

# **St. Tammany Chamber of Commerce By-Laws**

## **ARTICLE I – GENERAL**

### **SECTION 1: NAME**

This organization is incorporated under the laws of the State of Louisiana and shall be known as the St. Tammany Chamber of Commerce, hereinafter referred to as the Chamber.

### **SECTION 2: PURPOSE**

The purpose of the St. Tammany Chamber of Commerce is to foster an environment that encourages dynamic business activity, thus enhancing the quality of life throughout St. Tammany Parish.

### **SECTION 3: MISSION**

The mission of the St. Tammany Chamber of Commerce is to promote and support businesses by being the resource of choice to the community, to empower business people to build a community where businesses can thrive and citizens are proud to live.

### **SECTION 4: AREA**

St. Tammany Parish shall be the area served by the Chamber including all incorporated and unincorporated areas.

### **SECTION 5: LIMITATION OF METHODS**

The Chamber 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 6: PRINCIPAL OFFICE**

The principal office for the transaction of the activities, affairs, and business of the Chamber (principal office) is located at 610 Hollycrest Boulevard, Covington, Louisiana 70433. The Board of Directors may change the principal office. The Chamber may maintain one or more additional offices to achieve its purpose and mission as deemed feasible and appropriate by the Board, in its discretion.

## **ARTICLE II – MEMBERSHIP**

### **SECTION 1: ELIGIBILITY**

Any person, association, corporation, partnership or estate having an interest in the objectives of the Chamber shall be eligible to apply for membership.

### **SECTION 2: ELECTION**

Applications for membership shall be made in writing, and the application and accompanying dues investment shall be regarded as a guarantee on the part of the applicant of interest in and sympathy with the purpose of the Chamber, and of adherence, if accepted, to its by-laws, policies, rules and regulations.

### **SECTION 3: INVESTMENTS (DUES)**

Membership investments shall be at such rates, schedules, or formulas as may be from time to time updated by the Board of Directors. All investments are nonrefundable.

### **SECTION 4: TERMINATION AND SUSPENSION OF MEMBERSHIP**

A membership will terminate for any of the following reasons:

- A.) Resignation of a member.
- B.) Any member shall be expelled by the Board of Directors for nonpayment of dues after 90 days from the date due, unless otherwise extended by a majority vote of members present of the board for good cause.
- C.) Any member may be expelled if a written complaint is registered at a regularly scheduled meeting thereof, for conduct unbecoming a member or prejudicial to the aims or repute of the Chamber, after notice and opportunity for a hearing are afforded the member complained against. A prorated refund of dues will be given to any expelled member. A 2/3 vote of the entire membership of the board is required for such expulsion.

### **SECTION 5: VOTING**

- A.) In any proceeding in which voting by members is called for, each member in good standing shall be entitled to cast one (1) vote for each whole multiple of the minimum dues investment of \$250. The number of votes will be determined by investment paid as of the date that the meeting is called. Affiliates and honorary members are not entitled to vote at any annual or special meeting of the membership.
- B.) The Board of Directors shall determine policies concerning voting by proxy in writing, verbally or in writing to the CEO.

### **SECTION 6: EXERCISE OF PRIVILEGES**

Any firm, association, corporation, partnership or estate holding membership may nominate individuals whom the holder desires to exercise the privileges of membership covered by its investment and shall have the right to change its membership nominations upon notice to Chamber staff.

### **SECTION 7: ORIENTATION**

At regular intervals, orientation on the purpose and activities of this organization shall be conducted for the following groups: new directors, officers and directors, committee chairmen, committees and new members. A detailed outline for orientation of each of these groups shall be maintained by the President/CEO and may be revised with the approval of the Board.

### **SECTION 8: HONORARY MEMBERSHIP**

Distinction in public affairs shall confer eligibility to honorary membership. Honorary members shall have all the privileges of members, except the right to vote, and shall be exempt from payment of dues. The Board of Directors shall confer or revoke honorary membership by a majority vote and keep record of them in the corporate records.

### **SECTION 9: ORDER OF BUSINESS**

Proceedings at all meetings of the chamber or any of its component parts shall be governed and conducted according to the policies and procedures established by the Board.

## ARTICLE III – MEETINGS

### **SECTION 1: ANNUAL MEETING**

The annual meeting of the corporation, in compliance with State law, shall be held during a membership meeting (luncheon) by February 28<sup>th</sup> of the following fiscal year. The Board of Directors shall fix the time and place and notice thereof sent to each member at least ten (10) days before said meeting.

### **SECTION 2: NOTICES AND AGENDAS**

Notice of all general membership meetings must be given at least ten (10) days in advance and shall be delivered to each member by electronic mail, or if not available faxed or sent by U.S.P.S. mail. An advance tentative agenda should be prepared for all meetings but is not required.

### **SECTION 3: ADDITIONAL MEETINGS**

In accordance with the Articles, meetings of the Chamber may be called by the Chairman and/or the Board of Directors at any time or upon petition in writing by 10% of the members in good standing.

- A.) Notice of special meetings shall be mailed, emailed, or faxed, to each member at least five (5) days prior to such meetings.
- B.) Board meetings may be called by the Board Chairman or by the Board of Directors upon written application of three (3) members of the Board. Notice (including the purpose of the meeting) shall be given to each Director at least one (1) day prior to said meeting.
- C.) Committee meetings may be called at any time by the Board Chairman, President, or by the committee's chairman.
- D.) An executive committee meeting may be called at any time by the Chairman of the Board.

### **SECTION 4: QUORUMS**

At any meeting of the Chamber, 10% of the members in good standing shall constitute a quorum and at a board meeting a simple majority of elected directors shall constitute a quorum. Committee and sub-committee chairmen shall determine appropriate quorums for their groups to conduct business.

## ARTICLE IV – BOARD OF DIRECTORS

### **SECTION 1: BOARD MEETINGS**

Regular meetings of the Board of Directors shall be held ten times per year, on a date, time, and place determined by the Board. Electronic notice of any change in the time and place of each meeting shall be provided to each member of the Board at least five (5) days prior to the meeting. The CEO shall determine that a quorum is present before any official business/vote is conducted.

### **SECTION 2: COMPOSITION OF THE BOARD**

The governance and policy making responsibilities of the Chamber shall be vested in the Board of Directors, which shall control its property, be responsible for its finances and direct its affairs.

The board of directors shall be composed of 17-24 members as per the Articles, representing a cross section of the business community as follows:

- 1) 17-24 voting members, each of whom are elected for 3-year terms;
- 2) the President/CEO, who shall be a voting member of the board of directors;
- 3) the past chairman may serve an additional year if his elected term is expired and he/she shall be a voting member;
- 4) the chair elect if elected in the last year of his regular term may serve an additional year as chairman-elect, another year as chairman, and another year as past chairman, as a voting member;

- 5) Up to six (6) additional non-voting advisory board members may be appointed by the Chairman of the Board to enhance communication with other agencies in the business community;
- 6) The Executive Committee may also appoint other additional advisory board members from similar organizations as it sees fit annually;

The Executive Committee may also vote to approve an on-going reciprocal advisory board seat with organizations such as other chambers of commerce or organizations deemed to have similar goals and objectives, if it sees fit.

It is the intention of the Chamber that the Board of Directors should reflect the various business interests and geographical areas throughout the parish of St. Tammany.

### **SECTION 3: SELECTION AND ELECTION OF DIRECTORS**

#### **A.) Nominating Committee**

By July 31 of each calendar year, the Board shall appoint a Nominating Committee of five (5) members of the Chamber. This committee shall include the chairman-elect who shall be the chairman of the committee.

By the August Board meeting, the Nominating Committee shall present to the President/CEO and Board of Directors a slate of candidates to each serve one (1) three-year term to replace the directors whose regular terms are expiring. Each candidate must be an active member in good standing and must have agreed to accept the responsibility of directorship. No board member who has served one full three-year term is eligible for immediate re-election. A period of one (1) year must elapse before eligibility is restored. The board of directors will vote to approve the slate of nominated directors.

#### **B.) Publicity of Nominations**

Upon receipt of the report of the Nominating Committee, the President/CEO shall immediately notify the membership by e-mail containing the names of persons nominated as candidates for directors and of the right of petition. Members without e-mail shall receive notification via U.S.P.S. mail.

#### **C.) Nominations by Petition**

Additional names of candidates for directors can be nominated by petition bearing the genuine signatures of at least fifty (50) qualified members of the Chamber. Such petition shall be filed with the Nominating Committee within at least ten (10) days after notice has been given of the names of those nominated. The determination of the Nominating Committee as to the sufficiency of the petition(s) shall be final.

#### **D.) Determination**

If no petition is filed within the designated period, the nominations shall be closed, and the nominees declared elected at the September board meeting.

If a legal petition shall present additional candidates, the names of all candidates shall be arranged on a ballot in order drawn by lot. Instructions will be to vote for a specific number of candidates only. The President/CEO shall mail, fax or e-mail this ballot to all active members at least fifteen (15) days before the regular October board meeting.

The ballots shall be marked in accordance with instructions printed on the ballot and returned to the Chamber office within ten (10) days. The Board of Directors shall, at or by the October board meeting, declare the candidates with the greatest number of votes elected.

#### **E.) Election Supervision**

The Chairman shall appoint, subject to the approval of the Board of Directors, at least three (3) but not more than five (5) volunteers who are not candidates for election. One (1) will be designated chairman. Such judges shall have

complete supervision of the election, including the auditing of the ballots. They shall report the results of the election to the Chairman of the Board who will present it to the board at the October meeting.

#### **SECTION 4: SEATING OF NEW DIRECTORS**

All newly elected and appointed board members shall participate in a board orientation and be seated at the regular October or November retreat and shall be participating but non-voting members through year's end. Retiring directors shall continue to serve until the end of the program fiscal year.

#### **SECTION 5: VACANCIES**

The Chairman shall give attendance reports regularly. Meeting attendance shall be reflected in all Board meeting minutes. A member of the Board of Directors absent from any three (3) regular meetings within a calendar year may be removed by a majority vote of the remaining members of the Board. A board member who was previously removed may be reinstated at the discretion of the Board of Directors at the next meeting held upon good cause being shown. Vacancies on the board or among the officers shall be filled by a majority vote of the Board upon recommendation and nomination of any Board member and the replacement shall fill the remainder of the term of the director replaced.

#### **SECTION 6: POLICY**

The Board of Directors is responsible for establishing procedures and formulating policy for the organization. It is also responsible for adopting all policies of the organization. These policies shall be maintained in a policy manual, to be reviewed and revised as deemed necessary or appropriate by the Board.

#### **SECTION 7: ACTION BY BOARD/QUORUMS**

Any action taken by the board of directors on any substantive issue requires 2/3 vote of the entire membership of the board. A substantive issue is defined as any expenditure exceeding 20% of the annual operating budget previously approved by the Board. Any issue not exceeding this threshold is within the purview of the board of directors to act upon a majority vote of the Board.

#### **SECTION 8: FEES AND COMPENSATION**

Directors and members of committees shall serve without compensation for their services. This section shall not preclude any director from serving the Chamber in another capacity as consultant or vendor; and receiving compensation for that service. If a director or committee member other than an employee of the Chamber receives compensation for services, such compensation shall be preapproved by the Board of Directors. This requirement shall not preclude the chamber from conducting business in the normal course with the firms or businesses that are represented on the Board or committees.

#### **SECTION 9: CHANGE OF AFFILIATION**

Should any Director change their firm affiliation during the term of their elected directorship, the board at its discretion may declare the seat vacant, decide to continue the directorship of the individual or the company, or appoint a new director in his/her place.

#### **SECTION 10: INDEMNIFICATION**

The Chamber shall indemnify any person who was or is a party or is threatened to be made a party to any action, suit or proceeding, whether civil, criminal, administrative or investigative (including any action by or in the right of the Chamber) by reason of the fact that the person is or was a director, officer, employee or agent of the Chamber, or is or was serving at the request of the Chamber as a director, officer, employee or agent of another business, foreign or nonprofit corporation, partnership, joint venture or other enterprise, against expenses (including attorney's fees), judgements, fines and amounts paid in settlement actually and reasonably incurred in connection with such action, suit or proceeding if the person acted in good faith and in a manner reasonably believed to be in or not opposed to

the best interest of the Chamber, and, with respect to any criminal action or proceeding, had no reasonable cause to believe their conduct was unlawful; provided that in case of actions by or in the right of the Chamber, the indemnity shall be limited to expense (including attorney's fees and amounts paid in settlement not exceeding, in the judgement of the Board of Directors, the estimated expense of litigating the action to conclusion) actually and reasonably incurred in connection with the defense or settlement of such action and no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of their duty to the Chamber unless and only to the extent that the court shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, they are fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper. The termination of any action, suit or proceeding by judgement, order settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption to the person did not act in good faith and in a manner which they reasonably believed to be in or not opposed to the best interest of the Chamber, and, with respect to any criminal action or proceeding, had reasonable cause that their conduct was unlawful.

To the extent that a director, officer, employee or agent of The Chamber has been successful on the merits or otherwise in defense of any such action, suit or proceeding, or in defense of any claim, issue or matter therein, they shall be indemnified against expenses (including attorney's fees) actually and reasonably incurred by them in connection therewith.

The indemnification hereunder (unless ordered by the court) shall be made by The Chamber only as authorized in a specific case upon a determination that the applicable standard of conduct has been met.

Such determination shall be made (1) by the Board of Directors by a 2/3 vote of the entire membership of the board who were not parties to such action, suit or proceeding, or (2) if such a quorum is not obtainable or a quorum of disinterested Directors so directs, by independent legal counsel, or (3) by the shareholders.

The expenses incurred in defending such an action, suit or proceeding shall be paid by the Chamber in advance of the final disposition thereof if authorized by the Board of Directors in the manner provided above, upon receipt of an undertaking by on behalf of the director, officer, employee or agent to repay such amount unless it shall ultimately be determined that they are entitled to be indemnified by the Chamber as authorized hereunder.

The indemnification provided hereunder shall not be deemed exclusive of any other rights to which one indemnified may be entitled, both as to action in his official capacity and as to action in another capacity while holding such officer, and shall continue as to a person who has ceased to be a director, employee or agent and shall inure to the benefit of the person's heirs and legal representatives.

The Chamber has procured insurance on behalf of any person who is or was a director, officer, employee or agent of the Chamber, or is or was serving at the request of the Chamber as a director, officer, employee or agent of another business, nonprofit or foreign corporation, partnership, joint venture or other enterprise against any liability asserted against or incurred by the person in any such capacity, or arising out of the person's status as such, whether or not the Chamber would have the power to indemnify the person against liability under Business Corporation Law of Louisiana.

## **ARTICLE V – OFFICERS**

### **SECTION 1: DETERMINATION OF OFFICERS**

The Board of Directors, following the annual planning retreat, shall reorganize for the coming year. The chairman, chairman-elect and past chairman shall determine a table of organization to fulfill the Program of Work and nominate officers for the following year. At the next regular board meeting, the Board shall elect Chairman-Elect, Treasurer, and as many Vice Chairmen as is deemed necessary to conduct the activities of the Chamber. Officers will be elected from current members of the board. All officers shall take office on the first day of the new fiscal year and serve for a term of one (1) year or until their successors assume the duties of office. They shall be voting members of the Board of Directors.

## **SECTION 2: DUTIES OF EXECUTIVE COMMITTEE**

The Executive Committee shall act for and on behalf of the Board of Directors as an Advisory Council when the Board is not in session but shall be accountable to the Board for its actions. It shall be composed of the Chairman, Past Chairman, Treasurer, Chairman-Elect, Vice Chairmen, and the President. The Chairman will serve as Chairman of the Executive Committee.

## **SECTION 3: DUTIES OF OFFICERS**

### **A.) Chairman**

The Chairman shall preside at all meetings of the membership, Board of Directors and Executive Committee.

The Chairman, with board approval, shall appoint all ad hoc committees not included in the table of organization to fulfill the purpose and mission of the Chamber.

The Chairman shall also review the minutes of all meetings of the board and executive committee prior to the presentation of the same.

### **B.) Chairman-Elect**

The Chairman-Elect shall exercise the powers and authority and perform the duties of the Chairman in the absence or disability of the Chairman and perform other duties as assigned by the Chairman of the Board.

He or she shall also act as parliamentarian and organize and plan the annual planning retreat for the coming year.

### **C.) Vice-Chairmen**

The duties of the vice-chairmen shall be such as their titles indicate, as well as those that may be assigned by the Chairman and Board of Directors. They will also have under their immediate jurisdiction all committees pertaining to their general duties.

### **D.) Secretary/Treasurer**

The Treasurer shall be responsible for the safeguarding of all funds received by the Chamber and for their proper disbursement. Such funds shall be kept on deposit in financial institutions or invested in a manner approved by the Board of Directors. The Treasurer shall cause a monthly financial report to be made to the Board. The Secretary shall act as the Secretary of the Corporation. The offices of Secretary/Treasurer may be held by one board member. Nothing in this article shall prohibit the Secretary/Treasurer from delegating certain duties of the position to the staff members of the Chamber.

### **E.) President/CEO**

The President/CEO shall be the chief executive and administrative officer. The President/CEO shall serve as secretary to the Board of Directors, and cause to be prepared notices, agendas and minutes of meetings of the Board and Executive Committee.

The President/CEO shall serve as advisor to the Chairman of the Board and the Board of Directors on program planning and shall assemble information and data and prepare special reports as required.

With assistance of the vice chairmen, the President/CEO shall be responsible for administration of the Chamber's business in accordance with the policies and regulations of the Board of Directors.

The President/CEO shall be responsible for hiring, discharging, directing and supervising all employees. With the cooperation of the Treasurer and Chairman of the Board, the President shall be responsible for the preparation of an operating budget covering all activities of the Chamber, subject to approval of the Board of Directors.

The President/CEO shall be responsible for all expenditures within approved budget allocations.

## **ARTICLE VI – COMMITTEES AND DIVISIONS**

### **SECTION 1: AUTHORITY**

The Board of Directors shall appoint all committees and committee chairmen.

It shall be the function of committees to make investigations, conduct studies and hearings, make recommendations to the Board of Directors, and to carry on such activities as may be delegated to them by the Board.

### **SECTION 2: LIMITATION OF AUTHORITY**

No Council, Committee or Task Force shall take or make public any formal action, or make public any resolution, or in any way commit the Chamber on a question of policy without first receiving the approval of the Board. Councils, Committees, or Task Forces shall be discharged by the Chairperson when their work has been completed and their reports accepted, or when in the opinion of the board the Council, Committee or Task Force should be discontinued. The Chairperson may appoint as advisory members of the Councils, Committees or Task Forces, persons essential to the activity because of the nature of their work, interest, or position. Other than as provided for in this manner, all Councils, Committees or Task Force members shall be members in good standing of the Chamber.

### **SECTION 3: TESTIMONY**

The official spokesperson(s) of the Chamber shall be either the President/CEO or the Chairman of the Board, or their designees. However, once committee action has been approved by the Board of Directors, it shall be incumbent upon the committee chairman or, in their absence, their designee as being familiar enough with the issue to give testimony to, or make presentations before, civic and governmental agencies or to media.

### **SECTION 4: AFFILIATIONS WITH OTHER GROUPS – (“AFFILIATES”)**

The Board of Directors may establish affiliations with other groups with a commonality of interest if it is deemed as helping achieve the Chamber’s purpose and mission.

The Board shall oversee the powers and duties of all affiliates to assure an ongoing commonality of interest with the Chamber exists. The Board shall annually review all activities and proposed programs of such affiliates including collection and disbursement of funds.

No action or resolution of any kind shall be taken by affiliates having bearing upon the Chamber, unless approved by the Board of Directors.

### **SECTION 5: AFFILIATES**

Affiliates that the Chamber works with shall be defined as:

Level #1: An affiliate that has a relatively formal relationship with the Chamber, is accountable to the Chamber, and is governed by the Chamber’s Board.

Level #2: An affiliate that has some relationship with the Chamber in which the Chamber does some administrative/financial work but has no direct accountability to the Chamber’s Board of Directors and is in no way governed by the Chamber.

Level #3: An affiliate that has no formal relationship with the Chamber, is in no way accountable to the Chamber’s Board of Directors, and is not in any way governed by the Chamber’s Board (staff person/board member serves as a liaison on the Chamber’s Board.)



## **ARTICLE VII – FINANCES**

### **SECTION 1: FUNDS**

All money paid to the Chamber for its annual operations shall be placed in a general operating checking account. Funds unused from the current year's budget will be placed in an appropriate federally insured interest-bearing account until needed. No deposit amount will exceed the bank's federally insured limit.

The board of directors may also establish construction or endowment funds as they become necessary for the operation of the Chamber.

### **SECTION 2: INDEBTEDNESS**

The Executive Committee may recommend establishing loans or lines of credit as deemed necessary to operate the chamber with the approval of the board of directors as set forth in Article IV, Section 7.

### **SECTION 3: DISBURSEMENTS**

Upon approval of the budget, the President is authorized to make disbursements on accounts and expenses provided for in the budget without additional approval of the Board of Directors. Check authorization and endorsement criteria for the C.E.O. is up to \$5,000. Checks over this amount will be co-signed by either the chairman of the board or the treasurer.

### **SECTION 3: FISCAL YEAR**

The fiscal year of the Chamber shall close on December 31.

### **SECTION 4: BUDGET**

As soon as possible after election, the Treasurer and CEO shall present the budget to the new Board of Directors. The board shall approve and adopt the budget for the coming year.

### **SECTION 5: ANNUAL REVIEW OF FINANCIAL STATEMENTS**

The accounts of the Chamber shall be audited every other year as of the close of the fiscal year by a public accountant. A compilation will be performed in intervening years. These documents shall, at all times, be available to members of the organization within the offices of the Chamber.

### **SECTION 6: BONDING**

The Treasurer, President, and such other officers and staff as the Board of Directors may designate, may be bonded by a sufficient fidelity bond in the amount set by the Board and paid for by the Chamber.

## **ARTICLE VIII – DISSOLUTION**

### **SECTION 1: PROCEDURE**

The Chamber shall use its funds only to accomplish the objectives and purposes specified in the Articles and these by-laws, and no part of said funds shall inure, or be distributed, to the members of the Chamber. On dissolution of the Chamber, any funds remaining shall be distributed to one (1) or more regularly organized and qualified charitable, educational, scientific, or philanthropic organizations to be selected by the Board of Directors as defined in IRS Section 501 (c)(3).

**ARTICLE IX – AMENDMENTS**

**SECTION 1: REVISIONS**

These by-laws may be amended or altered by a two-thirds (2/3) vote of the Board of Directors providing the notice for the meeting, which notice shall include the proposals for amendments. Any proposed amendments or alterations shall be submitted to the Board in writing, at least seven (7) days in advance of the meeting at which they are to be acted upon, subject to further amendment and modification by the Board at the meeting.

These amended Bylaws were approved and ratified on October 30, 2019 by the Board of Directors.

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Townsend Underhill, Chairman of the Board

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Lacey Osborne, President & CEO