



Clinton Chamber of Commerce

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Clinton, MS 39056

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BYLAWS

ARTICLE I – GENERAL

Section 1 – Name: The name of this organization shall be the Clinton Chamber of Commerce.

Section 2 – Principal Office: The principal office of the corporation shall be at 100 East Leake Street, Clinton, MS 39056, or such other place as the directors from time to time may select.

Section 3 – Additional Offices: In addition to the principal office, the corporation may have such other offices as may be helpful or convenient to the corporation's operations.

ARTICLE II – PURPOSE

Section 1. The Clinton Chamber of Commerce is organized for the purpose of advancing the commercial, industrial, civic, and general interest of the City of Clinton and its trade area.

Section 2. All assets of the corporation shall be principally and directly dedicated exclusively to the above-stated purposes. The corporation shall not engage in business activities for profit and no part of any net earnings of the corporation shall benefit any member, director or officer of the corporation, or any private individual, save and except that reasonable compensation and salaries of its employees may be paid for services rendered to or for the corporation affecting one or more of its purposes; and no member, director or officer of the corporation, or private individual, shall receive assets on dissolution of the corporation. This corporation may engage in legislative activity relevant to the common business interest of the organization's members.

Section 3. Notwithstanding any other provisions of these bylaws, the corporation shall not conduct or carry on any activities not permitted by an organization exempt under Section 501(c)(6) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

ARTICLE III – LIMITATION OF METHODS

Section 1. The Chamber shall be nonpartisan and nonsectarian, and shall take no part in or lend its influence or facilities, either directly or indirectly, to the nomination, election or appointment of any candidate for office in the city, county, state, or nation.

ARTICLE IV – MEMBERSHIP

Section 1 – Eligibility: Any person, association, corporation, partnership, or estate may apply for membership in the Clinton Chamber of Commerce.

Section 2 – Election: Applicants must be approved for membership by the Board of Directors and shall pay a fee at a rate set by the duly elected Board of Directors.

Section 3– Investment: Any person, firm, association, or corporation eligible to membership may acquire more than one membership by paying the annual dues of each such membership, and may designate an individual to represent each such membership, subject to the approval of the Board of Directors.

Section 4 – Voting: Any person, firm, association, or corporation holding more than one membership shall be entitled to cast one vote per paid membership.

Section 5 – Exercise of Privileges: Any person, firm, association, or corporation holding one or more memberships shall have the right at any time to change any or all of its representatives upon written notice to the Chamber of Commerce.

Section 6 – Membership Commitment: Applications for membership shall be made to the Board of Directors. The tendering of dues by the prospective member shall be regarded as a guarantee on the part of the applicant of his/her interest in and sympathy with the purposes and values of the Chamber, and of his/her adherence to its bylaws, rules, and regulations. If the application poses a question of appropriate membership category, the Board of Directors shall make a decision about the requisite fee assessment.

Section 7 – Termination: Members may be expelled by the Executive Director for cause or for nonpayment of dues after 6 months. In reasons for expulsion, other than for nonpayment of dues, a member may appeal to the Board of Directors. A three-fourths vote of all directors shall be necessary to expel a member.

Section 8 – Orientation: At regular intervals, orientation on the purposes and activities of his/her organization shall be conducted for the following groups: New directors, officers and directors, committee chairmen and new members.

Section 9 – City Investment: In response to the annual contribution of the City of Clinton to the Chamber, the Mayor of the City of Clinton will be asked to designate voting membership to the Chamber; specifically, himself/herself or his/her designee.

ARTICLE V – MEETINGS

Section 1 – Membership Meetings: The Board of Directors may hold membership meetings whenever it may be considered necessary or desirable.

Section 2 – Additional Meetings: The Board of Directors shall call a membership meeting upon petition signed by not less than ten percent of its members.

Section 3 – Annual Meeting: An annual meeting of the Chamber shall be held at least once a year.

Section 4 – Quorums: At all membership meetings, the members present and in good standing shall constitute a quorum for the purpose of passing official statements or positions for consideration by the Board of Directors.

Section 5 – Notices: Notice of both regular and special meetings shall be provided to each member.

ARTICLE VI – BOARD OF DIRECTORS

Section 1(a) – Composition of the Board: The government of the Chamber, the direction of its work, and the control of its property shall be vested in a Board of Directors consisting of not more than twenty-five (25) directors. Fifteen (15) of these members shall be from three elected classes of up to five (5) members each (hereinafter referred to as “directors”). The remaining members of the Board of Directors shall be the President, President-Elect, Immediate Past President, Vice President, Secretary and Treasurer (hereinafter referred to as “officers”), and Chaplain, Mayor, Main Street Clinton Program Director and a representative Alderman. The Mayor, Alderman, Main Street Clinton Program Director, and Chamber Chaplain shall be considered Ex-Officio members. It is understood that Ex-Officio members have full voting rights. His/her Ex Officio term of service by an alderman shall not preclude other members of the Board of Aldermen who are members of the Chamber from being elected to the Chamber Board of Directors in the normal fashion provided in this Article.

Section 1(b) – Executive Committee: The Executive Committee shall be comprised of the President, President-Elect, Immediate Past President, Vice President, Treasurer, Secretary, and the Ex-Officio member of the Board of Directors representing the City Board of Aldermen.

Section 1(c) – Authority & Responsibility of the Board: Upon election, the Board shall meet, qualify and elect from among those who will be serving the next year a president-elect. The Board shall have the authority to:

- (1) Fill all vacancies on the Board,
- (2) Adopt rules for conducting the business of the Chamber,
- (3) Levy annual dues, assessments or fees upon members and set the date or dates for their payment: change the amount of such dues, assessments or fees from time to time and provide for collection or penalties for non-payment of any such dues, assessments or fees,
- (4) Borrow money and incur indebtedness on behalf of the corporation and cause to be executed and delivered for the corporation’s purposes, in corporate name, promissory notes, bonds debentures deeds of trust, mortgages, pledges and other evidences of debt and securities.
- (5) The Board shall publish a full report of the work and finances of the organization annually.
- (6) In the event that any officer position on the Board other than President is vacated before the term of office has expired, whether by resignation or otherwise, the Executive Committee shall appoint and the Board shall affirm or deny an individual to serve to complete the unexpired officer term, as needed.

Section 2– Term of Office: The term of office for the fifteen (15) elected directors is three years with the term beginning in January for each yearly class of five (5) members.

Section 3(a) – Board Elections: The Board of Directors shall be elected during the last quarter of each year. A Nominating Committee consisting of the President-Elect and four (4) other Board members shall be appointed by the President thirty (30) days prior to the election of new Board members in October. The Nominating Committee shall nominate from the Chamber membership five (5) individuals for a three-year term on the Chamber Board of Directors. Any write-ins must be nominated by ten percent (10%) of the current membership to be considered.

Section 3(b) – Criteria for Election: Criteria for service on the Board of Directors are as follows:

- (1) Member in Good Standing of the Chamber;
- (2) Regular participation in Chamber activities and events;
- (3) Commitment to regular attendance at Board and other planning meetings; and
- (4) Willingness to serve in a leadership position in some phase of the Chamber's Program of Work as adopted by the Board.
- (5) The spouse of a current Board member or the spouse of a Chamber staff member is not eligible for election.

Section 3(c) – Publicity of Nominations: The Executive Director shall notify all members of the Chamber at least fifteen (15) days prior to the election the slate of nominees to the Chamber Board. At that time, the Chamber membership shall be notified that additional nominations may be written in on the election ballot. If required, a runoff will be held at a meeting of the membership to be called by the Executive Committee.

Section 3(d) – Election and Determination: All voting shall be by ballot. The number of nominees corresponding with the number of directors to be elected who receive the highest number of votes shall be declared elected. A valid ballot shall be one that is returned within 15 days of the date that all ballots were distributed.

Section 4 – Meetings: The Board of Directors shall meet at least once a month at such regular time and place as will be determined by them. Meetings may be canceled, under special circumstances, by unanimous approval of the Executive Committee. The Board of Directors and any committee of the Chamber may hold a meeting by telephone conference call or other electronic means.

Section 5 – Quorum: A majority of the Board of Directors shall constitute a quorum at any Board meeting.

Section 6 – Excused from Service: Absences from three (3) meetings in a row or in excess of 50% of the meetings in a given fiscal year, without an excuse deemed valid by the Executive Committee, shall be construed as a resignation and that member will be excused from service on the Board of Directors.

Section 7 – Management: The Board of Directors shall employ an Executive Director and shall set the salary and other considerations of employment. The Board shall define the duties and responsibilities of the Executive Director and shall conduct a written performance review, under the direction of the President of the Board or such members of the Board of Directors designated by the President.

ARTICLE VII – OFFICERS

Section 1 – Determination of Officers:

- Following the annual election in October, all directors – both those whose term and voting privileges begin in January and those whose term and voting privileges expire December 31 – shall meet at either a called or regular meeting for the purpose of organizing the Program of Work (Annual Board Retreat) for the ensuing year and to elect the President-Elect.
- The President-Elect shall serve a term of one year and then elevate to the position of President.
- All other officers (Vice President, Secretary and Treasurer) are subject to appointment by the President and affirmation by the Board of Directors.

- Regarding all officer positions, in the event that the term for that director on the Board has expired, that director shall still be eligible to serve in such officer positions for the ensuing year/s.
- In the event that any officer position on the Board is vacated before the term of office has expired, whether by resignation or otherwise, the directors shall have the power at their discretion to elect an individual to serve to complete the unexpired term.
- In the event that any officer is elected or appointed from a current director position, that director position becomes vacated and a replacement shall be elected by the Board to fulfill the unexpired term.

Section 2 – Duties of Officers:

- (A) The **President** shall preside at all meetings of the Chamber and Board of Directors and perform all duties incident to his/her office. He/she shall appoint the Vice President, Treasurer, Secretary and Chamber Chaplain. The President shall, subject to the approval of the Board of Directors, appoint all committees, of which the President shall be an ex officio member and may comment to the membership of the Board of Directors such matters and make such suggestions to promote the prosperity and increase the usefulness of the Chamber.
- (B) The **President-Elect**:
- (1) Shall act in the absence of the President. No officer position shall automatically be elevated to the office of President-Elect.
 - (2) In the absence or disability of the two officers named (President and President-Elect), a member of the Board of Directors shall be chosen to act temporarily in the role of President.
- (C) The **Vice President** is appointed by the President for a term of one year. The Vice President shall preside over the Program of Work Council and be responsible for administration and oversight of the Program of Work. The Vice President shall be additionally responsible for oversight of any surveys of the membership as called for by the Board of Directors. Furthermore, it is recommended that the Needs Assessment Survey be conducted every two years (generally on even years) to determine the needs of the business community.
- (D) The **Secretary** shall take notes and prepare the minutes of the Executive Committee and Board of Director's meetings and will also be responsible for assuring the compliance of the Chamber Bylaws.
- (E) The **Treasurer** shall be appointed by the President for a term of one year and shall oversee the receipt and disbursement of the funds of the Chamber. The Treasurer shall review the handling of all moneys of the Chamber and at regular intervals shall make reports to the Board of Directors. The Treasurer shall serve as the Chairman of the Finance Committee and shall cause to be examined annually the books and accounts of the Chamber at the close of business for the fiscal year and provide a written statement of the findings to the Board of Directors and to the membership.
- (F) The **Past President** shall perform such duties as assigned by the President and shall be a voting member of the Board.
- (G) The **Executive Director** shall be the chief administrative officer of the Chamber. It shall be the duty of the Executive Director to receive and disburse the funds of the Chamber, keep all moneys of the Chamber deposited in its name, conduct the official correspondence, preserve all books, documents and communications, keep books of accounts, and maintain an accurate record of the proceedings of the Chamber, the Board of Directors and all committees. The Executive Director shall submit a financial statement and written report of the year's work at the close of each fiscal year. The Executive Director shall have general authority and supervision over all Chamber personnel – including, but not limited to

the hiring, promotion, and/or dismissal of paid or volunteer personnel. The Executive Director shall exercise supervision over the performance of such duties as may be incident to the office, subject only to the direction of the Board of Directors.

ARTICLE VIII – COMMITTEES

Section 1 – Committee Goals: The Board of Directors shall authorize and define the powers and duties of all committees with the goals of such committees being defined in the annual Program of Work.

Section 2 – Committee Chairmen: The President shall appoint all Committee Chairmen, subject to confirmation by the Board of Directors.

Section 3 – Executive Committee: The Executive Committee may refer matters brought before it to a proper standing committee, which it may designate, or to the Board. The Executive Committee, has the oversight of the following items:

- (A) Funds: All money paid to the Chamber shall be placed in general operating funds.
- (B) Annual Financial Review: The accounts of the Chamber shall be reviewed annually as of the close of business on December 31 by a certified public accountant that shall be selected by the Finance Committee. The review shall at all times be available to members of the organization within the offices of the Chamber. The Board of Directors may call for a certified audit at its discretion at the recommendation of the Finance Chairman.
- (C) Bonding and Insurance: The Finance Committee shall be responsible for making recommendations to the Executive Committee regarding all bonding and insurance issues.
- (D) Excess Revenue: Excess revenue generated by the Chamber will be placed in a reserve account. The Executive Director and Treasurer will be responsible for the investment of funds for the Chamber.

Section 4 – Committee Budgets: 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 without prior approval for such work as previously approved by the Board.

Section 5 – Program of Work: All Committee Chairmen shall be responsible to carry out the Program of Work. They shall meet as often as the Vice President determines is necessary. They shall determine each year the function and objectives of each Committee and present the Program of Work to the Board of Directors for approval each year.

ARTICLE IX – DISBURSEMENTS

Section 1. No disbursements of the funds of the Chamber shall be made unless the same shall have been approved, authorized, and ordered by the Board of Directors. All disbursements shall be made by check. Checks shall be signed by the Treasurer or the Executive Director.

Section 2. Upon the approval of the budget, the Executive Director shall be authorized to make disbursements of expenses provided for in the budget without an additional approval by the Board of Directors.

ARTICLE X – BUDGET

Section 1. As soon as possible after the annual Board Planning Retreat, the Executive Committee shall compile a budget of estimated expenses, including a stated amount for each committee, and submit it to the Board of Directors. As passed by the Board, with or without modification, his/her budget shall be the appropriation measure of the Chamber. No committee may exceed its appropriation without the consent of the Board of Directors.

ARTICLE XI – FISCAL YEAR

Section 1. The fiscal year shall end the 31st day of December.

ARTICLE XII – PARLIAMENTARY PROCEDURE

Section 1. The proceedings of the Chamber meetings shall be governed by and conducted according to the latest edition of Robert's Manual of Parliamentary Rules.

ARTICLE XIII – AMENDMENTS

Section 1. These Bylaws may be amended or altered by a three-quarters vote of the voting members of the Board of Directors in attendance at any regular or special meeting, provided notice of the proposed change shall have been distributed by the Executive Director to each Board member not less than five (5) days prior to such meetings.

ARTICLE XIV – SPECIAL PROVISIONS

Section 1. These Bylaws and Amendments thereof, together with any and all rules and regulations hereafter adopted by the Corporation, shall remain consistent with the applicable provisions of Federal, State and Internal Revenue Code laws and regulations, as they now exist or are hereinafter amended.

Section 2. In the event of dissolution of the Corporation, the residual assets of the Corporation will be turned over or distributed to one or more organizations which themselves are exempt organizations as described by the Internal Revenue Code of 1986 or corresponding sections of any prior or future Internal Revenue Code, or to the Federal, State or local government for exclusive public purpose.

Reviewed, Revised, Adopted September 3, 2020