

# **Pulaski Area Chamber of Commerce Bylaws**

**Effective December 12, 2017; Revised September 12, 2023**

## **Article I - Purpose**

- Section 1. The name of this organization shall be known as the Pulaski Area Chamber of Commerce (PACC).
- Section 2. MISSION STATEMENT – The mission of the Pulaski Area Chamber of Commerce is to create community partnerships in order to support the economic base and enhance the quality of life in the Pulaski Area. Its objective is to be an advocate for business interests and to promote business development, village beautification and tourism.
- Section 3. Membership is open to any interested business or resident of Pulaski or the surrounding area.
- Section 4. The PACC will not be partisan towards any individual business, business interest or political issue as it represents the business community as a whole.
- Section 5. The PACC board of directors' term will be for (2) two years, appointed by the board and membership majority approval vote.

## **Article II- Structure**

- Section 1. The Board of Directors shall consist of one to nine people. Increases or decreases to said number may be made within the numbers authorized by the Articles of Incorporation, as the Board of Directors shall from time to time determine by amendment to these Bylaws.

## **Article II – Duties of Board of Directors**

- Section 1. Members of the Board of Directors are expected to attend a minimum of 2/3 of yearly Board of Director meetings.
- Section 2. Members of the executive committee are expected to participate and collaborate to ensure proper representation at chamber hosted events.
- Section 3. In the event a Director misses 3 consecutive Board of Director meetings, the remaining Directors have the right to request a vote of removal of said Director. Subsequently, in the event a Board Director is absent for more than 2/3 of Board Meetings in a calendar year, the remaining Directors will vote for removal based on inactivity. If a Director is removed, a notice will be sent by certified letter.
- Section 4. In the event of communication from the Executive Director to the Board of Directors requesting a response, Board Directors agree to send a response within 72 hours of initial communication.

Section 5. Board Directors agree to communicate any “busy seasons” to the whole in an effort towards greater understanding of ability and presence for the Chamber of Commerce.

### **Article III – Duties of Officers**

Section 1. Officers shall be President, Vice-President, Secretary, and Treasurer. They shall be elected to serve a two-year term and continue in office until their successors are elected and qualified. All officers make up the executive board.

Section 2. The duties of the President shall be to preside at all meetings, to sign all documents, appoint committees, chair the Executive Committee and have a general oversight of the organization. Provide bylaws to new directors and document their agreement to them in every January in the minutes. Monthly check-in prior to board meeting with executive director.

Section 3. The duties of the Vice-President shall be to perform the duties of the President in case of absence or inability to serve. The President and Vice-President will make arrangements for meetings and announce them as they are set.

Section 4. The duties of the Secretary shall be to type and submit meeting minutes to the executive director and save on hard drive and upload to cloud based storage to ensure appropriate retention.

Section 5. The duties of the Treasurer shall be the custodian of all monies of the Chamber, submit monthly financial reports at meetings. Reviews and submits payroll. Provides oversight and ensures dual control of all cash handling. Collaborate with executive director to provide to the board for approval.

Section 6. In the event an officer cannot fulfill their duties as outlined in these bylaws, a replacement shall be appointed by the Executive Committee with board approval.

### **Article IV – Duties of Executive Director**

Section 1. Executive Director Position is hired by the PACC board of directors. Duties shall include but not limited to, overseeing all committees, fundraising events, PACC office duties, mail pick up, annual dues statements to members, any other duties the PACC board of directors see fit. Weekly timesheet to be provided to the Treasurer for approval. Responsible for retention of all chamber documents for up to 7 years and assets. Reference job description for Executive Director Position.

### **Article V – Dues and Membership**

Section 1. Eligibility. All professional persons, firms, organizations, and corporations in the business community interested in enhancing economic and workforce development to improve the quality of life in the community shall be eligible for membership.

- Section 2. If a change in dues is desired, they shall be agreed upon by a membership vote either at the regular November meeting or at any time via email. Club and Service Organizations (fraternal, religious and volunteer based groups) dues will be at a discount.
- Section 3. All memberships shall expire Dec 31 of every year. All dues shall be payable within 30 days after the first of the year.
- Section 4. One member from the business will be listed as the designated delegate and will have voting privileges and are eligible to hold office.

#### **Article VI – Nominations and Elections**

- Section 1. The President shall appoint three members as a nomination committee in September preceding the election at the November business meeting.
- Section 2. No one shall be nominated whose consent to serve has not been obtained prior to the meeting.
- Section 3. Election of Officers shall be held at the November meeting. Those who are elected will take office on January 1 and remain for (2) years. President and Secretary to be elected for “even” years and Vice President and Treasurer to be elected for “odd” years. The election shall be conducted according to Robert’s Rules of Order.
- Section 4. The nominating committee shall conduct the election.

#### **Article VII – Committees**

- Section 1. Standing and Ad Hoc committees shall be appointed by the President as needed. The Executive Committee is not considered a standing committee.
- Section 2. The officers shall constitute the Executive Committee.
- Section 3. The current Chamber President will chair the Executive Committee.
- Section 4. Each committee shall be chaired by a member of the board.
- Section 5. All chamber members are encouraged and welcome to join chamber committees

#### **Article VIII – Meetings and Order of Business**

- Section 1. Regular meetings of the PACC Board will be held monthly, or as designated by the President and Vice-President. Guests are welcome.
- Section 2. The Executive Committee meetings will be held as designated by the President as needed. Special meetings can be called and committees will meet whenever it is deemed necessary.
- Section 3. Special meetings may be called by order of the Elected Officers.

- Section 4. An annual budget shall be presented yearly in October in writing to the membership for voting approval in November. Requests for expenditures not included in the budget will be presented in advance of the next scheduled board meeting.
- Section 5. Quorum for meetings shall be as follows: A majority of the Board with 2/3 vote whether in person or via email shall constitute a quorum for the transaction of business at any meeting of the Board.
- Section 6. Member Meetings will be held monthly the week following the PACC Board meeting. This meeting serves as a networking opportunity for members and an opportunity for the Executive Director to share work progress and Board Committees to give reports to membership. It also serves as an opportunity for the PACC to request any participation from businesses in regards to special events and sponsorship opportunities. The agenda will open with introductions of those in attendance and close with member updates.
- Section 7. For purposes of voting, the Board of Directors can vote via email as long as

#### **Article IX – Amendments**

Notice of the proposed amendment shall be given in writing one month prior to the meeting date at which the change shall be voted upon. The termination, dissolution or liquidation of the PACC's affairs in any manner or for any reason shall be determined by a two-thirds (2/3) majority vote of the Board.

#### **Article X – Indemnification**

Reference the PACC indemnification legal paperwork on file.