

BY LAWS
OF
THE WRIGHTSVILLE BEACH CHAMBER OF COMMERCE

ARTICLE I - GENERAL

Section 1. Name.

This organization is incorporated under the laws of the State of North Carolina and shall be known as the Wrightsville Beach Chamber of Commerce.

Section 2. Purpose.

The Wrightsville Beach Chamber of Commerce is organized to promote the prosperity and growth of businesses in the Wrightsville Beach area; to increase job opportunities in the Wrightsville Beach area; to encourage orderly expansion and development of all segments of the Wrightsville Beach area; to contribute to the overall economic stability of the Wrightsville Beach area. All necessary means of promotion shall be provided and particular attention and emphasis shall be given to the economic, civic, commercial, cultural, industrial, and the educational interests of the area.

Section 3. Area.

The Wrightsville Beach area shall mean to include the City of Wrightsville Beach, the annexed areas of the City of Wrightsville Beach, and the areas west of the City of Wrightsville Beach extending to Military Cut-Off.

Section 4. Limitations of Methods.

The Wrightsville Beach Chamber of Commerce shall 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.

ARTICLE II - MEMBERSHIP

Section 1. Eligibility.

(a) Any resident of the City of Wrightsville Beach, the annexed areas of the City of Wrightsville Beach, or the areas west of the City of Wrightsville Beach extending to Military Cut-Off, or any firm or individual operating business or branch office therein having an interest in the objectives of the organization shall be eligible for regular membership.

(b) Any individual firm located outside the regular membership territory having an interest in the objectives of the organization shall be eligible to apply for associate membership.

Section 2. Election.

Applications for membership shall be in writing, on forms provided for that purpose, and signed by the applicant. Approval of members shall be by the Board of Directors at any meeting thereof. Any applicant so approved by the Board of Directors shall become a member upon payment of the regularly scheduled dues as provided in Section 3 of Article II.

Section 3. Dues.

Membership dues shall be at such rate or rates, schedule or formula as may be from time to time, prescribed by the Board of Directors, payable annually on the first day of the first month of the fiscal year. Members approved during the fiscal year shall pay prorata for the months intervening between the date of their membership and the date of the ensuing fiscal year. Membership dues are non-refundable.

Section 4. Termination.

(a) Any member may resign from the Chamber upon written notice to the Board of Directors.

(b) Any member that remains delinquent in membership dues after ninety (90) days from date due may be suspended pending payment of dues or final action by the Board of Directors.

(c) Any member may be expelled for cause by a two-thirds (2/3) vote of the Board of Directors, at a regularly scheduled meeting thereof, for conduct unbecoming a member or prejudicial to aims or repute of the Chamber, after notice and opportunity for a hearing are afforded the member complained against.

Section 5. Voting.

(a) Each regular member of the Chamber shall have one vote in all matters to be voted on by the membership.

(b) The associate members shall have no right to vote on any matters to be voted among on by the membership.

Section 6. Exercise of Privileges.

Any firm, association, corporation, partnership, proprietorship or estate holding membership may nominate individuals whom the holder desires to exercise the privileges of membership covered by its subscriptions, and shall have the right to change its nomination upon written notice.

Section 7. Orientation.

At regular intervals, orientation on the purposes and activities of this organization shall be conducted for the following groups: new Directors, Officers and Directors, Committee Chairmen, Committees and new members. This training shall be the responsibility of the President or his designate.

Section 8. Honorary Membership.

Distinction in public affairs shall confer eligibility to honorary membership. Honorary members shall have all the privileges of regular members, except the right to vote, and shall be exempt from paying dues. The Board of Directors shall confer or revoke honorary membership by a majority vote.

ARTICLE III - MEETINGS

Section 1. Annual Meeting.

The annual meeting of the Wrightsville Beach Chamber of Commerce shall be held during January of each year. The time and place shall be fixed by the Board of Directors and notice thereof mailed to each member at least fourteen (14) days before said meeting.

Section 2. General Membership Meetings.

General Membership meetings of the Chamber may be called by the President at any time, or upon petition in writing of ten percent (10%) of regular members in good standing. Notice of such meetings shall be mailed to each member at least fourteen (14) days prior to such meetings.

Section 3. Board Meetings.

Regularly scheduled meetings of the Board of Directors shall be held monthly. Additional or special meetings of the Board of Directors may be called by the President or by him upon written application of three (3) members of the Board. Notice shall be given to each Director at least one (1) day prior to said meeting.

Section 4. Committee Meetings.

Committee meetings shall be called at any time by the President, respective Vice Presidents, or the Chairman of the committee.

Section 5. Quorums.

At any duly called general meeting of the Chamber, fifty-one percent (51%) of the regular members shall constitute a quorum; at a Board meeting a majority of Directors present shall constitute a quorum; at committee meetings, a majority shall constitute a quorum except when a committee consists of more than nine (9) members. In that case, five (5) shall constitute a quorum.

Section 6. Notices, Agenda, Minutes.

Written notice of all Chamber meetings must be given at least fourteen (14) days in advance unless otherwise stated. An advance agenda and minutes shall be prepared for all meetings.

ARTICLE IV - BOARD OF DIRECTORS

Section 1. Composition of the Board.

The Board of Directors shall be composed of nine (9) regular members. The first elected Board shall be composed of three (3) directors elected for three (3) year terms, three (3) directors elected for two (2) year terms, and three (3) directors elected for one (1) year terms. Thereafter, three (3) directors shall be elected annually to serve terms of three (3) years, or until their successors are elected and have qualified.

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

Section 2. Election of Directors.]

A. Nominating Committee. At the regular August Board Meeting, the President shall appoint, subject to the approval of the Board of Directors, a nominating committee of three (3) regular members of the Chamber. The President shall designate the Chairman of the committee.

Prior to September the nominating committee shall present to the Executive Director a slate of three (3) candidates to serve three (3) year terms to replace the three (3) directors whose regular terms are expiring. Each candidate must be an active regular member in good standing and must have agreed to accept the responsibility of the directorship. No Board Member who has served two consecutive three (3) year terms is eligible for election to a third term. A period of one (1) year must elapse before eligibility is restored.

B. Publicity of Nominations. Upon receipt of the report of the nominating committee, the Executive Director shall immediately notify the membership by mail of the names of persons nominated as candidates for directors and the right of petition.

C. Nominations by Petition. Additional names of candidates for directors can be nominated by petition bearing the genuine signatures of at least ten (10) qualified regular members of the Chamber. Such petitions shall be filed with the nominating committee within ten (10) days after notice has been given of names of those nominated. The determination of the nominating committee as to the legality of the petition(s) shall be final.

If a legal petition shall present additional candidates, the names of all candidates shall be arranged on a ballot in alphabetical order. Instructions will be to vote for three (3) candidates only. The Executive Director shall mail this ballot to all active members at least fifteen (15) days before the regular October Board Meeting.

The ballots shall be marked in accordance with instructions printed on the ballot and returned to the Chamber office within ten (10) days. The Board of Directors shall at its regular October Board Meeting declare three (3) candidates with the greatest number of votes elected.

D. Judges. The President shall appoint, subject to the approval of the Board of Directors, at least three (3), but no more than five (5), judges who are not members of the Board of Directors or candidates for election. One will be designated Chairman. Such judges shall have complete supervision of the election, including the auditing of the ballots. They shall report the result of the election to the Board of Directors.

Section 3. Seating of New Directors.

All newly-elected and appointed Board members shall be seated at the regular November Board Meeting and shall be participating members thereafter. Retiring Directors shall continue to serve through January.

Section 4. Vacancies.

A member of the Board of Directors who shall be absent from three (3) consecutive regular meetings of the Board of Directors shall automatically be dropped from membership on the Board unless confined by illness or other absence approved by a majority vote of those voting at any meeting thereof.

Vacancies of the Board of Directors, or among the officers, shall be filled by the Board of Directors by majority vote.

Section 5. Policy.

The Board of Directors is responsible for establishing procedure and formulating policy of the organization. It is also responsible for adopting all policies of the organization. These policies shall be maintained in a policy manual, to be reviewed annually and revised as necessary.

Section 6. Management.

The Board of Directors shall employ an Executive Director and shall fix the salary and other considerations of employment.

Section 7. Indemnification.

Every Officer and Director of the Chamber shall be indemnified by the Chamber against all expenses and liabilities, including counsel fees reasonably incurred by or imposed upon him in connection with any proceeding to which he is a party, or in which he may become involved, by reason of his being or having been an Officer or Director of the Chamber, whether or not he is an Officer or Director at the time such expenses are incurred, except in such cases wherein the Officers or Directors are judged guilty of willful misfeasance or malfeasance in the performance of his duties; provided, in the event of any claim for reimbursement or indemnification hereunder based upon the settlement by the Officer or Director seeking such reimbursement or indemnification, indemnification herein shall only apply if the Board of Directors approve such settlement and reimbursement as being in the best interest of the Chamber. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Officer or Director may be entitled.

Section 8. Compensation.

Directors shall not receive compensation for their services except for any out-of-pocket expenses incurred on behalf of the Chamber with prior approval by the Board of Directors.

ARTICLE V - OFFICERS

Section 1. Determination of Officers.

The Board of Directors at its regular November meeting, shall reorganize for the coming year. - The nominating committee for Directors shall also nominate officers each year. At this meeting, the Board shall elect the President, President-Elect, Treasurer, and as many Vice Presidents as is deemed necessary to conduct the activities of the Chamber. Officers will be elected from members of the new Board. All officers shall take office on the first day of the new fiscal year and serve for a period of one (1) year or until their successors assume the duties of the office. They shall be voting members of the Board of Directors.

Section 2. Duties of Officers.

A. President. The President shall serve as the chief elected officer of the Chamber of Commerce and shall preside at all meetings of the membership, Board of Directors and Executive Committee.

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

The President shall, with advice and counsel of Vice Presidents and the Executive Director, determine all committees, select all committee chairmen, assist in the selection of committee personnel, subject to approval of the Board of Directors.

B. President-Elect. The President-Elect shall exercise the powers and authority and perform the duties of the President in the absence or disability of the President. The President-Elect shall also serve as head of the Program of Work Committee of the Chamber. As such, the President-Elect and committee will be responsible for determining that the program activities of the Chamber are of such duration as is required, at all times being alert to assure that the activities of the Chamber are directed toward meeting business and community needs in the area served by the Chamber.

C. Vice Presidents. The duties of the Vice Presidents shall be such as their titles by general usage would indicate, and such as required by law, as well as those that may be assigned by the President and Board of Directors. They will also have under their immediate jurisdiction all committees pertaining to their general duties.

D. Treasurer. The Treasurer shall be responsible for the safeguarding of all funds received by the Chamber and for their proper disbursement. Such funds shall be kept on deposit in financial institutions, or invested in a manner approved by the Board of Directors. Checks are to be signed by the Treasurer and the Executive Director, or, in the absence of either or both, by any two officers. The Treasurer shall cause a monthly financial report to be made to the Board.

E. Executive Director. The Executive Director shall be the chief administrative and executive officer. The Executive Vice President shall serve as Secretary to the Board of Directors, and cause to be prepared notices, agendas and minutes of meeting of the Board.

The Executive Director shall serve as advisor to the President and Program of Work Committee on program planning, and shall assemble information and data and cause to be prepared special reports as directed by the program of the Chamber.

The Executive Director shall be a member of the Board of Directors, the Executive Committee and all committees.

With assistance of the divisional Vice Presidents, the Executive Director shall be responsible for administration of the program of work in accordance with the policies and regulations of the Board of Directors.

The Executive Director shall be responsible for hiring, discharging, directing and supervising all employees of the Chamber.

With the cooperation of the Program of Work Committee and Budget Committee, the Executive Director shall be responsible for the preparation of an operating budget covering all activities of the Chamber, subject to approval of the Board of Directors. The Executive Director shall also be responsible for all expenditures with approved budget allocations.

Section 3. Executive Committee.

The Executive Committee shall act for and on behalf of the Board of Directors when the Board is not in session but shall be accountable to the Board for its actions. It shall be composed of the President, Past President, President-Elect, Vice Presidents, Treasurer and the Executive Director. The President will serve as Chairman of the Executive Committee.

Section 4. Indemnification.

The Chamber may, by resolution of the Board of Directors, provide for indemnification by the Chamber of any and all of its officers for former officers as spelled out in Article IV, Section 7 of these bylaws.

ARTICLE VI - COMMITTEES AND DIVISIONS

Section 1. Appointment and Authority.

The President, by and with the approval of the Board of Directors, shall appoint all committees and committee chairmen. The President may appoint such ad hoc committees and their chairmen as deemed necessary to carry out the program of the Chamber. Committee appointment shall be at the will and pleasure of the President and shall serve concurrent with the term of the appointing President, unless a different term is approved by the Board of Directors.

It shall be the function of committees to make investigations, conduct studies and hearings, make recommendations to the Board of Directors, and to carry on such activities as may be delegated to them by the Board.

Section 2. Limitation of Authority.

No action by any member, committee, division, employee, director or officer shall be binding upon, or constitute an expression of, the policy of the Chamber until it shall have been approved or ratified by the Board of Directors.

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 of Directors, it is deemed wise to discontinue the committees.

Section 3. Testimony.

Once committee action has been approved by the Board of Directors, it shall be incumbent upon the committee chairmen or, in their absence, whom they designate as being familiar enough with the issue, to give testimony to, or make presentations before, civic and governmental agencies.

Section 4. Divisions.

The Board of Directors may create such divisions, bureaus, departments, councils, or subsidiary corporations as it deems advisable to handle the work of the Chamber.

The Board shall authorize and define the powers and duties of all divisions, bureaus, departments, councils, and subsidiary corporations. The Board shall annually review and approve all activities and proposed programs of such divisions, bureaus, departments, councils, or subsidiary corporations, including collection and disbursement of funds.

No action or resolution of any kind shall be taken by divisions, bureaus, departments, councils, or subsidiary corporations having bearing upon or expressive of the Chamber, unless approved by the Board of Directors.

ARTICLE VII - FINANCES

Section 1. Funds.

All money paid to the Chamber shall be placed in a general operating fund. Funds unused from the current year's budget will be placed in a reserve account.

Sections 2. Disbursements.

Upon approval of the budget, the Executive Director is authorized to make disbursements on accounts and expenses provided for in the budget without additional approval of the Board of Directors. Disbursement shall be by check.

Section 3. Fiscal Year.

The fiscal year of the Chamber shall be from January 1 through December 31.

Section 4. Budget.

As soon as possible after election of the new Board of Directors and Officers, the Executive Committee shall adopt the budget for the coming year and submit it to the Board of Directors for approval.

Section 5. Annual Audit.

The accounts of the Chamber of Commerce shall be audited annually as of the close of business on December 31 by a public accountant. The audit shall at all times be available to members of the organization within the offices of the Chamber.

Section 6. Bonding.

The Executive Director and such other officers and staff as the Board of Directors may designate shall be bonded by a sufficient fidelity bond in the amount set by the Board and paid for by the Chamber.

ARTICLE VIII - DISSOLUTION

Section 1. Procedure.

The Chamber shall use its funds only to accomplish the objectives and purposes specified in these bylaws, and no part of said funds shall inure, or be distributed, to the members of the Chamber. On dissolution of the Chamber, the assets of the Chamber shall be dedicated to an appropriate public agency to be used for purposes similar to those to which the Chamber was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to an organization to be devoted to such similar purposes.

ARTICLE IX

Section 1. Parliamentary Authority.

The current edition of Roberts Rules of Orders shall be the final source of authority in all questions of parliamentary procedures when such rules are not inconsistent with the Charter or Bylaws of the Chamber.

ARTICLE X - AMENDMENTS

Section 1. Amendments.

These Bylaws may be amended or altered by a two-thirds (2/3) vote of the Board of Directors, or by a majority of the regular members at any regular or special meeting, providing the notice for the meeting includes the proposals for amendments. Any proposed amendments or alterations shall be submitted to the Board or the members in writing, at least ten (10) days in advance of the meeting at which they are to be acted upon.

Dated: _____ Secretary _____