



# HOLLISTER

Area Chamber of Commerce

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## *By-Laws*

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# ARTICLE I

## General

### Section 1: Name

This organization is incorporated under the laws of the State of Missouri and shall be known as the Hollister Chamber of Commerce, Incorporated, dba Hollister Area Chamber of Commerce.

### Section 2: Purpose

The Hollister Area Chamber of Commerce is organized to advance the general welfare and prosperity of the Hollister and Tri-Lakes Area so that its 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 educational interests of the area.

### Section 3: Guiding Principles

a.) The Hollister Area Chamber of Commerce is a community leader and should rightfully be at the forefront of economic development and growth that takes place within the Hollister and Tri-Lakes Area by striving to attract, retain, and expand business.

b.) The Hollister Area Chamber of Commerce will always support and promote the interest of the Hollister and Tri-Lakes Area businesses and the community through representation and advocacy, especially in political and economic matters.

c.) The Hollister Area Chamber of Commerce strives to ensure that each member's investment is valuable, helping them grow and prosper, by providing tangible benefits, assistance, and networking opportunities.

d.) The Hollister Area Chamber of Commerce desires a large membership roster, but believes that will occur as a corollary of its role as the leader of the business community. The Hollister Area Chamber of Commerce will always seek new members, but it will not sacrifice the ability to serve its current members in this pursuit.

### Section 4: Limitations of Methods

The Hollister Area Chamber of Commerce shall observe all local, state and federal laws which may 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 shall be eligible to apply for membership.

### Section 2: Application

Applications for membership shall be in writing, on forms provided for that purpose, and signed by the applicant. Any applicant shall become a member upon payment of the regularly scheduled investment as provided in Article II Section 3.

### Section 3: Investment

Membership investments shall be at such rate or rates, schedule or formula as may be from time to time prescribed by the Board of Directors.



#### **Section 4: Termination**

a.) Any member may resign from 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 from 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 Hollister Area Chamber of Commerce, 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 cast one (1) vote.

#### **Section 6: Exercise of Privileges**

Any firm, 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 notice.

#### **Section 7: Orientation**

At regular intervals, orientation on the purposes and activities of this organization shall be conducted for the following groups: new officers and directors, current officers and directors, committee chairmen, committees and new members. A detailed outline for orientation of each of these groups shall be a part of this organization's procedures manual.

#### **Section 8: Honorary Memberships**

Distinction in public affairs shall confer eligibility to honorary membership. Honorary members shall have all the privileges of members except the right to vote, and shall be exempt from the payment of dues. The Board of Directors shall confer or revoke honorary membership by a majority vote.

### **Article III** *Meetings*

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

The annual meeting of the corporation, in compliance with State law, shall be held at a time and place fixed by the Board of Directors and Officers. Notice of the meeting shall be sent to each member at least ten (10) days before said meeting.

#### **Section 2: Additional Meetings**

General meetings of the Hollister Area Chamber of Commerce may be called by the Chairman of the Board at any time, or upon petition in writing of any 25 members in good standing.

a.) Notice of the 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 Chairman 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 member of the Board of Directors at least one (1) day prior to said meeting;

c.) Committee meetings may be called at any time by the Chairman of the Board, Vice Chairman, Director, or by the committee's chairman.



### **Section 3: Quorums**

a.) At any duly called general meeting of the Hollister Area Chamber of Commerce 50% of members plus one (1) shall constitute a quorum.

b.) At a Board meeting, a majority of the members of the Board of Directors shall constitute a quorum.

c.) 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: Agenda, Minutes**

An advance agenda must be prepared for all meetings, and minutes shall be recorded at 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 up to fifteen (15) members, who shall be elected to serve for three (3) years or until their successors are elected and have qualified. Only 1/3 of the Board of Directors may be eligible for election during the same year, in accordance with the organization's procedures manual. The Immediate Past Chairman shall serve as a member of the Board.

The government and policy-making responsibilities of the Hollister Area Chamber of Commerce 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.) Nominating Committee

At the regular August Board meeting, the Chairman of the Board shall appoint, subject to approval by the Board of Directors, a Nominating Committee, of up to five (5) members of the Hollister Area Chamber of Commerce including one current member of the Board of Directors who shall serve as chairman of the Nominating Committee.

At the regular September Board of Directors meeting, the Nominating Committee shall present a slate of candidates to serve three-year terms to replace the members of the Board of Directors whose regular terms are expiring. Each candidate must be an active member in good standing and must have agreed to accept the responsibility of a directorship.

#### b.) Publicity of Nominations

Upon receipt of the report of the Nominating Committee, the Director, shall immediately notify the membership of the names of persons nominated as candidates for membership of the Board of Directors and the right of petition.

#### c.) Nominations by Petition

Additional names of candidates for membership of the Board of Directors can be nominated by petition bearing the genuine signatures of at least twenty-five (25) qualified members of the Hollister Area Chamber of Commerce. Such petition shall be filed with the Nominating Committee within ten (10) days after notice has been given of the names of those nominated. The determination of the Nominating Committee as to the legality of the petition(s) shall be final.



d.) Determination.

If no petition is filed within the designated period, the nominations shall be closed and the nominated slate of candidates shall be declared by the Board of Directors at their regular October meeting.

If a legal petition shall present additional candidates, the names of all candidates shall be arranged on a ballot in alphabetical order. The nominations shall be closed and the nominated slate of candidates shall be declared by the Board of Directors at their regular October meeting.

After the Board of Directors declares the slate of candidates, the Director will send the ballot to all active members at least fifteen (15) days before the regular November board meeting.

The ballots shall be marked in accordance with the instructions printed on the ballot and returned to the Hollister Area Chamber of Commerce office within ten (10) days. The Board of Directors shall at its regular December meeting declare the candidates with the greatest number of votes elected.

e.) Judges

The Chairman of the Board shall appoint, subject to the approval of the Board of Directors, at least three (3) judges, but not more than five (5) judges who are not members of the Board of Directors or candidates for election. One will be designated chairman. Such judges shall have complete supervision of the elections, 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 members of the Board of Directors shall be seated at the regular January Board meeting and shall be participating members thereafter. Retiring members of the Board of Directors shall continue to serve until the end of the program year.

**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 be automatically dropped from membership on the Board unless confined by illness or other absence approved by a majority vote of those voting at any meeting thereof.

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

**Section 5: Policy**

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: Management**

The Board of Directors shall employ a Director and shall fix the salary and other considerations of employment.



## ARTICLE V

### *Officers*

#### **Section 1: Determination of Officers**

The Board of Directors (new and retiring) at its regular January meeting shall reorganize for the coming year. The Nominating Committee for Directors shall also nominate officers each year. At this meeting, the Board shall elect the Chairman of the Board, Vice Chairman, Treasurer, and Secretary. Officers will be elected from members of the new Board. All officers shall take office on the first day of the new fiscal year and serve for a term of 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.) Chairman of the Board

The Chairman shall serve as the chief elected officer of the Hollister Area Chamber of Commerce and shall preside at all meetings of the membership, Board of Directors and Executive Committee.

The Chairman of the Board shall, with advice and counsel of the Vice Chairman and Director, determine all committees, select all committee chairmen, and assist in the selection of committee personnel, subject to the approval of the Board of Directors.

##### b.) Vice Chairman

The Vice Chairman shall exercise the powers and authority and perform the duties of the Chairman in the absence or disability of the Chairman.

##### c.) Treasurer

The Treasurer shall be responsible for the safeguarding of all funds received by the Hollister Area Chamber of Commerce and for their proper disbursement. Such funds shall be kept on deposit in financial institutions, or invested in a manner approved by the Board of Directors. The Treasurer shall be responsible for maintaining the Hollister Area Chamber of Commerce funds in accordance with Article VII herein below.

##### d.) Secretary

The Secretary shall oversee the taking of minutes of all Board meetings, recording votes, and giving notice of all meetings in the manner required by Article III herein above. The Secretary shall be the custodian of the corporate records of the Hollister Area Chamber of Commerce.

##### e.) Director

The Director shall be the chief administrative and executive staff of the Hollister Area Chamber of Commerce.

The Director shall serve as advisor to the Chairman of the Board and the Board of Directors on program planning, and shall assemble information and data and cause to be prepared special reports as directed by the Chairman of the Hollister Area Chamber of Commerce.

The Director shall serve as a non-voting member of the Board of Directors, the Executive Committee, and all committees.

The Director shall be responsible for the administration of the program of work in accordance with the policies and regulations of the Board of Directors.

The Director shall be guided by the standard operating procedures and the position description for the position of Director as set forth by the Staff Management Committee.



### **Section 3: Executive Committee**

The Executive Committee shall act for and on behalf of the Board of Directors when the Board is not in session but shall be accountable to the Board for its actions. It shall be composed of the Chairman of the Board, Vice Chairman, Treasurer, Secretary, and the Director as a non-voting member. The Chairman of the Board will serve as chairman of the Executive Committee.

### **Section 4: Indemnification**

The Hollister Area Chamber of Commerce may, by resolution of the Board of Directors, provide for indemnification by the Hollister Area Chamber of Commerce of any and all of its officers or former officers as spelled out in ARTICLE X of these bylaws.

## **ARTICLE VI** *Committees and Divisions*

### **Section 1: Appointment and Authority**

The Chairman of the Board, by and with the approval of the Board of Directors, shall appoint all committees and committee chairmen. The Chairman of the Board may appoint such ad hoc committees and their chairmen as deemed necessary to carry out the program of the Hollister Area Chamber of Commerce. Committee appointments shall be at the will and pleasure of the Chairman of the Board and shall serve concurrent with the term of the appointing Chairman 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, make recommendations to the Board of Directors, and to carry on such activities as may be delegated to them by the Board.

### **Section 2: Limitation of Authority**

No action by any member, committee, division, employee, member of the Board of Directors or officer shall be binding upon, or constitute an expression of, the policy of the Hollister Area Chamber of Commerce until it shall have been approved or ratified by the Board of Directors.

Committees shall be discharged by the Chairman 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 chairmen, or in their absence, whom they designate as being familiar enough with the issue, to give testimony to, or make presentations 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 Hollister Area Chamber of Commerce.

The Board of Directors 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 having bearing upon or expressive of the Hollister Area Chamber of Commerce.



## ARTICLE VII

### *Finances*

#### **Section 1: Funds**

All money paid to the Hollister Area Chamber of Commerce 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**

The Treasurer and one additional authorized check signatory shall sign all checks. If the Treasurer is unavailable or unable to provide the first signature, two other authorized signatories shall sign all checks. The Chairman of the Board, Vice Chairman, Treasurer, Secretary and other members of the Board of Directors designated by the Executive Committee are authorized to serve as check signatories. No disbursement shall be made without two (2) authorized signatures, and no staff member or employee is authorized to sign checks

#### **Section 3: Fiscal Year**

The fiscal year of the Hollister Area Chamber of Commerce shall follow the calendar year.

As soon as possible after the election of the new Board of Directors and officers, the Executive Committee shall designate a Budget Committee which shall adopt the budget for the coming year and submit it to the Board of Directors for approval.

#### **Section 4: Annual Review**

The accounts of the Hollister Area Chamber of Commerce shall be reviewed annually as of the close of business on December 31 by a public/private accountant. The review shall at all times be available to members of the organization within the offices of the Hollister Area Chamber of Commerce.

#### **Section 5: Bonding**

The Director 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 of Directors and paid for by the Hollister Area Chamber of Commerce.

## ARTICLE VIII

### *Dissolution*

#### **Section 1: Procedure**

The Hollister Area Chamber of Commerce shall use its funds only to accomplish the objectives and purposes specified in these bylaws, and no part of said funds shall inure, or be distributed, to the members of the Hollister Area Chamber of Commerce. On dissolution of the Hollister Area Chamber of Commerce, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, education, scientific or philanthropic organizations to be selected by the Board of Directors as defined in IRS Section 501 (c)(3).





## **ARTICLE IX**

### *Parliamentary Authority*

#### **Section 1: Parliamentary Authority**

The current edition of Roberts Rules of Order shall be the final source of authority in all questions of parliamentary procedures when such rules are not inconsistent with the charter or bylaws of the Hollister Area Chamber of Commerce.

## **ARTICLE X**

### *Indemnification*

#### **Section 1: Indemnification**

The Board of Directors and officers of the Hollister Area Chamber of Commerce shall be indemnified to the fullest extent now or hereafter permitted by law in connection with any actual or threatened action or proceeding (including civil, criminal, administrative, or investigative proceedings) arising out of their service to the Hollister Area Chamber of Commerce or to another organization at the Hollister Area Chamber of Commerce's request.

Persons who are not members of the Board of Directors or officers of the Hollister Area Chamber of Commerce may be similarly indemnified in respect of such service to the extent authorized at any time by the Board of Directors.

The provisions of this section shall be applicable to actions or proceedings commenced after the adoption hereof, whether arising from acts or omissions occurring before or after the adoption hereof, and to persons who have ceased to be members of the Board of Directors, officers, or employees and shall inure to the benefit of their heirs, executors, and administrators.

The Hollister Area Chamber of Commerce may purchase and maintain indemnity insurance with respect to any obligations herein to the full extent permitted by law.

## **ARTICLE XI**

### *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 alterations shall be submitted to the Board of Directors or members in writing, at least ten (10) days in advance of the meeting at which they are to be acted upon.

Amended: December 3, 2009: Article VII, Section 5

Amended: July 16, 2009: Article IV, Section 2 (d)

Amended: April 2, 2009: Article VII, Section 2

Adopted: November 6, 2008

Amended: April 2003

Amended: April 2002

Amended: November 19, 2002: Article IV, Section 1

