

**BY-LAWS OF THE  
REIDSVILLE CHAMBER OF COMMERCE, INC.**

**ARTICLE I  
THE ORGANIZATION**

**SECTION 1. (a) NAME** The name of the organization shall be “The Reidsville Chamber of Commerce, Inc.”, hereinafter referred to as the “Chamber”.

**SECTION 1. (b) LOCATION** The general offices of the Chamber shall be located within the corporate limits of the City of Reidsville, North Carolina.

**SECTION 2. OBJECT** The object of the Chamber shall be to promote and improve the overall business climate for its members through stimulation of economic growth and promotion of civic development in Reidsville and Rockingham County, North Carolina.

**SECTION 3. LIMITATIONS** The Chamber shall observe all local, state, and federal laws which apply to a non-profit organization as defined in Article 501 ( c ) ( 6 ) of the Internal Revenue Code.

**ARTICLE II  
MEMBERSHIP**

**SECTION 1. QUALIFICATION FOR MEMBERSHIP** Any individual, firm, association or corporation interested in the advancement of Reidsville and of Rockingham County upon payment of the applicable dues shall be eligible for membership.

**SECTION 2. CHARACTERISTICS OF MEMBERSHIP**

**A.** Each membership, whether acquired by an individual or assigned to a designated representative by a firm or corporation, shall be entitled to the same voting privilege unless otherwise specified by the Board of Directors.

**B.** The privilege of voting shall be entirely personal to the individual who is specifically listed upon the official records of the Chamber as the designed holder of a membership and there shall be no vote by proxy for any purpose.

**C.** Each membership in the Chamber shall be representative of the annual dues specified for individual membership by the Board of Directors from time to time. Every individual, firm or corporation shall be encouraged to invest in the chamber activities according to its economic stake in the community. Investments in excess of the amount specified for individual membership shall entitle the investor to designate a number of persons to hold voting membership in the same proportion as

the investment bears to the individual membership rate; however, no annual investment shall entitle any investor to designate more than twelve voting members.

D. Members shall be deemed to be in good standing and entitled to all privileges of membership until they are removed from the membership rolls of the Chamber by action of the Board of Directors.

E. Unless otherwise provided by the Board of Directors, each person holding a membership in the Chamber, whether acquired individually or as a designated representative of a firm or corporation, shall be entitled to be counted for the purpose of determining the existence of a quorum at any meeting of the general membership or any other meeting at which the determination of a quorum is appropriate.

**SECTION 3. PAYMENT OF DUES** Dues shall be paid annually on the members anniversary date ( or semi-annually or quarterly on an exception basis). If any member shall fail to pay his or her dues within ninety days from the date on which they are payable, the Board of Directors shall drop such member from the membership rolls upon resolution at any regular or special meeting. A status report shall be made available at every Board of Directors meeting on each past due account.

**SECTION 4. CONDUCT OF MEMBERS** Whenever any member shall violate any of the by-laws, rules, regulations, or standards of conduct set by the members of the chamber or by the Board of Directors, such member may be expelled by a vote of 2/3 of the Board of Directors upon refund of the unused portion of the dues of such member. Before expelling a member the Board shall first notify such member of an intention for such expulsion and shall specify the grounds on which the expulsion is based. Such member shall have an opportunity to be heard at a regular or special meeting of the Board of Directors and may be represented by counsel and may present evidence on his own behalf.

**SECTION 5. RESIGNATIONS** Any member may resign his, her or its membership in the Chamber by submitting notice of intention to resign, in writing, to either the President or the Executive Vice President of the Chamber. Such a resignation shall be effective when received.

### **ARTICLE III** **GOVERNMENTAL STRUCTURE**

**SECTION 1. BOARD OF DIRECTORS** The business of the Chamber shall be under the control of the Board of Directors. The Board of Directors shall consist of no fewer than 15 nor more than 18 persons elected by the general membership. Election of a director shall be for a term of three years. Directors shall be eligible for election for no more than two consecutive terms of three years in a single sequence. Eligibility for election for an additional term or terms will be restored upon one year's absence

from the Board. Unexpired terms filled by appointment shall not be considered when determining a Chamber member's eligibility for election as a director.

**SECTION 2. EX OFFICIO ATTENDEES** The Board of Directors may invite members or non-members Ex Officio to attend Board meetings in an advisory capacity without voting privileges.

**SECTION 3. EXECUTIVE COMMITTEE** Between meetings of the Board of directors the business of the Chamber shall be conducted by an Executive Committee composed of the Chairman, Chairman-Elect, Vice Presidents, Treasurer and Immediate Past Chairman of the Chamber, subject however, to the ratification of all action taken at the next succeeding meeting of the Board of Directors. The Executive Committee may receive reports of other Committees or Divisions of the Chamber for the purpose of making recommendations with respect thereto for the benefit of the Board of Directors. The Executive Committee may take such other action as it may deem appropriate to provide progressive leadership as assistance to the Board of Directors.

**SECTION 4. OFFICERS** The Board of Directors shall elect a Chairman, Chairman-Elect, one or more Vice Presidents, a President, a Treasurer, and such other officials or assistants as the Board of Directors may deem appropriate for the proper operation of the Chamber. The Board of Directors shall be confined to its own membership in the election of Officers, except that of the office of President, and it may designate such duties as it considers to be appropriate for each such office. All vacancies in any office may be filled by the Board of Directors for the unexpired term of the office vacated. Each Officer shall serve for a term of one year, unless re-elected or until a successor is elected and qualified. A retiring Chairman shall continue to serve on the Board of Directors as Immediate Past Chairman until the position is filled by the next retiring Chairman.

**SECTION 5. NOMINATIONS** The Chairman shall appoint a Nominating Committee at the September meeting of the Board of Directors. The committee shall be composed of at least five members including among others, the Immediate Past Chairman, the current Chairman, the Chairman-Elect, one member who is not currently serving on the Board of Directors, and the President. The nominating committee shall be responsible for presenting nominees for election to the Board of Directors and nominees for election to the position of Officers of the Chamber.

**A. BOARD OF DIRECTORS** The Nominating Committee shall select as nominees a slate of candidates equal to the number of Directors whose terms shall expire at the end of the current fiscal year. The Nominating Committee's report shall be considered at the October meeting of the Board of Directors and, if approved, mailed to the general membership. The membership of the Chamber shall have the opportunity of placing additional names in nomination by presenting the Chairman a petition of nomination signed by at least ten members of the Chamber. Such petition

must be filed within ten days of the date on which the Nominating Committee mailed its report to the membership. If additional nominations are made from the general membership within the ten day period, a second ballot bearing the names of all nominees will be issued to the membership for vote and the number of nominees with the highest number of votes equal to the number of Directors needed shall be declared elected. If no additional nominations are made by the general membership within the ten day period, the slate proposed by the Board of Directors through the Nominating Committee will be considered elected by acclamation.

**B. OFFICERS** After the election of members to the Board of Directors by the general membership and before the Annual Meeting of the membership, the Nominating Committee shall present for Board consideration a list of nominees consisting of one nominee for each office to be filled by action of the Board of Directors.

All nominees for election as members of the Board of Directors and as Officers must be members of the Chamber in good standing whether the said membership shall have been acquired individually or as a designated representative of a firm or corporation.

**SECTION 6. IMMEDIATE PAST CHAIRMAN** The Immediate Past Chairman, when his or her term has expired, shall serve as an ex-officio member of the Board of Directors and Executive Committee with full Board privileges.

#### **ARTICLE IV DUTIES OF OFFICERS**

**SECTION 1. CHAIRMAN** The Chairman shall preside at all meetings of the Board of directors, Executive Committee, and membership, and perform duties incident to the office. He shall, subject to the approval of the board of Directors, appoint all Committee Chairman and he shall be an ex-officio member of all committees. The Chairman shall make annual and such other reports as he may deem necessary.

**SECTION 2. CHAIRMAN-ELECT** The Chairman-Elect will have no divisional responsibility. The Chairman-Elect shall fulfill all duties prescribed by the Board of Directors. In the absence of the Chairman, the Chairman-Elect shall be the acting head of the organization. The Chairman-Elect of the Chamber shall prepare for assuming the Chairman position.

**SECTION 3. VICE PRESIDENTS** The Vice Presidents of the organization shall fulfill all duties prescribed by the Board of Directors. In the absence of the Chairman and the Chairman-Elect, a Vice President may be designated by the Board of Directors as acting head of the organization.

**SECTION 4. PRESIDENT** The President shall be the chief administrator of the Chamber and shall perform the duties assigned by the Board of Directors and the Chairman. The President shall have full power and authority to employ and discharge employees and fix their compensation within the limits of the budget. The President shall maintain general supervision over all work of the Chamber and its employees and shall be responsible for all records and minutes. The President shall serve as Secretary to all meetings, but may designate such duties to other staff members. The President shall approve all disbursements of the Chamber to be paid by the Treasurer and shall, with the Treasurer or other officer designated by the Board, sign all checks. It shall be the responsibility of the President to make disbursements and/or expenditures only in accordance with the budget which shall be approved by the Board. The President shall be employed by the Board of Directors. The performance and the terms of employment of the President shall be reviewed by the Board annually. The President/CEO shall coordinate chamber functions, maintain a calendar, and is expected to expend the time to accomplish the mission of the chamber. The President/CEO shall be entitled to two (2) weeks of vacation during the first calendar year if hired before June 30<sup>th</sup>, and one week if hired after June 30<sup>th</sup>. After three calendar years of employment the President/CEO will be entitled to three weeks of vacation, and can carry over one week into the next calendar year. The President/CEO shall notify the Chairman, or if unavailable, the Chair-elect, by email or faxed form, in order to be absent from work for one day or more.

**SECTION 5. SECRETARY** The President of the chamber shall be the Secretary of the Chamber and shall bear the obligation and responsibilities normally imposed upon the Secretary of a non-profit corporation as provided by law. The Secretary shall serve in the same ex-officio capacity specified for the President and shall have no voting privileges.

**SECTION 6. TREASURER** The Treasurer shall: (a) be responsible for all funds and securities of the Chamber and oversee the procedures for receiving and depositing monies due and payable to the Chamber from any source whatsoever, and see that all such monies are deposited in the name of the Chamber in such depositories as shall be selected by the Board of Directors; (b) prepare, or cause to be prepared, a true statement of the Chamber's assets and liabilities as of the close of each fiscal year, all in reasonable detail, which statement will be kept available at the Chamber offices for a period of at least five years; (c) submit monthly to the Board of Directors and the Executive Committee a financial statement showing receipts and disbursements and the financial condition of the Chamber; (d) prepare or cause to be prepared in advance of the beginning of each fiscal year, a budget for the coming fiscal year to be approved by the Board of Directors; and (e) in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to the Treasurer by the Chairman or by the Board of Directors or by these by-laws.

**SECTION 7. IMMEDIATE PAST CHAIRMAN** The Immediate Past Chairman shall perform such duties as may be prescribed from time to time by the Board of Directors and or the Chairman.

**ARTICLE V  
MEETINGS**

**SECTION 1. BOARD OF DIRECTORS** Regular meetings of the Board of Directors shall be held at least quarterly on dates designated by the Board. Special meetings of the Board may be called by the Chairman on two days notice or in like manner upon written request filed with the President by any two members of the Board. One third of the Board of Directors shall constitute a quorum to transact business at any meeting, and a majority of the Directors present except where the statutes provide otherwise, shall decide any question which may come before the meeting. Any Officer or Director absent from three (3) consecutive Board Meetings shall be referred to the Executive Committee for possible replacement by action of the Board of Directors.

**SECTION 2. GENERAL MEMBERSHIP** Annual Meetings of the Reidsville Chamber of Commerce, Inc. shall be held during the month of January on a date approved by the Board of Directors. Special meetings may be called by the President or by any Officer acting in his stead whenever in his opinion occasion may require or whenever he may be requested to do so by twenty members in writing. Twenty Five (25) members shall constitute a quorum at such meetings without regard to whether such membership shall have been acquired as an individual or as a designated representative of a firm or corporation.

**ARTICLE VI  
POWERS OF THE BOARD OF DIRECTORS**

The Board of Directors shall serve as advisors on the business of the organization and in addition to the powers and authority by these by-laws expressly conferred upon them, may exercise all such powers and do all such acts and things as may be exercised or done by the organization, subject nevertheless to the laws of the City, County, State and Federal Governments and of these by-laws and to any regulations from time to time made by the members, provided no regulations so made shall invalidate any prior act of the Directors, which would have been valid if such regulations had not been made.

Without prejudice to the general powers conferred by the last preceding clause and the other powers conferred by these by-laws, it is hereby expressly decreed that the Board of Directors shall have the following powers: That is to say,

To purchase, hold, sell, lease, mortgage, pledge or otherwise dispose of all real and personal property belonging to the Chamber, to incur debts, borrow money, giving

therefore notes of the Chamber signed by one or more officials duly authorized by the Board of Directors for that purpose, and enter into any contract of any kind furthering the purpose and objectives of the Reidsville Chamber of Commerce, provided however, the Directors shall have no power to do anything or take any action which would breach the Chambers responsibilities or limitations as a non-profit tax exempt organization under the laws of this state and of the United States.

To appoint, and at their discretion remove or suspend such Officers, including the President, or otherwise permanently or temporarily as they may from time to time think fit, and to determine duties and fix them from time to time, change salaries and require bonding in such incidences and in such amounts as they think fit.

To establish membership dues rates, schedules, or formulas.

## **ARTICLE VII COMMITTEES**

The Chairman and division Vice Presidents shall appoint such Committee Chairmen as may be deemed necessary to implement the adopted Program of Work suggested by the general membership. Committee Chairmen shall appoint members to the committee, and the Committee Chairmen shall be responsible to their division Vice President. The Chairman of each Committee, or the Vice Chairman in the absence of the Chairman, shall appoint special Sub-Committees of the Committee where deemed necessary to implement the work of the Committee. A majority of the members of any Committee shall constitute a quorum of any Committee which shall consist of nine or more members. Persons who are not members of the Chamber may serve on any committee. Committee recommendations shall be referred to the Board of Directors for approval and action.

## **ARTICLE VIII MISCELLANEOUS**

**SECTION 1. PARLIMENTARY PROCEDURE** The proceedings of all meetings of the organization shall be governed and conducted according to the latest edition of Roberts Rules of Order.

**SECTION 2. SEAL** The organization may use a seal of such design as may be adopted by the Board of Directors.

**SECTION 3. INDEMNIFICATION** Any person who at any time serves or who has served as a director, officer, employee or agent of the Chamber, or in such capacity at the request of the Chamber for any other enterprise, shall have a right to be indemnified by the Chamber to the fullest extent permitted by law against (a) reasonable expenses, including attorneys' fees, actually and necessarily incurred by him in connection with any threatened, pending or completed action, suit or

proceedings, whether civil, criminal, administrative or investigative, and whether or not brought by or on behalf of the Chamber, seeking to hold him liable by reason of the fact that he is or was acting in such capacity, and (b) reasonable payments made by him in satisfaction of any judgement, money decree, fine, penalty or settlement for which he may have become liable in any such action, suit or proceedings. The Board of Directors of the Chamber shall take all such action as may be necessary and appropriate to authorize the Chamber to pay the indemnification required by this by-law including without limitation, to the extent needed, making a good faith evaluation of the manner in which the claimant for indemnity acted and of the reasonable amount of indemnity due him and giving notice to, and obtaining approval by, the members of the Chamber. Any person who at any time after the adoption of this by-law serves or who has served in any of the aforesaid capacities for or on behalf of the Chamber shall be deemed to be doing or to have done so in reliance upon, and as consideration for, the right of indemnification provided herein. Such rights shall insure to the benefit of the legal representatives of any such person and shall not be exclusive of any other rights to which such person may be entitled apart from the provisions of this by-law.

**SECTION 4. BONDING** The Board of Directors may by resolution require any officer, agent or employee of the Chamber to give bond to the corporation, with sufficient sureties, conditioned on the faithful performance of the duties of his respective office or position, and to comply with such to other conditions as may from time to time be required by the Board of Directors.

#### **ARTICLE IX** **DISSOLUTION**

The Chamber is and shall continue to be a non-profit corporation and 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 organization. On dissolution of the organization, 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, or as otherwise required by the applicable tax code of the United States.

#### **ARTICLE X** **AMENDMENT OF BY-LAWS**

These by-laws shall be subject to amendment at any regular or special meeting of the Board of Directors of which advance notice of the proposal for amendment has been given. Amendments may be adopted by majority vote of those present at a meeting at which a quorum is present.



**ARTICLE XI**  
**FINANCE**

**SECTION 1. FINANCE COMMITTEE** There shall be a standing Finance Committee consisting of the Chairman, Treasurer, President, Chairman-Elect and any appointees of the Chairman. This committee shall report directly to the Board of Directors and shall have the general responsibility of overseeing the financial books and records of the Chamber, the budget process, and all receipts and disbursements of the Chamber.

**SECTION 2. FISCAL YEAR** The fiscal year of the Chamber of Commerce shall be from January 1 through December 31.

**SECTION 3. DUES STRUCTURE** The membership dues shall be determined and fixed each year by the Board of Directors. The Board of Directors shall develop a structure for payment of dues that will produce revenue in a fair and equitable manner from the members as reflected by the adopted budget. Payment of dues shall be in the manner fixed in ARTICLE II.

**SECTION 4. DISBURSEMENTS** No disbursements 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 which shall be signed by the President and countersigned by the Treasurer or other person designated by the Board of Directors for that purpose. Upon approval of the budget, the President shall be authorized to make disbursements on account of expenditures provided for in the budget without any additional approval by the Board of directors.

**SECTION 5. AUDIT** An annual audit of the books of the Chamber shall be conducted at the end of each fiscal year by an audit committee or a Certified Public Accountant. The audit committee will consist of the Treasurer, the Chair-elect, one board member (non-officer) and one non-board Chamber member.

**SECTION 6. (a) BUDGET** At the beginning of each fiscal year, the finance committee shall submit a detailed budget of anticipated revenues and expenses to the Executive Committee for revision and approval, after which it shall be presented to the Board of Directors for revision and approval.

**SECTION 6. (b)** Upon adoption of the annual budget, the Board of Directors is charged with the full responsibility to raise the necessary funds, as well as individually concern themselves with all matters of membership payment brought to their attention at any Board meeting.

**Adopted 2001/revised May, 2008**