

ARTICLES OF ASSOCIATION & BYLAWS OF THE JEFFERSON AREA CHAMBER OF COMMERCE

ARTICLE I – NAME & FISCAL YEAR

- Section 1: The name of this organization shall be the Jefferson Area Chamber of Commerce, hereinafter referred to as **JACC**.
- Section 2: The fiscal year of **JACC** shall be from January 1 of each year, ending on the 31st day of December.

ARTICLE II – PURPOSE & OBJECTIVES

- Section 1: The chamber will contribute to the community through: the promotion of existing businesses, recruitment and support of the new businesses, and the creation of a strong sense of community.
- Section 2: The **JACC** shall be nonpartisan and nonsectarian.

ARTICLE III – MEMBERSHIP

- Section 1: The members of the **JACC** shall consist of businesses residing in or doing business in the Jefferson-Scio area and who are interested in the purposes and objectives of the **JACC** and who have fully paid all stipulated dues prescribed for the then current fiscal year. Individual memberships are available for individuals not associated with a business.
- Section 2: **MEMBERSHIP APPLICATION:** Application for membership may be made by completing the regular membership application form of the **JACC**. Such application shall be signed by the applicant giving the name, address and indicating the business, position or profession. Any applicant admitted to membership automatically agrees to adhere to the Bylaws, rules and regulations of the **JACC**. All applications for membership shall be filed with the Treasurer.
- Section 3: **MULTIPLE MEMBERSHIPS:** Any member firm, association, or corporation may obtain additional "associate" memberships for individual employees by payment of the annual dues for each "associate" membership and by designating the person to whom the "associate" membership applies (e.g., Individual Realtors may have associate memberships when the realty office or firm has an active membership). Associate membership dues shall be 50% of full membership dues.
- Section 4: **VOTING RIGHTS:** Each member in good standing shall have one vote on each matter submitted to a vote of the members by the President.
- Section 5: **TERMINATION:** Membership in the JACC may be terminated for misrepresentation or illegal act, or upon written request of member, or non-payment of dues after 90 days unless extended or waived for good cause.
- Section 6: **HONORARY MEMBERSHIP:** An honorary membership may be offered to an existing member after two years membership in good standing, upon review of a

ARTICLES OF ASSOCIATION & BYLAWS OF THE JEFFERSON AREA CHAMBER OF COMMERCE

nomination form detailing the nominee's offering to JACC submitted by another member, and an affirmative vote of the general membership. Honorary membership shall be free, permanent and shall retain voting rights

ARTICLE IV – DUES & OTHER INCOME

- Section 1: **RATE:** The Executive Committee shall fix the amount of annual dues. Thirty days written notice of the revised dues schedule shall be given to the membership by publication in the minutes.
- Section 2: **WHEN PAYABLE:** Dues of members shall be payable upon application for membership and may be authorized by the Executive Committee in annual or semiannual installments. Business members joining after July 1 of each year will only be charged half of the annual dues if they hadn't been a member in the previous calendar year or a monthly prorated amount.
- Section 3: **OTHER INCOME:** No part of the net earnings will benefit any member or individual. The **JACC** is not organized for profit and will not engage in any activity that is ordinarily carried out for profit. Other income (any other than dues) will only be generated from activities substantially related to the exempt purpose.

ARTICLE V – MEETINGS

- Section 1: **GENERAL MEMBERSHIP MEETINGS:** Regular meetings of the general membership of the **JACC** shall be held at least monthly at the hour and day designated by the Executive Committee. Policy and fiscal decisions shall be made at general meetings. Additional requirements of general meetings include: meeting minutes, committee and financial reports.
- Section 2: **ANNUAL MEETING:** The annual meeting of the **JACC** shall be held during the month of November each year and shall have as an item of business, the election of officers for the following year.
- Section 3: **QUORUM:** Three members of the Executive Committee and any additional general members present at any properly announced meeting shall constitute a quorum.
- Section 4: **SPECIAL MEETINGS:** A special meeting of the Executive Committee may be called by the President whenever deemed necessary.

ARTICLE VI EXECUTIVE COMMITTEE STRUCTURE & RESPONSIBILITIES

- Section 1: **EXECUTIVE COMMITTEE:** The Executive Committee shall consist of the currently elected officers of **JACC**.
- Section 2: **SPECIAL MEETINGS:** A special meeting can be called by five per cent of the general membership for the purpose of recalling a current officer. An officer may be recalled

ARTICLES OF ASSOCIATION & BYLAWS OF THE JEFFERSON AREA CHAMBER OF COMMERCE

with a 2/3 written affirmative vote of the general membership if presented at a subsequent special meeting held within 30 days.

Section 3: **VACANCIES:** Any vacancy on the Executive Committee may be filled by the President, with the concurrence of the Executive Committee, and appointed from the membership of the **JACC** for the remainder of an expired term .

Section 4: **RULES:** The Executive Committee shall have power and authority to make, alter, amend and enforce rules regulating the use of the **JACC** properties. It shall have the power and authority to make, alter, amend, and enforce rules for its own government and shall have the power to decide all questions not governed or determined by the Articles of Association and the Bylaws.

Section 5. The minutes, books and records of account shall be open to inspection upon written demand of any member at any reasonable time for a reasonable purpose.

ARTICLE VII – COMMITTEES

Section 1: **STANDING COMMITTEES:** The Executive Committee shall authorize and define the powers and duties of all Special Committees and Standing Committees: The President shall appoint all chairpersons unless otherwise noted. An opportunity shall be provided for all members in good standing to volunteer for participation in all committee activities. Such bodies have no power to commit the **JACC** on any matter of general policy.

The terms of the committees shall be one year and run during the regular year of the **JACC**. The Standing Committees: may include but not limited to: Budget Committee, Nominating, Public Relations, Program, Membership, Government Affairs, and Tourism.

All resolutions, reports and other communications adopted by committees which reflect the attitude of the **JACC** shall first be approved by the Executive Committee before being made available either to the membership of the **JACC** or to the public, except such as shall be approved or authorized in advance.

Section 2: **BUDGET COMMITTEE:** The Budget Committee shall be chaired by the Treasurer, and have 2 other members appointed by the President in October. The Budget Committee shall receive and consider, prior to the beginning of each fiscal year, estimates of expenditures for the ensuing year, as prepared and filed by the Standing Committees. Upon completion of the budget the Budget Committee shall recommend to the Executive Committee a budget appropriating the funds and controlling the expenditures of the **JACC** during the fiscal year. This budget may be approved, amended or rejected by the Executive Committee. After the final adoption of the budget, no indebtedness shall be incurred or expenditures made contrary to the provisions thereof, unless approved by the Executive Committee.

Section 3: **NOMINATING COMMITTEE:** The President shall at the regular membership meeting in September announce a Nominating Committee consisting of three members of the **JACC** in good standing, one of whom shall be the Past President. The Nominating Committee shall indicate the date of its meeting. Any member of the **JACC** in good standing may submit suggestions for nomination to the committee prior to the date of such meeting.

ARTICLES OF ASSOCIATION & BYLAWS OF THE JEFFERSON AREA CHAMBER OF COMMERCE

METHOD OF NOMINATION: The Nominating Committee shall select nominees for each office to be elected from the membership. In selecting nominees, the committee shall endeavor to select diversified representatives of the membership.

Any member of the **JACC** in good standing may nominate a qualified member for any office, providing the person placing the name in nomination has previously obtained the agreement of the person so nominated.

REPORT OF NOMINATING COMMITTEE: The Nominating Committee shall announce to the membership the nominees at the regular November Membership meeting and these shall be printed in the announcement of the regular November meeting. Nominations from the floor may be added as provided above.

Section 4: **MEMBERSHIP COMMITTEE:** Promote and maintain a favorable image of **JACC** in the eyes of local committees. Prepare and submit media releases to the publicize **JACC** activities and achievements as required. Plan and prepare communication (meeting notices, newsletter) for the membership.

Section 5: **PROGRAM COMMITTEE:** Plan programs that will increase your member's productivity and income. Plan and develop programs for Chapter meetings consistent with the needs of members. Carry out program plans completing arrangements for speakers, panelists, round table leaders, etc. Evaluate programs' impact and success. Inform members of business opportunities and resources offered by the governmental agencies and nearby educational institutions.

Section 6: **PUBLIC RELATIONS:** The Public Relations Committee shall work to maintain a positive image for Jefferson-Scio businesses and perform activities to support the local businesses.

Section 7: **GOVERNMENT AFFAIRS:** The Government Affairs Committee shall follow legislative action and lobby as necessary for issues in support of **JACC**, offer job fairs for local schools, provide support or assistance for businesses with governmental regulation or policy issues, and support members in issues of community concern.

Section 8: **TOURISM:** The Tourism Committee shall take action to promote tourism to the Jefferson-Scio area.

ARTICLE IX – ELECTION OF OFFICERS

Section 1: **ELECTION BOARD:** The President shall confirm the Nominating Committee as an election board to act as judge of the election.

Section 2: **BALLOT:** The names of the candidates nominated shall be prominently displayed. Each office shall be balloted separately by secret ballot beginning with the office of Vice-President. Unsuccessful nominees for one office may be nominated from the floor as provided above for subsequent offices.

Section 3: **VOTING:** Members in good standing may vote in person or by proxy the first regular **JACC** meeting in November. Voting shall be by individuals only and no member shall

ARTICLES OF ASSOCIATION & BYLAWS OF THE JEFFERSON AREA CHAMBER OF COMMERCE

cast more than one vote. Persons to whom memberships have been assigned shall vote as individual members. Cumulative voting shall not be allowed. Results shall be announced immediately, in the local press, at the next regular meeting, and by publication in the Web page.

Section 4: **PROXIES:** Any member in good standing may appoint, in writing, any other member in good standing to vote on his behalf at the regular election meeting, providing that the member casting another's vote shall publicly announce to the meeting the name of the member in whose proxy he or she is casting votes.

Section 5: **DETERMINATION OF THE VOTE:** If a tie vote occurs in the election of any officer the position shall be decided by a toss of a coin.

ARTICLE X – OFFICERS

Section 1: **ELECTION:** The officers shall be elected by a vote of the general membership at the annual meeting. All of said officers must be members in good standing of the **JACC**. Officers shall serve for one year and may be reelected for not more than one additional consecutive term.

Section 2: **PRESIDENT:** The President shall preside at all meetings of the **JACC** and the Executive Committee and perform all duties pertinent to that office.

All deeds, mortgages, contracts and other instruments affecting the properties and operations of the **JACC** shall be signed by the President and countersigned by the Secretary when authorized by proper resolutions of the Executive Committee. Authority to sign the before mentioned instruments, in the name of and on behalf of the **JACC**, may also be delegated by resolution of the Executive Committee to some other suitable officer or employee of the **JACC**.

In case of death, resignation, absence or disability of any officer of the **JACC**, the Executive Committee may appoint an individual to perform the duties of such office until the disability has been removed or until the next meeting of the Executive Committee, then the vacancy shall be filled by election in the usual manner.

Section 3: **VICE-PRESIDENT:** The Vice-President shall act in the absence of the President; shall be a member of the Executive Committee, charged with the proper administration of the **JACC**; and shall perform such additional duties and assume such responsibilities as the President or Executive Committee may direct.

Section 4: **SECRETARY:** The Secretary shall serve as a member of the Executive Committee and shall perform such other duties as may be assigned by the President and prescribed in Section 2.

Section 5: **TREASURER:** The Treasurer shall serve on the Executive Committee and be responsible for verifying monthly financial reports to the Executive Committee. The Treasurer shall perform such other duties as may be assigned by the President.

ARTICLE XI – PARLIAMENTARY PROCEDURE

ARTICLES OF ASSOCIATION & BYLAWS OF THE JEFFERSON AREA CHAMBER OF COMMERCE

Section 1: The rules contained in the latest edition of Robert's Rules of Order shall govern the procedure of the **JACC** in all cases to which they are applicable, and in which they are not inconsistent with the Bylaws or the special rules of order of the **JACC**.

ARTICLE – AMENDMENT

Section 1: These Bylaws may be amended by a two-thirds (2/3) vote of the members of the Executive Committee through the following procedure:

- a) Following a study by a specially appointed committee, amendments shall be presented to each member of the Executive Committee, in writing.
- b) Not less than ten days thereafter, the Executive Committee shall vote on the proposed amendments, or may elect to submit the proposed changes to the next regular membership meeting.

ARTICLE XIII – DISSOLUTION

Section 1: **USE OF FUNDS:** The **JACC** shall use its funds only to accomplish its objectives. On dissolution of the **JACC**, 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 Executive Committee.

Revised 10/1/2007 Revised 11/18/2011 Final version 12/14/2011