

Goddard Chamber of Commerce Inc.

Mission Statement:

To empower and equip businesses to build the best community in which to live, work, and succeed.

Vision Statement:

To provide innovative leadership in developing a thriving local business community.

Article 1 – General

Section 1: Name

This organization is incorporated under the laws of the State of Kansas and shall be known as the Goddard Chamber of Commerce Incorporated.

Section 2: Purpose

The Goddard Chamber of Commerce is organized to advance the general welfare and prosperity of the Goddard area so that its citizens and all areas of its business community shall prosper.

Section 3: Area

The area shall mean to include: City of Goddard, USD 265, and the county of Sedgwick.

Section 4: Limitation of Methods

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

Article II – Membership

Section 1: Eligibility

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

Section 2: Election

Applications for membership shall be in writing or electronically submitted on forms provided for that purpose. Membership shall consist of various levels set and reviewed by the Board of Directors and recorded in meeting minutes in January each year.

Section 3: Membership Dues

Each member shall pay membership dues as determined by the Board of Directors for each year of membership. All dues are payable in advance.

Section 4: *Termination*

Any member may resign from the chamber upon written request to the Board of Directors. Any membership shall expire after 90 days of non-payment of dues. During time of non-payment see policies and procedures manual for accessibility of member benefits. Any member may be expelled by a two-thirds votes of the Board of Directors, at a regularly scheduled meeting thereof; for conduct unbecoming a member or prejudicial to the aims or repute of the chamber, after notice and opportunity for a hearing are afforded the member complained against.

Section 5: *Voting*

In any proceeding in which voting by members is called for, each member person in good standing shall be entitled to one (1) vote.

Section 6: *Exercise of Privileges*

Any firms, association, corporation, partnership, or estate 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.

Article III - Meetings

Section 1 – *Annual Meeting*

The annual meeting of the corporation shall be held during November of each year. The time and place shall be fixed by the Board of Directors and notice thereof given to each member at least ten (10) days before said meeting.

Section 2 – *Additional Meetings*

General meetings of the chamber may be called by the President at any time or upon petition in writing of any 9 members in good standing: a) Notice of special meetings shall be sent to each member at least five (5) days prior to such meetings; b) Board meetings may be called by the President or by the Board of Directors upon written request of 4 members of the Board. Notice shall be given to each director at least one (1) day prior to said meeting; c) Committee meetings may be called at any time by the President, or by the committee's chairperson.

Section 3 – *Quorums*

At any duly called general meeting of the chamber, 9 members shall constitute a quorum; at a Board meeting, a majority of directors present shall constitute a quorum; at committee meetings, a majority of committee members shall constitute a quorum.

Section 4 – *Notices, Agenda, Minutes*

Notice of all chamber meetings must be given at least 30 days in advance unless otherwise stated. An advance agenda and minutes must be prepared for all meetings.

Article IV – Board of Directors

Section 1 – Composition and Direction

The government of the Chamber of Commerce shall be vested in a Board of Directors consisting of 9 directors elected by membership. The directors shall have power to fill all vacancies on the board by a majority vote. They may adopt rules for conducting business of the Chamber and shall meet at such time and place determined by them.

The 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 2 – Executive Committee

The board of directors shall elect among themselves the Executive Committee made up of four (4) officers with assigned duties:

- a) President – The President shall serve as the chief elected officer of the chamber of commerce and shall preside at all meetings of the membership, Board of Directors and Executive committee. The President shall, with the advice and counsel of the Vice President, determine all committees, select all committee chairmen, and assist in the selection of committee personnel, subject to approval of the Board of Directors.
- b) Vice President – The Vice President shall exercise the powers and authority to perform the duties of the President during their absence. Other duties may be assigned by the President and Board of Directors.
- c) Treasurer – The Treasurer shall be responsible for the safeguarding of all funds received by the chamber and for their proper disbursement. The Treasurer shall submit a financial report to the Board of Directors at the monthly Board of Directors meeting previously approved by the finance committee.
- d) Secretary – The Secretary shall keep minutes, notices, agendas, and petitions to formally prepare them for review and approval at the next Board of Directors meeting.

The President, Vice-President, Treasurer, and Secretary shall also be members of the Board of Directors.

Section 3 – Terms

All members shall be elected for a term of three (3) years and may be re-elected for one additional term. After the completion of two terms, the member shall not be eligible for re-election until the lapse of one year. All officers shall be elected for a term of one (1) year, from January 1 to December 31 of such year, and may be re-elected for one additional term. After the completion of two terms, the officer shall not be eligible for re-election until the lapse of one year. After the expiration of a President's term, such individual shall remain on the board as Immediate Past President or ex-officio for one year.

Section 4 – Election

The officers and directors shall be elected at the annual meeting of the membership.

Section 6 – Indemnification

The Chamber may, by resolution of the Board of Directors, 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 or misconduct.

Article V – Finances

Section 1 – Funds

All money paid to the chamber shall be placed in a general operating fund. Funds unused from the current year’s budget will be placed in a reserve account.

Section 2 – Disbursements

Upon approval of the budget, the Treasurer is authorized to make disbursements on accounts and expenses provided for in the budget without additional approval of the Board of Directors.

Section 3 – Fiscal Year

The fiscal year of the chamber shall close on December 31st.

Section 4 – Budget

The Executive Committee shall adopt the budget for the coming year and submit it to the Board of Directors for approval by November 30.

Section 5 – Annual Audit

The accounts of the chamber of commerce shall be audited annually by a public accountant. The audit at all times be available to members of the organization within the offices of the chamber.

Section 6 – Bonding

The Treasurer and such other officers and staff as the Board of Directors may designate shall be bonded by a sufficient fidelity bond in the amount set by the Board and paid for by the chamber.

Article VI – Dissolution

Section 1 – Procedure

The chamber shall use its funds only to accomplish the objective and purpose specified in these bylaws, and no part of said funds shall insure, 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, educational,

scientific or philanthropic organizations to be elected by the Board of Directors as defined in IRS Section 501c(3).

Article VII – Amendments

Section 1 – Revisions

These bylaws may be amended or altered by a two-thirds (2/3) vote of the Board of Directors, or 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 alternations 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.

Adopted: _____
Amended: _____

