

CODE OF REGULATIONS OF THE O'SHAUGHNESSY DAM AREA MERCHANTS BUSINESS ASSOCIATION INC. DBA THE SHAWNEE HILLS CHAMBER OF COMMERCE REVISED AND APPROVED OCTOBER 21, 2008 FURTHER REVISIONS ON JANUARY 2013, AND MARCH 2016 AND AMMENDED APRIL 2017

ARTICLE ONE NAME

The name of the organization shall be THE O'SHAUGHNESSY DAM AREA MERCHANTS BUSINESS ASSOCIATION, INC., Herein after referred to as the" Corporation", DBA The Shawnee Hills Chamber of Commerce.

ARTICLE TWO PURPOSE

The purpose of THE O'SHAUGHNESSY DAM AREA MERCHANTS BUSINESS ASSOCIATION, INC. shall be to promote the common good and welfare of the people of this community and bring about civic betterment and social improvements. It shall provide corporate support for the promotion of business enterprises located near the O'Shaughnessy Dam. .It shall provide a forum for the consideration of other matters of community concern. It shall serve as a basis for cooperative efforts for the community improvement. It shall take cognizance of matters such as government, education, public utilities, public facilities (including streets sign sidewalks and lighting), public safety and protection, zoning and zoning variance, recreational and social endeavors, and any other matters of general community interest as it may be brought to the attention of the Board of Directors.

SHAWNEE HILLS CHAMBER OF COMMERCE MISSION STATEMENT

The Shawnee Hills Chamber of Commerce strives to promote a positive business atmosphere and environment for planned business growth and opportunity, and partnership and cooperation between the business community and residents and surrounding areas.

ARTICLE#3 ... ELIGIBILITY/MEMBERSHIP AND VOTING RIGHTS

Section#1...Eligibility

Any business, government entity, non-profit organization or individual eighteen (18) years of age or older.

Section #2...Membership

The term of membership is one year. Renewable on the first day of a new calendar year. Membership is not effective nor are voting rights conferred until the annual dues have been paid to the Treasurer of the Corporation. Whenever any member ceases to have the qualifications necessary for admission to membership in the corporation, then such membership rights are suspended and may be determined in accordance with these regulations.

Voting rights are restricted to one (1) vote per person or business entity.

Section #3 Membership Emeritus (Added April 2017)

The Shawnee Hills Chamber of Commerce offers membership at no annual fee to retired individuals over the age of 65 who no longer own or are receiving income from a business. Emeritus members must actively volunteer for the Chamber to have voting privileges and be elected to Board positions.

The Board and the membership will have the final approval for all Emeritus Membership requests.

ARTICLE #4...MEETINGS AND MEMBERS

Section#1...General/Annual Meeting

A general meeting of all members of this organization shall be held in the fourth quarter of each year. Directors and Officers shall be voted upon during this meeting. Monthly Board of Directors meetings are open to every member.

Section#2...Special Meetings

All special meetings of the membership may be called by (1) the president, or in his/her absence, death, or disability by the vice president, (3) or by three officers or Directors. A written notice designating the date, time and location of the special meeting and the subject(s) to be discussed shall be provided each member. Email or text messages will serve as notice of a meeting in place of postal mail

Section#3...Quorum

At any general meeting of the members, a quorum shall be deemed to exist if there are a minimum of five (5) members eligible to hold a Chamber office in attendance at said meeting.

ARTICLE #5...DIRECTORS

Section #1... Number of Directors

There shall be five directors. Three shall be elected (President, Vice President and Secretary). The Treasurer shall be appointed by the President with the approval of the board. In addition the immediate past president shall serve on the Board of Directors as a voting member. All Directors shall serve without compensation. The Directors shall be elected in the manner provided in ARTICLE 6, SECTION 1.

Section #2...Qualifications

No person shall be eligible to be a director of the Corporation unless they are a current member in good standing.

Section#3...Loss of Eligibility/Vacancy

In the event a duly elected director loses his/her eligibility to serve as a Director of this Corporation by the operation of the provisions of ARTICLE#5, SECTION#2, such person must resign immediately his/her position as Director and/or other offices. The remaining Directors shall appoint an eligible person to fill the vacancy and such person shall serve the remainder of the unexpired term and shall also assume any office which was held by the resigning Director.

Section #4...Meetings

Meeting of the Board of Directors shall be called by the president, vice president, or by any two (2) Directors. Three (3) Directors shall constitute a quorum. Any action taken by the Board of Directors shall be by majority vote of those Directors present, but the Board shall not take any action at a meeting unless a quorum is present. The Board of Directors may also take action in writing or via email or text message without a meeting of a majority of all Directors.

Section #5...Eligibility/Termination

The eligibility requirements for all Directors of the Corporation are set forth in Section 2 of this article. In the event any Director becomes ineligible to serve, he/she shall immediately resign and the Directors shall appoint an eligible person to serve the remainder of the unexpired term of the resigning office.

The directors may remove any director for cause. Cause shall consist of, but not be limited to, absence from meetings, failure to fulfill the duties for the officers, and/or conduct negatively reflected on the association. If the Directors believe removal may be necessary, the director shall be notified and provided an opportunity to address the Directors concerns. If the director is removed, the office shall be filled by appointment by the Directors.

ARTICLE #6...OFFICERS

Section #1...Number and Title

All officers of the Corporation shall be Directors. There shall be a President, Vice President, a secretary, a treasurer. Officers shall sever without compensation shall be elected by the general membership by a plurality vote of the quorum present at the election. The Treasurer shall be appointed by the Executive Committee. There shall not be any absentee voting. The Directors may provide for additional non-Director Committee Chairpersons positions as needed. Such positions shall be filled by the general membership. Such positions shall be filled only by those persons who shall satisfy the eligibility requirements set forth in ARTICLE 3, SECTION 1 AND 2.

Section #2...Term

The term of President and the Vice President shall be two (2) years, commencing January 1 of every other new year. The term of secretary and the Treasurer shall be one (1) year commencing January 1 of the New Year.

Section #3...Eligibility/Termination

The eligibility requirements for all offices of the Corporation are the same as for Directors. In the event any Officer becomes ineligible to serve, he/she shall immediately resign and the Directors shall appoint an eligible person to serve the remainder of the unexpired term of the resigning officer.

ARTICLE #7...ELECTION OF EXECITVE BOARD OF OFFICERS

Section #1...Election

Three of the Directors shall be elected by written ballot by a plurality of the voting members present at the annual election meeting to be held in the fourth quarter of each year. In the event of a tie, the winner shall be determined by lot. The Treasurer shall be appointed by the Board of Directors The fifth membership is filled by the Immediate Past President.

Section #2...Nominating Committee

The Directors may appoint a temporary Nominating Committee for each election held which shall be comprised of three (3) members. The Nominating Committee shall nominate at least one (1) person for each Directorship. The Nominating Committee shall contact each proposed candidate prior to placing his/her name on the ballot for the purpose of gaining the nominee's approval of the nomination. The slate must be completed and distributed to all members at least one week prior to the election. Additional nominations may be made from the floor.

ARTICLE #8...DUTIES OF OFFICES

Section #1...Duties of the President

The President shall exercise supervision over the other officers and the business of the Corporation. The President shall call and preside at all regular and special meetings of the Board of Directors; appoint all standing committees which shall function during the President's term of office, enforce and observe the regulations and rules of the Corporation and propose and recommend action which in the President's judgment is beneficial to the interest and welfare of the Corporation and its members. In addition, the President shall have such additional powers and duties as the Board of Directors may from time to time assign to the President.

Section #2 ... Duties of the Vice President

It shall be the duty of the vice president to act for the President and in the President's stead during the President's absence and shall have all the powers of the President in such event. But shall consult with the President by phone or text message before any vote is taken. Upon the expiration of the two (2) year term of the President, the Vice president shall automatically assume the office of the President for the following two (2) year term, provided that the vice president then is a member of the Board of Directors in good standing and is willing to serve.

Section #3...Duties of the Treasurer

It shall be the duty of the Treasurer to keep all financial records. The Treasurer shall be responsible for the safeguarding of all funds received by the Corporation, and for their proper disbursement. Such funds shall be kept on deposit in financial institutions approved by the Board of Directors, subject to checks signed by the Treasurer and any other officer. Two (2) signatures (The Treasurer and the President) are required on checks written for over three hundred dollars (\$300.00). The Treasurer shall cause a monthly financial statement to be made in writing to the members of the Board of Directors at board meetings. In conjunction with the Officers, the Treasurer shall prepare an annual proposed budget. The Directors may appoint or commission a separate member/entity to audit the books.

Section #4... Duties of the Secretary

It shall be the duty of the Secretary to keep a record of all proceedings of the Board of Directors, and to sign, along with the President, all directions to the Board of Directors of the Shawnee Hills Chamber of Commerce.

Section #5...Duties of the Immediate Past President

It shall be the duty of the Immediate past President to provide guidance by serving two (2) years after the Presidency. Further, the Immediate past President shall have voting privileges.

ARTICLE #9...DUES, EXPENDITURES

Section #1...Dues

Dues of the Corporation shall be fixed by the Board of Directors, who shall give due consideration to recommendations and reports from the Officers of Executive Committee. Any member, who fails to pay his/her dues within the designated time prescribed by the Directors, may be dropped from the rolls of the membership without notice. Dues are to be paid annually, or as otherwise determined by the Directors.

ARTICLE #10...FINAL DISTRIBUTION OF FUNDS OF CORPORATION

Section #1...In the event that the corporation is dissolved, the Board of Directors is charged with the distribution of funds, as agreed upon, to a non-profit entity.

ARTICLE #11...AMMENDMENTS

Section #1...Representation

Any proposed amendment to the Code of Regulations must be adopted by seventy-five percent (75%) of the members present at any general membership meeting, or any special meeting held for such a purpose.

Section #2...Notice

Written notice (either by paper or electronic device) of such proposed amendments shall be delivered to all members no less than seven (7) calendar days prior to the meeting at which the proposed amendments are to be voted upon. If an amendment to the Regulations is proposed from the floor of any general membership or special meeting that amendment shall be presented and voted upon at the next scheduled general membership or special meeting.