



(January 1, 2025)

BYLAWS OF THE YUKON CHAMBER OF COMMERCE

Article I – NAME

Section 1. Name – This organization is incorporated under the laws of the State of Oklahoma and known as the Yukon Chamber of Commerce. Its principal office shall be located within the corporate limits of the City of Yukon. The Chamber shall observe all local, state, and federal laws which apply to a non-profit organization as defined in section 501c (6) of the Internal Revenue Code.

Article II – GENERAL

Section 1. Purpose – The Yukon Chamber of Commerce is organized for the purpose of advancing the commercial, industrial, and civic interests of Yukon and its Trade Area. (Articles of Incorporation, 1958, 1988)

Section 2. Limitation – The Yukon Chamber of Commerce in its activities shall be non-partisan and non-sectarian and shall take no part in nor lend its influence on the nomination, election, or appointment of any candidate to any public office and shall not publish or distribute statements relating to any candidacy. 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 have been approved or ratified by the Board of Directors.

Section 3. Area – The area served by the Yukon Chamber of Commerce shall include the City of Yukon and any other organization, person, or business having an interest in the growth and prosperity of the City of Yukon and having an interest in the Yukon Brand.

Article III – FISCAL YEAR

Section 1. Fiscal Year – The fiscal year of the Yukon Chamber of Commerce shall be January 1 through December 31 of each calendar year.

Article IV – MEMBERSHIP

Section 1. Membership – Any reputable person, association, trust, estate, partnership, corporation, or business interested in the commercial, industrial, professional, civic, or cultural advancement of Yukon, Oklahoma, shall be eligible to apply for membership.

Section 2. Membership Application – Application for membership shall be on an investment form submitted by the applicant. The application with appropriate investment shall be submitted to the Board of Directors for approval.

Section 3. Membership Investment Dues – All membership dues shall conform to the membership investment application policy adopted by the Board of Directors. This policy may be amended by a majority vote of the directors present at any regular meeting of the Board of Directors.

Section 4. Membership Classes – There shall be two (2) classes of membership. Regular members are those members whose applications have been confirmed by the Board of Directors, are current on their dues and otherwise in good standing, (as defined in Policies & Procedures, I. Organization, 104 Membership). Honorary members are elected public officials and are given membership by virtue of the office they hold.

Section 5. Voting – Only regular members shall be entitled to the number of votes as defined by the investment application.

Section 6. Delinquency – Any member who fails to pay regular annual dues by March 31 of the current fiscal year, shall be considered delinquent and automatically dropped from the membership roll.

Section 7. Transfers – No member shall sell, assign, transfer, or dispose of membership in the Yukon Chamber of Commerce or be deprived thereof, except in the manner provided herein.

Section 8. Change of Representative – Any member shall have the right at any time to change any or all representatives upon written notification to the Yukon Chamber of Commerce.

Section 9. Resignation – Any member in good standing may withdraw from the Chamber by submitting a written resignation to the Board of Directors. Any investment paid in advance shall be forfeited upon resignation.

Section 10. Suspension – A member may be suspended based on the good faith determination of the Board or a committee authorized by the Board to make such a determination that the member has engaged in conduct materially and seriously prejudicial to the purpose and interest of the Chamber. A person whose membership is suspended shall not be a member during the period of suspension.

Section 11. Expulsion – When the Board shall become satisfied that any member has wantonly violated its rules and regulations or otherwise disqualifies itself from membership, the member may be expelled from the Yukon Chamber of Commerce by a two-thirds (2/3) vote of Board members present. Any member thus expelled shall forfeit membership. No member shall be expelled before being given the opportunity to be heard before the Board in one's own defense.

Article V – BOARD OF DIRECTORS

Section 1. Governance – The governance of the Yukon Chamber of Commerce, the direction of its work, and the control of its property shall be vested in the Board of Directors consisting of not more than seventeen (17) members.

Section 2. Composition of the Board – A member of each of the following local organizations, or their Yukon Chamber Board approved designees, shall be non-voting members of the Board of Directors by virtue of their offices:

- a) Yukon City Manager
- b) Superintendent of Yukon Public Schools
- c) Superintendent of Canadian Valley Technology Center
- d) Yukon Chamber of Commerce CEO

Section 3. Quorum – A majority of the Board of Directors shall constitute a quorum for conducting business of the Board of Directors.

Section 4. Terms – Directors may not serve more than two consecutive three (3) year terms in addition to any unexpired terms to which they have been appointed. If a Director has served two consecutive terms, he/she shall not be eligible to serve again for a period of three (3) years. The immediate retiring president, if having served as president during the third year of his/her term, shall remain a Board member for a term of one (1) year. The president-elect, if having been elected during his/her third year in office, shall remain a Board member for two (2) additional years. Board terms begin on January 1. Retiring board members shall serve until December 31.

Section 5. Board Election Process – The Board of Directors may, at any regular meeting, elect non-voting members of the Board to address a specified need. Terms of such Directors shall end at the close of the current fiscal year on December 31. The procedure for selecting new Board of Directors to replace those whose term expires at the end of the current year is initiated at the July Board meeting. The President of the Board shall appoint a nominating committee of six (6) members, the Vice President, two (2) current Board of Directors, and three (3) members in good standing. The Nominating Committee shall develop a slate of candidates to replace the Directors whose regular terms are expiring. Each candidate shall be a member in good standing, a Chamber member for two (2) years, and must have agreed to accept the responsibility of a directorship. Immediately following the meeting, the Chamber membership shall be notified of the Board vacancies. Chamber members wishing to become Board candidates shall forward a completed board application form and other appropriate documentation to the Nominating Committee in a timely manner.

The Nominating Committee shall meet as often as needed and present the names of qualified candidates to the Board at the September meeting. Within five (5) business days after receiving the Nominating Committee report, the Board President and CEO shall notify the Chamber membership electronically or in written form the names of the persons nominated for Directors and affirm the right of petition as hereinafter provided.

Additional nominations for Director may be made by a written petition signed by ten (10) voting members in good standing postmarked no later than ten (10) business days after the Nominating Committee report is submitted to the membership. The written petition shall be accompanied by the Director application form and written acceptance of such nominees to serve if elected.

If no petition is filed within the designated ten (10) day period, and the number of nominees is equal to the number of vacancies, the nominations shall be closed, and the slate of nominees shall be declared elected.

If a legal petition shall present additional candidates or the number of candidates exceeds the number of vacancies, an election shall be held. The vote shall take place at a general membership meeting convened in November for the purpose of electing new members to the Board or at the Chamber office the day prior to or the day following the general meeting. An electronic ballot is available upon request.

Notice of this meeting shall include the names of all the nominees for Directorships. Ballots shall be issued to qualified Chamber members at the meeting or Chamber office as described above. The ballot shall include the names of all candidates arranged in alphabetical order. Printed instructions shall indicate the number of vacancies to be filled. Ballots shall be counted at the direction of the President and CEO with results reported within seven (7) days of the November meeting. Nominees with the greatest number of votes are elected to the Board and shall assume office January 1. In the event of a tie vote the said tie vote shall be resolved by lot by the Board of Directors.

Section 6. Board Meetings – The Board shall hold regular bi-monthly meetings beginning in January. Special meetings of the Board of Directors for any purpose may be called any time by the President of the Board or, in his/her absence, the President Elect. Notice of time and place of any special meeting shall be defined in current policy. A scheduled Board meeting may be re-scheduled or canceled by a majority vote of the Executive Committee or by the CEO.

Section 7. Absenteeism / Resignation – Failure to remain in good standing as defined by policy, or failure to attend at least four (4) meetings within any twelve (12) month period, or absence from two (2) consecutive regular board meetings without prior notification given to the Chamber of Commerce office unless confined illness or other absence approved by a majority vote of those voting at a meeting thereof is deemed a resignation from the Board of Directors.

Section 8. Removal of Board Member – Any member of the Board of Directors may be removed based on the good faith determination by a committee authorized by the Board to make such a determination, that the Board member has engaged in conduct contrary or damaging to the Chamber or the aims of the Chamber. Action can be taken upon a two-thirds (2/3) majority vote of the Board of Directors.

Section 9. Vacancies – The Directors shall have the power to fill vacancies on the board by a majority vote of those Board members present.

Section 10. Business Rules – The Board of Directors may adopt rules for conducting business of the Yukon Chamber of Commerce. They shall meet bi-monthly at a time and place as determined by the Board. The Board shall submit a report of the work and the finances of the organization at the Chamber annual meeting.

Section 11. Compensation and Fees – Directors and members of committees shall serve without compensation for their services. This section shall not preclude any Director from serving the corporation in any other capacity, as office, agent, employee, or otherwise and receiving compensation for that service. If a Director or committee member other than an employee of the Chamber receives compensation for services, such compensation shall be preapproved by the Board of Directors. This reimbursement shall not preclude the Chamber from engaging in the normal course of business with firms or businesses that are represented on the Board or committees.

Section 12. Indemnification -- The Chamber may, by resolution of the Board of Directors, provide for indemnification by the Chamber of any and all current or former officers, directors, and employees against expenses actually and necessarily incurred by them in connection with the defense of any action, suit, or proceeding in which any of them are made parties, or a party, by reason of having been officers, directors, and employees of the Chamber, except in relation to matters as to which such individuals shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability for negligence or misconduct.

Article VI – EXECUTIVE COMMITTEE

Section 1. Definition – The Executive Committee shall consist of the President, the President Elect, the Immediate Past President, the Vice-President, the Treasurer, and the CEO, who shall serve as secretary of the Board of Directors.

Section 2. Duties – The Executive Committee shall, during intervals between meetings of the Board of Directors, possess and exercise all the powers of the Board subject to consideration and approval by the Board of Directors. The Executive Committee shall be empowered to recommend policy, supervise administration, act in matters of emergency, attend to the routine work of the Yukon Chamber of Commerce, and perform such duties as may be delegated to it by the Board of Directors.

Section 3. Meetings – A meeting of the Executive Committee may be called by the President or a majority of the Committee.

Section 4. Election of Executive Committee Officers – At the November board meeting the Directors whose terms will not expire at the end of the year and the newly elected Directors whose terms begin the following January shall elect from their number the officers for the ensuing year. The Executive Committee shall be elected from the voting Board positions. Board members who simultaneously serve on any other Chamber of Commerce Board of

Directors shall not be eligible to serve as an officer. A President Elect who shall succeed to the office of President, Vice-President and Treasurer shall be elected.

Section 5. Terms – Officers and other Executive Committee members serve a one (1) year term beginning January 1. Eligible Board members may be reappointed or appointed to other open positions.

Section 6. Secretary – The Board shall employ a CEO, who shall also be Corporate Secretary. The CEO may designate a recording Secretary.

Section 7. Surety / Indemnity Bond – Any person with access to the funds of the Yukon Chamber of Commerce may be required to furnish surety bonds in such amounts as the Board of Directors deems necessary. The cost of such bonds shall be paid by the Yukon Chamber of Commerce.

Article VII – DUTIES OF OFFICERS

Section 1. President – The President shall preside at meetings of the general membership, the Board of Directors, and the Executive Committee. The President shall, with the advice and counsel of the Executive Committee and the Board of Directors, assign committee responsibilities to the members of the Board, Executive Committee, and the Board with ratification of the Board of Directors. The President shall, with the advice and counsel of the Board of Directors and the CEO, determine all the committees necessary to implement the business plan, select committee chairpersons, and assist in the selection of committee personnel. The President shall perform all duties instant to their office and recommend such action as they deem conducive to the purpose of the Yukon Chamber of Commerce. The President shall sign all contracts, bonds, and other obligations on behalf of the Yukon Chamber of Commerce and perform other duties as may be authorized by the Board of Directors. The President shall be an ex-officio member of all Yukon Chamber of Commerce committees. In the absence of the CEO, the President shall perform all duties inherent to those of the CEO.

Section 2. President Elect – The President Elect shall, in the absence of the President, perform all duties inherent to the office of the President.

Section 3. Vice-President – The Vice-President shall supervise membership relations. The Vice President shall assume responsibilities as may be assigned by the President or the President Elect in the absence of the President. The Vice-President is Chairman of the Nominating Committee.

Section 4. Treasurer – The Treasurer shall oversee the preparation of a monthly financial statement for the Board of Directors. As soon as possible after the election, the incoming Treasurer shall review the accounts and records of the Yukon Chamber of Commerce for the twelve (12) month term of the outgoing Treasurer. The Treasurer shall report the results of such review to the Board of Directors and assist in any audit.

Section 5. Check Authorization – All Yukon Chamber of Commerce checks shall be signed by two (2) officers of the organization. Signature preference shall be CEO, Treasurer, President, President Elect, Vice-President, or Immediate Past President.

Section 6. Chief Executive Officer (CEO) – The CEO of the Yukon Chamber of Commerce shall, with the advice and counsel of the President and the Executive Committee, oversee the operation of the organization and the staff along the lines of policy and the regulations established by the Board of Directors. The CEO's performance and compensation shall be reviewed annually by the Board of Directors. The CEO shall:

- a) have complete charge of the office and the general supervision of all employees.
- b) conduct the office correspondence; preserve all records, documents, and communications; maintain accurate records of the proceedings at membership meetings, committee meetings, and board meetings.
- c) oversee an accurate record of funds received and deposited in the bank or banks designated by the Board of Directors.
- d) oversee an account of all disbursements with the issuance of checks and vouchers in payment of proper obligations of the Yukon Chamber of Commerce.
- e) shall serve as advisor to the Board of Directors and Executive Committee.

Section 7. Indemnification -- The Chamber may, by resolution of the Board of Directors, provide for indemnification by the Chamber any of its officers or former officers as spelled out in Article V, Section 12 of these Bylaws.

ARTICLE VIII – COMMITTEES, COUNCILS, AND TASK FORCES

Section 1. Definition of Committees – Committees, councils, and task forces of the Chamber of Commerce shall be approved and if necessary, removed by the Board of Directors. The Board of Directors shall define and authorize the powers of all committees, councils, and task forces.

Section 2. General – It shall be the function of committees to investigate projects and make recommendations. Committees shall report directly to the Board of Directors or the Executive Committee. No standing or special committee shall represent the Yukon Chamber of Commerce in advocacy or in opposition to any project without the specific authorization of the Board of Directors. Having received authorization from the Board of Directors for action on a specific project, it shall be the responsibility of the committee chair and the committee to plan, organize, staff from their committee and/or the general membership, and diligently work on the project to a successful conclusion.

Section 3. Budget – All committee budgets must have prior approval of the Board of Directors. No committee is authorized to make expenditures or to obligate the Yukon Chamber of Commerce without prior approval of the Board of Directors.

Section 4. Appointment – The Committee Chair shall be appointed by the President of the Board and shall serve concurrent with the term of the President of the Board unless a different term is approved by the Board of Directors. Subcommittees shall be organized as necessary.

Section 5. Standing Committees – The following are standing committees: Nominating Committee and Executive Committee.

Article IX – FINANCE

Section 1. Finance / Budget – The Executive Committee shall compile a budget of estimated expenses and income and submit it to the Board of Directors at its regularly scheduled meetings in January of each year. The proposed budget shall include appropriations for the respective committees and the general operations of the Yukon Chamber of Commerce, as passed by the Board of Directors, with or without modification. This budget shall be the appropriation measure of the Yukon Chamber of Commerce. The operating budget is subject to revision by the Board of Directors when necessary. The fiscal budget year shall close on December 31.

Section 2. Budget Changes – The Executive Committee, within the budget total, may shift budget items when deemed necessary for the effective operation of the organization.

Article X – MEETINGS

Section 1. Annual Meetings – There shall be an annual meeting of the membership. The Directors shall have the power to set the time and place of the annual membership meeting. At least ten (10) days' notice shall be given of such meetings.

Section 2. General Meetings – Meetings of the membership shall be held monthly, or at the discretion of the President and/or the Executive Committee, or by petition of twenty-five (25) percent of the membership.

Section 3. Quorum at General Meetings – Members representing ten (10) percent of the total membership of the Yukon Chamber of Commerce, and who are in good standing shall constitute a quorum at the membership meetings.

Article XI – OBJECTIONS

Section 1. Objections – Any member in good standing with the Yukon Chamber of Commerce who may become aggrieved or dissatisfied with the action of the Board of Directors, a committee, or Yukon Chamber of Commerce staff personnel shall have the right to object at one of the regular meetings of the Board of Directors, where such action shall be

subject to review and affirmation, reversal, or modification. The written petition for appeal must be addressed to the President or CEO.

Article XII – AMENDMENTS

Section 1. Amendments – The Bylaws may be amended by a two-thirds (2/3) majority of all votes cast by the membership. Written notice of the election shall be given at least thirty (30) days prior to the date of balloting.

Section 2. Proposed Amendments – All proposed amendments shall have the approval of the Board of Directors before they are presented to the membership.

Article XIII – BYLAWS

Section 1. Bylaws Approval – These amended Bylaws shall become the official Bylaws of the Yukon Chamber of Commerce if approved by the general membership at a meeting called for that purpose.

Section 2. Second Bylaws Amendment – The Second Amended Bylaws of the Yukon Chamber of Commerce were adopted by a majority vote of more than ten (10) percent of the members at a meeting called for that purpose on the 11th day of October 2012.

Section 3. Third Bylaws Amendment – The Third Amended Bylaws of the Yukon Chamber of Commerce were adopted by a majority vote of more than ten (10) percent of the members at a meeting called for that purpose on the 10th day of September 2015.

Section 4. Fourth Bylaws Amendment – The Fourth Amended Bylaws of the Yukon Chamber of Commerce were adopted by a majority vote of more than ten (10) percent of the members at a meeting called for that purpose on the 8th day of June 2017.

Section 5. Fifth Bylaws Amendment – The Fifth Amended Bylaws of the Yukon Chamber of Commerce were adopted by a majority vote of more than ten (10) percent of the members at a meeting called for that purpose on the 19th day of February 2019.

Section 6. Sixth Bylaws Amendment – The Sixth Amended Bylaws of the Yukon Chamber of Commerce were adopted by a majority vote of more than ten (10) percent of the members at a meeting called for that purpose on the 10th day of November 2021.

Section 7. Seventh Bylaws Amendment – The Seventh Amended Bylaws of the Yukon Chamber of Commerce were adopted by a majority vote of more than ten (10) percent of the members at a meeting called for that purpose on the 15th day of November 2024.

Article XIV – DISSOLUTION

Section 1. Procedure -- The Chamber 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 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 as those terms are defined under Internal Revenue Code Section 501 (C)(3), or Chambers of Commerce and similar organizations as defined in Internal Revenue Code Section 501 (C)(6).

The selection of any such organizations and the distribution and disbursement of funds shall be made by the last duly constituted Board of Directors or such persons as may be duly appointed to preside over the dissolution of the corporation under the provisions of the Oklahoma Secretary of State. In effecting such distribution, organizations providing services within the area served by the Chamber, as defined in Article 1 Section 3 of these Bylaws, shall be preferred.

Article XV -- PARLIAMENTARY PROCEDURE

Section 1. Parliamentary Procedure – The meetings of the Yukon Chamber of Commerce shall be guided by the latest edition of Roberts Rules of Order.

Bylaws revised and approved by the Membership 11/15/2024