

BY-LAWS OF EVANGELINE CHAMBER OF COMMERCE

The By-Laws of the Evangeline Chamber of Commerce, if any were adopted, are herewith repealed and rescinded and the following shall henceforth be the By-Laws of the Evangeline Chamber of Commerce.

MISSION STATEMENT

The mission of the Evangeline Chamber of Commerce is to be a business advocate and to promote economic progress for the betterment of our communities, municipalities and parish.

VISION

To promote, support, and strengthen businesses to create a more prosperous community.

ARTICLE I General

Section 1

This organization is incorporated under the laws of the State of Louisiana and shall be known as the Evangeline Chamber of Commerce.

Section 2

The Evangeline Chamber of Commerce is organized to advance the general welfare and prosperity of the Evangeline Parish Area so that its citizens and all areas of its business community shall prosper. All necessary means of promotion shall be provided, and particular attention and emphasis shall be given to the economic, civic, commercial, cultural, industrial and educational interest of the area.

Section 3

The Evangeline Chamber of Commerce shall observe all local, state and federal laws which apply to a non-profit organization as defined in Section 501 C (3) of the Internal Revenue Code. The Chamber in its activities, shall be non-partisan, non-sectional and non-sectarian.

ARTICLE II Membership

Section 1

Annual dues set by the Board of Directors of the Evangeline Chamber of Commerce shall be payable annually.

Section 2

An applicant shall become a qualified member of the organization upon acceptance of his, their or its application for membership by a vote of the Board of Directors. The members shall be a member of the Evangeline Chamber of Commerce on an annual basis. If any member shall fail to pay his dues within three months of due date, he shall be considered delinquent, and written notice of his status shall be given to him by the Executive Director. If at the end of ten days he remains delinquent, his membership may be forfeited by action of the Directors as follows: Any

member may be expelled by the Board of Directors by a two-thirds vote for nonpayment of dues; or, after notice and opportunity for hearing, for conduct unbecoming a member.

Section 3

The death, resignation or expulsion of a member shall terminate his membership. The termination of a membership shall work a forfeiture of all interest of the member in and to the property of the corporation, and the member shall thereafter have no right thereto or any part thereof. The substitution of a new assignee for the holder of a plural membership shall in no case terminate the particular membership.

Section 4

The annual meeting of the membership shall be held as provided by the Articles of Incorporation, but, in the event the meeting cannot be held on such date it may be held on a date fixed by the Board of Directors and a thirty-day advance notice shall be given to all members.

Section 5

Membership in this corporation shall be open to all American citizens of full age residing in Evangeline Parish, and adjacent area, and/or interested in promoting the civic, industrial, commercial, and general welfare of the Evangeline area, and to all firms doing business in this area, upon application for membership approved by a majority of the Board of Directors. Membership dues may be fixed in variable amounts as determined by the Board of Directors according to classification of membership by occupation, gross volume, or other suitable general criteria.

ARTICLE III Voting

Section 1

Each member shall be entitled to one (1) vote on any matter submitted to the membership by the Board. All members shall designate a main representative to receive all mailings from the Chamber.

Section 2

At any meeting of members, ten percent (10%) of the total membership or twenty-five (25) members, whichever is the lesser, present in person or by proxy, shall constitute a quorum.

Section 3

A member vote on any matter may be conducted by mail, facsimile transmission, electronic message such as text and email or any combination of those methods, provided that votes shall be cast by a number of members not less than the number that would be sufficient to establish a quorum at a meeting of members.

ARTICLE IV Board of Directors

Section 1

The Evangeline Chamber of Commerce Board is a *NEUTRAL* governing body. The Board of Directors are elected by the general membership and entrusted by the membership to make decisions with the best interest of our full membership and community. ***Therefore, it is mandatory for all board members to remain neutral in board discussions and decisions and preserve confidentiality in all proceedings.***

Section 2

The Board of Directors of the Evangeline Chamber of Commerce shall be composed of at least three and no more than thirteen members and the immediate past President. Members of the Board of Directors shall be elected by majority vote of the members of the organization and the Board thus elected shall hold over and serve until their successors are elected.

The governing and policy making responsibilities of the Chamber shall be vested in the Board of Directors, who will control its property and be responsible for its finances and direct its affairs.

Section 3

The Executive Director of the Chamber may serve as a member of the Board of Directors and may also serve as Secretary and/or Treasurer if so elected.

Section 4

Commencing with the year 2018 all members shall attend at least 60% of the monthly meetings for any given year, and in the event a Board member does not attend 60% or more of the scheduled Chamber meeting he or she will automatically forfeit his/her position on the board.

Section 5

Membership on the Board should be on the basis of three-year terms, with a maximum of two consecutive terms, or six years. However, after a two-year absence from the board a member will become eligible to again serve on the Board.

The Board of Directors shall meet at times and places fixed by the President at least once a month.

Section 6

If any vacancies shall exist at any time, the vacancy shall be filled in the following manner:

- a. If the vacancy is in a position which was elected, the vacancy shall be filled by that candidate who received the next highest number of votes, but who was not elected to the Board in the last election.
- b. If the vacancy that is to be filled is one of an appointed position, the President shall have the power to appoint an individual to serve the remainder of the term for that appointed position. A Director selected to fill a vacancy shall not be eligible to immediately succeed himself/herself on the Board if the vacancy that person fills extends over a period of time exceeding eighteen (18) months; otherwise, he/she shall be eligible to be selected to a three (3) year term upon the expiration of the first term of office.

Section 7

A quorum shall be two-third (2/3) of possible votes on the Board of Directors and each Board member shall be limited to one vote.

ARTICLE V

Executive Committee

Section 1

The executive committee shall be composed of the following members: President, President-Elect, Vice President, the Executive Director and the immediate past President.

Section 2

A majority of the executive committee shall constitute a quorum for the transaction of business.

Section 3

The affairs of the association shall be vested in the executive committee with its possessing all the powers of the Board of Directors in the interim between regular or special meetings of the Board.

Section 4

The President, with approval of the Board of Directors, may appoint other committee for any special purposes determined by the Board of Directors, which such special committee shall report to the Board of Directors at their next meeting.

ARTICLE VI

Officers

Section 1

The officers of the organization as required in the Articles of Incorporation shall be a President, First Vice President (President-Elect), Second Vice President, a Secretary and Treasurer although the office Secretary Treasurer may be combined. Should the Board of Directors fail to fill the position of Secretary/Treasurer, then in that event the position and duties are to be filled by the Executive Director. The President is elected for a one-year term. The President may be nominated to serve a second (2) one (1) year term if so decided and elected by the Board, as long as he continues to serve on the Board of Directors. The First Vice President will also be considered the "President-Elect" who will move up to the position of President upon the expiration of the President's term. Once the President-Elect moves to President, the Board will then elect a new First Vice President. The past President will serve as a Member of the Board of Directors for year one (1) or two (2) years following his term of office.

Section 2

The Officers and the Board of Directors shall serve without compensation. In addition to those officers, there shall be an Executive Director who should devote his/her time to the organization and who will serve with compensation fixed by the Board of Directors.

Section 3

The officers shall be elected by the Board of Directors.

Section 4

Duties of Officers:

- A) President – The President shall be the chief executive of the organization and shall preside at all meetings of the members of the Board of Directors and of the Executive Committee.
- B) First Vice President (President-Elect) – In the absence or disability of the President, the President-Elect or Vice President in order of their rank shall act in the place of the President.
- C) Second Vice President - In the absence or disability of the President, the President-Elect or Vice President in order of their rank shall act in the place of the President.
- D) Secretary – The Secretary shall keep actual recordings of all the minutes of the Board of Directors and the minutes of the Executive Committee.
- E) Treasurer – The Treasurer shall have custody of the funds of the organization and perform the duties usually pertaining to the Office of Treasurer.
- F) Past-President- Serves as a member of the board with voting privileges.

- G) Executive Director – The Executive Director is appointed by the Board of Directors. The executive Director shall serve under the direction of the President and the Board with the responsibility of administering and carrying out policies, procedures and programs as directed by the Board. The Executive Director shall also perform the duties of the Secretary/Treasurer in the event that the Board of Directors fails to nominate a Secretary or a Treasurer. The Executive Director shall receive a salary for the services performed in an amount to be determined by the Board of Directors. He/she shall carry out all of the duties as the Administrative Officer of the organization, perform all administrative duties required by the Board, attend all meetings of the organization and of the Board and all committees of the organization. He/she shall supervise all publications of the organization; be responsible for a proper and accurate accounting system for all monies received and/or disbursed by the organization and to make a full account of the financial matters to the Board monthly. Additionally, the Executive Director shall perform such other duties assigned by the President, the Board and the Executive Committee. The Executive Director while a member of the board shall not have voting privileges. Upon retirement, resignation or termination, the Executive Director shall be responsible for delivering to the Board of Directors all books, papers, accountings, and property of the Chamber.

Section 5

The elected officers shall assume duties at the first meeting following election.

ARTICLE VII Committees

Section 1

Appointment and Authority:

Except as hereinafter set forth, the President, by and with approval of the Board of Directors, shall appoint all committees and committee chairmen. The President may appoint such ad hoc committees and their chairman as deemed necessary to carry out the program of the Chamber.

It shall be the function of the 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 Board.

Section 2

Limitation of Authority:

Except for the executive committee, no action by any member, committee, division, employee, director or officer shall be binding upon, or constitute an expression of, the policy of the Chamber until it shall have been approved or ratified by the Board of Directors. Committees shall be discharged by the President 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 committees.

ARTICLE VIII Parliamentary Procedure

Section 1

The current addition of Roberts Rules of Order shall be the final source of authority in all questions of parliamentary procedures when such rules are not inconsistent with the charter of By-Laws of the Chamber.

ARTICLE IX
Contributions

Section 1

Under no circumstances shall this organization contribute general fund monies to charitable causes, general fund-raising campaigns or political issues and/or candidates.

ARTICLE X
Dissolution

Section 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. On dissolution of the Chamber, any funds remaining shall be distributed to one or more regularly organized or qualified charitable, education, scientific or philanthropic organizations to be selected by the Board of Directors as defined in Section 501 (c) (3) of the Internal Revenue Code.

ARTICLE XI
Indemnification Clause

Section 1

No member, officer or director of this Chamber shall be personally liable for its debts or other liabilities, and the private property of such individuals shall be forever and wholly exempt from any debts or liabilities of every kind and character of this corporation.

The undersigned, President of the Evangeline Chamber of Commerce, hereby certifies that the foregoing Bylaws are the true and correct, duly adopted Bylaws of the Corporation and that such Bylaws were last adopted by the General Membership on October 17, 2018, and that such Bylaws included all amendments, if any, to the date of this certificate.

ARTICLE XII
Enactment

Section 1

Effective Date

The By-Laws shall be effective immediately upon their adoption. Any amendment to the By-Laws shall become effective upon their adoption.

APPROVED BY THE BOARD OF DIRECTORS, this ____ day of _____ 2018.

President

Executive Director