

DRAFT – 2/9/99

ARTICLE I General

Section 1: Name

This organization is incorporated under the laws of the State of Oklahoma and shall be known as the Little Axe Chamber of Commerce Incorporation.

Section 2: Purpose

The Little Axe Chamber of Commerce is organized to advance the general welfare and property of Little Axe and the surrounding Community, so that is the 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 education interest of the area.

Section 3: Area

The Little Axe Community shall include but not be limited to the area contained within the Little Axe School District and small town Southwestern Oklahoma, Eastern Cleveland, and Western Pottawatomie counties.

Section 4: Limitation of Methods

The Little Axe 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.

ARTICLE II Membership

Section 1: Eligibility

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

Section 2: Election (How application is made, received, approved)

Applications for membership shall be in writing, on forms provided for that purpose and signed by the applicants. Election of members shall be by the Board of Directors at any meeting thereof. Any applicants so elected shall become a member upon payment of the regularly scheduled investment as provided in Section 3 of Article II.

Section 3: Dues

Membership dues shall be at such rate or rates, schedule or formula as many be from time to time prescribed by the Board of Directors, payable in advance.

Section 4: Termination (Resignation expulsion and delinquency)

- a) Any member may resign form the Chamber upon written request to the Board of Directors;
- b) Any member shall be expelled by the Board of Directors by a two-thirds vote for nonpayment of dues after ninety (90) days form the date due, unless otherwise extended for good cause;
- c) Any member may be expelled by a two-thirds vote 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 in good standing shall be entitled to cost one (1) vote.

Section 6: Exercise of Privileges (Assignment Proxy of membership within subscription and limitations.)

Member 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 notice.

Section 7: Honorary Membership

Honorary Membership may be confronted by right two-thirds vote of Board of Directors. Honorary membership shall have all the privileges of members, except the to vote, and shall be exempt from payment of dues. The Board of Directors shall confer to revoke honorary membership by a majority vote. The Board may set a tern limitation on such memberships.

ARTICLE III Meetings

Section 1: Annual Meeting

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

Section 2: Additional Meetings (General membership, Board and Committee)

General meetings of the chamber may be called by the Chairperson of the Board at anytime, or upon petition in writing of 50% of the members in good standing

- a) Notice of special meetings shall be mailed to each member at least five (5) days prior to such meetings;
- b) Board meetings may be called by the Chairperson of the Board or by the Board of Directors upon written application of three (3) members of the Board. Notice including the purpose of the meeting) shall be given to each directors at least on (1) day prior to said meeting;
- c) Committee meetings may be called at any time by the chairperson of the Board, vice chairperson, or by the committee's chairperson.

Section 3: Quorums

At any duty called general meeting of the chamber, two officers must be present members present shall constitute a quorum; at a Board meeting, a majority of directors present shall constitute a quorums; at committee meetings, a majority shall constitute a quorum except when a committee consists of more than nine (9) members, in that case, five (5) shall constitute a quorum.

Section 4: Notices, Agenda, Minutes

Notice of all chamber meetings must be given at least 48 hours in advance unless otherwise stated. An advance agenda and minutes must be prepared for all meetings. A detailed outline for preparation of both shall be a part of this organization's procedures manual.

ARTICLE IV Board of Directors

Section 1: Composition of the Board

The Board of Directors shall be composed of 3 elected members, one third of whom shall be elected annually to serve for one year or until their successors are elected and qualified. The immediate past chairperson president shall serve as a member of this Board. Ex-office members of the board may be appointed by the board of directors but they shall have no voting privileges nor shall their presence count in a quorum

The government and policy-making responsibility 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: Selection and Election of Directors

A. Nomination Committee. At the regular September Board meeting, the chairperson of the Board shall appoint, subject to approval by the Board of Directors, a nomination Committee of three members of the Chamber. This chairperson of the Board shall designate the chairperson of the committee.

The Nominating Committee shall present to the President a list of nominees to serve a one year term to replace the director whose regular term is expiring. Each nominee must be an active member in good standing. Any current director who has served two consecutive terms is eligible for election for a third term. After the third term a period of one (1) year must elapse before eligibility is restored.

B. Publicity of Nominations. Nominations will be announced during the regular October Board Meeting.

C. Determination, Elections will be held during the regular October meeting. The ballots shall be marked in accordance with instructions printed on the ballot. The Board of Directors shall declare the candidate with the greatest number of votes elected.

D. Judges, The Chairperson of the Board shall appoint, subject to the approval of the Board of Directors, at least three (3) but not more than five (5) judges who are not members of the Board of Directors or candidates for election. One will be designated chairperson, such judges shall have complete supervision of the election, including the auditing of the ballots. They shall report the results of the election to the Board of Directors.

Section 3: Seating of New Directors

All newly-elected and appointed board members shall be seated after the announcement of the election results and shall be participation members thereafter.

Section 4: Vacancies

A member of the Board of Directors who shall be absent from three (3) consecutive regular meetings of the Board of Directors shall automatically be dropped from membership on the Board unless confined by illness or other absence approved by a majority vote of the Board of Directors.

Vacancies on the Board of Directors, or among the officers, shall be filled by this Board of Directors by a majority vote.

Section 5: Policy (Statements of Policy on issues)

The Board of Directors is responsible for establishing procedure and formulating policy of the organization. It is also responsible for adopting all policies of the organization. These policies shall be maintained in a policy manual to be reviewed annually and revised as necessary.

Section 6: Indemnification

The Chamber may by resolution of the Board of Directors provide for indemnification by the chamber at 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 Officers

Section 1: Determination of Officers

The officers at its regular November meeting, shall reorganize for the coming year. At this meeting, the Board shall elect the Chairperson of the Board, Vice Chairperson, and the Secretary/Treasurer. Officers will be elected from members of the new Board. All officers shall take office following the election and serve for a term on one (1) year or until their successors assume the duties of office. They shall be voting members of the Board of Directors.

Section 2: Duties of Officers

- A. Chairperson of the Board. The Chairperson shall serve as the chief elected officer of the chamber of commerce and shall preside at all meetings of the membership, and Board of Directors.

The Chairperson of the Board shall assign the Vice Chairperson to divisional or departmental responsibility, subject to Board of Directors approval.

The Chairperson of the Board shall, with advice and counsel of the Vice Chairperson, determine all committees, select all combine chairpersons, assist in the selection of committee personal, subject to approval of the Board of Directors.

- B. Vice Chairperson. The Vice Chairperson shall exercise the powers and authority and perform the duties of the Chairperson in the absence or disability of the Chairperson. The Vice Chairperson shall also serve as head of the Program of Work committee of the chamber. As such, the Vice Chairperson and committee

are directed toward achieving business and community needs in the area served by the chamber. The duties of the Vice Chairperson shall be as assigned by the Chairperson and Board of Directors. They will also have under their immediate jurisdiction all committees pertaining to their general duties.

- C. Secretary/Treasurer. The Secretary/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 institution or invested in a manner approved by the Board of Directors. Checks are to be signed by any two officers. The Secretary/Treasurer shall cause a monthly financial report to be made to the Board. The Secretary/Treasurer will also keep the minutes of the meeting and report the minutes of the previous meeting.
- D. President. The Chairperson of the Board may also serve as President. As President the Chairperson shall serve as advisor to the Program of Work Committee on program planning, and shall assemble information and date and cause to be prepared notices, agendas and minutes of meetings of the Board.

With the assistance of the Vice Chairperson, the President shall be responsible for administration of the program of work in accordance with the policies and regulations of the Board of Directors.

With the Cooperation of the Program of Work Committee and Budget Committee, The President shall be responsible for the preparation of an operating budget covering all activities of the chamber, subject to approval of the Board of Directors. The President shall also be responsible for all expenditures with approved budget allocations.

Section 3: Indemnification

The Chamber may, by resolution of the Board of Directors, provide for Indemnification by the chamber of any and all of its officers or former officers as spelled out Article IV, Section 7 of these bylaws.

ARTICLE VI Committees and Divisions

Section 1: Appointment and Authority

The Chairperson of the Board, by and with the approval of the Board of Directors shall appoint all committees and committee chairpersons. The Chairperson of the Board may appoint such ad hoe committees and their chairpersons as deemed necessary to carry out the program of the chamber, Committee appointments shall be at the will and pleasure of the Chairperson of the Board and shall serve concurrent with the term of the appointing Chairperson of the Board, unless a different term is approved by the Board of Directors.

It shall be the function of committees to make investigations, conduct studies and hearings made recommendations to the Board of Directors, and to carry on such activities as may be designed to them by the Board.

Section 2: 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 shall have been approved or ratified by the Board of Directors.

Committees shall be discharged by the Chairperson of the Board when their work has been completed and their reports accepted, or when, In the Opinion of the Board of Directors, it is deemed wise to discontinue the committees.

Section 3: Testimony

Once committee action has been approved by the Board of Directors, It shall be incumbent upon the committee chairpersons or, in their absence, whom they designate as being familiar enough with the issue, to give testimony to, or make presentation a before, civic and governmental agencies.

Section 4: Divisions

The Board of Directors may create such divisions, bureaus, departments, councils, or subsidiary corporations as it deems advisable to handle the work of the chamber.

The Board shall authorize and define the powers and duties of all divisions, bureaus, departments, councils, and subsidiary corporations. The Board shall annually review and approve all activities and proposed programs of such divisions, bureaus, departments, councils, or subsidiary corporations, including collection and disbursement of funds.

No action or resolution of any kind shall be taken by divisions, bureaus, departments, councils, or subsidiary corporations having bearing upon or expressive of the chamber unless approved by the Board of Directors.

ARTICLE VII Finance

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: Disbursement

Upon approval of the budget, the President is authorized to make disbursements on accounts and expenses provided for in the budget without additional approval of the Board of Directors Disbursement shall be by check All non-budgeted expenditures shall be authorized and approved by the Board of Directors.

Section 3: Fiscal Year

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

Section 4: Budget

As soon as possible after election of the new Board of Directors and officers, the Executive Committee (or budget Committee If preferred) shall adopt the budget for the coming year and submit it to the Board of Directors for approval.

Section 5: Annual Audit

The Board will post Financial Statements following the end of the fiscal year. Financial Statements will be posted no later than the end of the first quarter of the new fiscal year.

ARTICLE VII Dissolution

Section 1: Procedure

The chamber shall use its funds only to accomplish the objectives specified in these bylaws, and no part of said funds shall inure, 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 philanthropies organizations to be selected by the Board of Directors as defined in IRS section 501(c)(3).

ARTICLE IX Amendments

Section 1: Revisions

These bylaw may be amended or altered by a two-thirds (2/3) vote of the Board of Directors, or by a majority of the Chamber members attending at any regular or special meeting, providing the notice for the meeting includes the proposals for amendments. Any purposed 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.

