

**AMENDED AND RESTATED BYLAWS  
OF  
GREATER BLYTHEWOOD CHAMBER OF COMMERCE**

Adopted by the Membership  
by electronic voting ending November 9, 2018

**ARTICLE I  
NAME, PURPOSE, ORGANIZATION, AND OFFICES**

SECTION 1. Name. The name of the corporation shall be Greater Blythewood Chamber of Commerce (the "Corporation").

SECTION 2. Purpose. The purpose of the Corporation is to promote, protect, and advance the interests of the business community in Greater Blythewood.

SECTION 3. Organization. The Corporation is and shall be a nonprofit, mutual benefit corporation organized and existing in accordance with the provisions of 26 U.S.C ("the Internal Revenue code") Section 501(c)(6) and the South Carolina Nonprofit Corporation Act of 1994, as amended ("the Nonprofit Act").

SECTION 4. Offices. The principal office of the Corporation shall be located at such place as may be designated by the Board of Directors. The registered office of the Corporation required by Section 33-31-501 of the Nonprofit Act to be maintained in the State of South Carolina may be, but need not be, identical with the principal office of the Corporation, and the address of the registered office may be changed from time to time by the Board of Directors.

**ARTICLE II  
MEMBERSHIP**

SECTION 1. General Rights and Powers. Except as otherwise provided by law, the Articles of Incorporation, as amended, or these Bylaws, the qualifications, rights, privileges, dues, fees, responsibilities, and the provisions governing the withdrawal, suspension, and termination of Members, shall be determined by the Board of Directors.

SECTION 2. Membership. Application for voting membership shall be available to any corporation, limited liability company, partnership, association, government entity, person, trust, or estate having an interest in the purpose of the Corporation and agreeing to abide by any rules of conduct which may be established. Application for membership shall be on forms provided by the Executive Director. The Board of Directors shall have the authority to establish and define non-voting categories of membership.

SECTION 3. Membership Dues. Membership dues shall be at such rate(s), schedule(s), or formula(s) as established by the Board of Directors. The payment of membership dues, at the

time of application and annually thereafter, is required for all members except for those the Board of Directors deems should be waived. The Board of Directors may also establish other membership fees and assessments it deems necessary to advance the interests of the Corporation.

SECTION 4. Entry of Members. Applicants for voting membership that satisfy all requirements established by the Articles of Incorporation, as amended, these Bylaws, and any other conditions approved by the Board of Directors, shall be entered on the membership rolls of the Corporation.

SECTION 5. Exercise of Privileges. A Voting Member may designate a reasonable number of individual representatives whom the Voting Member desires to exercise the other privileges of membership covered by its membership. Each Voting Member shall designate an individual to vote on its behalf. The Executive Director reserves the right to determine the reasonable number of designees for each membership dues level.

SECTION 6. Voting Rights. Voting Members shall have the right to vote, as set forth in these Bylaws: (1) on the election of Directors, (2) on any merger, (3) on the amendment, modification, supplementation, or replacement in whole or in part of these Bylaws, (4) on any election to dissolve the Corporation, and (5) on the disposition of all or substantially all of the assets of the Corporation. Except as otherwise provided by law, the Articles of Incorporation, as amended, or these Bylaws, each Voting Member shall be entitled to one (1) vote on each matter upon which Voting Members have voting rights.

SECTION 7. Proxies. A Voting Member may vote in person or may appoint a proxy to vote or otherwise act for the Voting Member by signing an appointment form, either personally or by the Voting Member's attorney-in-fact. An appointment of a proxy is effective when received by the Secretary or other officer or agent authorized by the Board of Directors or Executive Director to tabulate votes. Every proxy shall be revocable and is valid for eleven (11) months unless a different period is expressly provided for in the appointment form.

SECTION 8. Annual Membership Meeting. There shall be an Annual Membership Meeting of the Corporation in July. At such meeting, the newly elected Directors of the Corporation shall be introduced and installed, and the Chair and Treasurer shall report on the activities and financial condition of the Corporation and handle such other business as may come before the meeting.

SECTION 9. Special Membership Meetings. A special meeting of the Members of the Corporation shall be held on call of a majority of the Board of Directors or of ten (10) percent of the Voting Members that sign, date, and deliver to the Secretary or the Chair one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

SECTION 10. Notice of Membership Meetings. The Executive Director shall notify members of the place, date, and time of annual and special meetings of members no fewer than ten (10)

days or, if notice is mailed by other than first class or registered mail, no less than thirty (30) but no more than sixty (60) days before the meeting date.

SECTION 11. Termination. A Voting Member may be terminated on occurrence of any of the following events:

- a. Resignation of the member;
- b. Expiration of the period of membership, unless the membership is renewed on the renewal terms fixed by the Board of Directors;
- c. Failure of the member to pay timely any dues, fees, or assessments owed; or,
- d. Based upon the good faith determination by the Board of Directors, or a committee or person authorized by the Board to make such a determination, the failure of the member, to a material and serious degree, to observe the rules of conduct of the Corporation or the engagement in conduct materially and seriously prejudicial to the purpose and interests of the Corporation.

SECTION 12. Suspension of Membership. A Voting Member may be suspended based upon the grounds listed in Section 11(c) or 11(d) of this Article.

SECTION 13. Procedure for Termination or Suspension. Before action to suspend or terminate a Voting Member pursuant to Section 11 of this Article, the Member must be given not less than fifteen (15) days' prior written notice, sent by first class or certified mail, of the proposed suspension or termination and the reason therefor. Not less than five (5) days before the effective date of the suspension or termination, the Member shall be given the opportunity to be heard orally or in writing.

SECTION 14. Payment of Obligations. Termination or suspension of membership does not relieve the Member from liability for dues, fees, or assessments as a result of obligations incurred or commitments made prior to termination or suspension or to any obligations that continue to accrue. No portion of any dues paid by any Member shall be refundable because membership is terminated or suspended for any reason.

### **ARTICLE III BOARD OF DIRECTORS**

SECTION 1. Duties of Directors. The business and affairs of the Corporation shall be governed by its Board of Directors, who may exercise all such powers of the Corporation and do all such lawful acts and things as are permitted by law, the Articles of Incorporation, as amended, or these Bylaws. The Board is responsible for overall policy and direction of the Corporation and may delegate authority for day-to-day operations to the Executive Director.

SECTION 2. Number and Terms of Directors. The number of Directors shall not be fewer than nine (9) nor more than thirteen (13). Directors shall have a term of office of three (3) years, with the possibility of being re-elected for one (1) additional three (3) year term. Terms shall begin on July 1. After serving two (2) consecutive full terms, a Director will be eligible for re-election to the Board after one (1) year has elapsed since the expiration of his or her last term.

SECTION 3. Qualifications of Directors. The Corporation shall seek to ensure that the composition of the Board is reflective of the diversity of its membership. No more than one Director shall be represented from a single Member organization at any given time. No Director shall be an employee of the Corporation, or related to an employee by blood or marriage, or sharing the same household with an employee. No two members of any family shall serve on the Board at the same time. Directors shall agree in writing at the time of their nomination and annually thereafter to abide by these Bylaws and any other policies that may be established by the Board.

SECTION 4. Election. The Board, or a Board Committee so designated by the Board, shall recruit qualified candidates and develop a slate of nominees. Upon approval by a majority of the Directors present at a meeting at which a quorum is present, a written or electronic ballot containing the nominees shall be sent to the designated contact person for each Member entitled to vote. Ballots must be sent no fewer than fourteen (14) days prior to the deadline for receipt of completed ballots. Completed ballots may be returned in person or by mail or private carrier, or by fax, email, or other electronic means. Nominees receiving a majority of affirmative votes cast by at least ten (10) percent of the Members entitled to vote on the matter shall be deemed elected.

SECTION 5. Removal. A Director may be removed from office without cause by a majority vote at a meeting of the Members entitled to vote 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. A Director may also be removed from office with cause by a two-thirds (2/3) affirmative vote of the Directors present at a meeting at which a quorum is present. Any Director who is removed from the Board shall not be eligible to stand for re-election for a period of one (1) year.

SECTION 6. Resignation. A Director may resign upon written notification to the Chair or Secretary. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereof as determined by the Chair. In lieu of written resignation from a Director who has verbally resigned, a letter acknowledging the resignation shall be generated and sent to the Director for signature and return to be included in the Board minutes.

SECTION 7. Vacancies. Whenever a vacancy occurs, a new Director may be appointed by a majority vote of the Directors present at a meeting at which a quorum is present to fill the unexpired term. A Director elected to fill such a vacancy shall serve for the unexpired term of

the Director replaced and shall be eligible for re-election for up to two (2) additional three (3) year terms.

SECTION 8. Compensation. No Director shall receive any compensation for service in such capacity as a Director. The Board of Directors may authorize the payment of, or reimbursement for, expenses incurred in the Director's performance of his or her duties. Such authorization may prescribe procedures for approval and payment of such expenses by designated Officers of the Corporation.

## **ARTICLE IV BOARD MEETINGS**

SECTION 1. Regular Meetings. The Board of Directors shall hold regular meetings at least six (6) times each year at such place and time as may be designated by the Board.

SECTION 2. Special Meetings. A special meeting of the Board of Directors may be held upon the call of the Chair or the request of no less than one-third (1/3) of the Directors then in office.

SECTION 3. Notice of Meetings. Notice of a regular meeting of the Board of Directors shall be given as soon as reasonably possible, but in any event at least fourteen (14) days prior to the time set for such regular meeting. Notice of the date, time, and place of any special meeting shall be given to each Director no less than twenty-four (24) hours prior to the meeting. Such notices may be delivered in person or by mail or private carrier, or by fax, email, or other electronic means. A Director's attendance at or participation in a meeting waives any required notice of the meeting, unless the Director upon arriving at the meeting (or prior to the vote on a matter not properly noticed under these Bylaws) objects to and does not thereafter vote for or assent to the objected-to action.

SECTION 4. Quorum. Except as may otherwise be provided for in the Articles of Incorporation, as amended, or these Bylaws, a simple majority (i.e., 50% plus 1) of the Directors then in office shall constitute a quorum for the transaction of business.

SECTION 5. Voting. Each Director shall be entitled to one (1) vote on any matter submitted to a vote at a meeting of the Board. Proxy voting shall not be permitted for meetings of the Board of Directors.

SECTION 6. Manner of Acting. The action of a majority of the Directors then present in person at a meeting at which a quorum is present shall be the act of the Board, unless the act of a greater number is required by the provisions of the Nonprofit Act, the Articles of Incorporation, as amended, or these Bylaws.

SECTION 7. Meeting by Conference Telephone or Electronic Communication. Directors may participate in a meeting by means of a conference telephone, similar communications equipment, or electronic means by which all Directors participating may hear each other

simultaneously during the meeting. Participation in a meeting by these means constitutes presence in person at a meeting.

SECTION 8. Open Meetings. Meetings of the Board of Directors shall be open to the membership. The Board of Directors retains the right to meet in executive session at such time and for any reason as it deems necessary or appropriate.

SECTION 9. Action Without a Meeting. Any action permitted by law, the Articles of Incorporation, as amended, or these Bylaws to be taken at a meeting of the Board of Directors may be taken without a meeting if consent in writing setting forth the action to be taken shall be provided by all of the Directors of the Corporation then in office. Such consents may be delivered in person or by mail or private carrier, or by fax, email, or other electronic means. Such action shall be effective upon the written consent of the last Director. Such consent shall have the same force and effect as a majority vote of the Board of Directors taken at a meeting of the Board and may be described as such. Documentation of the action taken and all of the consents shall be recorded in the minutes book.

## **ARTICLE V OFFICERS**

SECTION 1. Titles and Qualifications. The Officers of the Board shall be a Chair, Chair-Elect, Secretary, and Treasurer. The offices of Chair-Elect, Secretary, and Treasurer shall be elected by the Board of Directors annually at its first meeting following the election of new Directors. The Chair-Elect shall succeed to the office of Chair upon any vacancy in that office, whether vacancy is caused by expiration of eligibility to hold office, resignation, or removal. All Officers must be current members of the Board of Directors. No person shall concurrently hold more than one office except for that of Secretary and Treasurer.

SECTION 2. Term. Officers shall serve for a term of one (1) year. Officers, except for the Secretary and Treasurer, may not serve for a period exceeding two (2) consecutive terms. After serving two (2) consecutive terms, an officer will be eligible for re-election after one (1) year has elapsed since the expiration of his or her last term.

SECTION 3. Chair. The Chair shall facilitate and coordinate the Board of Directors' discharge of its responsibilities as set forth in these Bylaws and any policies that may be established by the Board. The Chair shall preside at all meetings of the Board of Directors, and shall be an ex-officio member, with the right to vote, on all Board Committees. The Chair shall also preside at the Annual Membership Meeting and any Special Membership Meetings. Unless otherwise provided, the Chair shall appoint the chairs of all Board Committees. The Chair shall perform such other duties as may be prescribed in these Bylaws or any policies that may be established by the Board.

SECTION 4. Chair-Elect. The Chair-Elect shall, in the absence or disability of the Chair, perform the duties and exercise the powers of the Chair. The Chair-Elect shall succeed to the office of

Chair upon any vacancy in that office, whether vacancy is caused by expiration of eligibility to hold office, resignation, or removal.

SECTION 5. Secretary. The Secretary shall be the custodian of the corporate records and ensure the integrity of those records. The Secretary shall record, or cause to be recorded, the minutes of all meetings of the Board of Directors and the Membership and shall file approved and signed minutes in the minutes book. In the event of the Secretary's absence from a meeting of the Board of Directors or the Membership, the Chair may designate a temporary substitute.

SECTION 6. Treasurer. The Treasurer shall assist the Board in drafting governing policies concerning budgeting as well as financial conditions and activities, and shall monitor policy compliance by management. The Treasurer shall help the Board understand and interpret management's budgets and financial reports. The Treasurer shall be a member of any finance related Board Committee(s). The Treasurer shall facilitate a request for proposals for the annual financial review at least every three years and present a recommendation to the Board. The Treasurer shall sign the engagement letter from the CPA or CPA firm conducting the annual financial review, and shall ensure its timely completion.

SECTION 7. Resignation, Removal, and Vacancies. Any Officer may resign by giving written notice to the Secretary or Chair. The Board of Directors may remove any Officer by a two-thirds (2/3) majority of the Directors then in office whenever in its judgment the best interests of the Corporation would be served by removal. The vote to remove an Officer from his or her office does not constitute a vote to remove the Officer from the Board. The Board of Directors shall fill any vacancy in any office of the organization for the unexpired term. In the event of a resignation, removal, or death of an Officer, said vacancy may be filled by nomination by a member of the Board of Directors and election by a majority of the Directors then in office and such person shall serve for the duration of the unexpired term.

## **ARTICLE VI BOARD COMMITTEES**

SECTION 1. Establishment. The Board may establish, from time to time, such Board Committees as it may deem necessary to assist it in its work of governing. The resolution or policy establishing such Committees shall state the job products, authority, and composition of each Committee. However, no Committee shall have the authority to take action binding the Corporation in any way, including but not limited to signing contracts, expending funds, or changing the structure of the Corporation. The designation and appointment of any such Committee and the delegation thereto of authority shall not operate to relieve the Board or any individual Director of any responsibility imposed upon him or her by law, the Articles of Incorporation, as amended, or these Bylaws.

SECTION 2. Committee Chairs. One member of each Board Committee shall be appointed as chair of the Committee by the Chair of the Board. The Committee Chair shall be a Director and

shall direct the conduct of the business of the Board Committee consistent with the resolution or policy establishing such Board Committee.

## **ARTICLE VII EXECUTIVE DIRECTOR**

SECTION 1. Selection Process. The Executive Director shall be recommended by a committee established by the Board of Directors, and shall be hired with approval of a two-thirds (2/3) majority of the Directors then in office.

SECTION 2. Responsibilities. The Executive Director shall have the authority and responsibility for the management and day-to-day operations of the organization, subject to policies established by the Board. The Executive Director shall be accountable to the Board of Directors as a whole and not to any Officer, Board Committee, or individual Board member. The Executive Director shall not be a member of the Board, but is expected to attend meetings of the Board of Directors, the Membership, and Board Committees, and to provide support for their work, subject to policies of the Board. The Executive Director shall be responsible for hiring, discharging, directing, and supervising the staff and contractors of the Corporation, with the exception of the CPA or CPA firm hired by the Board to conduct the annual review.

SECTION 3. Signature Authority. The Executive Director may sign all documents and contracts binding on the Corporation which the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Nonprofit Act, the Board of Directors, or these Bylaws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed.

## **ARTICLE VIII INDEMNIFICATION AND INSURANCE**

SECTION 1. Indemnification. The Corporation shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer, director, or employee of the Corporation against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity. In no event, however, shall the Corporation indemnify any such person with respect to any matter as to which such person shall have been finally adjudicated in any proceeding not to have acted in good faith or in the reasonable belief that such action was in the best interests of the Corporation.

SECTION 2. Directors and Officers Liability Insurance. The Corporation shall have the right to purchase, at the expense of the Corporation, liability insurance payable to the directors and officers of the Corporation or to the Corporation itself, to cover damages and defense costs in the event of a loss as a result of a lawsuit or claim for alleged wrongful actions while a director

or officer of the Corporation was, or is alleged to have been, acting in his or her capacity as a director or officer of the Corporation. Such coverage may extend to allegations arising out of criminal and regulatory investigations and claims as well.

SECTION 3. Amendment of This Article VIII. No amendment or repeal of this Article VIII that adversely affects the right of a person entitled to indemnity shall apply to such person with respect to any acts or omissions that occurred before such amendment or repeal unless such amendment or repeal was made with the affirmative vote or written consent of such person.

## **ARTICLE IX FINANCES**

SECTION 1. General. Management of the Corporation's finances and contracts shall comply with policies established by the Board of Directors. The Executive Director is authorized to pay all expenditures consistent with the approved financial policies and to make all commitments except those financial and contractual commitments the Board has reserved to itself. No funds shall be utilized for any purpose other than that for which it was given.

SECTION 2. Payments. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer(s) or agent(s) of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of a resolution, such instruments shall be signed by the Chair or designee.

SECTION 3. Fiscal Year. The fiscal year of the Corporation shall begin on the first day of July of each year and shall end on the thirtieth day of June of the next year.

SECTION 4. Annual Review. An outside independent CPA or CPA firm, selected and engaged by the Board of Directors, shall review the financial statements of the Corporation annually. Copies of this review shall be made available to the Voting Membership upon request.

## **ARTICLE X MISCELLANEOUS**

SECTION 1. Conflicts of Interest. The Board of Directors shall adopt and enforce a Conflict of Interest Policy, which shall be distributed to each Officer, Director, employee and volunteer acting on behalf of the Corporation. Each such person shall annually sign a form acknowledging receipt of the statement and declaring any conflicts of interest affecting the Corporation. Any Director who shall apply for any staff position with the Corporation shall resign from the Board of Directors prior to taking any affirmative act towards gaining such employment.

SECTION 2. Parliamentary Authority. Conduct of the business and meetings of the Corporation shall be governed first by the Articles of Incorporation, as amended, and these Bylaws, insofar as they are not inconsistent with those sections of the Internal Revenue Code governing the

tax-exempt status of the Corporation and the Nonprofit Act. Matters not addressed by the Articles of Incorporation, as amended, or these Bylaws shall be governed, first, by the Nonprofit Act, as amended, and second, by the Board's written rules of order as established in policy.

**ARTICLE XI  
AMENDMENT OF BYLAWS**

SECTION 1. Amendment. Except as otherwise provided by Article VIII or by law or the Articles of Incorporation, as amended, these Bylaws may be amended, modified, supplemented, or replaced in whole or in part by a majority of affirmative votes cast by at least ten (10) percent of the Voting Members.

SECTION 2. Notice. Written notice of any such amendment, modification, supplement, or repeal shall be accompanied by a copy or summary of the proposed change or state the general nature of the change. This notice shall be sent to all Voting Members on the matter not less than thirty (30) days prior to the meeting and may be delivered in person or by mail or private carrier, or by fax, email, or other electronic means.