

Mayflower Area Chamber of Commerce

Organizational Bylaws

March 17, 2022

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**BYLAWS OF THE
MAYFLOWER AREA CHAMBER OF COMMERCE**

ARTICLE I – GENERAL

SECTION I: NAME

This organization is incorporated under the laws of the State of Arkansas and shall be known as the Mayflower Area Chamber of Commerce (Chamber).

SECTION II: MISSION

To develop, create, maintain, and build an evolving, ethical, voluntary organization that caters to the business interests and general economic development and promotion of the Mayflower Community and surrounding area.

SECTION III: GOALS

- A. To further the collective interests of members, while advancing our community, and region
- B. Advocate on behalf of the community at large, to develop economic prosperity and business interests
- C. Build a community to which residents, visitors, and investors are attracted
- D. Promote Mayflower City and the surrounding area
- E. Strive to ensure future prosperity via a pro-business climate
- F. To present a unified voice of the business community
- G. To develop well-functioning networks to further the Chamber's interests.

SECTION IV: AREA

The Mayflower area shall mean to include the City of Mayflower, Mayflower Water District, Mayflower School District, and the surrounding trade areas including Maumelle and Conway.

SECTION V: LIMITATIONS OF METHODS

The Chamber shall be non-profit, non-partisan, and non-sectarian and shall observe all local, state, and federal laws which apply to a non-profit organization as defined in Section 501 (c) (6) of the Internal Revenue Code.

ARTICLE II – MEMBERSHIP

SECTION I: ELIGIBILITY

Any person, association, corporation, partnership, or estate having an interest in the mission of the organization shall be eligible to apply for membership.

SECTION II: APPLICATION

Application for membership shall be made either in writing or via the official Chamber website on forms provided for that purpose. All applications are to be approved by the Board of Directors by a simple majority, during the next regularly scheduled meeting of the Board of Directors, according to the applicant's following and acceptance of the Chamber's Bylaws. Fees will be returned to unsuccessful applicants. Applicants may assume the duties and expectations of a Chamber Member from the point of application and payment of dues until a final decision has been made regarding their eligibility. During the time between submission of the application and approval by the board, a member-elect may not vote in any elections requiring approval of the general membership.

SECTION III: DUES

Membership Dues will be as set by the Board of Directors at each Annual Meeting. Dues are payable upon the submission of the application and are valid for one year. Membership must be renewed annually at the most current fee set by the Board of Directors.

SECTION IV: TERMINATION

- A.** Any member may resign from the Chamber upon written notice to the Board of Directors.
- B.** Any member may be expelled by a two-thirds vote of the Board of Directors for conduct unbecoming of a member or prejudicial to the aims or repute of the Chamber. An expelled member may appeal for reinstatement and gain reinstatement by a 2/3 vote of the general members present at the next regularly scheduled General Meeting.
- C.** Any member may be expelled for non-payment of dues after ninety (90) days from the due date, unless extended by the Board of Directors due to extraneous circumstances.

SECTION V: VOTING RIGHTS

Each member whether they be a person, association, corporation, partnership, or estate shall be entitled to cast one (1) vote for any issue requiring a membership vote.

SECTION VI: HONORARY MEMBERSHIP

A distinction in public affairs shall confer eligibility to honorary membership. Honorary members shall have all the privileges of members, except the right to vote, and shall be exempt from payment of dues. The Board of Directors shall confer or revoke honorary membership by a majority vote.

ARTICLE III – MEETINGS

SECTION I: ANNUAL MEETING

The annual meeting of the Chamber will be held during the month of December. The Board of Directors will communicate the details of the annual meeting no later than November 1st of the calendar year.

SECTION II: REGULAR BOARD MEETINGS

The Board of Directors shall meet semi-annually during the months of March and September. These meetings will be in addition to regularly scheduled General and/or Committee Meetings. Additional Board Meetings may be scheduled, if necessary, as determined by a majority vote of the Board of Directors.

SECTION III: GENERAL MEETINGS

General meetings of the Mayflower Area Chamber of Commerce may be called by the President at any time, or upon petition in writing of ten percent (10%) of the members in good standing. General Meetings should be regular and consistent.

SECTION IV: COMMITTEE MEETINGS

Committee meetings are to be held on an ad hoc basis as determined by the Committee Chairperson.

SECTION V: QUORUMS

Meetings of the Board of Directors must have a simple majority of members in attendance to reach quorum.

General meetings of the chamber must have a quorum with the attendance of 10% of the members in good standing.

Annual and Committee Meetings have no quorum responsibilities.

ARTICLE IV – BOARD OF DIRECTORS

SECTION I: COMPOSITION OF THE BOARD

The composition of the Board of Directors is made up of the entirety of the Executive Offices as defined by the bylaws. Each Executive Officer will retain one vote on the Board of Directors and each vote will be considered equally. The President will lead the Board of Directors and may only vote in the event of a tie.

SECTION II: ELECTION OF DIRECTORS

The Board of Directors will be nominated at the annual chamber meeting and voted on. The candidates with the largest number of votes being elected.

SECTION III: VACANCIES OF THE BOARD OF DIRECTORS

Vacancies on the Board of Directors shall be filled by a majority vote of the Board of Directors until the next annual chamber meeting. Vacancies may not be filled by any individuals who already hold a position on the Board of Directors.

SECTION IV: POLICY, MANAGEMENT, OPERATIONS

The Board of Directors by majority vote is empowered to make policy, management, and daily operations decisions as seen to be best interests of the chamber. The Board of Directors is also empowered to make decisions that are not covered by these bylaws.

The Board of Directors is the only entity which is authorized to issue policy statements and approve requests for the disbursement of funding not explicitly defined in the Annual budget.

ARTICLE V – EXECUTIVE OFFICES

SECTION I: EXECUTIVE OFFICES

Executive Offices are to be filled by a singular individual. They must be willing to carry out the Requirements and Expectations of the respective office as defined in the Bylaws.

The Executive Offices are as follows:

- A. President
- B. Vice President
- C. Secretary
- D. Treasurer
- E. Board Member - Director of Local Partnerships
- F. Board Member - Director of Community Outreach
- G. Board Member - Director of Internal Affairs

SECTION II: REQUIREMENTS AND EXPECTATIONS

PRESIDENT

Expectations:

- A. Preside over all meetings of the Board of Directors, each General Membership Meeting, and shall be responsible for presenting an overall agenda for each meeting.
- B. Serve as a member of the Board of Directors.
- C. Create committees and appoint all committee chairpersons, including ad hoc committees and task forces.
- D. Serve as Coordinator for the Organizational Committees determined by the Program of Works at the beginning of each year and work closely with those Committee Chairpersons to develop goals and objectives for those committees.
- E. Serve as ex officio member of all regular and special committees and attend committee meetings as necessary.

- F. Recommend to the Board any changes in the Program of Work, policies, bylaws, or procedures of the Chamber.
- G. Sign all deeds, contracts, and documents affecting the operation of the chamber, with the approval of the Board.

Requirements:

- A. Fulfill the General Requirements, General Responsibilities, and Chamber Event Attendance of an Executive Officer as described in the Mayflower Area Chamber of Commerce Bylaws.

VICE-PRESIDENT

Expectations:

- A. In the absence of the President, preside over meetings of the Board of Directors and any regularly scheduled General Membership meetings.
- B. Serve as a member of the Board of Directors.
- C. Serve as Coordinator for the Organizational Committees determined by the Program of Works at the beginning of each year and work closely with those Committee Chairpersons to develop goals and objectives for those committees.

Requirements:

- A. Fulfill the General Requirements, General Responsibilities, and Chamber Event Attendance of an Executive Officer as described in the Mayflower Area Chamber of Commerce Bylaws.

SECRETARY

Expectations:

- A. Serve as the secretary to the Board of Directors and be responsible for preparing the minutes of all meetings of the Executive Committee, the Board of Directors, and the general membership.
- B. Serve as Coordinator for the Organizational Committees determined by the Program of Works at the beginning of each year and work closely with those Committee Chairpersons to develop goals and objectives for those committees.
- C. Compile all meeting minutes for a year-end review.
- D. Perform additional duties as assigned by the President and/or the Board of Directors.

Requirements:

- A. Fulfill the General Requirements, General Responsibilities, and Chamber Event Attendance of an Executive Officer as described in the Mayflower Area Chamber of Commerce Bylaws.

TREASURER

Expectations:

- A. Have general supervision and custody of all corporate funds and securities.
- B. Serve as Coordinator for the Organizational Committees determined by the Program of Works at the beginning of each year and work closely with those Committee Chairpersons to develop goals and objectives for those committees.
- C. Be responsible for the collection of all accounts receivable and payment of all accounts payable as created by the various activities of each aspect of the Chamber throughout their term.
- D. Ensure completion of an annual financial audit as designated in the Bylaws.

Requirements:

- A. Fulfill the General Requirements, General Responsibilities, and Chamber Event Attendance of an Executive Officer as described in the Mayflower Area Chamber of Commerce Bylaws.

DIRECTOR OF LOCAL PARTNERSHIPS

Expectations:

- A. Work closely with the Executive Officer(s) and Committee(s) that fall under their purview as defined by the Program of Works for the calendar year.
- B. Maintain close contact with members of the Chamber and other community leaders to identify community needs.
- C. Adopt or amend regulations governing the actions of Executive Officer(s) and Committee(s) under their purview as defined by the Program of Works for the calendar year.

Requirements:

- A. Fulfill the General Requirements, General Responsibilities, and Chamber Event Attendance of an Executive Officer as described in the Mayflower Area Chamber of Commerce Bylaws.

DIRECTOR OF COMMUNITY OUTREACH

Expectations:

- A. Work closely with the Executive Officer(s) and Committee(s) that fall under their purview as defined by the Program of Works for the calendar year.
- B. Maintain close contact with members of the Chamber and other community leaders to identify community needs.
- C. Adopt or amend regulations governing the actions of Executive Officer(s) and Committee(s) under their purview as defined by the Program of Works for the calendar year.

Requirements:

- A. Fulfill the General Requirements, General Responsibilities, and Chamber Event Attendance of an Executive Officer as described in the Mayflower Area Chamber of Commerce Bylaws.

DIRECTOR OF INTERNAL AFFAIRS

Expectations:

- A. Work closely with the Executive Officer(s) and Committee(s) that fall under their purview as defined by the Program of Works for the calendar year.
- B. Maintain close contact with members of the Chamber and other community leaders to identify community needs.
- C. Adopt or amend regulations governing the actions of Executive Officer(s) and Committee(s) under their purview as defined by the Program of Works for the calendar year.

Requirements:

- A. Fulfill the General Requirements, General Responsibilities, and Chamber Event Attendance of an Executive Officer as described in the Mayflower Area Chamber of Commerce Bylaws.

SECTION III: GENERAL REQUIREMENTS

- A. Executive Officers should have a proven record of leadership in the professional or business community and a willingness to serve as a visible leader in advancing the economic and socioeconomic wellbeing of the community. They must present an image in keeping with their role as a representative of Mayflower both within and outside of the community.
- B. Executive Officers should have previous experience in civic and/or non-profit organizational leadership and must believe strongly in the voluntary and cooperative goals of the Chamber as a way of solving community problems and bettering the Mayflower area.

SECTION IV: GENERAL RESPONSIBILITIES

- A. Determine the goals of the Chamber by approving an annual Program of Works and developing a working budget for the fiscal year.
- B. Approve the recommendations of the President for the designation of committees and committee chairpersons.
- C. Serve as a liaison between the Board of Directors and the committees to which they oversee.
- D. Set the date and time of required Semi-Annual Board Meetings.
- E. Fill in any vacancies on the Board of Directors.
- F. Attend 90% of Chamber Events and Meetings.

SECTION V: TERM LENGTH

Each Executive Officer shall serve a term of office of one calendar year, as elected by the general membership at the Annual Meeting each December. An Executive Officer may be removed before the expiration of their term by a majority vote by the Board of Directors.

ARTICLE VI – PROGRAM OF WORKS

SECTION I: PROGRAM OF WORKS

The annual Program of Works is to be defined by the elected President for its respective calendar year. Executive Offices are to be voted on at the Annual Meeting each December and the President-Elect will have from that point until January 31st to define the Program of Works for their term.

The Program of Works should contain a complete and full listing of:

- A. Board Members
- B. Executive Officers
- C. Necessary Committees
- D. Committee Chairpersons
- E. Updated Organizational Hierarchy
- F. Goals and Objectives for Each Committee, Executive Officer, and Board Member.

The Program of Works must be written in the same manner as previous programs and must adhere to any further rules or regulations as set forth by the language of the bylaws.

SECTION II: ESTABLISHING COMMITTEES

Committees should ultimately function as an organized team with succinct and achievable goals and objectives. Committees should be established only if there are specific tasks and activities which can be achieved through its formation.

Committees may be created or dissolved each year during the formation of the Program of Works. There is no limit or suggested number of committees that a President may establish in the Program of Works as long as the total membership can support it and it has specific tasks in which it is to operate.

SECTION III: ESTABLISHING GOALS AND OBJECTIVES

Goals should define a clear picture of the committee's overall purpose. Each committee should have at least two goals that can be achieved over the calendar year.

Objectives should define quantifiable benchmarks against which each committee can measure its actions. Each committee should have at least three objectives. The completion of each objective should create progress toward an overall goal.

SECTION IV: ESTABLISHING ACTIVITIES

Activities are the granular actions taken by each committee to reach the objectives and goals established in the Program of Works. The President may choose to define these activities explicitly or may choose to work directly with their appointed Chairpersons to determine the appropriate activities. Each activity should result in the ultimate progress toward a specific objective.

SECTION V: RATIFICATION OF PROGRAM OF WORKS

The Program of Works must be submitted to the Board of Directors no later than January 15th of the year in which the program is to be considered. Upon submission, the Board of Directors has 7 days to either approve or reject the proposed program by a simple majority vote. If the Program of Works is accepted, it should be archived and distributed to all Board Members and Committee Chairpersons. If it is rejected, the Board of Directors must call an ad hoc meeting prior to January 31st to provide feedback and develop a program that is suitable for all members.

ARTICLE VII – ORGANIZATIONAL REPORTING

SECTION I: FINANCIAL REPORTING

An annual financial report is required per the rules of the Internal Revenue Service regarding 501(c)(6) entities. This report should follow the guides and formatting of IRS Form 990/990-EZ/990-N. This report, in addition to any other year-end reports as determined by the Executive Office of Treasurer, should be published to the public archive.

SECTION II: COLLECTION AND COMPILATION OF MEETING MINUTES

Meeting minutes are required for all meetings of members of the Mayflower Area Chamber of Commerce. These minutes must be compiled at the end of each year and made available for public archive. They must follow the meeting minutes template as defined by the Executive Office of the Secretary.

The minutes for each meeting should record attendance, major topics of discussion, recommendations, and suggestions as well as the name of the member making them and timetables for the resolution of these topics.

SECTION III: ANNUAL REVIEW

The minute compilation and annual financial report must be prepared for presentation to the Board of Directors and General Membership during the Annual December meeting. This meeting should encompass a full review of the achieved goals and objectives, the financial health of the chamber going into the new year, and a summation of the meetings and progress made by chamber members.

ARTICLE VIII – AMENDMENTS TO THE BYLAWS

SECTION I: PROPOSING AMENDMENTS

Proposals to amend the Mayflower Area Chamber of Commerce Bylaws must be made in writing to the Board of Directors at least 15 days prior to the next Semi-Annual Board of Director meetings held during the months of March and September.

For a proposal to be considered it must meet at least one of the signatory requirements listed below:

- A. Signatures from at least 20% of the general membership.
- B. Signatures from at least 33% of the Board of Directors.
- C. Signatures from at least 50% of the Committee Chairpersons.

Proposals must be written in the same manner as existing Articles and must explicitly note the changes and/or additions to the language of the existing bylaws.

SECTION II: DISCUSSION OF PROPOSED AMENDMENTS

Upon confirmation of the Proposal and signatory requirements, the Board of Directors will review the proposal at the next regularly scheduled Board of Directors meeting and will provide feedback regarding the proposal to the original submitters in writing no later than 14 days after the conclusion of the meeting.

The original submitters may then accept or reject the Board of Directors' feedback. The Board of Directors must be notified of the decision in writing within 14 days after the Board of Directors' feedback has been shared.

If the proposed amendment is deemed substantial and necessary to the viability of the Chamber, the Board of Directors, at their discretion, may call an ad hoc meeting to expedite the discussion and review process.

SECTION III: VOTING OF PROPOSED AMENDMENTS

Proposals to amend the bylaws must be voted upon by both the Board of Directors and the General Membership at the next regularly scheduled General Meeting following the acceptance or rejection of the Board of Directors feedback. Proposed amendments may be accepted by a simple majority of both the general membership and the Board of Directors in attendance at the general meeting in question.

If a proposal receives a majority from the general membership but does not receive a majority from the Board of Directors, the general membership may hold an additional vote at the next regularly scheduled General Meeting. This vote must secure a supermajority (67%) of all active members to veto the decision of the Board of Directors.

SECTION IV: ACCEPTANCE OR REJECTION OF PROPOSED AMENDMENTS

Upon the acceptance of the proposed amendment, the bylaws will be updated to reflect the changes, and the most current version of the bylaws will be distributed to all active members of the Mayflower Area Chamber of Commerce within 7 days. All public repositories must also be updated with 14 days.

Upon the rejection of the proposed amendment, the proposal will be archived as drafted and a resolution must be filed by the Board of Directors within 14 days stating the reasons for rejection. No changes to the bylaws will be made. Members may request a copy of the resolution at any time following the 14-day submission period.

SECTION V: POLICY, MANAGEMENT, OPERATIONS

The Board of Directors by majority vote is empowered to make policy, management, and daily operations decisions as seen to be best interests of the chamber. It is in the Chamber's best interest to be organized and transparent in all matters. Given this stipulation, it is the Board of Directors' duty to ensure that all members are informed about potential Bylaw changes in a sufficient manner and with enough time to make an informed decision. The Board of Directors may not campaign for or against a proposed amendment outside of regularly scheduled meetings in which minutes and records are kept for review.