

# HARRIS COUNTY CHAMBER OF COMMERCE BYLAWS

## ARTICLE I – NAME AND PURPOSE

### Section 1: Name

The official name of the organization shall be the “Harris County Chamber of Commerce” and shall be registered with the Secretary of State, State of Georgia.

### Section 2: Mission

Through its Board of Directors in accordance with Article III, Section 2 of these By-Laws, the mission of the Harris County Chamber of Commerce is to provide leadership promoting intentional economic growth, business development and quality of life in Harris County, Georgia by positioning ourselves as the voice for business.

### Section 3: Brand

Positioning Statement: The Harris County Chamber of Commerce provides the opportunity through membership for business professionals and community leaders to network, partner, grow and develop businesses and the county.

Brand Promise: The Voice for Business in Harris County

Brand Attributes and Core Values:

Converge – come from different directions and meet

Discover – become aware of

Imagine – believe to be so, vision

Thrive – prosper, flourish

### Section 4: Limitation of Methods

The Harris County Chamber of Commerce shall observe all local, state, and federal laws which apply to a non-profit organization as defined in Section 501 (c)(6) of the Internal Revenue Code.

The Chamber shall be nonpartisan and non-sectarian, and shall take no part in or lend its influence or facilities, either directly or indirectly, to the nomination, direction, or appointment of any candidate for a political office in the city, county or state or nation nor shall any meetings of a partisan nature whatsoever be held within the premises occupied by or under the control of the Chamber.

## ARTICLE II – MEMBERSHIP

### Section 1: Eligibility

Any business firm, individual, association, corporation, partnership or estate having an interest in the mission of the Chamber of Commerce shall be eligible for membership. If an individual owns more than one business, each business with a different name and location will be considered a separate member.

Section 2: Dues

The Board of Directors shall be responsible for setting a schedule of dues for membership in the Harris County Chamber of Commerce.

Section 3: Termination

Any member may be expelled for nonpayment of dues or by the Board of Directors by a two-thirds vote of Directors present after notice and opportunity for a hearing, for conduct unbecoming to an active Chamber member.

**ARTICLE III - BOARD OF DIRECTORS**

Section 1: Composition of Board

(A) The government of the Chamber, the direction of its work and the control of its property shall be by a Board of Directors consisting of not less than nine (9) members nor more than thirty (30) Members with the goal of representing the following sectors: commercial, educational, civic organizations, not-for-profits, immediate past Chair of the Board, all the diverse demographic groups and communities of Harris County.

One-third of these members shall be elected annually for a term of three years.

(B) Section 1: (A) above notwithstanding, the Executive Committee of the Chamber may at its discretion elect ex-officio Directors.

Section 2: Authority

The government of the Harris County Chamber of Commerce and the direction of its work and control of its property shall be vested in the Chamber's Board of Directors. The Executive Committee of the Board of Directors shall, at its discretion, fill all vacancies resulting from incomplete terms in the Board of Directors until the next regular election, at which time a member shall be elected to fill the unexpired term. The Board of Directors may adopt rules and regulations for conducting the business of the Chamber of Commerce.

Section 3: Meetings and Resignations

The Board of Directors shall meet no less than six times each year. Absence by a Director without valid cause from three (3) regular Chamber Board meetings may be construed as resignation from the Board of Directors.

Section 4: Parliamentary Procedures

The current edition of Robert's Rules of Order shall be the final source of authority on all questions of parliamentary procedures when such rules are not consistent with the charter or bylaws of the chamber.

Section 5: Advisory Boards/Task Forces/Ad Hoc Committees

An advisory Board or other special-purpose groups such as task forces and ad hoc committees may be appointed by the Board of Directors to serve as advisors or for specific projects and matters. Such instituted groups may make recommendations as needed to the Board of Directors.

Meetings of these groups may be called by the Chair of the Board and the Board of Directors as deemed advisable. Members of the groups may attend regular Board meetings, propose motions and participate in discussions related to their assignments but may not vote. Members will serve for durations and purposes approved by the Board of Directors.

Section 6: Term Limits

A board member may be asked to serve two consecutive terms of three years each. The term of service will then expire for one rotation of three years, unless said Board member is nominated and elected for Executive Committee service or other special purposes.

**ARTICLE IV – OFFICERS**

Section 1: Chair of the Board

The Chair shall be elected from the membership at the annual meeting for a term of one year. The Chair shall call all regular meetings and shall preside at all meetings of the Chamber of Commerce, Board of Directors and Executive Committee. The Chair shall perform all duties incident to the office and shall advise such action as may be deemed likely to increase the usefulness of the Chamber. The Chair shall oversee the performance evaluation process, salary review and ongoing leadership discussions with the President and Chief Executive Officer of the Chamber, with the approval and guidance of the Executive Committee of the Board of Directors. The Chair may review staff compensation levels and work with the President and Chief Executive Officer, under Executive Committee guidance, to ensure appropriate compensation. The Chair shall also have authority to countersign checks drawn on the Chamber of Commerce's bank accounts.

Section 2: Chair-Elect

The Chair-Elect shall be elected from the membership at the annual meeting of the Chamber of Commerce. The Chair-Elect shall serve for one year as first assistant to the Chair of the Board.

Duties of the Chair-Elect are:

1. Perform and preside at all functions and meetings where the Chair of the Board is absent.
2. Rise to the office of Chair of the Board in any instance when the office of the Chair of the Board is permanently vacated.
3. Assume the title and duties of Chair of the Board the following election year, pending approval of the Executive Committee of the Chamber of Commerce.

The Chair-Elect may also serve as Chair of special committees as appointed by the Chair of the Board.

Section 3: Vice-Chairs

Vice-Chairs may be elected from the membership at the annual meeting for a term of one year each. The duties of a Vice-Chair shall be assigned by the Chair of the Board. The duties of the Vice-Chair shall be such as their titles by general usage would indicate, and such as required by these by-laws, as well as those that may be assigned

by the Board of Directors. They will also have under their jurisdiction all committees pertaining to their general duties.

#### Section 4: Treasurer

A Treasurer shall be elected from the membership at the annual meeting of the Chamber of Commerce for a term of one year. S/He shall receive and disburse the funds of the Chamber of Commerce when authorized by the Executive Committee. S/He shall make all such reports as are required of her/him by the Chair of the Board and shall be authorized to sign checks drawn on the bank accounts of the Chamber of Commerce.

#### Section 5: President and Chief Executive Officer

The President and Chief Executive Officer (CEO) may be appointed by the Executive Committee subject to approval of the Board of Directors. The President and CEO shall be the chief administrator serving as advisor to the Executive Committee and Board of Directors on matters as described in the "responsibilities" section of the current job description of the President and CEO.

Under the supervision of the Treasurer, the President and CEO is responsible for the proper administration of all financial accounts and reports. The President and CEO works with the Executive Committee and the Board of Directors to execute the chamber's plan of work. The President and CEO is a non-voting member of the Board of Directors of the Chamber. The President and CEO may countersign checks drawn on the bank accounts of the Chamber with the Chair of the Board or Treasurer.

#### Section 6: Secretary

The Secretary shall be elected from the membership at the annual meeting of the Chamber of Commerce for a term of one year.

The Secretary shall:

1. Attend and keep the minutes of the Board of Directors' meetings and the Executive Committee meetings
2. Coordinate with the President and Chief Executive Officer to see that all notices are duly given in accordance with the provisions of these bylaws
3. Be custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all documents, the execution of which on behalf of the corporation under its seal is duly authorized
4. In general, perform all duties as from time to time may be assigned to her/him by the Chair of the Board or the Board of Directors.

#### Section 7: Ex-Officio

The retiring Chair of the Board of the Chamber of Commerce shall be an ex-officio member of the Board of Directors and of the Executive Committee of the Board for one year immediately following the expiration of her/his term of office. This is a non-voting position.

## **ARTICLE V - COMMITTEES**

### Section 1: Executive Committee

The Executive Committee shall consist of the Chair of the Board, Chair Elect, Vice Chairs, Secretary, Treasurer, and Past Chair of the Board as an ex-officio member. The Executive Committee shall act for the Board of Directors between regular meetings of the Board. A quorum for a meeting of the Executive Committee is one more than half of its membership.

### Section 2: Human Resources Committee

The Executive Committee may also serve as a Human Resource Committee and may review, suggest revisions and approve the performance evaluation and compensation packages of Chamber employees, as initiated by the Chair of the Chamber.

### Section 3: Finance Committee

The Executive Committee may also serve as a Finance Committee. The Treasurer may serve as the Chair of the Finance Committee, if needed, especially when the Chamber's relationships with external entities (see Article X, Section 2, "Relationships with External Entities") require specific accounting expertise.

The duties of the Finance Committee shall be:

1. Prepare and recommend to the Executive Committee and Board of Directors for approval an annual operating budget for the Chamber's activities
2. Monitor the need for an annual audit of the Chamber's financial records and recommend to the Executive Committee when such an audit may be prudent
3. When requested by the Executive Committee, may review and recommend to the Board of Directors any such contracts, agreements or policies impacting the operation of the Chamber
4. Review and recommend changes in compensation for the President and Chief Executive Officer of the Chamber with the Chair of the Board for Executive Committee consideration

### Section 4: Nominating Committee

The Executive Committee may serve as the Nominating Committee as initiated by the Chair of the Board.

## **ARTICLE VI – STANDING COMMITTEES**

### Section 1: Types

There will be standing committees of the Chamber of Commerce. Standing committees will address business policy, governmental affairs, economic and community development, member services and tourism. The following are typical standing committees:

Diversity, Equity and Inclusion  
Economic Development  
Legislative Advocacy  
Membership

Tourism

Pine Mountain Business Committee  
Women in Leadership

The Chair of the Board and President and CEO may from time to time appoint other special committees as occasions may arise (see Article III, Section 5, “Advisory Boards/Task Forces/Ad Hoc Committees”).

#### Section 2: Meetings

Meetings of committees may be called by the Chair of the Board or by the respective committee Chair as often as deemed advisable.

#### Section 3: Non-binding Actions

No action by any member, committee, division, department, affiliate, employee, Director, or Officer shall be binding upon, or constitute an expression of, the policy of the Chamber until it shall have been approved or ratified by the Board of Directors. Committees may be discharged by the Chair of the Board when their work has been completed and their reports accepted, or when, in the opinion of the Board of Directors, it is deemed wise to discontinue the committees.

#### Section 4: Chairs and Activities

The Executive Committee may appoint Chairs to the standing committees and terms will generally be for two (2) years. Three-year terms may be granted to assist in the rotation process or to prepare additional leadership candidates from within the standing committees. Care will be taken to ensure continuity of purpose and membership among the standing committees while infusing new members into each committee in a structured, logical and manageable way.

The respective standing committee Chair or the Chair of the Board may call meetings of the committees as often as deemed advisable, but at least quarterly.

Each standing committee and the Executive Committee will review its strategy and initiatives annually and the standing committees will share a summary of this review report with the Executive Committee. Each standing committee Chair or her/his designee will be expected to report at Chamber Board of Directors meetings as requested.

### **ARTICLE VII – ELECTIONS**

#### Section 1: Election

The general election of officers and Directors shall be by ballot submitted and communicated to the general membership one month prior to the annual meeting of the Chamber of Commerce via email, first class mail or the Chamber’s website.

Section 2: Voting

Each Chamber member shall have one vote. A simple majority of the votes will carry the issue.

Section 3: Eligibility

Any member of the Harris County Chamber of Commerce in good standing is eligible for nomination and election to the Board of Directors or as an officer.

Section 4: Nominations

A Nominating Committee composed of members in good standing shall be appointed by the Chair of the Board no less than forty (40) days prior to the regular annual meeting of the Chamber of Commerce; the Executive Committee may also serve as the Nominating Committee, if desired.

The Nominating Committee shall select individuals for all offices from the Chamber's general membership, ensuring diverse and appropriate representation of the groups, organizations and entities within the county as suggested in ARTICLE III, Section 1 "Composition of the Board." Nominations for all officers and vacancies in the Board of Directors may also be presented to the Nominating Committee by any member in good standing from the general Chamber membership.

Notice will be given to the Chamber membership in writing of the deadline for submission of candidates' names through the Chamber's newsletter, by email, via the Chamber's website or by first class mail.

The Nominating Committee's recommendations will be submitted to the Executive Committee for approval before being submitted to the Board of Directors of the Chamber and eventually to the membership of the Chamber at large for final approval.

Section 5: Officers' Induction

All newly elected officers and Directors shall be inducted into service at the annual meeting of the Chamber of Commerce or at the first Board of Directors meeting of the new year.

**ARTICLE VIII – MEETINGS**

Section 1: Board of Directors

The Chair of the Board shall call not less than six meetings of the Board of Directors during each calendar year. The time and place of the meetings shall be determined by the Chair of the Board and the President and CEO. Each Director shall be notified of the meeting date and location in the manner suitable to the Chair of the Board and to the President and CEO.

Section 2: Executive Committee

The Executive Committee of the Board of Directors shall meet between regular meetings of the Board of Directors and the time and location of the meetings shall be determined by the Chair of the Board and the President and CEO. The Committee shall

be notified of the meetings in a manner suitable to the Chair of the Board and to the President and Chief Executive Officer.

Section 3: Board/Special Meetings

A special meeting of the Board of Directors may be called at any time by the Chair of the Board or by a majority of Directors. In either case, such a meeting shall be called in writing or by email notification not less than forty-eight hours before the time set for the special meeting with the time and location specified. The purpose of the meeting must be provided in writing.

Section 4: Executive Committee/Special Meetings

A special meeting of the Executive Committee may be called at any time by the Chair of the Board.

Section 5: Annual Membership Meeting

An annual membership meeting of the Chamber of Commerce shall be held each year for the installation of officers and Directors and for any other business essential to the promotion and operation of the Harris County Chamber of Commerce. Notice of meetings and locations shall be given to each member in writing, via email, or on the Chamber's website at least thirty days in advance of the meeting date.

Section 6: Quorums for Boards, Committees

A quorum for a meeting of the Board of Directors, the Executive Committee and the Nominating Committee is one more than half of its members.

For all other Chamber Committees, a Chair or his/her designated substitute and one member shall constitute a quorum and a majority of the quorum shall determine voting questions. Actions taken by these Committees are limited to recommendations, which are subject to approval by the Executive Committee and the Board of Directors of the Chamber.

Section 7: Quorum for Membership

At each meeting of the membership of the Chamber of Commerce, the membership in attendance shall constitute a quorum and a majority of those voting shall determine all questions.

Section 8: Electronic/Email/Newsletter Communication

Electronic communication, email and the Chamber's newsletter are deemed to be acceptable forms of communication in writing for the purpose of informing members of meetings. Electronic and email methods are also deemed to be acceptable forms of voting by the Board of Directors and Executive Committee as long as each email vote has been approved by the Executive Committee and there has been sufficient time to circulate the issue, solicit discussion and generate responses prior to that electronic or email vote.

For reference, Article VII, Section 2 “Voting” and Article VIII, Section 6 “Quorum for Boards, Committees,” will apply to electronic and email votes.

## **ARTICLE IX - FISCAL YEAR**

The fiscal year of the Harris County Chamber of Commerce shall end the last day of December of each calendar year. All officers and Directors shall retain their offices until the annual meeting of the Chamber of Commerce is held, even if said meeting is postponed beyond the end of the fiscal and calendar year.

## **ARTICLE X - GENERAL**

### Section 1: Indemnity Clause

In the event any person or the estate or personal representative of any person is named as a party, made a party or threatened to be made a party to any threatened, pending or completed action, writ or proceeding whether criminal, civil, administrative or investigative by reason of the fact that such person is or was a Director, officer, employee or agent of the Harris County Chamber of Commerce, such person or the estate or personal representative of such person shall be indemnified by the corporation against the reasonable expenses including but not limited to attorney's fees, judgments, fines and amounts paid in settlement actually or reasonably incurred in connection with any appeal therein or therefrom if such person acted in good faith and in a manner reasonably believed to be in the best interest of the Harris County Chamber of Commerce (and with respect to any criminal action and proceeding, if s/he had no reasonable cause to believe such conduct was illegal or unlawful) to the maximum extent permitted by and in accordance with the manner provided in the Georgia nonprofit code or any other applicable law as the same may now or hereafter exist. Such right of indemnification is not and shall not be deemed to be exclusive of any rights to which such Director, officer or employee may be entitled to by other appropriate law.

### Section 2: Relationships with External Entities

The Chamber of Commerce may enter into professional relationships with other entities, when approved by the Board of Directors. Normally when such relationships are created, there will be similarities between the missions and purposes of the Chamber and the entity, such as with business associations, tourism organizations, marketing groups or other entities that support the same interests as the Chamber. The specific parameters, outcomes and governance of such partnerships will be explicitly documented and agreed upon by the Chamber's Board of Directors and the entity in writing. Separate budgets, rules of operation, reporting requirements, meeting schedules, bank accounts and decision-making may be necessary to establish clear boundaries between Chamber functions and entity functions. Such relationships will be established with specific purposes and for definitive timeframes and will include termination language that may be activated by either the Chamber of Commerce's Board of Directors or the entity within documented timeframes. No such relationships will be allowed to detract from the reputation, intent and purposes of the Chamber of Commerce.

## **ARTICLE XI – AMENDMENTS**

### Section 1: Meeting for Amendments

These bylaws may be amended at any regular meeting of the Harris County Chamber of Commerce by a majority vote of the members present or at a special meeting called for the purpose by The Chair of the Board.

### Section 2: Notice

Notice of the regular annual meeting of the Chamber of Commerce or special meeting where amendments are to be considered must be made in writing, via email, or on the Chamber's website at least fifteen (15) days prior to the date of such meeting.

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Rev. 9/13/09

Rev. 1/18/16

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