

# BY-LAWS of PEARL RIVER BOARD of TRADE, INC.

## ARTICLE I - ORGANIZATION

The name of this organization shall be "THE PEARL RIVER BOARD of TRADE, INC.", d.b.a. "THE PEARL RIVER CHAMBER of COMMERCE". The organization shall hereinafter be referred to as "The Chamber".

## ARTICLE II - PURPOSE

The Chamber is a not-for-profit corporation for the benefit of the Pearl River community and the enhancement of its business climate, prosperity and attractiveness. The purpose of the organization shall be to promote the economic, civic, and social welfare of its members, as well as the citizens of Pearl River.

## ARTICLE III - MEMBERSHIP

### Section One – Eligibility

Any household, association, firm, partnership, or corporation having an interest in the objectives of the chamber shall be eligible to apply for membership.

### Section Two – Membership Acceptance

Applications for membership shall be in writing, on forms provided for the purpose, and signed by the applicant. Acceptance of new members shall be by the Board of Directors at the next meeting thereof.

### Section Three – Classes of Members

*Voting members* shall consist of individuals who are deemed so by the member household, association, firm, partnership, or corporation they represent. The member shall pay dues prescribed by the Board of Directors, and thereafter their representative shall be entitled to vote, to hold office, to serve on any standing or special committees, to attend all regular or special meetings and to have the privileges of the floor at such meetings, and to participate in any activity of the Chamber and to display the emblem of the Chamber.

*Associate members* shall consist of individuals who are not deemed a voting member by the household, association, firm, partnership, or corporation they represent. The member shall pay dues as prescribed by the Board of Directors and thereafter their representative shall have such rights and privileges as other members of the Chamber except that such members shall not be entitled to vote, hold any office, or hold the chairmanship of standing or special committees.

*Honorary membership* may be conferred by the Board of Directors or by two-thirds vote of the membership at any regular or special meeting, upon distinguished persons in recognition of notable service. An honorary member shall have all the privileges of associate members, and shall be exempt from the payment of dues.

#### Section Four – Resignation

Any member may withdraw or resign from the Chamber upon written request to the Board of Directors. There shall be no refund of dues to a member who withdraws or resigns. The death of a member shall cancel their membership.

#### Section Five – Termination of Membership

Any member may be expelled by a two-thirds (2/3) vote of the Board of Directors for non-payment of dues, but no sooner than 30 days following the establishment of delinquency, and provided they had been billed not less than twice.

Any member may be expelled for conduct detrimental to the Chamber by a two-thirds (2/3) vote of the general membership only if first the motion to expel has been recommended and approved by a two-thirds (2/3) vote of the Board of Directors.

#### Section Six – Transferability of Membership

Membership in the Chamber is not transferable, however, voting representatives may be changed by notice to the Board of Directors. The sale or transfer of ownership of an entity shall terminate the membership of such entity.

#### Section Seven – Dues

The dues of this organization shall be payable on the second day of March each year. A member shall be considered delinquent if dues have not been paid before the second day of May of that fiscal year, and such delinquent members shall not be permitted to cast a vote on any matters.

### **ARTICLE IV – GENERAL MEMBERSHIP MEETING**

#### Section One – Quorum

Ten members in good standing, and at least three elected officers or Directors of The Chamber shall constitute a quorum of the Chamber.

### Section Two – Meetings

Regular meetings of this organization shall be held on a Wednesday between the 1<sup>st</sup> and 15<sup>th</sup> day of every month of the year except the months of August and December.

The annual membership meeting of this organization shall be held on the second Wednesday of February.

### Section Three – Special Meeting

Upon written petition of ten percent (10%) or more of the voting members, the President shall call a special meeting of all members to be held within 14 days of the President receiving such petition. The Board of Directors may also call a special meeting of the membership by majority vote of the board.

### Section Four - Notification

A notice telling the time and place of any meeting shall be mailed to each member at their regular mailing address. Notices of special meeting may be by phone call.

### Section Five – Order of Business

At meetings of the Chamber, the order of business, shall be as follows:

- Call to Order
- Attendance (Called by Name/Business to establish Quorum)
- Reading of the Minutes of the Last Meeting
- Report of the President
- Report of the Treasurer
- Report of the Secretary
- Report of Committees
- Election of Officers and Board (At February Meeting)
- Program (Invited Guests)
- Old Business
- New Business
- Good and Welfare
- Next Meeting Date and Location
- Adjournment

## **ARTICLE V – OFFICERS AND THEIR DUTIES**

### Section One – Officers

The officers of this chamber shall be a President, Vice-President, Secretary, Treasurer, and nine (9) Directors. No individual may hold two offices concurrently. There shall be no limits imposed as to the number of terms that may be served.

### Section Two – President

The President shall preside at all meetings of the Chamber and the Board of Directors. He/she shall, subject to the approval of the Board of Directors, appoint all committee chairpersons, and he/she shall be an ex-officio member of all committees.

### Section Three – Vice-President

The Vice-President shall act in the absence of the President.

### Section Four – Secretary

The Secretary shall keep the minutes at all meetings of the Chamber. He/she shall attend to the giving and serving of all notices for the Chamber, and shall be responsible for mailing notices concerning regular and special meetings.

### Section Five – Treasurer

The Treasurer shall receive and disburse the funds of the Chamber and keep all monies deposited in its name.

### Section Six – Directors

The Directors shall assist in the governance of the Chamber and direct its work.

## **ARTICLE VI – NOMINATIONS AND ELECTIONS**

### Section One – Election of Officers

The annual elections shall be held during the annual membership meeting on the second Wednesday of February. The voting members shall elect the President, Vice-President, Secretary, Treasurer and nine (9) Directors.

### Section Two – Nominating Committee

In November, the President shall appoint a Nominating Committee of three voting members or more, along with a chairperson of such Nominating Committee. The committee shall submit a report of nominees to the Secretary for inclusion in the January meeting notice. At such January meeting, the Committee shall place in nomination the names of one or more candidates for each of the offices, and accept additional nominations from the floor. By 10 days thereafter, members of the Nominating Committee shall confirm the names of all nominees who agree to serve if elected. A full slate of candidates shall be mailed with the February meeting notice.

### Section Three – Voting

Only members deemed voting members may cast a ballot. Members wishing to vote must be present. No proxy votes or absentee ballots are permitted. The Secretary shall record the voting members present and advise the general membership of that number. The Secretary shall provide to all voting members a complete slate of candidates prior to any vote. The vote shall be by secret ballot.

### Section Four – Judges of Elections

The Nominating Committee shall act as Judges of the election. They shall have complete supervision of the election, including the auditing of the ballots. The judges shall count all ballots, and report the results of the election immediately to the general membership.

## **ARTICLE VII – COMMITTEES**

### Section One – Appointment and Authority

The President shall appoint committee chairpersons as needed. The committee chairperson shall in turn, with full authority, select the members of their committee from the general membership of the Chamber. The terms of all committee members and chairs end when term of the appointing President ends. The President shall be an ex-officio member of all committees.

### Section Two – Standing Committees

Standing committees shall include the Finance Committee, Membership Committee, Communications Committee, Government Relations Committee, Technology Committee, Promotions and Events Committee.

### Section Three – Additional Committees

The President may form such additional standing committees or ad-hoc committees as deemed necessary to carry out the work of the Chamber. The chair of the committee shall discharge the committee when their work has been completed and their reports accepted, or when, in the opinion of the general membership, it is deemed wise to discontinue the committee.

## **ARTICLE VIII – AMENDMENTS**

### Section One – Preparing Amendments

Any member wishing to propose a By-Law amendment or repeal shall, with a member of the by-laws committee, prepare it as a motion.

## Section Two – Procedure for Amending the By-Laws

New By-Laws may be adopted or these By-Laws may be amended or repealed by a majority vote of its Members in good standing in attendance at a general meeting, or a special meeting called for this purpose. The process to accomplish the adoption, amendment, or repeal of a By-Law will be as follows:

1. A motion will be made at a regular meeting of the Chamber.
2. The motion will then be seconded.
3. There will be discussion on the motion.
4. The motion will then be tabled until the next meeting of the Chamber. Notice of the proposed changes will be made to the entire Chamber membership prior to or together with notice of the next meeting.
5. At the next meeting of the Chamber, the motion will be reread under Old Business, discussed, and a vote will be taken.

## ARTICLE IX – PARLIAMENTARY RULES

Deliberations of this corporation, both when meeting as a body and during meetings of the Board of Directors or any committee, shall be governed by the latest revision of Robert's Rules of Order, when such rules are not inconsistent with the by-laws of the Chamber.