

HINTON CHAMBER OF COMMERCE

By-Laws

ARTICLE ONE – GENERAL

SECTION ONE - NAME

This organization shall be known as the Hinton Chamber of Commerce.

SECTION TWO - PURPOSE

- 1) The Hinton Chamber of Commerce is organized to achieve the objectives of:
- 2) Preserving the competitive enterprise system of business by:
 - a) creating a better understanding and appreciation of the importance of the businessman and a concern for his problems;
 - b) creating a more intelligent business and public opinion regarding city, county, state and national legislative and political affairs;
 - c) preventing controversies which are detrimental to expansion and growth of business and the community or adjusting them if they arise;
 - d) and creating a greater appreciation of the value of a more liberal investment of substance and self on behalf of the interests of competitive business.
- 3) Promoting business and community growth and development by:
 - a) promoting economic programs designed to strengthen and expand the income potential of all business within the trade area;
 - b) promoting programs of a civic, social and cultural nature which are designed to increase the functional and aesthetic values of the community;
 - c) and discovering and correcting abuses which prevent the promotion of business expansion and community growth.

SECTION THREE - DEFINITIONS

Unless the context clearly requires otherwise, in these By-Laws:

- 1) "Board" means the Board of Directors of the Hinton Chamber of Commerce.
- 2) "By-Laws" means these By-laws as adopted by the Board and includes amendments subsequently adopted by the Board or by the Members.
- 3) "Chamber" and "Chamber of Commerce" means Hinton Chamber of Commerce.
- 4) "Members" means the members of the Hinton Chamber of Commerce determined pursuant to Article Two of these By-Laws.
- 5) "Section" refers to sections of these By-Laws.

ARTICLE TWO – MEMBERSHIP

SECTION ONE - ELIGIBILITY

Any person, business, association, corporation, partnership, LLC or estate having an interest in the objectives of the organization shall be eligible to apply for membership. Any business, association, corporation, partnership, LLC or estate may apply for multiple memberships.

SECTION TWO - ELECTION

Applications for membership shall be in writing, on forms provided for that purpose, and signed by the applicant. The Membership Committee shall review all applications and submit them to the Board of Directors with its recommendation. Election of members shall be by the Board of Directors at any meeting thereof. Any applicant so elected shall become a member upon payment of the regularly scheduled dues as provide in Section 3, Article 2.

SECTION THREE - DUES

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

SECTION FOUR - TERMINATION

- 1) Any member may resign from the Chamber upon written request to the

Board of Directors.

- 2) The Board of Directors shall expel any member by a two-thirds vote for nonpayment of dues after ninety (90) days from the date due, unless otherwise extended for good cause.
- 3) 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 pre-judicial to the aims or repute of the Chamber, after notice and opportunity for a hearing are afforded the member complained against.

SECTION FIVE - VOTING BY MEMBERS

Each membership shall be entitled to cast one vote. A plurality of the votes cast shall determine all elections and a simple majority of the votes cast shall determine all other matters.

SECTION SIX - 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 SEVEN - 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. Honorary annual memberships may be conferred by a simple majority of a quorum at any called meeting. Recommendations for honorary memberships shall be made to the Board of Directors, in writing, thirty (30) days in advance of a called meeting. Honorary memberships will be subject to renewal each year by the Board of Directors at their first meeting of the calendar year.

SECTION EIGHT - LIFETIME MEMBERSHIP

The Board of Directors may confer lifetime membership to any person, business,

association, corporation, partnership, LLC or estate. Lifetime memberships shall have the same rights and privileges as regular memberships.

ARTICLE THREE - MEETINGS

SECTION ONE - ANNUAL MEETING

The Annual Meeting of the corporation shall be held during January of each year. The time and place shall be fixed by the Board of Directors and notice thereof made to each member at least ten (10) days before said meeting. Admission charge will be made for each person in attendance above and beyond annual dues.

SECTION TWO - ADDITIONAL MEETINGS

- 1) The regular monthly meeting of the Hinton Chamber of Commerce shall be held the second Monday of each month and shall consist entirely of a luncheon and Chamber business.
- 2) The President may call general meetings of the Chamber of Commerce at any time, or upon petition in writing of any forty (40) percent of the members in good standing.
- 3) Notice of special meetings shall be given to each member at least five (5) days prior to such meetings.
- 4) Board of Directors meetings may be called by the President, or by him upon written application of three (3) members of the Board. Notice (including purpose of the meeting) shall be given to each director at least one (1) day prior to said meeting.
- 5) The President, Vice President or Committee Chairman may call committee meetings at any time.

SECTION THREE - QUORUMS

- 1) At any duly called General Meeting of the Chamber, forty (40) percent of members shall constitute a quorum;
- 2) A majority of Directors present shall constitute a quorum of the Board of Directors;

- 3) 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.

SECTION FOUR - NOTICE OF MEETINGS

When required, notice of meetings, for all purposes, may be written, type written, or verbal and may be delivered by at least one of the following methods: in person; by U.S. Postal Service; by voice message; by electronic mail; or other common acceptable means of communication.

SECTION FIVE - MEETINGS BY TELECOMMUNICATIONS

The Board or any committee of the Board may hold meetings by means of conference telephone or similar telecommunications equipment that enable all persons participating in the meeting to hear each other. Such participation shall constitute presence-in person at such meeting.

ARTICLE FOUR - BOARD OF DIRECTORS

SECTION ONE - COMPOSITION OF THE BOARD

The Board of Directors shall be composed of eleven (11) members, including the President and Past President, three (3) of whom shall be elected annually to serve for three (3) years, or until their successors are elected and have qualified, with the exception of the President and Past President, who shall serve for one year.

SECTION TWO - SELECTION AND ELECTION OF DIRECTORS

- 1) **NOMINATING COMMITTEE** - At the regular August Board meeting, the President shall appoint a Nominating Committee of three (3) members of the Chamber. The President shall designate the Chairman. Prior to September 15th, the Nominating Committee shall present to the Vice President a slate of candidates to serve three (3) 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 (2) or more consecutive three (3) year terms. At least one year must separate each elected three (3) year term.

- 2) PUBLICITY OF NOMINATIONS - Upon receipt of the report of the Nominating Committee, the Vice President shall notify the membership of the names of persons nominated as candidates for directors.
- 3) OTHER NOMINATIONS - Nominations shall be accepted from the floor at a General Meeting prior to voting. Ballots shall be used for the voting. The Board of Directors shall, at their regular October Board Meeting, declare the candidates with the greatest number of votes elected.

SECTION THREE - SEATING HAVE NEW DIRECTORS

All newly elected Board Members shall be seated at the regular November meeting and shall be participating members thereafter. Retiring Directors shall continue to serve until January 1st.

SECTION FOUR - VACANCIES

The Board of Directors shall fill vacancies on the Board of Directors, or among the officers, by a majority vote.

SECTION FIVE – POLICY

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

SECTION SIX - VOTING BY DIRECTORS

A simple majority of votes cast shall determine matters.

The Board or a committee of the Board may take any required or permitted action without a meeting if all members of the Board or committee sign a written consent and file the consent with the minutes of the proceedings of the Board.

ARTICLE TEN - AMENDMENTS

The By-Laws may be amended or altered 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 before the meeting at which they are to be acted upon.

ARTICLE ELEVEN - MISCELLANEOUS

The Board may provide for a suitable seal containing the name of the Hinton Chamber of Commerce, of which the Secretary shall be in charge. The Treasurer may keep and use the seal or duplicates of the seal if and when the Board or a committee of the Board so directs.

Adopted on the 14th day of May 2007, by the undersigned, being all of the Directors of the Corporation.

Director

Director

Director

Director

Director

Director

Director

Director

Director

The undersigned hereby certifies that the foregoing constitutes a true and correct copy of the By-Laws of the Hinton Chamber of Commerce as adopted by the Board of Directors on the 14th day of May 2007.

Executed as of this 14th day of May 2007.

Secretary

ARTICLE FIVE - DUTIES OF ALL OFFICERS

SECTION ONE - PRESIDENT

The President shall serve as the executive head of the Chamber of Commerce and shall preside at all meetings of the membership and Board of Directors.

The President shall, with the advice and counsel of the Vice President, assign chairman to divisional or departmental responsibility, subject to Board of Directors approval.

The President shall determine all committees; select all chairmen; assist in the action of committee personnel, subject to approval of the Board of Directors.

The President, with Board authorization, shall sign deeds, mortgages, bonds, contracts, or other instruments on behalf of the Chamber.

SECTION TWO - VICE PRESIDENT

The Vice President shall exercise the powers and authority and perform the duties of the President in the absence or disability of the President.

SECTION THREE - COMMITTEE CHAIRMEN

The duties of the Committee Chairmen shall be such as their titles by general usage would indicate, as well as those that may be assigned by the President and Board of Directors.

SECTION FOUR - SECRETARY

The Secretary shall: keep minutes of the general meetings and meetings of the Board of Directors and provide a copy of these minutes to the general membership upon request; give all notices which these By-Laws or the law requires; serve as custodian of the records and seal of the Chamber, affix the seal of the Hinton Chamber of Commerce to all documents which the Board has

authorized execution on behalf of the Chamber under seal; maintain a register of the address of each Member of the Chamber; and perform all duties which the President or the Board may assign from time to time.

SECTION FIVE - TREASURER

The Treasurer shall: be responsible for the safeguarding of all funds and securities of the Chamber; receive and properly disburse funds of the Chamber, deposit all funds in the name of the Hinton Chamber of Commerce in depositories approved by the Board of Directors; provide a monthly financial report to be made to the Board at the request of the President; and perform all duties which the President or the Board may assign from time to time.

SECTION SIX - REMOVAL OF OFFICERS

Any Officer may be removed from office by a two-thirds vote of the Membership, at a regularly scheduled meeting thereof, for conduct unbecoming an Officer or pre-judicial to the aims or repute of the Chamber, after notice and opportunity for a hearing are afforded the Officer complained against.

SECTION SEVEN - VACANCIES

The Board may fill any vacancy in any office because of death, resignation, removal, disqualification or any other cause in the manner which these By-Laws prescribe for the regular appointment to such office.

ARTICLE SIX - COMMITTEES AND DIVISIONS

SECTION ONE - APPOINTMENT AND AUTHORITY

The President, by and with the approval of the Board of Directors, shall appoint **all** committees and committee chairmen. He may appoint such ad hoc committees and chairmen, as he deems necessary to carry out the programs and purposes of the Chamber. Committee appointments shall be at the will and pleasure of the President and in no event shall 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. Each committee shall keep regular minutes of its proceedings and report the same to the Board when required.

SECTION TWO - 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 or a quorum of the membership.

The President shall discharge committees 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 THREE - TESTIMONY

Once committee action has been approved by the Board of Directors, it shall be incumbent upon the committee chairman or, in *his* absence, who he designates from his 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.

ARTICLE SEVEN – FINANCES

SECTION ONE - FUNDS

All money paid to the Chamber shall be placed in a general operating fund.

SECTION TWO - DISBURSEMENTS

Upon approval of the budget, the Treasurer is authorized to make disbursements

on accounts and expenses provided for in the budget without additional approval of the Board of Directors. The President shall have the right to spend up to Five Hundred and no hundredths dollars (\$500.00) without Board approval. Disbursements shall be by check or draft.

Any two Officers shall issue all checks, drafts and other orders for payment of money in the name of or payable by the Hinton Chamber of Commerce.

SECTION THREE - FISCAL YEAR

The fiscal year of the Chamber shall close on December 31.

SECTION FOUR - BUDGET

As soon as possible after election of the new Board of Directors and Officers, a budget of estimated expenses for the coming year shall be compiled and submitted to the membership for approval by the majority.

SECTION FIVE - ANNUAL AUDIT

The Board of Directors may call for an annual audit.

ARTICLE EIGHT – DISSOLUTION

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

ARTICLE NINE - PARLIAMENTARY AUTHORITY

The current edition of Roberts Rules of Order shall be the final source of authority in all question of parliamentary procedure when such rules are not inconsistent with the By-Laws of the Chamber.