

**BYLAWS  
OF  
KNIGHTDALE CHAMBER OF COMMERCE**

**ARTICLE I—GENERAL**

SECTION 1. Name. The Name of this corporation shall be Knightdale Chamber of Commerce, Inc. (hereinafter referred to as the “Knightdale Chamber of Commerce” or “Chamber”).

SECTION 2. Location. The Chamber shall maintain its principal place of business in Knightdale, North Carolina, but the meetings of members and directors may be held at such places within the State of North Carolina, (Wake County) as may be designated by the Board of Directors.

SECTION 3. Mission. The Chamber is a non-profit organization committed to advancing the general welfare of the businesses and citizens of Knightdale and surrounding areas.

SECTION 4. Powers. The Chamber shall observe all local, state and federal laws which apply to a nonprofit organization as defined in Section 501(c)(6) of the Internal Revenue Code, and under Chapter 55A of the North Carolina General Statutes. The Chamber shall be a non-partisan and non-sectarian body.

**ARTICLE II—MEMBERSHIP**

SECTION 1. Eligibility. Any person, firm, association, business, corporation, partnership or estate which supports the mission of the Chamber shall be eligible to apply for membership in the Chamber. There are no residency or domicile requirements. Membership in the Chamber shall be made available without regard to race, color, religion, sex, handicap, national origin or familial status.

SECTION 2. Application. Applications for membership shall be in writing on forms provided for that purpose and signed by the applicant. Members may be elected at any meeting by the board of directors. A majority vote of those present shall be necessary to elect any applicant. Any applicant so elected shall become a member upon advance payment of the regularly scheduled membership dues as provided in Section 3 of Article II.

SECTION 3. Dues. The membership fee shall be on a plan adopted by the Board of Directors and shall be payable in advance.

SECTION 4. Termination. (1) Any member may resign from the Chamber upon written notice to the Board of Directors; (2) Any member may be expelled for non-payment of dues after 120 days from the due date, unless otherwise extended for good cause; (3) Any member may be expelled by a two-thirds vote by the Board of Directors, at a regularly scheduled meeting thereof, for non-payment of dues, or after notice and opportunity for hearing, for conduct unbecoming a member.

SECTION 5. Voting. Each member shall be entitled to cast one vote. No voting by proxy shall be permitted.

SECTION 6. Exercise of Privileges. Any person, firm, association, corporation, partnership or estate may nominate individuals, whom the holder desires to exercise the privileges of membership covered by its dues and shall have the right to change its membership representative upon thirty days written notice to the Chamber. Each member shall be liable for dues until its written resignation has been received by the Executive Director.

## **ARTICLE III—BOARD OF DIRECTORS**

SECTION 1. Powers. The Board of Directors shall have power to exercise for the Chamber all powers, duties and authority vested in or delegated to the Chamber and not reserved to the members by other provisions of these bylaws or the Articles of Incorporation, or the policies and procedures agreed to by the members.

SECTION 2. Responsibilities. The Board of Directors shall be responsible for establishing policies of the Chamber, setting membership dues, approving the budget, hiring and setting the pay and benefits of Chamber staff and supervising all officers, agents and employees of the corporation to ensure that their duties are properly performed, approving the appointment of all standing and ad hoc committees, appointing the Nominating Committee, electing Directors to vacant positions, and other related responsibilities established and agreed upon by the members.

SECTION 3. Terms. The Board of Directors shall consist of twelve Directors, four to be elected each year. The term of office of Directors elected by the membership shall be for a period of three years.

## **ARTICLE IV—ELECTION OF DIRECTORS**

SECTION 1. Nominating Committee. At the regular October meeting of the Board of Directors the Board shall elect a nominating committee to consist of three members, including the current President and President-Elect. It shall be the duty of the nominating committee to nominate members for election to the Board of Directors. It shall further be the responsibility of the Nominating Committee to ensure that each candidate is eligible to serve and has agreed to accept the responsibilities of a directorship. Eligibility to serve on the Board requires that the candidate be a member in good standing of the Chamber for the preceding one year. No individual or corporate member of the Board of Directors shall serve on the Board for more than one elected three-year term. Following such period of consecutive service, one year must elapse before the member shall again be eligible for service. Not more than one person from the same firm, association, corporation, partnership, or estate shall be eligible to serve as a member of the Board of Directors during any term.

SECTION 2. Official Ticket. The nominating committee shall prepare a list of candidates, to be known as the "Official Ticket," to be elected to a three-year term on the Board. The list shall consist of one nominee for each position on the Board to be filled.

SECTION 3. Publishing of Nominations. The report of the nominating committee and its Official Ticket shall be presented to the regular November meeting of the Directors for ratification, and ballots shall be sent by US Mail, electronic mail, or by facsimile transmission to each member of the Chamber not later than the fourth Tuesday in November. All voting shall be by ballot, and no proxies shall be allowed.

SECTION 4. Results and Seating of New Directors. Ballots, to be valid, must be returned to the Chamber office via US Mail, electronic mail, facsimile transmission, or by the Member in person by 5:00pm on the second Monday in December. The results of the election shall be announced at the regular December meeting of the Directors, and the newly elected Directors shall take office at the first meeting in January.

SECTION 5. Nomination by write-in. In addition to the nominees on the Official Ticket, any member may vote for any other member to be a Director by writing in said member's name in a space provided on the official ballot. The four (4) candidates receiving the highest number of votes cast shall be elected. In the event of a tie vote for a position, the members of the Board of Directors present at the December

meeting shall vote between the two candidates, with the winner being the candidate receiving the majority vote from the Board.

SECTION 6. Notification. Within seven days following the election, the Executive Director shall notify each of the newly elected Directors of their election and of the length of the term for which they were elected.

SECTION 7. Vacancies. Any vacancy on the Board of Directors shall be filled by appointment by the Board of Directors. The person so appointed to fill the vacancy shall serve during the unexpired term of their predecessor.

## **ARTICLE V—OFFICERS**

SECTION 1. Election. At the regular December meeting of the Directors, the Directors shall elect officers from the Board for the ensuing year. At this meeting the Board shall elect a President and a President-elect. All officers shall serve for a term of one year or until their successor assumes the duties of office.

SECTION 2. President. The President shall chair the meetings of the Board of Directors and appoint all committees subject to confirmation by the Board of Directors. The President shall be a non-voting member of the Board except in the event of a tie vote, in which event the President's vote shall be utilized to decide the outcome of the tie vote. The President shall normally, along with the Executive Director, be the spokesperson for the Chamber. The President should demonstrate qualifications of leadership and commitment.

SECTION 3. President-Elect. The President-Elect shall exercise the duties of the President in the absence, disability or resignation of the President and any other duties as assigned by the President. The President-Elect shall assume the duties of the President at the expiration of the President's term.

SECTION 5. Duties of Officers. The duties of the officers shall be such as their titles, by general usage, would indicate, and such as are required by law, and such as may be assigned to them respectively by the Board of Directors from time to time.

SECTION 6. Resignation and Removal. Any officer of the Chamber may be removed from office with or without cause by the Board of Directors. Any officer may resign at any time by giving written notice to the Board of Directors. Such resignation shall take effect on the date of receipt of such notice or any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

SECTION 7. Executive Advisory Committee. There shall be an Executive Advisory Committee consisting of the President, President-Elect, Treasurer and Executive Director. The Executive Advisory Committee thus constituted shall have the ability to consult with one another on urgent issues of concern about the Chamber that merit prompt attention between regular meetings of the Board of Directors, but shall not have the authority to take official action on behalf of the Chamber without Board approval. Board action may be taken at anytime via electronic vote, at the discretion of the president, without the necessity of a formal meeting.

## **ARTICLE VI—STAFF**

SECTION 1. Hiring of Staff. The Board of Directors may hire, contract or accept volunteer services with individuals to serve in various positions as they deem necessary.

SECTION 2. Directors as Staff.. No member of the Board of Directors shall be paid as an employee of the Chamber but Directors may volunteer their services and serve in unpaid positions.

SECTION 3. Executive Director. The Executive Director shall serve as the Secretary to the Board of Directors. The Secretary shall record the votes and keep minutes of all meetings and proceedings of the Board of Directors and of the members; keep the corporate seal of the Chamber and affix it on all documents requiring said seal; serve notice of meetings of the Board of Directors and of the members; keep appropriate current records showing the members of the Chamber together with their contact information; receive and deposit in appropriate bank accounts all monies of the Chamber and shall disburse the funds as directed by the Board of Directors; shall sign all contracts and other written instruments, and shall co-sign all checks and promissory notes at the direction of the Board of Directors, and shall perform such other duties as required by the Board of Directors.

SECTION 4. Treasurer. A Treasurer shall be appointed by the Board of Directors and shall be qualified by education, training, and experience to serve in the position. A member of the Board of Directors may serve as Treasurer only as an unpaid volunteer. The Treasurer shall keep proper books of account; and shall prepare an annual budget and a statement of income and expenditures.

#### **ARTICLE VII—COMMITTEES**

SECTION 1. Composition. The President shall appoint all committees subject to confirmation by the Board of Directors and shall define the powers and duties of all committees.

SECTION 2. Budget and Finance Committee. There shall be a permanent Budget and Finance Committee.

SECTION 3. Indemnification. The Chamber shall indemnify its Directors to the maximum extent required or permitted by Part 5 of Article 8 of Chapter 55A of the General Statutes of North Carolina as from time to time amended.

#### **ARTICLE VIII—MEETINGS**

SECTION 1. Quorums. At all membership meetings, twenty-five (25%) of the members in good standing shall constitute a quorum. At all Board of Director meetings, six members of the Board shall constitute a quorum. At committee meetings a majority shall constitute a quorum.

SECTION 2. Meetings. The annual meeting of the Knightdale Chamber of Commerce shall be held at such time and place as may be determined by the Board of Directors. The Board of Directors shall meet at regular periods as determined by the Board. Absence from three consecutive meetings or six meetings in total, without an excuse accepted and recorded in the minutes by the Board of Directors shall be construed as a resignation. The Board of Directors shall meet not less than 10 times annually at a day and hour to be the most convenient to all concerned. A special meeting of the Board of Directors may be called at any time by the President or by two Directors, provided that when called other than by the President, communication shall be made with each Director stating the purpose of the meeting not less than twenty-four hours preceding the meeting.

#### **ARTICLE IX—FISCAL YEAR**

The fiscal year of the Chamber shall begin on the first day of January and end with the thirty-first day of December of every year.

## **ARTICLE X—FINANCES**

SECTION 1. Funds. All dues and fees collected by the Chamber shall be placed in a general operating fund. Funds unused from the current year's budget will be placed in the general operating fund, except designated, restricted funds as determined by the Budget and Finance Committee and approved by the Board of Directors.

SECTION 2. Disbursements. Upon approval of the budget the Executive Director is authorized to make disbursements on accounts and expenses provided for in the budget without additional approval of the Board of Directors. Disbursements shall be by check and require two signatures or by credit card by the Executive Director at the direction of the Board of Directors. Authorized signatures are the President, President-Elect, Treasurer and Executive Director.

SECTION 3. Budget. As soon as possible after election for the new Board of Directors and officers, the Budget and Finance Committee, Treasurer and Executive Director shall compile a budget of estimated revenue and expenses for the coming year and submit it to the Board of Directors for approval.

SECTION 4. Special Projects. From time to time a particular project may be included in the Chamber's action plan. Funds for such a project with the approval of the Board of Directors may be solicited independently and held in a restricted fund for the stated purpose.

SECTION 5. Bonding. The Board may by resolution require any officer, agent, or employee of the Chamber to give bond to the Chamber, with sufficient sureties, conditioned on the faithful performance of the duties of his/her respective office or position, and to comply with such other conditions as may from time to time be required by the Board.

SECTION 6. Creation of Debt. No debt or obligation whatsoever shall be created or incurred without the approval of the Board of Directors at a regular or special meeting.

## **ARTICLE XI—TAX EXEMPTION AND DISSOLUTION PROVISIONS**

SECTION 1. The purposes for which the Chamber is formed are exclusively to further its purpose as a business league within the meaning of Section 501 (c) (6) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Law. The Chamber shall be non-commercial, non-sectarian and non-partisan. The name of the Chamber shall not be used to endorse or promote a commercial concern or in connection with any partisan interest or for any purpose not appropriately related to promotion of the objectives of the Chamber.

SECTION 2. Notwithstanding any other provisions of these Bylaws, The Chamber will not carry on any activities not permitted to be carried on by (a) a corporation exempt from Federal income tax under 501 (c) (6) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions(s) of any future United States Internal Revenue Law, or (b) a corporation, contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code of 1986, as amended, or the corresponding provision(s) of any future United States Internal Revenue Law.

SECTION 3. Notwithstanding any other provision of these Bylaws, of the Articles of the Incorporation of the Chamber, or of any action taken by the Board of Directors, no part of the net earnings or funds of the Chamber shall inure to the benefit of any private individual, firm, or corporation; no part of the activities of the Chamber shall be the carrying on of propaganda or otherwise attempting to influence legislation; nor shall the Chamber directly or indirectly participate or intervene in any political campaign on behalf of or in opposition to any candidate for public office. The Chamber shall act in such manner as

to obtain and maintain its status as a tax exempt corporation under the provisions of Section 501 (c) (6) of the Internal Revenue Code of 1986, as amended, or any corresponding provision(s) of any future United States Internal Revenue Law, with specific reference to the requirements and prohibitions of its Articles of Incorporation.

SECTION 4. No Member shall receive any dividends or anything else of value by reason of being a Member of the Chamber and no profits or surplus funds of the Chamber shall inure to the individual benefit of any Member of the Chamber. The Chamber shall not enter into membership with other organizations except such international, national, state or local organizations as may be approved by the Board of Directors. The Chamber may cooperate with other organizations and agencies, but a member shall make no commitments that bind this Chamber without the express permission of the Board of Directors.

#### **ARTICLE XII—ENACTMENT AND AMENDMENT**

These Bylaws shall be effective immediately following their adoption by the vote of the majority of members present at a meeting called to consider and adopt the Bylaws for the Knightdale Chamber of Commerce and when so adopted shall supersede all previous Bylaws and amendments thereto. These Bylaws may be amended by a majority vote of the members in good standing in attendance at any regular membership meeting, or at any special meeting called for that purpose, or via e-mail vote or regular mail vote provided that such amendments shall be plainly stated in writing in the call for the meeting at which they are to be considered.

#### **ARTICLE XIII—PARLIAMENTARY AUTHORITY**

The current edition of Roberts Rules of Order shall be the final source of authority in all questions concerning parliamentary procedure when such rules are not inconsistent with the Bylaws of the Chamber.

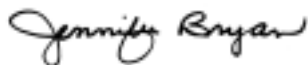
#### **ARTICLE XIV—CORPORATE SEAL**

The Chamber shall have a seal in circular form having within its circumference the name of the Chamber.

I, the undersigned, do hereby certify:

THAT I am the duly elected and acting Secretary of the Knightdale Chamber of Commerce, Inc. a non-profit North Carolina corporation; and that the foregoing Bylaws constitute the current Bylaws of said corporation, as duly adopted at a meeting of the Board of Directors thereof, held on the 12<sup>th</sup> day of May, 2009.

IN WITNESS WHEREOF, I have hereunto subscribed by name, and affixed the seal of said corporation on this 12<sup>th</sup> day of May, 2009.



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Jennifer Bryan, Executive Director