

# **Newcastle Chamber of Commerce By-Laws**

## **ARTICLE I. Name**

1.The corporate name of this organization shall be Newcastle Chamber of Commerce.

## **ARTICLE II. Objective**

1.The object of the Newcastle Chamber of Commerce shall be to promote the economic, commercial, industrial, and social welfare of the people of Newcastle, Oklahoma.

## **ARTICLE III. MEMBERSHIP**

1.Any person, association, corporation, partnership or estate may subscribe for membership in the Newcastle Chamber of Commerce. The minimum charge for membership in the Chamber and/or a schedule of rates for various categories of membership shall be set by a majority vote of the Board of Directors and shall be in effect from the time of such vote until changed by the Board.

2.Applications for membership shall be in writing, on forms provided by the Chamber, completed and signed by the applicant. Any applicant shall become a member upon payment of the investment as referenced in Article I, Sec. 1.

3.Any member who has not paid their membership dues within three months of the due date shall be automatically deleted from the rolls unless otherwise directed by a majority vote of the Board of Directors. The Executive Director shall notify such member by mail, in writing, at least ten (10) days before membership is to be dropped to give such member an opportunity to pay the dues that are in arrears.

4.Any member may be expelled by a majority vote of the Board of Directors after notice and opportunity for hearing for conduct unbecoming a member.

5.In the event of the death of a member, the Board of Directors shall cancel membership pledge as of the end of the year or time to which the pledge is paid. In the event a member leaves the community or in consideration of business ownership changes or reverses, the Board of Directors may cancel membership pledge.

6.The Board of Directors, in its discretion, may establish certain honorary membership positions to deserving individuals or organizations, with no membership fee.

## **ARTICLE IV. QUALIFICATION OF VOTERS**

1.Each member in good standing is entitled to one vote during any session/meeting of the Chamber.

2.Honorary members shall not be entitled to vote unless they pay the minimum membership fee.

## **ARTICLE V. BOARD OF DIRECTORS**

1.The government and policymaking responsibilities of the Chamber shall be vested in the Board of Directors, which shall control its property, be responsible for its finances and direct its affairs. The Board is the Chamber's legislative body. The Board of Directors helps determine and give approval to the programs of work and authorizes special activities. It considers and approves the general budget as well as the appropriation of funds for special purposes. It

determines the appropriate dues schedule necessary to provide adequate funding to sustain the program. It either appoints or approves the selection of committee personnel and devotes considerable time to reviewing committee reports and recommendations. It gives approved recommendations back to the responsible committees for action.

2. The Board of Directors shall be composed of Eleven (11) voting members elected for two-year terms and ex-officio non-voting members to include representatives on behalf of the City of Newcastle, Newcastle Public Schools, McClain County and Chief Executive Officers (or their designated representative) of accredited institutions of Higher Education with membership in the Newcastle Chamber of Commerce. Six (6) directors shall be elected in even-numbered years and five (5) directors shall be elected in odd-numbered. Board members may serve no more than three consecutive terms (six consecutive years, the "Maximum Term Limit"), where after a period of two (2) consecutive years shall pass before such person is re-eligible to serve again in such capacity. Should a board member resign before his/her term is complete, the person filling the remainder of the term shall only have their service count as a full term if the person serves a majority of the original two-year term.

3. A Nominating Committee composed of the Chair, two additional Board member and two at large members in good standing, none of whom shall be candidates, shall be appointed by the Chairman, with the approval of the Board of Directors, by August each year. The Nominating Committee shall recommend a slate of Board candidates, to replace the Directors whose regular terms are expiring, and present a slate of Officer Candidates to the Board of Directors prior to the October Board meeting. The Board of Directors shall elect Officers from their own body.

Notification. Upon receipt of the Nominating Committee report, the membership shall be notified by e-mail of the names submitted as candidates for Directors, and the right to nominate additional candidates for Directors provided their willingness to serve is confirmed. Nominations will be open until 10 days prior to the November Luncheon. Members in good standing may be nominated by notifying the Board of Directors or Executive Director.

Determination. If no additional candidates are nominated ten (10) days prior to the November luncheon, the nominations shall be closed, and the slate shall be declared elected at the annual meeting. If additional candidates are nominated a vote will be held by all members present at November luncheon.

4. All newly elected directors shall be seated at the regularly scheduled January meeting of the Board of Directors.

5. A member of the Board of Directors who shall be absent from three consecutive meetings, includes all board and executive board, shall be automatically removed from membership on the Board unless confined by illness or otherwise decreed by a majority vote of those voting at any meeting thereof.

6. Vacancies on the Board of Directors, including the elected officers, shall be filled by the Board of Directors by majority vote. In the case of a vacancy of a director, the Board of Directors shall meet within twenty (20) business days from the date of vacancy and elect a person to serve the remainder of the term of such director.

## **ARTICLE VI. OFFICERS**

1. The offices of Chairperson, Vice-Chairperson, Secretary, Treasurer and Officer at Large shall be the officers of the board.

2. Officers will be elected by a majority vote of the Board of Directors during the regularly scheduled **November Luncheon**. The vote shall be by secret ballot. Officers shall receive a majority vote to be elected. If a majority vote is not obtained, then the two candidates receiving the most votes for an office will have a run-off election to obtain a majority.
3. The officers elected shall take over at the **January Board meeting**. A full slate of officers shall be elected each year. An officer shall only hold the same position on the board for only two consecutive years.
4. Before a **director** may be a candidate for an **executive** office, they shall have served at least one **current full** year as a member of the Board of Directors.
5. All checks for payment of bills included in the Chamber budget shall be signed by any two of the current officers.
6. The duties of the officers shall be such as their titles, by general usage would indicate, and such as are required by law, and such as may be assigned to them respectively by the Board of Directors from time to time.
7. **The Board of Directors may, at its discretion, choose a Parliamentarian to assist with the meeting protocols of all Chamber meetings. By default, the Executive Director shall serve as Parliamentarian.**
8. In case of a vacancy of an officer, the Board of Directors shall meet within twenty (20) business days from the date of vacancy and elect a person to serve the remainder of the term of such officer.

#### **ARTICLE VII. MEETINGS**

1. At all regular membership forums, the majority of members' present shall constitute a quorum. Membership must be notified ten (10) days in advance of a special called forum meeting.
2. **The Board of Directors shall meet at regular periods.**
3. A special meeting of the Board of Directors may be called at any time by the Chairperson or by three (3) Directors, provided that when called other than by the Chairperson, a call shall be issued to each Director stating the purpose of the meeting not less than 24 hours preceding the meeting.
4. At all meetings, of the Board of Directors, a majority of the board shall constitute a quorum and voting shall be by Roll Call.
5. All questions of parliamentary procedure shall be settled according to Robert's Rules of Order when they are not consistent with the Constitution of By-Laws of this organization.

#### **ARTICLE VIII COMMITTEES**

1. **The Board of Directors may establish standing and special task force committees a necessary, defining membership, goals, and delegating responsibilities as needed.**
2. **At committee meetings a majority of the committee shall constitute a quorum. Committee chairs may be any member of the Chamber in good standing**

## **ARTICLE IX. FISCAL MANAGEMENT**

1. The fiscal year shall begin on January 1 and end on December 31 of each year.
2. An end-of-the-year annual statement shall be prepared and presented to the Board of Directors no later than the February Board Meeting.
3. An independent audit shall be conducted upon a majority vote of the Board of Directors.

## **ARTICLE X. OPERATIONAL MANAGEMENT**

1. The Board of Directors may employ an Executive Director and shall fix salary and other considerations of employment
2. Board of Directors shall evaluate Executive Director annually in accordance with the Newcastle Chamber of Commerce Policy.

## **ARTICLE XI. AMENDMENTS**

1. These By-Laws may be amended by majority vote of the members of the Chamber in good standing in attendance at any regular membership meeting, or any special meeting called for that purpose, provided that such amendments shall be plainly stated in the call for the meeting at which they are to be considered.
2. Due notice of amendments shall be given by publishing in the local newspapers **or email notification as attachment**, of meetings at which such amendments are to be considered must be made at least ten (10) days prior to the time of said meeting.

## **ARTICLE XII. DISSOLUTION**

1. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, distribute all assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an organization or organizations described in Section 501 (c) (6) of the Internal Revenue code, as the Board of Directors shall determine.

**AMENDMENTS:** Bylaw amendments duly approved by the membership on November 2005, November 2009, July 2010, March 2014 and February 2020. **June 2023**