

# ARTICLE I

## NAME AND PURPOSE

**Section 1. Name:** The name of the organization shall be "McMinnville-Warren County Chamber of Commerce, Inc."

**Section 2. Purpose:** The McMinnville-Warren County Chamber of Commerce is organized for the purpose of advancing the economic, commercial, industrial, professional, agricultural, civic, tourist, and cultural welfare of McMinnville, Warren County and the State of Tennessee through promotion of the free enterprise system.

To encourage the growth and to protect the interests of existing industries and businesses while giving assistance to any new firms or individuals seeking to locate in the city, county and state.

And, in general, to promote the welfare of all area members and citizens, following always those policies intended to accomplish the greatest good for the city, county and state.

**Section 3. Limitations:** The McMinnville-Warren 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.

The Chamber shall be non-partisan and non-sectarian with respect to political and religious involvement. The Chamber shall not, nor shall any person in the name of the Chamber, take part in or lend influence or facilities directly or indirectly to the nomination, election, or appointment of any candidate for office in city, county, state, or nation.

# ARTICLE II

## MEMBERSHIP

**Section 1. Membership Classification:** Membership shall be divided into two classes: (1) Active and (2) Honorary.

**Section 2. Membership Eligibility:** Any person, association, corporation, partnership, or other entity having an interest in the objectives of the organization and in good standing with the business community shall be eligible to apply for membership. Membership may not be denied on the basis of race, creed, religion, or sex.

**Section 3. Membership Investments:** Membership investment dues shall be at such a rate or rates, schedule, or formula as may be from time-to-time prescribed by the Board of Directors, payable annually in advance. **Dues shall become delinquent 30 days after invoice due date.**

**Section 4. Membership Termination:** (A) Any member may resign from the Chamber upon written request to the Board of Directors. (B) Any member may be expelled by a two-thirds (2/3) 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. Membership Voting:** In any general membership proceeding in which voting by membership is required, each active member person shall be entitled to one (1) vote and each member firm shall be entitled to a number of votes determined by the Board of Directors according to **the membership tier, not to exceed eight (8) votes.** The number of votes shall be as follows:

Non-Profit	(1)
Small Business Track	
Entrepreneur (Standard)	(1)
Business Partner	(2)
Community Partner	(3)
Corporate Track	
Entrepreneur (Premium)	(4)
Economic and Community Development Partner: Bronze level	(5)
Economic and Community Development Partner: Silver level	(6)
Economic and Community Development Partner: Gold level	(7)
Economic and Community Development Partner: Platinum level	(8)

**Section 6. Exercise of Privileges:** Any firm, association, corporation, partnership, or other entity holding membership may nominate individuals whom the holder desires to exercise the privileges of membership and shall have the right to change its membership nomination upon written request.

**Section 7. Orientation:** When necessary, orientation on the purposes and activities of this organization shall be conducted for the following groups: new directors, officers, committee chairmen, committees, and new members.

**Section 8. Honorary Members:** Any person who, in the judgement of the Board of Directors, has exhibited loyalty to the Chamber, served as an elected or appointed official of

the Chamber, made unusual, significant, and lasting contributions to McMinnville and Warren County through the medium of the Chamber, and is at least 55 years of age may be elected to honorary membership by said Board. This total may not exceed five percent (5%) of the total paid membership. Such members shall have all the privileges of membership except the right to vote and shall be exempt from payment of investment dues. Such membership may be revoked at the pleasure of the Board of Directors.

## ARTICLE III

### MEETINGS

**Section 1. Annual Meeting:** The annual meeting of the corporation, in compliance with State law, shall be held in 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. Special Meetings:** Special membership meetings of the Chamber of Commerce may be called by the Chairman of the Board, three (3) directors, or twenty-five percent (25%) of the general membership upon written request to the Board of Directors. Notice of the special meeting shall be mailed to each member, person, or firm at least two (2) days prior to the date of the meeting or through the local news media. Notice will include nature of business to be transacted, and only such business may be considered.

**Section 3. Presiding Official:** The Chairman of the Board, or in his absence, the Chairman-Elect or a Division Chairman in that order shall preside at all meetings. In the absence of these officers, the Board of Directors shall designate one of its members to preside.

**Section 4. Quorums:** At any duly called special membership meeting, twenty-five percent (25%) of total membership shall constitute a quorum. At a Directors' meeting, **six (6) Directors present**, excluding ex-officio directors, shall constitute a quorum of the Board of Directors. The majority present at any meeting, except where statutes provide otherwise, shall decide any questions which come before the meeting.

## ARTICLE IV

## **BOARD OF DIRECTORS**

**Section 1. Composition:** The Board of Directors shall be composed of thirteen (13) members, elected by the membership, for a term of three (3) years and shall hold office until such time as their successors are elected and qualified. The terms of office shall be staggered so no more or less than five (5) shall expire within the same year.

In addition to the thirteen (13) elected Directors, the retiring Chairman of the Board (for a period of one (1) year following his term of office or until his successor in office has vacated such), the current Mayor of the City of McMinnville, the County Executive of the Warren County Commission, and the director(s) of Main Street McMinnville shall all be ex-officio (non-voting) Directors.

### **Section 2. Selection and Election of Directors:**

**(A) Nominating Committee:** The Nominating Committee shall meet at the call of the Chairman during the month of September to select a slate of candidates as members of the Board for election by the membership. The Committee shall include the Chairman-Elect and the four Immediate Past Chairmen of the Chamber. The Chairman-Elect shall chair the committee.

Prior to the regular September Board meeting, the Nominating Committee shall present to the President a slate of five (5) 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. 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.

This provision shall not apply to a director who has been appointed to fill a Board vacancy of less than two (2) years.

**(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) Nominations by Petition:** 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 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 legality of the petition(s) shall be final.

**(D) Determination:** If no petition is filed within the designated period, the nominations shall be closed and the nominated slate of five (5) candidates shall be declared elected by the Board of Directors at their regular October Board meeting. If a legal 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 five (5) candidates only. The President shall mail this ballot to all active members at least 15 days before the regular October Board 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 Board of Directors shall at their regular October Board meeting declare the five (5) candidates with the greatest number of votes elected.

**Section 3. Seating of Directors:** All newly elected Board members shall be seated at the January Board meeting. Newly elected directors shall be invited to attend the November and December meetings prior to taking office.

**Section 4. Vacancies:** A member of the Board of Directors who shall be absent from three (3) consecutive regular meetings of the Board of Directors shall automatically be dropped from membership on the Board, unless confined by illness or other absence approved by a majority vote of those voting at any meeting thereof.

Vacancies on the Board of Directors, or among the Officers, shall be filled by the Board of Directors by a majority vote.

**Section 5. Management:** The Board of Directors shall employ a President.

**Section 6. Directors' Meetings:** Directors shall meet as regularly or as often as necessary to conduct the affairs of the Chamber as follows:

**(A) Regular Meetings:** Regular meetings of the Board of Directors will be held monthly, at a time and place established by the Board of Directors.

**(B) Special Meetings:** Special meetings may be called at any time by the Chairman of the Board, President, three Directors, or by ten (10) members of the Chamber and may be held at any time and place, without notice, by consent of all Directors or by the presence of all Directors at such meeting.

**(C) Presiding Official:** In the absence of both the Chairman of the Board, Chairman–Elect, or a Division Chairman, the Board members present shall designate one of their number to preside.

**(D) Order of Business:** Order of business at all Directors meetings shall follow in this order:

- (1) Items of Consent
- (2) Old Business
- (3) Division Chair Reports & Staff Reports
- (4) New Business
- (5) Adjournment

**Section 7. Policy:** The Board of Directors is responsible for establishing procedure and formulating policy of the organization. They are 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.

## ARTICLE V

### OFFICERS

**Section 1. Determination of Officers:** The Board of Directors (new and retiring directors) at its regular December 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, Chairman–Elect, as many Division Chairmen as is deemed necessary to conduct the activities of the Chamber, and the Secretary–Treasurer. Officers will be elected from members of the new Board. All officers shall serve for a term of one (1) year or until their successors assume the duties of office, and they shall be voting members of the Board of Directors. Any Director elected as Chairman–Elect during the last year of his/her term as a Director, shall be allowed to complete his/her term as Chairman of the Board of the Chamber of Commerce.

### Section 2. Duties of Officers:

**(A) Chairman of the Board:** The Chairman of the Board 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 may sign checks for disbursement of Chamber monies and shall perform other duties incident to the office.

The Chairman of the Board shall, with advice and counsel of the Chairman-Elect, Division Chairmen, and President, determine all committees, select all committee chairmen, and assist in selection of committee members, subject to 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 of the Board in the absence or disability of the Chairman of the Board. The Chairman-Elect shall succeed to the office of Chairman of the Board upon the expiration of the term of the Chairman of the Board.

**(C) Division Chairmen:** The Division Chairmen's duties shall be such as the title by general usage would indicate, as well as those that may be assigned by the Chairman of the Board and the Board of Directors.

**(D) Secretary-Treasurer:** The Secretary-Treasurer shall oversee the disposition of all funds of the Chamber. He/she shall cause written reports to be made quarterly to the Board of Directors, itemizing receipts and disbursements. The Secretary-Treasurer shall be authorized to sign checks for the disbursement of monies.

**Section 3. President:** The President shall be the chief administrative and executive officer. The President shall be employed at the will of the Board of Directors.

The President shall be responsible for the safeguarding of funds received by the Chamber and for their proper disbursement. Checks require two signatures and may be signed by the Chairman of the Board, Secretary-Treasurer, President, or designated staff member.

The President shall serve as adviser to the Chairman of the Board and all Division Chairmen on program planning, shall assemble information and data, and cause to be prepared special reports as directed by the Program of Work of the Chamber.

The President shall cause to be prepared notices, agendas, and meetings of the Board.

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

The President, with the advice and consent of the Board of Directors, shall be responsible for hiring, discharging, directing, and supervising all employees.

With the assistance of the Chairman of the Board, the President shall be responsible for the administration of the Program of Work in accordance with the policies and regulations of the Board of Directors.

With the cooperation of the Chairman of the Board and Secretary/Treasurer, 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.

**Section 4. 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. This Committee shall be flexible and functional between Board meetings to act on any and all matters referred to it by the Board of Directors. It shall be composed of the Chairman of the Board, Secretary-Treasurer, Chairman-Elect, and the Immediate Past Chairman. Three (3) members comprise a quorum. The President shall serve as an ex-officio member of the Executive Committee.

**Section 5. Indemnification:** The Chamber may, by resolution of the Board of Directors, provide for indemnification by the Chamber of any and all of its Directors and Officers or former Directors and Officers 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 VI

### **COMMITTEES AND DEPARTMENTS**

**Section 1. Appointment and Authority:** The Chairman of the Board, by and with the approval of the Board of Directors, shall appoint committees and their leaders as deemed necessary to carry out the program of the Chamber. Committee appointees shall be at the will of the Chairman of the Board and shall serve concurrent with the term of the appointment of the Chairman of the Board.

It shall be the function of committees to make investigations, conduct studies and hearings, make recommendations to the Board of Directors, and carry on such activities as may be delegated to them by the Board.



**Section 2. Limitation of Authority:** 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 by the Board of Directors.

Committees shall be discharged by the Chairman of the Board when their work has been completed and their reports have been accepted or when, in the opinion of the Board of Directors, it is deemed wise to discontinue the committees.

**Section 3. Departments:** The Board of Directors may create such departments or subsidiary corporations as it deems advisable to handle the work of the Chamber.

The Board will authorize and define the powers and duties of all departments and subsidiary corporations, including collection and disbursements of funds.

No action or resolution of any kind shall be taken by departments or subsidiary corporations having bearing upon or expressive of the Chamber, unless approved by the Board of Directors.

## ARTICLE VII

### FINANCES

**Section 1. Funds:** All funds shall be under the directions and control of the Board of Directors. Disbursements will be made by check duly signed by two of the following: the Chairman of the Board, Secretary-Treasurer, President, or **designated staff member**. No obligation or expense shall be incurred and no money disbursed unless authorized by the Board through budgetary appropriation or by separate approval action.

Such funds shall be kept on deposit in member banks.

**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.

**Section 3. Records and Reports:** All records and reports of the Chamber shall be maintained on a calendar year basis.

**Section 4. Employment and Salaries:** The Board of Directors shall employ a President and such staff as the President shall recommend. The salaries of the officers and employees of the Chamber shall be fixed by the Board of Directors.

**Section 5. Liability:** The Directors shall not make any obligations or incur any liability on the Chamber in excess of the income of the Chamber, without the approval of the majority of the Board of Directors.

**Section 6. Annual Audit:** The account of the Chamber of Commerce shall be audited by a public accountant annually as of the close of business on June 30. The audit shall at all times be available to members of the organization within the offices of the Chamber.

**Section 7. Bonding:** The Directors are empowered, if they deem necessary, to require any officer or employee of the Chamber to be bonded in such penalty as they may determine. The Chairman of the Board, President, and Secretary-Treasurer shall be covered by a blanket bond in an amount equal to the total budget of the Chamber at all times. Premiums for such bonds shall be paid from funds from the Chamber. Any standard guaranty company may be accepted as surety on such bond as approved by the Board.

## ARTICLE VIII

### PROCEDURE

**Section 1. Parliamentary Authority:** The current issue 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 IX

### AMENDMENTS

**Section 1. Revisions:** These By-Laws 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 proposal for amendment. In the event that the proposal of the amendment or alteration to these By-Laws comes before a meeting of the membership as indicated above, any proposed amendment or alteration shall be submitted to the members in writing at least ten (10) days in advance of the meeting.

In the event that the proposal for amendment or alteration to these By-Laws comes before the meeting of the Board of Directors, as indicated above, any proposed amendment or alteration shall be submitted to the Board in writing at least ten (10) days in advance of the meeting. Further, the President shall cause the proposed amendment or alteration to be submitted to the membership in writing by Public Notice at least ten (10) days in advance of such meeting. Any member may of right appear at the Board meeting, at which the proposed amendment or alteration of these By-Laws is to be acted upon, either in opposition or in support of the amendment or alteration; and he shall be given a reasonable time to present his position. Any amendment or alteration to these By-Laws adopted by the Board

of Directors as provided above shall be ratified by the membership. Ratification shall be deemed to have occurred thirty (30) days from the date of Board action in adopting any amendment or alteration to these By-Laws unless the Board shall receive a written petition signed by at least twenty-five percent (25%) of the membership opposing the adoption of any amendment or alteration to these By-Laws by the Board of Directors. The effect of such petition shall be to void the action by the Board in its entirety.

Revised and adopted this, the 26th day of April, 2016.