shall be completed within forty-five days from the date the vacancy occurs in such office.

Section 6. EXECUTIVE COMMITTEE

During the interim between regular meetings of the Board of Directors, the Executive Committee shall act for and on behalf of the Board of Directors, but shall be accountable to the Board for its actions. The Executive Committee shall be composed of the President, Vice-President, Treasurer, Executive Director. The President shall serve as Chairperson. All business shall be conducted by a vote of the majority of the members of the Executive Committee.

ARTICLE V ELECTIONS

Section 1. ELIGIBILITY

Any member of the Chamber in good standing is eligible for nomination and election to the Board of Directors; provided, however, no person shall hold office as a Member-at-Large on the Board for a continuous period greater than three consecutive terms.

Section 2. NOMINATING COMMITTEE

- A. The Nominating Committee shall consist of the immediate Past President, current President, Executive Director and the current Businessperson of the Year. The President shall serve as Chairperson of the Committee.
- B. Prior to the November meeting, the Nominating Committee shall present to the Board a slate of the names of candidates for the positions being vacated. As part of its report, the Nominating Committee also shall certify that each candidate is an active member in good standing and has expressly agreed to accept the responsibilities of office.
- C. Upon receipt of the report of the Nominating Committee, the President shall notify the membership of the names of the persons nominated. The notice also shall contain an explanation of the right of nomination by petition as provided in Section 3 of Article V.
- D. President and two (2) member-at-large will be elected in odd numbered years. The Vice President, Treasurer, and one (1) member-at-large will be elected in even numbered years.

Section 3. NOMINATION BY PETITION

The names of additional candidates for any position of the Board of Directors may be placed in nomination by written petition bearing the genuine signatures of at least five members of the Chamber in good standing. Such petition shall be filed with any member of the Nominating Committee on or before noon three business days prior to the November meeting of the membership. Upon receipt of a nominating petition, the Nominating Committee immediately shall

investigate, verify, and report to the President in writing that the persons nominated are members in good standing and have expressly agreed to accept the responsibilities of office.

Section 4. ELECTION

- A. If a nominating petition is not filed within the designated period, the nominations shall be closed and the slate of candidates nominated by the Nominating Committee shall be declared elected by the President.
- B. If a "Nomination by Petition" per Article V, Section 3, presents additional valid candidates, the names of all candidates shall be arranged on a ballot in alphabetical order for each office. The President shall distribute this ballot to all members in good standing at the regular meeting of the membership. All ballots shall be marked and returned to the Chamber President at the meeting. All ballots shall be counted at the meeting and the candidates receiving the greatest number of votes shall be elected for each office.

ARTICLE VI OFFICERS

Section 1. DUTIES OF OFFICERS

- A. **President:** The President shall serve as the executive head of the Chamber and shall preside at all meetings of the Membership, Board of Directors, and Executive Committee, and select and appoint the chairpersons and personnel of all Committees. The President shall serve as Chairperson of the Program Committee, which shall be responsible for planning and arranging the educational and entertainment programs for meetings of the general membership. The President also shall serve as Chairperson of the Nominating Committee.
- B. **Vice-President:** The Vice President shall exercise the powers and authority and perform the duties of the President in the absence or disability of the President. The Vice-President shall be Chairperson of the Planning Committee, which shall be a standing committee with the Chamber, and planning the direction of future activities, being alert at all times to assure that the activities of the Chamber are directed toward achieving the purposes of the Chamber as provided in Section 2 of Article I.
- C. **Treasurer:** The Treasurer shall be responsible for the safeguarding of all funds received by the Chamber, and for their proper disbursement in accordance with the annual budget. Such funds shall be kept on deposit in financial institutions approved by the Board of Directors, subject to checks signed by the Treasurer or in the absence of the Treasurer, by either the Executive Director or Executive Director's assistant. The Treasurer shall cause a monthly financial statement to be made in writing to the members of the Board of Directors at board meetings; and an annual proposed budget to be made in writing to the general membership prior to the Annual meeting.
- D. **Executive Director:** The Executive Director shall be the chief administrative officer of the Chamber. The Executive Director also shall serve as Secretary of the corporation and shall be responsible for the preparation of minutes of all meetings of the Board of Directors and the Executive Committee, and the communication of all meetings of the general membership and Board of Directors. The Executive Director shall perform such additional duties as are assigned to the position by the Board of Directors. The Executive Director shall be a voting

member of the Board of Directors and the Executive Committee and shall be a non-voting member of all other committees of the Chamber.

ARTICLE VII COMMITTEES

Section 1. STANDING COMMITTEES

The appointments of personnel to all standing committees shall be made and announced by the President on or before the first day of August each year. The standing committees of the Chamber shall be the following:

- A. Planning Committee, which shall consist of five members, including the Vice-President as Chairperson.
- B. Program Committee, which shall consist of three members, including the President as Chairperson.
- C. Nominating Committee, which shall consist of three members, including the President as Chairperson.

Section 2. SPECIAL COMMITTEES

The Board of Directors, or the President with the approval of the Board of Directors, may create and assign duties to any special committees as the need arises.

ARTICLE VIII DISSOLUTION

Section 1. PROCEDURE

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 with the exception of reimbursement for expenses incurred. 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 to be selected by the Board of Directors as defined in IRS Section 501(c)(6).

ARTICLE IX PARLIAMENTARY AUTHORITY

Section 1. PARLIAMENTARY AUTHORITY

The current edition of Roberts Rules of Order shall be the final source of authority in all questions of parliamentary procedures when such rules are not inconsistent with the charter or bylaws of the chamber.

**ARTICLE X
INDEMNIFICATION**

Section 1. INDEMNIFICATION

Be it resolved that:

Indemnification by the chamber of any and all current officers, directors and employees against expenses actually and necessarily incurred by them in connection with the defense of any action, suit, or proceeding in which they or any of them are made parties, or a party, by reason of having been officers, directors or employees of the chamber, except in relation to matters as to which such individuals shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability for negligence or misconduct, has been adopted.

**ARTICLE XI
AMENDMENTS**

Section 1. REVISIONS

These bylaws may be amended or altered by a majority of the members at any regular or special meeting, providing the notice for the meeting includes the proposals for amendments. Any proposed amendments or alterations shall be submitted to the Board or the members in writing, at least ten (10) days in advance of the meeting at which they are to be acted upon.

Revisions or amendments shall be noted in the following manner:

Revision or Change:


Any change to these bylaws necessitated by law or change in rules or law need not be voted upon by a majority of the members, rather, the Board may elect to make any changes to keep the chamber's legal/lawful status intact with a majority vote of the Board members where a quorum is present.

Amended:

Adopted:

The undersigned certifies that the foregoing By-law are the By-laws of the Corporation.

Dated: October 21, 2007



Roger Summars - President