

**BROWN COUNTY
CHAMBER OF COMMERCE**
Nashville, Indiana

BY-LAWS

Revised 2009

BROWN COUNTY CHAMBER OF COMMERCE INC. BYLAWS

ARTICLE I - GENERAL

SECTION 1 - NAME

This organization is incorporated under the laws of the State of Indiana and shall be known as the Brown County Chamber of Commerce, Incorporated.

SECTION 2 - PURPOSE

The Brown County Chamber of Commerce is organized to achieve the objectives of:

1.) Preserving the competitive enterprise system of business by: creating a better understanding and appreciation of the importance of business people and a concern for their problems; educating the business community and representing them in city, county, state and national legislative and political affairs; preventing or addressing controversies which are detrimental to expansion and growth of business and the community if they arise;

2.) Promoting business and community growth and development by: promoting economic programs designed to strengthen and expand the income potential of all business within the trade area; promoting programs of civic, social, environmental and cultural nature which are designed to increase the functional and aesthetic values of the community; and being aware of the abuses which prevent the promotion of business and expansion and community growth.

SECTION 3 - LIMITATION OF METHODS

The Brown County Chamber of Commerce shall observe all local, state and federal laws, which apply to a non-profit organization as defined in the IAS Section 50 I © (6) Code.

ARTICLE II - MEMBERSHIP

SECTION 1 - ELIGIBLY

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

SECTION 2 - APPLICATION

Applications for membership shall be on forms provided for that purpose, and signed by the applicant. Any applicant shall become a member upon payment of the regularly scheduled dues as provided in Section 3 of Article 2.

SECTION 3 - FEES

Membership dues shall be at such rates or formulas as prescribed by the Board of Directors payable by method approved by the Board of Directors.

SECTION 4 - TERMINATION

A. Any member may resign from the Chamber upon written request to the Board or Directors, but prorated membership fees will not be returned.

B. The Board of Directors may expel any member by a majority vote at a regularly scheduled meeting for conduct unbecoming of a member or prejudicial to the aims or repute of the Chamber. A ten day written notice of the meeting in which the expulsion vote will be taken shall be afforded the member prior to the vote on expulsion.

C. Any Board Member who violates the Board Member Code of Ethics may be nominated for expulsion from the Board upon petition in writing by three (3) Board Members. Voting for or against expulsion shall be at a Special Meeting. (see Section 2 - Other Meetings).

SECTION 5 - VOTING MEMBERSHIP

In any proceeding in which voting members is called for, each member in good standing shall be entitled to cast one (1) vote. There will be no proxy votes.

SECTION 6 - ORIENTATION

At regular intervals, orientation on the purposes and activities of this organization shall be conducted for the following groups: new officers and directors, current officers and directors, committee chairmen, committees and new members.

SECTION 7 - HONORARY MEMBERSHIP

Distinction in public affairs shall confer eligibility to honorary membership. Honorary members shall have all the privileges of members except the right to vote. The Board of Directors shall confer or revoke honorary membership by a majority vote.

ARTICLE III - MEETINGS

SECTION 1 - ANNUAL MEETING

The annual meeting of the Chamber shall be held during the fourth quarter of each calendar year at a time, place, and date determined by the Board of Directors. A notice of the annual meeting must be mailed to each member at least 10 days prior to the said meeting.

SECTION 2 - OTHER MEETINGS (General, Board, and Committee Meetings)

General meetings of the chamber may be called by the President of the Board at any time, or upon petition in writing of any member in good standing:

A) Notice of special meetings shall be given to each member at least five (5) days prior to such meetings

B) Board meetings may be called by the President of the Board or by the Board of Directors upon written application of three (3) members of the Board. Notice including the purpose of the meeting shall be given 10 each director three (3) days prior to said meeting

C) Committee meetings may be called at any time by the President of the Board, respective department Vice Chairmen, or by the committee's chairman.

SECTION 3 - QUORUMS

At any duly called general meeting of the chamber, 25% of memberships present or represented by written proxy shall constitute a quorum, at a Board meeting, a majority of directors shall constitute a quorum; at a committee meeting, a majority of committee members shall constitute a quorum.

SECTION 4 - AGENDAS AND MINUTES

An agenda and minutes must be prepared and distributed prior to the convening of meetings.

ARTICLE IV - BOARD OF DIRECTORS

SECTION I. COMPOSITION OF THE BOARD

The government and policy-making responsibilities of the chamber shall be vested in the Board of Directors, which shall control its property, be responsible for its finances, and direct its affairs. The Board of Directors shall be composed of up to 14 voting members elected by and from the membership accordance with Section 3. Five (5) of who shall be elected

annually to serve for a three (3) year term. Included within the 15 voting members shall be a designee of The Convention and Visitors Bureau. The immediate past President of the Chamber Board shall serve as an ex-officio non-voting member unless continuing to serve as a voting member. Any other affiliates whose purpose and or business that may be pertinent to the Chamber and the Community may be asked to seat a designee to represent such said organization. These would be non-voting members, appointed by the Chamber President and or Board.

SECTION 2 - NOMINATION AND ELECTION OF DIRECTOR

At the regular June Board meeting, the President shall appoint, at least three (3) chamber members to the Nomination Committee which must be approved by the Board of Directors. The committee shall designate the chairman of the committee. The responsibilities of the Nomination Committee shall be to:

1. The Nominating Committee shall receive the recommendations of the members to fill the ballot between August 10th and September 15th. After consideration of all so nominated, the Nominating committee shall present a slate of candidates by September 20th. Each Candidate must have agreed to accept the responsibility of the directorship.

2. Construct a ballot containing all nominated individuals in alphabetical order without reference to nomination method.

ELIGIBILITY

Each nominee for director must be an active member in good standing and must have agreed to accept the responsibility of a directorship.

- I. DETERMINATION. If there are no nominations other than those provided by the nomination committee, the slate of candidates shall be declared elected by the Board of Directors at their regular November Board meeting.

2. VOTING. The Nomination Committee shall cause ballots for the Board of Director election to be at the Chamber Office on or before September 20th. Included with the ballot will be instructions to vote for five (5) candidates and any board vacancies. The mailing shall also state that the ballots are to be returned by mail or hand delivered to the Chamber Office by October 15th. The Nomination committee shall report the election results to the President, who will announce the winning candidates at the annual membership meeting.

SECTION 3 - SEATING OF NEW DIRECTORS

All newly elected Board members shall be introduced at the regular December Board meeting and shall be participating members effective January 1st.

SECTION 4 - VACANCIES

A member of the Board of Directors who has three (3) unexcused absences from regular meetings of the Board of Directors shall be dropped from membership on the Board.

SECTION 5 - POLICY

The Board of Directors is responsible for establishing procedure and formulating policy of the organization. These policies shall be maintained in a policy manual to be reviewed and revised as necessary.

SECTION 6 - MANAGEMENT

The Board of Directors shall employ the Executive Director and fix the salary and other considerations of employment.

SECTION 7 - 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 or any action, suit or proceeding in which they or any of them are made parties, or 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.

SECTION 8 - BOARD OF DIRECTORS MEETINGS

The Board shall meet monthly. The President of the Board of Directors may waive this for a period not to exceed two consecutive months.

ARTICLE V - OFFICERS

SECTION I - DETERMINATION OF OFFICERS

The Board of Directors at its regular January meeting shall reorganize for the following year. The Board shall elect the President, Vice President, Secretary and Treasurer. All officers shall take office immediately upon election and serve for the calendar year or until their successors assume the duties of office. Any vacancy in an office shall be filled at the meeting following the vacancy by nominations from the Directors.

SECTION 2 - DUTIES OF OFFICERS

PRESIDENT OF THE BOARD. The President shall serve as the chief elected officer of the Chamber of Commerce and shall preside at all meetings of the membership, Board of Directors and Executive Committee. The President may, with advice and counsel of Vice President, determine any additional committees other than standing committees. The President may convene a closed session of the Board of Directors for addressing appropriate item(s) as found in Indiana's Open Meeting Law (IC 5-14-1-5-6). The President shall be chairman of the Executive Committee. In the event that the office of President is vacated during their term in office, the Vice-President shall ascend to the office of President.

VICE PRESIDENT. The duties of the Vice President shall be to act in the absence of the President and perform other duties as prescribed by the President and these bylaws.

TREASURER. The treasurer shall be responsible for the safeguarding of all funds received by the chamber and for their proper disbursement. Such funds shall be kept on deposit in financial institutions or invested in a manner approved by the Board of Directors. Checks are to be signed by the Treasurer and by any two officers. The Treasurer shall cause a monthly accounting of expenditures to be made to the board and be available to all members at the Chamber office at all times. The treasurer shall be the Chairman of the Finance Committee.

SECRETARY. The Secretary shall be responsible for the safeguarding of the minutes of the chamber and for all chamber correspondence of the Board of Directors. The Secretary shall cause to be prepared notices, agendas, and minutes of the board and be available to all members at the Chamber office at all times. The Secretary shall be the Chairman of the Publicity and Public Relations Committee.

EXECUTIVE DIRECTOR. The executive Director shall be the chief administrative and executive officer. The Executive Director shall serve as advisor to the Board of Directors and shall provide information and data as directed by the program of the Chamber. The Executive Director shall be an ex-officio member of the Board of Directors and all committees. The Executive Director shall be responsible for administration of the programs in accordance with the policies and regulations of the Brown County Chamber of Commerce and its Board of Directors. The Executive Director shall be responsible for directing and supervising all employees and contractors. The Executive Director in conjunction with the Board of Directors is responsible for hiring and discharging employees. The Executive Director and the budget committee shall be responsible for the preparation of an operating budget covering all activities of the chamber, subject to approval of the Board of Directors. The Executive Director shall be responsible for expenditures allocated in the annual budget approved by the Board of Directors. The Executive Director's job description and contract will be defined in the policy manual. The Executive Director shall report to the Executive Committee.

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 but shall be accountable to the Board for its actions. It shall be composed of the President, Vice-President, Treasurer, Secretary and Executive Director. The President of the Board will serve as chairman of the Executive Committee.

ARTICLE VI - COMMITTEES and DIVISIONS

SECTION 1 - APPOINTMENT and AUTHORITY

The President of the Board, by and with the approval of the Board of Directors, shall appoint all committees, committee chairmen and Chamber designated representatives on external Boards and Committees in the Community. The President of the Board may appoint such ad hoc committees and their chairmen as deemed necessary to carry out the program of the Chamber. Appointments shall be at the will and pleasure of the President of the Board and shall serve concurrent with the term of the appointing President, unless a different term is approved by the Board of Directors. It shall be the function of committees 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, division, 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 of the Board 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 committees.

SECTION 3 - TESTIMONY

Once committee action has been approved by The Board of Directors, it may be incumbent upon the committee chairmen or, in their absence, whom they designate as being familiar enough with the issue, to give testimony to, or make presentations before civic and governmental agencies.

SECTION 4 - DIVISIONS

The Board of Directors may create such division, bureaus, departments, councils, and subsidiary corporations as it deems advisable to handle the work of the chamber. This may be in the role of fiscal agent and implementation of grants. The Board shall authorize and define the powers and duties of all divisions, bureaus, departments, councils, and subsidiary corporations. The Board shall annually review and approve all activities and proposed programs of such divisions, bureaus, departments, councils, or subsidiary corporations having bearing upon or expressive of the chamber, unless approved by the Board of Directors.

ARTICLE VII - FINANCES

SECTION 1 - FUNDS

All money paid to the chamber shall be placed in a general operating account. Funds unused from the previous year budget shall remain in the general operating fund. On certain occasions and upon recommendation of the Treasurer, the Board may vote to place excess funds into an interest bearing account.

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. No contractual obligations shall be incurred without prior approval of the Board. All grants and fiscal agent accounts shall be held as separate funds.

SECTION 3 - FISCAL YEAR

The fiscal year of the chamber shall commence on January 1st and shall close on December 31st of each year.

SECTION 4 - BUDGET

The Finance Committee shall develop a budget by October 30th for the next fiscal year. The budget shall be submitted at the November Board Meeting for approval by the Directors for the upcoming year's expenses.

SECTION 5 - ANNUAL FISCAL REVIEW

The accounts of the Chamber of Commerce shall be audited annually as of the close of business December 31st by a public accountant or a committee of not less than three chamber members appointed by the President of the Board.

SECTION 6 - BONDING

The President and such other officers and staff as the Board of Directors may designate shall be bonded by a sufficient fidelity bond in the amount set by the Board.

ARTICLE VIII – DISSOLUTION

SECTION 1 - PROCEDURE

The Chamber of Commerce shall use its funds only to accomplish the objectives and purposes specified in these bylaws, and no part of said funds shall injure, 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, or economic organizations selected by the Board of Directors as defined in IRS Section 501 (c) (3).

ARTICLE IX - PARLIAMENTARY AUTHORITY

Section 1.

The proceedings of the Chamber shall be governed and conducted according to the latest rules of Roberts Rules of Order as revised.

ARTICLE X – AMENDMENTS

SECTION I - REVISIONS

All proposed revisions or amendments to these bylaws shall first receive the approval of the Board of Directors.

SECTION 2.

These bylaws may be amended or altered by a three-fourths vote of the Board of Directors, at a regular or special meeting of the Board of Directors, providing all directors have been given ten days written notice of the proposed amendment or amendments to these bylaws.

AMENDED:

1975
1986
1990
1999
2002
2008
2009