

BYLAWS OF POCAHONTAS CHAMBER OF COMMERCE

ARTICLE I. GENERAL

Section 1 - Name

This organization is incorporated under the laws of the State of Iowa, and known as the Pocahontas Chamber of Commerce, here and after be known as "Chamber." The Chamber shall observe all local, state, and federal laws which apply to a non-profit organization as defined in Section 501 C(6) of the Internal Revenue Code.

Section 2 - Office

The principal office of the organization in the State of Iowa will be located in Pocahontas, Pocahontas County.

Section 3 - Purpose and Objectives

The purpose of this organization shall be the advancement of the civic, commercial, industrial and agricultural interests of the City of Pocahontas: the promotion of the quality of life and prosperity of the city and surrounding area and the stimulation of public sentiment to these areas; and the supporting of such social and educational features as will promote these purposes.

Section 4 – Limitations of Methods

This Chamber shall be non-partisan and non-sectarian, and shall take no part in or lend its influence or facilities, either directly or indirectly, to the nomination, election or appointment of any candidate for office in city, county, state, or nation. This does not prohibit promoting candidate forums to assist in educating the community on local election matters for city and county candidates, but will not endorse any candidate.

Section 5 – Electronic Mail

Notifications that are required by the bylaws to be mailed may be sent via electronic mail. Board of Director decisions that need to be expedited may be done via electronic mail as long as a quorum is met of directors responding.

ARTICLE II. MEMBERSHIP

Section 1 - Eligibility

Membership in the Chamber shall be open to any person, corporation, or other type of business organization or entity, who is interested in the purposes and objectives of the organization. Membership is defined as the person or entity that pays the dues. Employees of a membership are considered members.

Section 2 - Dues

Annual dues for each classification of membership shall be established by the Board of Directors.

Section 3 - Termination

Any member may resign from the Chamber upon written request to the Board of Directors. Any member will be terminated for nonpayment of dues after ninety (90) days from the date due, unless otherwise extended for good cause. This shall cause the member to forfeit all rights of membership until said dues are paid to the current date.

Section 4 - Voting

Each membership in good standing shall be entitled to cast one vote, except those individuals who are affiliated with and have been designated to represent an additional membership entity.

ARTICLE III. MEETINGS

Section 1 - Annual Meeting

The annual meeting of the members shall be held in the month of November 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 – Regular Meetings

The regular meetings of the membership shall be held at a time and place selected by the Board of Directors. Reasonable notice shall be given of any change in the time and/or place of a regular meeting.

Section 3 - Additional Meetings

A general membership meeting may be called by the President, or upon petition of not less than ten-percent of the members in good standing.

Section 4 – Board Meetings

Board meetings may be called by the President or upon petition by a majority of the board members.

Section 5 - Quorums

A majority of attending members in good standing will rule on items handled during the Annual Meeting. One-tenth of the membership in good standing shall constitute a quorum at any other membership meeting. A majority of the Board of Directors shall constitute a quorum at any board meeting.

ARTICLE IV. BOARD OF DIRECTORS

Section 1 - Composition

The business of the organization may be managed by the Board of Directors. The Board of Directors may authorize any officer or agent to enter into any contract or sign and deliver any instrument for the corporation and such authority may be general or confined to specific instances.

The Board of Directors shall be composed of at least Nine (9) members. All officers will be directors. Directors must be members in good standing. Each director will exercise one vote. The term of office of each director will be for three (3) years with three (3) directors being elected each year. If the immediate past president's term is up they may remain on the Board of Directors for one additional year but their term position would be replaced. That will bring the total members of the board to Ten (10). The immediate past president would exercise one vote.

Executive Director: The Board shall designate, as appropriate an Executive Director who will be an ex-officio member to serve on the Board and/or Board committees as a voting member. Ex-officio members will serve at the pleasure of the Board.

The Executive Director will be responsible for the implementation of any of the policies and directions brought forth by the board of directors. Additionally, this individual would be responsible for reporting on activity aimed at meeting any annual goals and objectives, overseeing organizational finances, as well as any and all administrative management activity needed to be conducted on a day-to-day basis. The Executive Director answers to the President plus can be receiving guidance from the board through intercession provided by an executive committee.

The Board of Directors shall submit, at the annual meeting, a report of the work of the organization.

Section 2 - Selection and Election

Nominating Process - The Board of Directors will discuss and nominate new Board of Director candidates to be voted on at the Annual Meeting. A minimum of three (3) candidates, new or returning, must be identified. This can be done at any time prior to the Annual Meeting. Members in good standing may nominate a candidate, with their consent, any time prior to the October Board of Directors meeting.

Publicity of Nominations – The ballot will be available to all members attending the Annual Meeting upon their arrival. Members in good standing are allowed to request information on the candidates prior to the Annual Meeting.

Voting – All voting shall be by ballot, electronic or paper, at the annual meeting. A number of nominees corresponding with the number of directors to be elected who receive the highest number of votes shall be declared elected. Tie votes shall be determined by lot. There shall be no absentee voting.

Judges – Two (2) members of the Board of Directors shall supervise the ballot process during voting at the Annual Meeting or any other special meeting.

Section 3 - Seating of New Directors

All newly elected Board members shall assume office when elected at the annual meeting and will become voting members of the board at that time.

Section 4 - Resignation or Vacancy

The Board of Directors may remove any director who has been absent from three (3) consecutive regular meetings of the Board of Directors by a majority vote of those voting at any meeting thereof.

Any member of the Board of Directors wishing to resign their position shall present a request stating that intent in written notice to the President of the Board or the Executive Director.

Any vacancies on the Board of Directors by the resignation or removal of any member of the Board of Directors shall be filled by a majority vote of the Board of Directors. Said replacement director shall complete the term of the director being replaced.

Any member of the Board of Directors has the right to replace members of the Chamber Board of Directors in the event of resignation or other necessary circumstances by a two-third (2/3) vote.

Section 5 - Policy

The Board of Directors is responsible for formulating and adopting procedure and policy of the organization. These policies shall be maintained in a Policy Manual, to be reviewed annually and revised as necessary.

Confidentiality Agreement must be signed by all Board Members upon election.

ARTICLE V. OFFICERS

Section 1 - Election of Officers

The newly elected Board of Directors shall meet at the next regularly scheduled Board of Director meeting to elect officers for the upcoming year. Officers will be elected from members of the new Board. All officers shall serve for a term of one (1) year and not more than two (2) consecutive years.

Section 2 - Duties of Officers

A. President - The President shall serve as the chief elected officer of the Chamber and shall preside at all regular and special meetings of the membership and Board of Directors. The President of the Board will exercise a vote only in the case of a tie vote.

The President of the Board shall determine all committees, select all committee leaders, and assist in the selection of committee personnel, subject to approval of the Board of Directors.

- B. Vice President - The Vice-President shall exercise the powers and authority and perform the duties of the President in the absence or disability of the President. The Vice President will serve at the discretion of the President. The Vice President will automatically move into the position of President of the Board of Directors. The Vice President shall exercise one vote.
- C. Treasurer - The Treasurer will 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. He/she shall make a monthly check of all disbursements/deposits and shall verify all financial statements generated by the Chamber.
- D. Secretary - The Secretary shall keep the minutes of all regular and special meetings of the membership and Board of Directors. The Secretary will see that all notices are duly given in accordance with these bylaws and perform other duties as assigned by the Board of Directors. Duties of the Secretary may be assigned to the Executive Director by agreement of the Board of Directors.
- E. Secretary-Treasurer – The offices of Secretary and Treasurer may, by resolution of the Board of Directors, be combined, and when so combined the person filling such office shall be termed “Secretary-Treasurer”.

ARTICLE VI. INDEMNIFICATION

Each director, officer or employee of this corporation shall be indemnified to the fullest extent possible by the corporation against all costs and expenses actually and necessarily incurred by such person in connection with the defense of any action, suit, or proceeding in which such person is made a party by reason or being, or having been a director, officer, or employee of this corporation, whether or not such person continues to be such at the time of incurring such costs or expense; however, such indemnification will not be provided with respect to a breach of duty to the corporation or its members, for an action or omission not in good faith or one involving intentional misconduct or knowing violation of law, or for a transaction in which the person seeking indemnification derives an improper personal benefit.

ARTICLE VII. COMMITTEES

Section 1 - Appointment

The newly elected President shall appoint, in conjunction with and approval of the Board of Directors, all committees and committee leaders. The President shall have the authority to appoint new committees as deemed necessary to carry out the program of the Chamber.

It shall be the function of the 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.

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 2 – Authority

The Board shall authorize and define the powers and duties of all committees. The Board shall annually review and approve all activities and proposed programs of such committees including the collection and disbursements of funds. The committees shall take no action or resolution of any kind unless approved by the Board of Directors.

ARTICLE VIII. FINANCES

Section 1 - Disbursements

Upon approval of the budget, the Treasurer is authorized to make disbursements on accounts and expenses provided for in the budget without additional approval of the Board of Directors. All disbursements shall be made with knowledge of at least two of the three following: President, Treasurer, Executive Director. All three have authority to transact on the account during their term, with knowledge of at least one other or by approval of expense by the Board of Directors.

Section 2 - Committees

No Committee or Committee Chairman, or individual member of the Chamber may commit the Chamber to a debt without the prior consent and approval of the Board of Directors.

Section 3 - Fiscal Year

The fiscal year of the Chamber shall begin on January 1st of each year and end on December 31st of each year.

Section 4 - Budget

The new Board of Directors shall adopt the budget for the current year when the majority of anticipated members have paid their dues.

Section 5 - Annual Audit

The finances of the Chamber shall be reviewed annually by a person or designee appointed by the Board of Directors and a report shall be given to the Board.

The accounts of the Chamber shall be audited subject to the request of a majority of the Board of Directors. Due to the expense of an annual audit, audits may be conducted only when the majority of the Board of Directors feels it is necessary.

ARTICLE IX.
DISSOLUTION

Section 1 – Procedure

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 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 organizations to be selected by the Board of Directors as defined in the IRS Section 501(c)(3).

ARTICLE X.
PARLIAMENTARY AUTHORITY

Section 1 - Parliamentary Procedure

The current edition of Robert's Rules of Order shall be the final source of authority in all questions of parliamentary procedure when such rules are inconsistent with the Charter or Bylaws of the Chamber.

ARTICLE XI.
AMENDMENTS

Section 1 - Revisions

These bylaws may be altered or amended by a two-third (2/3) vote of the Board of Directors, or by a majority of the members at any regular or special membership meeting, providing the notice for the meeting includes the proposals for amendments. Any proposed amendments or alterations shall be submitted to the Board or members in writing, at least ten (10) days in advance of the meeting at which they are to be acted upon. When the proposed amendments or alterations have been adopted, they shall supersede all previous by-laws and amendments that are in existence.

Adopted 11/12/12
Revised 5/1/23