

INMAN CHAMBER OF COMMERCE
BYLAWS
08/02/2019 Revision

PREAMBLE

These Bylaws are subject to, and governed by, the South Carolina Business Corporation Act (the "SCBCA"), the South Carolina Nonprofit Corporation Act (the "SCNCA") and the Articles of Incorporation of Inman Chamber of Commerce, a South Carolina nonprofit corporation (ICC). In the event of a direct conflict between the provisions of these Bylaws and the mandatory provisions of the SCBCA, SCNCA or the Articles of Incorporation, such provisions of the SCBCA, SCNCA, or the Articles of Incorporation, will be controlling.

ARTICLE I – NAME

Section 1. The name of this organization shall be the Inman Chamber of Commerce and will be referred to hereafter in this document as ICC.

ARTICLE II – MISSION STATEMENT

Section 1. The ICC is organized for the purpose of advancing the commercial, industrial, civic, and general interests of the Inman Chamber, and its trade area. The ICC is a 501(c)6 organization. Under Section 6113, any fundraising solicitation must include an express statement (in a conspicuous and easily recognizable format) that contributions or gifts to ICC are not tax deductible as a charitable contribution for Federal Income Tax purposes. This provision does not apply, however, if your annual gross receipts are normally \$100,000 or less, or if solicitations are made to no more than ten persons during the calendar year. The law provides penalties for failure to comply with this requirement, unless failure is due to reasonable cause.

ARTICLE III – LIMITATIONS OF METHODS

Section 1. The ICC shall be nonpartisan and nonsectarian and shall take no part in or lend its influence or facilities, either directly or indirectly, to the nomination, election or appointment of any candidate for office in a City, County, State or Nation.

ARTICLE IV – MEMBERSHIP

Section 1. Any individual, business, organization, association, corporation, partnership, or estate may apply for membership in the ICC. All applications are subject

to review by the ICC Board. Confidential ICC business shall be discussed ONLY in the proper chamber forum.

Section 2. Members shall pay an annual membership fee at the rate to be set by the ICC Board.

Section 3. Any business, organization, association, corporation, partnership, or estate member may acquire multiple memberships by paying the annual dues of each individual membership and are subject to the approval of the ICC Board.

Section 4. Resolving issues and ratification of motions by general referendum: An ICC member shall be entitled to cast one vote. Multiple memberships representing a single ICC member constitute one vote.

Section 5. Any individual, business, organization, association, corporation, partnership, or estate holding multiple memberships shall be allowed to change their designated voting representative by submitting written notice to the ICC Board. Written notification must be received thirty days prior to voting.

Section 6. Lifetime Membership is an honorary grand and shall be conferred on individuals who render extraordinary and meritorious services to the ICC and/or the Inman. Lifetime Membership shall include all the privileges of active individual membership, in addition to being exempted from paying annual dues. Election of Lifetime Membership shall require an affirmative majority vote of the ICC Board.

Section 7. Application for membership shall be regarded as a sincere intent on the part of the applicant of interest in, and sympathy with, the purposes and goals of the ICC, and of adherence to its bylaws.

Section 8. Membership shall expire for nonpayment of annual dues following the ninety-day billing process. Procedures for billing: Members shall be mailed and emailed a membership renewal invoice thirty days prior to their anniversary date; a second notice will follow in thirty days; a final notice will follow in thirty days.

Section 9. No member shall be expelled without just cause. The ICC Board will provide the opportunity for a hearing before the ICC Board at a scheduled time and place following written notification to the member. A three-fourths (3/4) vote of ICC Board members shall be necessary to expel a member. An expelled member shall have the right to appeal to the entire ICC membership and, upon written request, must be allowed to make such an appeal at the next regularly scheduled meeting following their received and noted request. The member will be limited to a maximum of 30 minutes.

Section 10. Reasons for membership termination: Death, voluntary resignation, or ICC Board expulsion. Upon termination of membership, the member can no

longer publicly or privately represent the ICC. Any ICC property in the possession of the terminated member must be immediately surrendered back to the ICC. In the event of membership termination, a multiple representative membership is allowed to designate a replacement representative in writing to the ICC Board within thirty (30) days following the termination.

Section 11. Nonliability of Members: Members are not personally liable for the debts, liabilities or obligations of the corporation.

ARTICLE V – MEETINGS

Section 1. The ICC Board shall schedule a membership meeting on the first Tuesday of every month at 6:30. In the case of a timely or urgent issue, the ICC Board shall convene an emergency meeting at the time of its choosing.

Section 2. The ICC shall schedule the Business Open House on the third Tuesday of every month at 6:30. Time and date may be changed upon board approval. This shall be a social time where members gather to network with fellow ICC members and business owners. The committee chair/board member will provide host with a format (prepare a little infomercial about their business, provide sign in for all guests to obtain email addresses, etc., time for door prizes, etc.) for the Open House. No official ICC business will be conducted at the Business Open House. The exception being those months when planning for upcoming ICC events must be discussed and finalized. Meetings may be held at various members' business locations upon their invitation. Meeting locations shall be posted on the ICC web site, by direct email, or by postal mail as requested.

Section 3. The ICC Board shall call a non-scheduled membership meeting upon receiving a petition of issue or concern signed by no less than twenty (20) percent of the general membership.

Section 4. The annual ICC Membership Banquet shall be held on the third Tuesday of February.

Section 5. The annual State of the ICC meeting shall be held at the regularly scheduled February meeting.

Section 6. Notice of regular meetings shall be posted on the ICC web site, by direct e-mail, or by postal mail as requested.

Section 7. An agenda shall be provided to those in attendance at ICC meetings. The meeting will include a designated fifteen-minute period following all official ICC business to provide the general membership the opportunity to voice concerns, discuss issues, or offer suggestions pertaining to the ICC.

ARTICLE VI – BOARD OF DIRECTORS

Section 1. The government of the ICC, the direction of its work and the control of its property shall be vested in a ICC Board consisting of seven members, elected annually in December as terms expire for a term of three years. Immediately following their election, they shall meet, qualify, and elect from their Board a President, Vice President, a Secretary/Treasurer, and form an Executive Action Committee.

The ICC Board may adopt rules for conducting the business of the ICC. They shall meet on the first Tuesday of the month at 6:30 p.m. with the location to be announced. They shall submit in writing at the annual State of the ICC meeting a full report on the work and finances of the organization.

The Executive Action Committee shall have the power to fill all vacancies on the ICC Board (Ref: Article VII, Section 5).

Section 2. The ICC Board shall be presented to the general membership at the February Membership Banquet.

Section 3. A Nominating Committee of three members from the general membership shall be appointed by the President, with ICC Board approval, in June before the regularly scheduled July meeting. The Committee's duty shall be to nominate and provide a bio/resume of potential ICC Board members from the general membership of the ICC. Bios/resumes shall include but not limited to community involvement and background experience in working with organizations. Other nominations than the ones recommended by the Nomination Committee may be made by any member by filing the name of the nominee with the Nominating Committee Chairperson fifteen (15) days prior to the scheduled July meeting including bio/resume information. ALL Nominees shall pass through the Nominating Committee prior to the membership vote.

Section 4. A nominee shall be a member in good standing for a minimum of ninety (90) days to be considered for a Board position.

Section 5. Board of Directors members serve for a term of three (3) years with the opportunity for reelection for an additional three (3) year term. At the end of the second term, the Board member must be off the Board for one (1) year before being considered a candidate in an election.

Section 6. A list of all nominees including bio/resume information shall be provided to the general ICC membership ten (10) days prior to elections through the ICC web site, e-mail, and postal mail, as requested.

Section 7. Voting shall be held at the regularly scheduled December ICC meeting. All voting shall be by paper ballot with no proxies. Absentee ballots will be accepted by the Nominating Committee prior to the scheduled vote and will be opened at the time of the voting. Nominees receiving the highest number of votes shall be declared elected by the Nominating Committee to fill vacancies.

Section 8. The ICC Board shall meet the first Tuesday of the month at 6:30 p. m. Absence from three consecutive regularly scheduled meetings, without an excuse deemed valid and so recorded by the Secretary, shall be construed as intent of resignation. Should a vacancy occur on ICC Board, the ICC President, with approval of the Executive Action Committee, may appoint a replacement to serve a three-year term. ICC Board member attendance at the scheduled monthly meetings shall be included in the meeting minutes.

Section 9. A majority of the ICC Board shall constitute a quorum at any meeting.

Section 10. All members of the ICC Board shall receive a copy of the bylaws at the scheduled January meeting.

Section 11. Standard of Conduct for Board Members

a. General Standards. The Board shall discharge their duties, including their duties as a member of a committee in good faith; with the care an ordinarily prudent person in a like position would exercise under similar circumstances; and in a manner the board reasonable believes to be in the best interests of the Chamber.

b. Reliance on Third Party Information. In discharging their duties, the board is entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by:

1. one or more officers or employees of the ICC who the board reasonably believes are reliable and competent in the matters presented.

2. legal counsel, public accountants, or other persons as to matters the board reasonably believes are within the person's professional or expert competence; or

3. a committee of the board, as to matters within its jurisdiction, if the board reasonably believes the committee merits confidence.

c. Limitation of Third-Party Reliance . The board is not acting in good faith if the board has knowledge concerning the matter in question that make reliance otherwise permitted by 11.b.3 (above) of this Article unwarranted.

d. No Trustee Relationship. The board shall not be deemed a trustee with respect to the Chamber or with respect to any property held or administered by the organization, including, without limit, property that may be subject to restrictions imposed by the donor or transferor of the property.

e. Non-Liability of Directors: The directors shall not be personally liable for the debts, liabilities, or other obligations of the organization.

f. Officer Not Liable. An officer is not liable to the ICC or any other person for any action taken or not taken as an officer, if the officer acted in compliance with Section 11 of this Article.

g. Removal. The board by majority vote may remove an officer at any time with or without cause. The board shall remove an officer for a violation of the ICC bylaws, as set forth herein, or the articles of incorporation. The board shall remove an officer for failure to meet the standard of conduct as set forth in Section 33-31-842 of the South Carolina Nonprofit Corporation Act of 1994, as amended.

ARTICLE VII – OFFICERS

Section 1. The offices of President, Vice President, and Secretary/Treasurer will be filled from the membership of the ICC Board. Immediately following the December ICC Board elections, the Board shall meet and select a President, a Vice President, and a Secretary/Treasurer for the upcoming year, or otherwise as noted in Article VII, Sections 2, 3, and 4.

Section 2. The President shall serve a term of no less than two years. The President shall: Preside at all meetings, perform all duties incident to this office, appoint all committees with Board approval, promote ICC goals, conduct official correspondence, preserve all books, documentations, and communications, be visible within the business community, attend public functions representing the ICC, and convene a planning meeting to determine future goals and objectives for the ICC. In the event of the premature vacancy of the office of Vice President or Secretary/Treasurer, or ICC Board member, the President will be tasked to name a ICC member to serve out the remaining time of the vacated position, subject to affirmation by the Executive Action Committee.

Section 3. The Vice President shall serve a term of no less than two years and will be regarded as a fully empowered member of the ICC Board. The Vice President, in the temporary absence of the President, will assume the function of the President. For whatever reason the current President is unable to fulfill their current term of office, the Vice President will immediately become President and will serve out the remaining term of the previous President. In the event of the premature vacancy of Vice President, the President will be tasked to name a ICC member to serve out the remaining time of the vacated position, subject to affirmation by the Executive Action Committee.

Section 4. The Treasurer shall serve no less than one year with duties to receive and disburse funds, keep all moneys deposited in the ICC name, keep books of accounts, maintain an accurate record of all proceedings including Excel spreadsheets of deposits (that will be made at least bi-monthly) and disbursements, make written reports of finances and proceedings at the regularly scheduled monthly meetings and prepare financial accounts for tax reports. In the absence or disability of the President and Vice President, the Treasurer shall act temporarily in their place. In the event of the premature vacancy of Treasurer, the President will be tasked to name a ICC member to serve out the remaining time of the vacated position, subject to affirmation by the Executive Action Committee.

Section 5. The Secretary shall serve no less than one year with duties to keep minutes at each meeting and having them typed within 10 days and dispersed to the board for approval and posting onto the website. In the absence or disability of the President, Vice President and Treasurer, the Secretary shall act temporarily in their place. In the event of the premature vacancy of Secretary, the President will be tasked to name a ICC member to serve out the remaining time of the vacated position, subject to affirmation by the Executive Action Committee.

Section 5. An Executive Action Committee shall be appointed by the ICC Board to be comprised of the President and three senior members of the Board (if the board consists of seven members and therefore constitutes a quorum). The Executive Action Committee shall convene only in time sensitive, urgent situations requiring immediate attention and action. The Executive Action Committee shall have the option to confer by convened meeting, e-mail, or conference telephone call.

Section 6. As the ICC expands in membership size, in its community outreach, and the need arises to acquire supplemental administrative help for the President to carry out all prescribed duties, the President has the option of hiring said administrative help upon approval by the ICC Board. Such hiring will be conducted on an IRS-1099-MISC work-for-hire basis at a wage and time of service agreed upon by the ICC Board. The contract for supplemental administrative help is to be pre-approved by the ICC Board.

ARTICLE VIII - COMMITTEES

Section 1. The President, upon advice and consent from the ICC Board, shall appoint all committees – except for the Executive Action Committee - subject to confirmation by the ICC Board.

Section 2. All Committees will be chaired by a current ICC Board member with additional members being current ICC members and those interested and willing to assist the ICC.

Section 3. The Finance Committee duties shall include budget planning and receiving community requests for assistance. The Finance Committee shall compile a ICC budget of estimated expenses, including individual committees and submit it to the ICC Board for approval.

Section 4. The Events Committee duties shall be to direct ICC sponsored events and/or assist with ICC sanctioned community events as needed.

ARTICLE IX – DISBURSEMENTS

- Section 1. Disbursements of ICC funds shall be made with authorization and sanctioned by the ICC Board. Disbursement requests for services rendered or products delivered, must include a receipt, a bill, or invoice. All disbursements shall be made by check with signatures of the Treasurer and President jointly. Requests for funds or pre-payment, for future services or products, must include a written vendor's bid or quote and be approved by the ICC Board.
- Section 2. Upon the approval of the budget, the Treasurer is authorized to make disbursements as payment of services, items and other expenses provided for in the budget without an additional approval by the ICC Board.
- Section 3. The Finance Committee shall compile a ICC budget of estimated expenses, including individual committees, and submit it to the ICC Board for approval. Once approved, the budget shall be the Appropriation Measure of the ICC. No committee may exceed its appropriation without the consent of the ICC Board.

ARTICLE X – ICC OFFICE

- Section 1. The physical office and all of its inventoried contents are property of ICC. The President, Vice President, Treasurer and Secretary shall each receive one copy of the office key at the beginning of their term. The assigned keys shall be returned at the end of their term should the office holder not be reappointed to their position. No duplication of keys is permitted.

ARTICLE XI – FISCAL YEAR

- Section 1. The fiscal year shall be January 1 to December 31. The annual meeting shall be held at the regularly scheduled February meeting.

ARTICLE XII – INDEMNIFICATION OF BOARD OF DIRECTORS, OFFICERS, EMPLOYEES AND AGENTS

Unless otherwise provided in the articles of incorporation and pursuant to the provisions of section 33-31-834 and Sub article E of Title 33, Chapter 15, Article 8 of the Code of Laws of South Carolina (1976), as amended, the Board of Directors, Officers, employees and agents shall be immune from suit arising from the conduct of the affairs of the ICC; provided, however, this immunity from suit shall not apply when such conduct amounts to willful, wanton, or gross negligence. Nothing in this Article shall be construed to grant immunity to the ICC.

The ICC shall have the power to purchase and maintain insurance on behalf of any person who is or was an officer, employee, or agent of the ICC or who is or was serving at the request of the ICC as an officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, or employee benefit plan, against any liability asserted against such person and incurred by such person in any such capacity or arising out of any status as such, whether or not the ICC would have the power to indemnify such person against such liability under the provisions of this Article.

ARTICLE XIII – AMENDMENTS

Section 1. These bylaws may be amended by a two-thirds (2/3) vote of those ICC members present at any regular, or specially convened, meeting of the ICC. Notice of the proposed amendment will be provided in writing to the general membership thirty (30) days prior to the voting meeting. Proposed amendments must be submitted to the ICC Board sixty (60) days prior to a referendum.