

**MORRISTOWN AREA CHAMBER OF COMMERCE**

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**ARTICLE I—NAME**

**SECTION 1:** The name of this organization shall be the Morristown Area Chamber of Commerce.

**ARTICLE II—OBJECT**

**SECTION 1:** The Morristown Area Chamber of Commerce is organized for the purpose of advancing the Commercial, Industrial, Civic and General interests of the Town of Morristown and its trade area.

**SECTION 2:** This organization is not organized for profit and no part of its net earnings will inure to the benefit of any individual.

**ARTICLE III—LIMITATION OF METHODS**

**SECTION 1:** The Chamber shall be non-partisan and non-sectarian, and shall take no part in or lend its influence or facilities, either directly or indirectly, to the nominations, election or appointment of any candidate for office in town, city, county, state or nation, nor shall any meetings of a political nature whatsoever be held within the premises occupied by or under the control of the Chamber.

**SECTION 2:** Any public release pertaining to the endorsement, opposition, or lack of position on any economic or political issue shall not be attributed to the Chamber unless voted so as a public position. Releases reflecting a position of the Board of Directors not specifically approved in principle by the voting members shall indicate the source as the Board of Directors.

## ARTICLE IV—MEMBERSHIP

**SECTION 1:** Any person, corporation, or other business entity recognized by the laws of the State of Indiana engaged in business, trade, commerce, agriculture, or profession shall be eligible for voting membership subject to the approval of the Board of Directors; provided, nevertheless, that no person may directly or indirectly hold more than one voting membership. Memberships are not transferable: nor may any member cast a vote by proxy. Members other than individuals or sole proprietorships shall designate an individual to vote for and on behalf of the member by notice to the Board of Directors. With the approval of the Board of Directors a voting member may designate other owners, officers or employees as Attending Members who shall not vote or hold office or be eligible for election to the Board of Directors.

**SECTION 2:** Members may be elected at any meeting of the Board of Directors and shall pay membership dues for each calendar year as determined by the Board of Directors and approved by the membership.

**SECTION 3:** Dues are payable by the *end of February*. Dues are delinquent after March 1.

**SECTION 4:** *Election of honorary non-voting memberships shall require the affirmative vote of the Board of Directors. An honorary membership may be revoked by the Board of Directors at any time.*

**SECTION 5:** Applications for membership shall be made to the Board of Directors, and the application shall be required as a guarantee on the part of the applicant of their interest in and sympathy with the purpose of the Chamber, and of their adherence, if elected, to its by-laws, rules, and regulations. Election to membership shall require the affirmative vote of the Board of Directors.

**SECTION 6:** Members may be expelled by the Board of Directors for cause or for non-payment of dues within a reasonable time as fixed by the Board of Directors at a proposed time and place and after a reasonable notice. A three-fourth (3/4) vote of all directors present shall be necessary to expel a member. An expelled member shall have the right to appeal to the entire Chamber and upon their written request, they must be allowed to make such an appeal at the next monthly meeting or special meeting within thirty (30) days of such a request.

**SECTION 7:** The death, resignation or expulsion of a member shall terminate their membership. The termination of a membership shall work a forfeiture of all interest of the member in and to the property of the Chamber, and the member shall thereafter have no right thereto or any part thereof.

## ARTICLE V—MEETINGS

**SECTION 1:** The Board of Directors of this Chamber shall meet at such times as may be determined by said Board.

**SECTION 2:** The Board of Directors of this Chamber may call a special meeting of the membership, or Board of Directors, upon a one-hour notice for a special urgent purpose.

**SECTION 3:** A meeting of the membership shall be held *quarterly* with location and time of the meeting announced in advance to the membership.

**SECTION 4:** An annual banquet shall be held on the last Wednesday of April, subject to change by the Board of Directors.

## ARTICLE VI—BOARD OF DIRECTORS

**SECTION 1:** The direction of the Chamber, the direction of its work, and the control of its property shall be vested in a Board of Directors consisting of *nine (9)* members.

**SECTION 2:** The President shall serve as a member of the Board of Directors.

**SECTION 3:** The immediate past President shall serve as a member of the Board of Directors.

**SECTION 4:** The Vice President shall serve as a *voting* member of the Board of Directors.

**SECTION 5:** *The Secretary and the Treasurer shall serve as voting members of the Board of Directors*

**SECTION 6:** Three (3) members of the Board of Directors shall be elected from the membership, one-third (1/3) of whom shall be elected annually for a term of three (3) years, as hereinafter provided, and no member of the Board of Directors shall be eligible for re-election until after the lapse of one (1) year from term as director.

An officer of the Shelby County Chamber of Commerce, as appointed by the President of that organization, shall be a *voting* member of the Morristown Chamber of Commerce board of directors. Furthermore, an officer of the Morristown Chamber of Commerce will be a voting member of the Shelby County Chamber of Commerce. This amendment is to provide for a common communication basis for both chambers and the development of

both the Shelby County and Morristown Chamber area concerning the governance, housing and retail.

**SECTION 7:** *Five (5)* Board members shall constitute a quorum, and a majority vote of the members present shall constitute a vote of the Board *at all called meetings of the Board of Directors.*

**SECTION 8:** If any Director is absent from three (3) consecutive meetings of the Board of Directors, not being present at either the original session or any adjourned session of such meeting, that Director's place shall automatically become vacant; but, by majority vote-of the Board of Directors, this may be waived. No adjourned session of a previous meeting of the Board of Directors shall be held on the same day on which it is provided by these by-laws that a regular meeting of the Board shall be held.

**SECTION 9:** If a Director wishes to resign from the Board of Directors, the resignation shall be tendered to the Board of Directors. The Board shall designate a Director to fill the unexpired term arising from any cause.

## **ARTICLE VII- NOMINATIONS AND OFFICERS**

**SECTION 1:** Nominating committee shall be appointed by the Chamber President in January.

**SECTION 2:** The nominating committee shall consist of no more than three (3) members of the Chamber

**SECTION 3:** The nominating committee shall place in nomination the following offices: President, Vice-President, Secretary, Treasurer, and one Director.

**SECTION 4:** The nominating committee shall report at the February meeting. Further nominations may be made from the floor.

**SECTION 5:** Nominations shall be voted on at the March meeting with the newly elected officers taking office on the 1<sup>st</sup> day of May.

**SECTION 6:** The officers shall perform all duties delegated to them by the Board of Directors. In the event that any officer is unable to fulfill his/her duties or there is a vacancy in any office, the Board of Directors shall elect a member to fill the vacancy until the end of the unexpired term, except for the of office of President, whereby the Vice-President will automatically succeed to the office of President.

## **ARTICLE VIII- COMMITTEES**

**SECTION 1:** The Board of Directors shall authorize and define the power and duties of all standing committees.

**SECTION 2.** The President of this Chamber shall appoint all committees.

**SECTION 3:** No committee of this body, any officer, or any member thereof shall contract any debt in excess of fifty dollars (\$50.00) in its behalf which shall, in any manner, render the organization liable for the payment of the same, unless same shall have been approved by the Board of Directors.

## **ARTICLE IX- DISBURSEMENTS**

**SECTION 1:** No disbursement of the funds of the Chamber in excess of fifty dollars (\$50.00) shall be made unless the same have been approved, authorized, and ordered by the Board of Directors or membership.

**SECTION 2:** The President shall appoint a committee to audit the financial records of the Chamber at the close of business for the fiscal year and report its findings to the Board of Directors and to the membership.

## **ARTICLE X- FISCAL YEAR**

**SECTION 1:** The fiscal year shall end on the 30<sup>th</sup> day of April.

## **ARTICLE XI- PARLIAMENTARY PROCEDURES**

**SECTION 1:** The proceedings of the Chamber meetings shall be governed by and conducted according to the latest edition of Robert's Manual of Parliamentary Rules.

## **ARTICLE XII- AMENDMENTS**

**SECTION 1:** These bylaws may be amended or altered by seventy five percent (75%) of those present at any meeting of the Chamber of Commerce, provided notice of the proposed changes have been mailed by the Secretary to each member not less that ten (10) days prior to such meetings.

