

Approved.

**WINSTON AREA CHAMBER OF COMMERCE
BYLAWS**

ARTICLE I — NAME

The name of this Corporation shall be the Winston Area Chamber of Commerce.

ARTICLE II · OBJECT

The Winston Area Chamber of Commerce is organized for the purpose of advancing the commercial, industrial, civic and general interests of the Winston area, and its activities shall be non-partisan, non-sectarian and does not support any political candidate.

ARTICLE III - MEMBERSHIP

There shall be three classes of membership with the qualifications for each as follows:

- (a) An individual, non-business membership;
- (b) A for-profit or non-profit business, corporation, public utility, commission or company operating within the Winston area, and entities whose head office is not within the Winston area;
- (c) Honorary Membership. This organization, at their discretion, may recognize exceptional distinction and loyalty, and naming an Honorary Membership. The waiving of the dues will be considered on an individual basis for a one year period.

ARTICLE IV - OFFICERS

- SECTION 1: The officers of this organization shall be President, Vice President, Secretary, Tourism Director, and Treasurer.
- SECTION 2: These officers shall be elected by ballot, if more than one name is submitted for an office, or by voice vote if only one nominee for each office. This ballot or voice vote shall be cast at the meeting preceding the annual installation. They shall hold office until their successors are duly installed.
- SECTION 3: If any office except that of President becomes vacant during the year a successor to fill the unexpired term shall be named by the Board. A vacancy in the office of President shall be filled by the Vice President for the unexpired term.

ARTICLE V - DUTIES OF OFFICERS

- SECTION 1: The President shall preside at all meetings of the organization and the Board; shall appoint all committees with approval by the Board; be ex officio member of all committees, except the nominating committee, and shall in general supervise all the activities of the organization and perform such other duties as pertain to the office.
- SECTION 2: The Vice President shall perform the duties of the President in the absence of this Officer; shall be in charge of coordinating the other committee activities as to programs and be certain that we have an adequate program each meeting it is required. The Vice President shall become President the following year.

SECTION 3: The Secretary shall conduct the official correspondence of the Chamber, Board, and committees; shall have custody of the post office box key and shall frequently forward appropriate correspondence to the Treasurer. At the expiration of the term of office shall deliver to the Board copies of all official correspondence.

SECTION 4: The Treasurer shall receive and disburse the funds of the Chamber. Shall keep all monies of the Chamber deposited in its name; shall keep accurate records of all income and disbursements and shall report regularly to the Board; shall send out dues statements each December and as prospective members become known; shall maintain a current record of membership dues paid, and see that the list of members is forwarded to the secretary.

The financial records of the organization shall be audited annually by a person or persons appointed by the President within 30 days of the close of the year.

SECTION 5: Other duties of the Treasurer, Retiring President, Vice President, and Incoming Vice President shall include serving as a budget committee; The Treasurer shall serve as chairperson of the budget committee. The budget should be prepared and submitted to the Board within 30 days of the annual audit. The Board shall approve this annual budget by a two-thirds majority and submit it to the next regular meeting of the Chamber and be approved by a two-thirds majority of those present. Budget expenditures of more than \$250.00 appearing in the approved budget do require further authorization.

The bank account(s) shall require signatures of any two (2) of four (4) officers and/or board members designated by the board. Limits set by the budget should not be exceeded without Board and general membership approval.

SECTION 6: The duties of the Tourism Director shall be to promote tourism, shall oversee the activities of the Visitors Center, and keep the Chamber membership informed of tourism activities. The Tourism Director shall report to the Board on a monthly basis.

ARTICLE VI - BOARD

SECTION 1: The Board shall consist of the President, the Vice-President, the Secretary and the Treasurer, each serving one-year terms. Additional Directors, elected by the Members, will make up the difference, not to exceed fourteen (14) total members, including the corporation's past President. The term of office for each newly elected board member shall be three years, with the exception of the Past President which will be for one year. In the event there is no past president, an additional board member may be selected to fill the past president position to maintain a quorum for board meetings.

SECTION 2: The Board shall meet once each month at a place and time set by the Board. Special meetings may be called by the President, or by a majority of the Board at any time and place they designate with notification in writing to each member of the Board.

SECTION 3: In September each year a nominating committee shall be appointed by the Board, naming the Vice President as Chairperson. The duty of this committee shall be to nominate candidates for each office, ascertain their eligibility and obtain their permission to submit their names as candidates.

SECTION 4: A majority of the Board shall constitute a quorum.

SECTION 5: Any officer or director failing to attend three unexcused or prearranged absences of regular Board meetings shall, at the discretion of the Board, forfeit the office and shall be replaced by President appointment, following majority vote.

SECTION 6: The Board shall have general supervision of the affairs of the Association between its business meetings, fix the hour and place of meetings, make recommendations to the Association, and shall perform such other duties as are specified by these bylaws. The Board shall be subject to the orders of the Association, and none of its acts shall conflict with action taken by the Association.

ARTICLE VII - DUES

Dues of this organization shall be as follows according to membership classification in Article III. They are due and payable on January first (1st) and delinquent after March fifteenth (15th). New members joining after July first (1st) will pay half of the yearly dues. Any full year dues paid after November first (1st) shall cover the following calendar year. Until dues are paid a member may not vote, hold office or be considered a member in good standing. Memberships are automatically cancelled if dues are not paid by March fifteenth (15th). The board has the right to waive any or all dues.

ARTICLE VIII - MEETINGS

SECTION 1: An annual meeting shall be held each year, at such time and place as the Board shall designate. This shall include installation of officers. The organization year begins January first (1st) and ends December thirty-first (31st).

SECTION 2: Annual reports shall be submitted to the membership at a meeting each year, at such time and place as the Board shall designate.

SECTION 3: Regular meetings of this organization shall be held at such time and place as the Board shall designate.

SECTION 4: Special meetings may be called by the President, or upon the written request of three members of the organization. No business shall be transacted except that specified in the call to the special meeting.

ARTICLE IX - COMMITTEES

SECTION 1: **BOARD COMMITTEES** may be created by the Board of Directors. Members of such committees shall be appointed by the President for the organization year. The President shall select a chair-person and other appropriate officers for each committee. Each committee shall consist of one or more directors. Each chairperson shall prepare and submit a budget to the Budget Committee and the Board of Directors for approval. The provisions of these bylaws governing meetings, action without meetings, notice and waiver of notice, and quorum and voting requirements of the Board of Director shall apply to committees and their respective members. Committees of the Board of Directors may, to the extent specified by the Board of Directors, exercise the authority of the Board of Directors, but no committee of the Board of Directors may:

- a. Authorize distributions of the corporation;
- b. Approve or recommend to the Members dissolution, merger or sale, pledge or transfer of all or substantially all of the corporation's assets;
- c. Elect, appoint or remover directors or fill vacancies on the Board of Directors or on any committee of the Board of Directors; or
- d. Adopt, amend or repeal the articles of incorporation or bylaws of the corporation.

SECTION 2: **NOMINATING COMMITTEE** shall consist of three (3) members. One member of the Nominating Committee shall be a member of the Board of Directors. Two (2) members of the Nominating Committee shall be Members not serving on the Board of Directors. The Nominating Committee shall serve for a period of one (1) year following appointment. The Nominating Committee shall have no power to act on behalf of, or to exercise the authority of, the Board of Directors, but may make recommendations to the Board of Directors.

ARTICLE X - AMENDMENTS

These Bylaws may be amended by first presenting said amendment to a regular Board meeting and passed by two-thirds of the Board. After recommendation to the general membership, said amendment shall be mailed to each general member ten days prior to the general or regular meeting and ratified by two-thirds of those present. The Bylaws should be reviewed every 2 years.

ARTICLE XI - AUTHORITY

The rules contained in Roberts Rules of Order, Newly Revised, shall govern the organization in all cases to which they are applicable and in which they are not inconsistent with these Bylaws.

ARTICLE XII - DISSOLUTION

Should the Winston Area Chamber of Commerce cease to exist, any and all funds remaining shall be distributed to other local area community organizations as the Board determines at that time.

Adopted October 24, 1972

Amended January 20, 1973

Amended February 26, 1974

Revised and amended March 28, 1978

Amended December 1979

Amended October 1982

Amended December 1984

Amended December 1985

Amended April 1986

Amended October, 22 1991

Amended January 24, 1995

Amended October 28, 1997

Amended September 26, 2000

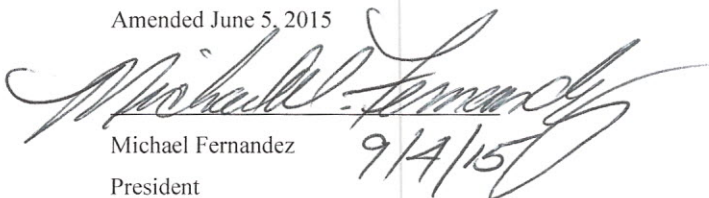
Amended March 22, 2005

Amended November 27, 2007

Amended February 4, 2011

Amended October 13, 2011

Amended June 5, 2015


Michael Fernandez
President