



## **BY-LAWS OF THE COCHRAN-BLECKLEY COUNTY CHAMBER OF COMMERCE**

### **CONTENTS**

#### **ARTICLE I – GENERAL**

- Section 1 – Name
- Section 2 – Mission Statement
- Section 3 – Methods

#### **ARTICLE II – MEMBERSHIP**

- Section 1 – Eligibility
- Section 2 – Classes and Voting Privileges
- Section 3 – Dues
- Section 4 – Termination of Membership

#### **ARTICLE III – BOARD OF DIRECTORS**

- Section 1 – Composition of the Board of Directors
- Section 2 – Selection and Election of Directors
- Section 3 – Orientation
- Section 4 – Resignation of Directors
- Section 5 – Vacancies

#### **ARTICLE IV – OFFICERS**

- Section 1 – Determination of Officers
- Section 2 – Duties of Officers
- Section 3 – Executive Committee

#### **ARTICLE V – MEETINGS**

- Section 1 – Annual Meeting
- Section 2 – Board of Directors Meetings
- Section 3 – Quorum and Voting

**ARTICLE VI – POLICY**

Section 1 – Policy

**ARTICLE VII – COMMITTEES AND DIVISIONS**

Section 1 – Appointment and Authority

Section 2 – Limitation of Authority

Section 3 – Testimony

**ARTICLE VIII – FINANCES**

Section 1 – Funds

Section 2 – Disbursements

Section 3 – Fiscal Year

Section 4 – Budget

Section 5 – Annual Review / Audit

**ARTICLE IX – DISSOLUTION**

Section 1 – Dissolution

**ARTICLE X – RULES**

Section 1 – Rules

**ARTICLE XI – AMENDMENTS OF BY-LAWS**

Section 1 – Amendments

**ARTICLE XII – EFFECTIVE DATE**

Section 1 – Effective Date

## **ARTICLE I – GENERAL**

### **1.1 – NAME**

This organization is incorporated under the laws of the State of Georgia and shall be known as the Cochran-Bleckley County Chamber of Commerce, Inc. Its principal offices shall be located within the corporate limits of the City of Cochran, Georgia.

### **1.2 – MISSION STATEMENT**

To promote local business growth and healthy community relationships.

### **1.3 – METHODS**

The Cochran-Bleckley County Chamber of Commerce shall observe all local, state and federal laws, which apply to a non-profit organization as defined in Section 501 (C) (6) of the Internal Revenue Code.

The Chamber shall be nonpartisan and nonsectarian, and in its activities and areas of responsibilities within the community of Cochran and vicinity, it shall be non-sectional.

## **ARTICLE II – MEMBERSHIP**

### **2.1 – ELIGIBILITY**

Any person, corporation, partnership, proprietorship, institution, or estate of good standing, in sympathy with the objectives of the Cochran-Bleckley County Chamber of Commerce, Inc., shall be eligible for membership in this organization.

### **2.2 – CLASSES AND VOTING PRIVILEGES**

The membership of the Cochran-Bleckley County Chamber of Commerce, Inc., shall be ACTIVE and EX-OFFICIO.

#### **2.2.1 – ACTIVE MEMBERS**

Any individual, firm, corporation, proprietorship institution, or association eligible for membership may have an ACTIVE Membership in the Chamber of Commerce, including the right to vote.

- A. An individual member shall be defined as any person who is not eligible for membership as a firm or corporation. Individual memberships do not carry business designations, so investments are at a lesser rate.
- B. A firm or corporation shall be defined as any business or service which operates legally under the laws of the State of Georgia. Firms and corporations shall receive designations as such, so investments are at a higher rate.

### **2.2.2 – EX-OFFICIO MEMBERS**

Elected or appointed officials or representatives from the following agencies shall serve as an advisor to the board in a non-voting capacity: Bleckley County Board of Commissioners (Sole Commissioner), City of Cochran (Mayor), Bleckley County Board of Education (Superintendent), Middle Georgia State University (President/Community Director), and Cochran-Bleckley Industrial Development Authority (Chairman).

### **2.3 – DUES**

Membership dues shall be at such rate or rates, schedule or formula as may be from time to time prescribed by the Board of Directors. Annual dues are billed on a 12-month recurring schedule based on join date.

### **2.4 – TERMINATION OF MEMBERSHIP**

A member of the Cochran-Bleckley County Chamber of Commerce can be terminated for one of the following reasons:

- A. Any member may resign from the Chamber upon written request to the Board of Directors.
- B. Any member is considered not in good standing and will be expelled for nonpayment of dues after ninety days (90) from the date due, unless otherwise extended for good cause.
- C. Any member may be expelled by a two-thirds vote of the Board of Directors, at a regular scheduled meeting thereof, for conduct unbecoming a member or prejudicial to the aims or repute of the chamber, after notice and opportunity for a hearing are afforded the member complained against.

## **ARTICLE III – BOARD OF DIRECTORS**

### **3.1 – COMPOSITION AND TERM OF THE BOARD OF DIRECTORS**

The government of the Chamber, its work, and the control of its property shall be vested in a Board of Directors composed of ten (10) members which are eligible to vote and hold office. The term of an elected Board of Director shall commence at the regularly scheduled meeting in January following their election unless otherwise noted. Each Director shall serve a three (3) year term but shall be eligible to serve a consecutive second term if he/she has proven to be a worthwhile member of the Board of Directors by fulfilling the terms and commitments dictated by the by-laws during their previous term. No Director who has served two (2) consecutive three (3) year terms is eligible for a third consecutive term. Such Director(s) shall retire for one (1) year from the Board of Directors before being eligible to be placed on the nomination list for another term.

### **3.2 – SELECTION AND ELECTION OF DIRECTORS**

During the month of September, the President/CEO and/or Chairman shall solicit names from the general membership for consideration for the following year's Board of Directors positions by email invitation to the membership. A member in good standing may present a nomination form recommending an individual to be considered by the Nominating Committee for nomination to the Board of Directors. A member in good standing may also present a nomination form recommending themselves to be considered by the Nominating Committee. The notice shall state the deadline by which written recommendations must be received into the Chamber office and a minimum of two weeks must be given to accept recommendations.

Nominating Committee, who will review all recommendations, shall consist of the past Chairman, the Chairman, the Vice Chairman, and the President/CEO. The Chairman shall serve as the Chair of the Nominating Committee.

At the October Board of Directors meeting, the Nominating Committee shall present a slate of candidates to serve three-year terms to replace the Directors whose regular terms are expiring. The Board of Directors shall approve the appropriate number of candidates to maintain ten (10) voting Directors and shall present them to the general membership by email announcement prior to the commencement of their term.

### **3.3 – ORIENTATION**

Newly appointed Directors will attend and complete orientation prior to installation.

### **3.4 – RESIGNATION OF DIRECTORS**

It shall be the duty of every member of the Board of Director to attend all regular and called meetings of this Board and to advise the President/CEO in advance of any meeting he/she is unable to attend. If a Director is unable to fulfill, his/her duties, the Director may resign by giving written notice to the President/CEO. If a Director is absent from two (2) consecutive or three (3) total meetings during a fiscal year, this shall be considered a resignation. Upon written request by the Director, the Board may allow that Director's resignation to be withdrawn if such action is taken before the vacancy has been filled.

### **3.5 – VACANCIES**

Should a vacancy occur for any reason between annual elections within the Board of Directors or among the officers, the position may be filled by recommendation from the Executive Committee to the Board of Directors by a majority vote.

## **ARTICLE IV – OFFICERS**

### **4.1 – DETERMINATION OF OFFICERS**

The Board of Directors at its regular November meeting shall re-organize for the coming year.

The nominating committee for Directors shall also nominate the officers each year. At this meeting, the Board shall elect the Chairman, Vice Chairman, and Secretary-Treasurer to conduct the activities for the Chamber.

Officers will be elected from members of the new Board of Directors. All officers shall serve for a term of one (1) year or until their successor assumes the duties of office, and they shall be voting members of the Board.

Once selected as the Chairman or Vice Chairman, the previous three-year term dictated for a Board of Director shall terminate. A new three-year term shall be set in place and shall conclude at which point the officer serves his/her final year as Past Chairman.

#### **4.2 – DUTIES OF OFFICERS**

Chairman: The Chairman shall be the head of the Cochran-Bleckley County Chamber of Commerce, Inc. and shall preside at all meetings of the membership and the Board of Directors. The Chairman shall designate committees and committee chairman and make assignments in order to achieve the goals and objectives of the Cochran-Bleckley County Chamber of Commerce, Inc. The Chairman shall seek counsel, advice, and approval of the Board of Directors concerning committee establishment. With the approval of the Board of Directors, the Chairman shall sign all deeds, contracts, and other instruments affecting the operation of the Chamber or any of its properties, and shall, along with the Secretary-Treasurer sign all formal documents of the Chamber. The Chairman will become the Past Chairman the following year.

Vice Chairman: The Vice Chairman shall serve as the Vice Chief Officer of the Cochran-Bleckley County Chamber of Commerce, Inc. and perform the duties of the Chairman in the absence of the Chairman.

Secretary-Treasurer: The Secretary-Treasurer shall serve as the Secretary and Treasurer of the Cochran-Bleckley County Chamber of Commerce, Inc. The Secretary-Treasurer shall be the technical custodian of all funds of the Chamber and shall present a financial report to the Board of Directors at the monthly Board meetings when requested. The Secretary-Treasurer shall, along with the Chairman, sign all deeds, contracts and other instruments affecting the operation of the Cochran-Bleckley County Chamber of Commerce, Inc. or any of its properties and sign all formal documents thereof.

Past Chairman: The Past Chairman shall serve on the Executive Committee. As such, the Past Chairman will advise the Chairman and the Board of Directors concerning matters that are ongoing to provide continuity and corporate knowledge.

President/CEO: The Board of Directors may employ a President/CEO and shall fix his/her

salary and other consideration of employment. The President/CEO shall serve as advisor to the Chairman and assist the Board in meeting the goals and objectives of the Cochran-Bleckley County Chamber of Commerce, Inc. The President/CEO shall serve as the chief administrative officer for the organization and prepare appropriate reports necessary to keep the members informed of the organization's goals, programs, and achievements. The President/CEO shall be a non-voting member of the Board of Directors, the Executive Committee, and all other committees.

With assistance from the committee chairs, the President/CEO shall be responsible for administration of the program of work in accordance with the policies and regulation of the Board of Directors.

In addition to the Chairman, Vice Chairman and Secretary-Treasurer, the President/CEO shall be authorized to co-sign checks on behalf of the Cochran-Bleckley County Chamber of Commerce, Inc.

The President/CEO shall be responsible for:

- A. The directing and supervising of all employees. The hiring and discharging of all employees shall be done by the President/CEO with the approval of the Board of Directors.
- B. The preparation of an operating budget covering all activities of the Chamber, subject to approval of the Board of Directors.
- C. All expenditures with approved budget allocations.
- D. Performing additional duties as may be assigned by job description adopted by the Board of Directors.

#### **4.3 – EXECUTIVE COMMITTEE**

The Executive Committee shall act for and on behalf of the Board of Directors when the Board is not in session, but shall be accountable to the Board for its action. The Executive Committee shall review the performance of the President/CEO to include the budget and the program of work. The Executive Committee shall be composed of the Chairman, Vice Chairman, Secretary-Treasurer, Past Chairman and President/CEO. The Chairman will serve as Chairman of the Executive Committee.

## **ARTICLE V – MEETINGS**

### **5.1 – ANNUAL BOARD OF DIRECTORS PLANNING MEETING**

The Board of Directors shall meet annual during the last quarter of each year for a planning meeting. The time and place shall be determined by the Board of Directors and attendance shall be highly recommended for all Directors.

### **5.2 – BOARD OF DIRECTORS MEETINGS**

The Board of Directors shall provide for regular monthly meetings of the Chamber Board and general membership. This meeting will be made known to the public in accordance with Open Meetings/Open Records Acts within 24 hours of meeting time.

If a Board Director is unable to attend a meeting for any reason, he/she shall be able to call into a meeting once per year and shall not be counted as absent from said meeting. There shall not be more than one Director per meeting that shall attend via conference call and attendance via conference call shall be scheduled prior to said meeting.

### **5.3 – QUORUM AND VOTING**

Fifty percent (50%) of the elected ten (10) Board of Director members shall constitute a quorum for transacting business at a regular or special meeting of the Chamber.

The Board of Directors shall act upon the affirmative vote of those Directors present and voting when a quorum is present.

Votes may be submitted electronically on agenda items following a board meeting in the absence of a quorum or at the discretion of the Chairman.

## **ARTICLE VI – POLICY**

### **6.1 – POLICY**

The Board of Directors is responsible for formulating the policies of the Chamber. These policies shall be maintained in a policy manual, to be reviewed annually and revised as necessary.

## **ARTICLE VII – COMMITTEES AND DIVISIONS**

### **7.1 – APPOINTMENT AND AUTHORITY**

The Chairman, by and with the approval of the Board of Directors, shall appoint all committees and committee chairs. He/She may appoint such ad hoc committees and their chairpersons as he/she deems necessary to carry out the program of the Chamber. Committee appointments shall be at the will and pleasure of the Chairman and in no event,



shall exceed the term of the appointing Chairman.

## **7.2 – LIMITATION OF AUTHORITY**

No action by any Member, Committee, Employee, Director, or Officer shall be binding upon, or constitute an expression of the policy of the Chamber until it shall have been approved or ratified by the Board of Directors.

Committees shall be discharged by the Chairman when their work has been completed and their reports accepted, or when, in opinion of the Board of Directors, it is deemed wise to discontinue the committee.

## **7.3 – TESTIMONY**

Once committee action has been approved by the Board of Directors, it shall be incumbent upon the committee chair or, in his/her absence, whom he/she designates from his/her committee as being familiar enough with the issue to give testimony to, or make presentation before, civic and governmental agencies rather than members of the staff who may be in attendance.

# **ARTICLE VIII – FINANCES**

## **8.1 – FUNDS**

All money paid to the Cochran-Bleckley County Chamber of Commerce, Inc. shall be placed in a general operating fund.

All funds shall be accounted for and be subject to internal audit at any time. The President/CEO shall be accountable and responsible for all such funds.

## **8.2 – 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. Disbursements shall be by check. All checks, drafts, or orders for the payment of money shall be signed by no less than two of the following: Chairman, Vice Chairman, Secretary-Treasurer, Past Chairman person or persons as the Board of Directors may from time to time designate. All checks issued will be properly completed before signatures can be acquired.

## **8.3 – FISCAL YEAR**

The fiscal year of the Chamber shall run January 1 to December 31.

## **8.4 – BUDGET**

The President/CEO shall prepare an operating budget covering all activities of the Chamber,

but shall consult with the Chairman, Vice Chairman, Secretary-Treasurer, and Past Chairman on said budget. The proposed budget shall be submitted to the Board of Directors for approval no later than the December meeting.

#### **8.5 – ANNUAL REVIEW / AUDIT**

The Cochran-Bleckley County Chamber of Commerce shall not perform an annual review/audit but shall have all bank accounts reviewed annually with an independent public accountant / certified public accountant along with the President/CEO, Chairman and Secretary-Treasurer.

At any point the Board of Directors sees the need to have a review / audit performed, they shall work with an independent public accountant / certified public accountant to have the document completed. Any written review / audit performed shall be presented no later than the July meeting and shall be available at all times to the members of the organization.

### **ARTICLE IX – DISSOLUTION**

#### **9.1 – DISSOLUTION**

Upon the dissolution of the Cochran-Bleckley County of Commerce, the Board of Directors shall, after paying all of the liability of the Chamber, distribute any funds remaining 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)(3) or Section 501(c)(6). The Chamber shall use its funds only to accomplish the objectives and purposes specified by these by-laws and no part of said funds shall inure, or be distributed to the members of the Chamber.

### **ARTICLE X – RULES**

#### **10.1 – RULES**

The current edition of Roberts' Rule of Order shall be the final source of authority in all questions of parliamentary procedure when such rules are not inconsistent with the charter or by-laws of the Chamber.

### **ARTICLE XI – AMENDMENTS OF BY-LAWS**

#### **11.1 – AMENDMENTS**

The by-laws adopted by the Cochran-Bleckley County Chamber of Commerce, Inc. may be amended, altered, repealed, or added to at any regular meeting of the Board of Directors or any special meeting called for that purpose by affirmative vote of a majority of the whole authorized number of Directors.

**ARTICLE XII – EFFECTIVE DATE**

**12.1 – EFFECTIVE DATE**

Any previous by-laws adopted by the Cochran-Bleckley County Chamber of Commerce, Inc., are hereby rescinded and replaced by the foregoing by-laws adopted on the 8<sup>th</sup> day of May 2020 to be effective on the 8<sup>th</sup> day of May 2020.

Dated this the 8<sup>th</sup> day of May 2020.

Mike Stoy  
Chairman, Board of Directors

Andy Lucas  
President/CEO, Chamber of Commerce