

Sterling Chamber of Commerce

By-Laws

Article I General Information

Section 1 Name

The name of the corporation shall be "Sterling Chamber of Commerce" and for designation purposes is referred to in these By-laws as Sterling Chamber of Commerce.

Section 2 Object

Sterling Chamber of Commerce is organized to promote the Sterling business community and the surrounding Sterling community area in its efforts and endeavors for economic development, promotion of existing community business, civic, cultural, social, and recreational development, and advancement.

Section 3 Fiscal Year

The annual year under which Sterling Chamber of Commerce shall operate will be from January 1 of each year through December 31.

Article II Membership

Section 1 Eligibility

Any individual or entity, including associations, corporations, partnerships, or estates, willing to work to further the purposes of the Sterling Chamber of Commerce shall be eligible for membership. Any individual or

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entity, including associations, corporations, partnerships, or estates located within the City of Sterling Downtown Corridor shall be eligible to receive the additional benefits outlined in the Main Street Committee's By-Laws.

Section 2 Member Fee

Each member shall pay an annual fee in an amount to be determined by the Board of Directors. The fees are payable on an annual basis. No other payments shall be required for any member unless the Board of Directors shall levy a special assessment, which shall be approved by the Board in the manner set forth in these By-laws.

Section 3 Voting

Any individual, association, corporation, partnership, or estate may hold more than one membership and shall be entitled to cast a vote on each individual membership.

Section 4 Membership Representation

If any person or entity shall hold more than one (1) membership in said Sterling Chamber of Commerce, then a designated representative must be named for each membership for purposes of voting said membership at any meeting of the membership at large.

Section 5 Default in Payment

Each year a fee for membership in the Sterling Chamber of Commerce shall be due on a date specified by the Board of Directors. If any member has not made payment within 30 days from the date it is due a notice will be provided to the member concerning the unpaid status of the account. If after said notice is provided an

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additional 30 days shall lapse, then the members shall be given a final 10-day notice at which point (of the dues remain unpaid) said person shall be dropped from the roles of the membership of the Sterling Chamber of Commerce.

Article III Board of Directors

Section 1 Organization

The entire management of the Sterling Chamber of Commerce, its affairs, projects, and assets are vested in the Board of Directors consisting of no less than five (5) and no more than nine (9) total directors. Beginning January 1, 2023, said directors shall be elected to serve in staggered terms, with up to 3 directors serving a one-year term (1/1/23 to 12/31/23), up to 3 directors serving a two-year term (1/1/23 to 12/31/24), and up to 3 directors serving a three-year term (1/1/23 to 12/31/25). Every new director elected after December 31st of 2023 shall serve a 3-year term, unless appointed to fill in a vacancy left by a departing director, in which the appointed director will serve out the remainder of the vacated term. No member shall serve a consecutive term as director without first sitting off the Board for 1 year, however, members are encouraged to remain involved by serving on the many committees affiliated with the Sterling Chamber of Commerce.

Section 2 College Representation

It is encouraged that a Sterling College faculty or staff member is represented on the Sterling Chamber of Commerce Board.

Section 3 High School Representative

It is encouraged that the USD 376 student body is represented on the Sterling Chamber of Commerce Board.

Section 4 Main Street Sterling

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Attached herein the Sterling Chamber of Commerce By-Laws are by-laws governing Main Street Sterling Inc., a committee and arm of the Sterling Chamber of Commerce corporation. The Sterling Chamber of Commerce By-Laws are to serve as the presiding authority over the corporations, and the Main Street Sterling Inc. By-Laws pertain only to the regulation of the Main Street Sterling Committee(s). Any articles or sections within the Main Street Sterling Inc. By-laws in conflict with the Sterling Chamber of Commerce By-Laws shall be null and void except for the Main Street Sterling Inc. articles or sections required by Kansas Main Street and the Kansas Department of Commerce

Section 5 Replacement of Directors

A director shall hold office until their term expires, they resign, or are asked, by a majority of the board, to resign. Any such action can be reversed by a majority vote from the Sterling Chamber of Commerce membership. An annual meeting of the membership will be held if a majority of the members so request.

Section 6 Replacement of Directors-Filling Unexpired Term

The Board of Directors shall have the authority to fill any vacancy upon said board.

Section 7 Notification of Membership

The Executive Director shall communicate to all members of the Sterling Chamber of Commerce a list of Board of Directors each year. At that time, if any member disagrees with those listed, they can express such to the board and a majority vote will be sought from the members to make any change.

Section 8 Powers

1. All decisions of the Board shall be by majority vote of the Directors present except where otherwise provided.

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2. In addition to any and all powers conferred upon the Board by law and by articles of incorporation these By-laws grant to the Board the following authority.
 - a. To elect from its board of directors a President, Vice President, Secretary-Treasurer.
 - b. To appoint a full or part time Executive Director by a 2/3 majority vote
 - c. To appoint a hiring committee with the purpose of conducting the hiring process for the Executive Director and making recommendation to the Board of Directors for the selection of the Executive Director.
 - d. To appoint such standing and other committees as in their judgment are necessary for the proper operation of the Chamber; and to define and delegate the duties and powers of such committees.
 - e. To determine the annual membership fee for the members to pay.
 - f. To remove a Board Member from the Board for cause. It being understood that the absence of a Board Member from 3 consecutive meetings of the Board without permission of the Board of Directors or President shall be considered a just cause for removal.
 - g. To direct the President to call a special meeting of the Sterling Chamber of Commerce membership in accordance with Article VI, Section 1.
 - h. To elect a presiding officer in the event that both the President and Vice President offices are vacant.
 - i. To cause the Executive Director to prepare annually a budget and detailed statement of financial condition of the Sterling Chamber of Commerce showing its receipts and expenditures for the current year, which statement shall be provided upon request from any member of the Chamber.

Article IV Officers

Section I Titles

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1. The officers of the Sterling Chamber of Commerce shall be President, Vice President, Secretary/Treasurer. These positions shall be appointed at the Quarter 4 annual meeting each year by the Board of Directors.

Section 2 Duties of the President

1. The President shall preside at all meetings of the Board of Directors and meetings of the membership
2. The President shall call special meetings of the membership of the Sterling Chamber of Commerce with consent and approval of a majority of the Board.
3. With the approval of a majority of the Board, the President shall sign all written contracts, obligations and instruments of the Sterling Chamber of Commerce for expenses greater than the Executive Directors expenditure authority as outlined in the Executive Director's Job Description
4. The President shall perform all such other duties as may be required for approval by a majority of the Board.

Section 3 Duties of Vice-President

1. In the absence of the President the Vice-President shall perform all his/her duties; if the office of the President shall become vacant the Vice President shall hold the office of President until the next appointment.

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Section 4 Duties of the Secretary/Treasurer

1. The Secretary/Treasurer shall keep the minutes and records thereof.
2. The Secretary/Treasurer shall review all the Sterling Chamber of Commerce funds and

Article V Committees

Section 1 Formation and General Rules

1. There shall be five (5) standing committees of the Sterling Chamber of Commerce whose duties and authority shall be determined by the Board of Directors as required. The five standing committees shall be in full force and effect. The Board also create any Special Committee that it deems necessary.
 - a. The Five standing committees are as follows:
 - Main Street Sterling
 - Economic Vitality
 - Organization
 - Promotion
 - Design
2. The Board of Directors shall appoint the Chairperson of each Standing and Special Committee. Chairpersons of said committees can be any Sterling Chamber of Commerce member.

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3. The Chairperson of each committee shall be responsible for securing persons for the above stated committees. Committee members do not have to be Sterling Chamber of Commerce members.
4. No committee shall be allowed to disburse any funds of the Sterling Chamber of Commerce without the prior approval of the Board of Directors or Executive Director and further no committee shall have the right to obligate the Sterling Chamber of Commerce without the Board's or Executive Director's prior approval.
5. All committees' chairpersons or a delegated committee member shall report on their activities to the Board whenever requested and be at all times under the direct supervision and control of the Board, having only such authority as is specifically defined herein and as may be delegated to them by the Board.

Section 2 Standing and Special Committees

The standing and special committees set forth in Article V, Section 1 shall have the duties and responsibilities to carry forth any and all activities to be determined by the Board of Directors, or such activities as the committee shall determine are appropriate, once approved by the Board of Directors.

Article VI Meetings

Section 1 Annual Meeting of Members

An annual meeting of the Sterling Chamber of Commerce members and Board of Directors will be held in Quarter 4 of each year to celebrate and hold the annual appointment of the Board of Directors and Officers.

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Section 2 Board Meetings

Regular meetings of the Board of Directors shall be held monthly, with the day and time to be determined by the Board of Directors. Other meetings of the Board shall be held as often as necessary to successfully conduct the proper management of the Sterling Chamber of Commerce and may be called at any time by the President or by a majority of the Board; reasonable notice of such meetings shall be given to each member of the Board.

Section 3 Quorum at Board Meetings

A quorum at any meeting of the Board shall consist of a majority of the Board of Directors.

Section 4 Order of Business at Board of Directors Meetings

The order of business at the Board meetings of the Sterling Chamber of Commerce shall be as follows: Call to Order, declare a Quorum, Reading and disposing of any Unapproved Minutes, Reports of Officers and Committees, Unfinished Business, New Business, Adjournment, and celebration of success.

Article VII Parliamentary Procedure

Section 1 Procedures to be Followed

All questions of parliamentary procedures shall be determined according to the latest edition of Roberts Rules of Order and shall be used to resolve any dispute that may arise.

Article VIII By-Law Amendments

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Section 1 Procedures for Amendment

The By-Laws may be amended or altered by a majority vote of the Sterling Chamber of Commerce of Directors.

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