



O'Fallon Chamber of Commerce & Industries Board of Directors Application

Name: _____ Phone: _____

Member Organization: _____

Please list your relevant experience and/or employment. (attach a resume if relevant)

Why are you interested in serving the O'Fallon Chamber of Commerce & Industries?

Please list and describe your areas of expertise or contributions you feel you can make to the organization.

Please list your other volunteer commitments, including Boards you have served on.

Please return this application and any other pertinent information to the O'Fallon Chamber of Commerce and Industries office by **Friday, October 26, 2018**. Applications may be submitted via email to: Nina@OFallonChamber.org or by mail, 2145 Bryan Valley Commercial Drive, O'Fallon, MO 63366.

ARTICLE IV BOARD OF DIRECTORS

Section 1: GENERAL

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.

Section 2: COMPOSITION OF THE BOARD

A. The Board of Directors shall be composed of an uneven number of board members of not less than 15 or more than 21 members, one-third of whom shall be elected annually to serve for three (3) years, or until his or her successors are qualified and elected. The Immediate Past Chairman of the Board, upon completion of his or her term, shall complete his or her elected term on the Board or, if his or her regular elected term has been served, he or she shall serve as a member of the Board for one (1) year. The President/CEO shall serve as a non-voting member of the Board. Ex-officio(s) will serve as non-voting member(s) of the Board.

B. Ex-Officio Members: The Board of Directors may, designate and reserve not more than three (3) seats on the Board as ex-officio positions which shall consist of appointed representatives of selected local government agencies or school districts. Ex-officio Board members shall serve as non-voting members of the Board of Directors, and, at the discretion of the Board, may be exempt from Article IV, Section 6 and from the attendance requirements of Article IV, Section 5 of these Bylaws. Ex-officio Board members shall, subject to Board approval, be appointed by the organization for which the seat is designated and reserved and shall hold their position until removed either by the appointing organization or by action of a simple majority vote of the Board.

Section 3: SELECTION AND ELECTION OF DIRECTORS

A. Nominating Committee. The Chairman of the Board shall appoint, a Nominating Committee of five (5) members of the Chamber. Three (3) members of the Nominating Committee shall be selected from the general membership and two (2) from the Board of Directors. The 1st Vice-Chairman of the Board shall serve as chairperson of the committee. The Chairman of the Board and 2nd Vice-Chairman of the Board shall serve as a non-voting member of the nominating committee.

B. In September an announcement shall be made regarding upcoming elections. Application Forms will be made available to all eligible applicants.

C. Names of potential candidates shall be submitted, on the designated form provided, to the nominating committee. At a Board meeting in November, the Nominating Committee shall present to the Board a slate of candidates to serve three-year terms to replace the directors whose regular terms are expiring. Each candidate must be an active member in good standing for at least one (1) year and must have agreed to accept the responsibility of a directorship. No Board member who has served two consecutive three-year terms is eligible for election. A period of one (1) year must elapse before eligibility is restored. Terms expire at the regularly scheduled January Board meeting.

i. Any member of the Board of Directors currently holding the office of Second Vice-Chairman or First Vice-Chairman whose term is expiring shall automatically be considered nominated without further action of the Nominating Committee.

D. Publicity of Nominations. Upon receipt of the report of the Nominating Committee, the President/CEO shall notify the membership of the names of persons nominated as candidates for directors and the right of petition.

E. Nominations by Petition. Additional names of candidates for directors can be nominated by petition bearing the genuine signatures of at least 50 members of the Chamber. Such petition shall be filed with the Nominating Committee within fourteen (14) days after notice has been given of the names of those nominated.

i. Determination. If no petition is filed within the designated period, all nominations shall be closed, and the nominated slate of candidates shall be declared elected.

ii. If a legal petition shall present additional candidates, the names of all candidates shall be arranged on a ballot in alphabetical order. Instructions will be to vote for (number of vacancies) candidates only, in December.

iii. Judges. If a legal petition is presented, the Chairman of the Board shall appoint, subject to the approval of the Board of Directors, at least three (3), but not more than five (5), judges who are not members of the Board of Directors or candidates for election. One will be designated chairman. Such judges shall have complete supervision of the election including the auditing of the ballots. They shall report the results of the election to the President/CEO for notification of the Board of Directors.

Section 4: SEATING OF NEW DIRECTORS

All newly elected Board of Directors shall be seated at the January Board meeting and shall be participating members thereafter. The newly elected Directors shall be introduced at the January Annual Membership meeting.

Section 5: VACANCIES/REMOVAL OF DIRECTORS

A. A vacancy shall be deemed to exist upon a finding by the Board that

i. A director is no longer associated with the entity with whom he or she was associated at the time of election to the Board and their new entity is not a Chamber member, or

ii. The senior management of the entity with whom the director was associated have made written request that the director be removed, or

iii. The Chamber's Board of Directors may remove the director as deemed necessary in the best interest of the Chamber. Such removal shall require a two-thirds majority vote of the full Board of Directors.

iv. A director has violated the attendance mandate set forth for members of the Board of Directors. A member of the Board of Directors who shall be absent from four (4) meetings of the Board of Directors in one (1) year from the initial absence shall automatically be dropped from membership of the Board. Any Board member who misses two (2) regularly scheduled Board meetings in a one-year period, the Chairman of the Board shall contact the Board member to review meeting attendance. If a Board member misses three (3) regularly scheduled Board meetings the Chairman of the Board shall send a written letter reviewing the attendance policy.

B. Any vacancy occurring in the Board of Directors shall be filled by an appointment by the Chairman of the Board confirmed by a majority of the Board of Directors. A Director selected to fill a vacancy of an existing Director shall serve the remainder of the unexpired term of the Director whom they replaced. No director shall serve more than seven (7) consecutive years.

Section 6: CONDUCT OF OFFICERS

Any member serving a term of office for the O'Fallon Chamber of Commerce and Industries Board of Directors shall not simultaneously serve on another Chamber of Commerce Board of Directors. The Chairman of the Board may not simultaneously serve as Chairman of another Board or as Executive Director of another

organization. In such event the director shall remove himself/herself and the director's seat shall be deemed vacant.

EXPECTATIONS OF BOARD MEMBERS

- Act as a resource in defining activities and/or problems within the Membership and business community that need to be brought to the attention of the Board.
- Act in the best interest of the organization and the membership it represents, rather than one particular business.
- Ask questions and share opinions so that all sides of issues are presented and discussed.
- Attend at least nine of the twelve regularly scheduled monthly Board meetings. Board meetings are held on the 3rd Tuesday of the month at the Chamber Office at Noon. Notify the Chamber when attendance is not possible.
- Attend as many Chamber programs or events throughout the year as possible.
- Serve on at least one task force/committee each year as assigned by the Chairperson of the Board.
- Call and welcome new members and become a positive force in the community for the Chamber.