

WAYNOKA CHAMBER OF COMMERCE, INC  
BYLAWS  
(REVISED AND ADOPTED ~~July 7, 2019~~ December \_\_\_\_\_, 2023)

## Article 1 General

### Section 1: Name

- 1.1 This organization is formed under the laws of the state of Oklahoma and shall be known as the Waynoka Chamber of Commerce, Inc. hereinafter referred to as "the Chamber".
- 1.2 Its principal office shall be located within the limits of the City of Waynoka, Oklahoma.

### Section 2: Mission Statement and Purpose

- 2.1 The mission of the organization is to promote commerce in the City of Waynoka.
- 2.2 To promote local and area businesses and tourist attractions within the counties of Woods, Major, Woodward and Alfalfa.
- 2.3 Fostering business and community growth and development through economic programs designed to strengthen and expand the income potential of all businesses in the trade area.
- 2.4 Promoting programs of civic, social, and cultural nature that are designed to increase the functional and aesthetic values of the community; and discovering and correcting abuses that prevent the advancement of business expansion and community growth.

### Section 3: Limitation of Methods

- 3.1 The Chamber is organized and shall be administered and operated to receive, administer and expand funds to promote and represent business interests of and improve business interests among members of the business community.

### Section 4: Fiscal Year

- 4.1 The fiscal year shall be from January 1 to December 31 of each year.

## Article II Membership

### Section 1. Eligibility

- 1.1 Any person, firm, corporation or organization interested in the objectives of the Chamber shall be eligible to apply for membership.

## Section 2. Application/Membership

- 2.1 Applications for membership shall be in writing, on forms provided for that purpose, and signed by the applicant and returned to the Executive Director.
- 2.2 Full payment of the annual membership dues/investment, hereinafter referred to as dues must accompany the application.
- 2.3 Annual dues are renewable in 12 month cycles, from the first date of membership.
- 2.4 All business members shall provide a business Entity Identity Number(EIN) to the chamber in order to receive business benefits from the Chamber.
- 2.5 Membership shall only be granted upon a majority vote of the membership.

## Section 3. Honorary Memberships

- 3.1 Distinction in public affairs shall confer eligibility to Honorary Membership.
- 3.2 Honorary members shall have all the privileges, except the right to vote, and shall be exempt from payment of dues.
- 3.3 The Board of Directors shall confer or withdraw honorary membership by majority vote.
- 3.4 The Board of Directors shall review Honorary memberships annually in January.

## Section 4 Dues

- 4.1 Membership dues and investments shall be at such rates as may be, from time to time, prescribed by the membership.

## Section 5. Termination (resignation, expulsion and delinquency)

- 5.1 Any member may resign from the Chamber upon written notice to the Executive Board.
- 5.2 Any member may be expelled by a two thirds vote of the membership, in attendance, at a regularly scheduled meeting thereof, for conduct unbecoming a member or prejudicial to the aims or repute of the Chamber after notice and opportunity for a hearing are afforded the member complained against.
- 5.3 Hearing shall be held by the Board of Directors.
- 5.4 Any member who is delinquent on renewal or payment of membership investment or dues over sixty ~~ninety~~ (960) days will become inactive and must pay the full membership investment to re-activate their membership.

## Section 6. Voting

- 6.1 In any proceeding in which voting by members is called for, each member in good standing shall be entitled to one (1) vote.
- 6.2 Only the Business designated person will be able to vote on any agenda item.

## Article III Meetings

### Section 1 Meetings (general membership, Executive Board and committee meetings)

- 1.1 General membership meetings of the Chamber shall be held on the second Tuesday of each month unless otherwise specified by the Executive Board.
- 1.2 The Executive Board will meet on an as needed basis, called by the president or at least two members of the executive board.
- 1.3 Committee meetings may be called at any time by the President or by the committee's chairman.
- 1.4 Special meetings of the chamber membership may be called by the Chamber President, or upon written request of at least one third (1/3) of the voting members. Notice of any special meeting shall be sent by a member of the Executive Board via mail or electronic media (email, ~~fax~~) at least three(3) days before the appointed time for the special meeting with a statement of place, date, time and a description of the special matter for which the meeting is called.

### Section 2 Quorum

- 2.1 At any duly called general membership meeting of the Chamber, a majority of elected officers and any members present shall constitute a quorum, at an Executive Board meeting, a majority of elected officers present shall constitute a quorum, at a committee meeting, a majority of committee members shall constitute a quorum.

### Section 3. Notices, Agenda, Minutes

- 3.1 Preparation of Notices and the agenda shall be the responsibility of the Executive Director working with the President.
- 3.2 The Executive Director shall provide a notice of meeting, advance agenda, previous meeting minutes, and financial statement by email to each member in good standing three (3) days prior to the meeting.

### Section 4. Procedures

- 4.1 All general membership meetings shall be chaired by the President or by the President's designee.

- 4.2 Robert's Rules of Order shall be the final authority in all questions for parliamentary procedure, when such rules are not inconsistent with these bylaws, for all meetings of the Chamber's membership, the Executive Board or any committees of the Chamber.

#### Article IV Executive Board

##### Section 1. Composition of the Executive Board

- 1.1 The Executive Board shall be composed of a total of six members. Those members shall consist of the President, Vice President, Secretary, Treasurer, Chamber Executive Director and the immediate Past President of the Chamber. The Past President shall serve as a member of the Board during the tenure of his/her immediate successor and will vote in cases of a tie vote. The Director shall be a nonvoting member of the Executive Board and serve in an advisory capacity.
- 1.2 Members of the Executive Board will serve during the tenure of office for which they have been elected. The President shall move to the Past President position when a new president is elected.

#### ARTICLE V Officers, Election and Executive Board Members

##### Section 1: Qualifications and Terms of Office.

- 1.1 The elected officers of the Chamber shall be a President, Vice-President (President-elect), Treasurer and Secretary.
- 1.2 Each office shall be elected for a one year term and subject to re-election to the same or any other office on the Executive Board. The President shall take the position of Past President after serving a maximum of two full terms.

##### Section 2: Election

- 2.1 Nominating Committee. President shall appoint three qualified members, one of whom shall be the Vice-President, to serve as the Nominating Committee for officers in October of each year.
- 2.2 The Executive Director shall be an advisory, non-voting member of this Nominating Committee.
- 2.3 Nominations. The nominating committee shall select nominees from general membership and secure the acceptance of each nominee for each elected officer position.
- 2.4 The Vice-President shall automatically be the nominee of the nominating committee for President unless the Vice-President is unwilling or unable to serve.
- 2.5 Voting. All nominations shall be presented to the membership at its regular November meeting, whereupon the membership may nominate other qualified candidates before declaring the nominations closed and proceeding to the election of new officers.
- 2.6 All qualified members in good standing will vote by secret ballot.

- 2.7 The Treasurer and Director will determine eligibility of each member's right to vote and will tally the ballots.
- 2.8 Newly elected Officers will be installed at the December meeting and preside in their respective positions at the first meeting held in the new year following January 1.

### Section 3: Duties

- 3.1 **President-** The President shall be the chief executive officer of the corporation and shall supervise and control the affairs of the Chamber and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law or by these Bylaws, or which may be prescribed from time to time by the membership. Except as otherwise expressly provided by law or by these Bylaws, he or she shall, in the name of the Chamber, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may, from time to time, be authorized by a vote of the membership. The President will moderate the regular meetings of the Chamber and Executive Board, or shall appoint a moderator in his or her absence. He or she shall also moderate specially called meetings of the membership unless directed otherwise by a majority vote of the members present, who shall then appoint a moderator for said meeting.
- 3.2 **Vice-President.** In the absence of the President, or in the event of his or her inability or refusal to act, the Vice-President shall perform all the duties of the President and when so acting shall have all the powers of, and be subject to all restrictions on, the President. The Vice-President shall have other powers and perform such other duties as may be prescribed by law or by these Bylaws, or as may be prescribed by the membership. The Vice-President shall automatically be the nominee of the Nominating Committee for President unless the Vice-President is unwilling or unable to serve.(V.2.4) by virtue of this office he or she shall serve as a member of the Executive Board.
- 3.3 **Secretary.** The Secretary shall keep or cause to be kept minutes of all regularly scheduled and specially called meetings of the Membership and Executive Board and will by virtue of this office serve as a member of the Executive Board. The Secretary will be responsible for taking accurate meeting minutes of Executive Board and general membership meetings and to submit a draft of the minutes to the next general membership meeting. The Secretary shall submit a digital approved set of minutes to the WebMaster to be placed on the web site.
- 3.4 **Treasurer.** The treasurer shall keep or cause to be kept all financial records of the Chamber. The Treasurer shall be authorized to receive and expend funds on behalf of the Chamber and shall be authorized to be one of two (2) signatures required on the checks on behalf of the chamber for regular and normal expenditures. The Treasurer shall serve as a member of the Executive Board.

- 3.5 Executive Director. The Executive Director shall be an employee of the Chamber appointed by the Board and serve as a non-voting member of the Board of Directors. The Executive Director shall serve as a representative of Chamber and conduct official correspondence. The Executive Director shall work to increase membership, keep records and send renewal notices in a timely manner. The Executive Director shall post all required notices for meetings and other membership information, maintain and preserve all documents entrusted, receive and respond to phone and email communications, assist with web maintenance and social networking for the Chamber, assist committees with projects and events and perform such other duties as directed by the Executive Board. This position is part time. The Executive Director shall be responsible for keeping all records of the Chamber in a secure place. All written records are to be submitted in a digital locked format and stored in a secure place such as "DROPBOX" and accessible by any board member.
- 3.6 Past President shall be the most recently available Past President vacated from that office and shall serve as a member of the Executive Board until replaced.

## ARTICLE VI Committees

### Section 1. Standing Committees-General Operations

- 1.1 All Committees shall be accountable to the Chamber.
- 1.2 All Committees shall submit approved minutes of meetings and financial records to the the Executive Director of the Chamber monthly five (5) days prior to the Chamber's monthly meeting.
- 1.3 All Committees shall operate under these bylaws.
- 1.4 All appointments by the President to all committees shall be members in good standing of the Chamber.
- 1.5 The President shall appoint the Chairman for each committee and shall discuss with the Chairman what are the expectations of the committee.
- 1.6 The Chairman, or designee, shall be responsible for submitting monthly reports to the Chamber. The financial report and meeting minutes shall be submitted six(6) days prior to the monthly Chamber meeting to the Executive Director.
- 1.7 This section shall not be construed to restrict other volunteers for the different activities or events of the Chamber to be recruited.

### Section 2 Executive Board

- 2.1 The Executive Board shall be composed of elected officers of the Chamber and the immediate Past President of the Chamber who will serve on this committee for the tenure of the sitting President.
- 2.2 The Executive Director will serve as an advisory, non-voting member of the Executive Board.
- 2.3 The President of the Chamber will serve as the Chairman of the Executive Board.

- 2.4 The Executive Board shall act for and on behalf of the Membership and shall be accountable to the Membership for its actions.
- 2.5 The Executive Board will be charged to serve as the Finance Committee of the Chamber and shall be responsible for the preparations of all budgets, which budgets shall require the approval of the Membership, and for adherence to said budgets, and for all accounting and financial reporting pertaining thereto as required by law or these Bylaws or as directed by the membership.

### Section 3. Cimarron River Stampede Rodeo Committee

- 3.1 The purpose of the Committee is to plan for the successful annual Cimarron River Stampede Rodeo to include fund raising, securing the appropriate insurance, securing the animal contract, and maintenance and upkeep of rodeo grounds.
- 3.2 The Rodeo Committee shall have and maintain a separate Bank Account in which to conduct financial needs of the Rodeo.

### Section 4. Web Site

- 4.1 The President shall appoint a Web Master for the purpose of keeping the Chamber Web Site up to date.
- 4.2 The Web Master can hold an office on the Executive Board.
- 4.3 The purpose of this committee is to keep the Chamber Web Site current.

### Section 5. Spooktacular

- 5.1 The purpose of this committee is to plan for the annual Spooktacular event to include fund raising, acquiring appropriate insurance and anything else to make the event successful.

### Section 6. Other Committees

- 6.1 The President may, as necessary and appropriate to the purpose of the Chamber, and with the advice of the Executive Board, establish any other committees or task forces of the Chamber.
- 6.2 The President will define the mission, responsibilities and authorities thereof.

## ARTICLE VII Finances

### Section 1. Funds.

- 1.1 All funds belonging to the Chamber shall be held in accounts in one or more banks, and accounted for in a manner approved by the membership.
- 1.2 The Chamber of Commerce is an IRC(Internal Revenue Code), section 501(c)(6) which means that the Chamber must follow rules and regulations of the IRS to be tax exempt.

- 1.3 Chamber funds shall be expended only for the accomplishment of the purpose of the Chamber as set forth in these Bylaws.
- 1.4 Audit of funds shall be completed each year by a committee of three (3) members to be appointed by the President. Such audit of funds shall be by a sample of transactions completed and will include a report of accounts payable.
- 1.5 A separate committee shall be appointed for an audit of the Rodeo account. Two(2) members of this committee shall be appointed by the Chairman of the Rodeo Committee. The President of the Chamber shall appoint the remaining committee position.

## Section 2. Disbursements.

- 2.1 Any expenditure shall be made by check after an invoice describing what is being purchased has been received by the Treasurer.
- 2.2 All accounts shall require two (2) signatures for all checks written for expenditures of the account.
- 2.3 The two signatures shall be the President and the Treasurer
- 2.4 The Rodeo Committee's two(2) signatures shall be the Chairman and the Treasurer.
- 2.5 An additional signer may be designated by the membership for matters of convenience and expediency.
- 2.6 The Executive Director or the Treasurer may be authorized to use a debit card for expenditures at the discretion of the Executive Board.
- 2.7 A debit card for the Rodeo Committee may be authorized to be used by the Chairman and Treasurer of the Rodeo Committee for Expenditures of the Committee.

## Section 3. Insurance.

- 3.1 The Chamber shall acquire and pay for such insurance coverage on its assets and the conduct of its business and for the protection of such officers, directors and employees as shall be from time to time determined by the Executive Board to be prudent and consistent with good business practices.
- 3.2 Notwithstanding any decisions the Executive Board may make in this regard, the Chamber shall provide for the indemnification of any and all of its directors, former directors, officers, former officers against expenses actually and necessarily incurred by them in connection with the defense of, or any judgment arising from, any action, suit or proceeding in which any of them are named as parties by reason of being or having been directors or officers of the Chamber, except, however this indemnification shall not apply when such directors or officers are adjudged to be liable for gross negligence or intentional misconduct in the performance of duty or enter into a settlement predicated on the existence of liability of such gross negligence or intentional misconduct.



Section 4. Dissolution.

- 4.1 The Chamber may be dissolved upon a majority vote of the members of the Chamber, taken at a regular or special meeting, or in a mail ballot, noticed and conducted in accordance with these Bylaws.

Section 5. Disposition of Assets.

- 5.1 The Chamber shall use its funds only to accomplish the objectives and purposes specified in these Bylaws, and no part of said funds shall inure, or be distributed, to the members of the Chamber.
- 5.2 Upon dissolution of the Chamber, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, philanthropic non-profit business league.

ARTICLE VIII Amendments

Section 1. Amendments

- 1.1 These Bylaws may be amended by a simple majority vote of ~~the~~ members in Good Standing of the Chamber acting at a regular or special meeting called, or a mail ballot distributed in accordance with these Bylaws, provided the proposed amendment is set forth fully in writing in the notice of the meeting or in the mail ballot.

ARTICLE IX Miscellaneous Provisions

Section 1. Notices.

Any notice required in these Bylaws to be sent to any parties may be sent:

- 1.1 By U.S. mail, postage prepaid to the address currently listed in the records kept at the Chamber office;
- 1.2 By email provided the recipient's e-mail address is on record with the Chamber and the recipient has consented to the receipt of notices by e-mail;
- 1.3 ~~By facsimile, provided the recipient's phone number for facsimile reception is on record with the Chamber and the recipient has consented to the receipt of notices by facsimile; or~~
- 1.4 By publication on a duly recognized social media entity or web site open for public viewing.
- 1.5 In any of these methods, the date on which the notice for the publication containing the notice is actually sent shall be deemed the date of the notice.

Section 2 Limitation of Authority.

- 2.1 No action by any member, committee, employee, director, or officer of the Chamber shall be binding upon, or constitute an expression of a position or policy of, the Chamber unless such action has been approved by the membership.

Section 3    Repealer


3.1    All previous Bylaws or parts thereof are hereby repealed and this version shall become the complete Bylaws of the Waynoka Chamber of Commerce.

Section 4    Severability

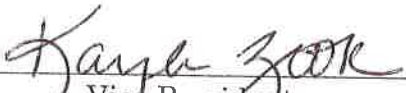
4.1    If any one or more sections, sentences, clauses or parts of these Bylaws shall for any reason be held invalid, the invalidity shall not affect in any way the applicability and validity of any other provision of these Bylaws.

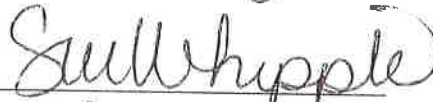
The adoption of these bylaws by the membership is made on this 12<sup>th</sup> day of December, 2023.

Signatures of presiding Executive Officers on the date of approval:

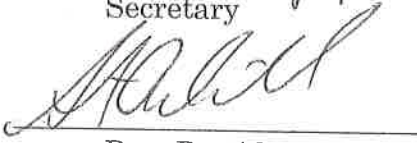
  
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President

  
\_\_\_\_\_  
Executive Director

  
\_\_\_\_\_  
Vice-President

  
\_\_\_\_\_  
Secretary

  
\_\_\_\_\_  
Treasurer

  
\_\_\_\_\_  
Past President