

BY LAWS
of the
DESHLER CHAMBER OF COMMERCE

ARTICLE I – NAME

Section 1. This organization is incorporated under the laws of the State of Nebraska and shall be known as The Deshler Area Chamber of Commerce, hereafter referred to as the Chamber.

ARTICLE II – OBJECT

Section 1. The Deshler Chamber of Commerce is organized for the purpose of advancing the commercial, industrial, civic, and general interests of the City of Deshler, and its trade area.

ARTICLE III – LIMITATIONS OF METHODS

Section 1. The Chamber shall be nonpartisan and nonsectarian, and shall take no part in or lend its influence, either directly or indirectly, to nomination, election or appointment of any candidate for office in city, county, state, or nation, nor shall any meetings of a political nature whatsoever be held within the premises occupied by or under the control of the Chamber.

ARTICLE IV – MEMBERSHIP

Section 1. Any reputable person, association, corporation, partnership, or estate may subscribe to membership in the Deshler Chamber of Commerce.

Section 2. Membership dues shall be at such rate, schedule, or formula, and be payable in the manner and at the time or times as the Board of directors may by resolution direct.

Section 3. Voting Privileges: No member shall have more than one vote in any of the business of this corporation, and this vote must be cast by him or her personally and not by proxy.

Section 4. Members may be expelled by the Board of Directors for cause of nonpayment of dues or budget subscription within a reasonable time as fixed by the Board of Directors. No member may be expelled without the opportunity of a hearing

before the Board of Directors at a proposed time and place and after a reasonable notice. A two-thirds vote of all directors present shall be necessary to expel a member. An expelled member shall have the right to appeal to the entire Chamber and upon his/her written request, he/she must be allowed to make such an appeal at the next monthly meeting or special meeting within thirty days of such a request.

Section 5. The death, resignation, or expulsion of a member shall terminate his or her membership. The termination of a membership shall work a forfeiture of all interest of the member in and to the property of the corporation, and the member shall thereafter have no right thereto or any part thereof.

ARTICLE V – MEETINGS

Section 1. The regular annual meeting of this corporation shall be held on the second Tuesday in January of each year, at a place and time set by the President. Any special meetings may be called by the President upon his or her own initiative, or the resident may call them at the order of the Board of Directors, or upon a written request by fifteen members in good standing.

Section 2. The regular meeting of the Board of Directors shall be held each month at a time to be determined by and at such place as shall be designated by the President. Special meetings of the Board of Directors may be called at any time upon reasonable notice to the Directors by the President, stating time and place of such meeting and the object or objects thereof.

Section 3. The fiscal year of this corporation shall be September 1 to August 31. (*amended October 8, 1985 meeting*).

ARTICLE VI – BOARD OF DIRECTORS

Section 1. The government of the Chamber, the direction of its work and the control of its property shall be vested in a Board of Directors consisting of nine members, one-third of whom shall be elected annually for a term of three years, as hereinafter provided, and no member of the Board of Directors shall be eligible for re-election until after the lapse of one year from his/her term as director. Upon their election they shall meet, qualify and elect from their own number a President, Vice President, Secretary and Treasurer.

Section 2. A nominating committee of not less than three members shall be appointed by the President thirty days prior to the election, whose duty it shall be to nominate from the members of the Chamber twice as many members to be voted on for members of the Board of Directors as there are vacancies on the Board to be filled.

Section 3. The nominating committee shall mail to all members of the Chamber, ten days prior to the election, a ballot with the names of the nominees listed thereon. The ballot shall also have lines for write-in candidates. The members shall vote by making an "x" in a square on the ballot in front of the candidate's name. ~~The nominating committee shall include with the ballot mailed, a self-addressed stamped envelope in which the member shall return his ballot to the Chamber office.~~ Such ballots shall remain sealed until turned over to the committee.

(AMMENDED: 11/05/2013):Ballots will be distributed to eligible members by postcard and / or email. Ballots may be returned at the meeting or by dropping them off in town at the Designated Board Officer.

Section 4. The President shall appoint a counting committee of three members. Such counting committee shall total the results of the election votes and report in writing to the existing Board of Directors. A number of nominees corresponding to the number of Directors to be elected who receive the highest number of votes shall be elected.

Section 5. The Board of Directors shall meet at regular periods, the time to be fixed by the Board. Absence from three consecutive regular meetings, without an excuse deemed valid and so recorded by the Board of Directors, shall be construed as a resignation.

Section 6. A majority of the Board of Directors shall constitute a quorum at any meeting.

ARTICLE VII – OFFICERS

Section 1. The President shall preside at all meetings of the Chamber and Board of Directors, and perform all duties incident to this office. He/she shall, subject to the approval of the Board of Directors, appoint all committees and he/she shall be ex-officio member of all committees. He/she shall at the annual meeting of the Chamber, and at such other times as he/she may deem proper, commend to the membership of the Board of Directors such matters and make suggestions as may tend to promote the prosperity and increase the usefulness of the Chamber.

Section 2. The Vice President shall act in the absence of the President; and in the absence or disability of the two officers named (President and Vice President) a member of the Board of Directors shall be chosen to act temporarily.

Section 3. The secretary shall conduct the official correspondence, preserve all books, documents and communications and maintain an accurate record of the proceedings of the Chamber, the Board of Directors and all committees. He or she shall perform such duties as may be incident to his/her office, subject to the direction of the Board of Directors.

Section 4. The treasurer shall keep books of accounts and keep accurate financial records of the Chamber. It is the duty of the treasurer to make deposits of the receipts of the Chamber and make disbursements on accounts and expenses provided for in the budget and other expenses incurred by the Chamber, with the prior approval of the Board. He/she shall submit a financial statement and written report of the year's work at the close of the fiscal year.

ARTICLE VIII – COMMITTEES

Section 1. The Board of Directors shall authorize and define the powers and duties of all committees.

Section 2. The President shall appoint all committee chairmen, subject to confirmation by the Board of Directors.

Section 3. The Executive Committee, composed of four members of the Board, shall transact all routine business of the corporation, shall act for the Board in the interim between meetings, shall have authority to order disbursements for the necessary expenses of the corporation and audit the same for payments. The Executive Committee shall fix the salaries of all the appointed employees of the corporation. It shall have supervision of the rooms and property of the corporation; it shall submit at the meetings of the Board, reports of its actions or minutes of its proceedings for confirmation.

Section 4. The Executive Committee may refer matters brought before it to a proper standing committee which it may designate, or to the Board.

Section 5. The finance committee shall recommend and prepare the budget. The committee shall recommend, prepare and assess the dues of all members and cause any and all adjustments needed to be made thereto and submit all recommendations to the Board of Directors for approval. The committee shall cause to be audited annually the books and accounts of the Chamber at the close of business for the fiscal year and report its findings to the Board of Directors and to the membership. All recommendations for expenditures outside the budget shall be submitted to the Board of Directors for approval.

ARTICLE X – DISBURSEMENTS

Section 1. No disbursements of the funds of the Chamber shall be made unless the same shall have approval by the Executive Committee or the Board of Directors. All disbursements shall be made by check. Checks shall be signed by the Treasurer.

Section 2. Upon the approval of the budget, the Treasurer may be authorized to make disbursements on account of expenses provided for in the budget without an additional approval by the Board of Directors.

ARTICLE X – BUDGET

Section 1. As soon as possible after the annual meeting of each year, the finance committee shall compile a budget of estimated expenses, including a stated amount for each committee, and submit it to the Board of Directors. As passed by the Board, with or without modification, this budget shall be the appropriation measure of the Chamber. No committee may exceed its appropriation without the consent of the Board of Directors.

ARTICLE XI – FISCAL YEAR

Section 1. The fiscal year shall end the 31st day of August. (*Amended at October 8, 1985 meeting.*)

ARTICLE XII – AMENDMENTS

Section 1. These By-Laws may be abrogated or amended in whole or in part at any regular meeting of the Board of Directors by a two-thirds vote of all Directors, provided that notice of such proposed amendment shall have been presented to the Board of Directors at the previous regular meeting, and further, that a written notice of said amendment shall be mailed to each member of the Board of Directors within two weeks after the amendment has been proposed.

ADOPTED BY THE BOARD OF DIRECTORS AND MEMBERSHIP, DECEMBER 9, 1980.