



## CONSTITUTION AND BY-LAWS

### ARTICLE I NAME, MISSION, PURPOSE

#### **Section 1. Name**

The name of this organization shall be The Outer Banks Chamber of Commerce, Inc., a duly organized North Carolina Not-For-Profit Corporation, hereinafter referred to as the “Chamber”.

#### **Section 2. Mission Statement**

The Outer Banks Chamber of Commerce: To promote and develop the economic prosperity of the Outer Banks business community through leadership, education, advocacy, relationship development, and innovation.

#### **Section 3. Antitrust Policy Statement**

The Chamber is organized for the purpose stated above and is not intended to, and may not play any role in, the competitive decisions of its members or their employees, or in any way restrict the competition in any aspect of the business community.

#### **Section 4. Limitation of Methods**

The Chamber is a non-partisan and non-sectarian organization. The Chamber shall not directly influence the nomination, election, or appointment of any candidates for political office in City, County, State, or Nation. The Chamber 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.

### ARTICLE II MEMBERSHIP

#### **Section 1. Eligibility**

Any person, association, firm, corporation, or other entity having an interest in the objectives of the Chamber shall be eligible to apply for membership. Upon application, or subsequent thereto, each applicant or member shall designate a primary individual for purposes of official communication and voting.

#### **Section 2. Application for Membership**

Applications for membership shall be in writing, on forms provided for that purpose, and signed by the applicant. Any applicant shall become a member upon submission and acceptance of a completed application (which acceptance shall be deemed to occur unless the application is expressly rejected) and payment of the appropriate regularly scheduled dues and such application shall be regarded as a guarantee on the part of the

applicant of his or her interest in and support of the mission of the Chamber and adherence to its By-laws, Rules, Policies, and Regulations.

### **Section 3. Membership Investment**

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 semi-annually in advance, in accordance with the policies established by the Board of Directors and shall be non-refundable.

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

### **Section 4. Termination**

Membership in the Chamber may be terminated in any of the following manners:

- a.) A member may resign from the Chamber upon written notification.
- b.) A member shall be expelled by the Board of Directors 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 before the Board of Directors is afforded the member. The hearing may be conducted under such procedures as the Board shall decide are appropriate.
- d.) The death of an individual who holds an individual membership or the dissolution of a member who is an entity.

No membership investment, or any portion thereof, shall be refunded to a member for any reason, including after termination, resignation, death, or dissolution, and any such dues shall be forfeited to the Chamber.

### **Section 5. Voting**

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

### **Section 6. Exercise of Privilege**

Any firm, association, corporation, or other entity 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, non-voting membership. The Board of Directors shall confer or revoke honorary membership by a majority vote.

## **ARTICLE III MEMBERSHIP MEETINGS**

### **Section 1. Annual Meeting**

The Chamber shall hold an annual meeting of the members every fall prior to the regular October Board of Directors' meeting. The time and place of such meeting 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. Special Meetings**

Special meetings of the members 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.

### **Section 3. Quorum for Meetings of the General Membership**

The presence of at least thirty (30) members in good standing and entitled to vote at any meeting shall constitute a quorum for the transaction of business at any meeting of the members. The members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum, if any action taken (other than adjournment) is approved by at least of majority of the members required to constitute a quorum.

## **ARTICLE IV BOARD OF DIRECTORS**

### **Section 1. Authority**

The government of the Chamber, direction of its work, the control of its finances and the control and direction of its President & CEO shall be vested in the Board of Directors.

### **Section 2. Composition and Term Limits of the Board**

The Board of Directors shall be composed of up to nineteen (19) voting members, which composition shall include up to eighteen (18) "regular directors", which term includes the Chairman Elect and Chairman of the Board. Except as provided below, the regular directors shall serve staggered, three (3) year terms so that , up to six (6) regular directors may 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, if any, 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.

Vacancies on the Board of Directors (including a vacancy created by the Chairman of the Board's fulfillment of his term as Chairman of the Board) shall be filled for the unexpired portion of the predecessor's three-year term. The Chairman of the Board shall recommend a replacement to be ratified by a majority vote of the Executive Board. A mid-term appointment shall not exclude a member from being elected to two full consecutive terms. At no time shall two Directors represent the same membership.

Directors are elected for a term of three (3) years not to exceed two (2) consecutive full terms. Directors shall not be eligible for re-election to the Board of Directors for a period of (1) year after serving on the Board of Directors after completing two (2) consecutive full three (3) year terms, except that these term limits shall not apply to (i) the Chair-Elect, who automatically becomes the Chairman of the Board,(ii) the Chairman of the Board, who automatically becomes Immediate Past Chairman, or (iii) the Immediate Past Chair. Each of the Chairman of the Board and Immediate Past Chairman shall serve in such capacity until the later of (a) the end of the term for which he/she was originally elected as a Director or (b) until his/her successor as Chair-Elect, Chairman of the Board, and/or Immediate Past Chairman, as applicable, shall have taken office.

The Board of Directors may also include 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 Chair-Elect shall serve as Chair of the Nominating Committee or designate a Chair for the committee if he/she cannot fulfill this role. At the regular June Board meeting, the Nominating Committee shall present to the Board of Directors the names of candidates equal in number to the number of Directors whose terms are expiring and whose positions are available by election (as opposed to appointment). Each candidate shall be an active member in good standing and must have agreed to accept the responsibilities of the Directorship. In preparing the slate, the committee should attempt to ensure adequate representation of the different types and sizes of businesses within the Chamber membership.

**b. Publicity.** No later than May of each calendar year, Chamber publications shall publicize the fact that the Nominating Committee will accept from the membership names of members to be considered as Candidates for nomination to the Board of Directors.

**c. Notification 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.

**d. 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 and the candidate's eligibility to serve as a Director shall be final.

**e. Determination.** If no petition is filed within the designated period, the nominations shall be closed and the nominated 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 the same number of candidates as there are vacancies. 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 Board of Directors 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 Nominating Committee shall count the ballots, and the candidates receiving the highest number of votes shall be declared elected at the July Board of Directors meeting. In case of a tie the selection shall be made by lot, under the direction of the Nominating Committee.

### **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. All newly elected or appointed Directors shall receive a Board of Directors Handbook, Board Commitment & Expectations Agreement, and the Conflict of Interest Statement.

### **Section 5. 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 present at the meeting shall constitute a quorum. For purposes of voting on issues or policy decisions the Chairman of the Board may approve attendance at a Board meeting via phone so long as all Board members participating in the meeting can simultaneously hear each other .

### **Section 6. Attendance**

A Director may not miss more than three (3) consecutive meetings, or a total of four (4) meetings in any given fiscal year. Missing the requisite number of meetings without approval may constitute grounds for dismissal from the Board of Directors.

### **Section 7. Vacancies**

Vacancies on the Board of Directors shall be filled for the unexpired portion of the predecessor's term. The Chairman of the Board shall recommend a replacement to be ratified by a majority vote of the remaining Directors. A mid-term appointment shall not exclude a member from being elected to two full consecutive terms as allowed for in Article IV, Section 2.

## **ARTICLE V 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, Chair-Elect, as many Vice-Chairmen as is deemed necessary to conduct the activities of the Chamber, and the Treasurer. 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. 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) **Chairman of the Board.** The Chairman of the Board shall serve as the executive head of the Board of Directors of the Chamber of Commerce and shall preside at all membership meetings, Board of Directors meetings and Executive Committee meetings.

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

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.

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.

The Chairman-Elect will take over the position of Chairman of the Board on October 1 of the year after election to the position of Chairman-Elect. The Chairman-Elect shall serve at least a three (3) year term (this may be in addition to the two term max): one as Chairman-Elect, one as Chairman of the Board and one as Immediate Past Chair.

- 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. Each Vice Chairman will also have under his or her immediate jurisdiction all committees pertaining to his or her general duties or to which such Vice-Chairman has been assigned.
- d) **Treasurer.** The Treasurer 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 Chairman of the Board, Treasurer, or the President and CEO. The Treasurer shall cause a monthly financial report to be made to the Board.
- e) **Immediate Past Chair.** The Immediate Past Chair shall perform such duties as may be assigned to him/her by the Chairman of the Board or the Board of Directors.
- f) **President & CEO.** The President & CEO shall be the chief administrative and executive officer of the Chamber of Commerce. The President & CEO is responsible for the day-to-day management and operation of the Chamber. The President & CEO shall serve as secretary to the Board of Directors, and cause to be prepared notices and minutes of meetings of the Board.

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

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

With assistance of the applicable Vice-Chairmen, the President & CEO shall be responsible for administration of Chamber programs in accordance with the policies and regulations of the Board of Directors. The President & CEO shall be responsible for the business plan in accordance with the policies and direction of the Board of Directors.

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

Subject to the oversight of the Budget Committee, the President and CEO shall be responsible for the preparation of an operating budget covering all activities of the Chamber. The proposed budget shall

be submitted to the Budget Committee and, once the Budget Committee approves the proposed budget, it shall submit it to the Board of Directors for their approval. The President & CEO shall be responsible for all expenditures with adherence to the approved budget.

**Section 3. Vacancies:** All Officer vacancies shall be filled by the Board of Directors without undue delay at its regular or specially called meeting for that purpose.

**Section 4. Compensation of Officers:** Except for the president and CEO, the officers shall receive no salary or compensation.

**Section 5. Removal of Officers:** The Board of Directors may remove any Officer by a majority vote at any regular or special meeting with or without cause.

## **ARTICLE VI EXECUTIVE COMMITTEE**

### **Section 1. Composition**

The Executive Committee shall consist of the Chairman of the Board, all Vice Chairmen, the Treasurer, the Chairman-Elect, the Immediate Past Chair and the President and CEO. The President and CEO 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 VII COMMITTEES**

### **Section 1. Appointment and Authority**

The Chairman of the Board, by and with the approval of the Board of Directors, shall appoint all committees and task forces, shall appoint committee members and staff liaison (such staff liaison may be any of the Chamber's staff members) to serve on the committees, and will also appoint the committee chairs. The Chairman of the Board, by and with the approval of the Board of Directors, 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.

It shall be the function of the committees to make proposals and recommendations, all based on analysis and budget projections, to the Board of Directors for approval 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, task force, 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.

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. Committee Meetings**

Meetings of standing or special committees may be called at any time by the Chairman of the Board, respective Vice Chairmen, 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 & CEO at least (5) days in advance of said meeting. Staff liaison must be present at all meetings of any Chamber committees. Chairman of the Board and Chair-Elect are ex-officio members of all standing committees.

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

# **ARTICLE VIII FINANCES**

## **Section 1. Funds**

All money collected by the Chamber shall be placed in a general operating fund in such bank(s) as the Board of Directors may from time to time determine. 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 begin on October 1 and close on September 30.

## **Section 4. Budget**

The Chairman of the Board, Chair-Elect, Immediate Past Chair, Treasurer and President & CEO shall comprise the Budget Committee of the Chamber. The Budget Committee shall review and compile a budget of estimated revenues and expenses for the upcoming year and submitted to the Board of Directors for their 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. This audit will be an independent review and will be handled by a firm not conflicting with the position of Treasurer 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 IX  
DISSOLUTION**

**Section 1. Dissolution 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 X  
PARLIAMENTARY AUTHORITY**

**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 XI  
AMENDMENTS**

**Section 1. Revisions**

Recommended amendments to the by-laws of the organization should be communicated to the membership, giving the membership 15 days to respond with comments or questions on the proposed changes. After the period of 15 days the amended by-laws of the organization may be adopted by a vote of the majority of the number of directors then in office.

Effective date: \_\_October\_\_\_\_, 2013