

Bylaws of the Wellston Chamber of Commerce, Inc.

Article I - Name

Section 1. Name - This organization is incorporated under the laws of the State of Oklahoma and known officially as the Wellston Chamber of Commerce, Inc., with the common alias of Wellston Area Chamber of Commerce. Its principal office shall be located in the corporate limits of the Town of Wellston, Oklahoma. Said organization shall observe all local, state, and federal laws which apply to a not-for-profit organization.

Article II - General

Section 1. Purpose - The Wellston Area Chamber of Commerce, hereinafter known as "The Chamber," is organized for the purpose of advancing the commercial, agricultural, industrial and civic interest of the Town of Wellston and its surrounding area.

Section 2. Mission - The Chamber shall continually strive to create a positive environment for economic, civic, and residential growth by diligently advancing the common goals while leveraging open minds and strong partnerships throughout our community.

Article III - Ownership and Benefit

Section 1. Ownership and Benefit - The Chamber of Commerce is organized and shall be operated entirely on a non-stockholder, not-for-profit basis with members in lieu of stockholders. The complete legal responsibility for operation and control shall vest in its Corporate Board of Directors, hereinafter known as "The Board," as elected by the membership. No part of its activities shall ever in any way involve the carrying on of propaganda or otherwise attempting to influence legislation to the extent that such activities are now or may hereafter be prohibited to organizations exempt under Section 501 of the Internal Revenue Code of the United States. No part of its earnings or capital assets shall ever inure or be paid to or for the benefit of members or individuals as such and in the event of dissolution, all of the net assets of every nature whatsoever shall be paid out and distributed solely to such non-profit, tax exempt organizations or corporations operating the fields of educational, charitable, or scientific activities within the area of Wellston, Oklahoma, as the last Board of Directors shall determine.

Article IV - Membership

Section 1. Requirements - Any person, association, trust, estate, partnership, corporation, business, or organization interested in the purpose of The Chamber shall be eligible to apply for membership regardless of place of residence.

Section 2. Application - Application for membership shall be submitted by an applicant via an investment form accompanied with appropriate investment dues. Applications shall be submitted to The Board for approval.

Section 3. Classes - There shall be three (3) classes of membership. Regular members are those associations, trusts, estates, partnerships, corporations, businesses, or organizations whose applications have been confirmed and are in good standing. Individual members are those persons whose applications have been confirmed and are in good standing. Honorary members are elected officials and others as confirmed by The Board.

Section 4. Dues - Dues shall be payable annually and expire with the fiscal year. All membership dues shall conform to the membership investment application policy adopted by The Board. Said policy may be amended by a majority vote of the directors present at any regular meeting of The Board.

Section 5. Term - Membership in The Chamber shall be for the fiscal year invested unless resignation or expulsion for reasons hereinafter provided occurs.

Section 6. Resignation - Any member in good standing may withdraw from The Chamber by submitting a written (physical or electronic) resignation to The Board. Any investment paid in shall be forfeited upon resignation.

Section 7. Expulsion - When The Board shall become satisfied that any member of the Chamber has wantonly violated its rules and regulations, or otherwise disqualified itself from membership, the member may be expelled by a two-thirds ($\frac{2}{3}$) vote of The Board members present. Any member thus expelled shall forfeit membership. No member shall be expelled before being given the opportunity to be heard before The Board in one's own defense. Failure to pay dues in accordance with a pledge therefore within the current fiscal year shall cause automatic termination of membership.

Section 8. Voting - Each member shall be entitled to cast one vote on any questions brought before the general membership. Voting at meetings requiring the vote of the membership shall be done in person. Proxy attendance shall be accompanied by written (physical or electronic) representation direction that is accomplished prior to the meeting commencing.

Article V - Meetings

Section 1. Annual Meetings - The Chamber shall meet annually to elect members to serve on The Board and for the transaction of such other business as may properly come before the meeting on the 4th Monday in the month of January of each year at such time and location as may be appointed by The Board.

Section 2. Special Meetings - Special meetings may be held upon the call of the President or The Board and must be called upon petition of a simple majority of the membership.

Section 3. Regular Meetings - Regular meetings shall be held at such time and place as may be determined by The Board but not less than quarterly.

Section 4. Notice of Meetings - Notice shall be issued 48 hours prior to the meeting in person, electronically, or by phone.

Section 5. Quorum - At any meeting, the members present in person shall constitute a quorum and a vote of the majority of such quorum shall be sufficient to transact any or all business properly before such meeting.

Article VI. Board of Directors

Section 1. Composition - The Board shall consist of not less than five (5) or more than nine (9) members. The President, Vice President, Secretary, Treasurer, Market Manager, and Director(s)-At-Large shall comprise the membership of the Board.

Section 2. Term - The term of office shall be one (1) year which shall commence the first day of February and shall end the last day of January. Director(s)-At-Large may not serve more than two (2) consecutive one (1) year terms in addition to any unexpired terms to which they have been appointed. Officers may not serve more than three (3) consecutive one (1) year terms in addition to any unexpired terms to which they have been appointed. Director(s) may become eligible to serve additional terms after a period of not less than one (1) fiscal year has passed.

Section 3. Powers - The governance of The Chamber, the direction of its work, and the control of its property is vested in The Board. The Board may exercise such powers and do such lawful acts and things as are not required by statute, Articles of Incorporation, or by these bylaws. A report of The Board activities shall be made to The Chamber during regular membership meetings.

Section 4. Meetings - Regular meetings of The Board shall be held monthly at such time and place determined by the Directors. Special meetings of The Board may be called by the President or Vice President and must be called upon petition of a majority of the members of The Board, on notice to each Director either personally or electronically.

Section 5. Quorum - At all meetings of The Board, the presence of a majority of the directors shall be necessary to constitute a quorum, and vote of the majority of such quorum shall be sufficient to transact any or all business properly before such meetings.

Section 6. Vacancies - Vacancies occurring on The Board between Annual meetings shall be filled upon recommendation of the Nominating Committee by a majority vote of The Board members present.

Section 7. Removal - Any member of the Board may be removed based on the good faith determination of the Nominating Committee indicating the Director has engaged in conduct contrary to or damaging to The Chamber or its purpose. Action can be taken upon a two-thirds ($\frac{2}{3}$) majority vote of The Board.

Section 8. Absenteeism - Any Director who fails to attend three (3) consecutive regular meetings for any reason may be dropped from membership. The Board must review the circumstances of such members to determine whether or not there is cause for removal from The Board.

Article VII - Officers

Section 1. Officers - The elected officers of The Chamber shall consist of President, Vice President, Secretary, Treasurer, and Market Manager elected from the membership of The Chamber by the membership. All new officers assume their duties on February 1, for a term of one year or until a successor shall have been elected and qualified.

Section 2. Method of Election - Membership will make open nominations at the Annual meeting. Only members agreeing to accept the responsibility of a directorship and are in good standing prior to meeting commencing are eligible for nomination. Officers are elected by a majority vote.

Section 3. Vacancies - In the case of death, resignation or disability of any elected officer of The Chamber, or in the case of the removal by action of the Board, which power is specifically vested in said Board, it shall be within the power of the Board to fill such vacancy for the remainder of the said officer's term of office subject to approval of the membership.

Article VIII - Duties of Officers

Section 1. President - The President shall preside at all meetings of The Chamber and The Board. He shall sign contracts and other obligations on behalf of The Chamber. She shall perform all other duties attached to this office and recommend such action as he may deem conducive to the purpose of The Chamber including but not limited to

appointing a Nominating Committee and other necessary committees. She shall function as an ex-officio member of all of The Chamber committees.

Section 2. Vice President - The Vice President shall supervise membership relations and assume responsibilities as may be assigned by the President. In the absence of the President, the Vice President shall have all of the power and perform all of the duties of the president, and in the case of absence of the President and Vice President, The Board may designate one of its members to serve as President pro tempore. The Vice President shall serve as the Chairman of the Nominating Committee.

Section 3. Secretary - The Secretary shall conduct the official correspondence and keep an accurate record of the proceedings of all meetings of the membership as well as The Board thus preserving all documents and communications. Additionally, he shall maintain the reports of committee activity and act as Under-Treasurer.

Section 4. Treasurer - The Treasurer shall be in charge of the general finances of The Chamber and shall provide a monthly financial report. She shall, with the President, sign all contracts and obligations of the Chamber. Additionally, he shall collect dues and keep a record of membership, collections, disbursements, and other finances thus preserving all books and so manage the financial affairs of The Chamber.

Section 5. Market Manager -

The Market Manager shall be selected and approved with the duties as provided in the *“Wellston Farm and Craft Market Bylaws.”*

Article IX - Committees

Section 1. Appointment - Committees of The Chamber shall be proposed by the President then approved and if deemed necessary removed by The Board. The Board shall define and authorize the powers of all committees. The Chair shall be appointed at the will of the President.

Section 2. Function - It shall be the function of committees to investigate projects and make recommendations. Committees shall report directly to The Board. Having received authorization from The Board for action on a specific project, it shall be the responsibility of the committee to plan, organize, staff, and diligently work on the project to a successful conclusion.

Section 3. Nominating Committee - The Nominating Committee is a standing committee chaired by the Vice-President whose purpose is to put forth qualified members in good standing to fill vacancies and determine removal on The Board. The committee shall consist of not less than three (3) and not more than five (5) members.

Section 4. Digital and Social Media Committee - The Digital and Social Media Committee is a standing committee whose purpose is to provide and guide the digital presence of the Chamber. The committee shall consist of not less than three (3) and not more than five (5) members with the chair being nominated and selected at the Annual meeting.

Article X - Fiduciary

Section 1. Check Authorization - All of The Chamber checks shall be signed by the Treasurer and one (1) other officer of the corporation with the exception of reimbursement to the Treasurer at which time two (2) other officers shall sign. Signature preference shall be President, Vice-President, then Secretary.

Section 2. Seal - The Chamber shall have a seal with suitable device containing thereon the name of the corporation, which seal shall be in the charge of the Treasurer and shall be affixed by said officer on all proper and appropriate undertakings when directed by the President or The Board.

Section 3. Indebtedness - No officers, committee, member of The Chamber, nor other person shall contract or incur any debt or obligation on behalf of The Chamber or in any way render it liable, except for customary, incidental operating expenses not to exceed \$120.00, unless authorized by a vote of the membership.

Section 4. Fiscal Year - The fiscal year of The Chamber shall be January 1 through December 31 of each calendar year.

Section 5. Annual Accounting Period - The annual accounting period of The Chamber shall end on December 31 of each year. At the end of each annual accounting period, the Treasurer shall prepare a financial statement providing full disclosure of all revenue and expenditures.

Article XI Procedure

Section 1. Parliamentary Procedure - the meetings of The Chamber shall be guided by the latest edition of Robert's Rules of Order.

Article XII Amendments

Section 1. Amendments - These bylaws may be altered, amended or added to in any manner by the affirmative vote of a majority of the members of The Chamber voting on such proposed alterations, amendments or additions or by The Board in all matters pertaining to the administration of The Chamber.

Section 2. ADOPTED: FEBRUARY 25, 1994

Section 3. AMENDED: need date of mission statement approval

Section 4. AMENDED: MAY 21, 2018

Section 5. AMENDED: FEB 28, 2022