

Dickson County Chamber of Commerce

Constitution and Bylaws

ARTICLE I

General

1. Name. The name of the organization shall be the Dickson County Chamber of Commerce, DBA Dickson County Chamber.
2. Purpose. The purposes of the Dickson County Chamber are: to develop, encourage, and promote the commercial, industrial, professional, financial and general business interests and the general welfare of the County and its civic interests and the general welfare of the County and its citizens; and to provide a forum for the reflection of the sentiments of the business community regarding matters affecting its interests. The Dickson County Chamber shall be non-partisan, non-sectional, and non-sectarian.

ARTICLE II

Membership

1. Eligibility: Any person, association, corporation, partnership, estate, or municipality with an interest in the organization is eligible for membership.
2. Investments: Minimum annual investments shall be at such rate or rates, schedule, or formula as may be from time to time prescribed by the Board of Directors, payable in advance. A “Member” shall be defined as an eligible person or entity making the minimum annual investment set forth herein. A “Patron Municipality” shall be defined as an eligible municipality recognized by the State of Tennessee as an incorporated municipality that makes the minimum annual investment set forth herein.
3. Votes: Each member shall be entitled to one vote.
4. Continuous Membership: All membership shall be on a continuing basis from year to year and shall continue until terminated by the provisions of Section 5.
5. Termination of Membership: Any member whose dues have not been paid

within ninety (90) days of their billing date shall be terminated with 30 days written notice sent at the 90-day mark.

ARTICLE III

Board of Directors

1. Powers and Duties: The work of the Chamber, the election of its executive officers, and the control of its property shall be vested in a Board of Directors. The Board of Directors may adopt such policies and procedures for conducting the Chamber's business, consistent with this Constitution and By-Laws. The Board of Directors shall have the specific power to employ the President. It shall determine the amount of his/her compensation, with said specific power delegated as set forth herein.

2. Meetings: The Board of Directors shall meet at least once each month at such place, date, and time as may be set by the Chairman, the Chairman-Elect, and the President. A quorum at all board meetings shall consist of 50% of the board plus one (1). The President shall constitute the deciding vote in a tie or stalemate.

3. Composition: The Board of Directors shall consist of twelve (12) members, to be composed of the following, with two exceptions as set forth herein:

A. Elected Members.

- a. Nine (9) members shall be elected and serve as follows: Three (3) of the nine (9) elected Board members shall be elected annually, each to serve for three (3) years. See note one, page 10.
- b. Nominating Committee. On or before the February meeting of the Board of Directors of each year, the Chairman shall appoint a Nominating Committee. The Nominating Committee shall meet at the direction of the Chairman and nominate, before the March Board of Directors meeting each year, a slate of five (5) candidates for the position of Director to serve a three (3) year term.
- c. Requests of Additional Nominations. On or around January 1 of each year, the President shall notify the membership by email or in a regular publication of the Chamber, soliciting nominations from the

membership and informing the membership of the timeline for submission of names of members to be considered by the Nominating Committee to serve as a Director.

d. Determination.

i. Brief bios of the five (5) candidates compiled by and based upon knowledge of the Nominating Committee shall be given to the Board for review at the March board meeting.

Confidentiality of the candidates' identities shall be maintained. The bios will be compiled without contacting the candidates or discussing it with others outside the Nominating Committee or Board of Directors.

ii. At the March meeting of the Board of Directors, each of the directors will submit a ballot containing their respective choice of three (3) of the five (5) candidates selected by the Nominating Committee. In addition to choosing the three (3) potential new Board members, the Board shall either accept and rank or decline the remaining candidates. Before the April meeting, the President shall contact each of the three (3) newly selected potential Board members to notify them of the Board's vote and confirm their willingness to serve. If any are unwilling to serve, the alternates are to be contacted in order of their ranking until three (3) candidates have confirmed a willingness to serve. If, after contacting the three (3) selected candidates and the alternate(s), the Board fails to identify three (3) candidates willing to serve, the Board Chairman shall call a special meeting of the Board of Directors to select additional candidates and rank them. This meeting shall be held in time for the President to be able to contact any newly chosen candidates before the April board meeting.

e. All elected Directors shall serve for three (3) years, with their term

beginning on the first day of July following their election

B. Appointed Members.

- a. The Dickson County Mayor, or the Mayor's designee, shall be a member of the board of directors. The Mayor of the City of Dickson, or the Mayor's designee, shall be a member of the board of directors
- b. The Chairman of the Dickson County Industrial Board, or its designee, shall automatically be a voting member of the Board. If the Chairman of the Dickson County Industrial Board is already a member of the Board of Directors, the Chairman shall appoint an additional member of the Dickson County Industrial Board to serve on the Board of Directors to maintain a minimum of twelve (12) members.
- c. The appointed members of the Board of Directors shall serve from the date of their appointment until the appointing authority selects a different representative or replaces its designee. The appointed members of the Board shall have voting privileges.
- d. The two exceptions to the general number of twelve (12) members shall be:
 - i. When a board member serves as Chairman of the Board during their fourth (4th) year on the board, or,
 - ii. When a board member serves as Immediate Past-Chair during their fourth (4th) or fifth (5th) year on the board.

4. Governance of Directors.

A. Qualifications

- a. All candidates for the Board of Directors shall be members in good standing of the Dickson County Chamber;
- b. No member of the Board of Directors shall serve more than one (1) three-year term consecutively, except Appointed Members. A period of one (1) year must elapse before eligibility for election to

the Board is restored.

- B. Retiring Members. No retiring elected member of the Board of Directors shall be eligible to serve on the Board again until one year from the date of retirement, except that a director who is elected Chair-Elect during this third year may continue to serve, and a director named to fill the unexpired term of a vacated member shall, upon completion of that term, be eligible for election to a regular three-year term:
- C. Vacancies.
 - a. The Board of Directors shall have the power to fill all elected vacancies occurring on the Board caused by resignation, death or otherwise;
 - b. The person(s) elected shall be members in good standing and shall be elected to serve the unexpired term of the Director vacating the position;
 - c. Any person elected to fill an unexpired term that has become vacant is eligible for re-election to a regular three-year term without waiting the usual one-year period to be eligible for re-election.
- D. Requirements to Remain on Board.
 - a. A member of the Board who is absent from four (4) regular meetings of the Board during a fiscal year shall be dropped from the Board, and his/her position declared vacant unless the Board by a majority vote waives the attendance requirements;
 - b. Directors must be dues-paying members in good standing.

ARTICLE IV

OFFICERS

1. Nominating Committee: At the May Chamber board meeting, the Nominating Committee shall present the board with a slate of officer nominations to be voted on at the

May meeting for the following year beginning July 1. Officer nominations from the floor may also be made.

2. Term: All officers shall serve for one year beginning on the first day of July immediately following their election. The current Chair shall serve for one year as the Immediate Past Chair.

3. Eligibility: Nominees must first be elected members of the Board of Directors before they can serve as officers of the Dickson County Chamber.

4. Officers: The officers shall be the Chairman of the Board, the Chair-Elect, the Secretary/Treasurer and the President.

5. Chairman: The Chairman of the Board shall preside at all Board and Membership meetings and perform all duties incident to this office. This person shall, subject to approval of the Board of Directors, appoint all committees and be an ex officio member of all committees.

6. Chair-Elect: The Chair-Elect of the Board shall exercise the power and duties of the President in his or her absence or disability. This person shall perform such other duties as assigned by the Chairman of the Board and shall, upon approval of the Board of Directors, following their term as Chair-Elect, become Chairman of the Board for the ensuing year.

7. Secretary/Treasurer: The Secretary/Treasurer shall be responsible for safeguarding all funds received by the Chamber and for their proper disbursement. Such funds shall be kept on deposit in a local financial institution or invested in a manner approved by the Board of Directors. The Secretary/Treasurer will render a full, complete account of the organization's finances at the end of the year or as requested by the Board of Directors. The Secretary/Treasurer will also be responsible for recording all minutes and keeping all records related to the Chamber meetings.

8. President: The President shall manage the Chamber office and hire, supervise and discharge all staff members. With the cooperation of the finance committee, the President shall prepare an operating budget subject to approval by the Board of Directors. The President shall be responsible for all expenditures by the Board of Directors. The President shall coordinate all committees' activities and perform other duties incident to his/her office. The President shall be responsible for increasing membership and retention of membership annually. The President shall be responsible for fund-raising activities.

ARTICLE V

Committees

1. Appointment and Authority: The Chairman of the Board, by and with the approval of the Board of Directors, shall create and appoint all committees and committee leaders, except the Executive, Nominating, Personnel, and Finance Committees. The Chairman of the Board may appoint such Ad Hoc Committees, and their leaders as deemed necessary to carry out the program of the Chamber. Committee appointments shall be at the will and pleasure of the Chairman of the Board and shall serve concurrent with the appointing Chairman of the Board unless the Board approves a different term of Directors. For any committee the President is not explicitly named a member or non-member of, the President shall be an ex-officio member, except the Personnel Committee.

2. Limitation of Authority: No action by any member, committee, employee, director, or officer for any commitment over \$3,000 (three thousand dollars) shall be binding upon or constitute an expression of the Chamber's policy until it shall have been approved or ratified by the Board of Directors.

3. Duration. The chairman of the Board discharges committees when their work has been completed and their reports accepted or when the Board of Directors considers discontinuing the committee.

4. Executive Committee: The Executive Committee shall be comprised of the Chairman of the Board, as Chairman, the Chair-Elect, the Secretary/Treasurer, and the President. It shall be the function of the Executive Committee to act, when necessary, for the Board of Directors between meetings of the Board.

5. Nominating Committee: The Nominating Committee shall be comprised of the Chairman of the Board, as Chairman, the Chair-Elect, the Dickson County Mayor, or the Mayor's board designee, the City of Dickson Mayor, or the Mayor's board designee, and the Dickson County Industrial Board's board designee. It shall be the function of the Nominating Committee to recommend persons for election to the Board of Directors and a slate of officers for election to a one year term.

6. Finance Committee: The Finance Committee shall be comprised of the Executive Committee with the Treasurer serving as the Chairman. It shall be the function

of the Finance Committee to recommend policy and be responsible for the supervision and direction of the care and custody of all assets of the Chamber. The committee shall advise the President in the preparation of an operating budget to be submitted to the Board of Directors for approval and the administration of the budget throughout the fiscal year.

7. Personnel Committee: The Personnel Committee shall be comprised of the Chairman of the Board, as Chairman, the Chair-Elect, the Secretary/Treasurer, and one (1) additional member of the Board of Directors. It shall be the function of the Personnel Committee to recommend policies relating to the recruitment, compensation, benefits, and retention of Chamber employees and all employee policies and programs.

8. Meetings: Any committee meeting may be called at any time by the chairman, the Chairman of the Board, or two-thirds of the membership.

ARTICLE VI

Finances

1. Funds: All money paid to the Chamber will be placed in a General fund and deposited in local financial institutions or invested in a manner approved by the Board of Directors.

2. Finance: The Finance Committee shall adopt the budget for the coming year and submit it to the Board of Directors for approval no later than the May meeting.

3. Disbursement: Upon approval of the budget, the President is authorized to make disbursements on account and expenses provided for in the budget up to \$3,000 (three thousand dollars) without additional approval of the Board of Directors. Disbursements shall be by check and signed by two individuals authorized by the Board of Directors.

4. Fiscal Year: The fiscal year of the Chamber shall close on June 30.

5. Financial Statements. A certified public accountant shall compile the Chamber's finances monthly. The financial statements shall be provided to the Board of Directors for their review and approval at its monthly meeting. The financial statements shall be available to members of the organization at all times within the Chamber's offices.

ARTICLE VII

Membership Meetings

1. Annual Meeting: At least one annual meeting of the membership shall be held at a time and place designated by the Board of Directors.

2. Other Meetings: The Board of Directors may provide for holding any necessary membership meeting. The Board will schedule a general membership meeting upon the petition of twenty-five percent of the members in good standing.

3. Notice of Meetings: Notice of the annual meeting and/or any other membership meeting shall be sent to each member by the President at least thirty (30) days in advance of such meeting.

4. Quorum: Fifty (50) members shall constitute a quorum for the transaction of business at any membership meeting.

5. Limitation of Debate: Each member shall be entitled to speak once on any subject under consideration by the membership. At the direction of the presiding officer, debate may be limited.

ARTICLE VIII

Dissolution

The Chamber shall use its funds only to accomplish the objectives and purposes specified in these Bylaws. If the Chamber is dissolved, the funds and all assets of the Chamber shall be distributed to one or more regularly organized and qualified charitable, educational, scientific or philanthropic organizations to be selected by the Board of Directors. In no event shall the funds or assets, upon dissolution, be returned or refunded to the membership. For the purposes under this Article, pension plans established by the Chamber for the benefit of the Chamber employees are not an asset for the Chamber to distribute.

ARTICLE IX

General

1. Parliamentary Authority. The current edition of Roberts Rules of Order shall be the final source of authority in all questions of parliamentary procedure when such rules are not inconsistent with the Bylaws of the Chamber.

2. Amendments and Revisions: This Constitution and Bylaws may be amended by a two-thirds vote of the Directors at any regular meeting, provided the proposed changes have been posted at the Dickson County Chamber office for fifteen (15) days prior to the vote of the Directors.

Amended and approved this _____ day of December, 2024.

Kyle Schreiber, Treasurer

Tiffany Lane, Chairman of the Board

Note One: The current classes of elected board members (Classes of 2025, 2026, and 2027) shall serve their full three-year terms with four members per class. The next three (3) elected board elections, beginning in 2025, shall replace four (4) retiring board members with three (3) newly elected board members.