

RAMSEUR CHAMBER OF COMMERCE, INC.

BY LAWS

JANUARY 12th, 2016

ARTICLE I

SECTION I: The name of the organization shall be Ramseur Chamber of Commerce.

ARTICLE II

MISSION

SECTION I: The mission of the Ramseur Chamber of Commerce is to advance the economic and civic interests of the greater area business community and provide services for Chamber Members.

ARTICLE III

MEMBERSHIP, DUES, AND VOTING PRIVILEGES

SECTION I: All persons, firms, and corporations and other institutions as defined by the Articles of Incorporations shall be eligible for membership. Upon receipt of the application for membership and payment of the membership fee, membership is granted with all benefits included.

SECTION II: The minimum annual membership fee shall be fixed by the Board of Directors, which amount shall be payable annually. Prorating of dues shall be adjusted on a quarterly schedule.

SECTION III: Each person, firm, association, or corporation holding full memberships shall be entitled to cast one vote for each full membership held.

SECTION IV: Firms, associations, or corporations holding memberships shall have the rights at any time to change any or all of its representatives upon written notice to the Chamber of Commerce.

SECTION V: Members shall be provided a renewal notice 60 days prior to their annual renewal date. Any member failing to pay dues within thirty (30) days after the annual renewal date shall be considered delinquent. If after sixty (60) days from the original renewal date said member has not paid, then membership services shall be terminated.

SECTION VI: Any member may be expelled by a two-thirds vote of all the Directors present at any meeting for acts which, in the opinion of the Directors, are detrimental to the interests of the Chamber or for conduct unbecoming a Chamber Member. In such cases, written charges shall be presented to the Directors, who, if they desire to act on the case, shall direct that a copy thereof be sent to the member by the Chairman. The member accused shall be entitled to a hearing prior to action. The procedure at such hearing shall be determined by the Directors, and their decision as to the existence of a cause for expulsion shall be final and conclusive. Expulsion can only be lifted by two-thirds vote of the Directors present and voting not less than one year after the original expulsion took effect.

SECTION VII: No membership fees will ever be refunded.

SECTION VIII: Members that are currently seating elected Ramsey Officials shall have no vote.

SECTION IX: Voting shall take place on paper ballots at the annual meeting held the 2nd Tuesday of November for elections of officers. The ballot shall have listed the nominations from the nominating committee for each office with a check box beside the person name and also one blank line for write ins. Elections shall never be held by a raise of hands. They must always be done on paper ballot.

ARTICLE IV

GOVERNANCE

SECTION I: The Governance of the Ramsey Chamber of Commerce shall be vested in a Board of Directors who shall be nominated and elected or appointed as hereinafter authorized. They shall adopt policies, rules and regulations for conducting the business of the chamber. They shall submit at the Annual Meeting a full report of the work of the Chamber for the previous year.

ARTICLE V

BOARD OF DIRECTORS

SECTION I: The Board of Directors shall consist of 2 (2 elected at Large Members, and those officers, who under these By-Laws are by virtue of their office are members of the Board of Directors. Elected at Large Members shall serve for a term of two (2) years. The Membership shall have the power to fill vacancies on the Board of Directors upon nominations duly made by the Board of Directors or any member from the floor of those members present and voting at a regular meeting.

SECTION II: The Board of Directors shall have the power to appoint Ex-Officio members of the Board of Directors who at the discretion of the Board may or may not be members of the Ramseur Chamber of Commerce, Ex-Officio Members of the Board of Directors shall have voice but no vote in meetings of the Board. They shall not attend executive sessions of the Board.

SECTION III: The Board of Directors shall appoint a nominating committee of three members who shall appoint a chairperson. The nomination committee shall meet and prepare a list of candidates. Thereafter, any member of the Ramseur Chamber of Commerce in good standing may nominate one member for the office of director by notifying the Nominating Committee ten days prior to the announced date of the Annual Membership Meeting. It shall be the duty of the Nominating Committee to interview each candidate nominated and secure his or hers pledge to serve faithfully if elected as director and to determine that he or her is a member of the Chamber in good standing. New members shall have joined 3 months prior to general elections and have attended 3 consecutive meeting before allow to vote in General Elections. The names of all candidates having been qualified by the Nominating Committee as herein before provided shall be formally nominated by the Nominating Committee at the Annual Membership Meeting and upon a proper second to the nominations, shall be voted upon those Chamber Members present and shall be elected by a majority.

SECTION IV: A majority of the Board of Directors shall constitute a quorum at any meetings of the Directors.

SECTION V: The Board of Directors shall meet at least once per quarter or at other times to be fixed by the Board.

SECTION VI: Any Director who misses two consecutive regular meetings in any calendar year, without valid excuse, the same being so recorded by the Board of Directors, shall be removed from office. Any director who is not a member in good standing can no longer serve on the Board of Directors.

SECTION VII: The Ramseur Chamber of Commerce allows only three (3) current board members to serve on the Town of Ramseur Board. At no time shall the President of the Chamber be allowed to serve on the Town of Ramseur Board.

ARTICLE VI

OFFICERS

SECTION I: The officers of the Chamber shall consist of a President, Vice-President, Past President, a Secretary, a Treasurer, and two (2) members at large. Each Officer shall serve two-year term or until his successor is duly qualified and elected. This Board of Directors shall serve up to a membership of 300. Membership of 301 and above would require two (2) more members at large.

SECTION II: The duties of the officers shall be such as their titles, by general usage, would indicate and such may be assigned to them, respectively by the Board of Directors from time to time.

SECTION III: At the next regular meeting of the Board of Directors following the annual membership meeting and the election of new directors as herein before provided, the officers of the chamber shall be elected by and from the members of the Board of Directors.

SECTION IV: The term of all officers elected to serve the Chamber shall commence on January 1, following the election.

SECTION V: In the event of a vacancy in any office, the Membership shall elect from the membership a candidate to fill the vacancy. Such vacancy shall be filled at the next Board meeting following the occurrence of such vacancy. In the event of a vacancy in the Office of President, the Vice President shall assume the President for the remainder of the year.

ARTICLE VII

COMMITTEES

SECTION I: The Chairman shall be empowered to appoint special committees as may be deemed necessary for the conduct of the affairs of the Chamber, subject to the approval of the Board of Directors except as described hereinafter. Each member of every such committee shall serve at the pleasure of the Chairman.

SECTION II: The various committee responsibilities and projects to be undertaken shall be clearly defined by the Chairman at the time of appointment of each committee.

SECTION III: All projects to be undertaken by the various committees shall be approved by the Board of Directors.

SECTION IV: All resolutions adopted by committees and all reports and other communications which propose to reflect the attitude of the Chamber shall first be approved by the Board of Directors, before being made available either to the membership of the Chamber or to the public except such resolutions, reports, and other communications as shall be approved or authorized in advance by the Board of Directors.

SECTION V: In the event any committee fails to discharge the duties assigned to it with reasonable promptness, the Chairman, who shall report his or hers action thereon to the Board of Directors, and thereupon may appoint a new committee, and discharge such committee.

SECTION VI: The Chairman shall be an Ex-Officio member of all Committees.

ARTICLE VIII

MEETINGS

SECTION I: The annual meeting of the Ramseur Chambers of Commerce shall be held during the month of November on the 2nd Tuesday at 7pm at the Chamber's office.

SECTION II: Other special meetings of the membership may be held at such other times as the Chairman or the Board of Directors may determine. Due notice of all membership meetings shall be given by mail to each member at least 5 days preceding the meeting, and notice shall contain a brief statement of the purpose of the meeting.

SECTION III: A majority of members present and in good standing in the Ramseur Chamber of Commerce shall constitute a quorum at any regular or special meeting of the Chamber.

ARTICLE IX

FUNDS

SECTIONS I: The organizations shall have the power to sue, and to be sued, to purchase, hold, sell, lease, or mortgage real estate, incur debts, borrow money, giving therefore notes of the Corporations signed by one or more Officials duly authorized by the Board of Directors for that purpose and may enter into any contract of any kind furthering the purpose and objectives of the Ramseur Chamber of Commerce.

SECTION II: An annual budget for the Chamber shall be prepared by the Board of Directors and presented to the members at the annual meeting. The Board of Directors shall operate within this budget and any amendments shall be approved by the membership.

ARTICLE X

FISCAL YEAR

SECTION I: The fiscal year of the Ramseur Chamber of Commerce shall be from January to December.

ARTICLE XI:

DISSOLUTION

This corporation may be dissolved in accordance with the provisions set forth in Article VII, Chapter 55a of the General Statutes of North Carolina and said Statutes shall be conveyed and transferred to any one or more of the types of organizations and institutions set forth in North Carolina General Statutes 105-165.14(b) or to a County or Counties or an incorporated city or town or cities or towns such transferee or transferees to be selected by the membership at such time by a vote two thirds of the members then in good standing and eligible to vote.

ARTICLE XII:

LIMITATIONS

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose set forth in this constitution, the By-Laws and the Articles of Incorporation. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in, in any way, any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of this constitution, the By-Laws and Article of Incorporation, this corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal Income Tax under the Internal Revenue Code or by a corporation, contributions which are deductible under the appropriate sections of the Internal Revenue Code for Corporations of this nature.

ARTICLE XIII:

MISCELLANEOUS

SECTION I: The Ramseur Chamber of Commerce shall use "Roberts Rules of Order" for all meetings.

SECTION II: The Ramseur Chamber of Commerce shall maintain Board of Directors Insurance Coverage and Liability Coverage.

