**BY-LAWS FOR**

**CHANDLER AREA CHAMBER OF COMMERCE**

**Updated October 3, 2023**

**Purpose**

The purpose of the Chandler Area Chamber of Commerce shall be to promote the civic, economic, and social welfare of the people of Chandler and its vicinity. Interesting itself in county, state, and national programs, insofar as they influence the growth, development, and prosperity of Chandler and the territory which it serves.

***ARTICLE I - MEMBERSHIP***

**SECTION** **1.** Any person, association, corporation, partnership, or estate interested in the civic and commercial development of Chandler, Oklahoma shall be eligible for membership in the Chandler Area Chamber of Commerce.

**SECTION 2.** Each member shall pay membership dues as determined annually by the Board of Directors, except for non-voting Honorary Memberships.

**SECTION 3.** Any person, firm, association, or corporation can hold membership and shall be entitled to vote for each membership it holds.

**SECTION 4.** Honorary memberships may be granted without dues at the discretion of the Board of Directors. Honorary Members shall not be eligible to vote or to participate in the transaction of business of the Chamber.

***ARTICLE II - MEMBERSHIP MEETINGS***

**SECTION 1.** The Chamber of Commerce shall hold an annual membership meeting, in Chandler, Oklahoma, unless the Board of Directors deems it necessary to cancel. Other membership meetings can be scheduled by the Board of Directors at such times and places as it considers necessary and desirable.

**SECTION 2.** A monthly meeting of the general membership may be held to present information beneficial to the members and the community. The second Tuesday of each month during the noon hour will be the normal meeting time.

**SECTION 3.** Membership meetings may be called upon a petition signed by not less than ten percent (10%) of the membership; however, the entire membership must be informed at least seven (7) days before the holding of any meeting other than the monthly meeting.

**SECTION 4.** Actions taken by the Board of Directors may be overridden by a two-thirds vote of the membership present at any membership meeting by a majority vote of all those present at any regular or special meeting of the Chamber of Commerce, which shall constitute a quorum.

***ARTICLE III - BOARD OF DIRECTORS***

**SECTION 1.** **Governance of the Chamber**

**A**. The governing body of the Chamber shall be the Board of Directors.

**B.** The Board of Directors shall be comprised of the following: President, Vice President, Past-President, Treasurer, and no less than eight, but no more than fifteen elected members.

**C.** Elected board members serve one three-year term unless elected to serve as an officer. Officers shall be selected from the existing board. The Board of Directors will select replacement board members as needed. There is no term limit for officers and they may serve consecutive terms.

**D.** The Board of Directors shall be responsible for approving and overseeing the Chamber’s budget.

**E.** Expenditures over $500 must be paid by check and requires two signatures.

**SECTION 2. Election of Board of Directors and Officers**

**A.** The Board of Directors should strive to have representatives from four general categories:

 1. Retail

 2. Industrial

 3. Service/Professional

 4. General Membership

**B.** The Executive Committee will meet with the nomination committee during September and prepare a ballot of qualified board members.

**C.** The Board of Directors shall present a ballot of proposed board members and officers for the upcoming year by the second Tuesday of October.

**D.** The Chamber membership should vote on the proposed slate of candidates for the Board of Directors and officers by the second Tuesday of November during the regular Chandler Area Chamber of Commerce meeting.

**E.** The newly elected Board of Directors and officers shall be installed and presented at the annual membership meeting or at a time otherwise designated.

**SECTION 3. Vacancies on the Board**

In the event of a vacancy during the year, the Board of Directors may select a member in good standing to fill the vacancy.

**SECTION 4. Staff positions**

**Staffing, job descriptions, and evaluation of staff will be the responsibility of the Board of Directors. Evaluation of employees and review of job duties should be done annually, if possible. Job descriptions and duties can be amended by the Board of Directors during regular and/or special meetings when a quorum is present.**

***ARTICLE IV - MEETING OF THE BOARD OF DIRECTORS***

**SECTION 1.** The Board of Directors' regular meeting shall be the first Tuesday of each month at a time and place as may be designated by the President and most convenient for board members.

**SECTION 2.** Special meetings of the Board of Directors can be held upon call of the President, or in his absence, upon the call of the Vice President or Past-President, or by a majority of the Board of Directors.

**SECTION 3.** Board of Directors meetings may be held by electronic means if deemed necessary by the Chamber Executive Director or President.

**SECTION 4.** The Board of Directors may vote by electronic means.

**SECTION 5.** Board members may send a proxy in their place if unable to attend a board meeting. This proxy may vote.

***ARTICLE V – OFFICERS***

**SECTION 1.** Officers shall be nominated and elected on the same ballot as the nominees for the Board of Directors. Elected officers include President, Vice President, and Treasurer. Past-President is also considered an officer, but is not elected, but shall be served by the President of the previous year.

**SECTION 2.** The President shall:

1. Preside at all meetings of the Chamber and the Board of Directors, and performs all duties incidental to this office.
2. Appoint all committees subject to the approval of the Board of Directors.
3. Serve as an ex-officio member of all committees.
4. Keep the general membership informed of actions taken by the Board of Directors.

**SECTION 3.** The Vice President shall:

1. Act in the absence of the President.
2. Work with the Treasurer to prepare the annual budget for the upcoming year to be approved by the Board of Directors.
3. Serve as the Chairperson for the annual membership/fundraising drive.

**SECTION 4.** The Treasurer shall:

1. Work with the Vice President to prepare the annual budget for the upcoming year to be approved by the Board of Directors.
2. Present financial statements monthly including, but not limited to, a Balance Sheet and Income Statement.
3. Monitor the Petty Cash system for purchases under $50.

**SECTION 5.** The Past President shall:

 1. Preside over meetings in the absence of the President and Vice President.

 2. Chair the nomination committee and oversee all elections.

***ARTICLE VI - COMMITTEES***

**SECTION 1.** The Board of Directors shall authorize and define the powers and duties of all committees based on the Program of Works. The President appoints committee members and designates a chairperson to each committee, subject to confirmation by the Board of Directors.

**SECTION 2.** The President, Vice President, Treasurer, and Past-President comprise the Executive Committee. The Executive Committee shall work to make recommendations to the Board of Directors for action.

**SECTION 3.** Committees and their requirements may change, be added to, or be deleted from time to time; but changes must be approved by the Board of Directors.

**SECTION 4.** Committee Chairpersons and Co-chairs will be members of the

Chamber general membership; and while functioning, must attend board meetings to keep the board advised of their committees.

**SECTION 5.** Each Committee Chairperson will be knowledgeable of the committee purpose and goals and will recommend changes to the Board of Directors as necessary.

**SECTION 6.** The Board of Directors automatically serves as participants of fundraising drives and any event sponsored by the Chamber.

**SECTION 7.** The Board of Directors should maintain an Audit Committee comprised of three or more members. The purpose of the Audit Committee is to examine the past year's transactions and financial statements. The Audit Committee can include any member or non-member of the Chandler Area Chamber of Commerce but should exclude the President and Treasurer.

***ARTICLE VII - FISCAL YEAR***

**SECTION 1.** The fiscal year is the calendar year.

***ARTICLE VIII - PARLIAMENTARY PROCEDURES***

**SECTION 1.** All questions of parliamentary procedures shall be determined according to the latest edition of Roberts’ “*Rules of Order”*, except for what constitutes a quorum. Nine (9) Board members, including the President, Vice President, or Past-President will constitute a quorum.

***ARTICLE IX - AMENDMENTS***

**SECTION 1.** By-Laws may be amended by a majority vote of all those present at any

Board of Directors, regular, or special meeting of the Chamber of Commerce, which shall constitute a quorum. Any and all proposed amendments or changes in the By-Laws shall be given in writing to the membership at least seven days prior to the membership meeting at which the amendments are to be voted upon. All members are eligible to vote in person or by proxy on proposed amendments to the By-Laws.