

BYLAWS OF THE COMMERCIAL CLUB OF SPRINGFIELD, MISSOURI

MISSION STATEMENT

To promote, preserve and beautify the Commercial Street Historic District of Springfield, MO.

ARTICLE 1 **NAME**

The name of the Corporation shall be The Commercial Club of Springfield, Missouri.

ARTICLE 2 **PURPOSES**

The objects and purposes of the Club are: charitable, literary, educational, cultural and social including proving and assisting with activities of historical, recreational and educational nature for its members and for the community of Springfield, Missouri and the surrounding area. Further, to encourage the restoration and renovation of the buildings, appurtenances, easements, streets, and other access in connection therewith, all as located in or around the Commercial Street Historical District between Lyon and Washington Avenues east to west, and between the railroad tracks and Pacific Street north and south. Further, to add to the general culture and knowledge of the community as well as the ability and desire to work harmoniously with associates in promoting civic, educational and literary enterprises for the welfare of Springfield, Missouri and the surrounding area. Finally, to provide and assist with projects, exhibits and other events in carrying out the foregoing purposes, and to provide a place or places for carrying out all of the foregoing.

ARTICLE 3 **OFFICES**

The office of the Club shall be in the Commercial Street Historic District of Springfield, MO.

ARTICLE 4 **MEMBERSHIP**

Membership in the Club shall be based on an annual fee and shall be open to any person, corporation, partnership, or other entity having an interest in the Commercial Street Historic District of Springfield, Greene County, Missouri. A sum of money herein after called "dues" shall be assessed against each member. While the dues may be collected all year, they are payable beginning in January and are not prorated or refundable. The Board is authorized to create classifications of members with a graduated dues structure for the different classifications.

ARTICLE 5 **ELECTIONS**

Election of the Board of Directors will occur during the General Membership meeting in April of each year and the Directors will elect officers at the end of the membership meeting. In order to be eligible to cast a vote of Club member's dues must be paid by adjournment of the March general membership meeting.

ARTICLE 6

MEETINGS AND QUORUM

All meetings of the Commercial Club are open to the public.

1. **Regular:** There shall be a regular monthly meeting of the General Membership and Board of Directors of the Commercial Club held at a time, date and place designated by the President.
2. **Special:** Notification of all special meetings shall be at least three (3) days in advance except in the case of an emergency.
 - a. Special General Membership meetings may be held at any time on the call of the President or by a majority vote of the Board of Directors.
 - b. Special Board of Director meetings may be called by the President and may be held at any time at the request of three (3) Directors. All Directors must be notified by phone, message, fax, e-mail or letter. To vote or take action of any kind there must be a quorum.
3. **Quorum:** Quorum shall consist of the majority of the Board of Directors.
4. **Voting:** Each paid membership constitutes one vote. Commercial Club business shall be decided by those whom it affect the most; property owners, residents and merchants. There shall be two classifications of membership:
 - a. **Voting Members:** shall be open to the property owners, residents and merchants of the Commercial Street Historic District boundaries from (N to S) Commercial Street to Pacific and (E to W) Washington to Lyon.
 - i. **Property Owners defined as:** person(s) paying taxes on the property.
 - ii. **Resident defined as:** person(s) who live full time within the Historic boundaries herein defined and who pay the utility bills for said property.
 - iii. **Merchan defined as:** person(s) who have a business license to do business within the historic district herein defined.
 - b. **Members:** shall be open to any person, corporation, partnership or other entity having interest. Members are invited to attend all meetings, receive the newsletter, receive minutes of all meetings, serve on committees or volunteer in any other capacity for special projects and events.
5. **Order of Business:** The President shall determine the order of business of every meeting of the Club.
6. **Attendance:** Absence from three (3) consecutive monthly board meetings constitutes grounds for dismissal following a Board review and majority vote of said Board.
7. **Conduct of Meetings:** Robert's Rules of Order, Newly Revised shall govern the procedure of all meetings except as otherwise herein provided.

ARTICLE 7

BOARD OF DIRECTORS

1. **Qualification:** Elected directors shall be a member of the Club in good standing.
2. **General Powers:** The business, property and affairs of the Club shall be controlled and managed by the Board of Directors.
 - a. The Board of Directors shall be responsible for the creation and revision of a Policy & Procedure manual to accomplish the purposes of the organization.
Changes shall be made by a majority of the Board of Directors.
The Board of Directors shall be responsible to operate the Club in a fiscally responsible way.
 - a. The Board of Directors shall create an annual budget.
 - b. The Board of Directors shall be empowered to approve expenditures under \$500. That are not a part of the approved annual budget. In emergency situations where it is not reasonably practical to convene the Board, two (2) officers of the Club can approve expenditures under \$500. Expenditures over \$500. Expenditures over \$500 must be approved by the general membership.
3. **Number:** The Board of Directors shall be comprised of seven (7) members, but may be changed by a 2/3 majority vote of the membership.
4. **Terms:** Board of Directors will be elected for three (3) year terms. The terms are staggered so that one third (1/3) of the Board of Directors will be elected each year.
5. **Officer's Terms:** At the end of Board of Director elections the new Board of Directors shall elect officers. Officer terms shall be for one (1) year.

6. Compensation: Directors may not be compensated for duties of their office nor shall they be eligible to participate in the selling of their services or products purchased by the Commercial Club Board of Directors.
7. Resignation of Removal of Board Members: A Director may resign at any time by delivering a written notice to a Board Officer. Effective date of the resignation shall be the date the resignation is received. The members may without cause remove one (1) or more Directors.
8. Vacancy on the Board: A vacancy on the Board shall be filled by the Board of Directors and continue for the duration of the resigning Director's term.

ARTICLE 8

DUTIES OF OFFICERS

Subject to the control of the Board of Directors, the officers of the Club and respective duties shall be as follows:

President, Chief Administrative Officer

1. Determine the agenda, with input from other members of the Club, preside at and be responsible for all Board and General Membership meetings;
2. Be responsible for the enforcement of the Bylaws of the Club;
3. Serve as consultant to all committees as requested;
4. Vote only in case of a tie vote or in a balloted vote;
5. Serve as a signatory on all checking accounts when required;
6. Be responsible for designating a Club Parliamentarian;
7. Be responsible for safe storage and maintenance of official records and historic files of the Club (all files shall be transferred to the keeping of the new president within 30 days of the election);
8. Serve as the official spokesperson of the Club or designate someone to serve in that capacity;
9. Perform other duties as needed.

Vice President

1. In the absence of the President, determine the agenda with input from the other members of the Club and preside at all Board and General Membership Meetings;
2. In the event of death, inability to serve or resignation of the President, succeeds to such office for the duration of the term;
3. Serve as a signatory on all checking accounts when required;
4. Perform other duties as needed.

Secretary

1. Prepare all official correspondence of the Club or delegate this duty to an appropriate Board member;
2. Prepare written agenda for all Board and General Membership Meetings;
3. Record, print and distribute minutes of all Board and General Membership Meetings (format according to Robert's Rules of Order);
4. Be responsible for chronological files of agendas, minutes and attendance of Board and General Membership meetings; and of all correspondence executed by the Secretary of the Club (all secretarial files shall be transferred to the new Secretary within 30 days of election);
5. Serve as a signatory on all checking accounts when required;
6. Prepare annual report and send to Secretary of State's office;
7. Perform other duties as needed.

Treasurer

1. Collect all moneys due;
2. Pay all bills for authorized expenditures and keep adequate accounts;
3. Be custodian of the funds and assets of the Club;
4. Make accounts available for examination of the Club at the end of term of office and at any other time as requested by the Board of Directors;
5. Be responsible for safe storage and maintenance of all financial records of the club (all financial records shall be transferred to the new treasurer within 30 days of election);
6. Serve as signatory on all checking accounts when required;
7. Prepare all necessary financial statements for the efficient and lawful running of the Commercial Club;
8. Be responsible for the maintenance of insurance for Board assets and liabilities;
9. Perform other duties as needed.

ARTICLE 9

FISCAL YEAR

The fiscal year of the Club shall be for such period of twelve (12) months from January 1 to December 31.

ARTICLE 10

SEAL

The seal of the Club shall be in the form of a circle, and shall have inscribed thereon the name of the Club and words "Corporate Seal" and "Missouri". The form of the seal of the club may be changed from time to time by resolution of the Board of Directors.

ARTICLE 11

CONTRACT, LOANS, CHECKS AND DEPOSITS

1. Contracts: The Board of Directors may authorize by 2/3 majority vote, an officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Club and such authority may be general or confined to specific instances.
2. Loans: No loans shall be contracted on behalf of the Club and no evidences of indebtedness shall be issued in the Club's name unless authorized by a 2/3 majority vote of the Board of Directors. Such authority may be general or confined to specific instances.
3. Checks, Drafts etc.: All checks, drafts, and other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Club shall require two (2) signatures.
4. Deposits: All funds of the Club shall be deposited to the credit of the Club in such banks, trust companies or other depositories as the Board of Directors may select.

ARTICLE 12

INDEMNIFICATION

The Commercial Club may indemnify a Director or agent of the Commercial Club against any liability asserted against the Director or agent and incurred by the Director or agent in any such capacity while in service to the Commercial Club.

ARTICLE 13
INSPECTION OF RECORDS

Any members may inspect Commercial Club records at a reasonable time and location by giving written notice at least five (5) business days before the date on which the member wishes to inspect and/or copy the record. The member must describe reasonably the purpose for and description of the records which the member wishes to inspect.

ARTICLE 14
AMENDMENTS

The Board of Directors shall have the power to make, alter, amend or repeal the Bylaws of the Club provided that such action be approved by a 2/3 majority vote of the total Board of Directors and that notice of the proposed action in regard to the bylaws has been given to the general membership at least thirty (30) days prior to the meeting at which said proposal is to be voted on by the general membership.

ARTICLE 15
COMMITTEES

All committees are to report directly to the Board of Directors.

Robert's Rules of Order, Newly Revised, shall govern all Club business, policies and/or proceedings not herein defined.