

**GLENPOOL
CHAMBER OF COMMERCE, INC.**



CONSTITUTION AND BY-LAWS
As Amended February 6, 2008

GLENPOOL CHAMBER OF COMMERCE, INC.

CONSTITUTION AND BY-LAWS OF GLENPOOL CHAMBER OF COMMERCE INCORPORATED

ARTICLE I GENERAL

SECTION 1 NAME

This organization is incorporated under the laws of the state of Oklahoma and shall be known as the Glenpool Chamber of Commerce, Incorporated.

SECTION 2 PURPOSE

The Glenpool Chamber of Commerce is organized to provide a public relations arm for the Glenpool Area so that its citizens and all areas of its business community shall prosper. All necessary means of promotion shall be provided and particular attention and emphasis shall be given to the economic civil, commercial, industrial and educational interest of the area.

SECTION 3 LIMITATION OF METHODS

The Chamber shall be nonprofit, nonpartisan and nonsectarian.

ARTICLE II MEMBERSHIP

SECTION 1 ELIGIBILITY

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 ELECTION

Applications for membership shall be in writing, on forms provided for that purpose, and signed by the applicant. The Executive Director shall review all applications and submit them to the Board of Directors with a recommendation. Election of members shall be by the Board of Directors at any meeting thereof. Any applicant so elected shall become a member upon payment of the regularly scheduled dues as provided in Section 3 of Article II. Applicants shall specify commercial membership or individual membership with voting rights applicable to each as specified in Section 5.

SECTION 3 DUES

Membership dues shall be at such rate or rates, schedule or formula as may be from time to time prescribed by the Board of Directors, payable annually, semi-annually or quarterly in advance.

**SECTION 4
TERMINATION**

- A. Any member may resign from the chamber upon request to the Board of Directors;
- B. Any member shall be expelled by the Board of Directors by a two-third vote for nonpayment of dues after ninety (90) days from the date due, unless otherwise extended for good cause;
- C. Any member may be expelled by a two-thirds vote of the Board of Directors, at a regularly scheduled meeting thereof, for conduct unbecoming a member or prejudicial to the aims or repute of the chamber, after notice and opportunity for a hearing are afforded the member complained against.

**SECTION 5
VOTING**

Each commercial member designee shall be entitled to cast two (2) votes on behalf of the commercial member. Each individual member shall be entitled to cast one (1) vote.

**SECTION 6
EXERCISE OF PRIVILEGES**

Any firm, association, corporation, partnership or estate holding membership may nominate individuals, whom the holder desires to exercise the privileges of membership covered by its subscription, and shall have the right to change its membership nomination upon written notice.

**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, and shall be exempt from payment of dues. 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 corporation shall be held during December of 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
ADDITIONAL MEETINGS**

General meetings of the Chamber of Commerce may be called by the President at any time, or upon petition in writing of any thirty (30) members in good standing.

- A. Notice of special meetings shall be mailed to each member at least five (5) days prior to such meetings;
- B. Board meetings may be called by the President or by him upon written application of three (3) members of the Board. Notice (including the purpose of the meeting) shall be given to each director at least one (1) day prior to said meeting;
- C. Committee meetings may be called at any time by the President, respective department vice president, or by its chairman.

SECTION 3 QUORUMS

At any duly called General meeting of the chamber, thirty (30) members shall constitute a quorum, a majority of Directors shall constitute a quorum of the Board of Directors; At Committee Meetings, a majority shall constitute a quorum, except when a Committee consists of more than nine (9) members, five (5) shall constitute a quorum.

ARTICLE IV BOARD OF DIRECTORS

SECTION 1 COMPOSITION OF THE BOARD

The Board of Directors shall be composed of seven (7) members, each of whom is elected to serve for three years, or until their successors are elected and have qualified. The intent is to maintain representation from both the City and Schools on 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.

SECTION 2 SELECTION AND ELECTION OF DIRECTORS

A. Nomination Committee. At the regular August Board meeting, the President shall appoint a Nominating Committee of five (5) members of the Chamber. The President shall designate the Chairman.

Prior to September 15, the Nominating Committee shall present to the Executive Director a slate of four (4) candidates to serve three (3) year terms to replace the Directors whose regular terms are expiring. Each candidate must be an active member in good standing and must have agreed to accept the responsibilities of a directorship. No Board member may be elected to serve more than two (2) consecutive three (3) year terms without at least a one year separation of terms.

The officers (President, Vice President, Secretary and Treasurer) shall be elected by the Board of Directors at their November meeting. The President's term of office shall be one year. The president may not serve more than two (2) consecutive terms.

B. Publicity of Nominations. Upon receipt of the report of the Nominating Committee, the Executive Director shall immediately notify the membership by mail, of the names of persons nominated as candidates for directors and the right of petition.

C. Nominations by Petition. Additional names of candidates for Directors can be nominated by petition bearing the genuine signatures of at least ten (10) qualified members of the Chamber. Such petition shall be filed with the Nominating Committee within ten (10) days after notice has been given of the names of those nominated. The determination of the Nominating Committee as to the legality of the petition(s) shall be final.

D. Determination. If no petition is filed within the designated period, the nomination shall be closed and nominated slate of candidates shall be declared elected by the Board of Directors at their regular October Board meeting.

If a legal petition shall present additional candidates, the names of all candidates shall be arranged on a ballot in alphabetical order. Instructions will be to vote for two (2). Identification shall be made on the ballot to identify those candidates nominated by the

Nominating Committee. The Executive Director shall mail this ballot to all active members at least fifteen (15) days before the regular October Board Meeting.

The ballots shall be marked in accordance with instructions printed on the ballot and returned to the Chamber office within ten (10) days. The Board of Directors shall at their regular October Board meeting declare the two (2) candidates with the greatest number of votes, elected.

E. The Board of Directors may, at their discretion, appoint non-voting ex-officio members to the Board as is appropriate.

SECTION 3 SEATING OF NEW DIRECTORS

All newly elected Board members shall be seated at the regular November meeting and shall be participating members thereafter. Retiring Directors shall continue to serve until January 1st.

SECTION 4 VACANCIES

A member of the Board of Directors who shall be absent for three (3) consecutive regular meetings of the Board of Directors shall automatically be dropped from membership on the Board, unless confined by illness or otherwise decreed by majority vote of those voting at any meeting thereof.

Vacancies on the Board of Directors, or among the officers, shall be filled by the Board of Directors, by a majority vote.

SECTION 5 POLICY

The Board of Directors is responsible for formulating the policies 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 an Executive Director and shall fix his salary and other considerations of employment.

ARTICLE V OFFICERS

SECTION 1 DETERMINATION OF OFFICERS

The Board of Directors (new and retiring directors) at its regular November meeting shall reorganize for the coming year. The Nominating Committee for Directors shall also nominate officers each year. At this meeting, the Board shall elect all officers. Officers will be elected from members of the new Board of Directors.

SECTION 2 DUTIES OF OFFICERS

A. President. The president shall serve as the executive head of the Chamber of Commerce and shall preside at all meetings of the membership, Board of Directors and Executive Committee.

The President shall, with the advice and counsel of the Board of Directors, appoint committees and committee chairman.

B. Vice-President. The duties of the Vice President shall be such as his title by general usage would indicate, and such as required by law, as well as those that may be assigned by the President and Board of Directors. He will also have under his immediate jurisdiction all committees pertaining to his general duties.

C. Treasurer. The treasurer shall be responsible for the safeguarding of funds received by the Chamber and for their proper disbursement. Such funds shall be kept on deposit in financial institutions approved by the Board of Directors, subject to checks signed by the Treasurer and President, or, in the absence of either or both, by any two (2) officers. The Treasurer shall cause a monthly financial report to be made to the Board.

With the cooperation of the program of work committee and budget committee, he shall be responsible for the preparation of an operating budget covering all activities of the Chamber, subject to approval of the Board of Directors. He shall be responsible for all expenditures with approved budget allocation.

D. Secretary. The secretary shall cause to be prepared notices and minutes of meeting of the Board. He shall assemble information and data and cause to be prepared special reports as directed by the program of the Chamber. The Secretary shall be a voting member of the Board of Directors, the Executive committee and all committees.

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 composed of the President, past President, president-elect, vice-president, treasurer and the Executive Director. The President will serve as chairman. A majority of its members shall constitute a quorum.

ARTICLE VI COMMITTEES AND DIVISIONS

SECTION 1 APPOINTMENT AND AUTHORITY

The President, by and with the approval of the Board of Directors, shall appoint all committees and committee chairmen. He may appoint such ad hoc committees and their chairmen as he deems necessary to carry out the program of the Chamber. Committee appointments shall be at the will and pleasure of the President and in no event shall exceed the term of the appointing President.

It shall be the function of the committee to make investigations, conduct studies and hearings, and make recommendations to the Board of Directors and to carry on such activities as may be delegated to them by the Board.

SECTION 2 TESTIMONY

Once committee action has been approved by the Board of Directors, it shall be incumbent upon the committee chairman or in his absence, when he designates from his committee as being familiar enough with the issues to give testimony to, or make presentation before, civic and governmental agencies, rather than members of the staff who may be in attendance.

SECTION 3 DIVISIONS

The Board may create such divisions, bureaus, departments, or councils as it deems advisable to handle the work of the Chamber. The Board shall authorize and define the powers and duties of all divisions, bureaus, departments and councils. The Board shall annually review and approve all activities and proposed programs of such divisions, bureau, department or councils.

No action or resolution of any kind shall be taken by divisions, bureau, departments or councils 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 operation fund. Funds unused from the current year's budget will be placed in a reserve account.

SECTION 2 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. Disbursement shall be by check.

SECTION 3 FISCAL YEAR

The fiscal year of the Chamber shall close on December 31.

SECTION 4 BUDGET

As soon as possible after election of the new Board of Directors and Officers, the Board of Directors shall compile a budget of estimated expenses for the coming year and approve it.

ARTICLE VIII DISSOLUTION

SECTION 1 PROCEDURE

The Chamber shall use its funds only to accomplish the objects and purposes specified in the by-laws, and no part of said funds shall leave, 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 IX

SECTION 1 PARLIAMENTARY AUTHORITY

The current edition of Roberts Rules of Order shall be final source of authority in all questions of parliamentary procedures when such rules are not inconsistent with the Charter or By-laws of the Chamber.

ARTICLE X
AMENDMENTS

SECTION 1
REVISIONS

These by-laws may be amended or altered by a two-thirds (2/3) vote of the Board or by a majority of the members at any regular or special meeting, providing the notice for the meeting includes the proposals to amendments. Any proposed amendments or alteration shall be submitted to the Board of the members in writing, at least ten (10) days before the meeting at which they are to be acted upon. By-Laws as adopted October 12, 1983 and revised on February 6, 2008

Glenpool Chamber of Commerce, Inc.