

**BY-LAWS
OF
WAYNESVILLE-ST. ROBERT AREA CHAMBER OF COMMERCE
(Revised May 27, 2009)**

ARTICLE 1: GENERAL

Section 1: Name

This organization is incorporated under the laws of the State of Missouri and shall be known as the Waynesville-St. Robert Area Chamber of Commerce, Incorporated.

Section 2: Purpose

The Waynesville-St. Robert Area Chamber of Commerce is organized to achieve the commercial, industrial, agricultural, civic, and community interests of the residents and businesses in the cities of Waynesville and St. Robert, Missouri and in the surrounding areas.

Section 3: Limitation of Methods

This organization shall be non-partisan, and will neither take part in, nor lend its support to, the election or appointment of any candidate for public or political office. However, this organization shall not be precluded from taking a position on, and working for or against legislation or proposals, which may affect the interests, which this organization is committed to advance. The Waynesville-St. Robert Area Chamber of Commerce shall observe all local, state and federal laws, which apply to a non-profit organization as defined in Section 501 (c)(6) of the Internal Revenue Code.

ARTICLE 11: MEMBERSHIP

Section 1: Eligibility

Any applicant requesting consideration of membership to the Waynesville- St. Robert Area Chamber of Commerce shall submit their application for membership to the Board of Directors for approval. The Board of Directors shall take several factors into consideration when determining the approval of a membership which include but are not limited to: whether the business will have a negative impact upon the community and whether the type of business will have direct conflict with the community standards as a whole. Any person, association, corporation, or partnership, which is approved by the board, shall be deemed a member of this organization upon payment of the required membership investment.

Section 2: Election

Applications for membership shall be in writing, on forms provided for that purpose, and signed by the applicant. Election of members shall be by the Board of Directors at any meeting thereof. Any applicant so elected shall become a member upon payment of the regularly scheduled investment as provided in Section 3 of Article II.

Section 3: Investments

Membership investments shall be at such rate or rates, schedule or formula as may be from time to time prescribed by the Board of Directors, payable at the time of enrollment. Membership investments must be paid annually. Statements of renewals will be forwarded via U.S. mail, facsimile or e-mail no later than July 15th of each year. If renewal membership investments are not paid within thirty (30) days, a second notice will be forwarded by U.S. mail, facsimile, or e-mail. If the renewal is still delinquent within fifteen (15) days of the second notice, the membership will be dropped. Any business eligible for membership may acquire more than one membership and will pay the required investment with approval by the Board of Directors.

Section 4: Termination

A member of the Chamber may be removed as a member (for reasons other than non-payment) by a majority vote of the Board of Directors. Notice of the removal is given to the members of the Board of Directors, as the case may be, and to the member affected, at least 10 days prior to the meeting at which the matter is presented. A member of the Chamber shall be removed from membership for reasons other than non-payment of their investment, only upon determination that the member is conducting himself in a manner, which brings discredit upon the Chamber.

Section 5: Voting

In any proceeding in which voting by members is called, each member in good standing shall be entitled to cast one (1) vote. If there is more than one membership, another member must vote.

Section 6: Exercise of Privileges

Any firm, association, corporation, partnership, or estate holding membership may nominate individuals whom the holder desires to exercise the privileges of membership covered by its subscriptions and shall have the right to change its membership nomination upon written notice.

Section 7: Honorary Membership

Distinction in public affairs shall confer eligibility to honorary membership. Honorary members shall have all the privileges of members except the right to vote, and shall be exempt from payment of dues. The Board of Directors shall confer or revoke honorary membership by a majority vote.

ARTICLE III: MEETINGS

Section 1: Annual Meeting

The annual meeting of the corporation, in compliance with state law, shall be held at a time and place fixed by the Board of Directors and notice thereof forwarded via U.S. mail, facsimile, or e-mail to each member at least fourteen (14) days before said meeting.

Section 2: Additional Meetings

The Board of Directors may call as many other meetings of the members of the Chamber as the Board deems necessary, but there shall be at least four meetings of the members per year. The Board of Directors shall call a special meeting of the members of the Chamber upon receipt of written request therefore signed by at least 10% of the members. This request shall include a statement of the subject(s) to be discussed at the requested meeting. Notice of special meetings shall be forwarded via U.S. mail, facsimile or e-mail to each member at least five (5) days prior to such meetings. Board meetings are held monthly and may be called by the President of the Board or by any three (3) members of the board. Notice shall be given to each director at least one (1) day prior to said meeting. Committee meetings may be called at any time by the President of the Board or by the committee's chairman.

Telephonic meetings by conference call or other method of electronic voice transmission which permits the participants to hear and join in the discussion are specifically authorized. An action by telephonic conference of a majority of the Board shall constitute an action of the Board. Minutes shall be taken for an official record of Board action.

Email meetings which maintain open discussion of all participants by using the "reply to all" feature shall be specifically authorized. An action by email of a majority of the Board shall constitute an action of the Board. Email correspondence shall be printed for an official record of Board action.

Section 3: Quorums

At any duly called general meeting of the Chamber, twenty-five (25) members shall constitute a quorum; at a board meeting six (6) members of the board shall constitute a quorum.

Section 4: Notices, Agenda, and Minutes

Written notice of all Chamber meetings must be given at least five (5) days in advance unless otherwise stated. An advance agenda and minutes must be prepared for all meetings. A detailed outline for preparation of both shall be a part of this organization's procedures manual.

ARTICLE IV: BOARD OF DIRECTORS

Section 1: Composition of the Board

The Board of Directors shall be composed of ten (10) members, who shall be elected by the membership of the organization. At least four of the members shall be from the Waynesville area, at least four shall be from the St. Robert area, and no more than two of the members may be from the Chamber membership, whose place of business and/or place of residence is in the immediate area outside the cities of Waynesville and St. Robert. The location of a candidate's place of business, or his place of residence if he has no place of business, shall be used to determine if the candidate is from the Waynesville area or from the St. Robert area, and for this purpose, the St. Robert area shall include all territory west of the eastern city limits of the City of St. Robert, the Waynesville area shall include all territory west of the eastern city limits of the City of Waynesville

and the immediate area outside both cities shall include all territories within a ten (10) mile radius.

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

Section 2: Terms

The members of the Board of Directors shall serve for a term of three years, and until their successors are elected and qualified; provided, however, that the first Board of Directors shall be selected as follows: four (4) members (two from the Waynesville area and two from the St. Robert area) for a term of two years; and three (3) members (two from the Waynesville area and one from the St. Robert area) for a term of one year. Thereafter, each member of the Board of Directors shall be elected for a term of three years.

Section 3: Selection and Election of Directors

A. Nominating Committee: A Nominating Committee of not less than three (3) members of the Chamber Board of Directors shall be appointed by the President of the Board by March of each year.

At the April Board of Directors meeting, the Nominating Committee shall present to the President of the Board a slate of candidates. This slate of candidates shall consist of one or more nominees for each vacancy created by expiration of a Board member's term and shall be a nominee from Waynesville if the expired term is from Waynesville, a nominee from St. Robert if the expired term is from St. Robert, or from the immediate area outside the cities of Waynesville and St. Robert. Each candidate must be an active member in good standing and must have agreed to accept the responsibility of a directorship. No Board member who has served two three-year terms is eligible for election for a third term. A period of one (1) year must elapse before eligibility is restored.

B. Publicity of Nominations: Upon receipt of candidates from the Nominating Committee, the President of the Board shall immediately notify the membership via U.S. mail, facsimile or e-mail of the names nominated as candidates for directors. Additional names of candidates for directors can be nominated by petition bearing the genuine signatures of at least five percent (5%) of the members in good standing of the Chamber. Such petition shall be filed with the Nominating Committee at the Chamber office within ten (10) days after notice has been given of the names of those nominated. The determination of the Nominating Committee as to the legality of the petition(s) shall be final.

C. Determination: If no petition is filed within the designated period, the nominations shall be closed and the nominated slate of candidates shall be declared elected by the Board of Directors at their regular May Board meeting. If a legal petition shall present additional candidates, the names of all candidates shall be arranged on a ballot in alphabetical order. Instructions will be to vote for the vacant number of directors only. The President shall send the ballot to all active members via U.S. mail, facsimile or e-mail at least fifteen (15) days before the regular May Board meeting. The ballots shall be marked in accordance with instructions and returned to the Chamber office within ten (10) days of mailing. The Nominating Committee shall count and tabulate the ballots, and certify the results to the Board of Directors. Any improperly marked ballot(s) shall not

be counted. Ballots will be kept on file for thirty (30) days following the tabulation of the ballots and are open to inspection by any active member. The Board of Directors shall at its regular May Board meeting declare the candidates with the greatest number of votes elected. In the event of a tie, the tie shall be broken by the flip of a coin. The President shall conduct the flip in the presence of the candidates.

Section 4: Vacancies

A member of the Board of Directors who shall be absent from three (3) consecutive regular meetings of the Board of Directors shall automatically be dropped from membership on the Board unless confined by illness or other absence approved by a majority vote of those voting at any meeting thereof.

Vacancies on the Board of Directors, or among the officers, shall be filled by the President of the Board, subject to approval by the Board of Directors. Provided, however, the appointee meets all standing membership and representation criteria as the member whose position is being assumed. Provided further, this appointment shall be made to fill the vacancy only until such time as a regular or special meeting shall be held for the election of Directors. At such meeting the unexpired portion of the term of the vacancy shall be filled.

Section 5: Policy

The Board of Directors is responsible for establishing procedure and formulating policy of the organization. It is also responsible for adopting all policies of the organization. These policies shall be maintained in a policy manual, to be reviewed annually and revised if necessary.

Section 6: Management

The Board of Directors shall employ an Executive Director and shall fix the salary and other considerations of employment.

Section 7: Indemnification

The Chamber may, by resolution of the Board of Directors, provide for indemnification by the Chamber of any and all current or former officers, directors and employees against expenses actually and necessarily incurred by them in connection with the defense of any action, suite, or proceeding in which they or any of them are made parties, or a party, by reason of having been officers, directors or employees of the Chamber, except in relation to matters as to which such individuals shall be adjudged in such action, suite or proceeding to be liable for negligence or misconduct in the performance of duty and to such matters as shall be settled by agreement predicted on the existence of such liability for negligence or misconduct.

ARTICLE V: OFFICERS

Section 1: Determination of Officers

The President, President-elect, and Treasurer of the Chamber shall be members of the Board of Directors, but the other officers need not be members of the Board. Except for the Executive Director, officers shall be selected by the Board of Directors at the regular July Board meeting. Officers of the chamber shall hold office for one year and until their successors are elected and qualified.

Section 2: Duties of Officers

A. President of the Board - The President shall serve as the chief elected officer of the Chamber of Commerce and shall preside at all meetings of the membership, Board of Directors, Executive Committee, and who shall perform all other duties incident to this office, including such other duties as may from time to time be prescribed by the Board of Directors. The President of the Board shall, with the advice and counsel of the President-elect, and Executive Director determine all committees, select all committee chairmen, and assist in the selection of committee personnel, subject to approval by the Board of Directors.

B. President-Elect - The President-elect shall exercise the powers and authority and perform the duties of the President in the absence or disability of the President. The President-elect will be responsible for determining that the program activities of the Chamber are of such duration as is required, at all times being alert to assure that the activities of the Chamber are directed toward achieving business and community needs in the area served by the Chamber. Additionally, the President-elect shall perform all other duties incident to this office, including such other duties as may from time to time be prescribed by the Board of Directors.

C. Treasurer - The Treasurer shall be responsible for the safeguarding of all funds received by the Chamber and for their proper disbursement. Such funds shall be kept on deposit in financial institutions, or invested in a manner approved by the Board of Directors. Checks are to be signed by the President, President-elect, Treasurer, and/or the Executive Director. The Treasurer shall cause a monthly financial report to be made to the Board. Additionally, the Treasurer shall perform all other duties incident to this office, including such other duties as may from time to time be prescribed by the Board of Directors.

D. Executive Director - The Executive Director shall be selected by the Board of Directors and shall serve as such for an indefinite term, at the pleasure of the Board of Directors. The Executive Director shall serve as an ex-officio member of the Board of Directors, but shall be entitled to vote only in the event of a tie, provided, however, that the Executive Director shall, in no event, be entitled to vote on any question relating to the hiring, discharge, salary or other compensation of the Executive Director, and at the request of any member of the Board of Directors, the Executive Director shall not be present at any meeting of the Board of Directors while such questions are discussed. The Executive Director shall serve as advisor to the President of the Board and shall assemble information and data and cause to be prepared special reports as directed by the program of the chamber.

E. Advisory Positions - The President of the Board shall serve in an advisory position to the Board of Directors after the conclusion of his/her Presidential term if this conclusion coincides with the end of her/her term as a Director. If the outgoing President has additional time in his/her term as Director, the Advisory position will not be filled. This position will be non-voting. In addition to the Presidential Advisory slot, four positions shall exist. The City Administrator for the City of St. Robert, the City Administrator for the City of Waynesville, a Fort Leonard Wood representative, and the Superintendent from the Waynesville R-VI School District. All of the positions will be non-voting and excluded from executive session.

Section 3: Executive Committee

The Executive Committee shall meet and prepare recommendations on behalf of the Board of Directors between regular meetings of the Board. It shall report its action at the next regularly scheduled meeting of the full Board for discussion and final action. The President of the Board shall serve as Chairman of the committee. Meetings of the committee shall be called by the President, President-elect in the absence of the President or by a majority of the members of the committee. A simple majority of the members of the committee shall constitute a quorum. It shall be composed of the President of the Board, President-elect, Treasurer, and the Executive Director.

ARTICLE VI: COMMITTEES AND DIVISION

Section 1: Appointment and Authority

The President of the Board with the approval of the Board of Directors shall appoint all committees and committee chairmen. The President of the Board may appoint such ad hoc committees and their chairmen as deemed necessary to carry out the program of the Chamber. Committee appointments shall be at the will and pleasure of the President of the Board and shall serve concurrent with the term of the appointing President of the Board, unless the Board of Directors approves a different term.

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. Meetings of any committees may be called at any time upon notification of the committee.

Section 2: Limitation of Authority

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 of the Board 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. No committee shall take any public action, or otherwise commit the Chamber on any question, policy, or matter involving the expenditure of Chamber funds, without prior approval of the Board of Directors.

Section 3: Testimony

Once committee action has been approved by the Board of Directors, it shall be incumbent upon the committee chairman or, in their absence, whom they designate as being familiar enough with the issue, to give testimony to, or make presentations before, civic and governmental agencies.

ARTICLE VII: FINANCES

Section 1: Funds

All money paid to the chamber shall be deposited in one or more accounts in the name of the chamber in banking institutions in Waynesville or St. Robert, Missouri.

Section 2: Disbursements

Upon approval of the budget, the President is authorized to make disbursements on accounts and expenses provided for in the budget without additional approval of the Board of Directors. Disbursements shall be by check.

Section 3: Petty Cash

A petty cash fund may be maintained in such manner, amount, and in accordance with procedures as, from time to time, established by the Board of Directors.

Section 4: Donations

It shall be the policy of the Chamber to deny requests for special or regular donations to charitable, philanthropic, recreational, youth or promotional programs for which solicitations are expected to have been made from the individual members of the Chamber. No funds of the Chamber shall be used to purchase tickets, chances or advertising to further any charitable or philanthropic activity, or for the benefit of any organization, business or individual.

Section 5: Fiscal Year

The fiscal year of the Chamber shall close on June 30th.

Section 6: Budget

The Board of Directors, officers, the Executive Committee (or Budget Committee if preferred) shall compile a Budget in April for the coming year and submit it to the Board of Directors at the June Board Meeting for approval.

Section 7: Annual Audit

The books of the Chamber of Commerce shall be audited every even year; and said audit shall be completed no later than October 1st. The audit shall at all times be available to

members of the organization within the offices of the Chamber.

ARTICLE VIII: DISSOLUTION

Section 1: Procedure

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 and qualified charitable, educational, scientific or philanthropic organizations to be selected by the Board of Directors as defined in IRS Section 501 (c)(3).

ARTICLE IX

Section 1: Parliamentary Authority

The current edition 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 or bylaws of the Chamber.

ARTICLE X: AMENDMENTS

Section 1: Revisions

These bylaws may be amended by a majority of at least two thirds of the eligible members present at a meeting of the members of the Chamber, provided that notice of the proposed changes in the by-laws must be sent to each member of the Chamber at least five (5) days prior to the date of the meeting at which the proposed changes are to be considered. Proposed changes in the by-laws may be initiated by the Board of Directors or by any member of the Chamber by giving the notice of the proposed changes required by the preceding sentence.

May 27, 2009