

# CONSTITUTION AND BY-LAWS

## ARTICLE I NAME

The name of this organization shall be The Outer Banks Chamber of Commerce, Inc., hereinafter referred to as the "Chamber".

## ARTICLE II OBJECTIVES

### Section 1 MISSION STATEMENT

The Outer Banks Chamber of Commerce: Promoting and developing the economic prosperity of our business community through leadership, advocacy, relationship development and innovation.

### Section 2. PURPOSES

The purposes for which the Chamber is organized are to promote, support, and encourage the development of Dare County, Currituck County, Ocracoke Island, and the vicinity, including its towns and communities and the best interests of its citizens; to advertise the area and its natural resources and facilities and to promote and conserve the development thereof for the advancement of the community and enterprises in the area; to aid and encourage its members and the community and to lessen and promote the resolution of any controversies or misunderstandings between its members or between its members and persons, firms or corporations not affiliated with it; to foster and to do and perform all things usual and customary to Chambers of Commerce including affiliation and cooperation with state and national Chambers of Commerce, other promotional and advertising organizations, either public or private, and all other organizations of like character or purpose.

### Section 3. POWERS

In order to properly execute the objectives and purposes above set forth, the Chamber shall have full power to purchase, lease, and otherwise dispose of all kinds of property, both real and personal, both in this state and all other states, territories and dependencies of the United States and generally to perform all acts which may be deemed necessary or expedient for the proper and successful execution of the objectives and purposes for which the Chamber is created, and to receive donations, bequests, gifts of any kind or character, or money or property for the support, maintenance, operation and performance of the affairs of said Chamber.

## **ARTICLE III MEMBERSHIP**

### **Section 1. ELIGIBILITY**

Any person, association, firm or corporation having an interest in the objectives of the Chamber 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 appropriate regularly scheduled dues as provided in Section 3 of Article III.

### **Section 3. DUES**

Membership dues shall be at such a rate or rates, schedule or formula as may be prescribed from time to time by the Board of Directors, payable annually or upon written request and approval, semi-annually in advance, in accordance with the policies established by the Board of Directors.

Only Chamber members in good standing who have paid their membership dues in full may display the Chamber of Commerce logo.

### **Section 4. TERMINATION**

a.) A member may resign from the Chamber upon written notification to and approval by the Board of Directors.

b.) A member shall be expelled by the Board of Directors upon a two-thirds (2/3) vote for non-payment of dues after ninety (90) days from the due date thereof, unless otherwise extended by the Board of Directors for good cause.

c.) A member may be expelled upon a two-thirds vote of the Board of Directors for conduct unbecoming a member or conduct prejudicial to the aims or reputation of the Chamber, after due notice is given and an opportunity for a hearing afforded the member.

### **Section 5. VOTING**

Each member, whether person, firm, association, or corporation, whose dues are current and is otherwise in good standing shall be entitled to cast one vote.

## **Section 6. EXERCISE OF PRIVILEGES**

Any firm, association, or corporation holding membership may name an individual to exercise the privilege of membership covered by its subscription, and shall have the right to change such individual upon written notice to the President and CEO or Board of Directors.

## **Section 7. HONORARY MEMBERSHIP**

Distinction in public affairs shall confer eligibility for honorary membership. Honorary members shall have all the privileges of regular members, except the right to vote, and shall be exempt from payment of dues. The Board of Directors shall confer or revoke honorary membership by a majority vote.

# **ARTICLE IV MEETINGS**

## **Section 1. ANNUAL MEETING**

The Chamber shall hold an annual meeting every fall prior to the regular October Board of Directors' meeting. The time and place shall be fixed by the Board of Directors and notice thereof sent by mail, email, or other electronic means to each member at least ten (10) days before said meeting.

## **Section 2. GENERAL MEMBERSHIP MEETINGS**

Meetings of the general membership of the Chamber of Commerce may be called by the Chairman of the Board with the concurrence of the Board at any time, or upon petition in writing by ten percent (10%) of members in good standing. Notice of the time and place of such meeting shall be sent by mail, email or other electronic means to each member at least five (5) days prior to the meeting.

a.) At any duly called general meeting of the Chamber, fifty (50) members in good standing shall constitute a quorum.

## **Section 3. BOARD OF DIRECTORS MEETINGS**

Meetings of the Board of Directors will be held no less than once a month at such regular time and place as shall be established by the Board. A special meeting of the Board may be called by the Chairman of the Board or upon written petition or application by at least three (3) members of the Board. Notice of special meeting including time, place and purpose shall be given to each director at least (1) day prior to said meeting.

a.) A majority of the duly elected or appointed members of the Board or Executive Committee shall constitute a quorum.

#### **Section 4. COMMITTEE MEETINGS**

Meetings of standing or special committees may be called at any time by the Chairman of the Board or the Chairman of each committee. Notice of time and place shall be given to each member and the Chairman of the Board and the President and CEO at least (5) days in advance of said meeting.

a.) A majority of the members of a committee shall constitute a quorum

### **ARTICLE V BOARD OF DIRECTORS**

#### **Section 1. POWER AND AUTHORITY**

The governing and policy making responsibilities of the Chamber shall be vested in the Board of Directors, which shall control and direct the acquisition, use and disposition of its property, be responsible for its finances, direct its affairs, and adopt policies to carry out its objectives as set forth in these By-laws and in the Charter. The Board shall consider, formulate, adopt and implement policies of the organization, which said policy shall be maintained in a Policy Manual to be reviewed annually and revised as necessary.

#### **Section 2. COMPOSITION OF THE BOARD**

The Board of Directors shall be composed of nineteen (19) members, six (6) of whom shall be elected annually to serve a term of three (3) years or until the successors have been elected and have qualified. The nineteenth (19th) director on the Board shall be the Past Chairman of the Chamber who shall serve for a period of one (1) year. The Chairman of the Board, who shall be elected from the Board of Directors, shall serve as a Director until the Chairman-Elect has assumed the position of the Chairman of the Board. The Board of Directors shall also consist of one (1) or more ex officio members of the Board who shall be appointed for terms of one (1) year at the Chairman of the Board's sole discretion, but who shall not be included for purposes of voting or determining a quorum.

#### **Section 3. SELECTION AND ELECTION OF DIRECTORS**

a.) Nominating Committee. At the regular May Board meeting, the Chairman of the Board shall appoint a Nominating Committee consisting of five (5) members in good standing of the Chamber. The Chairman of the Board shall designate the Committee Chairman. At the regular June Board meeting, the Nominating Committee shall present to the Board of Directors the names of the six (6) candidates to serve three year terms to replace the

Directors whose regular terms are expiring. Each candidate shall be an active member in good standing and must have agreed to accept the responsibilities of the Directorship. No Board member may be elected to serve more than one (1) consecutive three-year term. At least one (1) year must separate each elected three (3) year term.

**b.) Publication of Nominations.** Upon approval by the Board of Directors of the slate of candidates nominated as replacement directors, the President and CEO shall immediately notify the membership by mail, email or other electronic means of the names of all persons nominated as candidates for Directors and the right of petition.

**c.) Nomination by Petition.** Additional names of candidates for Directors can be nominated by petition bearing the genuine signatures of at least twenty-five (25) members in good standing 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 validity of the petition shall be final.

**d.) Determination.** If no petition is filed within the designated period, the nominations shall be closed and the nominated six (6) candidates shall be declared elected by the Board of Directors at their regular July meeting. If a valid 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). Identification shall be made on the ballot to identify those candidates nominated by the Nominating Committee. The President and CEO shall send this ballot by mail, email or other electronic means to all members in good standing at least 15 days before the regular July meeting.

**e.) Ballots.** 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 their regular July meeting declare the six (6) candidates with the greatest number of votes elected.

#### **Section 4. SEATING OF NEW DIRECTORS**

All newly elected Board members shall be installed and seated at the regular October meeting and shall be participating members thereafter. Retiring directors shall continue to serve until the new members are installed.

## **Section 5. ATTENDANCE**

The Board of Directors shall have the authority to expel from membership on the Board upon recommendation of the Chairman of the Board any Director who has been absent from three (3) consecutive regular meetings of the Board of Directors. The Board of Directors and the Chairman of the Board shall consider illness or other acceptable explanations for absences as may be acceptable to a majority of those Directors voting at any meeting thereof.

## **Section 6. VACANCIES**

Vacancies on the Board of Directors, or among the officers, shall be filled by the Board of Directors by a majority vote, after notice is given to the Board with an opportunity for Board members to offer nominations.

# **ARTICLE VI OFFICERS**

## **Section 1. SELECTION OF OFFICERS**

The Board of Directors shall reorganize for the coming year at its regular October meeting. The Nominating Committee shall also nominate officers each year. At this meeting, the Board shall elect the officers for the ensuing year, to include the Chairman of the Board, as many Vice-Chairmen as is deemed necessary to conduct the activities of the Chamber, and the Financial Chairman. The elected officers shall not act in the official capacity to which they have been elected until such officer has been duly installed. Newly elected directors shall not vote on matters requiring director action until such director has been duly installed. Officers will be elected from members of the new Board. All officers shall serve for a term of one (1) year or until their successor assumes the duties of office, and they shall be voting members of the Board of Directors .

## **Section 2. DUTIES OF OFFICERS**

a.) i. Chairman of the Board. The Chairman of the Board shall serve as the executive head of the Chamber of Commerce and shall preside at all membership meetings, Board of Directors meetings and Executive Committee meetings.

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

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

iv. The Chairman of the Board shall have the authority to appoint ex officio members to the Board of Directors.

b.) Chairman-Elect. The Chairman-Elect shall exercise the powers and authority and perform the duties of the Chairman of the Board in the absence or disability of the Chairman of the Board.

c.) Vice-Chairmen. The duties of the Vice-Chairmen 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 of the Board and Board of Directors. They will also have under their immediate jurisdiction all committees pertaining to their general duties.

d.) Financial Chairman. The Financial Chairman shall be responsible for the safeguarding of all funds received by the Chamber and for their proper disbursement. Such funds shall be kept on deposit in financial institutions approved by the Board of Directors, subject to checks signed by the Financial Chairman or the President and CEO. The Financial Chairman shall cause a monthly financial report to be made to the Board.

e.) i. President and CEO. The President and CEO shall be the chief administrative and executive officer. The President and CEO is responsible for the day-to-day management and operation of the Chamber. The President and CEO shall serve as secretary to the Board of Directors, and cause to be prepared notices and minutes of meetings of the Board.

ii. The President and CEO shall serve as advisor to the Chairman of the Board. The President and CEO shall assemble information and data and cause to be prepared special reports as directed by the Chairman of the Board.

iii. The President and CEO shall be a non-voting member of the Board of Directors, the Executive Committee and all committees.

iv. With assistance of the divisional Vice-Chairmen, the President and CEO shall be responsible for administration of Chamber programs in accordance with the policies and regulations of the Board of Directors.

v. The President and CEO shall be responsible for hiring, discharging, directing, and supervising all employees.

vi. With the cooperation of the Budget Committee, the President and CEO 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 and CEO shall be responsible for all expenditures with adherence to the approved budget.**

## **ARTICLE VII EXECUTIVE COMMITTEE**

### **Section 1. COMPOSITION**

**The Executive Committee shall consist of the Chairman of the Board, all Vice Chairmen, the Financial Chairman, the Chairman-Elect, the immediate Past Chairman and the President and CEO, who shall be a non-voting member.**

### **Section 2. PURPOSE**

**The Executive Committee shall make recommendations to the Board of Directors concerning matters of policy, general business and other matters it may deem advisable. The Executive Committee shall have the authority to act on behalf of the Board of Directors upon authorization by a vote of a majority of the members of the Board of Directors.**

### **Section 3. MEETINGS**

**The Executive Committee shall meet at the call of the Chairman of the Board and shall consider such matters as recommended by the Chairman of the Board, the President and CEO or any member of the Executive Committee.**

## **ARTICLE VIII STEERING COMMITTEES**

### **Section 1. APPOINTMENT OF AUTHORITY**

**a.) The Chairman of the Board, by and with the approval of the Board of Directors, shall appoint all committee chairmen. Committee appointments shall be made by the respective committee chairman with approval of the Chairman of the Board. The Chairman of the Board may appoint such ad hoc committees and their chairmen as the Chairman of the Board deems necessary to carry out the programs of the Chamber. In no event shall the terms of the committee members exceed the term of the appointing Chairman of the Board.**

**b.) It shall be the function of the 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**

a.) No action by any member, committee, employee, director, or officer shall be binding upon, or constitute an expression of, the policy of the Chamber until it shall have been approved or ratified by the Board of Directors.

b.) Committees shall be discharged by the Chairman of the Board 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 committee.

## **Section 3. TESTIMONY**

Once Committee action has been approved by the Board of Directors, it shall be incumbent upon the committee chairman or, in his absence, the Chairman of the Board or the person whom the committee chairman has designated from his committee to make presentations before civic and governmental agencies and any other bodies as may be required.

## **Section 4. COMMITTEES**

a.) The Board may create such committees as it deems advisable to handle the work of the Chamber.

b.) The Board shall authorize and define the powers and duties of all committees. The Board shall annually review and approve all activities and proposed programs of such committees.

c.) No action or resolution of any kind shall be taken by committees having bearing upon or expressive of the Chamber, unless approved by the Board of Directors.

# **ARTICLE IX 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 taken into account for the following year's budget.

## **Section 2. DISBURSEMENTS**

Upon approval of the budget, the President and CEO 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.

## **Section 3. FISCAL YEAR**

The fiscal year of the Chamber shall close September 30.

## **Section 4. BUDGET**

The Chairman of the Board shall appoint a Budget Committee which shall compile a budget of estimated expenses and revenues for the upcoming year and submit it to the Board of Directors for consideration and final approval and adoption at the regular September Board meeting.

## **Section 5. ANNUAL AUDIT**

The accounts of the Chamber of Commerce shall be audited annually as of the close of business on September 30th of each year by a certified public accountant. The audit shall at all times be available to members of the organization within the offices of the Chamber.

## **Section 6. BONDING**

The President and CEO and such other officers and staff as the Board may designate shall be bonded by a sufficient fidelity bond in an amount set by the Board and paid for by the Chamber.

# **ARTICLE X DISSOLUTION**

## **Section 1. PROCEDURE**

The Chamber shall use its funds only to accomplish the objectives and purposes specified in these By-laws, and no part of said funds shall injure or be distributed to the members of the Chamber. Upon 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.

## **ARTICLE XI**

### **Section 1. 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 not inconsistent with the Charter or By-laws of the Chamber.

## **ARTICLE XII AMENDMENTS**

### **Section 1. REVISIONS**

The Articles of Incorporation and the By-laws may be amended or altered by a two-thirds (2/3) vote of the Board of Directors, subject to approval by sixty percent (60%) of the members in good standing in writing or by an affirmative vote of sixty percent (60%) of the members present at any regular or special meeting, providing the notice for the meeting includes the proposals for the amendment. Any proposed amendments or alterations shall be submitted to the Board or the members in writing at least ten (10) days before the meeting at which they are to be acted upon.

Revised and Approved by the Membership at the Annual Meeting and Awards Dinner on this 13 day of October, 2011.

**Clarification of absenteeism policy:**

**Board Members who find they are not able to attend a Board meeting should contact the current Board Chair, Chamber President or Secretary to the Board in order to have their absence excused. If notice is by email, all 3 should receive the notification.**

**After two consecutive non-excused absences, the Secretary to the Board shall advise the current Board Chairman who will, in turn, follow up with the Board member.**

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***Adopted at the Outer Banks Chamber of Commerce's Annual Meeting  
Thursday, October 13, 2011.***