

MILLEDGEVILLE - BALDWIN COUNTY
CHAMBER OF COMMERCE, INC.

BY-LAWS

(adopted August 13, 2017)

ARTICLE I
NAME

This organization is incorporated under the laws of the State of Georgia and is known as the MILLEDGEVILLE - BALDWIN COUNTY CHAMBER OF COMMERCE, INC. (the “Chamber”).

ARTICLE II
PARLIAMENTARY PROCEDURE

The current edition of Roberts 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 III
PURPOSE AND OBJECTIVES

Purposes of this organization are: (1) the advancement of civic, commercial, and industrial interests for Milledgeville and Baldwin County, Georgia; (2) the representation of the initiatives that are important to the business community; (3) the encouragement of united interests and action towards the development of this community as a better and more prosperous place in which to live, work and conduct business; and (4) to stay abreast of city, county, state, and national legislative actions.

ARTICLE IV
LIMITATIONS OF METHODS

This organization shall be nonpartisan, nonsectarian, and shall not by resolution or otherwise be committed to the support or endorsement of any candidate for public office, including advertising or other written support in any and all written Chamber material. The Chamber of Commerce may, by resolutions, projects, and otherwise, support, endorse, or oppose legislation, resolutions, or other public issues and interests. This organization 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 V
MEMBERSHIP

- A. **Eligibility:** Individuals and firms of good standing, interested in the purpose of this organization, shall be eligible to apply for membership.

- B. **Application:** Applications for membership shall be in writing, on forms provided for that purpose and signed by the applicant. All applicants for new membership will be reported to the Board of Directors, prior to the next scheduled Board meeting. In cases where an objection is filed, a majority vote of the Directors present shall be required to elect the applicant to active membership. If there is no objection, or if the applicant is elected by majority vote, the applicant shall become a member upon payment of the initial investment.

- C. **Investments:** All membership investments shall be at such levels, schedules, and formulas as prescribed by the Board of Directors.

- D. **Resignation and Expulsion:** Any member in good standing may resign by giving written notice to the Board of Directors. A member's failure to pay its scheduled membership investment shall be considered a resignation, and a document of resignation will be included with the member's third investment renewal notice. Any member may be expelled by a two-thirds vote of the Directors, at a regularly scheduled meeting, thereof, for conduct unbecoming a member or prejudicial to the aims or repute of the Chamber, after notice and opportunity for a hearing are afforded the member complained against. In the event of death of an individual member, the Directors shall cancel all of that member's further personal obligations to the Chamber.

ARTICLE VI
MEETINGS

- A. **Annual Meetings:** The annual meeting of the Chamber shall be held in the first fiscal quarter of each year, provided, however, that the Directors, by a majority vote, may select another date that will be more convenient for such a meeting. The time and place shall be fixed by the Board of Directors and notice be mailed / emailed to each member at least ten (10) days before said meeting. New Officers shall be presented at this meeting and an appropriate program shall be arranged. The Chamber will present a business recap for the year that will include a current budget report and Chamber activities in progress.

- B. **Special Meetings:** Special meetings may be called whenever the Board deems advisable, or upon written requests of the Chairman, or three Directors, or ten members. Written notice of the time, place and purpose of special meetings shall be mailed / emailed to the available addresses of all members at least five days prior to the meeting.

- C. **Quorum:** At any special or general meeting of the Chamber, those members in attendance personally shall constitute a quorum if due notice has been given to all members in advance of such a meeting.

ARTICLE VII
BOARD OF DIRECTORS

- A. **Authority and Composition:** The government of this organization shall be vested in a Board of Directors (“the Board”) composed of fifteen (15) members elected for three (3) year terms. The Board shall seek to stagger the terms of its Directors so that five (5) Directors are elected in any given year.

With the approval of the Board, by majority vote, the Chairman may appoint up to two (2) additional members to serve one (1) year terms as members of the Board; running concurrently with the Chairman’s tenure. The Chamber President / CEO shall serve as an ex-officio, non-voting member of the Board.

The Board shall at all times consist of no less than twelve elected members, except that an otherwise properly constituted Board shall be able to conduct an election to fill one or more vacancies on the Board.

- B. **Duties:** The Board shall adopt such rules, regulations and policies as are deemed advisable for the proper conduct and operation of the Chamber and for the guidance of its committees, officers, and employees. The Board is empowered to do whatever its judgment calculates necessary to increase efficiency and usefulness of this organization for the membership, provided such action complies with the Chamber’s by-laws and all applicable federal, state, and local laws.
- C. **Meetings:** The Board shall meet in regular session at least once every two months in a face-to-face format. Special meetings may be called as needed. The date for regular meetings shall be set by the Board at the first meeting of the fiscal year, and due notice of same given to the membership. Should the Board consider it necessary or desirable to reschedule or cancel previously announced meetings, it shall endeavor to notify the general membership of such changes at least ten calendar days in advance of the rescheduled meeting.
- D. **Attendance:** All Directors are expected to fully participate in the business of the Chamber. A Director may be removed for lack of participation.
- E. **Removal:** Whenever a Director changes jobs or positions, or whenever a Director becomes unemployed, so that their occupation or employment is different than it was at the time of their election, the Board may consider removing the Director. After consideration, upon a motion made and duly seconded, the Board may, in the best interests of the organization, and without prejudice to the Director, remove said Director from the Board.
- F. **Quorum:** Those Directors in attendance personally shall constitute a quorum if due notice has been given to all Directors.
- G. **Voting:** All votes of the Board of Directors, except as otherwise indicated herein, shall be

controlled by a majority of the Directors present at any meeting.

- H. Electronic Voting:** In cases of exigency or when it is not practical to convene the Board in person, the Board may vote on matters by email as set forth in this section. The Chair shall have discretion to decide that a matter is appropriate for electronic voting. The President / CEO then shall send by email, to all Board members, the proposal to be voted on and any supporting documentation. In this email, the President / CEO shall identify a discussion period where Board members may discuss the proposal by email prior to voting. The Chair shall set the duration of the discussion period, except that each discussion period shall endure for at least 48 hours from the time the proposal is emailed to the Board. After the discussion period expires, the Board may vote on the proposal. For an electronic vote to be effective, a majority of the Board must participate in the vote. The Secretary shall record the minutes of the electronic discussion and vote.
- I. Indemnification:** The Chamber may, by resolution of the Board, indemnify any and all of its Directors, former Directors, staff, or former staff, against expenses actually and necessarily incurred by them in connection with the defense of any action, suit, or proceeding, in which any of them are parties by reason of their Board or Chamber service, except in relation to matters as to which such Director or staff member shall be adjudged in such action, suit, or proceeding to be liable for gross negligence or intentional misconduct.
- J. Director Policies & Procedures:** Directors are expected to read, understand, and abide by all Policies and Procedures as written in the Chamber Board of Directors Manual. The Acknowledgement is to be filled out and signed upon orientation.
- K. Vacancies:** The Chair shall appoint an interim Director to fulfill the unexpired term of any vacancies created among the Directors. This appointment requires majority approval by the members of the Board. Any interim appointee must meet the qualifications designated for Directors.
- L. Ex-Officio:** To better serve the total community, the Chair may appoint honorary, non-voting members of the Board. These ex-officio members of the Board shall be invited for a one-year term, but may be re-appointed to serve additional terms.

ARTICLE VIII **SELECTION OF DIRECTORS**

- A. Nominating Committee:** At the beginning of the third quarter, the Chair shall designate a nominating committee. The committee shall consist of:
- the Chair;
 - the Chair-Elect;
 - the Immediate Past Chair; and
 - four Chamber members who are not currently serving on the Board, for a total of seven voting members.

The President / CEO shall serve as an ex-officio, non-voting member. The Chair-Elect shall serve as Chair of the Nominating Committee.

- B. Nomination Process:** By the beginning of the third quarter, the Nominating Committee will solicit Chamber members in good standing for nominations to be considered for board membership. Nominating Committee members, along with the Chamber President / CEO, may also present names for consideration.
- C. Review Process:** Nominees may be required to complete an application to ensure eligibility and willingness to serve. Applications will be reviewed in a uniform manner. The Nominating Committee will then select finalists to be interviewed. The slate of finalists should be representative of a cross-section of the Chamber membership in addition to meeting the criteria of board membership and demonstration of willingness to serve.
- D. Nominating Committee Report:** The Nominating Committee will submit the list of finalists to the President / CEO consistent with the timeline established by the President / CEO and Nominating Committee Chair.
- E. Board Approval:** Prior to the beginning of the fourth quarter, the Board of Directors shall vote on each candidate submitted by the Nominating Committee.
- F. Board Appointment Presentation:** Upon Board approval, newly elected Directors shall take office at the beginning of the Chamber year and will be presented to the membership at the annual meeting.

ARTICLE IX **OFFICERS**

- A. Qualifications:** Any Chamber member in good standing shall be eligible for election to any Chamber office provided such member is currently serving or newly elected to the Board of Directors.
- B. Salaries:** All Officers except the President / CEO shall serve without monetary compensation.
- C. Duties:** Officers shall have such duties as their titles, by general usage, indicate, and duties that are assigned to them by the Board. All Officers shall be accountable to the Board.
- D. Determination:** The Board of Directors (new and retiring) at its regular May meeting shall re-organize for the coming year. The Nominating Committee for Officers, composed of the Chair and Chair-Elect, shall nominate Officers for the coming year. The Chair shall be the Chair of this committee. At this meeting, the Board shall elect the Chair-Elect, Secretary, Treasurer, and as many Committee Chairs as deemed necessary 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 successors assume the duties of office. All Officers shall be voting members of the Board of Directors. At the discretion of the Executive Committee, Officers may remain on the Board for one additional year beyond their three-year Board term in order to serve for their elected office.

E. Vacancies: The Chair will appoint an interim Officer to fulfill the unexpired term of any vacancies created among the Officers. This appointment requires majority approval by the members of the Board. Any interim appointee must meet the qualifications designated for the office to which the person is appointed.

F. Composition and Duties: The Officers of the Board shall be as follows:

1. **Chair:** The Chair shall preside at all meetings of the Board and the Executive Committee, and shall be an ex-officio member of all other committees. The Chair shall, with the advice and counsel of the President / CEO, determine all Committees, select all Committee Chairs, and assist in the selection of Committee personnel, subject to Board approval and these by-laws.
2. **Chair-Elect:** The Chair-Elect shall become Chair of the Board of Directors at the beginning of the fiscal year immediately following their term as Chair-Elect. The Chair-Elect shall preside at all Board meetings upon the temporary absence of the Chair and shall perform such other functions as may be assigned to them by the Chair.
3. **Immediate Past-Chair:** The Immediate Past-Chair will provide continuity of leadership from one board to the next. The Past-Chair will act at the direction of the current Chair.
4. **Treasurer:** The Treasurer shall supervise the receipt, deposit, and disbursement of the funds of the Chamber and shall cause a monthly financial report to be made to the Board. The Treasurer shall serve as Chair of the Budget Committee, if applicable. The Treasurer and the Budget Committee, if applicable, shall be responsible for determining the ways and means by which budget requirements are met. They shall be the official custodians of all funds and securities of the Chamber; and shall fulfill such additional duties as may be assigned by the Chair. To provide for promptness and convenience in the timely disbursement of funds, the Board may designate one or more Assistant Treasurers from among the Executive Committee, to serve in countersigning checks in the absence or unavailability of the Treasurer.
5. **Secretary:** The Secretary shall keep or cause to be kept the minutes of the meetings of the Board of Directors and the membership, as appropriate. The Secretary shall give and serve all notices of the Chamber; present to the Board of Directors all communications directed to them in their capacity as Secretary;

attend to all Chamber correspondence; and fulfill such additional duties as may be assigned by the Chair.

6. **President / CEO:** The President / CEO shall conduct the day-to-day business of the Chamber, including:
- keeping records, including records of receipts, disbursements, and deposits of Chamber funds;
 - managing all Chamber employees and Chamber office functions;
 - initiate actions designed to advance Chamber objectives consistent with the Chamber's bylaws and policies;
 - working closely with the Chamber's Directors, Officers, members, and volunteers to ensure attainment of Chamber objectives;
 - making or causing to be made to the Directors timely reports and other useful information;
 - fulfill such additional duties as may be assigned by the Chair.

The President / CEO is a salaried position that serves at the convenience of the Directors. The President / CEO shall be selected, and their salary set, by majority vote of the Directors.

ARTICLE X **FINANCES**

- A. **Fiscal Year:** The fiscal year shall be from January 1 through December 31.
- B. **Receipts, Deposits:** All funds shall be deposited in the name of this organization in a bank that is a member of the organization. Funds shall be withdrawn only by checks signed by any two officers. All securities shall be kept in a safety deposit box within said bank, which shall not be opened except in the presence of two officers.
- C. **Accounting:** a monthly financial statement shall be submitted to the Directors, and at least an annual statement to the membership. The Chamber shall provide for an audit every two years and take such other actions as deemed necessary to assure the correct handling of this organization's finances at all times.
- D. **Liability:** No officer, director or employee shall incur debts binding upon this organization without the Board of Directors approval unless herein provided.
- E. **Budget:** The Executive Committee shall, at the beginning of each fiscal year, submit to the Directors a budget for the ensuing year's operations. Upon approval or adjustment, this budget shall become effective within limitation of income.
- F. **Bonding:** The President / CEO, and such officers and staff as the Board may designate, shall be bonded by a sufficient fidelity bond in the amount set by the Directors and paid for by the Chamber.

- G. Procedure:** The Chamber shall use its funds only to accomplish the objectives and purposes specified in these by-laws, 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 Directors.

ARTICLE XI **COMMITTEES**

- A. Executive Committee:** There shall be an Executive Committee, which shall be composed of the Chair, Chair-Elect, Treasurer, Secretary, and the Past Chair. The President / CEO shall be an ex-officio, non-voting member. Any two members of the Executive Committee may call a meeting of the Executive Committee, a majority of voting members being required for the proper conduct of business.
- 1. Duties/Functions of the Executive Committee:** In the interim between Board meetings, the Executive Committee shall have general responsibility for the finances and property of the Chamber and shall have authority to order normal disbursements for the operations of the Chamber. It may grant to any committee a reasonable amount of money for special work, provided the amount does not exceed the budget allowance for such work previously approved by the Board. The Executive Committee shall conduct the administrative affairs of the Chamber in said interim, but policy decisions shall be determined by the Board.
- B. Other Committees:** The Board shall authorize and define the powers and duties of all other committees, as needed, and the Chair shall appoint committee chairs for all committees. Chamber membership is not a prerequisite to chair or serve on any committee other than the Executive Committee.
- C. Meeting, Limitations:** Committees shall hold such meetings and perform such activities necessary to the proper performance of their duties. No Committee shall take action binding upon this organization unless approved by the Board.

ARTICLE XII **AMENDMENTS**

These by-laws may be amended by a majority vote of the Board. Any proposed amendments or alterations shall be submitted to the Board in writing, at least ten (10) days in advance of the vote.