

AMENDED AND RESTATED

BYLAWS OF THE

ROSE HILL

CHAMBER OF COMMERCE

Approved by the Executive Board

**AMENDED AND RESTATED
BYLAWS FOR THE REGULATION, EXCEPT AS
PROVIDED BY STATUE OR
ITS ARTICLES OF INCORPORATION,
OF THE ROSE HILL CHAMBER OF COMMERCE**

Article I - General

Section 1: Name. The Rose Hill Chamber of Commerce is incorporated under the laws of the State of Kansas and shall be known as the Rose Hill Chamber of Commerce.

Section 2: Purpose. The Chamber of Commerce is organized to promote the general welfare and prosperity of the area business community. The Rose Hill Chamber of Commerce mission statement is ***“to increase opportunities for businesses and advocate for our membership in matters related to business, government, and community relations.”***

Section 3: Limitation of Methods. The Chamber of Commerce shall observe all local, state and federal laws which apply to a nonprofit mutual benefit corporation organized under the laws of the State of Kansas.

Article II - Membership

Section 1: Eligibility. Any person, association, corporation or partnership having an interest in the objectives of this organization shall be eligible for membership.

Section 2: Dues. Membership dues shall be at such a rate or rates, schedule or formula as may from time to time be prescribed by the Executive Board or its delegates.

Section 3: Representation. Any person, association, corporation or partnership, upon becoming a member of the Chamber, may then designate an individual of said association, corporation or partnership to represent the association, corporation or partnership in writing in all matters concerning the Chamber.

Section 4: Ethics and Conduct. All members must conduct business fairly, impartially, and in an ethical and proper manner. Members must not engage in conduct or activity that may raise questions as to the Chambers honesty, impartiality, or reputation. Members must remain respectful and undisruptive during all Chamber meetings and events. Any member engaging in such conduct or acting disrespectful or disruptive will be subject to removal of membership upon approval of Executive Board.

Article III - Meeting of Members

Section 1: Place of Meetings. Meetings of members shall be held at any place designated by the Executive Board.

Section 2: Annual Meeting. The annual, regular membership meeting of the Chamber shall be held not less frequently than once per year. The annual meeting date, time and place shall be decided by the Executive Board.

Section 3: General Meetings. General membership meetings other than the annual meeting may be called by or at the direction of the Executive Board or the Chamber President. These meetings shall occur at least three (3) times a year. These meetings shall take place in January, July, and in October.

Section 4: Executive Board Meetings. The Executive Board shall meet monthly or meetings may be called by the President or upon the written request of three members of the Board. Notice shall be given to each

board member at least one day prior to the meeting. The business of the Chamber shall be conducted by the Executive Board and issues shall be decided by majority vote when a quorum of voting board members is present. The Board may hold a meeting by telephone conference call or other electronic means in which all persons participating in the meeting can hear each other. The notice of a meeting by electronic means conference must state the fact that the meeting will be held by electronic means as well as all other matters required to be included in the notice. Participation of a person in a conference call meeting constitutes presence of that person at the meeting.

Section 5: Special Meetings. Special meetings of members may be called by the Executive Board, the President, or by fifteen (15) percent or more of the members, by written request (except when called by the Board) delivered in person, mailed or by electronic communication. The request shall specify the time desired for the meeting, not less than thirty-five (35) or more than ninety (90) days after the receipt of the request, and shall also state the general nature of the business proposed to be transacted at the meeting.

Section 6: Notices of Meetings. All notices of meetings of members shall be mailed or emailed not less than 10 or more than 90 days before the date of the meeting. The notice shall state the general nature of the business to be transacted and shall specify that no other business may be transacted. The notice of any meeting at which directors are to be elected shall include the names of all persons who are nominees when such notice is given.

Section 7: Quorum. The presence of fifteen (15) percent of the voting power entitled to a meeting of members constitutes a quorum for the transaction of business at the meeting. The members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum, if any action taken (other than adjournment) is approved by the number of members required to constitute a quorum.

Section 8: Voting. Each member shall have one vote on each matter submitted to a vote of the members, and for each Executive Board vacancy to be filled at an election. If a quorum is present, the affirmative vote of the majority of the voting power represented at the meeting, entitled to vote, and voting on any matter (other than the election of Executive Board Members) shall be the act of the members, unless the vote of a greater number is required by law.

Section 9: Action by Written Ballot. Any action that may be taken at any annual regular meeting or special meeting of members may be taken without a meeting and without notice, if a written ballot is distributed to every member present and entitled to vote on the matter. Such distribution of written ballots shall be in the manner provided for giving notice of a meeting of members. The written ballot shall (i) set forth the proposed action, (ii) provide an opportunity to specify approval or disapproval of any proposal, (iii) provide a reasonable time, no less than fifteen (15) days, within which to return the ballot to the Chamber, (iv) indicate the number of responses needed to meet the quorum requirement, (v) state the percentage of approvals necessary to pass the measure submitted. A matter shall be approved by written ballot if the number of votes by written ballot received by the end of the meeting equals or exceeds the quorum required to be present at a meeting. Any written ballot received by the Chamber may not be revoked. The results of the written ballot shall be stated in the Chamber's next mailing/emailing to members.

Section 10: Agenda and Meetings. An agenda and minutes shall be prepared for all meetings of the Executive Board and the general meetings of the Chamber.

Section 12: Action Without a Meeting. Any action required or permitted to be taken by the Executive Board may be taken without a meeting if all members of the Board individually or collectively consent in writing to that action. Such action by written consent shall have the same force and effect as a unanimous vote of the Board. Such written consent or consents shall be filed with the minutes of the Board.

Article IV - Executive Board

Section 1: Duty of the Board. The Executive Board is responsible for establishing procedure, formulating and adopting policy of the Chamber. The Chamber of Commerce, direction of its work, the control of its finances and property and the control and direction of its officers and employees shall be vested in an Executive Board consisting of ten (10) members.

Section 2: Selection and Election of Directors. At a regular or special Board meeting and at least thirty-five (35) days prior to the election, the President shall appoint, subject to approval by the Executive Board, a Nominating Committee consisting of the Vice President and two (2) board members appointed by the President.

No later than twenty days (20) before the election, the Nominating Committee shall present to the President a slate of (number of vacancies) candidates to serve two year (2) terms to replace the directors whose regular terms are expiring. Each candidate must be an active member in good standing and must have agreed to accept the responsibility of a directorship. Upon receipt of the report of the Nominating Committee, the President shall notify members by mailing/emailing the names of persons nominated as candidates for Board Members. Within 10 (ten) days, members shall have the opportunity to submit additional names of candidates.

Additional names of candidates for directors can be nominated by petition bearing the genuine signatures of at least three (3) qualified members of the chamber. Such petition shall be filed with the Nominating Committee within ten (10) days after notice has been given of the names of those nominated. The determination of the Nominating Committee as to the legality of the petition(s) shall be final. If no petition is filed within the designated period, the nominating shall be closed and the nominated slate of (number of vacancies) candidates receiving sufficient votes to be elected shall be declared elected by the Executive Board.

Section 3: Membership Recruiter. The Membership Recruiter may be a general member of the Rose Hill Chamber of Commerce or a paid position working for the Rose Hill Chamber of Commerce. The Membership Recruiter shall identify and recruit new members, lead creative new member recruitment campaigns, and actively work towards retaining current members.

Section 4: Ballot. If a legal petition (as stated above in Section 2) shall present additional candidates, the names of all candidates shall be arranged on a ballot in alphabetical order. Instructions will be to vote for (number of vacancies) candidates only. The ballots shall be marked in accordance with instructions printed on the ballot and returned to the chamber secretary. The Executive Board shall at its regular monthly Board meeting declare the (number) candidates with the greatest number of votes elected.

Section 5: Good Standing. A member of the Executive Board must remain in "Good Standing" in order to remain on the Executive Board. As a requirement of "Good Standing" the member must have a membership paid in full and must own or represent a business, organization, or government entity

Section 6: Absences. A member of the Executive Board who shall be absent from three (3) consecutive regular meetings of the Executive Board without prior notice shall automatically be dropped from membership on the Board, unless confined by illness or other absence approved by a majority vote of those voting at any meeting of the Board.

Section 7: Meeting Place and Procedures. Meetings of the Executive Board shall be held at any place that is designated by the Board. Any meeting, regular or special, may be held without the physical presence of some Board Members.

Section 8: Special Meetings. Special meetings of the Executive Board for any purpose or purposes may be called at any time by the President or any two Board Members. Notice of the time and place of any special meetings of the Executive Board shall be given to each Board Member four (4) days prior by first

class mail or 48 hours notice delivered in person, by telephone or electronic communications. The notice need not specify the purpose of the meeting.

Section 9: Quorum. One-half (1/2) of the authorized number of Board Members is a quorum for the transaction of business. Every act or decision done or made by a majority of the Board Members present at a meeting duly held at which a quorum is present is the act of the Board, except as a greater or lesser number required by law. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Board Members, if any action taken is approved by at least a majority of the required quorum for the meeting.

Section 10: Waiver of Notice. The transactions of any meeting of the Executive Board, however called and noticed or wherever held, shall be as valid as though had at a meeting duly held after regular call and notice, if a quorum is present and if, either before or after the meeting, each of the Directors not present signs a written waiver of notice or a written consent to holding of the meeting or an approval of the minutes of the meeting. The waiver of notice or consent need not specify the purpose of the meeting. All such waivers, consents and approvals shall be filed with the Chamber records or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed duly given to any Director who attends the meeting without protesting, before or at the commencement of the meeting, the lack of notice to that Director.

Section 11: Adjournment. A majority of the Directors present, whether or not a quorum, may adjourn any meeting to another time and place. If the meeting is adjourned for more than 24 hours, notice of the adjournment shall be given before the time of the adjourned meeting to the Directors who were not present at the time of the adjournment.

Section 12: Action Without Meeting. Any action required or permitted to be taken by the Executive Board may be taken without a meeting if all members of the Board individually or collectively consent in writing to that action. Such action by written consent shall have the same force and effect as a unanimous vote of the Board. Such written consent or consents shall be filed with the minutes of the Board.

Section 13: Resignation. Any Director may resign, effective immediately or at a later time specified by the Director, by a written notice to the President, or the Executive Board. Notice of vacancy must be emailed to general members no less than 10 days after a Director's resignation and a member must respond with interest within 10 days of said notice. If the resignation is effective at a future time, a successor may be selected in advance to fill the vacancy when the resignation becomes effective.

Section 14: Vacancies. In the event of a vacancy among the elected directors, the President shall appoint a replacement subject to the approval of the Executive Board.

Section 15: Fees and Compensation. Directors and members of committees shall serve without compensation for their services. This shall not preclude any Board Member from serving the Chamber in any other capacity, as an officer, agent, employee, or otherwise, and receiving compensation for that service.

Article V - Officers

Section 1: Determination of Officers. Prior to or promptly after the annual election of the new directors, the Nominating Committee for Directors shall nominate a slate of officers for the next year. Officers to be nominated are: a President of the Board, Vice President, Treasurer, and Secretary. The Directors shall meet and elect the above officers. All officers must be members of the Executive Board. The President shall serve a term of two (2) years. All other officers shall serve for a term of one (1) year or until a successor assumes the duties of office and they shall be voting members of the Board.

Section 2: Duties of Officers.

(a) *President of the Chamber.* The President of the Chamber shall, subject to the control of the Executive Board, have general supervision, direction and control of the policies of the Chamber; shall preside at the

meetings of the Executive Board and of the members; shall be an ex-officio member of all Chamber committees; and shall exercise and perform such other powers and duties as may from time to time be assigned to him by the Executive Board or prescribed by these Bylaws. The President of the Chamber shall determine all committee members, subject to the approval of the Executive Board. The President is to serve as the primary spokesperson for the Chamber and external communications

(b) *Immediate Past President.* The Immediate Past President shall perform such duties as may be assigned to him/her by the President or the Executive Board.

(c) *Vice President.* The Vice President of the Board shall normally, but not necessarily, be elected as President in the year immediately following the year in which he or she serves as Vice President. In the absence or disability of the President, the Vice President shall perform the duties of the President, and when so acting shall have the powers of, and be subject to the restrictions upon, the President. The Vice President shall have such other powers and perform such other duties as from time to time may be prescribed by the President, the Executive Board, or these Bylaws.

(d) *Treasurer.* The Treasurer shall be responsible for the safeguarding of all funds received by the Chamber and for their proper disbursement. Such funds shall be kept on deposit in financial institutions, or invested in a manner approved by the Executive Board.

(e) *Secretary.* The Secretary shall: Take minutes of the meetings of the members and of the Executive Board and keep the minutes as part of the corporate records, maintain custody of the corporate record and perform duties as assigned by the President or by the Executive Board.

Section 3: Executive Board. The Executive Board shall be composed of the President of the Board, Immediate Past President, Vice President, Treasurer, and Secretary, and up to five (5) members of the Executive Board who shall be appointed by the President, subject to the approval of the Executive Board. The Executive Committee shall be available on the call of the President to assist and advise the President.

Article VI - Committees

Section 1: Appointment and Authority. The President of the Board, with the approval of the Executive Board, shall appoint all committees. The President may appoint such committees as are deemed necessary to carry out the programs of the Chamber. It shall be the function of committees to conduct investigations and studies, hold hearings, make recommendations to the Executive Board, and to carry on such activities as may be delegated to them by the Board.

Section 2: Limitation of Authority. No action by any member, committee, 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 Executive Board, or unless the Executive Board vests authority upon such committee to take action. Committees shall be discharged by the President of the Board when their work has been completed and their reports accepted, or when, in the opinion of the Executive Board, it is deemed wise to discontinue the committees.

Section 3: Committee Funds. Money raising or self-funding events planned during the year by committees must have prior approval of the Executive Board. All funds collected and expended for such events must be deposited/paid by the Chamber. Committee fund balances are treated as restricted or unrestricted assets of the chamber and are not the property of individual committees

Article VII - Finances

Section 1: Funds. All money paid to the Chamber shall be placed in a general operating fund except that money subscribed or contributed for a special purpose shall be placed in a separate account for such purpose. All money paid to the Chamber shall be hand delivered to the Chamber Treasure, submitted online, or mailed to P.O. Box 375 Rose Hill, KS 67133

Section 2: Disbursements. Upon approval of the budget, the President and/or Treasurer is authorized to make disbursements on accounts and expenses provided for in the budget without additional approval of the Executive Board. Recommendations for expenditures outside the budget shall be submitted to the Executive Board for approval. Disbursements shall be by check that shall be signed by the President for payments not to exceed the amount provided for in the Chamber's policies and procedures or established by resolution of the Executive Board. All other checks shall be signed by the President and countersigned by an officer who has been authorized by the Executive Board or by two officers.

Section 3: Fiscal Year. The fiscal year of the Chamber shall end December 31.

Section 4: Budget. The Executive Committee shall adopt a budget for the coming fiscal year and submit it to the Executive Board for approval at its regular meeting in December.

Section 5: Fidelity Bond. If the Board so chooses, the Executive Board and such other officers and staff as the Executive Board may designate, shall be bonded by a sufficient fidelity bond in amounts set by the Board and paid for by the Chamber.

Section 6: Maintenance and Inspection of Articles, Bylaws and Other Chamber Records. A copy of the Chamber's Articles or Incorporation and Bylaws, as amended to date, shall be maintained in the office of the Chamber Secretary and/or in an online file for a period of no less than 24 months and shall be open to inspection by any member at all reasonable times during office hours. The Chamber's books and records of accounts and minutes of the proceedings of its members, Executive Board and committees of the Board shall be kept in the Office of the Chamber Secretary. The minutes shall be kept in written form and the books and records of accounts shall be kept either in written form or in any other form capable of being converted to written form. The minutes and books and records of account shall be open to inspection upon written demand of any member at any reasonable time during office hours, for a purpose reasonably related to the member's interest as a member.

Article IX - Dissolution

The Chamber shall use its funds only to accomplish the objectives and purposes specified in these Bylaws, and no part of said funds shall 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 or qualified charitable, educational, scientific or philanthropic organizations to be selected by the Executive Board that is exempt from income taxes under Section 501 (c)(3) of the Internal Revenue Code.

Article X - Amendments

These Bylaws may be amended or altered by a two-thirds vote of the Executive Board, or by a majority of the members at any regular or special meeting, providing the notice for the meeting includes the proposals for amendments or alterations and they 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 to be acted upon.