

By-Laws

Newberry County Chamber of Commerce

Mission Statement

An organization to be known as the Newberry County Chamber of Commerce is hereby constituted to promote a positive business environment and to enhance the quality of life in Newberry County by supporting the state and county economic development efforts while meeting the needs of our communities and members.

Article I

Fiscal Year

Section 1. The fiscal year shall begin on January 1 of each year and end on December 31 of that year.

Article II

Membership

Section 1. Any reputable person, association, corporation, partnership or estate shall be eligible for membership in the Newberry County Chamber of Commerce.

Section 2. Each membership shall have only one vote.

Section 3. Any member shall be dropped by the Board of Directors for nonpayment of dues or expelled after notice and opportunity of hearing, for conduct unbecoming a member.

Section 4. No member of this organization shall be personally liable for any of the obligations, debts, or contracts of the Board, except to the extent and amount of the membership to be paid by such member.

Article III

Elections

Section 1. No member shall be entitled to vote until his/her dues have been fully paid.

Section 2. Board approved nominees shall be sent to the full membership at least 1 month prior to the Annual Meeting of the membership. Nominations from the floor will be accepted at the annual meeting. The member nominated from the floor must have agreed to serve prior to the nomination.

Section 3. Should a tie occur in any election, as many additional votes as necessary may be taken until someone is elected.

Section 4. The officers of the organization shall consist of a Chair, Chair-Elect, Secretary, and Treasurer to be elected from the Board of Directors by the Directors.

Article IV

Terms of the Board of Directors

Section 1. The term of office for members of the Board of Directors shall be four years. Persons must have been a Chamber member in good standing for one full year before serving on the Board. Once a Director has served a full term, he/she shall not be eligible to serve another term until they have been off the Board for a minimum of one year.

Section 2. There shall be a minimum of eight (8) and a maximum of twelve (12) members of the Board of Directors.

Section 3. Any Director who shall miss four (4) meetings of the Board of Directors during any year shall automatically forfeit his/her position on the Board. The vacancy may be filled by an appointment by the Board of Directors until the next annual meeting at which time a Director shall be elected for the remainder of the unexpired term.

Article V

Executive Committee

Section 1. The Board of Directors shall elect the following officers for the ensuing year during the first meeting following the January annual meeting: Chair-Elect, Secretary, and Treasurer. These officers shall be nominated from the existing Board of Directors and shall compose the Executive Committee along with the Executive Director.

Section 2. Chair Elect: The Chair-Elect shall be at least a two-year Board member and act in the absence of the Chair. The Chair-Elect shall move into the Chair position upon the end of the preceding Chair's term.

Section 3. Secretary: The Secretary shall be a Board member from any year and take the minutes of all Board meetings and submit them to the Executive Director for inclusion in the Board meeting packet. In the Secretary's absence, another Board member will be appointed for that meeting by the Chair.

Section 4. Treasurer: The Treasurer shall be a Board member who has served at least one year and serve as the Chair of the Finance Committee.

Section 5. A review or audit, conducted by a CPA recommended by the Finance Committee and approved by the Board of Directors, shall examine the financial records of the organization at the close of each fiscal year.

Section 6. In the event of a vacancy in any of the officers of the organization, such vacancies may be filled by appointment by the Chair, with the approval of the Board of Directors. Should the Chair Elect be unable to fulfill the position of Chair, the remainder of the Executive

Committee shall appoint both a Chair and a Chair Elect to complete the term from the Board members.

Article VI

Board and Membership Meetings

Section 1. The annual meeting of the full membership is to be held in the month of January at a time and place set by the Board of Directors, with members of the preceding and new year eligible to attend. Only members whose membership investment is current at the time of the annual meeting shall be eligible to vote or hold office for the new year. Should any event, circumstance, or situation occur deemed by the Board of Directors that may place the safety of the membership at risk, the Board of Directors may postpone the annual meeting up to 60 days from the third Thursday of January. Shall any pertinent circumstance continue to exist, the Board of Directors shall reevaluate and postpone up to another 30 days.

Section 2. The Board of Directors shall have monthly meetings to transact the necessary business of the organization. Two-thirds of the Board of Directors shall constitute a quorum.

Section 3. In the event a special/emergency meeting of the Board of Directors is needed, the Board Chair shall give written notice containing the date, time, location, and agenda item(s) to each member by electronic mail no less than 48 hours' notice prior to the called meeting. Two-thirds of the Board of Directors shall constitute a quorum.

Section 4. In-person attendance at meetings of the Board of Directors is preferable and strongly encouraged. Should in-person attendance be a hardship on any member of the Board of Directors, virtual attendance is available and can be requested of the Chair directly by the member. Meeting minutes shall indicate each member's presence as in person or virtual and likewise indicate any absence.

Section 5. Special meetings of the membership may be called by the Chair of the Board of Directors upon written notice containing the date, time, location, and agenda item(s) being given to each member by electronic mail no less than fourteen (14) days prior to such meetings.

Section 6. A simple majority of the membership present shall constitute a quorum.

Article VII

Committees

Section 1. The Board of Directors shall authorize and define the powers and duties of all committees.

Section 2. At committee meetings, a simple majority shall constitute a quorum.

Article VIII

Temporary Employment/Gifts and Donations

Section 1. The Board of Directors shall have the power to employ such additional help or professional services from time to time as they deem necessary and proper.

Section 2. The Board of Directors shall be authorized to accept any gift(s), donation(s), and/or appropriation(s) and shall be expended at their discretion, unless otherwise designated.

Article IX

Membership Investments

Section 1. Membership Investments shall be set at the discretion of the Directors.

Section 2. Membership Investments shall be paid in advance, either monthly, quarterly, semi-annually, or annually.

Article X

Dissolution Clause

The Newberry County Chamber of Commerce 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 members in good standing. Upon dissolution or other termination of The Newberry County Chamber of Commerce, all remaining assets of The Newberry County Chamber of Commerce, 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 Newberry County Chamber of Commerce) as shall be chosen by the then existing Board of Directors of The Newberry County Chamber of Commerce.

Article XI

Amendments

Section 1. The By-Laws of the organization may be amended or changed at any regular or called meeting of the membership and by a majority of the membership present. Notice of meeting for the purpose of amending or changing the By-Laws of the organization shall be given to each member by electronic mail not less than fourteen (14) days before such meeting to the membership of record of the organization.

Recommendations of the By-Laws task force committee on 2-14-2022.