

Edgemont Area Chamber of Commerce Bylaws
Revised January 24, 2005
Re-typed August 12, 2009

Section I: ORGANIZATION

The name of the organization shall be Edgemont Area Chamber of Commerce, Incorporated; hereafter referred to as EACC.

Section II: PURPOSE

The purpose of the organization is to promote community good will, to work for the economic betterment of our area and to further a positive relationship with neighboring communities.

Section III: OFFICERS AND BOARD OF DIRECTORS

The Board of Directors (hereafter referred to as the Board) shall be the officers and the four Directors at Large (Hereafter referred to as Directors).

The officers shall consist of President, Vice President and Treasurer (if elected). Board membership is dependent on continued organization membership.

Section IV: ELECTION

- A. Election shall be held at the Annual meeting each year.
- B. The President, Vice President and Treasurer (if elected) will be elected for a one year term.
- C. Directors shall serve two-year terms. The election of the Directors will be as follows: two directors elected in EVEN numbered years, and two directors elected in ODD numbered years.
- D. These duly elected Board members will assume the duties of their office at the beginning of January of each year.
- E. Officers and Directors will serve until their successors assume their duties.

Section V: DUTIES OF OFFICERS

The President shall preside or designate a chairperson at all meetings of the membership and the Board. He/she shall make a full report of activities at the membership meetings. He/she shall appoint ad hoc committees and shall designate the chairperson thereof, subject to the approval of the Board. Each year the President, prior to the regular January meeting, shall appoint Board members to audit the Treasurer's books, to be completed March 31 of the ensuing year. The President shall be the official spokesperson for the organization.

The Vice President shall assume the duties of the President in his/her absence. He/she shall act as parliamentarian. He/she will assume the Secretary's duties in the case of absence or disability. The Vice President shall organize and conduct the annual elections.

The Treasurer shall maintain accurate records of the financial status of the EACC, collect yearly dues as set by the Board, deposit into the EACC account all money received by EACC, as well as any other responsibilities that may arise. The Treasurer shall pay bills as directed by the Board. He/she shall maintain a log of all receipts and expenditures and submit a monthly report at the Board meeting and an annual report at the December Board meeting.

Section VI: POWERS OF THE BOARD

It is expressly declared that the Board shall have the following powers:

- A. To appoint, employ, remove, or suspend, permanently or temporarily, such employees as needed to perform the necessary objectives of the EACC. It may determine and assign duties and salaries, and as needed may determine and require security. It may also, by resolution, confer on any officer the right to choose, remove, or suspend subordinate officers and to set or change salaries. This shall include but not be limited to an employee to fulfill the duties of secretary and treasurer.
- B. To determine who shall be authorized to sign, on behalf of the EACC, bills receipts, endorsements, checks, releases, contracts or other documents.
- C. To impose such changes, dues, and/or assessments as needed to further the objective of the EACC.
- D. To fill Board vacancies occurring between elections.
- E. To act in an emergency without calling a special meeting of the membership.
- F. To approve special expenditures up to one thousand dollars (\$1000.00) per expenditure without the prior approval of the membership.
- G. To develop an annual budget (by December 10) for the following year.
- H. To develop rules for the EACC, not to be in conflict with these Bylaws, which may be changed by a majority vote of the Board.

Section VII: MEMBERSHIP

- A. Any individual, partnership, or corporation wishing to be a member must be in agreement with the purpose of the EACC. Members shall be recognized in one of the following classifications: Active, Lifetime or Supportive.

1. **ACTIVE** members are any individuals or business persons who support the goals of the EACC. Ownership of a business is not a requirement. Active members shall have the privilege of the floor on all matters, the privilege of vote on all matters and the opportunity to serve as an officer, on the Board, or on a committee. Each Active business membership shall have two votes. If you join as an individual member of the EACC you shall have only one vote.
 2. **LIFETIME** members are persons either currently, or formerly, engaged in business in the Edgemont area, who through a majority vote of the members have been delegated as Lifetime Members. Lifetime members have Honorary Status but are not a voting member.
 3. **SUPPORTIVE** members may be anyone desiring to lend their support to the EACC. Supportive members may not vote on any issue or serve on the Board.
- B. If at any time a member ceases to support the purpose of the EACC, that membership can be canceled by a two-thirds majority vote at any regular meeting.

Section VIII: MEETINGS

- A. The Board shall hold Board meetings monthly and when called by the President or two members of the board. The full organization shall meet at least six times per year: to include meetings in January, April, and October or November. Date, time, and location of regular meetings shall be determined by the Board but may be changed when deemed necessary.
- B. The President, two members of the Board, or three Active members may call for a special meeting of the organization.
- C. A quorum of the meetings of the Board shall be a simple majority of the board. A quorum for the regular organizational meetings shall consist of seven members which may include the Board. All measures shall be decided by a simple majority unless otherwise stipulated in these Bylaws.
- D. The EACC shall follow Robert's Rules of Order Newly Revised. Guests will not have the right to the floor except by invitation of the Chairperson and will not have a vote.
- E. The Annual Meeting shall be held in October or November of each year. The fiscal year shall be from January 1 through December 31.
- F. A joint Board meeting for all outgoing and incoming Board members will be held prior to the regular membership meeting in January. At the joint meeting, all records, supplies, and documents having to do with the EACC will be passed on to the new officers and directors.

Section IX: BYLAWS CHANGES OR AMENDMENTS

The procedure for amending the Bylaws will be as follows:

- A. A signed, printed copy of the proposed Bylaws amendment(s) will be submitted to the Board at least ten days in advance of the next regular or special meeting of the membership.
- B. The proposed amendment(s) will be read at the next membership meeting, but not acted on formally. Input will be sought from the voting members present and appropriate changes made to the proposed amendments.
- C. At the next regularly scheduled meeting of the membership following the original reading of the proposed Bylaws amendment(s) a second reading will be presented. A two-thirds majority vote of members present will be required to amend the Bylaws.
- D. Any member or group of members may propose amendment(s) to the Bylaws.

Section X: DISSOLUTION

The procedure for dissolving the EACC will be as follows:

- A. A final meeting of the membership will be called by the President. This may fall on a regularly scheduled meeting date or be a special meeting. All members will be contacted by the EACC secretary and informed of the meeting date, time and location.
- B. The President shall, after explaining the reason and/or events leading to the possible dissolution, call for a written vote, on the final dissolution. A two-thirds majority vote will be required of members present.
- C. Any unfinished business will be addressed and acted upon by the members present. For this meeting only, a quorum shall be any number of members present.
- D. All money in the treasury will automatically be used to pay outstanding debts and dissolution charges. Any money left in the treasury will be disposed of as agreed upon by those present.
- E. Upon completion of the above, the EACC shall be formally disbanded, if it is the desire of the membership by the above mentioned vote. No further expenditures or contacts with individuals, businesses or organizations will be done under the auspices of the EACC other than formal notifications of final dissolution of the EACC.
- F. The President and/or secretary of the EACC will notify the appropriate organizations (e.g. State Chamber of Commerce office, etc.) and place a public notice in the local newspaper notifying the public of the dissolution of the EACC.