

**CONSTITUTION AND BY-LAWS**  
**THE HUNTINGTON COUNTY CHAMBER OF COMMERCE, INC.**  
**of**  
**HUNTINGTON, INDIANA**  
**ADOPTED APRIL 8, 1985**  
**REVISED MAY 8, 1989**  
**REVISED MARCH 10, 1997**  
**REVISED APRIL 8, 2002**  
**REVISED OCTOBER 11, 2004**

**ARTICLE I**  
**NAME AND PURPOSE**

NAME: SECTION 1. The name of this organization shall be "The Huntington County Chamber of Commerce, Inc., of Huntington, Indiana", hereafter referred to as "Chamber".

PURPOSE: SECTION 2. The purpose of the Chamber shall be to foster and promote the public welfare and general interest of Huntington County, Indiana, in the building of a bigger and better county through civic endeavor. It should be instrumental in stimulating, improving and otherwise aiding in the betterment of business interests affecting the economic vitality of Huntington County.

**ARTICLE II**  
**MEMBERSHIP AND VOTING**

MEMBERSHIP: SECTION 1. Membership in the Chamber shall consist of all persons, firms, associations and corporations who continuously meet the qualifications specified in the various categories of membership in the Huntington County Chamber of Commerce Membership Investment Schedule adopted by the Board of Directors.

APPLICATION  
MEMBERSHIP: SECTION 2. Every person, firm, association or corporation desiring to become a member of the Huntington County Chamber of Commerce, Inc., shall submit an application for membership in the Chamber, signed by an authorized representative.

VOTING: SECTION 3. Only members in good standing shall be entitled to vote for Directors or to hold office in the Chamber.

ANNUAL DUES: SECTION 4. Each member shall pay annual dues as required by the Membership Investment Schedule.

**ARTICLE III  
BOARD OF DIRECTORS**

**DIRECTORS  
NUMBER:**

SECTION 1. There shall be no more than (15), and no less than twelve (12) Directors of the Chamber elected for a term of three (3) years, one third of whom shall be elected annually. Each shall serve until his/her successor is duly elected and qualified for office.

SECTION 2. Directors shall formally take office at the first board meeting in January each year.

**AUTHORITY:**

SECTION 3. The Chairman of the Board shall determine the duties of all committees.

SECTION 4. Without prejudice to the specific powers conferred by the Indiana General Not-for-Profit Corporation Act, it is hereby expressly declared that the Board of Directors shall have full charge and management of the business affairs of the Chamber and do all such lawful acts and things as are not otherwise prohibited by the Indiana General Not-for-Profit Corporation Act, the Articles of Incorporation or this Code of by-laws.

**VACANCIES:**

SECTION 5. In the event that any director vacates his office, becomes incapacitated, or is removed from office before his term expires, the Board of Directors shall appoint a successor. The Board shall declare vacant the seat of any director who shall absent himself/herself from three consecutive regular meetings without furnishing a satisfactory explanation to the Board.

**MEETINGS:**

SECTION 6. The Board of Directors shall hold meetings monthly. Special meetings of the Board may be called by the Chairperson or upon written request to the Chairperson by any three members of the Board of Directors, and such meeting shall be scheduled upon reasonable notice to all members of the Board of Directors.

SECTION 7. The Board of Directors shall provide for an annual meeting of the entire membership of the Chamber as soon after January first as possible, but no later than the end of January. Notice of such annual meeting shall be given to all members.

**MAJORITY:**

SECTION 8. A simple majority of the Board of Directors present in person shall constitute a quorum for the transaction of business. A simple majority of those present shall constitute approval of any motion except as otherwise specified in the by-laws.

VOTING: SECTION 9. Each member of the Board of Directors shall be entitled to one vote upon any matter coming before any meeting of the Board.

EXPENDITURES: SECTION 10. All Chamber expenditures shall be in accordance with the annual budget adopted by the Board of Directors and no expenditures shall be made in excess of budget amounts, except with the express authorization of the Board of Directors.

## **ARTICLE IV ELECTIONS**

NOMINATIONS: SECTION 1. Nominations for directors shall be made prior to election by means of a nominating committee appointed by the Chairman of the Board. This committee shall consist of not less than four (4) members not more than two (2) of whom may be a Director, so appointed as to represent different groups comprising the Chamber membership. The Chairman of the Board shall appoint the nominating committee no later than July 1 of each calendar year. Subject to approval of the Board of Directors, the names of the Director nominees shall be mailed to all members of the Chamber no later than the first week of September.

SECTION 2. At the annual meeting of the membership the new Chairman of the Board will present the directors for membership approval.

## **ARTICLE V OFFICERS**

OFFICERS: SECTION 1. The officers of the Chamber shall consist of a Chairperson, Chairperson-Elect, no less than three (3) but no more than five (5) Vice-Chairpersons, Treasurer, and an Assistant Treasurer who shall be members of the Board of Directors. The number of Vice-Chairpersons and the responsibilities of each Vice-Chairperson shall be determined on an annual basis based on the program of work.

SECTION 2. At or before the November meeting of the Board of Directors, the Board of Directors shall elect a Chairperson, Chairperson-Elect, Treasurer, Assistant Treasurer, and the designated number of Vice-Chairpersons. Officers shall hold office until their respective successors shall have been elected and qualified.

CHAIRPERSON: SECTION 3. The Chairperson shall preside at all meetings of the Directors and shall exercise a general control and supervision over the President of the Chamber. The Chairperson is authorized to sign all deeds, leases, mortgages, contracts, notes and other instruments that may

be approved by the Board of Directors or which may be necessary to carry on the business of the Chamber. In the event of the death or incapacity of any officer, the Chairperson shall appoint a replacement for that officers remaining term. The Chairperson shall perform such other duties as this Code of by-laws provides or the Board of Directors may prescribe.

CHAIRPERSON-ELECT: SECTION 4. The Chairperson-Elect shall perform all duties incumbent upon the Chairperson during the absence, death or incapacity of the Chairperson, and shall perform such other duties as the Board of Directors may prescribe.

TREASURER: SECTION 5. The Treasurer shall perform all duties incumbent upon the Chairperson during the absence, death or incapacity of both Chairperson and Chairperson-Elect and shall render an account of all Chamber financial transactions as required by the Board of Directors. The Assistant Treasurer shall act for the Treasurer in the event of absence or incapacity.

SECTION 6. The Chairman of the Board shall remain a member of the Board of Directors and serve for one year following the election of his successor as the Immediate Past-Chairman.

SECTION 7. Officers who are among the retiring class of directors shall remain a member of the Board until their capacity as an officer shall expire.

## **ARTICLE VI PRESIDENT OF THE CORPORATION**

PRESIDENT: SECTION 1. The Chamber President shall be selected by and serve under the direction of the Board of Directors. The President shall have the power to conduct the routine business of the Corporation, to recommend and implement its policies and programs, and to help develop long and short range goals. The President shall have the power, subject to Board approval, to employ, terminate and fix the duties and salaries of other employees of the Chamber. The President will cause the minutes of all meetings to be kept, and is a non-voting ex-officio member of the Board of Directors. The President shall perform such other duties as this Code of by-laws provides or the Board of Directors may prescribe.

## **ARTICLE VII COMMITTEES**

EXECUTIVE COMMITTEE: SECTION 1. The Executive Committee is composed of the officers of the corporation and the immediate Past Chairperson. It will meet monthly preceding the meeting of the Board of Directors.

SPECIAL  
COMMITTEES:

SECTION 2. Special Committees may be appointed by the Chairperson as the need arises.

COMMITTEE  
TERMS:

SECTION 3. Terms of all committee members shall expire at the (end of the year) close of the annual membership meeting but not until their successors are appointed.

**ARTICLE VIII  
DISBURSEMENTS**

EXPENSES:

SECTION 1. No appropriation of money or other property of the Chamber shall be made for any purpose other than to defray the legitimate expenses of the Chamber, except by the affirmative vote of two-thirds of the Board of Directors, or four-fifths of majority at a duly constituted meeting of the Chamber's members.

BOARD  
APPROVAL:

SECTION 2. No disbursements of the funds of the Chamber, over the limits established by the Board of Directors shall be made unless the same shall have been approved and ordered by the Board of Directors. All disbursements shall be made by bank draft, except those from petty cash. Checks shall be co-signed by staff and officers as designated by the Board of Directors.

**ARTICLE IX  
MISCELLANEOUS**

RULES OF  
ORDER:

SECTION 1. Meetings of members and meetings of the Board of Directors shall be governed by Robert's Rules of Order, revised in all cases in which such rules are applicable and in which they are not inconsistent with the Articles of Incorporation, this Code of By-Laws, or any special rules of order of the Corporation.

BONDING:

SECTION 2. The Board of Directors may secure a sufficient fidelity bond in amounts set by the Board of Directors and paid from Chamber funds.

DIRECT GIFTS  
AND  
ENDOWMENTS:

SECTION 3. Funds, gifts and contributions of real estate, cash or other property, whether solicited or unsolicited, may be received by the Chamber.

AMENDMENTS:

SECTION 4. These by-laws may be rescinded, changed or amended only by the Board of Directors at any regular or special meeting of the Board without the consent or vote of the members of the Chamber, but the affirmative vote of two-thirds of the Board of Directors shall be

necessary to effect any rescission, change or amendment.

AUDIT/  
ACCOUNTS  
REVIEW:

**SECTION 5.** The accounts of the Chamber shall be reviewed annually at the close of each fiscal year by the Treasurer and three Board members appointed by the Chairperson of the Board and approved by the Directors. Report should then be given in writing to the full Board of Directors and maintained as part of the permanent records of the Chamber.

**ARTICLE X  
DISSOLUTION**

DISTRIBUTION: **SECTION 1.** In the event of the dissolution of this organization or other termination of its activities and after paying or making provision for payment of all the liabilities of the Corporation, then, all of its remaining assets shall be paid over or transferred to any other exempt organization as described in said Section 501(c)(3) and/or Section 501(c)(6) of the Internal Revenue Code, which espouses a mission similar to this Corporation. Any assets not so disposed of by the Board of Directors shall be disposed of by Order of the Huntington County Circuit Court, Huntington, Indiana, exclusively for such purposes or to such organization(s) as the Court may determine is organized and operated exclusively for purposes which are most closely duplicate of the purposes of this Corporation. The above reference to Section 501(c)(3) and Section 501(c)(6) shall be interpreted to refer also to the corresponding section of any Internal Revenue code or other Revenue law hereafter in effect.