

## **BYLAWS**

### **THE CHAMBER, GADSDEN/ETOWAH COUNTY**

Revised and Restated, May 29, 2014

#### **ARTICLE I. NAME AND MISSION**

##### ***Section 1. Name***

The organization is incorporated under the laws of the State of Alabama, and is known as The Chamber, Gadsden/Etowah County.

##### ***Section 2. Mission Statement***

The Chamber's mission is to be a catalyst for economic growth in Etowah County by serving member businesses through advocacy, education, and community partnerships.

#### **ARTICLE II: PURPOSE**

##### ***Section 1. Purpose***

The Chamber, Gadsden/Etowah County is a nonprofit membership organization representing businesses that conduct services in Etowah County. The Chamber acts as the voice for businesses in the county and is driven by a vision to be the catalyst that ensures Etowah County is a vibrant place to do business, work and live. Goals of The Chamber are to be clearly identified in an active and living Strategic Plan that is reviewed and updated annually by the Board of Directors. Policies are to be maintained in a Policy Manual that is reviewed and updated by the Board of Directors every three years or earlier if necessary. Standard Operating Procedures supporting the Policy Manual are to be maintained by staff and updated as often as necessary by staff to identify current procedures. The Policy Manual and The Chamber Bylaws shall be available online to all members and the public upon request.

##### ***Section 2. Area of Service***

The area to be served by The Chamber, Gadsden/Etowah County shall be all of Etowah County, Alabama and other areas that choose to identify with the stated purpose of the organization.

#### **ARTICLE III. MEMBERSHIP**

##### ***Section 1. Eligibility for Membership***

Any person, firm, corporation, partnership, estate, or other legal entity interested in promoting and furthering the objectives of The Chamber shall be eligible to apply for membership.

##### ***Section 2 Method of Admission to Membership***

Each applicant for membership shall make a written application on a form provided for that purpose, signed by a duly authorized person representing the applicant. The staff shall review each application and shall submit a list of approved members to the Board of Directors.

Election shall be considered approved for submission at time of payment by applicant, and shall be approved for membership by a majority vote of attending Board of Directors at any regular or called meeting within two months of application and payment. Election may be denied or delayed by said majority.

**Section 3.        *Investment***

Membership investment shall be at a rate approved by the Executive Committee and Board of Directors. Members are considered delinquent if payment is not received by the 16<sup>th</sup> of the month upon which their account is due.

**Section 4.        *Voting***

Each member shall be entitled to cast one vote. Voting may occur by written or electronic ballot, and procedure may be established by Chamber staff, or as outlined in a board-approved Policy Manual.

**Section 5.        *Termination***

Any member may resign from The Chamber upon written or oral notice to the President or Board of Directors.

Any member may be removed from membership for non-payment of dues after three months from their due date of payment. Membership may be extended further than three months in arrears by a majority of votes from the Executive Committee and/or the Board of Directors.

Any member may be expelled by a majority vote of the Executive Committee and/or Board of Directors at a regular or called meeting of either body for conduct unbecoming of a member or if their actions are deemed adverse to the aims of The Chamber after notice and an opportunity to be heard is afforded to the member in question.

Upon termination or expulsion, no refund of dues shall be forthcoming.

**ARTICLE IV.     *MEETINGS***

**Section 1.        *Annual Meeting***

The annual year and the fiscal year shall be the calendar year; the Annual Meetings of The Chamber shall be held in January, however, the Board of Directors, by a majority vote may select any other time suitable for such a meeting.

**Section 2.        *Additional Meetings***

Additional meetings of The Chamber may be called by the Chairperson at any time or shall be called by the Chairperson upon petition in writing of any *one-fourth* of the members in good standing, or any 10 directors with *voting rights*. Such petition shall state the purpose of such a called meeting. Any meeting called for by such petition shall be held within thirty (30) days of the date of said petition being received by the Chairperson.

Adequate notice of general or called meeting shall be considered due notice if mailed or emailed to each member at least five (5) days in advance of such meeting. Attendance at any meeting shall constitute a waiver of any required notice. Unless otherwise required by these Bylaws, the noticed of any meeting other than the annual meeting does not have to state the purpose of such meeting.

## **ARTICLE V. BOARD OF DIRECTORS**

### ***Section 1. Authority***

The government and policy-making responsibilities of The Chamber shall be vested in the Board of Directors who shall control its property, be responsible for its finances, and direct its affairs.

### ***Section 2. Eligibility***

Individuals eligible to serve as members of the Board of Directors must be employed by a member in good standing for no less than one (1) year with no outstanding debts to The Chamber and must maintain said standing. The individual must commit to attending all regular and called meetings and events, or to notifying the President of their inability to attend, conducted within their term. Individuals must also attend with all requirements as outlined in the Board of Directors Guidelines and Responsibilities policy.

### ***Section 3. Composition***

The Board of Directors shall be composed of no less than fifteen (15) and no more than twenty-one (21) voting members.

A director elected to office of Chairperson-Elect, First Vice Chairperson, Vice Chairperson, or Immediate Past Chairperson, whose term of office would otherwise end before assuming such office, shall have his or her term as Director extended to include the year that he holds such office or offices. Any director vacating the position of officer has the opportunity to serve as ex-officio for one year immediately following the vacation of said office.

### ***Section 4. Ex-Officio***

Past Board Chairpersons, not otherwise serving on the Board, shall be eligible to serve as ex-officio Board members. The Chair of the Ambassadors shall serve by virtue of position. Legal Counsel shall serve as ex-officio. All normal Board Member qualifications must be met in order to maintain ex-officio status, with the exception of attendance requirements. Ex-Officio members are invited to attend all board meetings and functions, except for executive sessions, but shall not have voting privileges.

A list of standing seats eligible for ex-officio membership status shall be established by policy and included in a board-approved policy manual.

Each January, the Chairman shall notify all individuals eligible for ex-officio membership and invite them to participate as ex-officio members, without voting privileges, for the coming year. To participate, the notified person must respond through written correspondence that he or she accepts the ex-officio position through a signed commitment to serve.

### ***Section 5. Duties***

The Board of Directors shall in all cases act as a board regularly convened by a majority, and they may adopt such rules and regulations for the conduct of their meetings and not inconsistent with these Bylaws and the laws of the State of Alabama, and in accordance with the Authority stated in Article IV, Section 1.

Inasmuch as the Board of Directors is the policy-making body of The Chamber, the Board of Directors is responsible for approving and adopting all policies of The Chamber. Once adopted, the President is responsible for assuring that the policies are implemented and adhered to.

## **Section 6.       Nominations**

### **Nominating Committee**

The Chairman of the Board shall appoint a Nominating Committee consisting of the Chair-Elect, who shall serve as chairman of the Nominating Committee, a Past Chair appointed by the current chair, a representative from the general membership and two additional current board members.

The committee shall prepare a slate of nominees sufficient to fill all upcoming vacancies.

### **Publication of Report of Nomination Committee**

No later than thirty (30) days following its appointment, the Nominating Committee shall present its slate of nominees to the Staff. The Staff shall publish this report by communicating to the membership the same, together with notice of the member's right to submit further nominations by petition. Staff may communicate said report electronically.

### **Nomination by Petition**

Additional candidates may be nominated by a petition bearing the genuine signatures of at least 10 (ten) members of The Chamber in good standing with voting privileges. Such petition must be filed with the Nominating Committee within ten (10) days of the communication of the Nominating Committee's report. The Committee shall determine the validity of such petition and report to the Staff.

## **Section 7.       Elections**

Should no valid petition nominating additional candidates be filed, the nominations shall be deemed closed and the nominated slate shall be declared elected by the Board of Directors no later than the regular November meeting.

Should a valid petition be submitted and approved by the Nominating Committee, the Staff shall cause to be published a ballot which shall be communicated to all members of The Chamber no later than fifteen (15) days prior to the regular November meeting of the Board of Directors. The ballots shall contain instructions for their marking and submission to the office of The Chamber and shall plainly state the latest date the ballot can be submitted in order to be counted. This date shall not be more than ten (10) days following the date of the communication of the ballots to the membership. This ballot may be communicated electronically to the membership.

At the regular November board meeting, the candidates with the greatest number of votes shall be declared elected for a term effective the following January.

## **Section 8.       Terms of Office**

The Board members shall have staggered terms with one-third of the elected Board Members nominated and approved annually for a term of three (3) years, which term shall commence on the first day of January following their election, unless appointed to fill an unexpired term or terms modified for the purpose of instituting these Bylaws.

## **Section 9.       Tenure**

No member of the Board of Directors who has served two consecutive three-year terms shall be eligible for re-election until after one year has lapsed from the expiration of his or her term.

**Section 10.      *Vacancies***

The Board of Directors shall have the power to remove any Director by a majority vote of the Board members who are eligible to vote for conduct unbecoming or conduct prejudicial to the aims or reputation of The Chamber, after notice and an opportunity to be heard are afforded the Director in question. The Board shall also have the power to remove a Director by majority vote at the discretion of the Board if said Board member has without notice to the President missed two (2) consecutive regular or called meetings of the Board of Directors within a calendar year or has missed two-thirds (2/3) of Board events in a given year. Any Director missing three consecutive months of meetings and/or activities without notice to the President shall be considered inactive and removed from the position of Director.

**Section 11:      *Directors' Meetings***

The Board of Directors shall meet in regular sessions no fewer than four (4) times per year and at such times as they may be called by the Chairman of the Board, or by a majority of the Board. A majority of voting members shall constitute a quorum. Meeting dates shall be established annually by the Incoming Chair and President and distributed to all members of the Board of Directors by January 1.

**ARTICLE VI:      OFFICERS**

**Section 1          *Number***

The officers of The Chamber shall be the Chairperson, Chairperson-Elect, Vice Chairperson, a Treasurer, and the Immediate Past Chair. The President shall serve as ex-officio and function as Secretary. Legal Counsel shall be invited to all meetings of the Executive Committee and the Board of Directors, but he or she shall have no voting powers unless he or she is serving in another capacity on the Executive Committee.

**Section 2:        *Election***

The same Nominating Committee provided in Article IV, Section 4, shall prepare a slate of nominations for officers and present them to the Executive Committee and Board of Directors. It shall be the duty of the Nominating Committee to nominate one person for each office, and all nominees having been familiarized with duties, obligations and responsibilities of the office, and all nominees having expressed a willingness to serve as officers, if nominated and approved by the Executive Committee and Board of Directors. The Board shall confirm the election of the Chairperson, Chairperson-Elect, First Vice Chairperson, a Treasurer, and a Legal Counsel. To be eligible for appointment as Legal Counsel, he or she must be a member in good standing of The Chamber, Gadsden & Etowah County. Confirmation, election, and appointments to be made by the Executive Committee and Board of Directors under this Section, shall be at a meeting of Directors to be held after the notification of new members to the Board and before the end of the year, preceding the terms for which the officers will serve.

**Section 3:        *Duties of the Officers***

- A. Chairperson – He or she shall preside over all general meetings of The Chamber and the Board of Directors. He or she shall perform all duties incident to the office and advise such actions as many be deemed likely to increase the viability and usefulness of the organization. The Chairperson shall be an ex officio member of all committees.
- B. Chairperson-Elect – He or she automatically shall become the Chairperson upon the termination of the retiring Chairperson's term. He or she shall act in the Chairpersons' stead when the seating Chairperson is absent.

- C. First Vice-Chairperson – He or she shall be eligible to be elected as Chairperson-Elect in the succeeding year. He or she shall oversee the establishment of ad hoc committees and/or task forces, and will report to the board on activities of said entities.
- D. Treasurer – He or she shall have the care and custody, and be responsible for funds and securities of The Chamber. He or she, along with the President, shall cause to be kept a regular checking account of all funds received and disbursed by The Chamber and shall make monthly reports and other such reports as the Chairman, Executive Committee, and Board of Directors may require, and shall ensure the preparation and timely submission of IRS Form 990 annually.
- E. Legal Counsel – He or she shall advise the Executive Committee and Board of Directors on legal matters and shall also serve as Chairman of the Bylaws and Personnel Policy Committee. Legal Counsel shall not be a voting member of the Executive Committee and Board of Directors.
- F. President – The President shall function as ex-officio and perform the functions of Secretary, with responsibilities for carrying out the policies and programs adopted by the Executive Committee and Board of Directors. The President shall conduct official correspondence and preserve all books, record documents, and information. He or she shall hire and manage a competent staff based on Chamber finances with the approval of the Executive Committee. The office of President shall be a salaried office occupied by a person approved by the Board of Directors by majority vote. All staff shall be responsible to the President and the President only, for the performance of assigned duties. The President shall serve at the convenience of the Executive Committee and the Board of Directors.

**Section 4: Vacancies**

A vacancy in the office of the Chairperson that occurs after the election of the Chairperson-Elect shall be filled by the Chairperson-Elect, with the Chairperson-Elect also continuing for the term for which he or she was elected. The Executive Committee and Board of Directors shall have authority and responsibility to select and hire a President. The Board of Directors shall have the power to fill any other vacancies among the officers upon recommendation from the Executive Committee.

**Section 5: Removal**

Any officer may be removed from office by a majority vote of the Board of Directors for conduct unbecoming of an officer. Any officer may be removed from office by a majority vote of the Board of Directors if said officer has missed three (3) consecutive regular or called Board Meetings without prior notice to the President.

**Section 6: Term of Officer**

The Chairperson, Chairperson-Elect, Vice Chairperson, and Legal Counsel's terms of office shall commence on January 1<sup>st</sup>, following their election, and shall be for one (1) year. The terms of office of the President shall be as long the Executive Committee and Board of Directors desire to retain said officer in his or her respective position.

**ARTICLE VII: COMMITTEES**

**Section 1: Executive Committee**

There shall be an Executive Committee which shall be comprised of the Chairperson, Chairperson-Elect, First Vice Chairperson, Immediate Past Chairperson, Treasurer and Core Strategic Plan Category Committee Chairpersons as voting members and a Legal Counsel and President, who shall have no vote. Any two (2) members of the Executive Committee may call a meeting of the Executive Committee, a

quorum of a majority of voting members being required for the proper conduct of business. It shall act for the Board between meetings of the Board, approve objectives of all committees, establish rules for implementing policies established by the Board, and approve salary and other compensation for the President. The Executive Committee may recommend to the Board appropriate actions of resolutions on any business of The Chamber.

A primary responsibility of the Executive Committee is the provision of support to The Chamber Board of Directors by insuring that the Bylaws and Policies of The Chamber are maintained and constantly updated. The Executive Committee shall review suggestion for changes to these documents, as needed, and shall recommend to the Board of Directors appropriate changes to the policy Manual of The Chamber.

**Section 2:        *Limitations of Power***

No action by any member, committee, division, director, officer, or employee of The Chamber shall be binding upon or constitute an expression of policy by the Board of Directors. Committees shall carry out the specific and general directions as contained in the strategic plan and approved by the Executive Committee and the Board of Directors. No committee shall represent The Chamber beyond the scope of authority granted it by the Chairperson, Vice Chairperson, and Board of Directors.

**Section 3:        *Committees***

The respective Vice Chairperson with concurrence of the Chairperson shall appoint committee chairpersons and ad-hoc committees as are necessary to carry out the business and programs of The Chamber. Committees shall be outlined in a board-approved policy manual. The Chairperson and President shall be ex officio members of all committees and task forces.

**ARTICLE VIII:    FUNDS**

**Section 1:        *Payments***

All monies paid to The Chamber shall be placed in a general operating account or accounts, except that money subscribed or contributed for a specific purpose shall be placed in a separate account for such purposes.

**Section 2:        *Disbursement***

Upon approval of the budget, the President shall be authorized to make disbursements on account of expenses as provided in the budget, without additional approval by the Board of Directors.

**Section 3:        *Fiscal Year***

The fiscal year of The Chamber shall begin January 1<sup>st</sup> and shall close December 31<sup>st</sup>.

**Section 4:        *Budget***

The President shall complete a budget of estimated income and expenses for the current year and submit it to the Executive Committee and the Board of Directors as soon as practical, before the beginning of the fiscal year. The budget as approved may be reconsidered, amended, and re-approved from time to time during the year as the Executive Committee and Board deem appropriate.

**Section 5:        *Annual Audit***

The accounts of The Chamber shall be audited annually at the close of business December 31<sup>st</sup>, by an independent Certified Public Accountant chosen by the Executive Committee and Board of Directors.

**Section 6:       *Bond***

The Chairperson, Treasurer, President and any other staff or officers that the Executive Committee or Board of Directors deem necessary, shall be covered by blanket bond in such a manner as the Board of Directors shall deem necessary.

**Section 7:       *Indemnification of Officers, Directors, and Executive Staff***

In the event of a law suit or other claim against any officer, director or executive staff of The Chamber, which is based on their Chamber affiliation, then, in that event, The Chamber shall indemnify said person to the fullest extent possible, consistent with the assets of The Chamber. The officers of The Chamber shall have the right to purchase whatever liability insurance they deem appropriate in order to address the matter.

**ARTICLE IX: PARLIAMENTARY PROCEDURE**

The proceedings of The Chamber shall be governed and conducted according to the latest edition of Robert's Manual of Parliamentary Rules, except as modified by these bylaws.

**ARTICLE X: AMENDMENTS**

**Section 1:       *Voting***

These Bylaws may be amended by a majority of the members voting at any meeting of The Chamber, or by ballot provided by The Chamber on instructions from the Board of Directors. A majority in case of mail ballot will be required on those ballots returned by voting members to amend these Bylaws. A copy of the proposed amendment or amendments shall be posted in The Chamber office at least five (5) days before a meeting or vote.

**Section 2:       *Meetings***

These Bylaws may also be amended by the Board of Directors at any regular or called meeting held upon no less than thirty (30) days' notice, briefly indicating the nature of such amendment, by majority vote of the Board of Directors.

**Section 3:       *Numbers***

The Board of Directors shall not make or alter any Bylaws, fixing their numbers, qualifications, or term of office. Any such changes in these Bylaws affecting the Board of Directors must be made by the membership pursuant to Article IX.

**Section 4:       *Dissolution***

The Chamber, Gadsden/Etowah County may be dissolved only with authorization by its Board of Directors given at a special meeting called for that purpose and with subsequent approval by a two-thirds (2/3) vote of the Voting Members (status determined by Membership Committee). Upon dissolution or other termination of The Chamber, all remaining assets of The Chamber, after payment in full of all its debts, obligations, and necessary final expenses, or after the making of adequate provision therefore, shall be distributed to such tax-exempt organizations (with purposes similar to those of The Chamber) as shall be chosen by the then existing Board of Directors of The Chamber.



## **ARTICLE XI: REFERENDA**

When the Board of Directors deem any subject of sufficient importance, it may, by the vote of a majority of the Board of Directors or on Petition signed by thirty-five (35) voting members after reference and consideration by the proper committee, provided such subject is germane to the purpose for which The Chamber exists, submit such subject to referendum by letter ballot. A majority cast not later than ten (10) days after the mailing of said ballots and shall be filed with the President and opened at noon on the second day after the close of the balloting by a committee of three (3) to be appointed by the Chairman.

## **ARTICLE XII: MISCELLANEOUS**

Section 1: Where herein stated that a majority vote is required for some action, it shall mean a majority of those Directors or body of members in whole unless otherwise stated.

Section 2: Whereas, these Bylaws constitute a major revision to those previously adopted, all previous Bylaws and portions of Bylaws in conflict with this document are hereby repealed, and these amended Bylaws are adopted in Full.

*ADOPTED this 29<sup>th</sup> day of May, 2014, to become effective the 1<sup>st</sup> day of January, 2015.*