Roane Chamber
Roane Alliance

ROANE COUNTY CHAMBER OF COMMERCE

BYLAWS

ROANE COUNTY, TENNESSEE

REVISION DATES:

OCTOBER 2025
MAY 2024
JUNE 2023
NOVEMBER 2021
SEPTEMBER 2015
JULY 2012
SEPTEMBER 2005
DECEMBER 2002
NOVEMBER 1996
JANUARY 1993
JANUARY 1989
JANUARY 1985

ARTICLE I: ORGANIZATION NAME & FORM

Section 1.1: The name of this organization shall be known as the Roane County Chamber of Commerce, Roane County, Tennessee.

Section 1.2 The Roane County Chamber of Commerce (The Chamber) is organized for the purpose of advancing the commercial, industrial, economic well-being and civic interest in Roane County.

Section 1.3 The Chamber shall observe all local Tennessee and federal laws that apply to a mutual benefit non-profit organization as defined in Article 501©(6) of the Internal Revenue Code.

ARTICLE II: MEMBERSHIP

Section 2.1 Any reputable person, association, corporation, partnership, or estate shall be eligible to apply for membership in the Roane County Chamber of Commerce.

Section 2.2 Applications for Chamber Membership (Members) shall be through any member of the Roane County Chamber of Commerce Board of Directors (The Board) or Roane Alliance staff employee. Election of members shall be by the Board at any meeting thereof. Any applicant so elected shall become a member upon payment of dues. Dues shall be reviewed by the Chamber Board Executive Team (Executive Team) as prescribed by the Tiered Benefit Structure at the Board's annual retreat. The Tiered Benefit Structure shall be reviewed as needed by the Board's Operational Committee.

Section 2.3 All membership dues shall be billed annually and are due the first day of the month following the member's anniversary date, unless other arrangements are specifically approved by the President/CEO of the Roane Alliance (President). Any membership ninety (90) days past due or more shall be terminated by a majority vote of the Board. The Board, as needed, may postpone termination of a member by two-thirds (2/3) majority vote at any board meeting. Termination postponement must not exceed one (1) year past a member's billing date. Terms for billing can be negotiable for flexibility. Chamber staff are authorized to negotiate the flexibility of terms for members provided that the total amount for annual dues has been collected within one (1) year of their anniversary date.

Section 2.4 The Board can, with a two-thirds (2/3) majority vote, expel members for good cause.

Section 2.5 Members may resign at their discretion. Any advance payment of dues will be forfeited.

Section 2.6 Each respective Chamber membership shall be based upon that business' Tax Identification Number (TIN) or line of business for each membership application. A line of business is defined as a distinct product or service provided by that company. It is required that companies with multiple lines of business or separate TINs with one Owner must have separate Chamber memberships for each line of business desired, to achieve fair access to the Chamber tiered benefit structure. Respective membership applications are subject to the Chamber Board based on discretion and experience.

ARTICLE III: MEETINGS

Section 3.1 The Board of Directors shall not meet no less frequently than ten (10) times annually, at a time and place designated by the Chairperson of the Board.

Section 3.2 The Board is required to hold an annual retreat that coincides with a new term of operation. At a minimum, an annual retreat should include the following:

A. Board member orientation
B. A review of the Chamber's strategic plan
C. A review of the Chamber's bylaws
D. A review of the previous term's committee assignments
E. A review of Board member ethics, efficiency, roles, and responsibilities; prepared by the Chairperson of the Board
F. A review of Key Management Metrics including three (3) years of 990 forms for the Chamber and Roane Alliance and a management metrics report
G. Development of the next fiscal year's program of work for each standing committee. Committee Chairpersons shall present this information to the Board

Copies of all relevant documents and/or materials shall be sent to all Board members no later than two (2) weeks prior to the retreat.

Section 3.3 All Board Members are required to attend the Annual Retreat. Exceptions are only approved by the Chairperson with prior notice. Failure to comply with this attendance policy will result in the recommendation of removal from the Board.

Section 3.4 Committee meetings may be called at any time by the Chairperson of the Board or respective Committee Chairperson.

Section 3.5 The Chairperson of the Board can call a *special called meeting* of the Board in its entirety at any time.

ARTICLE IV: BOARD OF DIRECTORS

Section 4.1 The government of the Chamber and the direction of its work shall be vested in a Board of Directors consisting of not less than eighteen (18) and not to exceed twenty-eight (28) members, established by the Board prior to annual election.

Section 4.2 The Board will have four (4) permanent positions. These positions will be considered *ex-officio* with voting rights. In the event of a vacancy in any of these Board members' positions, and the Board members' respective organizations fail to fill a vacancy within two (2) months of the position's vacancy date, the Board shall appoint a member to fill this vacancy until the position has been filled. These *ex-officio* positions will include:

A. President of Roane State Community College
B. President of Tennessee College of Applied Technology
C. Director of Roane County Schools
D. A representative of Leadership Roane County

Section 4.3 Candidates for members of the Board shall be nominated from the Chamber membership by the Executive Team at the May Board meeting each term. At least one (1) candidate shall be nominated for every vacancy to be filled. The Executive Team shall solicit comments, input, and Board member nominations from each Board member no later than the May Board meeting each term.

Section 4.4 Any elected Board member must provide prior notification to Chamber staff of an absence at any board meeting. The Board will vote to excuse or not excuse an absence based on prior notification, or lack thereof, or an extenuating circumstance at the Board's discretion. After a third unexcused absence, the Board member's position shall be considered vacant. The Operations Committee may appoint a member, with Board approval, to fill the vacant position until their term is served.

Section 4.5 A majority of the Board shall constitute a quorum.

Section 4.6 A member of the Board or their respective organization a Board member represents must be a member and in good standing with the Chamber.

Section 4.7 The Board shall have the power to authorize the formation of Departments, Divisions, and Affiliates, define the power of all such organizations, and enter into inter-association agreements with all such organizations.

Section 4.8 The Board may designate Advisory Board Members, without voting rights, for one (1) year terms.

ARTICLE V: OFFICERS

Section 5.1 At the May Board meeting, the Board shall elect from their own number the following officers:

- Chairperson
- Chairperson – Elect
- Treasurer
- Operations Committee Chair
- All Standing Committee Chair(s)

The incoming Chairperson will recommend to the Board individuals for Chairperson – Elect, Treasurer, and all Committee Chairs. Such officers shall serve for a one (1) year term, commencing on the first day of July of the new fiscal year. It is recommended that Board members serve no more than two (2) consecutive terms in any one office.

Section 5.2 The Chairperson of the Board shall be the head of the Chamber of Commerce and shall preside at all meetings of the membership and the Board. The Chairperson shall, with the help of the Chairperson - Elect and the President, select all ad hoc Committee Chairpersons and assist in the selection of all ad hoc committee personnel. The Chairperson shall serve as Chairperson of the Executive Team. The Chairperson shall sign all deeds, contracts, formal documents, and any other instruments affecting the operation of the Chamber or any of its properties.

Section 5.3 The Chairperson of the Board shall designate the division of the Chamber activity for which each Committee Chairperson shall be responsible. Each will be responsible for conferring with the Chamber staff on ways and means by which full committee production can be achieved within their area of responsibility. Each will confer with the Chairperson of the Board and Treasurer with reference to coordinating programs, committee appointments, and financial needs. Each will make periodic reports of divisional progress to the Board and will serve as the vehicle through which recommendations for a proposed policy will be presented to the Board for a decision.

Section 5.4 In the absence of the Chairperson of the Board and Chairperson – Elect of the Board, a Committee Chairperson shall be chosen to act temporarily.

Section 5.5 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 a financial institution approved by the Board, subject to checks signed by the Treasurer or, in the absence of the Treasurer, by any two (2) officers of the Board. The Treasurer shall cause a monthly financial report to be made to the Board.

Section 5.6 In the absence of the Chairperson of the Board, the Chairperson – Elect of the Board shall serve as Chairperson and will assist the Chairperson in seeking ways and means of achieving the goals and objectives of the

Chamber. The Chairperson – Elect supports the current Chairperson and provides continuity.

Section 5.7 The immediate past Chairperson of the Board shall be a non-voting member of the Executive Team unless the member is an officer on the Executive Team.

ARTICLE VI: STAFF

Section 6.1 The President of the Alliance shall be the chief administrator. The President's duties shall include, but not be limited to, the promotion of Chamber activities, conducting the official correspondence, promotion of committee work, and preservation of all books, documents, and communications. The President shall serve as Secretary to the Board and
cause to be prepared notices and minutes of the meeting of the Board. The President may delegate duties to the Chamber Manager or any Chamber staff, accordingly.

Section 6.2 The President shall serve as advisor to the Chairperson of the Board and permanent committees on program planning. They shall assemble information and data, and cause to be prepared special reports as directed by the program of the Chamber.

Section 6.3 With the cooperation of the Treasurer, the President shall be responsible for the preparation of the operating budget covering all activities of the Chamber, to be presented at the May Board meeting, and subject to approval by the Board. The President shall be responsible for all expenditures with approved budget reallocation.

Section 6.4 The President shall be responsible for providing monthly reports to the Board on key management metrics, In addition, a draft copy of the Board meeting minutes shall be sent to each Board member within three (3) working days after the meeting and a past due report complete with a thirty (30), sixty (60), and ninety (90) day notation.

Section 6.5 The President shall be responsible for any other Chamber related duties and activities as assigned to the President by the Chairperson of the Board or the Executive Team. The President is a non-voting member of the Board and Executive Team.

ARTICLE VII: COMMITTEES

Section 7.1 The Executive Team shall act for and on behalf of the Board when the Board is not in session but shall be accountable to the Board for its actions.

Section 7.2 The Chairperson of the Board shall serve as Chairperson of the Executive Team, which shall be composed of the following positions:

- Chairperson of the Board
- Chairperson – Elect of the Board

- Treasurer
- All Standing Committee Chairpersons
- Immediate Past Chairperson of the Board (non-voting)

Section 7.3 Committees shall be established at the annual retreat. All committees must have a Committee Chairperson appointed by the Chairperson of the Board and approved by the Board. Each Board member is required to serve on at least one (1) standing committee.

ARTICLE VIII: FISCAL YEAR (AUDITS)

Section 8.1 The fiscal year shall begin on July 1 and end June 30. The Chairperson of the Board, or by a two-thirds (2/3) majority vote of the Board, shall have the authority to see that audits of the Chamber of Commerce or any of it's Departments, Divisions, or Affiliates are carried out at any time deemed appropriate.

ARTICLE IX: AMENDMENTS

Section 9.1 The bylaws may be amended by a two-thirds (2/3) majority vote of the Board at any regular or special meeting of the Chamber of Commerce. Any proposed amendments or alterations should be submitted in writing at least ten (10) days prior to such meetings.

ARTICLE X: MISCELLANEOUS

Section 10.1 Any person, his heirs, executor, or administrators, may be indemnified or reimbursed by the corporation for reasonable expenses actually incurred with any actions, suit, or proceeding, civil or criminal, to which they shall be made party by a reason of his being or having been a director, officer, or employee of the corporation or of a firm, corporation or organization which he served in any capacity at the request of the corporation; provided, however, that no person shall be so indemnified or reimbursed in relation to any matter in such action, suit, or proceeding as to which he shall finally be adjudged to have been guilty of his duties to the corporation; and, provided further, that no person shall be so indemnified or reimbursed in relation to any matter in such action, suit, or proceeding which has been made the subject of a compromise settlement except with the approval of a court of competent jurisdiction, or the holders of record of a majority of the

outstanding shares of the corporation or the Board of Directors acting by vote of directors not parties to the same or substantially the same action, suit, or proceeding, constituting a majority of the whole number of directors. The foregoing rights of indemnification or reimbursement shall not be exclusive of other rights to which person, their heirs, executors, or administrators, may be entitled as a matter of law.

Section 10.2 The Board of Directors, by a two-thirds (2/3) majority vote, may require the bonding of any staff member or any key volunteer.

Section 10.3 Dissolution of the organization shall be done in accordance with appropriate state law. Dissolution can only be accomplished by a two-thirds (2/3) majority vote of the members of the organization upon recommendation of a majority of the Board.

Section 10.4 To the extent appropriate, the Board shall use Robert's Rules of Order for governance at all regular and special called meetings.

Section 10.5 Beginning with the 2023-2024 term, all Board members will be grandfathered into a new batch of consecutive terms. Terms will begin based on their respective election year, the first (1st) term will end after the third (3rd) respective year, followed by the optional consecutive second (2nd) term. Members reserve the right to opt out of this clause and retain their current term schedule.