

# **Amended and Restated By-Laws**

## ***Hendersonville Area Chamber of Commerce***

### ARTICLE I - NAME

Section 1. The name of this organization shall be the Hendersonville Area Chamber of Commerce.

### ARTICLE II - OBJECTIVES

Section 1. Purpose: It shall be the purpose of the Hendersonville Area Chamber of Commerce to create a climate of growth and success in the Hendersonville Area by being the premier organization for the connection, advocacy, promotion, and support of local business; and to promote the general welfare and best interests of the Community, as set fourth in the Charter of Incorporation.

Section 2. LIMITATIONS: The Hendersonville Area Chamber of Commerce will obey, and all activities shall be consistent with, the federal and state laws governing non-profit corporations and organizations exempt from federal income tax as described in Section 501(c)(6) of the Internal Revenue Code of 1986, as amended or corresponding provisions of any future laws of the United States of America (the "Code"). The Hendersonville Area Chamber of Commerce shall not endorse any candidate for elected public office.

Section 3. ENDORSEMENTS: The Hendersonville Area Chamber of Commerce shall not endorse in name of or in behalf of the Chamber of Commerce, any person, activity or matter without authority of the Board of Directors.

### ARTICLE III - MEMBERSHIP

Section 1. ELIGIBILITY: Any person, firm, corporation, partnership, estate, business or association interested in and subscribing to the objectives of this organization, shall be eligible for membership. Each applicant for active membership shall sign an application or complete the electronic application, the form of which is approved by the Board of Directors.

Section 2. CLASSES OF MEMBERSHIP: Members of the Chamber shall be classified as voting members or honorary members.

Section 3. MEMBER REPRESENTATIVES AND VOTING: Each member shall be entitled to one vote on each matter submitted to a vote of the members; honorary members shall have no right to vote on any matter. If a member is not a natural person, the authorized officer or governing body of the member shall select individual(s) to represent that Member in all matters and to vote its interests (each a "Representative"). The number of Representatives to which a member shall be entitled shall be based upon the amount of annual dues paid by the member as established by the Board of Directors from time to time.

Each Representative may only cast one (1) vote. If a Member is entitled to more than one (1) vote, the Member must provide written notice to the Corporation's Secretary at the Corporation's principal office of the identity and mailing address of each Representative not less than thirty (30) days prior to the date of any special or regular meeting of the Corporation's members or election pursuant to these Bylaws. Reference in these Bylaws to "Member" shall include the Member's Representatives unless otherwise indicated or unless the context otherwise requires.

Section 4. HONORARY MEMBERSHIP: Honorary Membership in the Chamber may be conferred by two-thirds of the members of the Board of Directors. Such Honorary Memberships shall be without dues and without the privilege of voting.

Section 5. ORIENTATION: At regular intervals, orientation on the purposes and activities of this organization shall be conducted for the following groups; new directors, officers and directors, committees and new members.

Section 6. DUES: The dues of each voting member shall be such amount as determined by the dues structure. Dues shall be from a fixed schedule and any changes shall be approved by two-thirds of the members of the Board. All dues will be due and payable as established by the Board of Directors.

Section 7. DEFAULT AND TERMINATION OF MEMBERSHIP: If a member shall be in default in the payment of dues for a period of more than thirty (30) days, the membership of said member shall be terminated immediately and all member benefits shall cease. Any member whose membership is terminated pursuant to this Section 7 shall not be entitled to notice of termination or to a hearing.

Section 8. RESIGNATIONS: Any member, in good standing, upon written request addressed to the Board of Directors, may resign from the Chamber. Dues are non-refundable.

Section 9a. SUSPENSION OR EXPULSION OF MEMBERS: Except for the automatic suspension of members as called for by this or other provisions of this Article, the Board of Directors, by the affirmative vote of two-thirds of the members present at any regular meeting or any special meeting called for that purpose, may suspend or expel a member (or a member's Representative) for cause. For purposes of these Bylaws, the term "for cause" shall include, but not be limited to, conduct unbecoming a member or the existence of any circumstance (other than nonpayment of dues) that makes the member ineligible for membership. Any member whose membership is designated for termination shall be provided with not less than ten (10) days written notice of the Board's intention to consider suspension or expulsion. The member shall have the right to attend the meeting of the Board at which the suspension or expulsion will be considered and to a hearing on that issue. The provisions of this Section 9a shall not apply to suspensions or termination due to nonpayment of dues as provided by the provisions of Section 7 of this Article. Any member suspended or expelled pursuant to the provisions of this Section shall not be entitled to a refund of dues paid to the Corporation.

Section 9b. MINIMUM MEMBERSHIP STANDARDS: To be a member of the Hendersonville Area Chamber of Commerce, an applicant must, at a minimum:

- I. Area Ties  
Be a business entity (either for profit or nonprofit), governmental agency or individual in the Chamber's service area.
- II. Membership Dues  
Sign the Membership Application or complete the electronic application and pay the appropriate dues and fees as set by the Chamber.
- III. Background Info  
Supply background information about the company, entity or individual and its principals and/or other information deemed essential to the Chamber's responsibility to provide inquirers with information, up to and including factual reports that bear on the reliability of the member.
- IV. Licensing  
If a business, fulfill all licensing and bonding requirements by applicable city, county, state and federal agencies and authorities, and provide license numbers upon request to the Chamber.
- V. Customer Service  
Promptly respond, in writing, to both the Complainant and the Chamber, to any and all complaints forwarded by the Chamber within ten (10) days of its receipt. Failure to respond, with at least an acknowledgement of the complaint's receipt, within the appropriate time will result in the automatic suspension of all rights, privileges and offices of the non-responding

- member. Make a good faith effort to resolve all such complaints in accordance with generally accepted good business practices.
- VI. Complaint Prevention  
Cooperate with the Chamber in efforts to eliminate the underlying cause or patterns of customer complaints that the Chamber may call to the member's attention.
  - VII. Self-regulation  
Cooperate with the Chamber's activities and efforts to promote voluntary self-regulation within the membership.
  - VIII. Policy Adherence  
Adhere to established Chamber standards of business and conduct, and cooperate with the Chamber in matters relating thereto.
  - IX. Non-actionability  
Be free from any governmental action concerning the marketplace and its customers that demonstrates a significant failure of the member to support the principles and purposes of the Chamber. A membership must be suspended by the Chamber's board when an action, if substantiated, is filed by a governmental agency if the allegations suggest such a failure.
  - X. Hendersonville Area Chamber of Commerce Logo Integrity  
Refrain from using the name or logo of the Hendersonville Area Chamber of Commerce for commercial, sales or advertising purposes in any manner not specifically authorized in writing by the Hendersonville Area Chamber of Commerce.
  - XI. Probity  
Support the principles and purposes of the Hendersonville Area Chamber of Commerce and not engage in activity that reflects adversely on the Chamber or its members.

Section 10. No member may sell, assign transfer or in any manner whatsoever, dispose of his membership in the Chamber, or be deprived thereof, except in the manner provided herein.

#### ARTICLE IV - BOARD OF DIRECTORS

Section 1. The Government of the Chamber of Commerce, the direction of its work and the control of its property shall be vested in the Board of Directors.

Section 2. The Board of Directors may create such departments or divisions as it may deem advisable to handle the various phases of work of the organization, and to determine the policies, functions and procedures of such departments or divisions. The Board of Directors may also dissolve or dispense with any division or department, now existing or hereafter created, when deemed advisable.

Section 3. NUMBER AND QUALIFICATION: The Board of Directors of the Corporation shall be composed of not fewer than fourteen (14) or more than thirty (30) persons exclusive of Class B members. Directors must be members in good standing or Representatives of members in good standing of the Corporation throughout the term of their office.

Section 4. TERM OF OFFICE: The Board of Directors of the Corporation shall be divided into two (2) classes. The regularly elected Directors shall be Class A members. The Class A member shall consist of seven (7) members to be elected each year. The terms of these members shall be two (2) years commencing on June 1 of each year, beginning with the 2007-2008 fiscal year. The terms for members elected prior to that time shall remain as established when those members' terms commenced. Members of the Board elected to serve a two-year term shall not be eligible for election to an additional term until one (1) year shall have elapsed. The Class B member shall consist of members appointed to the board by the Chair for a one-year term.

Any member of the Board of Directors whose term as a Class A Member expires while that person holds the position of Chair-Elect, Chair or Immediate Past Chair, or Vice-Chair of the Corporation

shall be designated as a Class B member and shall continue as a member of the Board of Directors of the Corporation until expiration of that member's term. Notwithstanding the foregoing, no member shall serve on the Board of Directors for more than five (5) consecutive years. Any such member must be off of the Board for at least one (1) year prior to serving on the Board again. In addition, the Mayor of the City of Hendersonville and Director of Sumner County Schools, or his or her designee, the Executive Director of Forward Sumner and the Chair of the Board of the Young Professionals Council, shall serve as ex officio members of the Board of Directors of the Corporation; however, these representatives shall not be subject to a term of office.

Section 5. VACANCIES: Any vacancy in Class A members whether due to death, resignation or other cause may, but need not, be filled during the year through election of a replacement by the Board of Directors. Each person so elected shall serve as a director until the next annual meeting of the Corporation at which time the unexpired term of that office shall be filled by election by the members in accordance with the provisions of these Bylaws. Any vacancy in Class B may, but need not, be filled by appointment by the Chair and confirmation by the Board of Directors.

## ARTICLE V - NOMINATIONS AND ELECTIONS

Section 1. NOMINATING COMMITTEE: At any time, but not later than December 10 of each year, the Chair shall appoint a Nominating Committee comprised of the Chair Elect, the Immediate Past Chair and at least three (3) members of the Corporation who are not candidates for any Corporation office, two (2) of whom shall not be officers or members of the Corporation's Board of Directors. The Chair-Elect shall chair the Nominating Committee and shall have a vote thereon. The Secretary shall announce the names and addresses of the members of the Nominating Committee to the members of the Corporation on or before December 15.

Section 2. NOMINATION: The Nominating Committee shall nominate one candidate for each position on the Board of Directors to be filled by election in accordance with these Bylaws. In addition, the Nominating Committee shall determine that each nominee agrees to be nominated and to serve if elected. Not later than January 31 of each year, the Nominating Committee shall report the identity of each nominee to the Secretary and shall provide a brief statement of each nominee's qualifications. The Secretary shall promptly announce the names of the nominees in a publication or notice sent to all Corporation members.

Section 3. PETITION: One or more additional nominations may be made for positions on the Board of Directors, by petition signed by not less than ten (10) members in good standing of the Corporation. The petition must state that the individual nominated has agreed to be nominated and to serve if elected. The petition must be received by the Corporation's Secretary on or before February 28. If there are any nominations by petition in a particular year, the Secretary shall promptly announce, in a publication or notice sent to all members, the names of all persons who are nominated.

Section 4. ELECTIONS: If no petitions are filed prior to the deadline for filing petition, then all nominees who otherwise qualify for the position shall be deemed unopposed, and the member shall be deemed elected. On or before February 28, the Chair shall announce the names of all nominees and all members elected without opposition. If any election shall be contested, the Chair shall determine and publish the date of the election in a notice to the members. The notice shall also include a brief statement of each candidate's qualifications. All elections shall be held on or before April 30.

Section 5. REPRESENTATION: Members of the Board shall not be elected as representatives of business groups or classes, but the Nominating Committee shall exercise reasonable care as far as it may be practicable in securing the representation of separate business interests on the Board, in order that it may be truly representative of the wide cross section of life in the community. Consideration should also be given to members of the Chamber who have performed outstanding committee service.

Section 6. BALLOT: If petitions for nominees are submitted from the membership, the President shall prepare a ballot containing the names of all candidates nominated as provided in Section 2 and 3, arranged in alphabetical order according to surnames. This electronic ballot package, consisting only of ballot and instructions to vote, shall be emailed to the last known email address of every voting member of the Chamber of Commerce at least ten (10) days before election.

Section 7. ELECTION: All electronic votes must be submitted by twelve o'clock (12:00) noon on the election date.

Section 8. JUDGES: The Chair shall appoint no less than five (5) members to serve as judges of the election and who shall review all nominations received. Nominees shall be declared elected in the order of their total votes, depending on the number of positions available. In the event of a tie vote, the election shall be determined by lot under the direction of the judges.

Section 9. VOTING: Between the time of the receipt of such ballot by the members of the Chamber of Commerce and twelve o'clock (12:00) noon on the date fixed for the election, all members voting shall place a mark opposite the names of the number of candidates to be elected, neither more nor less for whom they desire to vote, and shall place the ballot in the return envelope provided for this purpose which shall thereupon be sealed and mailed or delivered to the Office of the Chamber of Commerce.

Voting by proxy shall not be permitted. Each voting member in good standing shall be entitled to one (1) vote as determined in Article III, Section 3.

No ballot received after twelve o'clock (12:00) noon on the scheduled date of election will be counted nor will any ballot be counted unless enclosed in special envelope provided for this purpose.

#### ARTICLE VI - MEETINGS OF THE BOARD OF DIRECTORS

Section 1. BI-MONTHLY MEETINGS: The Regular Meeting of the Board of Directors shall be at such time and place as the Chair shall prescribe, with a minimum of six (6) per year.

Section 2. SPECIAL MEETINGS: The Board of Directors shall meet in special session when called by the Chair of his own motion, or at the request of seven (7) members of the Board. Three (3) day's notice in person, by letter, electronic mail, or by telephone shall be deemed sufficient, but the notice must state the purpose of the meeting and no other business shall be transacted.

Section 3. SUSPENSIONS OF MEMBERS OF THE BOARD: If any member of the Board fails to attend two (2) consecutive meetings of the Board, then the Board may remove said member as a director upon the vote of two-thirds (2/3) of the remaining directors present at the meeting at which the vote is held.

Section 4. BOARD RETREAT: There shall be one annual Board Retreat, the purpose of which shall be: orientation and education and program of work.

Section 5. QUORUM: At least fifty percent (50%) of the Board of Directors shall constitute a quorum for the transaction of business.

#### ARTICLE VII - OFFICERS

Section 1. OFFICERS: The Executive Officers of the Corporation are: the Chair, the Chair-Elect, the Immediate Past Chair, the Secretary, the Treasurer and the Vice Chairs. The Chair of the Corporation shall appoint the Corporation's Secretary.

Section 2. ELECTION AND TERM: All Executive Officers, other than the Chair, the Immediate Past Chair and the Secretary, shall be nominated by the Chair-Elect and confirmed by a vote of the Board of Directors not later than May 1 of each year. In the event that the Board of Directors does not confirm a nominee, the Chair-Elect shall nominate another individual for the position for consideration and confirmation by the Board of Directors. Each Executive Officer, other than the Secretary, shall serve a term of one (1) year commencing on June 1 of each year. The Chair-Elect shall automatically succeed to the office of Chair, and the Chair shall automatically succeed to the office of Immediate Past Chair, at the conclusion of their respective terms. Every other Executive Officer shall serve until the expiration of the term for which he or she is elected, and thereafter until his or her successor has been elected and qualified. All Executive Officers, except the Secretary and the Treasurer, must be members of the Board (without regard to classification) at the commencement and throughout their term of office, however, persons need not be members of the Board of Directors at the time of nomination.

Section 3. VACANCY: In the event of a vacancy in the office of Chair, then the Chair-Elect shall automatically succeed to the office of Chair and shall serve in that office during the unexpired term of the Chair and shall remain Chair during the Corporation's next fiscal year. In the event of a vacancy in the office of Chair-Elect or Secretary, the Board shall appoint a qualified individual to serve in that office during the unexpired term for that office. In the event of a vacancy in any other executive office, the Board of Directors may, but shall not be required to, appoint an individual to serve in that office.

#### ARTICLE VIII - DUTIES OF OFFICERS

##### Section 1. OFFICE OF CHAIR:

a. The Chair shall have general charge and control of the affairs of the Corporation, subject to the direction of the Board of Directors and to these Bylaws. The Chair shall preside at all meetings of the Board of Directors and the Membership. The Chair shall perform such other duties necessary to this office, as well as any other duties assigned by the Board. The Chair shall have the power to call special meetings of the Board of Directors and of the members as provided for in these Bylaws, and the Chair shall have the power to sign and execute all contracts and instruments of conveyance in the name of the Corporation; to sign checks, drafts, and notes; and to perform all other duties usually incident to the office of the Chair. The Chair shall act as the authorized representative on behalf of the Board in all matters in which the Board has not formally designated some other person to act, and the Chair shall have the power to designate an Executive Officer to act for him or her in his or her absence.

b. The Chair shall have the power to appoint members to serve as Vice Chair subject to confirmation by Board of Directors. At least fifty percent (50%) of the Vice Chairs, actively serving in that role shall have served on the Board of Directors for at least one year prior to assuming the role of Vice Chair. In addition, the Chair shall have the authority to assign their duties, to abolish these posts, and to create other positions that the Chair deems necessary. Unless otherwise provided by these Bylaws, the Chair shall have the power to appoint chairs and members of the Corporation's committees, to create new committees, to abolish any of the Corporation's committees, to assign projects or duties to the Corporation's committees, and to appoint members to carry out any projects of the Corporation. The Chair shall have the power to remove any chair or member of any committee upon written notice to the person, and the Chair shall have the power to fill any vacancies so created.

c. The Chair, with the advice of the Treasurer, shall set the policy of the Corporation concerning reimbursement of expenses incurred in connection with Corporation business, including reimbursement for travel expenses.

Section 2. OFFICE OF CHAIR-ELECT: The Chair-Elect shall perform such duties as may be assigned by the Chair or the Board. During any time when the Chair is unable to fulfill the duties of office, the Chair-

Elect shall perform the duties of the Chair. The Chair-Elect shall also serve as chair of the Nominating Committee, the program committee and shall serve as chair of the Long Range Planning Committee.

Section 3. OFFICE OF IMMEDIATE PAST CHAIR: The Immediate Past Chair shall aid the Chair in the performance of the Chair's responsibilities in the manner and to the extent that the Chair may request. The Immediate Past Chair (or designee) shall serve as a member of the Nominating Committee.

Section 4. OFFICE OF VICE CHAIR: There shall be four (4) Vice Chairs appointed pursuant to the provisions of Section 1 (c) above. The Vice Chairs shall perform such duties as may be assigned by the Chair or the Board.

Section 5. OFFICE OF SECRETARY: The President shall appoint the Corporation's Secretary. The Secretary shall serve as custodian of the Corporation's records. The Secretary shall file all reports and other documents required by governmental agencies. He or she shall be responsible for the preparation of all minutes at all meetings of the Board and at proceedings at all Corporation membership meetings, including the Annual Membership Meeting, and shall prepare, circulate to members of the Board and maintain written minutes of all such meetings. The Secretary shall also receive and give notice of the filing of petitions for candidacy for membership on the Board of Directors and shall take all reasonable and necessary steps to ensure that all notices are given to the Corporation's directors or members as required by law or these Bylaws. The Secretary may attest to the signature of the Chair on all contracts and instruments executed pursuant to authority of the Board of Directors

Section 6. OFFICE OF TREASURER: With the concurrence of the Chair, the Treasurer shall manage the financial affairs of the Corporation; prepare regular reports of the Corporation's finances; report periodically on Corporation finances to the Executive Officers and the Board; approve all expenditures of Corporation funds, including all requests for reimbursement; manage and maintain all financial assets and accounts of the Corporation; and assist the President and the Chair-Elect in preparing a budget proposal for submission to the Board of Directors. The Treasurer shall be chairperson of the Finance Committee and shall perform all other acts incident to the position of the Treasurer, subject to the control of the Board of Directors, or as otherwise directed by the Chair.

## ARTICLE IX - ADMINISTRATIVE EMPLOYEES

Section 1. The Board of Directors may employ a chief executive officer known as the President, as well as a Vice President, who shall be charged with carrying out the policies of the Chamber as determined by the Officers and Board of Directors and who shall also be charged with the general supervision and management of the office and business affairs of the Chamber. The President may employ additional personnel designating duties and/or compensation, with approval of the Board of Directors.

Section 2. SPECIFIC DUTIES OF PRESIDENT: The President shall have the following specific duties and responsibilities:

- To implement all policies established by the Board.
- To develop and submit to the Board a plan of organization of the employees and staff concerned with the operation of the Corporation.
- To prepare an annual budget showing the expected income and expenses for the Corporation and provide such other information as may be requested by the Board.
- To select, employ, develop, control, evaluate and discharge employees and to develop and maintain personnel policies and practices for employees of the Corporation.
- To supervise the business affairs of the Corporation to ensure that funds are collected and expended to the best possible advantage.
- To assist cooperation between the Board and all other persons concerned with the operation of the Corporation.

- To submit to the Board and its authorized committees periodic reports reflecting the activities of the Corporation and prepare and submit special reports that may be requested by the Board.
- To attend meetings of the Board and the Executive Committee.
- To serve as the liaison to channel communications between and among the Board, its committees and the City of Hendersonville, Sumner County, other chambers of commerce and other agencies.
- To designate a subordinate administrative officer of the Corporation to act in the place and stead of the President in his or her absence.
- To perform such other duties as may be necessary in the best interests of the Corporation, subject to the control of the Board and the Chair.

#### ARTICLE X - EXECUTIVE COMMITTEE

Section 1. The Executive Committee shall be composed of the Chair, Chair-Elect, Vice Chairs, Legal Counsel, Treasurer and Immediate Past Chair. At least fifty percent (50%) of the members of the Executive Committee shall constitute a quorum. The Secretary will be an ex officio non-voting member.

Section 2. DUTIES: When the Board is not meeting or has failed to obtain a quorum, the Executive Committee shall have and may exercise all powers of the Board that may be legally delegated; provided, however, that the Executive Committee shall take no action in contradiction to prior Board actions or established Board policies, except in an emergency situation. Any and all actions taken by the Executive Committee shall be reported in writing to the Board no less than five (5) days prior to the first regular or special meeting of the Board which follows such action, unless such action was taken after that time. If such action was taken less than five (5) days prior to the next meeting of the Board, then the action of the Executive Committee shall be reported as soon as practical to the Board. The actions of the Executive Committee should be reported to the Board by email or by mailing copies of minutes of the meeting of the Executive Committee to each of the members of the Board of Directors in advance of such meeting. At the first Board meeting following the Executive Committee Action, the Board shall reject or ratify the action of the Executive Committee as the members elect.

Section 3. MEETINGS: The Executive Committee shall meet prior to each Board of Directors meeting and at such times as may be determined by it, and upon call of the Chair, the President or any other two (2) members. Due notice of any special meeting shall be given each of the Executive Committee members at least twenty-four (24) hours prior to meeting. Among other duties and powers, as described above, the Executive Committee should consider the activities of the Vice Chairs, officers, staff and committees and make recommendations to the full board on any action sought by the officers, committees and/or members of the Chamber

#### ARTICLE XI - FORMER CHAIR'S COUNCIL

Section 1. AUTHORIZATION: The President may, upon consent of the Board of Directors, seat a Former Chair's Council for the purposes set forth below. This shall not be a standing committee and it is not required that this Council be seated.

Section 2. NUMBER: The Former Chair's Council shall be composed of Chamber members who are former Chairmen of the Chamber of Commerce.

Section 3. DUTIES: The duties of the Council shall be to consult and advise with the officers and members of the Board of Directors concerning any matters which, because of previous experience as former Chairmen, may be helpful in maintaining a strong and aggressive organization, and other such duties as may be determined by the Council.

Section 4. MEETINGS: Meetings of the Council may be called at any time by the Chair of the Council or the Chair of the Chamber or at the request of three (3) members of the Council in good standing as Chamber members.



## ARTICLE XII – COMMITTEES

All actions taken and recommendations made by any committee other than the Executive Committee shall be advisory and shall not have any effect unless they are formally approved by the Board.

There shall be the following committees:

### Section 1. EXECUTIVE COMMITTEE

a. There shall be an Executive Committee as provided by Article X and such other standing or special committees composed of members in good standing as may be provided in these Bylaws or needed to advance the interest of the Corporation as established by resolution of the Board. The members of all committees not otherwise provided by these Bylaws shall be appointed by the Chair or his or her designee. The Chair and the Chair-Elect shall be ex-officio voting members of all committees.

### Section 2. LONG RANGE PLANNING COMMITTEE:

a. There shall be a standing committee of the Corporation's Board of Directors called the Long Range Planning Committee. The committee shall be composed of the Immediate Past Chair, the President, and six (6) members chosen from the Corporation's membership, three (3) of whom are not members of the Board of Directors during their term of office. Each member of the Long Range Planning Committee, other than the President, shall serve a term of one (1) year commencing on June 1 of each year. The chairperson of the Long Range Planning Committee shall be the Chair-elect.

b. The Long Range Planning Committee shall have the responsibility for the Corporation's long range planning. The committee shall submit a report to the Executive Committee prior to the annual planning meeting of the Board of Directors and the Executive Committee.

### Section 3. FINANCE COMMITTEE

a. The Treasurer shall chair a Finance Committee which shall include at least four (4) members of the Corporation's Board of Directors who are not Executive Officers. The members of the Finance Committee shall be appointed by the Chair for a term of one (1) year.

b. Audit: The Corporation's books and records shall be audited by an independent certified public accountant at least every three (3) years, or at such time as the Board of Directors of the Corporation shall require. The Finance Committee shall recommend to the Board the appointment of independent auditors for the Corporation and shall oversee the annual audit by the auditors and the presentation of the results to the Board. The entire Board shall approve the appointment of the independent auditors of the Corporation. The Finance Committee shall assist the Board in overseeing accounting policies and auditing and reporting practices. The Finance Committee may recommend changes in the Corporation's independent auditors or auditing practices or request additional information or authorization to hire additional auditing resources, provided, however, that the Board of Directors shall give its prior approval to the hiring of any additional persons or firms. The Finance Committee may periodically meet with the Chamber's independent auditors without the presence of any employees of the Corporation to consider any appropriate questions or issues, such as the scope of the audit, the Corporation's internal accounting controls, and significant financial reporting matters. The Finance Committee shall conduct an annual review of the Corporation's financial records, with respect to the results of the audit, changes in accounting principles, areas of audit concern, and the contents of the management letter prepared by the independent auditors and management's response thereto.

c. The Finance Committee shall designate a depository for the funds of the Chamber of Commerce, and shall rotate the depository as practical among qualified Chamber members.

#### Section 4. PERSONNEL COMMITTEE

a. The Chair shall chair a Personnel Committee which must include the immediate past Chair, Chair-elect, one member of the Board of Directors, and one member in good standing (a total of five). The Personnel Committee shall be responsible for reviewing the Personnel Policies on an annual basis, for reviewing staff salaries and benefits, and recommending increases and changes to the Board of Directors, and for considering other personnel matters that would normally be conducted by this committee.

b. In the event of a vacancy in the position of President, the Personnel Committee shall serve as a Search Committee to locate a successor President, and shall make their recommendations to the Board of Directors.

#### Section 5. YOUNG PROFESSIONALS COUNCIL

a. The Young Professional Council, hereby referred to as YPC, Executive Committee shall be a standing committee of the Chamber. The Executive Committee of the YPC shall consist of a Chair, Chair-elect, Vice Chair of Special Projects, Vice Chair of Marketing, Vice Chair of Hospitality, Secretary/Treasurer and five committee members at large, all of whom shall be members of the Chamber in good standing. All officers shall be elected every two years from the membership of the YPC and shall hold office until their successors are elected.

b. The YPC Executive Committee shall determine the general policy and manage the affairs of the YPC and all of the powers of the YPC shall be vested by the Hendersonville Area Chamber Board of Directors. The chairman of the YPC shall serve as an ex officio member of the Board of Directors.

### ARTICLE XIII - MEETINGS

Section 1. ANNUAL MEMBERSHIP MEETING: The annual June membership meeting of the Chamber shall be held at such time and place as may be determined by the Board of Directors. Not less than five (5) days written notice shall be given for the annual membership meeting, but other membership meetings authorized by the Board of Directors or Executive Committee may be called upon three (3) days written notice.

Section 2. The Board of Directors may provide for holding membership meetings whenever it may be considered necessary or desirable.

Section 3. The Board of Directors may provide for holding membership meetings upon petition signed by not less than twenty percent (20%) of the members or their voting representatives in good standing. Notice of such meeting shall be mailed to the last known address of each member and the time, place and purpose of the meeting shall be stated in the notice and no other business shall be transacted thereat.

Section 4. Unless otherwise provided or qualified herein, the proceedings of all meetings of the Chamber of Commerce shall be governed by and conducted according to the latest edition of "Robert's Rule of Order".

### ARTICLE XIV - GENERAL REGULATIONS

Section 1. FISCAL YEAR: The fiscal year of the Hendersonville Chamber of Commerce shall be from June 1 to May 31.

Section 2. ANNUAL BUDGET: Before the beginning of each fiscal year, the Board of Directors shall adopt an annual budget, which shall be prepared and recommended by the Executive Committee to the Board of Directors. The Board shall have the right to make such changes in the budget during the year as it may consider advisable, otherwise the budget as adopted shall govern the financial operations of the Chamber throughout the year.

Section 3. APPROPRIATIONS: No member, Executive Officer or Board Member shall have the authority to enter into any contract or execute and deliver any instrument in the name of or on behalf of the Corporation except as provided in these Bylaws. Unless specifically authorized by resolution of the Board of Directors, all contracts, instruments or evidences of indebtedness of the Corporation must be approved by resolution of the Board or the Executive Committee and must be executed by the Chair, the Secretary, or the Chair's designee to be binding upon the Corporation, except that any contract, loan or other instrument involving consideration of more than \$1,000.00 must be executed by both the Chair (or the Chair's designee) and the President to be binding upon the Corporation.

Section 4. BONDS: The Corporation shall maintain such bonds or policies of insurance with respect to the employees of the Corporation and the Treasurer in such amount, upon such terms and with such sureties or insurance companies as the Board of Directors shall deem advisable.

Section 5. FUNDS: All checks, drafts or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation in an amount in excess of \$1,000.00 shall be signed by two of the following individuals: Chair, Vice-Chair, Treasurer, or President. Any such instruments in an amount less than \$1,000.00 may be signed by any one of the Chair, Vice-Chair, Treasurer, or President.

Section 6. ELECTRONIC MAIL: Any notice required pursuant to these Bylaws may be made by electronic mail to any member, director or staff member who has provided an email address to the staff. Notices so made shall be deemed sufficient for all purposes herein.

#### ARTICLE XV - REFERENDA

Section 1. Upon the request in writing of ten percent (10%) of the members in good standing of the Hendersonville Area Chamber of Commerce, the Board of Directors shall, or upon its own initiative may, submit any question to the members for a mail referendum vote, the ballot for such vote to be accompanied by briefs stating both sides of the question. Fifty-one percent (51%) of those voting shall be considered a majority. The determination of these referenda shall not affect the powers of the Board of Directors as authorized in Article IV, Section I.

#### ARTICLE XVI - AMENDMENTS

a. Except as otherwise required by law, these Bylaws may be amended, added to, or repealed by a majority vote of the entire Board of Directors or an affirmative vote of a majority of the members. Any change in the Bylaws made by the Board of Directors, however, may be amended or repealed by an affirmative vote of a majority of the membership of the Corporation. In the event the Board of Directors adopts an amendment to these Bylaws, the Secretary shall promptly announce the amendment in a publication or notice sent to all Corporation members. Upon publication of that notice, the members shall have a right to petition to amend or repeal the amendments in accordance with the provisions of subsection (b).

b. Any petition seeking to amend or repeal amendments to these Bylaws must be signed by not less than ten (10%) percent of the Corporation's members in good standing. The petition must state the specific provision to be repealed or amended, and if an amendment is proposed, must include the text of the

proposed amendment. The petition must be received by the Corporation's Secretary on or before 12:00 noon, local time, on the thirtieth day following publication of the amendment to the membership. If there are any petitions, the Chair shall promptly schedule a meeting of the membership to consider the repeal or amendment of the provision at issue.

## Article XVII -- AFFILIATES

### Section 1. UNITED CHAMBERS:

a. The Executive Officers shall take all steps necessary to maintain the affiliation of the Corporation with the United Chambers of Commerce of Sumner County, and to encourage participation of members in the activities of that organization. Pursuant to the Bylaws of the United Chambers of Commerce of Sumner County, the Corporation possesses three (3) representatives on the Board of Directors of that entity. The President or in the event of a vacancy in that office, the Chair, serves as one (1) representative of the Corporation. The other two (2) representatives serve a term of two (2) years with the expiration date of each term alternating.

b. Prior to December 1 of each year, the Chair shall nominate for consideration by the Board of Directors an individual to serve as the Corporation's representative to the Board of Directors of the United Chambers of Commerce for the term that expires in the following year. Upon approval by the Corporation's Board of Directors, the representative shall serve in accordance with the Bylaws of the United Chambers. In the event of a vacancy in the office of the representative, the Chair shall nominate an individual to fill that vacancy for the remainder of the term. Upon approval by the Corporation's Board of Directors, the individual shall serve the remainder of the term.

c. The Corporation's representatives to the Board of Directors of the United Chambers must be members in good standing of the Corporation, but they need not be Executive Officers or Directors.

### Section 2. CHAMBER FOUNDATION:

a. The Executive Officers shall take all steps necessary to maintain the affiliation of the Corporation with the Hendersonville Area Chamber of Commerce Foundation. The Corporation shall support that organization and its activities to the extent consistent with the Bylaws and other rules and regulations applicable to the Corporation. To facilitate this support and to act as a liaison between the two Boards, one member of the Board of Directors of the Corporation shall also serve on the Board of Directors of the Hendersonville Area Chamber of Commerce Foundation.

## Article XVIII -- INDEMNIFICATION

Section 1. LIABILITY OF OFFICERS AND DIRECTORS: No person shall be liable to the Corporation for any loss or damage suffered by it on account of any action taken or omitted to be taken by him or her as a director or officer of the Corporation in good faith if such person exercised or used the same degree of care and skill as a prudent man would have exercised or used under the circumstances in the conduct of his or her own affairs.

Section 2. INDEMNIFICATION OF OFFICERS AND DIRECTORS: The Corporation shall indemnify to the fullest extent permitted by law any and all persons who may serve or who have served at any time as directors or officers, or who at the request of the Board of Directors of the Corporation may serve or at any time have served as directors or officers of another corporation in which the Corporation at such time owned or may own shares of stock, of which it is a member or of which it was or may be a creditor, and their respective heirs, administrators, successors, and assigns, against any and all expenses, including amounts paid upon judgments, counsel fees, and amounts paid in settlement (before or after suit is

commenced), actually and necessarily incurred by such persons in connection with the defense or settlement of any claim, action, suit, or proceeding in which they, or any of them, are made parties, or a party, or which may be asserted against them or any of them, by reason of being or having been directors or officers or a director or officer of the corporation or such other corporation, except in relation to such matters to which any such director or officer or former director or officer or person shall be adjudged in any action, suit, or proceeding to be liable for his own negligence or misconduct in the performance of his duty. Such indemnification shall be in addition to any other rights to which those indemnified may be entitled under any law, bylaw, agreement, vote of members, or otherwise.

Section 3. INSURANCE: The Corporation shall have the power, by resolution of the Board of Directors, to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise, or as a trustee or administrator under any employee benefit plan, against any liability asserted against him or her and incurred by him or her in such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability.

#### Article XIX -- CORPORATE DISSOLUTION:

Upon dissolution of the Corporation pursuant to the laws of the State of Tennessee, after paying or making provision for payment of all liabilities of the Corporation, and after returning, transferring, or conveying all assets of the Corporation that are held subject to conditions requiring such return, transfer, or conveyance, the remaining assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) or 501(c)(6) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government for a public purpose, as the Board of Directors of the Corporation shall determine.

As Adopted: January 23, 1979

Amended: July 24, 1979 (Article III, Section 4A; Article XIV, Section 6)

Amended: May 5, 1987

Amended: October 2, 1990

Amended: April 7, 1992

Amended: November 1, 1994

Amended: April 4, 1995

Amended: October 6, 1998 (Article II, Section 2; Article III, Sections 3, 7, 9; Article IV, Sections 3, 4, 5; Article V, Sections 1-8; Article VI, Section 3; Article VII; Articles VII & VIII; Article IX, Section 2; Article X, Section 2; Article XII, Sections 1, 2, 3, 4, 5A, 5B; Article XIV, Sections 3, 4, 5; Article XVI; Articles XVII; XVIII; XIX added.)

Amended: July 2001 (Article VIII, Section 2b & Article XVII, Section 1)

Amended: May 2002 (Article VIII, Section 2b, Section 3, Article XII, Section 4, Article XVII, Section 1)

Amended: April 2003

Amended: July 2004

Amended: June 2007

Amended: February 2009 (Article XII, Section 7, Section 7a added)

Amended: March 2014 (Article III, Section 1 & 9b; Article 5, Section 6; Article VII, Section 1; Article VIII, Section 5; Article IX, Section 1 & 3; Article X Section 1; Article XIV, Section 5)

Amended: January 17, 2017