

BYLAWS
MISSISSIPPI GULF COAST CHAMBER OF COMMERCE, INC.

ARTICLE I
MISSION

Mississippi Gulf Coast Chamber of Commerce, Inc., a Mississippi non-profit corporation (the "Chamber") Connects, Informs, Advocates and Develops. The Chamber is a membership organization that fosters leadership and the advancement of the community vision and interests of its members and strives to improve the business climate through facilitating, advocating, and providing information on behalf of the region. The Chamber, shall observe all local, state and federal laws which apply to non-profit organizations as defined in Section 501 (C)(6) of the Internal Revenue Code.

ARTICLE II
MEMBERSHIP

Section 1: **ELIGIBILITY.** Any person or other legal entity having an interest in the objectives of the organization shall be eligible to apply for membership.

Section 2: **ELECTION.** Application for membership shall be made by written application on forms provided for that purpose, and signed by the applicant, or the applicant's authorized representative. The Chief Executive Officer (the "CEO") or its designee shall review and approve all applications. Any applicant so elected shall become a member upon payment of investment as provided in Section 3 of Article II and after an affirmative vote of a majority of the Board of Directors.

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 full, monthly or quarterly.

Section 4: **TERMINATION.**

(a) Any member may resign upon written resignation. Notice of termination shall not relieve a members from the obligation which was incurred or accrued during the terminating member's term of membership.

(b) A member may be expelled by a majority vote of the members of the Board of Directors for non-payment of dues if any dues remain outstanding ninety (90) days from the due date, unless otherwise extended for good cause by the Board of Directors; or, for conduct prejudicial to the aims or reputation of the Chamber as determined by the Board of Directors in its sole and absolute discretion.

Section 5: **REPRESENTATIVES.** Members other than individuals shall designate an employee or other representative, by written communication, to serve as the representative of the member who shall exercise the member's right to vote and may serve as an Officer or Director of the Chamber.

Section 6: **DIVISIONS.** The Chamber maintains Divisions to support and assist the Chamber in better serving the needs of its members. Divisions are based on geography and/or regional topics. The current Divisions of the Chamber are: Biloxi Chamber of Commerce, Gulfport Chamber of Commerce, Long Beach Chamber of Commerce, Pass Christian Chamber of Commerce, Coast Young Professionals, Coast Centurions Association and Leadership Gulf Coast.

Section 7: ORIENTATION. At regular intervals, orientation on the purposes and activities of the Chamber may be conducted for all or some of the following: new Directors, Officers, Division Chairs or leaders, committees and new members. A detailed outline for orientation of each of these groups may be a part of the Chamber's Orientation and Training Manual.

ARTICLE III MEETINGS OF THE MEMBERSHIP

Section 1: ANNUAL MEETING. The annual meeting of the membership shall be held in January or at such other time as the Board of Directors shall set. The time and place shall be fixed by the Board of Directors and notice thereof mailed or e-mailed to each member at the address of record not less than fifteen (15) days or more than sixty (60) days before said meeting. The notice of annual meeting shall include a description of any matter or matters which must be approved by the members.

Section 2: SPECIAL MEETINGS. Special meetings of the general membership may be called by the Board of Directors, or upon petition in writing of five percent (5%) of the members in good standing. Such petition shall be in writing describing the purpose or purposes for which it is to be held and delivered to the CEO. Notice of special meetings shall include a description of the matter or matters for which the meeting is called and shall be mailed or e-mailed to each member at least ten (10) days prior to said meeting. Only those matters that are within the purpose or purposes described in the meeting notice may be conducted at the special meeting of the members.

Section 3: QUORUMS. At any duly called general meeting of the Chamber, ten percent (10%) of the membership in good standing shall constitute a quorum. Unless one-third (1/3) or more of the members in good standing are present in person or by proxy, the only matters that may be voted upon at the annual meeting are those matters that are described in the meeting notice.

Section 4: AGENDA AND MINUTES. Where appropriate, an advance agenda and minutes shall be prepared for all Membership meetings as well as for the Board of Directors, Executive Committee, and other Chamber supported group meetings.

Section 5: VOTING. In any proceeding in which members are voting, each member person shall have one vote; and each member firm, association, corporation, or partnership, Limited Liability Company or other legal entity shall be entitled to the number of votes determined by dividing the total investment by the basic level, or first tier, of the business membership. A business will have multiple votes based on what tier they invest in. Votes can be cast by the member representative or their designee (s). No fractional votes will be permitted. Members may vote at a meeting of the membership. In the event that the Board of Directors or the Executive Committee determines that a vote of the membership should be taken regarding any issue of importance to the Chamber, the Board of Directors may authorize a poll or election on the issue and a vote to be taken by mail, e-mail, facsimile transmission or other method, so long as the procedure for soliciting, receiving and counting the votes of the members has been approved by the Board of Directors to insure a reliable, fair and valid process.

ARTICLE IV BOARD OF DIRECTORS

Section 1: RESPONSIBILITIES. The Board of Directors, hereinafter referred to as the "Board",

has full control of property and affairs; the right to determine and define policies, enact all rules and regulations; including planning and evaluation, maintaining fiscal integrity and supporting diligent moral and ethical standards. Furthermore, the Board shall authorize and define powers and duties of all Committees, Task Forces, and Divisions, none of which shall represent the Chamber in advocacy of, or in opposition to, on any issue, program or project without specific authorization from the Board.

Section 2: DIRECTORS (Members of the Board). Only a Member in Good Standing (to include the Member's representative) may serve as a Director of the Chamber or Director of any of its Divisions including but not limited to Biloxi Chamber of Commerce, Gulfport Chamber of Commerce, Long Beach Chamber of Commerce, Pass Christian Chamber of Commerce, Coast Young Professionals, Leadership Gulf Coast and Coast Centurions Association. The Board shall consist of thirteen (13) fixed positions including the Officers and Division Chairs. Additionally, the Board will be comprised of between ten (10) and fourteen (14) at large Directors. The Board shall consist of the following Directors:

(a) The Officers of the Chamber, including the President, President-Elect, Past-President and Treasurer. The Board Attorney and CEO shall be nonvoting advisors to the Officers of the Chamber.

(b) The Chairs of the Divisions, including but not limited to, Biloxi Chamber of Commerce, Gulfport Chamber of Commerce, Long Beach Chamber of Commerce, Pass Christian Chamber of Commerce, Coast Young Professionals, Leadership Gulf Coast and Coast Centurions Association.

(c) Ex-Officio Directors who may be appointed by the President, with approval of the Board, for a period coinciding with the President's term of office. They may include any community resource organization; provided, however, that Ex-Officio Directors shall be Non-Voting Members of the Board.

Section 3: ORIENTATION AND COMMITMENT. Each potential Director shall be interviewed and instructed in the responsibilities of the office, and must have agreed to commit the time and resources necessary to fulfill the duties of directorship by having signed a form substantially similar to "Attachment A" prior to being seated on the Board.

Section 4: VACANCY AND ATTENDANCE. The Board shall meet at such place and time as is noticed in advance by the President or designee, but at least four (4) times per year for such purposes as is deemed necessary for the official business of the Chamber. Attendance of each Director at official meetings of the Board shall be considered necessary for the fulfillment of the duties of the Director's office. Two (2) absences by a Director within a calendar year shall, upon majority vote of the Board, constitute reason for creating a vacancy and discharging the Director in violation. Any Director may resign by submitting a letter of resignation to the President. Vacancies occurring on the Board shall be filled by the President of the Board, provided, however, that Division vacancies shall be filled in accordance with the Policies and Procedures for the Division.

Section 5: POLICY. The Board is responsible for establishing procedures and formulating policy of the Chamber. The Board is also responsible for adopting or approving all policies of the Chamber. These policies shall be maintained in a Policy Manual to be reviewed by the Board from time to time, but no less than annually, and revised as necessary.

Section 6: MANAGEMENT. The Chamber shall employ a Chief Executive Officer who shall be selected by the Board serve as the Chamber's Executive Director. The Board shall fix the salary and other conditions of employment. In the case of absence or disability of the CEO, the Board may appoint an

interim Executive Director.

Section 7: MEETINGS. Notice of meetings shall be mailed, e-mailed, sent by facsimile transmission, or sent in any other form or by any other method approved by the Board at least five (5) days prior to the day appointed for the meeting and addressed or sent to member's last known meeting address, e-mail address or facsimile of a member as shown in the records of the Chamber. Where it serves the interests of the Chamber, meetings may be held without five (5) days' notice, provided that the meeting results in a quorum present and those present sign a waiver of notice provision. Notwithstanding the foregoing sentence, special meetings must be preceded by at least two (2) days' notice of the date, time, and place of the special meeting. Special meetings of the Board may be called by the Chairman as serves the needs of the Chamber, provided such meetings are called in accordance with these Bylaws. Such special meetings may be by telephone or video conference and votes shall be recorded by the CEO or other person designated by the President.

Section 8: QUORUM. A simple majority of the Board, which includes proxies, present at a meeting of the Board shall constitute a quorum of the Board. Directors represented by written proxy, including e-mail or facsimile proxies, may be counted for purposes of establishing a quorum. Directors can grant proxy to another voting Director of the Board. Division Chairs can grant their proxy to another member of their Division's Executive Committee or another voting Director.

Section 9: VOTING. Directors may vote by proxy by delivering a written proxy appointing another Director to vote on his or her behalf for the President prior to or during any meeting at which the proxy is to be exercised. A Division Chair can grant their proxy to another member of their Division's Executive Committee or another Director. Votes of the Board may also be taken by mail, e-mail, facsimile transmission or other method, so long as the procedure for soliciting, receiving and counting the votes of the Directors has been approved by the Board to insure a reliable, fair and valid process. In order for proxy votes to be included in minutes, written proxies are to be provided to CEO or CEO's designated representative.

Section 10: REFERENDUM. The Board may upon its own initiative; or, upon the request in writing of ten percent (10%) of the members of the Chamber in good standing, shall submit any question to the Chamber members for a referendum vote. A referendum may be conducted at any duly constituted membership meeting or may be conducted by mail, including e-mail or other electronic medium, as designated by the initiators of the referendum. The initiators shall designate if the referendum is to be advisory to the Board or final. If the referendum is conducted, a meeting shall be scheduled for discussion prior to the vote being taken. If the referendum is conducted by mail or e-mail ballot, the ballot for such a vote mailed to Chamber members may be accompanied by briefs stating various positions related to the question.

Section 11: INDEMNIFICATION. The Chamber (i) shall indemnify its Directors (as defined in Miss. Code 79-11-281, as it may be amended from time to time) if and to the extent required by such section and (ii) may indemnify its Directors in any manner permitted by such section upon the majority vote of the Board of Directors.

ARTICLE V OFFICERS

Section 1: DETERMINATION OF OFFICERS. The Board no later than its December or earlier fourth quarter meeting, or at such time consistent with the responsibilities of the newly constituted

Board, shall reorganize for the coming year. At this meeting, the Board shall elect the President of the Board, President-Elect, and Treasurer all of which whom serve (1) one year terms in their positions unless their term is extended due to service as Officer. All at large Directors shall serve for a term of two (2) years or until their successors assume the duties of office and must be members in good standing. Any Officer vacancy, except Division Chairs or Chair Elect, occurring between elections shall be filled by the President of the Board with the approval of the Board.

Section 2: DUTIES OF OFFICERS.

(a) President of the Board. The President shall serve as the chief elected officer of the Chamber and shall preside at all meetings of the membership, Board, and Executive Committee; and shall be a member Ex-Officio, with the right to vote, on all committees except the Nominating Committee.

(b) President-Elect. The President-Elect shall exercise the powers and authority and perform the duties of the President of the Board in the absence or disability of the President of the Board. The President-Elect shall automatically succeed to President of the Board in the Chamber year following his/her term as President-Elect and the end of the President's term. The President-Elect is responsible for orientation of new Directors.

(c) Past President. The Past President, as immediate Past President, shall serve on the Executive Committee; and, in the event of the absence of both the President and President-Elect or inability to perform their duties, shall perform the duties of President.

(e) 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. The CEO may have such check signing and disbursement authority as the Board may determine is appropriate for the Chamber's operation. Checks in excess of the CEO's individual authority are to be signed by the CEO and either the President or Treasurer. The Treasurer shall cause a monthly financial report to be made to the Board.

(f) Chief Executive Officer. The Chief Executive Officer shall be chief administrative and executive officer and shall serve as Secretary to the Directors and cause to be prepared notices, agenda, and minutes of the meetings of the Board, Executive Committee, and general membership. The CEO shall serve as advisor to the President of the Board and shall establish a Program-of-Work as directed by the Board, assemble information and data, and shall cause to be prepared special reports as directed by the program of the Chamber. He/she shall conduct all correspondence and carry into execution all orders, votes and resolutions not otherwise committed; shall keep a list of the members of the Chamber; shall collect all dues and charges due from members; shall notify the officers and members of the Chamber of their election; shall notify members of their appointment on committees; shall give notice of meetings of committees; and, shall be a non-voting member of the Board of Directors, the Executive Committee, and all Chamber committees except the Nominating Committee: and, shall serve such as other duties and functions as the Board may from time to time prescribe. Further, with the assistance of the Board, he/she shall be responsible for administration of the program-of-work in accordance with the policies and regulations of the Board and shall be responsible for directing and supervising all employees. The CEO shall be responsible for the preparation of an operating budget covering all activities of the Chamber, subject to the approval of the Board. The CEO shall be responsible for all expenditures within approved budget allocations.

(g) Mississippi Gulf Coast Chamber of Commerce, Inc., Division Chairs. Each Division shall choose a Chair, and provide for the death, absence, or other disability of that officer in such a manner as may be provided in the Division's Policies and Procedures.

Section 3: EXECUTIVE COMMITTEE. There shall be an Executive Committee, which shall transact business of the Chamber in the interim between Board meetings, subject to final ratification or approval of the Board. Meetings of the Executive Committee shall be at such time and place as duly noticed in accordance with these Bylaws for the purpose of executing such business of the Chamber as it deems necessary. A report of substantive information from the Executive Committee meetings may be issued by the CEO to the Directors.

The President may call Special meetings of the Executive Committee with empowerment to take a position on behalf of the Chamber and public actions with respect thereto. Special meetings may be by telephone conference. Its position shall be made known to the Board as soon as possible.

Section 4: VOTING. Members of the Executive Committee may vote at a meeting of the committee, or by sending their vote by facsimile transmission or e-mail, so long as the procedure for soliciting and receiving the votes of the committee members has been approved by the Executive Committee to insure a reliable and valid process.

Section 5: NOMINATING AND ELECTION COMMITTEE. The President-Elect shall appoint a Nominating Committee of not less than three (3) Members not later than September 1st of each calendar year and shall designate one (1) member of the Committee as the Chair of the Committee. The Committee Chair shall be a Director. The Nominating Committee shall nominate one or more members as President-Elect of the Chamber, as well as at large Directors, and shall deliver their report, not later than the December meeting of the Board. Not later than the December meeting of the Board, additional nominations may be made by any Director and the Board shall elect a President-Elect to take office on the following January 1st.

ARTICLE VI

COMMITTEES, TASK FORCES, DIVISIONS AND SUBSIDIARY NON-PROFIT CORPORATIONS

Section 1: The Board shall authorize, charge with responsibility and activate such committees, task forces, and Divisions as it considers necessary to carry out the objectives and programs of the Chamber. By definition and function, the operating groups of the Chamber shall be defined as follows:

(a) Committees, which shall continue from year to year, dealing with the same project area. Committees are not authorized to take action without Board approval.

(b) Task Forces, which are appointed to solve a particular problem or develop a specific opportunity, which when completed constitute the discharge of the Task Force.

(c) Divisions, the Chamber maintains Divisions to support and assist the Chamber in better serving the needs of its members. Divisions are based on geography and/or topics of interest to the Chamber. The current Divisions of the Chamber are: Biloxi Chamber of Commerce, Gulfport Chamber of Commerce, Long Beach Chamber of Commerce, Pass Christian Chamber of Commerce, Coast Young Professionals, Coast Centurions Association and Leadership Gulf Coast. Divisions are authorized to take

action in accordance with Chamber Bylaws.

Section 2: COMMITTEES AND TASK FORCES The President of the Board will appoint ad hoc Committees and Task Forces and their terms will be concurrent with the term of the appointing President. It shall be the function of committees and task forces and to carry on such activities as may be delegated to them by the Board. Any Action taken by a Member, Committee, Division, Employee, Director, or Officer relating to policy shall not be binding upon or constitute an expression of the Chamber until it has been approved or ratified by the Board of Directors.

(a) Other Committees. The Board may establish and define the duties of such other committees as may be required by the activities of the Chamber. The President shall, subject to the approval of the Board, appoint as many members as deems appropriate to each committee, and shall designate the Chair of the committee. The members of such committee shall hold office until the appointment of their successors.

(b) Compensation Committee. A compensation committee will be established annually and will be composed of the Immediate Past-President, current President, President Elect, and one at large Board of Directors member appointed by the current President. The committee will meet in November annually to conduct a performance and salary review, tied to approved, objective criteria, for the CEO. Should action or decisions results in a tie, the Treasurer shall cast a vote.

(b) Committee Quorum. The majority of the membership of any committee, task force or Division of the Chamber shall constitute a quorum for the transaction of business.

Section 3: DIVISIONS. The Board 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 and shall annually review and approve all activities and proposed programs of such Divisions, including collection and disbursement of funds. The majority of the membership of any Division shall constitute a quorum.

Section 4: SUBSIDIARY NONPROFIT CORPORATIONS. The Board may authorize the creation of such subsidiary non-profit corporations as may be necessary to achieve the mission of the Chamber. The directors or trustees of any such subsidiary corporations shall be elected and the Bylaws and other governing documents shall be approved by a majority vote of the Board. By way of example and not limitation, a non-profit corporation created for the purpose of representing the Chamber's interests in a non-profit center on the Mississippi Gulf Coast would be an appropriate subsidiary corporation to be formed by the Chamber.

ARTICLE VII FINANCE

Section 1: FUNDS. The Chamber shall use its funds only to accomplish the purposes and objectives of the Chamber. All monies paid to the Chamber shall be placed in an administrative operating fund or such other accounts as the Board or Executive Committee shall determine, except that "Special Accounts" may be instituted by the Board as it may see fit. These "Special Accounts" shall be reviewed by the Board at each fiscal year closing.

Section 2: BUDGET. The Chamber shall operate on a budget which shall be prepared by the CEO and Treasurer as soon as possible after the election of the new Board and officers, but in no event later than

the December Board Meeting. It shall be submitted to the Board of Directors for approval.

Section 3: DISBURSEMENTS. Upon approval of the budget, the CEO is authorized to make disbursements provided for in the budget without additional approval of the Board. Disbursement shall be by check or electronic means.

Section 4: FISCAL YEAR. The fiscal year of the Chamber shall coincide with the calendar year.

Section 5: ANNUAL FINANCIAL REPORT. A Financial Audit shall take place a minimum of every three years and can occur more frequently as approved by Board. This report shall be presented to the Board for its review and shall at all times be available to members of the organization within the offices of the Chamber.

Section 6: BONDING. The President and such other officers and staff as the Board may designate shall be bonded by sufficient fidelity bond in the amount set by the Board. All premiums for any such bonds shall be paid out of the funds of the Chamber.

ARTICLE VIII DIVISIONS

Section 1: The Chamber may establish and maintain Divisions to support and assist the Chamber in better serving the needs of its members. Divisions are based on geography and/or topics of interest to the Chamber. The current Divisions are: Biloxi Chamber of Commerce, Gulfport Chamber of Commerce, Long Beach Chamber of Commerce, Pass Christian Chamber of Commerce, Coast Centurions Association, Leadership Gulf Coast, and Coast Young Professionals. Divisions may have membership or application fees associated for service eligibility.

Section 2: The major responsibilities of the Divisions are to design and implement specific programs attuned to the needs of the community served by each Division, in concert with overall programs and philosophies of the Chamber. An inherent responsibility of each Division is to represent the local businesses on issues important to the purpose of the Division so long as the positions taken by the Divisions are not inconsistent with the positions or policies of the Chamber.

Section 3: All Divisions shall annually elect, a Division Board of Directors which has the authority, subject to the Board's review, to set Policies & Procedures as appropriate to its Division and is its governing body. The CEO, with approval of the Board, may designate individual Chamber staff members as liaisons to assume primary responsibility for providing administrative support to the designated Division.

Section 4: Each Division office will develop consistent Policies and Procedures addressing the following issues: Number of Directors and Executive Committee structure, Number and frequency of Board meetings and general membership meetings; Committees; Local area issues requiring definition and delineation. Policies and Procedure changes will require the vote of the majority of the Division Boards and final approval of the Coast Chamber Board before they become effective. Policies and Procedures will be in writing, carry an effective/revision date, will be signed by the Division Chair and Coast Chamber President in office at the time of the revision, and will be maintained by the CEO. The Division Policies and Procedures should be coordinated with and should be reviewed periodically to avoid conflicts with the Chamber Bylaws. Any procedure in violation is voidable by Chamber.

Section 5: Divisions operate under the legal authority and with the guidance and consent of the Chamber. Should two (2) or more Divisions have divergent positions on a common matter, that matter shall be referred to the Board for a policy decision, whose decision shall be final and binding.

Section 6: In the event a geographic area in which a separate Division operates is annexed by a municipality in which another Division operates the Board shall determine whether the Divisions will continue to maintain separate identities or will be combined.

ARTICLE IX
DISSOLUTION

On dissolution of the Chamber, after all debts are paid, if any Division is to continue as an independent entity, any real property within that Division's service area will revert to the Division. Any funds remaining shall be distributed first to any continuing Divisions, if none, then, to one or more regularly authorized and qualified charitable, educational, scientific, or philanthropic organization as defined in Internal Revenue Section 501(c)(3), such distribution to be determined by the Board.

On dissolution of any Division, after all debts are paid, any funds remaining shall be used for such purposes as the Board may determine.

ARTICLE XI
PARLIAMENTARY PROCEDURE

The proceedings of the Chamber and its Divisions shall be governed by and conducted according to Roberts Manual of Parliamentary Rules, when such rules are not inconsistent with the Bylaws of the Chamber.

ARTICLE XII
AMENDMENTS

These Bylaws may be amended or altered by a two-thirds (2/3) vote of the Board of Directors (or by a majority vote of the members at any regular or special meeting) provided that such amendments shall be plainly stated in the call for the meeting at which they are to be considered. Any proposed amendment or alteration shall be submitted to the Board (or to the members) in writing at least ten (10) days in advance of a meeting at which they are to be acted upon.

AMENDED: (11/24/1992); 1/1/1997, 2/23/1999, 8/26/2002, 11/ /06, 6/08, 8/2010, 10/25/11, 06/25/14

Chairman

ATTACHMENT (A)

BOARD OF DIRECTORS CONSENT FORM
MISSISSIPPI GULF COAST CHAMBER OF COMMERCE, INC.

I, the undersigned, having been duly selected to serve as a member of the Board of Directors of the Mississippi Gulf Coast Chamber of Commerce, Inc. in the manner set forth in the Bylaws of said corporation do, by my signature affixed, agree to the terms and conditions of this office as described herein.

1. A prerequisite to selection to the Board is that you must be a member in good standing of the Mississippi Gulf Coast Chamber of Commerce, Inc. If at any time or for any reason, your membership in the Chamber is terminated, then your membership on the Board of Directors is, likewise, terminated. Re-instatement as a member of the Mississippi Gulf Coast Chamber of Commerce, Inc., however, does not include re-instatement to the Board of Directors.
2. Meetings will be held at such time and place as called by the President, or designated authority, but at least four times annually.
3. Two absences from Board meetings in a calendar year may be cause for the Board to vacate a director and replace that director in accordance with the appropriate provisions of the bylaws.

By my signature, I agree to accept this office and do hereby, pledge my time, talent, energy, and resources to the successful discharge of the responsibilities accompanying this honor.

CONSENTED TO:

BY: _____

DATE: _____