

## BYLAWS OF THE SUPERIOR AREA CHAMBER OF COMMERCE

### ARTICLE I - NAME AND OBJECTIVES

The name of the organization shall be the SUPERIOR AREA CHAMBER OF COMMERCE, Inc. (hereafter referred to as the SACC), and its objectives and purposes shall be to advance, improve and promote the commercial, industrial, civic and general interest of Superior and the surrounding area.

### ARTICLE II - LIMITATIONS

The SACC shall be non-partisan, non-sectarian, and shall take no part in, nor lend its facilities directly or indirectly, to the nomination, election, or appointment of any candidate for public office. However, SACC may engage in neutral activities such as providing a forum for candidates to express their views. Any other political activity shall be in accordance with the Articles of Incorporation and section 501(c)(6) of the Internal Revenue Code.

### ARTICLE III - MEMBERSHIP

1. . Any person, association, corporation, institution, partnership or estate may hold membership in SACC.
2. Before being permitted to exercise the privileges of membership, all dues must be paid.
3. Dues for membership will be set from time to time by the board of directors.
4. There will be no appointments or nominations of members to any office or committee within the chamber without the member's prior approval and consent.

### ARTICLE IV - BOARD OF DIRECTORS

The operation and management of the SACC are vested in the Board of Directors. The Board of directors shall consist of the President, Vice President, and three elected board members. The Board shall have the power to:

- I. Call special meetings of the membership whenever they deem it necessary.

2. Appoint a Secretary and Treasurer from among the members of the chamber and prescribe the duties and fix the compensation of this office. These offices may be combined.
3. To conduct, manage and control the affairs and business of the Chamber in accordance with the provisions of these by-laws.
4. At all meetings of the Board, a majority of those present, if a quorum of three (3) be present, shall prevail.
5. To cause to be kept a full and complete record of all their minutes and acts, and of the proceedings of the various committee meetings.
6. To authorize the solicitation of funds, to incur debts, to borrow money and pledge the credit of this organization in order to expedite or finance activities designed to carry out the purposes of the SACC. The Board may not incur a debt above \$500 without approval of the majority of the general membership.
7. If a vacancy occurs on the Board, that Board member shall be appointed ITom the membership by the remaining members of the Board, to serve the remainder of the term.

## ARTICLE V - ELECTIONS AND TENURE

1. Election of officers and Directors shall take place in December of each year and held in the following manner:

The President shall determine and announce the date of the annual election meeting of the members at least 15 days before such meeting date; the President shall appoint a nominating committee of 5 members who shall nominate ITom among the members at least one candidate for each office to be filled. Any member may nominate from the floor additional candidates for any office.

The Secretary shall prepare in advance written ballots for use in the election and all voting shall be by secret ballot. For election purposes, each membership shall have one vote.

2. The President and Vice-President shall be elected for a term of one year; the vice president shall move into the presidency for a term of one year.
3. At the first election, one director shall be elected for a term of three years, one for a term of two years, and one for a one year term. Thereafter each director's term shall be for three years.

4. All officers elected at the December meeting shall take office on Jan 1st immediately following the election.
5. Vacancies among the officers shall be filled by appointment by the Board of Directors to serve the unexpired term.
6. Regular meetings of the Board shall be held immediately after the regular meeting of the members on the second Tuesday of each month.; A special meeting may be called at any time by the President or by two directors, provided a call is issued to each director stating the purpose of the meeting, not less than forty-eight (48) hours preceding the meeting.

## ARTICLE VI - MEETINGS

1. Members shall meet regularly once a month on the second Thursday at 7:00 a.m. The annual meeting shall take place at the regular meeting in December. Special meetings shall be called and held at any time by the board of directors. Notice of special meetings of members shall be given at least ten (10) days before the meeting date, or if notice is given by certified mail, not less than thirty (30) days or more than sixty (60) days before the meeting date.
2. At all meetings 25% of the total voting membership in good standing shall constitute a quorum.

## ARTICLE VII - OFFICERS

1. Elective officers shall be a President and Vice President. Appointive offices shall be that of Secretary and Treasurer and these offices may be combined.
2. The President shall preside over all meetings of the membership and board of directors; shall serve as ex-officio member of the board and all committees; shall sign as president all contracts and other instruments for the chamber and shall call the directors together whenever deemed necessary, and shall perform such other and further duties as are usually required by such officers.
3. The Vice President shall be an ex-officio member of the board, and shall at the request of or the absence of the president, perform all duties of the President and for the time being shall be vested with authority of the office.
4. The Secretary shall keep a record of the proceedings of the board and all general or special

meetings of the chamber and shall perform such other and further duties as pertained to the office or as may be required by the board. The Secretary shall not have a vote on the board.

5. The Treasurer shall have custody of all funds; such funds shall be deposited in the name of the Chamber in such bank as the Directors shall designate. Checks shall be drawn on the same, subject to the countersignature of the President. The Treasurer shall also make and keep true and complete records of all money received and disbursed which shall be open to inspection by any member at all times within reasonable business hours. Full and true annual financial reports must be made to the membership and such other and further report as may be requested from time to time by the President or Board of Directors.

#### ARTICLE VIII - COMMITTEES.

1. The President shall appoint from the membership such standing and special committees from time to time as may be deemed advisable to carry out the purpose and objectives of the Chamber and shall name the Chairman of such committees. He shall be ex-officio member of all committees.

2. The various committees shall make recommendations and carry out specific projects entrusted to their execution, but in no instance shall any committee have the authority to commit the organization to any action or the expenditure of funds unless authorized in advance or until their recommendations have been approved by the Board of Directors.

#### ARTICLE IX - INITIATIVE AND REFERENDUM

1. A petition of 15% or more of the membership in good standing shall require the board to submit to a referendum vote, the questions stated in the petition, by mail.

2. The referendum submitted shall be returnable within a period of five (5) days from the date of mailing.

3. All referenda and explanatory statements shall be approved by the majority of the Board before being submitted, provided that nothing on this section shall in any way change or abridge anything set forth in Section I of this Article.

#### ARTICLE X - AMENDMENTS OF BY-LAWS

These by-laws may be altered or amended at any regular meeting of the Board of Directors by a

vote of four (4) Directors; or at a meeting of the members by a majority vote of the members present, provided that ten (10) days written notice of Intention to Amend shall have been included in the notice of the meeting.

All meetings shall be governed in procedure by the Provisions of ROBERT'S RULES OF ORDER NEWLY REVISED.