

**By-laws of
Pleasure Island Chamber of Commerce, Ltd
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**ARTICLE I
ORGANIZATION AND MISSION**

Section 1– The Pleasure Island Chamber of Commerce (the “Chamber”) is a Non-profit corporation, and shall operate in accordance with the laws governing the State of North Carolina in New Hanover County. The Chamber is organized as a “For Membership,” nonprofit corporation and operates for the benefit of its membership and to serve those general purposes as more specifically defined by its members and Board of Directors.

***Section 2* – The Chamber’s Mission is to use its best efforts to represent its membership through professional leadership, business and economic development advocacy, tourism promotion, event development, business education, and by enhancing the overall business environment and quality of life of the residents, stakeholders and visitors of Pleasure Island. In pursuing this Mission, it shall endeavor, where appropriate, to coordinate its activities with other organizations, individuals and agencies having the same general interests and objectives.**

**ARTICLE II
MEMBERSHIP**

Section 1 – General Membership: Application for voting membership shall be open to any business owners, operators, or employees of businesses that support the Mission statement in Article I, Section 2. Membership is granted after completion and receipt of a membership application and the payment of annual dues. All general memberships shall be granted or denied upon a majority vote of the Board. Sitting members of the respective Governing Councils of Carolina and Kure Beach, as well as other select organizations designated by the Board of Directors will be granted honorary membership in the Chamber during the period of their tenure on their respective governing Boards.

***Section 1.1* - The Board may choose at its discretion to appoint up to four (4) Ex Officio Board Members based on their support of the Chamber Mission, personal knowledge, business experience and ability to contribute to the development of sound organizational policies, business advocacy and fulfillment of Chamber goals.**

Section 1.2 - Ex Officio Board members will not be eligible to vote on matters concerning the Board but may participate in all other Board discussions and Board-related activities. They must sign and abide by the Chamber’s Policies and Procedures, Code of Conduct and Conflict of Interest Policy at all times.

Section 1.3 - They will be eligible to serve a one-year term of office from the date of their appointment. They may be reappointed by a vote of a simple majority of the Board for up to three consecutive (3) terms of office.

***Section 2* – *Chamber Friends:* Individuals or retired citizens not directly or indirectly involved in any business activities and who support the Chamber Mission stated in Article I, Section 2 may be**

accepted as Chamber Friends upon completion and receipt of a Chamber Friends' membership application and requisite annual dues. All Chamber Friends' membership applications shall be granted or denied based on a simple majority vote of the Board. A Chamber Friend will be granted all the rights and privileges of the general membership.

Section 3 – Annual dues: The Board of Directors shall determine the amount required for annual dues each year. Continued membership is contingent upon being current on membership dues. Failure to pay annual membership dues shall result in the automatic termination of membership. **The requisite dues for a Chamber Friend will be determined by the Board on an annual basis, but in any event, will be no less than 50% of the annual general membership dues.**

Section 4 – Rights of Members: Each general member and Chamber Friend shall be eligible to appoint one voting representative to cast the member's vote in Chamber Board elections or for any other issues requiring a vote of the general membership. **All meetings of the Chamber with the exception of the Executive Committee and matters involving Chamber personnel are open to the general membership.**

Section 5 – Resignation and termination: A member may resign by filing a written resignation with the Secretary. Resignation shall not relieve a member of unpaid dues, or other charges previously accrued. **A member in violation of any Chamber policy or codes of the Chamber can have their membership terminated by majority vote of the Board of Directors.**

ARTICLE III BOARD OF DIRECTORS & OFFICERS

Section 1 – Board role, size, and compensation: The Board is responsible for overall policy and direction of the Chamber, and delegates responsibility of day-to-day operations to the staff and committees. The Board may have up to 14 (fourteen), but not fewer than eight (8) directors and must select four (4) officers from that number. Board members shall receive no compensation other than the reimbursement of pre-approved expenses. A Board member must agree in writing to abide by the Chamber's Code of Conduct at all times and to adhere to the Chamber's Policies and Procedures as defined in the Chamber's most current Policies and Procedures Manual.

Section 2 – Terms: All Board members shall serve two-year terms, and are eligible for election for up to three (3) consecutive terms. **A Board member may have his or her tenure extended for an additional term of two (2) years based on a simple majority of the current Board.**

Section 3 – Meetings and Notice: The Board may choose to meet monthly in a calendar year, but at a minimum, must meet quarterly, at an agreed upon time and place. There must be an annual general meeting in which all membership is invited to attend and at which time, new Board members are voted upon. An official Board meeting requires that each Board member has received a telephone and/or email notice at least seven (7) days in advance of all scheduled Board meetings. Roberts Rules of Order will serve as the procedures for all properly called meetings.

Section 4 – Election Procedures: A Board Development Committee comprising the Executive Committee, Chair Emeritus and the President shall be responsible for nominating a slate of prospective Board members

to fill all available seats and, where possible, representing the Chamber's constituency. Any member in good standing may nominate a candidate to the Committee for consideration for the slate of nominees. All members in good standing will be eligible to vote for the proposed slate of candidates at the annual meeting. Preliminary slate to be discussed with Board of Director's for input prior to final slate.

Section 5 – Board elections: A slate comprising new Directors and/or current Directors shall be elected, or re-elected by the voting representatives of all the eligible members at the annual meeting. The slate of Directors will be elected by a simple majority of members present at the annual meeting.

Section 6 – Quorum: A quorum is required to conduct the business of the Chamber. A quorum for any Board-related activity, meeting or special meeting shall consist of a minimum of two officers and 50% of the current sitting Board members plus one (1) additional sitting Board member. The highest ranking officers will serve as Chair for the meeting. This ratio assumes a maximum of 14 (fourteen) sitting Directors and a minimum of eight (8) in a current year. The Board shall not conduct the affairs of the Chamber without a quorum being present. With a quorum present the Board may vote and act upon any issues brought before it. A simple majority shall be sufficient to carry any issue voted upon.

Section 7 – Officers and Duties: There shall be five officers of the Board, consisting of a President, Chair, Vice Chair, Secretary and Treasurer. Excluding the President, their term of office shall be for a period of one (1) year. These members will assume the fiduciary responsibilities of the Chamber during their tenure. Their duties are as follows:

The Chair shall convene regularly scheduled Board meetings, and shall preside or arrange for other officers to preside at each meeting of the Board in the following order: Vice Chair, Secretary, Treasurer, and President. **Two officers must always be present to convene a properly called Board meeting.** The Chair may make a Motion or provide a second for a Motion. The Chair may not vote for a Motion before the Board unless called upon to break a tie. The Chair from the previous year will serve as *Chair Emeritus* for the current year, will be a member of the Executive Committee and will advise the Board on matters affecting the Chamber and Board from time to time. They will not vote on issues before the Board. The Chair may only be selected from those Board members beginning their second full year on the Board. The Chair, or his or her appointee, shall serve as an Ex officio member of the Greater Wilmington Chamber of Commerce Board of Directors.

The *Vice Chair* shall chair committees on special subjects as designated by the Chair or the Board. The Vice Chair chosen shall succeed to the office of Chair in the following year. If the Vice Chair is completing the second year of a term of office under Article III that person's term shall automatically be extended one year to coincide with their ascension to the Chair.

The *Secretary* shall be responsible for seeing that the records of all Board actions are properly documented, including overseeing the taking of minutes at all Board or special meetings, insuring meeting announcements are issued properly, maintaining rules of order during meetings, maintaining contact with all affiliated agencies and assuring that all corporate records are up to date and maintained properly.

The *Treasurer* shall in conjunction with the President/Executive Director prepares, review, and submit a current monthly financial report of the Chamber at each Board meeting. The Treasurer shall Chair the

finance committee, coordinate and assist in the preparation of the annual budget; audit and IRS tax submissions; help develop fundraising plans, make financial information available to the Board and public as necessary and oversee all other fiduciary responsibilities of the Chamber.

Section 8 – Vacancies: When a vacancy on the Board exists mid-term, the Secretary must receive nominations for new members from present Board members seven (7) days in advance of a Board meeting. These nominations shall be presented to the Executive Committee for review. Upon acceptance of the nomination, the nominee's information will be emailed to Board members with the regular Board meeting announcement, to be voted upon at the next Board meeting. These vacancies will be filled only to the end of the particular Board member's term.

Section 9 – Resignation, termination, and absences: Resignation from the Board must be in writing and received by the Secretary. A Director shall be terminated for cause from the Board due to more than three (3) unexcused absences from properly called Board meetings or for the conviction of a felony or for failure to abide by the Code of Ethics of the Chamber. A Director may be removed without cause by a two-thirds vote of the remaining Directors.

Section 10 – Special Meetings: **Special meetings of the Board may be called upon the request of the Chair, or one-third of the sitting Board. The Secretary shall telephone and/or email notices of special meetings to the Board at least seven (7) business days in advance of the meeting.**

ARTICLE IV PRESIDENT, EXECUTIVE DIRECTOR AND STAFF

Section 1 – President: The Board will appoint a qualified President based on a current job description, policies and procedures more fully described in the Chamber's Policies and Procedures Manual. The President will be a full time salaried position and will have day-to-day organizational and fiduciary responsibilities for the Chamber and its membership, including carrying out the Chamber's stated Mission, goals and policies. The President will answer to the Chair and Board of Directors in all matters. The President will attend all Board meetings; report on the progress of the Chamber, assist the Treasurer in compiling all financial data, answer questions of the Board members and carry out the duties more fully described in their job description. The Board may designate other duties and responsibilities to the President not found in the job description as deemed necessary from time to time. The President may make a Motion or provide a second for a Motion, however, the President may not vote for a Motion before the Board

Section 2- Executive Director

Section 3 – Executive Director: The Board at the President's recommendation will hire a qualified Executive Director to assist the President in the day to day management of the Chamber. The Executive Director will answer to the President and will perform administrative and secretarial duties as more fully described in the job description.

Section 4 – The Board may at its discretion appoint other full and/or part time employees from time to time as required, or based on the recommendation of the President.

Section 5 – An employee, while employed by the Chamber, may not maintain other employment, which in the opinion of the Directors, is considered a conflict of interest, or would in any way limit the strict impartiality which is required of an employee of the Chamber. An employee holding, or intending to hold, other employment or self-employment must seek prior approval from the Board. If an employee shall be so notified by the Directors that a conflict exists, the employee shall have 30 days from the date of the Notice to resolve the conflict to the satisfaction of the Directors, or to terminate their employment.

ARTICLE V COMMITTEES

Section 1 – Committee formation: The Board may create committees as needed, such as finance, fundraising, events, marketing, public relations, or as deemed necessary. The Chair will appoint all committee Chairs based on the recommendations of the Board and President. The Committee Chair may select their members from the Board and/or other qualified members of the Chamber. There shall be at least three (3) standing committees at all times as defined herein:

Section 2 – Executive Committee: The four current officers and the President will serve as members of the Executive Committee along with the current Chair Emeritus. The Executive Committee shall not exercise any formal powers but will serve to guide the agenda of the Chamber, oversee daily operations, address any issues that arise in the intervals between meetings of the Board and are subject to the direction and control of the full Board.

Section 3 – Board Development Committee: The five current officers and the Chair Emeritus will comprise the Board Development Committee, which will serve to evaluate, review and nominate the new annual slate of Directors.

Section 4 – Finance Committee: The Treasurer is the Chair of the Finance Committee, which shall include the President/Executive Director and a minimum of three other Board members. The Finance Committee is responsible for developing and reviewing all fiscal policies and procedures, fundraising plans, and the annual budget with staff and other designated Board members. The Board must approve the budget and all expenditures must be within budget. The Board must approve any major changes in the budget. The fiscal year shall be the calendar year. An Annual Report is required to be submitted to the Board showing income, expenditures, and pending income and shall be approved by a licensed CPA. The financial records of the Chamber are public information and shall be made available to the membership, Board members, and the public at large upon request.

ARTICLE VI MEETINGS

Section 1: General Members and Chamber Friends – There shall be a meeting of all General Members and Chamber Friends during the month of November or December each year. The purpose of this meeting shall

be (a) to review the progress of the Chamber for the past year, (b) propose and discuss plans, objectives and goals for the up-coming year, and (c) elect new members to the Board of Directors. The Board will set the aforementioned meeting date. Prior to this meeting, the Board shall verify all voting members in attendances are in good standing for purposes of voting at the annual meeting.

Section 2 – New Officers: The Board shall select Chamber officers for the coming year,

Section 3 – Special Meetings: The Chair, the Executive Committee, or a simple majority of the Board of Directors may call Special Meetings. A petition signed by 33 (thirty-three) percent of the voting membership may also call a Special Meeting.

Section 4 – Board of Directors: The Board shall meet no less frequently than once each Quarter or more often as determined by a simple majority of the Board members.

Section 5 – Notice of meetings: Notice of each meeting shall be provided to each voting member, by telephone, mail and/or email, not less than two weeks prior to the meeting.

Section 6 – Quorum: The members present at any properly announced meeting should constitute a quorum based on Article III, Section 6, or unless otherwise stated herein.

Section 7 – Voting: All issues to be voted on shall be decided by a simple majority of those present at the meeting in which the vote takes place unless otherwise stated herein.

ARTICLE VII

VOTING

Section 1- Annual Meeting: All members in good standing present at the annual meeting may vote once on any and all issues properly placed before them for vote. A majority of members present shall be sufficient to carry any issue voted upon. Each member shall designate one individual for voting purposes.

Section 2 - Special Meetings: A simple majority of members present shall be sufficient to carry any issue voted upon unless otherwise stated herein. If a special meeting is attended by the general membership, each member must be in physical attendance for purposes of casting a single vote. No member shall be entitled to more than one vote.

ARTICLE VIII

AMENDMENT OF BY-LAWS

These By-laws may be amended, modified or changed by the Board with a simple majority of Directors of a properly called meeting and with a quorum as defined herein.

ARTICLE IX

PROHIBITED ACTIVITIES

No part of net earnings of the corporation shall inure to the benefit of or be distributable to, its members, directors, officers, or other private persons except that the corporation shall be authorized and empowered

to pay reasonable compensation or expenses for services rendered and to make payments in furtherance of purposes set forth in these By-laws. No substantial part of the activities of the corporation shall be attempting to influence legislation, and the corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provisions of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(6) of the Code or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE X
DISTRIBUTION UPON DISSOLUTION

Upon the dissolution of the corporation, the Board of Directors shall, after paying and/or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated with a mission similar to that of the Chamber; or to a charitable, or educational entity as shall at the time qualify as an exempt organization, or organizations under Section 501(c)(6) of the Code as the Board of Directors shall determine, or to federal, state, or local governments to be used exclusively for public purposes. Any such assets not so disposed of shall be disposed of by the Superior Court of New Hanover County exclusively for such purposes or to such organizations, such as the court shall determine, which are organized and operated exclusively for such purposes, or to such agencies for such purposes.

CERTIFICATION

These By-laws were approved at a meeting of the Board of Directors by a unanimous vote on January 22, 2015.

Secretary

Date