

MANNFORD CHAMBER OF COMMERCE

BY-LAWS

Revised 12-07-2025

Article I- General

1. This organization is incorporated under the laws of the state of Oklahoma and shall be known as the Mannford Chamber of Commerce, Incorporated.
2. This corporation will be non-partisan, non-sectional, or non-sectarian.

Article II- Purpose

1. The Mannford Chamber of Commerce is organized to advance the general welfare and prosperity of the Mannford 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 recreational, commercial, educational, and civic interests and activities of the Town of Mannford, Oklahoma, for the benefit of the citizenship of Mannford and the surrounding community, including but not limited to Keystone Lake area, and to acquire and hold such property as is necessary for the purposes of promoting and advancing the aforementioned activities.
2. To collect and compile such local and general statistical information as it may prove to be of value for the promotion, development and welfare of Mannford, and to encourage the development of existing as well as the establishment of new industrial and recreational facilities in the surrounding Mannford area and to help contribute to the continued progress of the Town of Mannford, OK, and the welfare of the people.
3. The Chamber shall not discriminate on the basis of race, color, religion, sex, age, disability, sexual orientation, or national origin in any of its activities or operations.

Article III- Membership

1. **Eligibility:** Any local person, association, corporation, or partnership having an interest in the objectives of the organization and in good standing with the Chamber.
2. **Dues:** Annual membership dues are required to be a member. Dues paid within the last quarter of the year will include the ensuing year for new membership only. Membership dues shall be sought in amounts based

upon the total cost of carrying on the activities of the Mannford Chamber of Commerce. Said dues will be set annually.

3. **Voting:** Membership is non-voting. Members may provide input, attend meetings, and participate in activities, but all governance and business decisions are made solely by the Board of Directors.
4. **Member Conduct and Standards:** Membership in the Mannford Chamber of Commerce is a privilege and implies a commitment to lawful, ethical, and professional conduct that supports the mission, integrity, and public image of the Chamber. Members are expected to conduct their business and represent their Chamber affiliation in a manner consistent with the best interests of the organization and the community it serves.
5. **Grounds for Disciplinary Action:** A member may be subject to disciplinary action, including suspension or termination of membership, for conduct including but not limited to actions that are prejudicial to the purposes, reputation, or credibility of the Chamber; misrepresentation of the Chamber, its officers, directors, or positions; misuse of Chamber name, logo, events, or affiliation; illegal or unethical business conduct that reflects adversely on the Chamber; harassment, discrimination, or abusive conduct toward Chamber members, directors, volunteers, partners, or the public; failure to comply with these bylaws or duly adopted Chamber policies; nonpayment of dues or financial obligations after reasonable notice; or any conduct which, in the good-faith judgment of the Board of Directors, is contrary to the best interests of the Chamber. Members shall comply with all Chamber policies adopted by the Board of Directors, including the Member Code of Conduct, as amended from time to time.
6. **Complaint and Preliminary Review:** Concerns regarding a member's conduct may be submitted in writing to the President, Vice President, or Board of Directors. The President or a committee designated by the Board may conduct a preliminary review to determine whether the matter warrants further consideration. Complaints deemed frivolous, unsubstantiated, or outside the scope of the Chamber's authority may be dismissed without further action.
7. **Notice and Opportunity to Respond:** If further action is warranted, the member shall be provided written notice of the allegations or concerns and the potential disciplinary actions under consideration. The member shall be afforded a reasonable opportunity, not less than ten (10) business days, to

submit a written response and/or to appear before the Board of Directors to be heard prior to final action.

8. **Board Determination and Action:** After consideration of all relevant information, the Board of Directors may take no action, issue a written warning or corrective guidance, temporarily suspend membership privileges, or terminate membership. Any action to suspend or terminate membership shall require a two-thirds (2/3) vote of the Board members present at a duly called meeting at which a quorum is present. The Board shall act in good faith and in what it reasonably believes to be the best interests of the Chamber.
9. **Emergency Suspension:** In circumstances where a member's conduct is reasonably believed to pose an immediate risk of significant harm to the reputation, operations, legal standing, or public trust of the Chamber, the President, in consultation with the Vice President or one other officer, may impose an immediate temporary suspension of the member's privileges pending Board review.
10. Emergency suspension shall be limited to the minimum action necessary to protect the interests of the Chamber and may include suspension of participation in Chamber events, use of Chamber branding or affiliation, and access to Chamber platforms or communications.
11. The suspended member shall be provided written notice of the emergency suspension as soon as reasonably practicable, including the reasons for the action. The Board of Directors shall review the suspension at the next reasonably available meeting, or through an electronic vote if necessary, and shall determine whether to lift the suspension, continue it temporarily, impose additional disciplinary action, or proceed with termination in accordance with this Article.
12. An emergency suspension shall not constitute termination of membership and shall remain in effect only until the Board has completed its review and taken appropriate action. Board review shall occur as soon as practicable, but no later than thirty (30) days from the effective date of the emergency suspension.
13. **Effect of Termination:** Upon termination of membership, all rights, privileges, and benefits of membership shall immediately cease. Membership dues previously paid shall not be refunded. The former member shall discontinue use of the Chamber's name, logo, branding, and representation of affiliation.

14. **Appeal:** A member whose membership has been terminated may submit a written appeal to the Board of Directors within thirty (30) days of written notice of termination. The Board shall review the appeal and issue a final determination. The decision of the Board following appeal shall be final and binding.
15. **Confidentiality:** All disciplinary proceedings shall be handled with discretion and confidentiality to the extent reasonably practicable, consistent with the Chamber's fiduciary duties and responsibility to protect the organization and its members.

Article IV-Meetings

1. Regular Meetings

- a. **Board of Directors Meetings:** The Board of Directors shall meet monthly on the first Thursday of each month, or as otherwise determined by the Board. Board meetings are private and closed to the general membership, except when specifically invited by the President or Board for presentation or discussion. Meetings may be held in person or electronically by teleconference or video conference.
 - b. **General Membership Meetings:** The Chamber shall host monthly public meetings open to its due-paying member businesses and the community. These meetings are intended to promote engagement, networking, and communication between the Chamber, its members, and the public. The location and format may vary. Notice shall be provided at least six (6) days in advance via email, website posting, or other reasonable means.
 - c. **Annual Meeting:** An annual meeting shall be held as soon as possible after January 1 of each year, typically in conjunction with the Chamber's annual Awards Banquet or similar event celebrating the year in review. The date and location shall be determined by the Board of Directors.
2. **Quorums:** A majority of the six (6) voting directors (excluding the President, unless casting a tie-breaking vote) shall constitute a quorum at any Board meeting. General membership meetings are informational only and do not require quorum.
 3. **Electronic Motions and Voting:** The Board of Directors may, when necessary, conduct official Chamber business between regular meetings

through electronic communication, including text message, email, or other secure digital means.

- a. A motion made electronically must be clearly stated and seconded by another director. The President shall declare the voting period open and specify a reasonable deadline for responses.
- b. Approval shall require an affirmative vote by a majority of the full Board, provided a quorum of responses is received. The Secretary shall record the motion, responses, and results in the minutes of the next regular Board meeting. Actions approved electronically shall have the same force and effect as those adopted during an in-person or virtual meeting.

Article V- Board of Directors

1. **Authority:** The government of the chamber, the direction of its work and the control of its property shall be vested in a Board of Directors consisting of seven (7) directors, one of whom shall serve as President. The President shall preside over meetings and shall vote only in the event of a tie. The board shall submit at each monthly Board of Directors meeting a report of the finances of the organization. The board may adopt rules, regulations and policies for conducting the business of the Chamber.
2. **Qualifications:** Director qualifications include a willingness to commit the time, effort, and resources necessary to fulfill Chamber responsibilities; the ability to work constructively and harmoniously with others; demonstrated leadership in community service; and a genuine and unselfish interest in the Chamber's objectives.
3. **Powers:** The Board shall have power in the name of the Chamber to engage law enforcement, sue and be sued, buy, hold, sell, lease, or mortgage both real and personal property, incur debts, borrow money, and enter into contracts of any kind furthering the purposes of the Mannford Chamber of Commerce.
4. **Liability Protection:** The private property of the incorporators, members, directors, and officers shall not be subject to the payment of corporate debts.
5. **Attendance:** All elected directors shall hold office until their successors are elected, qualified, and installed in office. Directors missing three consecutive unexcused meetings shall be deemed to have resigned, and a replacement shall be appointed by the Board to complete the term.

6. **Vacancies & Removal:** Vacancies shall be filled by majority vote of the remaining directors. Grounds for removal shall include failure to meet attendance requirements, violation of Chamber policies, or conduct harmful to the organization.
7. **Conflict of Interest:** Directors must disclose any potential conflicts of interest and shall recuse themselves from related votes where such conflicts exist.

Article VI- Officers

1. The officers of the Chamber shall consist of a President, Vice President, Secretary, Treasurer, and Event Coordinator. Directors who are not serving as officers shall continue to serve fully as directors.
2. **President:** The President shall serve as the chief administrative and executive officer of the Chamber. The President shall preside at all meetings of the Board of Directors and of the membership, set annual goals, present a yearly plan, and assist with the development of the annual budget (January 1 – December 31). The President shall prepare agendas for all meetings. The President shall not cast a vote on Board business except in the case of a tie, at which point the President shall cast the deciding vote.
3. **Vice President:** The Vice President shall assist the President in carrying out Chamber operations and community relations as directed by the Board. The Vice President shall oversee business and community affairs as assigned and shall perform the duties of the President in their absence.
4. **Secretary:** The Secretary shall record and maintain the minutes of each meeting, oversee notice of meetings, maintain attendance records, and ensure the bylaws are up to date. The Secretary shall distribute minutes to all board members within one week following each meeting and remind members of upcoming meetings at least four days in advance. Compliance and legal filings (Articles of Incorporation, nonprofit status, etc.) shall be overseen by the Governance Committee or another designated officer, with the Secretary ensuring records are properly maintained.
5. **Treasurer:** The Treasurer shall safeguard all funds received by the Chamber, ensure their timely and proper disbursement, and keep financial records open to inspection by any director. The Treasurer shall present a monthly financial report, assist in developing the annual budget, and ensure that all checks are signed by two authorized officers (not from the same family). The Treasurer shall oversee any approved account changes and ensure an annual audit is completed and reported to the Board.

6. **Event Coordinator:** The Event Coordinator shall plan and oversee Chamber events and activities, working with committees as necessary. The Event Coordinator shall present an annual plan of events, including a proposed budget, to the Board at the beginning of each year.

Article VII – Election

1. **Board Elections:** Board members shall be elected by the Board of Directors at the annual meeting, or at such time as vacancies occur. Any applicant elected shall become a member upon payment of the regularly scheduled dues.
2. **Terms & Staggering:** Directors shall be elected to three-year terms, staggered so that no more than two Board members begin new terms in any given year. Terms shall run from the date of installation until the end of the designated term, coinciding with the installation of a successor.
3. **Director Chairs:** Each officer role (President, Vice President, Secretary, Treasurer, and Event Coordinator) shall serve as a director during their elected term. The Board will ensure staggering of terms is maintained when filling positions.
4. **Nominations:** Prior to the annual election, the Chamber shall issue an open call for interested members to apply for service on the Board. This call will be distributed through the Chamber's communication channels, including its distribution list, and include an online application process. Applications received will be compiled and presented to the Board of Directors. Additional nominations may be made by any sitting director during the election meeting. Directors shall be elected by majority vote of the Board from among the compiled and presented nominees.
5. **Termination or Resignation:** Any board member may resign upon written request to the Board of Directors.
6. **Expulsion:** Directors shall be governed by Article III – Membership.

Article VIII- Dissolution

1. Upon dissolution, 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 shall be distributed to one or more qualified charitable, educational, or non-profit organizations designated as 501(c)(6)

chamber of commerce or 501(c)(3) nonprofit organization to be selected by the board of directors.

Article IX- Amendments

1. These bylaws may be amended or altered only by a two-thirds vote of the Board of Directors. Membership shall be informed of amendments for transparency purposes only, but does not vote.

Article X – Indemnification

1. The Chamber shall indemnify and hold harmless its directors, officers, and employees from liability for actions taken in good faith within the scope of their authority, to the fullest extent permitted by law.

Article XI – Committees

1. Standing committees may include Banquet, Christmas, Lake Life, Halloween, and Governance. The Board may establish additional committees as needed.

Article XII – Records

1. The Chamber shall maintain accurate records of all meetings, financial transactions, and governing documents. Records shall be made available to Board members upon reasonable request.

Article XIII – Compensation and Benefits

1. All directors and officers of the Chamber shall serve in a voluntary capacity and shall not receive any salary, fee, or compensation for their service. As recognition for their contributions, directors' business membership dues shall be waived during each year in which they actively serve and fulfill their board responsibilities.

Adopted this 18 day of December, 2025

<u>Amy Spess</u>	President
<u>Sarah Steyler</u>	Secretary
<u>Lexie Corrus</u>	Treasurer
<u>Josie VanBuren</u>	Director
<u>Jessy Campbell</u>	Director
<u>Colleen Castillo</u>	Director
<u>[Signature]</u>	Director