

**BYLAWS
of the
JEFFERSON CITY AREA
CHAMBER OF COMMERCE**

ARTICLE I

NAME AND LOCATION

Section 1. NAME -- This organization is incorporated under the laws of the State of Missouri and shall be known and designated as the Jefferson City Area Chamber of Commerce, Inc., hereinafter referred to as the "Chamber."

Section 2. LOCATION -- The principal office of the Chamber shall be situated at a strategic location within its service area, the exact address to be designated by the Board of Directors.

ARTICLE II

PURPOSE AND LIMITATIONS

Section 1. PURPOSE -- The Chamber is organized to advance the general welfare and prosperity of the Jefferson City, Missouri, area so that its citizens and all areas of its business community shall prosper. All necessary means of promotion shall be provided and particular attention and emphasis shall be given to the economic, civic, industrial, agricultural, commercial, cultural and educational interest of the area.

Section 2. LIMITATIONS -- The Chamber shall observe all local, state and federal laws which apply to a nonprofit organization as defined in Section 501(c)(6) of the Internal Revenue Code.

ARTICLE III

MEMBERSHIP

Section 1. ELIGIBILITY -- Any person, firm, association, corporation, partnership or estate having an interest in the purpose of this Chamber shall be eligible to apply for membership.

Section 2. APPLICATION -- All applications for membership shall be in writing to the Chamber, said application constituting an agreement on the part of the applicants, if elected, to adhere to all Bylaws, Policies and Procedures adopted by the board of Directors of the Chamber.

Section 3. ELECTION -- Election of members shall be by the Board of Directors at any meeting thereof, by a two-thirds vote of those present, and any applicant so elected shall become a member upon payment of the regularly scheduled dues as hereinafter provided.

Section 4. DUES -- Membership dues shall be at such rate or rates, schedule or formula as may be from time to time prescribed by the Board of Directors, payable annually, semi-annually, quarterly or monthly, in advance, and shall be on a continuing basis from year to year unless cancelled for reason hereinafter stated. The rates for multiple memberships shall not be at a rate less than for individual memberships.

Section 5. RESIGNATION -- Any member may resign his membership, upon written request to the Chamber, and each such resignation shall be accompanied by a check or cash in the amount of dues or other charges owed which shall have accrued to the date of resignation. The death of a member or the removal of his residence or business from the area served by the Chamber shall, at the option of his estate or his business successor, cancel his membership pledge.

Section 6. EXPULSION -- Any member may be expelled by the Board of Directors at any meeting thereof, by a two-thirds vote of those present, for conduct unbecoming a member or prejudicial to the aims or repute of the Chamber, after notice and opportunity for a hearing are afforded the member complained against. Nonpayment of dues after ninety (90) days from the date shall, unless otherwise extended for good cause, be cause for automatic expulsion without any formal action required by the Board of Directors.

Section 7. VOTING -- In any proceeding in which voting by its members is called for, each member person in good standing shall be entitled to one vote, and each member firm, association or corporation shall be entitled to a number of votes determined by the amount of investment paid and subject to a voting schedule or formula as may be from time to time prescribed by the Board of Directors, which schedule or formula shall be directly proportionate to the amount of dues paid.

Section 8. EXERCISE OF PRIVILEGES -- Any firm, association, corporation, partnership, or estate holding membership may nominate individuals, whom the holder desires to exercise the privileges of membership covered by the subscriptions, and shall have the right to change its membership nomination upon written notice.

Section 9. ORIENTATION -- At regular intervals, orientation on the purposes and activities of this organization shall be conducted for the following groups: new directors, officers and directors, committee chairmen, and new members.

ARTICLE IV

MEMBERSHIP MEETINGS

Section 1. ANNUAL -- The annual meeting of the Chamber shall be held within ninety (90) days of the close of its fiscal year. To date, time and place shall be fixed by the Board of Directors and notice thereof shall be mailed to each member at least ten (10) days before said meeting.

Section 2. GENERAL -- General meetings of the membership may be called by the President at any time, or shall be called by the President upon the direction of a majority of the Board of Directors, or upon petition in writing of any twenty-five (25) members in good standing. Notice of general meetings shall be mailed to each member at least ten (10) days prior to such meetings.

Section 3. QUORUM -- Fifty (50) members or ten percent (10%) of the total membership, whichever is greater, shall constitute a quorum at any annual or general meeting of the Chamber membership.

Section 4. ACTION -- Actions and resolutions in annual or general membership meetings may be subject to reference to proper committees, or to the Board of Directors for report at their next regular meeting, or for debate and sent to membership referendum.

ARTICLE V

BOARD OF DIRECTORS

Section 1. AUTHORITY -- The Board of Directors shall have supervision, control and direction of the affairs of the Chamber, shall determine its policies and rules of procedures or changes therein subject to procedures or requirements elsewhere specified in these Bylaws, shall actively prosecute its objects and purposes and shall have discretion in the disbursement of its funds and control of its property. The Board may, in the execution of the powers and authority granted, appoint such agents and establish such standing committees as it may deem necessary for the efficient operation of the Chamber.

Section 2. COMPOSITION -- The Board of Directors shall be composed of the following:

- a. Eighteen (18) Directors shall be elected from and by the general Chamber membership, six (6) being elected annually to serve for three (3) years, in a manner to be stated hereinafter.
- b. The Chairman and Chairman-Elect.
- c. The immediate Past Chairman of the Board of the Chamber.
- d. The Treasurer and Treasurer-Elect of the Chamber.

- e. One (1) Director who shall be from the most recent graduating class of Leadership Jefferson City, elected by a majority vote of the class, to serve a term of one year.
- f. One (1) Director who shall be the Commissioner of Administration, State of Missouri, or his delegated representative.
- g. One (1) Director who shall be the Mayor, City of Jefferson, or his delegated representative.
- h. One (1) Director who shall be the President, Lincoln University, or his delegated representative.
- i. One (1) Director who shall be the Presiding Commissioner, County Commission, County of Cole, or his delegated representative.
- j. One (1) Director who shall be the Superintendent, Jefferson City Public Schools, or his delegated representative.

Section 3. TERM OF OFFICE -- The eighteen (18) Directors shall be elected from and by the general Chamber membership shall each serve for a three (3) year term and each shall not be eligible for reelection until one year has elapsed after serving a full three (3) year term. In this connection, a partial term will not be considered as a complete full term. In this connection, a partial term will not be considered as a complete full term. All other Directors shall serve for one (1) year, unless reappointed or otherwise reelected.

Section 4. ELECTION OF DIRECTORS -- The six (6) Directors elected annually, from and by the general Chamber membership, shall be elected in the following manner:

- a. A Nominating Committee, composed of five (5) members from the membership at large and two (2) hold-over Board members, shall be appointed by the

Chairman of the Board and confirmed by the Board of the Directors no later than during the last week of August each year.

- b. The Nominating Committee chairman shall be appointed by the Chairman of the Board from the seven members.
- c. Prior to the third Friday of September each year, the Nominating Committee shall present to the Chairman of the Board a slate of six (6) candidates to replace the six (6) Directors whose regular terms are expiring. Each candidate must be a Chamber member in good standing and must have agreed to accept the responsibilities of a directorship if elected.
- d. Within five (5) days after receipt of the Nominating Committee's report, the Chairman of the Board shall notify the Chamber membership of the names of the slate of six (6) nominated candidates and shall further notify the membership of their right of petition as hereinafter provided.
- e. Additional names of candidates for Directors can be nominated by petition having the genuine signatures of at least twenty-five (25) members of the Chamber in good standing if the candidate's willingness to accept directorship responsibilities has been determined in advance. Such petition shall be limited to one nomination and filed with the President 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 (2) shall be final.
- f. In the event that no additional names of candidates for Directors are nominated through the petition process as described in paragraph (e.) of this section, the six

(6) Directors presented by the Nominating Committee will be elected by acclamation by the Chamber membership.

g. In the event that additional candidates are nominated as a result of the petition process described in paragraph (e.) of this section, the names of all candidates shall be arranged on an official ballot in alphabetical order. The ballot shall be mailed to all Chamber members in good standing within five (5) days after the designated petition period. The ballots shall be marked in accordance with instructions printed on the ballot and returned to the Chamber office within ten (10) days.

h. An Election Committee, composed of at least three (3) members of the Chamber in good standing, shall be appointed by the Chairman of the Board to count and tabulate the official ballots, and certify the results to the Board. All improperly marked ballots shall not be counted and the six (6) candidates receiving the highest number of votes shall be declared elected. In case of a tie in the last place, the decision shall be by lot of the Election Committee. Ballots shall be kept for a period of thirty (30) days and shall be open to inspection by any candidate or other Chamber members.

Section 5. SEATING OF NEW DIRECTORS -- All newly elected Board members shall be seated at the next regular or called Board meeting following their election and shall be participating members thereafter. Retiring Directors shall continue to serve until midnight on December 31st.

Section 6. VACANCIES -- Vacancies by resignation or otherwise on the Board of Directors or the Executive Committee shall be filled by the Chairman of the Board with confirmation by a

majority vote of the Board of Directors for the remainder of the unexpired term with the following exceptions:

- a. Vacancy of the Chairman of the Board shall be filled by the Chairman-Elect of the Board. Vacancy of the Chairman-Elect shall be filled by the Board of Directors.
- b. Vacancy of the State of Missouri, City of Jefferson, County of Cole, Lincoln University, or Jefferson City Public School representatives shall be filled by the respective body, subject to Article V, Section 2, and confirmed by a majority of the vote of the Board of Directors.

Section 7. MEETINGS -- The Board of Directors shall meet upon call of the Chairman of the Board or upon the direction of five (5) members of the Board. Insofar as possible, the Board should hold regular monthly meetings. Notice shall be given to each Director at least one (1) day prior to such meetings. A majority of voting Directors shall constitute a quorum.

Section 8. ATTENDANCE -- Any member of the Board of Directors who shall be absent from three (3) regular meetings of the Board in any twelve (12) months of the Chamber year, unless confined by illness or with excuse deemed valid and so recorded by the Board, shall be automatically dropped as a member of the Board of Directors. Any excuses shall be given in writing or verbally to the President within ten (10) days after such absence and the Board shall approve or disapprove same at its next regular meeting.

Section 9. MANAGEMENT -- The Board of Directors shall appoint and employ a President who shall be the full-time, salaried, chief executive officer in charge of administration and management of the Chamber, and the Board shall fix the President's salary and other considerations of employment. A vacancy in this office, created by resignation or otherwise,

shall be filled by like appointment by majority vote of a quorum of the Board at any regular or called meeting.

Section 10. INDEMNIFICATION -- The Chamber may, by resolution of the Board of Directors, provide for indemnification by the Chamber of any and all of its Directors, Officers, or employees against expenses actually and necessarily incurred by them in connection with the defense of any action, suit or proceeding, in which they or any of them are made parties, or a party by reason of having been Directors, Officers or employees of the Chamber, except in relation to matters as to which such director, officer or employee shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability for negligence of misconduct.

ARTICLE VI

OFFICERS

Section 1. COMPOSITION -- The officers of this Chamber shall be a Chairman of the Board, Chairman-Elect of the Board, a Treasurer, Treasurer-Elect, and President.

Section 2. ELECTION -- The Board of Directors, consisting of both new and retiring members, shall reorganize for the coming year at a meeting to be held within thirty (30) days following the election of new Directors each year. Prior to that time, a Nominating Committee consisting of the five (5) immediate past chairmen of the board with the immediate past chairman of the board serving as the chairman, shall meet and nominate officers for the ensuing year. The Chairman of the Board and Chairman-Elect of the Board shall have served on the Board of Directors for at least six (6) months. At said meeting, additional nominations may be made for any elective office.

Section 3. TERM OF OFFICE -- The term of office of Chairman of the Board, Chairman-Elect of the Board, Treasurer, and President shall be one (1) year. The term of office of the Treasurer-Elect shall be for one (1) year and shall coincide with the year of the Treasurer's term. All such terms shall begin on the first day of January, following their election, and shall end at the expiration of the term or when their successors have been duly elected and qualified.

Section 4. DUTIES -- The duties shall be as follows:

- a. Chairman of the Board. The Chairman of the Board shall serve as the principal elective officer of the Chamber and shall preside at all meetings of the membership, Board of Directors and Executive Committee. The Chairman of the Board shall, with advice and counsel of the President, select all committee chairmen, subject to approval of the Board of Directors.
- b. Chairman-Elect of the Board. The Chairman-Elect of the Board shall preside at all meetings of the membership, Board of Directors and the Executive Committee in the absence of the Chairman.
- c. Treasurer. The Treasurer shall be the technical custodian of all funds received by the Chamber. Such funds shall be kept on deposit in financial institutions approved by the Board of the Directors, subject to checks signed by a Chamber officer or officers according to Board resolution. The Treasurer shall cause a monthly financial report to be made to the Board.
- d. Treasurer-Elect. The Treasurer-Elect shall perform those duties as assigned to him by the Treasurer.
- e. President. The President shall be the chief administrative and executive officer of the Chamber, and he shall report to the Board. He shall serve as secretary to the

Board of Directors, and cause to be prepared notices and minutes of meetings of the Board. The President shall serve as advisor to the Chairman of the Board and Board of Directors on program planning. He shall assemble information and data and cause to be prepared special reports as directed by the Business Plan of the Chamber. The President shall be a nonvoting member of the Board of Directors, the Executive Committee and all committees. He shall be responsible for management and administration of the Business Plan in accordance with the policies and regulations of the Board of Directors. The President shall be responsible for hiring, discharging, directing and supervising all employees. With the cooperation of the Board of Directors and Executive Committee, he shall be responsible for the preparation of an operating budget covering all activities of the chamber, subject to approval of the Board of Directors. He shall be responsible for all expenditures within budget allocation.

Section 5. EXECUTIVE COMMITTEE --The Executive Committee shall act for and on behalf of the Board of Directors when the Board is not in session, but shall be accountable to the Board for its action. It shall be composed of all elective officers of the Chamber and the immediate Past Chairman of the Board and two at-large Regular Board Members appointed by the Chairman of the Board and confirmed by the Board of Directors. These at-large members shall serve one-year terms beginning January 1. The Chairman of the Board shall be chairman of the Committee and the President shall be secretary. Meetings of the Executive Committee may be called by the Chairman of the Board, or in his absence, by the Chairman-Elect of the Board, or by a majority of the members of the Committee. A simple majority of the members of the Committee shall be a quorum.

ARTICLE VII

COMMITTEES

Section 1. APPOINTMENT AND AUTHORITY -- All standing committees shall be established and appointed by the Board of Directors. The Chairman of the Board, with the approval of the Board of Directors, shall officially appoint all committee chairmen. He may establish such ad hoc committees and their chairmen as he deems necessary to carry out the Business Plan of the Chamber. All committee chairmen appointments shall be at the will and pleasure of the Chairman of the Board and in no event shall exceed the term of the appointing Chairman of the Board. It shall be the function of committees to make investigations, conduct studies and hearings, make recommendations to the Board of Directors and to carry on such activities as may be delegated to them by the Board.

Section 2. LIMITATION OF AUTHORITY -- No action by any member, committee, employee, Director, or officer shall be binding upon, or constitute an expression of, the policy of the Chamber until it shall have been approved or ratified by the Board of Directors. Committees shall be discharged by the Chairman of the Board 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 committee.

ARTICLE VIII

FINANCES

Section 1. FUNDS -- All money paid to the Chamber shall be placed in a general operating fund except special funds raised for specific projects which shall be placed in special accounts with the approval of the Board of Directors. Funds unused from the current year's budget will be

carried to the following year in the General Operating Fund Balance, and will be available for budgeting purposes in that year.

Section 2. DISBURSEMENTS -- Upon approval of the Budget, the President is authorized to make disbursements on accounts and expenses provided for in the budget without additional approval of the Board of Directors. Disbursement shall be by check.

Section 3. FISCAL YEAR -- The fiscal year of the Chamber shall commence on January 1 of each year and shall close on December 31 of the same year.

Section 4. BUDGET -- As soon as possible after election of the new Board of Directors and Officers, the Executive Committee shall compile a budget for the coming year and submit it to the Board of Directors for approval.

Section 5. ANNUAL AUDIT -- The accounts of the Chamber shall be audited annually as of the close of business on December 31 by a certified public accountant. The audit shall at all times be available to members of the organization within the offices of the Chamber.

Section 6. BONDING -- The President and such other officers and staff as the Board may designate shall be bonded by a sufficient fidelity bond in an amount set by the Board and paid for by the Chamber.

ARTICLE IX

DISSOLUTION

Section 1. PROCEDURE -- The Chamber shall use its funds only to accomplish the objects and purposes specified in these Bylaws, and no part of said funds shall inure, or be distributed, to the members of the Chamber. On dissolution of the Chamber, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific or

philanthropic organizations to be selected by the Board of Directors, and not part of said funds shall inure, or be distributed, to the members of the Chamber.

ARTICLE X

Section 1. PARLIAMENTARY AUTHORITY -- The current edition of Robert's Rules of Order shall be the final source of authority in all questions of parliamentary procedure when such rules are not inconsistent with the Charter or Bylaws of the Chamber.

ARTICLE XI

AMENDMENTS

Section 1. REVISIONS -- These Bylaws may be amended or altered by a two-thirds vote of the Board or by a majority of the members at any regular or general meeting, providing the notice for the meeting includes the proposals for amendments. Any proposed amendments or alterations shall be submitted to the Board or the members in writing, at least ten (10) days before the meeting at which they are to be acted upon.

ARTICLE XII

Section 1. PROCEDURE -- These Bylaws shall be effective immediately upon their adoption, and when and if so adopted shall supersede all previous Bylaws and amendments thereto, which are hereby annulled.

Section 2. ENABLING CLAUSE -- The Board of Directors shall use its own discretion in actually implementing the Chamber organizational changes required by these Bylaws. However, all changes necessary for compliance shall be completed within thirty (30) days following adoption.

As Adopted by the Membership
March 25, 1980

As Amended by the Board of Directors
September 30, 1980

As Amended by the Board of Directors
January 19, 1982

As Amended by the Board of Directors
April 24, 1984

As Amended by the Board of Directors
December 23, 1986

As Amended by the Board of Directors
November 29, 1988

As Amended by the Board of Directors
October 2, 1990

As Amended by the Board of Directors
December 14, 1993

As Amended by the Board of Directors
November 2, 1996

As Amended by the Board of Directors
September 10, 2002

As Amended by the Board of Directors
February 22, 2005

As Amended by the Board of Directors
November 25, 2008

AS Amended by the Board of Directors
August 27, 2013

