

# BYLAWS

## STANLY COUNTY CHAMBER OF COMMERCE, INC.

### ARTICLE I

#### Identification

**Section A. Name:** This organization is incorporated under the laws of the State of North Carolina and known as the Stanly County Chamber of Commerce, Inc. (SCCoC)

**Section B. Location:** Its principal office shall be located within the city limits of Albemarle, North Carolina. Additional offices may be established from time to time and at such a place within the county as the Board may deem advisable.

**Section C. Area Served:** The area served by SCCoC is Stanly County, North Carolina.

### ARTICLE II

#### Mission

The Stanly County Chamber of Commerce (SCCoC) serves as a catalyst for collaborative economic development in business, education, entrepreneurship, leadership, and public policy to create a thriving community.

### ARTICLE III

#### Membership

**Section A. Eligibility:** Any individual, business, or organization in compliance with County and/or City ordinance may apply for membership in the Stanly County Chamber of Commerce, Inc.

**Section B. Election of Members:** Members may be elected at any meeting of the SCCoC Leadership Board and will pay dues as per the dues schedule established by the Board.

**Section C. Dues:** Membership dues are payable upon joining SCCoC. Annual dues will be payable upon membership anniversary date.

**Section D. Accounts:** Member accounts with unpaid balances in excess of 90 days will be dropped unless arrangements for payment are made with the CEO.

**Section E. Membership Trade:** Membership trade agreements may be established on a limited basis by the CEO for the purpose of mutual benefit to the SCCoC and the member organization. A Memorandum of Understanding (MOU) which identifies terms and rates must be signed by the parties involved at the time the agreement is made.

**Section F. Resignation:** Members will notify the SCCoC of intent to resign at least 30 days prior to membership anniversary date.

## ARTICLE IV

### Meetings

**Section A. Annual Meeting:** SCCoC Annual Meeting will be held each year as soon after January 1 as is practical. Participants are to include the Leadership Board, Members, and Community Stakeholders. Notification will be given via standard means of notification (i.e.: email, radio, newspaper, etc.). The Annual Meeting will include the following: evaluation of Tactical Plan accomplishments completed as of December 31 of prior year by Committee Reports; formal election of Leadership Board by majority of members present; Recognition of Committee Members and efforts; sharing of new Tactical Plan and related goals and objectives; introduction of newly formed Committees by Leadership Board Chairs.

**Section B. Annual Planning Session:** SCCoC Annual Planning session will be held each year in January. Participants are to include the Leadership Board, Members, and Community Stakeholders. Notification will be given via standard means of notification (i.e.: email, radio, newspaper, etc.). Every 3-5 years the Annual Planning Session will be a full-blown Strategic Planning Session. In the interim years it will be an Annual Review of tactical plan progress by year, necessary updating of goals and objectives for the next year of the tactical plan, removal of accomplished goals and objectives, and strategy session for unaccomplished goals and objectives from the current year (i.e.: decide whether to carry forward or strike from plan).

**Section C. Leadership Board Meetings:** The Leadership Board will hold regular meetings and special meetings as called. Regular meetings will be held the Second Tuesday of the month at 8:00 a.m. Each Committee Chair will report out on his/her work in terms of Goal/Objective accomplishments of the Tactical Plan and its relationship to the Strategic Plan. Special meetings may be called by the Chair of the Leadership Board or the CEO at such time and place as is conducive to the majority of the Leadership Board.

**Section D. Committee Meetings:** Committee meetings will be held regularly and at the frequency deemed appropriate by the Committee Chair. Notification of Committee meetings will be the duty of the Committee Chair to his/her committee members. Each Committee Chair (Leadership/Education; Legislative; Membership; Programming) will report to the Leadership

Board their work in terms of Goal/Objective accomplishments of the Tactical Plan and its relationship to the Strategic Plan.

**Section E. Quorum:** At any meetings of the SCCoC (*Leadership Board and/or Committees*), a majority of the members will constitute a quorum for the transaction of business. If a quorum is not present at any meeting of the SCCoC, the members present may adjourn the meeting without notice until a quorum is present.

**Section F. Action Without Meeting:** Any action required or permitted to be taken at any meeting may be taken without a meeting, if all members agree in writing (i.e.: email). Written consent will be filed with the minutes of the proceedings. Action taken will have the same force and effect as a vote via quorum at a meeting.

## ARTICLE V

### Governance

The Governance of the SCCoC will be vested in the Leadership Board who will be nominated and elected or appointed as hereinafter authorized. All Members of the Leadership Board will be Members in good standing of SCCoC according to the Membership Investment Schedule set forth and adopted by the full Board. They will adopt policies, rules, and regulations for conducting the business of the Chamber. They will submit, in writing, a full report of the work of the Chamber for the previous year to the Membership at the Annual Meeting.

## ARTICLE VI

### Leadership Board

**Section A. Orientation:** All new members of the SCCoC Leadership Board will participate in an orientation program to become familiar with the goals and objectives of the SCCoC and with his/her responsibilities.

**Section B. Compensation:** No Leadership Board member or Officer will receive any compensation for his/her services.

**Section C. Composition & Duties:** The Composition of the SCCoC Leadership Board will be comprised of the following seven (7) Executive Board positions: Chair, Chair Elect, Treasurer, Leadership/Education Chair, Legislative Chair, Membership Chair, and Programming Chair. In addition to these seven (7) Executive Board positions, a total of four (4) to eight (8) additional at-large members of the Leadership Board may be added as deemed appropriate by the Executive Board Members. SCCoC Leadership Board Members not to exceed fifteen (15) total. These 4 – 8 additional Leadership Board Members will represent the area served by SCCoC and carry out the work of the Chamber and Leadership Board. All

Leadership Board Members will have voting privileges and serve the same 2 year terms as Executive Board positions.

The seven (7) Members holding Executive Board positions of the SCCoC Leadership Board will serve as the Personnel Committee.

The duties of the SCCoC Leadership Board Members will be:

**1. Chair –**

- a) Accompanies CEO, Legislative Chair, and Committee Members on municipal visits/contacts.
- b) Represent & be the voice of the Leadership Board.
- c) Coordinate activities of Leadership Board.
- d) Hold Leadership Board members accountable.
- e) Oversees creation and implementation of Strategic Plan in conjunction with CEO.
- f) Works with CEO and Chair Elect to Appoint Committee Chairs as needed.
- g) Appoints nominating committee in conjunction with Chair Elect and CEO, to bring recommendations for Executive Leadership positions back to Leadership Board (Board Chair, Chair Elect, Treasurer, Committee Chairs, and Members at Large).

**2. Chair Elect –**

- a) Contact for all Leadership Board positions.
- b) Conducts Board Member orientation and Bylaws review and updates in conjunction with the CEO
- c) Serves as Chair of the Nominating Committee in conjunction with members appointed by the Chair and CEO
- d) Assumes Chair Duties when chair is not available.

**3. Treasurer –**

- a) Works with CEO and bookkeeper on annual Budget.
- b) Presents monthly budget report.
- c) Co-Signs checks with the President & CEO or another Leadership Board Member.

**4. Leadership/Education Chair –**

- a) Coordinates educational opportunities for Chamber Members in conjunction with the community, Stanly County Managers Association (SCMA), and designated SCCoC staff
- b) Reports to the Board regarding Leadership Stanly Curriculum and Activities. Keeps abreast of meetings of the Leadership Stanly Steering Committee via Chamber Staff and Steering Committee Chair
- c) Works with SCCoC staff and representatives from Stanly County Schools, Stanly Community College, and Pfeiffer University for the benefit of SCCoC business and industry members [including but not limited to SCC Advanced Manufacturing, SCC Small Business Center, CAFÉ, NCWorks Career Center, & Stanly County Managers Association (SCMA)]

**5. Legislative Chair –**

- a) Provides connectivity and relationship building at national, state, and local levels; develops relationship with legislators and aides.

- b) In conjunction with CEO, establishes and plans events to foster communication with legislators and staff (i.e.: Stanly County Day in Raleigh; Candidate Forums; Legislative Breakfast; Fireside Chats).
- c) Solicits issues from members and communicates common concerns to policy makers.
- d) Ensures policy changes/updates are communicated to members.
- e) Ensures legislative contact information and methods are available to members.

#### **6. Membership Chair –**

- a) Sustain membership in conjunction with Membership Director (i.e.: outreach to current members).
- b) Maintain & carry out New Member On-Boarding Program Activities
- c) Define benefits of membership in conjunction with designated SCCoC staff
- d) Coordinate with SCCoC Staff, to broaden the database/demographics for membership.
- e) Update and maintain, in conjunction with Membership Director and CEO, the dues structure.
- f) Coordinate with SCCoC staff, to Survey members for inputs and needs.
- g) Propose member focused networking events to Programming Committee.
- h) Recruit new members in conjunction with CEO and Membership Director.
- i) Presents monthly report for membership data.
- j) Manages the activities of SCCoC Ambassadors in conjunction with designated SCCoC Staff

#### **7. Programming Chair –**

- a) Determine programs for upcoming year based on feedback from members and greater business community in conjunction with SCCoC Staff
- b) Put feedback into action.
- c) Oversees development of fundraiser list for the year in conjunction with the CEO and Membership Director
- d) Assign leadership of fundraising events in conjunction with the CEO and Membership Director
- e) Oversees all events/programs. Coordinates Chamber events with other community calendar postings to avoid overlap.

#### **8. Members At Large –**

- a) Serve and support SCCoC Leadership Board and the organization as a whole
- b) Provide support and assist Committee Chairs (Leadership/Education, Legislative, Membership, Programming) as requested by the Board Chair and/or Chair Elect
- c) Disseminate information to the community at large regarding Chamber benefits, programs, and events
- d) Gather information from the community at large to bring to the Leadership Board for discussion and/or consideration of action

**Section D. Executive Officers:** Executive Officers of the SCCoC include Chair, Chair Elect, and Treasurer.

1. **Term of Office** – The 2 year term of all Officers elected to serve SCCoC will commence January 1. No officer may serve a 2<sup>nd</sup> term in the same office unless extenuating circumstances warrant. A 2<sup>nd</sup> term for any officer must be approved by the SCCoC Leadership Board.
2. **Vacancies** – will be filled via nomination by the Board Chair, and approval of the full board for a period to last from the point that the vacancy occurs until December 31<sup>st</sup> of that year. The Board position will be permanently filled, according to the terms outlined, by the nominating committee in the course of its regular nomination cycle and procedures.

**Section E. Executive Committee Chairs:** Executive Committee Chairs of the SCCoC include Leadership/Education, Legislative, Membership, and Programming.

1. **Term of Office** – The 2 year term of all Committee Chairs appointed to serve SCCoC will commence January 1. Committee Chairs may serve up to two (2) consecutive terms; however, they must be reappointed in order to serve a 2<sup>nd</sup> term. Additional terms, beyond the 2<sup>nd</sup> term, may be extended under extenuating circumstances and must be approved by the SCCoC Leadership Board.
2. **Vacancies** – will be filled via nomination by the Board Chair, and approval of the full board for a period to last from the point that the vacancy occurs until December 31<sup>st</sup> of that year. The Board position will be permanently filled, according to the terms outlined, by the nominating committee in the course of its regular nomination cycle and procedures.
3. **Limitation of Authority** – All resolutions adopted by committees and all reports and other communications which propose to reflect the attitude of the SCCoC must first be approved by the Leadership Board before being made available to the Public.

**Section F. Leadership Board Members at Large:** Four (4) to eight (8) Members at Large

1. **Term of Office** – The 2 year term of all Board Members at Large appointed to serve SCCoC will commence January 1. Leadership Board Members may serve up to two (2) consecutive terms; however, they must be reappointed in order to serve a 2<sup>nd</sup> term. Additional terms, beyond the 2<sup>nd</sup> term, may be extended under extenuating circumstances and must be approved by the SCCoC Leadership Board.
2. **Vacancies** – will be filled via nomination by the Board Chair, and approval of the full board for a period to last from the point that the vacancy occurs until December 31<sup>st</sup> of that year. The Board position will be permanently filled, according to the terms outlined, by the nominating committee in the course of its regular nomination cycle and procedures.
3. **Limitation of Authority** – All resolutions adopted by committees and board members at large, and all reports and other communications which propose to reflect the attitude

of the SCCoC must first be approved by the Leadership Board before being made available to the Public.

## ARTICLE VII

### Finances

**Section A. Funds:** All money paid to the SCCoC will be placed in a general operating fund. Funds unused from the current year's budget will be carried over to the next year's general fund.

**Section B. Authority:** The SCCoC will have the power to sue and to be sued, purchase, hold, sell, lease or mortgage real estate, to incur debts, borrow money, giving therefore notes of the corporation signed by one or more officials duly authorized by the Leadership Board for that purpose and may enter into any contract of any kind furthering the purpose and objectives of the SCCoC.

**Section C. Disbursements:** No obligation or expense will be incurred and no money appropriated without prior approval of the Leadership Board. Upon approval of the budget, the CEO is authorized to make disbursements on accounts and expenses provided for in the budget without additional approval. Checks will be signed by two (2) of the following: members of the Leadership Board and/or the President & CEO.

**Section D. Fiscal Year:** The Fiscal year of the SCCoC will be from January first through December thirty-first.

**Section E. Financial Review:** The accounts of the Corporation will be reviewed by a Certified Public Accountant annually, as soon as practical, after the close of the fiscal year. The review will at all times be available to members of the organization at the SCCoC.

**Section F. Bonding:** All employees of the Corporation will be covered by an adequate bond.

**Section G. Dissolution:** Upon dissolution of the SCCoC, the assets will, after all of its liabilities and obligations have been discharged or adequate provision made, be distributed. Stanly County or its successor governmental entity having governmental authority and jurisdiction over the area of Stanly County, North Carolina will be the beneficiary of such assets. The Leadership Board Members of the SCCoC will by resolution duly adopt, designate, and provide for the manner and time of such distribution.

## ARTICLE VIII

### General Provisions

**Section A. Non-Discrimination:** The Leadership Board Members, Committee Members, and Employees of SCCoC shall be selected entirely on a non-discriminatory basis with respect to

race, creed, religion, national origin or ancestry, gender, sexual orientation, age, marital status, veteran status, and physical or mental disability.

**Section B. Limitations:** The SCCoC will observe all local, state, and federal laws which apply to a non-profit organization as defined in Section 501(c) (6) of the Internal Revenue Code.

**Section C. Indemnification:** SCCoC shall indemnify any Leadership Board Member, Officers, employee, or agent of SCCoC to the full extent authorized by the North Carolina Non-Profit Corporation Act (N.C. Gen. Stat. 55A-8-50 et seq.).

**Section D. Amendments:** The Bylaws of the SCCoC may be repealed, modified, altered or amended by a two-thirds (2/3) vote of the Leadership Board.

**Section E. Authority:** The proceedings of the SCCoC will be governed by and conducted according to the latest edition of Robert's Rules of Order as revised.

**Section F. Seal:** The SCCoC may use a seal of such design as may be adopted by the Leadership Board.

## **Article IX**

### **Referendum**

Upon its own initiative or upon written request of five (5) percent of the members in good standing, the Leadership Board will submit a question or issue to the members for an email referendum vote; the ballot for such vote will be accompanied by a narrative clearly explaining the question or issue.

A majority of the votes will constitute final action by the membership and will be binding on the executive officers, executive committee chairs, and board members at large of the SCCoC.

Bylaws of the SCCoC revised & approved: June 9, 2015

Amended: February 9, 2016

Amended: September 11, 2018