

Constitution & By-Laws

Of The



Mansfield, MO 2008 Revision

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**Mansfield Area Chamber of Commerce
PO Box 322 Mansfield, Mo. 65704**

**Constitution and By-Laws
November 2007**

Article I

Section 1: Name and Location: The name of this organization shall be **The Mansfield Area Chamber of Commerce** (here-in-after referred to as The Chamber). The Chamber shall serve the Mansfield area, Missouri, USA. The specific location of offices and services shall be at the discretion of the Board of Directors and Membership and in keeping with the resources and needs of the organization.

Article II

Section 1: Mission: The Mansfield Area Chamber of Commerce is organized to advance the general welfare and prosperity of the Mansfield area, so that its citizens and all areas of its business community may prosper. Necessary means of promotion shall be provided. Particular attention shall be given to the civic, commercial, industrial, agricultural, educational, recreational, and health status of the area.

Section 2: Political Policy: The Chamber in its activities shall be non-partisan, non-sectional, and non-sectarian, and shall take no part in or lend any influence to the election or appointment of any candidate for any federal, state, county, or city office.

Section 3: Endorsement Policy: Any person or persons asking the Chamber for endorsement for any proposition shall refer said request to the Board of Directors. The Board of Directors shall consider proposals and requests and present their recommendations to the Chamber body for action.

Article III: Membership

Section 1: Membership Policy: Any Person, association, corporation, partnership, or firm and operating in conformity with local, state and federal laws shall be eligible for membership in the Chamber. Care shall be taken to assure that no person on the grounds of race, color, national origin, religion, or sex shall be excluded from participation in Chamber activities or business, denied the benefits of Chamber membership, or otherwise subjected to discrimination.

Section 2: Membership Classifications: There shall be two (2) classifications of membership; Corporate/Business and Associate Memberships:

- A. Corporate/Business memberships shall include, but are not limited to firms engaged in the manufacture, distribution, wholesale, or retail of goods, services, financial institutions, agri-businesses services, plus others designated by the Board of Directors. Each Corporate/Business membership shall be allowed two (2) voting representatives, but only one (1) vote in Chamber matters. Each Corporate/Business membership shall name the two (2) representatives during the membership application process and inform the Secretary in a timely manner in writing if the representatives are changed.

- B. Associate Membership shall be held by those individuals who are not in business as described in Corporate/Business membership, but who demonstrate concern for the community and a desire to participate in Chamber meetings, programs, and projects. Each associate membership shall have one (1) vote in Chamber Matters.

Section 3: Good Standing Membership Policy: Each member, to maintain good standing, shall promptly pay annual membership dues as prescribed and assessed by the Board of Directors

Article IV: Officers and Duties.

Section 1: Eligibility for Office: Any regular member in good standing may be nominated to be a member of the Board of Directors.

Section 2: Terms of Office: The term for a member of the Board of Directors shall be for a period of three (3) years. Officers shall be elected annually from within the Board of Directors for a one (1) year term. This will be done immediately after installation in the first meeting of the fiscal year.

Section 3: Installation of Officers: A meeting of the General Membership shall be held as scheduled by the Board of Directors in January of each fiscal year. Installation of the new members of the Board of Directors and their selection of Officers shall be the primary item on the agenda of this first meeting.

Section 4: Standing Committee Assignments: As soon as possible after installation, the Board of Directors shall meet to review standing committee recommendations made by the President. Standing committees shall be determined and the committees shall begin assignments such as audit preparation and scheduling.

Section 5: Meeting Schedule for Board Members: The Board of Directors shall meet once a month at a time and place determined by a majority vote of the Board of Directors.

Section 6: Voting Rights Policy: Voting rights of an Officer or Board Member shall not be delegated to another nor exercised by proxy or absentee vote. However, action taken by an e-mail ballot of the members of the Board of Directors shall be a valid action of the Board, with a majority vote, after consideration of all discussion as requested by any officer or board member.

Section 7: Absence Policy: Any member of the Board of Directors who shall be absent from three (3) regular meetings of the Board of Directors during the fiscal year, shall automatically vacate the seat on the Board. However, the Board of Directors shall consider each absence as a separate circumstance and may expressly waive such absence by affirmative majority vote of those voting at any meeting.

Section 8: Response Policy: Any member of the Board of Directors who fails to respond either by voting or abstaining, to a total of three (3) votes on the table during any term without making the remainder of the Board of Directors aware in advance of an absence or vacation may be removed from office by a majority vote of the Board.

Section 9: Vacated Position Policy: If the President resigns his/her position, the Vice-President shall advance to fill that position and a special election shall be called of the Board of Directors to elect a new Vice-President. If any other Officer resigns his/her position, the Board of Directors shall select another Board member to fill that position and the President shall appoint someone to fill the vacancy with a majority vote confirmation from the entire Board of Directors.

- A. President:** The President shall preside at all meetings of the Chamber, the Board of Directors, and the Executive Committee shall appoint all committees and perform all duties incumbent to this office.
- B. Vice-President:** The Vice-President shall act in the absence of the President. In the absence of the President and Vice-President, the Secretary shall call the meeting to order and a presiding officer shall be chosen from those present.
- C. Treasurer:** The Treasurer shall receive and disburse all funds of the Chamber, keeping an accounting thereof, and report these actions to the Board. The Treasurer shall make distribution of funds only upon receipt of an invoice or statement approved by the budget or by approval of the Board of Directors. The Treasurer shall be authorized to sign any approved check up to and including two hundred fifty (\$250) dollars without the aid of a second signature. Any expenditures above this amount requires a signature from at least two (2) officers.
- D. Secretary:** The Secretary shall keep minutes of the Executive Committee, Board of Directors, a summary of General Chamber meetings and perform such other duties as may be directed by the President and The Board of Directors.
- E. Board of Directors:** The government of the Chamber and the direction of its work shall be vested in a Board of Directors consisting of nine (9) Board Members elected by the General Membership. Officers consisting of President, Vice-President, Secretary, and Treasurer shall be elected by the Board of Directors from within its Members.

Article V: Elections

Section 1: Nominations Policy: The President shall appoint a nominating committee of three (3) members of the Chamber at the first regular meeting in November for the purpose of nominating two (2) candidates from the field of Members in good standing for each opening on the Board of Directors. These candidate's names shall be presented to the Chamber at the regular December meetings. Each Nominee shall be a member of the Chamber in good standing and shall have agreed to accept the position if elected. One (1) candidate may be presented in situations where two (2) candidates could not be nominated due to lack of available candidates among the membership.

Section 2: Elections Policy: The election of the Board of Directors shall be held at the first regular meeting in December. The Board of Directors shall serve a three (3) year term beginning on January 1st of the first year and ending on December 31st of the third year. The Board of Directors shall select

Officers from the Board annually on the first regular meeting in January. No Board member shall assume duties until dues for that year has been paid.

Section 3: Ballot Counting, Announcement, and Installation: Ballots shall be counted and elected Board Members shall be announced in the December Membership meeting. Installation shall be held at the membership meeting in January.

Section 4: Written Ballot: All voting where there is more than one (1) candidate shall be by written ballot. The names of the Candidates shall be placed on the ballot in alphabetical order. The Membership shall be instructed to vote for only one (1) candidate per vacancy, Ballots may be printed for each voter, or a ballot may be presented in enlarged form and voters may write the candidate's name on a smaller piece of paper. No proxies shall be allowed. A majority of the votes cast shall constitute an election.

Section 5: Eligibility to Vote: Only those members in good standing shall cast votes for any position.

Article VI: Committees

Section 1: Committee Management: The Board of Directors shall authorize and define the power and duties of all committees.

Section 2: Committee Management: The President shall appoint all committees subject to confirmation by the Board of Directors.

Section 3: Standing Committees: Standing Committees shall be:

- A. Community Affairs
- B. Audit
- C. Membership
- D. Laura Ingalls Wilder Festival

Additional committees may be appointed as deemed necessary by the President and approved by the Board of Directors.

Article VII: Meetings

Section 1: Board of Directors: The Board of Director's meeting will be held monthly as agreed upon by majority vote of the Board Members annually.

Section 2: General Membership: Regular membership meetings of the Mansfield Area Chamber of Commerce shall be held quarterly as agreed upon by a majority vote of the Board of Directors. There shall be an extra meeting held in December for the purpose of election.

Section 3: Additional Meetings: Additional meetings of the Board of Directors may be called by the Board of Directors or Officers as deemed necessary.

Section 4: Quorum for Board Meetings: A minimum of five (5) members of the Board of Directors in good standing who attend a meeting of the Board shall constitute a quorum. There is no quorum necessary for membership meeting, however for voting privileges, over half of members present constitutes a majority vote.

Article VIII: Finances

Section 1: Audit: As soon as possible after the election of a new Treasurer, or at any time requested by a majority vote of the Board of Directors or Membership, an audit shall be made on the Chamber records.

The Audit Committee shall be appointed by the President and approved by the Board of Directors consisting of unconcerned Members of the Chamber.

The Audit Committee shall be empowered to examine any and all records of the Chamber and report any findings to the next meeting of the Board of Directors after such audit has been completed.

Any and all findings of the Audit Committee, other than those dealing with contracts or personnel, shall be made public after being submitted to the Board of Directors for approval.

Section 2: Disposition of Funds: All monies paid to the Chamber shall be placed into a General Fund, to be used for the expenses of operating the Chamber, with the exception of monies collected for the Laura Ingalls Wilder Festival. Funds designated for the Laura Ingalls Wilder Festival shall be maintained separately to ensure the integrity of the festival program.

Section 3: Disbursement Authorization: The Treasurer is authorized to make disbursements on accounts and expenses provided for in the budget without additional approval. However, expenditures for items or functions not included in the budget shall required approval of the Board if the General Membership has approved the program. Disbursements shall be made upon receipt of an invoice or statement that has the appropriate approval by the chairman of the committee charged with the program.

Article IX: Amendments

Section 1: Presentation of Amendments: Amendments to the Constitution and By-Laws must be presented to the Board of Directors for approval and recommendation to the General Membership for overview. To become a part of the By-Laws, all amendments must receive approval by a 2/3 majority vote of those present.

Section 2: Acknowledgement and Distribution of Amendments: Any and all amendments and changes must be signed and dated by the Chamber Secretary and attached to the present By-Laws. Copies shall be distributed upon request from any member of the Chamber.