

# **Elkader Area Chamber of Commerce**

## ***Constitution***

### **Article 1 – Name**

1. The name of this organization shall be the Elkader Area Chamber of Commerce.
2. The principal office of this organization shall be located in Elkader, Iowa

### **Article 2 – Affiliation**

1. The organization shall be affiliated with the United States Chamber of Commerce and is subject to the constitution of it insofar as it affects and prescribes the functions of the Elkader Area Chamber of Commerce and does not conflict with this Constitution.

### **Article 3 – Purpose**

1. The purpose of this organization shall be:
  - a. To promote civic service through the organized efforts of its members;
  - b. To promote the welfare of the community and its citizens through active, constructive projects;
  - c. To promote the growth, industry, and business of Elkader;
  - d. To promote literary, cultural, and educational activities through the work of active committees.

### **Article 4 – Membership**

1. All businesses, and persons 18 years or older shall be eligible for membership in this organization by paying the membership fee as established by resolution of the Board of Directors. Each membership shall be for a period of one year, commencing on January 1 and terminating on December 31, and shall not be transferable.

### **Article 5 – Government**

1. The government of this organization shall be vested in a Board of Directors consisting of 7 members. Election of the Board members shall take place at the Annual Meeting of the organization, in a manner prescribed in the By-laws. Board members shall be elected to three-year terms. The terms shall be staggered so that no more than 3 members' terms shall expire the same year.
2. The Board of Directors shall see that the provisions of this constitution and its By-laws are carried out.
3. Board members may serve two consecutive terms. In the case of a Board member filling out an unexpired term by appointment, such appointment shall not be counted in determining eligibility for serving successive terms.
4. Officers of the organization shall include a President, Vice-President, Secretary and Treasurer. They shall be elected by the Board of Directors immediately after

- the Annual Meeting and their terms of office shall be for one year. Any officer may hold a particular office through two consecutive terms.
5. The Board of Directors shall be authorized to hire any staff deemed appropriate within the limits of the budget, and shall determine salaries and job descriptions.

### **Article 6 - Amendment**

1. This Constitution may be amended by a two-thirds vote of the members present at any regular or special meeting, provided that written notice of the proposed amendment or amendments has been mailed or delivered to the last known address of each member at least ten days prior to the date of such meeting.

## **By-Laws**

### **Section 1 – Membership**

1. All persons who pay their dues, and whose membership is approved by the board, shall be members of this organization. Anyone paying less than the amount specified by the Board of Directors shall be considered an Associate Member. Associate members shall not have the privilege of voting or holding office.

### **Section 2 – Dues**

1. Annual membership dues are set by the Board of Directors. Other contributions may be accepted, but each member shall have only one vote.
2. Notice shall be given the members of when dues are payable at least 30 days before they are payable. Any member or firm whose dues are in arrears for a period of ninety days shall cease to be a member.

### **Section 3 – Government**

1. The Board of Directors shall have control and management of the property and affairs of the organization, subject to the will of the membership. Funds of the organization shall be withdrawn from the bank or banks with which they are on deposit by the signature of the treasurer.
2. Vacancies on the Board of Directors, or in any office, shall be filled by vote of the Board of Directors. Such appointees shall serve for the duration of the term of the individual being replaced.
3. If a member of the Board of Directors has four consecutive absences from regular meetings without an excuse acceptable to the Board, he/she has forfeited his/her membership on the Board. A member having two consecutive unexcused absences from regular meetings shall be notified by the Secretary.
4. By virtue of incorporation, this organization shall have power to sue and to be sued in its corporate name; to make contracts; to receive bequests of real and personal property; to satisfy, release, or assign judgments and liens of any kind in favor of the corporate organization; to establish By-laws and make proper rules and regulations necessary for the management of its affairs; and do all other lawful things usually performed by corporations in accord with the purposes for which they are organized.

### **Section 4 – Elections**

1. The President shall appoint, with the approval of the Board of Directors, a Nominating Committee of three or more members.
2. The Nominating Committee shall nominate candidates for the Board of Directors. These nominations shall be communicated to the membership at least 20 days prior to the Annual Meeting.

3. Additional names may be placed in nomination at the time of balloting, providing at least one-fourth of the members of the organization sign a petition requesting another name be added.
4. Voting shall be by individual members, and no member shall cast more than one ballot. Proxies will not be recognized.

### **Section 5 – Meetings**

1. The Annual Meeting of the Elkader Area Chamber of Commerce shall be in January. Notice of the Annual Meeting shall be given to all members by publishing the date, time, and place at least once in the local newspaper at least five days before the meeting.
2. The Board of Directors shall set a date for regular meetings.
3. Special meetings of the membership or the Board of Directors shall be called by the President or Secretary, or at the request of at least two-thirds of the Directors. Notice of such a meeting shall be communicated to all members (in the case of a membership meeting), or the Board (in the case of Board meeting) at least 5 days, and 2 days prior to the meeting, respectively.
4. In addition to the provisions of Section 5, Number 3, of these By-laws, the membership of the Chamber may call a special meeting of the organization by presenting a petition bearing the names of at least 25% of the members to the President of the Board. Notification of such meeting, including the purpose for which it is called, shall be made known to all members at least 10 days prior to the meeting. Only the agenda items specified in the petition and announcement may be dealt with at such a meeting.

### **Section 6 – Officers**

1. The President, as chief executive officer of the organization, shall preside at all meetings of the Board and membership; shall supervise the organization's affairs and activities; shall make an annual report of the members; and shall be responsible to maintain the current list of voting members.
2. The Vice-President shall preside at Board and membership meetings in the absence of the President; shall work with the President on such internal affairs of the organization as are necessary; and shall perform such other duties as requested by the President or Board.
3. The Secretary shall give written notice of all regular and special meetings and shall keep a permanent record of the minutes of such meetings. He/she shall be custodian of all official records of the organization, and shall perform such other duties as requested by the President or Board.
4. The Treasurer shall be responsible for receiving and disbursing all funds of the organization as directed by the Board of Directors, and shall report in detail at the Annual Meeting (and at such other times as directed) on the financial condition of the organization.

## **Section 7 – Committees**

1. The Board of Directors shall determine the committees deemed proper and necessary to fulfill the purposes of the organization.
2. All Committee Chairpersons and members shall be appointed by the President subject to the approval of the Board of Directors.
3. The president shall be an “ex-officio” member of all committees.
4. An Auditing Committee composed of three persons shall be appointed by the President with the approval of the Board. The Auditing Committee shall audit all the financial records of the organization, and shall present its report to the Annual Meeting of the organization.

## **Section 8 – Rules of Order**

1. Robert’s Rules of Order, latest edition, shall govern the proceedings of all meetings of the organization except as provided in these By-laws.

## **Section 9 – Delegations**

1. Delegations or special committees shall be appointed by the President subject to the approval of the Board of Directors, to represent the organization at any meeting or assembly, as may be necessary. Such delegations or committees shall exercise only those powers specifically vested in them by the Board of Directors.

## **Section 10 – Amendments**

1. These By-laws may be amended by a two-thirds vote of the members of the Board of Directors, after written notice of the proposed action has been given to each member of the Board at least ten days prior to the vote.