

BY LAWS OF THE FAIRFIELD BAY AREA CHAMBER OF COMMERCE

ARTICLE 1

GENERAL

Section 1: Name

This organization is incorporated under the laws of the State of Arkansas and shall be known as Fairfield Bay Area Chamber of Commerce, Inc, hereinafter referred to as the "Chamber", and the location of its principal office shall be in the City of Fairfield Bay, Van Buren County, Arkansas at such place as designated by the Board of Directors.

Section 2: Purpose

The Chamber is organized to advance the general welfare and prosperity of the Fairfield Bay Area so that its citizens and business community prosper. Promotion shall be provided and particular attention and emphasis shall be given to the economic, civic, commercial, cultural, and educational interests of the area.

Section 3: Area

The Fairfield Bay Area or economic region shall include the City of Fairfield Bay, and the Counties of Van Buren and Cleburne and adjacent areas.

Section 4: Limitations of Methods

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.

Section 5: Notices of Meetings

Notices of any meetings, if in a comprehensible form, shall be effective in accordance with the provisions of the Arkansas Nonprofit Corporation Act, section 4-33-141.

ARTICLE 2

Membership

Section 1: Eligibility

Any Business owner, association, corporation, non-profit, partnership, or estate having an interest in the stated objection of the Chamber shall be eligible to apply for regular membership. Any person having an interest in the stated objective of the Chamber, not eligible to apply for regular membership may apply as an Associate Member.

Section 2: Election

Applications for membership shall be on forms provided for that purpose, and signed by the applicant. Election (acceptance) of members shall be by the Board of Directors at any meeting or by polled electronic communication. Any applicant so elected shall become a member upon payment of the regularly scheduled dues as provided in Article II, Section 3.

Section 3: Investments

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 in advance. First time member's dues are pro-rated for first year, to allow January to January cycle.

Section 4: Termination

(a) Any member may resign from the Chamber upon written request to the Board of Directors. (No dues to be returned to resigning members.)

(b) Any member may be expelled for nonpayment after sixty (60) days from the date due, unless otherwise extended for good cause.

(c) Any member may be expelled by two-thirds vote of the Board of Directors, at any regularly scheduled meeting thereof, 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.

Section 5: Voting

In any proceeding in which voting by members is called for, each member shall be entitled to one (1) vote.

Section 6: Exercise of Privileges

Any firm, association, corporation, partnership or estate holding membership shall designate, in writing, individuals or person whom the holder desires to exercise the privileges of membership covered by its subscriptions, and shall have the right to change its membership nomination upon written notice.

Section 7: Orientation

At regular intervals, orientation on the purposes and activities of this organization shall be conducted for the following groups: new director, officers and directors, committee chairmen, committees, and new members. A detailed outline for orientation of each of these groups shall be a part of this organization's orientation handbook. It shall be the responsibility of the program of Work committee to develop and continually maintain the orientation handbook.

Section 8: Alternate Membership

Distinction in public affairs shall confer eligibility to Alternate membership. Alternate members shall have all the privileges of members, except the right to vote. The board of Directors shall confer or revoke Alternate membership by a majority vote.

ARTICLE 3

Meetings of Members

Section 1: Annual Meetings

The annual meeting of the corporation, in compliance with the State Law, shall be held each year within one hundred and twenty (120) days following the close of the fiscal year of the Chamber. The time and place shall be fixed by the Board of Directors and each member will be notified in at least ten (10) days, but no more than sixty (60) days before said meeting.

Section 2: Special Meetings

Special meetings of the membership may be called by the President of the Board at any time, or upon petition in writing of ten percent (10%) of the members in good standing. Notice of special meetings, each member shall be notified.

Section 3: Quorums

At the annual meeting or any duly called special meeting of the members, ten percent (10%) of the members shall constitute a quorum.

Section 4: Agenda, Minutes

An advance agenda and minutes must be prepared for all meetings.

ARTICLE 4

Board of Directors

Section 1: Composition of the Board

The Board of Directors shall be composed of nine (9) elected and voting members. Terms to serve on BOD will be reviewed annually. If all members on BOD agree to stay and serve in the same capacity, all shall agree. If a member does not serve in a working capacity he/she may be voted off the BOD. Terms of three to six years are no longer applicable.

Additionally, the incoming President of the Board may appoint, subject to the approval of the Board, not more than two (2) additional alternate directors. The General Manager or their Designee of the Fairfield Bay Community Resort will serve on the board as a non-voting member, and the current Mayor of Fairfield Bay or their Designee shall be appointed each year (without vote.)

Additionally, the incoming President of the Board may appoint, subject to approval of the Board, a Treasurer without voting rights, if the position cannot be filled from the elected board members. The President has voting rights.

The government and policy-making 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.

Section 2: Selection and Election of Directors

(A) Publicity of Nominations. The Executive Director shall within ten (10) days notify the membership, and place it in the Lake Area Weekly News Paper.

(b) Nomination by Petition. Additional names of candidates for directors can be nominated by petition bearing the genuine signatures of at least ten (10%) percent of the members of the Chamber. Such petitions shall be filed with the Nominating Committee within ten (10) working days after the notice has been given the names of those nominated. The determination of the Nominating Committee as to the legality of the petition (s) shall be final.

(C) Procedure. If no petition is filed within the designated period, the nomination shall be closed and the Nominating Committee's slate of candidates shall be nominated for election. If a legal petition shall present additional candidates, the names of addition candidates shall be included and all candidates' names shall be arranged in alphabetical order. Instructions will be to vote for two (2) or three (3) candidates only. The Executive Director shall notify all active members at least fifteen (15) days before the regular November Board meeting.

(D) Judges. The President of the Board shall appoint, subject to the approval of the Board of Directors, at least three (3), but not more than five (5), judges who are not members of the Board of Directors or candidates for election. One will be designated Chairman. Such judges shall have complete supervision of the election, including the auditing of the ballots. They shall report the results of the election to the Board of Directors at the regular December Board meeting.

Section 3: Seating of New Director. All newly elected and appointed Board members shall be seated at the first regular monthly Board Meeting following the close of the fiscal year and shall be participating members thereafter. Retiring directors shall continue to serve until the beginning of the January Board meeting.

Section 4: Meetings of the Board of Directors. At the first meeting of the Board in the new fiscal year, the Board will determine the time and place of the regular monthly Board meetings for the year, at which time meetings may be held each quarter without further notice. Four meetings a year unless emergency meeting is called by President or Ex. Director.

Other meetings of the Board may be called be the President of the Board at any time, or upon petition of any three (3) members of the Board. Notice, including the purpose of other meetings, shall be given to the members of the Board at least five (5) days prior to such meetings.

Any member of the Chamber in good standing, wishing to meet with the Board, may attend a board meeting at the pleasure of the Board. Any such request should be made through the Executive Director, and the Executive Director may arrange for the matter to be placed on the agenda for that particular meeting.

Section 5: Vacancies.

A member of the Board of Directors who shall be absent from three (3) consecutive regular meetings of the Board of Directors shall automatically be dropped from the membership on the Board unless confined by illness or other absence by majority vote of those voting in any meeting thereof. Keep in mind we only have 4 meetings a year.

Section 6: Bylaws.

The Board of Directors is responsible for establishing the Bylaws of the organization. These Bylaws shall be maintained.

Section 7: Quorum

At any regular or duly called special meeting of the Board of Director five (5) voting members of the Board of Directors shall constitute a quorum.

Section 8: Indemnification

The Chamber shall, by resolution of the Board of Directors, provide for Indemnification by the Chamber of any and all current or former officers, directors, and employees against expenses actually and necessarily incurred by them in connection with the defense of any action, suit, or proceedings in which they, or any of them, are made parties, or a party, be reason of having been officers, directors, or employees of the Chamber, except in relation to matters as to which such individuals shall be adjudged in such action, suit, or proceedings to be liable for negligence or misconduct, in the performance of duty and to such matters as shall be settled by agreement predicted on the existence of such liability for negligence or misconduct, Adequate insurance coverage shall be maintained be the Chamber to insure compliance with this provision.

Section 9: Management

The Board of Directors shall appoint an Executive Director and shall fix the compensation and expenses to fill the position, and with such power and responsibilities as determined by the Board of Directors in keeping with the objectives and purposes of the Chamber.

ARTICLE 5

Officers

Section 1: Determination of Officers

At the first Board meeting following the election of the directors the Board of Directors shall meet and elect the following officers : President of the Board, Vice President, Secretary and Treasurer. The newly elected officers shall take office and serve more than one (1) year if no other member replaces them in the next election. All BOD's that are not Business members in good standing will automatically become Associate Members with the option to pay for that Associate Membership but not required. All BOD's will be required to attend three of the four business meetings, three of the four Business After Hour events and three of the four Chamber Events for the year. Failure to meet these requirements for attendance need to be submitted to the Board for a majority vote to approve a members failure to appear. Teleconferencing can be used if available if you are unable to attend a board meeting.

Section 2: Duties of Officers

A. President of the Board.

The President shall serve as the chief elected officer of the Chamber and shall preside at all meetings of the membership.

The President of the Board shall, with the advice and counsel of the Executive Director, assign Board members to specific divisional, or department responsibility, subject to Board of Directors approval.

B. Vice President.

The Vice President shall exercise the powers and authority and perform the duties of the President in the absence or disability of the President.

D. Secretary

The Secretary of the Board is appointed by the President. The Secretary takes minutes at the Board and Executive Committee meetings and prepares minutes to be distributed to the Directors.

Section 3: Executive Committee

The Executive Committee shall consist of the President, Vice President, Secretary and Treasurer. The Executive Director shall serve (without vote) as Secretary to the Executive Committee. The Executive Committee shall act for the Board of Directors between meetings of the Board or in absence of a quorum but shall be accountable to the Board for its actions. The President of the Board will serve as President of the Executive Committee.

Section 4: Indemnification

The Chamber may, by resolution of the Board of Directors, provide for indemnification by the Chamber of any and all of its officers as spelled out in Article IV, Section 8 of these bylaws.

Section 5: Executive Director

The Executive Director shall be the administrator and executive officer answering to the Board of Directors. To plan, organize, direct and control the Chamber's services, products, events, economic development and public policy activities for members and respond to the needs of its members within available and agreed upon financial resources.

Act as the primary spokesperson for the organization with direction from the Board of Directors.

Insure/engage in direct member contact.

Maintain effective and profitable operation for the Fairfield Bay Chamber of Commerce through use of volunteers, financial resources, and processes in order to fulfill the goals of the organization.

Maintain effective communication with the Board of Directors, Chamber members and other outside organizations and internal volunteers.

Work with the Board of Directors to prepare an annual budget, monthly balance sheet, and all other related financial documents to be presented monthly at Board of Directors meetings. Complete New Year budget before the January Board meeting. Prepared financials for Board meetings. Write checks for all bills or purchases make deposits, use Quick Books software. Prepare and required reports for State or Federal government.

Enlist and train volunteers to cover scheduled office hours. Serve as liaison to volunteer committees working with this position. Train volunteers for the Newcomers committee, front entrance, hospitality and visitor information, brochures, etc.

Recruitment of new members, engage existing members and retain renewing members. Delivery of information services to members via email, direct mail, and/or in-person.

Develop and maintain a collaborative working relationship between the Fairfield Bay Area Chamber of Commerce and other key business and Public organizations to foster a nurturing business environment for members.

Membership invoicing and keeping records of members. Ensure "After Hours" is implemented on a quarterly basis. Recruiting new members, leading and coordinating participation in new business ribbon cuttings.

Ensure that the Fairfield Bay Area Chamber website is updated: Events, membership roster, etc.

Serve as a leader in identifying and securing revenue generation opportunities that provide benefits to the members, as well as other key initiatives as needed by the organization.

To provide follow-up with collection efforts on all receivables for pending non-renewals or other financial obligations pledged to the Fairfield Bay Area Chamber; (i.e. sponsorships, tournaments, etc.)

To provide events/fundraising to offset the expenses of the Fairfield Bay Area Chamber; (i.e. July 4th Celebration, Easter Egg Hunt, Soup cook-off, Christmas Tree Lighting, Golf Tournaments.)

Assure the Board receives relevant and timely communication to enable the Board to operate at maximum effectiveness, coordinate all Board meetings, including development of the agenda, and execute the subsequent plans including the coordination of membership on Board Committees.

Develop and successfully implement the Fairfield Bay Area Chamber of Commerce's strategic plan and/or corresponding business plans as approved by the Board of Directors.

ARTICLE 6

Committees and Divisions

Section 1: Appointment and Authority

The President of the Board shall, with the advice of and counsel of the Executive Director and Vice President, determine all committees, select all committee chairs, assist in the selection of committee personnel and appoint the Secretary, subject to the approval of the Board of Directors. The President may also appoint a Treasurer if the elected directors do not have the financial expertise necessary for the position. All committee members and committee chairmen shall be members of the Chamber in good standing. The President of the Board may appoint ad hoc committees and their chairmen as deemed necessary to carry out the program of the Chamber. Committee appointments shall be at the will and pleasure of the President of the Board, and their terms shall run concurrently with the term of the appointing President of the Board, unless a different term is approved by the Board of Directors.

It shall be the function of the committee to make investigations, conduct studies and hearings, make recommendations to the Board of Directors, and to carry out such activities as may be delegated to them by the Board.

Section 2: Limitations 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 President of the Board when their work has been completed and their reports accepted, or when it is deemed wise to discontinue the committee.

Section 3: Committee Meetings

Committee meetings may be called at any time by the President of the Board, or by the committee's Chairmen.

Section 4: Testimony

Once committee action has been approved by the Board of Directors, it shall be incumbent upon the committee Chairmen or, in their absence, whom they designate as being familiar enough with the issue, to give testimony to or make presentations before, civic and government agencies.

Section 5: Divisions

The Board of Directors may create such divisions, bureaus, departments, councils, or subsidiary corporations as it deemed advisable to handle the work of the Chamber.

The Board shall authorize and define the powers and duties of all divisions, bureaus, departments, councils, and subsidiary corporations. The Board shall annually review and approve all activities and propose programs of such divisions, bureaus, departments, councils, or subsidiary corporations, including collection and disbursement of funds.

No action or resolution of any kind shall be taken by divisions, bureaus, departments, councils, or subsidiary corporations having bearing upon or expressive of the Chamber, unless approved by the Board of Directors.

Section 6: Contracts with businesses/persons outside the Chamber

President/Ex. Director shall appoint committee member of each event board, to see that a contract is supplied to business/persons where it is being held. Details of event, schedule, all media ads, moneys agreed upon, rules & regulations for both parties. All items on contract must be approved by both parties 2 to 3 months prior to event dates.

ARTICLE 7

Finances

Section 1: Funds

All money paid to the Chamber shall be placed in a general operating fund as dictated by generally accepted accounting policies and the law.

Section 2: Disbursements

Upon the approval of the budget, the Executive Director is authorized to make disbursements on accounts and expenses provided for in the budget.

Section 3: Fiscal Year

The fiscal year of the Chamber shall begin on January 1 each year and shall close on December 31.

Section 4: Budget

It shall be the responsibility of the Executive Director to prepare the budget, for presentation to the Board of Directors at the December meeting. Modifications shall be approved by the Board.

Section 5: Annual Audit

The accounts of the Chamber of Commerce shall be audited annually by an approved professional accounting firm as of the close of business on December 31. The audit shall at all times be available to members of the organization within the offices of the Chamber.

Section 6: Bonding

The Executive Director, and such other Officers and Staff, as the Board of Directors designated, shall be bonded by sufficient fidelity bond in the amount set by the Board and paid for by the Chamber.

ARTICLE 8

Dissolution Procedure

Section 1: Procedure

The Chamber shall use its funds to accomplish the objectives and purposes specified in these by laws 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 as defined in IRS Section 501(c) (3).

ARTICLE 9

Parliamentary Authority

The current edition of Robert's Rules of Order shall be the final source of authority in all questions of parliamentary procedures when such rules are not inconsistent with the articles of Incorporation or By-laws of the Chamber.

ARTICLE 10

Amendments

These bylaws may be amended by a two-thirds (2/3) vote of the Board of Directors, or by a majority of the members present at any regular or special meeting, provided the notice for the meeting includes the proposals for amendments. Any proposed amendments or allegations shall be submitted to the Board or the members in writing, at least ten (10) days in advance of the meeting at which they are acted upon.

ARTICLE 11

Enactment

These Bylaws shall be effective as of June 1, 2020, and supersedes all previous Bylaws.

President of the Board of Directors

Attest _____