

**BYLAWS OF THE  
GREATER MCCOOK AREA CHAMBER OF COMMERCE, INCORPORATED  
REVISED AND ADOPTED THIS 21 DAY OF MARCH, 2018**

**ARTICLE I**

**GENERAL**

**SECTION 1. NAME**

This organization is incorporated under the laws of the State of Nebraska and shall be known as the Greater McCook Area Chamber of Commerce, Incorporated. Its principal office shall be located in the City of McCook, Red Willow County, State of Nebraska.

**SECTION 2. MISSION STATEMENT**

The McCook Area Chamber of Commerce is a membership organization facilitated by volunteers to enhance the McCook area experience through our members.

**SECTION 3. LIMITATION OF METHODS**

The Chamber shall be non-profit, non-partisan and non-sectarian and shall take no part in or lend its influence of facilities, either directly or indirectly, to the nomination, election or appointment of any candidate for political office in city, county, state or national government.

**ARTICLE II**

**MEMBERSHIP**

**SECTION 1. ELIGIBILITY**

Any reputable person, association, corporation, partnership, or estate having an interest in the objectives of the organization shall be eligible to apply for membership.

**SECTION 2. DUES**

Membership dues shall be paid at such a rate or rates, schedule, or formula as prescribed by the Board of Directors.

**SECTION 3. DELINQUENT MEMBERSHIP**

A. The Executive Director shall notify a member that membership is terminated if dues are (90) days past due date unless otherwise extended for good cause.

B. Any delinquent member is not eligible to participate in Chamber functions.

C. Any member may be expelled by a two-thirds (2/3) 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 Chamber, after notice and opportunity for a hearing are afforded the member complained against. Any member in question has 30 days to respond if they would like a hearing.

#### SECTION 4. VOTING

Each member, whether a person, firm, association, or corporation shall be entitled to cast one vote upon any matter brought to the membership by the Board of Director's.

#### SECTION 5. ORIENTATION

Orientation on the purposes and activities of this organization shall be conducted for the following groups: new directors, officers and directors, task force chairpersons, task force members and new Chamber members at an annual orientation meeting set up by the Executive Director.

### ARTICLE III

#### MEETINGS

##### SECTION 1. ANNUAL MEETING

The annual meeting of the corporation shall be held during February of each year. The time and place shall be fixed by the Board of Directors and notice thereof mailed to each member at least ten (10) days before said meeting.

##### SECTION 2. ADDITIONAL MEETINGS

- A. The Board of Director's shall meet monthly on such days as is determined by majority vote of the Board.
- B. Special meetings of the Board of Director's may be called by the President at any time or upon the request of any three (3) board members.
- C. Special meetings of the members may be called by the President at any time or upon application in writing of 10% of membership in good standing. Notice of special meetings shall be mailed to each member at least five (5) days prior to such meetings.
- D. Task force meetings may be called at any time by the President or by its

- chairperson.
- E. The Executive Director shall maintain a current agenda for the next regular scheduled meeting. Items may be added to the agenda by any board member.

### SECTION 3. QUORUMS

- A. At any duly called general meeting of the Chamber, ten percent of the members shall constitute a quorum.
- B. A simple majority of the director's shall constitute a quorum of the Board of Directors.
- C. To pass a motion on the floor a simple majority of directors present will pass a motion.

## ARTICLE IV

### **BOARD OF DIRECTORS**

#### SECTION 1. COMPOSITION OF THE BOARD

The Board of Directors shall be composed of nine (9) elected members, three of which will serve on the Executive Committee. The Executive Committee shall consist of a President, President Elect, and Past President, one third of whom shall be elected annually to serve a three (3) year term. Three ex officio members shall be appointed for a one year period, with a limit of six consecutive years. One (1) additional member shall be appointed by the incoming president for a period of one year.

#### SECTION 2. SELECTION AND ELECTION OF DIRECTORS

##### A. NOMINATING COMMITTEE

At the regular February Board meeting, the President shall appoint a Nominating Committee of three (3) members of the Chamber Board. The President shall designate the Chairman. Prior to the third Wednesday in March, the Nominating Committee shall present to the Executive Director a slate of three (3) candidates to serve three (3) year terms. Each candidate must be an active member in good standing and must have agreed to accept the responsibilities of a directorship. No elected board member may serve more than eight (8) years.

##### B. PUBLICITY OF NOMINATIONS

Upon receipt of the Nominating Committee's report, the Executive

Director shall, within fifteen (15) days, notify the membership by mail of names of persons nominated as candidates for directors and the right of petition.

#### C. NOMINATIONS BY PETITION

Additional names of candidates for directors can be nominated by petition bearing the genuine signatures of at least fifteen (15) qualified members of the Chamber. Such petitions shall be filed with the Nominating Committee within ten (10) days after notice has been made 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 a legal petition shall present additional candidates, the names of all candidates shall be arranged in alphabetical order, with the instructions to vote for two (2).

Identification shall be made on the ballot to identify those candidates nominated by the Nominating Committee. The Executive Director shall mail this ballot to all active members at least fifteen (15) days before the regular May Board meeting.

The ballot shall be marked in accordance with instructions by e-mail or by mail, printed on the ballot and returned to the Chamber Office within ten (10) days. The Board of Directors shall, at their regular May Board meeting, declare the two (2) candidates with the greater number of votes, elected.

### SECTION 3. SEATING OF NEW DIRECTORS

All newly elected Board members shall be oriented and seated at the regular June Board meeting and shall be participating members in July. Retiring Directors shall continue to serve until July 1.

### SECTION 4. VACANCIES

A member of the Board of Directors who shall be absent from two (2) consecutive regular meetings of the Board of Directors may be suspended from membership on the board unless excused by the Board President or a majority vote of the Executive Committee. Unexcused absences from two consecutive regular meetings, or a total of five meetings in a twelve month period beginning with the board members first absence, will be cause for action by the entire Board of Directors and may include permanent release from the Board.

Vacancies on the Board of Directors, or among the Executive Committee, shall be filled by the Board of Directors by a majority vote and shall serve until the expiration of the term.

**SECTION 5. POLICY**

The Board of Directors is responsible for formulating the policies of the organization. These policies shall be maintained, reviewed, and revised as necessary.

**SECTION 6. MANAGEMENT**

The Board of Directors shall employ an Executive Director and shall fix his/her salary and other considerations of employment annually. The Executive Committee will oversee the management functions. If a situation occurs that cannot be resolved by the executive committee, it will be presented to the Board of Directors.

**ARTICLE V**

**OFFICERS**

**SECTION 1. DETERMINATION OF OFFICERS**

The Board of Directors (new and retiring) shall, at its regular May meeting, reorganize for the coming year. The Nominating Committee for Directors shall also nominate a candidate from the Board for the office of President-Elect. This nominee and nominees from the floor (who must also be current members of the Board of Directors) will be placed on a ballot and the President-Elect selected at the regular June meeting.

**SECTION 2. DUTIES OF OFFICERS**

**A. PRESIDENT**

The President shall serve as the executive head of the Chamber and shall preside at all meetings of the membership and Board of Directors. The President shall, with advice and counsel of the Executive Committee, determine all committees and task forces, select all chairpersons and assist in the selection of committee and task force personnel - subject to the approval of the Board of Directors.

**B. PRESIDENT-ELECT**

The President-Elect shall exercise the powers and authority and perform the duties of the President in the absence or disability of the President. The President-Elect shall be responsible for determining that the program activities of the Chamber are of such duration as is required, at all times, being alert to assure

that the activity of the Chamber are directed toward achieving business and community needs in the area served by the Chamber. The President-Elect shall assume the Presidency during the following year and serve a one-year term.

C. PAST PRESIDENT

The Past President shall exercise the powers and authority, and perform the duties of the President in the absence or disability of the President and President-Elect. He/She shall, along with the Executive Director, serve as advisor to the President, and shall have all the rights and privileges afforded members of the Board for a period of one (1) year following his/her term as President.

D) EXECUTIVE DIRECTOR

The Executive Director shall be the chief administrative and executive officer. The Executive Director shall be present and report to the Board of Director's at all regular meetings and, as requested by the Board of Director's at Special Meetings. The Executive Director shall serve as advisor to the President and President-Elect on program planning. He/she shall assemble information and data and cause to be prepared special reports as directed by the program of the Chamber.

The Executive Director shall be responsible for hiring, discharging, directing and supervising all employees. All employees shall report directly to him/her.

With the cooperation of Budget Committee, he/she shall be responsible for the preparation of an operating budget covering all activities of the Chamber, subject to approval of the Board of Directors. He/she shall be responsible for all expenditures within the approved budget allocation.

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 and shall be accountable to the board for its actions. **The Executive Committee does not have the authority to reverse a decision already approved by the Board of Directors.** It shall be composed of the President, Past President, President-Elect and Executive Director. The President of the Board will serve as chairman of the Executive Committee. (used by US Chamber)

ARTICLE VI

**COMMITTEES AND TASK FORCE**

SECTION 1. APPOINTMENT AND AUTHORITY

The President, by and with the approval of the Board of Directors, shall appoint

all standing committees and task force chairpersons, and may appoint such committees and their chairpersons as he deems necessary to carry out the program of the Chamber. Such appointments shall be at the will and pleasure of the President and in no event shall exceed the term of the appointing President.

It shall be the function of the committee 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, task force, employee, Director or officer shall be binding upon, or constitute an expression of the policy of the Chamber until it shall have been approved or ratified by the Board of Directors.

Committees shall be discharged by the President 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 committee.

#### SECTION 3. TESTIMONY

Once committee action has been approved by the Board of Directors, it shall be incumbent upon the committee chairman, or in his/her absence, when he/she designates from his/her committee as being familiar enough with the issue to give testimony to, or make presentations before civic and governmental agencies.

### ARTICLE VII

#### FINANCES

##### SECTION 1. FUNDS

All dues money paid to the Chamber shall be placed in a general operating fund, and special funds may be established as needed. Upon approval of the Board of Directors, the Chamber may act as custodian to other non-profit organizations.

##### SECTION 2. DISBURSEMENTS

Upon approval of the budget, the Executive Director is authorized to make disbursements on accounts and expenses provided for in the budget without additional approval of the Board of Directors. Two (2) signatures are required on all checks. Authorized signers will include the Executive Director, and the current year's Executive Board. The Executive Board includes the President, President-Elect and Past President.

##### SECTION 3. FISCAL YEAR

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

#### SECTION 4. BUDGET

The Budget Committee, composed of the President, Past President, and President Elect, with the assistance of the Executive Director, Two (2) others including one (1) CPA and One (1) account representative from a financial institution, shall compile a budget of estimated income and expenses for the coming year and submit it to the Board of Directors at the regular May meeting. Adoption of the budget shall be at the regular June meeting of the Board of Directors. Board of Directors may incur debt by Board approval.

#### SECTION 5. ANNUAL AUDIT

The accounts of the Chamber of Commerce shall be audited annually as of the close of business on June 30<sup>th</sup> by a committee, individual or firm, and shall be appointed by the outgoing President subject to the approval of the Board of Directors. The financial records shall at all times be available to members of the organization within the offices of the Chamber.

#### SECTION 6. PROCEDURE

The chamber 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 chamber. On dissolution of the chamber, 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 as defined in IRS Section 501(c)(3). (used from the US Chamber)

#### SECTION 7. RESERVE ACCOUNT

The Chamber of Commerce shall set aside in a reserve account, funds to be used for, but not restricted to the following: new chamber facilities, emergency funding of Chamber programs, office equipment and other non-budgeted items to be dispersed by 2/3 vote of the Board of Directors. Monies to fund this account shall come from monthly dues income at a percentage rate to be determined annually by the Budget Committee.

#### SECTION 8. INDEMNIFICATION

The Chamber may, by resolution of the Board of Directors, provide for indemnification by the chamber of any and all current or former officers, directors and employees against expenses actually and necessarily incurred by them in connection with the defense of any action, suit, or proceeding in which they or any of them are made parties, or a party, by reason of having been officers, directors or employees of the chamber, except in relation to matters as to which such individuals shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on



the existence of such liability for negligence or misconduct. (used from US Chamber)

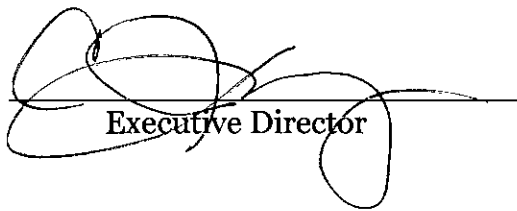
**ARTICLE VIII**

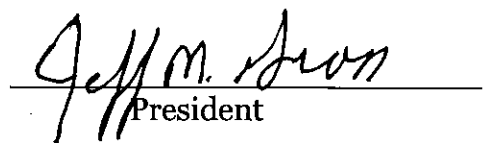
**AMENDMENTS**

**SECTION 1. REVISIONS**

These bylaws may be amended or altered by a two-thirds (2/3) vote of the Board 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 in writing at least ten (10) days before the meeting at which they are to be acted upon.

The foregoing bylaws, as amended were duly adopted by the Board of Directors at the board meeting held on the 21 day of March, 2018.

  
Executive Director

  
President