

Bylaws of the
ARCHDALE-TRINITY
CHAMBER OF COMMERCE

Growing with excellence

ARTICLE I – GENERAL

SECTION 1 NAME

This organization is incorporated under the laws of the State of North Carolina and shall be known as the Archdale-Trinity Chamber of Commerce Incorporated.

SECTION 2 PURPOSE/OBJECTIVES

The Archdale-Trinity 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;
- 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 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 3 AREA

The Archdale-Trinity area shall mean to include all the areas in Randolph County within the Guil-Rand Fire District, the Hasty Fire District serving that portion of the city of Trinity, the city of Archdale, the Archdale-Trinity School District, and the Trinity Township.

SECTION 4 LIMITATION OF METHODS

The Archdale-Trinity 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, (Article 1, Section 2) 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 President shall review all applications and submit them to the Board of Directors with a recommendation. Election of members shall be by the Board of Directors at any meeting thereof. Any applicant so elected shall become a member upon payment of the regularly scheduled investment as provided in Section 3 of Article II.

SECTION 3 INVESTMENTS

Membership investments shall be at such rate or rates, schedule or formula as may be from time to time prescribed by the Board of Directors, payable annually in advance.

SECTION 4 TERMINATION

- a) Any member may resign from the Chamber upon notification to the Board of Directors;
- b) Any member shall be expelled by the Board of Directors by a two-thirds vote for nonpayment of dues after ninety (90) days from the date due, unless otherwise extended for good cause;
- c) Any member 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 repute of the Chamber, after notice and opportunity for a hearing are afforded the complained against.

SECTION 5 VOTING

In any proceeding for which voting by members is called, each member in good standing shall be entitled to cast one vote through its designated representative. Voting by means of mail or electronic methods (facsimile transmission or e-mail) is acceptable between regular meetings when deemed necessary by the appropriate chairman.

SECTION 6 EXERCISE OF PRIVILEGES

Any employee of a Chamber Member Firm or organization may participate in Chamber activities.

SECTION 7 ORIENTATION

At regular intervals, orientation on the purposes and activities of this organization shall be conducted for the following groups: new directors, officers, directors, committee leaders, committees and new members. A detailed outline for orientation of each of these groups shall be a part of this organization's procedures manual.

SECTION 8 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. The Board of Directors shall confer or revoke honorary membership by a majority vote.

ARTICLE III – MEETINGS

SECTION 1 ANNUAL MEETING

The annual meeting of the corporation, in compliance with state law, shall be held by the first quarter of each year. The time and place shall be fixed by the Board of Directors and notice thereof sent to each member at least ten (10) days before said meeting.

SECTION 2 ADDITIONAL MEETINGS

General meetings of the Chamber of Commerce may be called by the Chair at anytime, or upon petition in writing of any ten percent of the members in good standing:

- a) Notice of special meetings shall be mailed to each member at least five (5) days prior to such meetings;
- b) Board meetings, other than the regular monthly meeting of the Board of Directors, may be called by the Chair or by the Board of Directors upon written application of three (3) members of the Board. Notice (including 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 anytime by the Chair, Chair-Elect, Vice President, or by the committee leader.

SECTION 3 QUORUMS

At any duly called General Meeting of the Chamber, ten percent (10%) of the members shall constitute a quorum. For Board of Directors meetings, a majority of Directors shall constitute a quorum. At Committee Meetings, a majority shall constitute a quorum except when a Committee consists of more than nine (9) members, five (5) shall constitute a quorum.

SECTION 4 NOTICES, AGENDA, MINUTES

Written notice of all regularly scheduled Chamber meetings must be given at least three days in advance unless otherwise stated. An advance agenda and minutes must be prepared for all meetings. A detailed outline for the preparation of both shall be a part of this organization's procedures manual.

ARTICLE IV – BOARD OF DIRECTORS

SECTION 1 COMPOSITION OF THE BOARD

The Board of Directors shall be composed of not less than twelve (12) and not more than twenty-five (25) members, serving one to three-year terms. Two (2) of those members shall be a representative from each of the cities of Archdale and Trinity, and shall be appointed by those entities. Terms of the office of the Directors elected by the membership shall be so arranged that a minimum of four (4) Directors shall be elected each year; or until their successors are elected and have qualified. In all instances, a balance of the classes serving one-, two- and three-year terms will be maintained. In addition to the twelve to twenty-five elected members, the Past Chair and current Officers shall serve as voting members of the Board.

SECTION 2 SELECTION AND ELECTION OF DIRECTORS

A. Nominating Committee. At or before the regular April Board meeting, the Chair shall instruct the Nominating Committee to begin their process of selecting candidates for next year's Board of Directors. The Nominating Committee shall present to the Board of Directors at the regular August Board meeting, for their approval, a slate of not less than four (4) 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. No Board member who has served two (2) consecutive three-year terms is eligible for election for a third term. A period of one (1) year must elapse before eligibility is restored.

B. Publicity of Nominations. Upon receipt of the report of the Nominating Committee, the President shall immediately notify the membership of the names of persons nominated as candidates for directors and of the right to petition.

C. Nominations by petition. Additional names of candidates for Directors can be nominated by petition bearing the genuine signatures of at least ten (10) qualified members of the Chamber. Such petition shall be filed with the Nominating Committee within ten (10) days after notice has been given of the names of those nominated. The determination of the nominating Committee as to the legality of the petition(s) shall be final.

D. Determination. If no petition is filed within the designated period, the nominations shall be closed and the nominated slate of candidates shall be declared elected by the Board of Directors at their regular September Board Meeting.

If a legal petition shall present additional candidates, the names of all candidates shall be arranged on a ballot in alphabetical order. Instructions will be to vote for the same number of candidates that were on the original ballot. That number will be specified in the instructions. The President shall mail this ballot to all active members at least twelve (12) days before the regular September Board Meeting. The Ballots shall be marked in accordance with instructions printed on the ballot and returned to the Chamber Office within seven (7) days. The Board of Directors shall at their regular September Board meeting declare the five candidates with the greatest number of votes elected.

E. Judges. The Chair shall appoint, subject to the approval of the Board of Directors, at least three (3), but not more than five (5) judges who are not members of the Board of Directors or candidates for election. Such judges shall have complete supervision of the election, including the auditing of the ballots. They shall report the results of the election to the Board of Directors.

SECTION 3 SEATING OF NEW DIRECTORS

All newly elected Board Members shall take office at the beginning of the new program year and shall be participating members thereafter. Retiring Directors shall continue to serve until the end of the Program year.

SECTION 4 VACANCIES

A member of the Board of Directors who shall be absent from three (3) consecutive regular meetings of the Board of Directors shall be dropped from membership on the board by a majority vote of Board Members present unless a review of the absences finds that one or more of the absences is excusable for good cause.

When a Director becomes an Officer, a vacancy is thereby created. Vacancies on the Board of Directors, or among the Officers, shall be filled by a majority vote of the Board of Directors upon nomination by the nominating committee. The length of appointment will coincide with the unexpired term of the person being replaced.

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. These policies shall be maintained in a Policy Manual to be reviewed annually and revised as necessary.

SECTION 6 MANAGEMENT

The Board of Directors shall employ a President 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 gross 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 Nominating Committee for Directors shall nominate officers each year. At or before the regular August Board meeting, the Board shall elect the Chair, Chair-Elect, as many Vice Presidents as is deemed necessary to conduct the activities of the Chamber, the Secretary, and the Treasurer. Officers will be elected from the current list of members in good standing. 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. Chair. The Chair 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 Chair shall, with the advice and counsel of the Executive Committee, assign Vice Presidents to divisional or departmental responsibility, subject to Board of Directors approval. The Chair shall, with advice and counsel of Vice Presidents and the Executive Committee subject to the approval of the Board of Directors, determine all committees and select all committee leaders. The Chair will also assist in the selection of committee personnel.

B. Chair-Elect. The Chair-Elect shall exercise the powers and authority and perform the duties of the Chair in the absence or disability of the Chair.

C. Vice Presidents. The duties of the Vice Presidents shall be such as their titles by general usage would indicate, as well as those that may be assigned by the Chair or the Board of Directors. They will also have under their immediate jurisdiction all committees pertaining to their general duties.

D. Secretary. The Secretary shall record the minutes of meetings of the Executive Committee and of the Board of Directors and such other duties as may be assigned by the Chair of the Board.

E. 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. Only the Chair, the President, the Treasurer or designated Treasurer assistant as approved by the Executive Committee shall have the authority to sign checks. The Treasurer shall cause a monthly financial report to be made to the Board. Checks will generally be written by the Treasurer or designated assistant.

F. PRESIDENT. The President shall be the chief administrative and executive officer. The President shall cause to be prepared notices, agendas, and minutes of meetings of the Board.

The President shall serve as advisor to the Chair and Executive Committee and shall assemble information and data and cause to be prepared special reports as directed by the Program of the Chamber.

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

With assistance of the Divisional Vice Presidents, the President shall be responsible for administration of the program of work in accordance with the policies and regulations of the Board of Directors.

The President shall be responsible for hiring and discharging employees with approval of the Board of Directors. The President will also be responsible for directing and supervising all employees.

The President and a Budget Committee consisting of at least the current Treasurer and Treasurer-Elect shall be responsible for the preparation of an operating budget covering all activities of the Chamber, subject to approval of the Board of Directors.

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 Chair, Chair-Elect, Vice Presidents, Treasurer, Secretary, and the Past Chair as voting members and the President shall be a non-voting member. The Chair 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 Chair, by and with the approval of the Board of Directors as to standing committees, shall appoint all committees and committee leaders. The Chair shall appoint, subject to approval by the Board of Directors, a Nominating Committee of three (3) members of the Chamber. The Chair shall designate the head of the Committee. This committee will function for the entire year. The Chair may appoint such ad hoc committees and their leaders as deemed necessary to carry out the program of the Chamber. Committee appointments shall serve concurrent with the term of the appointing Chair, 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, committee, 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 dissolved by the Chair when their work has been completed and their reports accepted, or when, in the opinion of the Board of Directors, it is deemed wise to discontinue the committees.

SECTION 3 TESTIMONY

Once committee action has been approved by the Board of Directors, it shall be incumbent upon the committee leaders or, in their absence, individuals whom they designate as being familiar enough with the issue to give testimony to, or make presentations before, civic and governmental agencies.

SECTION 4 DIVISIONS

The Board of Directors may create such divisions, bureaus, departments, councils, or subsidiary corporations as it deems advisable to handle the work of the Chamber.

The Board shall authorize and define the powers and duties of all divisions, bureaus, departments, councils, and subsidiary activities and proposed programs of such divisions, bureaus, departments, councils, or subsidiary corporations, including collection and disbursement of funds.

No action or resolution of any kind shall be taken by divisions, bureaus, departments, councils, or subsidiary corporations having bearing upon or expressive of the Chamber, unless approved by the Board of Directors.

ARTICLE VII – FINANCES

SECTION 1 DISBURSEMENTS

Upon approval of the budget, the President can authorize disbursements on accounts and expenses provided for in the budget without additional approval of the Board of Directors. Disbursement shall be by check unless and until the Board shall establish a Petty Cash Fund with guidelines therefore.

SECTION 2 FISCAL YEAR

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

SECTION 3 BUDGET

Prior to or during the January Board meeting, the Executive Committee shall adopt the budget for the coming year and submit it to the Board of Directors for approval.

SECTION 4 ANNUAL REVIEW

The accounts of the Chamber of Commerce for the previous year shall be reviewed no later than the first quarter of the year by the incoming Executive Committee.

SECTION 5 BONDING

The President and such other Officers and staff as the Board of Directors may designate shall be bonded by sufficient insurance or fidelity bond in the amount set by the Board and paid for by the Chamber.

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 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 two-thirds (2/3) vote of the full Board of Directors, or by a majority of the membership present at any regular or special meeting at which there is a quorum, providing the notice for the meeting includes the proposals for amendments. Any proposed amendments or alterations shall be submitted to the Board or the Members in writing, at least ten (10) days in advance of the meeting at which they are to be acted upon.