

**WEST METRO CHAMBER OF COMMERCE  
BYLAWS**

**ARTICLE I – NAME**

Section 1: The name of the organization shall be the WEST METRO CHAMBER OF COMMERCE.

**ARTICLE II – OBJECT**

Section 1: The object of the WEST METRO CHAMBER OF COMMERCE shall be to promote the economic, civic and general welfare of the West Metro Area of Lexington County, South Carolina, **which includes the municipalities of Cayce, Gaston, Pine Ridge, South Congaree, Springdale, Swansea and West Columbia.**

**ARTICLE III – LIMITATIONS OF METHODS**

Section 1: The Chamber shall be non-partisan and non-sectarian, and shall take no part in, nor lend<sup>7</sup> its influence or facilities, either directly or indirectly, to the nomination, election, or appointment of any candidate for office in **the any** city, county, state or nation, nor shall any meetings of a partisan political nature whatsoever be held within the premises occupied by, or under the control of, the Chamber. **However, this shall not exclude the Chamber from participating in solely informational and/or educational forums relating to political issues that impact its members.** 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 IV – MEMBERSHIP**

Section 1: Any business, firm, association, corporation or person **who operates under sound business practices and is ~~of good reputation~~** interested in the commercial, industrial, cultural or civic advancement of the area, shall be eligible for membership in the WEST METRO CHAMBER OF COMMERCE.

Section 2: All memberships in the organization shall be subject to the approval of the Board of Directors.

Section 3: Any business, firm, association, corporation or person holding a membership shall be entitled to vote in membership meetings, the general election and upon all matters of referenda.

Section 4: Dues shall be determined from time to time by the Board of Directors for regular members, for associate members, and for such other classifications of members as the Board may see fit to admit.

Section 5: **Annual dues** shall be paid ~~annually, in advance of the anniversary date of initial membership~~ **according to the available payment option elected** and shall become delinquent if not paid when due (see **Annual Dues Payment Options**). When dues are not paid within three (3) months of date payable, the delinquent member shall be dropped from the roll, but such action shall in no manner affect any financial obligation of such member to the Chamber prior to being dropped from the roll.

Section 6: Any individual, firm, association, or corporation eligible for membership may acquire more than one membership by undertaking to pay the dues prescribed for each such membership, and may designate an individual to represent each such membership, subject to the approval of the Board of Directors.

Section 7: Any person holding a membership in the Chamber and any representative of a person, firm, partnership, association, estate, or corporation holding ~~one, or more than one,~~ **memberships** shall be entitled to cast one vote per individual membership on each matter properly coming before the membership.

Section 8: Any person, firm, partnership, association, estate, or corporation holding one or more memberships shall have the right to change at any time any of its representatives upon thirty (30) days' written notice to the Chamber, subject to the approval of the Board of Directors.

Section 9: Application for membership shall be regarded as a guarantee on the part of the applicant of his/her interest in and sympathy with the purpose of the Chamber, and ~~if approved form membership,~~ of his/her adherence to its Bylaws, rules and regulations, **if approved for membership.**

Section 10: Distinction in public affairs shall confer eligibility for honorary membership. Honorary membership shall **be exempt from the payment of dues, but shall include be entitled to** all the privileges of active membership, **except that of holding office.** ~~, except that of holding office, with the exemption from the payment of dues.~~ Election to honorary membership shall require the affirmative vote of a majority of three-fourths (3/4) of the full Board of Directors, and nominees for such honorary membership shall be considered only on an annual basis.

## **ARTICLE V – BOARD OF DIRECTORS**

Section 1: The supreme authority of the WEST METRO CHAMBER OF COMMERCE shall be vested in its membership, but the management of its affairs shall be placed in the hands of a Board of Directors, with full power and authority to promote the ~~objects~~ **objectives** for which it is organized.

Section 2: The Board of Directors shall consist of fifteen (15) elected members, exclusive of those who are on the Board by virtue of their offices. Those holding Board positions by virtue of their offices include the immediate Past ~~President~~ **Chairman**, the ~~President~~ **Chairman**, the ~~President~~ **Chairman-Elect**, and the Treasurer. Five (5) **of the Board of Directors** shall be elected by the membership annually for a three-year term. An elected member of the Board shall not serve more than (2) three-year terms in succession (six years total) without a break in service. A break in service shall be defined as a minimum of one (1) year. These limitations shall not prohibit an elected member's service on the Board as a result of their holding the offices of immediate Past ~~President~~ **Chairman**, the ~~President~~ **Chairman**, the ~~President~~ **Chairman-Elect**, and the Treasurer.

Section 3: The Board of Directors may enact such rules and regulations, **which are not inconsistent with the intent of these Bylaws**, as it may deem necessary for the government of the organization. ~~, not inconsistent with the intent of these Bylaws.~~

Section 4: The Board of Directors may include, as a non-voting member of the Board, a representative from each of the municipalities holding a membership in the West Metro Chamber of Commerce.

Section 5: The Board of Directors shall hold a minimum of ten regular Board meetings each fiscal year. Special **Board** meetings may be called by the ~~President~~ **Chairman** or by a majority of the Directors upon due notice to all Board members. Fifty percent (50%) of the Directors with full voting privileges shall constitute a quorum.

Section 6: The Board of Directors shall have power to fill any vacancy on the Board which may be occasioned by death, resignation, or failure to take office, and the member so ~~elected~~ **appointed** shall hold his/her office for the unexpired term of the Director in whose place s/he is ~~elected~~ **appointed**.

Section 7: ~~All The Board of Directors shall pass upon any actions of any committee, officer, or individual, designated~~ **which** commits the Chamber, ~~and final approval of the Board shall be a condition precedent to the committal of the Chamber in its corporate capacity to any such action~~ **shall first have approval from the Board of Directors.**

Section 8: Absence by a Board member from three (3) consecutive regular meetings **or a total of five (5) regular meetings within the corporate year**, without an **valid** excuse **acceptable to the Board of Directors** ~~deemed valid and so recorded by the Board of Directors~~, shall be construed as a resignation.

## ARTICLE VI – NOMINATIONS AND ELECTIONS

Section 1: The election of Directors shall be held ~~during a month approved by the Board of Directors, not to be earlier than January or~~ **no** later than **June 15<sup>th</sup> of May** each year, on such date as is fixed by the

Executive Committee of the Board of Directors. A Director's service shall commence on July 1 and terminate on June 30.

Section 2: ~~No later than April 1<sup>st</sup> of each year, Chamber staff shall contact each member by U.S. Mail, or electronic mail if the Chamber member has advised the Chamber of the existence of such electronic mail account, notifying them as to which Board seats will become vacant on July 1<sup>st</sup>, and to solicit nominations. No later than May 1<sup>st</sup> of e~~Each year, ~~at least thirty (30) days prior to the annual election,~~ the incumbent ~~President~~ **Chairman** shall appoint a Nominating Committee of not more than five (5) members who, **after consideration of member nominations,** shall place in nomination one (1) member for each vacancy on the Board to be filled by the vote of the membership. **By June 1<sup>st</sup> of each year,** ~~Fifteen (15) days in advance of election,~~ ballots shall be sent to each Chamber member by US Mail or by electronic mail. Such ballots shall contain the name of all nominees and blank lines on which a member may write the names of other members for whom s/he may desire to cast his/her vote. **Ballots are to be returned no later than June 15th.**

Section 3: **At the June Board meeting, the incumbent Board of Directors shall** ~~Following the certification of new Directors by the Board of Directors, the new Board shall promptly be called into session by the incumbent President and shall forthwith proceed to elect the Officers for the~~ **up-coming year, which begins July 1<sup>st</sup>.** ~~term described.~~

## ARTICLE VII – OFFICERS

Section 1: The Officers of the WEST METRO CHAMBER OF COMMERCE shall be a ~~President~~ **Chairman**, a ~~President~~ **Chairman-Elect**, and a Treasurer. All of the said officers must be Board members except the Treasurer. The ~~President~~ **Chairman** may be either a Board member or an immediate past member of the Board. If the Treasurer is not elected from the Board, s/he shall, upon his/her election and certification, automatically become a member of the Board of Directors by virtue of his/her office, with full voting rights. The immediate Past ~~President~~ **Chairman** shall, for a period of one (1) year, continue as a member of the Board of Directors, with full voting rights.

Section 2: The ~~President~~ **Chairman**, the ~~President~~ **Chairman-Elect**, and the Treasurer shall be elected by the Board of Directors and shall hold office for one (1) year.

Section 3: The ~~Executive Director~~ **President/CEO** shall be appointed by the Board of Directors and shall serve at the pleasure of the Board.

Other personnel shall be appointed by the ~~Executive Director~~ **President/CEO** and shall hold their respective positions as long as their services are satisfactory to the ~~Executive Director~~ **President/CEO**.

Section 4: The ~~President~~ **Chairman** shall preside at all meetings of the members, Directors, and the Executive Committee. S/he shall, at the annual meeting of the members, ~~submit a written~~ **present a** report of the condition and achievements of the year. S/he shall perform such other duties as pertain to his/her office.

Section 5: The ~~President~~ **Chairman-Elect** shall act for the ~~President~~ **Chairman** in his/her absence or disability.

Section 6: The ~~Executive Director~~ **President/CEO** shall be the chief administrative officer of the Chamber. It shall be the duty of the ~~Executive Director~~ **President/CEO** to employ and fix the compensation of all employees, **subject to the approval of the Board of Directors**. S/he shall be responsible for and have the power to carry out the details of the operation of the organization along the lines of policy and according to regulations prescribed by the Executive Committee and the Board of Directors.

The ~~Executive Director~~ **President/CEO** shall supervise the maintenance of all financial and other records, the preparation of all necessary reports, the collection and expenditure of all funds, and otherwise exercise needed supervision over the affairs of the organization. S/he shall assume any other duties, which the Board of Directors may designate.

Section 7: The ~~Executive Director~~ **President/CEO**, acting as Corporate Secretary, shall be custodian of the minute books, records, documents and seal of the WEST METRO CHAMBER OF COMMERCE; shall have

the authority to place a duplicate seal of the Chamber with a responsible member of the Chamber when to do so shall promote commerce in the West Metro area; and shall attest to all official orders and documents of the Corporation. S/he shall serve as Secretary to all such meetings, but may delegate such duties to a Chamber staff or Chamber Member when desirable.

The ~~Executive Director~~ **President/CEO** shall have general supervision over all receipts and disbursements of the funds of the Chamber, which funds shall be kept on deposit in the name of the WEST METRO CHAMBER OF COMMERCE in depositories approved by the Board of Directors. At all regularly scheduled Board meetings or other times the Board may specify, the Treasurer shall make reports to the Board of Directors.

Section 8: All officers and employees of the Chamber receiving or disbursing the funds thereof shall be bonded for such as an amount as may from time to time be determined by the Board of Directors. The cost of such fidelity bond or bonds shall be paid by the Chamber.

## ARTICLE VIII – COMMITTEES

Section 1: There shall be an Executive Committee and such other committees as the Board of Directors may authorize from time to time.

Section 2: The Executive Committee shall be composed of the ~~President Board Chairman~~ (who shall be act as the committee chairman), the immediate Past ~~President Chairman~~, the ~~President Chair~~-Elect, and the Treasurer. The Executive Committee shall, consistent with the policies and directions of the Board of Directors, act for the Directors in the interim between the meetings of the Board or in the absence of a quorum thereof. It shall submit at meetings of the Board of Directors reports of any action taken for confirmation. A quorum of the Executive Committee shall consist of a majority of the Committee as composed.

Section 3: The Board of Directors shall define the duties of all committees not specifically set forth herein; and the appointment of all committee

members not specifically named herein shall be made by the ~~President~~ **Chairman** subject to confirmation by the Board of Directors.

#### **ARTICLE IX – FISCAL YEAR**

Section 1: The fiscal year of the WEST METRO CHAMBER OF COMMERCE shall be July 1 to June 30.

#### **ARTICLE X – MEMBERSHIP MEETINGS**

Section 1: There shall be an annual meeting of the membership of the WEST METRO CHAMBER OF COMMERCE to be held on a date determined by the Executive Committee.

Section 2: A special meeting of the membership may be called by the ~~President~~ **Chairman**, or by the ~~Executive Director~~ **President/CEO** when such meeting is requested by a majority of the Directors. The call for such a meeting shall distinctly and fully set forth the purpose of the meeting, and no other business shall be transacted without the consent of two-thirds (2/3) of the members present.

#### **ARTICLE XI – AUDIT OF ACCOUNTS**

Section 1: A Certified Public Accountant selected by the Executive Committee shall examine and audit the books and accounts of the WEST METRO CHAMBER OF COMMERCE as needed.

#### **ARTICLE XII – PROCEDURE**

Section 1: The Chamber shall conduct its meetings in accordance with the procedures set forth in Robert's Rules of Order, except where these Bylaws provide otherwise.

#### **ARTICLE XIII – REFERENDA**

Section 1: Matters of unusual importance and of special interest may be submitted by the Board of Directors to the membership for a vote

thereon by mail. The Directors shall see that a ballot, containing a statement which adequately and fairly presents the question(s) to be voted upon, is sent by US Mail or by electronic mail to every member of the Chamber in good standing at least ten (10) days prior to the date fixed by the authority of the Board of Directors for the closing of the voting, which date shall be stated in the notice. A ballot separate from the statement may be sent by US Mail or electronic mail in cases where a lengthy presentation of the subject is necessary.

Section 2: Every ballot returned shall be filed and retained for at least one year as part of the office file covering the subject matter or question voted on in a referendum.

#### **ARTICLE XIV – DISBURSEMENTS**

Section 1: Except for the payment of current bills incurred as an expense authorized in the established operating budget, no disbursements of the funds of the WEST METRO CHAMBER OF COMMERCE shall be made unless the same shall be approved and ordered by the Board of directors or the Executive Committee.

Section 2: All disbursements shall be made by voucher check and signed by the ~~Executive Director~~ **President/CEO** for all budgeted amounts up to \$500. Checks for **more than \$500, or** unbudgeted expenses, **which have been approved by** ~~after approval of~~ the Board of Directors or Executive Committee, ~~or checks for \$500 or more~~ shall be countersigned by the Treasurer or ~~President~~ **Chairman**.

#### **ARTICLE XV – SEAL**

Section 1: The WEST METRO CHAMBER OF COMMERCE shall have a corporate seal of such design as the Directors may adopt.

#### **ARTICLE XVI – EFFECTIVE DATE OF BYLAWS**

Section 1: These Bylaws shall become effective upon adoption.

## ARTICLE XVII – AMENDMENTS

Section 1: These Bylaws may be amended by a majority vote of the membership present at any regular or special meeting. The proposed amendment shall be furnished by the ~~Executive Director~~ **President/CEO** to the members by US Mail or electronic mail at least thirty (30) days prior to the meeting when it is to be acted upon. At least one (1) week's written notice of such meeting shall be given the membership. However, if the Board of Directors should so elect, the proposed change(s) in the Bylaws may be voted upon by mail as provided for in Article XIII, Referenda, Section 1 of these Bylaws. A majority of those voting shall be sufficient to effect an amendment of the Bylaws.

Adopted March 21, 2000

Amended October 28, 2003

Amended April 25, 2006

**Amended \_\_\_\_\_, 2009**