

STATE OF ALABAMA)
)
RANDOLPH COUNTY)

BYLAWS
OF
RANDOLPH COUNTY CHAMBER OF COMMERCE

ARTICLE I
General

Section 1 / NAME:

This organization is incorporated under the laws of the State of Alabama and shall be known as the RANDOLPH COUNTY CHAMBER OF COMMERCE.

Section 2 / PURPOSE:

The Randolph County Chamber of Commerce is organized to advance the general welfare and prosperity of Randolph County, Alabama so that its citizens and all areas of its business community shall prosper. All necessary means of promotion shall be provided and particular attention and emphasis shall be given to the economic, civil, commercial, industrial and educational interests of the area.

Section 3 / LIMITATION OF METHODS:

The Chamber shall be nonprofit, nonpartisan and nonsectarian.

ARTICLE II Membership

Section 1 / ELIGIBILITY:

All persons, corporations or associations who may pay the annual dues, shall by virtue of such payment, be members of this Chamber.

Section 2 / DUES:

Membership dues shall be at such rate or rates, schedule or formulas as may be from time to time prescribed by the Board of Directors, payable annually, semi-annually or quarterly, in advance.

Section 3 / TERMINATION:

- (A) Any member may resign from the Chamber upon written request to the Board of Directors;
- (B) Any member shall be expelled by the Board of Directors by a two-thirds vote for nonpayment of dues after ninety (90) days from the date due, unless otherwise extended for good cause;
- (C) Any member may be expelled by a two-thirds vote of the Board of Directors, at a regularly scheduled meeting thereof, for conduct unbecoming a member or prejudicial to the aims or repute of the Chamber, after notice and opportunity for a hearing are afforded the member complained against.

Section 4 / VOTING:

Each member person, firm, association or corporation shall be entitled to cast one vote.

Section 5 / EXERCISE OF PRIVILEGES:

Any firm, association, corporation, partnership or estate holding membership may nominate individuals, whom the holder desires to exercise the privileges of membership covered

by its subscription, and shall have the right to change its membership nomination upon written notice.

Section 6 / ORIENTATION:

At regular intervals, orientation on the purposes and activities of this organization shall be conducted for the following groups: new directors, officers and directors, committee chairmen, committees and new members. A detailed outline for orientation of each of these groups shall be a part of this organization's procedures manual.

Section 7 / HONORARY MEMBERSHIP:

Distinction in public affairs shall confer eligibility to honorary membership. Honorary members shall have all the privileges of members, except the right to vote, and shall be exempt from payment of dues. The Board of Directors shall confer or revoke honorary membership by a majority vote.

**ARTICLE III
Meetings**

Section 1 / ANNUAL MEETING:

The annual meeting of the corporation shall be held during October of each year. The time and place shall be fixed by the Board of Directors and notice thereof mailed to each member at least ten (10) days before said meeting.

Section 2 / ADDITIONAL MEETINGS:

General meetings of the Chamber of Commerce may be called by the President at any time, or upon petition in writing of at least 10% of the membership, but in no case less than ten (10) members in good standing.

(A) Notice of special meetings shall be mailed to each member at least ten days prior to such meetings.

(B) Board meetings may be called by the President or by him/her upon written application of three (3) members of the Board. Notice (including the purpose of the meeting) shall be given to each director at least five days prior to said meeting.

(C) Committee meetings may be called at any time by the President, respective department Vice-President, or by its chairman.

(D) There shall be at least one meeting per month of the Board of Directors at a time and place set by the President.

Section 3 / QUORUMS:

Any duly called General Meeting of the Chamber, attendance by at least seven members of the Board of Directors shall constitute a quorum; seven (7) Directors present shall constitute a quorum of the Board of Directors; At Committee Meetings, a majority shall constitute a quorum, except when a Committee consists of more than nine (9) members, five (5) shall constitute a quorum.

**ARTICLE IV
Board of Directors**

Section 1 / COMPOSITION OF THE BOARD:

The Board of Directors shall be composed of twelve (12) members. The President, Vice-President and Secretary/Treasurer shall serve during their elected terms as voting members at large of the Board of Directors. One-third of the remaining nine (9) members of the Board of Directors shall be elected annually to serve for three (3) years, or until their successors are elected and have qualified. Other than the three (3) officers who shall serve one year terms, the initial Board of Directors shall serve for the following terms: Three (3) Directors for one year; Three (3) Directors for two years; Three (3) Directors for three years.

The government and policy-making responsibilities of the Chamber shall be vested in the Board of Directors, which shall control its property, be responsible for its finances, and direct its affairs.

Section 2 / SELECTION AND ELECTION OF DIRECTORS:

(A) Nominating Committee. At the regular May Board meeting, the President shall appoint a Nominating Committee of five (5) members of the Chamber. The President shall designate the Chairman.

Prior to June 15th, the Nominating Committee shall present to the Executive Director a slate of three candidates to serve three-year terms, to replace the Directors whose regular terms are expiring. Each candidate must be an active member in good standing and must have agreed to accept the responsibilities of a directorship. No Board member may be elected to two or more consecutive three-year terms. At least one year must separate each elected three-year term.

Each of the four incorporated municipalities is Randolph County, Alabama, shall always be represented by a separate Director. Also, each of the five Randolph County Commissioner's Districts, following the election of 1990, shall be represented by a separate Director.

(B) Publicity of Nominations. Upon receipt of the report of the Nominating Committee, the Executive Director shall immediately notify the membership by mail the names of persons nominated as candidates for directors and right of petition.

(C) Nominations by Petition. Additional names of candidates for Directors can be nominated by petition bearing the genuine signatures of at least twelve (12) qualified members of the Chamber. Such petition shall be filed with the Nominating Committee within ten days after notice has been given of the names of those nominated. The determination of the Nominating Committee as to the legality of the petition(s) shall be final.

(D) Determination. If no petition is filed within the designated period, the nominations shall be closed and the nominated slate of three candidates shall be declared elected by the Board of Directors at their regular July Board meeting.

If a legal petition shall present additional candidates, the names of all candidates shall be arranged on a ballot in alphabetical order. Instructions will be to vote for three (3). Identification shall be made on the ballot to identify those candidates nominated by the Nominating Committee.

The Executive Director shall mail this ballot to all active members at least fifteen days before the regular July Board meeting.

The ballot shall be marked in accordance with instructions printed on the ballot and returned to the Chamber office within ten days. The Board of Directors shall, at their regular July Board meeting, declare the three candidates with the greatest number of votes elected.

Section 3 / SEATING OF NEW DIRECTORS:

All newly elected Board members shall be seated at the regular August meeting and shall be non-voting members until October 1st. Retiring Directors shall continue to serve through September 30th with voting rights.

Section 4 / VACANCIES:

A member of the Board of Directors who shall be absent from three (3) consecutive regular meetings of the Board of Directors shall automatically be dropped from membership of the Board, unless confined by illness or otherwise decreed by a majority vote of those voting at any meeting thereof.

Vacancies on the Board of Directors, or among the officers, shall be filled by the Board of Directors by a majority vote. Vacancies shall be filled from the same area or district vacated.

Section 5 / POLICY:

The Board of Directors is responsible for formulating the policies of the organization. These policies shall be maintained in a Policy Manual, to be reviewed annually and revised as necessary.

Section 6 / MANAGEMENT:

The Board of Directors shall employ an Executive Director and shall fix his/her salary and other considerations of employment.

ARTICLE V
Officers

Section 1 / DETERMINATION OF OFFICERS:

The Board of Directors at its regular August meeting, shall reorganize for the coming year. The Nominating Committee for Directors shall also nominate officers each year. At this meeting, the Membership shall elect the President, Vice-President and the Secretary/Treasurer. All officers shall serve for a term of one (1) year or until their successor assumes the duties of office, and they shall be voting members of the Board of Directors. The Vice-President shall be the President-elect to serve as the next President.

Section 2 / DUTIES OF OFFICERS:

(A) President. The President shall serve as the executive head of the Chamber of Commerce and shall preside at all meetings of the membership, Board of Directors and Executive Committee. The immediate Past President shall become an ex officio member of the Board of Directors for the following year.

The President shall, with advice and counsel of the Vice-President and the Executive Director, determine all committees; select all chairmen; assist in the selection of committee personnel, subject to the approval of the Board of Directors.

(B) Vice-President. The Vice-President (President-elect) shall exercise the power and authority and perform the duties of the President in the absence or disability of the President. The Vice-President shall also serve as Chairman of the Program of Work Committee of the Chamber. As such, he/she and his/her committee will be responsible for determining that the program activities of the Chamber are of such duration as is required, at all times being alert to assure that the activities of the Chamber are directed toward achieving business and community needs in the area served by the Chamber.

The duties of the Vice-President shall be such as their titles by general usage would indicate, and such is required by law, as well as those that may be assigned by the President and Board of Directors.

(C) Secretary/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 approved by the Board of Directors, subject to checks signed by the Treasurer and the Executive Director, or, in the absence of either or both, by any two officers. The Treasurer shall cause a monthly financial report to be made to the Board. The duties of the Secretary may be delegated to the Executive Secretary.

(D) Executive Director. The Executive Director shall be the chief administrative and executive officer. He/she shall serve as Executive Secretary to the Board of Directors, and cause to be prepared notices and minutes of meetings of the Board.

The Executive Director shall serve as advisor to the President and Program of Work Committee on program planning. He/she shall assemble information and data and cause to be prepared special reports as directed by the Program of the Chamber.

The Executive Director shall be a non-voting member of the Board of Directors, the Executive Committee and all committees.

He/she shall be responsible for administration of the Program of Work in accordance with the policies and regulations of the Board of Directors.

The Executive Director shall be responsible for hiring, discharging, directing and supervising all employees.

With the cooperation of the Program of Work Committee and Budget Committee, he/she shall be responsible for the preparation of an operating budget covering all activities of the Chamber, subject to approval of the Board of Directors. He/she shall be responsible for all expenditures with approved budget allocation.

Section 3 / EXECUTIVE COMMITTEE:

The Executive Committee shall act for and on behalf of the Board of Directors when the Board is not in session, but shall be accountable to the Board for its action. It shall be composed of the President, Vice-President, Secretary/Treasurer and the Executive Director. The President shall serve as chairman.

ARTICLE VI
Committees and Divisions

Section 1 / APPOINTMENT AND AUTHORITY:

The President, by and with the approval of the Board of Directors, shall appoint all committees and committee chairmen. He/she may appoint such ad hoc committees and their chairmen as he/she deems necessary to carry out the program of the Chamber. Committee appointments shall be at the will and pleasure of the President and in no event exceed the term of the appointing President.

It shall be the function of the committee to make investigations, conduct studies and hearings, make recommendations, to the Board of Directors and to carry on such activities as may be delegated to them by the Board.

Section 2 / LIMITATION OF AUTHORITY:

No action by any member, committee, division, employee, Director or officer shall be binding upon, or constitute an expression of, the policy of the Chamber until it shall have been approved or ratified by the Board of Directors.

Committees shall be discharged by the President when their work has been completed and their reports accepted, or when, in the opinion of the Board of Directors, it is deemed wise to discontinue the committee.

Section 3 / TESTIMONY:

Once committee action has been approved by the Board of Directors, it shall be incumbent upon the committee chairman or, in his/her absence, whom he/she designates from his/her committee as being familiar enough with the issue to give testimony to, or make presentation before, civic and governmental agencies, rather than members of the staff who may be in attendance.

Section 4 / DIVISIONS:

The Board may create such divisions, bureaus, departments, or councils as it deems advisable to handle the work of the Chamber.

The Board shall authorize and define the powers and duties of all divisions, bureaus, departments and councils. The Board shall annually review and approve all activities and proposed programs of such divisions, bureaus, departments and councils.

No action or resolution of any kind shall be taken by divisions, bureaus, departments or councils having bearing upon or expressive of the Chamber, unless approved by the Board of Directors.

**ARTICLE VII
Finances**

Section 1 / FUNDS:

All money paid to the Chamber shall be placed in a general operating fund. Funds unused from the current year's budget shall be placed in a reserve account.

Section 2 / DISBURSEMENTS:

Upon approval of the budget, the Executive Director is authorized to make disbursements on accounts and expenses provided or in the budget without additional approval of the Board of Directors. Disbursement shall be by check.

Section 3 / FISCAL YEAR:

The fiscal year of the Chamber shall close on September 30th.

Section 4 / BUDGET:

By no later than September 30th of each year, the Executive Committee shall compile budget of estimated expenses for the coming year and submit it to the Board of Directors for approval.

Section 5 / ANNUAL AUDIT:

The accounts of the Chamber of Commerce shall be audited annually as or the close of business on September 30th by a public accountant. The audit shall at all times be available to members of the organization within the officers of the Chamber.

Section 6 / BONDING:

The Executive Director and such other officers and staff as the Board may designate shall be bonded by a sufficient fidelity bond in an amount set by the Board and paid for by the Chamber.

**ARTICLE VIII
Dissolution**

Section 1 / PROCEDURE:

The Chamber shall use its funds only to accomplish the objects 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.

ARTICLE IX

Section 1 / PARLIMENTARY AUTHORITY:

The current edition of Roberts Rules of Order shall be the final source of authority in all questions of parliamentary procedure when such rules are not inconsistent with the Charter or Bylaws of the Chamber.

ARTICLE X
Amendments

Section 1 / REVISIONS:

These Bylaws may be amended or altered by a two-thirds (2/3) vote of the Board or by two-thirds (2/3) 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 before the meeting at which they are to be acted upon.