

BY-LAWS

Metropolitan Lynchburg/ Moore County

Chamber Of Commerce

Revised 2023

ARTICLE I: GENERAL

Section 1. Name

This organization is incorporated under the laws of the State of Tennessee and shall be known as the Metropolitan Lynchburg/ Moore County Chamber of Commerce, hereafter referred to as the Chamber.

Section 2. Objective

This Chamber is organized for the purpose of advancing the economic, industrial, commercial, and civic welfare of Metropolitan Lynchburg/ Moore County. The Chamber shall support activities determined to advance this purpose and oppose those considered detrimental to it. The Chamber shall engage in activities that accomplish the greatest good for the greatest number.

Section 3. Limitations of Methods

The Chamber shall be nonprofit, nonpartisan, and nonsectarian and shall take no part in, nor lend its influence to, the nomination, election, or appointment of candidates for public office.

ARTICLE II: ELIGIBILITY

Section 1. Eligibility

Any civic-minded individual, business firm, partnership, corporation, or estate interested in the objectives of the Chamber shall be eligible for membership. The Board of Directors reserves the right to reject any application for membership.

Section 2. Approval

Application for membership shall be submitted on the form provided for that purpose. The Membership Committee shall review applications and make recommendations to the Board of Directors regarding final approval. Approved memberships shall become effective upon payment of the required membership dues.

Section 3. Dues

Membership dues shall be established by the Board of Directors, which shall review the dues schedule periodically. Dues must be paid in full by October 1 of the current calendar year for membership to be considered in good standing. Members in good standing by October 1 shall be eligible to run for elected office and/or vote in any election. This requirement shall also apply to all members of the Board of Directors and ex-officio members.

Section 4. Termination

(a) Non-Payment of Dues

Members may be expelled by a two-thirds vote of the Board of Directors for non-payment of dues thirty (30) days after the due date unless an extension has been granted.

(b) Conduct

Members may be expelled by a two-thirds vote of the Board of Directors at a regularly scheduled meeting for conduct unbecoming of a member or for actions deemed detrimental to the purpose or reputation of the Chamber.

Section 5. Voting Restrictions of Members

Residents and non-residents holding an individual, business, educational or local nonprofit membership in good standing by October 1 shall be entitled to one (1) vote per membership in any election, referendum or membership meeting. Voting by proxy shall not be permitted.

Section 6. Orientation

New members shall be informed of aims, objectives, and programs adopted by the Chamber. Orientation shall be conducted by the President and Vice-President, with assistance from members of the Board of Directors as needed.

ARTICLE III: MEETINGS

Section 1. Annual Meetings

The Annual Membership Meeting shall be held in November each year, or at another time determined by the Board of Directors.

Section 2. Additional Meetings

(a) General Meetings

General meetings shall be held on the second Wednesday of each month, unless otherwise determined by the President. Members shall receive at least seven (7) days notice of any called meeting.

(b) Board of Directors Meetings

Meetings of the Board of Directors may be called by the President or Vice-President. Directors shall be given at least one (1) day notice prior to the meeting.

(c.) Committee Meetings

Committee meetings may be called at any time by the President or the Committee Chairperson.

Section 3. Quorums

(a) General Membership Meetings, five (5) members shall constitute a quorum.

(b) Board of Directors Meetings, five (5) Directors shall constitute a quorum.

(c) Committee Meetings, a majority shall constitute a quorum.

ARTICLE IV: BOARD OF DIRECTORS

Section 1. Composition

The Board of Directors shall consist of ten (10) members, eight (8) elected members and two (2) ex-officio members. The elected members shall include, President, Vice-President, Secretary, Treasurer and four (4) At-Large Directors shall be elected by the general membership. The eight (8) elected members shall serve two (2) consecutive years. The four (4) At-Large Directors shall serve three (3) year staggered terms, with one Director elected annually to replace the Director whose term is expiring. New Officers and Directors shall assume their duties on January 1.

Section 2. Ex-Officio Members

In addition to the eight (8) elected members of the Board of Directors, the Metropolitan Lynchburg/ Moore County Executive and the immediate past President of the Chamber shall be ex-officio members of the Board of Directors. These members shall serve concurrently with their respective terms of office and shall possess the same voting rights and privileges as elected Directors.

Section 3. Annual Election

Officers and Directors shall be elected by the members at the Annual Membership Meeting in November. Nominations shall take place in October, and the election shall be held in November.

Section 4. Vacancies

In the event of a vacancy on the Board of Directors due to resignation or removal, the Board of Directors shall elect a qualified Chamber member to serve the remainder of the unexpired term.

Any Director who fails to attend three (3) consecutive Board meetings without reasonable cause shall be notified by the President that their office may be declared vacant at the next regular meeting, at which time a replacement may be elected.

Section 5. Authority and Policy

The policy-making and governing authority of the Chamber shall be vested in the Board of Directors. The Board shall control Chamber property, be responsible for Chamber finances, direct the affairs of the Chamber and establish rules and regulations necessary to conduct the affairs of the Chamber.

Policies established by the Board shall be published in a policy manual and made available to Officers, Directors, and others upon request.

ARTICLE V: OFFICERS

Section 1. Election of Officers

Members shall be notified to attend the Annual Meeting for the purpose of electing Officers for the upcoming term. Nominations will take place in October with elections being held in November. The new Officers will be installed at the close of the December meeting.

Section 2. Duties of Officers

1. President

The President shall serve as the chief officer of the Chamber and shall preside at all meetings of the membership and the Board of Directors. He/She shall serve as Chair of the Executive Committee and serve as ex-officio member of all committees. He/she shall sign deeds, contracts, and other formal instruments of the Chamber with approval of the Board of Directors.

2. Vice-President

The Vice-President shall assist the President and perform the duties of the President when necessary. He/She shall serve as Chair of the Membership Committee and organize and direct membership campaigns.

3. Treasurer

The Treasurer shall receive and disburse the funds of the Chamber and serve as Chair of the Budget and Finance Committee. He/She shall maintain all Chamber funds in appropriate accounts and provide financial reports to the Board and membership at regular intervals.

4. Secretary

The Secretary shall maintain the records of the Chamber and record minutes of all meetings. He/She shall distribute a report of each monthly membership meeting to members via email.

A printed copy of the prior meeting's minutes shall be available at each meeting for members without email access.

ARTICLE VI: COMMITTEES

Section 1. Appointment

The President, with assistance from the Vice-President, shall appoint all Committee Chairpersons, subject to confirmation by the Board of Directors. Committee appointments shall not exceed the term of the appointing President.

Section 2. Limits of Authority

No committee shall take formal action, issue public resolutions, commit the Chamber to financial obligations, or speak on matters of policy without prior approval of the Board of Directors. Special Committees shall be discharged by the President upon completion of their assignment and acceptance of their reports by the Board.

Section 3. Budget and Finance Committee

The Budget and Finance Committee shall work with the Board of Directors to establish the annual budget necessary to meet the needs of the Chamber. The committee shall also assist in identifying the means by which budget requirements are met.

ARTICLE VII: BUDGET AND FISCAL YEAR

Section 1. Funds

All funds, unless raised for a specific purpose, shall be deposited into the general operating fund of the Chamber. Funds remaining from the current year's budget shall not be used without authorization from the Board of Directors. The Board of Directors shall ensure that the Chamber maintains an annual two million dollar Commercial General Liability insurance policy for events and activities conducted by the Chamber.

Section 2. Disbursements

No financial obligation shall be incurred and no funds shall be appropriated without prior approval of the Board of Directors. Disbursements shall be made by check signed by the Treasurer.

Section 3. Fiscal Year

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

Section 4. Financial Review

The President shall appoint a Financial Review Committee to review the books and records of the Chamber at the close of each fiscal year.

Section 5. Dissolution

Upon dissolution of the Chamber, and after payment of all outstanding obligations, any remaining funds shall be distributed to one or more qualified charitable, educational, scientific, or philanthropic organizations selected by the Board of Directors.

ARTICLE VIII: PARLIAMENTARY AUTHORITY

All meetings of the Chamber shall be governed by Robert's Rules of Order Newly Revised, in matters not otherwise provided for in these By-Laws.

ARTICLE IX: AMENDMENTS

Section 1. Proposal

All proposed amendments to these By-Laws must first receive approval from the Board of Directors.

Section 2. Revisions

These By-Laws may be amended or altered by two-thirds vote of members present at any regular or special meeting called for that purpose, provided proper notice has been given to all members and a quorum is present.