

**CONSTITUTION AND BY-LAWS OF NEWCASTLE CHAMBER OF COMMERCE
NEWCASTLE, OKLAHOMA**

CONSTITUTION

ARTICLE I. NAME. The corporate name of this organization shall be Newcastle Chamber of Commerce.

ARTICLE II. OBJECT. The object of the Newcastle Chamber of Commerce shall be to promote the economic, commercial, industrial, and social welfare of the people of Newcastle, Oklahoma, and the surrounding areas.

ARTICLE III. MEMBERSHIP. All persons who sympathize with the objects of the Newcastle Chamber of Commerce and pay the fees prescribed by it shall be eligible for membership. The procedure with respect to and the exercise of the privileges of membership shall be specified in the By-Laws.

ARTICLE IV. OFFICERS. The officers of this organization shall consist of the President, Vice President, Secretary, and Treasurer.

ARTICLE V. GOVERNMENT. The President shall preside at all meetings of the Chamber and shall have a casting vote. The Vice-President shall in the absence of the President preside at all meetings and otherwise fulfill all the functions of the President.

The Government of the Chamber shall be vested in a Board of Directors which includes the elected officers. The Board shall consist of seven (7) voting members, elected to two year terms, in addition to the officers who shall also be voting members. The nomination, election, and actions of the Board of Directors shall be as prescribed in the By-Laws hereinafter set forth.

ARTICLE VI. MEETING. Monthly meetings of the Chamber shall be held, the date, place and hour to be designated by the Board of Directors.

ARTICLE VII. FUNDS AND PROPERTY. Individuals, associations, firms and corporations may subscribe to a working capital fund to further the purpose of the Chamber, and the Chamber may acquire and own such real and personal property as may be necessary to further its purposes. All items of expenditures not otherwise in the approved annual budget, must be presented to the Directors for approval or rejection. An annual Statement of Financial Condition shall be prepared at the end of each calendar year, copies of which are to be available to the members of the Board.

ARTICLE VIII. AMENDMENTS. This Constitution and the By-Laws hereinafter set forth, may be amended by majority vote of the members or at any special meeting called for that purpose, provided such proposed amendment shall be plainly stated in the call for the meeting at which they are to be considered.

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NEWCASTLE, OKLAHOMA**

ARTICLE IX. ENACTMENT. This Constitution, and the By-Laws hereinafter set forth, shall be effective immediately following its adoption by majority vote of the members of the Newcastle Chamber of Commerce present at a meeting duly called for the purpose of considering the same.

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NEWCASTLE, OKLAHOMA**

BY-LAWS

ARTICLE I. MEMBERSHIP

1. Any person, association, corporation, partnership or estate may subscribe for membership in the Newcastle Chamber of Commerce. The minimum charge for membership in the Chamber and/or a schedule of rates for various categories of membership shall be set by a majority vote of the Board of directors and shall be in effect from the time of such vote until changed by the Board.
2. Any member who is as much as six months in arrears in his dues shall be automatically dropped from the rolls unless otherwise directed by the Board of Directors. The Treasurer shall notify such member by mail, in writing, at least ten (10) days before his name is to be dropped so as to give such member an opportunity to pay up the dues that he is in arrears. Any member may be expelled by the Board of Directors after notice and opportunity for hearing, for conduct unbecoming a member.
3. In the event of the death of a member, the Board of Directors shall cancel his membership pledge as of the end of the year or time to which his pledge is paid; in the event of the removal of a member from the vicinity or in consideration of business changes or reverses, the Board of Directors may cancel his pledge.

ARTICLE II. QUALIFICATION OF VOTERS

1. Voting shall be by individuals only. Each member firm may list one voting member for each multiple of the minimum commercial dues set by the board under the exercise of Article I.
2. No member firm shall be allowed its vote by designated individuals; nor shall that individual serve on committees or exercise any other privilege of membership if said firm shall be more than thirty (30) days in arrears of all or any part of its established membership fee.
3. The Board of Directors, in its discretion, may establish certain honorary membership positions to deserving individuals, with no membership fee, provided that said honorary members shall not be entitled to vote unless they pay the minimum membership fee.

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ARTICLE III. DIRECTORS

1. The Board of Directors shall be composed of a total of Eleven (11) voting members. Seven (7) of the positions on the Board of Directors shall be directors only, elected for two year terms. Four (4) directors shall be elected in even numbered years and three (3) directors shall be elected in odd numbered years. The other four positions on the Board shall be Directors and the officer positions of President, Vice-President, Secretary and Treasurer, respectively, elected for one year terms. Amended 11/2005.
2. In October, the President shall assemble a nominating committee to nominate new directors and officers. The nominations shall be presented to the members of the Chamber present at the November meeting of the Chamber. At this time nominations may be made from the floor, and those nominations made shall be added to the list prepared by the nominating committee. Voting for directors shall be by secret ballot of all members in good standing of the Chamber. Members shall have one vote for each position to be filled. No more than one vote may be cast for any one director by one member. The candidates with the greatest number of votes shall be elected. Amended 11/2005.
3. All newly elected directors shall be seated at the next regularly scheduled meeting of the Board of Directors.
4. A member of the Board of Directors who shall be absent from four consecutive meetings shall be automatically dropped from membership on the Board unless confined by illness or otherwise decreed by a majority vote of those voting at any meeting thereof. Vacancies on the Board of Directors, including the elected officers, shall be filled by the Board of Directors by majority vote. Amended 11/2005.
5. 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. The Board is the Chamber's legislative body. The Board of Directors helps determine and give approval to the programs of work and authorizes special activities. It considers and approves the general budget as well as the appropriation of funds for special purposes. It determines the appropriate dues schedule necessary to provide adequate money to sustain the program. It either appoints or approves the selection of committee personnel and devotes considerable time to reviewing committee reports and recommendations. It hands approved recommendations back to the responsible committees for action.

**CONSTITUTION AND BY-LAWS OF NEWCASTLE CHAMBER OF COMMERCE
NEWCASTLE, OKLAHOMA**

6. In case of a vacancy of an director, the Board of Directors shall meet within ten (10) days from the date of vacancy and elect a person to serve the remainder of the term of such director. Amended 01/2007.

ARTICLE IV. OFFICERS

1. The nominating committee which meets for the nomination of Directors, shall also nominate persons for the offices of President, Vice-President, Secretary, and Treasurer. The list of names so nominated shall be presented to the membership at the November meeting of the Chamber. Each office shall be elected in order. The vote shall be by secret ballot, with the candidate receiving the most number of votes elected. Amended 11/2005.
2. The officers elected shall take over at the next regularly scheduled meeting of the Chamber or the next regularly scheduled meeting of the Board of Directors, whichever may come first. A full slate of officers shall be elected each year.
3. Before a member may be a candidate for President, he shall have served at least one year in one of the other offices or as a member of the Board of Directors.
4. All checks for payment of bills included in the Chamber budget shall be signed by any two of the current officers.
5. The duties of the officers shall be such as their titles, by general usage would indicate, and such as are required by law, and such as may be assigned to them respectively by the Board of Directors from time to time.
6. In case of a vacancy of an officer, the Board of Directors shall meet within ten (10) days from the date of vacancy and elect a person to serve the remainder of the term of such officer.

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ARTICLE V. MEETINGS

1. At all regular membership forums, the majority of members present shall constitute a quorum. Membership must be notified ten (10) days in advance of a special called forum meeting.
2. The Board of Directors shall meet at regular periods.
3. A special meeting of the Board of Directors may be called at any time by the President or by three (3) Directors, provided that when called otherwise than by the President, a call shall be issued to each Director stating the purpose of the meeting not less than 24 hour preceding the meeting.
4. At all meetings of the Board of Directors a majority shall constitute a quorum and voting shall be by Roll Call.
5. At committee meetings a majority shall constitute a quorum.
6. All questions of parliamentary procedure shall be settled according to Robert's Rules of Order wherever they are not consistent with the Constitution of By-Laws of this organization.

ARTICLE VI. FISCAL YEAR

1. The fiscal year shall end on December 31 each year.

ARTICLE VII. AMENDMENTS

1. These By-Laws may be amended by majority vote of the member of the Chamber in good standing in attendance at any regular membership meeting, or any special meeting called for that purpose, provided that such amendments shall be plainly stated in the call for the meeting at which they are to be considered.
2. Due notice by publishing in the local newspapers of meetings at which such amendments are to be considered must be made at least ten (10) days prior to the time of said meeting.

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ARTICLE VIII. DISSOLUTION

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, distribute all assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an organization or organizations described in Section 501 (c) (3) of the Internal Revenue code of 1954, as the Board of Directors shall determine.