

**RAYMORE CHAMBER OF COMMERCE  
BY-LAWS**

**Amended:** September 22, 2009

The Raymore Chamber of Commerce is incorporated as a General Not for Profit 501(c) (3) Corporation under the laws of the State of Missouri, hereinafter referred to as “**CHAMBER**”. Its address shall be “Raymore Chamber of Commerce, P.O. Box 885, Raymore, Missouri.” In accordance with the applicable laws of the State of Missouri, the following by-laws are established as the by-laws of the Chamber, subject to amendment as hereinafter provided.

**ARTICLE I  
PURPOSE**

**Section 1. MISSION STATEMENT.**

The Mission of the Chamber is to enhance and sustain the economic environment and quality of life in our community.

**Section 2. METHODS.**

To serve and promote business and development in Raymore, the Chamber will:

- o Provide opportunities for interaction and networking among members.
- o Act as a strong unified business voice for Raymore to promote prudent growth and economic development in the area, while not endorsing political candidates.
- o Improve and foster business-friendly environments by monitoring issues important to its members, educating its membership, assisting in support group activities, and providing social activities.

**ARTICLE II  
MEMBERSHIP**

**Section 1. ELIGIBILITY.** Any individual, association, or business entity having any interest in the stated objectives of the Chamber shall be eligible to apply for membership.

**Section 2. MEMBERS.** Application for membership shall be on the membership application form adopted by the Chamber. To become a member of the Chamber, all applications must be reviewed by the Board of Directors and all dues shall be paid in advance. Each Member shall be given a copy of the by-laws upon joining the chamber.

**Section 3. MEMBERSHIP DUES.** Membership dues shall be at such rates, schedules or formulas as may be, from time to time established by the Board of Directors and approved by the general membership. Dues are payable annually in advance. The Chamber’s fiscal year starts on January first of each year and ends December thirty-first. Annual dues shall be paid in January of each year.

**Section 4. EXERCISE OF PRIVILEGES / VOTING ELIGIBILITY.** Any individual, association, or business entity may nominate others for membership in the Chamber. Any firm, association, corporation, or partnership that is a member of the Chamber in good standing is entitled to one (1) vote in any election, referendum or other matters placed before the general membership for vote; no individuals or estates are entitled to vote in these matters.

**Section 5. ORIENTATION.** Annually, the Board of Directors, staff, and newly elected Board Members shall participate in an orientation meeting at which time their respective duties shall be outlined to them. This meeting shall be held between the November and January meetings. It shall be the responsibility of each out-going officer or chairman to discuss the duties of their respective offices and turn over to the incoming officer all files, notes, etc., to the new officer or chairman.

**Section 6. TERMINATION OF MEMBERSHIP.** Any member may resign from the Chamber upon written notification made to the Board of Directors. Any member shall be terminated from membership for non-payment of their dues, sixty days from the due date, unless otherwise extended by the Board for just cause. Any member may also be terminated for conduct

Formatted: Font: Bold, Italic

unbecoming a member of the Chamber, by a two-thirds majority vote of the Board of Directors of those members present at a regularly scheduled meeting. A terminated member may request a hearing before the general membership at which time a board representative and the terminated member may have 5 minutes to present their issues. Then a vote by paper ballot of the membership present will be taken. A two-thirds majority of those in attendance will determine if the Board of Directors decision to terminate stands or if the member is reinstated.

### ARTICLE III MEETINGS

**Section 1. REGULAR MEETINGS.** The Chamber membership shall have regularly scheduled meetings as determined by the Board of Directors.

- A. The President shall have the authority to cancel or postpone meetings should circumstances so require.
- B. Persons who have made reservations for a General Membership meeting with a meal being served, but who do not attend the meeting, shall be billed for the stated price of the dinner.

**Section 2. SPECIAL GENERAL MEETINGS.** The President may call special meeting of the Chamber should circumstances so require. Proper notice shall be given to the membership prior to the date of the specially called meeting by email, stating the purpose of such meeting.

**Section 3. MEETINGS OF BOARD OF DIRECTORS.** The Board of Directors shall hold at least one meeting each month at such time and place as the Board may decide. Special meetings of the Board may be called at any time by the President or by three members of the Board. Call for such meeting shall be made by email or telephone to the entire board. The call for such **special** meeting shall be issued not less than three (3) hours prior to the meeting and shall state the purpose of the meeting. No other business shall be transacted at such special meetings.

**Section 4. APPEARANCES REQUESTED BEFORE THE BOARD OR GENERAL CHAMBER MEETING.**

Any individual or organization, dues paying or not, requesting an appearance before the Chamber and/or the Board of Directors shall be required to

- A. Identify who will be speaking before the Chamber or Board;
- B. What position or title they hold within the group or company, if a group or company is being represented;
- C. Set out in detail the purpose of their appearance;
- D. Request to appear before the General meeting will require Board approval before the general meeting.

**Section 5. QUORUM & VOTING.**

At any general Chamber meeting, ten (10) members shall constitute a quorum. At any Board meeting, six (6) board members shall constitute a quorum. Voting is ruled majority unless otherwise stated in the by-laws.

### ARTICLE IV BOARD OF DIRECTORS

**Section 1. Policy.** The government and policy-making responsibilities of the Chamber shall be vested in the Board of Directors. The Board shall be responsible for its finances and establish written policies that will govern and direct the affairs of the Chamber. Any matter affecting the general membership including but not limited to changes of fees, by-laws, change of member board of directors, shall be voted on by the general membership. The Board shall control the property of the Chamber. The Executive Officers, which consist of the President, Past President, Vice President, Secretary, and Treasurer, shall be responsible for hiring, directing, and discharging all employees.

**Section 2. COMPOSITION.** The Board of Directors shall be composed of five elected officers (President, Vice President, Past President, Secretary, Treasurer) and three members elected from the general membership. The three directors elected from the general membership shall be elected

Formatted: Indent: Left: 0.5", Hanging: 0.25", Tab stops: 0.75", Left

to a two-year term on a rotating basis. This election will be at the October meeting as provided in Article IV Section Three (3). The City of Raymore, Missouri may have two voting members on the Board. In addition, it would be the goal of the Chamber to include one representative of the school district on the Board.

**Section 3. ANNUAL ORGANIZATION OF BOARD.** The President shall appoint a nominating committee at the August Board Meeting. This committee will consist of members of the Chamber to select nominees for the Chamber officers and other board members. This committee shall report their slate to the Board of Directors at the September Board Meeting for approval. The slate of officers and board members shall be submitted to the General Membership in September. Nominations may be made from the floor at the time that the slate is presented, but no later. The October meeting of the General Membership shall vote and elect the new officers for the coming term. New officers will take oath of office at the General Membership Meeting in November but will not take actual office until the annual board retreat.

**Section 4. COMMITTEES.** The President shall establish committees and appoint the chairmen of such committees.

**Section 5. VACANCIES & ABSENTEEISM.** If any member of the Board shall fail to attend three (3) meetings of said Board, the Board shall call such failure to the attention of such member at the next meeting or by telephone prior to the next meeting, and if satisfactory explanation is not received within fifteen (15) days, that member shall cease to be a member of the Board and the vacancy thus created shall be filled. Nominations to fill vacancies on the Board of Directors shall be approved by the Board of Directors and then presented to the General Membership for approval.

In the event an office becomes vacant, for whatever reason, the President shall appoint a member to take up the duties of the vacant office. If the vacancy is that of President, however, the Vice President shall assume the office of the President and shall appoint a member to the office of Vice President.

**Section 6. FUNDS POLICY**

Statement of Purpose

The purpose of this policy is to institute proper guidelines for the ongoing management of the Raymore Chamber of Commerce Funds.

Objectives

The investment assets represent the liquid and working funds for the present and future operations of The Raymore Chamber of Commerce. These assets are to be invested in a manner that preserves capital, provides liquidity, maintains appropriate diversification, and generates returns relative to these guidelines and prevailing market conditions.

The basic objective of the Chamber's investment program is, in order of priority:

- A. Safety and preservation of the funds
- B. Liquidity of investments that is sufficient to meet investment cash requirements
- C. Maximize income while diversifying risk

Definitions

The term "Board" shall herein mean the Board of Directors of the Raymore Chamber of Commerce.

The term "Investment Portfolio" shall herein mean the general operating moneys not currently required to fund the operations of the Chamber and the permanently restricted and temporarily restricted funds.

The term "Treasurer" herein shall mean the entity or person appointed by the Board to invest and reinvest the moneys in the investment portfolio in accordance with the Funds Policy adopted by the Board. If the Board expressly determines that the size of the Investment Portfolio is sufficient

to support the employment of a professional Funds Manager, the Board may appoint such person, as it shall specify to act in such capacity.

#### Investment Guidelines

Appropriate allowable investments include:

- A. Direct obligations of the U.S. Treasury including Treasury Bills, Notes, and Bonds. Federal Agency Securities; which carry the explicitly or implied guarantee of the U.S. Government including: Federal Home Loan Bank, Federal Farm Credit Bank,
- B. Federal National Mortgage Association, Government National Mortgage Association, Federal Home Loan Mortgage Corporation, Student Loan Marketing Association, Tennessee Valley Association, and Mortgage-backed securities of the U.S. Government and/or agencies, which are fully guaranteed by the same above, mentioned entities
- C. U.S. Bank Certificates of Deposit. Investments will be limited to those institutions with FDIC Insurance or similar type insurance coverage for credit unions, NCUA, up to a maximum principal amount of \$250,000 per institution.

#### Inappropriate Investments:

This Policy prohibits The Raymore Chamber of Commerce from engaging in any investment activity that would be considered speculative according to the principles of conservative management, whether or not that activity is specifically prohibited elsewhere in this Policy. The Raymore Chamber of Commerce may not invest in equities, options or other types of derivative securities, including funds, which may contain these types of securities.

#### Quality and Concentration Limits

In all categories, emphasis will be placed on securities of high credit quality. Holdings are subject to the following limitations:

- |  |      |
|--|------|
| A. Certificates of Deposits issued in amounts not to exceed \$100,000 per institution.                             | 100% |
| B. U.S. Treasury Bill's, Notes, and Bonds  | 100% |
| C. Federal Agency Discount Notes, Debentures, and Mortgage backed Securities                                       | 100% |
| D. Money Market Mutual funds whose investment policies are consistent with the approved securities of this policy. | 100% |

#### Liquidity and Maturity Guidelines

Surplus cash is invested under a plan to provide adequate liquidity for ongoing operations. Available funds in excess of those needed for Chamber operations shall be invested prudently according to the following perimeters:

- A. At least 10% must be available for each quarter.
- B. Maximum maturities will not exceed 12 months with average maturities to be maintained at 6 months or less. For securities, which have Call dates, Reset dates, Step up dates, or Average life, then these dates will be used instead of the final maturity date, for maturity guideline purposes.
- C. Repositioning of these securities before their maturity, generating small gains or losses, is permitted for managing liquidity requirements only. Any repositioning of securities causing a gain or loss must be pre-approved by the Treasurer for fiduciary control purposes.

#### Responsibilities

- A. Administration of this investment policy and execution of investment strategy is the responsibility of the Treasurer. The Treasurer may designate other persons to execute and approve any investment or transfer of funds permitted by this policy. The Treasurer however must approve the opening and closing of any investment accounts. The Treasurer will monitor ongoing investment activities to insure that proper liquidity is being maintained and the investment strategy is consistent with The Raymore Chamber of Commerce objectives.

- This will include the establishment and maintenance of files for all accounts and related confirmation documentation. The Raymore Chamber of Commerce must notify all Financial Institutions associated with the surplus cash of any change of investment policy objectives.
- B. It is the responsibility of the Board of Directors of The Raymore Chamber of Commerce to adopt the Funds Policy. An annual report of funds invested will be provided to the Board of Directors to determine whether the investment activity adheres to the established investment policy and whether the performance of the investment portfolio is reasonable given the objectives and the current economic and financial environment. In addition, the Treasurer shall provide the Board of Directors with a statement from the Financial Institutions holding the Chamber's funds or investments as from time to time may be requested by the Board.

## **ARTICLE V OFFICERS & BOARD MEMBERS**

**Section 1. TERM OF OFFICE.** The term of office for Officers of the Board shall consist of one year. Board Members-at-Large hold a two-year seat, excluding the city and school district representatives.

**Section 2. OFFICERS.** The officers of the Board shall consist of President, Vice-President, Past President, Secretary, and Treasurer. The President shall be elected for one term. The President and Vice-President offices of the Chamber will be progressive; i.e. the succeeding year's Vice-President will automatically be President and a new Vice-President will be elected as stated in Article IV Section 3.

**Section 3. MEMBERS OF THE EXECUTIVE BOARD.** Executive Board Members shall serve no more than three (3) consecutive years in the same office, nor will any board member serve more than six (6) consecutive years in total. Service on the Board by such persons may be resumed after a hiatus of one (1) year.

**Section 4. DUTIES OF OFFICERS.**

- A. **President:** The President shall be the head of the Chamber and shall preside at all meetings of the membership and of the Board of Directors. With approval of the Board, the President shall sign all deeds, contracts and other instruments affecting the operation of the Chamber.
- B. **Vice-President:** The Vice-President shall serve as the assistant to the President of the Chamber and shall perform the duties of the President in the absence of that officer. This position is progressive, and includes one year as President and one year as Past President.
- C. **Past President:** The Past President shall assist the President and Vice-president and perform duties of either officer in the absence of that officer.
- D. **Secretary:** The Secretary shall attend all meetings of the Board and the General Meetings of the membership, keeping an accurate record of such meetings and have available copies of these minutes at the next Board meeting and the next General Membership meeting.
- E. **Treasurer:** The Treasurer shall be the custodian of all funds in the General Account, Savings Account, and any special accounts of the Chamber. The Treasurer will be responsible for the bank reconciliation, and report any discrepancy to the Board. The Treasurer is responsible to review and approve the monthly and annual financial reports, as prepared by the administrative assistant. The Treasurer will present each monthly financial report to the Board of Directors and have copies available to the General Membership.

**ARTICLE VI  
PARLIAMENTARY PROCEDURES  
AND SEAL**

**Section 1. Parliamentarian.**

- A. The Parliamentarian shall be appointed by the Board of Directors annually from the pool of current Board members.
- B. Duties:  
To assure that all officers, Board Members, committee chairpersons, and other Chamber members adhere to the current rules and regulations as stated in the Raymore Chamber of Commerce by-laws.
- C. The proceedings of the Chamber shall be governed by and conducted according to the latest Roberts Rules of Order. If a conflict arises between Roberts and these by-laws, the provisions of the by-laws shall prevail.

**ARTICLE VII  
AMENDMENTS**

**Section 1. PROCEDURE.** These by-laws may be amended by; first, approval by a majority of the Board of Directors present at any regular or special meeting called for that purpose; and second, final approval by a majority of the Chamber members present at a regular meeting or a special called meeting for that purpose. By-laws shall be reviewed by the parliamentarian and a board appointed representative at least but not limited to every odd numbered year.

Any Chamber member may submit motions to alter the by-laws at any regular board meeting. Then, there must be approval by a majority of the Board of Directors present at any regular or special meeting called for that purpose. If the motion passes, the proposal shall be referred to a by-laws committee for review. The by-laws committee shall meet prior to the next general membership meeting and shall report the results of their review at the next general membership meeting. The proposed change, in its original form or in a revised form, shall be subject to membership vote and will become effective upon passage by a majority of the members present at the meeting. At the time, the proposed amendment is submitted to the by-laws committee, all Chamber members shall be deemed notified by email or mail.

Formatted: Underline