

# **BYLAWS OF LITTLE AXE CHAMBER OF COMMERCE**

## **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, Incorporated.

### **Section 2: Mission Statement**

The Little Axe Chamber of Commerce, Incorporated, is organized to advance the general welfare and property of Little Axe and the surrounding Community, so that the citizens and the business community will prosper. 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 Independent School District 70. The area includes portions of three Counties, which are Southwestern Oklahoma County, Eastern Cleveland County, and Western Pottawatomie County, and portions of six towns, which are Oklahoma City, Moore, Norman, McLoud, Harrah, and Noble.

## **ARTICLE II** **Membership**

### **Section 1: Eligibility**

Any person, family, association, corporation, sole proprietorship, not for profit group, school, civic group, or partnership having an interest in the betterment of Little Axe and willing to comply with the Chamber's Mission Statement, shall be eligible to apply for membership.

### **Section 2: Membership**

Applications for membership shall be in writing, on forms provided for that purpose and signed by the applicants. Upon payment of annual membership dues as set out herein, such applications shall be accepted for membership.

### **Section 3: Dues**

Membership dues shall be paid annually based upon a calendar year, from January through December, and pro rated for any portion of a year. Dues are payable in advance. A written schedule of dues shall be provided by the Board of Directors from time to time, and approved by the membership at the annual meeting. The written schedule shall be maintained with the minutes and available at all meetings. If dues are paid current, a member is in good standing.

### **Section 4: Termination**

- a) Any member shall be removed from membership by the Treasurer for nonpayment of dues after thirty (30) days from the date due, unless the Board of Directors extends time for payment for good cause;
- b) 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 (whether an individual, group, association, or family) in good standing shall be entitled to one (1) vote. Member must be present to vote. An individual is limited to one vote no matter how many memberships that individual may have in the Chamber or no matter how many organizations that individual may belong to or represent.

### **Section 6: Honorary Membership**

Honorary Membership may be conferred upon someone by a vote of the majority of the Board of Directors. Honorary Membership shall have all the privileges of members, except the right to vote, and shall be exempt from payment of dues. The Board may revoke the Honorary Membership by a vote of the majority of the Board. The Board may set a term limitation on such memberships.

## **ARTICLE III**

## **Meetings**

### **Section 1: Annual Meeting**

An annual meeting of the Chamber shall be held during January of each year. Notice of the annual meeting shall be given to each member via mail, email, fax, or telephone, at least ten (10) days before said meeting. Notice of the annual meeting and all other meetings, if possible, shall be published in the local newspaper. Notice for the annual meeting is the responsibility of the Membership Chair.

### **Section 2: Other Meetings**

Any meeting other than the annual meeting, may be called as needed by the President or two members of the Board of Directors. Notice of all meetings shall be given to each member via mail, email, fax, or telephone, at least two (2) days before said meeting. Notice of each meeting shall be published in the local newspaper, if possible. Notice for other meetings is the responsibility of the Membership Chair.

### **Section 3: Quorums**

At a Chamber meeting, a quorum for purposes of conducting business and voting shall consist of at least three Chamber members, two of which must be members of the Board of Directors. At a Board of Directors' meeting, at least two Board members must be present. No quorum is required for committee meetings.

### **Section 4: Agenda, Minutes**

An advance agenda shall be prepared and followed for all membership meetings. The agenda is the responsibility of the person chairing the meeting. Written minutes shall be taken by the Secretary at all membership meetings and approved by the membership at the next meeting. Minutes shall be maintained in a notebook by the Secretary and all minutes for that year present at all meetings during that year.

### **Section 5 : Board of Directors Meetings**

Meetings of the Board of Directors may be called by the President or by two Board members. Notice of all Board meetings shall be given to each Board member via email, fax, or telephone, at least two (2) days before said meeting. Notice for Board meetings is the responsibility of the Membership Chair.

### **Section 6: Votes to Conduct Business**

Unless otherwise specified herein, at any Board or Chamber meeting, a vote of the majority of those present, is sufficient to conduct business.

## **ARTICLE IV** **Board of Directors**

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

The Board of Directors of the Chamber shall be composed of:

- a. President of the Chamber;
- b. Vice-President of the Chamber;
- b. Secretary of the Chamber;
- d. Treasurer of the Chamber; and
- e. Membership Chair.

### **Section 2: Power of the Board**

The Board of Directors is responsible for establishing procedure and formulating policy of the organization. The Board of Directors is responsible for the finances and property of the Chamber. The Board of Directors shall direct the affairs of the Chamber.

### **Section 3: Term of Board Member**

The term of a Board Member shall be one calendar year. Terms may be consecutive.

### **Section 4: Selection and Election of Board**

At the annual meeting the Board of Directors shall be elected for the next year. Nominations shall come from the floor and consist of any member who has agreed to serve. The candidate need not be present to win.

### **Section 5: Vacancies**

The President of the Board shall fill any vacancies on the Board of Directors, by appointing a replacement, who shall serve until the next election.

## **Section 6: Duties of the President**

The duties of the President are:

- a. The President shall preside at all meetings of the membership
- b. The President shall preside at all meetings of the Board of Directors.
- c. The President shall prepare the agenda for all meetings of the membership.
- d. The President shall fill any Board vacancies until the next election.
- e. The President shall represent the Chamber in the community, or appoint someone to do so in the President's place.

## **Section 7: Duties of the Vice-President**

The duties of the Vice-President are:

- a. The Vice-President shall exercise the powers and authority and perform the duties of the President in the absence or disability of the President.
- b. The Vice-President shall see that the Chamber records are preserved and the necessary records present at each meeting.
- c. The Vice-President shall be responsible for positive press relations and coverage.

## **Section 8: Duties of the Secretary**

The duties of the Secretary are:

- a. The Secretary shall take written or recorded minutes at each meeting of the Board and the membership, and make these minutes available to the Board and membership.
- b. The Secretary shall write the letters of the Chamber.
- c. The Secretary shall be responsible for seeing that the records, such as past bank statements, past brochures, and other documents, of the Chamber are safely kept.

## **Section 9: Duties of the Treasurer**

The duties of the Treasurer are:

- a. The Treasurer shall be responsible for the safeguarding of all funds received by the Chamber and for their proper disbursement.
- b. The Treasurer shall cause a financial report to be made to the Board at each Board meeting, and each general membership meeting, and cause the Chamber bank statements to be available to the Board.
- c. The Treasurer shall prepare an annual budget, with comparison to the past year, for submission to the Board.

**Section 10: Duties of the Membership Chair**

The duties of the Membership Chair are:

- a. The Membership Chair shall maintain accurate list of the names, addresses, phones, emails, type of membership, and dues paid record, of all current members.
- b. The Membership Chair shall solicit new memberships.
- c. The Membership Chair shall see that the Membership Forms are up dated and available to members.
- d. The Membership Chair shall provide notices as set forth herein of the Board meetings and the Chamber meetings.

**Section 11: Indemnification**

The Chamber shall maintain insurance for indemnification by the chamber of any and all of its Board members for damages assessed due to the performance of their duties as a Board member.

**Section 12: Standing Committees**

The Chamber shall have one permanent standing Committee for Membership, known as the Membership Committee. The President of the Board, with the approval of the Board of Directors, shall appoint other Standing Committees and Committee Chairpersons, as needed. Committee appointments, other than Membership Committee Chairperson, shall be at the will and pleasure of the President of the Board and shall serve concurrent with the term of the appointing President of the Board, unless a different term is approved by the Board of Directors.

Committees shall be discharged by the President 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 13: Limitation of Authority**

No action by any member, committee, or Board member, 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.

**ARTICLE V**  
**Finance**

### **Section 1: Funds**

All money paid to the Chamber shall be placed in a general operating fund kept on deposit in financial institution or invested in a manner approved by the Board of Directors. At least three members of the Board of Directors shall be signors on the Chamber account. Check disbursements need only a single signature.

### **Section 2: Disbursement**

Upon approval of the budget, disbursements provided for in the budget can be made without additional approval of the Board of Directors or membership. 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 31<sup>st</sup> of each year.

### **Section 4: Budget**

As soon as possible after election of the new Board of Directors, but no later than December 31<sup>st</sup> of each year, the Board of Directors shall approve the budget for the coming year and submit it to the membership for approval at the annual January membership meeting.

## **ARTICLE VI** **Amendments**

### **Section 1: Revisions**

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

### **Section 2: Notice**

Any proposed amendments shall be submitted to the Board and the members in writing, at least ten (10) days in advance of the meeting at which they are to be acted upon.

**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 philanthropic organization to be selected by the Board of Directors as defined in IRS section 501 c(3) or 501 c (6).

**ADOPTION & AMENDMENT RECORD**

Adopted: April of 1999  
Usan Amended: January 15, 2003