

BYLAWS  
(REVISED 08/2006)  
AMERICAN INDIAN CHAMBER OF COMMERCE OF OKLAHOMA, INC.

ARTICLE I – GENERAL

SECTION 1 – NAME

This organization is incorporated under the laws of the State of Oklahoma and shall be known as the American Indian Chamber of Commerce of Oklahoma, Inc.

SECTION 2 – PURPOSE

The purpose of the American Indian Chamber of Commerce of Oklahoma is to assist American Indian businesses in the pursuit of self-sufficiency through business success.

SECTION 3 – LIMITATION OF METHODS

The Chamber shall be nonprofit, nonpartisan and nonsectarian.

ARTICLE II – MEMBERSHIP

SECTION 1 – ELIGIBILITY

- A. Business – Any American Indian controlled business being a proprietorship; corporation, partnership or association, having an interest in the purpose of the organization shall be eligible to apply for membership.
- B. Individual – Any American Indian individual having an interest in the purpose of the organization shall be eligible to apply for membership.
- C. Tribes – Any Federal or State recognized tribe; tribal town, corporation or chartered entity having an interest in the purpose of the organization shall be eligible to apply for membership.

Business, individual and tribal memberships described in A., B. and C., above, are hereinafter referred to, as “regular membership” and the holder of the privileges thereof are “regular members”.

An “American Indian” shall be defined as being a member of a federally recognized tribe or having a CDIB card that evidences American Indian descent.

- D. Associate – individuals or organizations having an interest in and willing to support the purpose of the Chamber, may apply for an associate membership.
- E. Honorary – Distinction in public affairs may confer eligibility for honorary membership. Honorary membership shall have all the privileges of associate members and shall be exempt from payment of dues. The Board of Directors shall confer or revoke honorary membership by a majority vote.

SECTION 2 – ADMISSION

Applications for membership shall be in writing, on forms provided for that purpose, and signed by the applicant. Any applicant shall become a member, according to their eligibility, upon payment of the regularly scheduled dues provided in Section 3 of this Article.

### SECTION 3 – DUES

Membership dues shall be at such rate or rates, schedule or formula as may be from time to time prescribed by the Board of Directors, payable annually in advance. Dues are non-refundable upon acceptance of membership.

### SECTION 4 – TERMINATION

- A. Any member may resign from the Chamber upon written notice to the Board of Directors.
- B. Any membership shall be cancelled by the Board of Directors by a two-thirds vote for nonpayment of dues after ninety (90) days from the date due, unless otherwise extended by the Board of Directors for good cause.
- C. Any membership may be cancelled by a two-thirds vote of the Board of Directors, at a regularly scheduled meeting thereof, for conduct unbecoming a member or prejudicial to the aims or repute of the Chamber, after notice and opportunity for hearing are afforded the member complained against.

### SECTION 5 – VOTING

Each regular membership shall be entitled to cast one vote in person. Associate and honorary members are not entitled to vote on any matter.

### SECTION 6 – EXERCISE OF PRIVILEGES

A business or tribal member must advise the Chamber Secretary in writing of the individual whom the membership holder desires to exercise any privileges of membership covered by its subscription, if other than the owner or chief executive officer of the business or tribal member, and shall have the right to change its membership representation upon written notice to the Board of Directors. The designated individual must be an owner or employee of the membership holder.

## ARTICLE III – MEETINGS

### SECTION 1 – ANNUAL MEETING

The annual meeting of the Chamber shall be held within sixty (60) days prior to the end of the calendar year. The time and place shall be fixed by the Board of Directors and notice thereof mailed to each member at least ten (10) days before said meeting.

### SECTION 2 – MEETINGS

- A. Regular meetings of the Board of Directors shall be held monthly at a time and place determined by the Directors. Special meetings of the Board may be called by the President or by three (3) members of the Board. Notices and purpose shall be given to each Director at least one day prior to such meetings by telephone or other communication. In certain circumstances the President is authorized to ask for a vote on critical issues via electronic communication. In such circumstances the votes shall be received and counted by the Secretary of the Board.
- B. Special meetings of the Chamber may be called by the President, a seated majority of the Directors, or by the President upon a petition in writing to the Secretary of the Board by the lesser of twenty

(20) or one-half of the regular members in good standing. Notice and purpose of such meetings shall be mailed to each regular member at least five (5) days prior to said meeting.

C. Chapter meetings may be called at any time by its chairperson or by the President.

### SECTION 3 – APPROVAL WITHOUT MEETING

Any action required or desired to be taken pursuant to these Bylaws, the Certificate of Incorporation, or otherwise, may be taken without a meeting of the Board of Directors or any of its committees or by the regular membership in accordance with the provisions of the Oklahoma Corporation Act.

### SECTION 4 – QUORUMS

- A. At any duly called meeting of the Chamber's membership, the lesser of twenty (20) or one-half of the regular members shall constitute a quorum for transaction of any business.
- B. At least fifty one (51) percent of all seated Directors shall constitute a quorum for Board meetings.
- C. A majority of a committee shall constitute a quorum, except when a committee consists of more than nine (9) members, five (5) shall constitute a quorum.

## ARTICLE IV – BOARD OF DIRECTORS

### SECTION 1 – COMPOSITION OF THE BOARD

- A. The Board of Directors shall be composed of nine (9) regular members (see Section 1, Article II), one-third of whom shall be elected annually to serve for three (3) years, or until their successors are elected. The initial election shall count the year of formation as the first year for these purposes.
- B. The governing 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 – ELECTION OF DIRECTORS

- A. Nominating Committee. In August of each year, the President shall appoint from the regular membership a five (5) member Nominating Committee, with at least three (3) being non-Directors. Prior to September 1<sup>st</sup>, the Nominating Committee shall present the Board of Directors a slate of not less than three candidates to serve three-year terms, to replace the Directors whose regular terms are expiring.
- B. Each candidate must be an active regular member in good standing, hold a CDIB card and must have agreed to accept the responsibilities of the directorship. No Board member may serve consecutive three (3) year terms; at least one year must separate each elected three (3) year term.
- C. Publicity of Nominations. Upon receipt of the report of the Nominating Committee, the Board of Directors shall immediately notify the regular membership by mail of the names of persons nominated as candidates for Directors, and the right to petition.
- D. Nominations by Petition. Additional names of candidates for Directors can be nominated by petition bearing the genuine signatures of at least five (5) qualified regular members of the Chamber. Such petition shall be filed with the Board of Directors within ten (10) days after notice has been given of

the names of those nominated. The determination of the Board of Directors as to the legality of the petition shall be final.

- E. 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 next regular Board meeting, but no later than the December regular Board meeting.
- F. 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 only three (3) candidates. Identification shall be made on the ballot to identify those candidates nominated by the Nominating Committee. The President shall cause this ballot to be mailed to all active regular members no later than October 1<sup>st</sup>.
- G. The ballots shall be marked in accordance with instructions printed on the ballot and returned to the Chamber office within ten (10) days. The Board of Directors shall at their regular Board meeting, but no later than the December Board meeting, declare elected and requisite number of candidates with the greatest number of votes.

### SECTION 3 – SEATING OF NEW DIRECTORS

All newly elected Board members shall be seated at the regular December board meeting and shall be participating Board members thereafter. Retiring Directors shall continue to serve until immediately after the adjournment of the meeting at which their successors take office.

### SECTION 4 – VACANCIES

- A. A member of the Board of Directors who shall be absent without excuse from three (3) consecutive regular meetings of the Board of Directors shall be dropped from membership on the Board, and shall not be eligible for reappointment or election to the Board until the next scheduled election of the Board. The dropped Board member shall be notified by certified mail by the President of the Board regarding such action. A member of Board of Directors may submit his/her written resignation from the Board to the Board of Directors, which resignations shall be effective upon receipt by the Secretary.
- B. Vacancies on the Board of Directors shall be filled by the Board of Directors by a majority vote and will complete the vacant term.
- C. Vacancies among the officers shall be filled by the Board of Directors by a majority vote and will serve until the next election of officers.

### SECTION 5 – POLICY

The Board of Directors is responsible for formulating the policies of the organization. These policies, when adopted, shall be maintained in a Policy Manual, to be reviewed annually and revised as necessary.

### SECTION 6 – MANAGEMENT

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

### SECTION 7 – ORIENTATION

At such times deemed desirable by the Board of Directors, orientation on the purposes and activities of this organization shall be conducted for Directors, officers, committee chairpersons, members and chapter chairpersons.

## ARTICLE V – OFFICERS

### SECTION 1 - DETERMINATION OF OFFICERS

The Board of Directors (new and retiring Directors) at its regular December meetings shall reorganized for the coming year. At this meeting, the Board shall elect, from the members of the new Board, a President-elect, as many vice presidents as are deemed necessary to conduct the activities of the Chamber, the Secretary and the Treasurer. The incumbent President-elect shall automatically assume the office of President for the coming year. All officers shall serve for a term of one (1) year from the date of election to office, and effective until their successor assumes the duties of office, and they shall be voting members of the Board of Directors.

### SECTION 2 – DUTIES OF OFFICERS

- A. President. The President shall serve as the executive head of the Chamber of Commerce and shall preside at all meetings of the membership and Board of Directors. The President shall assign vice presidents to divisional or departmental responsibility, subject to Board of Directors approval. The President shall, subject to approval by the Board of Directors, determine all other committees and committee chairs.
- 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.
- C. Vice Presidents. The duties of the Vice-Presidents shall be such as their titles by general usage would indicate, and such as required by law, as well as those that may be assigned by the President and Board of Directors. They will also have under their immediate jurisdiction all committees pertaining to their general duties.
- D. Secretary. The Secretary shall be responsible for maintaining minutes of the Board of Directors and General Membership Meetings and presenting same for subsequent approval. All corporate records and forms requiring the Secretary's signature shall also be properly executed and sealed as appropriate.
- E. 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 approved by the Board of Directors, subject to checks signed by the Treasurer and the President, or, in the absence of either or both, by any two (2) other officers. The Treasurer shall cause a monthly financial report to be made to the Board.

## ARTICLE VI – COMMITTEES AND DIVISIONS

### SECTION 1 – APPOINTMENT AND AUTHORITY

The President, by and with the approval of the Board of Directors, shall appoint all committees and committee chairpersons. He/she may appoint such ad hoc committees and their chairpersons, as he/she deems necessary to carry out the program of the Chamber. Committee appointments shall be

at the will and pleasure of the President and in no event shall exceed the term of the appointing President.

It shall be the function of the committees to make investigations, conduct studies and hearings, and make recommendations to the Board of Directors and to carry on such activities as may be delegated to them by the Board.

## SECTION 2 – LIMITATION OF AUTHORITY

No action by any member, committee, employee, Director, or officer shall be binding upon, or constitute an expression of, the policy of the Chamber until it shall be approved or ratified by the Board of Directors.

Committees shall be discharged by the President 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 – TESTIMONY

Once committee action has been approved by the Board of Directors, it shall be incumbent upon the committee chairperson or, in his/her absence, someone whom he/she designates from his/her committee as being familiar enough with the issue to give testimony to, or make presentation before, civic and governmental agencies, rather than members of the staff who may be in attendance.

## SECTION 4 – DIVISIONS

- A. The Board may create such divisions, departments, or councils, as it deems advisable to handle work of the Chamber.
- B. The Board shall authorize and define the powers and duties of all divisions, departments, and councils. The Board shall annually review and approve all activities and proposed programs of such divisions, departments or councils.
- C. No action or resolution of any kind shall be taken by divisions, departments or councils having bearing upon or expressive of the Chamber, unless prior approval of same is given by the Board of Directors.

## ARTICLE VII – LOCAL CHAPTERS

### SECTION 1 – LOCAL CHAPTERS

Five or more regular members of this Chamber may further organize themselves in local chapters if they so desire, provided that local chapters shall be deemed to have a geographical range of twenty five (25) miles and local chapters may not overlap within that radius.

### SECTION 2 – CONDUCT OF LOCAL CHAPTER ACTIVITIES

- A. The local chapter shall conduct its affairs in furtherance of the Chamber's and local chapter's purposes in a manner deemed appropriate by its members, as long as there is no conflict with the Chamber's Articles of Incorporation, Bylaws, or directions of the Board of Directors. Any disputes shall be mediated by the Board.

- B. The local chapter shall timely keep the Board of Directors advised of all meetings and activities or planned activities of the local chapter, and to request such assistance from the Chamber Board as may be required to further the Chamber's and local chapter's purposes and programs.
- C. A local chapter may elect from its members such officers or representatives as it deems appropriate to carry out its purposes and programs, provided that the limitations on authority set forth in Article VI, Sections 2 and 4 of these Bylaws shall be observed at all times.
- D. In the event that the Board of Directors shall determine, upon complaint or otherwise, that the programs or activities of a local chapter are prejudicial to, or not in the best interest of, the Chamber, then the Board of Directors may take such action it deems necessary and appropriate, with or without notice to the local chapter, including dissolution of the local chapter. Any dissolution action (but no other action) taken by the Board of Directors may be overridden by an affirmative vote of two-thirds of the Chamber membership at any regular or special meeting of the membership.
- E. Local chapters shall receive a stipend from the general fund for the purposes of local chapter operations. The chapter chair shall be responsible to the Board for the accountability of these funds.

## ARTICLE VIII – FINANCES

### SECTION 1 – FUNDS

All money paid to the Chamber shall be placed in a general operating account or interest bearing account(s) at a federally insured depository.

### SECTION 2 – DISBURSEMENTS

Upon approval of the budget, the President is authorized to make disbursements on accounts and for expenses provided for in the budget without additional approval of the Board of Directors, unless such disbursement exceeds the sum of Five Hundred Dollars (\$500). In the event that a budget has not been approved by the Board of Directors, then prior approval by the Board of Directors shall be required for all expenditures until a budget is approved by the Board. Disbursements shall be by check and countersigned as stipulated in Article V, Section 2.

### SECTION 3 – FISCAL YEAR

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

### SECTION 4 – BUDGET

Thirty (30) days prior to the end of each fiscal year, the Board of Directors shall compile and approve a budget of estimated revenue and expenses for the coming year.

### SECTION 5 – ANNUAL AUDIT

The accounts of the Chamber of Commerce shall be audited as required by funding sources by a public accountant. The audit should be available at reasonable times to members of the organization.

### SECTION 6 – BONDING

The Executive Director, the Treasurer and such other officers and staff as the Board may designate shall be bonded by a sufficient fidelity bond in an amount set by the Board and paid for by the Chamber.

## ARTICLE IX – PARLIAMENTARY AUTHORITY

### SECTION 1 – PROCEDURES

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 – ADVISORY BOARD

### SECTION 1 – COMPOSITION

Membership shall consist of individuals who have given notable service to the Indian community, chapter chairs if they are not already Chamber Board members, and other qualified individuals who are interested in the development of the American Indian Chamber of Commerce.

### SECTION 2 – DUTIES AND PRIVILEGES

The duty of the Advisory Board shall be to give counsel and guidance to the officers and members of the Chamber Board regarding the operation, management and development of the Chamber. Members of the Advisory Board shall be entitled to receive notice of all meetings of the Chamber Board of Directors, and shall be entitled to attend such meetings. Advisory Board members shall be entitled to participate in discussions and deliberations of the Chamber Board, but shall not be entitled to vote.

### SECTION 3 – NUMBER AND QUALIFICATION

The number of members of the Advisory Board shall be unspecified. Positions on the Advisory Board will be reviewed annually by the President of the Chamber Board. Additional members may be filled by appointment of the President subject to ratification by a majority vote of the Chamber Board of Directors.

## ARTICLE XI – DISSOLUTION

### SECTION 1 – PROCEDURES

The Chamber shall use its funds only to accomplish the objects and purposes specified in these Bylaws, and no part of said funds shall otherwise 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.

## ARTICLE XII – AMENDMENTS

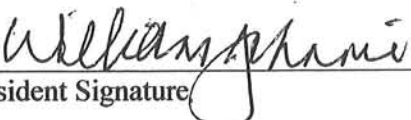
### SECTION 1 – REVISIONS

These Bylaws may be amended or altered by a majority vote of the regular members constituting a quorum at any regular or special meeting, providing the notice for the meeting includes the proposals

for amendments. Any proposed amendments or alterations shall be submitted to the members in writing, at least ten (10) days before the meeting at which they are to be acted upon.

Any amendment or alteration of these Bylaws which affects the membership status of a member or Director, as of the date such amendment or alteration is approved by the regular membership, shall not become effective until the beginning of the next membership year for the member, or the end of the current term for the Director.

Amended Bylaws approved and adopted this 24<sup>th</sup> day of August, 2006, with \_\_\_\_\_ eligible members in attendance, with \_\_\_\_\_ voting for, \_\_\_\_\_ against, and \_\_\_\_\_ abstaining.

  
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President Signature