

ERWIN AREA CHAMBER OF COMMERCE BYLAWS

ARTICLE I

Name

The name of this nonprofit organization shall be the ERWIN AREA CHAMBER OF COMMERCE located in Erwin, North Carolina.

ARTICLE II

Mission Statement

Our mission is to unify our community through celebrating our heritage, advocating for our businesses, and promoting Erwin's unique small town appeal.

ARTICLE III

Membership

Section I. Qualification - Any reputable individual, partnership, corporation, professional organization or civic organization interested in the commercial, civic and industrial progress of the Erwin area shall be eligible for membership. Members shall enjoy all the rights and privileges of the Erwin Area Chamber of Commerce based on their class of membership.

Section II. Membership Classes - There will be two membership classes in the Erwin Area Chamber of Commerce.

- A. Regular Membership** - Individuals, partnerships, corporations, professional organizations, civic organizations and churches that are interested in the commercial, civic and industrial progress of the Erwin area shall be eligible for Regular Membership. Members shall enjoy all the rights and privileges of membership in the Erwin Area Chamber of Commerce, including the right to hold office.

- B. Individual Associate Membership** - Any person who wishes to support the Chamber of Commerce but who does not own or manage a business shall be eligible for Individual Associate Membership. We thank our associate members, some of whom volunteer at the Chamber office. Associate members are individuals with a desire to serve the Erwin area and are not promoting a business or nonprofit organization. Associate membership is open to residents, retirees and other civic-minded persons.

Associate members may serve on chamber committees but are not eligible to serve as an officer or director on the Chamber board. Membership dues for associate members will be a nominal amount and should be significantly less than regular membership dues.

Section III. Application for Membership - Membership shall be automatic upon receipt of membership application and payment of fees. In the event an individual or organization is involved in criminal or other socially unacceptable behavior or activities that are contrary to the best interest of the Town of Erwin or the Erwin Area Chamber of Commerce or its membership, such individual or organization's membership may be terminated or membership renewal refused by vote of a two-thirds majority of the board of directors. The Chamber administrator shall notify the member regarding removal and shall return full membership fees for the year of removal.

Section IV. Dues - Dues shall be payable January 15 and are delinquent as of March 15. The dues amount shall be reviewed by the board of directors at each October meeting and incorporated into the Standing Rules of this organization. The Chamber administrator shall notify any member of delinquent dues by mail. If dues are not paid within thirty (30) days, the member relinquishes all rights and privileges of membership and is dropped from the membership list. Dues for new members joining the chamber after March 31 and before November 30 will be prorated. New members joining in December will pay a full year's dues, which will cover the month of December in the year they join as well as the following full fiscal year.

Section V. Fiscal Year - The fiscal year of this organization shall be from the first day of January to the last day of December inclusive.

ARTICLE IV Officers

Section I. Officers - The officers of this organization shall be

- President
- President-elect
- Vice president
- Treasurer
- Immediate Past President
- Secretary (Chamber administrator)

Section II. Term and Eligibility of Officers - Officers must have served at least one year as a director to be eligible to be nominated as an officer. No officer, except the treasurer and the secretary, can serve in the same position for more than one term in a five-year period. The treasurer may serve for four consecutive years and then must leave the office for at least one year before being eligible to be reelected as treasurer. The secretary position will be filled by the Chamber administrator, who will serve in that capacity for the duration of his or her employment. The secretary (Chamber

administrator) should attend all board and committee meetings but will have no voting rights.

Section III. Duties of Officers:

A. President

The president shall

1. Be responsible for hiring, discharging, directing and supervising the Chamber administrator or any other employees as directed by the board.
2. Preside at all meetings of the Chamber.
3. Serve as chairman of the Chamber's board of directors.
4. Appoint and fill vacancies on all standing or special committees except as may otherwise be stated in these bylaws.
5. Keep the president-elect and board of directors informed of all matters pertaining to the business affairs of the Chamber.
6. Be an ex-officio member of all committees except the Nominating Committee.
7. Assume the office of immediate past president at the close of the term as president.
8. Require each committee chairperson to present monthly progress reports to the Executive Committee and/or board of directors.
9. Preside at orientation meetings for new officers, directors and new committee chairmen who will serve during their term in office.
10. Be responsible for the agenda for each monthly meeting of the executive committee and board of directors.
11. When needed, call special meetings of the executive committee or full board to insure effective action.
12. Will be responsible for the enforcement of the policies and bylaws of the Chamber, and will be subject to all provisions therein.

B. President-Elect

The president-elect shall

1. Assist the president and perform such duties as may be delegated by the president and/or board of directors.
2. Preside over board meetings in the absence of the president.
3. Succeed to the office of president in the event of a vacancy in that office.
4. Assume office and duties of president at the close of the term as president-elect.
5. Serve as chairman of the bylaws committee.
6. Work with the finance committee to develop an annual budget for approval.

C. Vice President

The vice president shall

1. Succeed to the office of president-elect in the event of a vacancy in that office.
2. Work with the president-elect and treasurer to develop an annual budget for submission to the board of directors for approval.
3. Assume, if the office of treasurer becomes vacant, the interim responsibilities of the treasurer until the treasurer's office has been filled.

D. 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. Checks are required to have two signatures, including the Chamber administrator and one other officer. In the absence of the Chamber administrator, two officers are required. The treasurer shall cause a monthly financial report to be made to the board.

The treasurer shall also

1. Receive and disburse the funds of the Chamber.
2. Work with the president-elect and vice president to develop an annual budget for submission to the board of directors for approval.
3. Serve as chairman of the Budget and Finance Committee.
4. Disburse funds as authorized in the budget.
5. Give a written financial report at the monthly board meeting.

E. Immediate Past President

The immediate past president shall

1. Serve as an advisor to the president, other officers, the board of directors and committees.
2. Conduct orientation for incoming officers.

F. Secretary

The secretary shall

1. Direct the recording of the proceedings of all meetings of the Chamber.
2. Maintain public relations and other correspondence.
3. Assist with pictures and articles for publicity and deliver them to newspapers, radio stations, etc.
4. Help maintain current news of events on Chamber website.
5. Maintain receivable accounts and the processing of payables.

The Chamber administrator will serve in the capacity of the Chamber secretary and will attend and record the minutes of all Chamber board meetings, but will not have voting rights.

ARTICLE V Directors

Section I. Number of Directors - The Chamber will have a minimum of eight director seats, six elected directors, one automatic ex-officio director position filled by the Erwin Town Manager and one ex-officio director position filled by the Mayor or Town Commissioner appointed by the Mayor. The Chamber may appoint up to two additional ex-officio directors and one at-large director if deemed appropriate. If a director resigns, is removed by the board or is elected as an officer, the board may fill the unexpired term with a qualified candidate as prescribed in the bylaws.

Section II. Term of Elected Directors - Elected directors will serve for a two-year term with a maximum of two consecutive terms. In addition to their two maximum consecutive two-year terms, a director may serve as a director for a partial term of one year if elected to fill an unexpired term, but may not serve more than five consecutive years total. Director terms will be staggered so that three position terms will begin on even calendar years and three will begin on odd calendar years. If a director resigns, is removed by the board or is elected as an officer the board may fill the unexpired term with a qualified candidate as prescribed in the bylaws.

Section III. Ex-Officio Directors - The Chamber may appoint additional ex-officio directors as they feel appropriate, but not to exceed four total (including Town Manager and Mayor or their appointee). Other than the automatic director position filled by the Erwin Town Manager, to be an ex-officio director, an individual must hold an elected public office serving county, state or local government. The Chamber should always have at least two ex-officio directors, which will include the Town Manager of Erwin and the Mayor or his or her appointee. Other ex-officio directors should be nominated and appointed or reappointed annually when director and officer elections are held. An elected official may not serve as an officer and may only serve as a Chamber director in the capacity of an ex-officio director. Ex-officio directors should participate in deliberations and discussions and will have the right to vote. In order to preserve an elected majority voting rights, the chamber should never have more than four ex-officio directors.

Section IV. At-Large Director - The appointment of an at-large director is an optional appointment for the purpose of bringing on the board an individual that by virtue of perceived expertise, influence in the community or position in business or government, would provide valuable influence, resources or experience to the Erwin Area Chamber of Commerce. The appointment of an at-large director would require a nomination from the Executive Committee of the board and approval of the full board. The term of an at-large

director will be for one year beginning at the time of appointment and running for the following 12 months.

The at-large director is a non-member director of the Chamber who is not a regular board member and, therefore, does not participate in the day-to-day operation of the Chamber. He or she is usually involved in planning and policy making and is sometimes included to lend prestige to the Chamber due to his or her standing in the community. At-large directors are expected to monitor and challenge the performance of the Chamber board and officers and to take a determined stand in the interests of the Chamber and its stakeholders, but are not voting members of the board.

ARTICLE VI Nominations and Elections

Section I. Nominations

- A.** The Nominating Committee shall be appointed by the president at the October meeting. This committee shall be made up of not less than three (3) and not more than five (5) persons.
- B.** The Nominating Committee shall receive or solicit candidates and shall submit a slate of officers and directors at the November meeting in writing.

Section II. Election

- A.** The officers and directors shall be elected at the November meeting.
- B.** The officers and directors shall assume office and duties immediately following the close of the annual meeting in January.
- C.** Should a vacancy occur in the office of the president, the president-elect shall automatically succeed to that office and perform the duties thereof for the unexpired term. In the event of a vacancy of any board member or officer which occurs prior to July 31, all Chamber board members should be notified of the vacancy at or before the next regular meeting at which time the board members will nominate up to three Chamber members in good standing to fill the unexpired term of the position. After verifying the nominee's willingness to serve, the board of directors shall at the following regular meeting, by and with a majority vote of the members, elect someone to fill the interim vacancy. In the event of an interim vacancy in the office of treasurer, the president-elect shall assume the

duties of treasurer until an interim treasurer or newly elected treasurer can fill the position. Vacancies on the board occurring after July 31 shall remain unfilled until new officers are elected in November.

ARTICLE VII

Meetings

Section I. Regular Meetings - The Chamber of Commerce shall hold a monthly board of directors meeting at a time and place determined by the board of directors.

Section II. Annual Meeting - The Annual Meeting of the Chamber of Commerce shall be held during the month of January.

Section III. Special Meetings - A special meeting may be called by the president or by a majority vote of the Executive Committee of the board. The reason for the special meeting and the items to be covered must be specified, and only the items specified may be addressed during a special meeting. Board members must be notified a minimum of 24 hours prior to a specially called business meeting. Notification may be accomplished by email or phone call.

Section IV. Quorum - A quorum for the transaction of business by the board at any meeting shall be a majority of the board of directors and its officers. A quorum for the transaction of business by the Executive Committee of the board at any meeting shall be a majority of the officers.

Section V. Attendance Requirements - Directors shall attend meetings regularly. Members shall not miss more than six (6) regularly scheduled monthly meetings each year. Total unexcused absences shall not exceed three (3) per year. Failure to notify the Chamber administrator or president prior to or within 24 hours of the meeting time constitutes an unexcused absence. If a director is absent for more than six (6) meetings or has more than three (3) unexcused absences in one year, the board of directors shall declare the position vacant, and a new director shall be elected to serve the unexpired term of the vacating director.

Section VI. Email Voting - On rare occasions when issues arise requiring a board of directors vote before a meeting can be held, voting by way of email can be authorized by a majority of the Executive Committee of the board. The approval or disapproval will be determined by the simple majority of those voting. In the event of a tie or no response, the president has the authority to make the decision. Amendments to the bylaws cannot be considered by email vote.

ARTICLE VIII

Board of Directors

The board of directors is the legislative or policy-making body of the Chamber, representing the total chamber membership. They are to be objective and use sound judgment in their deliberations.

Section I. Board of Directors - The Chamber board will be comprised of a minimum of 13 seats, which will include all officers except the secretary (Chamber administrator) and minimum of 8 directors. (The number of directors will increase if additional ex-officio directors are elected by the Chamber.) The president will serve in the capacity of board chairman and will vote only in the case of a tie.

- A. The board of directors shall consist of the officers and directors.
- B. Elected directors will serve for a two-year term, with a maximum of two consecutive terms. In addition to two maximum consecutive two-year terms, a director may serve for a partial term of one year if elected to fill an unexpired term, but may not serve more than five consecutive years total.
- C. No director shall serve more than two consecutive terms. In addition, individuals may serve as officers for two consecutive years after serving on the board of directors. In no case shall anyone serve more than eight (8) consecutive years in the capacity of director or officer.
- D. Elected director terms will be staggered so that three position terms will begin on even calendar years and three will begin on odd calendar years.
- E. A former director may be reelected after being off the board for one year.
- F. No monies are to be spent outside approved budget in excess of \$200.00 without board approval.

Section II. Duties

The board of directors shall

- A. Conduct the business of the Chamber of Commerce and make decisions on major chamber action.
 - 1. Elect officers and directors and fill vacancies in these positions, should they occur, according to the bylaws.
 - 3. Employ and set the compensation for a qualified Chamber administrator.

4. Delegate such responsibilities as it deems necessary to any officer or any person or committee.
5. Adopt an annual budget and meaningful program or plan of events of Chamber activities.
6. Approve any expenditures not provided for in the budget or in excess of \$200.
7. Establish Chamber policy by review and/or amending the Chamber bylaws.
8. Establish the dues schedule and see that the Chamber has adequate funds.

ARTICLE IX

Committees

Section I. Executive Committee of the Board

The Executive Committee of the Board will include all officers. The secretary (Chamber administrator) is a nonvoting member of the Executive Committee of the board. The committee's responsibilities include

- A. Making decisions on unbudgeted expenditures up to \$500.00 in excess of the Chamber administrator's authority.
- B. Reviewing the bylaws annually and presenting any recommended changes or amendments to the full board at the July meeting.
- C. Conducting Chamber business on behalf of the board of directors when necessary between regularly scheduled meetings. A report of Executive Committee actions shall be made to the full board at its next meeting.

Section II. Standing Committees

The board will have five standing committees as follows

- A. **Finance Committee** - The Finance Committee will be responsible for all finances of the Chamber, including the review of expenditures, annual audit of the Chamber's books, ongoing comparison of expenditures to the budget and preparation of the annual budget for approval by the Chamber board.
- B. **Membership and Organization Development Committee** - This committee will include the committee director, who serves as the committee chairman; an officer and a minimum of two ambassadors and at least two other Chamber members not serving on the board. Committee is

responsible for membership relations and promoting the Chamber through ambassadors by

1. Soliciting new Chamber members through personal contacts from ambassadors.
2. Planning and organizing ribbon cuttings for grand openings.
3. Recognizing Member of the Month.
4. Recognizing Member of the Week.
5. Visiting all Chamber members at least twice annually to thank them for their membership.
6. Planning and organizing membership activities during the year.
7. Contacting prior Chamber members who have not renewed Chamber membership and assisting Chamber administrator in collection of membership dues.

C. Events Committee - Responsible for organizing and planning all major events held by and sponsored by the Chamber, including, but not limited to, Denim Days, Annual Chamber Banquet, Christmas Parade, Tree Lighting, National Day of Prayer Luncheon, etc.

D. Education, Community and Economic Development Committee - Responsible for promoting the Erwin community by

1. Working with area public and private schools, community colleges and universities to determine if the Chamber can assist in educational activities in any way.
2. Concentrating on the beautification of our town through special projects working with the town, garden clubs and civic organizations.
3. Striving to attract new businesses and industries to the Town of Erwin and providing assistance to Chamber members and other businesses in any way possible.

E. Public and Governmental Affairs Committee - Responsibilities of the committee are

1. To keep the Chamber posted on various governmental activities and legislation at the federal, state, county and town level that might be of interest to members.
2. To communicate with various public and governmental officials to keep them aware that the Chamber is interested and willing to become involved as needed.
3. To contact and advise the Chamber membership as appropriate regarding legislation that may need action.
4. To provide Chamber membership with basic information and assist them in writing and/or contacting various governmental

representatives when appropriate to voice opposition or support on various issues of importance to business, Chamber members, the county or town.

The president will annually appoint a director as the committee chairperson for the Membership and Organization Development Committee; Events Committee and Education, Community and Economic Development Committee. The Public and Governmental Affairs Committee will be filled by the Erwin Town Manager.

The treasurer should always serve on the Finance Committee as chairman, with the director appointed to the Finance Committee serving as vice chairman of the Finance Committee.

Each committee will be made up of the committee chairperson, at least one elected officer and at least two chamber members who are not currently serving on the board. The Events Committee should also include at least two officers, one of whom should be the president.

Orientation - At regular intervals, orientation on the purposes and activities of this organization shall be conducted for the following groups: new officers and directors, current officers and directors, committee chairmen, committees and new members. A detailed outline of duties will be provided for orientation of each of these groups. Orientation shall be coordinated and organized by the Chamber administrator with the assistance of the chamber officers and directors.

Section III. Ad hoc Committees - Ad hoc Committees are committees formed for a specific task or objective and dissolved after the completion of the task or achievement of the objective. Most committees (other than the standing committees) are of ad hoc type. Ad hoc Committees as needed may be appointed by the Chamber president or by vote of the board.

A. Formation - The president shall appoint and authorize such ad hoc committees and committee chairpersons as necessary to carry out the objectives and programs of the Chamber of Commerce and shall define the power and duties of such committees. The Executive Committee may assist in such appointments. All appointments of additional divisions, councils or major standing committees will be subject to the approval of the board of directors in conjunction with these bylaws. All Chamber committees, task forces and appointments thereto will be in effect until the end of the fiscal year, until their successors are appointed or until their particular goal is reached.

B. Responsibility - It shall be the responsibility of all committees, councils and work groups to carry out their assigned programs and/or activities as defined by the board and/or in line with procedures and

policies of the Chamber. Minutes of all meetings shall be recorded and furnished to the board of directors.

C. Meetings - Meetings of the committees and divisions of the Chamber shall be called by the president, president elect, vice president or any chairperson of a particular group at any time and with whatever frequency is necessary in order to accomplish the programs and objectives of the committee.

D. Quorum - One-half the membership of a committee shall constitute a quorum at any committee meeting.

ARTICLE X Ambassadors

Ambassadors are volunteers who, on behalf of the Chamber, encourage strong continuing membership and active support of chamber programs and events by visiting members, attending ribbon cuttings, soliciting new chamber members and soliciting sponsorships and participation from the businesses and organizations in the community. The Membership and Organization Development Committee will solicit volunteers to serve as ambassadors. The chamber will have a minimum of five ambassadors. Ambassadors should commit annually in December to serve for the following year but should not normally serve for more than 36 consecutive months unless adequate volunteers cannot be found to fill the ambassador positions. All classes of membership are eligible to serve as ambassadors. Ambassadors will report to the Chairperson of the Membership and Organization Development Committee. The ambassadors will meet with the committee at least quarterly to provide feedback and report on activities and member visits and to get direction from the committee.

ARTICLE XI Indemnification

Section 1: Indemnification - The Chamber may, by resolution of the board of directors, provide for indemnification by the Chamber of any and all current or former officers, directors and employees 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 officers, directors or employees of the chamber, except in relation to matters as to which such individuals shall be adjudged in such action, suit or proceeding to be liable for 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 XII FINANCES

Section I. Budget - The Chamber administrator shall compile an administrative and program budget for the annual operation of the Erwin Area Chamber of Commerce based on the proposed Plan of Activities and Events (with Executive Committee or Finance Committee) for the next fiscal year. As adopted by the board of directors, the budget, based on the Plan of Activities and Events, shall be the appropriation measure of the Chamber. The approved budget may not exceed its appropriation without the consent of the board of directors. The budget may be amended as necessary with the approval of the board of directors.

Section II. Funding - It shall be the responsibility of the board of directors to provide the necessary funds for the administration and programs of the Chamber based on the Plan of Activities and Events approved by the board of directors.

Section III. Receiving and Disbursing - The Chamber administrator shall receive all funds in the name of the Chamber and deposit such funds in the accounts of the Chamber. The Chamber administrator shall keep an accurate record of all receipts, deposits and disbursements. The Chamber administrator shall be jointly responsible with the president and the treasurer for the disbursement of all funds.

Section IV. Check Signatures - Checks shall be signed by the Chamber administrator and counter-signed by the treasurer, president, president-elect or vice president. The bank reconciliation statement will be provided to an appointed member of the Finance Committee other than the treasurer for reconciliation.

Section V. Disbursement and Authorization - Upon the approval of the budget by the board of directors, the Chamber administrator is authorized to make disbursements on account of expenses provided for in the total budget of the Chamber without additional approval of the board of directors.

Section VI. Fiscal Year - January 1 – December 31 shall be the fiscal year for the Erwin Area Chamber of Commerce.

Section VII. Legal Power - The Erwin Area Chamber of Commerce shall have the power to sue; to purchase, hold, sell, lease or mortgage real estate and to incur debts or borrow money, giving therefore notes of the Corporation signed by one or more officials duly authorized by the board of directors for that purpose and objectives of the Erwin Area Chamber of Commerce.

Section VIII. Audit - The Finance Committee shall cause an audit of Chamber financial records to be completed at the close of each fiscal year. This audit shall be conducted by the members of the Finance Committee exclusive of the treasurer or by a qualified CPA

firm and shall be available for inspection by the board of directors within 120 days after fiscal year end.

ARTICLE XIII Dissolution

Section I. Funds - 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 XIV Amendments

Section I. Revisions - These bylaws may be amended or altered by a two-thirds (2/3) vote of the board of directors, or by a majority of the members at any regular or special meeting, 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. The date of amendments to the bylaws will be recorded and made a part of the bylaws to include the date and the amendment made and shall immediately follow this section of the bylaws.

Section II. - The adoption of these bylaws replaces any and all previous editions.

Accepted on this 28th day of May, 2015

Amended on this 21st day of July, 2015 (Mission Statement)