

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

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 in the month of January of each year, the date to be fixed by the Executive Committee. Regular

business meetings of the Chamber shall be held on 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 the President, who 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. Officers of the Chamber must be a regular member or member

emeritus in good standing. A regular member or member emeritus shall be considered "in good standing" if all dues are timely paid, and he or she has attended at least eight of the twelve regular business meetings prior to the date of his or her election or appointment as an officer. Officers must pay all dues timely, and must attend all regular business meetings and Executive Committee meetings unless excused.

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.

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 August 1 of each year. 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 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 meeting of the Chamber, or, if no regular monthly October business meeting is held, at a special meeting held on or before October 31.

Section 2. All nominations must be made by the September meeting (or, if none, by the date set forth above). No nominations may be made or received thereafter. At the September 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 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 of the Chamber, regular members must have paid all current dues on or before August 1, and regular members and members emeritus must be in good standing with regard to attendance as of the election date. 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 meeting may send a signed ballot to the Chamber's post office box or by hand delivery to a member of the Nominating Committee, but such ballot must be received at the box or in hand at least two (2) days prior to the election.

Section 4. The Executive Committee must be comprised of six (6) different business interests. Nominees must be in good standing as set forth above at the time of nomination and as of the election.

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.

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. 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.

ARTICLE 10. Parliamentary Procedure

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

ARTICLE 11. Amendments and Revisions

The Bylaws of the Chamber may be amended or revised by two-thirds (2/3) vote of the members present at any 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 12 Notice

Notice to any Chamber members and Executive Committee members of all meetings and for any other purposes (except as otherwise provided for herein) may be made by email, telephone, fax, personal delivery or regular mail to the address or number provided to the Membership Committee chairman or to the Secretary of the Chamber in writing.