

Port Wentworth Chamber of Commerce Bylaws

Bylaws Port Wentworth Chamber of Commerce, Inc.

ARTICLE I GENERAL

Section 1: Name

This organization is incorporated under the laws of the State of Georgia (Ch. 3 of Title 14) and shall be known as Port Wentworth Chamber of Commerce, Inc., herein referred to as "Chamber."

Section 2: Purpose

1. To seek out and encourage businesses to locate in the incorporated area of Port Wentworth, Georgia.
2. To support and strength existing businesses.
3. To promote the tourist industry.
4. To provide leadership and unity for the citizens of Port Wentworth.

Section 3: Area

The Chamber's area of operation will include all of the present City of Port Wentworth, Georgia, Chatham County, and area that might be added in the future. At no time will the Chamber operate outside of these areas without a majority vote and consent of the entire membership (exception: businesses located adjacent to the City of Port Wentworth in the Industrial Zone).

Section 4: Governing Bylaw

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, business, corporation, partnership or estate that resides in or does business in Port Wentworth Georgia, Chatham County, Effingham County or Bryan County shall be eligible for membership including those in the adjacent Industrial Zone.

Section 2: Dues

Membership dues will be set by the Board of Directors (hereafter referred to as "Board") annually.

Section 3: Membership

Application for membership shall be written on forms provided. No membership application will be denied without a due process hearing by the Executive Committee and a final decision by the Board.

Section 4: Voting

Any proceedings requiring the vote of membership, the final vote count will be forwarded to the Board for official action.

Section 5: Membership Fees

Membership fees are due and payable with the submission of the application and are for a period of twelve (12) months from the date entered on the application.

ARTICLE III MEETINGS

Section 1: Annual Meeting

The annual meeting of the Chamber, in compliance with state law, shall be held once a year. The date, time and place for the meeting shall be fixed by the Board and notice thereof mailed or emailed to each member at least ten (10) days prior to the meeting.

Section 2: Additional Meetings

Regular meetings of the Board shall be once monthly and set by the Board. General meetings of the Chamber may be called by the Chairman of the Board (hereafter referred to as: "Chairman") at any time, or upon the written petition by 25% of members in good standing. Notice of special meetings shall be mailed or emailed to each member at least five (5) days prior to the meeting. This requirement may be waived by the Chairman where time is of the essence. Board meetings may be called at any time by the Chairman or upon petition by three (3) or more members of the Board.

Section 3: Quorums

At any duly called general meeting of the Chamber, a majority of the Board shall constitute a quorum. At a Board meeting, a majority of the Board Member's present shall constitute a quorum. A majority shall constitute a quorum for any committee.

Section 4: Agenda, Notices and Minutes

An advance agenda and minutes of the previous meeting must be prepared for all meetings. Written notices of the annual Chamber meeting must be sent to all members at least ten (10) days prior to the meeting.

Section 5: Removal from Office or Membership

The Board, by a majority vote, may remove any member/officer or Board member with or without cause.

ARTICLE IV OFFICERS AND BOARD MEMBERS

Section 1: Election

The Chairman shall appoint a nominating Chair, subject to Board approval. The nominating chair shall submit nominations submitted by the membership at the annual meeting for the positions of: Vice-Chair, Secretary, Treasurer and Board members. Nominations from the floor will be encouraged and accepted. Officers elected will serve initial one (1) year, then (2) year terms, or until their successors assume their duties. The Board will consist of at least five (5) members.

Section 2: Limitations for Board Membership

The Board shall consist of at least one (1) owner, manager or operator of tourism, and at least two (2) members from the general population and at least two (2) small business owners/managers. Unexpired term vacancies on the Board shall be filled by a majority vote of the Board. The Board is responsible for the formulation of policy for the Chamber.

Section 3: Duties of the Officers

Chamber officers will consist of the following:

CHAIRMAN OF THE BOARD OF DIRECTORS: The Chairman presides over all meetings of the Chamber. The Chairman will have the authority to appoint, or dissolve, all committees with the approval of the Board. The Chairman has the authority to call meetings of the Chamber. The Chairman of the Board shall also be named the “ex officio” member of all committees associated with the Chamber of Commerce. In the event of a tie vote by the Board, the Chairman will cast the deciding vote.

VICE-CHAIR: The Vice-Chair shall act in the absence of the Chairman.

TREASURER: The Treasurer shall be responsible for the safeguarding of all funds received by the Chamber and for their proper disbursement. Such funds must be kept on deposit in financial institutions approved by the Board of Directors. A monthly financial report shall be prepared and submitted to the Board of Directors.

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SECRETARY: The Secretary shall record the minutes of all Chamber meetings and shall keep an up-to-date membership roll. The Secretary shall be responsible for posting all notices to the membership in accordance with the bylaws.

PAST-CHAIR: The Past-Chair is for a term of one year, beginning on the first day of the fiscal year immediately following his/her term as Chairman. The Past-Chair shall assist the Chairman as needed by performing duties and tasks as assigned by the Chair.

Section 4: Indemnification

The Chamber may, by resolution of the Board of Directors, provide for the indemnification by the Chamber of any/all current/former officer(s) and director(s) against expenses actually and necessarily incurred by them in connection with the defenses of any action, suit or proceeding in which any of them are made parties or a party, by reason of having been officers or directors of the Chamber except in relation to matters which such individuals shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty.

ARTICLE V COMMITTEES

Section 1: Committees

The Chairman, by and with the approval of the Board, shall appoint committees and committee chairman. They shall serve concurrent with the term of the appointing Chairman, unless a different term is approved by the Board. It shall be the function of various committees to make investigations, conduct studies and hearings, make recommendations to the Board and carry on such activities as may be delegated to them by the Board.

The Executive Committee is to be composed of Chairman, Vice-Chair, Secretary, Treasurer and Past-Chairman. The Executive Committee shall act on behalf of the Board of Directors when the Board is not in session but shall be accountable to the Board for its actions.

Section 2: Limitations

No action by any member, committee, director or officer shall be binding upon or constitute an expression of the policy of the Chamber until it has been approved or ratified by the Board. When the work of a committee has finished, their records accepted, and in opinion of the Board, that the committee no longer has a function, it shall be discharged by the Chairman.

Section 3: Reporting

Once a committee action has been approved by the Board, the designated spokesperson may make presentations to civic, business and/or governmental agencies.

Section 4: Standing Committees

1. **Membership Committee:** The purpose of this committee is to build the membership and to mobilize the energy and resources of the Chamber to better serve the entire community.

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2. **Tourism Advisory Committee:** The purpose of this committee is to shall be to promote existing attractions in the chamber's area of operation; encourage and support additional tourism related activities and to document community facilities and services to be used in promotional activities.
3. **Budget and Finance Committee:** The purpose of this committee shall be to plan a realistic budget based on funds on deposit and anticipated revenues to be presented to the Board of Directors for official action.
4. **Personnel Committee:** The personnel committee is the Executive Board of Directors. The purpose of this committee is to oversee the employees of the Port Wentworth Chamber of Commerce on a daily basis.
5. **Fundraising Committee:** The purpose of this committee shall be to generate sponsorship income for the organization through events and creating opportunities for additional sponsorship and advertising income for members.
6. **Small Business/Economic Development Committee:** The chamber's principal policy committee and action group representing the issues of concern to small business. The majority of the membership is comprised of small business owners whose size range from the self-employed to larger enterprises. Other members may include CEO's or small business directors, small business advocates of member associations, and small business representatives of organizations dedicated to serving the interests of small businesses.

ARTICLE VI FINANCE

Section 1: Funds

Any funds paid/donated to the Chamber shall be placed in the operating account.

Section 2: Disbursements

Subject to Board approval, the Treasurer and/or CEO is authorized to make disbursements on accounts and expenses. There will be at least three (2) Board members and one (1) employee authorized to sign checks. All checks require two (2) signatures. The Board of Directors, by majority vote, may require "Bids" to be secured prior to any purchase. The scope of such "Bids" is to be determined by the Board.

Section 3: Fiscal Year

The fiscal year of the Chamber shall close on June 30th.

Section 4: Budget Preparation

The Budget and Finances Committee shall present the proposed budget for review and/or approval by the Board of Directors no later than June 1st of each fiscal year.

Section 5: Compilation of Financial Statements

A certified public accountant shall review and compile the Chamber's account annually after the close of business on June 30th. The compilation shall be available to members upon request. A copy of the hotel-motel tax expenditure compilation is to be provided to the City of Port Wentworth each year. The Board will determine the company to perform said compilation.

Section 6: Bonding

A sufficient fidelity bond in the amount set by the Board and paid for by the Chamber shall bond directors, officers and others that may be designated by the Board.

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Section 7: Budget

The Board shall not have the authority to adopt any budget, which does not provide for sufficient revenues to cover expenses incurred.

Section 8: Contributions

The Chamber may accept contributions from any source, subject to the approval by the Board.

Section 9: Political

The Chamber shall not use any Chamber funds to advance or promote any political organization or candidate.

ARTICLE VII DISSOLUTION

Section 1: Procedure

Upon dissolution of the Chamber, any funds remaining shall be distributed to one or more regularly organized and qualified organizations to be selected by the Board as defined in IRS Section 501(c)(6).

ARTICLE VIII PARLIAMENTARY AUTHORITY

Section 1: Robert's Rules of Order

The current edition of Robert's Rules of Order shall be the final source of authority in all questions of parliamentary procedures when such rules are not inconsistent with the bylaws of the Chamber.

**ARTICLE IX
AMMENDMENTS**

Section 1: Revisions

The bylaws or Articles of Incorporation may be amended or altered by majority vote of the Board of Directors present at any regular or special meeting, 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 members in writing, at least ten (10) days in advance for bylaws, and at least thirty (30) days advance for Articles of Incorporation, of the meeting at which they are to be acted upon.