

Chester County Chamber of Commerce - Bylaws

Bylaws Chester County Chamber of Commerce

Article I – General

Section 1. Name: This organization, incorporated under the laws of the State of South Carolina and the requirements of the Internal Revenue Tax Code 501(c), shall be known as the Chester County Chamber of Commerce hereinafter referred to as “The Chamber”.

Section 2. Locations: The Chamber’s principal office and place of business shall be within the County seat with branch offices where needed and as approved by the Board of Directors.

Section 3. Term: The term of the organization shall be indefinite.

Section 4. Neutral Language: The plural pronouns “they”, “them”, and “their” and the masculine terms of he, him, and his are used herein to represent both the masculine and feminine gender unless otherwise indicated.

Section 5. Service Area: The Chamber shall serve all of Chester County in its entirety including all unincorporated and incorporated areas contained therein.

Section 6. Definitions: The following definitions are to be applied throughout this document:

- 1) Quorum: a majority (defined as greater than 50%) of members in good standing present and eligible to vote;
- 2) Members: Any business organization, association, society, partnership, sole proprietorship, trust, company or individual who holds membership in the Chamber. In the context of a committee, “members” shall be interpreted as meaning the members of that committee and not members of the whole membership;
- 3) Approval: shall be by majority consent of a quorum, unless otherwise indicated; and
- 4) In Good Standing: any member whose investment is current: less than 90 days delayed.

Section 7. Registered Agent: The Chamber shall maintain a Registered Agent as required by the Non-Profit Corporations Act who shall have a business office at the Chamber’s Registered Office. The Registered Agent shall be designated by the Board of Directors from time to time to serve at its pleasure. In the absence of such designation, the Registered Agent shall be the Secretary for the Board of Directors.

Chester County Chamber of Commerce - Bylaws

Articles II – Amendments

These Bylaws may be amended or altered by a vote of the Board of Directors. Such voting will be conducted by clearly indicating the changes desired and the reasons for said changes and specifying a deadline for return of completed ballots no less than fifteen (15) days from the date the ballots are provided to the Board. A simple majority vote shall carry the motions(s).

Article III – Mission and Goals

Section 1. Mission Statement: The mission of the Chester County Chamber of Commerce is to promote responsible business development, tourism, and growth in the overall best interest in the Chester area through services, connections, and representation of the business community with a duty to foster a sustainable Chamber. This will be accomplished by:

- a. Building a strong diverse representative constituency of business persons into the Chamber membership;
- b. Promoting family-oriented commerce, events and activities to be enjoyed by local residents and out-of-town visitors.
- c. Promoting and supporting businesses in the primary service area.
- d. Advocating for our community and the resources that are available for our community enjoyment.
- e. Forming cooperative relationships with the municipalities, county and state governments as well as the local civic and service organizations.
- f. Promoting the benefits of networking and the benefits of interactive activities associated with Chamber membership.
- g. Promoting the business development in the community which shall be performed at the direction of the Board of Directors.
- h. Providing services to the Chamber membership at the discretion of the Board of Directors.
- i. Developing, evaluating and reviewing the past year's goals and make recommendations for the ensuing year.

Article IV – Limitation of Methods

Section 1. Stance: The Chamber shall be non-partisan, non-political, and non-sectarian and shall take no part in, or lend its influence to the election or appointment of any candidate for office. The Chamber shall not lend its influence to any issue or initiative that requires a public vote and would affect the county. The Chamber may, without limitation where such activity does not conflict with local, state, and federal laws, engage in activity that is dedicated to improvement of the conditions of its membership as a whole.

Chester County Chamber of Commerce - Bylaws

Section 2. Fiscal Year: The fiscal year of the Chamber shall be the same as the calendar year.

Section 3. IRS Section 503(c) (6): The Chamber shall observe all local, state and federal laws which apply to a non-profit organization as defined in Section 503 (c) (6) of the Internal Revenue Code of the United States.

Section 4. Operation: The Chester County Chamber of Commerce shall be operated by a board of officers and directors elected from the membership under the provisions in Article V herein.

Article V – Membership

Section 1. Qualification: Any person, firm, association, civic group, corporation, partnership, professional of good standing, or governmental entity interested in the objectives of the Chamber shall be eligible to apply for membership. The Chester County Chamber shall allow for honorary members. Such members will be eligible for membership but shall be non-voting members and shall not be eligible for holding office. However, only members who work or reside inside the boundaries of Chester County shall be eligible to apply for the rights and privileges of voting and holding office.

Section 2. Application: All applicants for membership shall be in writing signed by the applicant or the applicant's designee with said application consulting an agreement on the part of the applicant to adhere to all provisions of the Bylaws and other policies and procedures adopted by the Board of Directors (hereinafter referred to as the Board) and/or by the membership. All applications may be subject to approval by the Board of Directors.

Section 3. Term of Membership: All memberships are for a term of one (1) year contingent on adherence to these Bylaws, with membership beginning on the date that the application is accepted. Memberships shall be considered self-renewing at the end of the year unless written notification is given by the member of the Chamber which cancels that membership.

Section 4. Investments: The Board of Directors shall have the authority to set the schedule of the annual investment for membership dues. The minimum investment by any member shall be that sum, payable in advance or in monthly installments, as indicated on the current investment schedule in force at the time of the application for membership or prevailing rate as amended by the Board over time. This investment shall be used toward the maintenance of the Chamber as established and approved by the Board of Directors. Dues shall be payable in advance.

Chester County Chamber of Commerce - Bylaws

Section 5. Forfeiture: If any member shall fail to pay their investment renewal within sixty (60) calendar days of the due date, they shall be considered delinquent and written notice of their status and the opportunity to cure shall be given them by this organization at that time. If at the end of thirty (30) additional calendar days from the date of notification they remain delinquent, their membership shall be administratively forfeited. The Board must investigate and, at its discretion, act to continue such a membership should unusual circumstances warrant such action. It is the obligation of the Chamber President to enforce this act.

Section 6. Resignation: Any member may resign from the Chamber upon written notice to the Board of Directors. A resignation received after payment is due shall not relieve the member presenting such a resignation from liability for the dues of the year entered upon. In the event said member should want to re-enroll at a later date, upon re-enrollment, all delinquent dues shall be due and payable. The amount due and payable may be adjusted at the discretion of the Board of Directors in the event of extenuating circumstances.

Section 7. Removal: Any member may be removed for conduct unbecoming a Chamber member by resolution passed by a two-thirds vote of the Board present at any regular or special Board meeting. Such members shall be notified of the intention of the Board to consider their removal. Members may also be administratively removed for, including without limitation, non-payment of dues, loss of employment by Chamber member, or any other activity that is deemed detrimental or in contradiction to these bylaws. Such removal shall be automatic by default and operation of these bylaws and will not require a vote or resolution by the Board of Directors.

Section 8. Briefings: At regular intervals, briefings on the activities and progress of the organization shall be conducted. These briefings may either take the form of verbal reports at Board or Executive Committee meetings or in written form by an Annual Report to the Membership.

Section 9. Honorary: Distinction in valuable contributions and devoted service shall constitute eligibility for honorary membership. Any person, upon unanimous vote of the full Board, may be admitted to honorary membership and shall be exempt from payment of dues. The Board may, with cause, revoke any honorary membership by two-thirds (2/3) vote of the full Board. Honorary positions may not vote.

Section 10. Voting Representatives: Any member in good standing shall be entitled to one (1) vote for every multiple investment of their particular classification base amount up to a maximum of three (3) votes for anyone (1) membership. The name(s) of the voting representatives shall be those as shown on the membership application form or as otherwise indicated by written notice to the Chamber's office at least three (3) days prior to any election. Voting in any of the sub-divisions of the Chamber may be by proxy.

Chester County Chamber of Commerce - Bylaws

Other voting that takes place at the meeting of the Chamber shall be by show of hands, of the persons assembled at the meeting.

Article VI – Membership Meetings

Section 1. Meetings:

- A.** Annual Membership Meeting: The annual meeting of the Chamber in compliance with State law shall be held during the month of March or not later than the first Saturday of April of each year. The time and place shall be fixed by the Board of Directors and notice thereof mailed or emailed to each member at least ten (10) days before the said meeting.
- B.** Additional General Meetings: Special meetings of the Chamber may be called whenever the Board of Directors deems it desirable. A special meeting shall also be called upon the request of the President or upon the request of at least three (3) members of the Board of Directors, or upon written petition of at least 10% of the members in good standing. The time and place of such special meetings shall be fixed by the Board of Directors no later than thirty (30) days after receipt of such petition. At all special meetings called for a specific purpose, only such business as the meeting was called to consider shall be discussed and acted upon. A resolution offered at any meeting must be in writing, copies of which shall be provided to the Executive Committee prior to the meeting. No member shall read or offer for action any communication or resolution without first making a general statement of subject matter thereof.

Section 2. Quorum: A legal quorum of the full membership shall be one-tenth of the total number of voting representatives in good standing, in person or by written proxy. Written proxy may be electronic facsimiles but must be electronically signed by the member.

Section 3. Notice: Notice of all membership meetings shall be given to each member in good standing by e-mail, mail, or fax to each member at least ten (10) days in advance of the meeting to the last known address. The notice shall indicate an outline for the agenda of the meeting. If the meeting is for the purpose of networking, a statement of that fact shall be considered sufficient.

Article VII – Board of Directors

Section 1. Composition: The Board shall be composed of Chamber members in good standing from the primary service area, representing a wide variety of expertise and fair representation of the general membership as required by Section 3 herein.

Chester County Chamber of Commerce - Bylaws

Installation of officers for the ensuing year shall occur at the annual meeting.

Section 2. Responsibilities of the Board

- All legislative and policy-making responsibilities including the establishment of procedures as well as the formulation and adoption of policy;
- Full responsibility to authorize and implement all programs including without limitation the Program of Work and its component parts, the budget and maintenance of membership;
- To ensure that committees are in place and are actively functioning to accomplish the mission and goals of the Chamber;
- To provide general fiscal oversight of the Chamber on not less than an annual basis;
- To establish an annual budget and to seek revenue sources to insure responsible and sound fiscal leadership;
- To promote general welfare of the Chamber;
- To understand and monitor the Chamber's budget process and fiscal position;
- To assist committees in budgeting expenses and generating income;
- To serve on a minimum of one committee during the Director's term;
- To professionally represent the Chamber throughout the community and to attend events scheduled, and
- To abide by the Bylaws as written.

Section 3. Representation and Term of Office: The Board of Directors shall consist of no less than twelve (12) and no more than fourteen (14) members, provided that a reduction in the number of Directors has no effect on shortening the term of any incumbent Director. Priority shall be given to obtaining representation from every business sector that comprises the Chamber membership including without limitation:

- Education
- Financial
- Government
- Health
- Industry
- Legal
- Parks, recreation, and tourism
- Small Business
- Utilities

Every reasonable effort shall also be made to obtain representation from all geographic sections of the county.

Chester County Chamber of Commerce - Bylaws

The term of office shall be for three (3) years. Terms shall be staggered with no more than one-half of the members of the Board of Directors rotating off the Board at any one time. Each Director shall hold office from the date of such Director's election and qualification until such Director's successor shall have been duly elected and qualified, or until such Director's earlier removal, resignation, death, or incapacity. In accordance with S.C. Code 33-21-10, et. seq., Directors may serve a maximum of two (2) consecutive, three (3) year terms.

Officers shall be Directors by virtue of their office even when their elected term has expired, and they shall serve as a Director until such time as they are no longer officers.

Qualifications for Board election are a minimum of two (2) years active Chamber membership in good standing.

Section 4. Resignation of Directors: A Director may resign at any time by delivering written notice to the Board of Directors, its presiding Officer, the President, or the Secretary. If the resignation is made effective at a later date, the Board of Directors may fill the pending vacancy before the effective date if the Board of Directors provides that the successor does not take office until the effective date.

Section 5. Removal: Unless removed by default under Article V, Section 7 and by operation of the Bylaws, an elected Director may be removed only at a meeting called for the purpose of removing the Director and the meeting notice states that the purpose or one of the purposes, of the meeting is the removal from office without cause by a two-thirds (2/3) vote of the Members then in office.

Section 6. Seating: All newly elected Directors on the Board shall be considered seated on the first day of the new fiscal year. They may attend any Board meetings that occur between the time of their election and their seating for the purpose of observing issues but may not vote or place motions or seconds until after properly seated.

Section 7. Vacancies: The Board shall have power with a majority vote of a quorum present at any meeting of the Board, to fill any vacancies on the Board.

Section 8. Meetings: The Board and/or Executive Committee shall meet at a time and place as indicated on the meeting notice which will be sent to each Director on the Board before such meeting is to occur. Any member of the organization may, after written request to the President at least five (5) days prior to such meeting, personally address any Board or Executive Committee meeting, or may submit in written form their view on any issue of concern which will be received by the Board as information. Normally, the Board shall meet monthly. Special meetings of the Board may be called as needed by the President or requested by three (3) Board members or petitioned by at least twenty (20%) percent of the general membership. Special meetings will require prior notifications to all Board members at least 24 hours before the meeting and must be held exclusively for the purpose specified.

Chester County Chamber of Commerce - Bylaws

Section 9. Participation by telecommunications: Any Director may participate and be regarded as present at a meeting of the Board of Directors by means of conference telephone or any other means of communication by which all persons participating in the meeting can hear each other at the same time only when a director cannot physically attend the meeting in-person.

Section 10. Quorum: A majority (defined as greater than 50%) of the Directors in good standing and eligible to vote shall constitute a quorum either by attendance or by proxy through another Director for the purpose of transacting business; in the absence of a quorum, the meeting shall be postponed until such time as a quorum can be convened.

Section 11. Attendance Requirements: Each Director is expected to attend meetings regularly. A seat may be declared vacant when a Director has un-excused absences for three (3) consecutive meetings. For an absence to be excused it must be for good cause and communicated in advance to the President or his designee. The President is charged with the responsibility of recordkeeping for attendance.

A Director will be notified in writing when their seat is declared vacant. If, in the opinion of the Board, their absences were justified, the declaration of vacancy may be filled in accordance with the provisions of these Bylaws.

Section 12. Voting: Only duly seated Board Members shall vote on actions at Board meetings and each Director shall have one (1) vote. The Chamber President shall also have one (1) vote. Visiting Chamber Members, Honorary Chamber members, and employed staff will not have a vote. Secret ballot or roll-call voting may be called for by any Director and so noted in the minutes of the meeting.

Section 13. Action without meeting: To the fullest extent permitted by the Non-Profit Corporations Act, the Board of Directors may take action without a meeting by written consent as to such matters and in accordance with such requirements and procedures authorized by the Act. Unless otherwise permitted by the Act, such written consent must be signed by all Directors and included in the minutes filed with the corporate records reflecting the action taken.

Section 14. Conflict of Interest: No Director shall make a motion nor vote on any matter which has a direct relationship of profitability to them or their business. Any such conflict of interest shall be declared with specificity by that Director prior to any discussions and shall be so recorded in the minutes of the meeting. The Director will not take part of any discussion and may choose to leave the room during such time.

Section 15. Indemnification: Each employee, Board Member or member of a committee of the Chamber, past or present and each person who serves or may have served at the request of the Chamber as an officer, employee, representative or agent of the Chamber, and their

Chester County Chamber of Commerce - Bylaws

respective heirs, administrators and executors of which persons shall be indemnified by the Chamber, or its assigns, in accordance with applicable state laws. The Chamber shall not be obligated to identify any other person or entity, except to the extent such obligation shall be specifically approved by the Board of Directors of the Chamber. The Chamber shall have the power to advance to such person(s) expenses incurred in defending any such proceeding to the maximum extent of the law. This section is and shall be for the sole and exclusive benefit of the individuals designated herein and no individual, firm or entity shall have any rights under this section by way of assignment, subrogation, or otherwise whether voluntary, involuntary or by operation of law.

Section 16. Administrators: The Board shall elect, qualify, employ, and/or terminate a President who shall be a Director on the Board but who shall be excused from discussing and on voting on all personnel matters relating to the President's position. The Board shall fix the salary and other considerations of employment of the President and Vice President.

Section 17. Compensation: The Board shall not receive compensation for serving as a member of the Chester Chamber of Commerce Board of Directors.

Section 18. Insurance: The Board of Directors may cause the Chamber to purchase and maintain indemnification insurance on behalf of any person who is or was a Director or Officer of the Chamber.

Article VIII – Nominations and Elections

Section 1. Nominating Committee: At the regularly scheduled August meeting of each year, the Chair shall appoint a nominating committee, comprised of the Chair, Chair-Elect, the President and one at-large member. The President shall be charged with the responsibility of meeting with the Committee to obtain the nomination information and preparing a slate of at least enough names to fill the vacancies of renting elected officers and directors.

Any Chamber member in good standing following two (2) years of continuous membership is eligible to be nominated but all nominees must agree in advance to serve if elected. The Nominating Committee will be charged with the responsibility of assembling a slate of candidates that helps maintain good representation on the Board for all types and locations of member businesses.

Section 2. Board of Directors: At its regularly scheduled October meeting, the Nominating Committee shall present to the full Board for their vote, a recommended slate of Directors.

Section 3. Officer Election: Amendment to Article VII, Section 6 Approved September 13, 1993: The Board shall elect a Chair, Chair-Elect, Secretary, Treasurer, and four (4) Divisional Directors, who will be appointed from the membership for a one (1) year term. The Board, at its

Chester County Chamber of Commerce - Bylaws

option, may elect a Treasurer from the membership for a one (1) year term. Further, the Board may, at its option, designate a Chamber employee to serve as Recording Secretary. All officers, including the Divisional Directors, shall serve as Directors on the Board by virtue of their office for as long as they hold their position of office.

Section 4. Succession: The Chair-Elect shall be nominated as the Chair for the ensuing year. The candidate nominated for the incoming Chair-Elect position will be advised that this position assumes ascension to the Chair within one (1) year. The nominee for the Chair-Elect should be a member of the current Board of Directors. If a current Board member is not available or is not willing, the nominee shall qualify through meritorious service and commitment to the Chester County Chamber of Commerce.

Article IX – Officers and their Duties

Section 1. Officers: The officers of the Chamber shall consist of a Chair, Immediate Past Chair, Chair Elect, Secretary, Treasurer, and the Divisional Directors. The duties of the Officers shall be those set forth herein and as assigned by the Chair or by the Board. Their Term of office, with the exception of the Chair and Chair-Elect who will serve for one (1) year with an option of an additional year, shall be for one (1) year and shall begin on the first day of the new year and shall end on the last day of the year or when they are replaced, whichever comes first. Vacancies shall be filled by action of the Board as set forth herein. The President shall serve as an officer but does not serve for a specific term. The President is an at-will employee at all times and does not have a guarantee of employment for any specific period of time.

Section 2. Chair: The Chair shall preside at all meetings of the organization by virtue of the office as the Chief Executive Officer. The Chair shall perform all duties and exercise such powers as are necessary or incidental to the supervision and management of the business and affairs of the Chamber. The Chair shall attend all meetings of the Board of Directors and the Executive Committee, along with all special called meetings. The Chair may attend all committee meetings. The Chair shall make all appointments and establish, continue, or discontinue all HOC committees subject to Board approval. The Chair and one other officer shall sign all contracts, mortgages, deeds, bonds, or other instruments requiring officer's signatures, subject to Board approval. In the absence of the Chair, the Chair-Elect shall assume the duties of the Chair. The Chair shall have other duties as assigned or directed by the membership or the Board of Directors.

Section 3. Immediate Past Chair: The Immediate Past Chair is an automatic appointment after serving as Chair and shall perform primarily in an advisory role to the Chair. The Immediate Past Chair shall attend all meetings of the Board of Directors and the Executive Committee, having a vote in both. By virtue of the office, the Immediate Past Chair shall appoint the Bylaws Review Committee and shall preside over the Annual Banquet to be held in the first quarter of the new year or until such time as the gavel is ceremoniously passed.

Chester County Chamber of Commerce - Bylaws

Section 4. Chair Elect: The Chair-Elect shall exercise the powers and authority and perform the duties of the Chair in the absence, death, disqualification, or incapacity of the Chair. The Chair-Elect shall normally succeed to the Chair in the year immediately following that term of office as Chair-Elect. The Chair-Elect shall attend all meetings of the General Membership, the Board of Directors, and the Executive Committee. The Chair-Elect shall have other duties as assigned or directed by the Chair or the Executive Committee and may hold a dual position as a committee representative if so elected or assigned by the committee or the Board of Directors. The term of office is one (1) year, and the Chair-Elect shall by operation of the Bylaws assume the role of Chair unless determined by the Board to be disqualified, incompetent or no longer a member of the Chamber of Commerce.

Section 5. Secretary: The Secretary's duties shall be to keep the minutes of each meeting of the Executive Committee and the Board in proper form and shall attest all official papers. The Secretary shall attend all meetings of the General Membership, the Board of Directors and the Executive Committee and shall record the proceeds of those meetings to be preserved by the Chamber. The term of office shall be one (1) year with a maximum of two (2) consecutive terms of board membership.

Section 6. Treasurer: The Treasurer shall be responsible for the safeguarding of all funds received by the organization and shall have the authority to ensure their proper disbursement. The Treasurer shall attend all meetings of the General Membership, the Board of Directors and the Executive Committee.

The Treasurer shall oversee and ensure that accurate records of all financial transactions of the corporation, both income and expenses. The Treasurer shall have the power to endorse all deposits.

The Treasurer shall submit a Financial Report at each regular meeting of the Board. All expenditures shall be at the direction of and with approval of the Board consistent with the budget and policies approved by the Board.

The Treasurer shall insure that monies of the organization are deposited in the name of the Chamber in such financial institutions as the Board shall designate or invest in a manner approved by the Board. All checks withdrawing funds shall be signed by the Treasurer and in the absence of the Treasurer, then by the Chair or the Chair-Elect. All checks issued shall also be supported by a signed voucher to be maintained on record in the Chamber's offices. The President shall be authorized to collect delinquent member investments and may call for assistance as needed.

The Treasurer shall perform such other duties as directed by the Executive Committee, the Board of Directors, or the Chairperson. Term of office shall be for the duration of their Board term.

Chester County Chamber of Commerce - Bylaws

Section 7. Divisional Director: Divisional Directors should be appointed at the discretion of the Chair and shall be a current Board member in good standing. The term of office shall be one (1) year with a maximum of two (2) consecutive terms of board membership.

Divisional Directors shall present a Progress Report each month to the Board of Directors on the activity of their division.

The Divisional Directors shall attend all meetings of the General Membership and the Board of Directors. The Divisional Directors shall perform such other duties as directed by the Executive Committee or the Board of Directors.

Article X – Executive Committee

Section 1. Composition: The Executive Committee of the organization shall be composed of Chair, Immediate Past Chair, Chair-Elect, Treasurer, and President. The Executive Committee shall be accountable to the Board for its acts and may transact the business of the Chamber when the Board is not in session; further it shall be chaired by the Chair.

Section 2. Responsibility: In the interim between Board meetings, the Executive Committee shall transact business of the organization, reporting their activity to the Board. The Executive Committee, on behalf of the Board, shall have charge of the finances and property of the organization. It shall have the authority to order disbursements for necessary expenses and may grant to any committee a reasonable amount of expenses as well as funds for special work, taking into consideration all chamber finances provided such amount shall not exceed budget allowances for such work as previously approved by the Board.

The Executive Committee or designee shall be responsible for the annual performance review of the President based on metrics that are developed by the Committee and communicated to the President.

The Executive Committee may refer matters brought before it to a proper standing committee or to the Board.

Section 3. Term of Office: Amendment to former Article IX, Section 3, approved September 13, 1993: All members of the Executive Committee shall serve one (1) year. Their terms will begin on the first day of the year and end on the last day of the year or until they are properly replaced.

Section 4. Meetings: The Executive Committee shall meet upon the request of the Chair or any other two Executive Committee Members. A quorum of the Executive Committee shall be three (3) officers.

Chester County Chamber of Commerce - Bylaws

The Executive Committee may also meet, as needed, to handle urgent matters that are critical and cannot wait until the next regularly scheduled Board Meeting, but such meetings should be rare and such stop-gap decisions and actions shall be temporary in nature and subject to approval by the Board of Directors (e.g. temporary suspension of employee).

The President of the Chamber shall attend each Executive Committee meeting to be best informed of decisions made by that committee. The President will not have a vote at such meetings.

Section 5. Miscellaneous: Matters of seating, vacancies, quorum, voting and conflict of interest shall follow the same principles as those in place for the Board of Directors and be in accordance with parliamentary procedure.

Article XI – Committees

Section 1. General: The Board of Directors and the President shall actively recruit committee members who are interested in the committee goals and willing to work accomplishing its goals. Each committee working within the Chamber shall be responsible to the Board of Directors and the membership for planning and executing all functions/activities described herein. The Board of Directors shall have final approval for any function that is recommended by committees.

Each committee shall review the past year's mission and goals to be discussed annually. Committee programs and activities shall be self-funded wherever possible, and each committee shall submit a budget to the Board of Directors for approval.

Section 2. Authority of Committees: Committees shall be formed within or among divisions to address the implementation of the program of work or other areas as needed. They shall be established as directed by the program of work or by the Chair with the approval of the Board. The Chair shall appoint all Divisional Directors to serve a term concurrent with the Chair's term.

The Board shall approve the powers of all committees.

Section 3. Sunset Provision: All ad hoc committees upon completion of their appointed duties shall cease to exist on the last day of the year unless renewed by action of the Board. Standing committees shall automatically renew from year to year and all members of such shall continue until officially replaced. The dissolution of committees shall not require an amendment of the Bylaws nor shall the addition of committees require an amendment of the Bylaws. The Board of Directors as one of its functions shall remain in place in perpetuity:

- Executive Committee
- Finance Committee
- Bylaw Review Committee

Chester County Chamber of Commerce - Bylaws

- Nominating Committee
- Membership Committee

Section 4. Name: All committees shall be known by an appropriate descriptive title.

Section 5. Purpose: It shall be the function of committees to carry out the directives of the program of work, to conduct research and studies, make recommendations as approved or revised by the Board and as may be delegated to them by the Board. The Board, as its option, may or may not request that a separate committee be assigned the responsibilities of implementing the findings of any given committee.

Section 6. Composition: All committees shall be comprised of a Chair and a Recorder. The Chair and President shall be ex-officio members of all committees.

Section 7. Committee Chair: Each committee chair, whether elected by their committee, or appointed by the Board of Directors shall be responsible for recruiting committee members as deemed necessary to accomplish the goals and the tasks for the committee they represent. The Chair shall determine committee member duties and delegate those duties to appropriate personnel.

Committee Chairs shall report to the full board at the next board meeting.

Section 8. Proceedings: Written records of all committee proceedings relating to financial decisions shall be maintained by an appointed committee member to serve as Recorder. A record of those proceedings shall be maintained in the official records of the Chamber.

Section 9. Quorum: For purposes of a committee meeting, those members who are in good standing and present will constitute a quorum provided that: a written notice of the place, date, and time was sufficiently provided to all committee members, and that those present be at least the committee Chair and one (1) other committee member.

Section 10. Disbursements: In no instance may a committee or any member contract any debt on behalf of the Chamber which shall, in any manner, render the organization liable for payment of any sum unless the same shall have been first approved by the Board. No action or resolution by any committee shall be binding upon or constitute an expression of policies of the organization until it shall have been first approved by the Board.

Section 11. Authority to Solicit Funds: Permission to solicit funds from outside its own members will require the permission of the President.

Section 12. Resignation: Any member of any committee may resign at any time by delivering written notice to the Committee Chair. Unless otherwise specified therein, such

Chester County Chamber of Commerce - Bylaws

resignations shall be effective immediately upon delivery. Committee resignation shall not necessarily constitute a resignation from the Chamber or any other committee or office.

Section 13. Removal: Any member of any committee may be removed from a committee by two-thirds (2/3) vote of the Board after being requested to do so in writing with specificity by a majority vote of the other committee members.

Section 14. Dissolution: Any committee, excepting those listed in Section 2 of this Article, may be dissolved at the pleasure of the Board; further, any committee may be dissolved by the Board upon petition approved by two-thirds of the members of said committee and with Board approval; or may be suspended, reconstituted or dissolved by the Board for any action that is contrary to these Bylaws, rules, policy or regulations of the organization. At such time, any funds remaining in the name of that committee shall be transferred to the general fund of the Chamber.

Any committee may be dissolved by the aforementioned sunset provision.

Article XII – Minutes of All Meetings

Section 1. Minutes: Formal minutes of all meetings at any level of subdivision shall be required and maintained at the Chamber's offices. At a minimum these minutes should include the following:

- Place, date and time convened
- List of members present
- List of members absent and excused
- List of members absent and unexcused
- List of guests and staff present, if any
- An accurate and brief description of all action taken including:
 - a statement of all motions
 - by whom
 - a statement that the motion was seconded
 - vote results including any abstentions
 - entrance into Executive Session, the purpose and the re-entry into Regular Session
 - time meeting was adjourned

Minutes shall represent a summary of the committee meeting and not be regarded as verbatim. Minutes will not be taken during an executive session, if utilized.

Chester County Chamber of Commerce - Bylaws

Article XIII – President and Staff

Section 1. Staff of Operation: The President shall be the chief administrative officer of the organization under the direction of the Board.

The President shall be responsible to the Board for the general supervision of all staff. The President may delegate to staff members any of the duties herein set forth.

The President shall serve as advisor to the Officers and Committee Chairpersons of the organization and shall be a voting member of the Board and Executive Committee.

Further, the President shall be responsible for the administration of the Program of work in accordance with the adopted policies and procedures of the organization.

Section 2. Documents and Records: It shall be a duty of the President to conduct official correspondence; preserve all books, documents, and communications; keep books of accounting; and maintain an accurate record of the proceedings of the organization subdivisions.

Section 3. Hiring New Employees: The President shall have the authority to select and employ new staff members to fill vacancies that have been approved and funded in the budget by the Board of Directors. All new positions on the staff shall be created only by the Board.

Section 4. Termination of Employment of Regular Staff Employees: The President shall have the authority to terminate the employment of any staff member after proper notification of the intended employment action.

Article XIV – Policy

Section 1. Policy: All resolutions adopted by the Chamber and/or its subdivisions, all reports and other communications (excepting news releases) shall first be approved by the Board before publication. Committees and/or its individual members shall not, on their own action, commit the organization to policy. Any organizational commitments, policy, or procedure shall be made only by action of the Board or the full membership.

Article XV – Parliamentary Rules

Section 1. Procedure: The procedure of all meetings shall be governed and conducted according to the rules of procedures created and adopted by the Board of Directors and in compliance with the latest edition of Parliamentary Procedure, a copy of which shall be available and maintained in the Chamber office. However, if a conflict arises between these bylaws and the latest edition of Parliamentary Procedures, these bylaws shall prevail.

Chester County Chamber of Commerce - Bylaws

Article XVI - Finances

Section 1. Funds: All funds received by the organization will be placed in the proper accounts of the organization. The books of the organization shall be structured in such a manner to provide a clear separation of public and private monies.

Section 2. Budget: During November of each year, the President shall present to the Board or Executive Committee for revision and/or approval a detailed "line item" budget of anticipated revenues and expenses for the next year. This budget is not required to be preferably should be balanced and must be approved by the Board no later than December 31 of each year. No disbursements other than those provided for in the budget shall be made without the prior approval and authorization of the Board except as provided for in Article XVI of these Bylaws.

Section 3. Taxes/Filings: It should be the responsibility of the President to ensure that taxes, if any, and all local, state, and federal filings for the Chamber are completed on a timely basis.

Section 4. Bonding/Insurance: The President, and such other officers and staff as the Board of Directors may designate, shall be bonded by a sufficient fidelity bond in the amount set by the Board and paid by the Chamber. In the absence of such a bond, an acceptable substitution would be sufficient insurance protection under a Directors and Officers policy, covering the Officers and Staff as the Board may designate and paid by the Chamber.

Article XVII - Dissolution

The Chamber shall use its funds only to accomplish the objectives and purpose specified in these Bylaws and no part of said funds shall insure or be distributed to the members of the Chamber. On dissolution of the Chamber, any funds remaining shall be distributed to one or more non-profit or not-for-profit organizations qualifying under IRS Section 501(c) to be selected by the Board.

Article XVIII - Severability

If any provision of these Bylaws or the application thereof to any person or circumstances shall be held invalid or unenforceable to any extent by a court of competent jurisdiction, such provision shall be complied with or enforced to the greatest extent permitted by law as determined by such court, and the remainder of these Bylaws and the application of such provision to other persons or circumstances shall not be affected thereby and shall continue to be complied with and enforced to the greatest extent permitted by law.