



## DES MOINES DOWNTOWN CHAMBER OF COMMERCE

### BYLAWS

#### ARTICLE I

##### Name

This Association shall be named the Des Moines, Downtown Chamber of Commerce (hereinafter "The Chamber").

#### ARTICLE II

##### Objective

**Section 1.** This Chamber is organized for the following purposes: To advance the economic, industrial, professional, cultural and civic welfare of the Des Moines, Downtown Area; to encourage the growth of existing industries and businesses while giving all proper assistance to any new firms or individuals seeking to locate in the Des Moines, Downtown area; to support all those activities believed to be beneficial to the community and area; to promote the welfare of all area citizens, following always those policies intended to accomplish the greatest good for the greatest number.

**Section 2.** The association shall be nonprofit and nonpartisan.

#### ARTICLE III

##### Membership

**Section 1. Eligibility.** Any legitimate business, individual, association, corporation, or partnership having an interest in the above objective shall be eligible to apply for membership. Neighborhood associations are not considered for eligibility.

**Section 2. Voting Membership** Application for membership shall be in writing on forms specified. Active memberships will begin upon payment of the prescribed membership dues. Active members shall enjoy all the rights and privileges of the Chamber, including the right to vote, so long as the member's dues are paid to date.

Each member with two or more assignees shall designate one assignee to vote on behalf of the member.

**Section 3. Honorary Members.** Any person of distinction, having rendered extraordinary service to the Des Moines Downtown Chamber or the community at large, may be nominated by the Board of Directors for honorary membership and elected at any regular meeting of the Chamber by a majority vote. Honorary members shall not vote, or hold any elective position in this Chamber.

#### **ARTICLE IV Dues**

**Section 1. Dues Established by Board of Directors.** The Board of Directors shall establish annual membership dues. Dues shall be paid in advance to the Executive Director unless otherwise set by the Board.

**Section 2. Delinquent Dues.** The annual dues of each year shall become due and payable on January 1 and become delinquent the first day of March. No Member shall be permitted to exercise any right or privilege of Membership while their dues are delinquent.

**Section 3. Termination for Nonpayment of Dues.** Any member shall be terminated from Membership roll on July 1 for nonpayment of dues and their Membership and all rights in respect thereto shall cease.

#### **ARTICLE V Resignations**

**Section 1.** Any Member may resign from the Chamber at any time by forwarding written notice to the Secretary. Any unused dues are not refundable.

#### **ARTICLE VI Disbarment, Suspension, and Expulsion**

**Section 1.** Any member may be suspended or expelled by the Board of Directors for conduct unbecoming a Member or prejudicial to the aims or repute of the Chamber, after notice to such Member is given no less than 30 days prior to the effective date of such proposed suspension or expulsion. Notice of a proposed suspension or expulsion will be signed by the Executive Director of the Chamber and will include the reason or reasons for such proposed suspension or expulsion. Written notice will offer the Member the

opportunity to present to the Board of Directors such member's reasons why they should not be suspended or expelled. This opportunity must be elected by the member by written notice to the Chamber within such 30 day period. Written notice shall be by certified mail and sent to the last address of the Member shown on the Chamber's records. If a Member requests the opportunity to present to the Board of Directors such Member's reason why they should not be suspended or expelled, the Board of Directors will consider such presentation at the Board of Directors meeting which immediately follows such request and opportunity for a hearing is afforded the member complained against.

## **ARTICLE VII Board of Directors**

**Section 1. Membership of the Board of Directors** 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 a minimum of 5 members at-large, 4 executive officers and a past-president.

**Section 2. Term Limits** In years 1-3 Board Members may serve shorter or longer terms to ensure continuity within the board. Each board member shall serve a 3 year term. The terms will be staggered with approximately one-third of the directors being elected each year.

Members of the Board of Directors may serve not more than two (2) consecutive terms of office, unless the member is elected to the position of executive officer which shall not be counted for purposes of such limitation. Members wishing to serve a second term of office must stand for re-election to the second term. Members are not eligible for re-election to the Board of Directors for a period of one year following the completion of their second term. No more than one (1) person from any one company may serve on the Board of Directors simultaneously, unless approved by the Board of Directors.

Each individual on the board may only serve as Chair of one committee at a time.

In year one, the Executive Director may serve as the Downtown Council Chair, as a non-voting member of the board. Following this, the Downtown Council Chair will be a voting member of the board.

**Section 3. Duties** The Board of Directors shall complete the following duties:

- a. Conduct Chamber's Business. The Board of Directors shall conduct and transact all business of this Chamber.

- b. Fix Annual Budget. The Board of Directors shall fix and approve a budget for the Chamber each year and shall have complete control over and supervise all matters pertaining to the expenditures and disbursement of funds of the Chamber in such manner and by such means as it shall from time to time determine but not in a manner inconsistent with the Articles of Incorporation or Bylaws of the Chamber.
- c. Review candidates for Executive Director that were selected by the Executive Committee. However the Executive Committee shall fix the term of office and amount of compensation to be paid the Executive Director.

**Section 3. Vacancies on the Board of Directors.** Mid-term vacancies of the Board of Directors or among the officers other than President shall be nominated by the Executive Board and filled by a majority vote of the Board of Directors.

If a Board Member leaves the Board member's place of employment, for any reason, the Board Member is removed from the Board of Directors, unless a unanimous vote is taken by the remaining board.

**Section 4. Telephonic Attendance.** Any Board of Director may attend any Board of Directors meeting by telephonic conference and is deemed to be present in person at the meeting.

**Section 5. Minimum Attendance** any member of the Board of Directors, who fails to attend a total of three (3) Board of Directors meetings per calendar year, shall be provided written notification by the Executive Director of such failure. The Board Member must respond to the Executive Director within thirty (30) days to address their specific situation and their ability to continue to serve. If the response is unsatisfactory, the Board reserves the right to remove the director for excessive absences.

## **ARTICLE VIII**

### **Duties of President, Vice President, Secretary and Treasurer**

**Section 1. President.** The President shall preside at all meetings of the Chamber and the Board of Directors. He or she shall perform all duties incident to the Office of President, including but not limited to advising such action as may be deemed likely to increase the usefulness of the Chamber, chairing the Board meetings, attending the Greater Des Moines Affiliates Presidents meeting, attending the annual Greater Des Moines Partnership Washington, D.C. lobbying trip, serving as media liaison for the Des Moines Downtown Chamber of Commerce, attending other functions on behalf of the Des Moines Downtown Chamber, and other responsibilities deemed necessary to promote the interests

of the Chamber and of Des Moines' Downtown. The President shall be authorized to sign all contracts and written instruments of the Chamber; and to sign checks, drafts, or orders drawn on Chamber accounts in accordance with policy established by the Board of Directors.

The presiding President shall call for the vote in a Board meeting, but may not vote unless the matter results in a tie vote. The presiding officer shall cast the tie-breaking vote.

The President shall act on behalf of the and assume all duties of the Executive Director if one is not employed

**Section 2. Vice President.** The Vice President shall act in the absence of the President.

The Vice President shall perform all duties incident to the office of Vice President, including but not limited to attending the annual Greater Des Moines Partnership Washington, D.C. lobbying trip, and presiding at chamber functions and meetings in the absence of the President.

**Section 3. Treasurer.** At regular board meetings, in conjunction with the Executive Director, the Treasurer shall make written reports to the Board of Directors regarding the financial records of the Chamber.

The Treasurer shall deliver the updated financial records to the Audit committee at the end of the fiscal year. At the expiration of the Treasurer's term of office, the Treasurer shall deliver all books, papers, and property of the Chamber to the Board of Directors.

**Section 4. Secretary.** The Secretary shall preserve all books, documents and communications and maintain an accurate record of the proceedings of the Chamber, Board of Directors and all committees. At the expiration of the Secretary's term of office, the Secretary shall deliver all books, papers, and property of the Chamber to the Board of Directors.

**Section 5. Ex-Officio/Past President.** The Ex-Officio position shall be filled by the immediate past president. The Ex-Officio shall be available to advise the Board of Directors, and may not vote in matters brought before the Board.

**Section 6. Executive Officers Term of Office.** Executive Officers will consist of a President, Vice President, Secretary, and Treasurer. The term of office shall be for one year or until their successors are elected and assume their respective duties. The Past President will serve a one year term.

**Section 7. Substitute Officers.** In the absence, resignation or disability of an officer other than the President, the Executive Board of Directors shall choose a member of the Board or Directors to fill the position.

## **ARTICLE IX Duties of the Executive Director**

**Section 1. General Duties.** It shall be the duty of the Executive Director to keep a full record of the proceedings of the Chamber and of the Board of Directors; to execute on behalf of the Chamber all documents as duly authorized by the Board of Directors or the Executive Committee, to deliver notice to all Members, Directors, and Officers as required by law and the Board of Directors, and to perform such other duties as usually pertain to the office of the Executive Director, and to perform such other duties as usually pertain to the Office of the Executive Director and as may be required of him/her from time to time by the Board of Directors.

The Executive Director is responsible for inspecting all statements and bills for expenses of the corporation; to draw, inspect and sign all orders on the treasury for all the necessary expenses of the Chamber, recording and deposit of all receipts of the Chamber, for accounting for all property of the Chamber, whether real or personal, tangible or intangible, however acquired. The Executive Director shall report the condition of the treasury and names and amounts of delinquent Members quarterly and whenever the Board of Directors shall request the same, make a full report to the Board of Directors at the annual meeting of all of his/her transactions showing the present condition of the treasury. The Executive Director shall facilitate the auditing of the books and records of the Chamber in accordance with generally accepted auditing principles by certified public accountants.

**Section 2. Publish Reports of Meetings.** The Executive Director shall publish and circulate to the Members a report of the annual meetings and special meetings, if any, of the Chamber. The reports shall be in such form and shall have such contents as the Board of Directors shall prescribe.

**Section 3. Collect Moneys; Disburse and Account for Funds.** The Executive Director shall collect all sums of money due and owing the corporation, especially annual dues of Members.

## **ARTICLE X Committees**

**Section 1. Presidential Appointment.** The President shall appoint all committees, subject to the confirmation of the Board of Directors.

**Section 2. Committee Responsibility.** It shall be the responsibility of each committee 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 3. Audit Committee.** The President shall appoint an Audit Committee. It shall be the duty of the Audit committee to perform an analysis of the books and accounts of the Treasurer at the close of the year's business. The committee shall report its findings to the Board of Directors.

**Section 4. Nominating Committee.** In years 1-3 of the Downtown Chamber the Board of Directors shall act as the Nominating Committee. The Board of Directors will prepare a slate of Officers and Board of Directors Members for Election. In the fourth of year of the Chamber the President shall appoint a 3 person Nominating Committee to prepare a slate of Officers and Board of Directors Members for election.

**Section 5. Executive Committee.** The Executive Committee shall consist of the President, Vice President, Secretary, Treasurer, and Executive Director (who is not a voting member of the Executive Committee).

The Executive Committee shall act for the Board of Directors between regular meetings of the Board or in the absence of a quorum thereof.

The Executive Committee shall hire, direct, evaluate and terminate the Executive Director with advice and direction from the Board of Directors.

## **ARTICLE XI Meetings**

**Section 1. Annual Membership Meeting.** The annual membership meeting of the Chamber shall be held during the first quarter of the year at a time and place fixed by the Board of Directors. All members shall be given 30 days notice of such meeting.

**Section 2. Special Meetings.** Special meetings may be ordered by the Board of Directors or called by the President. Each member of the Board of Directors shall be given a written notice of each special meeting at least five days prior to said meeting.

**Section 3. Board of Directors Meeting:** Board of Directors meetings shall be held every other month at a place to be designated by the President, unless the Board votes not have a meeting for a particular month. Each Board of Director shall be given 30 day notice of such meeting. Notice of meetings shall be accompanied by an agenda for the meeting and minutes of the proceedings for the prior meeting

**Section 4. Annual Board of Directors Planning Meeting.** The annual Board of Directors Planning Meeting shall be held during the fourth quarter of the year.

**Section 5. Executive Committee Meeting** The Executive Committee shall meet quarterly at a place to be designated by the President, unless the Committee votes not to have a meeting. At least 3 of the 5 Executive Committee shall be present to conduct an Executive Session of the Board of Directors

**Section 6. Quorum for General Membership Meetings.** Ten percent of the general membership shall constitute a quorum for the transaction of business, at any regular or special meeting of the general membership of the Chamber.

**Section 7. Quorum for Board of Directors Meeting.** A majority of the Board of Directors shall constitute a quorum for the transaction of business. Unless a larger number is required by law, the vote of a majority of Directors at a meeting at which a quorum is present shall constitute the action of the Board.

**Section 8. Order of Business.** The order of Business of the Chambers shall be prescribed by the Board of Directors.

**Section 9. Rules of Order.** Except where inconsistent with these Bylaws, The Roberts Rules of Order shall be the authority in all parliamentary matters arising in the meeting of the Chamber and not provided for in these Bylaws.

**Section 10. Limitations as to Speaking.** Every member shall be entitled to speak and vote on any subject brought before the Chamber for consideration. At the discretion of the presiding President, debates may be limited.

**Section 11. Notice** Written notice stating the place, day, and hour of the meetings shall be delivered to each Member in person, by mailing first class, by email, or by faxing the notice to the address, email address or facsimile number supplied by the Member.

## **ARTICLE XII MEMBERSHIP ACTION WITHOUT A MEETING**

**Section 1. Written Ballot.** If so directed by the Board of Directors, any action may be taken by the Members by written ballot transmitted via U.S. mail, by email, or by facsimile, if each Member is sent a written ballot setting forth each proposal; and providing an opportunity to vote for or against each proposal. The solicitation for vote by written ballot may be delivered in person, by U.S. mail, by email, or by facsimile to the last known mailing address, email address, or facsimile number on the records of the Chamber, and a vote may be cast on the ballot and delivered to the Chamber's Secretary by U.S. mail, by e-mail, or by facsimile. A written ballot mailed by the member must contain or be accompanied by such extrinsic evidence as is required by the Secretary as constituting Member's authorization for email delivery of the completed ballot. A written ballot once delivered shall not be revoked. Approval by written ballot shall be determined pursuant to the Revised Iowa Nonprofit Corporation Act and shall be filed of record.

## **ARTICLE XIII Elections of Board of Directors and Officers**

**Section 1. Nominating Committee.** In years 1-3 of the Chamber the Board of Directors will act as the Nominating Committee. In the fourth year the Chamber a Nominating Committee consisting of at least three (3) Chamber members shall be appointed by the President and approved by the Board of Directors at the September Board meeting. The Nominating Committee shall prepare a list of candidates from which members may elect replacements for directors whose term is set to expire. The Nominating Committee shall also select a slate of officers from which members may elect.

**Section 2. Election Officials** The President shall appoint and announce at the October meeting the appointment of election officials who are not members of the Des Moines Downtown Chamber, the Board of Directors or candidates for election to supervise the election. The election officials shall serve from the opening of the polls at the November meeting until the result has been ascertained. Any tie vote shall be decided by an immediate run-off election.

**Section 3. Board of Directors and Officers Election.** The election of Directors and Officers shall be held at the November meeting each year.

**Section 4. Balloting.** The Executive Director shall prepare ballots containing the name or names of nominee(s) so made, and shall afford appropriate space for the insertion of an additional name for each office. The ballot so prepared shall be delivered by the Executive Director to each paid Member of record of the Chamber not less than 20 days prior to the November meeting. A plurality of the votes cast shall constitute an election. Only those members whose dues are

paid to date for the current year shall be eligible to vote. The candidates receiving the highest number of votes cast in the election shall be members of the Board of Directors and Officers beginning January 1 of the following year.

In the event that only one person is nominated for each position, written notice will be sent to the members at least 20 days before the election. The written notice will name the slate of nominees and will notify the members that they have an opportunity to present additional nominees to the Nominating Committee within 10 days of the notice. If no additional nominees are presented and there is only one nominee per position, an election will not be held and the nominees will be elected by default.

#### **ARTICLE XIV Disbursements**

No disbursements of Chamber funds or assets over \$10,000 shall be made unless approved and ordered by the Board of Directors. All disbursements shall be made by check. Checks shall be signed by the Executive Director or the President or the Vice President.

#### **ARTICLE XV Amendment of Bylaws**

All proposed amendments to these By-laws shall first receive the approval of the Board of Directors and then will be submitted to the membership. Notice must be made to the Members, with the announcement of the meeting in which amendments will be presented, that amendments to the by-laws will be an item on the agenda and that copies of the proposed amendments, for their review, are available in the office of the Des Moines Downtown Chamber of Commerce.

The amendments will be approved if approved by simple majority of the board members present at the regular or special board meeting.

#### **ARTICLE XVI INDEMNIFICATION Board of Directors, Officers, Employees, Members**

**Section 1. Board of Directors and Officers.** The Board of Directors and Officers of the Chamber shall be indemnified as provided in the Articles of Incorporation.

**Section 2. Members and Employees.** The Chamber may indemnify any Member or employee who was or is or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative, other than an action by or in the right of the Chamber, by reason of the fact that such person is or was a member or employee. In such case, the Chamber shall indemnify the member or employee against expenses including attorney's fees, judgments, fines, and amounts paid in settlement actually and reasonably incurred by the Member or employee in connection with such proceeding if such person acted in good faith and in a manner reasonably believed to be in the best interests of the corporation and, with respect to any criminal proceeding, had no reasonable cause to believe the conduct was unlawful. The termination of any proceeding by judgment, order settlement, or conviction shall not be itself create a presumption that a member or employee did not act in good faith or in the best interests of the Chamber and, with respect to a criminal proceeding, had no reasonable cause to believe the conduct unlawful.

These Bylaws herein and consisting of 11 pages inclusive of this signature page, were duly adopted by the Board of Directors of the DES MOINES DOWNTOWN CHAMBER OF COMMERCE through consensus the 20 day of January, 2010, a quorum being present.

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Tiffany Tauscheck  
President, Des Moines Downtown Chamber of Commerce