



ARTICLE I NAME

SECTION 1. The name of the organization shall be the HABERSHAM COUNTY CHAMBER OF COMMERCE, INC., (hereinafter, the “Chamber”).

ARTICLE II MISSION

SECTION 1. The Chamber’s mission is to be vital to existing businesses, promote economic development, and enhance the quality of life in Habersham County.

ARTICLE III LIMITATION OF METHODS

SECTION 1. The Chamber is nonpartisan, nonsectarian and non-profit organization and shall take no part in, nor lend its influence, directly or indirectly, to the nomination, election and/or appointment of any candidate for any public office in local, city, county, state or national service. It is critical that the Chamber work with whoever the citizens elect to serve our local community and therefore, our business members.

In addition, the Chamber shall not permit any meeting or gathering in support of, or against, any candidate for any public office in or on any property owned, possessed, occupied, under the control of or leased by the Chamber irrespective of whether the candidate is a member of the Chamber. The Chamber and its officers and directors shall conduct business in compliance with state and federal election laws.

The Board of Directors shall be the sole authority to decide any questions or issues which may arise associated with this Bylaw.

ARTICLE IV MEMBERSHIP

SECTION 1. Any person, association, firm, corporation, or partnership, or other legal business entity is eligible for membership in the organization without regard to sex, creed, color or place of origin, (hereinafter, “Eligible Business Entity”).

SECTION 2. No one shall be a member of the organization unless his membership is first approved by the Board of Directors at a meeting of the same, and that such membership fee, as may be determined by the Board of Directors, is paid by such member.

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SECTION 3. Any Eligible Business Entity may acquire and hold more than one membership by paying the annual dues of each membership and may designate an individual to represent each such membership, provided such Eligible Business Entity is first approved by the Board of Directors.

SECTION 4. The individual members of this organization shall be entitled to those voting rights as approved by the Board of Directors. All voting rights shall inure to the benefit of the individual members of the organization and any Eligible Business Entity holding more than one membership shall not be entitled to vote said memberships on behalf of its members, but instead shall only be entitled to one vote.

SECTION 5. Any Eligible Business Entity holding more than one membership shall have the right to change any or all of its representatives upon written notice to the organization.

SECTION 6. Applications for membership shall be in writing to the Board of Directors and said application shall be taken as a promise on the part of such applicant that same is interested in the objectives of the organization and that they will adhere to the Bylaws and rules of the organization. Election to membership shall require a majority vote of all Directors present at the meeting where same is considered.

SECTION 7. The value of the Habersham Chamber of Commerce (hereinafter "Chamber") and our members' reputation depends upon the ethical conduct of everyone involved with the Chamber. Each of us sets an example for the other - as well as for other professionals - by our pursuit of excellence with high standards of performance, professionalism, and ethical conduct.

All members must be licensed (as applicable) and abide by local, state and federal laws. Any member may be removed by the Chamber's Board of Directors for any conduct which adversely affects the morale, operations, and/or efficiency of the Chamber and/or for any conduct which tends to adversely affect, cast an unfavorable light, or damage the reputation of, and/or confidence in, the Chamber.

The Board, by a vote of not less than 75% of the Board present at any duly called or regular meeting of the Board may remove a member.

The removed member may appeal the decision of the Board by submitting their appeal in writing within fifteen (15) days of the Board's decision to remove said member. The written appeal must be delivered to the Chairman of the Board.

If an appeal is timely made, the full membership shall consider the appeal at a meeting specially called by the Chairman. Those in attendance at said meeting shall be considered a quorum for the appeal. After no more than a 30 minute presentation by the removed member and no more than a 30 minute response by the Chamber, the members shall immediately vote to uphold or overturn the decision of the Board. A majority vote of the members present at said meeting shall be required to uphold or overturn the Board's decision.

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SECTION 8. Upon default of the payment of the annual dues, the President shall suspend such member, unless otherwise directed by the Board of Directors.

SECTION 9. The resignation, suspension or expulsion of a member shall terminate membership, unless restored to membership by action of the Board of Directors.

SECTION 10. The termination of membership shall work a forfeiture of all interest of such member in the organization.

ARTICLE V MEETINGS

SECTION 1. An annual membership meeting of the organization shall be held once during the calendar year, and such other meetings may be held as the Board of Directors may consider necessary or desirable.

SECTION 2. The Board of Directors shall call a meeting of the membership if such meeting is requested in writing by at least twenty-five percent of the membership.

SECTION 3. At all membership meetings, twenty-five percent of the membership shall constitute a quorum for the transaction of any business properly brought before such meeting.

SECTION 4. At least five days' notice of all regular and special meetings shall be given by the Secretary, the President, or by the Chair by personal communication, by telephone, by ordinary course of U.S. mail, or by e-mail.

ARTICLE VI THE BOARD OF DIRECTORS

SECTION 1. The governing of the organization, the direction of its work, and the control of its assets and property shall be vested in a Board of Directors which shall consist of no fewer than (12) twelve elected members. The Directors shall serve a two-year term. No Director may serve more than two consecutive two-year terms. After an absence from the Board of two years, a Director may be eligible for re-election, as referenced within these Bylaws.

No publicly elected official or other person who has influence or may have influence on the budget of and/or funding for the Chamber shall serve on the Board of Directors.

The (12) twelve Directors shall be responsible for the election of the Officers of the organization, in accordance with Article VII of the Bylaws.

SECTION 2. The Board of Directors shall meet at least once a month, at a time and place fixed by them. The Chair may call a special meeting of the Board as needed.

SECTION 3. The election of the Directors shall be as follows:

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- A. At the July Board meeting, the Chair shall appoint a Nominating Committee for the election of the upcoming term's Directors. The Nominating Committee shall be approved by the Board.
- B. In August, the membership will be given the names and phone numbers of the Nominating Committee and notified of the election date. The membership will be requested to recommend candidates to the Nominating Committee for any vacancies on the Board. Candidates must be Chamber members in good standing. The Nominating Committee will accept nominations for a two week (14 day) period.
- C. All voting shall be by ballot. All candidates nominated shall be arranged on the ballot in alphabetical order and submitted for vote to the membership before September 30. The membership shall have two weeks (14 days) to return the ballots. The ballots will be collected and tabulated by an independent company, i.e. CPA firm, etc. This shall be completed for submission to the Board at their regular October meeting.

SECTION 4. The Board of Directors shall have the power to fill any vacancy on the Board which might occur among the elected Directors or Officers for their unexpired terms.

SECTION 5. The Executive Board may appoint as many as five (5) ex officio advisors to the Board of Directors in order to provide leadership in the following nine (9) areas:

Governance, Finance, Human Resources, Government Affairs, Program Development, Technology, Communication, Facilities, and Benchmarking.

The Executive Board may prepare a list of names of individuals (who are Chamber members) to serve in the chosen area(s) and will submit the list to the Board of Directors for approval. The appointed members will serve in an ex officio capacity and will serve for a one (1)-year appointment.

Ex officio advisors may attend all Board meetings, but they only have voting privileges in their area of assignment. They may also make a motion/proposal to the Board in their area of assignment but may not second a motion.

SECTION 6. Fifty-one (51) percent of the directors shall constitute a quorum for the transaction of business at any regular or duly called meeting of the Board of Directors.

SECTION 7. The Secretary (Administrative Assistant) shall record the minutes of all meetings of the Board and shall give a summary of the minutes to the Board at the next meeting.

SECTION 8. Any Director or Officer that is unexcused from two (2) Board meetings in a twelve (12) month period may be removed from the Board. A 75% vote of the majority of the Board of Directors shall be required before any Director and/or Officer may be removed.

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ARTICLE VII
DETERMINATION OF OFFICERS

SECTION 1. The Board of Directors at its regular October meeting shall reorganize for the coming year. The Executive Committee shall submit a slate of officers for the coming year to the Board. The Board of Directors shall vote and elect the new Officers; to wit: Chair, Chair Elect, Chair Elect Designee and Treasurer. These officers shall comprise the Executive Committee. The Past Chair each year shall also be a member of the Executive Committee.

SECTION 2. Duties of Officers:

A. Chair: The Chair shall serve as the chief elected Officer of the Chamber, and shall preside at all meetings of the membership, Board of Directors, and Executive Committee. The Chair, with the advice and counsel of the President, shall each year prepare the Program of Work for the Chamber, and determine all committees, select committee chair, and assist as needed in selection of committee members. The Program of Work and committee assignments shall be approved by the Board of Directors.

B. Chair-Elect: The Chair-Elect shall exercise the powers and authority and perform the duties of the Chair in the absence or disability of the Chair. The Chair-Elect will be responsible for assuring that the Program of Work and all other activities of the Chamber are directed toward achieving the mission and goals of the Chamber. The Chair-Elect will also perform any other duties as directed by the Chair.

C. Chair-Elect Designee: The duties of the Chair-Elect Designee shall be such as may be assigned by the Chair and the Board of Directors. The Chair-Elect Designee will work particularly close with the Chair-Elect to ensure that the Program of Work is being followed.

D. Treasurer: The Treasurer shall be responsible for the safeguarding of all funds received by the Chamber and for their proper disbursement. The Treasurer shall cause a monthly financial report to be created and will provide a copy and give a report on same to the Board at each regular monthly meeting.

After an absence of two years, an Officer can be eligible for election again as can other members of the Board. The Treasurer shall be appointed each year, but cannot serve more than four (4) consecutive 1-year terms. After an absence of two years, he/she can be eligible for election again.

ARTICLE VIII
PRESIDENT

SECTION 1. Duties of the President:

- A. The Board of Directors shall employ a President and shall fix the salary and other considerations of employment.

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- B. The President shall be the (COO) chief operating officer. The President or his/her Administrative Assistant shall serve as secretary to the Board of Directors, and cause to be prepared notices, agendas, and minutes of meetings of the Board.
- C. The President shall serve as advisor to the Chair on program planning and shall assemble information and data and cause to be prepared special reports as directed in the Program of Work of the Chamber.
- D. The President shall be a non-voting member of the Board of Directors, the Executive Committee, and all committees.
- E. With the assistance of each Committee Chair, the President shall be responsible for the administration of the Program of Work in accordance with the policies and regulations of the Board of Directors.
- F. The President shall be responsible for hiring, discharging, directing and supervising all employees of the Chamber.
- G. With the cooperation of the Executive Committee, the President shall be responsible for the preparation of an operating budget covering all activities of the Chamber, subject to the approval of the Board of Directors. The President shall also be responsible for all expenditures with the approved budget allocations.

ARTICLE IX INDEMNIFICATION AND INSURANCE

SECTION 1. Indemnification. In the event that any person who was or is a party to or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, seeks indemnification from the Chamber against expenses, including attorney's fees (and in the case of actions other than those by or in the right of the Chamber judgments, fines and amounts paid in settlement), reasonably incurred by such person in connection with such action, suit or proceeding by reason of the fact that such person is or was a Director, officer, employee or agent of the Chamber, or is or was serving at the request of the Chamber as a Director, officer, employee, trustee or agent of another corporation, domestic or foreign, non-profit or for profit, partnership, joint venture, trust or other enterprise, then, unless such indemnification is ordered by court, the Chamber shall determined or cause to be determined, in the manner provided under Georgia law whether or not indemnification is proper under the circumstances because the person claiming such indemnification has met the applicable standards of conduct set forth in the Georgia Nonprofit Corporation Code. To the extent it is so determined that such indemnification is proper, the person claiming such indemnification shall be indemnified to the fullest extent now or hereafter permitted by Georgia law.

SECTION 2. Indemnification Not Exclusive of Other Rights. The indemnification provided in Section 1 above shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the articles of incorporation or bylaws, or any agreement,

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vote of disinterested Directors, or otherwise, both as to action in the person's official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director, officer, employee or agent, and shall inure to the benefit of the heirs, executors and administrators of such a person.

SECTION 3. Insurance. To the extent permitted by Georgia law, the Chamber may purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the Chamber, or is or was serving at the request of the Chamber as a Director, officer, employee, trustee or agent of another corporation, domestic or foreign, non-profit or for profit, partnership, joint venture, trust or other enterprise. Bonding is provided for Chamber employees and Officers at the \$50,000 level.

ARTICLE X COMMITTEES

SECTION 1. The Board of Directors shall authorize and define the powers and duties of all committees.

SECTION 2. The Chair shall appoint all committees, subject to confirmation by the Board of Directors.

SECTION 3. The Executive Committee shall be composed of the Chair, Past Chair, Chair-Elect, Chair-Elect Designee and Treasurer.

- A. The Chair shall serve as the head of the 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.
- B. In the interim between meetings of the Board, the Executive Committee shall have oversight for the routine business of the Chamber. It shall have the general charge of the finances and property. At the beginning of the fiscal year, it shall oversee the preparation, by the President, of the Chamber's budget for the year. This budget shall be presented to the Board for approval.
- C. The Executive Committee will also be responsible for personnel matters, specifically the hiring and/or termination of the President, and the salary of same. All actions will be reported to the Board for their approval.

SECTION: 4. The Finance Committee shall arrange an annual review by a CPA firm and an audit every three years. The committee shall report its findings to the Board of Directors. The Finance Committee shall work with the Treasurer in reviewing the financials, and in general assuring that the Chamber's income and expenses are consistent with the budget. The Finance Committee shall be comprised of no fewer than three (3) and no more than five (5) Directors and shall be chosen by the Executive Committee.

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SECTION: 5. Committee Chair. Each of the twelve (12) elected Directors shall be assigned as a Committee Chair or Co-Chair. Each Chair shall designate a vice-chair. Each Committee Chair is responsible for recruiting their committee members and is responsible for assuring that the Program of Work for their committee is accomplished.

SECTION 6. Ad Hoc Committees may be formed as deemed necessary by the Chairman

ARTICLE XI DISBURSEMENTS

SECTION 1. All disbursements shall be made by check. Such funds shall be kept on deposit in a member financial institution or invested in a manner approved by the Board of Directors. The Board also directs that the following be authorized to sign checks: President, Chair of the Board, Chair Elect and Treasurer. Any check above \$2,000.00 shall require two signatures.

ARTICLE XII DISSOLUTION

In the event of the dissolution of this organization, none of its property shall ever go to any member. After payment of all outstanding debts, all remaining assets shall be used for charitable purposes.

ARTICLE XIII FISCAL YEAR

SECTION 1. The fiscal year shall end the 31st day of December.

ARTICLE XIV PARLIAMENTARY PROCEDURE

SECTION 1. The proceedings of the Chamber meetings shall be governed by and conducted according to the latest edition of *The Modern Rules of Order*.

ARTICLE XV AMENDMENTS

SECTION 1. These Bylaws may be amended by a fifty-one (51) percent vote of the Board of Directors.

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