

CONSTITUTION AND BY LAWS  
OF THE NEWTON CHAMBER OF COMMERCE

ARTICLE 1 – Name.

This organization shall be known as the Newton Chamber of Commerce, Incorporated.

ARTICLE 2 – Object.

The object of the Newton Chamber of Commerce shall be to promote the economic, civic and social welfare of Newton, Mississippi and vicinity.

ARTICLE 3 – Membership and Fees.

1. Eligibility: All persons, firms, corporations, partnerships, associations and estates who sympathize with the objectives of this organization shall be eligible to apply for membership subject to approval of the Board of Directors of this organization.
2. Admission: Members may be elected at any meeting of the Board of Directors upon a two-thirds vote of members present.
3. Fees: Annual fees/dues for members of the Newton Chamber of Commerce shall be provided in the schedule of fees/dues adopted from time to time by the Board of Directors. The dues/fees shall be paid annually or semi-annually. Business of sufficient size and volume of business shall be expected to subscribe and pay for multiple memberships in an amount to be determined by the Board of Directors if they are members of the organization.
4. Expulsion: Any member who fails to pay his dues or who shall act in such a way as to cast discredit upon the Chamber, shall after notice and opportunity for hearing, be expelled by the Board of Directors by two-thirds vote of the Board.
5. Resignation: Any member, upon written request to Board of Directors, accompanied by a remittance covering the full amount due for the year of his membership, may resign from the Newton Chamber of Commerce.
6. Cancellation: The death of a member shall, or the removal of his residence from the city or the vicinity may cancel his membership pledge.
7. “Member”: By the word “member” whenever used by the by-laws is meant the individual holding a membership as shown by the records of the Newton Chamber of Commerce, whether such individual holds membership for himself or assignee for some subscriber for plural membership.

#### ARTICLE 4 – Government.

The general management and direction of the affairs of this organization shall be vested in a Board of Directors comprised of at least 17 directors who shall be nominated and elected in the manner hereinafter provided for.

#### ARTICLE 5 – Meetings.

1. Annual Meeting: An annual meeting of the organization shall be held each year, the date, place and hour to be designated by the Board of Directors.
2. General Meetings: Meetings of the members may be held at such times as the President or Board of Directors may determine, or upon the written request of six percent (6%) of the members, provided that when called other than by the Directors, the call shall state the purpose of the meeting.
3. Quorum: A quorum at any annual or general meeting shall consist of the members present.

#### ARTICLE 6 – Funds.

The organization shall have the authority to collect, expend and otherwise handle funds as hereinafter set forth.

#### ARTICLE 7 – Board of Directors.

1. Exercise of Corporate Powers: All corporate powers shall be exercised by or under the authority of, and the business affairs of the corporation shall be managed under the direction of the Board of Directors.
2. Regular Meetings: Regular meetings of the Board of Directors shall be held monthly on a date, time and place determined by the President and Executive Director of the Chamber.
3. Special Meetings: Special meetings of the Board of Directors may be called at any time by the President or at the request of any two (2) members of the Board of Directors.
4. Quorum: A quorum at any regular or special meetings of the Board of Directors shall consist of one-third (1/3) of the membership of the Board of Directors.
5. Board Structure: The structure of the Board of Directors is established so that certain businesses based upon the level of membership chosen, shall have a certain number of seats on the Chamber's Board of Directors. Platinum business members may appoint two (2) seats on the Board of Directors. Gold and Silver business members may appoint one (1) seat on the Board of Directors. The remaining membership of

- the Board of Directors shall be determined by the nomination and election process set forth herein.
6. Election of Directors: The election of Directors shall be held at least 15 days prior to July of each year.
  7. Term: Directors shall be elected to serve for the period of 2 years, but no director shall be elected to succeed himself.
  8. Nominating Committee: Ten days prior to the annual election date, the President shall appoint a nominating committee of at least three, who may or may not be members of the Board of Directors. The committee shall prepare a list of two candidates for each director to be elected. Consideration shall be given so that all business and professional groups shall be represented on the Board.
  9. Members may vote: by email, in person, or mail. The method to be determined by the nominating committee and each member shall be entitled to one vote for each director.

#### ARTICLE 8 – Officers.

1. Officers: Officers for the Newton Chamber of Commerce shall be the President, Vice President, and Treasurer.
2. Duties of Officers: The duties of the officers shall be as their titles, by general rule would indicate, and such as required by law, and such as may be assigned to them respectively by the Board of Directors from time to time.
3. Executive Director: The Chamber shall employ an Executive Director whose duties are set forth herein.
4. Duties of the Executive Director: The duties of the Executive Director shall consist of preserving all records of the organization, and conducting the affairs of the organization in such a way as to promote the general welfare of the Newton Chamber of Commerce. He/she shall also conduct special affairs of the organization as directed by the Board.
5. Within one week after the annual election, the Directors shall meet and elect officers for the ensuing year, as President-Elect, Vice-President and a Treasurer. All officers must be members of the Board of Directors, except the Treasurer and Executive Director, who may or may not be members. To elect a president-elect from the newly elected Board and/or members remaining on the Board. In case of a remaining Board Member being elected as president-elect, then he would serve ex-officio a third year.
6. The Board of Directors: shall have the authority to employ such help as is necessary to operate the organization, and pay such salaries therefore as is necessary.

## ARTICLE 9 – Departments.

1. Authority: The Board of Directors may authorize and establish such departments as may be necessary for properly carrying on the work of the organization, and shall define the powers and duties of each department.
2. Chairman: A member of the Board of Directors, who shall be general Chairman of the Department, shall head each department.

## ARTICLE 10 – Committees.

1. Authority. The Board of Directors may authorize and establish and define the powers of all committees.
2. Executive Committee. The Executive Committee, consisting of the President, President-Elect, Vice President and the Treasurer, all past Presidents who are members of the Board of Directors, and the Executive Director, shall transact all routing business of the Chamber. All actions of this committee must be submitted to the Board of Directors for approval.
3. Finance Committee. This committee shall have the authority to disburse necessary funds for the operation of the Chamber. A financial statement shall be submitted regularly to the Board of Directors. This committee does not have the authority to disburse funds in excess of \$100.00 without the approval of the Board of Directors.
4. It shall be the function of all operating committees to investigate and make recommendations to the Board of Directors. They shall report in writing, unless otherwise instructed by the Board, and no standing or special committees shall represent in advocacy of or in opposition to any project without the specific confirmation of the Board of Directors, or such confirmation as may be clearly granted under general powers delegated by the Board of Directors to that committee.
5. The President shall appoint all committees subject to the confirmation of the Board of Directors.
6. Ex-Officio: The President and Executive Director shall be ex-officio members of the all committees, unless otherwise stated or ordered.
7. Committee Meetings: Meetings of the Committees may be called at any time by the Chairman of the Committees, the President or the Board of Directors.
8. Quorum: At Committee Meetings, a majority shall constitute a quorum.

## ARTICLE 11 – Amendments.

1. These By-Laws may be amended by a majority vote of the members in good standing in attendance at any regular meeting and any special meeting called for the purpose, provided that such proposed amendments shall be plainly stated in the call for the meeting at which they are to be considered.
2. Notice of Meetings at which such proposed amendments are to be considered must be given at least two days prior to the time of the meetings.
3. The Constitution and By-Laws have been previously amended as follows:
  - a. The constitution and by-laws was altered to provide for the election of 15 directors. 7 to be elected each year, no director to serve more than two years.
  - b. AMENDMENT (passed in 1969) – to elect a president-elect from the newly elected Board and/or members remaining on the Board. In case of a remaining Board Member being elected as president-elect, then he would serve ex-officio a third year.
  - c. AMENDMENT (passed in 1982) – Membership dues shall be set by the Board of Directors each fiscal year.
  - d. AMENDMENT (passed in 1982) – For the purpose of economic and industrial development and related activities, the Newton Chamber of Commerce is authorized and empowered to receive and expend funds either public or private, from any source, to further the economic development of the City or County, including but not limited to real estate for an industrial park or parks, speculative buildings or any other facility to encourage economic development, to serve the public needs and interest. The Newton Chamber of Commerce shall have the authority to own, hold, trade, maintain, control and develop such real estate , to engage in works of internal improvements, including but not limited to the construction or contracting for the construction of streets, roads, railroads, spur tracks, site improvements, utilities, and other related facilities. The Newton Chamber of Commerce may dispose of such properties and facilities, including but not limited to sale, lease, option, trade, gift, or any other manner that serves the needs of the community.
  - e. The title of the office of Secretary shall be changed to Executive Director
  - f. AMENDMENT (passed on May 31, 2001) – To provide for the election of 17 directors rather than 15. No more than 9 to be normally elected each year, no director to serve more than two years and none to succeed him/herself.