

GREATER MT. AIRY CHAMBER of COMMERCE BYLAWS

Approved January, 1996

Revised October, 1996

Revised July, 2005

Revised August, 2005

Approved September 2005

Revised January, 2007

Approved May, 2007

Revised December 2008

Approved March 2009

Revised December 2009

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ARTICLE 1. Name

The Greater Mt. Airy Chamber of Commerce, Inc.

ARTICLE 2. Purpose

To be the Voice of Mt. Airy Business, and to support and promote businesses and professional services in the Greater Mt Airy area.

ARTICLE 3. Objectives:

- i. Support and encourage businesses in Greater Mt. Airy
- ii. Influence growth in a pro-business direction
- iii. Encourage its members to maintain high standards of advertising and good business ethics.

Section 1: Regular Membership: Any individual or business, whether for profit or not-for-profit, with an interest in the Purpose and Objectives of the Chamber, may apply for regular membership. Upon payment of dues and in the absence of any negative action by the Executive Committee and Chamber membership as described in Article 3, Section 4, such prospective member shall be a member of the Chamber.

Section 2. Associate Membership: Any not-for-profit organization or interested individual may apply for associate membership. Associate Members shall be entitled to all rights and privileges of full members except that no Associate Member shall have the right to vote or to hold office.

Section 3. Member Emeritus: Any individual may be granted the status of Member Emeritus upon vote of the Executive Committee and recommendation to the Chamber at its next regular business meeting. Members Emeritus may be retired Chamber members, Chamber members of long standing, or significant achievement, or public figures who the Chamber wishes to recognize as contributing to the good of the Greater Mt. Airy business community, among others. Members Emeritus are relieved of the necessity of paying dues and assessments, but may vote at Chamber meetings and may hold office.

Section 4. The Executive Committee of the Chamber shall have the right, but not the obligation, to review applications from membership and recommend acceptance or rejection to the Chamber at its next regular business meeting. The vote of the Chamber membership at such meeting shall be the final and binding on the Chamber and the proposed member.

Section 5. Removal of Member. The removal of a member from the Chamber shall be as follows. The removal of a member may be considered by the Executive Committee upon motion of any member of the Executive Committee, and shall be considered upon written application of twenty percent of the members in good standing. The Executive Committee (excepting the member to be removed, if such member is a member of the Executive Committee) shall vote on the removal of such member, and such vote (which may be by open or secret ballot) shall be reported among the minutes of the meeting of the Executive Committee. No motion for removal shall be brought to the membership of the Chamber unless at least three-quarters of the members of the Executive Committee vote in favor of removal. If such a proportion of the Executive Committee vote in favor of the removal of such member, the matter and the recommendation of the Executive Committee shall be brought to the Chamber at its next regular business meeting. The members of the Chamber shall be notified that such an action is to be considered at the business meeting no less than three days prior to such meeting. The matter shall be brought to a vote, and no removal of a member shall occur unless three-quarters of the membership in attendance at such meeting vote in favor of such removal.

Section 6. Disqualification of Member. A member shall be disqualified from membership in the Chamber and stripped of membership and its privileges, without the necessity of a vote of the Executive Committee or the Chamber membership if such member is convicted or pleads guilty or *nolo contendere* to charges of a felony or other crime of moral turpitude or financial dishonesty.

ARTICLE 4: Dues

Yearly dues shall be set by the Executive Committee and voted upon by the membership at the next business meeting with a simple majority present required for approval. Notice of the vote on the dues shall be announced to the membership at least five days before the business meeting at which the vote is to taken. All dues shall be due and payable no later than January 1. Dues shall be placed in the Chamber General Funds Account. Additional accounts for savings may be established by the Executive Committee, and funds of the Chamber placed therein. All expenses drawn from the general fund shall be approved by the Executive Committee, and additionally any expense exceeding \$100.00 must also be approved by the membership present at any Chamber regular or special meeting.

ARTICLE 5. Meetings

Section 1. The annual meeting of the Chamber shall be held (a) on the date of the annual Planning Meeting, if a Planning Meeting is held; or (b) if no Planning Meeting is held in a given year, in the month of November of each year, on (i) the date of the November business meeting, or (ii) the date to be fixed by the Executive Committee. Regular business meetings of the Chamber shall be held on a ~~the~~ date ~~each month~~ determined by the Executive Committee. Unless the meeting is the same day or date of each month, notice shall be given as set forth below at least five days prior to the meeting.

Section 2. In addition to the annual meeting and regular business meetings of the membership, the Executive Committee may establish or schedule additional meetings of the membership as deemed convenient. Special general membership meetings may be called by the President or Executive Committee and shall be called by the President upon written request of ten (10) percent or more members in good standing, as defined in Article 6, Section 1. Members shall be given at least five (5) days notice of special meetings and such notice shall state the general nature of the business to be considered.

Section 3. Each regular member as defined in Article 3, Section 1 and Member Emeritus as defined in Article 3, Section 3 shall be entitled to one vote at any regular or special meeting of the Chamber except that no one individual may vote as a representative of more than one membership (that is, each Chamber membership must be represented by an officially appointed individual and no one individual may represent more than one membership.) Memberships with dues in arrears are not entitled to vote or hold office.

Section 4. The annual planning meeting shall be held in October or November of each year on a date determined by the individual who is to serve as President for the next year. That individual shall serve as chairman of such meeting, and he or she shall create the agenda for such meeting. All regular members and Members Emeritus shall be eligible to attend a planning meeting. Notice of such meeting shall be given by the Secretary of the Chamber in the manner required for a special meeting of the Chamber.

Section 5. At any annual, regular, planning or special meeting of the Chamber, a quorum shall consist of all members present.

Article 6. Officers and Directors

Section 1. The President, 1st Vice President, 2nd Vice President, Recording Secretary, Corresponding Secretary and Treasurer of the Chamber shall be elected from the membership at the October meeting of each year and assume duties January 1 of the following year. Terms of the President and Vice-Presidents shall be for the period of two years; all other officers shall serve a term of one year. Except for a President who was appointed by the Executive Committee to fulfill a vacancy via the procedures in Article 6, Section 4 of these bylaws, the President may not succeed him- or herself in that office, all officers may be re-elected to their office.

It is the expectation that all officers, prior to serving as such, have served as a committee chairman or otherwise demonstrated significant leadership within the Chamber. An Officer or prospective Officer of the Chamber must be a regular member or member emeritus on the date such individual is nominated for such position and must have paid all dues on or before March 31 of the year in which elected. Presidents, prospective Presidents, Treasurers and prospective Treasurers must have attended at least eight of any combination of business meetings and Executive Committee meetings in a 12 month period prior to and including the day of nomination or appointment in which election is sought or appointment is made pursuant to Article 6, Section 4. All other officers or prospective officers must attend at least three of any combination of Executive Committee and business meetings in a 12 month period prior to and including the day of nomination or appointment, Officers must pay all dues timely, and must attend all regular business meetings and Executive Committee meetings unless excused by the President prior to the missed meeting.

Upon the expiration of the term of office of the President, unless the members of the Chamber have elected others to any specific post, the 1st Vice President shall succeed to the office of President, and the 2nd Vice President shall succeed to the office of 1st Vice President. The President shall serve as Immediate Past President of the Chamber for the two years following his or her tenure as President.

Section 2. The Executive Committee of the Chamber shall consist of the officers as described in Section 1 above and the Immediate Past President. If the Past President does not serve as Immediate Past President, the seventh member of the Executive Committee shall be elected at-large from the membership. Nominations may be received by the earlier of (a) the regular meeting in November, and in such event may be made from the floor, and to this end the Nominating Committee shall announce at such meeting that there is a vacancy on the Executive Committee and the requirements for serving thereon; or (b) by the Nominating Committee, by delivery of a written nomination on or before November 15 in the form required for nomination for an officer of the Chamber. Chamber members shall be notified of the individuals nominated for such position by email, fax or personal delivery at least one week prior to the meeting at which the election for At-Large member is to be held. Election of the At-Large Member shall be held at the regular meeting of the Chamber in December, or, if no such meeting is held, at a special meeting to be held on or before December 31. The At-Large Member is an officer of the Chamber, and, as such, is required to meet all requirements of an officer set forth in Article 6, Section 1 and elsewhere.

Section 3. It shall be the duty of the Executive Committee to promote the interest of the Chamber.

Section 4. The majority of the members of the Executive Committee shall constitute a quorum. The Executive Committee is empowered to fill the term of any vacancy with the approval of the majority. A vacancy may occur (a) upon the resignation of an officer; (b) upon the failure of an officer to remain in good standing; (c) upon the repeated failure of an officer to fulfill any material condition of his office, including those set forth in Section 1 of this Article; (d) upon the unanimous vote of the Executive Committee, excepting from the requirement of unanimity the vote of the officer whose office is to be declared vacant; and (e) upon the vote of two-thirds of the members of the Chamber in good standing at a regular meeting or at a special meeting called for such purpose. In such last case, the membership of the Chamber shall be notified by email, fax or personal delivery that such a matter is pending before such meeting at least one week prior to such meeting.

Section 5. The President may call Executive Committee meetings as required, or upon written request of a majority of the Executive Committee. Executive Committee meetings ~~shall be held on the same day or date each month, and~~ shall be announced to the members of the Chamber by use of the Chamber email list no less than 5 business days prior to the day of the meeting date. All Executive Committee meetings shall be open to all members of the Chamber and all Chamber members shall be permitted to speak as recognized by the President or other officer presiding at such meeting, but on any matter in which a vote is called for, only officers and committee chairmen may cast a vote. In the case of a committee with co-chairmen, the co-chairmen shall cast only one united vote or, if they cannot agree, shall cast no vote. No Officer, committee chairman, or Member Emeritus may vote unless (a) he or she has attended at least six of the prior twelve Executive Committee meetings; (b) in the case of a committee chairman, the matter pertains to his or her committee; or (c) the Officer or committee chairman has been elected or appointed less than six months prior to the Executive Committee meeting in which the vote is taken.

Section 6. All officers shall be considered Directors for the purpose of incorporation. The President, Recording Secretary and Treasurer shall be considered the corresponding corporate officers for legal purposes.

ARTICLE 7. Elections.

Section 1. The President shall appoint a Nominating Committee of three (3) members on or ~~before prior to~~ the August General Membership Meeting of each year at which time nominations may be made from the floor. It shall be the duty of the Nominating Committee to present at least one candidate for each office of the Executive Committee. The Nominating Committee shall present its report at the September Executive Committee meeting ~~of the members, or, if no regular monthly September business meeting is held, at a special meeting held on or before September 30, at which time additional nominations may be made from the floor.~~ The election shall be held at the ~~October~~ November meeting of the Chamber, or, if no regular monthly

~~October~~ November business meeting is held, at a special meeting held on or before ~~October~~ November 30.

Section 2. All nominations must be made ~~at or before~~ by the September Executive Committee meeting (or, if none, by ~~the date set forth above~~ September 30). No nominations may be made or received thereafter. At the September Executive Committee meeting (or, if none, by the date set forth above), the Chairman of the Nominating Committee (or his designate) shall call once for nominations from the floor for each office, and nominators shall respond verbally in the affirmative with the name of the nominee. Nominees must be present at the September Executive Committee meeting (or, if none, on the date set forth above) and must accept nomination verbally, or must have delivered written acceptance to the Chairman of the Nominating Committee prior to such meeting or date, stating the name of the nominee and the office for which nominated.

Section 3. In order to vote in an election for Officers of the Chamber, regular members must have paid all current dues on or before March 31 of the year in which the election is held, and regular members and members emeritus must have attended at least three of any combination of business meetings and Executive Committee meetings during the calendar year in which the election is held. Notice of all candidates shall be provided to all regular members and members emeritus on or before September 30, by email, fax, mail or personal delivery. Members unable to attend the ~~October~~ November meeting may send a ballot to the Chamber's post office box or by hand delivery to a member of the Nominating Committee. To be valid, such ballot must be (a) signed by the member or representative of the member business, (b) received at the box or in hand at least two (2) days prior to the election, and (c) be sealed in an envelope with the signature of the member or representative across the sealed flap.

ARTICLE 8. Policies

Section 1. Such policies as may be deemed desirable for the proper conduct of the Chamber and for the furtherance of its aims and purposes, may be adopted, modified or repealed by a majority vote of the Chamber. All members shall be given notice of the adoption, modification or repeal of any policy. No policy established by these bylaws may be amended or altered without the consent of a quorum at a regular or special meeting of the Chamber.

Section 2. The Greater Mt. Airy Chamber of Commerce, Inc. shall not support or oppose any candidate for public office.

ARTICLE 9. Committees.

Section 1. The President shall appoint from volunteers such committees as are necessary and proper to further the programs and objectives of the Chamber. A majority shall constitute a quorum on all committees. The President of the Chamber is a member of every committee, ex officio.

Section 2. If possible, committee chairmen should be drawn from the general membership, and not from the officers of the Chamber. An individual appointed as the chairman of a committee shall remain in good standing and is expected to attend no less than four Executive Committee meetings per year unless excused by the President. Committee chairmen may resign only by written notice to the President giving at least fifteen days' notice. Such resignations shall be effective on the date stated in such notice, either on the date of a business meeting or, if no business meeting is held in a month, or if no effective date is stated, on the first day of the next calendar month that occurs more than fifteen days after the date notice is delivered. Such resignation shall be announced to the membership at the business meeting by the President.

Section 3. All committee meetings shall be announced to the Chamber membership by use of the Chamber email list. Minutes of committee meetings and/or a report of their activity must be given to the Executive Board at the Executive Committee Meeting and shall be kept as set forth in Article 12, below.

ARTICLE 10. Amendments and Revisions

The Bylaws of the Chamber after approval of the Executive Committee may be amended or revised by two-thirds (2/3) vote of the members eligible to vote at an election of Officers of the Chamber present at any General Membership Meeting, providing however, that notice specifying the proposed changes shall have been provided to the members of the Chamber at least six (6) days prior to the date of such meeting.

ARTICLE 11. Notice

Except for "special notices," which term shall encompass notice of candidates for election as Officers, notice of meetings in which the election of the Officers of the Chamber are to take place, notice of amendments to these Bylaws, and notice of special meetings of the Chamber (including the Planning Meeting), all notices to Chamber members may be made by email through the Chamber email list. The President or his designee shall maintain such list and shall ensure that such list is kept current at all times. Any member of the Chamber not providing an email usable by the email list shall be deemed to have waived notice.

"Special Notices" may be made by email (but only if a valid and usable email address has been provided), fax, personal delivery or regular mail to the address or fax number provided to the Membership Committee chairman or to the Secretary of the Chamber in writing. Special requests for delivery by any method excluding email including but not limited to fax, personal delivery or regular mail shall be made in writing via the USPS to the Membership Committee Chairman of the Chamber.

ARTICLE 12. Minutes

Minutes of all regular business meetings, special meetings and Executive Committee meetings (a) shall be kept by the Recording Secretary or such individual appointed to keep minutes at any meeting at which the Recording Secretary is absent, (b) shall be kept according to the standards for minutes of meetings set forth in Roberts Rules of Order, and (c) shall be made available to all members of the Chamber on the Chamber website. Minutes of all committee meetings shall be provided by the committee chairmen to the Recording Secretary of the Chamber, and shall be kept among the papers of the Chamber and available for inspection by the members of the Chamber upon reasonable request, but need not be posted on the Chamber website. Alternatively, a report of the committee's meeting and/or activity can be reported at the General Membership meeting and will be included in the meeting minutes.

ARTICLE 13. Criteria for Chamber Contracts

Criteria for Chamber contracts shall be determined at the discretion of the committee (whether standing or ad hoc committee) awarding the contract, and shall be made available to all Chamber members in good standing. If reasonably possible, consistent with the financial interests and other goals of the Chamber, all members in good standing of the Chamber should be made aware of and permitted to bid on available remunerated contract or service opportunities in areas in which such members provide such goods and services. Consistent with the above, Chamber contracts should be awarded to Chamber members in such a way as to make Chamber business equally available to all Chamber members selling particular goods or providing a given service.

ARTICLE 14. Parliamentary Procedure

All questions of parliamentary procedure not provided for by these rules shall be settled according to Robert's Rules of Order