



OZARK CHAMBER OF COMMERCE BYLAWS



2026 Chamber Board of Directors



Pictured Left to Right: Cliff Davis-Chair • Chuck Fugate • Daniel Ortega-Vice Chair • Krystal Loos • Melissa Higbie-Secretary
Maria Neider • Tracy Slagle • Susan Haralson-Past Chair • Anna O'Dell • Susan Johanson-Treasurer • Ashley Johnson
Alicia Deck • Phillip Dowden • Chris Russell-President/CEO • Bruce Galloway • Not Pictured-Lauren Cross

Mission Statement: Strengthening Ozark through economic impact, community enrichment, and individual connection.

APPROVED JANUARY 2026



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BYLAWS

ARTICLE 1 – NAME

SECTION 1. The name of this organization shall be “Ozark Chamber of Commerce”. and shall be incorporated under the laws of the State of Missouri as a not-for-profit organization.

ARTICLE 2 – MISSION STATEMENT

SECTION 1. The mission of the Ozark Chamber of Commerce (the “Chamber”) is: Strengthening Ozark through economic impact, community enrichment, and individual connection.

ARTICLE 3 – MEMBERSHIP

SECTION 1. Eligibility: Any person, association, corporation, partnership, or estate having an interest in fulfilling the mission of the Chamber, shall be eligible to apply for Membership.

a. Membership applications may be submitted in writing or electronic communication. Members become Active Members upon initial payment of the prescribed Membership dues. Members remain Active until their Membership is canceled in writing or for non-payment exceeding 90 days, unless an extension is granted for good cause. Said good cause is up to the sole discretion of the Board. the Board will be informed of all Membership changes. Only Active Members may exercise Membership privileges.

SECTION 2. Termination of Membership: Members may be removed by a majority vote of the Board of Directors for conduct detrimental to the Chamber’s reputation or mission. The Members will be given an opportunity to meet with the Executive Committee before making a final decision.

ARTICLE 4 – BOARD OF DIRECTORS

SECTION 1. Terms: The Board of Directors (“the Board”) shall have the responsibility of creating the policies of the Chamber. These policies shall be maintained in writing, reviewed annually, and shall be revised by the Board as necessary.

SECTION 2. Contractual Agreements: The Board shall have the power to incur debts and enter into contractual agreements which further the purposes and interests of the Chamber. Upon a 2/3 majority vote of the Board of Directors, the President & CEO and the Chair may execute the documents required to borrow funds. The President & CEO is authorized to execute contractual agreements with vendors and suppliers for expenditures approved in the annual budget.

SECTION 3. Nominations: The Board shall be responsible for approving nominations for new Board Members, as needed, to best serve the diversity of businesses within the Chamber Membership, with elections held in accordance with “Article 10 of these Bylaws.

SECTION 4. Public Advocacy, Approval Required When: No Board Member shall represent the Chamber in public advocacy or opposition of any issue without a 2/3 majority vote and written consent of The Board. The President & CEO shall serve as the community spokesperson for the Chamber unless the President & CEO is absent for a period more than two weeks, in which case the Executive Board will select one board Member to serve as a temporary community spokesperson to substitute in the President & CEO’s place.

SECTION 5. Board Members: The Board shall consist of a minimum of 9 Members and no more than 15 Members. No more than 5 Members shall rotate off the Board each year, unless due to circumstances defined in these Bylaws. These circumstances can include seats vacated due to resignations, removals, and other atypical events regarding Board Memberships. The intention is to maintain a majority of tenured

Board Members to provide continuity for the governing body of the Chamber, while still providing opportunities for new Board Members each year.

5.1. Compensation: No Board member shall be compensated by the Chamber for their actions while serving their terms.

SECTION 6. Terms: Board Members serve a term of (3) years and can be extended to an additional three (3) year term, up to a maximum of (6) years with approval of a 2/3 majority vote of the Board. Board Members' terms shall be on a calendar year, beginning in January each year. Former board Members who have completed 6 years may be eligible to rejoin after a minimum 1 year vacancy.

SECTION 7. Vacancy: In the event of a vacancy on the Board, the Executive Committee may nominate an appointee to fill the vacancy with a majority vote of approval from The Board. The new board member shall continue to serve until December 31st of that same year. To continue, the procedures outlined in Article 10 must be followed. Time served during a partial term under this Section 7 shall not count against their maximum terms.

SECTION 8. Board Member Agreement: Each Board Member shall provide written confirmation of the review, and acceptance of the Board Member Annual Agreement (see Exhibit A). If a Board Member fails to fulfill the Agreement, the Board may vote to terminate that individual. This will be conducted by a 2/3 majority vote.

SECTION 9. Strategic Partners: Any Board approved contracts with Strategic Partners, who are to be defined by the Board, that outline a position on the Chamber Board shall not be subject to any board term limits or elections. Acting Strategic Partners board Members shall be recommended by the Strategic Partners and subject to approval by the Board of Directors annually.

SECTION 10. Transfer of Position: In the event an active Board Member serving in any capacity transfers to another business or organization, they may continue to serve out their term if the new business or organization is an Active Member of the Chamber or agrees to become a new Member of the Chamber within 30 days and is approved by a simple majority vote of the Board.

SECTION 11. Indemnification: The Chamber may, by resolution of the Board, provide for indemnification by the Chamber of 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.

SECTION 11: Conflict of Interest: Board Members have a fiduciary duty to act in the best interests of the Chamber and must avoid any conflicts of interest. In fulfilling their responsibilities, they are expected to place the welfare of the Chamber above personal, business, third-party, or other individual interests. A conflict of interest arises when a transaction or relationship may interfere with a board Member's ability to remain impartial and fully committed to their obligations to the Chamber.

- a. **Forms:** Board Members shall sign a "Conflict of Interest" disclosure form yearly. When a board Member feels they may have a conflict of interest, they must disclose such conflict(s) and must fill out and have on file an updated conflict of interest form addressing the specific item(s). (See Exhibit "B")

ARTICLE 5 – EXECUTIVE COMMITTEE

SECTION 1. Chair: The Chair shall preside at all meetings of the Board. They shall perform all duties of the office and advise such action as fulfilling the mission of the Chamber. The Chair may, if approved by the Board, remain a Member of the Board for a period of one year after the expiration of their term in office, to be of assistance to the new Chair of The Board. The Chair shall be an authorized signer on the Chamber's accounts and other contracts.

SECTION 2. Vice Chair: The Vice Chair shall assist the Chairman and will fill said role in the absence of the Chair at any meeting or event. The Vice Chair assumes this appointment with the understanding that they will assume the duties of the Chair the following year. The Vice Chair shall be an authorized signer on the Chamber's financial accounts.

SECTION 3. Treasurer: The Treasurer shall oversee the finances of the Chamber and present financial reports to the Board of Directors. The Treasurer shall work with the President & CEO to ensure accurate financial records and procedures are maintained. The Treasurer shall be an authorized signer on the Chamber's financial accounts.

SECTION 4. Secretary: Shall serve as the recording Officer of the Board of Directors meetings. These records shall be kept in accordance with Robert's Rules of Order. When the Chair or Vice Chair is not present in board meetings, the Secretary will be responsible for calling the meeting to order and will chair the meeting. The Secretary shall be an authorized signer on the Chamber's financial accounts.

SECTION 5. Executive Committee: The Executive Committee shall be comprised of the Chair, Vice Chair, Treasurer, Secretary, Past Chair and President/CEO.

SECTION 6. Executive Committee Nominations: The offices of Chair, Vice Chair, Treasurer, and Secretary shall be approved at the December Board meeting each year. Nominations for the upcoming year Executive Committee shall be nominated and approved with a quorum of board members by a simple majority vote.

SECTION 7. Extended Absence: In the event of an extended absence, disability or termination of any Member of the Executive Committee, the Board of Directors shall approve a replacement for the remainder of the term for that year by a two thirds vote.

ARTICLE 6 – MEMBERSHIP INVESTMENT

SECTION 1. Dues: The Board shall have the power to collect Membership investments and other funds due to the Chamber.

a. Membership Dues Fees: The Board shall evaluate the Membership investment structure at least every 3 years, and may be evaluated and adjusted more frequently as decided by the Board. Any change in structure shall be approved by a simple majority vote of the Board.

ARTICLE 7 – MEETINGS

SECTION 1. Orientation: All new incoming Board Members shall be required to attend an orientation prior to their first official meeting.

SECTION 2. Meetings: the Board the Board shall meet on the second Thursday of each month unless the Thursday falls on a holiday, in which case, the meeting will be rescheduled.

SECTION 3. Quorum: A quorum shall be reached so long as 2/3 members of the Board are present, whether in person, or by any other approved distance methods, such as video streaming or telephone conferencing, as approved by the Board.

SECTION 4. Special Meetings: The Chair may call for a special meeting of the Board at his/her discretion or shall call for a special meeting upon the request of 4 Board Members. At least 3 days' notice of a special meeting must be given to all Board Members unless emergency conditions require less notice. No decisions can be made at a special meeting without a quorum of Board Members present; however, not having a quorum does not preclude those attending Members from discussion. In an emergency, Members can attend and vote electronically.

SECTION 5: Closed Meetings: The Chair may call for closed meetings to include Members of the Board and only such invitees as the Board shall allow. The notice and quorum requirements of Section 3 of this Article 7 apply to special or closed meetings.

SECTION 6. Electronic Votes: If a vote of the Board is needed in a timely manner, an electronic vote of the Board may be conducted. The Chair or President & CEO shall attempt to contact all Board Members by any contact method on file with the Chamber. If it is a serious matter, as defined by the Chair, that requires full discussion and vote, a special meeting shall be called according to the previous sections. All votes outside a regularly scheduled meeting shall be added to the previous month's meeting minutes.

SECTION 7. Parliamentary Procedures: All meetings of the Board of Directors will follow the parliamentary procedures dictated in Robert's Rules of Order. All votes at meetings of the Board of Directors will be a simple majority vote, unless specifically stated otherwise herein.

ARTICLE 8 – PERSONNEL

SECTION 1. President & CEO: This position is an employee of the Chamber and reports directly to the Board of Directors. This position is responsible for duties assigned by the Board of Directors as stated in the job description. The President & CEO is expected to attend all Board meetings and present a report to the Board concerning the Chamber's activities since the preceding Board meeting. Except in an emergency, absences from Board meetings require prior approval of the Chair. Any changes to the President & CEO job description require a 2/3 majority vote of the Board. The Executive Committee shall conduct an annual evaluation of this position and keep it for the records. Any salary adjustments, as a result of the annual evaluation, shall be approved by the Board of Directors and shall be effective for the anniversary month of hire.

SECTION 2. Chamber Staff: The President & CEO, with Executive Committee guidance and Board of Directors approval, may create staff positions. The President & CEO, through resumes and interviews, shall fill approved staff positions. Staff evaluations shall be conducted by the President & CEO and salary recommendations shall be made to the Board of Directors through the Executive Committee. Prior to hiring staff, board members must be made aware and review the candidate credentials. Salaries not budgeted must be approved by the Board of Directors with a simple majority vote.

ARTICLE 9 – COMMITTEES

SECTION 1. Committee Role: Committee chairs must be an Active Member of the Chamber, and all committees must include at least one board Member or a staff Member. Committees investigate, strategize, and provide recommendations to the Board. Reports are submitted or presented at each Board meeting.

SECTION 2. Committee Management: the Board may create, adjust, or dissolve committees as needed.

SECTION 3. Purchases: No committee members shall contract any debt on behalf of the Chamber which shall in any manner render it liable for the payment of any sum, unless the same shall have been approved by the Board of Directors in the annual budget. Purchases or reimbursements to committee members must be pre-approved by the President & CEO.

SECTION 4. Ad Hoc Committees: Any appointed ad hoc committee of the Board of Directors, consisting of those members elected by the Board, shall meet only when conducting research on topics for the Board to vote upon, such as the evaluation of the President & CEO.

ARTICLE 10 – ELECTIONS

SECTION 1. Nominating Committee: No later than the September board meeting, the Executive Committee shall form the Board nominating committee along with a minimum of 2 other active board Members.

SECTION 2. Board Positions: The Executive Committee shall determine how many open board positions should be placed on the ballot.

SECTION 3. Qualifications: The Nominating Committee shall review candidates based on the following qualifications:

- a. Active Chamber Member:** The person nominated for a board member position (“Nominee”) organization must be an active Chamber Member for more than two years.
- b. Retired Members:** A past or retired business owner or key manager/decision maker.
- c. Professional Qualifications:** Ideal professional qualifications include business or organizational leadership experience, such as owners, executives, or managers with decision-making authority and strategic thinking skills. A well-rounded board also benefits from industry diversity, ensuring representation across sectors like retail, manufacturing, healthcare, finance, and education. Financial literacy is equally important, especially for roles involving budgeting, reviewing financial reports, and providing fiscal oversight, such as the treasurer position.
- d. Community Involvement:** Strong community involvement includes being active in the local community through volunteer work, civic leadership, or participation in local causes or nonprofits. It also involves having a solid understanding of local economic, political, and social issues that impact businesses. Individuals should be known for their positive reputation, demonstrating ethical behavior, collaboration, and respect within their field and the broader community.
- e. Commitment & Engagement:** Commitment and engagement are demonstrated through a willingness to serve by regularly attending meetings, events, and functions. Board Members should have the time available to actively participate in board duties, committee work, and special events. Additionally, they should be willing to provide financial support, either through personal contributions or by assisting with fundraising and sponsorship efforts.
- f. Strategic and Governance Skills:** Strategic and governance skills include the ability to think long-term and contribute to innovative solutions that support the organization's vision. Board Members should understand the roles, responsibilities, and fiduciary duties associated with governance. It is also valuable to have Members who are interested in or skilled at policy advocacy to assist with legislative or policy matters when needed.

g. Soft Skills & Values: Strong soft skills and shared values are essential, including a collaborative mindset that values teamwork, respects diverse opinions, and seeks consensus. Board Members should demonstrate integrity and accountability by being trustworthy and reliable in fulfilling commitments. Effective communication skills are also important, with the ability to confidently and clearly advocate for the Chamber's mission.

h. Additional Considerations. The Nominating Committee may consider any other lawful attributes or qualities during the hiring process as needed pursuant to specific hiring needs.

SECTION 4. Nominees: The proposed recommendations of nominees shall be presented during the October Board Executive Committee meeting and presented to the Board of Directors during the October regular meeting. After Board approval, the Committee will meet with prospective nominees to discuss Board Member roles and expectations. A copy of the current board Member agreement will be presented to the nominees.

SECTION 5. Election for Board of Directors: Nominations for the proposed Board of Directors shall be announced to the general Membership for their vote in October. After the ballot is prepared, the President & CEO shall send it electronically to each Active Members' primary contact on file. Each Chamber Member shall vote for the number of candidates indicated on the electronic ballot. Any ballot containing more votes than indicated shall be ruled invalid and shall NOT be considered in the election. Completed ballots shall be submitted to the Chamber office by the deadline indicated on the electronic ballot. Ballots received after the deadline shall be declared invalid and shall NOT be counted. Results shall be presented at the November board meeting for approval. Approved Members shall be invited to the December board meeting as guests with their term beginning at the January board meeting.

SECTION 6. Ratification: The President/CEO shall verify the votes and present the election results to the Board for a formal approval with 2/3 majority vote of approval.

ARTICLE 11 – CHAMBER FINANCES

SECTION 1. Expenses: Expenses exceeding the approved budget require Board approval. All budgeted expenditures shall be made by check, ACH or by an authorized Chamber debit/credit card. Two authorized signers must approve checks exceeding \$2,000. Executive Committee, along with the President/CEO, have the right to be signees on all Chamber Financial accounts and/or properties. In the event the President & CEO is unavailable for a period of two (2) days or more, the check may be signed by two of the authorized signers on the Chamber's depository accounts.

SECTION 2. Bids: The President & CEO shall oversee seeking bids for the purchase of single items or annual service contracts more than \$2,000 unless approved otherwise by the Board. At least 3 bids shall be sought unless the items to be purchased are unique to a single vendor. For all purchases, priority shall first be given to Members of the Chamber; second, to vendors located in Ozark, Missouri, or Christian County, Missouri; and then to vendors in the surrounding region. Taking the lowest bid is encouraged unless there are extenuating circumstances that justify deviation.

SECTION 3. Audit: An annual financial review shall be provided by a chosen CPA firm to present to the Board of Directors an overview of the previous year's financials. The Board shall hire a third-party company to perform a formal audit at a minimum of every two years within the first quarter of that year. A formal audit may be performed at any time when approved by a 2/3 vote of the Board.

ARTICLE 12 – AMENDMENTS

SECTION 1. Amendments: These Bylaws, or any part thereof, may be amended or revised at any time by a 2/3 majority vote of the Board of Directors at a regularly scheduled Board meeting.

ARTICLE 13 – ANNUAL PLANNING MEETING

SECTION 1. Planning Meeting: A planning meeting for the Chamber shall be held each year. The President/CEO and Executive Committee shall determine the agenda for the planning meeting. All Members of the Board of Directors and all Chamber staff are expected to attend.

ARTICLE 14 – POLITICAL ACTION

SECTION 1. Legislative Committee: All legislative action plans for the Chamber will be coordinated and planned, with Board approval. The purpose will be to research local and state level legislative issues that have the potential impact on the Ozark, Missouri economy. It is at the Board's discretion to have a formal Legislative Committee led by a current board Member.

SECTION 2. Advocacy: The Chamber shall not advocate for or against any regional, state or federal political or legislative issue until the topic has been researched and approved by the Board of Directors, and by a majority vote of the general Chamber membership through electronic vote. The Chamber shall not advocate for or against a City of Ozark, Missouri or Christian County, Missouri political or legislative issue until the topic has been researched, presented, and approved by the Board of Directors pursuant to the guidelines set forth in Article 4, Section 4 of these Bylaws.

SECTION 3. Endorsements: The Board or Chamber employees will NOT endorse any candidate for political office at any level. While representing the Chamber, Board Members and employees are prohibited from wearing campaign identifying buttons, clothing or other items at all while representing the Chamber or at a Chamber event.

SECTION 4. Board Member Political Campaigns: If any Member of The Board decides to run for a political office, they must suspend their position and voting rights until the election is over, and current term limits set forth in these Bylaws still apply. If elected, they must resign their position if a possible conflict, either real or apparent, exists with the duties of their newly-elected office. The Executive Committee of the Board of Directors shall determine whether such conflict exists and present to The Board for a vote to reinstate. The Board will reinstate said Board Member for that years term if no reason to deny otherwise exists under this Section 4.

SECTION 5. Employee Political Campaigns: If any employee of the Chamber decides to run for political office, they must notify the President/CEO and then be presented to the Board of Directors for temporary suspension with out pay during the campaign. If elected, they must resign their position if a possible conflict, either real or apparent, exists with the duties of their newly elected office. The Executive Committee of the Board shall determine whether such conflict exists and presents to the Board for a vote to reinstate. The Board will reinstate said Employee if no reason to deny otherwise exists under this Section 5.

SECTION 7. Ambassadors: Ambassadors of the Chamber should refrain from blatantly supporting any candidate for office while at any Chamber events. Ambassadors are welcome to support any candidate of their choice, however, any discussions and support of candidates should be done in the ambassador's personal time and not while they are representing the Chamber. Campaign apparel is also not allowed at any Chamber events where you are "officially representing" the Chamber of Commerce.

ARTICLE 15 – DISSOLUTION

SECTION 1. Distribution upon Dissolution: 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 to be selected by the Board of Directors as defined in Section 501(c)(6) of the Internal Revenue Code.

End of Bylaws

These Bylaws were voted and approved on January 13, 2026 by the Board of Directors and documented in the January 2026 meeting minutes.