

BY-LAWS CHAMBER OF COMMERCE OF SPRINGDALE ARKANSAS

ARTICLE I

NAME

Section 1. Name. The name of this corporation is the CHAMBER OF COMMERCE OF SPRINGDALE, ARKANSAS and its principal business office shall be maintained in the City of Springdale, County of Washington, State of Arkansas.

ARTICLE II

PURPOSES

Section 1. Purposes. The Chamber of Commerce of Springdale Arkansas (Chamber) is a membership organization whose purpose is to advance those issues of specific interest to our members. When possible, the Chamber will also work to develop, encourage, promote and protect the commercial, civic, industrial, agricultural and general business interests and the general welfare of the City of Springdale and the Greater Springdale Area.

Section 2. Limitation. The Chamber ~~of Commerce of Springdale Arkansas~~ shall be non-partisan, non-sectional and non-sectarian but can, with unanimous Board approval, support and work toward business and community related initiatives and referendums which support issues that favorably affect our membership, the business community, or the Springdale community as a whole.

ARTICLE III

MEMBERSHIP

Section 1. Eligibility. Any reputable firm, partnership, association or corporation may subscribe for membership in the Chamber ~~of Commerce of Springdale Arkansas~~.

Section 2. Members. Members of the Chamber ~~of Commerce of Springdale Arkansas~~ shall include industries, utilities, banks, professional firms and retailers of all kinds with the community spirit and desire of doing their share toward making their community a better place in which to live.

Section 3. Membership Application. Applications for Membership shall be submitted to the Board of Directors, and the application shall be regarded as a guarantee on the part of the applicant of his or her interest in and sympathy with the purposes of the Chamber, and of his or her adherence to its By-Laws, rules and regulations.

Any firm, association or corporation holding one or more memberships shall have the right at any time to change any or all of its representatives upon written notice to the Chamber ~~of Commerce of Springdale Arkansas.~~

Section 4. Expulsion. Members may be expelled by two-thirds (2/3) vote of the Board of Directors for conduct unbecoming a member after notice and opportunity for hearing; or for non-payment of dues.

If any member fails to follow Chamber policy for payment of dues within 90 days after due date, that member shall be considered delinquent, and written notice of the Board's decision to drop that member shall be provided.

Section 5. Rights, Interests and Privileges of Members. Every member of the Chamber ~~of Commerce of Springdale Arkansas~~ shall be entitled to vote, hold office, to receive all publications of the Chamber, to avail himself of the facilities of the Chamber office, to serve on all standing and special committees, to attend all regular and special meetings and to have the privileges of the floor at such meetings, to participate in all referenda conducted by the Chamber and to display the emblem of the organization.

Section 6. Voting. Each member of the Chamber ~~of Commerce of Springdale Arkansas~~ in good standing shall be entitled to one vote. Any firm, association or corporation holding more than one (1) membership shall be entitled to one vote for each membership held.

Section 7. Resignations. Every resignation from the Chamber ~~of Commerce of Springdale Arkansas~~ must be submitted via phone, email or letter and accompanied by a remittance in full for all fees to date.

Section 8. Termination of Membership. The death, resignation or expulsion of an appointed member shall terminate his, her, or its membership. The termination of a membership shall work a forfeiture of all interest of the member in and to the Chamber ~~of Commerce of Springdale Arkansas~~ in all respects. The substitution of a new individual representative for a membership shall in no case terminate the particular membership.

ARTICLE IV

MEMBERSHIP FEES

Section 1. Annual Fees. Minimum membership dues and fee schedules shall be set by the Board of Directors, with such dues and fee schedules based on the membership's ability and willingness to pay. Such annual fees shall be payable into the general fund in advance either monthly, quarterly, semi-annually or annually as each member may elect.

Section 2. Liability for Fees. Each member of the Chamber shall be liable for payment of membership fees until written resignation shall have been received or until other termination of membership, as provided in Article III, Section 8 of these By-Laws.

ARTICLE V

MEETINGS OF MEMBERS

Section 1. Annual Meeting of Members. The annual meeting of the members of the Chamber ~~of Commerce of Springdale Arkansas~~ shall be held each year at a time and place to be designated by the Board of Directors. At such annual meeting reports of the officers of the corporation shall be considered and any other business within the powers of members may be transacted.

Section 2. Special Meetings of Members. Special meetings of the members may be called by the Chair~~man~~ or upon the written request of twenty-five (25) members of the Chamber in good standing. Written notices of all special meetings of the membership shall be given to each member in good standing by email or letter to the last known address at least five (5) days in advance of the day of the meeting.

Section 3. Quorum. At all meetings of the members twenty-five (25) members in good standing shall constitute a quorum.

Section 4. Regular Meetings of Members. The Board of Directors shall provide for regular meetings of the members whenever it may be considered necessary or desirable.

Section 5. How Conducted. All meetings of members shall be conducted and all questions of parliamentary procedure shall be settled according to Robert's Rules of Order (Revised) whenever such rules of order are not inconsistent with the Articles of Incorporation, these By-Laws or the statutes of the State of Arkansas.

ARTICLE VI

BOARD OF DIRECTORS

Section 1. Management. The corporate powers of the Chamber ~~of Commerce of Springdale Arkansas~~ shall be exercised, its business and affairs directed and its property controlled by a Board of Directors composed of fifteen (15) members, with the exception that in case an elected officer is not already a member of the Board of Directors upon his or their election to the respective offices, he or they automatically become members of the Board of Directors.

Section 2. Eligibility. Any member of the Chamber ~~of Commerce of Springdale Arkansas~~ in good standing is eligible to hold the office of director, provided that no firm, partnership, association or corporation may have more than one of its representatives as members of the Board and that no member of the Board of Directors, who has been elected for a full term, shall be eligible to serve on the Board for the next ensuing term, save a Director who is the immediate retiring Chair~~man~~ of the corporation. Such immediate retiring Chair~~man~~ shall automatically become a member of the Board for a term of one year as past Chair~~man~~. An appointed Director having served one year or less is eligible for election to an elected term of office.

Section 3. Term of Office. Fifteen (15) of the Directors shall be elected by the membership, as provided elsewhere in these By-Laws, and these elected members shall hold office for three (3) years, with five (5) of that number to be elected each year. The elected Board of Directors shall within thirty (30) days from the date it takes office, appoint ex-officio (non voting) members to the Board of Directors, selected from those eligible; these appointees to be selected to give voice on the Board to segments, industries, trades or professions that the elected Board members deem not adequately represented on the Board of Directors. The Board of Directors, elected and ex-officio members, shall not exceed twenty four (24) in number.

Section 4. Ex Officio Members. The elected Board of Directors may within thirty (30) days from the date it takes office, appoint an additional nine (9) members to the Board of Directors, selected from those eligible; these appointees to be selected to give voice on the Board to industries, trades or professions that the elected Directors deem not adequately represented on the Board of Directors. Such appointees shall be called "ex officio" members. These ex-officio members shall serve for one year only and their term of office shall expire on the first day of January next. Vacancies in any of these appointed directorships shall be filled in the same manner as at the beginning of the year. Any director who is absent for three (3) consecutive meetings, without cause, can be replaced at the discretion of the Chair~~man~~ of the Board.

Section 5. Vacancies. Vacancies on the Board of Directors by resignation or otherwise shall be filled by the Board of Directors for the remainder ~~of~~ **of** any unexpired ~~two (2) year~~ term ~~or terms~~.

Section 6. Executive Committee. The Chamber President, Chair~~man~~, Chair~~man~~ -Elect, the immediate Past Chair~~man~~, and the Treasurer shall constitute an Executive Committee. The term of such committee shall expire with that of the Chair~~man~~. The executive committee shall have and may exercise in the interim between meetings of the Board all of the powers of the Board of Directors involving the formation of general policy and the establishment of course of action; provided that the Executive Committee shall not have the power to amend these By-Laws; and shall be subject to review and final approval by the Board of Directors.

Section 7. Corporate Executive Committee Members. The Chair~~man~~ shall have the authority to make corporate appointments (no more than three in any year) to the executive committee that reflects the Chamber's unique relationships with its partners.

ARTICLE VII

NOMINATION AND ELECTION OF DIRECTORS

Section 1. Voting. All voting for the election of the Board of Directors shall be by ballot.

Section 2. Nominations. Annually, on or before September 1, the Chair~~man~~ shall appoint a Board Nominating Committee composed of six (6) members in good standing, at least three (3) of whom shall be members of the Board of Directors. The Nominating Committee shall select five (5) candidates for the (5) vacancies created by the expiring terms of the Board of Directors with three (3) year terms. No Director with an expiring term shall be nominated for another three (3) year term, unless the Board of Directors shall vote an exception with two-thirds majority vote.

Section 3. Annual Election. Additional nominees may be added to the Board Nominating Committee recommendation by a nominating petition signed by at least fifteen (15) Chamber members in good standing. The President of the Chamber ~~of Commerce of Springdale Arkansas~~ shall notify the Membership, in the Chamber newsletter or by mail, of the right to submit nominating petitions prior to October 1. All nominating petitions must be submitted to the President within ten (10) days after the mailing of such notice. The nomination shall close at the end of the ten (10) day period. The Chair~~man~~ shall be responsible for inspecting all aspects of the Board elections and insuring results are certified and properly announced.

ARTICLE VIII

MEETINGS OF DIRECTORS

Section 1. Regular Meetings. The Board of Directors shall meet at such times and places and at such regular intervals as they shall designate. Any director who is absent for three (3) consecutive meetings, without approval, can be replaced at the discretion of the Chair~~man~~.

Section 2. Special Meetings. Special meetings of the Board of Directors may be called at any time by the ~~Chairman~~ or by six (6) Directors. The President shall make all possible attempts to notify each Board member stating the purpose of the meetings and the time and place thereof at least three (3) hours preceding the meetings.

Section 3. Quorum. At Board of Directors meetings, a majority of the number of Directors fixed by these ByLaws shall constitute a quorum for the transaction of business.

ARTICLE IX

OFFICERS

Section 1. Elective Officers. The Elective Officers of the Chamber ~~of Commerce of Springdale Arkansas~~ shall be ~~Chairman, Chairman -Elect, Treasurer and Past Chairman~~. These officers shall be elected by the membership of the newly constituted Board of Directors at the first board meeting of the fiscal year. **Neither the Chair nor the Chair-Elect are required to be a member of the Board of Directors to be eligible for election to their respective offices.** ~~The Chairman and/or Chairman -Elect may or may not be members of the Board of Directors to be eligible for the election to their respective offices.~~ The Elective Officers shall be installed at the first board meeting of the fiscal year or at the annual membership meeting of the Chamber ~~of Commerce of Springdale Arkansas~~, whichever comes first, and shall serve for one year or until their successors are elected and installed. In such cases when the ~~Chairman~~ and/or ~~Chairman -Elect~~ is not already a member of the Board of Directors, he or she automatically becomes a member upon his or her election to office.

Section 2. Duties of Elective Officers. The duties of the Elective Officers shall be such as their titles, by general usage, would indicate and such as are required by law or by these By-Laws, and such as may be assigned to them respectively by the Board of Directors from time to time.

Section 3. ~~Chairman~~. The ~~Chairman~~ shall be the chief officer of the Chamber, shall preside at meetings of the Board of Directors and the Chamber, shall have general supervision of the business and affairs of the Chamber, shall assist in formulating and shall promote the general program of the Chamber, shall, subject to approval by the Board, appoint all committees save the Executive Committee, shall, with the President, sign all contracts, and obligations of the Chamber ~~of Commerce of Springdale Arkansas~~. He or she shall be ~~Chairman~~ of the Executive Committee and **an ex-officio** member ~~a member ex-officio~~ of all other committees of the Chamber, he or she shall submit an annual report of the activities of the Chamber to the membership.

Section 4. Chairman-Elect. The Chairman-Elect shall also serve as Vice-Chairman, in which capacity he or she may be delegated by the Chairman to perform his or her duties, in the event of the Chairman's temporary disability or absence from meetings. During the year prior to his or her taking office as Chairman, the Chairman-Elect shall in general prepare himself or herself to assume the duties and responsibilities as Chairman the following year. He or she shall endeavor to attend committee meetings as often as possible, frequently confer with the Chairman and President, acquainting himself or herself with the purposes, the aims and objectives, organizational functions, the duties and responsibilities of the Chamber and the office of Chairman.

Section 5. Past Chairman. The immediate Past-Chairman shall perform such duties as from time to time may be designated by the Chairman.

Section 6. Treasurer. The Treasurer shall receive from the President all moneys paid into the general fund of the Chamber and shall deposit the same in the bank or banks designated by the Board of Directors as depositories for this corporation. Said depositories shall pay out funds of the Chamber only upon the written order of the Treasurer. The Treasurer shall carefully account for all transactions of his or her office and make full report of the same to the annual meeting or at any time upon demand of the Chairman.

Section 7. Vacancies. In the event of the death or permanent disability or resignation of any officer, the vacancy caused shall be filled by the majority vote of the Board of Directors.

Section 8. President. The Board of Directors may appoint, to serve at its pleasure, a President who shall be the executive officer of the Chamber. The President shall have charge of the management of the property, business and affairs of the corporation and shall perform such functions and duties as may be delegated to him or her by the Board of Directors. The Board shall fix the compensation for his or her services. The President's duties and functions shall include, but not be limited to:

- (a) To act as ex-officio member of all committees of the Chamber;
- (b) Subject to the approval of the Board of Directors, to appoint and fix the number and compensation of other employees of the Chamber, and shall have authority to dismiss any such employees;
- (c) To execute all contracts and obligations of the Chamber of Commerce of Springdale Arkansas;
- (d) To receive all moneys paid to the Chamber and deliver them to the Treasurer, and to keep the books of account of the Chamber;

- (e) To act as secretary of the Chamber and in such capacity to conduct official correspondence, to preserve all books, documents, communications and archives, to maintain a complete and accurate record of all proceedings of the Chamber, its Board of Directors and all committees, and to perform such other duties as are usual for such official;
- (f) On matters that do not affect policy, and in those instances where, in the opinion of the ~~Chairman~~ or President, proposed action or recommendation of a committee is not inconsistent with general policies previously adopted by the Board of Directors, the ~~Chairman~~ or President may give publicity to the action or recommendation or may authorize such action in the name of the Chamber or may send appropriate communications in the name of the Chamber without referring such proposal to the Board of Directors.

ARTICLE X

COMMITTEES

Section 1. Authorization and Appointment. The Board of Directors shall authorize and define the powers and duties of all standing and special committees, except those committees whose functions are set forth in these By-Laws. Subject to confirmation by Board of Directors, the ~~Chairman~~ shall appoint all committees save the Executive Committee.

Section 2. Authority of Committees. It shall be the function of committees to make investigations, conduct hearings, make recommendations to the Board of Directors and to carry on such activities as may be delegated to them by the Board. They shall examine into the report on such subjects as may be referred to them by the Board or by the Chamber and they may originate and report to the Board such views as they may deem proper for its consideration.

Section 3. Formal Action. No committee shall take or make public any formal action or make public any resolution or in any way commit the Chamber ~~of Commerce of Springdale Arkansas~~ on a question of policy, or on matters of general public interest without having first received the approval of the Board of Directors or of the membership.

Section 4. Discharge. Special committees shall be discharged by the ~~Chairman~~ when their work has been completed and their reports accepted or when, in the opinion of the Board of Directors it is deemed wise to discontinue the activity on which the committee may be engaged.

Section 5. Quorum. At committee meetings a majority shall constitute a quorum, except that when a committee consists of more than nine (9) members, five (5) shall constitute a quorum.

Section 6. Evaluation and Recognition. The officers of the Chamber may, from time to time, evaluate and recognize the performance of any committee.

ARTICLE XI

FINANCE

Section 1. General Fund. All moneys received by the Chamber ~~of Commerce of Springdale Arkansas~~ shall constitute a general fund.

Section 2. Budget. Prior to each fiscal year, the President shall prepare a budget of anticipated revenues. The Chair~~man~~, to assist in this process, may appoint a budget committee which may include members of the executive committee. The President shall submit a budget to the Board of Directors for revision and approval.

Section 3. Disbursements. Upon approval of the budget, the President shall be authorized to make disbursements on account of expenses provided for in the budget, without additional approval by the Board of Directors. Disbursements over **\$1,500.00** ~~\$500~~ shall be made by check, signed by the Treasurer or any member of the Executive Committee. Disbursements under **\$1,500.00** ~~\$500~~ may be signed by the President and an appointed senior employee.

Section 4. Unbudgeted Disbursements. Disbursements of funds of the Chamber to cover expenses not provided for in the budget shall be made only after the same shall have been approved and ordered by the Board of Directors. In no case shall appropriations of money or other property of the Chamber be made for any purpose other than to defray legitimate expenses, except by three-fourths vote of the members present at a meeting of the Board of Directors.

Section 5. Fiscal Year. The fiscal year shall end on the 31st day of December each year.

Section 6. Finance Committee. A Finance Committee may be appointed yearly by the Chair~~man~~ and include members of the executive committee. The committee, if appointed, shall advise the Board of Directors with respect to the financial position and financial policies of the Chamber and shall suggest ways and means of conversing and increasing the membership and revenues of the corporation. The committee may also suggest and make recommendations for salary and benefits of the Chamber staff.

Section 7. Audit. An independent audit of the Chamber ~~of Commerce of Springdale Arkansas~~ financial records shall be performed not less than every year. Any such audit shall be conducted by a certified public accounting firm, which has no employees or agents serving as officers of the Chamber concurrently during the period of audit coverage, or at the time of the audit.

ARTICLE XII

INDEMNIFICATION

Section 1. Indemnification Rights. Every person who was or is a party or is threatened to be made a party to or is involved in any action, suit, or proceedings, whether civil, criminal, administrative, or investigative, by reason of the fact that he or she is or was a director or officer or employee of the Chamber ~~of Commerce of Springdale Arkansas~~, or any of its committees or affiliates, shall be indemnified and held harmless to the fullest extent legally permissible under and pursuant to any procedure specified in the laws of the State of Arkansas, against all expenses, liabilities, and losses (including attorney's fees, judgments, fines, and amounts paid or to be paid in settlement) reasonably incurred or suffered by him or her in connection therewith. Such right of indemnification shall be a contract right that may be enforced in any lawful manner by such person. Such right of indemnification shall not be exclusive of any other right which such directors or officers or employees may have or hereafter acquire and, without limiting the generality of such statement, they shall be entitled to their respective rights of indemnification under any agreement, vote of directors, provision of law, or otherwise, as well as their rights under this paragraph.

Section 2. Insurance. The Board of Directors shall cause the Chamber ~~of Commerce of Springdale Arkansas~~ to purchase and maintain insurance on behalf of any person who is or was a director or officer [or employee or agent] of the Chamber against any liability asserted against such person and incurred in any such capacity or arising out of such status, whether or not the Chamber would have the power to indemnify such person.

Section 3. Advance Payment of Expenses. Expenses incurred by a director or officer of the Chamber ~~of Commerce of Springdale Arkansas~~ in defending a civil or criminal action, suit or proceeding by reason of the fact that he or she is or was a director or officer of the Chamber shall be paid by the Chamber in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such person to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the Chamber ~~of Commerce of Springdale Arkansas~~ as authorized by relevant sections of the Laws of Arkansas.

ARTICLE XIII

BOND

Section 1. All paid employees and volunteers serving as officers of the Chamber ~~of Commerce of Springdale Arkansas~~ may be bonded, to the extent bonding is available and affordable, against loss which the Chamber or a third party sustains as a result of any act or acts of fraud, dishonesty, theft, embezzlement, unlawful obstruction and misapplication on the part of such Chamber employees or officers, in such amounts as shall be determined by the Board of Directors from time to time.

ARTICLE XIV

AMENDMENT

Section 1. Method of Amendment. These By-Laws may be amended or repealed or new By-Laws may be adopted by two-thirds vote of the members of the Board of Directors; provided, however, that copies of the proposed amendment, alteration or substitution shall have been mailed or electronically transmitted to each member of the Board of Directors at least ten (10) days before the date of the meeting at which it is to be voted upon. These By-Laws may also be amended by a two-thirds vote of the members present at any regular or special meeting of the Chamber, provided a quorum is present and provided also that a copy of the section or article to be amended and of the proposed change is mailed or electronically transmitted to each member in good standing not less than five (5) days prior to such meeting.

~~In addition to the method of amending By-Laws as provided by the laws of this state, these By-Laws may be amended or repealed or new By-Laws may be adopted by two-thirds vote of the members of the Board of Directors; provided, however, that copies of the proposed amendment, alteration or substitution shall have been mailed to each member of the Board of Directors at least ten (10) days before the date of the meeting at which it is to be voted upon. These By-Laws may also be amended by a two-thirds vote of the members present at any regular or special meetings of the Chamber of Commerce of Springdale Arkansas, provided a quorum is presented and provided also that a copy of the section or article to be amended and of the proposed change is mailed to each member in good standing not less than five (5) days prior to such meeting.~~

ARTICLE XV

MISCELLANEOUS

Section 1. Strategic Planning Committee. The Chairman may appoint a committee on Strategic Planning, which may include members of the executive committee, whose duty it shall be to, as soon as possible, ascertain to the best of its ability from the members, by referendum group meetings, or otherwise, as such committee may determine, the wishes of the members relative to a strategic plan for the Chamber for the next fiscal year. Such committee shall draft a proposed strategic plan for the Chamber and when approved by the Board of Directors, such plan shall become and be a general guide for the operations of the Chamber during the next fiscal year. Said committee shall perform such other duties as the directors may prescribe.

CERTIFICATE OF CHAIRMAN

The undersigned, being the ~~Chairman~~ of the Chamber of Commerce of Springdale Arkansas, hereby certifies that the foregoing code of By-Laws was duly adopted by the Board of Directors of the Chamber of Commerce of Springdale Arkansas effective the **28th day of March**, 2017.

Brent Hanby, ~~Chairman~~