



BY-LAWS

LOUISVILLE CHAMBER OF COMMERCE, INC.

ARTICLE I.

Section 1. Offices

The principal office of this non-profit corporation shall be at such a location as designated by the Board of Directors.

ARTICLE II.

Section 1. Purpose

This chamber is organized for the purpose of advancing the economic, industrial, professional, cultural and civic welfare of Louisville and to support all those activities believed to be beneficial to the community and area.

ARTICLE III.

Section 1. Membership

Any individual, firm, association or corporation may become a member of this corporation with the consent of the Board of Directors and the payment of one year's dues. Dues for each member shall be considered delinquent after three monthly billings. Members whose dues have not been paid at the time of any annual meeting shall not be permitted to cast the vote to which they would otherwise be entitled.

Section 2. Eligibility

Any individual, firm, association or corporation eligible for membership may have at any meeting of the corporation more than one representative.

Section 3. Voting limitation

Any firm, association or corporation having more than one representative at any meeting of the corporation shall be entitled to cast only one vote.

Section 4. Termination

(a) Any member may resign from the Association upon written request to the Board of Directors, without refund of dues paid.

(b) Any member may be expelled by the Board of Directors by two-thirds vote for nonpayment of dues after ninety (90) days from the due date unless otherwise extended, for good cause.

(c) Any member may be expelled by a two-thirds vote of the Board of Directors at a regular scheduled meeting thereof for conduct unbecoming a member or prejudicial to the aims or repute of the Association, after notice and opportunity for a hearing are afforded the member complained Against.²

Section 5. Election

Application for membership shall be in writing on the forms specified. Memberships approved by the Board will begin upon payment of the prescribed membership dues.

Section 6. Classes

There shall be as many classes of memberships as the Board of Directors determine and the qualifications for each class of membership shall be determined by the Board of Directors.

Section 7. Investments

Membership dues shall be at such rate, schedules or formulas as may be from time to time prescribed by the Board of Directors, payable annually, semi-annually, quarterly or monthly in advance. Dues for any member joining during any fiscal year shall be paid on the basis of his joining date used as his anniversary date.

Section 8. Privileges

Every active member of the Chamber of Commerce shall be entitled to vote, to hold office, to receive all publications of the Chamber, to avail themselves to the facilities of the Chamber offices, to serve on all standing and special committees, to attend all regular and special meetings, and to have the privilege of the floor at such meetings, to participate in all referenda conducted by the Chamber and to display the emblem of the organization.

ARTICLE IV.

Section 1. Directors

The corporate powers of the Chamber of Commerce shall be exercised, its business and affairs directed, and its property controlled by a Board of Directors, composed of nine (9) members, all of whom shall act as regular voting directors, In addition, the duly hired Executive Director/Manager of the Chamber of Commerce shall sit in an ex officio capacity. They shall be entitled to no vote, except in tie breaking situations and the pleasure of the Board.

Section 2. Eligibility

Any member or officer or employee or partner of any member of the Louisville Chamber of Commerce in good standing, is eligible to hold the office of director.

Section 3. Number / Term

There shall be three directors elected/re-appointed each year. Directors shall hold office for a period of three years and may be re-elected or re-appointed for a second term of three years, but no director may hold office for more than six years. A board member may be re-appointed by the majority of the Board for a subsequent term upon review of their attendance, volunteering and following the terms of the Board contract. Notwithstanding any provision to the contrary, if a director who is in the third year of his term and serving as Vice President is nominated by the nominating committee to hold the office of President, his term shall be automatically extended one Year.³

Section 4. Board Nominations & Selection

Prior to November 1 of each year, the Board shall solicit interest from members wishing to be considered for appointment to a three (3) term on the Board of Directors.

The Board of Directors shall select the members to serve on the Board of Directors by a majority Vote.

Section 5. Vacancies

Vacancies of the Board of Directors or among the officers shall be filled by the Board of Directors by a majority vote. If any member of the Board of Directors shall fail to attend three successive regular meetings without an excused absence, the President shall in writing, call such failure to his attention and if satisfactory excuse is not received within thirty (30) days, that individual shall cease to be a member of the Board, and the vacancy shall be filled as provided above.

Section 6. Policy

All policies of the Board will be formalized and recorded in a manual of procedures for easy reference by the Officers, Directors, administrative staff and members. The Board shall adopt such rules and regulations as may be required to conduct the affairs of the organization. The government and policy making responsibilities of the association shall be vested in the Board of Directors, which shall control its property, be responsible for its finances, and direct its affairs. The Chamber will not take an official stand on political items or influence decisions that come before City Council unless the Board votes unanimously that it will benefit the Chamber as a whole.

Section 7. Management

The Board shall hire an Executive Director and state a fixed salary. The Executive Director in conjunction with the Board will prepare appropriate reports necessary to keep the member informed of the organization's goals, programs and efforts.

Section 8. Anti-Discrimination

The Louisville Chamber of Commerce does not and shall not discriminate on the basis of race, color, religion (creed), gender, gender expression, age, national origin (ancestry), disability, marital status, sexual orientation, or military status, in any of its activities or operation. These activities include, but are not limited to, hiring and firing of staff, selection of volunteers and vendors and provision of services. We are committed to providing an inclusive and welcoming environment for all members of our staff, clients, volunteers, vendors, and subcontractors.

The Louisville Chamber of Commerce is an equal opportunity employer. We will not discriminate and will take affirmative action measures to ensure against discrimination in employment, recruitment, advertisements for employment, compensation, termination,⁴ upgrading, promotions and other conditions of employment against any employee or job applicant on the bases of race, color, gender, national origin, age, religion, creed, disability, veteran's status, sexual orientation, gender identity or gender expression.

ARTICLE V.

Section 1. Officer Nominating Committee

Immediately following the certification of new Directors, the Board of Directors shall select three (3) members of the Board of Directors along with the Executive Director to serve as the Nominating Committee. The Nominating Committee shall consist of a one year, two year and three year board member selected by the President and Executive Director. The President shall provide the Nominating Committee with the list of all directors for the ensuing year, and request that they select a candidate for each office to be filled from this list. When proposed nominees have been agreed upon, such information shall be presented in written form prior to the reorganization Board meeting to the current President.

Section 2. Determination of Officers

The current President shall then notify all of the old and new members of the Board to be present at the Reorganization Board meeting in November for the purpose of electing officers for the ensuing year. He or she shall present the names of those nominated to serve as the new President, new Vice President and Treasurer as selected by the Officer Nominating Committee. He or she shall then ask for additional nominations from the Board. If there are none, those nominated will become the new officers. If additional names are offered, a secret ballot by the directors for the ensuing year will determine the new officers.

Section 3. Officers

(a) President: The President shall be the head of the Chamber of Commerce and shall preside at all meetings of the membership and Board of Directors. He or she shall, with the counsel and advice of the Vice President, Treasurer and the Executive Director, determine the need for ad hoc committees to the approval of the Board of Directors. He or she shall, with the counsel and advice of the Executive Committee, select all ad hoc Committee Chairpersons, and assist in the selection of ad hoc committee personnel. He or she shall serve as Chairperson of the Executive Committee. With the approval of the Board of Directors, he or she shall sign all deeds, contracts and other instruments affecting the operation of the Chamber or any of its properties. He or she shall, with the Executive Director, sign all formal documents of the Chamber. He or she shall be an ex officio of all committees of the Chamber.

(b) Vice President: He or she shall serve as first voluntary assistant to the President of the Chamber, performing the duties of the President in the absence of that officer.⁵

(c) Treasurer: He or she shall serve as Treasurer of the Chamber of Commerce. He or she shall be the technical custodian of all funds of the Chamber and shall present a monthly financial report to the Board of Directors.

(d) **Executive Director:** The Executive Director shall be the chief administrative and operating officer and shall be charged with the general supervision and management of the office and business affairs of the organization. He or she shall perform the duties of the corporate secretary, act as agent for service of process, and shall conduct the correspondence, preserve the records, documents, and communication, keep books of account, maintain an accurate record of the proceedings of the Association of Board of Director meetings. He or she shall engage, discharge and have supervision over all employees including fixing their duties and compensation with the approval of the Executive Committee and in accordance with policies and practices approved by the Board of Directors, and he or she shall prepare and maintain a statement of all Chamber policies as determined by the Board of Directors, and shall recommend a plan whereby such policies may be re-examined, re-affirmed or rescinded by the Board of Directors. He or she shall assist and coordinate the work of the Membership Committee in increasing and expanding the membership support for the Association.

Section 4. Executive Committee

The President, Vice President, Treasurer and Executive Director shall constitute the Executive Committee. The term of such committee shall expire with that of the President. The Executive Committee shall have and may exercise in the interim between meetings of the Board all the powers of the board of Directors involving the formation of general policy and the establishment of courses of action; provided that the Executive Committee shall not have the power to amend these by-laws and proved further, that all acts of the Executive Committee shall be subject to review and final approval by the Board of Directors.

ARTICLE VI.

Section 1. Meetings

(a) The Directors may hold their meetings at such places as they may from time to time determine.

(b) Special meetings of the Board of Directors may be called by the President on two days notice to each director, either personally or by mail; special meetings shall be called by the President in like manner and on like notice on the written request of directors.

(c) A majority of the whole Board of Directors at a meeting duly assembled shall be necessary and sufficient to constitute a quorum for the transaction of business and the act of a majority of the Directors present at any meeting at which a quorum is present shall be the act of the Board, except as may be otherwise specifically provide by statute or by these by-laws.

Section 2. Irregular Meeting⁶

Whenever all parties entitled to vote at any meeting of directors, consent either by writing, or by presence at such meeting and oral consent entered on the minutes, or by taking part at such meeting without objection, the actions taken at such meeting shall be as valid as if having taken place at a meeting regularly called and noticed, and if any meeting by irregular for want of notice or of such consent, provided a quorum was present at such meeting, the proceedings of such meeting may be ratified and approved and rendered valid and the irregularity or defect therein by a writing signed by all parties having the right to vote thereat.

Section 3. Written Consent

Whenever any notice whatever is required to be given, a waiver thereof in writing signed by the person entitled to said notice either before or after the time stated therein, shall be deemed equivalent thereto. Any action which may be taken at a meeting of the Board of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the directors entitled to vote with respect to the subject matter thereof.

Section 4. Annual Meeting

The annual meeting of the members of the Louisville Chamber of Commerce shall be held each year at a time and place to be designated at a prior meeting of the Board of Directors. At such annual meeting, the newly elected officers shall take office and other business within the powers of members may be transacted.

Section 5. Additional Meetings

- (a) General Meetings of the Association may be called by the President at any time, or upon petition in writing by any twenty-five (25) members in good standing. Notice of special meetings shall be mailed to each member at least ten (10) days prior to such meetings.**
- (b) Board meetings may be called by the President or by him upon written application of five (5) members of the Board. Notice (including the purpose of the meeting) shall be given to each Director at least one day prior to said meeting.**
- (c) Committee meetings may be called at any time by the committee Chairperson, Co-Chairperson, Executive Director or the President of the Board.**

Section 6. Quorums

- (a) At any duly called General Meeting of the Chamber, twenty five (25) active members in good standing shall constitute a quorum.**
- (b) At all meetings of the Board of Directors, a majority of its members shall constitute a quorum.**
- (c) At Committee Meetings, a majority shall constitute a quorum except that when a committee consists of more than nine (9) members, then five (5) shall constitute a quorum.**

ARTICLE VII

Section 1. Budget and Finance⁷

A Budget And Finance Committee shall be appointed annually by the President. The Committee shall from time to time advise the board of directors with respect to the financial condition and financial policies of the organization. They shall suggest ways and means of conserving and increasing the membership and revenues of the Association. The President and the Committee shall be responsible for assisting the administration in establishing the budget necessary to meet the requirements of the Chamber's Program of Work. The President and the Committee shall be responsible for determining the ways and means by which budget requirements are met. As soon as possible after the first of the year, the Budget and Finance Committee in conjunction with the Executive Director, shall present a budget of estimated income and expenditures and submit it to the Board of Directors. As passed by the Board of Directors, this budget shall serve as the appropriation measure for the Association.

Section 2. Funds

All money paid to the Chamber shall be placed in a general operating fund. Funds not used from the current year's budget may be placed in a reserve account.

Section 3. Disbursements

No obligation or expense shall be incurred and no money shall be appropriated without prior approval of the board of Directors. Upon approval of the budget, the Executive Director is authorized to make disbursements on accounts and expensed provided for in the budget without additional approval of Board of Directors. Disbursements shall be by check.

Section 4. Fiscal Year

The fiscal year of the Chamber shall close on December 31.

Section 5. Bonding

All employees of the Chamber shall be covered by an adequate bond if so required as determined by the Board of Directors.

Section 6. Corporate Instruments

The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in writing in the name of and on behalf of the corporations, and such authority may be general or may be limited to specific instruments or instances. All checks, drafts or other orders for payment of money, notes or evidences of indebtedness issued in the name of the corporation shall be signed by such officer or agent in such a manner as determined by action of the Board of Directors. The ability of an officer to borrow money for the corporation shall be only as specifically designated by the Board of Directors.

ARTICLE VIII

Section 1. Appointment

The President and Executive Director shall appoint all committees subject to confirmation by the Board of Directors. The Board shall authorize and define the powers and duties of all standing and special committees except those committees whose functions are set forth in these by-laws.⁸

Committee appointments shall be at the will and pleasure of the President and shall not exceed the term of the appointing President unless reappointed by the succeeding President.

Section 2. Authority of Committees

It shall be the function of the committees to make investigation, conduct hearings, make recommendations to the Board and to carry on such activities as may be delegated to them by the Board. They shall examine into and report on such subjects as may be referred to them by the Board or by the General Membership and they may originate and report to the Board such views as they may deem proper for its consideration. They shall report to the Board in writing.

Section 3. Discharge

Special committees shall be discharged by the President when their work has been completed and their reports accepted, or when, in the opinion of the Board of Directors, it is deemed wise to discontinue the committee.

Section 4. Orientation

Annually, every member of the Board of Directors, Committee Chairperson, Committee personnel and Staff shall participate in an Orientation Program outlining their respective duties. Every effort will be made to orient new members regarding the aims, objectives and work program of the Chamber. This training will be the responsibility of the Executive Director or an appointed Designate.

ARTICLE IX

Section 1. Authority

The proceedings of the Chamber shall be governed by and conducted according to the latest rules of Robert's Rules of Order as revised; except in the event that they be inconsistent with Articles of Incorporation, these By-Laws or Administrative Policy.

Section 2. Seal

The Chamber may use a seal of such design as may be adopted by the Board of Directors.

ARTICLE X.

Section 1. Method of Amendment

In addition to the method of amending By-Laws as provided by the Laws of this State, these By-Laws may be amended or repealed or new By-Laws may be adopted by two-thirds vote of the members of the Board of Directors; provided, however, that copies of the proposed amendment, alteration, or substitution shall have been mailed to each member of the Board of Directors at least ten (10) days before the date of the meeting at which it is to be voted upon. These By-Laws may also be amended by a two-thirds vote of the members present at any regular or special meeting of the Chamber of Commerce, provided a quorum is present and provided also that a copy of the section or article to be amended and of the proposed change is mailed to each member in good standing not less than five (5) days prior to such meeting.⁹

ARTICLE XI.

Section 1. Dissolution

The Chamber shall use its funds only to accomplish the objectives and purposed specified in these By-Laws, and no part of said funds shall inure, or be distributed, to the members of the Chamber. On dissolution of the Chamber, any funds remaining shall be distributed to one or more regular organized and qualified charitable educational, scientific, or philanthropic organizations to be selected by the Board of Directors. In the event of death or permanent disability of any elective officer, the vacancy caused shall be filled by vote of the Board of Directors.

**THESE BY-LAWS were passed and adopted by unanimous vote as the revised BY-LAWS of
Louisville Chamber of Commerce, Inc., at a meeting of the Board of Directors of the Corporation
on this _____ day of _____, ____.**

**Witness my hand and seal of the
Corporation**

President: _____

Corporate Secretary/Executive Director: _____

Director:

