

GREATER MUSKOGEE AREA **CHAMBER *of* COMMERCE**

BYLAWS

for the

Greater Muskogee Area Chamber of Commerce

Approved 2.21.2023

Greater Muskogee Area Chamber of Commerce

BYLAWS

TABLE OF CONTENTS

General1

Membership.....1

Board of Directors.....3

Nominating Process.....3

Board Meetings.....5

Annual Meeting5

Board Officers6

Executive Committee.....7

Committees & Task Forces8

Fiscal Policies8

Conflict of Interest9

Indemnification.....10

Dissolution
11

Amendments11

Greater Muskogee Area Chamber of Commerce

BYLAWS

ARTICLE 1 - GENERAL

Section 1. Name: This organization is incorporated under the laws of the State of Oklahoma and shall be known as the "Greater Muskogee Area Chamber of Commerce" (Chamber).

Section 2. Mission: The mission of the Chamber is SERVING as a voice and resource for business, FOSTERING partnerships and community prosperity, and CULTIVATING economic growth.

Section 3. Location: The offices of this organization shall be located in the city of Muskogee, Muskogee County, Oklahoma, at a location selected by the Board of Directors.

Section 4. Muskogee Area: The Muskogee Area shall include the city of Muskogee and the surrounding trade territory that may desire to unite for the purpose of promoting development and growth or meeting the mission of this organization.

Section 5. Limitations: The Chamber shall observe all local, state and federal laws which apply to non-profit organizations as defined in Section 501(C)6 of the Internal Revenue Code, and not use its offices to secure advantages, or perform services, which favor one member or one field of endeavor to the competitive disadvantage of other like members or endeavors.

ARTICLE II – MEMBERSHIP

Section 1. Members: A "Member" is defined as any person, corporation or other organization that voluntarily makes application to join the chamber and who has been approved for membership by the Chamber's Board of Directors.

Section 2. Eligibility: All persons, associations, firms, Chambers, partnerships, or estates having an interest in the promotion of the mission and objectives of the Chamber shall be eligible to apply for membership, regardless of race, religion, gender or age, subject however to the terms and conditions of these bylaws.

Section 3. Approval: Applications for membership shall be in writing and signed by the applicant. Forms will be provided by the Chamber. Any eligible applicant shall become a member upon payment of the regularly scheduled dues as provided in Article II, Section 4 of these bylaws-and upon vote by the Board of Directors.

Section 4. Dues: Membership dues shall be at such rate or rates, schedules or formulas as prescribed by the Board of Directors, payable annually. Changes must be approved by a majority vote of the Board of Directors. Dues are non-refundable.

Section 5. Voting: Each member will be entitled to one (1) vote per membership on each matter submitted to a vote of the membership.

Section 6. Termination of Membership: Memberships may be terminated by the Board of Directors under the following circumstances:

- A. Any member ninety days or more in arrears in payment of current Chamber dues is no longer a member in good standing and shall be subject to termination after a ten (10) day notice of the delinquency has been given to the member in writing.
- B. Any member may be expelled by a majority vote of the Board of Directors in attendance at a regularly scheduled meeting thereof for conduct unbecoming a member or prejudicial to the aims, objectives or reputation of the Chamber after ten (10) days notice and an opportunity for hearing before the Board of Directors is afforded any such member.

Section 7. Resignation of Membership: Any member may resign from Chamber membership by notice to the Chamber office. The Board of Directors will be notified of such requests at their next regularly scheduled meeting. Dues are non-refundable.

Section 8. Reinstatement: Any membership cancelled for non-payment may not be reinstated unless all delinquent and current dues are paid in full or waive delinquency per Board of Directors approval.

Section 9. Meetings: General membership meetings of the chamber may be called by the Chair at any time, or upon petition in writing of any 10% of the membership in good standing. Notice of such meetings shall be given at least five (5) days in advance of such meeting.

ARTICLE III – BOARD OF DIRECTORS

Section 1. Responsibilities: The governing 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 operation by implementing and carrying out its mission.

Section 2. Compensation: The Board of Directors shall serve without compensation. Directors may be reimbursed for expenses reasonably incurred on behalf of the Chamber. Nothing herein is intended to preclude a Director from receiving compensation for service to the Chamber in some other capacity, provided the transaction is consistent with the Chamber's Conflict of Interest Policy.

Section 3. Composition: All members of the Board of Directors shall be members in good standing of the Chamber. There shall not be fewer than fifteen (15) or more than twenty-three (23) voting members on the Board of Directors, which shall be composed of the elected directors, officers, associate directors, immediate past Chair.

In addition, the President /CEO of the Chamber, the Director of the Port of Muskogee, the Director of Economic and Industrial Development, the Muskogee Mayor, and the Manager of the City of Muskogee shall be non-voting, ex-officio members of the Board of Directors.

Section 4. Elected Directors: There shall be fifteen (15) elected directors. One-third (1/3) of the board shall be elected annually to serve for three (3) years, or until their successors are elected and qualified. No Board Member may be elected to two (2) consecutive three (3) year terms. Any Board Member who was elected to fill a vacancy may be elected to a three (3) year term immediately following the end of the term for which the vacancy was filled.

Section 5. Associate Directors: The incoming Board Chair may appoint up to three (3) community leaders to a one (1) year term as an Associate Director. Associate Directors shall have full board privileges, including voting rights, during their term. Appointments must be ratified by the full Board of Directors.

Section 6. Selection of Directors: Elected directors shall be chosen via a nominating process.

A. Nominating Committee: Prior to August 15, the Chair of the Board of Directors shall appoint a nominating committee composed of five (5) members, in good standing, at

least three (3) of whom shall not be members of the present Board of Directors, and none of whom shall be officers. No member of the nominating committee shall be eligible for nomination/election to the Board of Directors.

The nominating committee shall meet prior to September 15 and elect its own Chair. Prior to October 1 of each year, the nominating committee shall present to the Chair a slate of five (5) candidates to serve a three (3) year term to replace the Directors whose regular terms are expiring. Each candidate shall be an active member in good standing and must have agreed to accept the responsibilities of a directorship, per the Board of Directors Job Description, if elected.

- B. Publicity of Nominating Process:** The process for electing directors will be published in the Chamber Monday Morning Memo or proper digital communications. The date of the Nominating committee meeting will be published at this time. Chamber members wishing to suggest a nominee may do so by contacting any nominating committee member prior to the nominating committee meeting date.
- C. Publicity of Nominations:** Upon receipt of the report of the nominating committee the Chair shall immediately notify the membership via email of the names of persons nominated as candidates for Directors. Notification must also include the right of petition.
- D. Nomination by Petition:** Additional names of candidates for Directors may be formally nominated by petition bearing the genuine signature of at least five (5) members of the Chamber who are in good standing. 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.
- E. Determination of Candidates:** If no petition is filed within the designated period, all nominations shall be closed and the nominated slate of five (5) candidates shall be presented for vote by the Board of Directors at the next regularly scheduled 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 five (5). Ballots with more than five (5) nominees marked shall not be counted. The Chair shall communicate this ballot to all active Board 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 declare the five (5) candidates with the greatest number of votes, elected. Three (3) directors from the current Board, none of which shall be officers, shall act as counters for the board. The list of candidate's names and number of votes received will be kept as a record in the Chamber office for a minimum of 45 days.

Section 7. Vacancies: Vacancies on the Board of Directors for any reason shall be filled by a recommendation from the Chair of the board and approved by a majority vote of the Board of Directors in regular or special sessions, a quorum being present. The appointment of a successor shall serve the remainder of the unexpired term for the person for whom they are replacing. Any director may be removed, with or without cause, by three-quarters vote of the voting directors present at a board meeting at which a quorum is present.

Section 8. Attendance: Each board member's input is important to the success of the Chamber; therefore, any member of the Board of Directors who shall be absent from 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 excused by Chamber President / CEO.

Section 9. Meetings of Directors: The directors shall meet at least quarterly at such places within the state of Oklahoma as may be designated in the notices of the meeting. Meetings of the directors may be called by the Chair or the President with at least forty-eight (48) hours' notice to all board members.

Section 10. Annual Meeting: The Chair shall designate one meeting as the annual meeting of the Board of Directors. The annual meeting of the Chamber shall be held within 90 days of the beginning of the fiscal year. The time and place shall be fixed by the Board of Directors and notice there of given to each Chamber member at least ten (10) days before said meeting.

Section 11. Notice of Meetings: The President / CEO shall give notice of each regular and special meeting of directors to each director at least two (2) days before the meeting. Notices of regular and special meetings shall state the place, day and hour of the meetings.

Section 12. Quorum of Directors and Business to be Transacted: At least 50% of the voting board members shall constitute a quorum of the Board of Directors. The proceedings of all chamber meetings shall be governed by and conducted according to the latest edition of Robert's Rule of Order Revised.

Section 13. Voting: The act of a majority of the voting board directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by applicable law, the Chamber's Articles of Incorporation or these Bylaws. Directors may not vote by proxy.

ARTICLE IV – OFFICERS OF THE BOARD OF DIRECTORS

Section 1. Officers: The following Officers shall be elected by the Board of Directors:

- A. Chair:** The chair shall preside at all meetings of the Chamber, of the Board of Directors and of the Executive Committee. He/she shall perform all duties incident to that office and shall exercise general supervision over the operations of the chamber. He/she shall appoint such committees and task forces as the board may designate, subject to its confirmation. In the event of a tie in any vote taken by the Board of Directors, the Chair shall cast the tie-breaking vote.
- B. Vice Chair:** The Vice Chair shall act in the absence or disability of the Chair. In addition, the Vice Chair shall direct whatever phase of the Chamber's operations that may be assigned to said officer by the Chair.
- C. Treasurer:** The Treasurer shall oversee the receipt and disbursement of all the Chamber's general funds. The Treasurer shall also serve as Chair of the Finance and Investment Committee of the Chamber.
- D. Immediate Past Chair:** The Immediate Past Chair shall assume his/her position at the end of his/her term as Chair.
- E. Secretary:** The President / CEO shall serve as the corporate Secretary of the Chamber on behalf of the Board of Directors.

Section 2. Determination of Officers: The current Chair shall appoint a nominating committee composed of three (3) of the most recent available past Chairs to submit recommended nominees for the offices of Chair, Vice Chair and Treasurer. The most recent past Chair shall serve as the Chair of the Nominating Committee. Nominations from the floor will be considered at the Board of Directors meeting for election of officers.

Section 3. Election of Officers: The Board of Directors shall, at its next regular meeting after the board member elections, elect a Chair, Vice Chair, and a Treasurer. All such officers shall serve a term of one year and may be re-elected to the same office for a maximum of one additional term. Officers shall assume their offices on January 1 of each year. The term as officer shall suffice as the term on the Board of Directors. Election to an additional term on the Board is not required.

ARTICLE V – EXECUTIVE COMMITTEE

Section 1. Composition: The Executive Committee shall consist of the Chair, the Vice Chair, the Treasurer, the immediate Past Chair, and the President / CEO of the Chamber of Commerce. The President / CEO of the Chamber of Commerce shall have no vote.

Section 2. Roles and Responsibilities: The Executive Committee shall act for the Board of Directors between meetings of the Board. The executive committee shall serve as the Budget Committee and shall be responsible for the preparation of the annual budget to be presented to the Board of Directors for approval, and for its administration. The Executive Committee shall employ the President / CEO and fix the compensation within the limits of policies and practices established by the Board of Directors.

Section 3. President / CEO: The President / CEO shall be the chief administrator and executive officer and shall be charged with the general supervision and management of the office and business affairs of the Chamber. The President / CEO shall ensure the duties of the secretary are performed, act as the legal agent, and shall conduct the correspondence, preserve the records, documents and communications, keep books of account, maintain an accurate record of proceedings of the Chamber, the Board of Directors and Executive Committee meetings. The President / CEO shall engage and discharge and have supervision over all employees including determining their duties and compensation in accordance with the adopted budget and policies and procedures approved by the Board of Directors.

Section 4. Vacancies: If a vacancy occurs in the other offices, the chair shall recommend a replacement subject to approval by majority vote of the Board of Directors in attendance.

ARTICLE VI – COMMITTEES AND TASK FORCES

Section 1. Designation and Appointment of Committees: The Chair, with approval of the Board of Directors, may create and appoint whatever committees and task forces deemed necessary to facilitate the work of the organization.

The Chair and Vice Chair shall be ex-officio members of all committees and task forces. All committees and task forces shall operate subject to the Chamber's by-laws, policies and procedures in effect.

Section 2. Limitations: No action by any member, committee, employee, director or officers shall be binding upon or constitute an expression of policy of the Chamber until it shall have been approved or ratified by the Board of Directors.

Section 3. Meetings: Committee meetings may be called at any time by the Chair, committee Chair, or task force Chair.

Section 4. Quorum: Those present at any committee meeting shall constitute a quorum.

ARTICLE VII – FISCAL POLICY

Section 1. Fiscal Year: The fiscal year of the Chamber shall be January 1 – December 31.

Section 2. Annual Budget: Before the beginning of each fiscal year, the Board of Directors shall adopt an annual budget, which shall be prepared and recommended by the Executive Committee to the Board of Directors. The Board of Directors shall have the right to make such changes in the budget during the year as it may consider advisable, otherwise the budget as adopted shall govern the financial operations of the Chamber throughout the year.

Section 3. Funds: In the absence of the President / CEO, the Vice President or any officer of the Chamber may sign checks not in excess of \$1,500.00. Only one (1) signature shall be necessary except that any check in excess of \$1,500.00 shall be countersigned by an officer of the Chamber. In the absence of the President / CEO, checks may be signed by the vice president and any officer, or any two officers of the Chamber.

Section 4. Contracts & Appropriations: No member, Executive Officer or Board Member, shall have the authority to enter into any contract or execute and deliver any instrument in the name of or on behalf of the Chamber except as provided in these Bylaws. Unless specifically authorized by resolution of the Board of Directors, all contracts or instruments or evidences of indebtedness of the Chamber exceeding \$3,500.00 annually must be approved by resolution of the Board of Directors or the Executive Committee and must be executed by the chair or the president to be binding upon the Chamber.

Section 5. Annual Audit: The accounts of the Chamber of Commerce shall be audited every third year and a Review every year in between as of the close of business on December 31. This audit shall be by an independent Certified Public Accountant selected by the Executive Committee. The auditor's report will be accepted by the Board of Directors and made available to the Chamber membership.

Section 6. Bond: The President / CEO and other employees shall be bonded in such an amount and in such a manner as the Board of Directors shall deem advisable.

Section 7. Investment Policy: The purpose of the Chamber's Investment policy is to outline a philosophy and attitude which will guide the investment management of the assets towards the desired results as directed by the Chamber Board of Directors. It is intended to be sufficiently specific to be meaningful, yet flexible enough to be practical given dynamic economic and market conditions.

Section 8. Finance and Investment Committee: The Finance and Investment Committee, acting with authorization from the Board of Directors and utilizing the Chamber's approved Investment Policy, shall review and make recommendations to the Board of Directors for investment of Chamber funds on an annual basis.

ARTICLE VIII – CONFLICT OF INTEREST

The Board of Directors shall adopt a conflict of interest policy that covers board members, staff members, and volunteers with significant decision-making authority with respect to the resources of the organization. The Conflict of Interest Policy should set forth procedures for disclosure of actual or potential conflicts and should provide for review of individual transactions by the uninvolved Directors. Approval by the disinterested Directors shall be by vote of a majority of Directors in attendance at a meeting at which a quorum is present. An interested party shall not be counted for purposes of whether a quorum is present, nor for purposes of determining what constitutes a majority vote of Directors in attendance.

ARTICLE VIII – INDEMNIFICATION

Section 1. Liability of Officers and Directors: No person shall be liable to the Chamber for any loss or damage suffered by it on account of any action taken or omitted to be taken by him or her as a director or officer of the Chamber in good faith if such person exercised or used the same degree of care and skill as a prudent person would be exercised or used under the circumstances in the conduct of his or her own affairs.

Section 2. Indemnification of Officers and Directors: the Chamber shall indemnify to the fullest extent permitted by law any and all persons who may serve or who have served at any time as directors or officers, or who at the request of the Board of Directors of the Chamber may serve or at any time have served as directors or officers of another Chamber in which the Chamber at such time owned or may own shares of stock, of which it is a member or of which it was or may be a creditor, and their respective heirs, administrators, successors, and assigns against any and all expenses, including amounts paid upon judgments, counsel fees, and amounts paid in settlement (before or after suit is commenced) actually and necessarily incurred by such person in connection with the defense or settlement of any claim, action, suit, or proceeding in which they, or any of them, are made parties, or a party, or which may be asserted against them or any of them, by reason of being or having been directors or officers or a director or officer of the Chamber or such other Chamber, except in relation to such matters to which any such director or officer or former director or officer or person shall be adjudged in any action, suit, or proceeding to be liable for his own negligence or misconduct in the performance of his duty. Such indemnification shall be in addition to any other rights to which those indemnified may be entitled under any law, bylaw, agreement, vote of members, or otherwise.

Section 3. Insurance: The Chamber shall have the power, by resolution of the Board of Directors, to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Chamber, or is or was serving at the request of the Chamber as a director, officer, employee or agent of any other Chamber, partnership, joint venture, trust or other enterprise, or as a trustee or administrator under any employee benefit plan, against any liability asserted against him or her and incurred by him or her in such capacity, or arising out of his or her status as such, whether or not the Chamber would have the power to indemnify him or her against such liability.

ARTICLE IX - DISSOLUTION

Upon dissolution of the Chamber pursuant to the laws of the State of Oklahoma, after paying or making provision for payment of all liabilities of the Chamber, and after returning, transferring, or conveying all assets of the Chamber that are held subject to conditions requiring such return, transfer, or conveyance, the remaining assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)6 or 501(c)3 or the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government for a public purpose, as the Board of Directors of the Chamber shall determine.

ARTICLE X – AMENDMENTS

Section 1. Authority: The authority and power to amend these bylaws is specifically delegated to the Board of Directors.

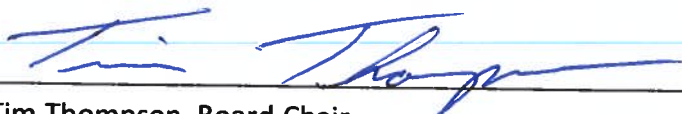
Section 2. Procedure: These bylaws may be amended by a two-thirds vote of the directors present at any regular or special meeting of the Board of Directors. Provided that written notice of consideration of such amendment at such meeting shall have been given to each member of the Board of Directors at least five (5) days prior to such meeting.

ARTICLE XI - ENACTMENT

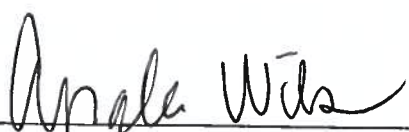
These revised bylaws shall be effective immediately upon their adoption by a two-thirds vote of the Board of Directors present at a duly called meeting for this expressed purpose. When adopted they shall supersede all previous bylaws and amendments thereto, all of which are hereby annulled except that all officers and directors now elected and serving shall continue to serve until the election and qualification of their successors under the provisions of these bylaws.

ADOPTED: February 21, 2023

ATTEST:



Tim Thompson, Board Chair



Angela Wilson, President / CEO

