

**BYLAWS**  
**of**  
**BIBB COUNTY CHAMBER OF COMMERCE**  
  
**(An Alabama Nonprofit Corporation)**

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**Article I. Name**

Section 1.01 The name of this nonprofit Corporation is BIBB COUNTY CHAMBER OF COMMERCE hereinafter also referred to as “the Corporation” or “the Chamber”.

**Article II. Offices**

Section 2.01 The principal office of the Chamber in the State of Alabama is located at 835 Walnut Street, Centreville, Al 35042. The Chamber may have such other offices, either within or without the State of Alabama, as the Board of Directors may designate or as the business of the Chamber may require from time to time.

Section 2.02 The registered office of the Chamber, required by the Alabama Nonprofit Corporation Act to be maintained in the State of Alabama, may be, but need not be, identical with the principal office in the State of Alabama, and the address of the registered office may be changed from time to time by the Board of Directors.

**Article III. Purposes**

Section 3.01 The Chamber is a not-for-profit / nonprofit Corporation formed and existing pursuant to the Alabama Nonprofit Corporation Act (Code of Alabama 1975 as Amended §10-3A-1 et seq.) and Subchapter F, §501 of the Internal Revenue Service Code. The purposes for which the Chamber has organized and exists are the purposes set forth in the Articles of Incorporation, filed in the Office of the Judge of Probate of Bibb County, Alabama.

**Article IV. Members of the Chamber**

Section 4.01 Pursuant to the provisions of the Code of Alabama (1975) §10-3A-26(a), and as provided in the Articles of Incorporation, there shall be two classes of members, voting members and non-voting members.

Section 4.02 Each voting member shall be entitled to one vote on matters presented to the membership for a vote. Proxy voting is not permitted. Votes of the membership may be cast by a ballot signed by a member and returned to the Chamber by U.S. Mail, facsimile or other suitable electronic methods, or when hand delivered to the Chamber office by a voting member.

Section 4.03 The membership may petition the Board of Directors to submit matters pending before the Board for a vote of the membership or demand that the Board of Directors take action on any matter. A petition signed by not less than 75% of the voting members of the Chamber shall be deemed sufficient demand to submit business matters to the membership for a vote. Upon sufficient demand made by the membership such votes of the membership shall be deemed binding upon the Board of Directors.

Section 4.04 The members of the Chamber, as such, shall not be liable for the liabilities or obligations of the Chamber.

## Article V. Board of Directors

### Section 5.01 General Powers.

The said Nonprofit Chamber, being duly incorporated under the laws of the State of Alabama in 2007 A.D., has by its Articles of Incorporation constituted a Board of Directors, and to the said Board it has committed all responsibility of governance, maintenance, administration, management, and promotion of the said Chamber. The property, business, assets, and affairs of the Chamber shall be managed by, under the direction of, and controlled by, its Board of Directors. The Board of Directors shall have full power, by majority vote, except as elsewhere provided in these Bylaws, the Articles of Incorporation, or by controlling law, to adopt rules and regulations governing the actions of the Board of Directors, and may, by general resolution, delegate to officers of the Chamber, committees, employees or other agents, such powers as are permitted by law, and are provided for in these Bylaws, provided such delegation shall not violate statutory law or jeopardize the tax-exempt status or legal existence of the Chamber.

- a) The Board of Directors may at its discretion, prior to acting or taking a vote of the Directors on a matter of business before the Chamber, submit the matter to the voting membership for a vote. Such a vote of the membership, when authorized by the Board of Directors shall be binding upon the Board of Directors.

### Section 5.02 Number.

- (a) The Board of Directors shall consist of not less than three (3) and not more than twenty-one (21) men or women. Pursuant to §10-3A-35 of the Code of Alabama, the number of directors shall be fixed at thirteen (13) Directors, unless amended by the amendment of these Bylaws in accordance with the provisions set forth herein. The Officers of the Chamber shall be members of the Board of Directors.
- (b) The Board of Directors shall be filled with individuals representing a cross section of citizens, local businesses, professionals, firms, banks, utilities, hospitals, agencies, government, and other members of the community. The composition of the Board of Directors shall be structured as follows:

<i>Business or Community Sector</i>	<i>Maximum Number of Board Slots</i>
Business Owner	4
Professional Services/Occupations	4
Financial Institutions	4
Government/Military	2
Education	2
Utilities	2
Industrial/Manufacturing	1
Medical/Health Care Industry	1
Citizen/Retired Community	1
<b>TOTAL BOARD SEATS (Maximum)</b>	<b>21</b>

### Section 5.03 Qualifications.

The Board of Directors shall consist of men and women who are citizens of Bibb County or who are employed by and represent the business and professional community of Bibb County Alabama. Directors of the Chamber must be individuals of the best reputation and highest moral character, who publicly profess and are known to be in full accord with the purposes and goals of the Chamber. Directors must be willing to serve without compensation as Directors, although this shall not preclude such individuals from receiving compensation as officers or employees of the Chamber.

### Section 5.04 Tenure.

The term of office of a Director shall be four (4) years, each term of office commencing on January 1 following the year elected and ending on December 31, four years later. The term of office of a Director may be extended for one year if: (1) said Director is currently serving as Vice-President, in order

that he may serve one year as President of the Chamber, or (2) a suitable, qualified individual cannot be identified or elected to replace a retiring Director, or in the alternative, (3) a Director who has served a four year term may be re-elected to serve one additional four year term upon a recommendation for re-election by the Nominating Committee. No person shall serve more than two four year terms.

#### Section 5.05 Election.

- (a) Vacancies on the Board of Directors caused by the expiration of a term, or by death, incapacity, or resignation, shall be filled by the vote of a majority of the Board of Directors at a regular meeting, held during the month of December of each calendar year, or at a meeting specially called for the purpose. Vacancies shall be filled from recommendations presented to the Board of Directors by the Nominating Committee not less than TEN (10) business days prior to a scheduled election. Nominations must be submitted by the Nominating Committee.
- (b) The position of Director Emeritus is one of honor to be reserved for active members of the Board of Directors who have demonstrated extraordinary commitment to the Chamber by the length and level of their service and who wish to continue to serve the Chamber in a role with reduced or limited responsibilities. When, in the judgment of both the Board and the candidate, the overall interests of the Chamber, the Board of Directors and the candidate will be best served by elevating the candidate from the Board to the honorary and lifetime position of Director Emeritus, the Board may, upon motion of the President, take official action to so honor such a one. Director Emeriti will be non-voting, honorary members of the Board of Directors for life, eligible for continued special service at the request of the President; yet not obligated to meet the responsibilities of regular Board service. Procedural requirements for official action of the Board of Directors must be met without reference to the presence or participation of Director Emeriti. Director Emeriti, when so constituted, will be in addition to the number of regular Directors set forth in Section 2 above.

#### Section 5.06 Removal or Resignation.

- (a) A member or officer of the Board of Directors shall be terminated for just cause. A Committee appointed by the Board shall determine such cause. Should an investigation be required, the Board shall appoint a committee of at least two Directors that shall report their findings to the Board. The Board shall review the findings, and if just cause is determined to be present, a recommendation shall be made for termination of said Director to the entire Board of Directors for an action of termination by resolution.
- (b) No member, officer, or director of the Chamber may be discharged except by a vote in favor thereof of at least 75% (seventy-five percent) of the members of the entire Board of Directors.
- (c) A member of the Board of Directors may resign at any time. A member of the Board of Directors who is absent from three consecutive regular meetings of the Board of Directors, without sufficient reason, shall be required by the President to reaffirm his or her commitment to the mission and purpose of the Chamber prior to continuing his/her term of office.

#### Section 5.07 Votes of the Board of Directors

- (a) Proxy or absentee voting by the Board of Directors is not permitted. A director must be present at a regular or specially called meeting of the Board of Directors to cast a vote.
- (b) A director may participate in a meeting of the Board of Directors by telephone or teleconference and shall be deemed present when participating in said manner.

#### Section 5.08 Advisory Committee

There shall be a five (5) member advisory committee consisting of the Mayors of the Cities of Centreville, Brent, West Blocton, Woodstock, and the President of the Bibb County Commission, or a delegate of each of the named entities. The advisory committee shall be formed for the purpose of providing advice and consultation to the Board of Directors and shall meet from time to time at the request of the President or the Board of Directors.

The members of the advisory committee, as such, are non-voting counsel to the Chamber, unless they hold membership in the Chamber and cast their vote in their membership capacity.

Section 5.09 Officers of the Chamber.

- (a) The Board of Directors shall elect officers for the proper functioning of the Chamber and the Board of Directors, at the December meeting of the said Board in each calendar year. The officers of the Chamber shall be a President, a Vice President, a Secretary, and a Treasurer. Elected officers shall assume their elected office on January 1 of the year following an election.
- (b) The Vice-President shall automatically become President after serving one year term as Vice-President. In the event that the office of Vice-President is unoccupied at the time of an election, or in the event that the serving Vice-president is unwilling or unable to serve as President, then it shall be the duty of the Nominating Committee to recommend a candidate for President for the ensuing year.
- (c) The officers of the Chamber shall be elected for a one-year term, and the President may serve no more than one consecutive term.
- (d) No person shall simultaneously serve in two or more offices of the Board.
- (e) The term of office runs with the fiscal year, from January 1 following the year in which elected, until December 31 of the same calendar year.

Section 5.10 Duties of the Officers of the Chamber.

- (a) The President of the Board, who must be a member of the Board of Directors, shall, when present, preside at all meetings of the Board of Directors, and may sign, with the Secretary or other Director designated by the Board of Directors or as required by law, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the Chamber, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties and exercise all powers incident to the office of President of the Chamber and such other duties as may be prescribed in these Bylaws or by law, or assigned by the Board of Directors from time to time. The President must act with the advice and consent of the Board of Directors and shall exercise restraint and prudence in conducting the affairs of the Chamber
- (b) The Vice-President of the Chamber, who must be a member of the Board of Directors, shall, if present, in the absence, death, inability or refusal to act of the President of the Chamber, preside at all meetings of the Board of Directors and exercise and perform such other powers and duties as may be from time to time assigned to him by the Board of Directors, or prescribed by law or these Bylaws.
- (c) The Secretary of the Chamber, who must be a member of the Board of Directors, shall:
  - (i) Maintain current records of the membership of the Chamber;
  - (ii) Maintain the official records of the Corporation;
  - (iii) Keep the minutes of the proceedings of the Board of Directors in one or more books provided for that purpose;
  - (iv) See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law;
  - (v) Be custodian of the seal of the Chamber, and see that the seal of the Chamber is affixed to all documents the execution of which on behalf of the Chamber under its seal is duly authorized;
  - (vi) Keep a register of the postal address and street address of each Director which shall be furnished to the Secretary by such Director; and
  - (vii) In general perform all duties incident to the office of Secretary, and such other duties as from time to time may be assigned to the Secretary by the President or by the Board of Directors.
- (d) The Treasurer of the Board, who must be a member of the Board of Directors, shall either personally or through delegation to an officer or employee to whom the day-to-day duties are assigned as provided herein:
  - i) Have charge and custody of and be responsible for all funds and securities of the Chamber; receive and give receipts for monies due and payable to the Chamber from any source

whatsoever, and deposit all such monies in the name of the Chamber in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these Bylaws; and, in general perform all of the duties as from time to time may be assigned to the Treasurer by the President or by the Board of Directors. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of the duties of the Treasurer in such sum and with such surety or sureties, as the Board of Directors shall determine.

- ii) Prepare and submit a written financial report for approval at each monthly meeting of the Board of Directors of the Chamber. Said report shall contain a report of all funds received, all bills paid since the last reporting period, and a summary of the current balances in all accounts held by the Chamber.
- iii) Prepare and present an annual budget for the operation of the Chamber for each fiscal year. Said budget shall be presented to the chamber not later than October 1 for the following year, and must be approved by the Board of Directors not later than December 31, for the succeeding fiscal year.
- (ii) Prepare and mail membership invoices for membership renewals in a timely fashion for each fiscal year;
- (iii) The Treasurer may, with the advice and consent of the Board of Directors, delegate to an officer or an employee of the Chamber in a writing acknowledged and accepted by the officer or employee, any or all of his or her day-to-day duties, activities and responsibilities as Treasurer of the Chamber, provided such delegation shall not relieve the Treasurer of his or her fiduciary duties as Treasurer or as a member of the Board of Directors.
- (iv) The Treasurer shall maintain oversight and all other fiduciary responsibilities and liabilities of all such delegated responsibility as required by law, and shall have continued authority to examine at any time all financial and other records as would normally be under his or her authority and control but for their delegation to an officer or an employee of the Chamber.
- (v) The officer or employee of the Chamber to whom any day-to-day duties, activities and responsibilities are delegated by the Treasurer with the advice and consent of the Board of Directors, shall agree to the said delegation in writing, shall agree to handle such duties, activities and responsibilities in the manner required of the Treasurer by law, and shall have the discretion to appoint, supervise and control such qualified agents and employees as may be necessary for the proper implementation of the said delegated responsibilities.

#### Section 5.11 Duties of the Board of Directors.

- (a) The Board of Directors shall have full power and control over the business, affairs, and Chamber-Wide Policies of the Chamber. Accordingly, the Board has the legal authority to make, control, delegate, remove, and to change, amend, or revise, all Chamber policy.
- (b) At least 75% (seventy-five percent) of the Board of Directors, present at a meeting when a Quorum is present, must vote in favor of any mortgage, pledge, or hypothecation, or in favor of any sale or conveyance of any assets, as the case may be, in order to make the same valid, and such mortgage, pledge, or hypothecation or conveyance shall be executed in the name of the Chamber by such officer, officers, or agent as the Directors may designate by resolution.
- (c) The Board of Directors may, in its sole discretion, seek a vote of the membership prior to acting or conducting a vote on any matter of business before the Chamber. Any vote of the membership, when taken in accordance with this provision, shall be binding upon the Board of Directors of the Chamber.

### **Article VI. Executive Director**

Section 6.01 The Board of Directors may employ an Executive Director of the Chamber, and staff level employees.

- (a) The Executive Director is a non-voting member of the Board of Directors.

- (b) The Board of Directors shall determine the compensation to be paid to the Executive Director and any staff employees and, at least annually, evaluate the job performance of the Executive Director and any employed staff.
- (c) No appointment or employment of administrative level personnel in the Chamber shall be valid until ratified by the Board of Directors.
- (d) No President, Director, or Executive Director of the Chamber may be discharged except by a vote in favor thereof of at least 75% (seventy-five percent) of the members of the entire Board of Directors.

## **Article VII. Meetings.**

Section 7.01 The Board of Directors shall meet at such times as determined by the Bylaws, but in no case shall the Board meet less often than required by law. The regular meetings of the Board of Directors shall be held monthly, on the second Tuesday of each month, at the Chamber office, or at any other place and time fixed by the Bylaws.

Section 7.02 The **MONTHLY MEETINGS** of the Board of Directors shall be conducted by a meeting agenda. A citizen or a member desiring to address the Chamber or to bring business before the Chamber must submit a written request to the President, at least five (5) days in advance of a scheduled meeting to be admitted to the meeting agenda. The President shall have the sole authority to approve a meeting agenda and to determine the amount of time to be allocated for each agenda item for the monthly meetings.

Section 7.03 There shall be an **ANNUAL MEETING** of the entire membership, or more often as necessary and determined by act of the Board of Directors. The Annual Meeting of the Membership and the Board of Directors, unless otherwise determined by resolution of the Board, shall be held at a suitable location during the month of **JANUARY** each year, on a date and time set by the Board of Directors.

Section 7.04 The regular monthly meetings of the Board of Directors shall be open to the members, to interested citizens, and/or to the public at large. All votes of the Board of Directors, on any matter, shall be taken in open meetings.

Section 7.05 The President of the Board of Directors shall have the exclusive authority to remove a member or a citizen from any public meeting of the Board of Directors, without a vote of the Board of Directors, when in the opinion of the President the member or citizen's presence is interfering with or disrupting the business of the Chamber.

Section 7.06 When in the opinion of the entire Board of Directors a citizen or a member has repeatedly and is continuously and intentionally disrupting the meetings, or interfering with the smooth and orderly flow of conducting the business of the Chamber, by a majority vote of the Board of Directors the citizen or member may be permanently barred from attending public meetings of the Chamber.

Section 7.07 The President may declare the meeting of the Board of Directors a closed session, open only to members of the Board of Directors and legal counsel to the Board of Directors, at any time when confidential matters, or matters involving the good name and character of a member or an employee are to be discussed. All votes of the Board of Directors, on any matter, shall be taken in open meetings.

Section 7.08 The Board of Directors may designate any place, either within or without the State of Alabama as the place of meeting for any regular or special meeting called by the Board of Directors. Members of the Board of Directors or any committee thereof may participate in any meeting of such Board or committee thereof by means of a conference telephone or similar simultaneous electronic communications equipment, by means of which all persons participating in the meeting can hear each other at the same time, and participation by such means shall constitute presence in person at the meeting. The Board of Directors may provide, by resolution, the time and place, within or without the State of Alabama, for the holding of additional regular meetings without other notice than such resolution with copies of the resolution provided to every member of the Board reasonably in advance of such meeting.

Section 7.09 An "Emergency Meeting of the Board of Directors" may be called (but is not required to be called) by the President of the Chamber, or the Executive Director, for the following reasons: (a) national or international crisis or disaster, epidemic, nuclear attack, war, terrorist activity or other similar crisis which may need the instant action of the Board to protect the Directors, officers and employees of the Chamber, and the assets of the Chamber; (b) imminent or de facto internal crisis in the Chamber involving the need for immediate financial action by the Board, (c) moral or ethical crises requiring immediate Board discipline or action, (d) the destruction of any major portion of corporate property by fire, flood, tornado, or other means, (e) impending, filed, current or ongoing substantial legal action

against the Chamber including, but not limited to: actions involving substantial corporate assets, criminal activities by corporate directors, officers or employees, embezzlement, or major theft, including theft of substantial confidential documents, or (f) sudden vacancies on the Board of Directors, due to multiple deaths or other unforeseen events, which reduce the size of the Board to a number equal to or less than the number of Board members required by law. Notice of an emergency meeting may be given orally, by telephone, or other audio or visual communication device, provided that such oral notice shall immediately be followed by written notice through the fastest means available unless circumstances render such written notice physically impossible.

Section 7.10 Notice of meetings of the Board of Directors may be given by publication in The Centreville Press, by U.S. Mail to the members, by electronic mail, or by posting a notice in a public place such as the Office of the Chamber of Commerce or the Bibb County Court House; and such notice shall be deemed effective notice upon the membership at large at the time of publication or posting.

Section 7.11 Notice of meetings, if mailed, shall be deemed to be delivered when deposited in the United States mail, if properly addressed, with postage thereon prepaid. If notice is given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company and prepaid. If given by facsimile, such notice shall be deemed to be delivered when the facsimile is confirmed received by the recipient's facsimile machine. If given by e-mail, such notice shall be deemed to be delivered if sent to the correct e-mail address with an automatic delivery confirmation request, or upon the sending of such notice, when the sending party shall print out a copy of the sent notice showing that the notice was sent to the correct e-mail address of the recipient, and the date and time the message was sent.

Section 7.12 Any Director may waive notice of any meeting. The attendance of a Director at a meeting shall constitute waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 7.13 Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice of waiver or notice of such meeting, provided that any Emergency Meeting of the Board of Directors shall state in the notice, in summary, or if necessary, in extended form, the purpose of the meeting.

Section 7.14 Notice of an Emergency Meeting shall require only six (6) hours notice.

### **Article VIII. Manner of Acting.**

Unless otherwise provided in these Bylaws, the Articles of Incorporation, or controlling law, the act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

### **Article IX. Presumption of Assent.**

A Director of the Chamber who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless he or she shall file his or her written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof, or shall forward such dissent by registered mail to the Secretary of the Chamber immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

### **Article X. Action Without a Meeting.**

Any action that may be taken by the Board of Directors at a meeting may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors.

## **Article XI. Quorum.**

Except where the Articles of Incorporation or these Bylaws require the vote of a greater number, a simple majority of the total Board members present at a regular or duly called meeting will constitute a quorum.

## **Article XII. Compensation.**

Directors, as Directors, shall not be paid any fixed sum, nor any expenses incurred in the attendance of any meeting of the Board of Directors, in order that all funds contributed to the Chamber may be used exclusively for the accomplishment of the purposes of the Chamber specified in the Articles of Incorporation. Although no person shall be paid a salary or receive any remuneration as a Director per se, this provision shall not preclude any Director from serving the Chamber as President, Executive Director, or in any other capacity permitted by law, and receiving compensation therefor.

## **Article XIII. Standing Committees.**

Section 13.01 The Board of Directors may, by resolution, designate one or more committees as standing committees to be dissolved only by resolution of the Board. The Official Standing Committees of the Board of Directors shall be:

- (a) Executive Committee
- (b) Nominating Committee
- (c) Audit Committee
- (d) Building and Grounds Committee
- (e) Finance and Budget Committee
- (f) Ethics and Compliance Committee

## **Article XIV. Additional Committees.**

Section 14.01 The Board of Directors may, by resolution, designate additional temporary committees with the date or contingent event of the committee termination stated in the resolution. Each committee shall have such name as may be determined from time to time by resolution or resolutions adopted by the Board of Directors. Any committee not designated as either a standing committee or a temporary committee in the resolution establishing its existence, or if designated as a temporary committee but lacking a termination date or contingent event of termination, shall be deemed a temporary committee and the date of its dissolution shall be the completion of the contingent event for which it was established, or one year from the original date that the committee was established, whichever occurs first.

Section 14.02 Each committee may adopt rules for its own governance not inconsistent with the law, these Bylaws, the Articles of Incorporation or with rules adopted by the Board of Directors.

## **Article XV. Committee Membership.**

Section 15.01 In compliance with Alabama law, every Committee of the Board of Directors, whether a Standing Committee or a Temporary Committee shall have at least two members who are members of the Board of Directors. No person shall be permitted to exercise voting rights on any Committee who is not a member of the Board of Directors. Each member of a committee shall continue as such until the next annual meeting of the Board of Directors of the Chamber and his successor is appointed, unless the committee shall be sooner terminated, or unless such member is removed from the committee by the full Board, or shall cease to qualify as a member thereof. One member of each committee shall be appointed President by the person or persons authorized to appoint the members thereof.

Section 15.02 Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments. Unless otherwise provided in the resolution of the Board of Directors establishing a committee, a majority of the whole committee shall

constitute a quorum and the act of a majority of the committee members present at a meeting at which a quorum is present shall be the act of the committee.

#### Section 15.03 Functions of Committees.

- (a) Although the full Board retains ultimate responsibility and authority for the performance of all duties assigned in these Bylaws, the Board may delegate specific duties to Board Committees and/or the Administrative Officers. Committees of the Board are created and discontinued by resolutions of the Board as deemed appropriate.
- (b) As provided in the Alabama Code, Section 10-3A-38, the full Board can not, and will not delegate to any committee “amending, altering or repealing the bylaws; electing, appointing or removing any member of any such committee or any director or officer of the Chamber; amending the articles of Incorporation, restating articles of Incorporation, adopting a plan of merger or adopting a plan of consolidation with another Chamber; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the Chamber; authorizing the voluntary dissolution of the Chamber or revoking proceedings therefor; adopting a plan for the distribution of the assets of the Chamber; or amending, altering or repealing any action or resolution of the board of directors [Directors] which by its terms provides that it shall not be amended, altered or repealed by such committee.”
- (c) All committees of the Board shall report to the full Board of Directors (or upon the implementation of an Executive Committee, to the Executive Committee) and shall be comprised of a chairperson plus one or more Directors as nominated by the Nominating and Review Committee, and approved by the Board of Directors.
- (d) Each standing committee shall keep the Board of Directors or the Executive Committee, as the case may be, informed of activities within its purview by making reports as needed, and shall report on its area of responsibility at each Full Board meeting in addition to making periodic reports to the Executive Committee at such time as an Executive Committee is instituted.
- (e) Board Committees shall function in accordance with policies established by said committees and approved by the Full Board.

#### Section 15.04 Executive Committee

- (a) There shall be an Executive Committee consisting of the President, Secretary, Treasurer, Immediate Past President, and the Executive Director (if applicable).
- (b) The Executive Committee shall have full power and authority to act as and for the Board of Directors on interim matters between full Board Meetings, in any manner not inconsistent with law, these Bylaws, the Articles of Incorporation, or with instructions previously adopted by the Board of Directors, but all actions and decisions of the Executive Committee shall be subject to review by the Board of Directors, save that the Executive Committee may act with final authority on all matters referred to it for final action by the Board of Directors that are not inconsistent with law or the Articles of Incorporation or these Bylaws.
- (c) The Executive Committee serves the Board between regular meetings by reviewing any and all matters relating to corporate operations that need Board counsel, decision-making, or support, and by establishing the agenda for Board meetings.

#### Section 15.05 Nominating Committee

- (a) The Nominating Committee shall consist of the President, the Vice-President, and not less than three members chosen by the President from the general membership of the Chamber and ratified by the Board of Directors. The Nominating Committee shall be identified and charged with its responsibilities by the President, prior to June 30 of each calendar year.
- (b) The Nominating Committee shall also serve as the Board Review Committee of the Board to carry out the following responsibilities:
  - 1) Provide nominations for: (i) the election and the re-election of Directors, and (ii) Board committee assignments, and (iii) officers of the Chamber. The Nominating Committee shall make its annual report and recommendations to the Board of Directors not less than ten (10) business days prior to a scheduled election.

- 2) Conduct an evaluation of: (i) each member whose term of service is to end at a regular meeting, and (ii) the performance of each Board Committee, providing the results to the Board for Board action.
- 3) Conduct an annual evaluation of the Board as a whole, and plan educational and developmental experiences for the Board.
- 4) Regularly review Board composition with regard to geographical distribution and professional expertise in order to identify Board membership needs.
- 5) Receive nominations for Board membership, perform reasonable investigation of the qualifications of such nominees, personally contact through a Director those whom the committee judges to be of high potential for membership, and present a list of nominations to the Board for filling vacancies.

Section 15.06 Audit Committee.

- a) The Audit Committee shall be responsible for the following:
  - i) Review the adequacy of the Chamber's internal accounting controls, management practices and financial reporting.
  - ii) Assure maintenance of (a) Generally Accepted Accounting Practices (GAAP), (b) guidelines of the Financial Accounting Standards Board (FASB) for nonprofit institutions, and (c) compliance with all laws and regulations applicable to 501(c)(3) organizations.
  - iii) Review and recommend to the Board the independent auditors or Certified Public Accountants to be selected to compile, audit, or review the Chamber's financial condition and to prepare annual tax returns and IRS Form 990, as required.
  - iv) Meet with the independent auditors or CPA's, and the Chamber's President and Executive Director to review the scope and procedures to be employed.
  - v) Conduct a post-audit or post-examination review of financial statements and the auditors' or examiners' report, including significant suggestions for improvements provided to management, and monitor implementation of improvements.
  - vi) Review with the Chamber's counsel any legal matters that could have a significant effect on the organization's financial structure and report the findings to the Board.
  - vii) If necessary, recommend to the Executive Committee special investigations and, if appropriate, recommend special counsel or experts to assist.
  - viii) Recommend to the Board policies and programs that relate to accounting and financial practices of the Chamber.

Section 15.07 Ethics and Compliance Committee.

- (a) The Ethics and Compliance Committee shall be responsible for the following:
- (i) To develop a Conflicts of Interest Questionnaire, a Code of Conduct, a Conflicts of Interest Policy, and a Chamber Pledge.
  - (ii) At least annually, review the applicable body of codes, regulations and statutes to determine any new actions, facilities or policies that are necessary to ensure corporate compliance.
  - (iii) At least annually, review the current policies and practices of the Chamber to ensure continuing compliance with applicable codes, regulations and statutes.
  - (iv) At the Full Board meeting in September each year administer the Conflicts of Interest Questionnaire and report the results to the Board of Directors Executive Committee.
  - (v) Monitor compliance of Directors, officers and employees of the Chamber with the Code of Conduct and the Conflicts of Interest Policy.
  - (vi) Make annual and long-range recommendations to the Board of Directors Finance and Budget, and Executive Committees to provide for the funding necessary to achieve and maintain compliance.
  - (vii) Work with the Chamber President or the Executive Director to provide policy guidance and ombudsman services regarding compliance issues.

Section 15.08 Building and Grounds Committee.

- (a) The Building and Grounds Committee shall be responsible for the following:
- (i) Review recommendations from the President and Executive Director for renovations or other facility projects to ensure cost effectiveness as well as soundness of architectural and engineering plans for any buildings or real property owned by the Chamber.
  - (ii) Assist the President and Executive Director, subject to Board consent and approval, in selection of architects, contractors and craftsmen for facility purchases, new construction, renovations and additions.
  - (iii) Review and approve, with full Board consent and approval, the design and contractual arrangements for facility purchases, new construction, renovations or additions.
  - (iv) Work with the President and Executive Director in conducting an annual inspection and assessment of any physical plant owned or operated by the Chamber, and updating the schedule for facility maintenance and renewal.
  - (v) Work with the President and Executive Director to provide policy guidance for facility maintenance and renovations.
  - (vi) Recommend to the Board policies and programs that relate to upkeep, improvement and usage of the Chamber's physical plant.

Section 15.09 Finance and Budget Committee.

- (a) The Finance and Budget Committee shall be responsible for the following:
- (i) Propose for Board approval a budget that reflects the Chamber's goals, five-year plan, master goals plan, capital campaign (when appropriate) and Board budget and planning policies.
  - (ii) Monitor operating income, expenditures, and program activities against budget projections, and keep the Board well informed about the Chamber's finances.
  - (iii) Monitor the Chamber's investment portfolio, if any, and recommend selection of financial manager(s), institutions, funds or instruments for maximum return, consistent with established investment policies of the Board.
  - (iv) Review and recommend policies to the Board that will ensure adequate internal controls and maintenance of financial records in accordance with standard generally accepted accounting

practices (GAAP), policies of the Evangelical Council for Financial Accountability (ECFA), and donor rights of confidentiality.

- (v) Review proposed new contractual agreements involving the Chamber, recommending to the Board either approval or disapproval .
- (vi) Assure that the Chamber maintains adequate insurance coverage.
- (vii) Recommend to the Board the establishment of policies and programs that relate to the fiscal operations of the Chamber.

## **Article XVI. Chamber Administration**

### Section 16.01 President.

The President of the Chamber shall be the Chief Executive Officer (CEO) of the Chamber, shall be a member of the Board of Directors, shall be responsible for the development and implementation of the Chamber business plan and the implementation of policies and directives promulgated by the Board of Directors, shall be responsible for the development of policies and procedures for the Chamber, and, after consultation with and consent of the Executive Director, shall have the power to employ and discharge such individuals as may be needed to properly conduct the work of the Chamber.

### Section 16.02 Executive Director.

The Executive Director of the Chamber shall be directly responsible to the Board of Directors, shall be a non-voting member of the Board of Directors, shall be responsible for the day-to-day operations of the Chamber, shall be the liaison between any corporate employees, corporate officer, or corporate agents and the Board of Directors, and shall provide to the Board of Directors reports of corporate activities as may be necessary or required by the Board of Directors from time to time. The Executive Director shall also be the primary representative of the Chamber for the purpose of raising charitable grants and donations consistent with the mission and purpose of the Chamber.

### Section 16.03 Officers and Employees.

- (a) Officers other than the President shall have such powers and responsibilities as are prescribed by the President with the consultation and approval of the Executive Director, and as are delineated in their job descriptions, these Bylaws and the Articles of Incorporation.
- (b) The Chamber's employees and agents shall be selected by the President with the consultation and approval of the Executive Director, with all administrative level personnel subject to Board approval. Such employees shall be considered a regular part of the Chamber until such time as they shall voluntarily sever the connection, or due cause shall have been given for their dismissal if dismissal occurs during a period in which a written contractual relationship exists with the employee or agent; or the Chamber terminates the employment relationship under the "AT WILL" provisions of the law if no contractual relationship exists; or the Chamber unilaterally chooses not to renew or extend the contract of an employee or agent upon the expiration of the contract; or the Chamber, for economic or other reasons, chooses to downsize the number of employees.
- (c) All employees are responsible to the Executive Director for the conduct and execution of their work.
- (d) It is further required that employees who serve in any capacity requiring certification or accreditation in the programs of this Chamber shall possess the requisite education, certification or accreditation to discharge their duties and to maintain the standing of the Chamber for the reception and implementation of grant-funded programs.

### Section 16.04 Salaries and Fees for Services.

Any financial relationship entered into with employees, officers, or for various other services or purposes, shall be transacted through the Executive Director, with the consent and approval of President of the Chamber except as otherwise provided in these Bylaws.

## **Article XVII. Policy Books, Directors Manual, Employee Handbooks**

### Section 17.01 Policy Manuals.

- (a) The Board of Directors shall from time to time establish, under advice from legal counsel, and the officers and employees of the Chamber shall execute, written policies not in conflict with the law, these Bylaws, or the Articles of Incorporation, to further the goals and enhance the efficient operation of the Chamber, and to comply with state and federal law.
- (b) Such policies shall be adopted by resolution of the Board of Directors, dated, authenticated and placed in a Master Policy Manual or in multiple copies thereof, and such policies shall control the substantive issues to which they speak.
- (c) The Board of Directors shall adopt a resolution or resolutions establishing the procedure or procedures by which the policies shall be recorded, distributed and implemented as appropriate.

### Section 17.02 Director's Manual.

The Board of Directors shall constitute and adopt a Director's Manual, which shall contain copies of the Articles of Incorporation, the most recent conformed Bylaws of the Chamber, relevant policies and procedures for the Board of Directors, and such other documents as the Board of Directors shall deem appropriate to include.

### Section 17.03 Handbooks.

The Board of Directors shall cause to be developed from time to time, and shall approve and adopt in a manner consistent with Alabama law, employee handbooks, and other such handbooks and manuals as are necessary for the efficient functioning of the Chamber.

### Section 17.04 Job Descriptions.

The Board of Directors shall delegate to the President and the Executive Director, and other appropriate officers, staff and agents of the Chamber as necessary, the responsibility of examining the role of each current and proposed officer and employee of the Chamber to develop and put in writing precise titles, job descriptions, minimum mandatory qualifications for applicants, and proposed funding sources for new hires. Such delegated activity shall be subject approval, delay or to partial or total nullification by the Board of Directors.

## **Article XVIII. Corporate Seal**

The Board of Directors may provide a corporate seal, which shall be circular in form and shall have inscribed thereon the name of the Chamber and the state of Incorporation, and such other words as the Board of Directors may prescribe. The corporate seal shall be under the custody and care of the Secretary of the Chamber who shall provide for the security of the seal and its use only for authorized corporate purposes.

## **Article XIX. Nondiscrimination Policy**

BIBB COUNTY CHAMBER OF COMMERCE is committed to maintaining and promoting nondiscrimination at all levels within the organization. Specifically, it is the expressed intent of the Chamber to: (i) recruit, hire, and promote employees without regard to age, color, ethnicity, gender, race, national origin, or disability unrelated to job performance, and (ii) to comply with all applicable laws and regulations related to nondiscrimination in services offered, and educational and training opportunities generally provided in the programs sponsored by the Chamber without regard to age, color, ethnicity, gender, race, national origin, religion or disability.

**Article XX. Amendments to Bylaws**

These Bylaws may only be amended by a vote of at least two-thirds (2/3) of the entire membership of the Chamber, not merely two-thirds (2/3) of a quorum, present at any regular meeting of the membership or at a meeting specially called for the purpose.

**Article XXI. Fiscal Year**

Section 21.01 Computation of Fiscal Year and Terms of Office.

The fiscal year of the Chamber shall be from January 1st through December 31<sup>st</sup>. Computation of the terms of office of the Directors of the Chamber shall coincide with the computation of the fiscal years of the Chamber.

Section 21.02 Annual Financial Reporting.

The appropriate officers of the Chamber shall file, or cause to be filed in a timely manner, and with the appropriate governmental entities, all legally required periodic and annual non-profit tax reports and other required documentation of the corporate financial activities, solvency and conformity to the purposes for which the Chamber was granted tax-exempt status by the State of Alabama and the Internal Revenue Service.

**Article XXII. Indemnification**

Section 22.01 The Board of Directors of the Chamber may from time to time adopt resolutions to take appropriate actions to indemnify persons who shall serve as a Director, officer, employee or agent of the Chamber, or who shall serve at the request of the Chamber in a similar capacity with another Chamber, joint venture, trust or other enterprise, to the extent and in the manner to which the Chamber is permitted to so indemnify such persons by the laws of the State of Alabama, including, without limitation, the purchase of indemnification insurance for such purposes.

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LAST ITEM

This instrument prepared by:

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