

## **Greater Blythewood Chamber of Commerce**

### **By-laws**

#### **Article I: General**

##### **Section 1: Name**

This organization is incorporated under the laws of the State of South Carolina and shall be known as the Greater Blythewood Chamber of Commerce (Chamber).

##### **Section 2: Mission**

The mission of the Greater Blythewood Chamber of Commerce is to serve as the voice of business and to proactively create an environment for dynamic community and economic growth by providing leadership, creative ideas, innovative programs, and superior value to our members.

##### **Section 3: Limitations of Methods**

The Greater Blythewood Chamber of Commerce shall observe all local, state, and federal laws that apply to a non-profit organization.

#### **Article II: Membership**

##### **Section 1: Eligibility**

Any person, association, corporation, limited liability company, partnership, or estate having an interest in the objectives of the organization shall be eligible to apply for membership. Furthermore, any individual that is employed by or officially associated with an active member in good standing (dues current) shall be considered a representative member and enjoy the benefits of membership accordingly as described in Article II, Section 6 of this document.

##### **Section 2: Election (How application is made, received, and approved)**

Applications for membership shall be on forms provided by the Chamber. Any applicant shall become a member upon payment of the regularly scheduled membership fee as provided in Section 3 of Article II.

##### **Section 3: Membership Fee**

A. General membership fees shall be at such rate(s), schedule(s), or formula(s) as may be from time to time prescribed by the Board of Directors of the Chamber, payable in advance.

B. The Board may institute programs that provide various levels of benefits in addition to the benefits enjoyed through the general membership fees. The Board may require additional fees, dues, or rates for these programs above and/or beyond the general membership fees referenced in paragraph A of this Section.

##### **Section 4: Termination (Resignation, expulsion, and delinquency)**

A. Any member may resign from the Chamber upon written request to the Board of Directors.

B. All Chamber members shall be billed for dues thirty (30) days prior to their membership anniversary date or at the start of each fiscal year, as determined by Treasurer. Subsequent bills shall be sent on the anniversary date or at the start of the fiscal year and at thirty- (30), sixty- (60), and ninety- (90) day intervals, if necessary. Any member ninety (90) or more days past due shall be dropped from membership and/or from the program(s) for which they are in default in accordance with Article II, Section 3, paragraph B unless otherwise extended by the Board for good cause.

C. Any member or director may be expelled by a two-thirds vote of the Board of Directors, at a regularly scheduled meeting thereof, for conduct unbecoming a member or prejudicial to the aims or mission of the Chamber, after notice and opportunity for a hearing are afforded the member complained against.

### **Section 5: Voting**

In any proceeding in which voting by members is called for, the designated representative of each member in good standing shall be entitled to cast one (1) vote. An individual owning more than one member business in good standing shall be entitled to cast one (1) vote for each entity that is a member in good standing of the Chamber by the designated representative. No proxy voting is permitted.

### **Section 6: Exercise of Privileges (Assignment of membership within subscription and any limitations)**

Any firm, association, corporation, partnership, or estate holding membership may nominate a reasonable number of individual representatives whom the holder desires to exercise the privileges of membership covered by its membership and/or program investments, and shall have the right to change its membership nomination upon written notice. The Board reserves the right to determine the reasonable number of designees for each membership fee level.

### **Section 7: Honorary Membership**

Distinction in public service shall confer eligibility to honorary membership. Honorary membership shall have all the privileges of members, except the right to vote, and shall be exempt from payment of dues. The Board shall confer or revoke honorary membership by a majority vote.

## **Article III: Meetings**

### **Section 1: Annual Membership Meeting**

The annual membership meeting of the corporation, in compliance with state law, shall be held each year. This meeting is to communicate with active members and to obtain input in the direction and future of the Chamber in advance of any scheduled planning meeting of the Board. The date, time, and place of the annual membership meeting shall be fixed by the Board of Directors and notice thereof provided to the membership at least ten (10) days before said meeting. Revised 4/12/11 GBCC By-laws 3

## **Section 2: Additional Meetings (General membership, Board, and committee meetings)**

The Board Chair may call general meetings of the Chamber at any time, or upon petition in writing of any 25 percent of members in good standing:

- A. Notice of special meetings shall be provided to the membership at least five (5) days prior to such meetings.
- B. Regularly scheduled Board meetings shall be established and communicated by the Board of Directors.
- C. Unscheduled Board meetings may be called by the Chair or by the Board of Directors upon application of three (3) members of the Board. Notice (including purpose of the unscheduled Board meeting) shall be given to each director at least three (3) days prior to said meeting.
- D. Committee meetings may be called at any time by the Chair, vice-Chair, or by the chair of the committee.
- E. A Board planning meeting/retreat may be called by the Chair to include the Board of Directors. The planning meeting/retreat shall include the Chamber President/Executive Director, if one has been appointed, and may include members of the Chamber staff and/or any other individual selected by the Chair.
- F. Emergency Board meetings may be called by the Chair or by the Board of Directors upon application of three (3) members of the Board in order to obtain official authority either required or desired for timely resolution and/or action. Emergency Board meetings may be performed via telephone, email, or other media chosen by the Chair. Votes may be obtained via telephone or email by the Chair. No proxy voting is permitted.
- G. At special meetings, only such business as the meeting was called to consider shall be acted upon.

## **Section 3: Quorums**

At all regular meetings of the Chamber, a majority of the number of the Board of Directors or any committee shall constitute a quorum at such meetings, and a quorum being present, a majority of the number present shall be sufficient to pass any matter before any of said Board or committee meetings.

## **Section 4: Notices, Agendas, and Minutes**

The schedule for Board and committee meetings and/or agendas and a record of all meetings will be kept and maintained by the Chamber staff and available to membership upon request. The President/Executive Director shall have the responsibility of keeping a record of all meetings of the Chamber and the Board of Directors.

## **Article IV: Board of Directors**

### **Section 1: Composition of the Board**

The government of the Chamber and the direction of its work shall be vested in a Board of Directors consisting of not less than 9 members, one-third (3) of whom shall be elected annually on July 1 of each year, for a term of three years. No member of the Board of Directors who has completed a three-year term shall be eligible for re-election until the lapse of one year from the completion of such term. The Directors shall have the power to fill all vacancies on the Board for interim periods. They shall adopt rules, enact policies, and approve procedures as necessary for conducting the business of the Chamber. They shall meet not less frequently than once a month, at such time and place as will be determined by them. A board member may request up to a one year sabbatical from board responsibilities due to extenuating circumstances, and if approved by the board, receive a one-year extension of term. Revised May 13<sup>th</sup>, 2014.

## **Section 2: Election**

The Board of Directors shall be elected by ballots received at the Chamber office no later than noon the date before the Annual Business Meeting.

## **Section 3: Voting**

All voting shall be by written ballot, and provision shall be made for write-in.

## **Section 4: Removal from Board**

Any Board Member missing three consecutive unexcused meetings shall cease being a Board Member, and the Board of Directors will fill the vacancy caused by this action. Any vacancy filled will be for the unexpired term of the member affected by Board action.

## **Section 5: Management**

The Board shall base the reasonableness of executive/administrative compensation (President/Executive Director, other staff members as necessary) including salaries, bonuses, and benefits on performance and results as well as market-based criteria for comparable organizations for comparable services. The Board shall be responsible for hiring, discharging, and directing the President/Executive Director of the Chamber, if the board has chosen to hire and appoint a President/Executive Director. Board approval by majority vote is required to hire and/or discharge the President/Executive Director of the Chamber. The Executive Committee on behalf of the Board shall determine the executive compensation and other considerations of employment for the President/Executive Director. Executive compensation and rationale for determining executive compensation amount(s) shall be documented.

## **Section 6: Indemnification**

The Chamber may, by resolution of the Board of Directors, provide for indemnification by the Chamber of any and 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 they or any of them are made parties, or a party, by reason of having been officers, directors, or 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.

## **Article V: Officers**

### **Section 1: Nomination**

At the regular board meeting following the Annual Business Meeting, the Chair shall present from the Nominating Committee the names of those nominated to serve as the new Chair-Elect and Treasurer. Additional nominations from the Board will be accepted. If there are none, those nominated will become new officers. If additional names are offered, a secret ballot by the directors for the ensuing year will determine the new officers. The Chair-Elect shall become Chair by succession upon vacation of office by the Chair or at the end of his/her term. These officers may be elected from the members of the Board of Directors or from the membership of the Chamber. The Immediate Past Chair shall for a period of one (1) year, continue as a member of the Board of Directors with full voting rights. The Chair, Chair-Elect, and Treasurer, if not elected from the Board, shall become members of the Board

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privileges of the elected members. The government of the association is vested in the Board of Directors who may, in its discretion, extend ex-officio non-voting membership to individuals deemed desirable.

#### **Section 2: President/Executive Director**

The Board of Directors may hire or appoint a President/Executive Director who shall be the Chief Executive Officer of the Chamber, an ex-officio, non-voting member of the Board and all committees at a salary and tenure as the Board determines. The officers of the Board shall evaluate the President/Executive Director's performance annually. If the Board of Directors chooses to not hire or appoint, in the absence of, a President/Executive Director, the Chair of the Board of Directors will fulfill all the responsibilities of the President/Executive Director as indicated in these By-Laws.

#### **Section 3: Committees and Appointments**

The Chair shall preside at all meetings of the Chamber and of the Board of Directors and perform all duties incident to this office. The Chair shall, subject to the approval of the Board of Directors, appoint all committees and shall be an ex-officio member of all committees.

#### **Section 4: Line of Authority in Times of Absence**

The Chair-Elect shall act in the absence of the Chair. In the absence of both the Chair and the Chair-Elect, a member of the Board of Directors shall be chosen to act temporarily. All action taken shall be ratified by the Chair upon his/her return from absence.

#### **Section 5: Fund Disbursement Procedures**

The Treasurer and/or the President/Executive Director shall receive and prepare a disbursement schedule of all funds of the Chamber. Disbursements shall be made as authorized and ordered by the Board of Directors. With the cooperation of the Finance Committee, (see Article VII Section 4 Budget) the Treasurer shall prepare an operating budget covering the activities of the Chamber, subject to the approval of the Board of Directors). The Treasurer and/or the President/Executive Director shall make a report to the Board monthly. The Treasurer and the President/Executive Director, and such other officers and Chamber staff as the Board may designate, shall give acceptable bond in such sum as the Board may determine for the faithful performance of their duties, and the premium for such bond shall be an expense of the Chamber.

#### **Section 6: Terms of Officers**

The terms of all officers shall be annual and shall commence on July 1.

### **Article VI: Committees and Divisions**

#### **Section 1: Executive Committee**

The Chair, the Chair-Elect, the Treasurer, and the Immediate Past Chair will make up the Executive Committee. The Chair will preside over the meetings. Revised 4/12/11 GBCC By-laws 6

## **Section 2: Mandatory Committees**

There shall be an Executive Committee, a Finance Committee, a Nominating Committee, and any other committees as the Board of Directors may from time to time authorize.

### **Section 3: Finance Committee**

The Finance Committee will be chaired by the Treasurer and composed of the Chair and/or the President/Executive Director and at least one additional member, who shall be a member of the Board of Directors, appointed by the Chair. The Finance Committee shall cause the books and accounts to be audited/reviewed annually.

### **Section 4: Nominating Committee**

The Chair Elect will chair the Nominating Committee, which will be composed of at least two other members appointed by the Chair. The Nominating Committee will mail out a nomination ballot to the membership sixty days prior to the Annual Business Meeting. The required number of nominees based on one third annual replacement, ranked from the general membership request, who are willing to serve will be placed on the election ballot. The Nominating Committee will nominate a duplicate number of additional candidates to be placed on the election ballot. The Nominating Committee shall file a list of such nominees with the President/Executive Director no later than 30 days prior to the Annual Business Meeting. The President/Executive Director shall mail to all members of the Chamber, no later than 15 days prior to the Annual Business Meeting, a ballot of such nominees.

## **Article VII: Finances**

### **Section 1: Funds**

All money paid to the Chamber shall be placed in a general operating fund, with exception to specific restricted accounts which may be established by the Board.

### **Section 2: Disbursements**

Upon approval of the budget, the Treasurer or President/Executive Director (if one has been appointed or hired separate from the Chairman) is authorized to prepare disbursements of expenses approved by the Chair, Vice-Chair, or a majority of the board. Disbursements shall be by check signed by the Chair, Vice-Chair, or Treasurer.

### **Section 3: Fiscal Year**

The fiscal year of the Chamber shall run from July 1 to June 30.

### **Section 4: Budget**

As soon as possible after the election of the new Board of Directors, the Board shall direct the Treasurer to prepare the budget for the coming year and submit it to the Board of Directors for approval. Revised 4/12/11 GBCC By-laws 7

## **Section 5: Annual Agreed Upon Procedures Report**

A CPA shall review the financial statements of the Chamber of Commerce annually following the close of business at fiscal year end. This review and the 990 Tax Return shall at all times be available to membership within the offices of the Chamber.

## **Article VIII: Dissolution**

### **Section 1: Procedure**

The Chamber shall use its funds only to accomplish the objectives and purposes specified in this document, 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 IRS publications. The Board may elect to distribute any portion and/or all of the funds to a local government for disbursement and use.

## **Article IX: Parliamentary Authority**

### **Section 1: Parliamentary Authority**

The current edition of Robert's Rules of Order shall be the final source of authority in all questions of parliamentary procedures when such rules are not inconsistent with the charter or By-Laws of the Chamber.

## **Article X: Amendments**

### **Section 1: Revisions**

These by-laws may be amended or altered by two-thirds (2/3) vote of the Board of Directors, or by a majority of the members in good standing at any regular scheduled meeting, providing the notice for the meeting includes the proposals for amendments or alterations which shall be submitted to the Board or the members at least ten (10) days in advance of the meeting at which they are to be acted upon.

### **Section 2: Adoption and Dates of Amendment**

All adopted by-laws, including amendments or changes, shall become effective on and after a vote of the membership in accordance with Section 1 approving the action taken.