

**BYLAWS of
THE SAYRE CHAMBER OF COMMERCE, INC.
SAYRE, OKLAHOMA**

Complete with revisions and current as of April 13, 2018

ARTICLE I—GENERAL

Section 1: Name

The organization is incorporated under the laws of the State of Oklahoma as a not-for-profit organization and shall be known as the Sayre Chamber of Commerce, Incorporated, hereinafter referred to as the “Chamber”.

Section 2: Location

The office of the Chamber shall be located at 210 N. Broadway, Sayre, Oklahoma, or at such other place as the Board of Directors determine.

Section 3: Purpose

The Chamber is organized for the purpose of advancing and publicizing the commercial, economic, industrial, civic, cultural, educational quality of life and general interest of the City of Sayre and its surrounding trade area.

Section 4: Limitation of Methods

(a) The Chamber shall be non-partisan and non-sectarian, and shall take no part in or lend its influence or facilities, either directly or indirectly, to the nomination, election or appointment of any candidate for any office at the city, county, state or national level, nor shall any meetings of a political nature be held under the sponsorship of the Chamber, unless the same be non-partisan in nature.

(b) The Chamber shall observe all local, state, and federal laws which apply to a non-for-profit organization as defined in Section 501(c)6 of the Internal Revenue Tax Code.

ARTICLE II—MEMBERSHIP

Section 1: Eligibility

Any person, organization, corporation, partnership or estate having an interest in the purposes and objectives of the Chamber shall be eligible for membership.

Section 2: Membership

All memberships in the Sayre Chamber of Commerce shall be sustaining memberships. Once a firm or person becomes a member, the firm or person shall continue to be a member until membership is terminated by resignation or action is taken as provided in Section 4 or Section 5 of this Article.

Section 3: Membership Investments

All applicants become members only upon payment of the membership investment. Membership investments shall be prescribed by the Board of Directors and are payable yearly. Members must be current in their membership investments in order to receive the full benefits of membership. Any member issuing a bogus check for fees of any kind to the Chamber shall be immediately suspended. Suspension may be lifted upon payment of the bogus check with cash or money order.

Section 4: Resignation

Any member may resign from the Chamber upon written resignation to the Board of Directors.

Section 5: Expulsion

Any member may be expelled by a three-fourths vote of all the duly qualified members of the Board of Directors, at a regular or special meeting thereof, for conduct unbecoming a member or prejudicial to the purposes, objectives or best interest of the Chamber, after notice

and opportunity for hearing are afforded the member. Conduct unbecoming a member is defined as any behavior in direct opposition the Members Code of Ethics, Article II, Section 7.

Section 6: Vote

Each member shall be entitled to one vote at any meeting of the Chamber. Any corporation, partnership, or unincorporated entity shall select one person to represent them at the meetings of the membership.

Section 7: Member Code of Ethics

For the purpose of promoting its purposes and objectives and in order to encourage high ethical standards among its membership, members of the Sayre Chamber of Commerce voluntarily agree to:

1. Conduct business affairs with professionalism, skill, honesty and integrity,
2. Comply with the rules and regulations prescribed by law and government agencies for the health, safety and welfare of the community,
3. Keep informed regarding public policies and other essential information which affect their businesses,
4. Promote the good of the community and recognize the dignity and worth of all individuals,
5. Maintain high standards of character, conduct, and speech towards their customers, employees and neighbors,
6. Avoid any posts on social media, be it business or personal pages, which promote negativity towards any business or citizen, the Sayre Chamber of Commerce, or the City of Sayre.
7. Maintain high integrity when using social media of any kind.

ARTICLE III—MEETINGS

Section 1: Membership Meetings

(a) The annual meeting of the members of the Chamber shall be held within sixty (60) days after the close of the calendar year at a time and place fixed by the Board of Directors, and notice thereof shall be announced in area newspaper(s) and/or by mail, Chamber website or social media at least ten (10) days prior to the meeting.

(b) Special meetings of the members of the Chamber may be called at any time by the President, or upon petition in writing of any fifteen (15) members in good standing, or by a majority of the Board of Directors. Notice of special meetings shall be posted on the Chamber website at least five (5) days prior to such meetings. It is the responsibility of each member to consult the Chamber website regularly to stay abreast of meetings and activities.

Section 2: Board of Directors Meetings

(a) Regular meetings of the Board of Directors shall be held monthly at a place fixed by the Board of Directors.

(b) Special meetings of the Board of Directors may be called by the President, or by three (3) members of the Board.

(c) Notice of Board meetings shall be given by email, text or social media to each Board member at least three (3) days prior to any meetings.

Section 3: Committee Meetings

Meetings of committees may be called at any time by the President or the committee chairman. Notices of meetings shall be given by email, text or social media to each committee member at least three (3) days prior to any meeting.

Section 4: Quorums

(a) At any regular or special membership meeting, fifteen (15) members in good standing shall constitute a quorum.

(b) At any meeting of the Board of Directors a majority of the elected and ex officio members shall constitute a quorum.

(c) At any meeting of a committee a quorum shall be a majority of committee members, unless there are more than nine members on the committee, in which case five (5) members shall constitute a quorum.

Section 5: Procedures

All meetings shall be governed by and conducted according to the latest edition of Robert's Manual of Parliamentary Rules.

ARTICLE IV—BOARD OF DIRECTORS

Section 1. Governance

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 the management of its finances and direct its affairs. All members of the Board of Directors are expected to attend all regular and special meetings of the membership and of the Board and to participate in events sanctioned by the chamber.

Section 2: Composition of the Board of Directors

The Board of Directors shall have a minimum of five (5) and maximum of nine (9) elected members in good standing. They are to be elected annually as hereinafter provided, to serve three (3) years, or until their successors are elected and qualified. No member shall be eligible to serve as an elected Board Member for a period of one (1) year after serving a full 3-year elected term as director.

Section 3: Voting Board Members

The elected officers and immediate Past-President of the Chamber shall serve as ex-officio members of the Board of Directors, with all rights as voting members. All Board Members serving elected terms on the Board shall have voting rights.

Section 4: Nominating Committee

At the regular October meeting of the Board of Directors the Chamber President shall appoint a nominating committee of five (5) members, two (2) of whom shall be retiring Board Members and two (2) of whom shall be members who are not Board Members and one (1) chosen by the Chamber Vice-President/Secretary. The President shall designate one member as chairman. None of the committee shall be eligible for nomination and all shall be members in good standing.

Section 5: Report of Nominating Committee

At the regular November meeting of the Board of Directors, the Nominating Committee shall present to the Board the names of nominees for Board of Directors. The number of nominees will correspond to the number of Board Members rotating off at the end of the year. Each nominee must be an active member of the Chamber in good standing.

Section 6: Notification of Membership

Upon receipt of the report of the Nominating Committee, the Chamber President shall immediately notify the membership of the names of the nominees by local newspaper(s) and on the Chamber website. This will serve as notification to the membership of their right of petition as set forth in Section 7.

Section 7: Rights of Petition

(a) Additional candidates for Board Members can be nominated by petition, each petition having the name of one member in good standing, bearing the signature of at least (10) active members of the Chamber in good standing. Such petition, accompanied by a signed statement from the candidate attesting to his/her willingness to serve if elected shall be filed with the Nominating Committee within ten (10) days after the notice of nominations has been published. The determination of the Nominating Committee as to the legality of any such petition shall be final.

(b) If no petition is filed within the designated period, the nominations shall be closed and the nominated candidates shall be declared elected by the Board of Directors at their regular December meeting. If a legal petition shall present additional candidates, an election by secret ballot shall be held at that December meeting. Instructions at the meeting will be to vote for no more than the amount of board members needed to fill the vacancies.

(c) The President shall, if an election is held, appoint two (2) members in good standing to act as judges of the election who shall count the ballots. The judges shall certify the results. In the event of a tie vote, lots will be cast to determine the winner.

Section 8: Taking Office

All newly elected Board Members shall be introduced at the regular December meeting of the Board of Directors and shall be voting members beginning January 1. Retiring Board Members shall continue to serve through December.

Section 9: Vacancies/Absences

A member of the Board of Directors who is absent from three (3) consecutive regular meetings of the Board shall automatically be

dropped from membership on the board. However, the Board of Directors by a two-thirds (2/3) vote, a quorum being present, may excuse such absences and continue to allow the member to serve. Vacancies on the Board of Directors, or among the chamber officers, shall be filled at the next scheduled meeting by a majority vote of the remaining board members.

Section 10: Management

The Board of Directors may employ an Executive Director of the Chamber and fix his/her salary and other considerations of employment.

ARTICLE V—CHAMBER OFFICERS

Section 1: Elected Officers

The elected officers of the Chamber shall be the President, the Vice-President/Secretary and the Treasurer.

Section 2: Determination of Chamber Officers

The Board of Directors, excluding the retiring Board Members, shall elect all officers at the regular December meeting of the Board. Officers shall be elected from those members who have served as Board Members during at least one (1) of the immediately preceding five (5) years. All elected Chamber officers shall serve a term of one (1) year commencing January 1.

Section 3: Duties of Chamber Officers

(a) President

The President shall serve as the Chief Executive Officer of the Chamber and shall preside at all meetings of the membership and the Board of Directors and shall perform all other duties incident to his/her office.

The President shall appoint such standing and special committees as required subject to the approval of the Board of Directors and shall be an ex officio member of all committees. The President or designated Board Member shall report monthly to the City of Sayre at its monthly council meetings regarding all Chamber activities.

(b) Vice-President/Secretary

The Vice-President/Secretary shall exercise the powers and authority and perform the duties of the President in the absence or disability of the President. The Vice-President/Secretary shall be responsible for timely recording and reporting of all minutes of all monthly Board meetings and general membership meetings.

(c) Treasurer

The Treasurer shall be responsible for the safeguarding of all funds received by the Chamber or any of its committees and for the proper disbursement of such funds. All funds shall be kept on deposit in local financial institutions approved by the Board of Directors. The checks shall be two-party checks signed by the President and Treasurer, or by any two persons authorized by the Board. The Treasurer shall present a monthly financial report to the Board of Directors. Jointly with the President and/or Budget Committee, the Treasurer shall be responsible for the preparation of an operating budget covering all activities of the Chamber which shall be submitted to the Board of Directors for their approval, and shall be responsible for all expenditures within the approved budget allocation. (See Article VII, Section 4, Budget)

ARTICLE VI—COMMITTEES

Section 1: Appointment and Authority

The President, by and with the approval of the Board of Directors, shall, immediately after taking office, appoint such committees as he/she deems necessary to efficiently achieve the purposes and objectives of

the Chamber. He/she shall name one (1) board member to be a member of each committee. The President may, from time to time, appoint other committees as he/she deems necessary to carry out the programs of the Chamber. Committee appointments shall be at the will and pleasure of the President and shall serve concurrently with the term of the appointing president, unless a different term is approved by the Board of Directors.

Section 2: Responsibilities

It shall be the responsibility of the committees to investigate, study and make recommendations to the Board of Directors and carry on such other activities as may be delegated to them by the Board. All committees shall operate subject to the bylaws, policies and procedures of the Chamber.

Section 3: Limitations of Authority

No action by any member, committee, officer or director shall be binding upon the Chamber or constitute an expression of Chamber policy until specifically approved or ratified by the Board of Directors. No committee may expend Chamber funds not provided for in the annual budget or without the express permission of the Board of Directors.

Section 4: Accountability/Testimony

Committee chairs shall report the progress of their committees' activities at least quarterly to the Board of Directors. Once committee action has been approved by the Board of Directors, and with the approval of the President, it shall be incumbent upon the committee chair or, in his/her absence, a member whom they designate as being familiar enough with the issue, to give testimony to, or make presentations before civic and governmental agencies.

ARTICLE VII—FINANCE

Section 1: Fiscal Year

The fiscal year of the organization shall be the calendar year unless otherwise designated by the Board of Directors.

Section 2: Funds

All money paid to the Chamber shall be placed in the general fund.

Section 3: Disbursements

Upon approval of the budget, the Treasurer is authorized to make disbursements on accounts and expenses provided for in the budget without additional approval of the Board of Directors. Disbursement shall be made by check as provided in Article V, Section 3c.

Section 4: Budget

As soon as possible after the election of the new Board of Directors and Chamber Officers, the President shall appoint a budget committee whose duties shall be to recommend a Chamber budget for the coming year to the Board of Directors for appropriate action.

Section 5: Annual Audit

The accounts of the chamber shall be audited annually as of the close of business at the end of the fiscal year by a certified public accountant as approved by the Board of Directors. The audit shall at all times be available to members of the Chamber within the offices of the Chamber.

Section 6: Bonds

Officers of the Chamber, as the Board of Directors may designate, shall be bonded by a sufficient fidelity bond in the amount set by the Board and paid for by the Chamber.

Section 7: Tax Forms

IRS tax form 990, 990EZ or 990N shall be filed by the 15th day of the 5th month after the end of the organization's fiscal year. Oklahoma state sales tax forms shall also be filed monthly, as well as other forms as may be necessary.

ARTICLE VIII- DISSOLUTION

Section 1: Procedure

Upon dissolution of the Sayre Chamber of Commerce any and all funds shall be dispersed in a manner that accomplishes only the purposes and objectives specified in these bylaws, and no part of said funds shall inure or be distributed to members 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 Tax Code Section 501(c)3.

ARTICLE IX—AMENDMENTS

Section 1: Procedure

These bylaws may be amended by a two-thirds (2/3) vote of those members present at any duly called regular or special meeting of the Chamber, or by a three-fourths (3/4) vote of the Board of Directors at any regular or special Board meeting. Notification of the meeting and proposed amendments must be sent to the parties involved at least seven (7) days prior to the meeting date at which they are to be acted upon.

Section 2: Enactment

Revised, amended or restated bylaws shall be effective immediately upon their adoption. When so adopted, they shall supersede all previous bylaws and amendments thereto, all of which are hereby

repealed, except that all Officers and members of the Board of Directors now elected and serving shall continue to serve until the election and qualification of their successors according to these bylaws.

Sayre Chamber of Commerce
Organizational Chart

Elected by Board (Chamber President)
of Directors -----(Chamber V-Pres/Secretary)----- Ex Oficio
at December Mtg (Chamber Treasurer) Voting members
to serve 1-yr term Past Chamber President) of Board of
Directors

Six regular members of the Board of Directors, elected to serve staggered 3-year terms, unless elected to fill a vacancy

2018 Officers : Chamber President Mireya Cotts, Cotts Electric
Chamber Vice-President/Secretary Ginger Reese, USPS
Chamber Treasurer Melva Dunlap, Glory B
Past President Sonya Blagg, Tenacious T's

Board Members:

2018 Carl Billey, Whinery Funeral Service

2019 Stefan Valdez, First Baptist Church
Suzanne Hylton, Gallery@112

2020 Katie Rice, Arrowhead
Gary Manning, Great Plains Bank