

BYLAWS OF THE POLK COUNTY CHAMBER OF COMMERCE

Amended December 2, 2019

(Note: Any reference to notice being given by "mail" may include notice via delivery by U. S. Mail or by e-mail.)

ARTICLE I

General

Section 1: Name

This organization is incorporated under the laws of the State of Georgia and shall be known as the Polk County Chamber of Commerce Incorporated.

Section 2: Purpose

The Polk County Chamber of Commerce's purpose is to advance the general welfare and prosperity of Polk County commerce so that the business community will prosper.

Section 3: Limitation of Methods

The Polk County 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

Any person, association, corporation, partnership, other entity, or estate having an interest in the objectives of the Polk County Chamber of Commerce shall be eligible to apply for membership.

Section 2: Application and Acceptance for Membership

Applications for membership shall be completed via the online application found on the Polk County Chamber of Commerce website. Acceptance for membership shall be voted upon by the Board of Directors at the next meeting following the application submission. Any applicant accepted by the Board for membership 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 of formula as may be from time to time prescribed by the Board of Directors, payable in advance.

Section 4: Termination of Membership

- (a) Any member may resign from the Chamber upon written request to the Board of Directors;
- (b) Any member shall automatically cease to be a Member of the Chamber for nonpayment of dues after sixty (60) days from the date due by letter, unless otherwise extended for good cause;
- (c) Any member may be expelled by a two-thirds vote of the Board of Directors, at a regularly scheduled meeting thereof, for conduct unbecoming a member, or prejudicial to the aims or repute of the Chamber, after opportunity for a hearing are afforded the member complained against.

Section 5: Voting

In any proceeding in which voting by members is called for, each member person shall be entitled to one vote and each member firm, association, corporation, or other entity shall be entitled to one (1) vote.

Section 6: Exercise of Privileges

Any firm, association, corporation, partnership, 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 membership 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 Chairperson, committees and new members. A detailed outline for orientation of each of these groups shall be a part of this organization's standing procedures manual.

Section 8: Honorary Membership

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

Section 9: Courtesy Membership

Courtesy membership is afforded to individuals, businesses or organizations with whom the Chamber has a "courtesy" relationship based on provision of services, space and/or mutual ideology. Courtesy members shall have all the privileges of members, except the right to vote, and shall be exempt from payment of dues.

The Board of Directors shall confer or revoke courtesy membership annually by majority vote.

Section 10: In-Kind Membership

In-kind membership is provided to individuals, businesses or organizations with whom the Chamber has a commercial relationship and the membership dues are deducted from an amount due, or with whom services are exchanged for membership dues. In-kind membership is available for goods or services which are normal and customary and which the Chamber will be purchasing whether an in-kind membership is utilized. A membership invoice shall be sent annually which outlines the goods or services to be exchanged for membership dues. In-kind members shall have all the privileges of members, including the right to vote. The Board of Directors shall confer or revoke in-kind membership annually by majority vote.

ARTICLE III

Meetings

Section 1: Annual Meeting

The annual meeting of the corporation, in compliance with state law, shall be held within forty-five (45) days of the close of the fiscal year. The time and place shall be fixed by the Board of Directors and notice thereof sent to members using their preferred method of contact at least ten (10) days before said meeting.

Section 2: Additional Meetings

General meetings of the chamber may be called by the Chairperson at any time, or upon petition in writing of any twenty-five (25) members in good standing:

- (a) Notice of special meetings shall be mailed to each member at least five (5) days prior to such meetings;
- (b) Board meetings may be called by the Chairperson or upon request of three (3) members of the Board. Notice (including the purpose of the meeting) shall be given to each director at least one (1) day prior to said meeting;
- (c) Committee meetings may be called at any time by the Chairperson, or by the committee's Chairperson.

Section 3: Quorums

At any duly called general meeting of the chamber, twenty-five (25) members shall constitute a quorum; at Board meeting, a majority of directors present shall constitute a quorum; at a committee meeting, a majority shall constitute a quorum.

Section 4: Notices, Agenda, Minutes

Written notice of all chamber meetings must be given at least ten (10) days in advance unless otherwise stated. An advance agenda and minutes must be prepared for all meetings. A detailed outline for preparation of both shall be a part of this organization's procedures manual.

Consent Agenda

To make more efficient use of meeting time, the Polk County Chamber Board of Directors authorizes the use of a consent agenda as part of its regular meeting agenda. The consent agenda will condense the routine business of the Board into either a single motion or

several categorical motions. The consent agenda will be approved by the Executive Director with the consent of the Chairperson of the Board. Items on the consent agenda will not be discussed prior to action. However, if any Board member believes that any item on the consent agenda requires discussion, that Board member may remove the item from the consent agenda merely by requesting the same. The exempted item then moves to the regular agenda, and the Board may take action as it deems appropriate. Routine, standard, non-controversial, and self-explanatory items are those that will be placed on the consent agenda.

ARTICLE IV

Board of Directors

Section 1: Composition of the Board

The Board of Directors shall be composed of following members to wit:

Voting Members

- a. A maximum of fourteen (14) Members, seven of whom shall be elected annually by the membership to serve for a term of two (2) years, or until their successors are elected and have qualified.

Ex-Officios

- b. The duly elected and appointed Chairperson or designee of: The Polk County Board of Commissioners; the City of Cedartown Board of Commissioners; the Rockmart City Council; the Aragon City Council; Development Authority of Polk County and the Polk School District. The Chairperson or designee is appointed to the Board of Directors in a capacity that will allow a flow of information from the Chamber to each respective governmental entity and from the governmental entity back to the Chamber. However, the Chairpersons or designee shall serve in a non-voting Ex-Officio capacity.

Past Chair

- c. The past Chairperson is not elected to the Board; he/she will be an ex-officio member of the Board following his/her term of office as Chairperson for the term of one (1) year.

Residency or location of business requirements as they relate to the composition of the Board of Directors generally requires equal representation from all areas of Polk County, but is also dependent on nominations provided for new board members.

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: Selection and Election of Directors

A. Nominating Committee. No later than the regular August Board meeting, the Chairperson shall appoint, subject to approval by the Board of Directors, a Nominating Committee of not less than three (3) members of the Chamber. The Vice-Chairperson shall serve as the chair of the committee.

Prior to September 1, the Nominating Committee shall present to the Chairperson a slate of candidates to serve two-year terms to replace the directors whose regular terms are expiring. Each candidate must be an active member in good standing and must have agreed to accept the responsibility of a directorship. No Board member who served their two-year term in the previous year or who has served a lifetime total of ten years on the board is eligible for election. A period of one (1) year must elapse before the 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 U. S. Mail or via E-Mail of the names of persons nominated as candidates for directors and the right of petition.

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

D. Determination. If no petition is filed within the designated period, the nominations shall be closed and the nominated slate of (number of vacancies) candidates shall be declared elected by the Board of Directors at no later than their regular December Board meeting.

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 (number of vacancies) candidates only. The Executive Director shall mail (U. S. Mail or E-Mail) this ballot to all active members at least fifteen (15) days before the next regular Board meeting and no later than fifteen (15) days before the regular December Board meeting.

The ballots shall be marked in accordance with instructions printed on the ballot and returned to the chamber office within ten days. The Board of Directors shall at its next regular Board meeting (no later than December) declare the (number) candidates with the greatest number of votes elected.

E. Judges. If necessary, the Chairperson shall appoint, subject to the approval of the Board of Directors, at least three (3) but not more than five (5) judges who are not members of the Board of Directors or candidates for election. One will be designated Chairperson. Such judges shall have complete supervision of the election, including the auditing of the ballots. They shall report the results 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 next regular Board meeting after elections but no later than the Annual Chamber Board Retreat and shall be participating members thereafter. Retiring directors shall continue to serve until the end of the program year.

Section 4: Absenteeism

A member of the Board of Directors who shall be absent from three (3) consecutive regular meetings of the Board shall automatically be dropped from membership of the Board unless confined by illness or other absence approved by the Executive Committee.

Section 5: Vacancies

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

Section 6: 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 at least annually and revised as necessary.

Section 7: Management

The Board of Directors may appoint an Executive Director and shall fix the salary and other considerations of employment as identified by the Selection Committee.

Section 8: Indemnification

The Chamber may, by resolution of the Board of Directors, provide for indemnification by the chamber of any and all current or former officers, directors, and employees 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 officer, directors, or employees of the chamber, except in relation to matters as to which such individuals shall be adjusted in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty and to such matter as shall be settled by agreement predicted on the existence of such liability for negligence or misconduct.

ARTICLE V

Officers

Section 1: Determination of Officers

The Board of Directors (new and retiring) at no later than its regular December meeting shall reorganize for the coming year. The incoming Chair-Elect shall also choose his/her officers for the coming year. At this meeting, the Board shall vote on the Chairperson, Vice-Chairperson, and the Treasurer 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 term of one (1) year or until their successors assume the duties of office. They shall be voting members of the Board of Directors.

Section 2: Duties of Officers

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

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

The Chairperson, shall with advice and counsel of directors and Executive Director, determine all committees, select all committee Chairpersons, assist in the selection of committee personnel, subject to approval of the Board of Directors.

B. Vice-Chairperson. The Vice-Chairperson (Chairperson-elect) shall exercise the powers and authority to perform the duties of the Chairperson in the absence or disability of the Chairperson. The Vice-Chairperson shall also serve as head of the Strategic Planning Committee of the Chamber. As such, the Vice-Chairperson and committee will be responsible for determining 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 achieving business and community needs in the area served by the chamber.

The Vice-Chairperson automatically becomes Chairperson-elect unless circumstances present otherwise.

C. 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 any officers. The Treasurer shall present a monthly financial report to the Board.

D. Committee Chairs. The duties of the Committee Chairs 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 Chairperson and Board of Directors. The Committee Chair is not required to be a member of the Board of Directors but must be a member of the Chamber in good standing. They will also have under their immediate jurisdiction all committees pertaining to their general duties. Specific and general duties associated with these divisions are outlined in the Chamber's Policy Manual.

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

The Executive Director shall serve as advisor to the Strategic Planning Committee on program planning, and shall assemble information and data and cause to be prepared, special reports as dictated by the program of the Chamber.

The Executive Director shall be a member of the Executive Committee and shall not be a voting member of the Board.

With assistance of the committee chairs, 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.

With the cooperation of the Executive 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 Chairperson, Vice-Chairperson, Treasurer and the Executive Director. The Chairperson will serve as Chairperson 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 or former officers as spelled out in Article IV, Section 7 of these bylaws.

Section 5: Termination/Removal of Board of Directors

Any board member may be terminated from his or her position as a Director and/or as Officer by majority vote of the Board of Directors present at any regular or called meeting, provided at such meeting the Board of Directors by a similar vote shall first find that the presence of such Director is prejudicial to the best interests of the Chamber, and provided further that the Director in question shall have been given written notice of such proposed terminated at least five (5) business days prior to the meeting during which a vote by the Board of Directors is to be taken. The Board Chair will sign such notice at the meeting while all evidence will be presented, and the Director in question will be given an opportunity to show cause why his or her duties should not be terminated. Any Director who resigns, or whose duties have been terminated, shall immediately forfeit all duties and powers, including in his or her role as an Officer, and his or her representation on all committee(s) and board(s).

ARTICLE VI

Committees and Divisions

- A. Business Development Committee
- B. Education & Workforce Committee
- C. Government Affairs Committee

Section 1: Appointment and Authority

The Chairperson, by and with the approval of the Board of Directors, shall appoint all committees. The Chairperson may appoint such ad hoc committees and their Chairperson as deemed necessary to carry out the program of the Chamber. Committee appointments shall be at the will and pleasure of the Chairperson and shall serve concurrent with the term of the appointing Chairperson, 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 Chairperson 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.

Voting by Electronic Mail

In the event a matter requires approval of the Board of Directors before the next regularly scheduled meeting, a member of the Board of Directors may, in the form of a motion, or the Executive Director in the form of a vote by the Executive Committee, request a vote by electronic email ("e-mail"). Each Director shall receive notification by group email from the Chamber Executive Director stating the matter to be voted upon. The notification shall state that the voting must be completed by a certain date and time that gives the Board member two (2) business days to cast their vote. Each Board member is entitled to cast one (1) vote by reply email that shall be cc'd to the Board of Directors. Voting by proxy is not permitted. A unanimous vote by a quorum of responding Directors is required for approval of any matter by email.

Section 3: Testimony

Once committee action has been approved by the Board of Directors, it shall be incumbent upon the committee Chairperson, 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, committee's 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.

Section 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. Authorization of bills to be paid by Executive Committee.

Section 2.5: Signatures

All checks and transfers of funds shall be signed by any member of the Executive Committee. Upon approval of the budget, the Executive Committee shall be authorized to make disbursements on account of expenses provided for in the budget without any additional approval from the Board of Directors. However, any expenses of \$1,000.00 or more requires two signatures from the Executive Committee.

Section 3: Fiscal Year

The fiscal year of the Chamber shall close on December 31.

Section 4: Budget

No later than January 31st, the Executive Committee shall adopt the budget for the coming year and submit it to the Board of Directors for approval.

Section 5: Annual Tax Return

The accounts of the Chamber of Commerce shall be reviewed annually as of the close of business on December 31 by a certified public accountant. The tax return shall at all times be available to members of the organization.

Section 6: Bonding

The Chairperson 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 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 of Directors as defined by the IRS.

ARTICLE IX

Section 1: Parliamentary Authority

The current edition of Roberts Rules of Order 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. The Chairperson shall act as a Parliamentarian for guidance in following the Roberts Rules of Order for all meetings.

ARTICLE X

Amendments

Section 1: Revisions

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 members at any regular or special meeting, providing the notice for the meeting includes the proposals for the amendments. Any proposed amendments or alterations shall be submitted to the Board of Directors in writing, at least ten (10) days in advance of the meeting at which they are acted upon. No adjustments to the by-laws can be made through email.

These bylaws shall become effective on the 8th day of September, 1992 as an amendment to bylaws dated the 20th day of June 1991.

And, as further amended December 2, 2019.

Chair, 2020
Polk County Chamber of Commerce, Inc.

