

BYLAWS

of the
COASTAL ALABAMA BUSINESS CHAMBER

ARTICLE I – NAME

SECTION 1 – NAME

This organization is incorporated under the laws of the State of Alabama and shall be known as the Coastal Alabama Business Chamber, which may be henceforth referred to in these by-laws as “the Chamber.”

ARTICLE II - LOCATION

SECTION 1 - LOCATION

The office or offices of the Chamber shall be located in such place as may be determined by its Board of Directors, and it shall conduct its affairs within the trade area or market served by the business interests of Coastal Alabama and its immediate environs.

ARTICLE III - PURPOSE

SECTION 1 - PURPOSE

The Coastal Alabama Business Chamber is organized for the purpose of advancing the Coastal Alabama region in population, commerce and finance; in civic and social improvements; to take proper part and interest in all projects, the success of which will better conditions, municipal, state and national; to promote integrity and good faith, just and equitable principles in business, and uniformity in commercial usages; to acquire, preserve and distribute industrial, tourist, commercial and civic statistics and information of value; to discover and correct abuses; to prevent or adjust controversies, to have a part in representing our area in the consideration and decision of local state and national issues.

SECTION 2 - OPERATION

The Coastal Alabama Business Chamber shall observe all federal, state and local laws pertaining to the operation of a membership-based business association.

ARTICLE IV – MEMBERSHIP

SECTION 1 – MEMBERSHIP ELIGIBILITY

An individual, firm, or corporation interested in the advancement and welfare of the Coastal Alabama region and vicinity shall be eligible for membership, subject to approval by the Board of Directors.

SECTION 2 – MEMBERSHIP INVESTMENTS

A membership investment schedule shall be established by the Board of Directors. Individuals or organizations with no professional or business connections are eligible for membership as associate members upon approval of the Board of Directors. Associate members are not eligible to vote, hold office, or serve as a voting member of the Board of Directors.

SECTION 3– HONORARY MEMBERSHIP

In recognition of long continued outstanding service to this organization, an individual may be accorded Honorary Membership in the Chamber following the nomination for such Honorary Membership by a majority vote of a quorum at any meeting of the Board of Directors. Such Honorary member when duly chosen shall have all the privileges of other members, with the exception of voting, but shall be relieved of any obligation to pay dues to the organization.

SECTION - 4 TERMINATION

- a. Any member may be expelled for cause by resolution passed by two-thirds of the entire Board of Directors at any meeting called for the purpose. Such member shall be notified of the intention of the board to consider expulsion, and the specific grounds thereof, and shall be given the opportunity for a hearing before the board. Passage of such resolution shall, without other act on the part of the Board of Directors, annul such membership.
- b. Any member that has a past due account with the Chamber of ninety (90) days or more shall be considered a member not in good standing. A member not in good standing has no privileges of Chamber membership and said membership is subject to termination without further board action.

ARTICLE V – MEETINGS

SECTION 1 – MEETINGS

Meetings of the members may be held at such time and place as may be provided by the Board of Directors, for the purpose of receiving the reports of officers and to transact such business as may come up for consideration. Twenty percent (20%) of the membership shall constitute a quorum for the transaction of business at any regular or special meeting, provided that any member to be absent from such meeting may appoint any other member in good standing to act as the absent member's proxy at such meeting by giving notice in writing to the President of the Chamber prior to such meeting; any member so designated by proxy shall have the same powers and privileges as the member appointed in addition to their own power and privileges. Notice of all meetings of the Chamber shall be given in writing, with electronic communications methods being sufficient and acceptable forms of "writing" to meet all notification requirements. Electronic signatures and electronic votes shall also satisfy all requirements designated by these by-laws.

SECTION 2 – ANNUAL MEETING

The Annual Meeting of the Coastal Alabama Business Chamber shall be held during January or February of each year, or at such other time as determined by the Board of Directors. The time and place shall be fixed by the Board of Directors and notice thereof mailed to each member at least thirty (30) days before said meeting.

SECTION 3 – SPECIAL MEETINGS

In addition to the Annual Meeting, the Chairman of the Board may call special meetings of the membership at any time. Additionally, upon receipt by the Chairman of the Board or the President of a written request for a special meeting signed by a minimum of ten percent (10%) of the members in good standing, the Chairman of the Board shall call such special meeting to address the matter or matters posed by such request. The meeting date shall be set within twenty-one (21) days of the receipt of the written request. The Chairman of the Board must give ten (10) days notice of such special meeting by written notice to each member of the Chamber.

ARTICLE VI – BOARD OF DIRECTORS

SECTION 1 – MANAGEMENT

The affairs of this organization shall be under the management of its Board of Directors and such officers and agents as said board may elect or employ.

SECTION 2 – BOARD OF DIRECTORS

The function of the Board of Directors is to represent the interests of Chamber members as well as the community in a positive program of community improvement. The Board of Directors will determine basic policies, set the general course of the organization procedure, establish investment guidelines to meet income needs, utilize the organization's manpower, make best use of all community assets, appraise results, and inspire continuing action.

SECTION 3 – COMPOSITION

The Board of Directors shall consist of eighteen (18) members, elected from and representing the membership of the Coastal Alabama Business Chamber said eighteen (18) members to be selected in the manner set forth in Section 1 of Article VII hereof, six (6) of which shall be elected each year for a term of three (3) years and no member shall be eligible to succeed oneself without an intervening period of at least one year. In addition, the immediate Past Chairman and the Chairman-Elect of the Board of Directors shall automatically be members of the Board. There shall be at least four Ex-Officio positions consisting of: the Mayor of Gulf Shores or his or her direct appointee, the Mayor of Orange Beach or his or her direct appointee, the President of Gulf Shores-Orange Beach Tourism, and the current Chair of the Annual National Shrimp Festival. Consideration to provide for additional Ex-Officio Directors shall require a motion and second and a majority vote of the board of Directors thus calling for a vote of the Board of Directors at the subsequent Board of Directors meeting. Additional non-voting Ex-Officio members may then be added to the Board of Directors by a two-thirds (2/3) majority vote of the board at the next official meeting of the Board of Directors. The same process involving two consecutive meetings shall be utilized in order to dissolve an Ex Officio position to the Board of Directors. Ex-Officio members are non-voting members of the board.

SECTION 4 – VICE CHAIRMAN OF THE BOARD

Should it occur and the Board of Directors designate a Vice Chairman of the Board for the Membership Council, a Vice Chairman of the Board for the Finance Council, a Vice Chairman of the Board for the Economic Development Council, a Vice Chairman of the Board for the Civic and Governmental Affairs Council, a Vice Chairman of the Board for the Marine Trades Council, a Vice Chairman of the Board for the Retail and Business Services Council, a Vice Chairman of the Board for the Tourism and Special Events Council, a Vice Chairman of the Conservation and Natural Resources Council, and a Vice Chairman for the Education Council from the members not elected to serve on the Board of Directors, these Vice Chairmen of the Board shall become voting members of the Board of Directors for the term for which they serve, notwithstanding the provisions of Article VI, Section 3.

SECTION 5 – DIRECTORATE TERMS

In all elections, as set forth in Article VII, Section 1, six (6) candidates shall be named annually, unless additional nominations are made by a petition signed by at least ten percent of the members in good standing, and shall be declared elected for a term of

three (3) years. If more than six (6) names are on the ballot, the six receiving the highest number of votes shall be declared elected.

ARTICLE VII – ELECTIONS

SECTION 1 – NOMINATIONS AND ELECTIONS – DIRECTORS

At the July meeting of the board, the Chairman of the Board, with the approval of the Board of Directors, shall appoint a Nominating Committee of seven (7) members. Three (3) members of this committee shall be selected from the holdover Directors and four (4) of the committee shall be members of the Chamber in good standing who are not at that time Officers or Directors. The Nominating Committee shall prepare a list of six (6) candidates to be known as the Official Ballot. The Committee shall present the slate of nominees to the Board of Directors no later than the regularly-scheduled August meeting of the Board of Directors. The President shall then mail the a list of nominees to each member of the corporation with complete information covering eligibility of voting, and indicating the procedure to be followed in casting ballots, and notify the membership of the election date to be occur twenty-one (21) days from the date of the mailing. This notice of nominees shall also provide notice that additional nominations for Directors may be made on a petition signed by not less than ten percent (10%) of the members in good standing to be received at the Chamber office no later than ten (10) days prior to election. Such valid nominations will be added to the official ballot.

If there are no additional nominees, the President shall promptly notify the membership of the approval of the Official Ballot and the de-facto election of the nominees.

If there are additional nominees, not less than ten (10) days prior to said election, the President shall mail one Official Ballot to each member in good standing. Voting shall take place in the offices of the Chamber during regular working hours on the days specified and the balloting may be either in person by members in good standing or by the personal signature of a member placed on a ballot and mailed to the office of the Chamber, the envelope containing said ballot to bear postmark no later than the day of the election. No proxies shall be allowed. From those voting in person at the offices of the Chamber of Commerce, one (1) Official Ballot will be accepted. The Official Ballot, when voted, shall be placed in a sealed ballot box, and the name of the person voting shall be checked on the roster.

Ballots cast by mail will be inspected to make sure that the proper signature is thereon and then will be placed in the sealed ballot box and the names of the persons casting said ballot by mail would be checked on the roster. Promptly after 5:00 p.m. of the final Election Day, the ballots will be counted by an Election Committee duly appointed by the Chairman of the Board with the approval of the Board of Directors. An additional period of five (5) days shall be allowed for the receipt and counting of properly postmarked ballots, to be added to the aforementioned tally. The six (6) candidates receiving the highest number of votes shall be declared elected for a term of three (3) years (or until their successors shall have been elected and qualified) commencing on the first day of the Chamber's fiscal year. In the election of Directors, should a tie vote occur, the Election Committee shall cast lots and certify as elected the person or persons on whom the selection falls. The Election Committee will immediately notify the Chairman of the Board of the names of the six (6) Directors declared elected.

SECTION 2 – NOMINATIONS AND ELECTIONS – OFFICERS

At the September meeting of the Board of Directors, the Chairman of the Board of the Chamber will appoint a Nominating Committee for the purpose of nominating Officers for the ensuing year, said Nominating Committee to be composed of five (5) members of the new board which shall prepare a slate of officers for the ensuing year.

The Board of Directors shall then meet in October and, after hearing the report of the Nominating Committee and any other nominations that may be made from the floor, shall elect a Chairman of the Board, a Chairman-Elect of the Board, a Vice Chairman of the Board for the Membership Council, a Vice Chairman of the Board for the Finance Council, a Vice Chairman of the Board for the Economic Development Council, a Vice Chairman of the Board for the Civic and Governmental Affairs, a Vice Chairman of the Board for the Marine Trades Council, a Vice Chairman of the Board for the Retail and Business Services Council, a Vice Chairman of the Board for the Tourism and Special Events Council, a Vice Chairman of the Board for the Education Council, and a Vice Chairman of the Board for the Conservation and Natural Resources Council for a term of one (1) year.

SECTION 3 – PRESIDENT

The Board of Directors shall employ a President to manage the business of the Chamber of Commerce, who shall serve for a period designated by the Board of Directors at a salary to be fixed by said Board.

SECTION 4 – VACANCIES

Vacancies occurring among the Board of Directors or any elected or appointed Officers shall be filled by the Board of Directors for unexpired terms after nominations have been received by the Board from a Nominating Committee appointed by the Chairman of the Board, and composed of three (3) members from the Board of Directors, Members of the Board or any elected or appointed Officer who shall be absent from three (3) consecutive meetings of the Board of Directors without reasonable excuse approved by the Board of Directors or from any five (5) meetings (with or without reasonable excuse approved by the Board) in any fiscal year shall have his office declared vacated and his place shall be filled by election by the Board of Directors as prescribed above in this section. Any member of the Board of Directors who shall find it necessary to be absent for three (3) or more consecutive regular meetings through illness or absence from the area, may, upon petition to the Board of Directors, receive a leave of absence if, in the opinion of the majority of the Board, duly assembled, such petition is meritorious, and in such case, the above and foregoing rule shall be suspended.

SECTION 5 – BOARD OF DIRECTORS' POWERS

The Board of Directors shall have the power:

- a. To do whatever they may deem necessary or proper for the proper conduct of the business affairs of this organization within the limits of the bylaws.
- b. To acquire and dispose of the property of this corporation and to employ such assistance as may be necessary for the protection of the work of the corporation.
- c. Prior to the disposal of real property, a general membership meeting must be called and the disposal presented to the membership for approval or disapproval.

- d. To temporarily (for not more than one year) alter the organizational structure of the Chamber, including, but not limited to, the numbers and titles of Officers and Board Members. Said alteration to be allowed only if the Board deems it necessary to accommodate a consolidation or merger with other business organizations.

SECTION 6 DIRECTORATE ELIGIBILITY

No member whose financial obligations to the Chamber are in arrears more than sixty (60) days shall be eligible for election to the directorate or to offices.

SECTION 7 – QUORUM

Ten (10) of the members of the Board of Directors of the Chamber shall constitute a quorum for the transaction of business at any regular or special board meeting. The majority of those present shall determine any questions coming before the Board.

ARTICLE VIII – BOARD MEETINGS

SECTION 1 – BOARD MEETINGS

The Board of Directors shall hold regular meetings monthly at such time and place as they may determine. Special meetings may be called by the Chairman of the Board, or by any member of the Board of Directors at the request in writing of not less than five (5) members of the Board of Directors.

SECTION 2 – FISCAL YEAR

The fiscal year of the organization shall be January 1 – December 31.

ARTICLE IX – DUTIES OF OFFICERS

SECTION 1 – CHAIRMAN OF THE BOARD

The Chairman of the Board shall preside at all meetings of the Chamber of Commerce and the Board of Directors, shall perform all duties incident of the office and advise such action as may be deemed likely to increase the usefulness and prosperity of the organization. The Chairman of the Board shall be an ex-officio member of all committees and shall be the Chairman of the Executive Committee. The Chairman shall have the authority to appoint committee chairs.

SECTION 2 – CHAIRMAN-ELECT OF THE BOARD

The Chairman-Elect of the Board shall be the individual who is expected to assume the role of Chairman of the Board for the following year. Therefore, the Chairman-Elect shall participate as a voting member in all board meetings and Executive Committee meetings, may also be called upon by the Chairman to represent the Chairman at specified functions or on specified committees.

SECTION 3 – VICE CHAIRMAN OF THE BOARD

The Vice Chairman of the Board for the Membership Council shall perform all duties pertaining to membership development and member relations.

The Vice Chairman of the Board for the Finance Council shall perform all duties pertaining to finance and serve as Secretary / Treasurer of the Corporation. In the absence of both the Chairman and Chairman – Elect, the Vice Chairman of the Board for the Finance Council shall perform all the duties of the Chairman of the Board.

The Vice Chairman of the Board for the Economic Development Council shall perform such duties as are necessary for implementing a program that will promote expansion and servicing of existing industries and actively seek new industrial operations and capital investment and develop and promote the utilization of the natural resources of the general area.

The Vice Chairman of the Board for the Civic and Governmental Affairs Council shall perform such duties as are necessary to develop and implement programs of civic and governmental nature.

The Vice Chairman of the Board for the Marine Trades Council shall perform such duties as necessary to develop and implement programs that will further the interests and development of marine-related businesses and activities.

The Vice Chairman of the Board for the Retail and Business Services Council shall perform such duties as are necessary to develop and implement programs that will further the interest of the City and County and members of the Retail and Business Services Division, such programs to be directed toward furthering the area as a retail trade and service center for the Alabama Gulf Coast area.

The Vice Chairman of the Board for the Tourism and Special Events Council shall perform such duties as are necessary to develop and implement programs and events designed to strengthen the tourism sector of the local economy.

The Vice Chairman of the Board for Conservation and Natural Resources Council shall perform such duties as necessary to foster the quality of life, and the protection of the environment and natural resources within the corporation's service area of the Alabama Gulf Coast and its immediate environs.

The Vice Chairman of the Board for the Education Council shall perform such duties as are necessary to develop and implement programs that support schools and education.

SECTION 4 – PRESIDENT'S DUTIES

The President shall be responsible for the organization, administration and supervision of the office and work of the Chamber of Commerce. Duties shall include attendance at all regular and special meetings of the Chamber of Commerce and of the Board of Directors shall be responsible for making provision for proper recording of the proceedings thereof and present them in proper form for approval at the next succeeding meeting. The President shall receive all dues and other monies and make a prompt and detailed record of the amounts and purposes for which said monies are received, in a book or books provided for such purpose, and shall keep a separate account for each member in a proper ledger, charging members with accounts due and crediting them with amounts received. The President shall be responsible for the deposit of all monies collected or received in such banking institution or institutions as may be designated the depository or depositories of the corporation, as more fully set forth in Article XII of these Bylaws, to the credit of the Alabama Gulf Coast Area Chamber of Commerce. The President shall be an ex-officio member of all committees and shall be required to furnish a surety bond in favor of the corporation for the faithful performance of the President's duties in such amount as may be determined by the Board of Directors, premium for the bond to be paid by the corporation.

SECTION 5 – BONDING

The Chairman of the Board, Chairman-Elect, and Vice Chairman of the Board for the Finance Council, together with the President and/or appointed staff member, shall sign all checks, as more fully set forth in Article XII of these Bylaws. The President and said appointed staff member shall be required to furnish a surety bond, in favor of the corporation for the faithful performance of their duties, in such amount as may be determined by the Board of Directors, the premium for said bond to be paid by the corporation. The surety bond shall also cover all other staff members with access to the corporation's funds and accounts.

SECTION 6 – STAFF

The President may employ such assistants as may be deemed necessary by the Board of Directors for a term not exceeding the end of the current fiscal year, and may pay them such salaries as authorized by the Executive Committee and as provided in the budget, such assistants to be responsible to the President for performance of assigned duties.

ARTICLE X – DUTIES OF COMMITTEES

SECTION 1 – COMMITTEES

To carry forward the objectives of the corporation, the Chairman of the Board shall each year, with the approval of the Board of Directors, appoint standing and special committees as the Chairman and the Vice Chairman of the Board of each Council may deem advisable, and shall, with like approval of the Board of Directors, select the Chairman of each such committee.

SECTION 2 – REPORTS

Each such committee shall submit a report of its work when the work for which it was appointed is completed, or when requested by the President or Chairman of the Board. The Finance Committee shall render monthly reports.

SECTION 3 – TERMINATION

The Chairman of the Board, with the approval of the Board of Directors, may revoke any committee appointment at any time, and may in like manner fill any vacancy on any committee, and may in like manner discharge any committee at any time.

SECTION 4 – EXECUTIVE COMMITTEE

There shall be an Executive Committee composed of the Chairman of the Board, the President, the Chairman-Elect of the Board, the Immediate Past Chairman of the Board, and the Vice Chairman of the Councils. The Board of Directors shall have the power to name one (1) additional member from its membership if deemed advisable to do so. Five (5) Officers of the Chamber shall constitute a quorum at any Executive Committee meeting. In the interim between meetings of the board, the Executive Committee shall have the power to act on behalf of the board on issues requiring immediate action and in any other cases prescribed in these Bylaws. Any such action shall be reported to the Board of Directors at its next scheduled meeting.

The Executive Committee may refer matters brought before it to the proper standing committees or the Board of Directors. At the beginning of the fiscal year it shall prepare and submit to the board a budget of the revenue and expenses of the Chamber for that year.

SECTION 5 – REPORT TO THE BOARD OF DIRECTORS

Reports of all committee meetings shall be presented to the Board of Directors at the next meeting of said board.

SECTION 6 – AUTHORITY OF COMMITTEES

It shall be the function of all committees to investigate and to make recommendations in writing to the Board of Directors. No committee, with the exception of the Executive Committee, as spelled out in these Bylaws, either standing or special, shall represent the Chamber in advocacy of, or opposition to, any issue without the specific authorization of the Board of Directors. No committee can set policy, and may only operate with the authority given to it by the Board.

A simple majority of any standing or special committee shall be a quorum.

ARTICLE XI – FINANCE

SECTION 1 – MONIES

Monies of the corporation shall be deposited in the name of the corporation in such bank or banks or trust company as the Executive Committee shall designate, with the approval of the Board of Directors, and shall be drawn out only upon checks signed by the President, Chairman of the Board and Vice Chairman of the Board for the Finance Council. Two of these authorized signatures shall be required on all checks. Fiscal responsibility shall be maintained at all times in accordance with established accounting procedures and shall be audited annually by a reputable accounting firm employed by the Chamber.

ARTICLE XII – ORGANIZATIONAL ACCOUNTABILITY POLICIES

SECTION 1 – BOARD CONFLICT OF INTEREST POLICY

The Board of Directors shall adopt and enforce a Board Conflict of Interest Policy for the purpose of protecting the Chamber's legal and financial interests. The policy shall provide for specific procedures governing instances when the Chamber is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director or that might result in a possible excess benefit transaction. The policy shall conform to any applicable state and federal laws governing conflict of interest. Board member eligibility shall be contingent on annual signed agreement with this policy.

SECTION 2 – DOCUMENT RETENTION AND DESTRUCTION POLICY

The Board of Directors shall adopt and enforce a Document Destruction Policy which shall govern the terms of retention of documents including governance records, tax records, intellectual property records, financial records, pension and benefit records, governmental relations records, employee and employment records, lease, insurance, real property, and contract license records, as well as other records as deemed necessary by the Board of Directors.

SECTION 3 – WHISTLEBLOWER POLICY

The Board of Directors shall adopt and enforce a Whistleblower Protection Policy designed to protect any director who reasonably believes and reports his or her belief that any Chamber policy, practice, or activity is unethical or in violation or the

law. The policy shall provide for a procedure for this reporting and protection against retaliation.

SECTION 4 – EXECUTIVE COMPENSATION POLICY

The Board of Directors shall adopt an Executive Compensation Policy to govern the procedures for determining and reviewing the compensation of the President.

ARTICLE XIII - AMENDMENTS

SECTION 1 – AMENDMENTS

The Bylaws of this corporation may be changed in the following prescribed manner. The Board of Directors may recommend their change, or, any ten percent of the current members in good standing may recommend their change. In the latter case such recommendation must be submitted to the Chairman of the Board or President in writing. Upon receipt of such recommendation the Chairman of the Board shall call a special meeting (unless the change is to be considered at a regularly scheduled meeting) to consider such recommended change. Notice of such meeting setting forth the proposed changes must be mailed to the membership at least ten (10) days prior to the date of such meeting. In lieu of a regular or special meeting, such proposed changes to the Bylaws may be submitted to the membership in the form of a mail ballot to be returned to the President within twenty (20) days of mailing and opened on the twenty-first (21st) day following such mailing, with the determination of such Bylaw changes to be made by a majority vote tabulated from the returned ballots.

ARTICLE XIV - RULES OF ORDER AT MEETINGS

SECTION 1 – RULES OF ORDER AT MEETINGS

The Chairman of each committee of the Chamber, including the Board, shall be responsible for maintaining and preserving order and shall be the determining vote on all issues at each meeting over which he or she is presiding.

ARTICLE XV – ADOPTION OF BYLAWS

SECTION 1 – BYLAWS ADOPTION

Upon adoption of these Bylaws all provisions shall be immediately effective.

Revisions Adopted: November 1993

Revisions Adopted: January 2000

Revisions Adopted: March 2002

Revisions Adopted: March 2010

Revisions Adopted: December 2014