

Donalsonville-Seminole County Chamber of Commerce

The Gateway to Lake Seminole

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BY-LAWS

Article 1 - NAME

The name of this organization shall be the Donalsonville/Seminole County Chamber of Commerce, Inc., and it is referred to in these By-Laws as the Chamber of Commerce.

ARTICLE II - PURPOSE

SECTION 1.

To encourage, foster, and stimulate commerce, trade, business, finance, and professional interest; to eliminate and reform abuses in such areas; to stimulate, encourage, and promote cooperation and friendly exchange among members; to promote, advance, and stimulate agricultural, business, civic, commercial, industrial, recreational, literary and social interests and general welfare in Donalsonville, Iron City, Lake Seminole and throughout Seminole County, Georgia; to acquire, preserve and distribute statistics and information of value; to acquaint and inform the public as to its objectives and to stimulate public opinion and reaction to these ends by providing information and other civic, educational, commercial, industrial, social, and public features as will foster, encourage, and stimulate these purposes.

SECTION 2.

The 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.

SECTION 3.

The Chamber shall be nonpartisan and nonsectarian and shall take no part in or lend its influence or facilities either directly or indirectly, to the nomination, election, or appointment of any candidate for office in city, county, state, or nation, nor shall any meetings of a political nature whatsoever be held within the premises occupied by or under the control of the Chamber.

ARTICLE III

MEMBERSHIP

SECTION 1.

Any individual, business firm, partnership, government agency or corporation may subscribe to membership in the Donalsonville-Seminole Chamber of Commerce. Application for membership shall be in writing or specified forms. Applications must be submitted to the President for his/her recommendation, and then to the Membership Committee for final approval.

SECTION 2.

The Chamber of Commerce shall conduct an annual enrollment of members, but an eligible person or entity may be submitted in writing for membership at any time.

SECTION 3.

Members in good standing regardless of classification shall be eligible to participate in the business meeting, or to serve in any elective or appointive position.

SECTION 4. (Revised 2021)

The membership of the Donalsonville-Seminole County Chamber of Commerce shall be classified by all membership by the Board of Directors, with categories as follows: The Board of Directors shall have sole authority to determine in which category a prospective member would be classified. Membership fees shall be at such rate or rates, (more than one membership) from a schedule of formulas as prescribed by the Board of Directors.

- **Business Membership:**

Business memberships are for:

- Corporations
- Business firm
- Government Agency
- Partnership
- Association

This classification also includes any business/corporation/government agency/Partnership/Association entity operating in Seminole County, Georgia, or any business entity with a vested interest in Seminole County. Dues for this classification shall be based on Tier 1, Tier 2 or Tier 3 per year. (See Addendum for Article III, Section 4). Any deviation from Tiers 1, 2, and 3 need to be approved by the Executive Board.

- **Associate Members**

Associate membership shall be available to:

- a. Government Employees – Employees of any local, state or federal government, school or government agency may be associate members. The name of the government agency will appear on the Chamber Roster of Members.
- b. Honorary – Associate Membership shall be available to individuals who are over age 62 and are no longer employed. These retired members may want to volunteer to perform tasks helpful to the Chamber operations.
- c. Individuals – Associate Membership shall be available to individuals who represent only themselves. Individual names will appear on the Chamber Roster of Members for members in this category.

Election of Membership – Election to membership will be by the Board of Directors after receipt of payment of annual membership investment and membership application. This application shall be a pledge by the applicant of acceptance and adherence of the above state purposes, regulations and By-Laws of the Chamber.

Member-in-Good Standing Termination of membership – An employee-

representative or individual member will be said to be a member-in-good standing unless terminated for any of the following reasons:

1. Forfeiture of membership because of failure to pay within 60 days of due date unless extended by approval of the President or majority vote of the Board of Directors.
2. Resignation in writing.
3. Closing of a company.
4. Death of an individual member.
5. Expulsion for express violation of the By-Laws or other regulations by the Board of Director

SECTION 5. (Revised 2021)

Dues shall be payable in advance in quarterly or annual installments. Any member not current at year end will be dropped from the membership, and not re-instated until back dues are paid in full.

ARTICLE IV GOVERNMENT

SECTION 1. (Revised 2021)

The general management of the affairs of the Chamber of Commerce shall be vested in the Board of Directors, who shall be elected as provided in Article VII of these By-Laws. The number of directors shall be twelve, with **three** new members added each year.

SECTION 2.

The officers of the Chamber of Commerce shall consist of a Chairman, Vice-Chairman and Treasurer, selected from the Board of Directors as provided in Article VIII of these By-Laws,

SECTION 3.

The Chairman shall be a member, ex-officio of all committees.

ARTICLE V DUTIES OF BOARD OF DIRECTORS

SECTION 1.

The Board of Directors shall have general charge of the management of the affairs, funds, and property of the Chamber of Commerce.

SECTION 2. (Revised 2021)

To accomplish the duty set forth above, the Board of Directors is empowered to employ a President and a Membership Services Coordinator.

SECTION 3.

The Board of Directors is responsible for establishing procedure and formulating policy of the organization.

ARTICLE VI

DUTIES OF OFFICERS AND EMPLOYEES

SECTION 1.

The Chairman shall serve as the chief elected officer of the Chamber of Commerce and shall preside at all meetings of the membership, and the Board of Directors. The Chairman shall determine all committees, select all committee leaders, and assist in the selection of committee personnel, subject to approval of the Board of Directors.

SECTION 2.

The Vice-Chairman shall assist the Chairman in the discharge of his duties and preside in his absence.

SECTION 3.

The Treasurer shall receive and disburse the funds of the Chamber of Commerce. This officer, in conjunction with the Secretary shall keep all monies of the organization deposited in its name, in such financial institutions as may be designated by the Board of Directors. The Treasurer, in conjunction with the Secretary shall, at each monthly meeting of the Board of Directors, present an itemized statement of receipts and disbursements.

SECTION 4.

The President, in conjunction with the Board of Directors, will prepare appropriate reports necessary to keep the members informed of the organization's goals, programs and efforts. The President shall have control of all employees of the Chamber and be responsible for and have power to carry out the details of the operation of the organization along the lines of policy and according to the regulations set down by the Board of Directors.

SECTION 5. (Revised 2021)

The Executive Committee shall consist of the Chairman, Vice Chairman, Treasurer, President and (1-3) additional board member as appointed by the Chairman. The Executive Committee shall act for the Board of Directors between regular meetings of the Board. A quorum of two of the following - Chairman, Vice-Chairman, or President shall be required before the committee can go into executive session.

SECTION 6.

The Secretary shall serve as secretary to the President and the Board of Directors, prepare notices to distributed, treasurer's reports, agendas, minutes of meetings of the Board and other appropriate data. This employee shall be a non-voting member of the Board of Directors and all committees.

ARTICLE VII

ELECTION OF DIRECTORS

SECTION 1. (Revised 2021)

The Board of Directors shall consist of twelve members serving staggered four-year terms. Non-voting ex-officio members of the Board shall include the Mayor of Donalsonville, Mayor of Iron City, Chairman of the Seminole County Board Commissioners, County Administrator, City Manager, Superintendent of Schools, Chairman of the Development Authority, the immediate past Chairman and any others determined by the Board of Directors.

SECTION 2. (Revised 2021)

At the regular September Board of Directors Meeting, the Chairman will designate three (3) members in good standing as members of a Nominating Committee. The Chairman will designate the Chairperson of the Nominating Committee. Prior to the regular October board meeting, the Nominating Committee shall present to the Chamber President a slate of three qualified candidates to serve a four year term to replace the directors whose regular terms are expiring; confirming the fact by personal contact with the candidates by the committee that they are willing to accept directorship responsibility. Proposed candidates to serve on the Board of Directors will be asked to sign a commitment letter of their willingness to serve. No current board member who has served two consecutive (4) year terms will be eligible for re-election. A period of one (1) year must elapse before eligibility is restored. The exception being a board member, who has been elected by the Board of Directors to fill an unexpired term.

SECTION 3. (Revised 2021)

During the first two weeks of October, the President/Executive Director will notify Chamber of Commerce members in good standing by Survey Monkey, Email, Newspaper and/or Face Book, etc. of the appointed Nominating Committee and the upcoming election. Chamber members in good standing may contact the Chamber of Commerce to nominate a candidate to serve on the Board of Directors. The Nominating Committee will also consider nominations received from the general membership prior to the October Board of Director's meeting. Prior to the regular **October/November** Board of Directors meeting, the Nominating Committee will present a slate of four (4) qualified candidates to replace the four (4) directors whose regular terms are expiring,

Upon approval of the Nominating Committee's report by the Board of Directors, the Chamber President will notify the Chamber membership by email or direct mail of the names of qualified candidates for directors, by the November board meeting. A list of the approved candidates will be on file in the chamber office. The President will see that a ballot is prepared declaring the qualified candidates for directors.

SECTION 4.

The newly elected directors shall commence their duties on January 1st following election.

ARTICLE VIII

ELECTION OF OFFICERS

The Board of Directors at its regular October meeting, shall elect the Chairman, Vice Chairman and Treasurer for the upcoming year. Officers will be elected from the twelve members of the Board whose terms do not expire. All officers shall serve for a term of one (1) year from January 1 to December 31 and they shall be voting members of the Board of Directors.

ARTICLE XI

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 of the Board, unless confirmed by illness or other absence approved by a majority vote of the Board of Directors.

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

ARTICLE X

MEETINGS

SECTION 1. (Revised 2021)

The Annual Meeting of the Chamber of Commerce shall be held in January or February each year, or at a time at the direction of the Chairman and President, to be approved by the Board of Directors. The time and place shall be fixed by the Board of Directors and notice thereof communicated by Facebook, Facebook, Newspaper, Email or mail to each member at least ten(10) days before said meeting.

SECTION 2.

The Board of Directors shall meet monthly at a time and place to be determined by the Board, with the exception the Executive Committee declares there is no business to warrant a monthly meeting.

SECTION 3. Revised 2021

At the Annual meeting of the Chamber of Commerce 5% or 10% of the membership shall constitute a quorum, and a majority of Directors present shall constitute a quorum of the Board of Directors.

ARTICLE XI COMMITTEES

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

Committees shall be discharged by the Chairman 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.

ARTICLE XII FINANCIALS

SECTION 1. FUNDS: (Revised 2021)

All monies paid shall be placed in a general fund. Funds unused from the current year's budget will be placed in a reserve account/general fund, or roll over, as determined by the Executive Board of Directors.

SECTION 2. DISBURSEMENTS:

No obligation or expense shall be incurred, and no money shall be appropriated without prior approval of the Board of Directors. Upon approval of the budget, the President is authorized to make disbursements on accounts and expenses provided for in the budget without additional approval of the Board of Directors. Disbursements shall be by check. Checks shall be signed by any two of the following officers: Chairman, Vice-Chairman, President, Treasurer and Secretary, with the exception that the President and Secretary shall not sign concurrently.

SECTION 3. FISCAL YEAR: (Revised 2021)

The fiscal year of the Chamber shall close on December 31st. Board of Directors discuss and vote.

SECTION 4. ANNUAL TAX RETURNS:

The tax return shall be prepared by a certified public accountant annually after the close of the fiscal

year. The return shall at all times be available to members of the organization at the offices of the chamber. The Board of Directors may at any time order an audit if deemed necessary.

ARTICLE XIII **PARLIAMENTARY AUTHORITY**

The current edition of Roberts Rules of Order shall be the final source of authority in all questions of parliamentary procedure when such rules are inconsistent with these By-Laws.

ARTICLE XIV **AMENDMENTS**

SECTION 1.

These By-Laws may be altered, amended, or repealed by the affirmative vote of not less than two-thirds of the members of the Board of Directors present at any regular or special meeting provided that written notice of such meeting shall be mailed to each Director at least ten (10) days prior to the meeting. Said notice shall contain information about the proposed change and the purpose of the change.

SECTION 2.

All alterations, amendments, or repeals shall be reported to the membership at the next regular Annual Meeting.

SECTION 3. (Revised 2021)

Any amendment to the By-Laws effecting a change in the number of Directors shall conform to the provision of Article IV, Section 1, of these By-Laws.