

**BYLAWS
BRANSON/LAKES AREA CHAMBER OF COMMERCE
AND CONVENTION & VISITORS BUREAU**

**ARTICLE I
GENERAL**

Section 1. NAME

This organization is incorporated under the laws of the State of Missouri and shall be known as the Branson/Lakes Area Chamber of Commerce and Convention & Visitors Bureau, Incorporated.

Section 2. PURPOSE

The Branson//Lakes Area Chamber of Commerce and Convention & Visitors Bureau is organized to enhance the economic health of the Branson/Lakes Area, and to lead the Branson/Lakes Area in becoming one of the most recognized in America for quality of life, business and vacations.

Section 3. LIMITATION OF METHODS

The Branson/Lakes Area Chamber of Commerce shall observe all local, state and Federal laws which apply to a non-profit organization as defined in Section 501 (C) (6) of the Internal Revenue Code.

Section 4. NUMBER AND GENDER

In these bylaws the use of any particular gender or the plural or singular number is intended to include the other gender or number as the text of these bylaws or the application thereof may require.

**ARTICLE II
MEMBERSHIP**

Section 1. ELIGIBILITY

Any person, corporation, partnership or organization having an interest in the objectives of the organization shall be eligible to apply for membership under the class of membership specified herein:

Voting Membership is open to any business within Taney and Stone Counties, and is the only class of membership with voting privileges.

Individual Membership is open to any individual.

Associate Membership is open to any business, subject to exemptions and limitations defined by the Board of Directors, in two classifications. The first classification of Associate Membership applies to businesses located in Greene, Christian and Barry Counties in Missouri, and Carroll and Boone Counties in Arkansas. The second classification of Associate Membership applies to businesses located outside Stone and Taney Counties in Missouri and outside the geographic area set forth above.

Honorary Membership may be extended to individuals no longer actively associated with any business or profession in recognition of outstanding citizenship and service to the Branson/Lakes Area, or distinction in public affairs. Honorary members shall have all the privileges of members, except the right to vote, and shall be exempt from investment. Authority for extending honorary memberships or revocation of an

honorary membership shall be exercised by a majority vote of the Board of Directors.

Section 2. INVESTMENTS

The Board of Directors reviews membership investment schedules/levels when any revision is recommended by the President/CEO. Any change in existing schedules/levels must be approved by the Board of Directors.

Section 3. TERMINATION

a) Any member may resign from the Chamber upon written request; b) Any membership may be terminated for non-payment of dues after sixty (60) days from the due date in accordance with Chamber policy; c) Any member may be expelled by a two-thirds (2/3) vote of the Board of Directors, at a regularly scheduled meeting thereof, for violation of Chamber policy, for conduct unbecoming a member or prejudicial to the aims or repute of the Chamber after notice of not less than fifteen (15) days and opportunity for a hearing are afforded the member complained against.

Section 4. VOTING

In any proceeding in which voting by members is called for, each voting member in good standing shall be entitled to cast one vote.

Section 5. EXERCISE OF PRIVILEGES

Any firm, association, corporation, partnership, or organization holding membership shall designate an individual, whom the holder desires to exercise the privilege of voting and petition, covered by its subscription, and shall have the right to change its designee upon written notice.

ARTICLE III MEETINGS

Section 1. ANNUAL MEETING

The Annual Meeting of the Chamber shall be held on a date determined by the President/CEO.

Section 2. BOARD MEETINGS

The Board of Directors will hold regular meetings as needed, but not less than six (6) times per year.

Section 3. ADDITIONAL MEETINGS

General meetings of the Chamber may be called by the Chairman of the Board at any time, or upon petition in writing of any twenty-five (25) members in good standing: a) Notice, including purpose, of special meetings shall be mailed or emailed to each member at least ten (10) days prior to such meetings; b) Board meetings may be called by the Chairman of the Board or by the Board of Directors upon written application of three (3) members of the Board. Notice (including the purpose of the meeting) shall be given to each Director at least one (1) day prior to said meeting; c) Executive Committee meetings may be called by the Chairman of the Board or by two (2) officers of the Board. Notice (including purpose of the meeting) shall be given to each officer at least one (1) day prior to said meeting; d) Committee meetings may be called at any time by the Chairman of the Board or by the committee's chair with proper notice.

Section 4. PARTICIPATION IN MEETINGS BY CONFERENCE TELEPHONE OR OTHER ELECTRONIC MEANS

Directors of the Board of Directors or any committee thereof, may participate in a meeting by means of telephone conference call or other electronic means of which all persons participating in the meeting can communicate with each other and such participation in a meeting shall constitute presence in person at the meeting.

Section 5. QUORUMS

At any duly called Annual or General meeting of the Chamber, five percent (5%) of the voting membership with a minimum of twenty-five (25) voting members shall constitute a quorum; a majority of Directors present shall constitute a quorum of the Board of Directors; a majority shall constitute a quorum for committee meetings.

Section 6. VOTE BY ELECTRONIC MEANS

A vote on any issue before the Board of Directors or any committee thereof, may be cast by telephone or other electronic means. A vote on any issue by the general membership may be cast by telephone or other electronic method that may be employed by approval of the Board of Directors.

Section 7. NOTICES, AGENDA, MINUTES

Written notice of all Chamber committee meetings shall be given at least three (3) days in advance unless otherwise stated. An advance agenda and minutes (if applicable) shall be prepared for all meetings.

ARTICLE IV BOARD OF DIRECTORS

Section 1. RESPONSIBILITIES AND COMPOSITION OF THE BOARD

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 of Directors shall be composed of twenty-three (23) voting members, six (6) of whom shall be elected annually for three (3) year terms except every third year when seven (7) of whom shall be elected to serve for three (3) years, or until their successors are elected and have been qualified and four (4) of whom shall be appointed by the Chairman of the Board, subject to approval by the nineteen (19) elected members of the Board. Elected members of the Board must be from the following categories: accommodations, attractions, general business and lakes. In the attractions category, three members must represent theaters/live shows. Of the four (4) members appointed by the Chairman of the Board, one (1) must be a representative of the City of Branson. No more than one (1) representative per voting membership shall hold a seat on the Board of Directors. The Branson City Administrator or Assistant Administrator, the Hollister City Administrator or Assistant Administrator and the Chair of the Tourism Community Enhancement District Board (TCED), or designated member of the TCED Board of Directors will serve as Ex-Officio, non-voting members. The Chamber's President/CEO and legal counsel shall be non-voting members of the Board. Any non-voting member may be excluded from Executive Session with majority approval of the Board of Directors.

Section 2. SELECTION AND ELECTION OF DIRECTORS

A. Nominating Committee: At the regular July Board meeting, the Chairman of the Board shall appoint, subject to approval by the Board of Directors, a Nominating Committee of seven (7) members of the Chamber, not more than two (2) of whom shall be Directors. The Chairman of the Board shall designate the chair of the Committee. The Chamber membership shall be solicited for nominees by the Nominating Committee. Prior to September twentieth (20th), the Nominating Committee shall present to the President/CEO a slate of twelve (12) candidates (fourteen [14] candidates when seven [7] Directors are to be elected) to serve three (3) year terms, to replace the Directors whose regular terms are expiring. Four (4) candidates shall be from each of the categories (accommodations, attractions, general business). Every third year when seven (7) directors are elected, at least two (2) of the candidates must be from the "Lakes" category. Each candidate must be a representative of a member in good standing and must have agreed to accept the responsibility of a directorship. No Board member who has served two (2) consecutive three (3) year terms, is eligible for election for a third (3rd) term. A period of one (1) year must elapse before eligibility is restored. Notwithstanding anything above to the contrary, any Board Member holding the office of Chairman of the Board or Chairman-Elect shall be exempt from this limitation and shall automatically remain a member of the Board of Directors without standing for reelection. In the event this does occur, the number of members of the Board of Directors shall be increased by the number of such automatic members.

B. Publicity of Nominations: Upon receipt of the report of the Nominating Committee, the President/CEO shall notify the membership by mail or electronic method of the names of persons nominated as candidates for Directors and the right of petition.

C. Nominations by Petition: Additional names of candidates for Directors can be nominated by petition bearing the genuine signatures of at least twenty (20) voting members of the Chamber. Directors nominated by petition are not subject to the limitation on consecutive three (3) year terms set forth in sub-section A above. Such petition shall be filed with the Nominating Committee within ten (10) days after notice has been given of the names of those nominated. The determination of the Nominating Committee as to the legality of the petition(s) shall be final.

D. Time of Elections: The election of Directors shall be held in October at which the membership shall elect members of the Board of Directors to fill the places of those whose terms are to expire and also to fill any vacancies then existing on the Board.

E. Voting: The voting shall be by ballot. No proxies shall be allowed. Each paid-up voting member in good standing shall be entitled to one (1) vote only at each election regardless of the amount of annual dues paid. Ballots shall be delivered via electronic method to each voting member of the Chamber at his last known email address not less than five (5) days before said annual election.

F. Election Results: The candidates receiving the highest number of votes, from their respective categories, cast at the annual election shall be declared members of the Board of Directors for the ensuing three (3) years. In the election of Directors, should a tie vote occur, the committee of Judges shall cast lots and certify as elected the person or persons on whom the selection falls.

G. Election Judges: At the September meeting, the Chairman of the Board shall appoint a committee of not less than five (5) Judges who are not members of the Board of Directors or candidates for the election. This committee will be present when the electronic election results are revealed and certify those results..

Section 3. SEATING OF NEW DIRECTORS

A. All newly-elected Board members shall be seated on the new Board of Directors at an organizational meeting of that Board to be held in November. Purpose of this meeting is to elect officers for the following year and to ratify the four (4) appointed Directors selected by the Chairman for the following year.

B. Official terms of newly-elected and appointed Directors begin on January first (1st) following the election. They shall be encouraged to attend all Board meetings, as non-voting participants, between the time of their election and January first (1st).

Section 4. VACANCIES

A member of the Board of Directors who shall be absent from three (3) consecutive regular meetings of the Board of Directors shall automatically be dropped from membership on the Board. The Board Chair may reappoint the member with approval of the Executive Committee. If a member of the Board of Directors leaves the member business through sale, transfer, or other reason, that position shall be reviewed by the Board within 60 days. Vacancies on the Board of Directors, or among the officers, shall be filled by a majority vote of the Board of Directors for the unexpired term.

Section 5. CONFLICT OF INTEREST

The Board of Directors shall adopt and follow a policy to eliminate potential conflicts of interest by Directors serving on the Board of Directors. This conflict of interest policy shall include a process by which Directors shall disclose their potential conflict and a process by which Board of Directors may proceed without regard to the conflict or refrain from proceeding because of the conflict. Directors are also required to sign the Board's Code of Ethics statement. The Conflict of Interest and Code of Ethics will be signed by each member of the Board of Directors and returned to the President/CEO or their designee no later than the February Board of Directors meeting. Failure to do so may result in expulsion from the Board of Directors.

Section 6. POLICY

The Board of Directors is responsible for establishing procedures and formulating policies of the organization. It is also responsible for adopting all policies of the organization. These policies shall be maintained in a policy manual, to be reviewed and revised as necessary.

Section 7. MANAGEMENT

The Board of Directors shall employ a President/CEO who shall serve as the chief administrative and executive officer responsible for duties as set forth in Article V, Section 2 I. herein below.

Section 8. ENDORSEMENTS

The Chamber will not endorse individual political candidates on a local, state or national level.

ARTICLE V OFFICERS

Section 1. DETERMINATION OF OFFICERS

A slate of officers shall be nominated by an Officers Committee to be appointed by the Chairman at the September Board meeting. The Officers Committee will be comprised of the Chairman-Elect and four (4) other Board members. This committee shall request

suggestions be made to them no later than the October Board meeting from the Board of Directors regarding persons to serve as officers of the Board. The slate of officers selected by the committee shall be sent to Board members on or before November fifteenth (15) for their consideration. The procedure for election of the Board of Directors shall be as follows:

At the November meeting of the Board of Directors, following the annual election of Directors, the members of the new Board shall elect from the new Board of Directors a Chairman, Chairman-Elect, four (4) Vice-Chairs a Treasurer, and a Secretary, each to serve for a one-year period. A Director shall not hold the office of Chairman-Elect the first year of his/her initial term as a Board member. No member shall be allowed to hold the same office more than two (2) consecutive years. At the time of the election for the officers of the Board, the slate of officers selected by the committee shall be presented and additionally, any member of the new Board may make nominations for officers from the floor. Space will be allowed on the ballot for nominations made from the floor. The Chairman-Elect shall automatically be nominated for the position of Chairman of the Board for the following year. After nominations have been closed, the Board shall vote by secret written ballot for each position separately, from Chairman to Secretary, which shall be counted by the current Chairman and Chairman-Elect. The officers shall take office as of January first (1st) of each year following their election.

Section 2. DUTIES OF OFFICERS

Officers shall act on behalf of the Board of Directors when the Board is not in session but shall be accountable to the Board for its actions.

A. Chairman: The Chairman shall preside at all Board of Directors and Executive Committee meetings. He/she shall perform all duties incident to this office and advise such action as may be deemed by him/her required to increase the usefulness of the Chamber. The Past Chairman shall serve as a Director and voting member of the Executive Committee for one (1) year succeeding his/her term of office.

B. Chairman-Elect: The Chairman-Elect shall exercise the powers and authority and perform duties of the Chairman in the absence or disability of the Chairman.

C. Secretary: The Secretary shall oversee the taking of minutes of all Board meetings, recording votes, and giving notice of all meetings in the manner required by the by-laws of the corporation or by law. He/she shall be the custodian of the corporate records and the corporate seal.

D. Treasurer: The Treasurer shall act as chairman of the Finance Oversight Committee and 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 or invested in a manner approved by the Board of Directors. Disbursement of funds must have two authorized signatures. Authorized signers are the President/CEO, Board Chairman, Board Chairman-Elect, Board Treasurer, and Board Secretary. All disbursements of funds should be signed by the President/CEO, unless the President/CEO is unavailable. If the President/CEO is unavailable, either the Executive Committee or the President/CEO may approve two other authorized signers for timely disbursement. The Treasurer shall cause a financial report to be made to the Board at each regular meeting.

E. President/CEO: The President/CEO shall be the chief administrative and executive officer.

The President/CEO shall report to the Chairman and Board of Directors on program planning and shall assemble information and data and cause to be prepared special reports as required by Chamber programs and as directed by the Chairman of the Board and/or Board of Directors.

The President/CEO shall be responsible for administration of the Chamber mission/vision, strategic planning and programs.

The President/CEO shall be responsible for hiring, discharging, directing, and supervising all at will employees.

The President/CEO shall be responsible for the preparation of an operating budget covering all activities of the Chamber, subject to review by the Finance Oversight Committee and approval of the Executive Committee and the Board of Directors. The President/CEO shall also be responsible for all expenditures within the approved budget allocations.

The President/CEO shall be selected by the Executive Committee and approved by a two-thirds (2/3) majority of the Board of Directors. Compensation of the President/CEO shall be negotiated by the Executive Committee and approved by a majority of the Board of Directors. The President/CEO shall be furnished a written job description and shall be responsible to the Board of Directors. Removal of the President/CEO shall require a two-thirds (2/3) vote of the Board of Directors.

Section 3. EXECUTIVE COMMITTEE

The Executive Committee shall have, and may exercise, the powers of the Board except that the Executive Committee shall not have the power to adopt the budget, or take any action that represents a major change of the affairs, business or policy of the Chamber. The Executive Committee shall be accountable to the Board of Directors for its actions. It shall be composed of the Chairman, Chairman-Elect, Secretary, Treasurer, Immediate Past Chairman, and the four Vice-Chairmen. The Chairman will be the chair of the Executive Committee.

Section 4. REMOVAL FROM OFFICE

Any of the elected officers may be removed from office at any time by a two-thirds (2/3) majority vote of the Board of Directors at a regular meeting or special meeting called for that purpose, providing all Directors shall be given a minimum of fourteen (14) days' notice that the action is to be considered at the meeting.

ARTICLE VI COMMITTEES AND DIVISIONS

Section 1. APPOINTMENT AND AUTHORITY

The President shall present to the Chairman of the Board a slate of recommended committees for consideration and finally approved by the Board of Directors no later than the December board meeting. At any time the Chairman can recommend to the Board of Directors a committee or task force for approval.

Chamber committees and task forces are accountable to the Board for continuing responsibilities in policy-making, conducting studies, bringing to the Board the data and recommendations on which it can make decisions, 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, task force, division, 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. Task forces shall be discharged by the Chairman of the Board when their work has been completed and their reports accepted by the Board. Committees will be dissolved when in the opinion of the Board of Directors, it is deemed wise to discontinue the committee.

Section 3. DIVISIONS

The Board of Directors may create such divisions, bureaus, departments, councils, or subsidiary corporations as it deems advisable to handle the work of the Chamber. The Board shall authorize and define the powers and duties of all divisions, bureaus, departments, councils, and subsidiary corporations. The Board shall annually review and approve all activities and proposed programs of such divisions, bureaus, departments, councils, or subsidiary corporations, including collection and disbursement of funds.

No action or resolution of any kind shall be taken by divisions, bureaus, departments, councils, or subsidiary corporations having bearing upon or expressive of the Chamber, unless approved by the Board of Directors.

No major program division, such as the Convention and Visitors Bureau or Taney County Partnership Division may become independent of the Chamber of Commerce without the approval of the majority of the voting members. The voting shall be by ballot and conducted in a manner as set forth in Article IV, Section 2, Paragraph E.

ARTICLE VII FINANCES

Section 1. FINANCE OVERSIGHT COMMITTEE

The responsibilities of the Finance Oversight Committee are to review and submit all financial activities to the Board of Directors. -The Finance Oversight Committee consists of a minimum of five (5) and a maximum of ten (10) voting members to be appointed by the Chairman of the Board. The members should include the current Treasurer of the Board, who would serve as chair of the committee, the Chairman of the Board, the Immediate Past Chairman of the Board and the Chairman-Elect of the Board.

Section 2. DISBURSEMENTS

Upon approval of the budget, the President/CEO is authorized to make disbursements on accounts and expenses provided for in the budget according to established policy approved by the Board of Directors.

Section 3. FISCAL YEAR

The fiscal year of the Chamber shall close December thirty-first (31st).

Section 4. BUDGET

The Finance Oversight Committee shall review the budget for the coming year and submit it to the Board of Directors for approval at the December Board meeting.

Section 5. ANNUAL AUDIT

The accounts of the Chamber shall be audited annually as of the close of business on December thirty-first (31st) by a certified public accountant. The audit report shall be available during normal business hours to members of the organization within the offices of the Chamber.

Section 6. BONDING

The President/CEO, and such other officers and staff as the Board of Directors may designate, shall be insured and/or bonded by sufficient fidelity coverage in the amount set by the Board and paid for by the Chamber.

Section 7. CONTRACTS

All contracts for the Chamber of Commerce division must be signed by the President/CEO. Contracts that involve more than \$50,000 require two signatures, one which should be the President/CEO and the other which may be the Board Chairman, Board Chairman-Elect, Board Treasurer and/or Board Secretary. If the President/CEO is unavailable, either the Executive Committee or the President/CEO may approve two individuals from the above list to sign off on the contracts in their absence. A contract that falls under "Explore Branson Tourism" must be approved by the Tourism Community Enhancement District Executive Director and/or Board of Directors.

ARTICLE VIII 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 defined in IRS Section 501 (c) (6), to be selected by the Board of Directors.

ARTICLE IX

Section 1. PARLIAMENTARY AUTHORITY

The current edition of Roberts Rules of Order shall be the final source of authority in all questions of parliamentary procedure when such rules are not inconsistent with the Charter or bylaws of the Chamber.

ARTICLE X AMENDMENTS

Section 1. REVISIONS

These bylaws may be amended or altered by a two-thirds (2/3) vote of those members present at any regular or special meeting. The proposed amendment(s) to the bylaws shall first receive approval of the Board of Directors. Voting members shall then be provided notice of the proposed amendment(s) approved by the Board of Directors and a copy of such amendment(s). The proposed amendment(s) will be mailed or transmitted via electronic means to each voting member no less than ten (10) days prior to such meeting where a vote

on the amendment(s) will be taken. The amendment(s) will be effective upon a two-thirds (2/3) approval of voting members present regardless of the number of members present at the regular or special meeting where the vote on the amendment(s) occurs.

ARTICLE XI INDEMNIFICATION

Section 1. INDEMNIFICATION OF OFFICERS, DIRECTORS, EMPLOYEES AND AGENTS

Any person who at any time shall serve, or shall have served, as an officer, Director, employee or agent of the Chamber, or of any other enterprise at the request of the Chamber, and the heirs, executors, and administrators of such person(s), shall be indemnified and held harmless by the Chamber, to the maximum extent allowable under Missouri law applicable to non-profit organizations as is in effect or hereafter amended, against all costs and expenses (including, but not limited to legal fees, amounts of judgments paid, and amounts paid in settlement) reasonably incurred in connection with the defense of any claim, action, suit, or proceeding, whether civil, criminal, administrative or other, in which such person may be involved by virtue of such person's being or having been an officer, Director, employee or agent of the Chamber if such person, in connection with all matters having to do with such claim, action, suit, or proceeding, acted in good faith and in a manner which such person reasonably believed to be in or not opposed to the best interests of the Chamber and, with respect to any criminal action or proceeding, as to which such person had no reasonable cause to believe his/her conduct to have been unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of no contest or its equivalent, shall not, of itself, create a presumption that such a person did not act in good faith or not in a manner reasonably believed to be in or not opposed to the best interests of the Chamber or that such person had reasonable cause to believe his/her conduct to have been unlawful. The foregoing indemnification shall not be deemed exclusive of any rights to which those indemnified hereby may be entitled under any other bylaw, agreement, vote of members, or otherwise.

Revised April 2025