

BY LAWS
OF THE
D'IBERVILLE - ST. MARTIN AREA CHAMBER OF COMMERCE
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D'IBERVILLE - ST. MARTIN AREA CHAMBER OF COMMERCE
(A Mississippi Non-Profit Corporation)

BY LAWS

ARTICLE I - General Information

1.01 Name

The name of this organization is the D'Iberville - St. Martin Area Chamber of Commerce.

1.02 Principal Office

The principal office and any other offices of the Chamber for the transaction of its business is to be located in the geographical area designated by the Board of Directors and the membership.

1.03 The purposes of the Chamber include:

- a. The D'Iberville - St. Martin Area Chamber of Commerce is organized for the purpose of advancing the commercial, industrial, civic and general interests of the greater D'Iberville - St. Martin area.
- b. The Chamber is to channel the needs and demands of the business community through a civic organization of concerned leaders who will strive for progress and the betterment of the community.

1.04 Restrictions

All policies and activities of the Chamber shall be consistent with:

- a. Applicable federal, state and local antitrust, trade regulation or other legal requirements.
- b. Applicable tax exemption requirements under Section 501(c) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

- c. Applicable dissolution requirements of aforementioned Section 501 (c) Code section which outline distribution of assets of the corporation to other qualified organizations.
- d. Applicable laws pertaining to Equal Opportunity, Non-Discrimination, Non-Partisan and Non-Sectarian activities.

1.05 Member

"Member" shall refer to both active members, associate members and honorary members.

1.06 Notice

Any reference to the time a notice is given or sent in these By Laws means the time a written notice by mail is deposited in the United States mail, postage prepaid; or the time any other written notice is delivered to a common carrier for the transmission. Email is considered to be the same as regular postal mail for all purposes.

1.07 Parliamentary Authority

Unless otherwise specified in these By Laws, the rules contained in the current edition of Robert's Rules of Order Revised shall govern the Chamber in all cases to which they are not inconsistent with the law.

ARTICLE 11 - Members

2.01 Classification of and Rights of Membership

- a. Active members in good standing shall enjoy all rights and privilege of the Chamber and is the only classification that has the right to vote and hold office.
- b. Associate memberships are primarily for civic, social and church groups.

- c. Honorary memberships are granted to city and county leaders as well as to any person of distinction, who has rendered service to the Chamber or the community at large after a majority vote by the Board of Directors.

2.02 Member in Good Standing

A member in good standing is defined as any individual, business or representative of a business concern, who has made application for membership and who has paid the annual dues as set forth by the Board of Directors.

2.03 Membership Decals

Each member shall receive a membership Decal which indicates the year of active membership.

2.04 Member Liability

No member shall be personally or otherwise liable for any obligation of the Chamber.

2.05 Compensation

No person who holds office in the Chamber shall be employed by the Chamber. Members who serve in volunteer or elective positions for the Chamber shall do so without remuneration; however, the Board of Directors may allow reimbursement for actual and approved expenses incurred for the Chamber business.

2.06 Chamber Records

All official correspondence, papers and records of the Chamber will be kept in the Chamber office. Any official records in the possession of members when serving as Officers, Directors or Members of committees are the property of the Chamber and shall be turned over to their successors upon completion of their terms in office.

3.01 Setting Annual Dues

The Board of Directors shall set the amount of annual dues for the membership.

a. The categories of membership dues for the Chamber are:

Individual

Small Business (1 to 4 employees)

Intermediate Business (5 to 25 employees)

Large Business (over 25 employees)

b. Honorary members do not pay dues.

3.02 Payment of Dues

a. Membership dues are due and payable January 1 of each year. The dues shall be paid annually or semi-annually in advance.

b. New members' dues shall be prorated when joining the Chamber during the last nine months of the year.

c. If any member shall fail to pay his/her dues within three months after date of renewal, they will be dropped from the membership.

ARTICLE IV - Meetings

4.01 General Meetings

General membership meetings may be held at the discretion of the Board of Directors. An Annual meeting of the General membership shall be held prior to February 28 of each year. Date, place and hour to be designated by the Board of Directors.

4.02 Board Meetings

Board meetings shall normally be held the second (2nd) Thursday of each month; however, these meetings may be rescheduled at the discretion of the President with approval of a majority of the Board.

The Board may be addressed by visitors during “Recognition of Visitors” and when recognized by the Board President. The visitor wishing to address the Board shall identify him/herself (first and last name, residential address, and organization represented if any) and limit his/her comments to 3 minutes. The visitor shall observe the Board President’s decision to shorten public comment and/or to determine procedural matters regarding public participation not otherwise covered in Board policy. If more than three minutes are needed for a visitor to address the Board, the visitor needs to meet with the Executive Director and submit a completed Visitor Participation Statement to him/her at least one week prior to the scheduled Board meeting. This form shall be presented to the President for approval/rejection and/or modification. During “Recognition of Visitors”, Board members are discouraged from engaging in a discussion with the visitor nor provide an opinion until its members have had an opportunity to discuss the topic as a Board at a later time; however, Board members may ask questions for clarification and additional information. If appropriate, the visitor will receive a response from an administrator following the meeting as soon as possible.

Special meetings of the Board may be called at the discretion of the President subject to advance notification in writing/email three (3) days prior to meeting.

All meetings of the Board of Directors shall be open to the members.

The D’Iberville - St. Martin Area Chamber of Commerce and/or any Board of Directors shall not endorse any Business, Person, or political candidate, etc.

4.03 Quorum and Voting

A quorum of the Chamber of Commerce Board of Directors shall consist of a six (6) board directors that are in good standing.

A simple majority rules on all voting of the Board and the General Membership.

The President as Chairman of the Board shall vote on matters brought before the Board only in case of a tie vote. All reference to majority vote in the By Laws shall be understood to be simply majority.

ARTICLE V - Directors

5.01 The Board of Directors

The Board of Directors shall consist of not less than (13) directors, not to exceed (18) directors, including the immediate past President.

The purpose of the Board of Directors is to set policy for the D'Iberville - St. Martin Area Chamber of Commerce. The Board of Directors are required to participate and encourage fund raising and to set direction for the Board.

5.02 Qualifications and Terms of Office

All directors will serve one-year terms, including the immediate past President.

5.03 Election of Board of Directors

At the September Board of Directors meeting, the President will appoint a Nominating committee. This committee will make recommendations to the Board at the October meeting. The Secretary or Executive Director will mail/email this list to the general membership in good standing by November 1st. Ballots are to be mailed/emailed or brought to the Chairman by December 1st. These votes are to be counted by the Board of Directors at the December meeting, with winners being notified by mail/email.

5.04 Duties and Responsibilities

The Board of Directors shall be the governing body of the Chamber and shall have the authority and responsibility for the supervision, control and direction of the Society.

5.05 Removal of Directors

A Director shall be removed from office for unexcused absence at three (3) consecutive meetings of the Board per year.

5.06 Vacancies

If a Directorship becomes vacant for any reason, the President shall fill that vacancy for the remaining term by appointment.

ARTICLE VI - Officers/Executive Director

6.01 Officers of the Chamber

The Officers of the Chamber shall be a President, a Vice-President, a Secretary/Treasurer and the Immediate Past President, each of whom shall be a member in good standing. The president may appoint a director to serve as an Officer of the Chamber.

6.02 Election of Officers

The incoming Board of Directors will elect the officers from themselves.

A nominating committee consisting of the President, Past President, Secretary/Treasurer, Vice President and a Chamber member to be appointed by the President shall meet in December after election of the Board of Directors for the purposes of nominating officers. The officers shall then be elected at the January meeting from the floor.

6.03 Removal of Officers and/or Directors

An Officer and/or Director shall be removed from office for unexcused absence at three (3) regularly scheduled meetings of the Board. An officer and/or director may be removed from office if said officer and/or director acts in a manner detrimental to the efforts and goals of the Chamber. Such removal must be by a three-fourths vote of the Board of Directors excluding the officer and/or director being removed.

6.04 Vacancies

If because of disability, resignation or other cause any office becomes vacant, the President shall appoint a director to serve the remainder of that term.

6.05 President

The President shall be the Chief Executive Officer of this organization and shall also serve as Chairman of the Board of Directors. The President shall preside at all members meetings and Board meetings. The President shall exercise general supervision over the affairs of the Chamber and shall have such other powers and perform such other duties as the Board or the By Laws may prescribe.

6.06 Vice-President

If for any reason the President is absent or unable to perform his/her duties the Vice-President shall occupy this position and have the same authority of the office, he/she fills. The Vice-President shall also be the Chairman of the By Laws committee and shall be responsible for proposing amendments as necessary.

6.07 Secretary/Treasurer

The office of Treasurer has been combined with the office of Secretary. At such time that the Board of Directors desires and votes to do so, these offices may be separated.

The Secretary, or designate, shall keep the minutes of all members' meetings and Board meetings, shall maintain proper books and records of the membership rolls of the Chamber, shall have custody of the seal of the Chamber and shall have other such duties as the Board or By Laws may prescribe. The Secretary shall have general supervision of the Executive Director and other employees.

The Treasurer shall be the Chief Financial Officer of the Chamber. The Treasurer, or designate, shall receive all funds of the Chamber and deposit same in the name of the Chamber in such bank or banks as the Board may select, shall maintain complete records and books of account of all the financial affairs and transactions of the Chamber. He/she shall render a report and account to the Board relative to the administration thereof upon request of the Board and shall have such other duties as the Board or By Laws may prescribe.

6.08 Executive Director

The Executive Director shall be the Chief Administrative Officer of the Chamber. The Executive Director may be the designate of the Secretary/Treasurer. The Executive Director will attend all Board of Director meetings, keep the minutes and financial statements, conduct correspondence, preserve the books, documents, records and communication, keep books of account and maintain an accurate record of the proceedings of the Chamber, of its Board of Directors and all committees. The books of this organization shall be subject to review by a disinterested qualified person upon termination of tenure of office by the Executive Director.

The Executive Director will be a non-voting member of the Board of Directors and the Executive Operations committee.

The Executive Operations committee will establish operating guidelines for the Executive Director to follow. These guidelines are subject to Board Approval.

The Executive Director primary responsibility will be to ensure that the Board of Directors and Executive Committee are always operating within the established By Laws and that all items that are time sensitive are met.

6.09 Reports

- a. The Executive Director shall prepare a statement of Income and Expenses and submit to the Board at the regular monthly meetings.
- b. Operating Statements and balance sheets with a current period and year to date column will be prepared semi-annually and at the request of the President.
- c. The President, Executive Director, Past President and Secretary/Treasurer will conduct an annual internal audit and report the outcome of this audit at the February Board of Directors meeting.
- d. In addition, an outside review will be done annually by a Public Accountant.
- e. Other reports are to be prepared as requested by the Board of Directors.

6.10 Succession

All Officers shall be eligible to succeed themselves with the stipulation that no Officer shall serve more than two (2) consecutive terms in his/her office.

ARTICLE VII - Committees

7.01 Committee Members

All committee chairmen and committee members shall be members in good standing. The President and the Vice-President shall be ex officio members of all committees.

7.02 Standing Committees

The President and/or the Board shall appoint the following standing committees:

- i. By Laws -
 - a. This committee shall be chaired by the First Vice-President.
- ii. Executive Operations Committee -
 - a. This committee will be responsible for establishing daily operations guidelines not requiring Board approval or By Law change. However, the guidelines must be approved by a majority vote of the Board.
 - b. The Executive Operations committee shall report to the Board. The existence of an Executive Operations committee shall not relieve the Board, or any individual director, of the responsibility imposed on directors by Articles, these By Laws or Law.
- iii. Membership -
 - a. The Chairman of this committee shall be responsible for conducting a membership drive beginning October 1st and ending December 31.
- iv. Legislation
- v. Business and Industrial Development
- vi. Community Improvements -
 - a. This committee will select a business and individual yard of the month each month from both communities of D'Iberville (Harrison County) and St. Martin (Jackson County). These selections will be presented to the Board each month at the regularly scheduled meetings.
- vii. Transportation -
 - a. This committee will ensure that the Board of Directors have transportation to and from the Mississippi Legislative Reception held in Jackson, MS. each year. Other transportation requirements may be required upon Board approval.
- viii. Educational -

- a. This committee will work closely with the communities in D'Iberville and St. Martin to educate the community on vital issues that affect our communities in both financial and education areas.
- ix. Merchants Committee –
 - a. This committee will work closely with all of the merchants in our communities to share important information to further the promotion of our local merchants.
- x. Military Affairs Committee -
 - a. This committee will instigate and carry out programs that will continue to maintain community relations and support between the D'Iberville/St. Martin Area and all military units, bases and installations that are located in our area especially Keesler Air Force Base.
- xi. Other committees as the need arises.

7.03 Reports and Recommendations

Each committee chairman will be provided a copy of the SOP relating to their specific committee.

Reports and recommendations of committees shall be submitted monthly to the Board of Directors. An annual report shall be made to the membership at the annual meeting.

ARTICLE VIII - Fiscal Year

- 8.01 The fiscal year of the D'Iberville St. Martin Area Chamber of Commerce shall be January 1st through December 31st.

ARTICLE IX – Construction

- 9.01 As used in these By Laws:
 - a. The present tense included past and future tenses and the future tense includes the present tense;
 - b. The masculine gender includes the feminine and neuter genders;

- c. The singular number includes the plural number;
- d. The word "shall" is mandatory and the word "may" is permissive.
- e. Where the word “mailed” appears in these by laws it will be assumed to mean the same as “emailed”.

ARTICLE X - Governing Law

- 10.01 These by Laws shall be governed by the applicable laws of the State of Mississippi.

ARTICLE XI - Amendments to By Laws

- 11.01 The By Laws of this organization may be amended at a regular monthly meeting, or at any special meeting called for the purpose, by a majority vote of the members of the Board of Directors in attendance at such meeting. No amendments to the By Laws shall be put to a vote unless written notice thereof shall have been mailed/emailed to each Board member at least two (2) weeks prior to the called meeting at which the proposed amendment is to be voted. Said notice shall contain a statement of the proposed amendment as well as the matter proposed to be amended.