

# WEAKLEY COUNTY CHAMBER OF COMMERCE BY-LAWS

## ARTICLE I NAME AND OBJECT

SECTION 1. The name of this organization shall be the Weakley County Chamber of Commerce.

SECTION 2. Under direction of the Weakley County Joint Economic Development Corporation, the Weakley County Chamber of Commerce is organized for the purpose of advancing the commercial, industrial, economic, agricultural, and civic interest of Weakley County, and otherwise as set out in the Charter of Incorporation.

SECTION 3. The Chamber shall be non-partisan, non-sectional, non-sectarian and shall take no part in, or lend its support to, the election of appointment of any candidate for public office.

SECTION 4. The Weakley County Chamber of Commerce is an equal opportunity employer. It is the policy and practice of the Chamber not to allow discrimination because of race, color, religion, national origin, sex, disability, status as a veteran, or age within the Chamber: nor shall these factors be a consideration in employment, promotion, transfer, pay, training, or separation. These factors will also pertain to anyone requesting membership in the Weakley County Chamber of Commerce.

## ARTICLE II MEMBERSHIP

SECTION 1. Any reputable person, association, corporation, partnership, or estate shall be eligible for membership in the Weakley County Chamber of Commerce.

SECTION 2. The membership dues of the Chamber shall be set by the Budget and Finance Committee and approved by the Board of Directors.

SECTION 3. Any person, firm, association, or corporation eligible for membership may designate an individual to represent the membership.

SECTION 4. Any person, firm, association, or corporation holding a membership shall have the right at any time to change its representative upon written notice to the Chamber.

## ARTICLE III BOARD OF DIRECTORS

SECTION 1. Under direction of the Weakley County Joint Economic Development Corporation Executive Leadership Board, the government of the Chamber and the direction of its work shall be vested in a Board of Directors consisting of one representative from each of the five incorporated towns, the county executive, and a representative of the University of Tennessee at Martin. ~~the mayor and three representatives from each of the five incorporated towns in the county; the immediate past president (who can serve as one of the three town representatives); the county executive; a representative of the University of Tennessee at Martin; a representative of the Weakley County Farm Bureau; a representative of Weakley County Municipal Electric System; a representative of West Tennessee Public Utility District and five members at large representing one from each town to be appointed by the president for the tenure of his administration.~~ All Board Members must be Chamber members to be eligible to serve on the Board of Directors.

~~SECTION 2. One of The members of the Board of Directors representing each of the five towns shall be appointed elected each year in May for a term of three years by *electronic* ballot submitted to the entire membership. The term of office for the elected Directors shall begin on July 1. After two consecutive terms of service on the Board of Directors, a board member representing one of the towns whose term is ending will be ineligible for one year *term* to be nominated for a position on the board. An exception may be made to this requirement *at the discretion of the Chamber Director*, if the person is serving as a member of the Executive Committee when their term on the Board of Directors expires.~~

~~SECTION 3. Designated members of the Board of Directors representing UTM, WCMES, WCFB and WTPUD shall be designated by the organizations which they represent.~~

~~SECTION 3-4. Five members, who are appointed by the President at least thirty days prior to the election, and the five mayors shall compose the nominating committee. It shall be their duty to nominate from the membership of the Chamber at least two members to be voted on for membership on the Board of Directors for each position to be filled. The nominating committee shall file a list of the nominees recommended with the *Chamber Director* Executive Director not later than fifteen days before the *term* election. The names of these nominees shall be submitted to the entire membership. Nominations, other than those recommended by the committee, may be made by any member who files the name of the nominee with the Executive *Chamber* Director at least fifteen days prior to the election.~~

~~SECTION 5. Vacancies of board members representing the five towns are to be filled by vote of the Board of Directors, based upon a recommendation by the mayor of the respective town. Vacancies of designated members of the board are to be filled by the designated organization represented.~~

~~SECTION 6-4. All voting *for representatives* shall be by *electronic ballot and take place before the new fiscal year*. The number of nominees corresponding to the number of directors to be elected from each town who receive the highest number of votes shall be declared elected to represent that incorporated town. All members may vote on all nominees.~~

## ARTICLE IV OFFICERS

~~SECTION 1. Within ten days after the annual election, the Directors shall meet and the president elect from the previous year shall be formally named as president. The president elect, who shall be a member of the Board of Directors, shall be elected by the Board of Directors as the next order of business. The five town mayors serve as vice presidents. The executive director of the Chamber, who may or may not be a member of the Board of Directors, shall serve as secretary and treasurer for the Board.~~

~~SECTION 2. The office of president, and consequently, the office of president-elect, shall rotate among the towns in the county, with the order of rotation to be as follows: Martin, Dresden, Sharon, Gleason, and Greenfield.~~

~~SECTION 3. A town may have the right to forfeit its turn in the rotation process for having the president represent its town, with such decision to be announced by the mayor of the town accompanied by written or spoken consent of the elected board members from that town at the time the said town is to be represented in the office of president-elect.~~

SECTION 4. The president shall preside at all meetings of the Chamber and of the Board of Directors, and perform all duties incident to this office. He/she shall, subject to the approval of the Board of Directors, appoint all committees and he shall be an ex-officio member of all committees.

SECTION 5. The president-elect shall be a working member of the Board of Directors and shall assist the president in the performance of duties as assigned by the president. If, at any time during the year of service as president-elect, the individual chosen president-elect indicates that he/she is not willing to assume the duties and responsibilities of the office of president-elect or president, the town may substitute another individual to serve as president-elect, or the town may waive the right to the position through the procedures outlined in Section 3 (above).

SECTION 6. The ~~executive~~ *Chamber* Director shall conduct the official correspondence, preserve all books, documents, ~~and~~ communications, keep books of accounts, and maintain an accurate record of the proceedings of the Chamber and of the Board of Directors' meetings.

SECTION 7. The ~~Executive~~ *Chamber* Director shall receive and disburse the funds of the Chamber. No disbursements shall be made unless they have been authorized by the Board of Directors. All disbursements shall be made by checks which shall be signed by the ~~Executive~~ *Chamber* Director and countersigned by a member of the Executive Committee. At frequent intervals the ~~Executive~~ *Chamber* Director shall make reports to the Board of Directors, which at its discretion require him/her to give acceptable bond, in such sum as the board may determine, for the faithful performance of his/her duties.

#### ARTICLE V COMMITTEE

SECTION 1. The Board of Directors shall authorize and define the powers and duties of all committees.

SECTION 2. The President shall appoint all committees, subject to confirmation by the Board of Directors. Standing committees shall include Personnel ~~Committee~~, Budget and Finance Committee, ~~and~~ Business Development Committee, and *Nominating Committee*. Other committees shall be appointed as the President and/or Board of Directors deem necessary.

SECTION 3. The Executive Committee shall ~~consist of the Past President, President and President-Elect~~ *be the Weakley County Joint Economic Development Corporation Executive Leadership Board and their officers.*

#### ARTICLE VI MEETINGS

SECTION 1. The Board of Directors may provide for holding membership meetings whenever it may be considered necessary or desirable.

SECTION 2. The Board of Directors shall call a membership meeting upon petition signed by not less than ten percent of the members.

SECTION 3. An annual meeting of the Chamber may be held if deemed necessary after the close of the fiscal year, at a time and place to be determined by the Board of Directors.

SECTION 4. The Board of Directors shall meet quarterly at such times as may be determined by said Board, at which time the actions of the Executive Committee shall be reviewed and any other matters may

be presented for consideration by the Board. Special meetings may be held or called by the Executive Director or any one of the Executive Committee members, with twenty-four (24) hours notice.

SECTION 5. Five percent of the members in good standing shall constitute a quorum at all membership meetings. Board members physically present and signed proxies filed with the ~~Executive~~ Chamber Director ~~or the Executive Committee~~ prior to a regular or special meeting that total 50% of the total membership of the Board shall constitute a quorum of the Board.

#### ARTICLE VII FISCAL YEAR

SECTION 1. The fiscal year shall begin July 1 and end June 30.

#### ARTICLE VIII PARLIAMENTARY PROCEDURE

SECTION 1. All questions of parliamentary procedure shall be determined according the latest edition of Roberts' "Rules of Order".

#### ARTICLE IX AMENDMENTS

SECTION 1. The by-laws may be amended by two-thirds vote of those present at any regular or special meeting of the Board of Directors of the Chamber of Commerce, provided notice of the proposed change shall have been given all members not less than ten days prior to such meeting.

The above by-laws were adopted unanimously by the Board of Directors of the Weakley County Chamber of Commerce meeting in regular session at the Chamber office on Court Square in Dresden on January 16, 1990, and were voted to become effective on July 1, 1990. The above by-laws are the second revision of the original by-laws which were adopted by the Board of Directors and Executive Committee at a meeting held at the Weakley County Court House on December 10, 1959.

Article III, Sections 2 and 4 were revised by the Board of Directors on May 21, 2002.

Article VI, Sections 4 and 5 were revised by the Board of Directors on January 28, 2003.

Article III. Section 1. Revised by the Board on October 21, 2015.