

WALL BADLANDS AREA CHAMBER OF COMMERCE BY-LAWS

ARTICLE I

SECTION 1: The name of this corporation shall be the Wall Badlands Area Chamber of Commerce, Inc.

ARTICLE II

SECTION 1: The purpose of the Wall Badlands Area Chamber of Commerce: Promote economic development, commerce and community services in the area of Wall, Pennington County, and South Dakota; perform all actions and own all property necessary for promotion; generally promote and advertise the commercial, aesthetic and recreational potential of the area.

SECTION 2: This organization is committed not to discriminate against any person on the grounds of sex, race, color or national origin in its policies or practices.

ARTICLE III

MEMBERSHIP

SECTION 1: The Wall Badlands Area Chamber of Commerce shall be composed of Individual, Business, Non-Profit Organizations, Government Agencies, and Associate Memberships.

SECTION 2: Individual Membership is for a single person membership in good standing and who is interested in the progress of the community. It does not include any advertising by the Chamber of Commerce. Individual membership is allowed one vote.

SECTION 3: Business Membership is open to any business wanting to become a member of the Chamber of Commerce and is in good standing and interested in the progress of the community. Business membership is entitled to any advertising done by the Chamber of Commerce and one vote.

SECTION 4: Non-Profit Organization Membership is open to any non-profit organization interested in the progress of the community. Non-Profit organizations will be allowed one vote and advertising rights as approved by the Board of Directors.

SECTION 5: Government Agency Membership is open to all government agencies interested in the progress of the community. Government agencies will be allowed one vote and advertising rights as approved by the Board of Directors.

SECTION 6: Associate memberships shall include any business which resides at least thirty-five miles outside of, but still promotes the Wall trading area. Services provided for Associate members will be determined by the Board of Directors.

SECTION 7: Members may be expelled by the Board of Directors for cause. A three-fourths vote of all directors shall be necessary to expel a member.

ARTICLE IV

SECTION 1: The revenue of this Chamber shall be derived from membership dues, sales tax, incidental operations, and other sources.

SECTION 2: Dues of the members shall be determined by the Board with approval of the membership.

SECTION 3: All memberships shall be paid in advance of the upcoming fiscal year. The **fiscal** year runs January 1 to December 31.

ARTICLE V

ELECTIONS

SECTION 1: The government of the Wall Badlands Area Chamber of Commerce, the direction of its work and the control of its property, shall be vested in a Board of Directors. The Board of Directors shall consist of nine members, one-third of whom shall be elected annually as hereinafter provided.

SECTION 2: The general membership shall elect a Board of Directors annually. This Board shall elect a President, Vice-President and combined Secretary/Treasurer. They should hold quarterly meetings at a time and place set by the President. Any Board member who is absent from more than two meetings during the year may be replaced. The Directors shall have the duty to fill all vacancies on the Board until the next election. The Board of Directors may adopt rules and regulations for the business of the Chamber with approval by the regular membership.

SECTION 3: The President will appoint a three member Nominating Committee in August. The Nominating Committee will present the slate of candidates for the new Board at the September Luncheon; not more than one being from the Board of Directors. The Committee shall nominate at least one person for each vacancy. *At-large nominations must be brought to the Nominating Committee within the two weeks after the October Luncheon.* Nominating petition forms will be available at the Chamber Office. *Nominations will not be accepted from the floor.*

SECTION 4: All elections shall be by secret ballot. *The Nominating Committee will hand out one paper ballot per paying member at the November Luncheon. The Nominating Committee will gather ballots and tally results, which will be announced before meeting adjourns.*

SECTION 5: Board will meet prior to the December Chamber Luncheon to elect officers. Newly elected Board Officers will be presented to the members for approval at the December Luncheon. New Board members will be sworn in at the January Luncheon and assume their duties.

ARTICLE VI

OFFICER DUTIES

SECTION 1: The President shall preside at all meetings of the Chamber and the Board of Directors. The President shall perform all duties incidental to the office and advise such action as might be deemed beneficial to the functions of the Chamber.

SECTION 2: The Vice-President shall preside in the absence of the President and shall act as chairman of the Membership committee.

SECTION 3: The Treasurer shall receive, disburse, and provide for an annual audit of the funds of the Chamber by January 31 of each year and shall keep all monies of the Chamber deposited in its name. All bills not previously approved must be presented to the Board or membership for approval. Each month he/she shall report to the Board and membership as to the financial standing of the organization.

SECTION 4: The Executive Secretary shall give notices of all regular, special, and annual meetings and shall keep a permanent record of the minutes of such meetings and shall be custodian of all official records. The Executive Secretary shall assure that official records of the organization are maintained.

SECTION 5: An Executive Secretary may be hired on approval by the Board. A job description, approved by the Board of Directors, will be presented at that time.

ARTICLE VII

COMMITTEES

SECTION 1: The President may appoint all committee(s) members and chairperson, subject to the confirmation which must be by the Board of Directors at the first Board meeting. The Board of Directors shall establish sufficient committees to insure proper completion of all programs.

SECTION 2: The Executive Committee; composed of the President, Vice-President, and combined Secretary/Treasurer, may transact routine business of the Chamber in the interim between meetings, subject to the approval of the Board of Directors.

SECTION 3: The Executive Committee shall prepare an annual budget for submission to the Board of Directors and regular membership for approval.

SECTION 4: The Executive Committee, with the chairperson of each committee, shall prepare an annual budget submitted for approval to the Board of Directors on or before the July general membership meeting. The budget will be submitted for final approval by the general membership at the July general membership meeting. The budget is then submitted to the City Council for approval of funding.

ARTICLE VIII

SECTION 1: The Board of Directors shall provide for regular meeting of the Chamber. Special meetings may be called by the President or Board of Directors. Committee meetings may be called by the President or the committee Chair.

SECTION 2: Each Chamber member shall be notified of every regular or special meeting; said notice shall be in writing, by telephone, or personal contact.

SECTION 3: A quorum of any meeting of membership shall consist of not less than ten percent of the voting members of the Chamber. A quorum of the Board of Directors shall consist of not less than a majority of the Directors.

SECTION 4: Majority vote of those present shall prevail at all meetings.

SECTION 5: Any member shall be entitled to speak and regular members shall be entitled to vote on any subject brought before the Chamber for consideration. Debates may be limited at the discretion of the Chairman.

SECTION 6: Robert's Rules of Order shall apply at all meetings.

ARTICLE IX

SECTION 1: Amendments may be made to these By-Laws in such a manner as provided by the law of South Dakota or in such manner as may be provided from time to time by the membership of this organization not inconsistent with the statutes of South Dakota.

KNOW ALL MEN BY THESE PRESENTS: That we the undersigned Officers and Directors of the Wall Badlands Area Chamber of Commerce do hereby certify that the foregoing By-Laws were duly adopted, as amended, as the By-Laws of said organization on the 11th day of September, 2006, and that the same do now constitute the By-Laws of said organization.

PRESIDENT

DIRECTOR

VICE-PRESIDENT

DIRECTOR

TREASURER

DIRECTOR

DIRECTOR

DIRECTOR

DIRECTOR

DIRECTOR