

**BY-LAWS
OF
CORDELE-CRISP CHAMBER OF COMMERCE, INC.**

ARTICLE 1

GENERAL

Section 1: Name

This organization is incorporated under the laws of the State of Georgia and shall be known as the Cordele-Crisp Chamber of Commerce Incorporated.

Section 2: Purpose

The Cordele-Crisp Chamber of Commerce is organized to achieve the objectives:

1. Preserving the competitive enterprise system of business by: creating a better understanding and appreciation of the business community and representing them in the city, county, state and national legislative and political affairs;
2. Preventing or addressing controversies which are detrimental to expansion and growth of business in the community if they arise;
3. Creating a greater appreciation of the value of a more liberal investment of substance and self on behalf of the interest of competitive business;
4. Promoting business and community growth and development by promoting programs of civic, social and cultural nature, which are designed to increase the functional and aesthetic values of the community and discovering and correcting abuses, which prevent the promotion of business expansion and community growth.

Section 3: Limitation of Methods

The Chamber shall observe all local, state and federal laws, which apply to nonprofit organizations as defined in section 501(c)(6) of the Internal Revenue Code as amended from time to time. Accordingly, the Chamber shall be nonprofit, nonpartisan, non-sectarian and shall take no part in, or lend its support to, the election or appointment of any candidate for public office. The Chamber may engage in all activities permitted by state or federal law limited only by such activities that would affect its nonprofit status.

ARTICLE II
MEMBERSHIP

Section 1: Eligibility

Any person, association, corporation, partnership or estate having any interest in objectives of the organization shall be eligible to apply for membership.

Section 2: Election

Applications for membership shall be in writing, on forms provided for that purpose, and signed by the applicant. Election of members shall be by the Board of Directors at any meeting thereof. Any applicant so elected 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 or formula as may be from time to time prescribed by the Board of Directors, payable in advance.

Section 4: Termination, (Resignation, expulsion and delinquency)

- a. Any member may resign from the Chamber upon written request to the Board of Directors.
- b. Any member shall be expelled by the Board of Directors by a two-thirds vote for non-payment of dues after ninety (90) days from the due date, 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 notice and 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 or corporation shall be entitled a number of votes determined by the amount of dues paid, not to exceed ten (10) votes.

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: Honorary Membership

Distinction in public affairs shall confer eligibility to honorary membership by a majority vote.

ARTICLE III

MEETINGS

Section 1: Annual Meeting

The annual meeting of the corporation, in compliance with the State law, shall be held during January of each year. The time and place shall be fixed by the Board of Directors and notice thereof mailed to each member at least ten (10) days before said meeting.

Section 2: Additional Meetings

General meetings of the chamber may be called by the Chairman at any time; upon petition in writing of any 10% of the members in good standing:

- a. Notice of special meetings shall be mailed to each member at least five (5) days prior to meetings;
- b. Board meetings may be called by the Chairman or by the Board of Directors upon written application 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 Chairman, respective department Vice Chairman, or by the committee's Chairman.

Section 3: Quorums

At any duly called general meeting of the Chamber 10% of the members shall constitute a quorum; at a Board meeting, a majority of directors with the right to vote shall constitute a quorum; at committee meetings, a majority of the committee members shall constitute a quorum except when a committee consists of more than nine (9) members. In that case, five (5) shall constitute a quorum.

Section 4: Notices, Agenda, Minutes

Written notice of all Chamber meetings must be given at least five (5) days advance unless otherwise stated. An advance agenda and minutes must be prepared for all meetings. A detailed outline for preparation of both shall be part of this organization's procedures manual.

ARTICLE IV

BOARD OF DIRECTORS

Section 1: Composition of the Board.

The Board of Directors shall be composed of Twenty-eight (28) to Thirty-One (31) voting members elected or appointed in the following manner:

- a. Eighteen members shall be elected to serve three-year staggered terms with six members being elected each year.
- b. One to Four (1 to 4) members may be appointed by the incoming Chairman subject to the approval of the Board to serve one-year terms.
- c. The President, Chairman, Chairman-elect and past Chairman shall serve as members of the Board.
- d. Five (5) members may be appointed by the following organizations, one per organization:
 1. Agricultural-Industrial Development Division
 2. Crisp County Board of Commissioners
 3. City of Cordele Commission
 4. Crisp County Power Commission
 5. Crisp County Tourism Board

e. In addition there shall be Seventeen (17) Non-Voting Ex-Officio Members

1. Crisp County Administrator
2. City Manager for the City of Cordele
3. General Manager for the Crisp County Power Commission
4. President for the Crisp County Farm Bureau
5. Crisp County Extension Agent
6. Crisp County School superintendent
7. Crisp Academy Headmaster
8. Executive Director of the Cordele/Crisp Industrial Development Council
9. Cordele Downtown Business Organization Executive Director
10. State Representative for District 147
11. State Senator for District 13
12. Mayor of Arabi
13. President of South Georgia Technical College – Cordele Campus
14. CEO of Crisp Regional Hospital
15. Executive Director Southwest Georgia Enterprise Zone
16. Park Superintendent Georgia Veterans State Park
17. Darton College Cordele Center Director

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: At the regular August Board meeting, the Chairman shall appoint, subject to the approval by the Board of Directors, a Nominating committee of five (5) members to the Chamber. The Chairman shall designate the chairman of the Committee.

Fifteen (15) days prior to the election, the Nominating Committee shall present to the President a slate of six (6) candidates to serve three-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 has served two (2) consecutive three-year terms is eligible for election to a third term. A period of one year must lapse before eligibility is restored.

b. Publicity of Nomination: Upon receipt of the report of the Nominating Committee, the President shall immediately notify the membership by mail, email, posting on the Chamber's Website, publication in the local newspaper or some combination of the preceding of the names of persons nominated as candidates for directors and the right of petition.

- c. Nominations by Petition: Additional names of candidates for directors can be nominated by petition bearing the genuine signatures of at least two (2) 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 six (6) shall be declared elected by the Board of Directors at their regular October 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 six (6) candidates only. The President shall mail this ballot to all active members at least fifteen (15) days before the regular November Board meeting.

The ballots shall be marked in accordance with instructions printed on the ballot and returned to the Chamber office within ten (10) days. The Board of Directors shall at its regular November Board meeting declare the six (6) candidates with the greatest number of votes as elected to the Board.

- e. Judges. The Chairman 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 chairman. 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 appointed Board members shall be seated at the regular January Board meeting and shall be participating members thereafter. Retiring Directors shall continue to serve until the end of the program year.

Section 4: 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 on the Board unless confined by illness or other absence approved by a majority vote of those voting at any meeting thereof.

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

Section 5: 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 annually and revised as necessary.

Section 6: Management

The Board of Directors shall employ a President and such other staff employees deemed necessary and shall fix the salary and other considerations of employment of each employee.

Section 7: Indemnification

The Chamber may, by resolution of the Board of directors, provide for indemnification by the charter 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 officers, directors or employees of the Chamber except in relation to matters as to which such individual shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability for negligence or misconduct.

ARTICLE V

OFFICERS

Section 1: Determination of Officers

- a. Chairman: The Chairman shall serve as the chief elected officer of the Chamber of Commerce and shall preside at all meetings of the membership, Board of Directors and Executive Committee.

The Chairman shall, with the advice and counsel of the President, assign Vice Chairmen to divisional or departmental responsibility, subject to Board of Directors approval.

The Chairman shall, with the advice and counsel of the Vice Chairmen and the President determine all committees, select all committee chairmen, assist in the selection of committee personnel, subject to approval of the Board of Directors.

- b. Chairman-elect: the Chairman-elect shall exercise the powers and authority and perform the duties of the Chairman in the absence or disability of the Chairman. The Chairman-elect shall also serve as head of the Program of Work Committee of the chamber. As such, the Chairman-elect and committee will be responsible for determining that 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.
- c. Vice Chairmen: There shall be five (5) Vice Chairmen. Vice Chairman, Organizational Improvement; Vice Chairman Economic Development; Vice Chairman Community Development; Vice Chairman Public Affairs; Vice Chairman Tourism Division. The Tourism Committee Chairman serves as the Vice Chairman of Tourism Division. The duties of the Vice Chairman 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 Chairman and Board of Directors. They will also have under their immediate jurisdiction all committees pertaining to their general duties.
- d. Treasurer: The Treasurer shall be responsible for 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 manner approved by the board of directors. Checks are to be signed by the Treasurer and the President, or in the absence of either or both, by any two officers. The Treasurer shall cause a monthly financial report to be made to the Board.
- e. President: The President shall be the chief administrative and executive officer. The President shall serve as secretary to the Board of Directors, and cause to be prepared notices, agendas and minutes of meetings of the Board.

The President shall serve as advisor to the chairman and Program of Work Committee on program planning, and shall assemble information and data and cause to be prepared special reports as directed by the program of the Chamber.

The President shall be a member of the Board of Directors, the Executive Committee and all committees. With assistance of the divisional Vice chairmen, the President shall be responsible for administration of the Program of Work in accordance with the policies and regulations of the Board of Directors.

The President shall be responsible for hiring, discharging, directing and supervision employees. With the cooperation of the Program of Work Committee and Budget Committee the President 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 President 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 Chairman, Past Chairman, Chairman-elect, Vice Chairmen, Treasurer, President, the representatives from the Agricultural Industrial Development Division, Crisp County Commissioners, City of Cordele commissioners, Tourism Committee and the Crisp County Power Commissioners, and all members shall have one vote except the President, the Chairman will serve as the chairman 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 the by-laws.

ARTICLE VI

COMMITTEES AND DIVISION

Section 1: Appointment and Authority

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

Section 3: Testimony

Once committee action has been approved by the Board of Directors, it shall be incumbent upon the Committee Chairmen or, in their absence, which 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 divisions, bureaus, department, 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 division, bureaus, departments, councils, and subsidiary corporations. The Board shall annually review and approve all activities and proposed program of such divisions, bureaus, departments, councils, subsidiary corporations, including collection and disbursement of funds.

No such action or resolution or 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. Funds unused from the current year's budget will be placed in a reserve account.

Section 2: Disbursements

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. Disbursement shall be by check. Non-budgeted expenses shall be limited to \$1,000.00 without prior Board approval.

Section 3: Fiscal Year

The fiscal year of the chamber shall close December 31.

Section 4: Budget

As soon as possible after election of the new Board of Directors and officers, the President shall adopt the budget for the coming year and submit it to the Board of Directors for approval.

Section 5: Annual Audit

The accounts of the Chamber of Commerce shall be reviewed every year with an audit every fourth (4) year as of close of business on December 31 by a public accountant. The review/audit shall at all times be available to members of the organization within the offices of the Chamber.

Section 6: Bonding

The President 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 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 laws, and no part of said funds shall inure, or be distributed, to 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 in IRS 501 (c) (3).

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 inconsistent with the charter or by-laws of the Chamber.

ARTICLE X

AMENDMENTS

Section 1: Revisions

These by-laws may be amended or altered by a two-thirds ($\frac{2}{3}$) 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 amendments. Any proposed amendments or alterations shall be submitted to the Board or the members in writing, at least ten (10) days in advance of meeting at which they are to be acted upon.

Adopted: _____

**A Time Schedule For Single Election and Orientation
Of Officers and Directors**

This time schedule is designed for an organization with a fiscal year beginning in January and concluding in December. Adapt the timing to your organization’s requirements. If your Chamber prefers a “double slate” election procedure, use the same procedure and time schedule and substitute “one” candidate per vacancy “with two candidates per vacancy”.

Lead Time	Month Prior to New Board Taking Office	Action To Take
5 Months	August	Chairman appoints Nominating Committee with Board’s approval at regularly scheduled Board meeting. (Article IV, Section 2a)
4 Months	September	Nominating Committee presents (single slate) to Directors. (Article IV, Section 2a). Immediate notice of slate is given to the membership and right of petition explained. Petitions must be received within ten (10) days of notice. (Article IV, Section 2b and c).
3 Months	October	Election of Directors at regularly scheduled Board meeting. (Article IV, Section 2d).
2 Months	November	Election of Directors at regularly scheduled Board meeting. (Combination of old and new Board). Article IV, Section 3 and Article V, Section 1)
3 Months	October	Orientation of New Officers and Directors; plan new program of work; appointment and orientation of new committee chairmen, committee members and other action groups; and plan budget.
	January	New Officers and Board of Directors take office. Committees and other action groups begin work.