



# WESTMORELAND AREA CHAMBER OF COMMERCE WESTMORELAND, TENNESSEE CONSTITUTION AND BYLAWS



## ARTICLE I - NAME

Section 1. **NAME:** This organization is incorporated under the laws of the State of Tennessee and shall be known as the Westmoreland Area Chamber of Commerce.

Section 2. **SERVICE AREA:** The area served shall include the City of Westmoreland, Tennessee and any area adjacent thereto, which have economic, social and cultural ties to Westmoreland.

Section 3. **MAINTENANCE OF NON-PROFIT STATUS:** The Westmoreland Area Chamber of Commerce shall observe all local, state and federal laws that apply to a non-profit organization as defined in Section 501 (c) 6 of the Internal Revenue Code.

## ARTICLE II - OBJECTIVES

Section 1. **PURPOSE:** It shall be the purpose of the Westmoreland Area Chamber of Commerce to encourage, promote, and support the civic, commercial, livability, tourism, industry, health industry, professional and agricultural interests of the City of Westmoreland, and to promote the general welfare and best interests of the community.

Section 2. **LIMITATIONS:** The activities of this organization shall be non-partisan and non-sectarian. It shall take no part nor lend its support to the nomination, election, or appointment of any candidate for city, county, state or federal office, nor shall its premises or facilities be used for such.

Section 3. **ENDORSEMENTS:** The Westmoreland Area Chamber of Commerce shall not endorse in name of or on behalf of the Westmoreland Area Chamber of Commerce, any person, activity or matter without authority of the Board of Directors.

## ARTICLE III - MEMBERSHIP

Section 1. **ELIGIBILITY:** Any person, firm, corporation, partnership, estate, business, or association having an interest in the objectives of this organization shall be eligible to apply for membership.

Section 2. **APPLICATION:** Application for membership shall be in writing, on forms provided for that purpose, and signed by the applicant. Upon receipt, the application shall be presented at the next regular scheduled meeting of the Board of Directors with a recommendation.

Section 3. **ELECTION:** 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 their dues.

Section 4. **MEMBERSHIP DUES:** Members shall pay to the Westmoreland Area Chamber of Commerce annual membership dues. Changes to the dues shall be subject to approval by two-thirds vote of the members of the Board of Directors

Section 5. **FIRM MEMBERSHIPS:** Firm memberships shall include all business, industry, banks, utilities, clubs, churches, and non-profit organizations that pay annual dues.

Section 6. **INDIVIDUAL MEMBERSHIP:** Individual memberships shall include all individuals who pay annual dues and are not identified with a business or profession. Individual members shall enjoy all the rights and privileges of the Chamber, including the right to vote.

Section 7. **FIRM MEMBERSHIP DESIGNATIONS:** A member firm will designate one individual as their voting representative of the firm. Such designees may be changed at any time by notifying the president or secretary.

Section 8. **VOTING:** In any proceeding in which voting by members is called for, each member in good standing shall be entitled to one vote. All votes shall be cast by the member person or delegate designated to do so by the firm.

Section 9. **DELINQUENTS:** Any member delinquent in the payment of membership investments for ninety (90) days after written notice of such delinquency shall result in forfeiture of membership. At the next regular scheduled meeting of the Board of Directors, the delinquent member shall be presented with recommendation to be dropped. Any member may return their membership to current status by payment of their annual investments.

Section 10. **RESIGNATIONS:** Any member, in good standing, may resign from the Chamber by notifying the president or secretary.

Section 11. **EXPULSIONS:** Any member may be expelled for conduct unbecoming a member, by a resolution passed by two-thirds of the Board of Directors present at any regular meeting. Such member shall be notified in writing of the intention of the Board to consider the expulsion at least ten days in advance of the meeting and shall be given an opportunity of a hearing before the Board.

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

Section 1. **GOVERNANCE:** The government of the Chamber of Commerce, the direction of its work and the control of its property shall be vested in the Board of Directors.

Section 2. **POWERS OF BOARD:** The Board of Directors may create such departments or divisions as it may deem advisable to handle the various phases of work of the organization, and to determine the policies, functions and procedures of such departments or divisions. The Board of Directors may also dissolve or dispense with any division or department, now existing or hereafter created, when deemed advisable.

Section 3. **NUMBER AND QUALIFICATION:** The Board of Directors of the Corporation shall be comprised of not fewer than six (6) or more than fifteen (15) members. Directors must be members in good standing. The outgoing president and mayor shall serve as ex-officio members in addition to the board.

Section 4. **TERM OF OFFICE:** The Board of Directors of the Corporation shall be elected annually in February to serve a three year term. Five members will be nominated by the nominating committee and presented to the board for election in February with their term beginning March 1. A Director may be reelected to the board.

Section 5. VOTING: Directors shall be permitted to vote, provided they are members in good standing. Ex-officio members shall not be permitted to vote. The Secretary of the Board, unless an elected Board Member, shall not be permitted to vote.

Section 6. BOARD MEMBER REMOVALS: Any member of the Board of Directors who shall be absent from three (3) consecutive regular meetings of the Board, or who misses six (6) meetings within any twelve (12) month period, shall automatically be dropped from membership on the Board, unless confined by illness or other absence approved by a majority vote of those voting in any Board meeting thereof. The Secretary will be responsible for attendance records and report anyone that has missed two consecutive regular meetings or has missed five meetings in their term to a regular board meeting. This will allow someone to contact them before they are removed.

Section 7. VACANCIES: Vacancies on the Board of Directors shall be filled by the Board for the unexpired term.

Section 8. AGENDA & MINUTES: An advance agenda and minutes of all meetings of the Board of Directors, whether regular or special, must be prepared by the President and retained by the secretary for inspection in books kept for the purpose.

## **ARTICLE V - NOMINATIONS AND ELECTIONS**

Section 1. NOMINATING COMMITTEE: The President shall appoint a Nominating Committee in November comprised of the current President and two board members. The President shall chair the nominating committee and shall have a vote.

Section 2. NOMINATIONS: At the regular February Board meeting, the Nominating Committee shall present to the Board a slate of qualified candidates to be elected as directors and officers. It shall be the duty of the Nominating Committee to contact each nominee and obtain an agreement to serve if elected.

Section 3. REPRESENTATION: The Nominating Committee shall exercise reasonable care as far as it may be practicable in securing the representation of separate business interests on the Board, in order that it may be truly representative of the industrial, commercial, and professional life of the community.

Section 4. ADDITIONAL NOMINEES: Additional names of candidates for directors can be nominated by motion of the board of directors during the regular February board meeting.

Section 5. NOTIFICATION OF NEWLY ELECTED BOARD MEMBERS: The Secretary will notify each newly elected board member of their election.

Section 6. BOARD TERMS: The official beginning of each board term is effective after the annual banquet when they are introduced to the full membership. The first official meeting of the new board term will be the regular April board meeting.

## **ARTICLE VI - MEETINGS OF THE BOARD OF DIRECTORS**

Section 1. MONTHLY MEETINGS: The Board of Directors shall meet monthly, at such time and place as the president may prescribe.

Section 2. SPECIAL MEETINGS: Special meetings may be called by the President or by request of three (2) members of the Board. A twenty-four (24) hour notice in person, by letter, or by telephone shall be deemed sufficient, but the notice must state the purpose of the meeting and no other business shall be transacted.

Section 3. QUORUM: A majority of the Directors shall constitute a quorum for the transaction of business.

Section 4. ACTION BY WRITTEN CONSENT: Any action required to be taken at a meeting of the Board, may under extreme circumstances be taken without a meeting, if a verbal consent is secured by the president consent in writing setting forth the action so taken shall be signed by a majority of the members of the Board of Directors. Records of such actions shall be discussed and documented in the next month's minutes.

## **ARTICLE VII - OFFICERS**

Section 1. ELECTION: In the regular Spring (March) membership banquet meeting, the Outgoing President will announce the new Board of Directors and officers.

Section 2. OFFICERS: Officers to be elected shall be a President, Vice President, Secretary and Treasurer and other officers designated by the Board of Directors.

Section 3. VACANCIES: In the event of the death, permanent disability, or resignation of any officer, the vacancy caused shall be filled as expeditiously as possible by the President, subject to the appointee's approval by a majority of the Board of Directors at any regular or special meeting, for the unexpired term of the officer whose office was so vacated.

## **ARTICLE VIII - DUTIES OF OFFICERS**

Section 1. PRESIDENT: The President shall preside at all membership and Board of Directors meetings. He/She shall have charge of all Chamber activities as authorized by the Board of Directors.

Section 2. VICE PRESIDENT: The duties of the Vice President are at the direction of the President and in the event that president is unable to fulfill their obligation or serve out their term the Vice President shall assume the duties of the president. The Vice President shall conduct meetings in the absence of the President.

Section 3. SECRETARY: The Secretary shall attend and keep minutes at all Board and membership meetings of the chamber. A permanent file will be established of all minutes.

Section 4. TREASURER: The Treasurer shall oversee the Chamber funds and financing. He/She shall be responsible for a monthly financial report and file required governmental reports required by a corporation.

## **ARTICLE IX - COMMITTEES**

Section 1. APPOINTMENT OF: The Board President shall appoint such standing or special committees, composed of members in good standing as may be needed to advance the interest of the Chamber of Commerce and to carry on its work, subject to confirmation by the Board of Directors.

Section 2. **LIMITATION:** No committee of this body, or any officer or member thereof shall contract any debt in its behalf; which shall in any manner render the organization liable for the payment of same; unless the same shall have been approved by the board of directors.

Section 3. **RECOMMENDATIONS:** Committees shall submit their findings and recommendations to the Board of Directors who may take official action thereon, or the Board of Directors may refer matters, which, in their opinion, are of general interest and importance to the membership of the Chamber.

Section 4. **APPROVAL:** No findings or recommendations of any committee or division shall be reported or published until approved by the Board of Directors, and no standing or special committee or division shall represent the advocacy of, or opposition to, any project without the specific authorization of the Board of Directors.

## **ARTICLE X - MEETINGS**

Section 1. **ANNUAL MEMBERSHIP MEETING:** The annual membership meeting of the Chamber shall be held at such time and place as may be determined by the Board of Directors in conjunction with the annual Chamber Banquet. Not less than five days written notice shall be given for the annual membership meeting, but other membership meetings authorized by the Board of Directors may be called upon three days written notice.

Section 2. **MEETINGS:** The Board of Directors may provide for holding membership meetings whenever it may be considered necessary or desirable.

Section 3. **PETITIONS:** The Board of Directors may provide for holding membership meetings upon petition signed by not less than twenty percent of the members or their voting representatives in good standing. Notice of such meeting shall be advertised as to the time, place and purpose of the meeting shall be stated in the notice and no other business shall be transacted thereat.

Section 4. **QUORUMS:** At all membership meetings ten members shall constitute a quorum.

Section 5. **QUESTIONS:** Unless otherwise provided or qualified herein, the proceedings of all meetings of the Chamber of Commerce shall be governed by the conducted according to the latest edition of Robert's Rules of Order.

## **ARTICLE XI - FINANCES**

Section 1. **FISCAL YEAR:** The fiscal year of the Westmoreland Area Chamber of Commerce shall be from April 1 to March 31.

Section 2. **ANNUAL BUDGET:** The amount of funds to sustain the effort of the Chamber of the next fiscal year shall be determined by the Board of Directors. Every effort shall be made to have the budget ready for the Board of Directors approval not later than February of the current year.

Section 3. **DISBURSEMENTS:** Upon approval of the budget, the Treasurer is authorized to prepare checks for disbursement on accounts and expenses provided for in the budget without additional approval of the Board of Directors. Disbursement of Chamber funds shall be disbursed with the signature of the Treasurer.

Section 4. APPROPRIATIONS: No officer, Board Member, agent or employee of the Chamber shall be authorized to disburse or pledge any funds for any other than the strictly legitimate business purposes of the Chamber.

Section 5. AUDITS: The Corporation's books and records shall be audited by an independent certified public accountant as directed by the Board of Directors.

## **ARTICLE XII - GENERAL REGULATIONS**

Section 1. REFERENDUMS: Upon the request in writing of ten percent (10%) of the members in good standing of the Westmoreland Area Chamber of Commerce, the Board of Directors shall, or upon its own initiative may, submit any question to the members for a mail referendum vote, the ballot for such vote to be accompanied by briefs stating both sides of the question. Fifty-one percent (51%) of those voting shall be considered a majority and when so stated in the request as determined by the Board of Directors, action taken therein by the membership shall be final; if not stated the Board of Directors shall take action as authorized in Article IV, Section 1.

## **ARTICLE XII - DISSOLUTION**

Section 1. 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) (3).

## **ARTICLE XIII - AMENDMENTS**

Section 1. AMENDMENTS: Any provision of these By-Laws may be amended, altered or repealed and new By-Laws may be adopted by a vote of a majority of the members present at any regular meeting of the Board of Directors, or any special meeting called for such purpose; provided, however, that any By-Laws adopted by the Board of Directors may be amended or repealed by the membership.

## **ARTICLE IX - ADOPTION**

Section 1. ADOPTION: This Constitution and By-Laws was adopted July 12, 2007 and shall supersede any copies in print.