DAUPHIN ISLAND

CHAMBER OF COMMERCE

INCORPORATED

By Laws as amended **February 2019**

ARTICLE I

SECTION 1. Place of meeting. Any or all meetings of members and the Board of Directors of this corporation may be held within or without the State of Alabama, provided that no meeting shall be held at a place other than the registered office in Alabama, except pursuant to by-law or resolution adopted by the Board of Directors.

SECTION 2. Annual meeting of members. After the year 1958, an annual meeting of Chamber members shall be held in each year on the third Thursday of October, at **six** (6) PM, one of the reasons of which shall be the election of such Directors as required. At least one meeting will be held in each of the other quarters.

SECTION 3. Notice of annual meeting of members. At least ten days prior to the date fixed by section 2 of this article for the holding of the annual meeting of members, written notice of the time, place and purpose of such meeting shall be mailed, as hereinafter, provided, to each member entitled to vote at such meeting.

SECTION 4. Delayed annual meeting.
If, for any reason, the annual meeting of the members shall not be held on the day hereinbefore designated, such meeting may be called and held as a special meeting, and the same proceedings may be had thereat as at an annual meeting, provided however, that the notice of such meeting shall be the same herein required for the annual meeting, namely, not less than a ten day notice.

SECTION 5. Order of business at annual meeting. The order of business at the annual meeting of the members shall be as follows:

(a) Roll Call
(b) Reading notice and proof of mailing
(c) Reading of minutes of last proceeding meeting
(d) Report of President
(e) Report of Secretary
(f) Report of Treasurer
(g) Election of Directors
(h) Executive Session (Election of Officers by Board)
(i) Transaction of other business mentioned in the notice
(j) Adjournment

provided that, in the absence of any objection, the presiding Officer may vary the order of business at his / her discretion.

SECTION 6. Special meetings of members. A special meeting of the members may be called at any time by the President, or by a majority of the Board of Directors. The method by which such meeting may be called is as follows:

upon receipt of a specification in writing setting forth the date and **topics** of such proposed special meeting signed by its President, or by a majority of the Board of Directors, the Secretary or an assistant Secretary shall prepare, sign and mail **and/or electronically mail** the notices requisite to such meeting. Such notice may be signed

by stamped, typewritten or printed signature of the Secretary or of the assistant Secretary.

SECTION 7. Notice of special meeting of members. At least five days prior to the date fixed for the holding of any special meeting of members, written notice of the time, place and purposes of such meeting shall be **electronically** mailed, as hereinafter provided, to each member entitled to vote at such meeting.

SECTION 8. remove

SECTION 8. Regular meeting of Board. Regular meetings of the Board of Directors shall be held **at least** once each month at such time and place as the Board of Directors shall from time to time determine. No notice of regular meetings of the Board shall be required.

SECTION 9. Special meetings of Board. Special meetings of the Board of Directors may be called by the President at any time by means of such written notice by mail or other accepted communication of the time, place and purpose thereof to each director as the President in his /her discretion shall deem sufficient, but action taken at any such meeting shall not be invalidated for want of notices if such notice shall be waived as hereinafter provided.

SECTION 10. Notices and mailing. All notices required to be given by any provision of these by-laws shall state the authority pursuant to which they are issued (as, "by order of the President" or "by order of the Board of Directors" as the case may be) and shall bear the written, stamped, typewritten or printed signature of the **President or as otherwise provided herein**. Every notice shall be deemed duly served when the same has been deposited in the United States mail, with postage fully prepaid, plainly addressed to the sendee at the last address appearing upon the membership record of this corporation.

SECTION 11. Waiver of notice. Notice of the time, place and purpose of any meeting of the members or of the Board of Directors, may be waived by **personal contact, electronic mail or other written notice** or other written notice.

ARTICLE II

Quorum

SECTION 1. Quorum of members. Presence in person, representing one-**fifth** of the voting rights of this corporation shall constitute a quorum at any meeting of the members.

SECTION 2. Quorum of Directors. A majority of the Directors shall constitute a quorum.

ARTICLE III

Voting and Elections

SECTION 1. Who is entitled to vote. Except as the articles or an amendment, or amendments, thereto otherwise provided, each full member of this corporation shall, at every meeting of the members, be entitled to one vote in person. Each full member must be present in order to vote at any meeting of the members; no full member may vote by proxy. Voting at all elections shall be by written and secret ballot.

SECTION 2. Deleted July 12, 1990.

SECTION 3. Inspectors. Whenever any person entitled to vote at a meeting of the members shall request the appointment of inspectors, a majority of the members present at such meeting and entitled to vote thereat shall appoint not more than three inspectors, who need not be members. If the right of any person to vote at such meeting shall be challenged, the inspectors shall determine such right. The inspectors shall receive and count the votes either upon an election or for the decision of any question and shall determine the result. Their certificate of any vote shall be prima facie evidence thereof.

SECTION 4. Nominations. At least 30 days prior to the annual meeting, the President shall appoint a chairperson of the nominating committee and two (2) others, all from the general membership, for the purpose of determining candidates for office. A copy of the official ticket of the nominating committee shall be included in the mailing as defined by Article 1, Section 3. Additional nominations may be made from the floor at the annual general membership meeting.

ARTICLE IV

Board of Directors

SECTION 1. Number and terms of Directors. The business, property and affairs of this corporation shall be managed by a Board of Directors composed of **seven (7)** members of this corporation. Each director shall hold office for the term for which he / she **are** elected and until his / her successor is elected and qualified.

SECTION 2. There shall be one class of Directors who shall hold office for a term of three years. The terms of the Directors shall be staggered. Nothing herein shall be construed to prevent the election of a director from succeeding himself/herself.

SECTION 3. Vacancies. Vacancies in the Board of Directors shall be filled by appointment made by the remaining Directors. Any vacancy occurring in any office of the corporation may be filled by the Board of Directors until the next annual meeting. Each person so elected to fill a vacancy shall remain a director until his / her successor has been elected by the members, who may make such election at their next duly called meeting or at any special meeting duly called for that purpose and held prior thereto.

SECTION 4. Action by unanimous written or electronic consent. If and when the Directors shall severally or collectively consent in writing or electronically to any action to be taken by the corporation, such action shall be as valid corporate action as though it had been authorized at a meeting of the Board of Directors. Rules for conducting electronic votes are as follows:

(a) All participants must have access to the necessary equipment for participating in the e-vote;
(b) The chair shall develop a time frame for the e-vote;
(c) A second is not necessary for the motion to be considered;
(d) The motion to lay on the table is not in order;
(e) Each new motion must be made in a separate, new email message;
(f) The chair shall assign a number to the motion and the subject line must contain the word “motion”
(g) Board Members shall use “Reply All” in all messages of debate.
(h) The secretary shall tally all the votes;
(i) The chair shall announce the results;
(j) The secretary shall prepare minutes of the vote and shall include these minutes for approval at the next regular Board meeting.

SECTION 5. Power to make by-laws. The Board of Directors shall have power to make and alter any by law or by laws, including the fixing and altering of the number of Directors, provided that the Board shall not make or alter any by law fixing the qualifications, classifications or term of office of any members of the then existing Board; subject to a majority vote by members at the next duly called meeting.

SECTION 6. Power to elect Officers. The Board of Directors shall select a President and a Vice President from within the Board. The Secretary and Treasurer shall be elected by the Board from the membership.

SECTION 7. Power to appoint other Officers and Agents. The Board of Directors shall have power to appoint such other Officers and agents as the Board may deem necessary for transaction of the business of the corporation. The following standing committees should be considered: Archives, Arts & Crafts, Civic, Budget, Community Economic Development, Constitution & By Laws, Finance, Marketing, Membership, Publications, Publicity, Programs, Research. Any combination or additions to the above listed committees may be altered at the discretion of the Board of Directors.

SECTION 8. Removal of Officers and Agents. Any Officer or agent may be removed by the Board of Directors whenever in the judgment of the Board the business interests of the corporation will be served thereby. Any member of the Board of Directors will be replaced if they fail to attend three (3) consecutive meetings of the Board without just cause. "Just Cause" to be determined by the remaining Board of Directors.

SECTION 9. Power to fill vacancies. The Board shall have power to fill vacancy in any office for any reason whatsoever.

SECTION 10. Delegating of powers. For any reason deemed sufficient by the Board of Directors, whether occasioned by absence or otherwise, the Board may delegate all or any of the powers and duties of any Officer to any other Officer or director, but no Officer or director shall execute, acknowledge or verify any instrument in more than one capacity.

SECTION 11. Power to appoint executive committee. The Board of Directors shall have power to appoint by resolution an executive committee composed of two or more Directors who, to the extent provided in such resolution, shall have and exercise the authority of the Board of Directors in the management of the business of the corporation between meetings of the Board.

SECTION 12. Power to require bonds. The Board of Directors may require any Officer to file with the corporation a satisfactory bond conditioned for faithful performance of his /her duties.

SECTION 13. Compensation. The Directors shall serve without compensation. This shall not preclude Officers and Directors from reimbursement for expenses. **The Secretary and Treasurer will serve with appropriate compensation (as voted upon by the Board of Directors) and will be reimbursed for justifiable expenses.**

SECTION 14. Annual Budget. Following the annual membership meeting, the Board of Directors shall propose a budget for the upcoming calendar year, to be brought before the membership at the January General Membership meeting. No portion of the adopted budget may exceed the appropriation without the approval of the majority of the Board of Directors.

SECTION 15. Liability Coverage. Directors and Officers shall be provided with liability coverage insurance for Board approved Chamber business. During each Board/Officers term of office.

ARTICLE V

Officers

SECTION 1. President. The President shall be selected by and from the membership of, the Board of Directors. He / She shall be the chief executive Officer of the corporation. He / She shall plan and preside over all meetings of the Board and of the members. He / She shall have general and active management of the business and activities of the corporation and shall see that all orders and resolutions of the Board are carried into effect. He / She shall be ex officio a member of all standing committees and shall have the general powers and duties of supervision and management usually vested in the office of President of a corporation. He / She shall, in the event of a tie, at any membership or Board of Directors meeting, cast the tie breaking vote.

SECTION 2. Vice President. One Vice President shall be chosen from the membership of the Board. The Vice President shall perform the duties and exercise the powers of the President during the absence or disability of the President.

SECTION 3. Secretary. The Secretary shall be a non-voting member of the Board and shall attend all meetings of members and Board of Directors, and of the executive committee, and shall preserve in books of the corporation true minutes of the proceedings of all such meetings. He / She shall safely keep in his /her custody the seal of the corporation and shall have authority to affix the same to all instruments where its use is required. He / She shall give all notices required by statute, by-law or resolution. He / She shall perform such other duties delegated to him / her by the Board of Directors or by the executive committee.

SECTION 4. Treasurer. The Treasurer shall be a non-voting member of the Board and shall have custody of all corporate funds and securities and shall keep books belonging to the corporation full and accurate accounts of all receipts and disbursements; he / she shall deposit all moneys, securities and other valuable effects in the name of the corporation in such depositories as may be designated for that purpose by the Board of Directors. He / She shall disburse the funds of the corporation as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the President and Directors at the regular meetings of the Board, and whenever requested by them, an account of all his / her transactions as Treasurer and of the financial condition of the corporation. **At least a quarterly** financial report is required. The financial report shall be delivered to the Board of Directors no later than 10 days prior to the Chamber's annual meeting. If required by the Board he / she shall deliver to the President of the corporation and shall keep in force, a bond in form, amount and with a surety or sureties satisfactory to the Board, conditioned for faithful performance of the duties of his / her office, and for restoration to the corporation in case of his / her death, resignation, retirement or removal from office, of all books, papers, vouchers, money and property of whatever kind in his / her possession or under his / her control belonging to the corporation. Expense for any required bond shall be borne by the corporation.

SECTION 5. Assistant Secretary and assistant Treasurer. The assistant Secretary in the absence or disability of the Secretary shall perform the duties and exercise the powers of the Secretary. The assistant Treasurer in the absence or disability of the Treasurer shall perform the duties and exercise the powers of the Treasurer.

ARTICLE VI

Execution of Instruments

SECTION 1. Checks, etc. All checks, drafts and orders for payment of money shall be in the name of the corporation and shall be signed by two Directors or Officers as the Board of Directors shall from time to time designate for that purpose.

SECTION 2. Contracts, conveyances, etc. When the execution of any contract, conveyance or other instrument has been authorized without specification of the executing Officers, the President or Vice President, and the Secretary may execute the same in the name and behalf of this corporation and may affix the corporate seal thereto. The Board of Directors shall have the power to designate the Officers and agents who shall have authority to execute any instrument in behalf of this corporation.

ARTICLE VII

Power of Board to Borrow Money

The Board of Directors shall have full power and authority to borrow money only when such borrowing has been authorized by vote of the general membership and in such case the Board of Directors may authorize the proper Officers of this corporation to make, execute and deliver in the name and behalf of this corporation such notes, bonds, and other evidence of indebtedness as said Board shall deem proper and said Board shall, with authorization by vote of the membership, have full power to mortgage the property of this corporation, or any part thereof, as security for such indebtedness.

ARTICLE VIII

Membership and Dues

Section 1. Any person may be selected for new membership (i.e., not having been a member for the past consecutive months) in this corporation by a majority vote of the Board of Directors and the term of membership shall be based upon a calendar year. The membership of the association shall include two (2) classes: full and associate.

Full membership constitutes the right to vote on any issue before the body and the right to hold any office on the Board of Directors as set forth in these by laws.

Associate membership constitutes the right to voice opinions on any issue but does not permit the right to vote or hold office.

Section 2. Any member may be removed from membership by a majority vote of the members present at any meeting or at any special meeting of the members called for the purpose, for conduct deemed prejudicial to this corporation, provided that such member shall have first been served with written notice of the accusations against him / her, and shall have been given an opportunity to produce his / her witnesses, if any and to be heard, at the meeting at which such vote is taken.

Section 3. Any member failing to pay dues within 30 days, of the January billing shall receive a written notice of delinquency from the Board of Directors. Fifteen days thereafter, if still delinquent, a representative of the Board of Directors shall make personal contact with the member. If still delinquent at the end of sixty (60) days, after initial billing, the membership shall

be forfeited. A member suspended for non-payment of dues may be readmitted upon receipt of the proper dues.

Amendment of By-laws

SECTION 1. Amendments, how effected.
These by-laws may be amended, altered, changed, added to or repealed by the affirmative vote of a majority of the members entitled to vote at any regular or special meeting of the members
... if notice of the proposed amendment, alteration, change, addition or repeal be contained in the notice of the meeting,
or
...by the affirmative vote of a majority of the Board of Directors if the amendment, alteration, change, addition or repeal be proposed at a regular or special meeting of the Board and adopted at a subsequent regular meeting;
provided,
... that any by-laws made by the affirmative vote of a majority of the Board of Directors as provided herein may be amended, altered, changed, added to or repealed by the affirmative vote of a majority of the members entitled to vote at any regular or special meeting of the members; also provided, however,
... that no change of the date for the annual meeting of members shall be made within thirty days next before the day on which such meeting is to be held,
unless
...consented to in writing, or
...by a resolution adopted at a meeting, by all entitled to vote at the annual meeting.

We, the members of the Board of Directors of the Dauphin Island, Alabama, Chamber of Commerce, do, with the signatures below, certify that these Bylaws were adopted by the members of the Chamber of Commerce, in a duly called and held business meeting of the Chamber on **November 2014**

_____	_____
Tricia Kerr	Slavica Harper
_____	_____
Neil Sass	Sjon Hopkins
_____	_____
Amy Vice	Bob Duhe
_____	
Dena Pigg	