

CHAMBER OF COMMERCE IN CULVER, INC.

BYLAWS

ARTICLE I - NAME

Section 1. The name of the organization is the Chamber of Commerce in Culver, Inc (Chamber) incorporated February 9, 2006.

Section 2. The principal business office of the organization shall be maintained in the Town of Culver, County of Marshall, and State of Indiana.

ARTICLE II - PURPOSE

Section 1. The objectives of the Chamber are to:

- a. Develop and promote the civic, agricultural, industrial, educational governmental, and commercial interests of the Town of Culver and its vicinity, and
- b. Extend and promote the trade and commerce, as well as the economic, social, and general welfare of the people of the community.

ARTICLE III - MEMBERSHIP

Section 1. ELIGIBILITY: Any individual, firm, partnership, association or corporation may apply for membership in the Chamber.

Section 2. APPLICATIONS: Applications may be accepted by a majority vote of directors present at any official meeting of the Board of Directors (Board).

Section 3. PLURAL MEMBERSHIPS: Members of the Chamber shall be entitled to apply for more than one membership. In the event of plural memberships being held by any member, each separate membership shall be assigned to employees or associates of the member and the individual, to whom the assignment is made, may exercise all rights and privileges that attach to the membership. Assignments shall be made by the member and shall be recorded with the secretary and treasurer of the Chamber. Assignments may be changed at any time, provided the changes are duly recorded with the secretary and the treasurer.

Section 4. HONORARY: Any person of distinction, who has rendered a singular service to the Chamber or the community at large, may be nominated by the Board for honorary membership and elected to same at any regular meeting of the Chamber by a majority of members present. Honorary memberships shall include all privileges of active membership except that of holding office and except that any honorary member shall not be entitled to vote. Culver town council members, including the Culver town manager, shall be considered honorary members.

Section 5. ANNUAL DUES: The annual membership dues shall be as determined each year by the Board, with the approval of the general membership. Each business applying for more than one membership shall pay the annual membership fee for each member.

Section 6. PAYABLE: Dues shall be billed in February of each year, due and payable by the last day in March of the same year.

Section 7. LIABILITY FOR FEES: If any member shall fail to pay dues within two months after the last day of March, she/he shall not be eligible to vote in any election and, at the discretion of the Board, may be dropped from the roster.

Section 8. EXPULSIONS: Any member may be expelled from the Chamber membership for conduct of an unbecoming manner. The Board may take this action after the member has received written notice. A 2/3 vote of the Board is required for such action.

Section 9. RIGHTS, INTERESTS, AND PRIVILEGES OF GENERAL MEMBERS: Every regular member of the Chamber shall be entitled to vote, hold office, receive publications of the Chamber, serve on all standing and special committees, attend all regular and special meetings and to participate in all referenda conducted by the Chamber.

ARTICLE IV - NOMINATIONS & ELECTIONS

Section 1. ELECTION OF OFFICERS AND DIRECTORS: The annual election of officers and directors shall be held at the November meeting each year.

Section 2. NOMINATING COMMITTEE: Thirty (30) days prior to election, the president shall appoint a nominating committee. It shall be the nominating committee's duty to present a slate of officers and directors for the coming year. It shall further be the duty of the nominating committee to conduct and supervise the elections, receive the ballots, and determine the validity of each and to count the ballots in the case of a request for secret ballot.

Section 3. VOTING: Voting shall be by all members. No member shall cast more than one (1) vote. A voice vote is permissible unless challenged and a secret vote is requested. In the case of a tie, the nominating committee shall request a secret ballot until the tie is broken.

Section 4. DECLARATION OF ELECTION: Candidates for specific offices receiving the highest vote shall be declared elected. The nominating committee shall present to the president the names of the newly elected officers and directors who will take office January 1 following the election.

ARTICLE V – OFFICERS AND DIRECTORS

Section 1. BOARD OF DIRECTORS (BOARD):

The Board shall consist of four (4) current officers, five (5) directors and the immediate past president. Each director shall hold office for a one (1) year term or until their successors are elected and installed. Terms of office will commence January 1 following the election.

Section 2. ELECTIVE OFFICES: The elective officers of the Chamber shall be a president, a vice-president, a secretary and a treasurer. These officers shall be elected from the membership. Elective officers shall serve for one (1) year or until their successors are elected.

Section 3. PAST PRESIDENT – DIRECTOR: The immediate past president shall, for the next succeeding year, automatically be included as an ex-officio director.

Section 4. DUTIES OF ELECTIVE OFFICERS: The duties of the elective officers shall be such as their titles, by general usage, would indicate, as are required by law or by these bylaws, and as may be assigned to them respectively by the president or the Board.

Section 5. PRESIDENT: The president shall be the chief officer of the Chamber, shall preside at the meetings of the Board as well as all meetings of the general membership; shall have general supervision of the business and affairs of the Chamber, and shall assist in formulating and promoting the general program of the Chamber subject to approval of the Board. The president shall appoint all committees and shall, with the vice-president and other designated officers, sign all contracts and obligations of the Chamber. The president shall be an ex-officio member of all other committees of the Chamber. She/he shall present an annual report of Chamber activities to the membership.

Section 6. VICE-PRESIDENT: The elected vice-president may be delegated by the president to perform his/her duties in the event of his/her temporary disability or absence from meetings. He/She may be appointed by the president to chair any such projects, as the president deems necessary.

Section 7. SECRETARY: The secretary shall keep a record of regular meetings and the meetings of the Board. The secretary shall conduct official correspondence and preserve the records, documents and communications and reply to incoming correspondence.

Section 8. TREASURER: The treasurer shall receive all money paid into the Chamber and shall maintain those in depositories designated by the Board. The president, as well as the treasurer, shall be designated to withdraw funds from any account in said depositories. The treasurer shall carefully account for all transactions of his/her office and make a full report of it at the monthly meetings or at any time upon request of the president.

Section 9. VACANCIES: In the event of a vacancy caused by resignation or any reason, of any elective officer, the vacancy shall be filled by a 2/3 vote of the Board.

ARTICLE VI - MEETINGS OF THE BOARD OF DIRECTORS

Section 1. REGULAR MEETINGS: The Board shall meet at such times and places and as such regular intervals as the current president shall designate.

Section 2. SPECIAL MEETINGS: Special meetings of the Board may be called at any time by the president or two (2) directors providing notice shall be given to all other members of the Board stating the purpose of the meeting and the time and place thereof at ample time prior to such meeting as well allow members sufficient notice to attend.

Section 3. QUORUM: At all meetings of the Board, 2/3 of the attendance or a simple majority shall constitute a quorum.

ARTICLE VII - COMMITTEES

Section 1. AUTHORIZATION AND APPOINTMENT: The Board shall authorize and define the powers and duties of all standing and special committees except those committees whose functions are set forth in these bylaws. The president shall appoint all committee chairs. The chair, when appropriate, may choose committee members. Committee appointments shall be for a period not to exceed the term of the appointing officer.

Section 2. AUTHORITY OF COMMITTEES: It shall be the function of the committees to make investigations, conduct hearings and to carry on such activities as may be delegated to them by the Board. Committee chairs shall report their findings to the Board of and to the general membership upon request.

Section 3. FORMAL ACTION: No committee shall make public any resolution or in any way commit the Chamber on a question of policy or on matters of public interest without first having received the approval of the Board.

Section 4. DISCHARGE OF DUTY: Special committees shall be discharged by the president when their work has been completed and their reports accepted or rejected, or when, in the opinion of the Board, it is deemed wise to discontinue the activities of the committee.

ARTICLE VIII - FINANCE

Section 1. GENERAL FUND: All monies received by the Chamber shall constitute a general fund unless otherwise designated by Board action. Any funds in excess of that amount necessary for operating expenses shall be maintained in an interest bearing account.

Section 2. BUDGET: Prior to each fiscal year, the president-elect shall appoint a budget committee to prepare a budget of anticipated revenues and expenses, which shall be submitted, to the Board for approval and revision if necessary.

Section 3. DISBURSEMENTS: Upon approval of the budget, the treasurer shall be authorized to make disbursements on the budget without additional approval of the Board. No payment in excess of \$500 shall be made on an item not in the budget without first submitting the request to the Board. The Board shall present the request to the general membership. A 2/3 vote of the members attending any general meeting will constitute a quorum for approving such expenditure. The treasurer shall prepare a report of income and expenditures for such periods as the Board may designate.

Section 4. AUDIT: An annual audit will be made no later than December 31 each year by an auditing committee appointed by the president.

Section 5. FISCAL YEAR: The fiscal year of the Chamber shall commence on January 1 and end on December 31 of each year.

ARTICLE IX - REFERENDA

Section 1. Upon written request to the Board, of ten (10) members in good standing, the Board shall submit a question by mail to the membership for a referendum vote. A brief statement of both sides of the question shall accompany the ballot for that vote. When so stated in the written request, action taken thereon shall be final and shall be binding to the Board.

Section 2. RETURNABLE: A referendum submitted to the membership shall be returnable within the number of days from the date of mailings as may be stipulated by the Board.

ARTICLE X - AMENDMENT

Section 1. METHOD OF AMENDMENT: These bylaws may be amended or repealed or new bylaws may be adopted as follows:
The Board shall submit the request for amendment to the general membership at a regular meeting. At the following regular meeting, a 2/3 vote of members attending shall constitute passage of the amendment.