

**BYLAWS OF
SOUTHEAST KENTUCKY CHAMBER OF COMMERCE
178 COLLEGE STREET, PIKEVILLE, KY 41501**

**ARTICLE I
GENERAL**

Section 1 – Name

This organization is incorporated under the laws of the Commonwealth of Kentucky and shall be known as the Southeast Kentucky Chamber of Commerce (hereinafter referred to as “the Chamber”).

Section 2 – Purpose

It shall be the mission of the Southeast Kentucky Chamber of Commerce to improve, advance, and unite Floyd, Johnson, Knott, Lawrence, Letcher, Magoffin, Martin, and Pike counties as Southeastern Kentucky in commerce, transportation, education, and quality of life; to secure job opportunities and training for our own available workforce; to promote Southeastern Kentucky to prospective businesses and industries; to affect civic and social improvements; to promote integrity, good faith, and equitable business principles; and to assume leadership in Southeastern Kentucky.

The Chamber was organized to advance the general welfare and prosperity of Southeastern Kentucky so that its citizens and all areas of its business community shall prosper. All necessary means of promotion shall be provided, and particular attention and emphasis shall be given to the economic, civic, commercial, cultural, industrial, and educational interests of the area.

Section 3 – Limitation of Methods

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

Section 4 – 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 is approved or ratified by the Chamber’s Board of Directors (hereinafter referred to as “the Board”).

Section 5 – Limitation of Political Activity

The Chamber shall be non-profit, non-partisan, and non-sectarian. Relative to political activity, the Chamber will observe local, state, and federal laws, including without limitation article 501(c)(6) of the Internal Revenue Code.

Section 6 – Indemnification

The Chamber may by resolution of the Board, provide for indemnification by the Chamber of any and all current or former 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 of misconduct.

ARTICLE II CHAMBER MEMBERSHIP

Section 1 – Eligibility

Any person, association, corporation, partnership, or any other business entity having an interest in the objectives of the Chamber shall be eligible to apply for membership.

Section 2 – Approval

Applications for membership may be submitted electronically or in writing, on forms provided for that purpose, and signed by the applicant. Completed applications may be approved by the Executive Committee at any meeting thereof. Any applicant, so selected, shall become a member in good standing upon payment of the regularly scheduled investment as provided in *Article II, Section 3*.

Section 3 – Investments

Membership investments shall be at such rate(s), schedule or formula (as many may be from time to time) prescribed by the Board, in the Chamber's Policy and Procedures payable in advance.

Section 4 – Termination (Resignation, expulsion, and delinquency)

- A) Any member may resign from the Chamber upon written request to the Board.

- B) Any member may be removed from the membership list for non-payment of dues after ninety days from the date due, unless otherwise extended for good cause.

- C) After notice, any member may be expelled by a two-thirds vote of the Board, at a regularly scheduled meeting thereof, for conduct unbecoming a member or prejudicial to the repute of the Chamber.

- D) Any member which is current with their membership investment shall be considered to be in good standing.

Section 5 – Voting

In any proceeding, including electronically, in which voting by members is called for; each member in good standing shall be entitled to cast one vote.

Section 6 – Exercise of Privileges

Any firm, association, corporation, partnership, or any other business entity holding membership may nominate individuals whom the holder desires to exercise the privileges of membership covered by its subscriptions, and shall have the right to change its membership nomination upon written notice.

Section 7 – Orientation

Orientation on the purposes and activities of the Chamber may be conducted as necessary for the following groups: new directors, officers and directors, committee chairs, and new members.

Section 8 – Honorary Membership

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

ARTICLE III MEETINGS

Section 1 – Annual Meeting

The Annual Meeting of the Chamber, in compliance with state law, shall be held each year, at a time and place fixed by the Board and notice thereof shall be disseminated (electronic or mailed) to each member at least ten days before said meeting.

Section 2 – Additional Meetings (General Membership, Board and Committee Meetings)

General meetings of the membership may be called by the Chair at any time, or upon petition in writing of ten percent of the members in good standing. Notice of such meetings shall be disseminated (electronic or mailed) to each member at least five days prior to such meeting. Board meetings may be called by the Chair or by the Board upon written application of one-third of the members of the Board. Notice (including the purpose of the meeting) shall be given to each director at least three days prior to said meeting. Committee meetings may be called at any time by the Chair or by the committee's chairperson.

Section 3 – Quorums

- A) Membership: At any duly called general meeting of the Chamber membership three percent of the members shall constitute a quorum.

- B) Board: At any duly called meeting of the Board, a majority of the voting body shall constitute a quorum.

- C) Committee: At any duly called committee meeting, a majority of the committee shall constitute a quorum, except when the committee consists of more than nine members. In that case, five shall constitute a quorum.

- D) Executive Committee: At any duly called meeting of the Executive Committee, four voting members shall constitute a quorum.

Section 4 – Notices, Agenda, and Minutes

Written or electronic notice of all Chamber meetings must be given a minimum of three days in advance unless otherwise stated and shall include an agenda for the meeting. Minutes shall be recorded of each Board and Executive Committee meeting and shall be kept on file in the Chamber office.

ARTICLE IV BOARD OF DIRECTORS

Section 1 – General Authority and Responsibilities

There shall be a Board of Directors which shall control the property of the Chamber, be responsible for the Chamber's finances, be responsible for the government and policy making for the Chamber and have full power and authority over the affairs of the Chamber except those specifically reserved for the general membership by these Bylaws. In addition, the President/CEO shall cause there to be a review the Chamber Bylaws at a minimum of every third year, or as needed.

Section 2 – Composition of the Board of Directors

The governance of the Chamber, the direction of its work and the control of its property shall be vested in the Board, consisting of twenty-four members, eight of whom shall be elected or appointed each year.

Directors shall be elected by the general membership of the Chamber except as set out herein. Each director, elected or appointed, shall serve a term of three years, and no Director who has served a full three-year term shall be eligible for re-election or re-appointment until after the lapse of one year from his/her term as a director, except those Directors currently in rotation to be Chair of the Board.

Three of each year's class of directors shall be appointed by the Chair-Elect. The appointed directors shall be named with the advice and consent of the Board.

Section 3 – Absenteeism, Vacancies, Resignations, and Removal

Absence from three consecutive regular meetings of the Board without an excuse deemed valid and so recorded by the Board may be construed as a resignation from the Board. Notice shall be given by registered mail to any Director who misses two consecutive meetings of the Board without a valid excuse informing him/her that missing another meeting may be construed as a resignation from the Board.

The Chair, with the advice and consent of the Board, shall have the power to fill all vacancies on the Board caused other than by the expiration of a director's term, and shall have the authority to determine the length of terms of directors so that no more than eight directors' terms expire in any one year.

Any Director who holds or runs for a public office shall resign his/her position on the Board.

In the Board's discretion vacancies in the office of the Chair prior to the normal expiration of a full-term may be filled by the Chair-Elect and Vice-Chair automatically moving up to the next higher office for the remaining unexpired term. In that event, the Board by majority vote shall then fill the office of the Vice-Chair. Upon completion of the unexpired term, succession and election of officers shall proceed as discussed in *Article IV, Section 2*. If the Chair-Elect moves up to fill an unexpired term as Chair, he/she is eligible to serve an additional full-term as Chair.

Section 4 – Ex-Officio Directors

In addition to the twenty-four members of the Board, five ex-officio members may attend meetings of the Board and take part in all discussions, but may not send a proxy, vote, or hold office. The following persons may serve as ex-officio members of the Board:

1. President/CEO, Southeast Kentucky Chamber of Commerce
2. Immediate-Past-Chair, Southeast Kentucky Chamber of Commerce
3. CEO, One East Kentucky
4. President, University of Pikeville
5. President, Big Sandy Community and Technical College

Section 5 – Board Meetings

The Board shall meet at such regular time and place as may be determined by them, and not less than seven times per year. The Board shall submit at the Annual Meeting a full report of the work and finances of the Chamber.

Section 6 – Emergency Action

In the event a meeting of the Board does not have sufficient attendance to constitute a quorum, as defined in *Article III, Section 3*, but there are at least eight members present, those members present may, by unanimous vote, declare a pending question or issue to be an emergency. Following such a unanimous vote, those members present may, by a second unanimous vote, take action upon the emergency question or issue. A record of the meeting shall be kept and shall include the names of the Directors in attendance, the question or issue declared to be an emergency, the action taken and any other pertinent information. Said record shall promptly be disseminated (electronic or mailed) to the full Board which shall either approve or otherwise address the emergency action at its next meeting where a quorum is present. Absent the above process to address an emergency, no action may be taken at a Board meeting which does not have a quorum of its members in attendance.

Section 7 – Board Action without a Meeting – Written Consent and Electronic Voting

The Board may take action without meeting upon the unanimous vote of the directors evidenced by written consents. Each director's consent must describe the action to be taken, be signed by each director, and be attached to the minutes. A signed letter, email from the director's address on file with the Chamber or facsimile will constitute a director's written consent. The Board's approval of any action taken pursuant to this Section shall be effective when the last director signs the consent, unless the consent(s) specifies a different effective date. A consent signed shall have the effect of a meeting vote and may be described as such in any document.

ARTICLE V ELECTION PROCEDURE FOR BOARD DIRECTORS

Section 1 – Nominating and Election Committee

The Nominating and Election Committee shall be composed of the Executive Committee and those Directors rotating off the Board.

The determination of the Nominating and Election Committee as to the election of directors and the legality of petitions shall be final.

Section 2 – Nomination and Election Process for Board Directors

- 1) The Nominating and Election Committee shall meet prior to second week of May.
- 2) Before the last day of May, the Nominating and Election Committee shall publish to the membership a slate of candidates necessary to fill appropriate vacancies and to replace those directors whose terms are expiring. The committee must also publish the process by which any Chamber member in good standing may petition to nominate a candidate not included on the committee's slate. Each candidate must be a Chamber member in good standing and must have agreed to accept the responsibility of a director.
 - a) In the event no valid petition is filed by the second Friday in June, the slate of candidates nominated by the committee shall be declared elected.
 - b) Nomination by Petition: Additional candidates for director can be nominated by petition bearing the genuine signatures of at least ten Chamber members in good standing. Petitions shall be filed with the Nominating and Election Committee within one week of the publication of its slate.

If a valid petition is filed, the Nominating and Election Committee shall prepare a ballot with the names of all candidates, arranged in alphabetical order, and shall disseminate the ballot to the members of the Chamber by the second Friday of June.

All ballots must be received in the Chamber office by noon local time on the third Friday in June. The Committee shall immediately count the ballots at the Chamber office and issue a report of its findings to the Board by the end of the day.

3) The Board Chair shall declare the candidates with the greatest number of votes elected. Newly elected members of the Board shall take office the first day of July.

Section 3 – Seating of New Directors

All newly elected and appointed Directors shall be seated at the next scheduled Board meeting and shall be participating members thereafter. Retiring Directors shall continue to serve until the end of the Chamber’s fiscal year, which is June 30.

Section 4 – Management

The Board shall employ a President/CEO and the Executive Committee shall fix the salary and other considerations of employment with the Board’s approval. The Executive Committee, with the approval of the Board, shall be responsible for hiring and discharging the President/CEO.

Section 5 – Indemnification

The Chamber may, by resolution, of the Board, provide for indemnification by the Chamber of any and all current or former officers, directors and employees under the terms set forth in *Article I, Section 5*, of these Bylaws.

ARTICLE VI OFFICERS

Section 1 – Election of Officers

During the final regular Board meeting of the fiscal year, the Board shall, as a part of its agenda, elect officers for the ensuing year. All officers of the Board, except the Treasurer and President/CEO, shall be elected from the Board of Directors.

The Board shall receive nominations from the floor, for the offices of Vice-Chair, Treasurer and Secretary. The Chair-Elect and Vice-Chair shall automatically move up to the next office.

The Board shall nominate from the floor the officers in the order as set out herein.

The Office of Treasure shall be held by a qualified accounting professional. If such an individual is not available to serve on the Executive Committee, the Chair, with approval of the Board, shall select a qualified Member of the Chamber as Treasurer for the duration of the term.

A secret ballot shall be used, and the highest vote getter shall be declared the winner. New officers shall take office July 1.

Section 2 – Duties of Officers

A) Chair: The Chair shall serve as the chief voluntary elected officer and executive of the Chamber and shall preside at all meetings of the Membership, Board and Executive Committee.

The Chair may assign vice-chairs subject to Board's approval. The Chair shall also cause to be developed a program of work or business/strategic plan and policies to help meet the needs of the membership and community. The Chair shall motivate and encourage other officers, directors, and committee chairs to carry out their responsibilities. The Chair shall also encourage active involvement of the Chamber membership.

B) Chair-Elect: The Chair-Elect shall exercise the power and authority and perform the duties of the Chair in the absence or disability of the Chair.

C) Vice-Chair: The duties of the Vice-Chair shall be those that may be assigned by the Chair and the Board.

D) Secretary: The Secretary, or his/her designee, shall keep the minutes of Board Meetings, and in general, perform all duties incident to the Office of Secretary and such other duties as from time to time may be assigned by the Chair or by the Board.

E) Treasurer: The Treasurer shall be responsible for the safeguarding of all funds received by the Chamber and for their proper disbursement. Such funds shall be kept on deposit in financial institutions or invested in a manner approved by the Board.

The Treasurer shall cause a monthly financial report to be made available to the Board and shall present the same at all regularly scheduled meetings of the Board and Executive Committee.

F) President/CEO: The President/CEO shall be the chief administrator and executive of the Chamber. The President/CEO shall cause to be prepared notices, agendas and minutes of meetings of the Board; shall be involved in the management, function of planning, organization, and evaluation for the Chamber; shall be responsible for preparation and distribution to the Board of a concise and accurate report of activities and status of the Chamber at a each of the seven regularly scheduled Board meetings, and shall keep the Board informed of all pertinent information on a regular basis.

The President/CEO shall be an ex-officio member of the Board, Executive Committee, and all other committees of the Chamber and shall serve and act as Secretary whenever required.

The President/CEO shall be responsible for hiring, discharging, directing, and supervising all employees.

With the cooperation of the Executive Committee and the Chair and Chair-Elect, the President/CEO shall be responsible for the preparation of an operating budget covering all activities of the Chamber, subject to approval of the Board. The President/CEO shall also be responsible for approving all expenditures within approved budget allocations. The budget shall be prepared and presented to the Board at the final Board Meeting of the fiscal year.

Section 3 – Executive Committee

The members of the Executive Committee shall serve one-year terms and shall consist of nine members including the five officers (Chair, Chair-Elect, Vice-Chair, Secretary, and Treasurer) and four additional members of the Board. The Chair-Elect shall submit two Directors for

nomination for the Executive Committee and the Board shall submit two Directors for nomination to the Executive Committee, each pending approval of the Board.

If remaining in good standing, the most recent Chair to complete his/her term and rotate off may serve as an ex-officio member of the Board and Executive Committee.

In the interim between meetings of the Board, the Executive Committee shall have charge of the routine business of the Chamber. It shall have general charge of the finance and property of the Chamber and shall have authority for ordering disbursements for necessary expenses, and may grant to any committee a reasonable amount of money for committee work, provided such amount shall not exceed the budgeted amount previously approved by the Board. The Executive Committee may refer matters brought before it to a committee or the Board. At the end of the fiscal year, it shall prepare and submit to the Board, a budget of the general expenses of the Chamber for the coming year.

Section 4 – Compensation

Except for the President/CEO, the Officers and Directors of the Chamber shall receive no compensation for their services, provided that they may receive reimbursement for reasonable expenses incurred and compensation for services performed extending beyond their services incident to the office/position held. Such reimbursement or compensation shall be submitted to the President/CEO and shall be subject to approval by the Executive Committee.

ARTICLE VII BOARD COMMITTEES

Section 1 – Appointment and Authority

The Chair, by and with the approval of the Board, shall authorize and define the powers and duties of all committees.

The Chair shall appoint all committees and committee chairs, subject to confirmation by the Board. The Chair may appoint such ad hoc committees or task forces and their chairs as deemed necessary to carry out the program of the Chamber. Committee appointees shall serve concurrent with the term of the appointing Chair unless the Board approves a different term. Committees shall be authorized to make investigations, conduct studies/surveys/hearings, make recommendations to the Board, and to carry on such activities as may be delegated to them by the Chair and the Board.

Section 2 – Discharge

The Chair shall discharge committees when the work of the committee is completed, and its reports are accepted, or when in the opinion of the Board, it is deemed wise to discontinue the committee.

ARTICLE VIII PARLIAMENTARY AUTHORITY AND PROCEDURE

Section 1 – Parliamentary Authority

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

Section 2 – Parliamentary Procedure

Unless otherwise provided, a majority of a quorum at any meeting of the Board, Executive Committee, or Nominating and Election Committee, shall be required for such entity to take any action.

ARTICLE IX AMENDMENTS TO THE BYLAWS

Section 1 – Altered, Amended, or Repealed

To amend, alter or repeal these Bylaws, the proposed modification must be presented to the Board in writing at a regularly scheduled meeting. If a majority of a quorum of the Board votes to recommend the proposed modifications, then notice of the proposed changes shall be promptly disseminated to the members by mail or electronic means (if the member has an email address on file with the Chamber office). The notice shall include the proposed modifications, the date, time and location of a membership meeting and instructions on the voting process. The notice shall be disseminated not less than ten days prior to the membership meeting. Votes may be cast in person, via call-in, video conference or by email to the President/CEO from the address on file with the Chamber office. To be counted, all votes submitted by email must be received by the time the membership meeting is called to order. The modifications to the Bylaws shall pass if two-thirds of the votes cast are in favor of the modifications.

ARTICLE X FINANCES

Section 1—Funds

All money paid to the Chamber shall be placed in a general operating fund unless otherwise specified and approved by the Board of the Chamber.

Section 2 – Disbursements

All disbursements of the funds of the Chamber shall be subject to the rules set forth in the *Chamber Financial and Investment Policy*. Upon approval of the annual budget, the President/CEO is authorized to make disbursement on accounts and expenses provided for in the budget. All disbursements shall be made by check or with documented electronic transfer.

Section 3 – Fiscal Year

The Chamber shall operate on a fiscal year basis from July 1 to June 30 of the following year. The Annual Meeting shall be within ninety days of the beginning of each fiscal year.

Section 4 – Budget

No later than the June Board meeting annually, a budget will be approved by the Board. This budget will reflect the estimated expenses and income for the succeeding year.

Section 5 – Audit

A Certified Public Accounting firm shall conduct an annual financial review of the accounts of the Chamber at close of business on June 30. An audit shall be conducted at least every third year. The reviews and audits shall be available to members of the Chamber within the offices of the Chamber upon reasonable notice during regular business hours.

Section 6 – Bonding and Insurance

The Chair and such other officers and staff designated by the Board, shall be bonded, or insured by a sufficient fidelity bond in the amount set by the Board and paid for by the Chamber.

ARTICLE XI
DISSOLUTION OF THE CHAMBER

The Chamber shall use its funds only to accomplish the objectives and purposes specified in the Bylaws, and no part of said funds shall inure, or distributed to the members of the Chamber. On dissolution of the Chamber, any funds remaining shall be distributed to one of more non-profit organization(s) operating in the Chamber's service area to be selected by the Board as defined and outlined in Section 501(c)(3) or 501(c)(6) of the Internal Revenue Code.

Approved as amended by the Board of Directors of the Southeast Kentucky Chamber of Commerce on the ____ day of ____, 2020.

Dr. Howard V. Roberts, Board Chair

Jordan Gibson, President/CEO