



CHICKASAW CHAMBER OF COMMERCE
P.O. BOX 11421
CHICKASAW, ALABAMA 36671

BY-LAWS

Adopted: 05-7-91

Amended: 09-2009

Adopted: 09-2009

ARTICLE I

GENERAL

Section 1: PURPOSE

The Chickasaw Area Chamber of Commerce is organized to achieve the objectives of: 1) Preserving the competitive enterprise system of business by: creating a better understanding and appreciation of the importance of business people and a concern for their problems; educating the business community and representing them in city, county, state and national legislative and political affairs; preventing or addressing controversies which are detrimental to expansion and growth of business and the community if they arise; creating a greater appreciation of the value of a more liberal investment of substance and self on behalf of the interests of competitive business; 2) Promoting business and community growth and development by: promoting economic programs designed to strengthen and expand the income potential of all business within the trade area; promoting programs of a civic, social, political and cultural nature which are designed to increase the functional and aesthetic values of the community; and discovering and correcting abuses which prevent the promotion of business expansion and community growth.

Section 2: COMPLIANCE OF METHODS

The Chickasaw Area Chamber of Commerce shall observe all local, state and federal laws which apply to a non-profit organization as defined in Section 501 (C) (6) of the Internal Revenue Code.

ARTICLE II

MEMBERSHIP

Section 1: ELIGIBILITY

Any person, association, corporation, partnership or estate having an interest in the objectives of the organization shall be eligible to apply for membership.

Section 2: ELECTION

Applications for membership shall be in writing, on forms provided for that purpose, and signed by the applicant. The Membership Committee (or designated individual) shall review all applications. **Any applicant shall become a member upon payment of dues.**

Section 3: TERMINATION (resignation, expulsion, delinquency)

Any member shall be expelled by the Board of Directors by **majority** vote for nonpayment of dues after ninety (90) days from the date due, unless otherwise extended for good cause.

Section 4: VOTING

In any proceeding in which voting by members is called for, each member in good standing shall be entitled to cast one vote.

Section 5: EXERCISE OF PRIVILEGES

Any firm, association, corporation, partnership, or estate holding membership may nominate individuals, whom the holder desires to exercise the privileges of membership covered by its subscriptions, and shall have the right to change its membership nomination upon written notice.

Section 6: ORIENTATION

At regular intervals, orientation on the purposes and activities of this organization **may** be conducted for the following groups: new directors, officers and directors, committee leaders, committees and new members.

Section 7: HONORARY MEMBERSHIP

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

ARTICLE III

MEETING

Section 1: ANNUAL MEETING

The annual meeting of the corporation, in compliance with state law, shall be held normally during June of each year. The **date**, time and place shall be fixed by the Board of Directors.

Section 2: ADDITIONAL MEETINGS

The date, time and place of additional meetings will be set by the Board of Directors. General meetings of the Chamber of Commerce may be called by the President at any time, or upon petition in writing of any fifty - one (51%) of members in good standing: a) Members **shall receive** at least twenty-four (24) hours **notice of special meetings**; b) Board meetings may be called by the President or by the Board of Directors upon written application of three (3) members of the Board. Notice (including the purpose of the meeting) shall be given to each director at least one (1) day prior to said meeting; c) Committee meetings may be called at any time by the President, Vice President, or by the committee's leader.

Section 3: QUORUMS

At any duly called General Meeting of the chamber, or Board of Directors meeting, a **majority** of members constitute a quorum.

Section 4: NOTICES, AGENDA, MINUTES

An agenda and minutes shall be prepared for all Directors' meetings.

ARTICLE IV

BOARD OF DIRECTORS

Section 1: COMPOSITION OF THE BOARD

The Board of Directors shall be composed of **fifteen** (15) members, one - third (1/3) of whom shall be elected annually to serve for three (3) years, or until their successors are elected.

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

Section 2: SELECTION AND ELECTION OF DIRECTORS:

- A. Nominating Committee: At a regular monthly Board meeting, the President shall appoint, subject to approval by the Board of Directors, a Nominating Committee of three (3) members of the Chamber. The President shall designate the Head of the Committee.

The Nominating Committee shall present to the President a slate of candidates to serve three-year terms to replace the Directors whose regular terms are expiring. Each candidate must be an active member in good standing and must have agreed to accept the responsibility of a directorship.

- B. Publicity of Nominations: Upon receipt of the report of the Nominating Committee, the President shall notify the membership of the persons nominated as directors. Additional nominations may be made from the floor.
- C. Determination: After the nominations are closed, candidates shall be declared elected by the Board of Directors at their regular monthly Board Meeting.

Section 3: SEATING OF NEW DIRECTORS

All newly elected Board members shall be seated at the regular monthly Board meeting and shall be participating members thereafter. Retiring Directors shall continue to serve until the end of the Program year.

Section 4: VACANCIES

Vacancies on the Board of Directors, or among the officers, shall be filled by the Board of Directors by a majority vote.

Section 5: POLICY

The Board of Directors is responsible for establishing procedure and formulating policy of the organization. They are also responsible for adopting all policies of the organization.

Section 6: MANAGEMENT

The Board of Directors may employ an Executive Secretary and shall fix the salary and other considerations of employment.

Section 7: INDEMNIFICATION

The Chamber may, by resolution of the Board of Directors, provide for indemnification by the Chamber of any and all of its Directors or former directors 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 Directors of the Chamber, except in relation to matters as to which such director 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: DETERMINATION OF OFFICERS

The Board of Directors (new and retiring directors) at its regular monthly meeting, shall reorganize for the coming year. The Nominating Committee for Directors shall also nominate officers each year. At this meeting, the Board shall elect the President, Secretary, Vice President and Treasurer to conduct the activities of the Chamber. Officers will be elected from members of the new Board. All officers shall serve for a term of one (1) year or until their successors assume the duties of office, and they shall be voting members of the Board of Directors.

Section 2: DUTIES OF OFFICERS

- A. President: The President shall serve as the chief elected officer of the Chamber of Commerce and shall preside at all meetings of the membership, Board of Directors and Executive Committee.

The President shall assign **committee** responsibility subject to Board of Directors approval.

* The President and the Executive Secretary shall determine all committees, select all committee leaders, assist in the selection of committee personnel, subject to approval of the Board of Directors.

- B. Vice President: The duties of the Vice President shall be such as the title by general usage would indicate, and such as required by law, as well as those that may be assigned by the president of the Board of Directors. The Vice President shall exercise the powers and authority and perform the duties of the President in the absence or disability of the President. The Vice President shall also serve as head of the Program of Work Committee of the Chamber. As such, the Vice President and Committee will be responsible for determining that the program activities of the Chamber are of such duration as is required, at all times being alert to assure that the activities of the Chamber are directed toward achieving business and community needs in the area served by the Chamber. The Vice President will also have under his/her immediate jurisdiction all committees pertaining to his/her general duties.

- C. Secretary: The Secretary shall conduct the official correspondence, preserve all books, documents and communications. Maintain an accurate record of the proceeds of the Chamber, assist the Executive Secretary, the Board of Directors and all committees, submit a written report of the year's work at the close of each fiscal year, and shall perform such duties as may be incident to the office, subject to the direction of the Board of Directors.
- D. Treasurer: The Treasurer shall be responsible for the safeguarding of all funds received by the Chamber and for their proper disbursement. Such funds shall be kept on deposit in financial institutions, or invested in a manner approved by the Board of Directors. Checks are signed by the Treasurer and the Executive Secretary, or in the absence of either or both, by any two (2) officers. The Treasurer shall cause a monthly financial report to be made to the Board.
- E. Executive Secretary: The Executive Secretary shall be the chief administrative and executive officer. The Executive Secretary shall serve as secretary to the Board of Directors, and cause to be prepared notices and agendas for general meetings. The Executive Secretary shall serve as advisor to the President on program planning, and shall assemble information and data and cause to be prepared special reports as directed by the Program of the Chamber.

The Executive Secretary shall be a non-voting member of the Board of Directors, the Executive Committee and all committees.

Section 3: EXECUTIVE COMMITTEE

The Executive Committee shall act for and on behalf of the Board of Directors when the Board is not in session, but shall be accountable to the Board for its actions. It shall be composed of the President, Past President, Vice President, Treasurer, Secretary and the Executive Secretary. The President will serve as head of the Executive Committee.

Section 4 INDEMNIFICATION

The Chamber may, by resolution of the Board of Directors, provide for indemnification by the Chamber of any and all of its Officers or former officers as spelled out in Article IV, Section 7 of these bylaws.

ARTICLE VI

COMMITTEES AND DIVISIONS

Section 1: APPOINTMENT AND AUTHORITY

The President may appoint such ad hoc committees as deemed necessary. Committee appointments shall be at the will and pleasure of the President and shall serve concurrent with the term of the appointing President, unless a different term is approved by the Board of Directors.

It shall be the function of committees to make investigations, conduct studies and hearings, make recommendations to the Board of Directors, and to carry on such activities as may be delegated to them by the Board.

Section 2: LIMITATION OF AUTHORITY

No action by any member, committees, division, employee, Director, or officer shall be binding upon, or constitute an expression of, the policy of the Chamber until it shall have been approved or ratified by the Board of Directors.

Committees shall be discharged by the President when their work has been completed and their report accepted, or when, in the opinion of the Board of Directors, it is deemed wise to discontinue the committees.

ARTICLE VII

FINANCES

Section 1: FUNDS

All money paid to the Chamber shall be placed in a general operating fund. Funds unused from the current year's budget will be placed in a reserve account or investment program.

Section 2: DISBURSEMENTS

Upon approval of the budget, the Executive Secretary is authorized to make disbursements on accounts and expenses provided for in the budget without additional approval of the Board of Directors. Disbursements over \$100.00 shall be approved by two (2) signatures, one being a member of the Executive Committee.



Section 3: FISCAL YEAR

The fiscal year of the Chamber shall close on December 31.

Section 4: BUDGET

As soon as possible after election of the new Board of Directors and Officers, the Executive Committee shall adopt the budget for the coming year and submit it to the Board of Directors for approval.

Section 5: ANNUAL AUDIT

The accounts of the Chamber of Commerce shall be audited annually.

ARTICLE VIII

DISSOLUTION

Section 1: PROCEDURE

The Chamber shall use its funds only to accomplish the objectives and purposes specified in these bylaws, 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 Section 501 (C) (3).

ARTICLE IX

PARLIAMENTARY AUTHORITY

Section 1: PARLIAMENTARY AUTHORITY

The current edition of Roberts Rules of Order shall be the final source of authority in all questions of parliamentary procedure when such rules are not inconsistent with the Charter or Bylaws of the Chamber.

ARTICLE X

AMENDMENTS

Section 1: REVISIONS

These bylaws may be amended or altered by a **majority** vote of the Board of Directors, or by a majority of the members at any regular or special meeting, providing the notice for the meeting includes the proposals for amendments.

Adopted: 05 -7-91

Amended: 09-13-2009

Adopted: 09-17-2009

AND
ORIENTATION OF OFFICERS AND DIRECTORS

Lead Time	Month Prior to New Board Taking Office	Action to be Taken
5 Months	August	President appoints Nominating Committee with Board's approval at regularly scheduled Board Meeting. (Article IV, Section 2A)
4 Months	September	Nominating Committee presents (single slate) to Directors. (Article IV, Section 2A) Immediate notice of slate is given to the membership.
3 Months	October	Election of Directors at regularly scheduled Board Meeting. (Article IV, Section 2D)
2 Months	November	Election of Officers at regularly scheduled Board Meeting (combination of old and new Board). (Article IV, Section 3 and Article V, Section 1)
1 Month	December	Orientation of new officers and Directors; plan new Program of Work; appointment and orientation of new committee leaders, committee members and other action groups; and plan budget.
	January	New Board of Directors takes office and committees and other action groups go into action.