

**BY-LAWS**  
*of*  
**BENTON AREA CHAMBER OF COMMERCE**

The Benton Area Chamber of Commerce (“Chamber”) is a non-profit corporation organized and existing under the laws of the State of Arkansas. The Chamber has been duly certified and recognized by the Internal Revenue Service as a qualified non-profit corporation pursuant to Section 501(C)(6) of the Internal Revenue Code of 1954, as amended. The principal office of the Chamber shall be located in the City of Benton, Saline County, Arkansas.

The Chamber’s mission is to promote commerce within Benton and Saline County by supporting the existing businesses and enhancing the development of new business enterprise.

More specifically, the objectives and purposes of the Chamber shall be to promote the general economic welfare of Benton, Arkansas, and in particular the commercial welfare of Benton and the surrounding areas; to encourage and assist in public improvements of all kinds; to encourage and promote the commercial activities in such a manner as would best serve the business community; to protect the commercial enterprise currently located in Benton and the surrounding areas; to locate and bring to Benton and the surrounding areas new business and commercial activity; to buy or otherwise acquire, own, develop, sell or transfer property, real or personal, to borrow money, issue bonds or other instruments of indebtedness, and execute mortgages or deeds of trust to secure same; to acquire, preserve and disseminate valuable business information, organize and conduct any bureaus of exchanges which the Board of Directors may consider beneficial or necessary to Benton and surrounding areas, and for the best interest of this corporation; and, the Chamber shall have full power to do any and all things necessary to accomplish these purposes and objectives, consistent with activities permitted to be conducted by it as a qualified non-profit corporation pursuant to Section 501(C)(6) of the Internal Revenue Code of 1954, as amended.

## ARTICLE I MEMBERSHIP

SECTION 1.1: ELIGIBILITY FOR MEMBERSHIP. Any person, corporation, partnership, business firm, estate, or association, of good reputation, who has not filed bankruptcy in the past three years and who is interested in the objectives and purposes of the Chamber shall be eligible for membership.

SECTION 1.2: CLASSES OF MEMBERSHIP. There shall be two classes of membership - active and honorary. Applicants for membership such as described in Section 1.1 of this Article, shall be classified as active members. Any person who has rendered outstanding service to the local community or to the Chamber shall be eligible to honorary membership. Election of any person to honorary membership shall be within the discretion of the Board of Directors, exclusively, and in each instance can be conferred by unanimous vote of those present and voting only at any meeting duly called and at which a quorum is present. Rights and privileges of honorary membership shall be the same as those of active membership-except those of voting and office holding. Honorary members shall not be required to pay membership dues.

SECTION 1.3: METHOD OF APPLICATIONS. Each applicant for membership shall make application in writing, stating corporate, firm or individual name of membership desired, and agreeing, if admitted, to conform to the Chamber's By-Laws and to the rules and regulations adopted from time to time by the Board of Directors.

SECTION 1.4: ELECTION TO MEMBERSHIP. All membership applications received shall be submitted as promptly as may be found practicable to the Board of Directors, with the Staff's recommendation in regard thereto, and election to membership shall be within the power of the Board of Directors exclusively.

SECTION 1.5: MEMBERSHIP DUES. The Board of Directors shall establish a schedule of membership dues and may alter or amend the membership dues from time to time as the Board of Directors may determine to be in the best interest of the Chamber.

SECTION 1.6: FORFEITURE OF MEMBERSHIP. Any membership upon which dues have not been paid for a period of two months shall not

be entitled to vote. If the membership dues are in arrears for a period of three months or more, the membership may be forfeited.

SECTION 1.7: MEMBERSHIP ON CONTINUOUS BASIS. All membership shall be on a continuous basis from year to year upon payment of dues without renewal and shall automatically continue in full force until changed or cancelled by the member through the filing of written notice to the President/CEO. Any member may President/CEO Director or other member of the staff of the Chamber.

SECTION 1.8: REGULAR MEETINGS OF MEMBERSHIP. Regular meeting of the membership shall take place upon dates determined by the Board of Directors. Board of Directors shall call a membership meeting upon petition signed by not less than 10% of the membership.

SECTION 1.9: ANNUAL MEETING OF MEMBERSHIP. The annual membership meeting of the Chamber shall be held during the first quarter of the fiscal year which is hereby declared to extend from January 1 to December 31, inclusive.

## ARTICLE II BOARD OF DIRECTORS

SECTION 2.1: COMPOSITION OF BOARD OF DIRECTORS. The government of the Chamber shall be vested in a Board of eighteen (18) Directors, who shall be elected by the membership at large. Each Director shall serve a term of three (3) years, unless his term is extended by virtue of his having been elected to be an officer of the Chamber. The terms shall be staggered so that a maximum of six (6) Directors shall be elected annually. A member of the Board of Directors shall not be eligible for re-election until after the lapse of one year from the expiration of the current term as Director. The three-year Board of Director term limitation shall be waived for members of the Executive Committee. Each Director except the Chairman shall be entitled to vote on all issues coming before the Board. The Chairman may vote only in the case of a tie.

SECTION 2.2: EX-OFFICIO MEMBERS OF THE BOARD OF DIRECTORS. The following, due to the position and status they hold in the county, are to be non-voting, ex-officio members of the Board of Directors: The President/CEO of the Chamber, the Saline County Judge, the Mayor of Benton, the State Senators and State

Representatives whose districts include any portion of Saline County, and such other individuals as the Board may from time to time wish to include and duly elect.

SECTION 2.3: REGULAR MEETINGS OF BOARD OF DIRECTORS. The Board of Directors shall meet regularly at such time and place as may be determined by the Board of Directors.

SECTION 2.4: SPECIAL MEETINGS OF BOARD OF DIRECTORS. A special meeting of the Board of Directors may be called at any time by the Chairman, or by any three (3) directors; and, for each special meeting a notice shall be issued to every Director stating the purpose of the meeting.

SECTION 2.5: QUORUM; ACTION BY BOARD. At all meetings of the Board of Directors, nine (9) Directors shall constitute a quorum. The concurrence of a majority of the Directors present shall be sufficient for the passage of any action by the Board of Directors.

SECTION 2.6: CONDUCT OF BUSINESS. The Board of Directors shall be authorized to adopt such rules and regulations as may be deemed advisable for the government of the Board, the proper conduct of the business of the Chamber and the guidance of all committees, officers and employees. The Board of Directors shall have the power to do whatever, in its judgment, may be calculated to increase the efficiency and add to the usefulness of the Chamber, and to carry out the main purpose of the corporation, providing such actions shall not be in conflict with the provisions of these By-Laws, nor in conflict with Section 501(C)(6) of the Internal Revenue Code of 1954, as amended.

SECTION 2.7: CREATION OF COMMITTEES AND OTHER DIVISIONS. The Board of Directors may by resolution create such committees, subcommittees, departments, task forces or other divisions of the Chamber, of either permanent or fixed duration, and with such duties and powers as the Board of Directors may deem appropriate for the conduct of the business of the Chamber.

SECTION 2.8: SPECIAL AND STANDING COMMITTEES. The Board of Directors shall authorize and define the powers and duties of all standing and special committees, except those committees whose functions are set forth in these By-Laws. Committee appointments shall

be at the pleasure of the Chairman and in no event shall exceed the term of the appointing Chairman.

It shall be the function of the committees to make investigations, conduct hearings, make recommendations to the Board of Directors, and to carry on such activities as may be delegated to them by the Board. They shall examine and report on such subjects as may be referred to them by the Board or by the Chamber and they may originate and report to the Board such views as they deem proper for its considerations.

No committee shall take or make public any formal action, or make public any resolution, or in any way commit the Chamber on a question of policy, or on matters of general interest without having first received the approval of the Board of Directors.

Special committees 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.

SECTION 2.9: SUPERVISION OF ELECTION OF DIRECTORS. The Board of Directors shall be elected by individuals in a single slate balloting of the membership. Annually not later than October 15, the President/CEO shall appoint an Election Committee of not less than (5) five members who shall nominate from the members of the Chamber a maximum of six (6) members for election to the Board of Directors. Directors whose terms are extended by virtue of their having been elected as officers of the Chamber for the next year shall continue as Directors, and the slate of nominees shall be only as many as the number of Directors who are leaving the Board because they have reached the end of their term. The President/CEO shall submit to all members of the Chamber a list of the nominees of the Election Committee, and shall inform the members of the last date on which votes will be accepted. Only the Primary Contact for each member in good standing shall be authorized to vote on behalf of that member. All voting shall be by writing, including e-mail, timely delivered to the President/CEO. The persons receiving the highest number of votes shall be declared elected, and their election shall be announced by the Chairman upon receipt of a written certificate of election from the Chairman of the Election Committee and signed by a majority of the members of the Election Committee. The election process shall be completed by November 15. The

Election Committee shall serve until the results of the election have been ascertained.

SECTION 2.10: RESIGNATION OR REMOVAL OF DIRECTORS. Absence of a Director from three (3) consecutive regular meetings without an excuse being valid and so recorded by the Board of Directors shall be construed as a resignation. A Director may be removed from the Board by the vote of two-thirds (2/3) of the Directors attending a Special Meeting called for that purpose. Any vacancy created by resignation or removal of a member of the Board of Directors shall be filled within sixty (60) days by appointment of the Chairman and ratified by the Board of Directors. Any person so appointed and approved shall serve the remainder of the unexpired term.

SECTION 2.11: CONTINUATION OF TERM OF DIRECTORS. The terms of all Directors of the Chamber shall continue until their successors are duly elected and qualified unless otherwise provided.

### ARTICLE III OFFICERS

SECTION 3.1: ANNUAL ELECTION OF OFFICERS. Not later than September 15 each year, the President/CEO and three additional persons, one of whom may be an employee of the Chamber, and the balance of whom are current members of the Board of Directors of the Chamber selected by the Chairman/CEO shall serve as a Nominating Committee for officers. The Nominating Committee shall report a recommended slate of officers to the Board of Directors at its October regular meeting. At the October regular meeting of the Board of Directors each year, the Board shall elect from within their own number a Chairman, a Vice-Chairman, a Secretary, a Treasurer and an At-Large Member who shall serve as such officers for the next year and comprise the Executive Committee of the Chamber.

SECTION 3.2: CHAIRMAN. The principal officer of the Chamber shall be the Chairman who shall preside at all membership meetings and meetings of the Board of Directors. The Chairman shall be the Chair of the Executive Committee, and shall perform all duties of the office and advise such action as may be necessary to increase the efficiency and usefulness of the Chamber. The Chairman shall have authority and power to sign all notes, contracts and other obligations of the Chamber, and to execute deeds, mortgages, or deeds of trust when so authorized by

the Board of Directors. Execution of such documents shall be attested by the Secretary or, in the case of absence or disability, by the Vice-Chairman or the Treasurer. The Chairman has no vote except in the case of a tie.

SECTION 3.3: VICE-CHAIRMAN. The Vice-Chairman shall serve as a member of the Executive Committee and shall act in the absence or disability of the Chairman.

SECTION 3.4: SECRETARY. The Secretary shall be the official custodian of the non-financial records of the Chamber. The Secretary shall ensure that full and complete minutes are taken and maintained for all meetings of the Board, Committees and Membership. The Secretary shall attest the execution of documents on behalf of the Chamber and shall perform such other duties as may be directed by these By-Laws or by the Board of Directors.

SECTION 3.5: TREASURER. The Treasurer shall be the official custodian of the financial records of the Chamber. All incoming funds shall be transmitted to the Chamber's office where the President/CEO shall record, or cause to be recorded, a record of all payments of funds to the Chamber before such funds are deposited to the Chamber's credit in the regular depository. The Treasurer shall ensure that monthly financial reports are made to the Board of Directors.

SECTION 3.6: PRESIDENT/CEO. The President/CEO shall be the chief administrative officer of the Chamber. It shall be the duty of the President/CEO, under the supervision of the Board of Directors, to conduct the official correspondence, preserve all bonds, documents and communications, keep books of accounts, and maintain an accurate record of the proceedings of the Chamber, the Board of Directors and all committees. The business management of the Chamber shall be the responsibility of the President/CEO.

The President/CEO shall operate within the framework of the budgets established, programs adopted, and policies developed by the Board of Directors. The President/CEO shall submit a financial statement and written report of the year's work at the close of each fiscal year. The President/CEO shall have general supervision over all employees of the Chamber and shall perform such duties as may be designated to the office, subject to the direction of the Board of Directors.

The President/CEO may assist the Secretary and Treasurer with their respective duties. The Executive Committee shall review the work of the President/CEO at the end of each year and establish the compensation for the President/CEO and other employees of the Chamber for the coming year.

SECTION 3.7: TERMS OF OFFICE. The terms of all officers except the President/CEO shall be one (1) year, and the officers shall serve until their respective successors are duly elected and qualified. Any officer shall be eligible for re-election or for election to a different office immediately following the current term. The President/CEO shall serve at the will and pleasure of the Board of Directors.

SECTION 3.8: RESIGNATION OF OFFICERS. Upon the resignation of the Chairman, the Vice-Chairman shall become Chairman. Upon the resignation or vacation of office of the Vice-Chairman, Secretary, Treasurer, or At-Large Member then such vacancy shall be filled by the Board of Directors within sixty (60) days. Removal of an officer from the Board of Directors shall be construed as resignation from office. Any person so appointed and approved shall serve the remainder of the unexpired term.

#### ARTICLE IV EXECUTIVE COMMITTEE

SECTION 4.1: EXECUTIVE COMMITTEE MEMBERSHIP. The Executive Committee shall be comprised of the Chairman as Chair, the Vice-Chairman, the Secretary, the Treasurer, the President/CEO, and the At-Large Member who may be the immediate past Chairman. In any event, the At-Large Member must be a member of the Board of Directors at the time the At-Large Member is elected.

SECTION 4.2: FUNCTIONS OF EXECUTIVE COMMITTEE. In addition to functions provided elsewhere in these By-Laws, it shall be the function of the Executive Committee to act, when considered necessary by the Chairman, in executive capacity between the meetings of the Board of Directors, upon matters requiring immediate attention in cases where it seems impractical to call a special meeting of the Board of Directors. The Board of Directors may from time to time delegate such other powers and functions to the Executive Committee as the Board may deem advisable.



ARTICLE V  
REFERENDUM TO MEMBERS

SECTION 5.1: MATTERS REFERRED TO MEMBERSHIP. By request, in writing of twenty-five (25) general members in good standing, the Board of Directors shall, or upon its own initiative may, submit a question by electronic or regular mail to the membership for referendum vote. The ballot for the vote shall be accompanied by briefs stating both sides of the question. When so stated in the written request, action taken thereon by a majority of the members casting votes on the question shall be final and shall bind the Board of Directors. A referendum submitted to the members shall be returned within five (5) days from the date of mailing.

ARTICLE VI  
DISBURSEMENTS

SECTION 6.1: DISBURSEMENTS. All disbursements shall be made by check, except for small expenditures from petty cash. No appropriation or expenditure of money shall be made or authorized other than that of the approved budget except by the Executive Committee or Board of Directors. No Director, officer, member, or employee of the Chamber without authority shall contract any obligation or incur any debt on behalf of the Chamber unless such expenditure has been approved by the Board and/or is a budgeted item. Nothing in this article shall require direct action by the Executive Committee or the Board to permit disbursements for routine and legitimate expenses under a previously approved program of work and budget of the Chamber of the current year.

ARTICLE VII  
AMENDMENTS

SECTION 7.1: AMENDMENTS. These By-Laws may be amended by a two-thirds (b) vote of the members present at any duly called membership meeting, provided notice of the proposed change/s shall have been conveyed by the Secretary to each member not less than ten (10) days prior to such membership meeting. All proposed amendments shall first receive the approval of the Board of Directors.

ARTICLE VIII  
CONTINUITY

SECTION 8.1: CONTINUITY AND SECURITY OF ORGANIZATION.

These By-Laws shall take effect upon their adoption. No interruption of the corporation shall result from the adoption of these By-Laws but all officers, directors, divisions or departments, committee members, and employees, now constituting or connected with the corporation, shall continue their elected term of office and exercise their respective function under the corporation, except as the provisions of these By-Laws may require changes; and all existing membership, property, and rights of the Chamber shall automatically continue to be vested in the corporation fully and completely without further formality, action, or transfer.

SECTION 8.2: CONDUCT OF BUSINESS. In any circumstance of procedure not specifically covered by these By-Laws, the business of the Chamber shall be conducted as prescribed by Roberts Rules of Order.

SECTION 8.3: SECURITY. A copy of these By-Laws and all succeeding amendments shall be presented to every member of the Chamber and also to all succeeding new members. The original copy of this document and all succeeding amendments shall be preserved in the permanent archives of the Chamber.

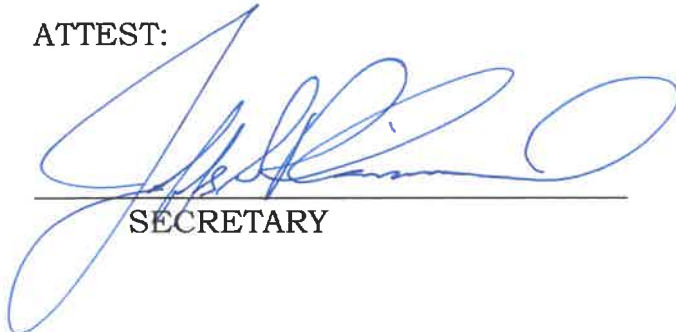
CERTIFICATION. These By-Laws were Duly and Regularly adopted on the 17<sup>th</sup> day of March, 2016.

BENTON AREA CHAMBER OF  
COMMERCE



CHAIRMAN

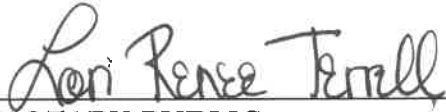
ATTEST:



SECRETARY

STATE OF ARKANSAS  
COUNTY OF SALINE

Subscribed and Sworn to by Paul W. White, as Chairman and Jeffrey S. Richardson as Secretary of the Benton Area Chamber of Commerce before me, a Notary Public, this 30<sup>th</sup> day of March, 2016.

  
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NOTARY PUBLIC

My Commission Expires:  
1-16-2026

