

Tecumseh Chamber of Commerce By-Laws

ARTICLE I - PURPOSE

The purpose of the Tecumseh Chamber of Commerce is to preserve the free and competitive enterprise of business by creating a better understanding and appreciation of the importance of the business community and a concern for its problems, a more enlightened membership opinion regarding city, county, state and national legislative and political affairs, and a greater appreciation of the value of a more liberal investment of substance and self on behalf of the interests of business.

Also, promoting business and community growth and development by developing economic programs designed to strengthen and broaden the income potential of its trade area, developing programs of a civic, social and cultural nature designed to help increase the aesthetic values and quality of life of the community, and discovering and eradicating problems which impede the promotion of business expansion and community development.

ARTICLE II - MEMBERSHIP

SECTION 1: Any reputable person, association, corporation, partnership or estate doing business in, or who is a resident of the State of Oklahoma shall be eligible for membership in the Tecumseh Chamber of Commerce.

SECTION 2: The Board of Directors shall establish membership dues. No change in the amount of dues shall be effective until the calendar year next succeeding the calendar year in which such change is made. Only memberships for which dues are current shall be regarded as memberships in good standing.

SECTION 3: Only a person, firm, association or corporation holding an individual or small business membership in good standing shall be entitled to cast one vote for Board of Directors and any other matter subject to vote by the membership. Any firm holding a full business, major business, or special membership in good standing shall be entitled to two votes for Board of Directors and any other matter subject to vote by the membership. Associate members shall not be eligible to vote.

SECTION 4 : Only persons holding memberships in good standing shall be eligible to, or shall be nominated or elected to, or shall serve as members of the Board of Directors or as officers, of the Tecumseh Chamber of Commerce, with the exception of the Secretary and/or Treasurer, who may or may not be members of the Tecumseh Chamber of Commerce. In addition, the president may appoint as non-voting, ex-officio members of the board, the city manager, superintendent of schools and others of his/her choosing.

ARTICLE III - BOARD OF DIRECTORS

SECTION 1: The government of the Chamber of Commerce and direction of its work shall be vested in a Board of Directors. The Board of Directors shall consist of nine (9) elected members, and the immediate past president of the chamber of Commerce, who are residents of Pottawatomie County, Oklahoma and are voting members in good standing of the Chamber of Commerce. No elected member who has completed a three (3) year term shall be eligible for re-election until after the lapse of one (1) year after the completion of his term.

SECTION 2: The Board of Directors shall be installed at the first monthly meeting of the Chamber in January of each year, or at a special meeting called for that purpose.

SECTION 3: ELECTIONS

a. An election committee of not less than three (3) members in good standing shall be appointed by the President four (4) weeks prior to the election. No board member or officer shall serve or participate on said election committee.

b. Members in good standing of the Chamber of Commerce shall be invited to file with the secretary or member of the election committee one nominee for each open board seat. Nominees must be members in good standing of the Chamber. Should less than three nominees for each vacancy be received from the membership, the election committee shall nominate enough candidates so that there will be at least three nominees for each position, but no more than nine. No nominations made later than two weeks prior to the election will be considered, and all nominees will be contacted by the chamber to determine whether they are willing to serve if elected.

c. There shall be mailed to all voting members in good standing of the Chamber, at least two (2) weeks prior to the election, a ballot listing the nominees. Delivery of ballot can be mailed by electronic means, as long as a letter is sent to the members address on file informing the members of the electronic ballot. The delivery method shall remain the same for every member either through mail or electronic delivery.

d. All voting shall be by ballot delivered by mail or electronically as long as it is in writing. Voting shall close at one hour before office closing time (as specified in the voting instructions) on the fourteenth (14th) day succeeding the date on which ballots are mailed or delivered electronically to the membership. Ballots received after such date and hour shall be disregarded.

e. The election committee shall count the ballots within 72 (seventy-two) hours after balloting has closed and forthwith certify the results to the president for the information of the Board of Directors.

SECTION 4: If a vacancy shall occur in the elected membership of the board of Directors, the Board of Directors shall fill the same by appointing to serve for the unexpired term of said person a new director who is a member in good standing. Should a vacancy occur in the office of president or vice-president, the board shall elect from among the board members someone to serve until the end of the fiscal year. Should the office of secretary or treasurer become vacant, the board may appoint or employ, a temporary or permanent replacement if said position is not held by a board member, or appoint a board member, if the position is held by a board member, to fill the un-expired term. Any vacancy in any of these positions shall be filled within 60 days.

SECTION 5: A majority of the members of the Board of Directors shall constitute a quorum thereof and may transact business for and on behalf of the chamber of Commerce at any regular or special meeting of the Board of Directors.

SECTION 6: The Board of Directors may remove any member of the board who is unable to fulfill the requirements of the position. Three consecutive absences from regular board meetings may constitute grounds for removal.

ARTICLE IV - OFFICERS

SECTION 1: At the first meeting of each calendar year, the Board of Directors shall meet and elect from the directors, a president. A vice-president shall be elected at the second meeting, each of whom shall serve in such capacity for one (1) year. The vice-

president shall, unless providentially hindered, succeed as president for the following year. The board shall also appoint a secretary and a treasurer who may or may not be a member of the board, or shall maintain an employee to serve in such capacity.

SECTION 2: The president shall preside at all meetings of the chamber and of the Board of Directors, and perform all duties incident to this office. He or she shall, subject to the approval of the Board of directors, appoint all committees and shall be an ex-officio member of all committees.

SECTION 3 : The vice-president shall act in the absence of the president and perform other duties as designated by current policy.

SECTION 4 : The secretary shall conduct the official correspondence, preserve all books, documents and communications, and maintain an accurate record of the proceedings of the chamber and of the Board of Directors' meetings.

SECTION 5 : The treasurer shall receive and disburse the funds of the Chamber. No major disbursements shall be made unless they shall have been authorized and ordered by the Board of Directors, or the president and/or secretary as authorized by the board. All disbursements shall be made by checks and/or by debit card, which shall be signed by the president or treasurer; or in the treasurer's absence, any other officer. The treasurer shall make monthly reports to the Board of Directors.

ARTICLE V - COMMITTEES

SECTION 1: The Board of Directors may authorize and define the powers and duties of all committees.

ARTICLE VI-MEETING OF THE BOARD OF DIRECTORS

SECTION 1: The Board of Directors shall meet at least ten months during the calendar year, either at the offices of the Chamber of Commerce or such other place as may be designated by a majority of the Board of Directors or the president.

SECTION 2 : Special meetings of the Board of Directors may be held upon call of the president, or in his/her absence, upon call of the vice-president, or a majority of the Board of Directors

ARTICLE VII - MEMBERSHIP MEETINGS

SECTION 1: The Board of Directors may provide for holding membership meetings at such times and places as it may from time to time consider necessary or desirable.

SECTION 2 : The annual meeting of the Chamber shall be held in Tecumseh, Oklahoma, at a time and place to be determined by the Board of Directors.

SECTION 3 : Ten (10) percent of the memberships in good standing shall constitute a quorum at all membership meetings.

ARTICLE VIII - FISCAL YEAR

SECTION 1: The fiscal year shall end the 31st day of December.

ARTICLE XI - PARLIAMENTARY PROCEDURE

SECTION 1: All questions of parliamentary procedure shall be determined according to the latest edition of Robert's Rules of Order and pursuant to current state law.

SECTION 2 : Dissolution: Should the Tecumseh Chamber of Commerce for any

reason be dissolved and cease to exist as an organization, then and under that circumstance any and all moneys in the treasury upon the payment of all owing obligations, and all unencumbered assets and property, shall be transferred to such legitimate non-profit organization or organizations as defined by IRS regulations, as may be determined by the Board of directors, and shall not accrue to the benefit of any officer, director, member or group of members of the Tecumseh Chamber of Commerce.

ARTICLE X - AMENDMENTS

SECTION 1: These by-laws may be amended by two-thirds vote of all those present at any regular or special membership meeting or in any regular meeting of the Board of Directors.

SECTION 2 : Notice of any and all proposed amendments or changes in the By-laws shall be given in writing by the president to all members of the Chamber of Commerce not less than ten (10) days prior to that membership meeting or the Board of Directors meeting at which same are to be voted upon.

ARTICLE XI - EFFECTIVE DATE

SECTION 1 : These By-laws shall take effect **Sept. 1, 2015**.

Amended: October 13, 2020 Section 3: Elections to include electronic voting.