

**Amended Constitution and By-Laws
of the
Wright City Chamber of Commerce, Inc.**

Article 1-General

Section 1 Name

This organization is incorporated under the laws of the State of Missouri, shall be known as the Wright City Area Chamber of Commerce, and shall have its principal offices located in Wright City in the county of Warren, Missouri.

Section 2 Purpose

The exclusive purpose of this organization shall be the improvement of business conditions in the community of Wright City, Missouri through the promotion of the economic, civic, commercial, industrial, and educational welfare of the area.

Section 3 Limitations

The Wright City Area Chamber of Commerce shall be nonprofit, nonpartisan, and nonsectarian. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Section two hereof. Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

Article 2 – Membership

Section 1 Eligibility/Approval

Any person, firm, corporation, partnership, association, or estate in the Wright City area having an interest in the purpose and objective of the organization, shall become an active member upon payment of required dues as described in Article 2, Section 3. The Chamber Board of Directors reserves the right to deny membership to any entity whose purpose is incongruent with the stated purpose of the Wright City Area Chamber of Commerce, or whose observed conduct has been unbecoming to a Chamber Member or prejudicial to the aims or reputes of the Chamber.

Section 2 Voting Privileges

Each membership shall have one vote, per paid membership.

Section 3 Dues

The dues of the Wright City Area Chamber of Commerce shall be approved annually by the membership, and shall include business, non-profit and individual memberships. Members will receive a dues statement no later than December 15. Payment is due by the end of the following month, January 31. Membership dues not paid by March 31 of each year will be considered delinquent and will terminate membership. New membership will be pro-rated upon time of membership to correspond to the remaining calendar year. The Wright City Area Chamber of Commerce will operate on a calendar year, January 1 through December 31.

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A member, upon termination, shall not be entitled to receive any share or part of the assets or property of the Chamber and no refund of dues will be given.

Article 3 -- Board of Directors

Section 1 Board of Directors

- A. The Board of Directors shall be comprised of a total of eleven members of which eight are elected by the membership. The Board of Directors shall constitute the policy-making body of the Wright City Area Chamber of Commerce.
- B. The past year president may serve on the board for one year as an ex-officio member with voting privileges.
- C. A seat on the Board of Directors will be offered to the school district for representation of education. This individual will be considered a standing member of the board with voting privileges.
- D. A seat on the Board of Directors will be offered to the City of Wright City for representation of economic development. This individual will be considered a standing member of the board with voting privileges.
- E. The following offices shall be filled from members of the Board of Directors: a President for a term of one year, a Vice President for a term of one year, a Secretary for a term of two years, and a Treasurer for a term of two years. The term of Board members shall alternate with two (2) members elected for a term and two (2) members the next.
- F. Any officer or member of the Board of Directors, who may be absent from three (3) consecutive regular meetings of the Board of Directors, may be automatically dropped from membership on the Board unless confined by illness or otherwise decreed by a majority vote of those voting at any meeting thereof.
- G. A vacancy created on the Board, for any reason, shall be filled by nomination by the President with the approval of the Board. Any member appointed to fill the unexpired term of the Board member shall hold the position until the expiration of the original Board member's term. Such appointment shall not preclude said Board member from nomination at the conclusion of the expiring term.
- H. The Board of Directors shall meet at such times and places as they may designate, preferably not less than eleven times a year. All meetings of the Board shall be open to the membership, but shall be taken into executive session when discussion of staff compensation, staff performance, past due memberships, or any other subject that the Chair deems to be sensitive in nature.
- I. The Board of Directors shall have the power to engage the services of an Administrative Assistant to work for and on the behalf of the Wright City Area Chamber of Commerce. This Administrative Assistant need not be a member of the Wright City Area Chamber of Commerce. The Administrative Assistant shall report directly to the President and will perform duties to aid all board members and the Chamber as a whole. The Administrative Assistant will perform such other duties of the Chamber as may be required. In the event of a position

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vacancy, the President, with the Board's approval, may appoint a person to temporarily take over these duties until such time that the position can be filled.

- J. The duties of the President shall be:
 - 1. To preside at all meetings
 - 2. To appoint committee chairman of standing and special committees, subject to the approval of the Board.
 - 3. To serve as an ex-officio member of all committees
 - 4. To call special meetings
 - 5. In the event of an officer or board member vacancy, the president shall appoint a replacement subject to the approval of the Board.
- K. The duties of the Vice President shall be:
 - 1. To assume the duties and powers of the President in case of the absence of the President or in the event of the inability of the President to act or perform his duties
 - 2. To serve as public relations representative for the Chamber
- L. The duties of the Secretary to be performed by the Secretary/Administrative Assistant shall be:
 - 1. To observe the proceedings of all meetings and record all things proper to be written
 - 2. To handle correspondence and communication which concern the Wright City Area Chamber of Commerce
 - 3. To have charge of keeping current all records, documents and *By-laws*
- M. The duties of the Treasurer shall be:
 - 1. To receive all monies and dues, keep a true and accurate account thereof, and pay them out by order of the President and approval of the Wright City Area Chamber of Commerce, Board of Directors.
 - 2. Give an accurate financial report at each regular meeting
 - 3. To submit an annual budget by October 31 prior to the beginning of the new calendar year for Board approval.

Article 4 – Legislation

Section 1 Voting

All issues before the Wright City Area Chamber of Commerce, except to amend the by-laws, shall be decided by voice vote and shall require a simple majority for passage. Amendment to the constitution and by-laws shall require a 2/3 majority of members present for passage.

Section 2 Standing Committees

The standing committees shall be open to board members and general membership.

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- A. Membership – This committee is required to do a monthly outreach to new or established businesses in our area that are not current members of the Chamber of Commerce.
- B. Education
- C. Ways and Means
- D. Economic Development
- E. Budget

1. The chairman of these committees may appoint such members as are necessary to carry out the work of the committee and shall report the name of these members to the Board of Directors of the Wright City Area Chamber of Commerce. General membership is encouraged to participate.

Section 3 Quorum

A quorum consisting of 25% of the membership present at a meeting of the Wright City Area Chamber of Commerce shall be necessary for the transaction of any business presented to the General membership of the Wright City Area Chamber of Commerce.

- A. A majority of the Directors, shall constitute a quorum of the Board of Directors.

Section 4 Elections

1. The election of all officers and directors of the Wright City Area Chamber of Commerce shall be held at the November general membership meeting or date set by the Board each year. The President of the Board shall present to the Board of Directors, a slate of candidates to serve 2-year terms to replace the Directors whose terms are expiring. Each candidate must be a member in good standing and must have agreed to accept the responsibilities of the directorship. Elected Board shall assume their duties on the first regular meeting in January following their election.
2. Publicity of Nominations: Upon receipt of the report from the Board President, the Secretary shall notify the membership by e-mail the names of the persons nominated as candidates for Directors and the right of submitting additional nominations.
3. Additional Nominations: Additional names of candidates for Directors can be nominated in writing by a member in good standing at the November meeting. Additional nominations shall be accepted until such time as the nominations are closed by the President.
4. Determination: The Secretary shall distribute a ballot to all active members present at the regular November meeting. The ballots shall be marked in accordance with instructions printed on the ballot and returned to the Secretary before the close of the November meeting.
 - A. The Board of Directors shall declare the candidates with the greatest number of votes elected.
 - B. If no additional nominations are made within the designated period, the nominations shall be closed and the nominated slate of candidates shall be declared elected by the Board of Directors at the general November meeting.

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Section 5 Meetings

A regular meeting shall be held on the fourth Tuesday of each month at a designated time and place by the Board of Directors. At each regular meeting, a report shall be presented by the Secretary/Administrative Assistant, Treasurer, and all committee chairmen.

Section 6 Dissolution

Upon dissolution of the Wright City Area Chamber of Commerce, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organizations to be selected by the Board of Directors.

Article 5 – Funds

1. All money paid to the Chamber shall initially be placed in a general operating fund, which will help determine the next year's dues, budget, and activities. The exception being monies accepted by the Board of Directors and specified or designated to a restricted fund.
2. All disbursements shall be made by check or Chamber credit card. Check in amounts of excess of \$1,000.00 shall be signed by any two of the following: President, Vice-President, Treasurer, or Secretary.
3. The board of directors authorizes the President the authority to make financial decisions up to \$500.00(only if monies are being paid to an organization) if a decision is necessary before the next scheduled board meeting. The President will communicate this occurred to the board as soon as possible.

Article 6 – Constitutional Amendments

Section 1 Amendments

Any amendment of these by-laws shall be submitted by written resolution, presented and read at any regular meeting, and voted on, in accordance with Article 4, Section 1, at the next regular meeting following its submission. These amendments shall become permanent by-laws when approved in accordance with Article 4, Section 1.

Section 2 Copies

Copies of the Articles of Incorporation, Constitution and by-laws, amendments, and all other official papers shall be in a depository designated by the Board of Directors, and made available to all members of the Wright City Area Chamber of Commerce at any time.