

Loris Chamber of Commerce Visitors and Convention Bureau, Inc.

PREAMBLE

Mission: The Loris Chamber of Commerce Visitors and Convention Bureau, Inc., will promote proactive leadership and community involvement through member engagement to inspire growth, economic development, and employment.

The Loris Chamber of Commerce Visitors and Convention Bureau, Inc. is organized to achieve the objectives of the following:

- A. Preserving and promoting the competitive commercialization, industrialization, and free enterprise system of business by creating a better understanding and appreciation of the significance of the business or person, and an earnest concern for his/her problems;
- B. Creating a more open and informed business community and public opinion regarding city, county, state, and national legislative and political affairs;
- C. Preventing controversies which are detrimental to expansion and production of business and the community or resolving them as such disputes arise;
- D. Creating a greater appreciation of the value of liberal investments of substance and self for the purpose of bettering the interests of our competitive business community;
- E. Promoting business and community growth and development by:
 - promoting economic programs designed to build, strengthen, and expand the income potential of all business within the trade area: hosting public gatherings/events designed to increase business growth and income;
 - promoting programs of a civic social and cultural nature which are designed to increase the functional and aesthetic values of the

community; and discovering and correcting abuses which prevent the promotion of business expansion and community growth.

CHARTER

ARTICLE I

NAME

The name of the Corporation shall be Loris Chamber of Commerce Visitors and Convention Bureau, Inc.

ARTICLE II

LOCATION

The headquarters of the Corporation shall be located in Horry County, 4242 Main St., PO Box 356, Loris, SC 29569, or such other location as may be determined from time to time by the Board of Directors.

ARTICLE III

MISSION

The purpose of the Corporation shall be as stated in the Preamble hereof.

ARTICLE IV

DISSOLUTION

The Corporation shall be incorporated in perpetuity. However, in the event of dissolution, the residual assets of the organization shall be turned over to another similar organized charitable, educational, scientific, or philanthropic organization to be selected by the Board of Directors. The chamber shall use its funds only to accomplish the objects and purposes stated. Upon dissolution, no funds/assets shall be distributed to members of the Chamber.

ARTICLE V

MEMBERSHIP

The membership shall consist of persons interested in supporting the purposes of the Loris Chamber of Commerce Visitors and Convention Bureau, Inc.

Membership shall be divided into such classes and categories as the organization may deem necessary and appropriate. All members are expected to maintain an active role in the organization and to contribute to its financial support. Persons interested in becoming members shall apply to the Executive Director and/or Board of Directors.

ARTICLE VI

GOVERNING BODY

The government of the Corporation shall be conducted by the Executive Director and Board of Directors. The Board of Directors shall be responsible for the implementation of the policy of the Loris Chamber of Commerce Visitors and Convention Bureau, Inc. Also, it shall possess the requisite authority to execute all documents necessary in connection with the business of the Loris Chamber of Commerce Visitors and Convention Bureau, Inc.

ARTICLE VII

AMMENDMENTS

The Board of Directors by the affirmative vote of 2/3 of all the Board of Directors holding office shall have the power to altar, amend, or repeal the Loris Chamber of Commerce By-Laws or adopt new By-Laws in keeping with the provision of the Act.

CHARTER AMMENDED: _____

President of Board of Directors

Secretary of Board of Directors

Revised Charter _____

**Loris Chamber of Commerce Visitors
and Convention Bureau, Inc.
By-Laws**

**ARTICLE 1
NAME and PURPOSE**

Section 1: Name

The name of the Corporation shall be Loris Chamber of Commerce Visitors and Convention Bureau, Inc. The corporation shall be organized and operated as a nonprofit organization incorporated under the laws of the State of South Carolina.

Section 2: Location

The address of the initial registered agent of the Corporation is Loris Chamber of Commerce Visitors and Convention Bureau, Inc., 4242 Main St., Loris, SC 29569. The mailing address of the Corporation is Post Office Box 356, Loris, SC 29569. The Board of Directors, may, from time to time, change the name and address of the initial registered agent without amendment to these By-laws, and the corporation shall have such place or places within the state of South Carolina as the officers of the Board or Directors may, from time to time appoint or the business of the Corporation may require or make desirable.

Section 3: Charitable Purpose and Mission

The Loris Chamber of Commerce Visitors and Convention Bureau, Inc., will promote proactive leadership and community involvement through member engagement to inspire growth, economic development, and employment. The fiscal year of the Corporation shall begin on the first (1st) day of January in each year and end on the last day (31st) of December each year.

Section 4: Objectives

The objectives of the Corporation are as follows:

- A. Preserving and promoting the competitive commercialization, industrialization, and free enterprise system of business by creating a better understanding and appreciation of the significance of the business or person, and an earnest concern for his/her problems;
- B. Creating a more open and informed business community and public opinion regarding city, county, state, and national legislative and political affairs;
- C. Preventing controversies which are detrimental to expansion and production of business and the community or resolving them as such disputes arise;
- D. Creating a greater appreciation of the value of liberal investments of substance and self for the purpose of bettering the interests of our competitive business community;
- E. Promoting business and community growth and development by:
promoting economic programs designed to build, strengthen, and expand the income potential of all business within the trade area: hosting public gatherings/events designed to increase business growth and income;
promoting programs of a civic social and cultural nature which are designed to increase the functional and aesthetic values of the community; and discovering and correcting abuses which prevent the promotion of business expansion and community growth.

Section 5: Geographic Areas of Operation

The Corporation's primary areas of interest and operation are in the greater city of Loris, Horry County, and surrounding areas.

Section 6: Operation and Dissolution

No part of net earnings of the Corporation shall contribute to the benefit of, or be distributable to the Board of Directors, officers, or their private person(s). Upon dissolution of the organization, any assets remaining after payment of liabilities shall issue only to another organization operating exclusively for educational and charitable purposes and qualifying as a not-for-profit entity pursuant to the laws of South Carolina. Any such assets not disposed of shall be disposed of by a 'court of jurisdiction' to the county in which the principal office of the Corporation is located, to such organization as said Court shall determine, which is organized and operated exclusively for such purposes.

Section 7: Gifts to the Corporation

Donors may make gifts to the Corporation by naming or otherwise identifying the Corporation. Gifts shall vest in the Corporation upon receipt and acceptance. The Board of Directors and Director solicit current and gifts from individuals, corporations, and foundations to secure the future growth and mission of the Corporation. Policies and guidelines govern the acceptance of gifts by the Corporation and provide guidance to individuals when making gifts to the Corporation.

Donor Restrictions: The Corporation will accept unrestricted gifts, and gifts for specific programs and purpose, and priorities. The Corporation will not accept gifts that are too restrictive in purpose. Gifts that are too restrictive, are those that violate the terms of the corporate charter, gifts that are too difficult to administer, or gifts that the purpose are outside the mission of the organization. All final decisions on the restrictive nature of a gift and its acceptance or refusal shall be made by the Board of Directors and Director.

ARTICLE II

MEMBERSHIP

Section 1: Membership Eligibility Any person, firm, partnership, association, corporation or other entity subscribing to the objectives of the Chamber shall be eligible to apply for membership. Application for membership shall be in writing, on forms provided for that purpose by the Chamber, signed by the applicant, and submitted to the Executive Director. The member shall have the right at any time to change any or all of its representatives upon written notice to the Chamber.

Section 2: Membership Dues Dues shall be prorated for first time members on a quarterly basis with exceptions based on the type of membership levels. Members renewing memberships will pay the renewal rate outlined in the statement they receive. Membership dues shall be at such rate or rates, schedule or formulas, as may be from time prescribed by the Board of Directors and shall be payable annually in advance. Invoices will be sent out in December and are due March 1st of the following year.

Section 3 Voting Rights and Selection of Member Representatives Each member designee shall nominate members to the Board of Directors. These nominations will be given during the General Membership Meeting and to the Nomination Committee in October. The Nomination Committee will present the slate to the Board of Directors.

Section 4: Membership Resignation/Termination (a) Any member may resign from the Chamber upon written request to the Board of Directors within thirty (30) days of resignation; (b) Any member shall be expelled by a 2/3 vote of the Board of Directors for nonpayment of dues after ninety (90) days from the date due, unless otherwise extended for good cause; (c) Any member may be expelled by a 2/3 vote of the Board of Directors at a regularly scheduled meeting thereof, for conduct unbecoming of a member or prejudicial to the objectives of the

organization after due notice and opportunity for a hearing has been afforded to the member complained against. If the member request a hearing, the Board of Directors shall schedule the hearing, giving the member a ten day notice to respond.

Section 5: Limitation of Methods: The chamber shall be non-profit , nonpartisan, and nonsectarian, and shall take no part in or lend its influence or facilities either directly or indirectly, to the nomination, election, or appointment of any candidate for political office in city, county, state, nor nation.

ARTICLE III

MEETINGS

Section 1: Annual Meetings: The Annual Meeting of the Loris Chamber of Commerce Visitors and Convention Bureau, Inc. shall be held in February of each year on a date set by the Board of Directors. The Annual Meeting will be considered the first General Meeting. General meetings will be held quarterly.

ARTICLE IV

BOARD OF DIRECTORS

Section 1: Composition of the Board: The Board of Directors shall consist of no less than seven and no more than twelve (12) members to serve a maximum of 2 four year terms. The director will serve 1 four year term with an option for a second four year term with board approval.

Section 2: Board Vacancies Under sole discretion of the Board of Directors, if a board member/officer is failing to perform, does not exercise professional judgment, and exhibits non-compliance not consistent with the Corporation's purposes, majority vote of the Board of Directors may remove the member/officer

from the Board of Directors. A Board member, who is unexcused absent from 4 of the meetings within a twelve-month period, may be deemed vacant at the discretion of the Board of Directors, and by a majority vote of those present at any duly called and scheduled meeting. A Board member is required to give advanced notice of his/her absence from a meeting. A vacant seat may be filled by majority vote of the Board of Directors. Vacancies due resignations, refusal to serve, disability, or death will be filled in like manner. Any replacement shall serve as a regular member of the Board of Directors until terminated by the Board. The Board of Directors does have the authority by majority rule vote to carry on with business as usual and not replace members until nominations for the following year are presented.

Section 3: Responsibilities of the Board The Corporation shall be governed by the Board of Directors, which will have general charge of affairs and any property of the Corporation. All Corporate powers shall be exercised by or under the authority of the Board of Directors, and the business and affairs of the Corporation shall be managed under the direction of the Board of Directors. The Board of Directors shall be responsible for formulating and maintaining the policies and guidelines and reciprocal trade atmosphere necessary for the proper functioning of the organization. Upon election, the Board of Directors shall meet and determine a President and Vice President who consistently meet the qualification of memberships before being elected into any Executive position on the Board. The Board of Directors may employ an Executive Director who shall be the operator of the Corporation and shall work closely with and be responsible to the President and Board of Directors.

Section 4: General and Emergency Meetings: The Board of Directors shall meet monthly in person with no less than four meetings annually. The regularly scheduled Board of Directors meeting shall be held at such time and place as shall be mutually agreed upon by the Board of Directors. Board meetings will be closed to the general public and only consists of Board members. A quorum shall consist of an absolute majority of the duly constituted Board. Special

meetings may be called periodically by the President or Vice President of the Board of Directors for the purpose of providing informational updates and for other purposes deemed necessary by the President of the Board of Directors. Notice and purpose of any special meeting shall be given prior to the meeting date. Notice shall include agenda of the meeting and the name of the person calling the meeting. For voting purposes, email correspondence or virtual attendance may be utilized for emergency or special situations.

Section 5: Selection and Election of Board Members: The Nominating Committee shall consist of three Board of Directors. The committee chair shall present the nominations to the Board President who will include the nomination slate on the agenda for the December board meeting. Members will have the opportunity to nominate individuals, that can be placed on the candidate slate if approved by the Board or Directors. The slate of candidates will fill vacancies on the Board for the upcoming term or a current vacancy that hasn't been filled. Each candidate must be in good standing with the Chamber for a minimum of six months and has expressed an interest in assuming responsibility in serving on the Board of Directors. Once the nomination slate is approved at the December board meeting, the approved candidates will be notified by the Board President within ten days of the meeting in which they were voted on by the Board of Directors. All new Board members will be seated at the regular January meeting. Vacant seats on the Board will be filled once the nominating and voting process are complete.

Section 6: Compensation: No compensation shall be paid to members of the Board of Directors for their services; however, nothing contained herein shall be construed to preclude any such members from serving in any other capacity and receiving compensation thereof. The Board of Directors shall determine and fix the compensation and terms of services of all board members, officers, employees, consultants, and contractors.

Section 7: General Standards for Board of Directors: The Board of Directors will review the Board of Directors Onboarding Package and sign the Conflict of Interest Statement and Code of Ethics. The Executive Director and Board of Directors will update the Conflict of Interest Statement and Code of Ethics annually.

Section 8: Immunity from Suit The Board of Directors of the Corporation shall not be personally liable to the Corporation or its members for monetary damages for breach of duty of care or other duty except for liability of any appropriation in violation of his or her duties of any business opportunity to the Corporation, or acts or admissions not in good faith, or which involved intentional misconduct or any knowing violation of law, or for any transaction from which the member derived an improper personal benefit. The Corporation itself has no immunity from suit.

ARTICLE V

OFFICERS

Section1: Executive Officers Executive Officers of the Corporation shall be determined and designated by the Board of Directors. The Board of Directors will consist of five (5) Executive Officers; a President/Chair, Vice President/Vice-Chair, Treasurer, Past President, and Executive Director. The Executive Director can serve as the Secretary of the Board of Directors.

Section 2: Determination of Officers: (a) the Board of directors, new and retiring Directors, at the regular December meeting, shall elect the President and Vice President, as well as any other officers it may deem necessary to conduct the activities of the organization. All officers, except the Executive Director, shall serve a term of one year or until their successors assume the duties of office and shall be voting members of the Board of Directors. (b) The President, with approval of the Board of Directors, shall appoint an Executive Treasurer. The

Executive Treasurer shall serve a term of one year or until a successor shall be appointed. The Executive Treasurer should be qualified with the board approved accounting experience.

Section 3: Duties and Authority of Executive Officers Each Officer has the authority and shall perform the duties set forth in these By-laws. No contract rights are created by the election or appointment of the Executive Officers hereunder. An Executive Officer with discretionary authority shall discharge his duties under that authority:

- A. In good faith;
- B. With the care an ordinarily prudent person in a like position would exercise under similar circumstance, and
- C. In a manner the Executive Officer believes to be in the best interests of the Corporation and its members.

The property, affairs, and business of the Corporation shall be managed day-today by the Officers of the Corporation. The Director shall make certain the administrative and operational needs of the Corporation are performed in accordance with these By-laws and the policies of the Board of Directors. The Board of Directors shall elect/appoint a Director to serve as the principal administrative officer of the Corporation to exercise general supervision over the day-today affairs of the Corporation. The Executive Director may sign any deeds, mortgages, bonds, contracts, or other instruments, with the consent of the Board of Directors, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Director. The Executive Director shall automatically be an ex-officio member of the Board of Directors. The Executive Director may also serve as the Secretary or Assistant Secretary of the Corporation as approved by the Board of Directors. By virtue of the dual position, the Director who also serves as the Secretary shall be responsible for the administration and oversight of the Corporations minutes and records and be accountable to the Board of Directors with any and all duties of Secretary as outlines in these By-Laws.

A. **President**-shall exercise general supervision of all operations and personnel of the Corporation, subject to the oversight and control of the Board of Directors. The President shall serve as the executive head of the Chamber of Commerce and shall preside at all meetings of the membership, Board of Directors, and Executive Committee. The President shall coordinate activities of the Officers of the Corporation in order to eliminate duplication of effort and administrative conflicts between the various Officers. The President shall be authorized to sign checks, drafts, and other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of Corporation, grant requests, statements, and reports required to be filed with the state or federal officials or agencies and the President shall be authorized to enter into any contract or agreement and to execute in the Corporate name, along with the other Officers. The President shall see that all orders, resolutions, policies, programs, and projects of the Board of Directors are carried into effect. The President shall report actions taken to the Director and submit all policy actions to the Board of Directors for approval. The President shall be the chairperson of the Director and shall perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe. The President shall act as a spokesperson for the Corporation and represent the Board and the Corporation and conduct public relations to broaden interest in the Corporation. The President may delegate certain duties to the Director and Vice President.

B. **Vice President**-shall, in the absence or disability of the President perform the duties and have the authority and exercise the powers of the President. The Vice President shall perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe or as the President may from time to time delegate. The

Vice President shall act as a spokesperson for the Corporation and represent and conduct public relations activities to broaden interest in the Corporation.

C. Treasurer- shall oversee custody and safeguarding of the corporate funds and securities and shall keep full and accurate account of receipts and disbursements (electronic or online banking) of the Corporation, and deposits and all monies and valuables in the name and to the credit of the Corporation into depositories designated by the Board of Directors. The Treasurer and Executive Director will conduct monthly bank reconciliation. The Treasurer/Executive Director shall disburse the funds of the Corporation as ordered by the Board of Directors or the President during the interim between board meetings and prepare financial statements for the Board of Directors. The Treasurer has signing power for checks, along with the President and Executive Director. The Treasurer must receive a written invoice from the Executive Director before a check is signed. Receipts and disbursements are recorded promptly by the Executive Director/Treasurer in Quickbooks. The Treasurer with assistance from the Executive Director will present a current statement of all accounts to the Board of Directors at each regular meeting and the Annual Meeting. An organizational budget will be presented in January during the Annual Board Retreat to begin that current fiscal year. The Treasurer and Executive Director will make sure all books are closed at the end of each fiscal year, a statement of assets and liabilities is prepared, and all financial records for audits are submitted to the Certified Public Accountant chosen by the Board of Directors. The Treasurer will assist and monitor the end of the year process. The Executive Director will file all appropriate and required state and federal tax forms each year in a timely manner. The Board of Directors will review all tax documents and approve before final submission to the IRS. The Treasurer shall perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe or as the President may delegate.

- D. **Past President**-The immediate Past-President shall serve as Honorary Chairperson of the Chamber's Board of Directors for one year. In this capacity, he/she will not preside, but will make his/her services available as an advisor to the Board. He/she shall serve as a member of the Executive Committee.
- E. **Secretary**-Shall attend all meetings of the Board of Directors and record, or cause to be recorded, all votes, actions, and the minutes of all proceedings in a journal to be kept for that purpose and shall perform like duties for the Board of Directors when required. The Secretary shall keep updated rosters of the Board Members and Officers. The Secretary shall perform such other duties and have such other authority and powers as the Board of Directors may from time to time may prescribe or the President may delegate.
- F. **Executive Director**-The Board of Directors may employ an Executive Director, who shall be the Chief Officer of the Corporation, and shall work closely with and be responsible to the President and Board of Directors for:
1. The implementation and administration of the Corporation and policies of the Corporation;
 2. Along with the Treasurer, the management of the fiscal affairs of the Corporation in accord with the By-laws and decisions of the Board of Directors in its annual operating budget;
 3. The development of policy and program recommendations in concert with the Corporation guidelines and requirements;
 4. The representation of the Corporation in public appearances, consultations, and negotiations as directed by the President and/or the Board of Directors;

5. Act as Secretary for the Executive Committee, preparing notices and minutes of the meeting of the Board of Directors;
6. Shall be a non-voting member of the Board of Directors, the Executive Committee, and all other Board Committees;
7. See Job Description

ARTICLE VI

COMMITTEES

Section 1: Appointment and Authority: The President, by and with the approval of the Board of Directors, shall appoint all committees and committee chairperson. He/she may appoint such ad hock 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 President, and in no event shall exceed the term of the appointing President. It shall be the function of the committees to make investigations, conduct studies and hearing, make recommendations to the Board of Directors, and to carry on such activities as may be delegated to them by the Board. The Secretary shall maintain and make available a Roster of the Committees that, shall list the name, function, chairperson, members, and term limits. Appropriate contact information of each committee chairperson and shall also be provided. Whenever the Board of Directors designates a new committee or makes changes to the committee membership, the Secretary shall update the Roster of Committees. No committee shall have, nor exercise, that authority of the Board of Directors in the management of the Corporation.

A. Executive Committee shall be compromised of the President/Chair, Vice Chair/Vice President, Treasurer, Secretary, plus the Director of the Corporation. The President will serve as the head of the Executive Committee. In the event

that the President cannot serve as Past Chair, the VP will serve as the Past Chair.

1. Responsibilities-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 of Directors for its actions.
2. The Executive Committee shall have and exercise the authority on behalf of the Board of Directors. Situation where the Executive Committee may exercise authority on behalf of the Board of Directors may include but is not limited to highly sensitive confidential matters or special circumstances under investigation requiring discussion.
3. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors or any individual of any responsibility imposed upon it or he/she by law.
4. The Executive committee shall meet as determined by the Chairman or at any time deemed necessary by the Chairman in which a majority of its members can attend.

B. Special Committees the Chairman may designate and appoint one or more committees of members of the Board of Directors or from the community at-large to serve in an advisory capacity or as ambassadors of the Corporation to support its purpose and function. Such committees shall not have nor exercise the authority of the Board of Directors in the management of the Corporation. It shall be the function to make investigations, conduct studies, and hearings, make recommendations to the Board of Directors, and to carry on such activities as may be delegated to them by the Chairman or the Board of Directors. Such Chair of committees, or Executive Director, shall report to the Board of Directors who may report at any regular scheduled and duly called meeting of the Board. Once committee action has been approved by the Board of

Directors it shall be incumbent upon the committee chairperson or in his/her absence, whom h/she designates from the committee as being familiar enough with the issue to give testimony to, or make presentation before civic and governmental agencies.

Committees may include the following:

- Nominating Committee
- Membership Committee
- Executive Committee
- Events Committee
- Finance and Budget Committee
- Program of works

Non-event related-economic development, government, legislation, city meetings.

Section 2: Limitation of Authority: No action by any member, committee, division 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 President when their work has been completed and their reports accepted, or when, in the opinion of the Board of Directors, it is deemed wise to discontinue the committee.

Section 3: Divisions: The Board may create such divisions, bureaus, departments, or councils as it deems advisable to handle the work of the Chamber. The Board shall authorize and define the powers and duties of all divisions, bureaus, departments, and councils. The Board shall annually review and approve all activities and proposed programs of such divisions, bureaus, departments, or councils. No action or resolution of any kind shall be taken by divisions, bureaus, departments, or councils having a bearing upon or expressive of the Chamber, unless approved by the Board of Directors.

ARTICLE VII

PARLIAMENTARY AUTHORITY

Section 1: 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 inconsistent with the Charter of By-Laws of the Chambers.

Article VIII

AMENDMENTS

Section 1: Process to Amend By-Laws any proposal to amend the By-Laws shall be submitted to the President or Board of Directors in which the President will prepare or cause the proposal to be prepared in an appropriate written form for submittal to the Board of Directors for review and comment prior to approval and adoption. The Board of Directors shall be provided with sufficient notice, five (5) days prior to the Board meeting to properly consider the proposed amendment for voting purposes. The Board of Directors may update routine information in the By-Laws, such as the telephone number of the Chamber office, which does not change the substance of the By-Laws. The proposed amendment will be approved by 2/3 vote.

These By-Laws are duly amended and approved by the Board of Directors of the Loris Chamber of Commerce on _____

President

Board of Directors

Vice President

Board of Directors

Revised Charter _____