

Constitution and By-laws  
Of  
Mineral County Chamber of Commerce

Located at  
40 ½ North Main Street  
Keyser, West Virginia 26726

ARTICLE I

Name

- Section 1. The name of this association shall be the Mineral County Chamber of Commerce, Inc.
- Section 2. This association is incorporated under the laws of the State of West Virginia, and known as Mineral County Chamber of Commerce.

ARTICLE II

Objective

- Section 1. This association is formed to promote and perpetuate the business, commercial, manufacturing, and civic interests of Mineral County, West Virginia; to advance the agricultural interests of said County, and to develop a unified public spirit in all, whereby the members thereof may put forth a unified effort in the aid of said County to make them more prosperous, and a more beautiful and better place in which to live.
- Section 2. This Association in all its activities shall be non-partisan, non-sectional, and non-sectarian.

ARTICLE III

Membership

- Section 1. ELIGIBILITY – Any person, firm, association, or corporation, interested in the general welfare of Mineral County, West Virginia, who shall subscribe to objects and purposes for which this Association is formed, and who, shall pay dues as hereinunder provided, shall be eligible to membership in this Association.
- Section 2. ELECTION – Members may be elected at any meeting of the Board of Directors, as hereinafter provided, and members in good standing shall continue as such until voluntary resignation by such member in writing, or by failure to pay the dues as hereinafter provided. Any person, firm, association, or corporation eligible to membership in this Association may acquire more than one membership herein by payment of the annual dues of each such memberships, and may designate an individual to represent each such membership subject to the approval of the Board of Directors. Each and every member of any such firm, association, or corporation, holding multiple memberships herein shall be limited to five (5) voting memberships, also subject to the approval of the Board of Directors. All applications for memberships in this Association shall be made in writing to the Board of Directors and shall imply on the part of the applicant his or her or its ratification of the By-Laws, Rules, and Regulations of the Association, and election to membership shall require the affirmative vote of the Board of Directors.

## ARTICLE IV

### Dues

- Section 1. AMOUNT – WHEN PAYABLE – The annual dues of this association shall be a fee structure decided by the Board of Directors at the Board meeting just prior to the annual meeting, and announced at the annual meeting. Dues will be payable annually in advance at the beginning of the fiscal year which shall commence and begin, on the first day of July and end on the thirtieth day of June of the succeeding year. Multiple memberships taken by any firm, association, or corporation, shall each be at the rate of the appropriate membership structure as provided by the Board. Any membership taken after the beginning of the fiscal year will be prorated on a quarterly basis.
- Section 2. RESIGNATION – Each member shall be liable for annual dues until his or her written resignation has been received by the Secretary.
- Section 3. DELINQUENCY – If any member shall fail to pay the annual dues within sixty (60) days from the date of maturity, he or she shall not be permitted to exercise the right to vote and shall become delinquent, and if after notice in writing of such delinquency is given to such member, he or she fails within thirty (30) days from said notice to pay such dues then in arrears, his or her membership may be terminated by the action of the Board of Directors and his or her name dropped from the rolls of the Association.

## ARTICLE V

### Board of Directors

SECTION 1. ELECTION – The Government of the Association, the direction of its work, the control of its property, and the supervision of all moneys, shall be vested in a Board of Directors consisting of up to thirteen members; up to seven (7) members elected directly by members (General Election, two (2) every year for three-year terms, and six (6) members appointed by the Board to represent the Frankfort, Elk Garden, Burlington, Piedmont, and New Creek districts of the County, also serving staggered three-year terms. The Frankfort district will be represented by two (2) members, with the other districts having one (1) member each. Each appointed district Director may send a proxy to Board meetings if they are unavailable to attend. If both the appointed Director and their proxy attend, only the appointed Director may vote during the meeting.

Said Board of Directors to serve for the first fiscal year shall be elected at the first regular meeting of the full membership of the Association after the adoption of the Constitution and By-Laws, and at such meeting, one third of the Board of Directors shall be elected for a term of three (3) years, one third for a term of two (2) years, and one third for a term of one (1) year. The members of said Board of Directors shall be selected from, the membership at large of the Association in the manner hereinafter provided, but no Director shall be eligible for more than two (2) terms of office until a lapse of one (1) year from his or her term as such Director. The membership of the Board shall not include more than two (2) members who hold multiple memberships from the same firm, association, or corporation.

SECTION 2. DUTIES AND AUTHORITY – The Board of Directors, upon their election annually, shall meet, qualify and elect from their own number, a President, two Vice-Presidents, a Secretary, and a Treasurer. They shall, also (annually) select an Administrative Assistant and/or Executive Director as they see fit, prescribe his or her duties, and fix his or her salary. The Board of Directors shall have full power to fill all vacancies within the year which may occur in said Board, and shall have full power and authority to adopt rules and regulations for the conduct of the business and establishment of the policies of the Association. The presence of 50% of members shall be required to constitute a quorum of said Board. Such Board shall meet at least Monthly and shall submit in writing, an annual report to the full Association of the work, progress, and finances, of the Association. The appointment of all committees and the selection of all work projects shall be subject to the approval of the said Board of Directors. Together the Board will supervise the business office of the Association and of the employees thereof.

SECTION 3. REMOVAL AND SUCCESSION. A director may be removed at any meeting of the Board called for the purpose by the vote of two-thirds (2/3) of the members present and another may be appointed in the place of the person so removed to serve for the remainder of his or her term. Said director shall receive written notification from the Board outlining the conduct at least ten (10) days before such meeting and must have an opportunity at the meeting to present his or her explanation. If a Board Member misses three (3) consecutive meetings or more than thirty-five percent (35%) of the meetings during any one year, the member shall be removed and a new member will be appointed to serve the completion of his or her term, unless circumstances causing such absences are sufficient to void such action. A vacancy so created shall be filled by the Board of Directors by a majority vote at the earliest possible meeting following removal.

## ARTICLE VI

### Officers

SECTION 1. PRESIDENT – The President, who shall be elected annually by the Board of Directors, shall preside at all meetings of the Association and its Board of Directors. He or she shall perform all duties incident to the office and advise and consult in all matters in the interest of the Association.

SECTION 2. VICE PRESIDENTS – The First or Second Vice-President, who shall be elected annually by the Board of Directors, shall act in the absence of the President, and in the absence or disability of the three officers named, a member of the Board of Directors shall be chosen to act temporarily. The Vice-Presidents will be responsible for areas of responsibility that are identified by the President at the direction of the Board, in keeping with the mission of the Mineral County Chamber of Commerce.

SECTION 3. TREASURER – The Treasurer, who shall be elected annually by the Board of Directors, shall receive and disburse the funds of the Association, keep books of account, shall keep moneys on deposit in its name, and shall at frequent intervals make report to the Board of Directors as to the condition of the finances, and he or she shall be required to give such bond for the faithful performance of duties in such sum as the Board of Directors may determine.

SECTION 4. SECRETARY – The Secretary, who shall be elected annually by the Board of Directors, shall be the records officer of the Association. It shall be his or her duty to maintain the records of the organization and assist with all record-keeping functions desired by the Board.

## ARTICLE VII

### Committees

- SECTION 1. APPOINTMENT – The President shall appoint all Committees subject to the Confirmation of the Board of Directors.
- SECTION 2. AUTHORITY OF COMMITTEES – It shall be the function of committees to research and make recommendations in writing to the Board of Directors. No standing or special committee shall represent the Association in advocating or in opposition to any project or program without the specific authority as may be clearly granted under the general powers delegated by the Board of Directors to such committee.
- SECTION 3. BUDGET AND FINANCE COMMITTEE – The President shall annually appoint a Finance committee consisting of at least three (3) members of the Association and the Treasurer who shall, within thirty (30) days prior to the end of each fiscal year, prepare and submit to the Board of Directors the budget for the ensuing year, based upon proposed revenue and expense, which budget the Board of Directors may either approve or modify, and which budget shall then constitute the appropriation measure for the Association for the ensuing year. The budget shall not be exceeded in any particular except in the manner as hereinafter prescribed.
- SECTION 4. OTHER COMMITTEES – Other standing committees to be appointed annually shall include Membership Services, Educational Programs, Initiatives and Events, and Corporate and Governmental Relations. Other committees may be appointed by the President and approved by the Board as required.

## ARTICLE IX

### Financial Examination

- SECTION 1. The Board of Directors shall engage a Certified Public Accounting firm to examine the books and accounts of the Treasurer at the end of each fiscal year and report its findings to the Board of Directors and to the Association within 90 days of the end of the fiscal year. The report will be made available to all members on the Chamber website and will be available in the Chamber office for review by any member.

## ARTICLE X

### Elections

- SECTION 1. DATE – The annual election of Directors following the first year shall be held at the annual meeting of the Association, at which time 1/3 of the current Directors shall be elected for a term of three (3) years each.
- SECTION 2. NOMINATIONS – At least thirty (30) days prior to the date of the annual meeting, the President shall appoint a Nomination Committee of five (5) members, who shall nominate up to 5 members for the General Election. Nominations will be presented at the subsequent Board meeting for ratification by the Board. A ballot containing the five (5) names will be prepared by the Secretary and mailed to each member in good standing. Instructions as to the proper method of marking the ballots shall be included with the ballot, and the two (2) members receiving the highest number of votes shall be declared elected as Directors for the ensuing three (3) years. Any member may write into the official ballot the name or names of other members in good standing as candidates for election as such directors.
- SECTION 3. JUDGES OF ELECTION – The Board of Directors will be the judging body of the election.
- SECTION 4. LIMITATION – A member shall be limited to one (1) ballot for each election.

## ARTICLE XI

### Disbursements

- SECTION 1. LIMITATION OF AUTHORITY – No appropriation of money or other property of the Association shall be made for any purpose other than to defray the legitimate operating costs and expenses, except by the unanimous consent of the Board members present at a Board meeting or if in a membership meeting, by the approval of four-fifths of the members present at a meeting called and held pursuant to these By-laws.

## ARTICLE XII

### Parliamentary Rules

SECTION 1. All proceedings of the meetings of the Association shall be governed by and conducted according to the current issue of Roberts Rules of Order.

## ARTICLE XIII

### Amendments

SECTION 1. BY-LAWS – These By-laws may be amended or altered by a two-thirds vote of those present at a Board meeting, provided notice of the proposed change or amendment shall have been communicated in writing by the Secretary of the Board to each Board member in good standing not less than ten (10) days prior to such meeting.

SECTION 2. APPROVAL – All approved amendments and alterations of these By-laws shall be submitted to the Board of Directors for approval or disapproval before being considered by the membership at large.