

LYONS CHAMBER OF COMMERCE CORPORATION BY-LAWS

ARTICLE I

Name and Objectives

Section 1 - This organization, a corporation, shall be known as the LYONS CHAMBER OF COMMERCE.

Section 2 - The Lyons Chamber of Commerce is organized and incorporated for the purpose of promoting the interests of the City of Lyons and the surrounding territory by active aid of the city government and the citizens of the city in the progress and development of the community.

Section 3 - The Chamber in its activities shall be a non-profit, non-partisan, and non-sectarian organization. The Chamber shall observe all local, state and federal laws which apply to a non-profit corporation organized under the laws of the state of Kansas.

Section 4 – The Lyons Chamber of Commerce is organized for the purpose of advancing the economic, industrial, professional, cultural and civic welfare of Lyons and the area. To encourage the growth of existing industries and businesses while giving all proper assistance to any new firm or individuals seeking to locate in the area. To support all those activities believed to be beneficial to the community and area; to oppose those which might be detrimental.

ARTICLE II

Memberships

Section 1 – Eligibility

The Lyons Chamber of Commerce shall be composed of Active or Honorary members.

Active – Any reputable individual or business of the City of Lyons or the trade territory of said city may be eligible for active membership in said corporation.

Honorary – Any reputable individual shall be eligible for Honorary Membership in said corporation upon invitation from the Board of Directors. Such Honorary Membership shall be eligible for the term deemed advisable by the Board of Directors. Honorary Membership is of a non-voting status.

Section 2 – Dues

Membership dues shall be at such a rate or rates, schedules or formulas as may be from time to time prescribed by the Board of Directors, payable annually, semi-annually or quarterly in advance. The fiscal year of the Chamber shall be from January first (1st)

through December thirty-first (31st) and dues shall be paid on that basis. Members elected during the fiscal year shall pay pro-rata for the months intervening between the date of membership and the thirty-first (31st) of December.

Section 3 – Delinquency

If any member shall fail to pay their dues within thirty days after date of maturity, a written notice of delinquency shall be given to them by the Secretary/Treasurer. If at the end of another thirty days they still remain delinquent, the membership shall be temporarily suspended pending payment of their dues or final action of the Chamber.

Section 4 – Resignation

All resignations shall be tendered to the Chamber in writing. A resignation received after payment is due shall not relieve the member presenting such resignation from liability for the dues of the year entered upon.

ARTICLE III

Board of Directors

Section 1 – Composition

The Directors of the Chamber shall be composed of nine members elected from the Chamber with authority to order disbursements for necessary expenses of the organization and audit the same for payment. It shall act for the Chamber in the interim between membership meetings.

The President of the Ambassadors Club shall automatically be an ex-officio member of the Board for the ensuing year. The retiring President of the Chamber, if completing tenure of office as a director, shall automatically be an ex-officio member of the Board for the ensuing year.

ARTICLE IV

Officers

Section 1 – The officers shall consist of a President, a President-Elect, and Secretary/Treasurer.

Section 2 – Vacancies

A member of the Board shall be terminated from membership on the board upon their absence from three (3) consecutive regular meetings or a total of six (6) regular meetings in one year, if after reviewing the matter; the Board determines that the member no longer has an interest in serving on the Board.

Section 3 – Duties

President: The President shall preside at all meetings of the Chamber and Board of Directors. The President shall be an ex-officio member of all committees and shall perform all duties incident to the office and ordinarily performed by presidents of corporations under the Laws of the State of Kansas.

President-Elect: The President-Elect shall act in the absence of the President; and in the absence or disability of both the President and the President-Elect, a member shall be chosen from the Board to act temporarily.

Secretary/Treasurer: The Secretary/Treasurer shall oversee the disbursement and collection of the funds of the Chamber.

Executive Director: It shall be the duty of the Executive Director to conduct the official correspondence, preserve all books, documents and communications, keep books of account and maintain an accurate record of the proceedings of the Chamber. They shall engage, discharge and have supervision over all employees including fixing their duties and compensation with the approval of and in accordance with policies and practices approved by the Board of Directors.

ARTICLE V

Committees

Section 1 – The Board of Directors shall authorize and define the powers and duties of all committees.

Section 2 – The President shall appoint all committees, subject to confirmation by the Board of Directors.

Section 3 – Executive Committee: The Executive Committee shall be composed of the President, the President-Elect, the Secretary/Treasurer and the Executive Director.

- a. In the interim between meetings of the Board, the Executive Committee shall have charge of the routine business of the Chamber. It shall have general charge of the finances and property of the Chamber and shall have authority to order disbursements for necessary expenses, and may grant to any committee a reasonable amount of money for special work, provided such amount shall not exceed the budget allowance for such work as previously approved by the Board.

- b. At the beginning of the fourth (4) quarter of the fiscal year, the Executive Committee shall prepare and submit to the Board a budget of the general expenses of the Chamber for the subsequent year.
- c. The Executive Committee may refer matters brought before it to a proper standing committee which it may designate, or to the Board.

ARTICLE VI

Elections

Section 1 – Time of Election

The annual election of the Directors shall be held at the Annual Meeting of each year and the newly elected Directors shall take office at the Annual Meeting following said election.

Section 2 – Nominations

At least 25 days before the date of an election, the President and the Board of Directors shall appoint a nominating committee of not less than three (3) or more than nine (9) members, who shall forthwith meet and nominate at least one (1) candidate for each vacancy to be filled on the Board of Directors. At least ten (10) days before the date of the annual election, a list of those nominated shall be sent by mail or electronic media to each member. At the time of the Annual Election, additional nominations may be made from the floor.

Section 3 – Election

At the time of said Annual Meeting an election shall be held by ballot to elect the Directors for the vacancies that will occur and those receiving the highest number of votes cast will be declared elected for a term of three (3) years and until their successors shall have been elected and qualified.

Section 4 – Election of Officers

The Directors shall choose the officers of the Chamber from their own number at the next regular board meeting immediately following the Annual meeting.

Section 5 – Voting

Any member of the Chamber (as described in Article II, Sec. 1) in good standing is entitled to one (1) vote, in any election, referendum or membership meeting. Voting shall be by individuals only and no person shall cast more than one vote. Persons to whom memberships have been assigned shall vote as individual members. Any mailed ballots will be addressed to the business address of members.

Section 6 – Validity

Failure to comply with any of the provisions herein relative to nominations shall not invalidate an election held at the Annual Meeting of the Chamber.

Section 7 – Vacancies

Any vacancies occurring on the Board of Directors after an election shall be filled by appointment by the Board of Directors and the person(s) so appointed shall hold office for the balance of the tenure for which they are appointed.

ARTICLE VII

Meetings

Section 1 – Annual Meeting

The Annual Meeting of the Chamber shall be held each year as determined by the Board of Directors.

Section 2 – Special Meeting

A special meeting of the Chamber may be called by the President at any time and the President must call such meeting when requested by the Board or on petition to the Board from at least five (5) percent of the active members, such requests to be in writing, and fix the date of the meeting at least three (3) days later than the time when such request is delivered to the President.

Section 3 – Board of Directors Meetings

The Board of Directors shall meet at regular periods; the time to be fixed by the Board. Special Directors meetings may be called at any time by the President or by a written request to the President from four (4) Directors.

Section 4 – Quorum

Thirty-five percent (35%) or more shall constitute a quorum of the Chamber membership and five (5) directors shall constitute a quorum of the Board of Directors.

ARTICLE VIII

Referenda

Section 1 –The Board of Directors upon its own initiative may subject a question to the members for a mail and/or electronic media referendum vote, the ballot for such vote to be accompanied by briefs stating both sides of the question. When so stated in the request, action taken therein by the membership shall be final.

ARTICLE IX

Disbursements

Section 1 – Disbursements

No disbursements of the funds of the Chamber shall be made unless the same shall have been approved and ordered by the Chamber or Board of Directors acting within such limitations as the Chamber may prescribe from time to time. All disbursements shall be made by check. Checks shall be signed by any combination of two (2) of the following: President, President-Elect, Secretary/Treasurer or Executive Director.

Section 2 – Appropriations

No appropriation of money or other property of the Chamber shall be made for any purpose other than to defray the legitimate expenses, except by the unanimous vote of the members present (must be a quorum) at a meeting of the board of Directors or a four-fifth (4/5) majority vote of those present (quorum) at a meeting of the Chamber.

Section 3 – Audits

The President shall appoint an auditing committee at a meeting of the Board prior to the Annual Meeting. The Chamber may approve or change the personnel of the committee. It shall be the duty of the auditing committee to examine and audit the books and accounts of the Executive Director at the close of the year's business and report its findings to the Chamber Board.

Section 4 – 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 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.

ARTICLE X

Parliamentary Rules

Section 1 –The proceedings of the Chamber meetings shall be conducted according to the latest Edition of Robert's Rules of Order.

ARTICLE XI

Amendments & By-Law Study

Section 1 – Amendments

These by-laws may be altered or amended by a two-thirds (2/3) vote of the Board of Directors, and by a majority of the members at any regular or special meeting, providing the notice for the meeting included the proposals for amendments. Any proposed amendments or alterations shall first be submitted to the Board of Directors in writing at least ten (10) days in advance of the meeting at which they are to be acted upon.

Section 2 – By-Law Study

A periodic study of these by-laws shall be made every three (3) years.

These by-laws were approved by the Board of Directors on September 24, 1998.
They were ratified by the general membership on November 2, 1998
Article VIII amended by the general membership on February 6, 2015