

By-Laws

Valdosta-Lowndes County Chamber of Commerce

ARTICLE I

General

Section 1: Name This organization is incorporated under the laws of the State of Georgia and shall be known as the Valdosta-Lowndes County Chamber of Commerce, Incorporated.

Section 2: Purpose The Valdosta-Lowndes County Chamber of Commerce is organized to advance the general welfare and prosperity of Valdosta-Lowndes County 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 commercial, civic, cultural, industrial and educational interests of the area.

Section 3: Area Valdosta-Lowndes County shall mean to include the City of Valdosta, all other incorporated cities, and Lowndes County as a whole.

Section 4: Limitation of Methods The Valdosta-Lowndes County Chamber of Commerce 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, corporation, partnership or estate having an interest in the objectives of the organization shall be eligible to apply for membership.

Section 2: Election (How application is made, received, approved.) 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 investment as provided in Section 3 of Article II.

Section 3: Investments Membership investments 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; b) Any member shall be expelled by the Board of Directors for nonpayment of dues after 120 days from the date due, 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: Member in Good Standing Any member who is 90 days past due for payment of dues, pledges, and/or sponsorships will no longer be considered a Member in Good Standing. Members who are not in good standing: a) may not serve on the Chamber Board, b) may not sponsor Chamber events, and c) are not eligible to do business with the Chamber.

Section 6: Voting In any proceeding in which voting by members is called for, each member in good standing shall be entitled to cast one (1) vote.

Section 7: Exercise of Privileges (Assignment of membership within subscription any limitations.) 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 to the chamber. Each member may, for each multiple of \$100.00 in dues paid by it, designate one of its members or employees as its representative and for office holding purposes be deemed a member of the chamber. No member shall be entitled to more than ten (10) representatives regardless of the amount of its dues.

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 chairmen, committees and new members. A detailed outline for orientation of each of these groups shall be a part of this organization's procedures manual.

Section 9: 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 hold office and shall be exempt from payment of dues. The Board of Directors shall confer or revoke honorary membership by a majority vote.

ARTICLE III

Meetings

Section 1: Annual Meeting The annual meeting of the corporation, in compliance with 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 of the Board at any time, or upon petition in writing of any 10% of the members in good standing: a) Notice of special meetings shall be mailed or faxed to each member at least five (5) days prior to such meetings; b) Board meetings may be called by the Chairman of the Board 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, program, and task force meetings may be called at any time by the Chairman of the Board, respective department Vice Chairman, or by the sub-group'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 present shall constitute a quorum; at committee meetings, a majority 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 in advance unless otherwise stated. An advance agenda and minutes must be prepared for all meetings. A detailed outline for preparation of both shall be a 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 24 members, one-third of whom shall be elected annually to serve for three (3) years, or until their successors are elected and have qualified. The incoming Chairman of the Board may appoint one member to serve a one-year term as "Chairman's Choice". The Past Chairman and the President shall serve as members of the Board.

Adopted January 25, 2000
Amended December 19, 2001
Amended November 20, 2002
Amended March 24, 2004
Amended August 25, 2004
Amended August 24, 2005
Amended December 14, 2005
Amended February 21, 2008
Page 3 of 10

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: Terms of Office. The term of office for elected Board members is three years, with the term of office commencing in January. Board members may serve two consecutive three-year terms, if elected. No Board member who has served two consecutive three-year terms is eligible for election for a third term. A period of one (1) year must elapse before eligibility is restored. A Board member who is appointed to fill an unexpired term is considered to have served a full term, if the unexpired term is greater than 18 months in duration. A Board member who is appointed to fill an unexpired term of less than 18 months is eligible to serve two additional three-year terms, if elected.

Section 3: Selection and Election of Directors

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

Prior to September 1, the Nominating Committee shall present to the President a slate of eight (8) 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 directorship. No Board member who has served two consecutive three-year terms is eligible for election for a third term. A period of one (1) year must elapse before eligibility is restored.

B. **Publicity of Nominations.** Upon receipt of the report of the Nominating Committee, the President shall immediately notify the membership by mail of the names of persons nominated as candidates for directors and the right of petition.

C. **Election.** The annual election of directors shall take place on the third Friday in October.

D. **Nominations by Petition.** The form of the Official Ballot shall be such that members shall have an opportunity to vote for any member for Director whether or not such member's name was on the list of nominees.

E. **Determination.** The candidates receiving the highest number of votes cast shall be declared members of the Board of Directors. The determination of the Nominating Committee as to the legality of the petition(s) shall be final. The Board of Directors shall at its regular October Board meeting declare the eight (8) candidates with the greatest number of votes elected.

F. **Judges.** The Chairman of the Board shall, at the regular September Board meeting, appoint, subject to the approval of the Board of Directors, at least three (3) but no more than five (5) judges who are not members of the Board of Directors or candidates for election. The Chairman of the Board will designate one as 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 at the regular October Board meeting.

Section 4: Seating of New Directors All newly-elected and appointed Board members shall be seated at the Annual Planning Retreat in January and shall be participating members thereafter.

Section 5: Vacancies Vacancies on the Board of Directors, or among the officers, shall be filled by the Board of Directors by a majority vote. Absence for more than five (5) regularly scheduled meetings in a calendar year will indicate the Board member's resignation from the Board. A Board member who loses his/her standing as a Member in Good Standing (see Article II, Section 5) shall be considered to have resigned from the Board.

Section 6: Policy (Statement of position on issues.) 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. A detailed statement of the chamber's procedure for determining official positions on issues is included in the organization's policy manual.

Section 7: Management The Board of Directors shall employ a President and shall fix the salary and other considerations of employment.

Section 8: Indemnification The Chamber may, by resolution of the Board of Directors, provide for indemnification by the chamber 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 individuals shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in their performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability for negligence or misconduct.

Section 9: Ex Officio Members of the Board The following shall be *ex officio* members of the Board of Directors. Such members shall have the right to be heard in matters before the Board of Directors but shall not have voting privileges.: The Georgia State Senator and State Representatives representing any or all of Lowndes County, the Commanding Officer of Moody Air Force Base, the President of Valdosta State University, the President of Valdosta Technical College, the CEO of South Georgia Medical Center, the Chairman of the Lowndes County Commission, the Lowndes County Manager, the Mayors of Hahira, Lake Park, Naylor, Remerton, and Valdosta, the City Managers of Valdosta, Remerton, and Hahira, the Superintendent of each of the public school systems, the president of the Lowndes County Black Business Association, the Executive Directors of each of the Valdosta-Lowndes Conference Center and Tourism Board, the Central Valdosta Development Authority, the Valdosta-Lowndes County Airport Authority, and the Valdosta-Lowndes County Industrial Authority, and the Lowndes County Extension Director

ARTICLE V

Officers

Section 1: Determination of Officers The Board of Directors (new and retiring) at its regular November meeting shall reorganize for the coming year. The Nominating Committee for Directors shall also nominate officers each year. At this meeting, the Board shall elect the Chairman of the Board, Vice Chairman - Administration, Vice Chairman-Economic Development, Vice Chairman-Membership & Marketing, Vice Chairman-Community Affairs, and Vice-Chairman-Business Promotions & Services, and the Treasurer. Officers will be elected from members of the new Board. A Chairman-Elect will be elected from among the Vice Chairmen and Treasurer. All officers shall take office on the first day of the new fiscal year (January 1) and serve for a term of one (1) year or until their successors assume the duties of office. They shall be voting members of the Board of Directors.

Section 2: Duties of Officers

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

The Chairman of the Board shall, with advice and counsel of Vice Chairmen and the President, determine all committees, programs, and task forces, select all chairmen, assist in the

selection of committee, program, and task force members, subject to the 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.

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 and Board of Directors. They will also have under their immediate jurisdiction all committees, programs, and task forces pertaining to their general duties.

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, or invested in a 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 the Executive Committee, and cause to be prepared notices, agendas and minutes of meetings of the Board and Executive Committee.

The President shall serve as advisor to the Chairman of the Board 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, programs, and task forces.

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 supervising all employees.

With the cooperation of the Program of Work Committee and Executive 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 of the Board, Past Chairman, Vice

Adopted January 25, 2000
Amended December 19, 2001
Amended November 20, 2002
Amended March 24, 2004
Amended August 25, 2004
Amended August 24, 2005
Amended December 14, 2005
Amended February 21, 2008
Page 7 of 10

Chairmen, Treasurer, President, and one member selected by the Chairman as “Chairman’s Choice”. The Chairman of the Board will serve as 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 these bylaws.

ARTICLE VI

Committees, Programs, Task Forces and Divisions

Section 1: Appointment and Authority The Chairman of the Board, by and with the approval of the Board of Directors, shall appoint all committees, programs and task forces and their chairmen. The Chairman of the board may appoint such ad hoc committees and their chairmen as deemed necessary to carry out the program of the chamber. Appointments shall be at the will and pleasure of the Chairman of the Board and shall serve concurrent with the term of the appointing Chairman of the Board, unless a different term is approved by the Board of Directors.

It shall be the function of committees, programs, and task forces 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, program, task force, 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, consistent with the chamber’s policy for taking positions on issues.

The Board shall authorize and define the powers and duties of all committees, programs, and task forces. The Board shall annually review and approve all activities and proposed programs of such committees, programs, and task forces, including collection and disbursement of funds.

Committees, programs, and task forces 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, program, or task force.

Section 3: Testimony Once committee, program, or task force action has been approved by the Board of Directors, it shall be incumbent upon the committee, program, or task force chairman, 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 as it deems advisable to handle the work of the chamber.

The Board shall authorize and define the powers and duties of all divisions. The Board shall annually review and approve all activities and proposed programs of such divisions, including collection and disbursement of funds.

No action or resolution of any kind shall be taken by divisions having bearing upon or expressive of the chamber, unless approved by the Board of Directors, consistent with the Chamber's policy for taking positions on issues.

ARTICLE VII

Finances

Section 1: Funds All money paid to the chamber shall be placed in general operating funds.

Section 2: Disbursements Upon approval of the budget, the President is authorized to make disbursements on accounts and expenses provided for the budget without additional approval of the Board of Directors. Disbursement shall be by check.

Section 3: Fiscal Year The fiscal year of the chamber shall close on December 31.

Section 4: Budget As soon as possible after election of the new Board of Directors and officers, the Executive Committee shall adopt the budget for the coming year and submit it to the Board of Directors for approval.

Section 5: Annual Review The accounts of the chamber of commerce shall be reviewed annually as of the close of business on December 31 by a certified public accountant. The review shall at all times be available to members of the organization within the offices of the chamber. The Board may call for a certified audit at its discretion.

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 the Board and paid for by the chamber.

Section 7: Excess Revenue Excess revenue generated by the Chamber will be placed in a reserve account. The President and Treasurer will be responsible for the investment of funds for the Chamber.

Section 8: Securities Investments made by the Chamber will be limited to the following, as allowed by Georgia law:

Obligations of the State of Georgia or other states, obligations issued by the U. S. Government, obligations fully insured by the U. S. Government or guaranteed by the U. S. Government or by a Government agency of the United States, obligations of any corporation of the U. S. Government, prime banker's acceptances, repurchase agreements and obligations of other political subdivisions of the State of Georgia.

ARTICLE VIII

Dissolution

Section I: Procedure The Chamber shall use its funds only to accomplish the objectives and purposes specified in these bylaws, and no part of said funds shall inure, 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 or philanthropic organizations to be selected by the Board of Directors as defined in IRS Section 501(c)(6).

ARTICLE IX

Section I: 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 not inconsistent with the charter or bylaws of the chamber.

ARTICLE X

Amendments

Section I: Revisions These bylaws may be amended or altered by a two-thirds (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 the meeting at which they are to be acted upon.