

Final Draft 10-21-24  
BYLAWS  
JEFFERSON COUNTY CHAMBER OF COMMERCE, INC.

**ARTICLE I – NAME AND OBJECT**

Section 1. (A) The name of this corporation shall be “Jefferson County Chamber of Commerce, Inc.,” and shall hereafter be known as “the Chamber.”

(B) The Chamber is incorporated under the laws of the State of West Virginia as a non-profit corporation, and shall observe all local, state, and federal laws which apply to a nonprofit organization as defined in Section 501(c)(6) of the Internal Revenue Code. Its principal office shall be located in Jefferson County, West Virginia.

Section 2. The purposes of the Chamber are to advance the agricultural, commercial, industrial, and civic interests of Jefferson County and its surrounding area.

Section 3. The Chamber shall be nonpartisan and nonsectarian and shall take no part in, or lend its support to, the election or appointment of any candidate for any public office.

**ARTICLE II – MEMBERSHIP**

Section 1. Membership dues shall be as determined by the Board of Directors.

Section 2. Any reputable person, association, corporation, partnership or estate may be eligible for membership in the Jefferson County Chamber of Commerce, Inc., and may hold one or more memberships. All Chamber members and applicants for membership shall agree to support the purposes and mission statement of the Chamber, abide by the Chamber’s code of conduct, and not use the Chamber as a platform for promoting views that are contrary to the purposes

and mission statement of the Chamber. The Chamber reserves the right, in its sole discretion, to decline an applicant for membership by action of its Board of Directors.

Section 3. Applicants for membership shall be classified at their option from the categories available on the Membership Application.

Section 4. Any holder of more than one membership shall have the right at any time to re-designate any or all of its representatives, upon giving written notice thereof to the Executive Director of the Chamber.

Section 5. Distinction in public affairs shall confer eligibility for honorary membership. Honorary membership shall include all privileges of active membership, except that of holding office or of voting, with exemption from the payment of dues. Persons selected for honorary membership shall be nominated by the Executive Committee and approved by the Board of Directors.

Section 6. If a member's dues have not been paid within three months of the due date, he or she shall be notified by the Chamber office of the delinquency, and if the dues shall not be paid by the end of the fourth month, his or her membership shall terminate unless the Board of Directors shall otherwise provide.

Section 7. Any member may be expelled for conduct unbecoming a member, by action of the Executive Committee of the Board of Directors, after ten days written notice to the member.

Section 8. No member shall be entitled to vote to elect the Board of Directors at the membership meeting if his or her dues shall be delinquent.

### **ARTICLE III – BOARD OF DIRECTORS**

Section 1. The governance of the Chamber, the direction of its work, and the control of its property shall be vested in a Board of Directors, hereafter know as “the Board.” The Board shall consist of: (1) twelve (12) elected members, one-third of whom shall be elected annually in successive years, each for a term of three years as hereinafter provided; (2) not more than six appointed members to be recommended by the President and approved by the Board for terms of one year; (3) the Immediate Past President and the Executive Director. The Board will consist of no more than twenty-two members.

Section 2. No member of the Board who has completed two full three-year terms shall be eligible for re-election until after the lapse of one year after completion of her/his term. However, if the member is serving as an officer (President or Vice President), and the additional time is necessary to complete obligations associated with serving as an officer of the Chamber, the nominating committee shall nominate such member to an additional one-year term under Section 1, above.

Section 3. The President, whose term expires at the close of any current year of operation, shall continue automatically as a member of the Board as the Immediate Past President for an additional year, regardless of whether her/his three-years as a Director shall have expired, and s/he shall be entitled to vote as a member of the Board.

Section 4. The Board shall meet monthly.

Section 5. A quorum for the transaction of business by the Board will be a majority of the Board of Directors.

Section 6. If a member of the Board is absent for three regular Board meetings in any calendar year, the member will be notified that the Executive Committee will consider the issue and may make a recommendation to the Board, at the next regular board meeting, whether to declare the seat vacant.

Section 7. The Board shall have power to fill all vacancies on the Board until the next annual election.

Section 8. The Board may adopt rules for conducting the business of the corporation.

Section 9. Board Elections will be conducted as follows:

a) Criteria for membership on the Board will be announced in the August Electronic Correspondence of the Chamber. Chamber members will have the opportunity to submit the name of any nominee or nominate himself/herself as a Director via application in care of the Chamber office no later than September 30th. Each nominee must meet the criteria set forth by the Board. The Nominating Committee will convene after that date and will review and select any nominee eligible to run for the Board. In making selections, the Nominating Committee will endeavor to name candidates from a cross section of the economic life and the geographic area of Jefferson County. Each nominee must be a member of the Chamber or an employee of a member in good standing of a member of the Chamber.

b) The slate for election to the Board shall be submitted to the membership no later than ten days prior to the election. Nominations will not be taken from the floor.

c) The Board of Directors shall be elected at the November membership meeting of the corporation.

d) All voting shall be by ballots distributed at the November membership meeting. There will be no proxy ballots. The number of nominees corresponding with the number of Directors to be elected who receive the highest number of votes shall be declared elected. If the available number of seats equals the number of nominees, then a call of affirmation may occur.

e) The President shall appoint three members of the Chamber, but not candidates for election, who shall count the ballots.

#### **ARTICLE IV – OFFICERS**

Section 1. At the next meeting of the Board of Directors following Board Elections, the Board shall elect officers for the ensuing year: President, Vice-President, and a Treasurer. The President, the Vice President, and the Treasurer shall be elected members of the Board of Directors, except that a member appointed in accordance with Article III, Section 2, above, shall be eligible to serve as President.

Section 2. The President shall preside at all meetings of the corporation and of the Board of Directors and perform duties incident to this office. S/he shall be a member of all committees. The President will serve one elected term.

Section 3. The Vice-President shall act in the absence of the President. S/he shall appoint all committees and chairs. S/he shall be a member of all committees.

Section 4. In the absence of both the President and the Vice-President, the Treasurer shall act. The Treasurer shall oversee the receipt and disbursement of funds of the corporation. No disbursement shall be made unless it shall have been authorized and ordered by the Executive Director. All disbursements from Chamber funds shall be made by checks manually or electronically signed by two of the following: President, Vice President, Treasurer, and Executive Director. The

Treasurer shall make monthly reports to the Board. The Treasurer shall review the monthly reconciled bank statement(s) to ensure accuracy and shall include this report to the Board of ~~Directors~~ when making monthly reports.

Section 5. The Executive Director shall be selected by the Board. The Executive Director shall devote her/himself entirely to the affairs of the Chamber. S/he shall at all times be subject to the supervision of the Board and shall perform such duties as may be determined by the Board. S/he shall maintain general supervision over all the work of the Chamber and its employees. Subject to the approval of the Board, s/he shall appoint and fix the number and compensation of other employees of the Chamber and shall have authority to dismiss any such employees. S/he shall be responsible to the Board for the proper conduct of all the departments and the work of the people employed by the Chamber. S/he shall conduct the official correspondence, preservation of all books, documents and communications, the maintenance of books of account, and maintenance of an accurate record of the proceedings of the Chamber and the Board meetings. S/he shall manage the affairs of the Chamber as to promote the objectives for which the Chamber was organized. S/he shall serve as an ex-officio member of the Board without vote and an ex-officio member of all committees with vote.

Section 6. The Chamber shall bond the President, Vice President, Treasurer, and Executive Director, in such amount as the Board may determine, for the faithful performance of their duties.

## **ARTICLE V – COMMITTEES**

Section 1. The Board shall authorize and define the powers and duties of all committees.

Section 2. It shall be the function of the committees to investigate and make recommendations. No committee, standing or special, shall have the power to commit the Chamber on any matter of general policy. It is the intent of this action to provide that committees shall have the authority to decide matters of interest to such committees only, and will recommend to the Executive Committee or Board, as necessary for decision all matters affecting the community or the Chamber as a whole. From any committee both majority and minority reports may be submitted to the Executive Committee or Board as necessary.

Meetings of committees may be called at any time by the President, Vice President, or by the Chairperson of such committees with notification to be made to all committee members with notification to the Chamber office. Email or telephone notification is acceptable.

In the event any committee fails to discharge the duties assigned to it with reasonable promptness, such committees may be discharged by the Vice President, who shall report his/her action to the President and Board and thereupon appoint a new committee.

Section 3. The Executive Committee shall be composed of President, Vice-President, Treasurer, Immediate Past President, and Executive Director. In the interim between meetings of the Board, the Executive Committee shall have charge of the routine business of the Chamber. It shall have general charge of the finances and property of the Chamber and shall have authority to order disbursements for necessary expenses and may grant to any committee a reasonable amount of money for special work, provided such amount shall not exceed the budget allowance for such work as previously approved by the Board.

Section 4. The Finance and Budget Committee shall be composed of the Executive Committee and up to three other members of the Board. Its duties shall be to receive and consider, at the beginning of the fiscal year, estimates of expenditures for the ensuing year as prepared and filed with it by the officers and committees of the Chamber; to submit to the Board, recommendation for a budget apportioning the funds of the Chamber, which recommendations may be approved, amended, or rejected by the Board.

Section 5. The Nominating Committee shall be composed of at least three members appointed annually by the Vice-President and approved by the Board. It will receive and approve all applications for nomination to the Board. It will also meet as needed to consider and make recommendations to the Board to fill vacancies on the Board.

#### **ARTICLE VI – MEETINGS**

Section 1. The Board may provide for holding membership meetings whenever and wherever it may be considered necessary or desirable.

Section 2. The Board shall call a membership meeting upon a petition signed by not less than ten percent of the members.

Section 3. A quorum at any membership meeting shall consist of those members in good standing that are in attendance.

Section 4. Notice of any membership meeting shall be announced electronically.

Section 5. The annual meeting of the Chamber shall be held at a time and place to be determined by the Board. The time, date and location of the meeting will be announced electronically.



## **ARTICLE VII – FISCAL YEAR**

Section 1. The fiscal year of the corporation shall commence on January 1<sup>st</sup> of each year and continue through December 31<sup>st</sup> of the year.

## **ARTICLE VIII – PARLIAMENTARY PROCEDURE**

Section 1. All questions of parliamentary procedure shall be determined according to the rules for small boards contained in the latest edition of “Roberts’ Rules of Order,” except that motions must be seconded. The President shall have authority to decide all disputes relating to parliamentary procedure.

## **ARTICLE IX – AMENDMENTS**

Section 1. These Bylaws may be amended by a two-thirds vote of those present at any regular or special meeting of the Chamber of Commerce, provided notice of the proposed change shall have been given to all members not less than ten days prior to such meeting.

## **ARTICLE X – DISSOLUTION**

Section 1. The corporation shall use its funds solely for the purpose of accomplishing the objectives and purposes specified in its Charter and in these By-laws. In the event of dissolution of the corporation, any funds remaining on hand shall be distributed to one or more charitable organizations as directed by the Board.

(Statement of amended and approved goes here)