

Amended Constitution of the Bayou La Batre Area Chamber of Commerce

(Approved at the September 2015 Membership meeting)

Article I **NAME**

The name of the Corporation shall be the Bayou La Batre Area Chamber of Commerce (hereinafter, the CORPORATION or the CHAMBER).

Article II **TYPE**

The Corporation is, and shall remain a non-profit corporation organized pursuant to the Alabama Non-Profit Corporation Act, and Section 501(C) of the United States Internal Revenue Code, and no part of the net earnings thereof shall inure to the benefit of any individual member. The Corporation shall endure and have existence perpetually.

Article III **PURPOSE**

The purpose of the Corporation is to foster promote, advance, and improve the civic, commercial, industrial, agricultural, and general business interests of the Bayou La Batre Area, and to cooperate with other communities and other similar organizations In the State of Alabama and elsewhere, and the promotion of other general objectives, including without limiting the generality of the forgoing, the improvement of living conditions, business conditions, the general welfare of the Community , the industry, agriculture, finance and trade of the community. THE CORPORATION SHALL NOT BE CONDUCTED FOR THE PROFIT OF ANY MEMBER OR GROUP OF MEMEBERS THEREOF.

Article IV **MEMBERSHIP**

Section1: Qualification for Membership. Any reputable person, association, corporation, estate, firm, partnership or trust in sympathy with the objectives of the Corporation, meeting the requirements for membership set forth in the By-Laws in force at the time, may become a member of the Corporation. The procedure with respect to the admission of members and the exercise of the privileges of membership, and the number of members representing any one business, shall be specified, from time to time, in the By-Laws of the corporation.

Section 2: Termination of Membership: The By-Laws may provide the terms and conditions under which membership shall terminate or under which a member may be expelled. NO MEMBER SHALL HAVE ANY VESTED INTEREST IN THE ASSETS OF THE CORPORATION.

Article V
GOVERNING BODY

The government of the Corporation shall be vested in the Board of Directors, who must be members of the Corporation and in such Officers and Committees as the Board of Directors may appoint or elect in conformity with this Constitution and in conformity with the By-Laws of the Corporation.

Article VI
POWERS

The Corporation shall have and exercise the following powers.

- a. It may sue and be sued, complain and defend in its corporate name;
- b. The membership may adopt a corporation seal, which may be altered at the pleasure of the Membership, and the seal may be used pursuant to the provisions of any general or special resolution from time to time adopted by the Board. The Board may authorize the use of a facsimile of the seal and may provide for the impress or fixing of the seal or the reproduction thereof in any other manner. The form and likeness of the seal is attached to these minutes and will henceforth be adopted upon approval of the membership;
- c. It may purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, imply, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with shares or other interest in, or obligations of other corporations, whether for profit or not for profit, association, partnerships, or individuals, or direct or indirect obligations of the United States, or of any other government, state, territory, governmental district or of any instrumentality thereof;
- d. It may lend money for its Corporation purposes, invest and reinvest its funds', take and hold real and personal property as security for the payment of funds so loaned or invested;

- e. It may borrow or raise monies for or assume liabilities in connection with any of the objects or purposes of the Corporation, may from time to time issue bonds, debentures, notes, or other obligations, secured or unsecured, of the Corporation for monies so borrowed, or in payment for property acquired, or for any other of the objects or purposes of the Corporation or in connection with its business, it may assume or guarantee similar obligations of others in payment of property acquired or for any other of the objects or purposes of the Corporation, it may secure such bonds, debentures, notes or other obligations by mortgage or mortgages, or deed or deeds of trust, or pledge, or other lien upon any or all of the property, assets, rights, privileges or franchises of the Corporation acquired or to be required and may pledge sell or otherwise dispose of any or all of such debentures, notes and other obligations of the Corporation of its Corporate purpose.
- f. It may purchase, take, lease, or otherwise acquire, own, hold, develop, manage, operate, mortgage, or pledge, sell, assign, transfer, exchange, or otherwise dispose of, lease or turn to account and convey, such real and personal property and Interest, either within or outside the State of Alabama, as shall be necessary or proper or incidental to the transaction of the business of the Corporation;
- g. It may conduct its affairs, carry on its operations, and have offices and exercise the powers granted by law in any state, territory, district or possession of the United States, or in any foreign country, but it must maintain its home office in the Town of Bayou La Batre, Mobile County, Alabama.
- h. It may elect or appoint such officers and agents of the Corporation, define the duties, and fix their compensation in such a manner as the By-Laws provide.
- i. It may make and alter By-Laws, not inconsistent with its Articles of Incorporation or with the laws of the State of Alabama for the administration and regulation of the affairs of the Corporation;
- j. It may make donations for the public welfare of the charitable, scientific or educational purposes, and in time of war may make donations in aid of the war activities of the United States of America
- k. It may indemnify and Director, or Officer, or former Director' or Officer of the Corporation or any person who may have served, after being duly

elected or duly appointed as a Director or Officer of another corporation or association whether for profit or not for profit, against liability and expenses actually and necessarily incurred by him or her in connection with the defense of any action, suit or proceeding in which he or she is made a party by reason of being or having been such Director or Officer, except in relation to matters as to which he or she shall be adjudged in such action, suit or proceeding to be liable for gross negligence or misconduct in the performance of duty; but such indemnification shall not be exclusive of any other rights to which such Director or Officer may be entitled by an By-Law, agreement, vote of the Board of Directors, Members, or otherwise;

- l. It shall have and exercise all other rights, powers, and privileges necessary or convenient to affect any or all of the purposes for which the Corporation is organized;
- m. It may provide such social function and facilities as may be useful in the promotion of its objects and purposes.

Article VII **BY-LAWS**

The By-Laws of the Corporation shall be adopted by a two-thirds vote of the membership present at any regular, special, or annual meeting of the membership, provided that a quorum consisting of at least one-third of the voting members in good standing or their properly designated representative is present at such a meeting.

Article VIII **MEETINGS OF MEMBERS**

Section 1:

Annual Meeting. An annual meeting of the membership shall be held at least once in each calendar year when may be provided in the By-Laws. Failure to hold an annual meeting at the designated time shall not work a forfeiture or dissolution of the Corporation.

Section 2:

Other Meetings: the By-Laws shall make provisions for regular or special meetings, and may make provisions for other regular meetings.

Article IX
AMENDMENT

Upon adoption of the Amendment, that further Amendments to the Articles of Incorporation or Constitution of the BAYOU LA BATRE AREA CHAMBER OF COMMERCE will be adopted upon recommendation of at least two-thirds of the Board of Directors, and upon a two-thirds vote of the membership present at any regular, special, or annual meeting of the membership, provided that a quorum consisting of at least one-third of the voting members in good standing, or their properly designated representative is present at such a meeting.

Article X
DISSOLUTION

That upon recommendation of two thirds of the Board of Directors, and upon a two-thirds vote of the membership, the Corporation may be dissolved and its Corporate existence ended, in accordance with the laws of the State of Alabama. Upon such dissolution, the Officers and Board of Directors will immediately retain a Certified Public Accountant, an Attorney, and such other experts necessary to conclude the Corporation's business. Where feasible, all assets of the Corporation will be liquidated and the debts of the Corporation, both public and private, will be settled. Any excess funds will be distributed to non-profit charitable institutions, with preference being given to those operating for the benefit of the citizens of the Bayou la Batre Area. It will be the duty of the Board of Directors and the officers to oversee the dissolution.

Bayou La Batre Area Chamber of Commerce

AMENDED BY-LAWS OF THE MEMBERSHIP

(Approved at the September 2015 Membership Meeting)

Section 1.1

Any person, association, corporation, estate, firm, partnership or trust in sympathy with the objectives and purpose of the Bayou La Batre Area Chamber of Commerce (hereinafter, THE CHAMBER or THE CORPORATION), shall be eligible for membership in the Chamber.

Section 1.2

A person, association, corporation, estate, firm, partnership or trust desiring to become a member of this Chamber shall make application for membership in writing on such forms and under such arrangements as to dues as may be approved by the Board of Directors.

Section 1.3

Any person may be selected for new membership (i.e., not having been a member for the past twelve (12) months) by a majority vote of the Board of Directors. The term of membership shall be based on the calendar year.

Section 1.4

Any member may be suspended by the Board of Directors by a majority vote of the present at any meeting for non-payment of dues. Any member may be suspended or expelled by the Board of Directors by a majority vote of the entire board, for conduct which in the opinion of a majority of the entire Board is unbecoming a member, provided that any member so suspended or expelled for conduct unbecoming a member shall have the right to a hearing before the membership.

Section 1.5

There shall be two (2) classes of membership; business membership and individual membership. Membership under both classes constitutes the right to vote on an issue before the body and the right to hold any office as set forth in these By-laws. The dues for each class of member shall be set in accordance with these by-laws. That each business member is entitled to cast one vote through its duly designated representative on any matter submitted for vote of the membership, and each individual member is entitled to cast one vote personally on any matter submitted for vote of the membership.

Section 1.6

That each business member shall, upon acceptance to membership, designate in writing one individual to be its designated representative to cast its vote on any matter submitted for vote of the membership. This individual may be changed by written notice from the owner or chief executive officer to the President or Board of Directors at least twenty-four (24) hours prior to any regular or special meeting of the membership. There shall be no proxy voting.

DUES

Section 2.1

As of January 1, 2015, the annual dues shall be as follows:

Business	1-9 employees	\$100.00
	10-19 employees	\$150.00
	20 or more employees	\$200.00
Individual		\$50.00

The dues for a business or individual membership shall be payable on January 1st. Annual dues are payable within forty-five (45) days of the due date. Anyone suspended for non-payment of dues may be reinstated by payment of all dues for the current year.

Section 2.2

Newly elected members shall render payment for the full amount of their dues for the year within forty-five (45) days after being notified of their election to membership. Failure to do so will automatically void the new membership.

Section 2.3

Dues shall be established by a majority vote of the entire board of directors on an annual basis at the board's first regularly scheduled meeting each year. If no vote is taken, the existing dues will remain in effect. The dues schedule shall be published to the general membership within 30 days thereafter, all renewal dues shall be according to the dues established by the Board at its first meeting each year.

GENERAL MEMBERSHIP MEETINGS

Section 3.1

An annual membership meeting of the members of the Chamber shall be held on such day in the month of November in each year as may be fixed from time to time by the Board of Directors. The reason of which shall be the election of such directors and officers as required.

Section 3.2

The Board of Directors shall provide for holding other general membership meetings whenever it may be considered necessary or desirable. Regular Board meetings are open to all Chamber members in good standing, however unless properly call in accordance with section 3.3, only board members shall have voting privileges.

Section 3.3

Written, electronic or printed notice stating the place, date and hour of each meeting of the members and with the exception of the meeting detailed in Section 3.1, the purpose for which the meeting is called. This notice shall be delivered not less than ten (10) days, or more than thirty (30) days before the date of each meeting of the members, either personal or by mail, by or at the direction of the President or the Secretary or the officer or person calling the meeting, to each member entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail, addressed to the member at his address as it appears on the records of the Chamber, with the postage thereon prepaid.

Section 3.4

All questions of parliamentary procedure shall be decided according to Robert's Rules of Order, Revised.

Section 3.5

Voting by eligible members on all matters, including the election of directors, may be conducted by electronic media, and provided however, that specific rules for conducting electronic votes are followed:

- (a) All participants must have access to the necessary equipment for participating in the e-vote;

- (b) The chair shall develop a time frame for the e-vote;
- (c) A second is not necessary for the motion to be considered;
- (d) The motion to lay on the table is not in order;
- (e) Each new motion must be made in a separate, new e-mail message;
- (f) The chair shall assign a number to the motion and the subject line must contain the word "motion"
- (g) Members shall use "Reply All" in all messages of debate.
- (h) The secretary shall tally all the votes;
- (i) The chair shall announce the results;
- (j) The secretary shall prepare minutes of the vote and shall include these minutes for approval at the next regular meeting.

BOARD OF DIRECTORS

Section 4.1

The Board of Directors shall consist of at least three (3), but no more than twenty (20) members. Any increase or decrease in the number of Directors shall be made by amendment to these by-laws and no such increase or decrease shall have the effect of shortening the term of office of any incumbent Director, Chamber Officers, the President, Vice-President, Treasurer and Secretary will be members of the Board of Directors by virtue of their office held, other Board members will be elected.

Section 4.2

The President of the Chamber shall serve as Chairman of the Board of Directors and shall preside at all meetings, shall perform all duties incident to his or her office, shall have the authority to sign for the Board of Directors, and shall have such other authority and powers and shall perform such other duties as may be conferred upon him or her from time to time by the Board of Directors.

Section 4.3

The Board shall meet at the discretion of the President or the Board of Directors.

Section 4.4

Each Member or the Board of Directors shall continue in office until the next expiration of the term for which he or she was elected.

Section 4.5

The Board Chairman shall appoint on the first Monday in August a nominating committee consisting of at least four (4) but no more than six (6) Directors or members or both. The nominating committee shall make nominations and recommendations of Directors at the regular meeting of the General Membership. Nominations may also be taken from the floor.

Section 4.6

The election of Directors shall be conducted at the regular meeting in November. Election of the Directors shall be by majority vote of the General Membership as certified thirty (30) days prior to the election.

Section 4.7

The term of office of the newly elected Directors shall commence immediately following their election. The board election for the year 2015 shall elect ten (10) board members. Members of said Board of Directors designated as and holding positions one (1), two (2) and three (3), shall hold such position for one (1) year and until the next annual membership meeting in November 2015, at which time their successors shall be elected and hold office for a term of (3) three years. Members of said board of directors designated as and holding positions four(4), five (5) and six (6) shall hold such positions for two (2) years and until the annual meeting in November 2016, at which time their successors shall be elected and hold office for a term of three (3) years. Members of said board of directors designated as holding positions seven (7), Eight(8) and nine (9) shall hold such position for three (3) years and until the annual election in November, 2017, at which time their successor shall be elected and hold office for term of three (3) years.

Section 4.8

Each Director must be a member of the Chamber and must reside in or have their principle place of business in the Greater Bayou La Batre Area.

Section 4.9

The retiring President shall be a member of the Board of Directors for the three (3) years immediately following the expiration of his or her term of office. He or she will have voting privileges.

Section 4.10

Regular meetings of the board of directors shall be held not less frequently than once a month at such time and place as the board of directors shall from time to time determine. No notice of regular meeting of the board shall be required. Attendance via conference calls will constitute presence and have the same voting privileges as those present.

Section 4.11

Special meeting of the board of directors may be called by the President or any three (3) directors at any time by means of such written notice by mail or other accepted communication thereof, to each director as the President or said three (3) directors deem sufficient. Notification shall not be less than twenty-four hours preceding the meeting.

Section 4.12

Any vacancy on the Board of Directors created by death or resignation shall be filled by a majority vote of the general membership. Nominations and recommendations for the election of a director to this position shall be made by the nominating committee at the next regular meeting following the event which created the vacancy of this position on the board. Recommendations and nominations from the general membership will be accepted at this meeting. The election of this director by the membership shall then be conducted at this meeting and the director shall be elected from those persons nominated at this meeting. The term of office of this director shall then commence immediately upon the completion of the electoral process, as set forth herein and said director shall serve for the duration of the term held by his or her predecessor.

Section 4.13

At all meetings of the board of directors, one-third (1/3) of the members shall constitute a quorum. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors unless the law or the by-laws of the corporation, in force at the time require a greater number.

Section 4.14

At the beginning of each fiscal year, the board of directors shall prepare and submit to the Chamber a budget of the general expenses of the Chamber for that year. The fiscal

year for the corporation shall commence on the first day of January of each calendar year, and shall end on the thirty-first (31) day of December of that year.

Section 4.15

Directors of the Chamber are an essential and vital part of the organization and are depended upon to contribute some particular business or managerial skill to the operation and affairs of the Chamber. Attendance in person or via conference call is necessary for the success of the chamber's objectives. Therefore, any director of the Chamber missing three (3) consecutive meetings without reasonable cause as determined by the board of directors shall be removed from the board of directors to general membership status. The fact that they are needed should be explained and emphasized when they are asked to serve.

Section 4.16

Any director may be removed from office by a vote of two-thirds (2/3) of the entire board of directors and a vote of two-thirds (2/3) of the membership present at any regular membership meeting.

Section 4.17

That the officers and board of directors shall not be liable for the debts or liabilities of the corporation and shall be held harmless for same up to the fullest extent provided under Alabama Non-Profit Corporation Act, and further, that the Corporation will indemnify said Officers and Directors and hold them harmless from any and all liability incurred in the performance of their respective offices to the full extent allowable under Alabama law. The Chamber shall at all times carry a Director's and Officer's liability insurance policy (D&O) with a limit of coverage not less than \$1,000,000.

OFFICERS

Section 5.1

The officers of the Bayou La Batre Area Chamber of Commerce shall consist of a President, Vice-President, Treasurer and Secretary.

Section 5.2

The Board of Directors shall elect and define and fix the powers, duties, and authority of each of said officers where the same are not otherwise specifically set for the in the

Constitution and By-Laws. Election of officers for the upcoming year shall be held as soon as practical after the November election of the Board of Directors but no later than January 1 of the next year.

Section 5.3

President. The President of the Chamber shall preside at all meetings of the Chamber, Shall Service on the Board of Directors, Shall perform all duties incident to his or her office, shall have authority to co-sign checks of the Chamber, and shall have such other authority and powers and shall perform such other duties as may be conferred or imposed upon him or her from time to time by the Board of Directors.

Section 5.4

Vice-President. The Vice President shall act in the absence of the President. IN the absence or disability of the Vice-President, a member of the Board of Directors shall be chosen by the Board of Directors to act temporarily. The Vice-President shall have authority to co-sign checks of the Chamber and to serve on the Board of Directors.

Section 5.5

Treasurer. The Treasurer shall receive and disburse the funds of the Chamber. He or she shall keep all monies of the Chamber deposited in its name in such bank or banks as may be designated by the Board. Each month, he or she shall make reports to the Board of Directors and Membership showing monthly statements of disbursements and receipts of the Chamber, and shall have authority to co-sign checks of the Chamber. The Treasurer shall have authority to co-sign checks authorized by the President not to exceed \$500.00 for incidental circumstances. A compilation of the Chamber financial records shall be conducted yearly by a certified public accountant prior to July 1st of each year.

Section 5.6

Secretary. The Secretary shall conduct the official correspondence, preserve all books, documents and communications, maintain an accurate record of the proceedings of the Chamber, the Board of Directors, and in general, shall so manage the affairs or the Chamber as to promote the objects for which the Chamber was organized. Each month, he or she shall make reports of the Chamber's proceedings to the Board of Directors and Membership.

Section 5.7

The Board of Directors may, from time to time, create and fill such other and additional offices and prescribe the authorities and duties thereof as they may deem advisable.

COMMITTEES

Section 6.1

The President shall appoint all committees

Section 6.2

It shall be the function of the Committees to investigate and make recommendations. They shall report to the Board of Directors or membership. No standing or special Committee shall represent the Chamber in advocacy of or opposition to, any project without specific authorization or approval of the Membership, or such authorization as may clearly be granted under general powers delegated by the Membership to said Committee.

Section 6.3

Meetings of the Committee shall be held at such time and place, as the President or Chairman of the Committee shall determine.

Section 6.4

A majority of the members of a Committee shall constitute a quorum, except that when any Committee consists of more than nine (9), five (5) shall constitute a quorum.

ARTICLE VI (b) Attachment of Seal

