

**MAIN STREET GENTRY, INC. PROGRAM/
GENTRY CHAMBER OF COMMERCE
BY-LAWS**

**ARTICLE I
NAME OF PRINCIPAL OFFICE OF CORPORATION**

SECTION 1. **ORGANIZATION NAME.** The name of this corporation shall be the MAIN STREET GENTRY, INC./GENTRY CHAMBR OF COMMERCE (hereinafter referred to as MSG/CC). The organization is also known as Main Street Gentry Chamber of Commerce. The Board of Directors of MSG/CC shall determine the principal offices from time to time.

**ARTICLE II
PURPOSE**

- SECTION 1. **PURPOSE.**
- A. **Main Street Gentry, Inc.** is organized to operate exclusively for charitable and educational purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United States Internal Revenue Law. Notwithstanding any other provision of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal Income Tax under Section 501 (c) (3) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United States Internal Revenue Law. No part of the net of Main Street Gentry, Inc. shall inure to benefit any of its members or any other individual, and the Main Street Gentry, Inc. shall not participate in or intervene in, any political campaign on behalf of any candidate for public office.
- B. **Gentry Chamber of Commerce** is organized for the purpose of revitalizing and developing Gentry as the business and cultural center of Western Benton County. The Chamber is an organization of business and community leaders serving as the voice of the business community; promoting planned economic growth and prosperity; fostering community interaction and pride; and providing education, leadership and support in this community's efforts to improve the quality of life of its citizens. The Gentry Chamber of Commerce provides support and services to businesses within Gentry and Western Benton County. The Chamber is the primary source for businesses and individuals seeking information on the business climate in a community. Representing the vocal point for businesses, the Gentry Chamber serves as the catalyst for business opinions and represents business needs in the community. As the collective voice, the Gentry Chamber of Commerce speaks from a much broader economic framework than individual businesses. Chamber members work together to enhance the economic, commercial and industrial development of Gentry and Western Benton County. No part of the Gentry Chamber of Commerce shall inure to benefit any of its members or any other individual, and the Gentry Chamber of Commerce shall not participate in or intervene in, any political campaign on behalf of any candidate for public office.

- C. **Main Street Gentry, Inc./Gentry Chamber of Commerce** operates cooperatively to support the city of Gentry and adjacent areas, including, but not limited to, all of the Gentry City Limits and the Gentry School District. Main Street Gentry, Inc. is the not-for-profit arm and works to meet the criteria, guidelines and standards of Main Street Cities. The Gentry Chamber of Commerce works to fulfill the usual responsibilities of a Chamber of Commerce. Together, Main Street Gentry, Inc. and the Gentry Chamber of Commerce not only address economic issues, they provide leadership in civil and social programming as well. Through innovative programs, they address a variety of issues such as health care concerns, education, community beautification, economic development, community revitalization, family and youth development, and crime prevention -- because community issues become business issues and have a great impact upon the overall business climate. MSG/CC believes a strong, dynamic business community benefits the entire community. The Gentry Chamber in conjunction with Main Street Gentry, Inc. is directly involved in our community to create the environment where people want to live and work.

ARTICLE III. PROGRAM AREA

SECTION 1. **AREA TO BE SERVED.**

- A. **Main Street Gentry, Inc.** The Program Area for Main Street Gentry, Inc. includes Main Street, HWY 59, HWY 59 Business, and State HWY 12 and two city blocks North, South, East and West of each of those streets/highways.
- B. **Gentry Chamber of Commerce.** The Gentry Chamber of Commerce serves the City of Gentry and all areas within the Gentry School District, as well as other areas adjacent to or near the city in Western Benton County.

ARTICLE IV MEMBERSHIP

SECTION 1. **MEMBERSHIP CLASSES.** The classes of members of the MSG/CC shall be as follows:

- A. Individual members – individuals who reside in the Gentry city limits or school district.
- B. Family members – families who reside in the Gentry city limits or school district.
- C. Business members - owners and professionals within the Gentry City limits or school district.
- D. Property Owners - owners within the Main Street Gentry, Inc. boundaries who own property but do not reside or operate businesses within the property.
- E. Associate Members – non-voting members who are non-residents of Gentry who wish to support Main Street Gentry, Inc. or the Gentry Chamber of Commerce.
- F. Sponsoring members – Non-voting members, including individuals, families, professionals or businesses, that wish to provide support to Main Street Gentry, Inc. or the Gentry Chamber of Commerce.

SECTION 2. **DUES.** The Board of Directors shall establish annual dues as it deems appropriate. Such establishment of dues shall include method of payment and application procedure.

- SECTION 3. **MEMBERS.** Any business, organization or individual interested in supporting the purposes of MSG/CC may become a member by completing and submitting an application in such form as the Board of Directors shall prescribe, and subject to the payment of such dues as the Board of Directors may establish. Each active member shall be entitled to one vote.
- SECTION 4. **RESIGNING MEMBERSHIP.** Any member may resign from membership in the MSG/CC upon giving written notice thereof to the Secretary of the MSG/CC. Such resignation shall specify the reason thereof and the effective date thereof. Members who resign from membership shall not be entitled to any refund of dues therefore paid.
- SECTION 5. **SUSPENSION OF VOTING PRIVILEGES.** The Board of Directors may, at its discretion, suspend the voting privilege of any member who has been and remains in default of his or her financial obligations to the MSG/CC for a period of six (6) months or longer.

ARTICLE V MEMERSHIP MEETINGS

- SECTION 1. **ANNUAL MEETING.** An annual meeting of the membership shall be held in each calendar year at such time and place as may be determined by the Board of Directors for the purpose of electing officers and directors and transacting such other business as may be properly brought before the meeting.
- SECTION 2. **SPECIAL MEETINGS.** Special meeting of the membership shall be held at any time and place as may be designated in said notice of such meeting, upon call of the President or Board of Directors either at their own request or upon written petition by at least ten (10) active members.
- SECTION 3. **NOTICE OF MEETINGS.** Written notice of every meeting of the membership, stating the place, date and hour of the meeting shall be given either personally, by E-Mail, or by mail to each member not less than five (5) days nor more than ten (10) days before the date of the meeting. If mailed, such notice shall be deemed delivered when deposited to the United States mail with postage thereon prepaid, addressed to the members at their address as they appear on the MSG/CC's record of membership. Attendance of a member at a membership meeting shall constitute a waiver of notice of such meeting, or manner in which it has been called or convened, except when a member attends a meeting solely for the purpose of stating, at the beginning of the meeting, any such objection to the transaction of any business. Other interested parties shall be given such notice of meetings as the Board of Directors shall deem appropriate.
- SECTION 4. **QUORUM.** Ten percent (10%) of the active members, present in person or represented by proxy, shall constitute a quorum for the transaction of business at all meetings of the membership, except as otherwise provided by statute, by Articles of Incorporation or by these Bylaws. If a quorum is not present or represented at any meeting of the membership, a majority of the members entitled to vote thereat, present in person, may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present or represented. If the adjournment is for more than 30 days, a notice of the adjourned meeting shall be given to each member.

SECTION 5. **MAJORITY.** When a quorum is present or represented by proxy at any meeting, the vote of a majority of the active members present in person or represented by proxy shall decide any questions brought before such meetings, unless the Articles of Incorporation or these Bylaws require a different vote, in which case such express provisions shall govern and control the decision.

SECTION 6. Roberts Rules of Order shall govern anything not governed by this document.

ARTICLE VI BOARD OF DIRECTORS

SECTION 1. **ELECTION OF DIRECTORS.** A board of twelve (12) Directors elected by the members eligible to vote shall govern the MSG/CC. The term of office for each Director shall be three (3) years, except that the term of office for the members of the first Board of Directors shall be as follows:

- A. Four shall be elected for four years.
- B. Four shall be elected for three years.
- C. Four shall be elected for two years.

Thereafter, four (4) Directors shall be elected at each annual meeting of the members. Nominations to the Board shall be made by the Nominations Committee appointed by the Board and shall be set forth in the notice of the annual meeting. Each Director shall hold office for the term for which he/she is elected and until his/her successor shall have been elected and qualified. Directors in office may be re-elected for one consecutive term.

SECTION 2. **VACANCY IN BOARD OF DIRECTORS.** Any vacancy occurring in the Board of Directors (other than a vacancy resulting from the normal expiration of a term of office) may be filled by the affirmative vote of a majority of the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his/her predecessor in office. Any Director may resign by submitting written notice of resignation to the Secretary or Executive Director. Any Director may be removed from office at anytime with or without cause by the affirmative vote of two-thirds of the Directors in office. Any member of the Board of Directors who is absent from three (3) consecutive regular meetings without just cause for such absence may be removed as a member of the Board of Directors by a vote of two-thirds of the Directors in office.

SECTION 3: **EXECUTIVE DIRECTOR.** The Executive Director of the MSG/CC shall be a non-voting member of the Board of Directors and shall be present at all meetings of the Board of Directors.

SECTION 4: **MEETINGS OF BOARD OF DIRECTORS.** The Board of Directors of the MSG/CC may hold regular and special meetings. Regular meetings shall be held not less than six (6) times each year. Special meetings of the Board of Directors may be called by the President or by the Executive Committee or by four (4) or more Directors. Written notice of the time, place and agenda for both regular and special meetings shall be given to each Director either by personal delivery, by E-mail, by mail, phone at least one (1) day before the meeting.

SECTION 5: **QUORUM FOR BOARD OF DIRECTOR MEETINGS.** At all meetings of the Board of Directors, a majority thereof shall constitute a quorum for the transaction of business. If a quorum shall not be present at any meeting of the Board, the Directors present may adjourn the meeting from time to time, without written notice other than announcement at the meeting, until a quorum shall be present.

SECTION 6: **ACTION WITHOUT BOARD OF DIRECTOR MEETING.** Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting, if all members of the Board consent thereto in writing, setting forth the action so taken, and the writing or writings are filed with the minutes of the proceedings. Such consent shall have the same force and effect as a unanimous vote of the Board *of Directors.*

SECTION 7: BOARD OF DIRECTORS ORIENTATION. All new members of the Board of Directors shall participate in an orientation program familiarizing them with the goals and objectives of MSG/CC and with their responsibilities. The Membership Committee and the Executive Director will conduct the Orientation session.

ARTICLE VII COMMITTEES

SECTION 1: **STANDING COMMITTEES.**

- A. **Main Street Gentry, Inc.** shall have at least *five (5)* standing committees, which shall be entitled: Promotion, Design, Economic Restructuring, Membership and Executive. The committees shall consist of not less than three (3) members and shall have a chairperson who is a member of the Board of Directors of the MSG/CC who shall be responsible for directing and coordinating the affairs of the committee. The terms of the committees shall be for one year commencing at the time of the annual membership meeting.
- B. **Gentry Chamber of Commerce** shall have at least five (5) standing committees, which shall be entitled: Membership, Economic Development, Finance and Fund Development, Promotion Committee, and Executive Committee. The committees shall consist of not less than three (3) members and shall have a chairperson who is a member of the Board of Directors of the MSG/CC who shall be responsible for directing and coordinating the affairs of the committee. The terms of the committees shall be for one year commencing at the time of the annual membership meeting.
- C. MSG/CC Committee Responsibilities:
 - 1. **Membership Committee** (Joint MSG and CC Committee). The Membership Committee shall promote membership in both Main Street Gentry, Inc. and the Gentry Chamber of Commerce. It shall provide training and development opportunities for members and citizens. The Membership Committee will plan, implement and evaluate the annual membership drive and new board member training. The Membership committee will work closely with Leadership Benton County to identify individuals from MSG/CC for participation in that program. The Vice President shall chair the Membership Committee.

2. **Economic Development Committee.** (Gentry Chamber of Commerce Committee) The Economic Development Committee shall promote economic development in Gentry. The Economic Development Committee shall seek out new businesses and economic development opportunities; provide assistance to new and existing businesses; prepare and distribute information related to opportunities for business in Gentry; serve as a liaison between businesses and the board of directors. The President shall chair the Economic Development Committee.
3. **Economic Restructuring Committee.** (Main Street Gentry, Inc. Committee.) The Economic Re-structuring committee shall provide leadership and guidance to those working to refurbish, restore or renovate buildings, parks or green spaces within the Main Street Gentry, Inc. program area. This committee shall work closely with the Finance and Fund Development Committee.
4. **Finance and Fund Development Committee.** (Gentry Chamber of Commerce Committee) The Finance and Fund Development Committee shall prepare the budget for the Gentry Chamber of Commerce, be responsible for expenditures and fund seeking. The Finance and Fund Development Committee shall consist of the past president, the past treasurer, the Executive Director and at least three (3) other MSG/CC members. The Finance and Fund Development Committee shall work closely with the Main Street Gentry, Inc. Economic Restructuring Committee to identify funds for community enhancement, rehabilitation, renovation, etc. The Treasurer shall chair the Finance and Fund Development Committee.
5. **Promotion Committee.** (Joint Main Street Gentry, Inc. and Gentry Chamber of Commerce Committee) The Promotion Committee shall work to enhance participation in MSG/CC activities. The Promotion Committee shall provide leadership to annual community events, i.e., Easter Egg Hunt, Independence Day Celebration, Trick or Treat on Main Street, Fall Fest/Pioneer Days, and the Christmas Parade and other Holiday Activities. This Committee shall identify volunteers from both MSG/CC members and other citizens of the community to carry out MSG/CC community activities. The Promotion Committee shall have the authority to name sub-committees for each community event or sub-section of an event if appropriate and desirable. The President Elect shall chair the Community Events Committee.
6. **Design Committee** (Main Street Gentry Committee) The Design Committee shall provide leadership and direction to the design of business fronts, park and green space areas, and other buildings within the Main Street Gentry, Inc. program area.
7. **Executive Committee.** (Joint Main Street Gentry and Gentry Chamber of Commerce Committee) The Executive Committee shall consist of the President, President Elect, Vice President, Secretary, Treasurer, and Executive Director

(non-voting), and shall exercise the authority of the Board of Directors in the management of the MSG/CC.

SECTION 2: **AD HOC COMMITTEES.** The President may appoint other ad hoc committees as appropriate. These ad hoc committees do not have and may not exercise the authority of the Board of Directors in the management of the Program, but are to report back to the Board of Directors at identified appropriate times. It is desirable, although not mandatory, that a member of the Board of Directors chair ad hoc committees and consist of at least three (3) other members of MSG/CC or individuals with appropriate expertise.

ARTICLE VIII OFFICERS

SECTION 1. **OFFICERS.** The officers of the MSG/CC shall be elected annually by the membership and shall consist of a President, President Elect, Vice President, a Secretary, and a Treasurer, and such other officers as may be deemed necessary.

SECTION 2. **ELECTION OF OFFICERS.** Officers shall be elected at the annual meeting of the membership. All officers shall be elected by a majority of the eligible voting members present in person.

SECTION 3. Except as here in after provided, the officers of the MSG/CC shall each have such powers and duties as generally pertain to their respective offices, as well as those that from time to time may be conferred by the membership or the Board of Directors.

- C. **PRESIDENT.** The President shall
1. Preside at all business meetings, but may at his or her discretion or at the suggestion of the Board of Directors arrange for another officer to preside at other meetings.
 2. Serve as the Governmental Liaison for the Gentry Chamber of Commerce by staying abreast of local, county, regional, state and national issues that may impact Gentry businesses and citizens. As Governmental Liaison the President shall report to the community and MSG/CC through news releases, reporting sessions, and sharing sessions with local, state and national political leaders, i.e. legislative breakfast, Leadership Gentry and Board trips to Legislative/Congress sessions, town hall meetings on issues.
 3. Serve as the Chair of the Economic Development Committee. The Economic Development Committee shall promote economic development in Gentry. The Economic Development Committee shall seek out new businesses and economic development opportunities; provides assistance to new and existing businesses; prepares and distribute information related to opportunities for business in Gentry; serves as a liaison between businesses and board of directors.
 4. The President shall perform other such duties as are usually incumbent upon that officer and such duties as may be directed by resolution of the Board of Directors.
 5. The President's term of office shall be one year and shall commence on January 1.

A. **PRESIDENT ELECT.** The President Elect shall:

1. The President Elect shall chair the Promotion Committee and shall have responsibility for all planned Community Events, i.e., Easter Egg Hunt, Independence Day Celebration, Pioneer/Fall Fest, Trick or Treat on Main Street, and the Christmas Parade and related Holiday Events.
2. The President Elect shall serve a one year term of office and shall commence on January 1.

B. **VICE PRESIDENT.** The Vice President shall

1. Fill in for the President in the absence of the president.
2. Serve as the Chair of the Membership Committee.
3. Shall coordinate with Leadership Benton County to involve Gentry citizens and MSG/CC members in the intensive leadership program involving classroom work and community payback in volunteer work within the community.
4. Provide leadership to the Leadership Gentry program by planning, implementing and evaluating an annual leadership seminar for Gentry businesspersons, community leaders and citizens who have the potential to provide significant leadership to the community in the future. Leadership Gentry will be designed to enhance individual leadership skills that will be used to promote business, economic, and community development opportunities in Gentry.
5. Have such duties and responsibilities as the President or Board of directors may from time to time prescribe.

C. **SECRETARY.** The secretary shall

1. Record and maintain in good order minutes of all MSG/CC Board of Director and Membership meetings.
2. Assist the Executive Director in maintaining in good order all records and correspondence of the MSG/CC.
3. Provide the Executive Director with copies of minutes of meetings with 10 days for MSG/CC files. The Executive Director will make copies of minutes and provide to the Board of Directors at regularly scheduled meetings.
4. Maintain the history of MSG/CC and Gentry.
5. Prepare a scrapbook for the President to be presented at annual chamber banquet at end of his/her term
6. Provide leadership to historical activities.
7. Have such other duties as may be assigned by the membership or the Board of Directors.

D. **TREASURER.** The Treasurer shall:

1. Assist the Executive Director in maintaining in good order all financial records of the program MSG/CC.
2. Chair the Finance and Fund Development Committee.
3. Have other duties as may be assigned by the membership or the Board of Directors.

E. **TEMPORARY OFFICERS.** In case of the absence or disability of any officer of *MSG/CC* and of any person authorized to act in his or her place during such periods of absence

or disability, the President may from time to time delegate the powers and duties of such officer to any other officer or any other member.

ARTICLE IX
EXECUTIVE DIRECTOR

SECTION 1: **EXECUTIVE DIRECTOR.** The *Executive Director* of the MSG/CC shall manage the daily operations of the MSG/CC. The Executive Director shall be responsible for coordinating the implementation of the MSG/CC's policies and projects and such other duties as the Board of directors may require. The Executive Director shall receive for his/her services such compensation as may be determined by the Board of Directors.

ARTICLE X
FINANCES

SECTION 1: Except as the Board of Directors may generally or in particular cases authorize the execution thereof in some other manner, all checks, drafts and other instruments of payment of money and all instruments of transfer of securities shall be signed in the name and on behalf of the MSG/CC by two members of the Executive Committee (President, President Elect, Vice President, Secretary or Treasurer.)

SECTION 2: All funds of the MSG/CC shall be deposited from time to time to the credit of the MSG/CC in such banks, trust companies and other depositories as the Board of Directors may select.

SECTION 3: The Board of Directors may accept on behalf of the MSG/CC any contribution, gift, bequest or device for the general purpose or for any special purpose of the MSG/CC.

SECTION 4: With 30 days of the election of the Board of Directors each year, the Board shall approve a MSG/CC Budget for the fiscal year. The Executive Director will prepare the Budget with input from the new and past treasurer's and other members of the Board of Directors as appropriate. The approved budget will be reviewed and revised periodically as deemed necessary by the Board.

**ARTICLE XI
GENERAL PROVISIONS**

- SECTION 1: The fiscal year of the MSG/CC shall begin the first day of January and end on the last day of December in each year.
- SECTION 2: The corporate seal shall have inscribed thereon MAIN STREET GENTRY and the words "Corporate Seal" and "Arkansas". The seal may be used by causing it to be affixed or reproduced or otherwise shown. In the event it is inconvenient to use such a seal at any time, the signature of Main Street Gentry followed by the word "Seal" enclosed in parentheses shall be deemed the seal of Main Street Gentry, Inc.
- SECTION 3: Not later than three (3) months after the close of each fiscal year, the MSG/CC shall prepare:
- A. A balance sheet showing in reasonable detail the financial condition of the MSG/CC at the close of the fiscal year;
 - B. A statement of the source and application of funds showing the results of operation of the MSG/CC during the fiscal year.

**ARTICLE XII
AMENDMENTS**

- SECTION 1: The Board of Directors shall have the power to alter, amend or repeal the Bylaws or adopt new Bylaws by a two-thirds vote of the Directors present at any duly called meeting of the Board, provided that no such action shall be taken if it would in any way adversely affect the MSG/CC.