



BY-LAWS OF
JOPLIN AREA CHAMBER OF COMMERCE

AS AMENDED MARCH 25, 1990
JULY 18, 1994
NOVEMBER 28, 1994
DECEMBER 23, 1996
FEBRUARY 24, 1997
DECEMBER 22, 1997
JULY 27, 1998
FEBRUARY 22, 1999
APRIL 26, 1999
DECEMBER 15, 2000
JANUARY 22, 2001
APRIL 9, 2002
JUNE 21, 2004
NOVEMBER 28, 2005
MARCH 23, 2009
AUGUST 27, 2012
JULY 20, 2017

ARTICLE I	GENERAL
ARTICLE II	MEMBERSHIP
ARTICLE III	MEMBERSHIP MEETINGS
ARTICLE IV	BOARD OF DIRECTORS
ARTICLE V	OFFICERS OF THE BOARD OF DIRECTORS
ARTICLE VI	DIVISIONS AND COMMITTEES
ARTICLE VII	EMPLOYED STAFF
ARTICLE VIII	FINANCES
ARTICLE IX	INDEMNIFICATION
ARTICLE X	EARNINGS AND ACTIVITIES
ARTICLE XI	DISSOLUTION
ARTICLE XII	AMENDMENTS
ARTICLE XIII	REFERENDA
ARTICLE XIV	PARLIAMENTARY PROCEDURE
ARTICLE XV	GOVERNANCE GUIDELINES

ARTICLE I

GENERAL

SECTION 1. NAME. This organization, incorporated under the laws of the State of Missouri, shall be known and designated as the Joplin Area Chamber of Commerce.

SECTION 2. DEFINITION. The Joplin Area Chamber of Commerce is a corporation organized to achieve its stated purposes in the trade area served by the City of Joplin, Missouri.

SECTION 3. PURPOSES. It shall be the purpose of the Joplin Area Chamber of Commerce to promote regional economic and industrial development; to advance civic, educational, social, and cultural improvements; and to work continually toward maintaining the highest possible quality of life for the community.

SECTION 4. LIMITATIONS. The Chamber shall be non-profit and non-sectarian, and shall abide by all rules, regulations and laws which apply to a non-profit organization as defined in Section 501(c)(6) of the Internal Revenue Code.

SECTION 5. NOTICE. Whenever under the terms of these Bylaws written notice is required or permitted to be given, such notice shall be in writing and shall be deemed to have been sufficiently given if personally delivered; delivered by a national overnight courier service (such as Federal Express); deposited in the United States Mail, in a properly stamped envelope, certified or registered mail, return receipt requested; or transmitted by electronic facsimile or e-mail to the most recent electronic or physical address provided by the Member or Director. It shall be the responsibility of the Member or Board Member to provide his/her most recent address to the Joplin Area Chamber of Commerce.

ARTICLE II

MEMBERSHIP

SECTION 1. ELIGIBILITY. Any person, association, corporation, partnership or estate having an interest in the objectives of the organization shall be eligible to apply for membership.

SECTION 2. ELECTION. The Board of Directors may specify the procedures governing election to membership and may determine the requirements for eligibility to membership as are not inconsistent with these Bylaws, and shall have sole and exclusive authority to approve or disapprove any applicant. An applicant elected to membership shall become a member upon payment of membership dues.

SECTION 3. MEMBERSHIP DUES. The Board of Directors shall determine the annual membership dues for each active member SECTION 4. RESIGNATION, SUSPENSION, AND EXPULSION.

A. Resignation. A member may resign from the Chamber by submitting to the Board of Directors a written resignation, accompanied by a remittance in full for all membership dues and charges owed by the member to the Chamber.

B. Suspension. If a member shall fail or refuse to pay membership dues within a period of ninety (90) days after the same are due and payable, the membership of such member shall be suspended and the member shall be notified of this suspension by the Chamber. A suspended member shall forfeit all privileges of membership until such time as all membership dues or other charges in arrears are paid.

A suspended member, upon full payment of all past due membership dues and other charges, and upon making application for reinstatement to the Board of Directors, within thirty (30) days of the date of the aforesaid written notice from the Chamber, may be reinstated.

C. Expulsion. A member who has not been reinstated within thirty (30) days of the written notice of suspension sent to the member by the President shall be expelled from the Chamber. Furthermore, the Board of Directors, by a two-thirds vote of the elected members of the Board of Directors, may expel a Chamber member for cause, including but not limited to violation of the Bylaws or any lawful rule or practice duly adopted by the Chamber. The member shall be given notice of the proposed expulsion and may request a hearing. Such request must be delivered in writing to the Chamber office within ten (10) days of the date the notice was given. If a hearing is requested, a hearing in front of the Board of Directors shall be held prior to any such expulsion.

SECTION 5. TRANSFER. Membership in the Chamber cannot be transferred or assigned in any part except as described in Section Six (6) hereof.

SECTION 6. VOTING PRIVILEGES. Each member firm, corporation or other entity shall designate a person to be its representative in the Chamber who shall represent, vote, and act for the member in all the affairs of the Chamber. Additional persons directly employed by such member may be designated to participate in the affairs of the Chamber, and such persons shall be entitled to all the privileges of membership in the Chamber. The total number of designations which may be made by a member shall not exceed the increments of minimum membership dues as established by the Board and the member shall advise the Chamber staff as to the name and mailing address of each designee. The total designations shall not exceed ten (10) in number.

SECTION 7. HONORARY MEMBERSHIPS. The Board may, at any regular meeting, admit honorary membership to any person being worthy of such distinction. Three (3) negative votes shall defeat election by the Board. A proposal to confer honorary membership may be made to the Board of Directors by any member of the Chamber. Honorary membership includes all privileges of active membership except that of holding office and includes exemption from payment of annual dues. Any honorary membership may be revoked by the Board at any time.

SECTION 8. ORIENTATION. At regular intervals, orientation on the purposes and activities of the Chamber shall be conducted for the following groups: new directors, officers, divisional vice-chairmen, committees, and new members.

ARTICLE III

MEMBERSHIP MEETINGS

SECTION 1. TIME OF MEETING. The Board of Directors may provide for regular meetings of the Chamber and/or special meetings may be called by the President, by the Board or by the Chairman.

SECTION 2. NOTICE. Each member of the Chamber shall be given notice of the place, date and hour of every regular or special meeting, which notice shall be in writing. A synopsis of the business to be considered shall be included with or in said notice.

SECTION 3. ANNUAL MEETING. The annual meeting of the Chamber may be held during April of each year or as soon after the end of each fiscal year as is possible.

SECTION 4. LIMITATION OF DEBATE. At the discretion of the Chairman, debate may be limited.

SECTION 5. QUORUM. Fifty (50) members, or ten percent (10%) of the total membership, whichever is greater, shall constitute a quorum at any meeting of the Chamber membership.

SECTION 6. ACTION. Actions and resolutions proposed at the annual, general or special membership meetings may be referred to proper committees, or to the Board of Directors for appropriate action, and such action shall be reported to the general membership.

ARTICLE IV

BOARD OF DIRECTORS

SECTION 1. COMPOSITION OF THE BOARD. The Board of Directors shall be composed of eighteen (18) Directors elected from the membership. Six (6) of the eighteen (18) shall be elected annually to serve three (3) year terms. Directors may not serve more than two (2) consecutive terms, with nomination for the second term pursuant to recommendation by the Nominating and Governance Committee and regular voting as required in Section 2. If not otherwise serving in a regular term, the immediate past Chairman of the Board shall serve as a voting member of the Board, bringing the total number of voting Board members to nineteen (19).

SECTION 2. SELECTION AND ELECTION OF DIRECTORS.

A. Nominating Committee.

(1) At the regular August Board meeting, the Chairman shall instruct the Nominating and Governance Committee to prepare a slate of candidates for nomination as Directors on the Board.

(2) On or before the fourth Monday in September, the Nominating and Governance Committee shall present a slate of six (6) candidates to serve three (3) year terms, replacing the Directors whose regular terms expire. Directors who are completing their first term MAY be considered for nomination to a second term by the Committee. Candidates must be either active members in good standing or designees of active members in good standing under Article II, Section 6 hereof and must be willing to accept the responsibility of Directorship. The Nominating Committee shall make its best effort to select candidates from representative categories within the Chamber membership.

(3) A Director appointed to fill out a term vacated by a previous Director is eligible to seek a three-year term immediately following the partial term. Except as otherwise provided herein, a Member may not be appointed or nominated to the Board of Directors in the year immediately following an elected term.

B. Publicity of Nominees. Within ten (10) days of the Nominating Committee report, the staff shall immediately submit by written notice the list of candidates to the entire membership.

C. Nomination by Petition. An additional candidate can be nominated by petition bearing the genuine signatures of at least twenty (20) qualified Chamber members. Each member can only sign one such petition. Petitions shall be filed with the Nominating Committee members within ten (10) days after notice of candidates nominated is mailed to the membership. The Nominating Committee shall determine the eligibility of the candidates; its decision shall be final. If no candidates are added to the slate by petition, the slate of six candidates shall be declared elected.

D. Election Committee. If one or more candidates are nominated by petition by November 1, the Chairman shall appoint five (5) members which shall have charge of the ballot collection and counting. Nominating Committee members are ineligible for Election Committee membership. The Chamber Chairman shall appoint an Election Committee Chairman.

E. Distribution and Voting of Ballots. If one or more candidates are nominated by petition, after October 31, but no later than November 5, the Chamber staff shall cause to be mailed to the membership the ballots for election of Directors, and shall enclose a suitable return envelope. The form and content of the ballot shall be determined by the Nominating Committee. The Chamber staff shall cause one ballot to be mailed to each Chamber member in good standing, in accordance with such rules as may be established by the Board of Directors. Cumulative voting for one or more candidates is not allowed. Of the six votes available, no more than one vote per candidate may be cast on any one ballot. The Election Committee shall include with each ballot such instructions as it deems proper. After the ballot is marked it shall

be returned bearing the signature of the voter, to be processed in accordance with such rules as may be established by the Board of Directors.

F. Closing of Polls and Counting of Ballots. The voting shall be closed November 20 or the nearest business day at five o'clock p.m. and no ballot shall be received or deposited after such time.

G. Certification of Election. The Election Committee shall certify the name of Directors elected to the Chairman by certificate signed by the Chairman of the Election Committee. The Chairman shall immediately cause the newly elected Directors to be notified of their election and shall request their attendance at the first meeting of the newly elected Board.

H. Seating of New Directors. All newly elected Board members shall be seated at the regular April Board Meeting and shall be participating members thereafter. However, they may attend Board meetings as non-voting members immediately after election. Retiring Directors shall continue to serve until the end of the program year.

SECTION 3. VACANCIES. A Director who is absent from regular monthly Board meetings more than three (3) consecutive times during each program year, or more than a total of 50% of the meetings during the year, shall automatically be dropped from Board membership, unless excused by illness. Other absences must be approved, in written correspondence, by a majority vote of Director. Vacancies created by Directors being dropped or resigning shall be filled on recommendation by the Nominating Committee and a majority vote of the Board of Directors.

SECTION 4. PAST CHAIRMEN. The immediate past Chairman of the Board shall serve as a member of the Board of Directors and Executive Committee with voting privileges.

SECTION 5. EX-OFFICIO MEMBERS. The Chairman shall have the right to appoint, with the consent of the Board of Directors, not more than eleven (11) persons to serve as ex-officio members of the Board with no voting privileges. The Chamber's Young Professionals Network will be provided an ex-officio slot, which will be the immediate Past Chairman of the Young Professionals Network's Executive Committee. If the YPN Past Chairman cannot make a Board meeting, another YPN Executive Committee member will be asked to represent the group. Each ex-officio can appoint a delegate to fill their slot if they are to be absent.

SECTION 6. POLICY. The Board of Directors is responsible for establishing procedure and formulating policy of the organization. It is also responsible for adopting all policies of the organization. These policies shall be maintained in a Policy Manual.

SECTION 7. MEETINGS.

Regular Meetings. Regular meetings of the Board of Directors shall be held ten (10) times a year at the Chamber's offices or elsewhere, on the day and hour fixed by the Board.

Special Meetings. Special meetings of the Board of Directors may be called by the Chairman, the Executive Committee, or on written notice by any three (3) members by the Board of Directors, expressing the object and purpose of the meeting.

Notice of Meetings. Notice of the time, place, and date of meetings shall be sent by the Chamber staff to each Director at least seven (7) days prior to the date set for said meeting, together with a synopsis of the business to be conducted at that meeting. Provided, however, that in case a special meeting of the Board of Directors is necessary, notice of that meeting shall be given so as to advise each Director not less than twenty-four (24) hours prior to the time for such meeting.

D. Quorum. A simple majority of the voting Directors shall constitute a quorum, at any meeting, with authority to transact business, and all such decisions shall be binding as Board action. A two-thirds (2/3) majority of the quorum shall be required to endorse or oppose public issues. A majority of the quorum shall be required to bind the Board unless otherwise specified herein. A majority of eighty percent (80%) of the quorum shall be required to activate the Continuing Committee for purposes of campaigning.

SECTION 8. POWERS AND DUTIES. The Board of Directors shall be the governing body of the Chamber and shall manage the business, property and affairs of the Chamber, subject only to such limitations as are provided in the Articles of Agreements (Association) and the Bylaws.

SECTION 9. COUNSEL. General Counsel for the Chamber may be appointed by the Board of Directors. The term of the appointment shall be determined by the Board. Any fees paid by the Chamber to General Counsel shall be as determined and approved by the Board.

ARTICLE V

OFFICERS OF THE BOARD OF DIRECTORS

SECTION 1. NOMINATING COMMITTEE. At the regular October Board meeting, the Chairman shall direct the Nominating and Governance Committee to prepare a slate of officers for the coming year for Board consideration. This slate shall consist of the Chairman-Elect, Treasurer and Division Vice-Chairmen. All officers shall be a member of the Board of Directors during the year in which they serve.

SECTION 2. ELECTION OF OFFICERS. Except as otherwise provided in Article V, Section 1 the Board of Directors at its regular November meeting shall organize for the new program year. The Nominating Committee for all officers shall at that meeting submit the names of at least one (1) candidate for each officer position. At that meeting, the Board shall elect the new Chairman-Elect, Treasurer and Division Vice-Chair. The Chairman-Elect from the existing Board of Directors will become Chairman of the new Board. All officers assume the duties of office at the conclusion of the March Board meeting.

SECTION 3. DUTIES OF OFFICERS.

A. Chairman. The Chairman of the Board (referred to in these Bylaws as “The Chairman”) shall serve as the chief elected officer of the Chamber. The Chairman shall preside at all meetings of the membership, Board of Directors, and Executive Committee. The President and Vice President shall serve as the official spokesmen on matters of policy.

B. Chairman-Elect. The Chairman-Elect of the Board (referred to in these Bylaws as “The Chairman-Elect”) shall exercise the powers and perform the duties of the Chairman in the absence or disability of the Chairman. The Chairman-Elect directs the preparation of the Chamber’s Business Plan for the coming year. As such, the Chairman-Elect will be responsible for determining that the program activities of the Chamber are directed toward achieving business and community needs in the area served by the Chamber.

C. Vice Chairmen. The duties of the Vice Chairmen shall be such as their titles by general usage would indicate, and such as required by law, as well as those that may be assigned by the Chairman and Board of Directors.

D. Treasurer. The Treasurer shall be responsible for the safeguarding of all funds received by the Chamber and for their proper disbursement. Such funds shall be kept on deposit in financial institutions or invested in a manner approved by the Board of Directors.

SECTION 4. EXECUTIVE COMMITTEE. The Executive Committee shall act for and on behalf of the Board of Directors when the Board is not in session, but shall be accountable to the Board for its actions. It shall be composed of the Chairman, Chairman-Elect, Vice Chairmen, Treasurer and immediate past Chairman as voting members, and the President as a non-voting member. The Chairman will serve as head of the Executive Committee. A majority of the Executive Committee members shall constitute a quorum at any Executive Committee Meeting. In the event that an officer vacancy occurs, the Board will select a person to fill the vacancy within sixty (60) days. During the interim period the established order of succession will be: Chairman, Chairman-Elect and Treasurer.

ARTICLE VI

DIVISIONS AND COMMITTEES

SECTION 1. DIVISIONS.

A. Creation of Divisions. The Chairman, with Board of Directors’ approval, may create such divisions, bureaus, departments, councils or subsidiary corporations as he/she deems advisable to complete the work of the Chamber.

B. Functions, Duties, and Authority of Committees. It shall be the function of committees to make investigations, conduct studies and hearings, make recommendations to the Board of Directors, and to carry on such activities as may be delegated to them by the Chairman,

Board of Directors, or the Vice-Chairmen. No details of these activities shall be released to the public by any member of the committee without advance approval by the President.

C. Quorum at Meetings. A simple majority of committee members shall constitute a quorum at any committee meeting. Minutes shall be kept for each meeting. All minutes and correspondence relating to committee work shall be furnished to the Chamber staff for an official file.

The committee Chairmen and Chamber staff shall make such reports on committee activities as is required by the Chairman of the Board of Directors.

D. Restrictions. No committee shall, without approval of the Board of Directors, solicit funds or make expenditures exceeding the amount allocated from the Chamber's operating budget for the use of that committee.

E. Tenure. Committees shall be discharged by the Chairman with Board approval, when their work is completed, reports accepted, or when the Chairman deems it advisable to discontinue the operation of the committee.

F. Affiliates. Affiliated organizations have their own boards and bylaws, which enable them to determine their own scope and purpose.

SECTION 2. APPOINTMENT OF COMMITTEE CHAIRMEN AND COMMITTEE MEMBERS. Each Vice-Chairman may, with the Chairman's permission, appoint all Committee Chairmen under their respective division. The Committee Chairmen shall appoint the members of their respective committees. All appointments of the Committee Chairmen may be approved by the Board of Directors.

ARTICLE VII

EMPLOYED STAFF

SECTION 1. PRESIDENT. The Directors shall employ a President who shall manage, coordinate, and direct the economic development efforts of the community, and to oversee the operations of the Chamber. The Chamber Board shall determine the annual salary for the President, and how it shall be paid.

A. The President shall be the chief administrative and executive officer of the Corporation. The President shall be the authorized representative of the Board of Directors and of the officers in the administration of the Chamber's policies, the conduct of its business, and management of its properties. The President shall advise, or direct the Vice President to advise, the members and officers of any committees, divisions, or other Chamber groups, as well as any other persons or groups, regarding Chamber policy in any controversial matters.

B. The President shall serve as Secretary of the Chamber and cause to be prepared notices, agendas, and minutes of the meetings of the Board.

C. The President and Vice President shall serve as advisors to the Chairman-Elect and Board on preparing the Business Plan.

D. The President shall be a non-voting member of the Board of Directors, the Executive Committee and all committees.

E. The President is ultimately responsible for the implementation of the Business Plan, but it is the Vice President who shall be responsible for the day-to-day administration of the Business Plan in accordance with policies and regulations of the Board of Directors.

F. The President has ultimate responsibility for all staff. The President may delegate to the Vice President the duties of hiring, discharging, directing, and supervising all employees with the exception of the Finance Director who is directly responsible to the President. The Vice President shall serve as Assistant Secretary of the Chamber.

G. The President will supervise and approve the Chamber's operating budget prepared by the Vice President and Finance Director, before it is submitted to the Budget Committee. The President is ultimately responsible to the Board for the Chamber's budget, but the President will hold the Vice President and Finance Director accountable for operating within the bounds of that budget.

SECTION 2. OTHER EMPLOYEES. The President shall have full control of all employees and direct supervision over the Vice President, whom the President shall rely on for other staff management, including assigning duties and determining staff salaries, subject to the approval of the President, provided salaries fit within the brackets approved by the Budget and Executive Committee and Board of Directors. Staff members, as designated by the President or Vice President, shall serve as non-voting members of all committees.

SECTION 3. BONDS. An employees' dishonesty policy shall be purchased covering the fidelity of all employees for an amount not less than \$30,000 or any increased amount the Board of Directors may determine. The cost of same shall be paid for by this organization.

ARTICLE VIII

FINANCES

SECTION 1. CONTROL.

A. Authority of Board of Directors. The Board of Directors shall have final authority over the deposit, investment, and disbursement of all monies paid to the Chamber or any of its committees, regardless of whether such income shall result from payment of membership dues, solicitation of special funds, assessments, gifts, or any other source whatsoever; provided, however, that the Directors may delegate the handling of certain funds or special bank accounts to duly authorized individuals or groups, within the limitations of these Bylaws.

B. Accounting for Funds. Such individuals or groups shall be required to give a full report and accounting regarding such funds or bank accounts to annual audit by an auditing committee or professional auditor as designated for this purpose.

SECTION 2. BUDGET.

A. Adoption.

(1) Expenditure of all membership dues, fees, and sustaining dues and income from property rentals, business operations, investments, or any other source intended for the regular operation of the Chamber shall be allocated to meet the operating needs of the Chamber under a budget prepared by the Vice President and Finance Director, approved by the President, and adopted by the Finance & Audit Committee, Executive Committee and Board of Directors.

(2) Such a budget shall be adopted on or before the March Board meeting. The budget adopted shall be for the fiscal year beginning April 1 and ending March 31. Consideration shall be given to budget requests made by the various committees and divisions, but the final determination shall be based on the best interests of the Chamber as a whole, sound fiscal policy, and the anticipated income for the ensuing year.

B. Limitation in Expenditures. No committee, division, or any other group operating under such budget may expend more than its allocated amount without prior approval.

C. Budget Revisions. The Directors may at any time during the fiscal year reduce the amount originally allocated to any committee, division, or other group, and may assign any unexpended budget balances or any portion thereof to other committees, divisions, or groups if such action is deemed to be in the best interests of the Chamber.

D. Use of Unexpended Funds. At the end of the fiscal year, the unexpended balances in any and all budget allocations shall revert to the general fund of the Chamber, unless specific provisions to the contrary are made by the Directors.

E. Reports. The Finance Director, under the direction of the President, shall prepare a cumulative report each month to the Directors on income and expenses.

SECTION 3. DISBURSEMENTS. Checks written against regular Chamber bank accounts shall be signed by two members of the Finance & Audit Committee or by a member of the Executive Committee and an authorized staff employee designated and certified by the Board of Directors, and shall be supported by proper requisitions, vouchers, statements, and/or other written records duly signed by the President or Vice President.

SECTION 4. INVESTMENTS. Purchase of securities or real estate or any other investment made with Chamber funds shall have the prior approval of the Directors. The Directors may require the President or the Treasurer to make full report on such investment at any time.

SECTION 5. RECORDS. All financial records will be kept to conform to regulations of governmental agencies or other specific rulings. The Chamber shall have in effect a current policy concerning all record keeping requirements.

SECTION 6. FINANCES. All financial activities of the Chamber shall be audited at the end of each fiscal year as provided in Section 1B of this Article.

ARTICLE IX

INDEMNIFICATION

The Chamber shall, to the extent it has the power to do so under the laws of the state of Missouri, indemnify each person who may serve or who has served at any time as an Officer, Director, employee, or agent of the Chamber, or was serving at the request of the Chamber as a Director, Officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against all expenses and liabilities, including, without limitation, attorney fees, court costs, litigation expenses, judgments, fines, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity for the Chamber; however, the foregoing right to indemnification is limited by the following:

A. Indemnification may only be provided if the Officer, Director, employee or agent acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Chamber, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. To the extent that a Director, Officer, employee or agent of the Chamber has been successful on the merits or otherwise in defense of any action, suit or proceeding referred in this Article IX, or in defense of any claim, issue or matter therein, he/she shall be indemnified against expenses, including attorney fees, actually and reasonably incurred by him/her in connection with the action, suit or proceeding.

B. No indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated, or he or she shall have admitted under oath, not to have acted in good faith in the reasonable belief that such action was in the best interests of the Chamber; the termination of any action, suit or proceeding by a judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not of itself, create a presumption that the person did not act in good faith and in a matter which he/she reasonably believed to be or not opposed to be in the best of interest of the Chamber, and, with respect to any criminal action or proceeding, had reasonable cause to believe his/her conduct was unlawful.

C. No indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in his/her performance or duty to the Chamber, unless and only to the extent that, despite the adjudication of liability and in view of all circumstances of the case, the person is fairly and reasonably entitled to indemnity for such expenses, which the court shall deem proper.

D. Any compromise or settlement payment shall be approved by a majority vote of a quorum of Directors who are not at that time parties to the proceeding.

E. Any indemnification under this Article IX, unless ordered by a court, shall be made by the Chamber only as authorized in the specific case upon determination that the indemnification of the Director, Officer, employee or agent is proper in the circumstances because he/she has met the applicable standard of conduct set forth in this section. The determination shall be made by the Board of Directors by a majority vote of the quorum consisting of Directors who are not parties to the action, suit or proceeding, or if such a quorum is not attainable, or if attainable a quorum of disinterested Directors so directs, by independent legal counsel in written opinion.

F. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Chamber in advance of the final disposition of the action, suit or proceeding as authorized by the Board of Directors in the specific case upon receipt and undertaking by or on behalf of the Director, Officer, employee or agent to repay such amount unless it shall ultimately be determined that he/she is not entitled to be indemnified by the Chamber as authorized in this section.

The indemnification provided by this Article IX shall be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any provision of law, articles of incorporation, bylaws, or any agreement, vote of disinterested Directors or otherwise, both as to action in his/her official capacity and his/her action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director, Officer, employee or agent and shall inure to the benefit of the heirs, executors, personal representatives and administrators of such a person.

The Chamber or Board may authorize or purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee or agent of the Chamber, or is or was serving at the request of the Chamber as a Director, Officer, employee or agent of

another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him/her and incurred by him/her in any such capacity, or arising out of his/her status as such, whether or not the Chamber would have the power to indemnify him/her against such liability under the provisions of this Article IX.

ARTICLE X

EARNINGS AND ACTIVITIES

No part of the net earnings of the Chamber shall inure to the benefit of or be distributable to its members, Directors, trustees, Officers, or other private persons, except that the Chamber shall be authorized and empowered to pay a reasonable compensation for services rendered and make payments and distribution in furtherance of the purposes set forth in the preamble hereof. Notwithstanding any other provisions of these Bylaws, the Chamber shall not carry on any other activities not permitted to be Section 101 (7) of the Internal Revenue Code in effect on September 19, 1951, under Section 501 (c)(6) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law).

ARTICLE XI

DISSOLUTION

Upon dissolution of the Chamber, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Chamber, dispose of all of the assets of the Chamber exclusively for the purposes of the Chamber in such manner, or to such organization or organizations organized and operated exclusively for the promotion of business, trade and commerce as shall at the time qualify as an exempt organization or organizations under Section 501 (c)(6) or 501 (c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court exclusively for such purposes or to such organization or organizations as such Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XII

AMENDMENTS

SECTION 1. BOARD PROCEDURE. Except as provided in the Articles of Agreement (Association) these Bylaws, or any part thereof, may be amended by fourteen (14) affirmative votes at any regular meeting or special meeting of the Board of Directors, provided that the proposed amendment shall have been submitted in writing at a previous meeting of the Board held at least ten (10) days prior to such vote, and provided further that if during this period, seven (7) members of the Board shall file objections in writing to any such amendment(s), the same

shall not become effective until they have been presented to a general membership meeting, and adopted by two-thirds (2/3) of the votes entitled to be cast by members present at any such meeting.

SECTION 2. MEMBERSHIP PROCEDURE. These Bylaws may also be amended by two-thirds (2/3) of the votes cast by the members present at any membership meeting providing notice of such proposed change shall have been mailed to the membership at least ten (10) days prior to such meeting.

SECTION 3. REVIEW. The Bylaws shall be reviewed on a periodic basis by the Nominating and Governance Committees of the Board in no less than five (5) year intervals. Such committee shall recommend to the Board any change it deems advisable.

ARTICLE XIII

REFERENDA

Upon request in writing of twenty (20) members in good standing, the Board shall, or upon its own initiative, may submit a question by mail to the membership for a referendum vote. The ballot for that vote shall be accompanied by a brief stating both sides of the question. When so stated in the written request, the action taken thereon by the membership shall be final and shall bind the Board of Directors if passed by more than a two-thirds (2/3) vote of those eligible to vote. A referendum submitted to the membership shall be returned within five (5) days from the date of mailing. In all mail referenda, twenty percent (20%) of the membership in good standing shall constitute a quorum.

ARTICLE XIV

PARLIAMENTARY PROCEDURE

Proceedings of the Chamber meetings are governed and conducted according to the latest of Robert's Manual on Parliamentary Rules.

ARTICLE XV

GOVERNANCE GUIDELINES

SECTION 1. ROLE OF THE BOARD OF DIRECTORS. The Board of Directors is elected by Chamber members to provide oversight and strategic guidance to the Chamber President. The core responsibility of the Board is to exercise their fiduciary duty to act in the best interest of the Chamber and its members. In discharging the obligation, the Directors should be entitled to rely on the honesty and integrity of the Chamber's senior management and its outside advisors and auditors. The Board selects and oversees the President, to whom the Board delegates the authority and responsibility for the conduct of the day-to-day operation of the Chamber.

Directors are expected to attend Board meetings, as per the Chamber bylaws, and meetings of committees on which they serve, to ask questions and engage in discussions, and to spend time needed and meet as frequently as necessary to properly discharge their responsibilities.

SECTION 2. CODE OF CONDUCT. Each member of the Board of Directors shall at all times exhibit high standards of integrity and ethical behavior. Each director shall adhere to the Chamber's Code of Business Conduct and Ethics.

SECTION 3. CONDUCT OF BOARD MEETINGS. The Board of Directors shall have at least ten (10) scheduled meetings each year. Additional unscheduled Board meetings may be called upon appropriate notice at any time to address specific needs of the Chamber. The Chair and/or the President will establish the agenda for each Board meeting. Each Board member is encouraged to suggest the inclusion of items on the agenda at any time. The Board will review the Chamber's long-term strategic plan and the principal issues facing the Chamber during at least one (1) meeting each year. The President shall attend all non-executive sessions of the Board, and other members of management and staff may attend non-executive sessions of the Board at the invitation of the President or the Board.

SECTION 4. ADVANCED DISTRIBUTION OF MATERIALS. Information and data that are important to the Board's understanding of the business to be conducted at a Board or committee meeting should generally be distributed in writing or electronically to the Directors before the meeting and, to the extent practicable, sufficiently in advance to enable the Directors to review the materials. Directors should review these materials in advance of the meeting to preserve time at the meeting and to provoke questions and discussion about the material. On certain occasions where the subject matter is too sensitive to put into writing, the matter will be discussed at the meeting.

SECTION 5. EXECUTIVE SESSION. After each Board meeting, the Directors will meet in two separate executive sessions as follows: (1) all of the Directors and the President will meet in executive session, with such meeting chaired by the Chairman of the Board, and (2) all of the Directors will meet in executive session, with such meeting chaired by the Chairman of the Board.

SECTION 6. COMMITTEES OF THE BOARD. The Board will have at all times a Finance and Audit Committee, a Compensation and Personnel Committee and a Nominating and Governance Committee. The Board may have additional committees as it determines from time to time are necessary or appropriate. These Board committees are exclusive of the division committees that contribute to the day-to-day operations of the organization.

SECTION 7. COMMITTEE MEMBERSHIP. Board Committee members and chairmen will be appointed and/or removed by the Board upon recommendation of the Nominating and Governance Committee after taking into account the desires, experiences and expertise of individual directors.

SECTION 8. COMMITTEE STRUCTURE. Each of the above-named Committees will have its own charter. The charters will set forth the purpose, organization and duties and responsibilities of such committees, as well as qualifications for committee membership, committee structure and operations, and committee reporting to the Board.

SECTION 9. COMMITTEE MEETINGS. The Chairperson of each committee, in consultation with the committee members, will determine the frequency and length of the committee meetings consistent with any requirements set forth in the committee's charter. The Chairman of each committee, in consultation with the appropriate members of the committee and Chamber management or staff, will develop the committee's agenda.

SECTION 10. DIRECTOR COMMUNICATIONS – DIRECTOR ACCESS TO OFFICERS AND EMPLOYEES. Directors have full and free access to Officers and employees of the Chamber. Any meetings or contacts that a Director wishes to initiate may be arranged through the President or directly by the Director. Any such contact should be done in a way that is not disruptive to the business operations of the Chamber. Any non-routine written communications between a Director and an Officer or employee of the Chamber should be copied to the President or to the Chairman of the Board of Directors if it relates to the President.

SECTION 11. DIRECTOR ACCESS TO OUTSIDE ADVISERS. The Board shall have the power to hire independent legal, financial or other advisers as they may deem necessary, without consulting or obtaining the approval of any Officer of the Chamber in advance, and to approve the compensation arrangements with these advisers.

SECTION 12. BOARD INTERACTION WITH THIRD PARTIES. The Board believes that the management speaks for the Chamber. At the request of management, individual Board members may, from time to time, meet or otherwise communicate with various constituencies that are involved with the Chamber.

SECTION 13. DIRECTOR ORIENTATION AND CONTINUING EDUCATION. All new Directors must participate in the Chamber's orientation program, which should be conducted once each year in advance of the planning retreat. This orientation will include presentations by senior management to familiarize new Directors with, among other things, the Chamber's strategic plans, its significant financial, accounting and management issues, its Code of Business Conduct and Ethics, its staff, and its independent auditor. All other Directors are invited to attend the orientation program and other opportunities for continuing education as they become available.

SECTION 14. DIRECTOR RENUMERATION. Directors receive no compensation, in any form, for their service to the Chamber as Directors. Further, Directors are expected to pay an annual stipend to the Chamber to cover any expenses (generally meals) incurred by the Chamber for scheduled Board and Committee meetings. Directors are expected to pay for all of their expenses (meals, hotel, travel, etc.) incurred in connection with the annual planning retreat.

SECTION 15. DIRECTOR INDEMNIFICATION. The laws of the State of Missouri, RSMo §§ 355.461-355.501, contain provisions which, in general terms, provide that Directors will be held harmless for all losses that may be incurred by them in connection with any claim or legal action in which they may become involved by reason of their service as a Director of the Chamber. Directors are encouraged to read and understand the Missouri statutes on this issue.

SECTION 16. PERFORMANCE EVALUATIONS. Concurrent with the Chamber's reaccreditation process every five (5) years, the Board will conduct a self-evaluation to determine whether it and its committees are functioning effectively. The Nominating and Governance Committee will receive comments from all Directors and report to the Board with an assessment of the Board's performance. This will be discussed with the full Board. The assessment will focus on the Board's contribution to the Chamber and its members and specifically focus on areas in which the Board or management believes that the Board could improve. An internal operations review will also be conducted in conjunction with the Chamber's reaccreditation process.

SECTION 17. INFORMAL ACTION BY BOARD OF DIRECTORS OR GENERAL MEMBERSHIP. Notwithstanding any provision contained herein and in accordance with RSMo §§ 351.245 and 351.340, any action which is required to or may be taken at a meeting of the Board of Directors or committee thereof, or at a meeting of the general membership of the Chamber, may be taken without a formal meeting, if consents, in writing, setting forth the action to be taken, are signed or filed by the members of a committee or the Board or the general membership as the case may be. The consents shall have the same force and effect as an affirmative vote of the Board of Directors, or any committee thereof, or the general membership of the Chamber, as the case may be. The Secretary shall file the consents or note the result of any electronic vote with the minutes of the meetings of the Board, committee, or general membership, as the case may be. Consents may be solicited, and completed by facsimile or other method of "electronic transmission," as defined by RSMo § 351.245.5(2) or by any other written method.