

October 30, 2023

BY-LAWS OF THE YALE AREA CHAMBER OF COMMERCE

As passed by a vote of the members December 22, 2022

Final version approved by the board on May 15, 2024

ARTICLE I

Sec. 1 NAME

The name of this organization shall be the “Yale Area Chamber of Commerce” hereafter in this document referred to as the “The Chamber”.

Sec. 2 SEAL

The corporate seal of the Yale Area Chamber of Commerce shall contain the words  
“Yale Area Chamber of Commerce”

ARTICLE II

MISSION STATEMENT

The mission of the Yale Area Chamber of Commerce shall be to mobilize the leadership, resources, and the influence of the business, the professions, and other interested citizens to promote the commercial, industrial, agricultural, and related economic development of Yale and the adjacent trading area; to advance civic progress by initiating action and cooperating with other community organizations; to create goodwill for local business and industry by a better understanding and appreciation of business and professional enterprise; to identify business with constructive forces of community development, and to promote a strong sense of community pride and responsibility for sound solutions to local, state and national problems.

ARTICLE III

NON-PROFIT STATEMENT

This organization is not organized for profit nor is it organized to engage in any activity ordinarily carried on for profit. NO part of this organization’s net earnings will inure to the benefit of any private member, individual or business. This

organization will be primarily supported by membership dues and other income from activities substantially related to its tax-exempt purpose.

#### ARTICLE IV

##### MEMBERS AND MEMBERSHIP DUES

Individuals of good character and firms in good standing interested in the commercial, industrial, professional and civic development of Yale and adjacent trading area shall be eligible for membership.

**Sec. 1** The members of this organization shall be divided into three classes: Business, Business Associate, and Civic.

- A. **Business Members:** Any person in good standing, doing business as an individual, partnership, corporation, professional person or firm, municipalities, and service organization, may become a Business Member of the Yale Area Chamber of Commerce upon acceptance by the Board of Directors and payment of dues. The membership dues of Business Members shall be determined from time to time by the Board of Directors.
- B. **Business Associates:** Any person of good character, associated with firms holding business membership in the Yale Area Chamber of Commerce and endorsed by the business member, may become a Business Associate member of the Yale Area Chamber of Commerce upon acceptance by the Board of Directors and payment of dues. Business Associate membership shall be limited to two per business membership. The membership dues of Business Associate members shall be determined from time to time by the Board of Directors.
- C. **Civic members:** Persons not eligible for business membership, i.e., elected officials, ministers of the Gospel, trust or estate and other interested persons may become a civic member of the Yale Area Chamber of Commerce by acceptance of the Board of Directors and payment of dues. The membership dues of Civic Members shall be determined from time to time by the Board of directors.

**Sec. 2** Application for Membership: Each applicant desiring membership shall make application in writing on a blank provided for that purpose, accompanied by

a remittance covering the initial dues payment thereon. Applicants who have satisfied the requirements for eligibility and proper dues shall be admitted to membership by action of the Board of Directors or such other body as may be designated for the purpose by the Board.

**Sec. 3: Payment of Dues:** Dues shall be payable in advance on an annual basis beginning October 1<sup>st</sup> with terms agreed upon between the member and the Chamber. New members who join after October 1<sup>st</sup> may have their dues prorated as determined by the Board of Directors.

**Sec. 4: Voting Privileges:** In any proceeding in which voting by members is called for, each member in good standing, whether Business Member, Business Associate Member or Civic Member, shall be entitled to cast one vote. Voting by written proxy shall be permitted. No member shall hold more than five proxies.

**Sec. 5 Assignment of Accredited Representatives:** Any member shall have the right to delegate his/her representative assignment to another person of his/her firm or family upon written notice to the Executive Secretary or in the absence of the Executive Secretary, to the President. When such a subscriber files the name of a person designated as the accredited representative, such assignment may be subject to approval by the Board of Directors.

**Sec. 6 Termination of Membership:** In the event of death, bankruptcy, adverse business changes or removal from the area, the Board of Directors may cancel the membership. Such termination shall constitute a forfeiture of all interest in and to the property of the organization, and the member shall thereafter have no right to any part thereof.

**Sec 7 Delinquencies:** Dues shall become delinquent if not paid within 30 days after the date payable. When not paid within thirty (30) days, the member shall be declared delinquent and shall not be eligible to exercise voting privileges until such delinquency is satisfied. If dues are not paid within three (3) months of the date payable, such membership shall be suspended by action of the Board of Directors. If a member's dues remain unpaid for a year, such membership shall be considered terminated: if that member re-joins the Yale Area Chamber of Commerce at a future time, the dues will not be prorated as for a new member.

## ARTICLE V

### MANAGEMENT OF THE YALE AREA CHAMBER OF COMMERCE

**Sec. 1:** The government of the Yale Area Chamber of Commerce, the direction of its work and control of its property shall be vested in a Board of Directors consisting of no more than 14 members: the Past President, Standing Committee Chairpersons, up to five Members-at-Large and the Executive Board which consists of the President, Vice President, Secretary, and Treasurer. All members of the Board of Directors have equal voting privileges. The term of office for the Executive Officers shall be two years as hereinafter provided: President and Vice President elected in odd years, Secretary and Treasurer elected in even years.

**Sec. 2:** No President, Vice President, Secretary or Treasurer shall hold more than two (2) consecutive elective terms in office.

## ARTICLE VI

### BOARD OF DIRECTORS

**Sec. 1: Meetings of the Board of Directors:** The Board of Directors shall hold meetings as may be necessary. The date, time and place of such meetings shall be determined by the Executive Board. A special meeting of the Board of Directors may be called any time by the President or by any three members of said Board, provided that when a special meeting called, every effort is made to contact each of the Board with purpose, time and place of the meeting. Agendas for special meetings shall be limited to stated purpose only.

**Sec. 2: Executive Board:** The duties of the officers shall be such as their titles by general custom would indicate, as are required by law and as such may be assigned to them by the Board of Directors from time to time.

- A. **President:** The President shall preside at all meetings of the Chamber and Board of Directors and perform all duties incidental to his/her office. He/She shall be ex-officio member of all committees without voting power.
- B. **Past President:**
- C. **Vice-President:** The Vice President shall perform the duties of the President in his/her absence.

- D. Secretary: The Secretary shall have responsibility for the recording and maintenance of the organizational minutes.
- E. Treasurer: The Treasurer shall have responsibility for the receiving and disbursement of funds of the Chamber and shall keep all monies of the Chamber deposited in a bank in its name. Monthly reports shall be distributed to the Board of Directors with all reports being made available to members upon their request.
- F. Powers and Limitations: The Executive Board may act for the Board of Directors between regular meetings thereof. The Executive Board shall be subject to such restrictions as the Board of Directors may from time to time impose. The President of the the Chamber shall act as the Chairperson at meetings of the Executive Board. Three persons shall constitute a quorum for meetings of the Executive Board. The Executive Board may act without being convened in a formal meeting. Any action taken by the Executive Board must be reported to the Board of Directors at their next meeting. The Executive Board shall be empowered to approve expenditures within a Budget as established by the Board of Directors and shall have the power to make unbudgeted expenditures not to exceed the sum of five hundred dollars (\$500.00).

**Sec. 3: Assistants**: The Board of Directors of the Chamber shall have the authority to employ assistants for clerical help and delegate responsibilities as they may require.

**Sec. 4: Vacancies**: If a vacancy occurs on the Executive Board as a result of resignation or other cause, The Board of Directors shall appoint a Member to fill the vacancy for the remainder of the term of that office.

**Sec. 5: Standing and Special Committees**: The Executive Board shall authorize and define the powers and duties of all standing and special committees. Subject to confirmation by the Executive Board, the President shall appoint all committee chairpersons for a period not to exceed his/her term of office. It shall be the function of committees to make investigations, conduct hearings, make recommendations to the Board of Directors and to carry out such activities at each Board of Directors meeting.

- A. The Standing Committees of the Chamber shall be the following: Membership, Public Relations, Community Outreach and Bologna Festival Coordinator. It is the responsibility of the Chairperson of each Standing Committee to serve on the Board of Directors and to make reports of the Committee's activities at each Board of Directors meeting.
- B. Special Committees shall be discharged by the Executive Board when the committee's work has been completed and their report accepted; or when, in the opinion of the Board of Directors, it is deemed appropriate to discontinue the activity in which the committee may be engaged.
- C. All resolutions, reports and other communications put forth by any committee, which purport to reflect the position or attitude of the Chamber or the Board of Directors, shall first be approved by the Board of Directors before being made available either to the membership of the Chamber or to the public.

**Sec. 6: Members-at-Large:** Up to five members in good standing of the Yale Area Chamber of Commerce may serve as Members-at-Large on the Board of Directors.

**Sec. 7: Quorums:** At Board of Directors meeting, a majority shall constitute a quorum. At committee meetings, a majority shall constitute a quorum.

## **ARTICLE VII\*\***

### **NOMINATION AND ELECTION OF EXECUTIVE OFFICERS**

The annual election of executive officers shall take place at the Semi-Annual membership meeting in December. The term of newly elected officers shall begin January 1.

**Sec. 1: Nominating Committee:** The President shall appoint a Nomination Committee of not less than 3 members, thirty days in advance of the annual election. The Nominating Committee shall select as nominees at least one candidate for each available Executive Board position. All nominees shall have at least one-year current membership status. Prior to placing their names on the ballot, it shall be the duty of the Nomination

Committee to secure each candidates assurance to serve faithfully if elected as officers.

**Sec. 2: Elections:** An Election Notice of Nominees shall be mailed to all members of the Chamber at least 10 days prior to the annual election. Delivery of such notice may be made by electronic means with the member's permission.

The names of the nominees shall be placed on the official ballot. Voting shall take place at the December quarterly meeting by secret ballot in person or an absentee ballot may be obtained from the Secretary prior to the election.

The President shall appoint a committee of three tellers, who are not members of the Board of Directors or candidates for election, to conduct and supervise the election, receive the ballots, determine the validity of each and to count the ballots. The Treasurer shall prepare for the tellers a complete list of all members eligible to vote.

Any member may write in the name of a member as a candidate for a vacancy for which he/she is eligible. Members may also nominate the name of a member from the floor for any vacancy for which he/she is eligible.

The candidate receiving the highest number of votes cast for each vacancy shall be declared elected to the position for which he/she is eligible.

## **ARTICLE VIII**

### **MEETINGS\*\***

**Sec. 1:** Parliamentary Procedure: All meetings shall be conducted under Robert's Rules of Order.

**Sec. 2:** Agenda and Minutes: An agenda and minutes must be prepared for all membership and Board of Directors meetings.

**Sec. 3:** Semi-Annual Meetings: Semi-Annual meetings of the general membership shall be held in May and December. Should it be impossible to hold one of these meetings in the month indicated, that meeting shall be

held within 15 days. The Semi-Annual Meetings shall be held at such date, place and hour as the Board of Directors may select. Notice of Semi-Annual Meetings shall be given in writing to the members of the Yale Area Chamber of Commerce at least ten days prior to said meeting. Delivery of such notice shall be sent to each member at his/her address appearing on the records of the Chamber or by electronic means with the member's permission.

**Sec. 4: Annual Meeting:** The May meeting shall be designated as the Annual Meeting.

**Sec. 5: Special Meetings of the Membership:** Special meetings of the membership of the Chamber may be held any time at the call of the President or upon the written request of ten members. Notice of such special meeting, stating its purpose, including the date, time and place thereof, shall be given in writing to the members at least five (5) days prior to such meeting in the same manner as Quarterly Meetings. Agenda for special meetings shall be limited to the purpose stated only.

**Sec. 6: Quorum for Membership Meetings:** At least seven voting members, with a minimum of four of those seven being members of the Board of Directors, shall constitute a quorum for any meeting of the membership. If a quorum is not present at a properly called membership meeting, the meeting may be adjourned to a later date by those present.

**Sec. 7: Attendance:** If a Board Member misses two unexcused consecutive meetings or four unexcused meetings during the calendar year, they are subject for removal by the President of the Board. Majority vote shall rule.

## **ARTICLE IX**

### **FUNDS AND FINANCES**

**Sec 1: Fiscal Year:** The fiscal year of the Yale Area Chamber of Commerce shall be the calendar year.

**Sec. 2: General and Special Funds:** All monetary assets of the Chamber shall be placed in the general fund, except such as may be subscribed or contributed for some specific purpose, which shall be placed in a separate



fund for such purpose. All funds shall be placed in such banks as the Board of Directors may from time to time determine.

**Sec. 3: Collection of Dues/Approval for Payment:** The Board of Directors shall oversee the collection of membership dues and review bills for payment.

**Sec. 4: Fidelity Bonds:** Fidelity bonds, in such amount as may be determined by the Board of Directors, shall cover all officers, employees and independent contractors of the Chamber having control of or authority over any of the funds or property. The premiums for such bonds shall be paid by the Chamber.

**Sec. 5: Payment of Funds:** Monies in the general fund or any special fund shall be disbursed only upon invoices duly authenticated by such persons as may be designated thereafter by the Board of Directors, and all checks upon any accounts of the Chamber shall be signed by such persons and in such manner as may from time to time be required by the Board of Directors.

## **ARTICLE X**

### **BOOKS AND RECORDS**

**Sec. 1: Custody:** The books of the Yale Area Chamber of Commerce shall be kept in the custody of the Treasurer.

**Sec. 2: Audit:** The books of the Chamber shall be audited at the end of the fiscal year by an Auditor or Auditors, appointed by the Board of Directors. Such audit shall be presented to the Board of Directors in a timely fashion and thereafter made available to any member of the Chamber upon request.

**Sec. 3: Annual Report:** An annual financial report shall be presented at the annual meeting of the membership, and it shall be submitted to the President of the Chamber one week prior to said annual meeting. The President shall prepare an annual activity report that shall be presented at the annual meeting.

**Sec. 4: Records:** The records of the Chamber shall be kept at the principal office of the Chamber or at a location designated by the Board of Directors.

## **ARTICLE XI**

### **REFERENDA TO MEMBERSHIP**

**Sec. 1:** When the Board deems any subject of sufficient importance, it may, by vote of a majority of the Board, submit the same to referendum of the members by letter ballot, provided the subject is germane to the purpose of which the Chamber exists. A Referendum to Membership may also be caused by the presentation of a petition signed by no fewer than 25% of the members in good standing of the Chamber, as long as the subject of the petition is germane to the purpose of which the Chamber exists and does not violate any laws governing a Non-Profit Corporation.

**Sec. 2:** A sixty percent returned ballot of the membership shall constitute a valid referendum and a majority of the votes cast shall control. Votes shall be cast within ten days, fled with the Secretary and opened at noon on the twelfth day after date of mailing, by a committee of three to be appointed by the President.

**Sec. 3:** Such referendum vote shall have the same effect, and no other, as if it were a vote of the members of the Chamber duly taken at a regularly called meeting of the membership, held for the purpose of considering the subject matter thereof.

## **ARTICLE XII**

### **AMENDMENTS\***

These By-Laws may be amended or altered by a majority of the membership present at any regular or special membership meeting, providing the notice for the meeting included the proposals for amendment. Any proposed amendments or alterations shall be submitted in writing first to the Board of Directors and then to the members at least ten (10) days in advance of the meeting at which they are to be acted upon.

**ARTICLE XIII**

**DISSOLUTION AND LIQUIDATION\***

Upon dissolution of the Yale Area Chamber of Commerce, all assets, real and personal property, over and above the amount necessary to pay its debts and liquidation expenses, shall revert to the benefit of the City of Yale.

\*Article XII was revised and that revision was approved by a vote of the membership June 15, 2012.

\*\*Sections of Articles VII and VIII were revised and that revision was approved by a vote of the membership June 5, 2015.

\*\*\* Sections of Articles VI and VIII were revised and that revision was approved by a vote of the membership December 22, 2022.