

## **Constitution and 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**

### **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 II**

### **Elections**

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

**Section 2.** Nominations for the Board of Directors shall be made prior to the election by a nominating committee. Each of the seven tax districts must have at least one board member from that district nominated at large from the total membership. Nominations shall be accepted from the floor at the annual meeting of all members.

**Section 3.** Should any tie occur, a second vote for that place and as many additional votes as may be necessary to elect the proper number.

**Section 4.** The officers of the organization shall consist of a Chair, 1st Vice-Chair, 2nd Vice-Chair, and Secretary to be elected from the Board of Directors by the Directors. These officers shall compose the Executive Committee along with the Executive Director.

**Section 5.** The Chair shall appoint a nominating committee of three directors in February of each year for the election of replacements of the Directors whose terms are expiring that year. This nominating committee shall report to the full Board of Directors and the Board of Directors shall then prepare a nominating list of replacements to be reported to the annual meeting which shall be held in January of the following year.

## Article III

### Terms of the Board of Directors

**Section 1.** The terms of office of the fourteen members of the Board of Directors shall be four years. One board member shall be elected from each of the seven tax districts of Newberry County and seven elected at large. 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 four year 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.** Any director who shall miss three meetings of the Board of Directors during any year (January through December) without an excused absence approved by the Executive Committee 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 appointed for the remainder of the original unexpired term. Vacancies on the Board of Directors shall be filled from the Tax District where the vacancy occurs, with the exception of the At-Large positions. Enforcement of the attendance requirement shall be mandatory.

## Article IV

### Board and Membership Meetings

**Section 1.** The annual meeting of the full membership is to be held the 3rd Thursday in the month of January at a time and place set by the Board of Directors with members of preceding and new year eligible to attend. Only members whose membership investment is current at the annual meeting shall be eligible to vote at the annual meeting and hold office for the new year.

**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/ Executive Director must allow a minimum of 48 hours notice prior to the called meeting. The location, time and date of meeting shall also be given at this time. Two-thirds of the Board of Directors shall constitute a quorum.

**Section 4.** 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, until the

next annual meeting of the membership of the organization (in accordance with Article II, Section 2.)

## **Article V**

### **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 VI**

### **Executive Committee**

**Section 1.** The Board of Directors shall meet in the month of December and elect the following officers for the ensuing year: Chair, 1st Vice-Chair, 2nd Vice-Chair, and Secretary. The Chair, 1st Vice-Chair, 2nd Vice-Chair, and Secretary shall be elected from the members of the Board of Directors. These nominations shall be confirmed at the January annual meeting.

**Section 2.** Chair: The Chair shall be a fourth year board member, shall preside at all meetings of the Board of Directors and perform all duties set forth. He/She shall, subject to the approval of the Board of Directors, appoint all committees, and he/she shall be an ex-officio member of all committees.

**Section 3.** First Vice Chair: The First Vice Chair shall be a third year board member and act in the absence of the Chair. In the absence of both the Chair and First Vice Chair, the Second Vice Chair shall act. The First Vice Chair shall move into the Chair position upon his/her fourth year term.

**Section 4.** Second Vice Chair: The Second Vice Chair shall be a second year board member and act in the absence of both the Chair and the First Vice Chair. In the absence of the Chair, First Vice Chair, and the Second Vice Chair, a member of the Board of Directors shall be chosen to act temporarily. The Second Vice Chair shall move into the First Vice Chair position upon his/her third year term.

**Section 5.** 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.

**Section 6.** 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.

## Article VII

### Committees

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

**Section 2.** The following committees shall be standing committees. Additional committees may be formed to carry out specific events and programs as deemed necessary by each standing committee:

Ambassador Committee: The Chair shall appoint two directors to the Ambassador Committee in January of each year. The committee's purpose is to promote general membership services; to assist in the recruitment of new members; and to encourage member involvement for maximum retention.

Education and Workforce Development Committee: The Chair shall appoint three directors to the Education and Workforce Development Committee in January of each year. The committee's purpose is to focus on the relationship between education and the business community.

Finance Committee: The Chair shall appoint two directors to the Finance Committee in January of each year. The committee's purpose is to assist the Executive Director in reviewing the current budget, develop the following year's budget, make recommendations to the Board regarding a CPA for the purpose of a financial review or audit.

Nominating Committee: The Chair shall appoint a Nominating Committee of three directors in February of each year for the purpose of identifying replacements of the Directors whose terms are expiring that year. This committee shall report to the full Board of Directors and the Board of Directors shall then prepare a nominating list of replacements to be reported to the annual meeting which shall be held on the third Thursday in January of the following year.

Special Events Committee: The Chair shall appoint three directors to the Special Events Committee in January of each year. This committee's purpose is to review current Chamber events to ensure they fulfill the mission of the Chamber and make recommendations to the Board for future events.

Young Professionals Board of Directors: The Executive Director or designee shall oversee the Young Professionals Board of Directors for the purpose of promoting and enhancing leadership, civic responsibility, and professional development among individuals aged 21-40 who live and/or work in Newberry County.

**Section 3.** At committee meetings, a simple majority shall constitute a quorum.

## **Article VIII**

### **Meetings**

**Section 1.** Special meetings of the membership shall be called by the Chair of the Board of Directors upon written notice being given to each member by electronic or postal mail not less than seven (7) days prior to such meetings.

**Section 2.** A simple majority of the membership present shall constitute a quorum.

## **Article IX**

### **Fiscal Year**

**Section 1.** The fiscal year shall begin on January 1 of each year.

## **Article X**

### **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 XI**

### **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 XII**

### **Amendments**

**Section 1.** The Constitution and/or 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 Constitution and/or By-Laws of the organization shall be given to each member by electronic or postal mail not less than seven (7) days before such meeting to the membership of record of the organization.

Constitution and By-Laws Accepted and Approved as of 03-23-2017.