

**BY-LAWS OF  
HEAVENER CHAMBER OF COMMERCE  
HEAVENER, OKLAHOMA  
INCORPORATED**

**ARTICLE I  
NAME**

Section 1. This organization shall be known as the Chamber of Commerce, INC., at Heavener, Oklahoma.

**ARTICLE II  
PURPOSES AND POWERS**

Section 1. The business and purpose of this organization shall be to promote the civic industrial, mercantile, traffic, agricultural and other interests of the City of Heavener, Oklahoma and its contingent territory and to coordinate and to combine the interests of Heavener and its business citizens for the promotion of their interests and of the members of this organization and the development of all resources of the city and contingent territory, with the power to do all things necessary to promulgate and carry out the provisions hereof.

Section 2. This organization and corporation in its various activities shall be nonpartisan and nonsectarian.

Section 3. This organization shall have all the powers conferred upon non-profit organizations and corporations by the laws of the State of Oklahoma.

**ARTICLE III  
MEMBERSHIP**

Section 1. All persons, associations, or corporations interested in the general welfare and development of Heavener and the surrounding territory shall be eligible to membership in the Heavener Chamber of Commerce, Inc.

Section 2. Any business or professional man or woman, person, firms, corporation, or institution may become a member upon payment of membership dues herein set forth.

A. BUSINESS MEMBERSHIP: Any business, professional man or woman, firm, corporations or institution may become a member upon payment of a fair investment, the amount of which shall be determined by the Board of Directors from time to time according to the needs and goals of the organization.

B. PERSONAL MEMBERSHIP: Any person not engaged in a business, profession or corporate venture may become a member upon payment of membership investment as determined above.

Section 3. Applications for membership shall be in writing on uniformly printed blanks signed by the applicant and should be accompanied by such dues as the By-Laws prescribe. Membership dues must be current before said member is entitled to vote or exercise privileges of membership. All memberships shall be for a period of one (1) year; however, membership shall terminate upon non-payment of dues after a three-month period.

Section 4. For good and sufficient reasons, non-payment of dues being such a reason a member may be expelled from the Chamber of Commerce by a two-third vote of the Board of Directors of the Chamber of Commerce. No action shall be taken however, without one-week's notice to the Board. At the next regular meeting of the Board following such notice, a committee shall be appointed by the President to investigate the charges. Before final action is taken the member recommended for expulsion shall be given an opportunity to appear in person before the Board and show cause, if any he has, why he/she should not be expelled.

Section 5. At regular intervals, orientation on the purposes and activities of this organization shall be conducted for the following groups: New directors, officers and directors, committee chairman, committees and new members.

#### **ARTICLE IV MEETINGS**

Section 1. The annual meeting of the entire membership of the Chamber of Commerce shall be held in the month of February at a time and place to be designated by the Board of Directors of which at least one week's notice must be given to every member. At this meeting, the Board of Directors will be announced, including new Board members duly elected in the manner hereinafter provided for.

Section 2. Special meetings of the organization may be called at any time by the President and must be called by him/her upon the petition of the majority of the members. At special meetings, only such matters as are contained in the call shall be taken up: and at least one week's notice of said meeting must be given by mail or telephone to all members.

Section 3. Twenty-five (25) members or 20 percent, whichever is less, shall constitute a quorum for the conducting of business at membership meetings. No one shall be barred from attending open meetings of the Chamber of Commerce, but voting shall be confined to members only as determined under this article.

#### **ARTICLE V DIRECTORS**

Section 1. The government of the Chamber, the direction of its work and the control of its property, shall be vested In a Board of Directors consisting of not more than nine (9) directors. One-third of Directors shall be elected annually for a term of three years, as hereinafter provided, and no member of the Board of Directors shall be eligible for

re-election until after a lapse of one year from his term as director. Upon their election they shall meet, qualify and elect from their own number a president, vice president and a treasurer. The Directors shall have power to fill all vacancies on the Board. They may adopt rules for conducting the business of the Chamber. They shall meet not less frequently than once a month; at such regular time and place as will be determined by them. They shall submit in writing at the annual meeting a full report of the work and the finances of the organization.

Section 2. The Board of Directors shall be elected by ballot in January of each year. At the regular December Board meeting the Board of Directors shall present to the Executive Director a slate of six (6) candidates to serve three (3) year terms, to replace the Directors whose regular terms are expiring. Each candidate must be an active member in good standing and must have agreed to accept the responsibilities of a directorship. Upon receipt of the nominations from the Board of Directors, the Executive Director or an officer of the Chamber of Commerce shall immediately notify the membership by mail of the names of persons nominated as candidates for directors. Such notice shall advise that each member may vote for three of the six nominated, and that the ballots must be returned in a sealed envelope, by a date certain specified in such notice.

Section 3. No proxies shall be allowed. Counting of the ballots shall be done by a committee of three board members, appointed by the President.

Section 4. The Board of Directors shall meet on the last Monday of each month at a time and place designated by the Board of Directors. A special meeting of the board may be called at any time by the Executive Committee or upon written request of any five (5) directors. Provided however, that any such time a special meeting is called, a call shall be issued to each director stating the purpose of the meeting not later than twenty-four (24) hours preceding the meeting. In the case of an emergency meeting, three (3) hours notice must be given prior to the meeting.

Section 5. At all meetings of the Board of Directors a quorum will be required to transact business, being a majority of current active directors.

## **ARTICLE VI**

### **OFFICERS**

Section 1. Within ten days after the annual election, the Directors shall meet and elect officers for the ensuing year, a president, vice president, treasurer and a secretary, All of said officers must be members of the Board of Directors except the Secretary, who may or may not be member of the Board of Directors. The Board of Directors may employ an Executive Director, whose compensation shall be determined by the Board of Directors. The Executive Director shall also serve as Secretary to the Board. The Board shall have the power to fill all vacancies.

Section 2. The Executive Director shall furnish security bonds, in such amounts as the Board of Directors shall deem necessary, the cost to be paid by the Heavener Chamber of Commerce. The Board may, at its discretion, waive the requirement of a security bond for the above.

Section 3. The President shall preside at all meetings of the Chamber and Board of Directors and perform all duties incident to this office. He shall, subject to the approval of the Board of Directors, appoint all committees and he shall be an ex-officio member of all committees. He shall at the annual meeting of the Chamber and at such other times as he may deem proper, commend to the membership of the Board of Directors such matters and make such suggestions as may tend to promote the prosperity and increase the usefulness of the Chamber. He shall have the custody of the Executive Director's bond.

Section 4. The Vice President shall act in the absence of the President; and in the absence or disability of the officers named (President and Vice President); a member of the Board of Directors shall be chosen to act temporarily.

Section 5. The Executive Director shall be the chief administrative officer of the Chamber. It shall be the duty of the Executive Director to conduct the official correspondence, preserve all books, documents and communications, keep books of accounts, resolve and disburse the funds of the Chamber, and maintain an accurate record of the proceedings of the Chamber, the Board of Directors and all committees. The Executive Director shall submit a financial statement and written report of the years work and shall mail it to the Board of Directors. The Executive Director shall have general supervision over all employees of the Chamber; and shall perform such duties as may be incident to the office, subject to the direction of the Board of Directors. At the expiration of his/her term of office, he/she shall deliver to the Board of Directors all books, papers and property of the Chamber.

The Executive Director shall be responsible for the overall operation of the affairs of the Chamber of Commerce. He/she will keep up with the dates of the necessary meetings of the committees and the Board of Directors and shall notify members thereof and shall generally be responsible for seeing that appointments are kept and coordinate the overall operations. He/she shall also keep in touch with other civic organizations in the Town of Heavener and assist them in general matters pertaining to activities connected with the Chamber of Commerce. He/she may be given such other additional duties and functions from time to time as the Board of Directors deem fit, and said Executive Director will be directly responsible to the Board of Directors for his/her activities.

At the end of each year, said Executive Director will mail a membership list of the Chamber to all the Members.

Section 6. The Board of Directors shall have the authority to fix all salaries of persons employed by the Chamber of Commerce.

**ARTICLE VII**  
**COMMITTEES**

Section 1. The Board of Directors shall authorize and define the powers and duties of all committees.

Section 2. The President shall appoint all committees, subject to confirmation by the Board of Directors.

Section 3. The Executive Committee shall be composed of the President, Vice President, Treasurer, Executive Director and one Director, to be appointed by the President. The Executive Director shall be a non-voting member.

Section 4. In the interim between meetings of the Board, the Executive Committee shall have charge of the routine business of the Chamber. It shall have general charge of the finances and property of the Chamber and shall have authority to order disbursements for necessary expenses and may grant to any committee a reasonable amount of money for special work, provided such amount shall not exceed the budget allowance for such work as previously approved by the Board. At the beginning of the fiscal year it shall prepare and submit to the Board a budget of the general expenses of the Chamber for that year.

Section 5. The Executive Committee may refer matters brought before it to a proper standing committee, which it may designate, or to the Board.

**ARTICLE VIII**  
**DISBURSEMENTS**

Section 1. No disbursements of the funds of the Chamber shall be made unless the same shall have been approved, authorized and ordered by the Board of Directors. All disbursements shall be made by check. Checks shall be signed by the Executive Director and countersigned by the President, Vice President, or Treasurer.

Section 2. Upon the approval of the budget, the Executive Director may be authorized to make disbursements by checks countersigned as set out above, on account expenses provided for in the budget without an additional approval by the Board of Directors.

**ARTICLE IX**  
**BUDGET**

Section 1. As soon as possible after the annual meeting of each year, the Executive Committee shall compile a budget of estimated expenses; including a stated amount for each committee, and submit it to the Board of Directors. As passed by the Board, with or without modification, this budget shall be the appropriation measure of the Chamber. No committee may exceed its appropriation without the consent of the Board of Directors.

Section 2. The fiscal year for the Chamber of Commerce shall be from January 1 through December 31 each year.

**ARTICLE X**  
PARLIAMENTARY PROCEDURE

Section 1. The Chamber of Commerce shall recognize the current edition of "Robert's Rules of Order" as the standard authority, on matters relating to parliamentary practices and uses. The Executive Director shall serve as parliamentarian.

**ARTICLE XI**  
GENERAL POWERS REGARDING PROPERTY AND CONTRACTS

Section 1. The Board of Directors of the Heavener Chamber of Commerce shall have power to lease, purchase, sell or hold real estate, or mortgagee same, incur debts borrow money or giving notes of the organization signed by some official therefore duly authorized by the said Board, and to enter in to contracts of any kind furthering the purpose of this organization.

Section 2. Contracts in writing on behalf of the organization shall be executed by the President, and attested by the Executive Director and the Corporation Seal shall be affixed thereto, and there shall be attached to such contracts a copy of the minutes of the meeting of the Board of Directors at which the contract was authorized duly certified by the Executive Director and showing the members present and the vote cast there at by each on the contract in question.

**ARTICLE XII**  
AMENDMENTS

The By-Laws may be amended or altered by a majority of those present and voting at any regular or special meeting of the Board of Directors, provided that notice of the proposed change shall have been mailed by the Executive Director to each Board Member not less than ten (10) days prior to such meeting or these By-Laws may be amended or altered by a two-thirds vote of those present and voting at any regular or special meeting of the Board of Directors of the Chamber of Commerce, provided that notice of such proposed change shall be mailed to each member of the Board of Directors at least ten (10) days prior to said meeting.

We hereby certify that at a regular meeting of the membership of the Chamber of Commerce Inc. the City of Heavener, Oklahoma, held of February 1, 1965, the foregoing By-Laws were ratified and confirmed by unanimous vote at a regular meeting of the Board of Directors of the said Chamber of Commerce held March, 1965.

We hereby certify that at a regular meeting of the Board of Directors of the Chamber of Commerce, Inc., of the City of Heavener, Oklahoma, held on April 20, 1987, the foregoing By-Laws were amended by unanimous vote of the Board of Directors.

We hereby certify that at a regular meeting of the Board of Directors of the Chamber of Commerce, Inc., of the City of Heavener, Oklahoma, held on January 25, 1999, the foregoing by-laws were amended by unanimous vote of the Board of Directors.

We hereby certify that at a regular meeting of the Board of Directors of the Chamber of Commerce, Inc., of the City of Heavener, Oklahoma, held on May 31, 2001, the foregoing By-Laws were amended by unanimous vote of the Board of directors.

ATTEST:

CHAMBER OF COMMERCE, INC.  
HEAVENER, OK 74937

\_\_\_\_\_  
Secretary

By \_\_\_\_\_  
President