



**BYLAWS OF  
HISPANIC CHAMBER OF COMMERCE OF  
METROPOLITAN ST. LOUIS**

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**ARTICLE I  
NAME, PURPOSE OF CORPORATION AND OFFICE**

SECTION 1: The name of this Corporation shall be “Hispanic Chamber of Commerce of Metropolitan St. Louis.”

SECTION 2: The purpose of the corporation shall be those purposes stated in the Articles of Incorporation to which express reference is hereby made.

SECTION 3: The Hispanic Chamber of Commerce of Metropolitan St. Louis is incorporated under the laws of the State of Missouri and its principal office shall be at such a place in Missouri as determined by the Board of Directors.

**ARTICLE II  
MEMBERSHIP**

SECTION 1: QUALIFICATIONS: a) Any person, firm, or corporation, engaged in a trade, business, finance, or a profession, or allied thereto, may become a member of this Corporation. b) Any person may be elected a member of the Corporation by the Board of Directors, and at the option of the Board may be relieved from paying dues.

SECTION 2: ELECTION OF MEMBERS: Application for membership shall be made in writing to the Board of Directors, and the application shall be regarded as proof of the applicant’s interest in, sympathy, and adherence with the purposes of the Corporation, if approved, to these Bylaws and rules or regulations of the Corporation. Election to membership shall require a majority vote of the Board of Directors.

SECTION 3: Hispanic businesses and professionals should constitute at least 51% of the members of this Corporation.

SECTION 4: HONORARY MEMBERS: The Board of Directors may, in its discretion, elect honorary members by majority vote. Honorary members shall be exempt

from payment of any fees or dues whatsoever and shall be entitled to all the privileges of regular members except the right to hold office.

SECTION 5: RESIGNATION: Any member may withdraw from the Corporation upon giving written notice of such intention to the President which shall be presented to the Board of Directors by the President at the first meeting after its receipt and upon acceptance.

SECTION 6: SUSPENSION: Any member may be suspended for a period or expelled for cause such as violation of any of the Bylaws of the Corporation, or for conduct prejudicial to the best interests of the Corporation. Suspension or expulsion shall be by a two-thirds vote of the Board of Directors, provided that a statement of the charges shall have been mailed by certified mail to the member under charges at the last recorded address at least 20 days before a vote is taken thereon; this statement shall be accompanied by a notice of the time, date and place where the Board of Directors is to take action on the matter. The member shall be given an opportunity to present a defense at the meeting orally, or in writing beforehand, and the suspension or expulsion shall be effective no sooner than five days after the meeting.

### ARTICLE III DUES

SECTION 1: ANNUAL DUES: The Board of Directors may determine from time to time the amount of the initiation fee and annual dues as approved by the members payable annually to the Corporation by members.

SECTION 2: PAYMENT OF DUES: Dues shall be payable in advance on the date set forth for each member.

SECTION 3: DEFAULT AND TERMINATION OF MEMBERSHIP: When any member shall default in the payment of dues, fees or other amounts due to this Corporation for a period of three months, the membership may thereupon be terminated by the Board of Directors.

### ARTICLE IV BOARD OF DIRECTORS

SECTION 1: Except as otherwise required by law, the Articles of Incorporation or these Bylaws, the entire control over the business and affairs of the Corporation shall be vested in the Board of Directors.

SECTION 2: The Board of Directors of the Corporation shall consist of fifteen (15) members of this Corporation. The number of Directors may be decreased or increased by amendments to these Bylaws but shall not be less than three.

SECTION 3: Individuals that are business owners or professionals must be more than 51 percent of the directors. Individuals that represent members that are corporations, government agencies, or nonprofit organizations may serve as directors but their number must be less than 49 percent of the directors.

SECTION 4: At each annual meeting of the Corporation, there shall be an election by ballot to elect a number of directors equal to that of those whose terms have expired. The annual meeting of the Corporation will be held in October.

SECTION 5: The regular term of service for directors is three years. At the expiration term of a regular three-year term, directors may be reelected only once, for a total of six successive years. Directors that serve two successive three-year terms cannot be reelected for another term at the conclusion of their second consecutive term. These directors may opt for election to the board of directors after a period of one year has passed.

SECTION 6: In order to qualify as a candidate for election as a Director, the individual should have been a member in good standing of this Corporation for at least six (6) months prior to the election.

SECTION 7: The President shall be the chairperson of the Board who shall preside over Board meetings and shall exercise one vote only in the event of a tie.

SECTION 8: The new Board of Directors assumes its role on January 1 of each year.

SECTION 9: A Director may be removed as follows:

- a) Any one or more Directors elected by the members may, without cause, be removed by the members. A Director may be removed by the members only if the number of votes cast to remove the Director would be sufficient to elect the Director at a meeting to elect Directors. A Director elected by members may be removed by the members only at a meeting called for the purpose of removing the Director. The meeting notice must state that the purpose, or one of the purposes, of the meeting is removal of the Director.
- b) A Director elected by the Board of Directors may be removed without cause by a vote of two-thirds of the Directors then in office; provided,

however, that a Director elected by the Board to fill the vacancy of a Director elected by the members may be removed without cause by the members, but not by the Board.

- c) Any Director may be removed for cause by a two-thirds vote of the Directors then in office for (1) -a violation of the Board of Director's Code of Ethics, (2) conduct detrimental to the best interests of the Corporation, or (3) the failure to attend three successive meetings of the Board of Directors, unless the absences are excused by the Board upon written presentation of reasonable cause on the part of the Director. A statement of the charges shall be mailed by certified mail to the Director at least 20 days prior to any vote, and the notice shall state the time, date and place of the meeting where the Board of Directors is to take action. The Director shall have the opportunity to present a defense at the meeting orally, or in writing beforehand.

SECTION 10: Vacancies in the Board of Directors shall be filled by vote of a majority of the remaining members of the Board of Directors, and each Director so elected shall be director for the remainder of the unexpired term of the predecessor. A vacancy shall be deemed to exist when a Director resigns, dies, lacks qualification or is removed per Section 9 above.

SECTION 11: The Directors will serve without compensation; provided, however, that any Director may, in the Board's discretion, be reimbursed for actual expenses reasonably incurred in rendering service to this Corporation.

SECTION 12: All members of the Board of Directors must remain in good standing as members of the Corporation during their entire term.

## ARTICLE V NOMINATIONS, ELECTIONS AND VOTING OF DIRECTORS

SECTION 1: All nominations of candidates to be directors shall be submitted to the nominating committee. The nominating committee shall consist of five members (at least two of whom are Directors) and shall be appointed by the Board at least 60 days prior to the election. The nominating committee shall advertise the opening of nominations, gather the names of the nominees submitted, ensure their qualification as required by these Bylaws and any Board policies and procedures, and aim to have more candidates than number of vacancies identified. The list of all qualified nominees will be forwarded to the Board at least 30 days before the election. Names of any non-qualified nominees will be submitted separately with an explanation as to why such nominees lacked qualification.

SECTION 2: The President shall distribute to all members of the Corporation no later than twenty days prior to the election, a list of the qualified nominees presented by the nominating committee.

SECTION 3: All voting shall be by ballot. Upon distribution to the members of the qualified nominees, the Corporation may conduct early voting on the nominees by written or electronic ballot. A number of nominees corresponding with the number of directors to be elected who receive the highest number of votes shall be declared elected. Cumulative voting will not be permitted.

SECTION 4: Proxy voting shall not be allowed.

SECTION 5: The President shall appoint and submit to the Board of Directors for approval a panel of three judges who are not members of the Board of Directors or candidates for election as such to have supervision of the election, and such panel shall serve from the opening of the polls until the result has been ascertained.

## ARTICLE VI OFFICERS

SECTION 1: The officers of the Corporation shall be a President, a Vice-President, a Secretary, and a Treasurer, all of whom shall be members of the Board of Directors.

SECTION 2: Before being eligible to be President, an individual must have been a member of the current Board of Directors for at least one (1) year.

SECTION 3: The officers shall be elected by the Board of Directors with a majority vote from the Board members who will be seated at the start of the next fiscal year. All officers shall be elected at the November meeting and will take office at the start of the fiscal year.

SECTION 4. All officers shall have a term of one year.

SECTION 5: The officers shall have the following duties respectively:

- a) President - It shall be the duty of the President to preside at all meetings of the members of the Corporation. It shall be the further duty of the President to have the general management of the business of the Corporation, including without limitation, general supervision of the Corporation's employees. The President shall have all of

the powers and duties which are usually vested in the office of the president of a corporation.

- b) Vice-President - It shall be the duty of the Vice-President to perform the duties of the President in case of the latter's absence or disability as well as other duties which may be prescribed to be performed by the President or the Board of Directors.
- c) Secretary - The Secretary shall be the chief administrative officer of the Corporation. It shall be the duty of the Secretary to conduct the official correspondence, preserve all books, documents and communications, and maintain or cause to be maintained an accurate record of the proceedings of the Corporation. The Secretary shall perform such duties as may be incident to the office, subject to the direction of the Board of Directors. In the absence of the President and the Vice-President, the Secretary should perform the duties of the President.
- d) Treasurer - If required by the Board of Directors, the Treasurer shall be bonded, at the Corporation's expense, for the faithful discharge of duties in such sum and with such surety or sureties as the Board of Directors shall determine. The Treasurer shall:
  - 1. Have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article X of these Bylaws; or cause any of the foregoing to be performed.
  - 2. In general, perform all the duties incident to the office of treasurer and such other duties as from time to time may be assigned by the President or by the Board of Directors.
  - 3. The Treasurer will designate, annually, a Certified Public Accountant (CPA) to audit the Corporation's financial records each year, if such audit is deemed necessary by the Board of Directors. The designee may be a member of the Corporation, but not a Director.

SECTION 6: The Board, by majority vote, may remove any officer, employee, or agent of this Corporation at any time with or without cause, but such removal shall not affect the contract rights, if any, of the person so removed or discharged. If any vacancy shall occur in any office by reason of resignation, death, removal, or disqualification, the

President shall appoint any member of the Board of Directors to fill such vacancy for the unexpired term of office vacated, with a majority approval of the Board.

ARTICLE VII  
MEETINGS OF THE MEMBERS

SECTION 1: The annual meeting of the members of the Corporation at which the directors of the Corporation shall be elected shall be held during the month of October each and every year. The meeting shall be held at such place, date and time as shall be selected by the Board of Directors.

SECTION 2: The President and Treasurer shall present at the annual meeting a written report showing the assets owned and the liabilities of the Corporation; the expenses and disbursements and receipts of the Corporation for the year immediately preceding the meeting, and the application or uses for which said disbursements and expenses were made; and such other information concerning to the Corporation as may be deemed relevant.

SECTION 3: Notice of the annual meeting shall be sent to each member of the Corporation at least two weeks before the date of such meeting and shall state the date, place, time and purpose thereof.

SECTION 4: Special meetings of the members may be called by the Board of Directors or its Executive Committee, or upon petition to any officer by five percent (5%) of the members. At any special meeting of members, only such business as is stated in the call for such meeting shall be transacted.

SECTION 5: The presence of at least ~~one-third~~ten percent (10%) of the members constitutes a quorum at any meeting of the members.

ARTICLE VIII  
MEETINGS OF THE BOARD OF DIRECTORS

SECTION 1: The order of business at any meeting of the Directors of the Corporation shall be as follows:

- a. Roll call
- b. Reading of minutes of previous meeting and action thereon
- c. Financial report or statement
- d. Reports from President and other officers
- e. Reports of Committees
- f. Unfinished business

- g. Seating of new Directors (if necessary)
- h. Election of Officers (if necessary)
- i. New or miscellaneous business

SECTION 2: The Board of Directors shall hold regular monthly meetings at such time and with such notice as it may in its own discretion determine.

SECTION 3: Special meetings of the board of directors may be called at any time by the President or by one-third of the members of the Board of Directors upon at least two days' notice to each director given personally, or by mail, or telephone, or electronic means.

SECTION 4: Fifty-one percent of the members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of Board of Directors.

SECTION 5: Board meetings are open to the general membership and are open to other persons at the discretion of the Board.

SECTION 6: Any action which is required to be or may be taken at a meeting of the Directors may be taken without a meeting if all members of the Board agree in writing. Any approval sent by electronic means, including without limitation, electronic mail, shall be deemed to be a written approval. The approvals shall have the same force and effect as a vote at a meeting duly held and may be described as such in any document.

## ARTICLE IX COMMITTEES

SECTION 1: These Bylaws and the Board of Directors shall authorize and define the powers and duties of all committees of the Board and all other committees of this Corporation. The following committees shall be committees of the Board: (a) the executive committee, (b) if constituted, the audit committee, compensation committee, and Bylaws committee, and (c) any other committees of the Board that the Board may, in its discretion, authorize and define.

SECTION 2: The Board of Directors shall appoint each committee of the Board, which shall consist solely of Directors, and each other committee of this Corporation. All committee members will serve at the pleasure of the Board.

SECTION 3: The executive committee shall be composed of the President, the Vice-President, the Secretary, the Treasurer and one additional Director selected by the President and approved by the Board.

SECTION 4: In the interim between meetings of the Board, the executive committee shall have charge of the routine business of the Corporation. It shall have general charge of the finances and property of the Corporation and shall have authority to order disbursements for necessary expenses in accordance with the annual budget approved by the Board. Upon election, it shall prepare and submit or cause to be prepared and submitted to the Board an annual budget of the general expenses of the Corporation for that year which the Board shall approve at the first meeting of the year.

SECTION 5: The executive committee may refer matters brought before it to the Board.

SECTION 6: All recommendations for expenditures outside the annual budget shall be submitted to the executive committee, whose recommendations shall be submitted to the Board.

SECTION 7: Budget Rules for Projects and Committees: All projects must have a budget previously approved by the Board. In any instance in which the approved budget will be exceeded by more than 10%, immediately upon such fact becoming evident or likely, the committee or individual in charge of the project shall communicate with the Board and obtain approval for such overage. The proposed overage must in any case exceed \$100 in order for this provision to be triggered.

## ARTICLE X CONTRACTS, LOANS, CHECKS AND DEPOSITS

SECTION 1: CONTRACTS: The board of directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and in behalf of the Corporation, and such authority may be general or confined to specific instances.

SECTION 2: LOANS: No loans shall be contracted on behalf of the Corporation and no evidences or indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

SECTION 3: CHECKS, DRAFTS, ETC.: All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness issued in the name of the Corporation in excess of one thousand dollars (\$1,000) shall be signed by the President and by the Treasurer. Only one signature is required for those up to one thousand dollars (\$1,000), that of either the President or the Treasurer.

SECTION 4: DEPOSITS: All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

ARTICLE XI  
FISCAL YEAR

The fiscal year of the Corporation shall begin on the 1<sup>st</sup> day of January.

ARTICLE XII  
WAIVER OF NOTICE

Whenever any notice whatever is required to be given under the provisions of these Bylaws or under the provisions of the Articles of Incorporation or under the provisions of the General Not For Profit Corporation Act of Missouri, waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XIII  
AMENDMENTS

SECTION 1: The Bylaws of this Corporation may be amended or new Bylaws adopted only upon the approval of either two-thirds of the members voting or a majority vote of all members, whichever is less. Any Bylaw amendment must also be approved by the Board of Directors, unless the amendment relates to the number of Directors, the composition of the Board, the term of office of the Directors or the method or way in which Directors are elected or selected. This Corporation shall keep at its principal office a copy of the Bylaws, as amended, which shall be open to inspection by any member at all reasonable times during office hours.

SECTION 2: Any amendment to the Bylaws requiring approval of the Board must be submitted to the Board for consideration at least fifteen (15) days before the Board meeting at which such amendment is to be considered. At such Board meeting, the Board may, in its discretion, accept or reject, in whole or in part, or amend any such amendment submitted for its approval.

SECTION 3: Any amendment to the Bylaws must be submitted to the members for approval at a membership meeting. Notice of the meeting to consider changes to the Bylaws shall be sent to each member of the Corporation by the Secretary at least two weeks before the date of such meeting and shall state the date, place, time and that the purpose or one of the purposes of the meeting is to consider a proposed amendment to the Bylaws.

The notice must contain a copy of the amendment and the rationale for the changes. Upon distribution to the members of the notice, the Corporation may conduct early voting on the amendment by written or electronic ballot.

SECTION 4: Enacting Bylaw Amendments: Upon adoption, Bylaw amendments go into immediate effect.

#### ARTICLE XIV SEAL

The Board of Directors shall provide a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the name of the Corporation and the words, “Corporate Seal, Missouri”.

#### ARTICLE XV RULES OF PROCEDURES

The proceedings and business of this Corporation shall be governed by Robert’s Rules of Order in its latest edition, unless otherwise provided herein.

#### ARTICLE XVI DISSOLUTION

Upon dissolution of the Corporation no part of its assets or funds shall be distributed to the members of the Corporation. On dissolution of the Corporation, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific or philanthropic organization serving the Hispanic community to be selected by the Board of Directors. Such disposition shall be in accordance with existing laws, regulations and practices in force at the time of disposition.

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HCC/Bylaws  
Composed by GAR: 12-23-1997  
Redesigned by GAR: 08-14-2001  
Amended on October 25, 2001  
Amended on November 20, 2003  
Amended on October 30, 2008