

TAYLOR COUNTY CHAMBER OF COMMERCE AND TOURISM

BY-LAWS

Article I - Name

Section 1.

This Organization shall be known as the Taylor County Chamber of Commerce and Tourism.

Article II - Location

Section 1.

The General offices of this organization shall be located in Taylor County, State of Georgia.

Article III - Purpose

Section 1.

The Taylor County Chamber of Commerce and Tourism's mission is to IMPROVE, PROMOTE, AND SUPPORT: the business community. At the municipal, state and national level: to promote integrity and good faith, highest quality human relations, just and equitable principles in business, and uniformity in commercial usages: to acquire, preserve and distribute industrial, commercial, and civic statistics and information of value, to discover and correct abuses: to prevent or address controversies; to have a part in representing the Taylor County area, which is defined as the city of Butler, the city of Reynolds, the county of Taylor, and the logical trade area, in the consideration and decision of state and national issues. Taylor County Chamber of Commerce and Tourism shall observe all local, state, and federal laws which apply to a non-profit organization as defined in Section 501 (c)(6) of the Internal Revenue Code.

Section 2.

The Taylor County Chamber of Commerce and Tourism shall be non-partisan, and non-sectarian, and non-political. The words "non-political" and "non-partisan" as herein used shall be construed to mean solely that the Chamber of Commerce shall not engage in any activities favoring or opposing the election of any candidate for office, or any political party, group or faction. The words "non-political" or "non-partisan" shall not be construed to prevent discussion or action; or recommendation thereon, of any of the purposes of this organization as set forth in Article III, Section 1, of these bylaws.

Section 3.

Indemnity Clause. In the event any person or the estate or personal representative of any person is name as a party, made a party or threatened to be made a party to any threatened, pending or completed action, to writ or proceeding whether criminal, civil, administrative or investigative by reason of the fact that such person is or was a trustee, officer, employee or agent of the Taylor County Chamber of Commerce and Tourism, such person or the estate or personal representative of such person shall be indemnified by the corporation against the reasonable expenses including but not limited to attorney's fees, judgments, fines and amounts paid in settlement actually or reasonably incurred in connection with any appeal therein or therefrom if such person acted in good faith and in manner reasonably believed to be in the best interest of the Taylor County Chamber

of Commerce and Tourism (and with respect to any criminal action and proceeding, if he had no reasonable cause to believe such conduct was illegal or unlawful) to the maximum extent permitted by and in accordance with the manner provided in the Georgia non-profit code or any other applicable law as the same may now or hereafter exist. Such right of indemnification is not and shall not be deemed to be exclusive of any rights to which such trustees, officer or employee may be entitled to by other appropriate law.

Article IV — Membership

Section 1.

Any reputable individual, licensed business, firm, or corporation interested in the advancement and welfare of Taylor County and its surrounding trade area shall be eligible for membership upon approval of the Board of Directors.

Section 2.

The Board of Directors will annually fix a schedule of dues for membership in the Taylor County Chamber of Commerce and Tourism.

Section 3.

No member shall be eligible for election to office, which is not in good standing, and no member shall be in good standing whose obligations to the Taylor County Chamber of Commerce and Tourism are in arrears more than 90 days.

Section 4. Resignations.

All resignations shall be tendered to the Board of Directors in writing at least thirty days in advance of the effective resignation date. Resignation; however, does not relieve the member from liability for the membership subscription due the organization at the time of resignation.

Section 5 Expulsion.

Any member may be expelled for cause by resolution passed by two-thirds (2/3) of the entire Board of Directors at any meeting called for the purpose. Such member shall be notified to the intention of the Board to consider his expulsion, and the specific grounds thereof, and shall be given the opportunity of a hearing before the Board. Passage of such resolution shall; without other act on the part of the Board of Directors, annul such membership.

Article V - Meetings

Section 1.

Meetings of the members shall be held at such time and place as may be provided by the Board of Directors for the purpose of receiving the reports of officers and to transact such business as may be presented for consideration. Twenty-five percent (25%) of members or fifty-one (51%) of the Board of Directors shall constitute a quorum.

Section 2.

In addition to the annual meeting, which shall be held during the month of December, special meetings of the membership may be called at any time by the Chairman of the Board of Directors. If any written request of

fifteen 15% or more members is filed with the Chairman of the Board or Executive Director requesting a special meeting of the membership, the Chairman of the Board shall give five (5) days notice of such special meeting either by first class mail or electronic means to each member of the Taylor County Chamber of Commerce and Tourism or by insertion in such news media as may be of general circulation in Taylor County, Georgia, or by an announcement at a duly called meeting of the membership.

Section 3.

Financial and Personnel shall be discussed in executive session.

Article VI — Funds

Section 1.

All receipts from membership dues and other sources shall constitute the general fund of the organization; unless otherwise provided by the Board of Directors. The expense for the maintenance and business of the organization shall be paid from said funds.

Section 2. Budget.

As soon as possible after an election of the new Board of Directors and Officers, the Executive Director shall prepare a budget for the coming year and submit it to the Board of Directors for approval.

Article VII — Board of Directors

Section 1.

The affairs of this organization shall be under the management of its Board of Directors and such officers and agents as said Board may elect or employ. The Board of Directors shall consist of seven (7) elected members, from and representing the membership of the Taylor County Chamber of Commerce and Tourism, with one seat being designated to Education, one seat designated to Tourism, and one seat designated to corporate and/or industry. These designated seats will be appointed by the Board of Directors. The term of a board member is for three (3) years except for the initial year of the current by-laws, one (1) member will be elected for terms of one (1) year, three (3) members will be elected for terms of two (2) years, and three (3) for terms of three (3) years. The Board of Directors can serve two (2) consecutive terms. No member shall be eligible to succeed himself without an intervening period of at least one (1) year; except that a director who has been elected to an unexpired term may be eligible to be elected to a full three-year (3) term.

Article VIII — Elections and Appointments

Section 1.

During October of each year, the Chairman of the Board of Directors, with the approval of the Board of Directors, shall appoint a nominating committee consisting of five (5) members. These members of the committee shall be members of the Taylor County Chamber of Commerce and Tourism in good standing; who are not at the present time officers or directors. Nominating Committee members shall not be nominated as a candidate to the Board of Directors.

The nominating committee shall prepare a list of not more than ten candidates to be known as the Official Ticket from which members will elect representatives to the Board of Directors. Nominations for all officers and vacancies in the Board of Directors may also be presented to the nominating committee by any member of the membership. Notice will be given to the membership in writing of the deadline for submission of candidates

through the chamber's newsletter or by first class mail or electronic means. The election for members of the Board of Directors shall be held on the second Wednesday in December of each year; unless, changed by official action of the Board because of unusual circumstances.

The Executive Director shall mail or email one official ballot to each member in good standing no later than ten days (10) prior to the election. The ballot shall list the nominees for any vacant term or terms of open seats of the Board of Directors and will have provisions for write-ins.

Those receiving the most votes will be elected in a manner sufficient to fill the expiring terms. Ballots may be returned to the chamber office via: mail, fax, email or personal delivery.

No proxies shall be allowed. Each member in the Taylor County Chamber of Commerce and Tourism shall be entitled to one (1) vote.

At a time and place specified by the Board of Directors, at least 2 members of the nominating committee shall count the ballots. The candidates receiving the highest number of votes shall be declared elected to serve for the term (or until their successors shall have been elected and qualified) commencing on the date hereinafter provided for their first meeting.

Section 2.

The newly-elected members of the Board of Directors shall then meet at the regular January Board of Directors Meeting and shall elect a Chairman (Chairman of the Board), Vice Chairman, Secretary and Treasurer, for a term of one year, or until their successors have been elected and qualified, beginning the first of January. Newly elected officers and directors shall take office January first.

Section 3. Chairman.

The Chairman shall call all regular meetings and shall preside at all meetings of the Taylor County Chamber of Commerce and Tourism and Board of Directors. The Chairman shall perform all duties incident to the office and shall advise such action as may be deemed likely to increase the usefulness of the Chamber. The Chairman shall have authority to countersign checks. The Chairman with the approval of the Board of Directors shall have authority to employ any and all staff members (Executive Director and Secretary) either permanent or temporary, at salaries to be determined by the board within the framework of the budget.

Section 4. Chairman-Elect.

The Vice Chairman shall serve as first assistant to the Chairman of the Chamber, performing the duties of the Chairman in the absence of the Chairman. The Vice Chairman shall also serve as Chairman of special committees as appointed by the Chairman. The Chairman-Elect must have served on the Board of Directors for at least one (1) year before being eligible to serve.

The Vice Chairman shall be responsible to the Chairman (Chairman of the Board) for all tasks that may be assigned to him/her.

Section 5. Treasurer.

A Treasurer shall be appointed by the Board of Directors to serve for one (1) year term. The Treasurer shall receive and disburse the funds of the Chamber. S/He shall make all such reports as are required by the Chairman. In the absence of the Treasurer, the Executive Director shall receive funds only when proper documentation is provided.

Section 6. Executive Director.

The Executive Director shall be the chief administrator serving as advisor to the Board of Directors on matters as described in the job description. Under the supervision of the Chairman, the Executive Director is responsible for the proper administration of all financial accounts and reports and promoting the Chamber and working with the committees. The Executive Director is a non-voting member of the board.

Section 7. Secretary.

The Secretary shall (a) attend and keep the minutes of the Board of Directors' meetings and other committee meetings; (b) coordinate with the Executive Director to see that all notices are duly given in accordance with the provisions of these bylaws; (c) in general perform all duties as from time to time that may be assigned to the Secretary by the Board of Directors or Executive Director. The Secretary shall be appointed annually by the Board at the January meeting.

Section 8.

The General Counsel shall be appointed by the Board of Directors and he shall represent and advise the organization on any legal matters affecting the Taylor County Chamber of Commerce and Tourism.

Section 9.

Vacancies occurring among the Board of Directors shall be filled by the Board of Directors for unexpired terms.

Any member of the Board of Directors or any other elected or appointed officer who shall be absent for three (3) consecutive meetings of the Board of Directors shall have his/her office declared vacated and his/her place shall be filled by election by the Board of Directors from the membership at large to serve until the next annual election.

Any member of the Board of Directors who shall find it necessary to be absent for three (3) consecutive regular meetings through illness or absence from the county, may, upon petition to the Board of Directors, receive a leave of absence, if, in the opinion of the majority of the Board, duly assembled, such petition is meritorious, and such case, the above forgoing rule shall be suspended.

Section 10.

The Board of Directors shall have the power: (a) To do whatever they deem necessary or proper for the proper conduct of the business affairs of this organization. (b) To acquire and dispose of the property of this corporation and to employ such assistance as may be necessary for the protection of the work of the corporation.

Section 11.

Fifty-one percent (51%) of the Board of Directors of the Taylor County Chamber of Commerce and Tourism shall constitute a quorum for the transaction of business. Any question coming before the Board shall be determined by the majority of those present.

Article IX — Board Meetings

Section 1.

The Board of Directors shall hold regular meetings monthly at such time and place as they may determine. Members wishing to address the Board must request, in writing, to be added to the agenda at least two weeks prior to the meeting, with intended topics. Members who are not on the agenda will not be allowed to speak at the meeting, only present to observe, and shall not join in any discussion. The Board minutes shall be available to any Chamber member upon request made to any officer or Board member. The Board reserves the right to adjourn to Executive Session as it may deem necessary.

Special meetings may be called by the Chairman of the Board or by any member of the Board of Directors, upon written request by first class mail or electronic means of not less than three (3) members of the Board of Directors.

Section 2.

The Fiscal year of the organization shall be January through December 31st of each year beginning January 1, 2008.

Article XI - Duties of Committees

Section 1.

To carry forward the objectives of the corporation, the Chairman of the Board shall from time to time, with the approval of the Board of Directors, appoint standing and special committees, as the Chairman deems advisable, and shall with like approval of the Board of Directors, select the Chairman of each such committee.

Section 2.

Each such committee shall submit a report of its work when for which it was appointed is completed, or when requested by the Chairman of the Board and each standing committee shall submit reports to the Board of Directors as required or when requested by the Chairman of the Board.

Section 3.

The Chairman of the Board, with the approval of the Board of Directors, may revoke any committee appointment at any time, and may in like manner fill any vacancy on any committee at any time.

Section 4. Authority of Committees.

It shall be the function of all committees to investigate and to make recommendations in writing to the Board of Directors. No committee, either standing or special, shall represent the Chamber in advocacy of, or opposition to any project without the specific authorization of the Board of Directors. Final approval by the Board of Directors shall be a condition precedent to the commitment of the Chamber in its corporate capacity to any action by a committee except as hereinbefore set out.

Article XII - Finance Section

Monies of the corporation shall be deposited in the name of the corporation in a federally insured financial institution as the Board of Directors shall designate and shall be drawn out only by checks requiring two (2) signatures. Checks shall be signed either by the Chairman of the Board, Treasurer or Board Secretary.

Article XIII - Dissolution

The Taylor County Chamber of Commerce and Tourism may be dissolved by the Board of Directors upon petition of two-thirds of the membership at a meeting called for the purpose of considering dissolution and may be dissolved in the same manner as these bylaws may be amended, with its assets being distributed, in accordance with a plan of distribution adopted by the Board of Directors, exclusively to charitable, scientific, literary, cultural, or educational organizations which would qualify under the provisions of Section 501 (c) (3)-(6) of the Internal Revenue Code and its regulations.

Article XIV - Amendments

Section 1.

These By-Laws may be amended or altered by a two-thirds (2/3) vote of those present at any regular or special meeting of the Taylor County Chamber of Commerce and Tourism provided notice of the proposed changes are mailed by first class mail or by electronic means by the Executive Director to each member not less than ten (10) days prior to such meeting.

Article XV - Parliamentary Rules

Section 1.

The proceedings of the meetings of the Taylor County Chamber of Commerce and Tourism and the Board of Directors according to the latest edition of Roberts Manual of Parliamentary Rules.