

IMPACT CB Bylaws

ARTICLE I Name

- Section 1. The name of this organization shall be known as Impact Council Bluffs (hereafter Impact CB).
- Section 2. The organization may at its pleasure change its name by a 2/3 vote of the membership body.

ARTICLE II Purpose and Objectives

- Section 1. Impact CB is organized to attract and retain diverse young professionals while promoting the community and building relationships.

ARTICLE III Office

- Section 1. The office of the organization shall be located at the headquarters of the Council Bluffs Chamber of Commerce, located in the City of Council Bluffs, Pottawattamie County, State of Iowa.

ARTICLE IV Membership

- Section 1. **Eligibility**
Membership in this organization shall be open to all who live or work in the city of Council Bluffs, Iowa and surrounding communities of Council Bluffs Iowa, between the ages of 21-45.
- Section 2. Any person(s) interested in membership to Impact CB must fill out an application for membership and submit to the Council Bluffs Chamber of Commerce. A person shall be considered a “member” if the application is approved and so long as the person is current with dues.
- Section 3. The membership year shall be annual, from January 1 to December 31.

ARTICLE V Meetings

- Section 1. Annual Meeting: There shall be an annual meeting of the members of the organization in January, the place and time to be determined by the board of directors.
- Section 2. Regular Meetings: Regular meetings of this organization shall be held monthly, at such time and place as shall be determined by the board of directors.
- Section 3. Notice of Meetings: Written notice of any annual, regular, or special meeting shall be given at least seven (7) days before the meeting. Such notice shall be delivered personally, mailed, faxed, or e-mailed to each member.
- Section 4. Special Meetings: Special meetings may be called by the president, the board of directors, or upon written petition signed by at least ten percent (10%) of the members of the organization. The person(s) calling the meeting shall give full disclosure of the purpose of the meeting, which shall so limit the purpose and confines of the special meeting, and shall determine the time and place. Special meetings may be conducted by electronic communication or conference call.
- Section 5. Change of Date: A meeting date may not be changed without the approval of the board of directors.
- Section 6. Quorum: The presence of not less than twenty percent (20%) of the members shall constitute a quorum and shall be necessary to conduct the business of this organization, but a lesser percentage may adjourn the meeting for a period of not more than two (2) weeks from the date scheduled by these Bylaws and the secretary shall cause a notice of this scheduled meeting to be sent to all those members who were not present at the meeting originally called. If a quorum is not present, those members present may adjourn the meeting.

ARTICLE VI

Voting

- Section 1. In any proceeding requiring a vote of the membership, each member shall be entitled to one (1) vote.
- Section 2. For election of officers, ballots shall be provided and there shall not appear any place on such ballot that might tend to indicate the person who cast such ballot.

ARTICLE VII

Board of Directors

- Section 1. General Powers: The business and affairs of the organization shall be managed by its board of directors. The government and policy-making responsibilities of the organization shall be vested in its board of directors. The board of directors shall have full and complete authority to do each and every act necessary and expedient to carry on the business of the organization to fulfill its purpose. Without limiting the foregoing, the board shall have the power to employ such employees or agents as it in its sole discretion may deem necessary for the conduct of the business of the organization; the board shall have the power to terminate such appointments.
- Section 2. Selection and Election of Directors/Nominations/ Determination: The chair of the board and the nominating committee shall submit to the board the names of individual(s) to stand as candidate(s) at the next board election, which shall be held at the next annual meeting.. Each candidate shall be in good standing with the organization and desirous to serve. The board shall have the authority to examine the qualifications of the persons nominated, and make substitutions of any names by a seventy-five percent (75%) affirmative vote of the board.
- Section 3. Composition of the Board: The board of directors shall be composed of seven (7) members,each of whom shall be elected to serve for three-year (3) terms, except that, with regard to the initial board's members, three (3) of whom shall be elected to serve for three-year (3) terms, two (2) of whom shall be elected to serve for two-year (2) terms, and two (2) of whom shall be elected to serve for one-year (1) terms, thereby to allow for staggered full terms in the future. Board members shall serve until their successors are qualified and elected.
- Section 4. Quorum: Three (3) members of the board of directors shall constitute a quorum, and the meetings of the board of directors shall be held on

predetermined dates as set by the president annually at the beginning of each year or as needed.

- Section 5. Voting: Each member of the board shall have one (1) vote and such voting may not be done by proxy unless the member does not have the ability to attend due to circumstances for which a majority of the board as then present shall on the record deem exceptional and warranted.
- Section 6. Board Procedural Rules: The board of directors may make such rules and regulations with regard to its meetings as it may in its discretion determine necessary, which such rules shall be adopted or amended by a vote of not less than four (4) board members, and which such rules shall be available in written form to any member who so requests a copy.
- Section 7. Absences: Absence of a member of the board from three (3) consecutive regular meetings of the organization or two (2) consecutive meetings of the board, except for reasons for which a majority of the board as then present shall on the record deem exceptional and warranted, shall allow the president to declare that board position as vacant.
- Section 8. Vacancies: Vacancies in the board of directors shall be filled by a vote of the majority of the remaining membership of the board of directors, and any vacancy so filled shall be for the balance of the year.
- Section 9. Title and Authority of President: The president of the organization, by virtue of office, shall be Chair of the Board of Directors.
- Section 10. Removal: A board member may be removed from the board if sufficient cause exists for such removal. The board of directors may entertain charges against any member of the board. The board of directors shall adopt such written rules for removal hearings as it may in its discretion consider necessary for the best interest of the organization.
- Section 11. Compensation: Members of the board of directors shall serve without compensation, except that reasonable expenses incurred in furtherance of organizational duties may be paid if original receipts are submitted timely to the treasurer or the board of directors.
- Section 12. Ex Officio Members: The president, upon consultation with the board of directors, may designate person(s) to serve as ex officio members of the board of directors, though a person serving in such capacity shall have no board-member vote, but full rights to speak and otherwise participate in board meetings.

ARTICLE VIII Officers

- Section 1. Officers: The officers of the organization shall be a president, vice-president/ YP Iowa Board member, treasurer, and chamber liaison/marketing director. Each officer shall hold office for no more than two (2) years, or until a successor shall have been duly qualified and elected.
- Section 2. Election of Officers: A nominating committee, composed of members of the board, shall nominate a slate of officers for the officer positions that are to become vacant at the succeeding year. The membership of the organization shall elect the slate of officers at the annual meeting. If less than a majority of the members present at the annual meeting vote in favor of the slate of officers as presented by the nominating committee of the board of directors, then each officer position shall then be voted upon separately, and a person who receives a majority vote of the members present for a particular officer position shall succeed to the officer position.
- Section 3. Vacancies: For any vacancy other than caused by the normal expiration of a term of office, such vacancy may be filled by a majority vote of the remaining directors. An officer elected to fill a vacancy shall hold office until the next annual meeting, at which time, if any additional time shall remain in the original term for which the officer has acted in replacement thereto, the person shall be presented as part of the slate of officers recommended to the membership for approval. If such officer is so elected by the membership, such officer shall serve the remainder of the original term for which the officer has acted in replacement thereto.
- Section 4. Terms of Office: The term of each officer position is two (2) years. No person shall serve more than two (2) consecutive terms in any position. Notwithstanding the foregoing term limit, at the expiration of a president's first term (if a second term is not sought) or a second term, the president shall serve one (1) additional year in a special advisory role to the new president. Terms for the YP Iowa board member shall be determined by a vote of existing YP Iowa board members, and shall serve no longer than three (3) years.
- Section 5. Duties of Officers
- A. President
The president shall preside at any and all meetings of the board of directors or the general membership.

The president shall be responsible for for general governance of the organization, subject to oversight by the board of directors. The president shall perform all duties incidental to the office and such other duties as may be prescribed by the board of directors.

B. Vice-President/ YP Iowa Board Member

The vice-president shall exercise the powers and authority and perform the duties of the president in the absence or disability of the president. In addition, the vice-president shall represent the organization at any Iowa YP board meeting, and shall assist with all planning, committees, and decision making within the YP Iowa organization.

D. Treasurer

The treasurer shall be responsible for all financial activities related to the organization, subject to the ultimate oversight and direction of the board of directors. The treasurer shall also The treasurer shall have charge and custody of and be responsible for all funds and securities of the organization; deposit all such monies in the name of the organization in such banks, trust companies, or other depositories as shall be selected by the board of directors; present in writing an income and expense report at each meeting of the board of directors, as well as a year-end summary at the annual meeting; send timely acknowledgments for tax purposes for funds received as gifts of \$25.00 and above; and, in general perform all duties incidental to the office of treasurer and such duties as may be prescribed by the board of directors.

E. Chamber Liaison/ Marketing Director

The chamber liaison/marketing director shall be responsible for all organization-wide or board-of-directors communications, both as required by these Bylaws and any other communications deemed prudent by either the president or the board of directors. The chamber liaison/marketing director shall also be responsible for regular updates of the organizations' webpage, as well as is responsible for taking accurate meeting minutes of all meetings of the organization, a copy of which shall be provided by the next meeting. The chamber liaison/marketing director shall also be the custodian of all records of the organization for which the treasurer is not custodian, as well as shall keep a current roster of the members of the board of directors, the membership in general (subject to input from the treasurer with regard to

dues requirements as that may affect any member's membership standing), as well as shall perform all duties incidental to the office of chamber liaison/marketing director and such duties as may be prescribed by the board of directors.

Section 6. Standing Committees

A. Networking, Membership & Event Planning

Provide members interaction with fellow members through various formal and informal networking events and programs; Coordinates several key membership and citywide events throughout the year.

B. Community & Political Involvement

Provide members the opportunity to get involved in community and non-partisan political activities that support the city of Council Bluffs.

C. Career Development & Education

Focuses of programming to equip members with information and resources to improve and simplify their personal and professional lives.

Section 7. Special Committees: Upon the consultation of the board of directors, the president may create, alter, or abolish any special committees, as well as determine their respective chair and members, for any special purpose not already within the jurisdiction of any standing committee. Any special committee shall report to the president, but shall be subject to the ultimate oversight of the board of directors, including reporting to the board at each meeting of the board of directors.

ARTICLE IX Finances

Section 1. Dues: All dues shall be paid on a per individual basis and paid by the 1st day of January for the current twelve-month (12) period.

Dues schedule is as follows:

Regular members-- \$25.00

Section 2. Contracts: The board of directors may authorize any officer(s), agent(s), or otherwise to enter into any contract or execute and deliver any instrument in the name of or on behalf of the organization, and such authority shall be authorized by a written resolution of a majority of the board of directors.

Section 3. Loans: No loans shall be contracted on behalf of the organization and no evidence of indebtedness shall be issued in its name unless authorized by a written resolution of a majority of the board of directors.

Section 4. Checks, Drafts, etc.: All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issues in the name of the organization shall be signed by 1) the treasurer; and, 2) the president (or, in the absence of the president, the vice-president) shall be required. An accounting of any and all funds so removed shall be reflected upon the next income and expense report presented by the treasurer.

Section 5. Deposits: All funds of the organization not otherwise employed shall be deposited to the credit of the organization in such banks, trust companies, or other depositories as the board of directors shall select.

ARTICLE X Exemption from Personal Liability

Section 1. The private property of all members of this organization shall be exempt from any and all liability from any acts or omissions of the organization, including any debts or obligations.

ARTICLE XI
Parliamentary Authority

- Section 1. Unless a majority present vote to suspend the operation of the same at any given meeting of the organization, the current edition of Roberts Rules of Order, newly revised, shall be the authority of parliamentary procedure.

ARTICLE XII
Dissolution

- Section 1. The organization shall use its funds only to accomplish the objectives and purposes specified in these Bylaws, and no part of said funds shall inure, or be distributed to, the members of the organization. If a majority of both the board of directors and the general membership vote to dissolve the organization, any funds remaining shall be distributed to one (1) or more regularly organized and qualified charitable, educational, scientific, or philanthropic organizations to be selected by the board of directors by majority vote.

ARTICLE XIII
Review & Amendments

- Section 1. Review: These By-Laws will be reviewed every one (1) year by a special committee appointed by the president, with the special committee to report any suggested revisions presented to the board of directors in due course.
- Section 2. Revisions: These Bylaws may be amended or altered by a majority vote of the members of the board. Any proposed amendments or alteration shall be submitted to the board in writing at least seven (7) days prior to the meeting at which a vote will be taken.

ARTICLE IV
Ratification

Section 1. These Bylaws shall become effective upon majority vote of the membership of the organization.

Amended and approved as to both form and content as stated in the meeting minutes of the organization on _____.

Adopted: [date]

Signatures: President
Chamber Liaison/Marketing Director