

BY-LAWS
OF THE
BOWLING GREEN AREA CHAMBER OF COMMERCE, INC.

ARTICLE I - GENERAL

Section 1. NAME.

This organization is incorporated under the state laws of Kentucky and shall be known as the Bowling Green Area Chamber of Commerce, Inc., thereafter, referred to as the "Chamber."

Section 2. OBJECT.

This Chamber is organized for the purpose of advancing the economic, industrial, professional, cultural, and civic welfare of the Bowling Green area.

To encourage the growth of existing industries and businesses while giving all proper guidance to any new firms or individuals seeking to locate in the Bowling Green area.

To support all those activities believed to be beneficial to the community and area, to oppose those which might be detrimental.

And in general, to promote the welfare of all area citizens, following always those policies intended to accomplish the greatest good for the greatest number and to engage in all other activities permitted under Kentucky law.

Section 3. LIMITATION OF METHODS.

The Chamber shall observe all local, state and federal laws which apply to a nonprofit organization as defined in Section 501(c)(6) of the Internal Revenue Code.

ARTICLE II - MEMBERSHIP

Section 1. ELIGIBILITY.

The Chamber shall have no members within the meaning of KRS 273.193 or other applicable law, and those entities who pay dues to the Chamber and who may be designated as members of the Chamber shall therefore not have the rights, duties or responsibilities of members of a non-stock, non-profit corporation as provided in Chapter 272 of the Kentucky Revised Statutes. Members of the Chamber shall be those entities who have applied for membership to the Board of Directors and been approved for same by the

Board of Directors. Chamber members shall have such privileges, rights, duties, and responsibilities, as the Board of Directors shall from time to time prescribe. Any business firm, individual, association, corporation, partnership or estate having an interest in the above objective shall be eligible to apply for membership in the Chamber.

Section 2. ELECTION.

Application for membership in the Chamber shall be in writing on forms prescribed by the Chamber. Partners will be submitted to the Board of Directors for their approval. Memberships approved by the Board of Directors will begin upon payment of the prescribed membership investment.

Section 3. DUES.

Membership dues shall be at such rate or rates, schedules or formulas as may be from time to time, prescribed by the Board of Directors, payable on such terms as the Board of Directors shall from time to time determine. Membership shall automatically terminate when dues become delinquent for ninety (90) days.

Section 4. TERMINATION.

A. Any member may resign from the Chamber at any time upon written notification to the Board of Directors, but in such event the member shall not be entitled to a refund of any dues paid; B. Any member may be expelled from the Chamber by the Board of Directors by a two-thirds vote of the Directors at any meeting at which there is a quorum, and such expulsion may be upon such terms and for such cause as the board in its sole discretion deems appropriate.

Section 5. EXERCISE OF PRIVILEGES.

Any firm, association, corporation, partnership, or estate holding membership in the Chamber may nominate individuals whom the holder desires to exercise the privileges of membership covered by its subscription upon such terms and conditions as the Board of Directors may from time to time prescribe.

Section 6. ORIENTATION.

Annually, every member of the Board of Directors, Committee Chairmen, Committee Personnel, and Staff Members shall participate in an Orientation Program outlining their respective duties prior to assuming their duties.

ARTICLE III - BOARD OF DIRECTORS

Section 1. QUORUMS.

Fifty-one percent (51%) of the voting Directors must be present to constitute a quorum at Board of Directors meetings.

Section 2. COMPOSITION OF BOARD.

Directors shall be selected from the general membership of the Chamber. The Board of Directors shall be composed of a maximum of twenty-eight members. No more than seven of which shall be selected by the Board of Directors at Large with full voting privileges. Three representatives serving as ex officio members may be appointed by the Chairperson for a one year term without voting privileges. The ex officios shall be one representative for the City government, one representative from the County government and one from the Chamber's Ambassadors Club. The President shall serve while employed in good standing by the Chamber as a member of the Board of Directors with full voting privileges except on issues affecting the President's employment or terms of employment.

Any other provision of this Article to the contrary notwithstanding, the past Chairman of the Chamber shall serve as a member of the Board for a period of one year immediately following the expiration of his/her term as Chairman, irrespective to whether the term for which they were elected as a member of the Board has expired; and they shall have full voting rights at all regular and special meetings of the Board of Directors. In the event the term for which they were elected as a member of the Board has expired, then the total number of authorized members of the Board, including the past Chairman, shall be twenty-eight.

Board members who miss three consecutive board meetings will be contacted by the Chairman of the Board. Board members absent for five or more monthly board meetings during a calendar year may be considered for removal from the board by the Executive Committee.

Section 3. TERMS OF OFFICE.

Individuals elected to serve on the board of directors shall serve an initial one (1) year term before being eligible for election to their first three (3) year term. After the initial one (1) year term is served, every election thereafter shall be for a three (3) year term, with no director serving more than thirteen (13) consecutive years on the board of directors. Elections to the board of directors

shall take place at the October board meeting. Terms of office approved at the October board meeting begin on January 1 of the following year.

Section 4. NOMINATING COMMITTEE.

Prior to September 10, the Chairman shall designate five members of the Board of Directors as members of the Nominating Committee. The Chairman shall designate the Chairman of the Committee.

Section 5. CANDIDATES AND ELECTION.

Prior to October 1 of each year, the Nominating Committee shall present a slate of candidates for Directors-at-Large to replace the Directors whose regular three-year terms are expiring and vacancies which shall have for any other reason occurred, confirming the fact by personal contact with the candidates that they were willing to accept Directorship responsibility. The names selected by the nominating committee shall then be submitted to the Board of Directors. The Board of Directors may nominate additional names for election to the Board of Directors. Thereafter, the Board of Directors shall vote and the candidate receiving a majority of the vote shall be elected. No cumulative voting shall be permitted.

Section 6. POLICY.

Actions of the board are to be conducted using parliamentary procedures based on *Robert's Rules of Order Newly Revised*. The Board of Directors shall adopt such rules and regulation as may be required to conduct the affairs of the Chamber.

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 7. MANAGEMENT.

The Board of Directors shall hire a President and fix the salary for same. The President, in conjunction with the Board, will prepare reports to keep the members informed of the Chamber's goals, program, and efforts.

ARTICLE IV - OFFICERS

Section 1. OFFICERS.

The officers of the Chamber shall be a Chairman, Chairman Elect, Vice Chairman, Immediate Past Chairman, and the President. The Chairman Elect shall become the Chairman for the year following election as Chairman and

shall serve as Immediate Past Chairman during the year following service as Chairman.

Section 2. OFFICERS NOMINATION.

Prior to October 1 of each year, the Nominating Committee shall make nominations for Vice Chairman, Chairman Elect, and three (3) Divisional Vice Chairmen to include a Vice Chairman of Economic Development, a Vice Chairman of Finance and a Vice Chairman of Partnership. When the proposed nominees have been selected by the Nominating Committee, the nominations shall be presented in written form to the Chairman, within three (3) days of such selection.

Section 3. DETERMINATION OF OFFICERS.

The current Chairman shall then notify all of the members of Board of Directors to be present at the Re-organization Board Meeting in October for the purpose of electing a Vice Chairman, a Chairman Elect and three (3) Divisional Vice Presidents for the ensuing year. The Chairman shall present the names of those nominated by the nominating committee. The Chairman shall then ask for additional nominations from the Board. If there are none, those nominated shall be deemed to have been elected by acclamation. If additional names are offered, a majority vote by secret ballot will determine the new Vice Chairman, Chairman Elect and Divisional Vice Presidents.

Section 4. DUTIES OF OFFICERS.

A. Chairman: The Chairman shall preside at all meetings of the Board of Directors. They shall, with the counsel and advice of the Chairman Elect and the President, determine the need for ad hoc committees, subject to the approval of the Board of Directors. They shall, with the counsel and advice of the President, select all ad hoc committee chairmen, and assist in the selection of ad hoc committee personnel. They shall serve as Chairmen of the Executive Committee. With the approval of the Board of Directors, they shall sign all deeds, contracts, and other instruments affecting the operation of the Chamber or any of its properties. They shall, with the President, sign all formal documents of the Chamber.

B. Chairman Elect: They shall serve as first voluntary assistant to the Chairman of the Chamber, performing the duties of the Chairman in the absence of that officer. They shall serve as Chairman of the Program of Work/Action Plan Committee. As such, they and their committee will be responsible for determining the proper program activities of the Chamber. They will also determine whether the program activities are directed toward achieving business and community needs throughout its service area and are

of the required duration to achieve the desired results. They shall be responsible for the conduct of orientation sessions annually required within the Chamber.

C. Vice Chairman: They shall serve as the second voluntary assistant to the Chairman of the Chamber, performing the duties of the Chairman in the absence of the Chairman and Chairman Elect.

D. Divisional Vice Chairmen: The Divisional Vice Chairmen shall be responsible for activities, projects and services assigned by the Chairman of the Board. They will confer with the Chairman of the Board and the Chair-Elect to coordinate programs, committee appointments and financial needs. Each will make periodic progress reports to the Board of Directors and will serve as the vehicle through which recommendations for proposed policy will be presented to the Board for discussion.

E. President: They shall be the chief administrative and executive officer and shall be charged with the general supervision and management of the office and business affairs of the Chamber. They shall perform the duties of the secretary, act as agent for services of process, and shall conduct the correspondence, preserve the records, documents, and communications, keep books of account, maintain an accurate record of the proceedings of the Chamber and the Board of Directors Meetings. They shall engage, discharge, and have supervision over all employees, including fixing their duties and compensation with the approval of the Executive Committee and in accordance with policies and practices approved by the Board of Directors. They shall serve as secretary of the Chamber when required. They shall direct, assist, and coordinate the work of the Membership Committee in increasing and expanding the membership of the Chamber. The President shall serve at the will of the Board of Directors.

Section 5. EXECUTIVE COMMITTEE.

The Executive Committee shall consist of the President, Chairman, Chairman Elect, Vice Chairman, Immediate Past Chairman, and the three (3) Divisional Vice Presidents. The Executive Committee may act for the Board of Directors between regular meetings of the Board or in the absence of a quorum thereof, except with respect to Article IX and the hiring or termination of the president, both of which require a super-majority. A majority of the existing Executive Committee shall constitute a quorum thereof. Annually, the Executive Committee shall make a written appraisal of the President's performance in keeping with the job description and official duties. With respect to any issues relating to the President's employment or terms of employment, the President

shall not be deemed to be a member of the executive committee for the purposes of determining a quorum or voting.

Section 6. VACANCIES.

Upon a vacancy of any office above, or a vacancy on the Board of Directors, the Chairman shall appoint the Nominating Committee if one shall not have previously been appointed by the Chairman. The Nominating Committee shall convene and shall recommend a nominee for such vacant position who shall then be elected in the same manner as provided in these By-laws.

ARTICLE V - COMMITTEES AND DIVISIONS

Section 1. APPOINTMENT AND AUTHORITY.

The Chairman shall appoint all committees. The Board shall authorize and define the powers and duties of all standing and special committees except those committees whose functions are set forth in these By-Laws. Committee appointments shall be at the will and pleasure of the Chairman and in no event shall exceed the term of the appointing Chairman. It shall be the function of the committees to make investigation, conduct studies and hearings, make recommendations to the Board of Directors, to carry on such activities as may be delegated to them by the Board of Directors.

Section 2. LIMITATION OF AUTHORITY.

No committee shall take or make public any formal action, or make public any resolution, or in any way commit the Chamber on a question of policy without first receiving approval of the Board of Directors. Special committees shall be discharged by the Chairman 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 committee.

Section 3. BUDGET AND AUDIT COMMITTEE.

A Budget and Finance Committee shall be appointed annually by the Chairman from the members of the Board of Directors. The Committee shall consist of no fewer than four (4) and no more than seven (7) members and shall be chaired by the Chairman Elect and attended by the Vice Chairman of Finance. The Committee shall from time to time advise the Board with respect to the financial condition and financial policies of the Chamber. They shall suggest ways and means of conserving and increasing the membership and revenues of the Chamber. The Committee shall be responsible for assisting the administration in establishing the budget necessary to meet the requirements

of the Chamber's Program of Work. The Committee shall be responsible for determining the ways and means by which budget requirements are met. Prior to the first of the year, the Budget and Finance Committee shall prepare a budget of the estimated income and expenditures and advise the Board of Directors of their recommendation. After advising the Board of the proposed budget and approval of the Board of Directors, this budget shall serve as the appropriation measure for the Chamber. No committee may exceed its appropriation without prior consent of the Board.

Section 4. DEBTS.

No committee or any member shall contract any debt in its behalf which shall in any manner or to any extent render the Chamber liable for the payment of any sum, unless the same shall have been approved by the President and/or the Executive Committee and/or the Board of Directors.

ARTICLE VI - FINANCES

Section 1. FUNDS.

All money paid to the chamber shall be placed in a general operating fund, or such special accounts as the Board may designate.

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. The Officers, Directors, or Employees authorized to sign checks shall be those individuals from time to time designated by duly adopted resolutions.

Section 3. FISCAL YEAR.

The fiscal year of the Chamber shall be January 1 to December 31.

Section 4. ANNUAL AUDIT.

The accounts of the chamber shall be audited by a certified public accountant annually, as soon as practical, after the close of the fiscal year. The audited financial statement shall at all times be available to members of the Chamber within the offices of the Chamber.

Section 5. BONDING.

All employees responsible for the handling of money of the chamber shall be covered by an adequate fidelity bond.

ARTICLE VII - PARLIAMENTARY PROCEDURES AND SEAL

Section 1. AUTHORITY.

The proceedings of the Chamber shall be governed by and conducted according to the latest rules of Robert's Rules of Order as revised.

Section 2. SEAL.

The Chamber may use a seal of such design as may be adopted by the Board of Directors.

ARTICLE VIII - AMENDMENTS

Section 1. REVISIONS.

These By-laws may be amended or altered by a three-quarters vote of the Board of Directors present at any regular or special meeting of the Chamber called for that purpose, provided proper notice has been given to the entire Board of Directors.

ARTICLE IX - DISSOLUTION

The Chamber shall use its funds only to accomplish the objects and purposes specified in these By-laws and no part of the 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.

Revised and amended: January 17, 1972; November 11, 1974; September 12, 1977; March 5, 1984; March 7, 1988; May 3, 1991; June 6, 1994; June 8, 1998; September 4, 1998 June 8, 1999, October 12, 1999, March 27, 2001, October 17, 2006, March 2009 and July 2009.