

**BYLAWS of the
GAINESBORO - JACKSON COUNTY CHAMBER OF COMMERCE
As Amended September 13, 2012**

Table of Contents

ARTICLE I	SCOPE.....	2
SECTION 1	DEFINITIONS and ABBREVIATIONS	2
SECTION 2	NAME.....	3
SECTION 3	PURPOSE and OBJECTIVES.....	3
SECTION 4	AREA	4
SECTION 5	LIMITATIONS OF METHODS.....	4
SECTION 6	CHAMBER STRUCTURE HIERARCHY.....	4
ARTICLE II	PROCEDURES MANUAL and ORIENTATION	4
SECTION 1	PROCEDURES MANUAL	4
SECTION 2	ORIENTATION	4
ARTICLE III	QUORUMS AND VOTING	5
SECTION 1	QUORUMS	5
SECTION 2	VOTING	5
ARTICLE IV	NOTICES, SCHEDULES, AGENDA, and MINUTES for MEETINGS	6
SECTION 1	NOTICES.....	6
SECTION 2	SCHEDULES	7
SECTION 3	AGENDA.....	8
SECTION 4	MINUTES.....	8
SECTION 5	PARTICIPATION.....	9
ARTICLE V	REPORTS from MEETINGS	9
SECTION 1	REPORTS	9
ARTICLE VI	MEMBERS-AT-LARGE	10
SECTION 1	MEMBERSHIP	10
SECTION 2	DUES	10
SECTION 3	TERMINATION and EXPULSION	10
SECTION 4	GUARANTEE by APPLICANTS	11
SECTION 5	HONORARY MEMBERSHIP.....	11
ARTICLE VII	BOARD of DIRECTORS	11
SECTION 1	ACTIONS of the BOARD	11
SECTION 2	DUTIES OF THE BOARD	11
SECTION 3	COMPOSITION OF THE BOARD.....	11
SECTION 4	TERM OF SERVICE	11
SECTION 5	NUMBER OF TERMS OF SERVICE for BOARD MEMBERS	12
SECTION 6	SELECTION AND ELECTION OF BOARD MEMBERS.....	12
SECTION 7	REMOVAL OF A BOARD MEMBER FROM THE BOARD OF DIRECTORS	13
SECTION 8	SEATING OF NEW BOARD MEMBERS	14
SECTION 9	VACANCIES	14
ARTICLE VIII	EXECUTIVE COMMITTEE	14
SECTION 1	PURPOSE OF THE EXECUTIVE COMMITTEE	14
SECTION 2	COMPOSITION OF THE EXECUTIVE COMMITTEE.....	14
SECTION 3	APPOINTMENT OF THE EXECUTIVE COMMITTEE.	14
SECTION 4	VOTING PRIVILEGES OF THE EXECUTIVE COMMITTEE.	15
SECTION 5	EXECUTIVE DIRECTOR.....	15
SECTION 6	DUTIES of the EXECUTIVE DIRECTOR.....	15
ARTICLE IX	CHAMBER OFFICERS	15
SECTION 1	DETERMINATION OF CHAMBER OFFICERS	15
SECTION 2	SECTION 2: DUTIES OF OFFICERS.....	16

ARTICLE X	COMMITTEES AND DIVISIONS.....	16
SECTION 1	ELECTION of COMMITTEE CHAIRPERSON(S)	16
SECTION 2	LIMITATION OF AUTHORITY	17
SECTION 3	TESTIMONY.....	17
ARTICLE XI	INDEMNIFICATION.....	17
ARTICLE XII	FINANCES	17
SECTION 1	FUNDS.....	17
SECTION 2	DISBURSEMENTS	17
SECTION 3	BUDGET	18
SECTION 4	FISCAL YEAR.....	18
ARTICLE XIII	DISSOLUTION	18
SECTION 1	PROCEDURE	18
ARTICLE XIV	PARLIAMENTARY PROCEDURE.....	18
SECTION 1	PARLIAMENTARY AUTHORITY	18
ARTICLE XV	AMENDMENTS	18
SECTION 1	REVISIONS.....	18
ARTICLE XVI	EFFECTIVE DATE of THIS AMENDMENT	20
SECTION 1	EFFECTIVE DATE	20
SECTION 2	REQUIRED ACTIONS by the BOARD	20

ARTICLE I SCOPE

SECTION 1 DEFINITIONS and ABBREVIATIONS

- 1.1. **Ad Hoc Committee:** A Committee that is convened to address a specific issue designated by the Board that requires relatively short-term focus and attention.
- 1.2. **Board:** The Chamber’s Board of Directors. Individuals on the Board shall be referred to as either Board Members or Directors.
- 1.3. **Chairperson/Co-Chairperson:** The individual(s) assigned to coordinate specific Committees. The President shall decide if a Committee is of such complexity or requires such effort that a Co-Chairperson shall all be assigned. If so assigned, the Co-Chairperson and Chairperson shall have equal responsibility and authority in coordinating the Committee.
- 1.4. **Chamber:** the Gainesboro-Jackson County Chamber of Commerce.
- 1.5. **Chamber Meetings:** any meeting conducted under the auspices of and serving the purposes of the Chamber. This would include Member-at-Large Meetings, Board Meetings, Committee Meetings, etc.
- 1.6. **Members-at-Large:** The totality of Chamber members in good-standing who are not members of the Board.
- 1.7. **Members-in-good-standing:** Members of the Chamber whose application has been accepted by the Board, whose dues-payments are current, and who are not under removal action by the Board as per ARTICLE VI, Section 3.4.
- 1.8. **Minutes:** The documented record of the events associated with a Chamber meeting. The requirements for the Chamber’s meeting Minutes are detailed in the Chamber’s official Procedure Manual.
- 1.9. **Proxy Voting:** A form of voting whereby individual voting members of the Chamber may delegate their voting power to other members of the Chamber (not listed on the Member’s Membership Application)

to vote in their absence.

- 1.10. **Quorum:** The minimum number of authorized participants required to allow business to be conducted.
- 1.11. **Procedure Manual:** An official collection of the Chambers standard operating procedures.
- 1.12. **Representative:** The individual authorized to vote for a member.
- 1.13. **Representative's Designate:** The individual authorized to vote for a member when the Representative of that member is absent. The Representative's Designate must be designated on the Member's Membership Application in order to be an authorized Representative's Designate.
- 1.14. **Standing Committee:** A permanent or semi-permanent Committee that remains convened to address issues designated by the Board as requiring continued focus and attention.
- 1.15. **Standard Operating Procedures (SOPs):** Official policy documents of the Chamber describing how the routine and repeatable activities of the Chamber are performed.

SECTION 2 **NAME**

- 2.1. The Name of this organization shall be the Gainesboro-Jackson County Chamber of Commerce ("Chamber"), a non-profit corporation organized and incorporated under the laws of the State of Tennessee.

SECTION 3 **PURPOSE and OBJECTIVES**

- 3.1. Gainesboro-Jackson County Chamber of Commerce exists to improve the quality of life in Jackson County by maximizing the positive economic impact of activities of businesses in the county. We serve the businesses and residents of Jackson County.
- 3.2. The Chamber is organized to achieve the objectives of:
 - 3.2.1. 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/her problems;
 - b. creating a more intelligent business and public opinion regarding city, county, state and national legislative and political affairs;
 - c. creating a greater appreciation of the value of communal investment of substance and personal time on behalf of the interest of competitive business;
 - 3.2.2. promoting business and area growth and development by:
 - a. promoting economic programs designed to strengthen and enhance the position and income potential of the Jackson County business interests;
 - b. promoting programs of a civic, social and cultural nature which are designed to increase the functional and aesthetic values of the area;
 - c. discovering and correcting deficiencies which prevent the promotion of business and industrial expansion and area growth;
 - d. Cooperating with other business organizations in the region to promote regional growth and development.
 - e. Promote regional thinking and foster an atmosphere of cooperation among area organizations with a vested interest in economic and civic development.
 - 3.2.3. in general, promote the welfare of all area citizens,

SECTION 4 **AREA**

4.1. The geographical area and/or economic region shall include the city of Gainesboro, and all of Jackson County, Tennessee.

SECTION 5 **LIMITATIONS OF METHODS**

5.1. The Chamber shall observe all local, state and Federal laws which apply to a non-profit corporation as defined in Section 501 (C) (6) of the Internal Revenue Code.

5.2. The Chamber shall be non-partisan and non-sectarian and shall take no part in or lend its influence or facilities, either directly or indirectly, to the nomination, election or appointment of any candidate for office in any City, County, State or Nation.

SECTION 6 **CHAMBER STRUCTURE HIERARCHY**

6.1. The Chamber shall have the following structure:

- 6.1.1. Members-at-Large (See ARTICLE VI)
- 6.1.2. Board of Directors (See ARTICLE VII)
- 6.1.3. Executive Committee (See ARTICLE VIII)
- 6.1.4. Officers (See ARTICLE IX)
- 6.1.5. Committees (See ARTICLE X)
 - a. Standing Committees (See ARTICLE X)
 - b. *Ad Hoc* Committees (See ARTICLE X)

6.2. All members of the Board, Officers, and all Committees must be members-in-good-standing.

ARTICLE II PROCEDURES MANUAL and ORIENTATION

SECTION 1 **PROCEDURES MANUAL**

1.1. The Chamber shall maintain official standard operating procedures (SOPs) describing how the routine and repetitive activities of the Chamber are performed. These SOPs shall be maintained as the Chamber's Procedures Manual and contain the specifics of maintaining and revising its contents.

1.2. The Procedures Manual shall be made available to any member for review in good standing upon presenting such request with reasonable notice to the Secretary.

SECTION 2 **ORIENTATION**

2.1. At regular intervals as determined by the Board, an appointed member of the Board shall cause the orientation/training on the purposes and activities of this organization to be conducted for the following groups: new and existing Board Members, Officers, Committee Chairpersons and Co-Chairpersons, Committee members, and Members-at-Large. Such orientation/training shall be documented by the Board. The Bylaws and current Procedures Manual shall be used as the basis for this orientation/training.

ARTICLE III QUORUMS AND VOTING

SECTION 1 QUORUMS

- 1.1. By default and unless explicitly stated otherwise for a specific Section, a quorum shall consist of a simple majority of authorized individuals present.
- 1.2. **Members-at-Large Meeting:** At any duly called or general meeting of the membership of the Chamber, a minimum of three (3) Board Members and three (3) Members-at-Large shall constitute a quorum.
- 1.3. **Board Meeting:** A simple majority of Board Members present shall constitute a quorum of the Board, but no less than 50% of the total number of Board Members.
- 1.4. **Executive Board Meeting:** A simple majority of the Executive Committee members present shall constitute a quorum of the Executive Committee, but no less than 50% of the total number of Executive Committee members.
- 1.5. **Standing and Ad Hoc Committee Meetings:** A majority of Committee members plus the Committee Chairperson, or Co-Chairperson, or President at Committee meetings shall constitute a quorum, except when a Committee consists of more than nine (9) members; on these occasions five (5) members plus the Chairperson or Co-Chairperson, or President shall constitute a quorum.

SECTION 2 VOTING

- 2.1. Unless stated to the contrary in a Section of these Bylaws as it applies to that specific Section, a simple majority vote of those members present shall constitute a carrying vote.
- 2.2. It is incumbent upon any voting member of any Chamber meeting whatsoever to recuse himself/herself from the voting process if he/she perceives a conflict of interest regarding the outcome of the vote. This requirement supersedes any and all voting privileges granted elsewhere within these Bylaws.
- 2.3. Members-at-Large Meetings:
 - 2.3.1. In any proceeding which voting by members is called for, each member-in-good-standing shall be entitled to cast one vote, irrespective of the number of memberships held by the particular person, association, corporation, partnership or estate.
 - 2.3.2. As detailed in ARTICLE VI, Section 1., any firm, association, partnership or estate, otherwise eligible for membership, may acquire more than one membership per firm, association, partnership or estate, but shall not be entitled to more than one vote per firm, association, partnership or estate.
 - 2.3.3. New members may vote at the first Members-at-Large meeting subsequent to Board's acceptance of payment of their dues.
 - 2.3.4. At each meeting in which voting by Members-at-Large takes place, the voting member shall be one of the following in the order of succession:
 - a. The member's Representative as indicated on the executed Membership Application for the member;
 - b. In the absence of the member's Representative, the Representative's Designate as indicated on the executed Membership Application for the member.
 - 2.3.5. Voting by the member's Representative or Representative's Designate must be performed in person and at the time of the announced voting. If neither the Representative nor the Representative's Designate is available in person, voting by that member may either be conducted by Proxy (See ARTICLE III, Section 2.7) or by an acceptable form of "real-time" remote communication as designated as acceptable by the Chamber's written policies.

2.4. Board Meetings:

- 2.4.1. A Board Member may not assign a designate or Proxy for Board voting purposes.
- 2.4.2. In the absence of the President, the Vice President automatically assumes the role of authorized designate of the President to preside at a meeting and sign documentation in the President's absence. However, in this capacity, the Vice President retains only the single-vote privileges of the Vice President.
- 2.4.3. If both the President and the Vice President are absent from a meeting:
 - a. the President may temporarily designate a Board Member to preside at a meeting and sign documentation in the President's absence;
 - b. Such designation shall be in writing and shall be kept with the Chamber's records.
 - c. In this capacity, the Board Member retains only the single-vote privileges of the Board Member.
- 2.4.4. In the event of a tie-vote during a Board Meeting with an even-number of voters, the President shall have the option of declaring his/her vote as a tie-breaker.
- 2.4.5. All members of the Board except the Past President and the Executive Director shall be allowed to vote on any issue before the Board.

2.5. Executive Committee:

- 2.5.1. All members of the Executive Committee except the Past President and the Executive Director shall be allowed to vote on any issue before the Executive Committee.

2.6. Standing and *Ad Hoc* Committees

- 2.6.1. All members of Standing and *Ad Hoc* Committees shall be allowed to vote on any issue before the respective Committees.
- 2.6.2. Unless the president is a formal member of a Committee in addition to his/her *ex officio* capacity, the President shall not be allowed to cast a vote during a Standing or *Ad Hoc* Committee meetings.

2.7. Proxy Voting:

- 2.7.1. Proxy voting shall not be permitted in any election called for by the Bylaws unless, the Representative voting member provides written notice and authorization to the Board in advance of the meeting for which the Proxy is to vote in behalf of the Representative.
- 2.7.2. As indicated in ARTICLE III, Section 2.3.4, voting may take place by the Representative's Designate authorized in the member's Membership Application. Such designation shall not be construed as a Proxy.
- 2.7.3. Proxy voting must take place in-person at the time of the voting; remote Proxy voting shall not be permitted.

ARTICLE IV NOTICES, SCHEDULES, AGENDA, and MINUTES for MEETINGS

SECTION 1 NOTICES

- 1.1. Notices for the following meetings shall require notification of the affected members at least five (5) business days before said meeting occurs:
 - 1.1.1. Routine Members-at-Large Meetings
 - 1.1.2. Special, Non-Urgent, Members-at-Large Meetings
 - 1.1.3. Annual Members-at-Large Meetings

1.1.4. Executive Committee Meetings

1.1.5. Board Meetings

1.1.6. Standing Committee Meetings

1.2. Notices for the following meetings shall require notification of the affected members at least two (2) business days before said meeting occurs.

1.2.1. *Ad Hoc* Committee Meetings

1.2.2. Urgent, Non-Routine Chamber Meetings

SECTION 2 SCHEDULES

2.1. The Frequency, Time and Place of Meetings:

2.1.1. Routine Members-at-Large Meetings: The frequency, time and place for routine Members-at-Large meetings will be determined by the Board, but typically will occur on a monthly basis.

2.1.2. Special Members-at-Large Meetings: Non-routine, non-urgent, Special Members-at-Large Meetings may be called by the President at any time, or upon petition in writing of at least ten (10) members-in-good-standing.

2.1.3. Annual Members-at-Large Meetings: The Annual Meeting of the Chamber's membership shall be held in December, time and place to be determined by the Board. In addition, notification of the annual meeting may be posted on the Chamber's web site within the same timeframe.

2.1.4. Executive Committee Meetings: the Executive Committee shall meet as frequently as determined appropriate by the Board (but no less than quarterly), at a time and place to be fixed by the Board.

2.1.5. For Board Meetings: The Board shall meet as frequently as determined appropriate by the Board (but no less than quarterly), at a time and place to be fixed by the Board.

2.1.6. For Standing Committee Meetings: The frequency, time and place for Standing Committee Meetings will be determined by the Board, but typically will occur on a monthly basis.

2.1.7. For *Ad Hoc* Committee Meetings: The frequency, time and place for *Ad Hoc* Committee Meetings will be determined by the President and/or by the Chairperson(s) as deemed required to accomplish the goal(s) of the Committee in the timeframe allotted.

2.2. Urgent, Non-Routine Chamber Meetings and Waiver of Notice

2.2.1. Unless otherwise provided for in other Sections of these Bylaws, **urgent, non-routine meetings** may be called as follows:

- a. Members-at-Large meetings may be convened by the President, or upon petition in writing of at least ten (10) members-in-good-standing;
- b. Board Meetings may be convened by the President or by the Board upon petition in writing of at least three (3) members of the Board;
- c. Executive Committee Meetings may be convened by the President or by the Executive Committee upon petition in writing of at least three (3) members of the Executive Committee.
- d. Standing and *Ad Hoc* Committees may be convened by the President, the respective Committee Chairperson(s), or by a simple majority vote of the affected Committee members.

2.2.2. Nothing herein shall prohibit the waiving of notice of any urgent, non-routine Chamber Meetings by a simple majority vote of the affected members prior to the meeting to waive such notice. Such waiver of notice, including the voting details and the means of soliciting the votes, shall be documented in the Minutes of the affected Meeting.

2.2.3. The notice shall not be waived for scheduled, routine Meetings (e.g., monthly Members-at-Large Meetings, Annual Members-at-Large Meetings, Board Meetings, Committee Meetings, etc.).

SECTION 3 **AGENDA**

3.1. An agenda shall be provided for all Chamber Meetings at or about the same time, of meeting notification.

SECTION 4 **MINUTES**

4.1. Preparation: Minutes of each Chamber meeting shall be prepared by a designated individual.

4.1.1. For Members-at-Large Meetings, Board Meetings, this individual shall be the Secretary or his/or authorized designate.

4.1.2. For Committee Meetings (Executive, Standing and *Ad Hoc*), an individual will be identified at the beginning of each Meeting to record the Minutes.

4.2. Construction:

4.2.1. Minutes for all Chamber Meetings shall consist of, at very least, the following components:

- a. Title of Meeting
- b. Date of Meeting
- c. Attendance
- d. List of Actions/Decisions
- e. List of Action Items detailing the description of the Action Item, to whom the Action Item is assigned, and when it is due.

4.2.2. Additional requirements for the construction of meeting Minutes may be imposed by the Chamber's Policy Manual.

4.3. Distribution of Minutes:

4.3.1. The individual preparing the Minutes from a meeting shall provide a copy to the President in no more than ten (10) business days after the conclusion of the meeting.

4.3.2. For Minutes from Members-at-Large Meetings, the President shall cause the Minutes of the meeting to be distributed to the Members-at-Large within five (5) business days from the date the Minutes were received by the President.

4.3.3. For Minutes from Board Meetings and Committee Meetings (Executive, Standing and *Ad Hoc*), the President shall cause the Minutes of the meeting to be distributed to the Board within five (5) business days from the date the Minutes were received by the President.

4.3.4. The Minutes of all Chamber meetings shall be maintained in the archives of the Chamber, and shall be available to any member for review upon giving reasonable notice of such a request.

SECTION 5 **PARTICIPATION**

- 5.1. Any member-in-good-standing may request to passively participate in any Standing Committee meeting, *Ad Hoc* Committee Meeting, Executive Committee Meeting, or Board Meeting of which they are not a member upon providing advance notification of such intent to the Chairperson of the Committee and to the President. Permission to attend shall not be unreasonably denied.
- 5.2. Notwithstanding the above, the President or 2/3 majority vote of the full Board may declare an Executive Committee Meeting or Board Meeting closed if matters of legal consequence are intended to be discussed with or by a qualified legal counselor at the respective meetings.
- 5.3. Non-members of the Chamber shall be allowed to passively participate in:
 - 5.3.1. any Regular or Special Meeting of the Members-at-Large without the need for approval by any Board Member or Member-at-Large;
 - 5.3.2. any Standard or *Ad Hoc* Committee of the Members-at-Large upon providing an advance request of such intent to the Chairperson of the Committee and to the President, and receiving approval by both to do so.
- 5.4. Non-members of the Chamber shall not be allowed to participate in Executive Committee or Board Meetings unless:
 - 5.4.1. the request by the non-member to participate in the Board or Executive Committee Meeting is provided to the Board at least five (5) business days prior to the respective Board or Executive Committee Meeting, and the Board approves the request with at least 2/3 majority vote of the full Board; or
 - 5.4.2. by at least 2/3 majority vote of the full Board, the Board invites a non-member to participate in the respective Board or Executive Committee Meeting due to the knowledge, expertise, and/or guidance the non-member can offer the Board.

ARTICLE V REPORTS from MEETINGS

SECTION 1 **REPORTS**

- 1.1. If the required output of a Committee is a Report or other tangible document, the final Draft output of the Committee shall be provided to the Board for review and either subsequent approval, approval upon modification, or rejection.
- 1.2. Such review by the Board shall be completed in no more than thirty (30) calendar days from the date the Report/document is provided to the Board, and shall be documented.
- 1.3. If the Board requires modification of the Report/document, the Committee will convene in a timely manner to cure the Board's concerns, and provide the Board with a modified Report/document.
- 1.4. This cycle shall be repeated until an acceptable Report/document has been generated by the Committee, at which time the Report/document shall be signed by a Chairperson, the President and one (1) additional Board Member.
- 1.5. All Reports/documents generated by Committees shall be maintained in the archives of the Chamber, and shall be available to any member for review upon giving reasonable notice of such a request.

ARTICLE VI MEMBERS-AT-LARGE

SECTION 1 MEMBERSHIP

- 1.1. Any person, association, corporation, partnership or estate having an interest in the objectives to the corporation shall be eligible to apply for membership.
- 1.2. Any firm, association, partnership or estate, otherwise eligible for membership, may acquire more than one membership but shall never be entitled to more than one vote.
 - 1.2.1. The Board of Directors ("Board") shall have the power and authority to grant multiple memberships but the total of all memberships for any person, firm, association, partnership or estate shall never exceed one (1) voting right.
 - 1.2.2. Any firm, association, partnership or estate shall have the right to designate its representative voting member in the Chamber either upon their initial membership form or upon subsequently providing an executed written notice to the Board.
- 1.3. Applications for membership shall be in writing, on forms provided by the Board for that purpose, and shall be signed by the applicant.
- 1.4. Acceptance of new members shall take place by paying their dues, and acceptance by the Board as herein-after provided.

SECTION 2 DUES

- 2.1. Membership investments shall be at such rate or rates, schedule or formula as may be from time to time prescribed by the Board, payable annually in advance.

SECTION 3 TERMINATION and EXPULSION

- 3.1. Any member may resign from the Chamber upon written notice to the Board;
- 3.2. Upon the notification of the death of an individual member (person), the Board shall terminate the membership of the deceased individual. The Board shall remove the individual membership from the Chamber's membership roles in a timely manner.
- 3.3. Any member shall be removed from the membership roles by the Board for nonpayment of dues after ninety (90) days from the due date, unless otherwise extended by the simple majority of the Board for good cause. Such action, to extend for good cause, shall be documented by the Board.
- 3.4. Any member may be expelled by a two-thirds (2/3) vote of the Board, at a regularly scheduled or specially called meeting thereof, for conduct unbecoming a member or prejudicial to the aims or repute of the Chamber.
 - 3.4.1. Before such action shall be taken by the Board, the Board will provide written detailed notice to the member advising of the Board's intent, and providing ten (10) business days ("Notice Period") for the member to cure the Board's concern(s). Said notice shall be signed by the President of the Board.
 - 3.4.2. Upon reviewing all correspondence from the member attempting to cure the Board's concern, and within one (1) business day after the expiration of the Notice Period, the Board shall vote in special session whether or not to expel the member. Such action by the Board shall be documented (including the reason for expulsion, any documentation by the member in his/her attempt to cure the concern, and a detailed listing of the Board's final vote). Notification of the Board's decision shall be provided to

the member within three (3) business days of the Board's vote, and shall be signed by the President of the Board.

SECTION 4 GUARANTEE by APPLICANTS

4.1. Applications for membership shall be regarded as a guarantee on the part of the applicant of his interest in and sympathy with the purposes of the Chamber and of his/her adherence to its charter, Bylaws, rules and regulations.

SECTION 5 HONORARY MEMBERSHIP

5.1. Distinction in public affairs shall confer eligibility to honorary membership.

5.1.1. Honorary members shall have all the privileges of members, except the right to vote.

5.1.2. Honorary membership shall be exempt from payment of dues, is not subject to annual renewal, and will be considered current until termination in accordance with these Bylaws.

5.2. The Board shall confer or revoke honorary membership by a two-thirds (2/3) vote.

ARTICLE VII BOARD of DIRECTORS

SECTION 1 ACTIONS of the BOARD

- 1.1. All decisions and actions of the Board shall be documented to at least contain the nature of the decision/action, and the voting details. Additional requirements for the documentation may be imposed by the Chamber's official policies.
- 1.2. The documentation of the Board's decisions shall be maintained in the Chamber's archives.
- 1.3. All documentation regarding the Board's decisions and actions may be reviewed by any member upon giving reasonable notice to the Secretary of such request.

SECTION 2 DUTIES OF THE BOARD

2.1. The government and policy-making responsibilities of the Chamber and the direction of its business shall be vested in a Board of Directors ("Board") which shall control its property, agreements, and be responsible for its finances, and direct its affairs.

SECTION 3 COMPOSITION OF THE BOARD

- 3.1. The Board will consist of an odd-number of members. Specifically, the Board shall consist of:
 - 3.1.1. the Chamber's Officers (i.e., the President, Vice President, Secretary and Treasurer);
 - 3.1.2. no less than three (3) and no more than five (5) individuals elected from the Members-at-Large;
 - 3.1.3. an "Alternate" elected from the Members-at-Large in the event that a vacancy occurs leaving the Board with an even number of voting members;
 - 3.1.4. the Executive Director (if different than a Board Member);
 - 3.1.5. the Past President, if available to serve. If the Past President is unavailable to serve, this position on the Board shall remain vacant unless the Board otherwise consists of an even number of members.

SECTION 4 TERM OF SERVICE

- 4.1. The Board shall be elected by the Members-at-Large at the Members-at-Large Annual Meeting.
- 4.2. The term of service for Board Members elected in December, 2012,
 - 4.2.1. One (1) year (or until the December Annual Members-at-Large election, whichever is longer) for Board Members elected as non-Officers,
 - 4.2.2. One (1) year (or until the December Annual Members-at-Large election, whichever is longer) for Board Members elected as Vice President and Secretary;
 - 4.2.3. Two (2) years (or until the corresponding December Annual Members-at-Large election, whichever is longer) for Board Members elected as President and Treasurer.
- 4.3. Subsequent to the terms initiated in December, 2012, the term of service for Board Members shall be:
 - 4.3.1. One (1) year (or until the December Annual Members-at-Large election, whichever is longer) for Board Members elected as non-Officers,
 - 4.3.2. Two (2) years (or until the corresponding December Annual Members-at-Large election, whichever is longer) for Board Members elected as Officers.
- 4.4. At the end of the term of service, the Board Members will have the option to take a leave or be re-nominated.

SECTION 5 **NUMBER OF TERMS OF SERVICE for BOARD MEMBERS**

- 5.1. Officers shall be allowed to serve a maximum of two (2) consecutive terms, i.e., a total of four (4) consecutive years.
- 5.2. Members-at-Large elected to the Board shall be allowed to serve a maximum of two (2) consecutive terms, i.e., a total of two (2) consecutive years.
- 5.3. The Past President shall be allowed to serve for only one (1) term.
- 5.4. Any Board Member whose number of consecutive terms has been exhausted may be re-nominated for any Board position after a hiatus of at least one (1) full term has elapsed.
- 5.5. An Officer whose number of consecutive terms has been exhausted may be nominated for a non-Officer Board position without requiring a one (1) full term hiatus.
- 5.6. A non-Officer whose number of consecutive terms has been exhausted may be nominated for an Officer Board position without requiring a one (1) full term hiatus.
- 5.7. The start date for the above terms shall be deemed as initiating in **December, 2012**, subsequent to the Members-at-Large Meeting at which the above Board Members shall be elected.

SECTION 6 **SELECTION AND ELECTION OF BOARD MEMBERS**

- 6.1. Nominating Committee
 - 6.1.1. At the regular **October** Board Meeting, the President shall appoint, subject to the approval by the Board by simple majority vote, a Nominating Committee consisting of three (3) members of the Chamber, and the President shall designate the Chairperson of the Committee. Members of the Chamber serving on the Nominating Committee may not be candidates for election.
 - 6.1.2. Throughout the first twenty-five (25) calendar days of October, the Nominating Committee shall actively solicit from the Members-at-Large any and all recommendations for Board positions whose regular terms are expiring. At midnight of the 25th of October each year, the recommendation list shall be closed and no additional candidates will be considered.

- 6.1.3. Within the next five (5) business days in October (i.e., on or about 30th of October each year), the Nominating Committee shall vet the proposed candidates as follows, and present to the Board a slate of candidates who have successfully met the vetting criteria. Specifically, each candidate must:
- a. be a member-in-good-standing;
 - b. agree to accept the responsibility of a Board Member;
 - c. not be currently subject to any termination or expulsion procedures by the Board as described in ARTICLE VI, Section 3;
 - d. be eligible for the term as described in ARTICLE VII, Section 5;

6.2. Publicity of Nominations

- 6.2.1. Upon receipt of the report from the Nominating Committee, the Board shall officially confirm the nominated and vetted slate of candidates.
- a. This confirmation may take place at the Board's regular **November** Board Meeting, but shall take place no later than five (5) business days prior to the regular **November** Member's-at-Large meeting.
 - b. This confirmation is made official by the affixing of the President's and at least one (1) additional Board Member's signature and date to the slate of candidates.
- 6.2.2. Upon official confirmation of the nominated and vetted slate, the President of the Board shall immediately cause the full membership to be:
- a. notified of the names of persons nominated as candidates for Board Members;
 - b. provided with a Ballot Form;
 - c. provided with instructions describing the process for casting a ballot.
- 6.2.3. All notification information provided to the Member's-at-Large may also be posted on the Chamber's web site within the same timeframe.

6.3. Facilitators

- 6.3.1. The President shall appoint, subject to the approval of the Board by simple majority vote, at least three (3), but not more than five (5) individuals ("Facilitators"). Facilitators shall:
- a. not be members of the sitting Board or candidates for election
 - b. have complete supervision of the election, including the auditing of the ballots;
 - c. report the results of the election to the Board within three (3) business days of the annual Members-at-Large meeting.
- 6.3.2. Upon receiving the report from the Facilitators, the President shall immediately cause the full membership to be notified of the results of the election. This information may also be posted on the Chamber's web site within the same timeframe.

SECTION 7 **REMOVAL OF A BOARD MEMBER FROM THE BOARD OF DIRECTORS**

- 7.1. In addition to actions that Board Members may take against a fellow Board Member per ARTICLE VI, Section 3, the Members-at-Large shall have the right to remove a Board Member from his/her position by a vote of No-Confidence by a simple majority of all the members-in-good-standing providing that:
- 7.1.1. At least 25% of the total members-in-good-standing have validly signed a petition requesting the vote of No Confidence for a Board Member;
- 7.1.2. the notice for the meeting at which a vote of No Confidence shall be held
- a. includes that item in the agenda;
 - b. is submitted to all Members-at-Large at least five (5) business days in advance of the meeting
- 7.1.3. a quorum was present at the time of the vote;

7.2. The procedure governing this process shall be described in the official Procedure Manual of the Chamber.

SECTION 8 SEATING OF NEW BOARD MEMBERS

- 8.1. All newly elected Board Members shall be seated at the regular January Board Meeting and shall be participating members thereafter.
- 8.2. The retiring Board Members shall continue to serve until the beginning of the January Board Meeting.
- 8.3. The newly elected Board Members shall elect a President, vice-President, secretary and treasurer at the January Board Meeting.

SECTION 9 VACANCIES

9.1. The absence of a Board Member from any two (2) regular Board Meetings within any six (6)-month period without excuse deemed valid by majority of the remaining Board Members shall be construed as a resignation from the Board.

Note: Attendance of a Board Meeting by a form of “real-time” remote communication as designated as acceptable by the Chamber’s written policies, shall not be construed as an absence from the Board Meeting.

- 9.2. Vacancies on the Board, or among the Officers, shall be temporarily filled by the Board by a simple majority vote.
- 9.3. Positions temporarily filled by the Board shall extend until the next annual meeting or three (3) months whichever is longer.

ARTICLE VIII EXECUTIVE COMMITTEE

SECTION 1 PURPOSE OF THE EXECUTIVE COMMITTEE

1.1. The Executive Committee shall be appointed by and on behalf of the Board to serve as an executive arm of the Board when the Board is not in session and shall be accountable to the Board for its actions.

SECTION 2 COMPOSITION OF THE EXECUTIVE COMMITTEE.

The Executive Committee shall be composed of the following members:

- 2.1. the President;
- 2.2. if available, the Past President;
- 2.3. the Executive Director;
- 2.4. three (3) or four (4) members from the Board, at least one (1) of whom shall be from the Members-at-Large constituency of the Board.

SECTION 3 APPOINTMENT OF THE EXECUTIVE COMMITTEE.

- 3.1. The President and Past President shall be automatically appointed to the Executive Committee, and their appointment to the Executive Committee shall not require any further ratification by the Board.
- 3.2. The Executive Director shall be elected or employed by the Board by a simple majority vote of the Board

Members present.

- 3.3. The three (3) to four (4) remaining members from the Board shall be elected by the Board to serve on the Executive Committee by a simple majority vote of the Board Members present.

SECTION 4 VOTING PRIVILEGES OF THE EXECUTIVE COMMITTEE.

- 4.1. The voting-block of the Executive Committee shall constitute an odd-number of members.
- 4.2. All members of the Executive Committee except the Past President and the Executive Director shall be allowed to vote on any issue before the Executive Committee.

SECTION 5 EXECUTIVE DIRECTOR.

- 5.1. The Board shall elect or employ an Executive Director of the Executive Committee. If the Executive Director is to be employed, the Board shall fix the salary and other considerations of employment.
- 5.2. In the event that that a Board Member is employed by the Board as an Executive Director:
 - 5.2.1. the continued employment of the Board Member shall be reaffirmed at the annual June Board Meeting.
 - 5.2.2. the Board Member fulfilling the role of Executive Director shall not vote for his/her reaffirmation or salary.
- 5.3. Nothing in these Bylaws shall preclude a Board Member to simultaneously assume the position of the Executive Director.

SECTION 6 DUTIES of the EXECUTIVE DIRECTOR.

- 6.1. The Executive Director shall be the chief administrative and executive officer to the Board, and shall cause to be prepared notices, agendas and meetings of the members of the Board.
- 6.2. The Executive Director shall serve as advisor to the President and the Board and shall assemble information and data and cause to be prepared special reports as directed by the President and the Board.
- 6.3. The Executive Director shall be responsible for administration of the program of work in accordance with the policies and regulations of the Board.
- 6.4. The Executive Director shall be responsible for the hiring, discharging, directing and supervising all employees.
- 6.5. With cooperation of the Board, the Executive Director shall be responsible for the preparation of an operating budget covering all activities of the Chamber, subject to the approval of the Board.

ARTICLE IX CHAMBER OFFICERS

SECTION 1 DETERMINATION OF CHAMBER OFFICERS

- 1.1. Officers shall:
 - 1.1.1. be elected by the Members-at-Large during designated Annual Membership Meetings;
 - 1.1.2. be members of the Chamber in good standing.

SECTION 2 **SECTION 2: DUTIES OF OFFICERS**

2.1. President

- 2.1.1. The President shall preside at all meetings of the Chamber and Board, and perform all duties incident to this office.
- 2.1.2. He/she shall, subject to approval of the Board, appoint all Committees and he/she shall become an *ex-officio* member of all Committees.
- 2.1.3. The President shall assign the Vice-President to departmental responsibilities, subject to Board approval.

2.2. Vice-President

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

2.3. Treasurer

- 2.3.1. The Treasurer shall be responsible for the safeguarding of all funds received by the Chamber for their proper disbursement. Said funds shall be kept on deposit in any Jackson County financial institution selected by the Board, or invested in a manner provided by the Board.
- 2.3.2. The Treasurer shall cause a monthly financial report to be made to the Board.
- 2.3.3. Each year the Treasurer shall submit a report of annual financial activities to be reviewed by at least one other board member and once approved used as a basis for the preparation of the chamber's form 990 by a licensed CPA.

2.4. Secretary

- 2.4.1. The Secretary shall be responsible for:
 - a. providing notice for all membership meetings (routine Members-at-Large Meetings, the Annual Membership Meeting, Board Meetings, and Executive Committee Meetings) except routine and *ad hoc* Committee meetings;
 - b. recording the attendance and Minutes of each meeting;
 - c. coordinating any required mailings (physical or electronic) to the Members-at-Large, the Board, or the Executive Committee;
 - d. in conjunction with the President and Executive Director, maintain the Chamber's calendar of events, including meeting schedules;
 - e. ensuring that the Chamber's Procedure Manual is maintained the per the requirements of these Bylaws and official policies.
- 2.4.2. If the Secretary is unavailable for any of the above activities at any given time, the Secretary will, in a timely manner in advance of the date required for these activities, assign a designate to fulfill these activities in his/her behalf.

ARTICLE X COMMITTEES AND DIVISIONS

SECTION 1 **ELECTION of COMMITTEE CHAIRPERSON(S)**

- 1.1. The number of members that constitute a Standing Committee shall be determined by the President, and may be adjusted from time-to-time by the President as he/she deems necessary.
- 1.2. The Chairperson(s) of Standing Committees shall be elected from the Committee members during the first Committee Meeting subsequent to the Annual Members-at-Large Meeting.

- 1.3. The Chairperson(s) of Ad Hoc Committees shall be elected from the Committee members during their first Committee Meeting.

SECTION 2 LIMITATION OF AUTHORITY

- 2.1. No action by any member, Committee, division, employee, Board Member, 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.
- 2.2. 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, it is deemed wise to discontinue the Committees.

SECTION 3 TESTIMONY

- 3.1. Once Committee action has been approved by the Board, it shall be incumbent upon the Committee leaders or, in their absence, whom they designate as being familiar enough with the issues to give testimony to, or make presentations before, the Board, and/or civic and governmental agencies.

ARTICLE XI INDEMNIFICATION

The Chamber may, by resolution of the Board, provide for indemnification by the Chamber of any and all of its Board Members or former Board Members against expenses actually and necessarily incurred by them in connection with the defense of any action, suit or proceeding, in which they or any of them are made parties, or a party, by reason of having been directors of the Chamber, except in relation to matters as to which such Board Member shall be adjudged in such action, suit or proceeding to be liable for willful negligence by misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability for willful negligence or misconduct.

ARTICLE XII FINANCES

SECTION 1 FUNDS

- 1.1. All money paid to the Chamber, as dues or otherwise, shall be placed in a general operating fund and accurate records of receipts and disbursements shall be kept by the Treasurer with the aid and assistance of the President.

SECTION 2 DISBURSEMENTS

- 2.1. Upon approval of the budget and/or identified specific anticipated expenses by the Board, the President and Treasurer are authorized to make disbursements on accounts and expenses provided for in the budget and/or for identified specific anticipated expenses without additional approval of the Board.
- 2.2. Notwithstanding the above, the President or Executive Director may make urgent disbursements for appropriate and reasonable expenses, up to the limits established by the Board. If such disbursements are made out-of-pocket, the expender shall be reimbursed in a timely manner by the Chamber, upon

providing the documentation described in the Chamber's official policy on this matter. Said reimbursement shall be made as a pass-through and without interest or mark-up for the expenses incurred.

- 2.3. Disbursements shall be by check. Checks are to be signed by the Treasurer and the President, or in the absence of either or both, by any two (2) officers.
- 2.4. Except for petty cash disbursements of less than \$25, and except as specified above in Article VII, Section 2.1, no disbursement of the funds of the Chamber shall be made unless approved, authorized and ordered by the Board. Petty cash disbursements shall be authorized by either the President or the Treasurer, shall be supplemented by a receipt and full description of the expense, and shall be signed by the individual receiving the petty cash disbursement.

SECTION 3 **BUDGET**

- 3.1. As soon as possible after election of the new Board and Officers, the Executive Committee (or Budget Committee if preferred) shall adopt the budget and/or list of anticipated expenses for the coming year and submit it to the Board for approval.

SECTION 4 **FISCAL YEAR**

- 4.1. The fiscal year of the Chamber shall end the 31st day of December.

ARTICLE XIII DISSOLUTION

SECTION 1 **PROCEDURE**

- 1.1. The Chamber shall use its funds only to accomplish the objectives and purposes specified in these Bylaws, and no part of said funds shall insure, 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 as defined in IRS Section 501 (c) (3).

ARTICLE XIV PARLIAMENTARY PROCEDURE

SECTION 1 **PARLIAMENTARY AUTHORITY**

- 1.1. 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 XV AMENDMENTS

SECTION 1 **REVISIONS**

- 1.1. Revision of these Bylaws must undergo a two-step process: Approval by the Board, and approval by the Members-at-Large.
 - 1.1.1. Board Approval:
 - a. Any proposed amendments or alterations to the Bylaws shall be submitted to the Board in writing, at least thirty (30) business days in advance of the meeting at which the proposed amendments or

alterations are to be acted upon by the Members-at-Large;

- b. Based on the complexity of the proposed amendments or alterations, the Board may choose to assign one or more Board Members to review and/or modify the proposed amendments or alterations to the Bylaws, or to convene an *Ad Hoc* Bylaws Committee to review and/or modify the proposed amendments or alterations to the Bylaws;
- c. Regardless of whether the review/modification of the Bylaws is performed by an internal Board Bylaws Committee or by an *Ad Hoc* Bylaws Committee, the Committee shall provide the Board its proposed revisions not less than ten (10) business days in advance of the meeting at which the proposed amendments or alterations are to be acted upon by the Members-at-Large;
- d. The Board shall finalize the proposed amendments or alterations to the Bylaws and provide a copy to the Members-at-Large in a timely manner.

1.1.2. Ratification by Membership: The Bylaws may be amended or altered by a two-thirds (2/3) vote of those present at any regular or Special meeting of the membership providing:

- a. a quorum was present at the time of the vote;
- b. the notice for the meeting includes the proposals for amendments;
- c. any proposed amendments or alterations shall be submitted to the Members-at-Large at least five (5) business days in advance of the meeting at which proposed amendments or alterations are to be acted upon.

- 1.2. Any amendment or alteration to the Bylaws ratified by the Members-at-Large shall be signed by all four (4) Officers before delivery to the Jackson County Register of Deeds.
- 1.3. Unless so stated to the contrary during the ratification of any proposed amendments or alterations to the Bylaws, any amendments or alterations to the Bylaws shall become immediately effective upon ratification by the Members-at-Large.

ARTICLE XVI EFFECTIVE DATE of THIS AMENDMENT

SECTION 1 EFFECTIVE DATE

The Effective Date of this amendment to the Gainesboro-Jackson County Chamber of Commerce Bylaws shall be ninety (90) calendar days from the date of ratification by the Members-at-Large.

SECTION 2 REQUIRED ACTIONS by the BOARD

In the interim between the ratification date and the Effective Date, the Board will cause the following to occur:

- 2.1. Submission of the Amendment to the Jackson County Register of Deeds;
- 2.2. Identification, writing, and sign-off of all required procedures for the Chamber's official Procedures Manual;
- 2.3. Training of affected personnel on the newly established Procedures Manual.

APPROVED by: John Dennis
President (Printed Name)

John Dennis ^{Vice President} 10/22/2012
(Signature and Date)

APPROVED by: Sam Petty
Vice President (Printed Name)

Sam Petty 10/22/2012
(Signature and Date)

APPROVED by: Marcia Glynn
Secretary (Printed Name)

Marcia Glynn ^{Sec.} 10/22/12
(Signature and Date)

APPROVED by: Gary Gill
Treasurer (Printed Name)

Gary C. Gill ^{TRE.} 10/22/2012
(Signature and Date)

Michelle Hix
Exp Date 2-24-2015



BK/PG: 69/968-987	
12001949	
20 PGS : AL - CHARTER	
DARLENE BATCH 21014	12/11/2012 - 12:05:19 PM
VALUE	0.00
MORTGAGE TAX	0.00
TRANSFER TAX	0.00
RECORDING FEE	10.00
ARCHIVE FEE	0.00
DP FEE	2.00
REGISTER'S FEE	0.00
TOTAL AMOUNT	12.00

STATE OF TENNESSEE, JACKSON COUNTY
KIMBERLY JANE BARHAM
REGISTER OF DEEDS