

***BYLAWS FOR THE  
BARTLETT AREA CHAMBER OF COMMERCE***

***(Nov., 2015 Revision)***



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# **BARTLETT AREA CHAMBER OF COMMERCE, INC. BY-LAWS**

## **ARTICLE I - GENERAL**

### **SECTION 1: NAME**

This organization is incorporated under the laws of the State of Tennessee and shall be known as the "Bartlett Area Chamber of Commerce Incorporated" referred to hereafter as the Chamber.

### **SECTION 2: LOCATION**

The offices of this organization shall be at a location selected by the Board of Directors.

### **SECTION 3: PURPOSE**

The Chamber is organized to advance the general welfare and prosperity of the Bartlett Area so that its citizens and all areas of its business community shall prosper. All necessary means of promotion shall be provided and particular attention and emphasis shall be given to the economic, civic, commercial, cultural, industrial and educational interests of the area.

### **SECTION 4: BARTLETT AREA**

The Bartlett Area shall include the City of Bartlett and all surrounding trade area in Shelby County that may from time to time desire to unite for the unified development and growth as outlined in Article I, Section 3.

### **SECTION 5: LIMITATIONS**

The Chamber shall be non-profit, non-partisan, and non-sectarian, and shall take no part in partisan politics. It 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 6: FISCAL YEAR**

The fiscal year of the Chamber shall be July 1 to June 30. The Fiscal year may be altered by a two thirds vote of the Board of Directors.

## **ARTICLE II - MEMBERSHIP**

### **SECTION 1: ELIGIBILITY**

Any reputable person, association, corporation, partnership or estate having an interest in the stated objectives of the Chamber shall be eligible to apply for membership.

### **SECTION 2: MEMBERSHIP**

Application for membership shall be made in writing on a form to be provided, and signed by the applicant. Membership shall be approved by the Board of Directors at any meeting. Any applicant, so approved, shall become a member upon payment of the regularly scheduled investment as provided in Article II, Section 3.

### **SECTION 3: INVESTMENTS**

Membership investment shall be at such rate or rates, schedules or formulas as may be from time to time prescribed by the Board of Directors, payable annually, in advance. Investment is not refundable.

#### **SECTION 4: ASSIGNED MEMBERSHIP**

Members investing in excess of the established minimum investment may for each additional unit of investment assign one additional membership representative provided that no firm shall be entitled to more than five (5) votes in Chamber affairs regardless of their investment or number of assigned members.

#### **SECTION 5: HONORARY MEMBERSHIP**

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

#### **SECTION 6: VOTING**

In any voting proceeding in which voting by members is called for, each member in good standing shall be entitled to cast one vote.

#### **SECTION 7: TERMINATION**

Any member may resign from the Chamber upon written request to the Board of Directors. Membership shall be forfeited for non-payment of dues after ninety (90) days from the date due, unless otherwise extended for good cause.

Membership may be terminated 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 reputation of the Chamber, after notice and opportunity for a hearing are afforded the member complained against.

#### **SECTION 8: ORIENTATION**

At regular intervals, orientation on the purposes and activities of this organization shall be conducted for the following groups: new directors, officers and directors, committee leaders, committees and new members. A detailed outline for orientation of each of these groups shall be a part of this organization's procedures manual.

### **ARTICLE III - MEETINGS**

#### **SECTION 1: FULL MEMBERSHIP MEETINGS**

The Chamber Membership is required to meet no less than quarterly as determined by the Board of Directors. The time and place shall be fixed by the Board of Directors and electronic and/or mailed notices sent to each member at least ten (10) days before said meeting.

#### **SECTION 2: BOARD MEETINGS**

The Board of Directors shall meet no less than four times per year. The frequency, date and location of meetings are determined by the Chairman and must be presented to the Board at the beginning of the Chamber year. The Chairman may call unscheduled meetings provided the Board is given adequate notice of no less than five (5) working days.

#### **SECTION 3: EXECUTIVE COMMITTEE MEETINGS**

The Executive Committee shall meet no less than four times per year. The frequency, date and location of meetings are determined by the Chairman and must be presented to the Committee members at the beginning of the Chamber year. The Chairman may call unscheduled meetings provided the Executive Committee is given adequate notice of no less than five (5) working days.

#### **SECTION 4: ADDITIONAL MEETINGS**

General membership meetings of the Chamber may be called by the Chairman at any time or upon petition in writing of any 10% of the membership in good standing. Notice of such meetings shall be mailed to all members at least five (5) days in advance of such meetings. Board meetings may be called by the Chairman or by the Board of Directors upon written application of five (5) members of the Board. Notice shall be given directors at least three (3) days prior to said meeting unless all directors waive notice. Committee meetings may be called at any time by the Chairman, President, respective vice chairman, or the committee chairman.

#### **SECTION 5: QUORUMS**

At any General Membership meeting, 10% of the total members shall constitute a quorum. Fifty-one percent (51%) shall constitute a quorum of the Board of Directors, with no fewer than eleven (11) elected directors. Electronic notices and voting is allowed to serve as a mechanism for the Board and the general membership. Five (5) working days must be allowed for registering a vote once the notice has gone out.

#### **SECTION 6: PARLIAMENTARY PROCEDURE**

The proceedings of all Chamber meetings shall be governed by and conducted according to the latest edition of Robert's Rules of Order, Revised.

### **ARTICLE IV - BOARD OF DIRECTORS**

#### **SECTION 1: DUTIES AND COMPOSITION OF THE BOARD**

The government and policy-making responsibilities of the Chamber shall be vested in the Board of Directors, which is comprised of Chamber members in good standing. Each Director must be an officer, decision making manager or principal within their respective business. The Board of Directors shall control the Chamber's property, be responsible for its finances and direct its affairs.

The Board of Directors shall be composed of no less than twenty-one (21) elected directors, three (3) associate directors, the Immediate Past Chairman (if applicable) and the President. Each elected and appointed director and President shall be entitled to one vote upon assuming office. The Chairman, or presiding officer, shall vote only in case of a tie.

If so desired, the Board of Directors may increase the number of elected Directors due to an increase in general membership. The increase in the number of elected directors must not exceed three and one-half percent (3.5%) of the general membership. Increasing the elected Directors requires a two-thirds vote of the Board.

#### **SECTION 2: ELECTED DIRECTORS**

The elected Board of Directors shall be composed of twenty-one (21) members, seven (7) of whom shall be elected annually to serve for one term (three (3) years), or until their successors are elected and qualified. No Board member shall serve more than two consecutive terms. Past Board members may return to serving on the Board after a one year lapse as an elected Board Director.

If the Board of Directors determines that an increase in the number of elected directors is warranted (Article IV, Section 1), the Executive Committee will determine the order of composition with approval from the Board.

#### **SECTION 3: IMMEDIATE PAST CHAIRMAN**

The retiring Chairman, if his elected term has expired, shall serve on the Board of Directors and Executive Committee as an **advisory member**, for one (1) year, if not elected to his own term.

**SECTION 4: ASSOCIATE DIRECTORS**

The Chairman may, with the consent of the Board of Directors, appoint three (3) community leaders to serve during the Chairman's tenure as an Associate Director. Such Directors shall have full Board privileges during their term.

**SECTION 5: HONORARY DIRECTORS**

The Chairman may, with the consent of the Board of Directors, appoint Honorary Directors for a term of two (2) years, who shall have all the privileges of directors except the right to vote and the right to hold office.

**SECTION 6: DEFINITION OF CHAMBER YEAR**

The Board of Directors, as a body, has the authority to choose between the Calendar Year and the Fiscal Year as the time period in which to serve out their terms. However, an alteration in the time period will result in either a lengthening or shortening of the initial term year. The Board can approve by a two thirds majority the decision to alter the Chamber Year and whether to lengthen or shorten the initial term year. If the time period is altered then the obligations related to the election of Directors must be reflected as stated in Article IV; Section 6.

**SECTION 6: NOMINATIONS**

Nominations for new Directors must be submitted no later than one month before the end of the Chamber Year and must be approved at the last remaining Board meeting prior to the new year. The Chairman shall appoint an Election Committee composed of five (5) members, at least two (2) of whom shall not be members of the present Board of Directors. The Election Committee shall notify the general membership ten (10) days in advance of its first meeting and invite recommendations in writing of persons the membership would like to have considered.

The Election Committee shall present a slate of 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.

Additional names of candidates for Directors can be nominated by petition bearing the genuine signatures of at least ten (10) qualified members of the Chamber. Such petition shall be filed with the Election Committee within ten (10) days after notice has been given to the names of those nominated. The determination of the Election Committee as to the legality of the petition(s) shall be final.

**SECTION 7: ELECTION**

If no petition is filed within the designated period, the nominations shall be closed and the nominated slate of candidates shall be declared elected. If legal petition is filed within the designated period, Directors shall be elected by the entire voting membership, each duly designated voting member in good standing being entitled to one (1) vote. A ballot containing the names submitted by the Election Committee shall be mailed to all members qualified to vote at least ten (10) days before the annual election date. No votes received after 12:00 noon on the date of the election shall be counted.

**SECTION 8: JUDGES**

The Election Committee shall act as judges and shall count all ballots received by the Chamber at its offices by noon on the date of election. Nominees shall be declared elected in the order of their total vote descending to the number of positions available. In the event of a tie vote, the election shall be determined by lot under the direction of the judges of the election. They shall report the results of the election to the Board of Directors.

## **SECTION 9: SEATING NEW DIRECTORS & RETIRING DIRECTORS**

All newly elected Board members shall be seated at the regular first Board Meeting of the Chamber new year, and shall become voting members commencing with their term of office. A term of office shall commence at the first Board Meeting of the new Chamber year. Retiring Directors shall continue to serve until the first Board Meeting of the new chamber year.

## **SECTION 10: VACANCIES**

The office of any Director who is absent from three (3) consecutive meetings of the Board of Directors may be deemed vacant at the discretion of the Board of Directors by a majority vote of those at any meeting. Vacancies on the Board of Directors or among the officers shall be filled by a majority vote of the Board of Directors.

## **SECTION 11: MANAGEMENT**

The Board of Directors shall employ and approve the hiring of a President. The Executive Committee will be responsible for negotiating the salary and other considerations of employment.

## **SECTION 12: INDEMNIFICATION**

The Chamber may, by resolution of the Board of Directors, provide for indemnification by the Chamber of any and all of its Directors or former directors 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 Directors of the Chamber, except in relation to matters as to which such director 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**

The Board of Directors, at its regular last meeting of a term shall reorganize for the coming year. The Election Committee for Directors shall also nominate officers each year. At this meeting, the Board shall elect the Chairman, as many vice chairmen as it deems necessary to conduct the activities of the Chamber, and the Secretary/Treasurer. Officers will be elected from members of the new Board. All officers, including the Chairman, shall serve for one (1) year terms or until their successors assume the duties of office. The Chairman may serve no more than four (4) consecutive terms. Other officers of the Board may serve a total of six (6) consecutive terms.

## **SECTION 2: CHAIRMAN**

The Chairman shall preside at all meetings of the Chamber, of the Board of Directors, and of the Executive Committee. He shall perform all duties incident to that office and shall exercise general supervision over the operations of the Chamber. He shall appoint such standing and special committees as the Board may designate, subject to its confirmation. In the absence of the Chairman, succession of leadership shall be: Chairman-Elect, Immediate Past Chairman, President or other individual as designated by the Chairman.

## **SECTION 3: CHAIRMAN-ELECT**

The Chairman-Elect shall exercise the powers and authority and perform the duties of the Chairman in the absence of 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.

#### **SECTION 4: VICE CHAIRMEN**

There will be vice-chairmen for Economic Development, Business Development, Membership Development, Community Development, and Governmental Affairs Other vice chairmen may be elected from time to time as may be required by the Board of Directors. The duties of the vice chairmen shall be such as their titles by general usage would indicate and as defined in the Program of Work, 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 the general duties. Vice Chairs may serve a maximum of three consecutive years. A period of one year must elapse before assuming a position as officer.

#### **SECTION 5: SECRETARY/TREASURER**

The Secretary/Treasurer shall be responsible for recording minutes at the Board of Directors and Executive Committee meetings. These minutes shall be returned to the President for filing. The Secretary/Treasurer shall be responsible for the receipts and disbursements of all Chamber funds. Such funds shall be kept on deposit in a financial institution approved the Board of Directors. Checks are to be signed by the President, or a duly authorized staff alternate, and the Secretary/Treasurer; or in his absence the Chairman. The Secretary/Treasurer shall make a full report of the financial condition of the Chamber from time to time as may be required by the Chairman of the Board of Directors. The Secretary / Treasurer may serve a maximum of three years.

#### **SECTION 6: LEGAL COUNSEL**

The Chairman, with the consent of the Board, may appoint a chamber member who is licensed to practice law in the State of Tennessee, to serve as the organization's legal advisor. This position shall serve as an Associate Director with full voting privileges and whose term must be renewed annually but without term limits.

#### **SECTION 7: PRESIDENT**

The President shall be chief administrative and executive officer. The President shall be responsible for the day to day operations of the Chamber and to ensure the solvency of the organization. All staff positions report directly to the President. The President shall have responsibility for hiring and firing of employees as well as establishing wages and salaries. Staff members are not to report to any Board of Director or chamber member unless authorized by the President. The President is responsible for the implementation of the Program of Work as approved by the Board of Directors. He is allowed to use his professional discretion as to the appropriate course of action needed to implement the Program of Work with approval from the Executive Committee and the Board of Directors. In the event the President is incapacitated for a period exceeding one month the Executive Committee may appoint an interim President.

#### **SECTION 8: 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, Immediate Past Chairman and/or Chairman-Elect, Vice Chairmen, Secretary/Treasurer, Legal Counsel and the President. The Chairman will serve as head of the Executive Committee. A simple majority represents a quorum.

#### **SECTION 9: REMOVAL FROM OFFICE**

Any officer not performing in the best interest of the Chamber may be removed by a two-thirds (2/3) vote of the Board of Directors present at any Board meeting, provided said officer has been notified of the pending vote at least five (5) days prior to the vote.

#### **SECTION 10: 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 III, Section II of these By-Laws.

## **ARTICLE VI - COMMITTEES AND DIVISIONS**

### **SECTION 1: APPOINTMENT AND AUTHORITY**

The Chairman and/or President, by and with the approval of the Board of Directors, shall appoint all committees and committee leaders. The Chairman and/or President 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 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 upon, or constitute an expression of, the policy of the Chamber until it is approved or ratified by the Board of Directors. Committees shall be discharged by the Chairman and/or President 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 the Board of Directors, it shall be incumbent upon the committee leaders or, in their absence, whom 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, departments, 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 divisions, bureaus, departments, councils, and subsidiary corporations. The Board shall annually review and approve all activities and proposed programs of such divisions, bureaus, departments, councils, or subsidiary corporations, including collections and disbursement of funds. No action or resolution of any kind shall be taken by divisions, bureaus, departments, councils, or subsidiary corporations having hearing 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, except that money subscribed or contributed for a specific purpose shall be so designated on the books of the organization. The Chairman, Secretary/Treasurer, President and one staff member approved by the Chairman or Secretary/Treasurer shall have check signing authority. The Chairman and Secretary/Treasurer are responsible for ensuring that a proper system is in place separating financial duties of the organization.

### **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, or from petty cash.

### **SECTION 4: BUDGET**

Each year the Executive Committee shall submit an estimated budget for the general operation of the Chamber to the Board of Directors for approval. This budget shall be finalized by the June Board Meeting and go into effect on July 1 of each year.



## **SECTION 5: ANNUAL FINANCIALS AND AUDIT**

The accounts of the Chamber shall be reviewed annually at the close of business on June 30 by a Certified Public Accountant selected by the Executive Committee. The financials are to be made known to the Board of Directors on a timely fashion. Financial audits shall be conducted as required by law for a 501(c)6. All reports shall be made available to a member upon request.

## **SECTION 6: BOND**

The Secretary/Treasurer, President and other staff employees may be bonded in such amount and in such manner as the Board of Directors shall deem advisable; Bonding fee to be paid by the Chamber.

# **ARTICLE VIII -DISSOLUTION**

## **SECTION 1: PROCEDURE**

The Chamber shall use its funds only to accomplish the objectives and purpose specified in these By-Laws and no part of said funds shall be used, or be distributed to the 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, philanthropic organizations to be selected by the Board of Directors, as defined in IRS Section 501(c) (6).

# **ARTICLE IX - AMENDMENTS**

## **SECTION 1: AUTHORITY**

The authority and power to amend these By-Laws is specifically delegated to the Board of Directors.

## **SECTION 2: PROCEDURE**

These By-Laws may be amended by a two-thirds vote of the Directors present at any regular or special meeting of the Board of Directors, provided that written notice of consideration of such amendment, at such meeting shall have been given to each member of the Board of Directors at least five (5) days prior to such meeting.

# **ARTICLE X - ENACTMENT**

## **SECTION 1: ENACTMENT**

These revised By-Laws shall be effective July 1, 2008, or upon their adoption by the Board of Directors present at a duly called meeting for this express purpose. When so adopted, they shall supersede all previous By-Laws and Amendments thereto, all of which are hereby annulled.