

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 is 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 will support activities determined to advance this purpose and will oppose those which are considered detrimental to this purpose.

The Chamber will engage in activities that will accomplish the greatest good for the greatest number.

Section 3. Limitations of Methods

The Chamber shall be nonprofit, non-partisan, nonsectarian and shall take no part in or lend its influence on 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 shall have the right to reject any application for membership.

Section 2. Approval

Application for membership will be accomplished by submitting the form provided for that purpose. The Membership Committee shall make recommendations to the Board of Directors concerning final approval. Approved memberships will be effective upon payment of the prescribed membership dues.

Section 3. Dues

Membership dues will be established by the Board of Directors who have the responsibility of reviewing 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. All members in good standing by October 1 will be eligible to run for elected office and/ or vote in any election.

Section 4. Termination

- (a) Members may be expelled by a two-thirds vote of the Board of Directors for non-payment of dues after 30 days from the due date unless otherwise extended.
- (b) Members may be expelled by a two-thirds vote of the Board of Directors at a regularly scheduled Board of Directors meeting for conduct unbecoming of a Chamber member or detrimental to the purpose or reputation of the Chamber.

Section 5. Voting Restrictions of Members

Residents and non-residents with an individual membership or holding a business, educational or local non-profit membership in good standing by October 1 are entitled to one (1) vote per individual/ business in any election, referendum or membership meeting. No voting by proxy shall be permitted.

Section 6. Orientation

New members shall be informed of aims, objectives and programs of work adopted by the Chamber. The orientation shall be conducted by the President and Vice-President with needed assistance provided by members of the Board of Directors.

ARTICLE III: MEETINGS

Section 1. Annual Meetings

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

Section 2. Additional Meetings

- (a) General meetings will be held the second (2nd) Wednesday of each month or may be called by the President at any time. Members to be notified at least seven (7) days prior to the scheduled date of the called meeting.
- (b) Board of Directors meetings may be called for by the President or Vice-President. Notice shall be given to each Director at least one (1) day prior to the meeting.
- (c) Committee Meetings may be called at any time by the President or the committee chairman.

Section 3. Quorums

- (a) General Chamber Meetings, five (5) members shall constitute a quorum.
- (b) Board 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 of the Board

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

Section 2. Ex-Officio

In addition to the eight (8) regularly elected members of the Board of Directors, the Metropolitan Lynchburg/ Moore County Executive and the past President of the Chamber shall be ex-officio members of the Board of Directors, his or her term to be concurrent with their term of office and they shall have full voting and other rights as though they were regularly elected members of said Board.

Section 3. Annual Reorganization of The Board

The Chamber shall elect from its membership a President, Vice-President, Secretary and Treasurer who will serve a two (2) year consecutive term and four (4) At-Large Directors who will serve a three (3) year staggered term.

Said election shall be held by the membership at the Annual Membership Meeting in November.

Section 4. Vacancies

In the event of a vacancy on the Board of Directors due to resignation or removal, said Board of Directors shall elect a member of the Chamber to fulfill such unexpired term.

Any member of the Board of Directors, who fails to attend three (3) consecutive Board meetings without reasonable cause, shall be notified by the President that at the next succeeding regular meeting his/ her office shall be declared vacant and a new Officer/ Director shall be elected to take his/ her place.

Section 5. Policy

Policies established by the Board will be published in a manual for easy reference; copies shall be made available to Officers, Directors and others as requested. The Board of Directors shall establish rules and regulations required to conduct and affairs of the Chamber.

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

ARTICLE V: OFFICERS

Section 1. Determination of Officers

The Board shall notify all members to be present at the Annual Meeting for the purpose of electing officers for the ensuing year. Nominations will take place in October with elections being held in November. New Officers will be installed at the close of the December meeting.

Section 2. Duties of Officers

1. President: He/ She shall be the head of the Chamber and shall preside at all the meetings of the membership and the Board of Directors.
He/ She shall serve as Chairman of the Executive Committee and be an ex-officio member of all committees. With the approval of the Board of Directors, he/ she shall sign all deeds, contracts and other instruments affecting the operation of the Chamber or any of its properties. He/ She shall sign all formal documents of the Chamber.
2. Vice-President: He/ She shall serve as first assistant to the President, performing the duties of the President whenever necessary.
He/ She shall serve as Chairman of the Membership Committee and be responsible for organizing a committee and directing the Membership Campaign.
3. Treasurer: He/ She shall receive and disburse the funds of the Chamber and serve as Chairman of the Budget & Finance Committee.
He/ She shall keep all monies of the Chamber deposited in its name. At frequent intervals he/ she shall make reports to the Board of Directors and members.
4. Secretary: He/ She shall keep the records of the Chamber, take minutes at the meetings and present a report of each monthly membership meeting to the members via email.
(a) A printed copy of the prior meetings' minutes will be available at each meeting for members not having email access.

ARTICLE VI: COMMITTEES

Section 1. Appointment and Authority

The President with the assistance of the Vice-President shall appoint all Committee Chairman subject to confirmation by the Board of Directors. Committee appointments shall be at the will and pleasure of the President and in no event shall exceed the term of the appointing President.

Section 2. Limits of Authority

No committee shall take or make public any formal action, or make public any resolution, or commit the Chamber on questions of policy, or financial obligation without first obtaining the 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 of Directors.

Section 3. Budget and Finance Committee

The Board of Directors shall be responsible for assisting the Budget & Finance Committee in establishing the budget necessary to meet the requirements of the Chamber.

The Budget & Finance Committee shall be responsible for determining ways and means by which budget requirements are met.

ARTICLE VII: BUDGET AND FISCAL YEAR

Section 1. Funds

All money, unless raised for a specific purpose, shall be placed in a general operating fund. Funds unused from the current year's budget shall not be used without authorization of the Board of Directors. The Board of Directors are responsible for obtaining and holding an annual two (2) million dollar Commercial General Liability insurance policy for special events/ activities conducted by the Chamber.

Section 2. Disbursements

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

Section 3. Fiscal Year

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

Section 4. Financial Review

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

Section 5. Dissolution

The Chamber shall use its funds only to accomplish the objectives and purposes specified in the charter and these By-Laws and no part of said funds shall be distributed to the members of the Chamber. On dissolution of the Chamber, and after payment of all outstanding obligations, 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.

ARTICLE VIII: PARLIAMENTARY PROCEDURES

Section 1. Authority

In all matters of assembly, the Chamber shall be governed by and conducted according to the established Robert's Rules of Order as revised.

ARTICLE IX: AMENDMENTS

Section 1. Amendments

All proposed amendments to the By-Laws shall first receive approval of the Board of Directors.

Section 2. Revisions

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