

# **TAHLEQUAH AREA CHAMBER OF COMMERCE BYLAWS**

## **ARTICLE I - GENERAL**

### **Section 1. Name**

This organization is incorporated under the laws of Oklahoma and shall be known as the Tahlequah Area Chamber of Commerce, A Corporation.

### **Section 2. Location**

The offices of the Tahlequah Area Chamber of Commerce shall be located in the City of Tahlequah, Cherokee County, Oklahoma, at a location selected by the Board of Directors.

### **Section 3. Tahlequah Area**

The Tahlequah Area shall include the City of Tahlequah and the surrounding trade territory that may desire to unite for the purpose of promoting development and growth, including the Illinois River and Tenkiller Lake areas.

### **Section 4. Purpose**

The Tahlequah Area Chamber of Commerce shall protect the free and competitive enterprise system, promote business and community growth, improve the local economy and enhance the quality of life in the Tahlequah Area.

### **Section 5. Limitations**

The Tahlequah Area Chamber of Commerce, hereinafter referred to as the Chamber, shall observe all local, state and federal laws which apply to non-profit organizations as defined in Section 501(c)(6) of the Internal Revenue Code, and not use its offices to secure advantages, or perform services, which favor one member or one field of endeavor to the competitive disadvantage of other like members or endeavors.

The Chamber will not endorse or oppose any religious matter or political candidate. The Chamber may elect to support or oppose any federal, state or local issue that directly affects the chamber membership or the Chamber as an institution by a seventy-five percent (75%) majority of responding members.

No action by any member, committee, employee, Director or Officer shall be binding upon the Chamber or constitute an expression of Chamber policy until it has been approved or ratified by the Board of Directors.

## **ARTICLE II – MEMBERSHIP**

### **Section 1. Eligibility**

All reputable persons, associations, firms, corporations, partnerships or estates interested in the Chamber's objectives shall be eligible to apply for membership, regardless of race, religion, sex or age, subject however to all the other terms and conditions of these bylaws.

## **Section 2. Approval**

Applications for membership shall be in writing, stating the occupation and address of the applicant, and signed by the applicant. Forms will be provided by the Chamber. Any eligible applicant shall become a member upon payment of the regularly scheduled investment as provided in Article II, Section 3, and approved by the Board of Directors at any meeting thereafter.

## **Section 3. Investment**

Membership investments shall be at such rate or rates, schedules or formulas as prescribed annually by the Board of Directors, payable annually on the membership anniversary date.

## **Section 4. Voting**

In any proceedings in which members vote, each member in good standing shall be entitled to one (1) vote.

## **Section 5. Member Rights**

Business, professional and individual members shall have the right to hold office, receive Chamber benefits, receive Chamber publications, attend regular and special meetings, and other rights, powers, privileges and duties as may be determined by the Board of Directors.

Each Chamber member shall be given notice of every annual, regular or special meeting. The notice shall be given through electronic transmission, in writing or announced in the public press. The notice shall include a synopsis of the business to be considered. If a member does not receive notice of a meeting, but attends the meeting, the member shall be deemed to have waived the meeting notice.

## **Section 6. Chamber Membership Cancellation**

Memberships may be cancelled by the Board of Directors under the following circumstances:

- a. Any member ninety days or more arrears in their current Chamber investment shall be subject to cancellation, following a ten (10) day delinquency notification given in writing or through electronic transmission.
- b. Any member may be expelled for conduct unbecoming a member or conduct counter to the Chamber's purpose. Members displaying such conduct may be expelled by a majority vote of the Board of Directors in attendance at a regularly scheduled meeting, following a ten (10) day notification and an opportunity for hearing before the Board of Directors is afforded any such member.

## **Section 7. Resignation**

Any member may resign from the Chamber by written notice to the Board of Directors. No portion of the membership dues shall be returned to resigning members.

## **Section 8. Reinstatement**

Memberships cancelled for non-payment may be reinstated. The cancelled member will be offered an option to pay the past due memberships and the cost of the upcoming year in order to

maintain their original membership start date. Members may choose to pay only the cost for the upcoming year, in which case those members will be considered new members and their start dates will reflect such.

## **ARTICLE III – BOARD OF DIRECTORS**

### **Section 1. Responsibilities**

Chamber governance and policy is vested with the Board of Directors, which shall control its property, be responsible for its finances and direct its affairs. The Board shall meet regularly as determined by the Board calendar.

### **Section 2. Elected Directors**

There shall be sixteen (16) elected directors. One-third (1/3) of the board shall be elected annually to serve three (3) years, or until their successors are elected and qualified. No director may be re-elected after serving two full consecutive elective terms, until one year has lapsed.

### **Section 3. Associate Directors**

The Cherokee Nation, Northeastern State University, the City of Tahlequah and the Chamber Executive Director will hold positions of Associate Directors on the Board. Additionally, the President may, with the consent of the Board of Directors, appoint up to three (3) community leaders whose terms will coincide with the appointing President. These positions will be non-voting positions and will not count toward meeting quorums.

### **Section 4. Affiliate Directors**

The Tourism Council (aka Convention and Visitors Bureau) Chair, the Young Professional Club Chair and the Tahlequah Main Street Association President hold permanent seats, as voting directors, on the Board of Directors.

### **Section 5. Board Composition**

- a. Members:** All Directors shall be Chamber members in good standing. There shall not be more than nineteen (19) voting members, which shall be composed of elected directors and officers, the Tourism Council (aka Convention and Visitor Bureau) Chair, the Young Professionals Club Chair and the Tahlequah Main Street Association President. The Chamber Executive Director shall be a non-voting Associate Director, as well as representatives from the City of Tahlequah, Northeastern State University, and the Cherokee Nation. Board Officers shall serve as voting Directors.
- b. Representation:** Every effort shall be made to ensure the Directors represent the Chamber's membership, including various business sectors, community organizations, and area residents.

### **Section 6. Board of Director Responsibilities**

- a. Mandatory Annual Board Training:** On or before the September Regular Board meeting all Directors will participate in an annual training session to review information related to their role as directors. Such training will include the Chamber bylaws, including Director and officer roles, responsibilities, and expectations; policies and procedures; Chamber financial structure, including audit requirements; committee

structures and roles; the annual Chamber calendar; and how the Open Meetings Act and Freedom of Information Act apply to the Chamber.

- b. **Attendance:** Directors' input is important to the Chamber's success; therefore, any Director who shall be absent from three (3) consecutive regular Board meetings shall automatically be expelled from the Board, unless confined by illness or otherwise excused by a majority vote of the Board. Director vacancies occurring in midterm shall be filled by a recommendation from the Governance Chair and approved by a majority vote of the Board in a regular or special session with a quorum present.

### **Section 7. Selection and Election of Directors**

- a. **Nominating Committee:** Prior to February 1, the Governance Chair shall notify the President of the annual Director election and identify the Governance Committee members who will serve on the Nominating Committee. The Governance Chair shall chair this committee. The election process, as well as the names and contact information of the Nominating Committee, will be provided to the general Membership in March.

Chamber members may recommend a Director nominee by contacting any Nominating Committee member prior a date determined by the Nominating Committee. No member of the Nominating Committee shall be eligible for nomination/election to the board.

Each candidate shall be an active Chamber member in good standing and must have agreed to accept the Director responsibilities if elected. The Nominating Committee shall consider the Board composition when determining the Directors' slate to make certain comprehensive Chamber representation is intact and ensure the Board possesses the skills needed for efficient Chamber operations

- b. **Public Notification:** Prior to April 1 annually, the Governance Chair shall publish a slate of candidates to fill the expiring Director positions and the membership's right of petition.
- c. **Right of Petition:** Additional Director candidates can be formally nominated by a petition bearing the genuine signature of at least twenty-five (25) qualified Chamber members. Such petition shall be filed with the nominating committee within ten (10) days after the Nominating Committee's publication. The Nominating Committee is the final authority as to the authenticity of the petition(s).
- d. **Determination:** If no petition is filed within the designated period, all nominations shall be closed and the Nominating Committee's slate of candidates shall be declared elected by the Board of Directors at their regular May board meeting and the newly elected Directors will take office July 1.

If an authenticated petition presents additional candidates, the names of all candidates shall be arranged on a ballot in alphabetical order. The Board of Directors will be instructed to vote for the number of candidates required to fill expiring terms; ballots with more nominees marked than necessary will be discarded.

- e. **Recall Petition:** The Board of Directors shall consider any petition submitted by at least ten percent (10%) of the Chamber membership, as evidenced by member signatures, requesting Consideration for a Director's Removal. The recall petition shall be submitted to the Chamber Board's Governance Committee. The Board shall consider the

membership petition and make final determination, by a vote of the Board, as to the Director's removal.

## **ARTICLE IV - OFFICERS**

### **Section 1. Officers**

The officers shall be President, President-Elect, Past President, Treasurer, and Secretary.

### **Section 2. Election of Officers**

- a. Officer Nominating Committee:** The Governance Chair shall notify the President of the annual Officer election and shall convene the Officer Nominating Committee, composed of the three (3) most recent available past presidents, to submit recommendations for offices of President-Elect, Treasurer, and Secretary. The Governance Chair will chair this committee without the power to vote. Additional nominations from the floor will be considered at the Regular Board meeting for officer elections.
- b. Election:** The Board shall, at the next regular meeting following the annual Directors' election, select from its current and incoming Voting Directors, a President-Elect, a Treasurer, and a Secretary. All such officers shall serve a one-year term and may be re-elected to the same office for a maximum of one additional term. Officers shall assume their offices July 1 each year.

### **Section 3. Officer Duties**

- a. President:** The President shall preside at all Chamber meetings, all Board meetings, and all Executive Committee meetings. The President shall perform all duties associated with this office and shall exercise general supervision over Chamber operations. The President shall appoint such committees and task forces as the Board may designate, subject to the Board's confirmation. The President's right to vote shall be exercised only as a tie-breaking vote. The President shall serve in an ex-officio capacity on all Board Committees. The President shall be empowered to sign documents on behalf of the Chamber.
- b. President-Elect:** The President-Elect shall, in the absence of the President, assume all the President's duties and authorities. Additionally, they shall automatically succeed to the office of President upon the President's death, resignation, or term expiration. The President-Elect will ensure the strategic plan is updated annually, with measurable goals.
- c. Treasurer:** The Treasurer shall be responsible for all Chamber funds and financial records. The Treasurer shall be the Chamber's chief financial officer and shall be responsible for financial matters including, but not limited to, financial analysis, proper disposal of funds, and financial reports to the Board. The Treasurer is responsible for any and all reports required by taxing authorities.
- d. Secretary:** The Secretary shall take, or cause to be taken, minutes at all meetings of the Chamber, the Board of Directors, and the Executive Committee and submit them for approval at the following meeting. The Secretary shall serve as custodian of Chamber records, including minutes, officer reports, board reports, and official correspondence. The Secretary ensures official bylaws, standing rules, and minutes are available for reference at all meetings and that all organizational records are available to members.

The Secretary shall keep the official membership roll, issue notice of meetings, and preside over the election of a temporary President for a meeting if the President and President-Elect are absent.

- e. **Past President:** Advise the President and executive committee.
- f. **Officer Replacement Procedures:** If any officer position becomes vacant for any reason during the year, the President may appoint a voting Director to fill the vacancy, subject to Board confirmation. If the vacant position is the President, the President-Elect shall assume the President's position and shall appoint a President-Elect.

## ARTICLE V – MEETINGS

### Section 1. Annual Meeting

The annual meeting of the chamber shall be held at a time and place shall be fixed by the Board of Directors and notice thereof given to each member at least ten (10) days before said meeting.

### Section 2. Additional Meetings

- a. General membership meetings of the chamber may be called by the President at any time, or upon petition in writing of any ten percent (10%) of the membership in good standing. Notice of such meetings shall be given at least thirty (30) days in advance of such meeting.
- b. Regular Board of Directors meetings shall be held to conduct Chamber affairs. The regular meetings shall be set and notice shall be filed by December 15 of the previous year. Any changes to this meeting schedule shall be filed not less than ten (10) days prior to the change.
- c. Special meetings may be called by the President or upon written application of three (3) members of the board. Notice shall be given each director at least forty-eight (48) hours prior to the meeting.
- d. Emergency meetings may be called to deal with a situation involving injury to person or injury and damage to public or personal property or immediate financial loss when the time requirements for public notice of a special meeting would make such a procedure impractical and increase the likelihood of injury, damage, or financial loss. In the event of an emergency meeting advance notice shall be if possible, dependent on the circumstances of the emergency.
- e. Committee meetings may be called at any time by the President or Committee Chairs.

### Section 3. Quorums

- a. At any general membership meeting, five percent (5%) of the voting membership shall constitute a quorum.
- b. Ten (10) members present shall constitute a quorum of the board of directors.
- c. At committee meetings, those present shall constitute a quorum.

#### **Section 4. Parliamentary Procedure**

The proceedings of all chamber meetings shall be governed by and conducted according to the latest edition of Robert's Rule of Order Revised.

#### **Section 5. Meeting Minutes**

Written minutes will be kept and made available for public inspection. These minutes shall be an official summary of the proceedings and shall contain:

- a. The manner and time that notice was given of a particular meeting
- b. The members present and absent
- c. All matters considered by the public body
- d. All actions taken by the Board, including individual Directors' actions
- e. Emergency meeting minutes will include the nature of the emergency and the reasons for calling an emergency meeting

### **ARTICLE VI – COMMITTEES AND TASK FORCES**

#### **Section 1. Designation and Appointment of Committees**

The President, with the Board approval, may create and appoint whatever committees, standing or special, the President deems necessary to facilitate the Chamber's mission. Special committees will dissolve upon completion of their task. All committees shall operate subject to the Chamber's by-laws, policies and procedures as in effect.

#### **Section 2. Standing Committees**

- a. **Executive Committee** shall consist of the President, President-Elect, immediate Past President, Treasurer, and Secretary. The Chamber Executive Director shall serve as an ex-officio member of the Executive Committee. The Chamber President shall have no vote unless to serve as a tie-breaking vote.

The Executive Committee shall act for the Board between Board meetings. The Executive Committee is authorized to approve non-budgeted expenditures not to exceed five hundred dollars (\$500) per expenditure.

The Executive Committee will oversee the Chamber's Executive Director, who shall be considered the chief executive officer and shall be charged with all Chamber administration and management, as well as other duties as may be assigned by the Board.

- b. **Governance Committee** shall include a minimum of three (3) and not more than nine (9) members, with a maximum of seventy (70) percent being Directors. The remaining members may be Chamber members in good standing.

The Governance Committee shall be charged with the recruitment, election, dismissal, exit, and education of Officers and Directors. The committee ensures Board composition represents the Chamber's purpose and membership. The committee will also regularly review and recommend Bylaw changes, as well as policy and procedure changes.

c. **Audit Committee** shall include a minimum of three (3) members, two of whom may be Directors. This committee shall engage a Certified Public Accountant, in good standing with the state, to conduct an annual financial audit and shall report the results of this audit to the Board and the Membership upon completion. The Board Treasurer shall not be a member of this committee.

d. **Finance Committee** shall include a minimum of three (3) members with a minimum of two (2) members being Directors, one (1) of which also serves on the Tourism Council (also known as the Convention and Visitors Bureau). This committee shall meet a minimum of four (4) times annually and the Board Treasurer shall serve as chair.

The Finance Committee shall oversee the financial condition, accountability, and viability of the Board. This committee shall prepare the annual budget for board approval; review arrangements with third parties in accordance with any conflicts of interest; develop a risk management plan, including insurance and bonding policy reviews; review the annual membership investment schedule, recommending changes to the Board of Directors; review the audit draft; and ensure all applicable state and federal reports are completed in a timely manner.

e. **Tahlequah Area Convention and Visitors Bureau, hereinafter referred to as the TACVB**, shall include a minimum of nine (9) members, who shall be recommended to the Board by the TACVB and who are considered Tahlequah tourism industry stakeholders. The TACVB Chair shall serve as a voting Director on the Chamber Board.

The TACVB shall develop and implement tourism promotion strategies and leverage stakeholder partnerships to maximize economic growth through tourism in the Tahlequah area, including developing a budget based on Tahlequah's Hotel and Motel Tax and any other such revenue dedicated to tourism activities. The TACVB will craft and update an annual marketing destination plan with measurable goals and will select and provide direction to the TACVB Director to accomplish such goals. The TACVB will also jointly evaluate the TACVB Director's performance with the Chamber Executive Director.

f. **Tahlequah Young Professionals and Entrepreneurs, hereinafter referred to as TYPE**, shall include a minimum of five (5) members who shall be recommended to the Board by the TYPE and who are interested in attracting and retaining young professionals in the community. The TYPE Chair shall serve as a voting Director on the Chamber Board.

YPC provides its members with the opportunity to build relationships with the local community and business leaders, which engages young professionals in our community and develops them as future community leaders.

g. **Leadership Development Committee** shall include a minimum of five (5) members, one of whom shall be a Director who will serve as committee chair. The remaining members should be leadership class alumni and community leaders. This committee will oversee the leadership curriculums and work directly with each leadership class to educate, promote leadership opportunities within the community and serve as a liaison between the leadership classes and the Board.



## **ARTICLE VII – FISCAL**

### **Section 1. Funds**

All money paid to the Chamber shall be placed in a general operating fund, except that money subscribed or contributed for a specific purpose shall be so designated on the books of the organization and may be deposited in specifically designated accounts. Such funds shall be kept on deposit in an FDIC insured financial institution approved by the Board. The Chamber Executive Director shall manage all Chamber bank accounts in accordance with the Board approved budget or actions. The Board Treasurer is responsible for receiving all Chamber bank statements and balancing the statements to the checkbook and to the financial records.

### **Section 2. Disbursements**

Upon approval of the budget, the President and/or Chamber Executive Director is authorized to make disbursements on accounts and expenses provided for in the budget without additional Board approval. The Executive Committee may approve unbudgeted expenditures up to five hundred dollars (\$500.00) per expenditure, and shall notify the Board of any such expenditure at the next board meeting. No other obligation or expense shall be incurred and no money shall be appropriated or paid except with the full advice and consent of the Board.

On Chamber accounts, only one (1) signature shall be necessary except checks in excess of one thousand dollars (\$1,000.00) which shall be countersigned by an Officer or Director, as designated by the Board as an authorized account signer. On TACVB accounts, only one (1) signature shall be necessary except checks in excess of one thousand dollars (\$1,000) which shall be countersigned by an additional TACVB Member, as designated as an authorized signatory by the Board.

### **Section 3. Fiscal Year**

The fiscal year of the Chamber shall close on June 30 annually.

### **Section 4. Budget**

At the May board meeting of each year, the Finance Committee shall submit an estimated budget for the general operation of the Chamber to the Board of Directors for approval. This budget shall go into effect on July 1 each year.

### **Section 5. Annual Audit**

The accounts of the Chamber shall be audited annually as of the close of business on June 30. This audit shall be by a Certified Public Accountant, in good standing with the state, selected by the Audit Committee. The auditor's report shall be available to members for examination.

### **Section 6. Bond**

The President and other staff employees shall be bonded in such amount and in such manner as the Board of Directors shall deem advisable.

## **ARTICLE VIII – DISSOLUTION**

The Chamber shall use its funds only to accomplish the objectives and purposes specified in these by-laws, and no part of said funds shall inure, or be distributed to the Chamber members. On dissolution of the Chamber, any funds remaining shall be distributed in accordance with government regulations pertaining to a 501(c)(6) of the Internal Revenue Service Code.

## **ARTICLE IX – AMENDMENTS**

### **Section 1. Authority**

The authority and power to amend these by-laws is specifically delegated to the Board of Directors.

### **Section 2. Procedure**

These by-laws may be amended by a two-thirds (2/3) vote of the Directors present at any regular or special meeting of the Board of Directors, provided that written notice of consideration of such amendment at such meeting shall have been given to each member of the Board of Directors at least five (5) days prior to such meeting.

## **ARTICLE X – ENACTMENT**

These revised by-laws shall be effective immediately upon their adoption by a two-thirds (2/3) vote of the Board of Directors present at a duly called meeting for this expressed purpose. When so adopted, they shall supersede all previous by-laws and amendments thereto, all of which are hereby annulled except that all officers and directors then elected and serving shall continue to serve until the election and qualification of their successors under the provisions of these by-laws.