

**BARREN INC.  
BARREN COUNTY  
CHAMBER OF COMMERCE**

**BYLAWS**

**ARTICLE 1  
General**

**Section 1. Name:**

This organization is incorporated under the laws of the Commonwealth of Kentucky. The Articles of Incorporation established the name to be the Barren Inc. Barren County Chamber of Commerce Hereinafter, the organization shall be referred to as the Chamber.

**Section 2. Purpose:**

The objectives of the Chamber shall be to promote business and community growth and development in Glasgow and Barren County by promoting economic programs designed to strengthen and expand the income potential of all business within the trade area; promoting programs of civic, social and cultural nature which are designed to increase the functional and aesthetic values of the community; assisting in creating a more intelligent business and public opinion regarding city, county, state and national legislative and political affairs.

**Section 3. Area:**

The registered and principal office shall be located in Barren County Kentucky.

**Section 4. Limitations:**

The Chamber shall observe all local, state, and federal laws which apply to a nonprofit organization and defined in Section 501(c) (6) of the Internal Revenue Code.

**Section 5. Organizational Structure:**

The Chamber shall consist of as many operating committees deemed necessary by the Board of Directors to accomplish its Plan of Action. For each committee, the Chairman will appoint, subject to Board approval, a Committee Chair.

**ARTICLE 2  
Membership**

**Section 1. Eligibility:**

Any person, association, cooperation, partnership, or entity having an interest in the purpose of the Chamber shall be eligible to apply for membership.

**Section 2. Application:**

Application for membership shall be in writing on forms provided by the Chamber or through the Chamber website.

**Section 3. Membership Investment:**

The annual Membership Investment shall be established by the Board of Directors. The investment is for the calendar year and is payable on an anniversary date basis. The Board of Directors may establish appropriate action as deemed advisable to collect delinquent Membership Investments.

**Section 4. Approval:**

A member is approved upon:

- a) acceptance application
- b) payment of the Membership Investment
- c) Approval of the Board of Directors.

**Section 5. Membership Term:**

Membership shall be through December 31 of the year which the Membership Investment is made, or as otherwise may be designated by the Board of Directors.

**Section 6. Termination of Membership:**

Membership in the Chamber may be terminated by:

- a. the member submitting a letter of resignation to the Chamber.
- b. Non-payment of the annual Membership Investment within 90 days from the due date, unless otherwise extended by a majority vote of the Board of Directors.
- c. Expulsion following a two-thirds vote of the Board of Directors at any meeting thereof for conduct unbecoming of a member, provided such member shall be given notice and the opportunity to appear at such meeting before action is taken.
- d. In the event of the death of an individual member.

**Section 7. Voting Privileges:**

Each member shall be entitled to cast one vote in any meeting at which voting is called for; however, no firm, association, or corporation shall have more than 30 voting members. Multiple-voting memberships will be assigned based on guidelines established by the Board of Directors from time to time.

**Section 8. Exercise of Privileges:**

Any firm, association, corporation, partnership, or estate holding membership may nominate individuals, whom the holder desires to exercise the privilege of membership covered by its subscription and shall have the right to change its membership nomination upon written notice.

**Section 9. Orientation:**

At regular intervals, orientation on the purposes and activities of this organization shall be conducted for the following groups: New Directors, Officers and Committee/Task Force Chairs; and New Members.

**Section 10. Honorary Membership:**

Honorary Chamber membership may be conferred on an individual for distinction in public affairs. Honorary Memberships shall be exempt from the payment of membership investment and shall have all the privileges, duties, and responsibilities attendant of Chamber Membership, except the right to vote and to hold office. The board of Directors shall confer or revoke Honorary Membership by majority vote.

**Section 11. Membership Classifications:**

The membership shall be divided into 23 business classifications. These Business Classifications shall be as follows:

Amusement/Entertainment	Hotel/Motel/ Bed & Breakfast	Radio/Television
Apartments	Insurance	Real Estate
Automotive	Investment	Restaurants
Banks, Savings & Loan	Manufactures/Processing	Retailers
Construction	Non-Profit	Services
Diversified/Business	Printers/Publishing	Transportation
Diversified/Individual	Professional Services	Wholesalers/Distribution
Health/Medical	Public Utilities	Other

Any member wishing to change their assigned classification may do so by permission of the Chamber Executive Committee.

**ARTICLE 3  
Meetings**

**Section 1. Membership:**

Meetings of the Membership of the Chamber shall be held as follows:

- a. **Annual Meetings:** The annual Membership Meeting shall be held at a time, date, and place as determined by the Board of Directors. Notice thereof shall be mailed or emailed to each member at least ten days prior to said meeting.
  
- b. **Called Meetings:** Meetings of the Membership shall be called by:
  - 1) the Chairman.
  - 2) by the Chairman upon written petition of nine (9) Directors, or
  - 3) By the Chairman upon written petition of twenty-five (25) members.Notice thereof shall be given to each member at least ten days prior to said meeting.

**Section 2. Board of Directors:**

Meetings of the Board of Directors shall be held as follows:

- a. **Regular Meetings:** The Board of Directors shall hold regular monthly meetings at a time and place selected by the Chairman. The date is subject to change by a majority vote of the Board of Directors. Notice of regular monthly meetings shall be given to each Director in person or by mail or email at least 48 hours prior to such meeting.
  
- b. **Called Meeting:** Meetings of the Board of Directors may be call by the Chairman or by the Board of Directors upon written petition by five (5) Directors. Notice of called meetings shall be given to each director in person or by mail or email at least 48 hours prior to such a meeting.

**Section 3. Quorum:**

The following shall constitute a quorum for meetings:

- a. Membership meetings – twenty-five (25) members.

- b. Board of Directors – simple majority of Directors.
- c. Executive Committee or Task Force – those members present.

If a quorum is present, the vote of a majority of the voting members present or represented by proxy at any meeting of the members shall be the act of the members unless a greater vote is required by law, by the Articles of Incorporation or by these By-Laws. If a quorum is present at a Director's meeting, a Committee meeting, or a Task Force meeting the vote of a majority of the Directors, Committee members, or Task Force members present at such a meeting, as the case may be, shall be the act of the Directors, Committee, or Task Force unless a greater vote is required by law, by the Articles of Incorporation or by these By-Laws.

**Section 4. Action Without A Meeting:**

Any action required or permitted to be taken at a meeting of the Board of Directors, or any Committee, or any Task Force may be taken without a meeting if written consent, setting forth the action(s) so taken, is signed by all of the Directors, Committee members, Task Force members, and filed with the minutes of the proceedings of the Board of Directors, or Committee, or Task Force. Such consent shall have the same force and effect as a unanimous, affirmative vote of the Board of Directors, or Committee, or Task Force, as the case may be.

**Section 5. Telephone Conference Meetings:**

Unless the Articles of Incorporation otherwise provide, members of the Board of Directors, or any Committee designated by the Board of Directors, may participate in a meeting of the Board or committee by means of telephone or video conference or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participate in a meeting pursuant to this Section shall constitute presence in person at such meeting.

**ARTICLE 4  
Board of Directors**

**Section 1. Organization:**

The governing body of Chamber shall be the Board of Directors. The Board shall be responsible for establishing policies of the Chamber, controlling its property and finances, and directing its affairs. There will also be an Executive Committee to; handle interim matters.

**Section 2. Composition of Board:**

The Board of Directors of the Chamber shall be composed of the following:

- a) 18 members, who shall be elected by the membership to serve a three (3) year terms. Commencing with the fiscal year ending December 31, 1995, six (6) new members of the Board of Directors of the Chamber shall be elected annually in accordance with these By-Laws.
- b) the Chairman, who if currently serving as an elected member of the board shall resign that position and the Executive Committee, acting as nominating committee, shall nominate a replacement, to be confirmed by the Board of Directors, to serve out the term of the vacated position.

- c) the Chair-Elect, the Vice Chair, the Treasurer, the Secretary, and the immediate Past Chair shall be voting members of the Board of the Directors.
- d) two (2) members at large, shall be appointed by the Chairman to serve a one-year term which shall begin on the first day of the fiscal year and end on the last day of the fiscal year hereinafter referred to as “Directors-at-Large.
- e) The following shall be ex-officio, non-voting members of the Board: The President & CEO, the Financial Adviser, and the Legal Adviser.

**Section 3. Selection and Election of Directors:**

A nominating committee composed of five (5) members – consisting of one (1) past Chairman, two (2) members of the Board of Directors, one of whom shall be the Chair-Elect who will Chair the Committee and two (2) members of the Chamber at large – shall be appointed by the Chairman subject to the approval of the Board of Directors. At the regular September Board meeting, the Chairman presents the Nominating Committee to the Board of Directors for their approval. At the regular October meeting this committee shall present to the Board of Directors a list of nominees consisting of two (2) candidates to replace each director elected by membership whose term is expiring. Each Candidate shall be active, shall be in good standing and shall have agreed to accept the responsibilities of a Directorship. After the lapse of one (1) year subsequent to said term, a Board Member shall be eligible for election for another term as fore stated. The Nominating Committee will not nominate or allow nominations calling for more than one (1) person in any member firm to serve as Director except when one (1) member of a firm is serving on the Board as a Past Chairman or as an Officer. Also, the nominating committee shall make every effort practical to ensure that the makeup of the nominees submitted for the election to the Board is representative of the Chamber membership and if feasible the membership classifications.

**Section 4. Executive Committee:**

- a. Membership
  - (1) Chairman
  - (2) Chairman-Elect
  - (3) Vice Chairman
  - (4) Immediate Past Chairman
  - (5) Member at Large- appointed by the Chairman
  - (6) Treasurer
  - (7) Secretary

The President & CEO, Financial Adviser and Legal Adviser of the Chamber will be Ex-Officio members of this committee and have no vote.

- b. The Executive Committee shall conduct the business of the Chamber between regular meetings of the Board of Directors. The actions of the Committee shall be reported to the Board of Directors at its next meeting for approval or other disposition.

**Section 5. Term of Office:**

Directors elected by the membership pursuant to these By-Laws shall serve for a term of three (3) years or until their successors are elected and qualified, and their term shall commence on the first day of the fiscal year of the Chamber following their election.

**Section 6. Vacancies:**

All vacancies on the Board of Directors and Officers will be filled on appointment by the Chairman, with the Executive Committee acting as a nominating committee, upon approval of the Board of Directors.

**Section 7. Regular Board Meetings:**

Absence from three consecutive regular meetings or 50% of all the regular meetings in a 12-month period without an excuse, deemed valid in the sole discretion of a majority of the Board, shall be construed as a resignation and such members shall be notified of this action in writing by the Chairman.

**Section 8. Management:**

The Board of Directors shall employ a President & CEO and shall fix the President & CEOs salary and other terms of employment. The President & CEO in conjunction with the Board, will prepare reports to keep the members informed of the Chamber's goals, program, and efforts.

**Section 9. Removal from Office:**

At any regular or called meeting, the Board of Directors may remove any Director from office by a two-thirds vote of the members present for neglect of duty or conduct unbecoming a member, but no such action shall be taken until notice that a motion to that effect shall be made, signed by at least two (2) members of the Board of Directors, and due notice of such prospective action and opportunity for a hearing before the Board of Directors be given to the Director to be removed.

**Section 10. Seating of New Directors:**

All newly elected board members shall meet with the Board of Directors in November and shall participate in an orientation meeting at the end of that meeting.

**ARTICLE 5  
Officers**

**Section 1. Titles:**

The officers of the Chamber shall be a Chairman, Chairman-Elect, Vice Chairman, Treasurer, Secretary, and President & CEO. Each Officer shall be an active member of the Chamber in good Standing and shall agree to accept the responsibilities of the office.

**Section 2. Determination, Qualification, and Election of Officers:**

- a. A Nominating Committee composed of five (5) members consisting of the Chairman, who shall act as chair, two (2) members of the Board of Directors, one of whom shall be the Chairman-Elect and the two (2) Past Chairman shall be appointed by the Chairman, at the regular October Board meeting, subject to the approval of the Board of Directors.
- b. They shall meet and nominate a slate of candidates to serve for one (1) year or until their successors shall be duly elected and qualified.

- c. This list of nominees be presented to the Board of Directors at its November meeting, at that meeting the Board will elect the Officers for the upcoming year. The list of nominees will consist of a minimum of one (1) candidate for Chairman-Elect, one (1) candidate for Vice Chairman, one (1) candidate for Treasurer and one candidate for Secretary. The Treasurer and the Secretary are the only candidates who can be elected to successive terms.

### **Section 3. Duties:**

The Officers shall have the following duties:

- a. **Chairman:** The Chairman shall preside at all meetings of the Chamber, the Board of Directors, the Executive Committee, and shall perform all duties incidental to this office. The Chairman shall be a member of the Executive Committee, select all committees and task forces, select all chairpersons, and assist in the selection of committee and task force membership, The Chairman shall at each monthly meeting submit or cause to be submitted a brief oral summary of the previous month's Chamber activities. The Chairman shall have the custody of the President & CEO's and Secretary-Treasurer's bond. The Chairman shall appoint both a Legal Advisor and a Financial Advisor who shall serve at the pleasure of the President.
- b. **Chairman Elect:** The Chairman-Elect shall exercise the powers and authority and perform the duties of the Chairman in the absence of the Chairman. The Chairman-elect is the assistant to the Chairman and shall be responsible, with the advice and counsel of the Chairman and the President & CEO, for developing the program of work for the Chamber for the Chairman-Elect's year as Chairman of the Chamber. As such, the Chairman-Elect will be responsible for planning and shall Chair a planning retreat to develop The Program of Work for the coming year.
- c. **Vice Chairman:** The Vice Chairman shall serve as the second voluntary assistant to the Chairman of the Chamber, performing the duties of the Chairman in the absence of the Chairman and Chairman Elect.
- d. **Treasurer:** The Treasurer shall provide financial leadership to the Executive Committee, provide guidance and support to the President & CEO and finance staff, inspect financial statements including balance sheet and income/expense reports to be presented to the Board of Directors monthly. The Treasurer shall provide for an audit of the accounts of the Chamber to be made annually by an auditor, accountant, or Certified Public Accountant and a copy of the report shall be made available to the Board of Directors.
- e. **Secretary:** The Secretary shall serve as Secretary to the Board of Directors and cause to be prepared notice and minutes of the meetings of the Board and the Executive Committee.
- f. **President & CEO:** The President & CEO shall be the chief administrative and executive officer and shall be charged with the general supervision and management of the office and business affairs of the Chamber. They shall perform the duties of the secretary, act as agent for services of process, and shall conduct the correspondence, preserve the records, documents, and communications, keep books of account, maintain an accurate record of

the proceedings of the Chamber and the Board of Directors Meetings. They 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. They shall serve as secretary of the Chamber when required. They shall direct, assist, and coordinate the work of the Membership Committee in increasing and expanding the membership of the Chamber. The President shall serve at the will of the Board of Directors. The President & CEO shall be within the definition of “general secretary” as defined by KRS 102.050, who is entitled to a salary

**Section 4. Tenure of Office:**

The Tenure of office of the Officers shall end with the fiscal year on the 31<sup>st</sup> of December provided that Officers shall serve until their successors are officially installed.

**Section 5. Removal from Office:**

At any regular or called meeting, the Board of Directors may remove any Officer from office by a two-thirds vote of the members present for neglect of duty or conduct unbecoming a member, but no such action shall be taken until notice that a motion to that effect shall be made, signed by at least (2) members of the Board of Directors, and due notice of such prospective action and opportunity for a hearing before the Board of Directors be given the Officer to be removed.

**ARTICLE 6  
Indemnification**

**Section 1. Approval by the Board of Directors:**

The Chamber may, by resolution of the Board of Directors. Provide for indemnification by the Chamber of any and all current or former officers, Directors and employees against expenses actually and necessarily incurred by them in connection with the defense of any action, suit, or proceeding in which they or any of them are made parties, pr a party, by reason of having been officers, director or employees of the Chamber, except in relation to matters as to which individuals shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability for negligence or misconduct.

**ARTICLE 7  
Finances**

**Section 1. Disbursement of Funds:**

Upon approval of the budget, the President & CEO is authorized to approve disbursements on accounts and expenses provided for in the budget without additional approval of the Board of Directors. All monies paid out shall be by check, signed by the President & CEO and countersigned by the Chairman, Chairman Elect, Treasurer, or Secretary.

**Section 2. Obligating the Chamber:**

No committee or Officer has the power to pledge or bind the Chamber for any debt or liability of any kind, without written authority having been first obtained from the Board of Directors.

**Section 3. Fiscal Year:**



The Chamber fiscal year shall be the calendar year.

## **ARTICLE 8**

### **Committees and Task Forces**

#### **Section 1. Appointment and Authority:**

The Chairman, by and with the advice and counsel of the President & CEO shall appoint all committees, committee chairs, task forces and task force chairs. As deemed necessary to carry out the program of work of the Chamber. Committee appointments shall be at the will and pleasure of the Chairman and shall serve concurrent with the term of the appointing Chairman, unless a different term is approved by the Board of Directors.

**Section 2. Discharge of Committees:** Committees and task forces shall be discharged by the Chairman 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 or task force.

**Section 3. Committee/Task Force Meetings:** Meetings of the Committees or Task Forces may be called at anytime by the Committee or Task Force Chair, the Chairman of the Board or the President & CEO.

**Section 4. Authority of Committees/Task Forces:** Committees or Task Forces shall function within the policies, procedures, activities, and budgets as approved by the Board of Directors. The Committees/Task Forces have no authority to and shall not obligate the organization financially or otherwise except by approval of the Board of Directors. Committee/Task Force Chairs may appoint subcommittees for investigation, research, study, or detailed activities. In addition, each Committee/Task Force shall meet at least once each quarter or four (4) times each year.

## **ARTICLE 9**

### **Limitation of Authority**

**Section 1. Approval by Board of Directors:** No action by any member, committee, division, employee, Director or Officer shall be binding upon, or constitute an expression of the policy of the Chamber until it shall have been approved by the Board of Directors.

## **ARTICLE 10**

### **Parliamentary Procedures**

**Section 1. Authority:** The proceedings of the Chamber shall be governed by and conducted according to the current edition of Roberts Rules of Order, as revised, when such rules are not inconsistent with the Articles of Incorporation or Bylaws of the Chamber.

## **ARTICLE 11**

### **Dissolution**

#### **Section 1. Procedure:**

The Chamber shall use its funds only to accomplish the objectives and purposes specified in these Bylaws 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 regularly

organized and qualified charitable, educational, scientific, or philanthropic organizations to be selected by the Board of Directors as defined in IRS 501(c) (3).

**ARTICLE 12**  
**Amendments**

**Section 1. Revision:**

These Bylaws may be amended or altered by a two-thirds vote of the Board of Directors, or by a majority of the members present at any regular or special meeting, providing the notice for the meeting includes the proposals for the amendments. Any proposed amendments or alterations shall be submitted to the Board or the members in writing, at least 30 days in advance of the meeting at which they are to be acted upon.

**ARTICLE 11**  
**Effective Date**

**Section 1. Effective Date:**

The effective date of these By-Laws shall be February 7, 1995 at 12:01 A.M.  
These Bylaws were amended on and shall be in effect as of INSERT DATE