

Brevard/Transylvania Chamber of Commerce

By-Laws

Brevard, North Carolina

Recommended to Membership on September 13, 2016

ARTICLE I - NAME AND OBJECTIVE

- Section 1. Name - This organization shall be known as the Brevard/Transylvania County Chamber of Commerce. The Chamber shall have all the powers granted non-profit corporations under the laws of North Carolina.
- Section 2. Purpose – The purpose of the organization is to promote its membership and the business interest of Brevard and Transylvania County by 1) enhancing, advancing and promoting the well-being of commerce, manufacturing, agriculture, tourism, education, artistic and civic interests in the area; 2) undertaking an active leadership role in the community by initiating, coordinating or supporting programs for the benefit of the business community; 3) encouraging communication between private and public sectors, businesses and non-profits; 4) representing and advocating for the business community to municipal, county, state and federal governments; and 5) promoting, by example, good business ethics and behavior.
- Section 3. Activities-Limitations - This Chamber, in its activities shall be non-profit, non-partisan and non-sectarian. Nevertheless; the Chamber may address issues involving its purposes by being an advocate and sponsoring open forums for public discussion and education.

The Chamber shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under Section 501 (c)(6) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170 (c)(2) of the Internal Revenue code of 1986 (or corresponding provision of any future United States Internal Revenue Law).

No part of the income of the Chamber shall inure to the benefit of any director or officer of the Chamber or any private person (except that reasonable compensation may be paid for services rendered to or for the Chamber affecting one or more of its purposes). No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or otherwise intervene (including the publishing or distribution of statements) in any political campaign on behalf of any candidate for public office.

ARTICLE II – MEMBERSHIP

Section 1. Eligibility - Membership in this organization is open to any person, firm or corporation in good standing, interested in the promotion and welfare of Brevard and Transylvania County. To be in good standing, applicants are subject to approval by the Executive Committee and must have paid applicable dues.

Any current member may be expelled by the Executive Committee for good cause with prior notification to the Board of Directors. Members so expelled may appeal expulsion in writing to the Board within 30 days. The decision of the Board of Directors at its next official board meeting shall be final.

Section 2. Dues – Membership dues shall be determined by the Board of Directors.

Section 3. Delinquency - Any member delinquent in payment of dues by more than 90 days is subject to having their membership dropped.

Section 4. Voting Privileges - Each member in good standing, per Article II, Section 1, shall be entitled to one vote.

ARTICLE III - BOARD OF DIRECTORS AND EXECUTIVE COMMITTEE

Section 1. Powers - The government of this organization, the direction of its work and control of its property shall be vested in the Board of Directors.

Section 2. Board Composition - The Board of Directors shall be composed of 15 elected members and up to six (6) ex-officio members as defined in Section 3 and Section 4. Additionally, the full board, at the recommendation of the Executive Committee, may vote to create an additional Board position for a one or two-year term for an existing Board Member. Section 3. Election of Directors - In September of each year the Executive Director and the Nominating Committee shall prepare a list of all members in good standing. Any voting member of the Chamber shall be eligible to be nominated to the Board of Directors.

The Nominating Committee shall nominate five (5) consenting Chamber members in good standing to be approved by the Executive Committee. This list of nominees will then be presented to the Board of Directors and placed on a ballot. The Executive Director shall distribute the ballot to the full membership no later than October 25th. Write-in space shall be provided on the ballot for a name(s) to be nominated by the membership. To be counted, ballots must be returned to the Executive Director within 15 days of distribution.

The Nominating Committee shall be responsible for counting the ballots and reporting the results of the election to the Board at its regular November meeting. The five (5) nominees receiving the most votes will be elected and serve for a three (3) year term.

Section 4. Ex-Officio Members – At the discretion of the Executive Committee, certain organizations within the community will be invited to have a representative serve as a voting Ex-Officio member of the Board. These may include, but are not limited to; a representative from

Transylvania County, The City of Brevard, Transylvania Economic Alliance, the Heart of Brevard and Transylvania County Schools. Representatives shall be chosen annually by each organization and submitted to the President by December 1.

Section 5. Nominating Committee - In September of each year, a nominating committee of five (5) individuals, consisting of the President, Past-President, President-Elect and two (2) Directors - one chosen by the President and one chosen by the President-Elect, shall convene. The President-Elect of the Chamber shall serve as the Nominating Committee Chairman.

Section 6. Election of Officers - Any Director in good standing shall be eligible to be elected as an officer. It is recommended that nominees for the office of President-Elect shall have served on the Board of Directors for a minimum of two (2) years to be named as a nominee for that office.

The prior President-Elect shall automatically become President. In the event that the President-Elect is unavailable to fill the office of President a new President-Elect shall be selected by the remaining officers. In this event, the two (2) year eligibility requirement shall be waived.

It shall be the new President's responsibility to select from the incoming Board of Directors their Executive Committee. These names shall be submitted for approval to the current Board of Directors at the regular November meeting.

Section 7. Installation of Officers and Directors - Directors and Officers shall take office on January 1st of each year.

Section 8. Removal from Office - Any duly elected Director or Officer who is absent from three (3) consecutive or five (5) regular meetings during a calendar year may be dropped from the Board by the Executive Committee. It shall be the responsibility of the Secretary to record attendance at regular Board meetings and to report to the Executive Committee excessive absences. Directors and/or Officers dropped for reasons of attendance may be eligible for re-election or re-appointment.

Section 9. Board Replacement - Vacancies on the Board of Directors shall be filled by persons nominated by the President from a list of current Chamber members. The appointee(s) shall be approved by the Executive Committee and presented to the Board of Directors. Those persons so approved will serve the remaining portion of the unexpired term. They will be eligible for election to one full term as Director. If the vacating Board Member has less than one (1) year remaining on his/her term, the Executive Committee may decide to leave the vacancy unfilled until the following election.

Section 10. Executive Committee - An Executive Committee of the Board shall be made up of the President, President-Elect, the Secretary, the Treasurer, the Immediate Past President, and two (2) Vice-Presidents.

The Executive Committee shall be empowered to act on behalf of the entire Board of Directors, as necessary between regular meetings. The Executive Committee shall keep written minutes and report its actions to the full Board of Directors at the next regular Board meeting.

Section 11. Term Limits - Directors shall be eligible to serve two consecutive three (3) year terms, after which they will not be eligible for re-election to the Board for one (1) year. Term limits do not apply for the special one or two-year term defined in Section 2.

Members of the Executive Committee are eligible to serve on the Executive Committee for two (2) consecutive years, after which they will not be eligible to serve on the Executive Committee for one (1) year. The President-Elect, President and the Immediate Past President are excluded from the Executive Committee term limits.

Section 12. Quorum – At Board of Directors meetings and Executive Committee meetings a simple majority of the members shall constitute a quorum. Any vacant seats will be excluded from the simple majority.

ARTICLE IV – OFFICERS, DUTIES AND MANAGEMENT

Section 1. Duties of President and President-Elect - The President shall preside at all meetings of the Organization and of the Board of Directors. The President shall perform all duties incident to the office. The President-Elect shall act in the absence of the President, and in the event of the resignation or removal from office of the President, the President-Elect shall automatically fill the unexpired term.

Section 2. Duties of the Secretary - The Secretary shall be responsible for keeping proper records, ensuring that minutes of meetings are taken and distributing them to Directors.

Section 3. Duties of the Treasurer - The Treasurer shall keep all monies of the organization deposited in its name and shall give financial reports to the Board of Directors. The Treasurer shall also be the chairman of the Finance Committee that shall submit each year in November a proposed budget for the consideration of the Board of Directors.

Section 4. Duties of the Vice-President(s) - Vice-Presidents shall, as appointed by the President, serve as chairpersons for committees within the Chamber that are deemed necessary to support that Chamber's functions. Committee membership shall be determined, with approval from the President, by the appropriate Vice-President.

Section 5. Management - The Board of Directors shall employ an Executive Director at their pleasure and shall fix the salary and other considerations of employment. The Executive Director shall be the chief administrative officer of the Chamber of Commerce and be responsible for the hiring, management and discharging of staff and the daily operations of the Chamber of Commerce.

ARTICLE V – MEETINGS

Section 1. Board of Directors - The Board shall meet regularly, but not less than quarterly. Each director shall be notified of each regular or special meeting by the Chamber staff or by the President, either by phone call, email or through the mail. A calendar of anticipated regular meetings for the year shall be circulated at the January meeting.

Special or called meetings may be held as needed. The agenda for such meetings may contain only such business as the meeting was called to address. Each Director shall be notified of special meetings and shall receive advance notice of the business to be considered.

Section 2. Executive Committee - The Executive Committee shall meet regularly and, as needed, at a time and place determined by the members.

Section 3. Annual Meeting - The Board of Directors shall hold an annual meeting within sixty (60) days of the fiscal year's end. Chamber members are eligible and encouraged to attend the annual meeting and any other meetings of the Board.

ARTICLE VI – DISSOLUTION

In the event of the dissolution of the Corporation, no director or officer shall be entitled to any distribution or division of its remaining property or its proceeds, and the balance of all money and other property received by the Chamber from any source, after the payment of all debts and obligations of the Chamber, shall be disposed of exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c)(6) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine.

ARTICLE VII – BY-LAWS AND AMENDMENTS

Section 1. By-Laws - The President shall keep a copy of the By-Laws as amended for distribution to interested members.

Section 2. Amendments - These By-Laws may be amended at any time for the good of the organization. Amendments shall be determined in accordance with Section 3 of this Article.

Section 3. Method of Amendment - All proposed amendments shall be presented for review to the Executive Committee. After review, the Executive Committee shall present the amendment change(s) to the Board of Directors, along with the Executive Committee's recommendation about the proposed amendment. The proposed amendment(s) shall be approved by 2/3 of the Board of Directors. Following approval by the Board of Directors, the Executive Director shall provide notification of the proposed amendment changes to the membership and provide a notice of the date, time and location of a membership meeting to vote on the proposed amendment. The amendment will be adopted into the By-Laws upon approval by the majority of the membership in attendance and voting at the designated membership meeting. The Executive Director will provide copies of the adopted amendments to the Board and membership upon request.