

LeClaire Chamber of Commerce By-Laws

Article I

NAME AND PLACE OF BUSINESS

Sec. 1. Name. The name of this corporation shall be LeClaire Chamber of Commerce, hereinafter referred to as the "Corporation."

Sec. 2. Principal Place of Business. The principal place of business of the Corporation shall be at LeClaire in Scott County, Iowa.

Article II

OBJECTIVES AND PURPOSES

Sec. 1. Objectives and Purposes. The objective of this Corporation shall be to build a healthy economy, while promoting and nurturing the quality of life in historic LeClaire. The Corporation is a voluntary partnership of area businesses, organizations and individuals. The Corporation is empowered to do each and everything necessary, suitable and proper to promote, advance and foster the retail, industrial, agricultural and civic development of the City of LeClaire and surrounding area.

Article III

MEMBERSHIP

Sec. 1. Qualifications. Any and all businesspersons, professional firms, individuals, associations or corporations serving the greater LeClaire Iowa area may make application to be eligible for membership in this Corporation.

Sec. 2. Applications. Applications for membership shall be made in writing or electronic form to the Board of Directors. Applications may be approved at any regular meeting of the Board of Directors by a two-thirds vote of the members of the Board present.

Sec. 3. Limit. Any person, firm, association, organization, or corporation admitted for membership shall be entitled to one (1) vote in the Corporation.

Sec. 4. Termination. Membership shall terminate on the death of a member or written resignation duly accepted by the Board of Directors. The Board of Directors may also terminate a membership by two-thirds (2/3) vote of the Board of Directors present at a regular Board meeting.

Sec. 5. Special Membership. A special public service membership shall be available for ministers or church representatives, school authorities, police chief, postmaster and fire chief. Dues payable for these memberships shall be determined by the Board of Directors.

Article IV

DUES AND PAYMENT

Sec. 1. Dues. The Board of Directors will determine the regular dues for membership. Any changes to the dues schedule shall be approved by a majority of members present at the annual meeting.

Dues shall be payable annually, thirty (30) days after the Annual Meeting of each year. The structure may be adjusted by the Board of Directors upon a two-thirds (2/3) vote of the entire Board at any regular meeting.

Sec. 2. Delinquent Dues. Any member whose dues are sixty (60) days in arrears shall be considered a delinquent member, without voting privileges, and may be subject to termination as herein above provided.

Sec. 3. Liability. Each member shall be liable for dues until the President or Secretary has received their written resignation.

Sec. 4. Pro-ratio. Members joining during the year shall have the dues owing pro-rated on a monthly basis.

Article V

MEETINGS

- Sec. 1. Annual Meeting.** The annual meeting of the membership of the Corporation shall be held at LeClaire, Iowa in January or February of each year, for the purpose of announcing Board members and for the transaction of such other business as many come before the meeting.
- Sec. 2. Regular and Special Meetings.** The Board of Directors shall provide for the regular meetings of the membership of the Corporation by Board rule. A special meeting of the Board of Directors shall be held upon a vote of a majority of the Board members or one-third of the members of the Corporation. In the event of such vote, a special meeting shall be called by the President of the Corporation.
- Sec. 3. Notice.** Notice of special meetings of the Board of Directors shall be given to each member of the Board by written or electronic notice at least five (5) days prior to said meeting. All members of the Corporation shall be given five (5) days written or electronic notice of all special meetings of the membership. No notice of the regular meetings of either the Board of Directors or membership shall be necessary.
- Sec. 4. Quorum.** More than half of the Board of Directors members shall constitute a quorum of the Board of Directors and shall also constitute a quorum at any regular or special meeting of the membership for the purpose of transacting any business which may come before said meeting.
- Sec. 5. Vote.** Each member of the Corporation is entitled to one (1) vote and each member of the Board of Directors is entitled to one (1) vote at their respective meetings. The majority of the votes cast shall be decisive, except as otherwise provided herein.

Article VI

Board of Directors

- Sec. 1. General Powers.** The government of the Corporation and the direction of its work shall be vested in a Board of Directors consisting

of an odd number of members between five (5) and eleven (11), with no more than one (1) from any firm, business, association or corporation; and each year, the Board of Directors shall determine the actual number of Board of Directors positions to be filled. The President of the Corporation will also serve as a director. The members of the Board of Directors, (DELETE: with the exception of the President of the Corporation,) shall serve for a period of two (2) years. The terms shall be staggered to allow for continuity of experience, and any member is eligible for renewal. Election of any board members will be done electronically or by mail prior to the annual meeting each year.

- Sec. 2. Meetings.** An annual meeting of the Board of Directors shall be held immediately following the regular meeting of the Corporation at the same location. Further, the Board of Directors may provide by their rules or resolutions at the time and place for holding additional regular meetings without notice to said members of the Board, providing the Board of Directors shall meet once a month, and may elect to forego two (2) meetings within any calendar year. Individual Board Members shall attend at least two-thirds of the regularly scheduled Board of Directors meetings, per year.
- Sec. 3. Special Meetings.** Special meetings of the Board of Directors may be called at the request of any of the officers of the Corporation or any two Directors.
- Sec. 4. Quorum.** A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. At other regular meetings or special meetings called with due notice, the majority of the Board of Directors at such regular or special meeting shall constitute a quorum, being more than one-half of the Board of Directors, for the transaction of business at any such meeting, unless the act of a greater number is required by law, by the Articles of Incorporation or by amendment to these by-laws.
- Sec. 5. Vacancies.** If a vacancy occurs on the Board of Directors, it may be filled by the affirmative vote of a majority of the Directors called to a regular or special meeting and the Director so elected shall fill the unexpired term of the Director being replaced.

Article VII

OFFICERS

- Sec. 1. Nominations.** A nominating committee of not less than three (3) members shall be appointed by the President of the Corporation at least one (1) month prior to the election of the Board of Directors who duty it shall be to nominate from the membership of the association as many members to be voted on as there are vacancies to be filled. Said nominating committee shall file a slate of the nominees recommended with the Secretary not later than fifteen (15) days before the election. Any member can make other nominations from the floor or by filing the name of the nominee with the secretary prior to the regular annual meeting of the membership.
- Sec. 2. Number.** The principal officers of the Corporation shall be a President, Vice-President, Secretary and Treasurer. The Board of Directors shall elect each of them. Other officers and assistant officers as may; be necessary shall be elected and appointed by the Board of Directors. The same person shall hold no more than one office. The Board of Directors may also appoint an Executive Secretary whose duties shall be to (sequence changed for clarification) direct and arrange the affairs of the Chamber that promote business, industry and community improvements; that promote public relations between the Chamber, its members and the community; and record and type all minutes of the Chamber's meetings;
- Sec. 3. Election and Term of Office.** The officers of the Corporation shall be elected annually by the Board of at the first meeting of the Board of Directors held after each annual meeting of the membership or immediately thereafter at the same location. All voting shall be by written or electronic ballot and each officer shall hold office until his successor shall have been duly elected and qualified.
- Sec. 4. Removal.** The Board of Directors, at a Board meeting, may remove by a two-thirds majority of the quorum, any officer or assistant officer elected or appointed by the Board of Directors whenever, in its judgment, the best interest of the Corporation will be served thereby.

- Sec. 5. Vacancies.** A vacancy in a principal office because of death, resignation, removal, disqualification or otherwise, shall be filled by the Board of Directors for the unexpired portion of the term.
- Sec. 6. President.** The President shall be the principal executive officer of the Corporation subject to the control of the Board of Directors. The President shall preside at all meetings of the Chamber and of the Board of Directors and perform all duties incident to this office. The President shall, subject to the approval of the Board of Directors, appoint all committees and he/she shall have dual authority with one other officer to sign, execute and acknowledge, on behalf of the Corporation, all deeds, mortgages, notes, contracts, leases and all other documents or instruments as authorized by the Board of Directors. The President shall be entitled to vote on all matters presented to the Board of Directors.
- Sec. 7. Vice President.** In the absence of the President or in the event of his/her death, inability or refusal to act, the Vice-President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. When acting in such stead, the Vice President shall be entitled to vote on all matters presented to the Board of Directors.
- Sec. 8. Secretary.** The Secretary shall, in the event an Executive secretary is not hired by the Board of Directors, keep the minutes of the Board of Directors' meetings, see that all notices are duly given in accordance with the provision of the by-laws or as required by law, be the custodian of the corporate records, conduct all official correspondence and communications and keep all books of the account and membership records. In the event an Executive Secretary has been hired, the secretary shall assist the Executive Secretary in such duties.
- Sec. 9. Treasurer.** The Treasurer shall receive and disburse all funds and keep the books and accounts of the Corporation. All disbursements shall be made by check or ACH/ automatic payment, and signed by the Treasurer and any signer authorized by the Board of Directors. The Treasurer shall make a report to the Board of Directors monthly and perform any and all other duties and exercises as from time to time may be delegated and assigned to him/her by the President of Board of Directors.

Sec. 10. Assistants and Acting Officers. The Board of Directors has the power to appoint any person to act as Assistant to any officer, or to perform the duties of such officer whenever, for any reason, it is impracticable for such officer to act personally; and such assistant or acting officer so appointed by the Board of Directors shall have the power to perform all the duties of the office to which he/she is so appointed to act, except as such power may be otherwise defined or restricted by the Board of Directors.

Effective: January 24, 2009.

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