

ANDOVER AREA CHAMBER OF COMMERCE, INC. BY-LAWS

As Amended on the 30th day of September, 2015

ARTICLE I NAME AND OFFICE

Section 1 – Name

The name of this organization shall be the Andover Area Chamber of Commerce. The organization shall hereinafter be referred to as the “Chamber”.

The principal business office of the Chamber shall be maintained in the City of Andover, County of Butler and State of Kansas.

ARTICLE II MISSION STATEMENT AND PURPOSE

Section 1 – Mission

The Chamber’s mission is to serve its members by promoting local business opportunities and resources to contribute to the health of the local economy by forging strong relationships among businesses, community, organizations and government.

Section 2 – Purpose

The Andover Area Chamber of Commerce is organized for the purpose of advancing the retail, commercial, industrial, and civic interests of Andover and its trade area.

Section 3 – Limitation of Methods

The Chamber shall be nonpartisan, non-sectional, and non-sectarian, however it shall promote the civic, commercial, industrial, retail and professional interest of the Chamber’s membership, the community of Andover and its vicinity, and do all things proper within the scope of such an association for the welfare of the community and its members. In promoting such goals, compliance with Section 501 (c)(6) of the Internal Revenue Code shall be strictly adhered to by the Chamber.

ARTICLE III MEMBERSHIP

Section 1 – Eligibility

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

Section 2 – Admissions

Submissions for membership shall be in writing, on forms provided for that purpose by the Chamber, and signed by the applicant. The President-ED shall review all membership submissions and submit them to the Board of Directors at the regularly scheduled meeting. The prospective member shall become a member in good standing upon payment of the scheduled membership investment as provided in Section 3 below.

Section 3 – Membership Investment

Membership investment shall be at such rate or rates, schedule or formula as may be from time to time prescribed by the Board of Directors, payable annually, semi-annually or quarterly in advance.

Section 4 – Termination

Any member may resign from the Chamber upon written notification to the Board of Directors. The Board of Directors may terminate any member by a majority vote for non-payment of membership investment after ninety days from the due date, unless otherwise extended for good cause. Any member may also be terminated by a majority vote of the Board of Directors, for conduct unbecoming of a member or prejudicial to the aims or repute of the Chamber, after notice and opportunity for a hearing has been afforded the member complained against.

Section 5 – Voting

Any firm, association, corporation, partnership or other organization holding membership in good standing must nominate an individual whom the holder desires to cast the vote allotted to its membership investment, and shall have the right to change such nomination upon written notice. Any person, firm associations, or corporation holding more than one membership shall be entitled to cast one vote per membership.

Section 6 – Associate Membership

An Associate Member shall include retired business people, service organizations or any other reputable person who is not the owner of a sole proprietorship wherever located. Sole proprietors, partners, and principal stockholders are not eligible for Associate Membership. Associate Members shall be required to pay nominal annual dues as set forth by the Board of Directors and shall be entitled to all rights and privileges of membership, except the right to vote for directors.

Section 7 – Waive of Membership Investment

The Board of Directors, at its election, may waive or reduce the amount of annual membership investment for new members during such new member’s first year operating a business in the Andover area.

**ARTICLE IV
GOVERNMENT**

Section 1 – Board of Directors

The governing body of the Chamber shall be vested in a Board of Directors consisting of fifteen (15) members, one-third of whom shall be elected annually for a term of three years, as hereinafter provided.

Section 2 – Duties of the Board of Directors

The Board of Directors shall transact all business of the organization except those emergency items of business initiated at a general membership meeting (definition of “emergency” shall be determined by the Chairman). All Board members are expected to serve either as an officer or serve on a committee during their term on the Board.

Section 3 – Composition of the Board of Directors

The Board of Directors shall consist of fifteen (15) members and the Board of Directors shall appoint the four officers of the Chamber from among these directors. The immediate past chairman, if term has expired, will serve one (1) year as an ex-officio, non-voting member of the Board to fulfill the requirements of serving as past chairman to the Board of Directors.

Section 4 – Vacancies

Vacancies of the Board of Directors, or among the officers, shall be filled by the Board of Directors by a majority vote. If any member of the Board of Directors shall fail to attend three (3) meetings, the Chairman shall, in writing, call such failure to the director’s attention and, if no satisfactory answer or reason for the absence is given, then that person’s directorship shall be brought to the board for a vote, and, if necessary, the vacancy thus created shall be filled.

**ARTICLE V
MEETINGS**

Section 1 – Annual Meeting

The annual meeting of the Chamber shall be held as soon as practical after the close of the fiscal year, at a time and place to be determined by the Board of Directors.

Section 2 – Regular Business Meetings

The organization shall hold regular business meetings at prearranged dates at least quarterly. Place and time of the meeting shall be determined by the Board of Directors. At all membership meetings, ten percent (10%) of the members in good standing shall constitute a quorum to conduct official business.

Section 3 – Board of Directors’ Meeting

Meetings of the Board of Directors shall be held at prearranged dates at least once per month, or at the call of the Chairman. At all meetings the Board of Directors, a quorum constitutes at least ½ plus 1. In the event of a tie vote, the board will return to discussion and vote on the issue again until a deciding vote is obtained.

Section 4 – Board of Directors’ Retreat

The Board of Directors’ retreat shall be held in December each year, at a place to be determined by the Board of Directors.

ARTICLE VI ELECTIONS

Section 1 – Nominating Committee

Before the regular August Board meeting, the Chairman shall appoint a Nominating Committee of up to five (5) members

1. The Vice Chairman
2. One other current Board member
3. 3 individuals from the Andover Chamber membership

The Chairman of the Board shall designate the Chairperson of the Nominating Committee. At the September Board meeting, the Nominating Committee shall present to the Board a list of nominees from the membership of the Chamber consisting of at least the same number of candidates as there are vacancies of the Board of Directors. The Nominating Committee shall strive to obtain twice the number of candidates as there are vacancies; however, the minimum number necessary to fill all vacancies shall be acceptable. Each candidate must be an active member in good standing and must have agreed to accept the responsibilities of the directorship. The Nominating Committee shall also ensure each accepting member agrees to attend the Board of Directors' Retreat to be held in December.

Section 2 – Publicity of Nominations

Upon receipt of the report of the Nominating Committee, the President-ED shall immediately notify the membership by mail or electronically of the names of the persons nominated as candidates for directors and the right to petition as provided in Section 3 below.

Section 3 – Petition

Additional names of candidates for directors can be nominated by petition bearing the genuine signatures of at least three (3) members of the Chamber. Such petition shall be filed with the Nominating Committee with 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 shall be final.

Section 4 – Determination

- a) If the slate of qualified candidates for the position of Director does not exceed the number necessary to fill the vacancies, the nominations shall be closed and the nominated slate of candidates shall be declared elected.

- b) If an election is necessary due to the number of nominees exceeding the number of vacancies, ballots shall be mailed or emailed by the President-ED by October 1st and due for return by October 12th. The counting of all ballots shall be supervised by the Board of Directors at the regularly scheduled October meeting. The number of nominees corresponding with the number of directors to be elected who receive the highest number of votes shall be declared elected. In case of a tie, the Board of Directors shall hold a secret ballot to resolve the tie.

ARTICLE VII OFFICERS

Section 1 – Appointment of Officers

The appointment of the office for Chairman, Vice Chairman, Secretary and Treasurer shall be made by the Board of Directors at their Annual Retreat. They shall officially take office January 1.

Section 2 – Chairman

The Chairman shall preside at all meetings of the Chamber and of the Board of Directors, and perform all duties incident to this office. The Chairman shall, subject to the approval of the Board of Directors, appoint, authorize and define the powers and duties of all committees. The Chairman shall be authorized to co-sign checks for the Chamber.

Section 3 – Vice Chairman

The Vice Chairman shall act in the absence of the Chairman. In the absence of both the Chairman and Vice Chairman, the Secretary of the Board of the Directors shall act temporarily. The Vice Chairman shall be authorized to co-sign checks for the Chamber.

Section 4 – Secretary

With the assistance of the President-ED, the Secretary shall record all proceedings of the Board of Directors and Executive Committee meetings. The Secretary will provide such documentation to the President-ED at least one week prior to said meetings, providing a permanent record. The Secretary will have access to the safe deposit box for storage of important organizational documents. The Secretary shall be authorized to co-sign checks for the Chamber.

Section 5 – Treasurer

The Treasurer shall be the technical custodian of all funds of the Chamber and shall present a monthly financial report to the Board of Directors and an Annual Financial Report to the members of the Chamber at the Annual Meeting. The Treasurer shall be authorized to co-sign checks for the Chamber.

Section 6 – President-ED

The President-ED shall be the chief administrative officer and shall be charged with general supervision and management of the office and business affairs of the corporation. The President-ED shall perform the duties of the administrative secretary, act as agent for service of process, and shall conduct the correspondence, preserve the records, documents and communications, keep books of account, maintain an accurate record of the proceedings of the corporation and the Board of Directors' meeting. The President-ED shall engage, discharge and have supervision over all employees, including fixing their duties and compensations, in accordance with the policies and practices approved by the Board of Directors. The President-ED shall direct, assist and coordinate the meetings and work of all committees within the committee structure approved by the Board of Directors, increasing and expanding the volunteer support for the corporation. The President-ED shall not be a member of the Board of Directors. The President-ED shall be under the direct supervision of the Chairman of the Board. The President-ED shall be authorized to co-sign checks for the Chamber.

ARTICLE VIII FINANCES

Section 1 – Fiscal Year

The fiscal year will be the first day of January to the last day of December.

Section 2 – Annual Budget

The annual operating budget will be prepared by the President-ED and presented to the Finance Committee for preparing a recommendation to the Board of Directors for approval at least 60 days prior to the beginning of the next fiscal year.

Section 3 – Funds

All money paid to the Chamber shall be placed in a general operating account, unless a designated account has been established or required as a 501(c)6 organization of the Internal Revenue code.

Section 3 – Disbursements

Upon approval of the budget, the Chairman of the Board or President-ED is authorized to make disbursements on accounts and expenses provided within the approved budget without additional approval of the Board of Directors. Recommendations for expenditures outside the budget shall be submitted to the Board of Directors for approval before expenditure can be made whether by check or debit card. Disbursements within approved budget can be made by check or debit card not to exceed \$500 on any single transaction.

Authorized signatories for all checks written from general fund accounts must include two (2) of the following signatures: The Chairman of the Board, the Vice Chairman of the Board, the Treasurer of the Board, the Secretary of the Board, or the President-ED.

Section 4 – Audits

An annual audit will be conducted internally by a committee appointed by the board. The scope of those audits will be determined from time to time by the board.

ARTICLE IX PARLIAMENTARY AUTHORITY

Section 1 – Parliamentary Authority

Meetings will be governed by the parliamentary rules outlined in *Robert's Rules of Order Newly Revised* in all cases.

ARTICLE X POLICIES

Section 1 – Policies

The Board of Directors will establish policy for the governance of the Andover Chamber of Commerce. Board policy establishes the parameters and guidelines for the board members,

committee, and management and staff. All policy decisions will be made by majority vote of the board and only at board meetings.

ARTICLE X AMENDMENTS

Section 1 – Amendments

These By-laws may be amended by two thirds (2/3) vote of those present at any regular or special meeting of the Chamber of Commerce, provided written notice of the proposed change shall be given to all members not less than ten (10) days prior to such meeting.

CERTIFICATE OF SECRETARY

I, the undersigned go hereby certify:

- 1) That I am the duly elected and acting Secretary of Andover Area Chamber of Commerce, and Kansas corporation; and,
- 2) That the foregoing By-laws, comprising of seven (7) pages, including this page, constitute the By-laws of said corporation as amended, and as duly adopted at the general meeting of the Chamber duly held on the 30th day of September.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name this _____ day of _____, 2015.

Jacob Burrow, Chairman of the Board

Brandy Mitchell, Secretary