

# BYLAWS OF CHAMBLEE CHAMBER OF COMMERCE, INC.

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A Georgia Non-Profit Organization  
Founded 2013

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## **ARTICLE I GENERAL**

### **Section 1 NAME**

The name of this organization is "Chamblee Chamber of Commerce, Inc.," (hereinafter "Chamblee Chamber") duly organized in the state of Georgia (hereinafter "State") under the Georgia Nonprofit Corporation Code (hereinafter "Act").

### **Section 2 PURPOSE**

The Chamblee Chamber, through its members and interests, is to promote and advance the general welfare and prosperity of the business of the City of Chamblee, Georgia (hereinafter "Chamblee"); to facilitate the establishment of the commercial, industrial and non-profit enterprises; to assist, improve, and develop existing enterprises so as to provide increased employment opportunities in Chamblee; to coordinate and assist with the citizens of Chamblee a cooperative effort towards helping businesses to locate within Chamblee's limits; and, to provide impassioned advocacy on behalf of all our businesses as their collective voices.

### **Section 3 REGISTERED OFFICE AND REGISTERED AGENT**

(a) **Obligation to Maintain.** The Chamblee Chamber shall have and shall continuously maintain in the State: (1) a registered office with the same address as that of the registered agent; and (2) a registered agent. The registered agent may be: (1) a person who resides in the State and whose office is identical with such registered office; (2) a domestic business or nonprofit corporation whose office is identical with such registered office; or (3) a foreign business or nonprofit corporation authorized to transact business in this State, such domestic or foreign corporation having an office identical with such registered office.

(b) **Change of Registered Office.** The Chamblee Chamber may change its registered office or registered agent or agents, or both, by executing and filing in the office of the Secretary of State an amendment to its annual registration setting forth information which is in compliance with § 14-3-502 of the Act.

**Resignation of Registered Agent.** The registered agent may resign such agency appointment by signing and delivering to the Secretary of State for filing a statement of resignation. The statement may include a statement that the registered office is also discontinued. On or before the date of filing of the statement of resignation, the registered agent shall deliver or mail a written notice of the agent's intention to resign to the chief executive officer, chief financial officer, or secretary of the Chamblee Chamber, or to a person holding a position comparable to any of the foregoing, as named and at the address shown in the Chamblee Chamber's annual registration or in the Chamblee Chamber's Articles of Incorporation if no annual registration has been filed..

## **ARTICLE II MEMBERSHIP**

### **Section 1 MEMBERS**

The Chamblee Chamber shall have members. Except as otherwise indicated in these Bylaws, all members shall have the same rights.

### **Section 2 ELIGIBILITY**

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

### **Section 3 ELECTION**

Applications for membership shall be on forms provided for that purpose, and signed or electronically verified by the applicant. Members shall be elected to membership by the Board of Directors, or by a committee appointed by the Board of Directors and authorized by the Board of Directors to approve membership applications. An affirmative vote of a majority of the Board of Directors, or of any committee that may be appointed by the Board of Directors, present at a duly called meeting shall be required for membership election. Any applicant so elected shall become a member of the Chamblee Chamber upon payment of the regularly scheduled investment as provided in Section 4 of this Article III.

### **Section 4 INVESTMENT SCHEDULE**

Membership investments shall be at such rate or rates, schedule, or formula as may be from time to time be prescribed by the Board of Directors of the Chamblee Chamber, payable in advance.

### **Section 5 TERMINATION**

(a) Resignation. Any member may resign from membership by filing a written resignation with the Secretary of the Chamblee Chamber, but such resignation shall not relieve the member so resigning of the obligation to pay for any charges or fees already incurred, services or benefits actually rendered, or dues, assessments, or other contractual obligations that have previously accrued. No refunds shall be given upon resignation.

(b) Termination, Expulsion, or Suspension of Membership. The members, the Executive Committee, or Board of Directors, by affirmative vote of two-thirds of all of the members present at a duly constituted meeting of the members, Executive Committee, or Board of Directors, as the case may be, may expel, suspend, or terminate the membership of a member of the Chamblee Chamber, for any reason, with or without cause, including, without limitation, failure to pay membership dues within 90 days of the due date. Except for the failure to pay dues, after the decision is made to expel, suspend, or terminate such member, such expulsion, suspension, or termination shall not be effective until (i) such time as the member has been given not less than fifteen (15) days prior written notice by first class mail to the last address of the member shown on the Chamblee Chamber's records of such expulsion, suspension, or termination and the reasons therefore and (ii) such member, if the member so requests, has been given the opportunity to be heard either orally or in writing (such determination to be made by the

body voting such expulsion, suspension, or termination) by a person or persons designated by such voting body and authorized by such body to decide that the proposed expulsion, suspension, or termination of membership not take place. It is further provided that such opportunity for the member to be heard shall occur not less than five (5) days before the effective date of the expulsion, suspension, or termination of membership.

## **Section 6 VOTING**

In any proceeding in which voting by members is called for, each member of the Chamblee Chamber shall be entitled to one vote; provided, however, that no member whose dues shall be more than 90 days in arrears at the time such voting is called for shall be permitted to vote in the proceeding in question.

## **Section 7 EXERCISE OF PRIVILEGES**

When any organization, whether for profit or not for profit, is a member of the Chamblee Chamber, the person designated by such organization in its membership application to represent such organization shall be deemed by the Chamblee Chamber to have authority to vote on behalf of the member organization and to execute proxies and written waivers and consents in relation thereto, unless before a vote is taken or a waiver or consent is acted upon, it is made to appear by a certified copy of the bylaws or resolution of the board of directors, executive committee, or other governing body of the member organization that such authority no longer exists or is vested in some other person or officer.

## **Section 8 TRANSFER OF MEMBERSHIP**

Membership in the Chamblee Chamber is not transferable or assignable.

## **Section 9 LIMITATION ON MEMBER'S LIABILITY**

A member of the Chamblee Chamber is not, as such, personally liable for the acts, debts, liabilities, or obligations of the Chamblee Chamber.

## **Section 10 CHARTER MEMBERSHIP**

Distinction in business shall confer eligibility to charter membership in the Chamblee Chamber. Charter members shall have all the privileges of members, and shall be exempt from the payment of annual membership dues. The Board of Directors shall confer or revoke charter membership by a affirmative vote of two-thirds (2/3) at a duly called meeting at which a quorum is present.

## **Section 11 HONORARY MEMBERSHIP**

Distinction in public affairs shall confer eligibility to honorary membership in the Chamblee Chamber. Honorary members shall have all the privileges of members, except the right to vote, and shall be exempt from the payment of annual membership dues. The Board of Directors shall confer or revoke honorary membership by a majority vote at a duly called meeting at which a quorum is present.

## **ARTICLE III MEMBERSHIP MEETINGS**

### **Section 1 ANNUAL MEETING**

The Members Annual Meeting shall be held in March of each year for the transaction of such business as may come before the meeting.

### **Section 2 SPECIAL MEETING**

Special meetings of the members may be called by the chair of the Board of Directors, the Board of Directors, the Executive Committee, or by an officer of the Chamblee Chamber upon demand of twenty percent (20%) of the membership; provided, however, that if such meeting is demanded by the membership, such demand shall be in writing, be signed by the members demanding such meeting, state the purpose or purposes for such meeting, and be delivered to a Chamblee Chamber officer.

### **Section 3 PLACE OF MEETING**

The Board of Directors, Executive Committee or officer calling a meeting may designate any place as the place of meeting for any annual or special meeting. If no designation is made, the place of meeting shall be the principal office of the Chamblee Chamber in Georgia.

### **Section 4 NOTICE**

Notice of the place, date, and time of each annual and special meeting of the members shall be given to each member entitled to vote at such meeting, not less than ten (10) days nor more than sixty (60) days before the date of such meeting; provided, however, that if notice is given by other than first-class or registered mail such notice shall be not less than thirty (30) days before the date of such meeting. Notice of special meetings shall include a description of the matter or matters requiring a vote of members pursuant to these Bylaws or the Act to be considered at the meeting. Notice of annual meetings need not include a description of matters to be considered at the meeting, except when the following matters are to be considered: indemnification of officers, directors, employees, or agents of the Chamblee Chamber; amendments to the Articles of Incorporation or Bylaws which require member approval; approval of a plan of merger, sale, or other disposition of substantially all the Chamblee Chamber's assets; approval of the dissolution of the Chamblee Chamber; and when member action is required following a Director's disclosure of a conflict of interest.

### **Section 5 RECORD DATE**

The Board of Directors may fix in advance a date as the record date to determine the members entitled to notice of a members meeting, to demand a special meeting, to vote at a members meeting, or to take any other action. In the event the Board of Directors fails to fix such a record day, the 70th day preceding the date of any meeting of the members shall be fixed as and declared to be the record date.

### **Section 6 QUORUM**

The presence of twenty (20%) of the members entitled to vote at any meeting shall constitute a quorum at such meeting.

## **Section 7 MEMBERSHIP LIST FOR MEETING**

The Chamblee Chamber shall prepare and maintain an alphabetical list by class (if any) of the names of all of its members who are entitled to notice of the meetings of the membership. The list must show the addresses of each member is entitled to cast at the meeting. The list of members shall be made available for inspection by any member for the purpose of communicating with other members concerning the meeting, beginning two business days after notice is given of the meeting for which the list was prepared and continuing through the meeting, at the Chamblee Chamber's principal office or at a reasonable place identified in the meeting notice in the city where the meeting will be held. A member, a member's agent, or a member's attorney is entitled on written demand to inspect, and subject to the limitations contained in the Act, to copy the list, at a reasonable time and at the member's expense, during the period it is available for inspection. The Chamblee Chamber shall make the list of members available at the meeting for which the list was prepared and any member or member's agent shall be entitled to inspect the list at any time during the meeting or any adjournment of such meeting.

## **Section 8 VOTING**

When a quorum is present at any meeting, the vote of the majority of the members entitled to vote and present in person or represented by proxy shall decide any question brought before such meeting unless the question is one upon which by express provision of the Act, or the Articles of Incorporation of the Chamblee Chamber, or of these Bylaws a different vote is required, in which case each express provision shall govern and control the decision of such question. Upon each proposal presented at such meeting, each member shall have one vote.

## **Section 9 PROXIES**

At any meeting of members, a member entitled to vote may vote by proxy executed in writing by the member or by such member's duly authorized attorney in fact. No proxy shall be valid after eleven (11) months from the date of its execution, unless otherwise provided in the proxy appointment form.

## **Section 10 ACTION BY BALLOT**

Any action that may be taken at an annual or special meeting of members may be taken without a meeting if the Chamblee Chamber delivers a written ballot to every member entitled to vote on the matter. The written ballot shall set forth each proposed action and provide an opportunity to vote for or against each proposed action. Approval by written ballot pursuant to this paragraph shall be valid only when the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of ballot approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot. All solicitations for votes by written ballot shall: (1) indicate the number of responses needed to meet the quorum requirements; (2) state the percentage of approvals necessary to approve each matters other than election of directors; and (3) specify the time by which a ballot must be received by the Chamblee Chamber in order to be counted. A written ballot may not be revoked.

## **Section 11 MEMBERS RIGHT TO COPY AND INSPECT RECORDS**

A member shall be entitled to inspect and copy, at a reasonable time and location specified by the Chamblee Chamber, any of the records of the Chamblee Chamber described in O.C.G.A. § 14-3-1602(a), if the member gives the Chamblee Chamber written notice or a written demand at least five business days before the date on which the member wishes to inspect and copy such records. Such notice must reasonably describe the records that the member desires to inspect and copy.

A member is entitled to inspect and copy, at a reasonable time and reasonable location specified by the Chamblee Chamber, any of the following records of the Chamblee Chamber, if the member meets the requirements contained in this paragraph and gives the Chamblee Chamber written notice at least five (5) business days before the date on which the member wishes to inspect and copy such records: (1) excerpts from minutes of any meeting of the Board of Directors, records of any actions of a committee of the Board of Directors while acting in place of the Board of Directors on behalf of the Chamblee Chamber, minutes of any meetings of the members, and records of actions taken by members or the Board of Directors without a meeting, to the extent not subject to inspection under the immediately preceding paragraph; (2) accounting records of the Chamblee Chamber; and (3) subject to the last paragraph in this section, the membership list of the Chamblee Chamber. A member may inspect and copy the records specifically identified in the immediately preceding sentence only if: (1) the member's demand is made in good faith and for a proper purpose that is reasonably relevant to the member's legitimate interest as a member; (2) the member describes with reasonable particularity the purpose and the records the member desires to inspect; (3) the records are directly connected with this purpose; and (4) the records are to be used only for the stated purpose.

A member's agent or attorney has the same inspection and copying rights as the member which the agent or attorney represents. The right to copy records under this section includes, if reasonable, the right to receive copies made by photographic, xerographic, or other means. The Chamblee Chamber may impose a reasonable charge, covering the cost of labor and materials, for copies of any documents provided to the member. The charge may not exceed the estimated cost of production or reproduction of the records. The Chamblee Chamber shall convert into written form, without charge, any record not in written form, upon the written request of a person entitled to inspect it. The Chamblee Chamber may comply with a member's demand to inspect the record of members by providing the member with a list of its members that was compiled no earlier than the date of the member's demand.

Without the consent of the Board of Directors, a membership list or any part thereof may not be obtained or used by any person for any purpose unrelated to a member's interest as a member. Without limiting the generality of the foregoing, without the consent of the Board of Directors, a membership list or any part thereof, may not be (i) used to solicit money or property, unless such money or property will be used solely to solicit the votes of the membership in an election to be held by the Chamblee Chamber; (ii) used for any commercial purpose; or (iii) sold to or purchased by any person.

## **Section 12 FURNISHING FINANCIAL STATEMENTS TO MEMBERS**

The Chamblee Chamber upon written demand from a member shall furnish that member its

latest prepared annual financial statements, which may be consolidated or combined statements of the Chamblee Chamber and one or more of its subsidiaries or affiliates, in as reasonable detail as appropriate, that include a balance sheet as of the end of the Chamblee Chamber's most recent fiscal year and a statement of operations for that year. If financial statements are prepared for the Chamblee Chamber on the basis of generally accepted accounting principles, the annual financial statements must also be prepared on that basis.

If annual financial statements are reported upon by a public accountant, the accountant's report must accompany them. If not, the statements must be accompanied by the statement of the Chair of the Board of Directors or the person responsible for the Chamblee Chamber's financial accounting records:

(1) stating the Chair's or other person's reasonable belief as to whether the statements were prepared on the basis of generally accepted accounting principles and, if not, describing the basis of their preparation; and (2) describing any respects in which the statements were not prepared on the basis of accounting principles consistent with the statements prepared for the preceding year.

## **ARTICLE IV BOARD OF DIRECTORS**

### **Section 1 COMPOSITION OF THE BOARD**

The Board of Directors shall be composed of: (a) no more than thirty (31) board members. One third (1/3) of the voting Board of Directors shall be elected annually to serve for two (2) years, or until their successors are elected and have qualified, and the election for each class to be held in successive years; and, (b) the Immediate Past Chair.

All corporate powers shall be exercised by or be under the authority of and the business and affairs of the Chamblee Chamber, including, but not limited to, the government and policy-making responsibility of the Chamblee Chamber shall be vested in the Board of Directors, which shall, subject to these Bylaws, control its property, be responsible for its finances, and direct its affairs. The Board of Directors will adopt programs and will oversee the implementation of those programs. It is also responsible for adopting all operating policies of the Chamblee Chamber.

### **Section 2 SELECTION AND ELECTION OF DIRECTORS**

#### ***a. Nominating Committee***

At the regular October Board meeting, the Chair shall appoint, subject to approval by the Board of Directors, a Nominating Committee of no more than seven (7) members of the Chamblee Chamber including the First-Vice Chair. The First-Vice Chair will be the chair of the Nominating Committee.

Prior to October 15, the Nominating Committee shall present to the Executive Director a slate of individual candidates to replace the Directors whose regular terms are expiring and to fill vacancies on the Board of Directors. Each candidate must be an active member in good standing or employed by or associated with any active member in good standing and must have agreed to accept the responsibility of directorship.

Except for the Immediate Past Chair or as may be approved by the vote of the majority of the other members of the Board of Directors, Directors may serve a maximum of two consecutive full terms plus any time served in any unexpired term. With the approval of the majority of the other members of the Board of Directors, a Director may serve more than two consecutive full terms, plus any time served in an unexpired term. Any such Director may continue to serve on the Board of Directors for so long as a majority of the other members of the Board approve such Director's election to an additional term or terms. The Immediate Past Chair of the Board of Directors shall remain on the Board of Directors and Executive Committee until the then Chair of the Board of Directors becomes the Immediate Past Chair of the Board of Directors. If at that time, the Immediate Past Chair has served for two consecutive full terms as a Director; such person shall rotate off the Board and be eligible for re-election after one year off the Board.

#### ***b. Publication of Nominations***

Upon receipt of the report of the Nominating Committee, the Executive Director shall immediately notify the membership by mail, whether postal or electronic, of the names of persons nominated as candidates for directors and the right of petition.

#### ***c. Nominations by Petition***

Additional names of candidates for Directors can be nominated by petition bearing the genuine signatures of at least five percent (5%) of the active members of the Chamblee Chamber. Such petition shall be filed with the Nominating Committee within ten (10) days after notice has been given of the names of those nominated. The determination of the Nominating Committee as to the legality 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 nominated slate of candidates shall be declared elected by the Board of Directors at the annual meeting of the Board of Directors of the Chamblee Chamber, as required by these Bylaws which shall be held on the first Wednesday of February and if not so held, at such other time and place as shall be selected by the Board of Directors (hereinafter "Board Annual Meeting").

If a legal petition shall present additional candidates, the names of all candidates shall be arranged on a ballot in alphabetical order with instructions to vote for the number of candidates required to fill the vacant positions. The Executive Director shall mail this ballot to all active members at least 15 days before the Board Annual Meeting.

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

### **Section 3 SEATING OF NEW DIRECTORS**

All newly elected or appointed Board members shall be seated at the regular January Board meeting, or at the first meeting following their election or appointment, and shall be participating members thereafter. Retiring Directors shall continue to serve until their successors are elected and qualified.

### **Section 4 VACANCIES**

If the office of any Director becomes vacant by reason of death, resignation, retirement, disqualification, or otherwise, the remaining Directors shall continue to act, and a majority of the remaining Directors, though less than a quorum, may choose a successor or successors who shall hold office for the unexpired term in respect of which such vacancy or vacancies occurred or until the next election of Directors. A vacancy that will occur at a specific later date may be filled before the vacancy occurs, but the new Director shall not take office until the vacancy occurs.

### **Section 5 REMOVAL OF DIRECTORS**

At any duly called meeting of the Board of Directors, any individual Director may be removed, with or without cause, including, without limitation, such Director's failure to attend three consecutive regular Board of Director meetings, by the affirmative vote of two-thirds (2/3) of the Directors present and such Director's successor may be elected at such meeting. Notwithstanding anything contained in these Bylaws to the contrary, a Director may be removed only at a meeting wherein the notice of such meeting states that the purpose is such removal.

### **Section 6 PLACE OF MEETINGS**

Meetings of the Board of Directors of the Chamblee Chamber, whether annual, regular, or special may be held either within or without the State.

### **Section 7 BOARD ANNUAL MEETING**

The Board Annual Meeting for the election of officers and Directors of the Chamblee Chamber and for the transaction of such other business as may properly come before the Board shall be held on the Board Annual Meeting date in October of each year and if not so held, at such other time and place as shall be selected by the Board of Directors.

### **Section 8 REGULAR MEETINGS**

Regular meetings of the Board of Directors and of any committee shall be held at such time and place as may be set by the Board of Directors or by the committee. The Board of Directors shall meet at least six (6) times during each calendar year.

## **Section 9 SPECIAL MEETINGS**

Special meetings of the Board of Directors or of any committee may be called by the Chair of the Board, the Executive Director, or the Secretary and shall be called by the Chair of the Board, Executive Director, or the Secretary in like manner upon the written request of any three Directors. Special meetings of any committee may also be called by the Chair of the committee.

## **Section 10 NOTICE OF MEETINGS**

Written notice stating the place, day, and hour of the meeting shall be given to each Director and each committee member, as the case may be, not less than two (2) nor more than fifty (50) days before the date set for any special meetings of the Board of Directors or of any committee. No notice need be given for a regular meeting of the Board of Directors or of any committee. Except for matters which the Act or these Bylaws require to be stated in the notice of the meeting, neither the business to be transacted at, nor the purpose of, the Board Annual meeting or any special or regular meeting of the Board of Directors or of any committee need be specified in the notice or waiver of notice of the meeting. When a meeting is adjourned to another time or place, it shall not be necessary to give any notice of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken and at the adjourned meeting any business may be transacted that might have been transacted on the original date of the meeting.

## **Section 11 QUORUM AND VOTING**

At all meetings of the Board of Directors and of its committees a majority shall be necessary and sufficient to constitute a quorum for the transaction of business, and the act of a majority of the committee members or Directors present at any meeting at which a quorum is present shall be the act of the committee or of the Board of Directors except as may be otherwise specifically provided by the Act or by the Articles of Incorporation or by these Bylaws. If a quorum shall not be present at any meeting of a committee or of the Directors, the members of the committee or the Directors present may adjourn the meeting from time to time without notice other than announcement at the meeting, until a quorum shall be present.

## **Section 12 DIRECTOR'S ASSENT**

A Director or committee member who is present at a meeting of the Board of Directors or of a committee of the Board of Directors when corporate action is taken, is deemed to have assented to the action taken unless: (a) the Director or committee member objects at the beginning of the meeting (or promptly upon arrival) to holding it or transacting business at the meeting; (b) the Director's or committee member's dissent or abstention from action taken is entered in the minutes of the meeting; or (c) the Director or committee member delivers written notice of the Director's or committee member's dissent or abstention to the presiding officer of the meeting before its adjournment or to the Chamblee Chamber immediately after adjournment of the meeting. The right of dissent or abstention is not available to a Director or committee member who votes in favor of the action taken.

## **Section 13 PROXY VOTING BY DIRECTORS**

Any Director or committee member absent from a meeting may be represented by any other Director or committee member according to the written instructions, general or specific, of the absent Director or committee member.

## **Section 14 COMPENSATION OF DIRECTORS**

Directors shall not be compensated for their service or for their attendance at any meetings of the Board of Directors or for their attendance at any special or standing committees thereof, except that expenses incurred by a Director on behalf of the Chamblee Chamber may be reimbursed if approved by the Board of Directors.

## **Section 15 WRITTEN CONSENT OF DIRECTORS**

Any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting if written consent, setting forth the action so taken, shall be signed by a majority of the members of the board of Directors or by a majority of the members of such committee, as the case may be, and such written consent is delivered to the Chamblee Chamber for inclusion in the minutes of the proceedings of the Board of Directors or of the committee.

## **Section 16 CONFERENCE CALL**

Members of the Board of Directors, or any committee designated by the Board, may participate in a meeting of the Board of Directors or of such committee, as the case may be, by means of a conference telephone or any means of communications by which all persons participating may simultaneously hear each other during the meeting and participation in a meeting pursuant to this section, shall constitute presence in person at such meeting.

# **ARTICLE V OFFICERS**

## **Section 1 NUMBER AND QUALIFICATION**

The officers of the Chamblee Chamber shall be a Chair of the Board of Directors, First Vice Chair, Second Vice Chair, all of whom shall be members of the Board of Directors, and an Executive Director and Secretary, who need not be a member of the Board of Directors. Any person may hold two or more offices. The Board may elect such other officers, assistant officers, and agents as it shall deem necessary; and such other officers, assistant officers, and agents shall hold their offices for such terms and shall exercise such powers and shall perform such duties as from time to time shall be prescribed by the Board.

## **Section 2 ELECTION OF OFFICERS**

The Nominating Committee shall submit to the Board of Directors, at their Board Annual Meeting, a slate of officer candidates. The Board of Directors shall elect the Chair, First Vice Chair, and

Second Vice Chair. All officers shall serve for a term of one year or until their successors assume office.

### **Section 3 APPOINTMENT OF EXECUTIVE DIRECTOR AND SECRETARY**

The Board of Directors shall appoint an Executive Director, who may also serve as the Secretary of the Chamblee Chamber. The Executive Director shall have such duties as set forth in Section 5 below.

### **Section 4 REMOVAL AND VACANCIES**

Any officer elected or appointed by the Board of Directors may be removed from office by the Board of Directors at any time, with or without cause. If the office of any officer becomes vacant for any reason, the vacancy shall be filled by the Board of Directors.

### **Section 5 DUTIES OF OFFICERS**

#### **A. Chair**

The Chair shall serve as the chief elected officer of the Chamblee Chamber, shall preside at all meetings of the membership, Board of Directors, and Executive Committee and shall, in general, perform all duties incident to the office of Chair of the board and such other duties as may be assigned to the Chair by the Board of Directors. The Chair shall recommend to the Board of Directors, for its approval, all committee members and all committee chairpersons.

#### **B. First Vice Chair**

The First Vice Chair shall exercise the powers and authority and perform the duties of the Chair in the absence or disability of the Chair. The First Vice Chair shall succeed to the office of Chair at the subsequent Board Annual Meeting. The First Vice Chair shall serve as the head of the Nominating Committee, and such other committees as the Chair shall designate. As such, the First Vice Chair and the Program Committee will be responsible for determining that the program activities of the Chamblee Chamber are of such duration as is required, at all times being alert to assure that the activities of the Chamblee Chamber are directed toward achieving business and community needs in the area served by the Chamblee Chamber. The First Vice Chair shall perform such other duties that are from time to time assigned by the Chair of the Board or the Board.

#### **C. Second Vice Chair**

The Second Vice Chair shall exercise the powers and authority and perform the duties of the Chair in the absence or disability of both the Chair and the First Vice Chair. The Second Vice Chair shall serve as Chair of such committees as the Chair shall designate. The Second Vice Chair shall succeed to the position of First Vice Chair at the subsequent Board Annual Meeting. The Second Vice Chair shall perform such other duties that are from time to time assigned by the Chair of the Board or the Board.

#### **D. Immediate Past Chair**

The Immediate Past Chair shall serve as a member of the Executive Committee and of the Board of Directors for one year. The Immediate Past Chair shall advise the Chair and Executive Director and perform other duties as requested by the Chair of the Board or the Board.

#### **E. The Office of Executive Director and Deputy Director**

The Office of Executive Director shall have general and active management of the programs of the Chamblee Chamber in accordance with the directions and policies of the Board of Directors. The Executive Director shall also serve as Chief Executive Office of the Chamblee Chamber. The Executive Director shall be a voting member of the Executive Committee and all other committees of the Chamblee Chamber.

##### **A. Office of Executive Director Secretary**

The Secretary shall attend all meetings of the members and all sessions of the Board of Directors and shall cause the recording of all votes and the minutes of such proceedings in books to be kept for that purpose and shall perform like duties for the Executive Committee when required. The Secretary shall give, or cause to be given, any notice required to be given under the Act or under these Bylaws, and shall perform such other duties as may be prescribed by the Office of Executive Director, under whose supervision the Secretary shall be. The Secretary shall have authority and full power to authenticate records of the Chamblee Chamber.

##### **B. Other Officers and Assistant Officers**

Other officers and assistant officers, when appointed or elected by the Board of Directors, shall perform the duties and exercise the powers which shall from time to time be required of them by the Board of Directors.

## **ARTICLE VI COMMITTEES AND DIVISIONS**

### **Section 1 EXECUTIVE COMMITTEE**

The Executive Committee shall be composed of the Chair, Immediate Past Chair, First Vice Chair, the Executive Director, and one other member of the Board of Directors elected by it. The Chair will serve as Chair of the Executive Committee. During the interval between the meetings of the Board of Directors, the Executive Committee shall possess and may exercise all the powers of the Board of Directors in the management of all the business affairs of the Chamblee Chamber, with such limitations as the Act imposes (see Section 3 below) and the Board of Directors may impose, in such manner as the Executive Committee shall deem best for the interests of the Chamblee Chamber in all cases in which specific directions shall not have been given by the Board of Directors, the exercise of any

such powers to be consistent with the policies of the Board of Directors.

## **Section 2 APPOINTMENT AND AUTHORITY- AD HOC**

The Chair may, without the approval of the Board of Directors, appoint such ad hoc committees and their leaders as deemed necessary to carry out the programs of the Chamblee Chamber; provided, however, that any material action of said ad hoc committees shall be subject to the approval of the Board of Directors. Committee appointments shall be at the will and pleasure of the Board of Directors and appointees shall serve concurrent with the term of the appointing Chair, unless a different term is approved by the Board of Directors.

It shall be the function of ad hoc 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 3 APPOINTMENT AND AUTHORITY**

The Board of Directors, by resolution adopted by a majority vote of the members present at a duly called meeting of the Board of Directors, may designate one or more other committees, each consisting of one or more Directors and each of which, to the extent provided in such resolution or in the Articles of Incorporation or the Bylaws, shall have and may exercise all the authority of the Board of Directors; but no such committee shall have the authority to (a) adopt, repeal, or amend the Articles of Incorporation or the Bylaws of the Chamblee Chamber; (b) approve or recommend merger or dissolution; (c) approve or recommend the sale, pledge or transfer of all or substantially all the assets of the Chamblee Chamber; (d) authorize distributions (as defined in the Act) or (e) elect, appoint, or remove Directors or fill vacancies on the Board of Directors or on any of its committees. The Chair of the Board will be the Chair of the Executive Committee and will appoint chairs of the remaining committees, except that the First Vice Chair shall chair the Nominating Committee.

The designation of any committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any member thereof, of any responsibilities imposed by law.

## **Section 4 RECORD OF PROCEEDINGS**

Committees appointed by the Board of Directors shall keep minutes of their acts and proceedings. These minutes shall be submitted to the next succeeding meeting of the Board of Directors for approval. The failure to submit or to receive approval of any such minutes shall not invalidate any action taken upon authorization contained in them.

## **Section 5 COUNSEL**

A general counsel for the Chamblee Chamber may be appointed by the Board of Directors and shall serve at the pleasure of the Board.

## **Section 6 DIVISIONS**

The Board of Directors may create such divisions, departments, councils, or subsidiary corporations as it deems advisable to handle the work of the Chamblee Chamber.

The Board shall authorize and define the powers and duties of all divisions, departments, councils, and subsidiary corporations. The Board shall annually review and approve all proposed activities and programs of such divisions, departments, councils, or subsidiary corporations having a bearing upon or otherwise related to the Chamblee Chamber's programs and other activities.

## **Section 7 BONDING**

The Executive Director and such other Officers and staff as the Board of Directors may designate shall be bonded by a sufficient fidelity bond in the amount set by the Board and paid for by the Chamblee Chamber.

## **Section 8 POWERS**

The Board of Directors shall have power to sue and be sued, purchase, hold, sell, lease, or mortgage real estate, to incur debts, to borrow money, giving therefore notes of the Chamblee Chamber by affirmative vote by two-thirds (2/3) of the Board of Directors for that purpose, and may enter into contracts of any kind furthering the purposes of the Chamblee Chamber.

# **ARTICLE VII NOTICES**

## **Section 1 FORM OF NOTICE**

Except as otherwise specifically provided in these Bylaws, whenever under the provisions of the Articles of Incorporation, these Bylaws, or the Act, notice is required to be given to a member or Director, such notice may be communicated in person; by telephone, facsimile transmission or other form of written communication, including email at the last address provided by a member or Director to the Executive Director; private carrier; or by mail by depositing the same in the United States mail with first class postage thereon prepaid, addressed to such member or Director at such address as appears on the books of the Chamblee Chamber. Notwithstanding anything in these Bylaws to the contrary, when these Bylaws authorize or require notice to be given by regular mail, email shall be sufficient.

## **Section 2 WAIVER OF NOTICE**

Any notice required to be given under the provisions of the Act or of the Articles of Incorporation or of these Bylaws may be waived in writing, signed by the person or persons entitled to such notice, whether before or after the date and time stated therein and delivered to the Chamblee Chamber for inclusion in the minutes or filing with the corporate records. Attendance at or participation in a meeting, either in person or by proxy, shall of itself constitute (a) waiver of objection to lack of notice or defective notice of the meeting, unless the person entitled to notice shall at the beginning of the meeting (or promptly upon such person's arrival) object to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to any action taken at the meeting, and (b) waiver of objection to consideration of a particular matter that is not within the purpose or purposes described in the meeting notice, unless the person entitled to notice objects to considering the matter when it is presented.

## **ARTICLE VIII FINANCES**

### **Section 1 FUNDS**

All monies paid to the Chamblee Chamber shall be used in accomplishing the purposes of the Chamblee Chamber.

### **Section 2 PAYMENT FOR OPERATIONS**

All Chamblee Chamber operations will be conducted consistent with the Chamblee Chamber's applicable annual budget. Upon approval of the annual budget, disbursements will be made for expenses provided for in the budget without additional approval of the Board of Directors.

### **Section 3 BUDGET**

The Chamblee Chamber budget: (i) will be designed to accomplish the goals and programs approved by the Board of Directors and (ii) will reflect the funding necessary to implement the Chamblee Chamber's programs, taking into account (if necessary) their relative importance as determined by the Chamblee Chamber Board of Directors.

### **Section 4 ANNUAL AUDIT**

The accounts of the Chamblee Chamber will be subject to a review, compilation or audit, to be performed annually as of the close of business on December 31st and to be prepared by an independent certified public accountant as determined from time to time by the Board. The accountant's report shall, at all times, be available at the Chamblee Chamber offices for review by members in good standing and shall be reviewed by the Board of Directors upon completion of the accountant's report no later than the May Board meeting unless otherwise authorized by the Board of Directors.

## **Section 5 FINANCE COMMITTEE**

A Finance Committee, to be chaired by the appointee of the Board Chair, shall supervise the financial affairs of the Chamblee Chamber, and make regular reports to the Board.

### **ARTICLE IX CORPORATE SEAL**

The corporate seal shall be in such form as the Board of Directors may from time to time determine.

### **ARTICLE X FISCAL YEAR**

The fiscal year of the Chamblee Chamber shall be determined by the Board of Directors.

### **ARTICLE XI INDEMNIFICATION**

#### **Section 1 EXTENT**

The Chamblee Chamber may indemnify or obligate itself to indemnify an individual Officer or Director to the fullest extent permitted by the Act, as the same may be amended from time to time.

#### **Section 2 PURCHASE OF INSURANCE**

The Chamblee Chamber may purchase and maintain insurance on behalf of an individual who is a Director, Officer, employee, or agent of the Chamblee Chamber or who, while a Director, Officer, employee, or agent of the Chamblee Chamber, serves at the request of the Chamblee Chamber as a director, officer, partner, trustee, employee, or agent of another foreign or domestic business or nonprofit

corporation, partnership, joint venture, trust, employee benefit plan, or other entity, against liability asserted against or incurred by such person in that capacity, or arising from such person's status as a Director, Officer, employee, or agent, whether or not the Chamblee Chamber would have the power to indemnify or advance expenses to such person against such liability under the Act.

## **ARTICLE XII CONFLICT OF LAWS**

If there is anything in the Bylaws inconsistent with or in conflict with the laws of the State, then it is hereby provided that such fact shall serve only to invalidate that particular clause or provision as may be so inconsistent and in conflict with the laws the State and shall not affect or impair in any sense the other provisions and portions of these Bylaws.

## **ARTICLE XIII CONFLICT OF INTEREST POLICY**

### **Section 1 PURPOSE**

The purpose of the conflict of interest policy is to protect the interest of the Chamblee Chamber when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Chamblee Chamber or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any state and federal laws governing conflicts of interest that are applicable to charitable or other nonprofit organizations.

### **Section 2 DEFINITIONS**

(a) Interested Person. Any director, officer, or member of a committee with Board of Directors' delegated powers, who has a direct or indirect financial interest, as defined below, or who otherwise has an interest that would reasonably be expected to exert an influence on such person if they were called upon to vote on or otherwise make a decision about a particular subject is an Interested Person.

(b) Financial Interest. A person has a Financial Interest if the person has, directly or indirectly, through business, investment, or family members (including spouses and immediate relatives of spouses of such members):

(1) An ownership or investment interest in any legal entity or individual with which the Chamblee Chamber has or is negotiating a transaction or other business arrangement;

(2) A compensation arrangement with any legal entity or individual with whom the Chamblee Chamber has or is negotiating a transaction or other business arrangement, or with the Chamblee Chamber if such compensation arrangement may be affected by such transaction or other business arrangement; or

(3) A potential ownership or investment interest in, or compensation arrangement with, any legal entity or individual with whom the Chamblee Chamber has or is negotiating a transaction or other business arrangement.

For purposes of this Article, compensation includes direct and indirect remuneration, as well as gifts or favors that are not insubstantial. A Financial Interest is not necessarily a Conflict of Interest. A person who has a Financial Interest may have a conflict of interest only if the Board of Directors or the

committee considering the transaction or arrangement in question decides that a Conflict of Interest exists.

(c) Conflict of Interest. A Conflict of Interest exists when an Interested Person has a Financial Interest or other interest in an existing or proposed transaction or other business arrangement, which interest would reasonably be expected to exert an influence on such person if they were called upon to vote on or otherwise make a decision about such transaction or other business arrangement.

### **Section 3 PROCEDURES**

(a) Duty to Disclose. In connection with any actual or possible Conflict of Interest, an Interested Person must disclose the existence of the Financial Interest or other interest and all material facts regarding such interest to the Board of Directors, the committee with Board of Directors' delegated powers, or other decision maker considering the existing or proposed transaction or other business arrangement.

(b) Failure to Disclose. If an Interested Person fails to make the disclosure required by the preceding paragraph, or if, after hearing the Interested Person's disclosure and making any further investigation warranted by the circumstances, the Board of Directors, a committee thereof, or an individual decision maker, as the case may be, determines that such person has failed to fully disclose an actual or possible Conflict of Interest, such body or person shall, in the case of the Board of Directors take appropriate disciplinary and corrective action, and in the case of a committee of the Board of Directors or individual decision maker, report their findings to the Board of Directors for its consideration and action.

(c) Determining Whether a Conflict of Interest Exists. After disclosure of the Financial Interest or other interest and all material facts regarding it, and after any discussion with the Interested Person, a vote shall be taken by the remaining members of the Board of Directors or the committee thereof, as the case may be, who are not Interested Persons to determine if a Conflict of Interest exists with respect to the existing or proposed transaction or other business arrangement in question. In the case of any other decision maker, such person shall make this determination on their own or may choose to refer the matter to the Board of Directors or an appropriate committee thereof.

(d) Procedures for Addressing a Conflict of Interest

(1) If the determination is made that a Conflict of Interest exists, no Interested Person may be present during the discussion of and the vote on the transaction or other business arrangement in question. In the case of an individual decision maker, all Interested Persons shall refrain from further contact with the decision maker concerning the transaction or other business arrangement in question until a decision is made about such transaction or other business arrangement.

(2) Pending such a vote or other decision, the chairperson of the Board of Directors or a committee thereof or an individual decision maker, as the case may be, may appoint a disinterested person or committee to investigate alternatives to the transaction or other business arrangement in question that would not give rise to a Conflict of Interest.

(3) If such investigation reveals that there are no alternatives to the transaction or other business arrangement in question that would be just as or more advantageous to the Chamblee Chamber, the Board of Directors or a committee thereof, as the case may be, shall determine by a majority vote of the directors or committee members, as the case may be, who are not Interested Persons whether the transaction or other business arrangement in question is fair and reasonable to the Chamblee Chamber and in its best interest. An individual decision maker shall be guided by these same principles in making a determination about such a transaction or other business arrangement.

## **Section 4 RECORD OF PROCEEDINGS**

The minutes of the Board of Directors and all committees thereof shall contain:

(a) The names of the persons who disclosed or otherwise were found to have an actual or potential Conflict of Interest, the nature of the Financial Interest or other interest that gave rise to the Conflict of Interest, any action taken to determine whether a Conflict of Interest was present, and the Board of Directors' or committee's decision as to whether a Conflict of Interest in fact existed.

(b) The names of the persons who were present for discussions and votes relating to the transaction or other business arrangement in question, the content of the discussion, including any alternatives to such transaction or other business arrangement that were investigated, and a record of any votes taken in connection with the transaction or other business arrangement in question.

An individual decision maker shall make a report to the Board of Directors or an appropriate committee thereof containing all the above information, as well as the decision ultimately made by such person on the transaction or other business arrangement in question and the reasons for such decision.

## **Section 5 COMPENSATION**

(a) A voting member of the Board of Directors who receives compensation, directly or indirectly, from the Chamblee Chamber for services rendered is precluded from voting on matters pertaining to that member's compensation and from serving on any committee whose jurisdiction includes compensation matters.

(b) No voting member of the Board of Directors who receives compensation for services rendered, directly or indirectly, from the Chamblee Chamber is prohibited from providing information to the Board of Directors or any committee thereof regarding compensation issues.

**Section 6 POLICY STATEMENTS**

Each director, officer, and member of a committee with Board of Directors delegated powers, shall sign a statement which affirms such person:

- (a) Has received a copy of the Chamblee Chamber’s conflicts of interest policy,
- (b) Has read and understands the policy,
- (c) Has agreed to comply with the policy, and
- (d) Understands the Chamblee Chamber is IRC § 501(c)(6) nonprofit organization and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

**Section 7 PERIODIC REVIEWS**

To ensure the Chamblee Chamber operates in a manner consistent with its tax-exempt purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- (a) Whether compensation arrangements and benefits for the Chamblee Chamber’s directors, officers, and employees are reasonable, based on competent survey information, and the result of arm’s length bargaining.
- (b) Whether the Chamblee Chamber’s partnerships, joint ventures, and any other business arrangements in which it may be involved, conform to its written policies, are properly documented, reflect reasonable investments or payments for goods and services provided, as the case may be, further its tax-exempt purposes, and do not result in private inurement, impermissible private benefit, or in an excess benefit transaction under the applicable provisions of the Internal Revenue Code and the regulations promulgated pursuant thereto.

**Section 8 USE OF OUTSIDE EXPERTS**

When conducting the periodic reviews as provided for in preceding Section, the Chamblee Chamber may, but need not, use outside advisors. If outside advisors are used, their use shall not relieve the Board of Directors of its responsibility for ensuring that periodic reviews are conducted.

**ARTICLE XIV WHISTLE BLOWER POLICY**

The Board of Directors shall adopt a policy to protect from retaliation individuals who report suspected or actual illegal activity by the Chamblee Chamber or who assist in the investigation of any such activity, which policy satisfies the requirements of the applicable law.

**ARTICLE XV RECORD RETENTION POLICY**

The Board of Directors shall adopt a policy governing the retention and destruction of the Chamblee Chamber’s records that may be related to matters in litigation or under investigation by government authorities, which policy satisfies the requirements of the applicable law.

## **ARTICLE XVI INTERPRETATION**

Notwithstanding any provisions of these Bylaws to the contrary, all provisions of these Bylaws are subject to and regulated and controlled by the Articles of Incorporation of the Chamblee Chamber, and the powers of the Board are subject to any restrictions contained in those Articles of Incorporation.

## **ARTICLE XVII**

### **INTERNAL REVENUE § 501(C)(6) REQUIREMENTS**

#### **Section 1 PURPOSES, POWERS, AND ACTIVITIES**

The Chamblee Chamber is organized for any lawful purpose and shall have all the powers permitted nonprofit corporations in the State. The Chamblee Chamber is not organized for and shall not be operated for pecuniary gain or profit. Notwithstanding anything contained in these Bylaws to the contrary, the Chamblee Chamber (a) shall only exercise such powers, (b) shall engage in only such activities, and (c) is organized exclusively for such purposes as shall be permitted under Section 501(c)(6) of the Internal Revenue Code and the regulations issued pursuant thereto as they now exist or as they may hereafter be amended.

#### **Section 2 INCOME AND DISTRIBUTIONS**

No part of the income of the Chamblee Chamber shall inure to the benefit of, or be distributable to, any Director, trustee, member, or Officer of the Chamblee Chamber or to any other private individual (except that reasonable compensation may be paid for services rendered to or for the Chamblee Chamber in furtherance of its purposes), and no Director, trustee, member, or Officer of the Chamblee Chamber, or any private individual shall be entitled to share in the distribution of any of the corporate assets on the dissolution of the Chamblee Chamber.

### Section 3 DISSOLUTION

Upon the dissolution of the Chamblee Chamber, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Chamber, distribute all the assets of the Chamblee Chamber exclusively for purposes within the intendment of Section 501 of the Internal Revenue Code and the regulations issued pursuant thereto as they now exist or as they may hereafter be amended. Any of such assets not so disposed of shall be disposed of by the Superior Court of the County in which the principal office of the Chamblee Chamber is then located, exclusively for purposes within the intendment of such Code section and regulations.

## ARTICLE XIII AMENDMENTS

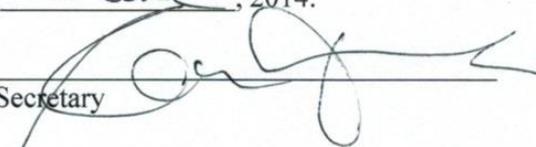
### Section 1 AMENDMENTS

The Articles of Incorporation or the Bylaws of the Chamblee Chamber may be altered, amended, or repealed and new Articles of Incorporation or Bylaws may be adopted by the affirmative vote of two-thirds (2/3) of all the Directors of the Chamblee Chamber voting thereon at a duly called meeting or through a written consent of such Directors as authorized in these Bylaws.

### Section 2 NOTICE

Any action with respect to the amendment of Articles of Incorporation or Bylaws may be taken at any annual, regular, or special meeting of the Board of Directors, provided, however, notice of the general nature of the proposed changes shall have been given in the notice of the meeting.

The above Bylaws were duly adopted on the 7<sup>th</sup> day of June, 2014.

  
Secretary