

Bylaws of the Nashville Chamber of Commerce, Inc.

*Proposed Revisions – October 2003*

**Article 1**

**Name and Location**

**Section I. Name.** The organization is incorporated under the laws of North Carolina and known as the Nashville Chamber of Commerce, Inc..

**Section II. Location.** The general offices of this organization shall be located in the Town of Nashville, North Carolina.

**Article II**

**Purposes**

**Section I. Incorporation.** The corporation has been incorporated as a nonprofit corporation under chapter 55A of the North Carolina General Statutes.

**Section II. Objectives.** The objectives of the Nashville Chamber of Commerce are: to develop, encourage, promote and protect the commercial, professional, financial, general business, industrial, agricultural, civic and residential interests of the Nashville area; and to be a problem solving, leadership catalyst of the Nashville area and to engage in any lawful activity for which nonprofit corporations may be organized under Chapter 55A of the North Carolina General Statutes.

**Section III. Limitations.** The Nashville Chamber of Commerce shall be nonpartisan and nonsectarian, and shall take no part in or lead its influence or facilities, either directly or indirectly, to the nomination or election of any candidate for office in the city, county, state or national affairs, nor shall any meetings of a partisan political nature whatsoever be held within the premises occupied by/or under control of the Nashville Chamber of Commerce.

**Article III**

**Membership and Meeting of Members**

**Section I. Qualification.** Any reputable individual, firm, corporation, partnership, professional or association interested in the professional, agricultural, industrial, and civic progress of the Nashville area, shall be eligible for membership. Members shall enjoy all rights and privileges of the Nashville Chamber of Commerce, including the right to vote and hold office.

**Section II. Application.** All applications for membership shall be in writing, said application constituting an agreement on the part of the applicant to adhere to all By-Laws, policies and procedures adopted by the Board of Directors of the Nashville Chamber of Commerce. All applications for membership shall be submitted to the Board of Directors for approval by a majority vote.

**Section III. Forfeiture.** If any member fails to pay his dues within three (3) months of date due, member shall be considered delinquent and provided written notice thereof. If, at the end of ten (10) days, the member remains delinquent, membership shall be forfeited. Upon forfeiture by delinquency, the name of such member shall be placed on the new member prospect list and be designated as a former member by the placement of the date of forfeiture by the name of such prospect list.

**Section IV. Resignation.** Members shall be liable for all dues until written resignation has been received by the President. Death or discontinuation of business shall be deemed as a resignation.

**Section V. Termination.** Any member may be expelled for cause by resolution passed by two-thirds of the Board present at any regular or special meeting. Such members shall be notified of the intention of the Board to consider the expulsion and shall be given the opportunity of a hearing before the Board. Passage of such resolution to expel shall, without other action by the Board of Directors, annul such membership.

**Section VI. Honorary.** Any person upon a unanimous vote of the Board of Directors may be admitted to honorary membership. Such honorary members shall have all the rights and privileges of active members, except the right to vote, and shall be exempt from all fees and dues.

**Section VII. Annual Meetings.** The annual meeting of members shall be held on the fourth Monday in July, if not a legal holiday, and if a legal holiday, then on the next day following not a legal holiday, for the purpose of electing directors of the corporation and for the transaction of such other business as may be properly brought before the meeting. If the annual meeting shall not be held on the day designated by these by-laws, a substitute annual meeting may be called in accordance with the provisions of Section VIII of this Article. A meeting so called shall be designated and treated for all purposes as the annual meeting.

**Section VIII. Special Meetings.** Special meetings of the members may be called at any time by the President or Secretary or Board of Directors of the corporation or by any member pursuant to the written request of not less than one-tenth of all members entitled to vote at the meeting.

**Section IX. Notice of Meetings.** Written or printed notice stating the date, time and place of the meetings shall be delivered not less than ten nor more than fifty days before the date thereof, either personally or by mail, by or at the direction of the President, or other person calling the meeting, to each member of record entitled to vote

at such meeting. Any notice which shall be mailed shall be directed to each member at the address of each member set forth on the books of the corporation, except that if any member shall have filed with the Secretary a written request that notices intended for such member be mailed to some other address, then notice to such member shall be mailed to the address set forth in such written request.

In the case of an annual or substitute annual meeting, the notice of meeting need not specifically state the business to be transacted thereat unless it is expressly required by the provisions of the North Carolina Nonprofit Corporations Act. In the case of a special meeting, the notice of meeting shall specifically state the purpose or purposes for which the meeting is called.

When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. When a meeting is adjourned for less than thirty days in any one adjournment, it is not necessary to give any notice of the adjourned meeting other than my announcement at the meeting at which the adjournment is taken.

**Section X. Quorum.** Ten percent of the members entitled to vote, represented in person or by proxy, shall constitute a quorum at meetings of members.

**Section XI. Voting Representatives.** Any member in good standing shall be entitled to only one (1) vote. The name of the voting representative shall be that shown on the membership application form or as otherwise indicated. An alternate voting representative may be designated. Any member entitled to vote may vote by proxy, provided that the instrument authorizing such proxy to act shall have been executed in writing by the member or his duly authorized attorney. No proxy shall be valid after the expiration of eleven months from the date of its execution, unless the person executing it shall have specified therein the length of time it is to continue in force or limits its use to a particular meeting; and in any event no proxy shall be valid after ten years from the date of execution. Each instrument designating a proxy shall be exhibited to the Secretary of the meeting and shall be filed with the records of the corporation.

**Section XII. Majority Vote.** The vote of a majority of the members on any matter at a meeting of members at which a quorum is present shall be the act of the members of that matter, unless the vote of a greater number is required by law or by the charter or by-laws of this corporation.

## **Article IV**

### **Board of Directors**

**Section I. Authority.** The government, control, direction and work of the Nashville Chamber of Commerce shall be vested in a Board of Directors.

**Section II. Number, Term and Qualifications.** The Board of Directors shall include all officers of the corporation as set out in Article V, Section I as well as all at-large directors. The number of at-large directors of the corporation shall be nine. Election of officers shall be as provided in Article V of these bylaws. Each director shall hold office until his successor is elected and qualified, or until the death, resignation, retirement, removal, or disqualification. Directors shall be a member or an employee of a member of the Nashville Chamber of Commerce.

The term of office for at-large directors shall be three years. The nine at-large directors shall serve in rotating terms with three directors elected at the annual meeting. No at-large director shall be eligible for re-election until one-year after the expiration of that director's term.

**Section III. Election of At-Large Directors.** The election of at-large directors to the Nashville Chamber of Commerce's Board shall be held at the annual meeting of the members, except as provided in Section VI of this Article. The President or Board of Directors shall select a Nominating Committee for the purpose of selecting candidates for elections as at-large directors. The names of any candidates for election as at-large directors shall be presented to the Board of Directors by the Nominating Committee and shall be mailed to the membership before the annual meeting.

**Section IV. Removal.** Any director may be removed from office with or without cause by a vote of the Board of Directors.

**Section V. Resignations.** Any director may resign at any time by giving written notice to the President or Secretary of the corporation. Such resignation shall take effect at the time specified therein, or if no time is specified therein, at the time such resignation is received by the President or Secretary of the corporation.

**Section VI. Vacancies.** The board of directors shall, by and with a vote of not less than two-thirds of the members of the Board of Directors, fill any interim vacancies of the Board upon ten (10) days notice of the vacancy.

**Section VII. Attendance Requirements.** Directors shall attend meetings regularly. Upon incurring three (3) unexcused absences within one (1) year, and unless the absences are excused by the President upon good cause shown, a vacancy shall be declared and a new Director shall be elected to serve the unexpired term of the absenting director.

**Section VIII. Meetings.** The Board shall adopt rules for conducting the business of the Chamber. Special Board meetings may be called by the President, or by five (5) members of the Board of Directors, or by ten percent (10%) membership of the Chamber in good standing.

The Board of Directors may provide, by resolution, for the holding of regular meetings. Special meeting of the Board of Directors may be called by or at the request of The President or any directors.

Regular meetings of the Board of Directors may be held without notice. The person or persons calling a special meeting of the Board of Directors shall, at least three days before the meeting, give notice thereof by any usual means of communication. Attendance by a directors at a meeting shall constitute a waiver of notice of such meeting except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called.

**Section IX. Quorum.** A Quorum shall be constituted by a majority of the members of the Board of Directors.

**Section X. Chairman.** The chairman of the Board of Directions shall be the President of Nashville Chamber of Commerce. The Chairman shall preside at all meetings of the Board of Directors and perform such other duties as may be directed by the Board of Directors.

**Section XI. Majority Vote.** The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the vote of a greater number is required by law or by the charter of the by-laws of this corporation.

**Section XII. Administrators.** The Board of Directors may elect or employ an Executive Director. The Executive Director shall serve at the pleasure of the Board. The Board shall review and fix the salary and duties of the Executive Director annually or at other times it deems appropriate.

**Section XIII. Executive Committee.** The Board of Directors may, by resolution adopted by a majority of the directors then holding office, designate three or more directors to constitute an Executive Committee, which committee, to the extent provided in such resolution, shall have and may exercise all of the authority of the Board of Directors in the management of the corporation.

**Section XIV. Informal Action by Directors.** Action taken by a majority of the directors without a meeting is nevertheless Board action if written consent to the action in question is signed by all directors and filed with the minutes of the proceedings of the Board, whether done before or after the action so taken.

**Section XV. Contracts and Loans.** The Board of Directors may authorize any officer or officers, or agent or agents, to enter into any contract or execute and deliver any instrument on behalf of the corporation, and such authority may be general or confined to specific instance. No loans shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name unless, except, and as authorized by a resolution of the Board of Directors.

**Section XVI. Budget.** Prior to the beginning of each fiscal year, the Treasurer shall submit a detailed budget to the Executive Committee for revision and approval, after which it shall be presented to the Board of Directors for approval.

**Section XVII. Dues.** The membership dues shall be determined periodically by the Board of Directors. The Board shall develop a plan that will provide revenue fairly and equitably from the members based on the adopted budget that will accomplish the short and long term goals and objectives of the Nashville Chamber of Commerce.

**Section XVIII. Disbursement.** No disbursement other than provided for in the budget shall be made without the prior approval and authorization of the Board of Directors. All such disbursements shall be made by check that shall be signed by at least two of the officers. Upon approval of the budget, the President shall be authorized to make disbursements for expenditures provided for in the budget without further approval by the Board of Directors. A fund balance of ten percent (10%) of the current budget is recommended to be maintained.

**Section XIX. Investment.** Funds set aside to meet long-term goals shall be invested to provide the greatest investment return.

**Section XX. Audit.** The books of this organization shall be audited by a competent accountant at the end of each fiscal year.

## **Article V**

### **Officers**

**Section I. Officers.** The officers of the corporation shall consist of President, Vice President, Treasurer and Secretary. Officers' duties shall be set herein as provided for in the By-Laws and as assigned by the President and/or the Board of Directors.

**Section II. Election and Term.** The President shall select a Nominating Committee for the purpose of selecting candidates for election as the officers of the Nashville Chamber of Commerce. The names of any candidates for election as officers shall be presented to the Board of Directors by the Nominating Committee and shall be mailed to the membership before the annual meeting.

The term of office for each officer shall be three years. If reelected, officers may serve in the same office for a total of two consecutive terms. Additional consecutive terms must be approved by a two-thirds majority vote of the membership at the time of the election at the annual meeting.

**Section III. President.** The President shall preside at all meetings of the Chamber's Board of Directors and general membership. The president shall perform all duties incident to the office and make recommendations. The president shall also appoint

and authorize all committees subject to the Board approval. The President is primarily responsible, with the Vice-President, for overall program implementation.

**Section IV. Vice-President.** The Vice-President will serve in a coordination and development capacity with the committees of the Nashville Chamber of Commerce and will be responsible for the program implementation and development jointly and severally with the President, the President having primary responsibility for program implementation. The Vice-President will have other such duties as designated by the President. The Vice-President shall preside in the absence of the President.

**Section V. Treasurer.** The Treasurer shall receive and disburse the funds of the Chamber and shall keep monies of the Nashville Chamber of Commerce deposited in the name of the corporation. The Treasurer shall submit a financial statement showing receipts and disbursements and the financial condition of the corporation to the Board of Directors monthly. The Treasurer shall be responsible for all matters dealing with the finances of the corporation. The Treasurer shall preside in the absence of both the President and the Vice-President.

**Section VI. Secretary.** The Secretary shall be responsible for maintaining accurate records, minutes of all Nashville Chamber of Commerce and Board of Directors meetings, and shall be responsible for coordinating all clerical responsibilities as designated by the Board of Directors.

**Section VII. Subordinate Officers and Agents.** The Board of Directors, from time to time, may appoint an Assistant Secretary, Assistant Treasurer, and other officers or agents, each of whom shall hold office for such period, have such authority and perform such duties as the Board of Directors may prescribe. The Board of Directors may delegate to any officer the power to appoint and subordinate any officer or agent and to prescribe his respective authority and duties.

**Section VIII. Resignation.** Any officer may resign at any time by giving written notice to the President or Secretary of the corporation. Any such resignation shall take effect upon acceptance by the Board of Directors.

**Section IX. Removal.** Any officer may be removed by the Board of Directors with or without cause, by a vote of a majority of the Board of Directors.

## **Article VI**

### **Committees**

**Section I. Formation.** The President shall appoint and authorize such committees and committee chairpersons as necessary to carry out the objectives and progress of the Nashville Chamber of Commerce and shall define the power and duties of such committees as may be deemed necessary. All appointments of committees will be subject to the approval of the Board of Directors. All Chamber committee and

appointments thereto will be in effect until the end of the fiscal year or until their successors are appointed or until they are dismissed by the Board of Directors.

**Section II. Responsibility.** It shall be the responsibility of all committees to carry out their assigned programs and activities as defined by the Board of Directors and/or in line with Procedures and Policies of the Chamber. Minutes of all committee meetings shall be recorded and furnished to the President.

**Section III. Meetings.** Meetings of the committees of the Chamber shall be called by the President, Vice-President, or head of the particular group at any time and with whatever frequency necessary in order to accomplish the programs and objectives of the Chamber.

**Section IV. Quorum.** One-third of the membership of a committee shall constitute a quorum at any committee meeting.

## **Article VII**

### **General**

**Section I. Seal.** The official seal of the Nashville Chamber of Commerce, Inc. shall be of such design as the Board of Directors shall adopt.

**Section II. Amendment.** All proposed amendments to these By-Laws shall be submitted to the Board of Directors in writing. These By-Laws may be amended by an affirmative vote of a simple majority of the membership at any meeting of which due notice of such contemplated action is given. Any proposed amendment may be submitted to the members of the Board of Directors and such submissions shall be made when requested by not less than (10%) of members in good standing.

**Section III. Fiscal Year.** The fiscal year of the Nashville Chamber of Commerce shall be from July 1 through June 30.

## **Article VIII**

### **Dissolution**

**Section 1. Dissolution.** The Nashville Chamber of Commerce, Inc. shall use its funds only to accomplish the objectives and purposes specified in these By-Laws 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.