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# BYLAWS

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Central Chamber  
of Commerce

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September 25, 2019

# Central Chamber of Commerce

## BYLAWS

### Article I GENERAL

#### Section 1: Name

This organization is incorporated under the laws of the State of Louisiana and shall be known as, "Central Chamber of Commerce", Incorporated (hereinafter sometimes referred to as "The Chamber").

#### Section 2: Mission

The mission of the Central Chamber of Commerce shall be to serve our members and community by promoting and protecting a pro-business environment.

**Motto:** Bringing Businesses and People Together

#### Section 3: Limitation of Methods

The Central Chamber of Commerce 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.

### Article II MEMBERSHIP

#### Section 1: Eligibility

The Chamber shall consider eligible to apply for membership any person, firm, association, corporation, organization, partnership or sole proprietorship meeting the following criteria:

- A. A properly registered business.
- B. If a business, possess strong business or professional reputation for ethical business practices.
- C. Have an interest in the objectives of The Chamber.

#### Section 2: Membership Classes

Membership in The Chamber shall be divided into four (4) classes: "Active Member", "Retired Leaders", "Government, Civic and Church Members", and "Member Emeritus".

- A. Active Membership:** An Active Member of The Chamber shall be any person, firm, association, corporation, organization, partnership or sole proprietorship. Active Membership has full voting rights.

- B. Retired Leaders:** Retired Leaders are individuals interested in bettering the quality of life in the City of Central area. Retired Leaders are a non-voting membership.
- C. Government, Civic and Church Memberships** shall include church leadership, appropriate elected officials, School Board Superintendent, school principals, civic organizations and others that are approved by the Board of Directors. They shall have all the privileges of members except the right to vote or be a board member.
- D. Member Emeritus:** A Member Emeritus shall be a member of The Chamber (or the former Central Area Business Association, CABA) in good standing for a minimum of ten (10) years and must be at least 70 years of age. Member Emeritus is a nonvoting membership and shall be exempt from payment of investment.

### **Section 3: Membership Application**

Applications for membership shall be completed on provided application forms and returned to the Central Chamber's Office. Admittance of new members shall be approved upon payment of the regularly scheduled investment as provided in Article II Section 4.

### **Section 4: Investments**

Membership investments shall be at such rate, schedule or formula as prescribed by the Board of Directors, and are payable in advance.

### **Section 5: Termination of Membership**

- A. Resignation:** Any member may resign from The Chamber upon written notice to the Board of Directors.
- B. Expulsion:** Any member may be expelled by a two-thirds vote of the Board of Directors, at any regularly scheduled meeting for conduct unbecoming of a member after notice and opportunity for a hearing are afforded the member complained against. Any member may be expelled by the Board of Directors by a simple majority vote for nonpayment of investments and/or fees due after ninety (90) days from the date due, unless otherwise extended for good cause.

### **Section 6: Voting**

In any proceeding in which voting by eligible members is called, each member in good standing shall be entitled to cast one (1) vote, either in person or by absentee ballot.

### **Section 7: Exercise of Privileges (Assignment of membership)**

Any "Active Membership" shall designate one representative to exercise its voting privilege. The "Active Membership" entity shall also have the right to change its membership's voting representative upon written notice to the Chamber President. The Active Membership business can list up to 3 representatives to exercise the privileges of membership covered by its investment, including the ability to run for the Board of directors in accordance with Article IV Section 2. Only the one designated representative will retain the right to vote. Art IV Sec 2 specifies only one Board position per "Active Membership".

### **Section 8: Orientation**

At regular intervals, orientation on the purposes and activities of The Chamber shall be conducted for the Board of Directors.

### **Section 9: Membership in Good Standing**

A Membership in Good Standing shall be defined as being current on membership investments and any other financial obligations it may have to The Chamber.

## **Article III**

### **MEETINGS**

#### **Section 1: Annual Membership Meeting**

The annual meeting of The Chamber, in compliance with state law, shall be held during October of each year. The time and place shall be fixed by the Board of Directors. Notices thereof shall be mailed and/or emailed to each member at least ten (10) days prior to said meeting.

#### **Section 2: Board Meetings**

- A. Board Meetings** will be at least four times, in a calendar year, as scheduled by the Chair of the Board.
- B. Special Board Meetings** Special Board Meetings may be called by the Chair of the Board or upon written application of four (4) members of the Board of Directors. Notice shall be given to each director at least 24 hours prior to said meeting and shall include purpose of the meeting.
- C. A Majority** of the Board of Directors shall constitute a quorum for the transaction of any business at any Board Meeting

#### **Section 3: General Membership Meetings**

- A. General Membership Meetings** may be held on a monthly basis as scheduled by the Board of Directors.
- B. Special Membership Meetings** may be called by the Chair of the Board at any time or upon petition in writing of ten percent (10%) of the Active Membership in good standing. Notices shall be mailed and/or emailed to each member at least five (5) days prior to such meetings.

#### **Section 4: Parliamentary Procedure and Authority**

A Parliamentary procedure which lends itself to an orderly process for conducting meetings shall be followed.

## **Article IV BOARD OF DIRECTORS**

## Section 1: Composition and Term of the Board

The Board of Directors for The Chamber shall be composed of no less than 10 members yet no more than twelve (12) members. One-third of the Board of Directors shall be elected annually to serve a three-year (3) term or until their qualified successors are elected.

## Section 2: Board Eligibility

The designated representatives from an “Active Membership” in good standing is eligible to hold the office of Director of the Board, provided they have been an “Active Membership’s” representative for at least one year prior to nomination for election, with no more than one Director of the Board per membership. Any elected public official shall not be eligible for service on the Board of Directors.

## Section 3: Selection and Election of Directors

- A. Nominating Committee: A Nominating Committee** of no less than four (4) members of The Board shall be appointed at the July Board of Directors Meeting by the Chair of the Board. The Chair of the Board shall designate the Chair of the Nominating Committee. Prior to the fourth (4<sup>th</sup>) Wednesday in August, the Nominating Committee shall present to the Chair of the Board a slate of candidates to fill regular expiring terms and vacancies of directors who resigned or were terminated
- B. Publication of Nominations:** Upon receipt of the report from the Nominating Committee and before the monthly September membership meeting, the Chair of the Board shall notify the membership by mail and/or email of the Board of Directors nominees with the organization they represent also included. At the time of the publication of nominations occurs, any further nominations may be made by way of petition.
- C. Nomination by Petition:** Additional nominations for directors can be entered by a petition bearing the genuine signature of the candidate and at least one (1) other eligible “Active Member” of The Chamber in good standing. Such petition must be filed with the Nominating Committee at least two weeks prior to the October membership meeting. The Nominating Committee will determine the legality of the petition(s) and the eligibility of the candidates. All decisions made by the Nominating Committee shall be final.
- D. Determination:** If no petition is filed within the designated period, the nominations shall be closed and the slate of candidates shall be presented to the membership for a vote at the Annual Meeting. If nominations by petition yield additional candidates, the names of all candidates shall be arranged on the ballot in alphabetical order. Instruction will be given to only vote for the number of candidates equal to the number of vacancies.
- E. Balloting:** The President/CEO will create a roster of eligible voting members. Members will be allowed to vote by secret ballot, in conformity with such rules and procedures as the Board may adopt, by one of the following methods:
  - 1. Annual Meeting: Members will sign the roster as they are issued a ballot and vote during the meeting.
  - 2. Absentee: One week prior to the Annual Membership Meeting Members may come to the Chamber office, sign the roster, pick up a ballot and vote.
  - 3. Electronically: One week prior to the Annual Membership Meeting Members may cast their vote by established online method.

Votes will be tallied at the Annual Membership Meeting in October. The candidates with the top vote counts will fill the expired terms. If vacant seats remain due to resignation or termination, those seats will be filled by the remaining candidate(s) based on the vote count received. Beginning with the highest votes received among remaining candidates, each subsequent spot will be filled in descending vote count order until all seats are filled. Elected candidates will serve out the remaining term of the seat they are filling.

- F. Tallying of Ballots:** The Chair of the Board shall appoint at least three (3), but not more than five (5) members of the Board of Directors who are not candidates for election. One of the appointed board members will be designated "Chair." The committee shall have complete supervision of the election, including the auditing of the ballots. They shall report the results of the election to the Chair of the Board. In the case of a tie, a second ballot will be taken by those in attendance at the Annual Meeting.

#### **Section 4: Board Vacancy**

Vacancies on the Board of Directors may occur through death, disability, disqualification, resignation, or retirement. Vacancy on the board may be filled by the Board of Directors or, if the minimum number of board members are in place, left vacant. Seat will be filled by the election held at the Annual Meeting.

#### **Section 5: Responsibility**

The Governing and policy-making responsibilities of The Chamber shall be vested to the Board of Directors. The Board of Directors is responsible for establishing procedure, formulating policy, and adopting all policies of the organization. These policies shall be maintained in a policy manual, to be reviewed annually and revised as necessary.

#### **Section 6: Management**

The Board of Directors shall employ or contract with an individual to serve as President/CEO, and shall fix the salary or contract price and any other considerations of employment or contract.

No Chamber staff (employee or contract) shall be related to any member of the Board of Directors.

#### **Section 7: Termination of Board Members**

**Disqualification shall include, without limitation:**

- A.** Should a Director of the Board change employment during their term and their new employment is not a Chamber member or they are not the designated representative/liaison of that business, that Director of the Board shall serve until the next scheduled election.
- B.** A Board Member absent from two (2) consecutive regular meetings during a twelve (12) month cycle shall be terminated from the Board of Directors. Exceptions include absenteeism due to confinement by illness or due to a work-related absence or other absence approved by a majority vote of those voting at any Board meeting thereof. Request to be excused must be in writing and sent to the Board Chairman not more than five (5) days after the board meeting they missed via mail or email stating the reason they missed the meeting.
- C.** In the event of multiple memberships, resulting from or due to mergers and acquisitions, each member shall be allowed to continue as a Director of the Board until the first expiring term.

## **Article V OFFICERS**

### **Section 1: Determination of Officers**

At its regular December meeting, the Board of Directors (new and retiring) shall reorganize for the coming year. Upon the conclusion of all the business, the Chair shall appoint the newly elected Board Members, dismiss the retiring Board Members and recognize the Board of Directors as reorganized. The newly appointed reorganized Board will then elect officers for the coming year. The officers must have been on the Board for at least one year. The officers to be elected are: Chair of the Board, 1<sup>st</sup> Vice-Chair Elect, 2<sup>nd</sup> Vice-Chair and the Treasurer. All officers shall take office on the first day of January, and serve for a term of one year (unless re-elected), but not more than two consecutive years. They shall be voting members of the Board of Directors.

### **Section 2: Duties of Officers, Immediate Past Chair and President/CEO**

- A. Chair of the Board:** The Chair shall serve as the chief elected officer of the Chamber of Commerce and shall preside at all meetings of the membership, Board of Directors and Executive Committee.

The Chair of the Board shall appoint all committees and their Chair.

- B. 1<sup>st</sup> Vice-Chair Elect:** The 1<sup>st</sup> Vice-Chair Elect shall normally succeed to the office of the Chair of the Board of Directors in the year following their present term of office with the approval of the majority of the Board of Directors. In the event of a vacancy in the office of Chair of the Board, the 1st Vice-Chair Elect shall automatically succeed to that office for the remainder of the unexpired term, without loss of eligibility of a full term of office. The 1st Vice-Chair Elect shall also preside in the temporary absence of the Chair.
- C. 2<sup>nd</sup> Vice-Chair:** The 2<sup>nd</sup> Vice-Chair shall exercise the power and authority to perform the duties of the Chair in the absence or disability of the Chair and the 1st Vice-Chair Elect.
- D. Treasurer:** The Treasurer shall oversee the safeguarding of all funds received by The Chamber and for their proper disbursement. Such funds shall be kept on deposit in financial institutions, or invested in a manner approved by the Board of Directors. Checks are to be signed by the Chair, the Treasurer, or the President /CEO. The Treasurer shall present a financial report at the monthly Board of Directors meeting.
- E. Immediate Past Chair:** The Immediate Past Chair provides advice and leadership to the Board of Directors regarding past practices, policies and other matters, to assist the Board of Directors in governing The Chamber. The immediate Past Chair supports the Chair on an as-needed basis.
- F. President/CEO:** The President/CEO shall be the chief administrative and executive officer. The President/CEO shall serve as secretary to the Board of Directors, and prepare notices, agendas and minutes of meetings of the Board of Directors.

The President/CEO shall serve as advisor to the Chair of the Board, the Board of Directors and Committees regarding planning and shall assemble information and data and prepare special reports as directed by the Chair of the Board.

The President/CEO shall attend all meetings of the Board of Directors, the Executive Committee and all committees.

With assistance of the Executive Committee and the Board of Directors the President/CEO shall be responsible for administration of committee work in accordance with the policies and regulations of the Chamber.

The President/CEO shall be responsible for submitting recommendations to the Executive Committee for hiring or discharging of Chamber employees. The President/CEO shall be responsible for the supervision of all Chamber employees.

With the cooperation of the Executive Committee the President/CEO shall be responsible for the preparation and presentation of an operating budget to the Board of Directors.

### **Section 3: Executive Committee**

- A. Composition:** The Executive Committee shall be composed of the Chair of the Board, Immediate Past Chair, 1<sup>st</sup> Vice-Chair Elect, 2<sup>nd</sup> Vice-Chair and Treasurer. The Chair of the Board will serve as Chair of the Executive Committee.
- B. Responsibilities and Duties:** The Executive Committee shall be accountable for reporting to the Board on the following:
- 1. Assist** the President/CEO in the preparation of the budget.
  - 2. Review** annually the financial operation of The Chamber and submit a report, no later than the March meeting, to the Board of Directors indicating the strengths and weaknesses in: 1) the receipt and disbursement of cash; 2) the recording of all transactions; and 3) the management of surplus funds. Also, the committee should recommend any means to improve the financial operation of The Chamber, especially with respect to reducing the risk of loss of funds. This committee should also indicate in the report the accuracy of the financial position of The Chamber as reported by the Treasurer as of December 31.
  - 3. Make** recommendations to the full Board of Directors on staff concerning employment, termination, job descriptions, annual review of President/CEO and all other staff matters that may arise.
  - 4. Make** policy and procedure recommendations to the full Board of Directors.

## **Article VI COMMITTEES**

### **Section 1: Appointment**

The Chair of the Board shall appoint all committees and its chairs. He/She may appoint such ad hoc committees and their chair as deemed necessary to carry out the programs of The Chamber.

### **Section 2: Term**

Committee appointments shall be at the will of the Chair of the Board until their assignment has been completed.

### **Section 3: Responsibility**

It shall be the function of committees to make investigations, conduct studies and hearings, make recommendations to the Board of Directors, and/or carry on such activities delegated to them by the Chair of the Board.



#### **Section 4: Authority**

No action by any member, committee, employee, director or officer shall be binding upon, or constitute an expression of the Chamber until it has been approved or ratified by the Board of Directors.

### **ARTICLE VII Finances**

#### **Section 1: Funds**

All money paid to The Chamber shall be placed in a general operating fund.

#### **Section 2: Disbursements**

Upon approval of the budget, the President/CEO is authorized to make disbursements on accounts and expenses provided for in the budget without additional approval of the Board of Directors. Disbursement shall be by check and/or debit card.

#### **Section 3: Fiscal Year**

The fiscal year of The City of Central Chamber of Commerce shall be the calendar year.

#### **Section 4: Budget**

The Executive Committee will present a budget to the Board of Directors at the November board meeting for review, to be approved at the December Board meeting.

#### **Section 5: Bonding**

The President and other such officers and staff as the Board of Directors may designate shall be bonded by a sufficient fidelity bond and/or carry insurance that includes employee theft coverage, in the amount set by the Board of Directors and paid for by the Chamber.

### **ARTICLE VIII Dissolution**

The Chamber shall use its funds only to accomplish the objectives and purposes specified in these bylaws, and no part of said funds shall inure, or be distributed, to the members of The Chamber. On dissolution of The Chamber, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific or philanthropic organizations to be selected by the Board of Directors as defined in IRS Section 501(c)(6).

### **ARTICLE IX Indemnification**

The Central Chamber of Commerce may, by resolution of the Board of Directors, provide for indemnification by The Chamber of any and all current or former officers, directors and employees against expenses actually and necessarily incurred by them in connection with the defense of any action, suit, or proceeding in which they or any of them are made parties, or a party, by reason of having been officers, directors or employees of the chamber, except in relation to matters as to which such individuals shall be adjudged in such action, suit or proceeding to be liable for negligence or

misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability for negligence or misconduct.

#### **ARTICLE X Amendments**

These bylaws may be amended or altered by a two-thirds (2/3) vote of the Board of Directors, or by a majority of the members at any regular or special meeting, providing the notice for the meeting includes the proposals for amendments. Any proposed amendments or alterations shall be submitted to the Board of Directors or the members in writing, at least seven (7) days in advance of the meeting at which they are to be acted upon.

**Adopted:** March 4, 2009

Amended: July 24, 2019