

**New Castle/Henry County Chamber of Commerce, Inc.  
New Castle, Indiana**

**BYLAWS  
ARTICLE I  
General**

**SECTION 1: Name**

The name of this organization shall be New Castle/Henry County Chamber of Commerce, Inc., hereafter referred to as “the Chamber.”

**SECTION 2: Purpose and Mission**

Vision - To be the leading advocate for creating a cooperative, productive, and prosperous business community.

Mission - To promote growth, development, a favorable economic climate and be an active voice for chamber membership.

Values – Integrity, Leadership, and Community Involvement.

**SECTION 3: General Objectives**

The general objectives of the Chamber are to stimulate the economy, foster efficient government, improve the social environment, advance educational opportunities, and enhance the physical appearance of the New Castle/Henry County area.

**SECTION 4: Limitations of Methods**

The Chamber shall be nonprofit, nonpartisan, nonsectarian, non-sectional and observe all local, state and federal laws which apply to a non-profit organization as defined by the Internal Revenue Code for a 501(c)(6) organization and as provided by Indiana Code Section 23-17-1-1 and subsequent sections concerning Indiana non-profit corporations.

**ARTICLE II  
Membership**

**SECTION 1: Membership**

Any reputable business firm, individual, association, corporation, partnership, or any other entity or estate having an interest in the above objectives shall be eligible to apply for membership. However, membership may be denied to anyone who has three (3) previous complaints registered with the Chamber.

**SECTION 2: Elections**

Application for membership shall be in writing on forms provided for that purpose and signed by the applying legal entity. Payment (dues) is to be submitted at the time the application is submitted to the chamber staff. If the application is rejected for any reason, the payment (dues) amount would be returned to the applicant in full within ten (10) business days from the rejection of the application by the Board of Directors.

**SECTION 3: Application**

Membership dues shall be at such rate or rates, schedules or formulas as may from time to time be prescribed, defined and adopted by the board of Directors, payable annually, or quarterly in advance. Dues will be billed annually **on the anniversary month.**

**SECTION 4: Terminations**

Any membership may be terminated as follows:

- A. By written resignation to the Board of Directors. There shall be no refund of the membership investment unless a pre-approved, money-back or refund program was established by the Board covering any member who joined under defined criteria which qualified for a refund. All requests for refunds under a pre-approved program are to be made in writing and the eligibility of each request will be documented by the staff and approved or rejected by the Executive Board and then submitted to the full board at a regular meeting for board approval. The resignation of the member does not relieve the member from any obligations the member may have to the Chamber as a result of obligations incurred or commitments made before resignation.
- B. A member may not have their membership terminated or be expelled from membership by the Board of Directors unless the member received notice of such proposed action not less than fifteen (15) calendar days prior to the proposed termination or expulsion date. Such notice shall give the reasons for the proposed action and afford the member the opportunity to be heard, orally or in writing, by the Executive Board, not less than five (5) calendar days prior to the effective date of said action. The Executive Board will then take their recommendations to the full board for final approval.
- C. Payment of annual dues is expected within 30 days of billing or membership application. Membership not paid within 90 days of billing will be considered “not in good standing” and will be removed from the list of members until such time as payment is made. At the recommendation of the Executive Board, any member may be expelled by a majority vote of the Board of Directors at a regularly scheduled or special meeting, for conduct unbecoming or failure to support the aims or purposes of the Chamber with proper notice as stated in Article II, Section 4B.
- D. To anyone who has three (3) previous complaints registered with the Chamber and who has made no attempt, either by phone or written correspondence, to respond to said complaint. All denials or terminations will be based upon a majority vote of the Board of the Chamber and will be confirmed by written notice.

## **SECTION 5: Orientations**

Every effort will be made to annually orient new members regarding the aims, objectives and work program of the Chamber. The orientation will be the responsibility of the First Vice President and Executive Director. Each new member will receive a manual with the Policy and Procedures and By-Laws enclosed for their reference.

## **ARTICLE III Board of Directors**

### **SECTION 1: Composition of the Board**

The business of the Chamber, the direction of its work and control of its property shall be vested in a Board of Directors of twenty-one (21) members, one-third of whom shall be elected/re-elected annually for three (3) year terms. Each voting member of the Board will be required to sign a Contractual Agreement of Board Member Responsibility to serve that will be reviewed annually by the specified committee of the Board. In order to facilitate communication and cooperation between the Chamber and entities with similar goals, representatives of those agencies, e.g. Economic Development Corporation, may be appointed to the Chamber Board, Ex. Officio, as approved by the Board. Ex Officio members shall have no voting rights.

At the end of each term, a member of the board may be re-elected to serve on the Board upon majority approval. This re-election will be contingent upon meeting the requirements for serving as a Director (see Article III, Section 5). The Contractual Agreement of Board Member Responsibility must be signed at each term election/re-election.

This signed Contractual Agreement of Board Member Responsibility must be kept on file for every Board Member at the Chamber office.

**SECTION 2: Annual Reorganization of the Board**

The Board will conduct an annual strategic planning session at which the Board shall qualify and elect the following officers: President, First Vice President, Second Vice President, Secretary, and Treasurer. These five (5) individuals plus the Past President shall constitute the Executive Board. Term limits for the executive board will be two (2) consecutive terms. The Executive Director shall be included on the Executive Board as an Ex-Officio member with no voting power.

**SECTION 3: Board Member Nominations**

To fill vacant positions on the board of directors, candidates will be submitted by the nominating committee to the Executive Board for review and approval. The Executive Board will then make recommendations to the full board for approval based upon the candidate’s willingness to serve and endorsement of the Contractual Agreement of Board Member Responsibility.

**SECTION 4: Board Directors**

Board Directors are representatives of the Chamber of Commerce and are expected to make decisions which are in the best interest of the Chamber of Commerce and the community. The duties of the Board Director shall be in accordance with the job description as approved by the Chamber Board.

**SECTION 5: Absenteeism**

Any Board Director having three (3) unexcused Board meeting absences during any one calendar year will be dismissed from the board. *Extenuating Circumstances will be considered by the Executive Board.* See Section 7 for vacancy procedures.

**SECTION 6: Resignation or Removal**

A Director may resign by submitting a letter of resignation directed to the President of the Board of Directors. To preserve the integrity of the Chamber, if the behavior of a Board Director reflects poorly on the Chamber’s intent, they may be removed by majority vote of the Executive Board.

**SECTION 7: Vacancies**

All vacancies on the Board of Directors resulting from the death, resignation or removal of a Director shall be filled. A list of candidates shall be submitted to the Executive Board by the nominating committee within 30 days of the vacancy. The Executive Board shall then take their recommendations to the full board for approval. The newly appointed Board Director shall serve for the unexpired portion of the term. At the expiration of the term, the Board Director will be up for re-election under guidelines established in Article III Section 1.

**SECTION 8: Policies**

All policies of the Board of Directors will be formalized and recorded in a manual of procedures for easy reference by the Officers, Directors and Administrative Staff. The Board shall adopt such rules and regulations, as may be required, to conduct the affairs of the Chamber with a majority vote.

**SECTION 9: Management**

Upon recommendation of the Executive Board, the Board of Directors shall hire an Executive Director for an agreed term and salary. The Executive Director, in conjunction with the Board of Directors, shall prepare appropriate reports necessary to keep the members informed of the Chamber’s goals, programs and efforts.

**ARTICLE IV  
Chamber Employees**

### **SECTION 1: Executive Director**

The Executive Director shall, under direction of the Board of Directors; hire, supervise, dismiss and direct all Chamber personnel. The Executive Director will manage the daily operations of the Chamber under the guidance of the Executive Board. The precise services of the Executive Director will be employed based on the job description outlined by the Board of Directors.

When an Executive Director is not on staff, the Chamber business will be conducted by the Executive Board and/or Chamber Board. **The Executive Director shall be given a performance review annually, within the month of September by the President, 1<sup>st</sup> Vice President and the Past President.** An overview of the performance review will be submitted to the Board of Directors at the October board meeting. More frequent reviews may be made at the discretion of the Executive Board.

### **SECTION 2: Independent Contractors**

An Independent Contractor may be contracted by the Executive Board and the Board of Directors. The Executive Director may also participate in the contracting process. The Independent Contractor shall perform duties as described in the written agreement between the contractor and Chamber.

## **ARTICLE V Officers**

### **SECTION 1: Nominating Committee**

The President shall select three (3) members of the Board to serve as the Nominating Committee for the Executive Board. The President shall provide the Nominating Committee with the list of twenty-one (21) directors for the ensuing year, and request that they select candidates for the Executive Board.

When the proposed nominees have been selected, such information shall be presented in written form to the current President prior to the November meeting. Officers shall be nominated and appointed by majority vote each year.

### **SECTION 2: Determination of Officers**

The current President shall notify all of the existing members of the Board to be present at the Reorganization Board Meeting in November for the purpose of electing officers for the ensuing year. Nominations shall be requested from the Board at the reorganization meeting. If there are none, those nominated will become the new officers. If multiple names are offered, a secret ballot by the Board of Directors for the ensuing year will determine the new officers.

### **SECTION 3: Duties of Officers**

The officers of the Board shall adhere to, and be guided by the current job descriptions for the various offices and policies and procedure manual as approved by the Board. The general duties are as follows:

- A. **President:** The President shall preside at all meetings of the membership and the Board and shall serve as Chairman of the Executive Board. The Executive Director and President shall make officer committee appointments and determine the need of ad hoc committees and assist in the selection of the personnel of those ad hoc committees upon approval of the Board. In the instance of a tie vote, the president will vote to break the tie.

- B. **First Vice President:** The First Vice President shall serve as the first voluntary assistant to the President of the Chamber, performing the duties of the President in their absence. In addition, the First Vice President shall conduct orientation sessions for new Board members.
- C. **Second Vice President:** The Second Vice President shall serve as the second voluntary assistant to the President of the Chamber, performing the duties of the President in the absence of the President and First Vice President. In addition, the Second Vice President shall confer with the First Vice President to stay apprised of the workings of the Chamber of Commerce.
- D. **Secretary:** The Secretary shall review and sign all minutes of the Chamber meetings and shall attest to all official papers. In case of absence or disability of the Secretary, the President may appoint a Secretary Pro-Tem from the Board. The secretary will record action items at the Executive Board meetings. The Secretary shall serve a term of two years and may be re-elected every two years.
- E. **Treasurer:** The Treasurer shall be the chief financial officer of the Chamber and shall review monthly an itemized statement of expenditures and examine and audit monthly all books and accounts and present an itemized statement to the Board at each regularly scheduled monthly Board meeting. The Treasurer shall also advise the Executive Board on emergency or unexpected financial matters. The Treasurer may serve a term of two years and may serve two consecutive terms. In case of absence or disability of the Treasurer, the President may appoint a Treasurer Pro Tem.
- F. **Committee Chair Person:** Committee Chairs may be selected as deemed necessary by the President. They shall confer with the other Executive Board members and Executive Director with reference to coordinating programs, committee appointments and financial needs. They shall make periodic reports of progress and make recommendations for proposed policy to be presented to the Chamber Board.

**SECTION 4: Executive Board**

The Executive Board shall consist of the President, First Vice President, Second Vice President, Secretary, Treasurer, and Past President. They shall hold monthly meetings prior to the full board meetings to present recommendations to the full board for approval by vote.

A quorum of three (3) shall be needed to have an Executive Board Meeting. The Executive Board has the responsibility of insuring appropriate governance practices as it relates to the Chamber’s operations, goals and objectives.

The Executive Director may be an ex-officio member of this Board. The Executive Board shall possess and exercise all powers of the Chamber Board permitted by the bylaws during intervals between meetings. Closed Executive sessions without employees, but dealing with Chamber personnel may be called by the President. Action items will be shared with the full Board.

**ARTICLE VI  
Committees**

**SECTION 1: Appointment and Authority**

The President shall make all committee appointments as necessary. The Executive Director may be included in this appointing process. These appointments expire with each President’s term of office.

**SECTION 2: Limitation of Liability**

No committee shall take any formal action or in any way commit the Chamber on a question of policy without first receiving approval of the Board. Special committees shall be discharged by the President when their work has been completed and their reports accepted, or when the Board deems it appropriate to discontinue the committee.

## **ARTICLE VII Meetings**

### **SECTION 1: Regular Meetings**

Regular Board meetings for the Chamber Directors will be held monthly at a time and place mutually convenient and known to all.

### **SECTION 2: Annual Meeting**

The annual meeting of the Chamber will be held for the benefit of the members. The annual meeting is to be held between January 1 and April 1 of the ensuing year.

### **SECTION 3: Special Meetings**

Special meetings of the members of the Chamber may be called by the President, by a majority of the Board, or by written petition signed not by less than one-tenth (1/10) of all the members.

### **SECTION 4: Quorum**

A majority (51%) of elected Board Directors shall constitute a quorum of the Board of Directors. The Board of Directors may permit action to be taken if a quorum is not present at the board meeting, by presenting in writing to the President an absentee vote prior to the board meeting. The votes will be documented and signed by each member at the earliest time possible and kept in the Chamber office for reference.

## **ARTICLE VIII Finances**

### **SECTION 1: Funds**

All money paid to the Chamber shall be placed in a general operating fund. Available funds shall be prudently invested.

An exception can only be made in the case of a reserve fund established for a specific project, pursuant to policy adopted by the Board.

### **SECTION 2: Disbursements**

No obligation shall be incurred without prior approval of the Board. Upon approval of the budget, the Executive Director is authorized to make disbursements on accounts and expenses provided for in the budget without additional approval. Disbursements shall be by check and shall require two (2) signatures. The Executive Board and the Executive Director shall be the designated signers for the organization.

### **SECTION 3: Fiscal Year**

The fiscal year of the Chamber shall start January 1 and close December 31.

### **SECTION 4: Yearly/Monthly Review**

There shall be a monthly audit and examination of the books and accounts of the Chamber by the Treasurer and a report of the findings presented to the Board each month at the regular board meetings. There shall be a yearly review of the books performed by an independent accounting firm or a CPA appointed by the Board to maintain the integrity of the Chamber.

### **SECTION 5: Expenditures**

Any non-budgeted Chamber expenditure exceeding \$500 must be submitted to the Executive Board.

**SECTION 6: Annual Budget**

The Board President, in concurrence with the Executive Board, shall present an annual budget to the Board of Directors for the ensuing year for approval.

**SECTION 7: Liability**

The Board Treasurer and any other person or employee of the Chamber who regularly negotiates or spends the funds of the Chamber **must be bonded in an amount equal to the maximum amount of funds to which there may be access at any given time.** The expense of said bond is to be paid by the Chamber from the general operating account.

The Chamber shall provide insurance coverage for general liability and professional liability for the Board of Directors and Chamber employees.

**ARTICLE IX  
Parliamentary Procedures**

**SECTION 1: Authority**

All meetings of the Chamber shall be conducted by and according to the latest rules of Robert’s Rule of Order except where noted otherwise in the bylaws.

**SECTION 2: Dissolution**

The Chamber shall use its funds only to accomplish the objectives and purposes specified in these by-laws, and no part of said funds shall hinder the benefit or be distributed to the members of the Chamber. On dissolution of the Chamber, any funds remaining after the payment of all obligations shall be distributed to one or more regularly organized and qualified, charitable, educational, scientific or philanthropic organizations to be selected by the Board.

**ARTICLE X  
Revision of By-laws**

**SECTION 1: Revision**

These by-laws shall be reviewed by the Management Committee for the ensuing year and on an ongoing basis. (Review shall happen prior to the strategic planning session.) Changes shall be presented to the Board prior to a Board meeting for voting at the next scheduled meeting.

**BOARD OFFICERS 2019**

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President- Kevin Brown

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First Vice-President- Chris May

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Second Vice-President- Cara Taylor

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Secretary – Myra Strobel

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Treasurer – Melissa True

**MANAGEMENT COMMITTEE MEMBERS**

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Chairperson – Cindi Kiner

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Kevin Brown

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Amy Miller

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Chris May

Revised August 19, 2019