

## **BY-LAWS**

### **HARRISBURG AREA CHAMBER OF COMMERCE**

#### **ARTICLE I – Name and Purpose**

This organization is incorporated under the laws of the State of Arkansas and shall be known as the Harrisburg Area Chamber of Commerce, Inc. In this document the organization shall hereinafter be referred to as “The Chamber”.

The principal business office of The Chamber shall be maintained in the City of Harrisburg, Arkansas, County of Poinsett.

The following are the purposes for which this organization has been organized:

- Serving as the leading pro-business organization to ensure all programs and services effectively contribute to the future growth of the Harrisburg Area Business Community
- Advancement of the civic, commercial, industrial, agricultural and tourism interests of the City of Harrisburg and the surrounding territory
- Providing leadership on major economic and social issues

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

#### **ARTICLE II - Membership**

##### **Section 1 - Application**

Any reputable person, sole-proprietor, association, corporation, partnership or estate having an interest in the objectives of The Chamber upon application and approval thereof by the Board of Directors, may be admitted to membership.

##### **Section 2 - Eligibility**

Applications for membership shall be on forms provided for that purpose and the application shall constitute an agreement to invest annually in The Chamber an amount in accordance with the applicable dues rate structure adopted by the Board of Directors and a pledge of adherence to all by-laws, rules and regulations of the organization.

##### **Section 3 - Dues**

Annual membership investments are due at the time of application. ~~and are effective from January 1st through December 31st of each year.~~ Membership renewal is on the 12-month

anniversary date of membership inception. Membership investments shall be at the rates or formula as may be from time to time prescribed by the Board of Directors.

#### Section 4 - Termination

Any member shall be expelled by the Board of Directors by a two-thirds vote for non-payment of membership investments after ninety (90) days from the due date, unless otherwise extended for good cause. Any member of the Chamber may voluntarily resign membership by notifying the Board of Directors in writing. Any member may be terminated by a two-thirds vote of the Boards of Directors 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. No portion of prepaid dues shall be refunded.

### **ARTICLE III - Meetings**

#### Section 1 – Regular and Special

There shall be a regularly scheduled meeting of The Chamber each month. The Board of Directors shall call special meetings to conduct Chamber business as deemed necessary. The standing committees shall meet when the necessity arrives and shall be empowered to transact such business as may rightfully come before The Chamber.

#### Section 2 – Board of Directors

The Board of Directors shall meet upon the call of the President or Vice-President. A majority of those directors elected by the membership shall constitute a quorum at all meetings of the Board of Directors.

### **ARTICLE IV – Directors and Officers**

#### Section 1 – Board of Directors

##### A. Directors

The Board of Directors of The Chamber shall consist of nine (9) members elected by the membership of The Chamber. Three (3) Directors shall be elected each year for a three-year term. The Board is responsible for establishing procedure, and formulating policy of the organization. They are also responsible for adopting all policies, and position statements of the organization.

##### B. Additional Ex-Officio Directors

The following individuals shall be entitled to serve as ex-officio members of the Board of Directors, without voting rights:

- The County Judge of Poinsett County, Arkansas
- The Mayor of Harrisburg, Arkansas
- Any member of the Arkansas Economic Development Commission, or its successor commission

## Section 2 - Officers

The officers of the Chamber shall consist of a President, Vice-President and Director of Operations. The terms of office for all officers shall be one (1) year.

### A. Duties of the President

The President shall preside at all meetings of the Board of Directors and shall perform all duties incident to his office and such action as might be deemed by him likely to increase the usefulness of The Chamber. He has the authority to appoint committees and set chairmen as necessary. He shall be an ex-officio member of all committees. In the absence of or inability of the President to act, the Vice-President shall perform the duties of the President.

### B. Duties of the Vice-President

It shall be the function of the Vice-President to perform the office of the President at the President's direction. In the case of resignation, death or disability of the President, the Vice-President shall execute all the duties of the President. The Vice-President will be an ex-officio member of all committees.

### C. Duties of the Director of Operations

The Board shall employ a Director of Operations and shall fix the salary and other considerations of employment. The Director of Operations shall perform the duties of a secretary/treasurer and shall be responsible for keeping a correct record of all meetings in a book belonging to The Chamber; all funds received by The Chamber and their proper disbursement; and perform other duties necessary as assigned by the Board of Directors. The Director of Operations will be an ex-officio member without voting rights.

### D. Duties of the Directors

All Directors of the Chamber shall be expected to attend all board meetings, both regular and special, to attend as many Chamber-sponsored functions as is practicable, and to otherwise act in the best interests of The Chamber at all times. Any Board member, who misses three (3) consecutive meetings of the Board of Directors without good cause shown, shall be deemed to have resigned his membership on the Board and his position may be filled immediately in accordance with ARTICLE IV, SECTION IV of these By-Laws.

## **ARTICLE V - Elections**

### Section 1 - Nomination of Directors

The Directors shall be nominated for election at large from the entire Chamber membership. A copy of the membership list and a separate ballot shall be mailed by November 1. Each member may nominate three (3) persons. The nominating ballot must be received in the Chamber office before noon on November 10. Of those nominated, the seven (7) with the highest number of votes, plus ties, shall be contacted by the Election Committee to determine their willingness to serve. Any who withdraw will be replaced by nominees receiving the next highest number of votes. The second ballot shall be mailed by November 15 to the entire Chamber membership. This ballot must be received in the chamber office by noon on November 25 to be counted. The newly elected Directors will be announced by the election Committee at the December regularly scheduled meeting.

An Election Committee shall be appointed by the President, constituting of one (1) Director and two (2) other members of the Chamber. No member of this committee shall serve on consecutive Election Committees. It shall be the responsibility of this committee to conduct the election in accordance with the By-Laws. The Election Committee shall count all ballots duly received from the Chamber members. Nominees receiving the highest number of votes shall be declared Directors. In the event of a tie vote, the winner shall be determined by lot under the direction of the Election Committee.

### Section 2 - Election of Officers

A President and Vice-President shall be elected by the hold over Directors of the existing Board and the newly elected Directors, meeting in joint session, at the next board meeting not over thirty (30) days after the election date. The incoming President shall be a Director of either the retiring Board or of the hold over Board. He shall have served at least one year as a Director before being elected President. The Vice-President shall be a Director of either the newly elected Board or the hold over Board. He shall have served at least one year as a Director before being elevated to the Presidency.

### Section 3 - Vacancies

Vacancies of the Board of Directors or among the officers shall be filled by a majority vote of the Board members present at any regular or special meeting. The person elected shall serve for the remainder of the unexpired term.

## **ARTICLE VI - Finances**

All money paid to The Chamber, shall be placed in a general operating fund. Upon approval of the budget, the Director of Operations is authorized to make disbursements on accounts and expenses provided for in the budget without additional approval of the Board of Directors. Two signatures shall be required on checks written on behalf of The Chamber. The required

signatures to be kept on file at the bank are: the President, the Vice-President and the Director of Operations.

The fiscal year of The Chamber shall close on December 31st. As soon as possible after election of the new Board of Directors and officers, the Budget Committee shall adopt a budget for the coming year and submit it to the Board of Directors for approval.

The Director of Operations shall be bonded by a sufficient fidelity bond in the amount set by the Board and paid for by The Chamber.

### **ARTICLE VII - Contributions**

Under no circumstances shall this organization contribute general fund monies to charitable causes, general fund raising campaigns or political issues and/or candidates.

### **ARTICLE VIII - Dissolution**

Upon the final dissolution of The Chamber for any reason, all assets and cash funds owned by or held by The Chamber shall be disbursed by the existing Board to a local non-profit organization.

### **ARTICLE IX – Indemnification Clause**

No member, officer or director of this Chamber shall be personally liable for its debts or other liabilities, and the private property of such individuals shall be forever and wholly exempt from any debts or liabilities of every kind and character of this corporation.

### **ARTICLE V - Amendments**

These By-Laws may be amended or altered by two-thirds vote of the Board of Directors, representing the membership of The Chamber, who may be present at any regular or special meetings, provided notice of the proposed change shall have been given to each member not less than ten (10) days prior to such meeting.

This revision of the Bylaws was officially adopted and approved by the Harrisburg Area Chamber of Commerce Board on March 15, 2011.

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David Owens,  
2011 Chamber President

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Mark Weston,  
2011 Chamber Vice-President