

By-laws
of
Pleasure Island Chamber of Commerce, Ltd

ARTICLE I
ORGANIZATION AND MISSION

Section 1 – The Pleasure Island Chamber of Commerce (the “Chamber”) is a Non-profit corporation, and shall operate in accordance with the laws governing the State of North Carolina. The Chamber is organized as a “For Membership,” non-profit corporation and will operate for the benefit of its membership and to serve those general purposes as more specifically defined by its members and Board of Directors.

Section 2 – The Chamber’s Mission is to enhance the quality of life of the citizens of Pleasure Island through the promotion of tourism and the economic development of Carolina and Kure Beaches and contiguous communities. In pursuing this Mission, it shall endeavor, where appropriate, to coordinate its activities with other organizations, individuals and agencies having the same general interests and objectives.

ARTICLE II
MEMBERSHIP

Section 1 – General Membership: Application for voting membership shall be open to any business owners, operators, or employees of business that support the Mission statement in Article I, Section 2. Membership is granted after completion and receipt of a membership application and the payment of annual dues. All general memberships shall be granted or denied upon a majority vote of the Board. Sitting members of the respective Governing Councils of Carolina and Kure Beach, as well as other select organizations will be granted honorary membership in the Chamber during the period of their tenure on their respective governing Boards.

Section 2 – Associate Membership: Non-business individuals or citizens of Pleasure Island who support the Mission stated in Article I, Section 2 may be accepted as Associate Members upon completion and receipt of a associate membership application and annual dues. All Associate memberships shall be granted or denied upon a simple majority vote of the Board.

Section 3 – *Annual dues*: The Board of Directors shall determine the amount required for annual dues each year. Continued membership is contingent upon being current on membership dues. Failure to pay annual membership dues shall result in the automatic termination of membership.

Section 4 – *Rights of Members*: Each general and associate member shall be eligible to appoint one voting representative to cast the member’s vote in Chamber Board elections or for any other issues requiring a vote of the membership. All meetings of the Chamber are open to the membership and a member may attend all Board Meetings.

Section 5 – *Resignation and termination*: Any member may resign by filing a written resignation with the Secretary. Resignation shall not relieve a member of unpaid dues, or other charges previously accrued. A member can have their membership terminated by majority vote of the Board of Directors.

ARTICLE III
BOARD OF DIRECTORS & OFFICERS

Section 1 – Board role, size, and compensation: The Board is responsible for overall policy and direction of the Chamber, and delegates responsibility of day-to-day operations to the staff and committees. The Board may have up to 14 (fourteen), but not fewer than eight (8) members and must select four officers from that number. Board members shall receive no compensation other than the reimbursement of pre-approved expenses. A Board member must agree in writing to abide by the Chamber’s Code of Ethics at all times and to adhere to the Chamber’s Policies and Procedures as defined in the 2005 Policies and Procedures Manual.

Section 2 – Terms: All Board members shall serve two-year terms, and are eligible for election for up to five consecutive terms.

Section 3 – Meetings and notice: The Board shall meet at least quarterly, at an agreed upon time and place. An official Board meeting requires that each Board member have received a telephone and/or email notice at least seven (7) days in advance of all scheduled Board meetings. Roberts Rules of Order will serve as the procedures for all properly called meetings.

Section 4 – Election procedures: A Board Development Committee comprising the Executive Committee, Chair Emeritus, and the Executive Director shall be responsible for nominating a slate of prospective Board members to fill all available seats and where possible, representing the Chamber’s constituency. Any member in good standing may nominate a candidate to the Committee for consideration for the slate of nominees. All members in good standing will be eligible to vote for the proposed slate of candidates at the annual meeting.

Section 5 – Board elections: A slate comprising new Directors and/or current Directors shall be elected, or re-elected by the voting representatives of all the eligible members at the annual meeting. The slate of Directors will be elected by a simple majority of members present at the annual meeting.

Section 6 – Quorum: A quorum is required to conduct the business of the Chamber. A quorum for any Board-related activity, meeting or special meeting shall consist of a minimum of one half of the current sitting Board members plus one (1) additional sitting Board member. One of the Board members must also be an Officer and will serve as Chair for the meeting. This ratio assumes a maximum of 13 (thirteen) sitting Directors and a minimum of eight (8) in a current year. The Board shall not conduct the affairs of the Chamber without a quorum being present. With a quorum present the Board may vote and act upon any issues brought before it. A simple majority shall be sufficient to carry any issue voted upon.

Section 7 – Officers and Duties: There shall be four officers of the Board, consisting of a Chair, Vice Chair, Secretary and Treasurer. Their term of office shall be for a period of one (1) year. These members will assume the fiduciary responsibilities of the Chamber during their tenure. Their duties are as follows:

The Chair shall convene regularly scheduled Board meetings, and shall preside or arrange for other officers to preside at each meeting of the Board in the following order: Vice Chair, Secretary, Treasurer. An officer must always be present to convene a properly called Board meeting. The Chair may make a Motion or provide a second for a Motion. The Chair may not vote for a Motion before the Board unless called upon to break a tie. The Chair from the previous

year will serve as *Chair Emeritus* for the current year, will be a member of the Executive Committee and will advise the Board on matters affecting the Chamber and Board from time to time. They will not vote on issues before the Board. The Chair may only be selected from those Board members beginning their second full year on the Board. The Chair shall serve as an Ex officio member of the Greater Wilmington Chamber of Commerce Board of Directors.

The Vice Chair shall chair committees on special subjects as designated by the Chair or the Board. The Vice Chair chosen shall succeed to the office of Chair in the following year. If the Vice Chair is completing the second year of a term of office under Article III, that person's term shall automatically be extended one year to coincide with their ascension to the Chair.

The Secretary shall be responsible for seeing that the records of all Board actions are properly documented, including overseeing the taking of minutes at all Board or special meetings, insuring meeting announcements are issued properly, maintaining rules of order during meetings, maintaining contact with all affiliated agencies and assuring that all corporate records are up to date and maintained properly.

The Treasurer shall in conjunction with the Executive Director prepare, review, and submit a current monthly financial report of the Chamber at each Board meeting. The Treasurer shall Chair the finance committee, coordinate and assist in the preparation of the annual budget, audit and IRS tax submissions; help develop fundraising plans, make financial information available to the Board and public as necessary and oversee all other fiduciary responsibilities of the Chamber.

Section 8 – Vacancies: When a vacancy on the Board exists mid-term, the Secretary must receive nominations for new members from present Board members seven (7) days in advance of a Board meeting. These nominations shall be presented to the Executive Committee for review. Upon acceptance of the nomination, the nominee's information will be emailed to Board members with the regular Board meeting announcement, to be voted upon at the next Board meeting. These vacancies will be filled only to the end of the particular Board member's term.

Section 9 – Resignation, termination, and absences: Resignation from the Board must be in writing and received by the Secretary. A Director shall be terminated for cause from the Board due to more than three (3) consecutive unexcused absences from properly called Board meetings or for the conviction of a felony or for failure to abide by the Code of Ethics of the Chamber. A Director may be removed without cause by a two-thirds vote of the remaining Directors.

Section 10 – Special meetings: Special meetings of the Board may be called upon the request of the Chair, or one-third of the sitting Board. The Secretary shall telephone and/or email notices of special meetings upon being properly called to the Board at least three (3) business days in advance of the meeting.

ARTICLE IV EXECUTIVE DIRECTOR AND STAFF

Section 1 – Executive Director: The Board will appoint a qualified Executive Director based on the job description, policies and procedures more fully described in the Chamber's 2005 Policies and Procedures Manual. The Executive Director will be a full time salaried position and will have day-to-day organizational and fiduciary responsibilities for the Chamber and its membership, including carrying out the Chamber's stated Mission, goals and policies. The Executive Director will answer to the Chair and Board of Directors in all matters. The Executive Director will attend all Board meetings; report on the progress of the Chamber, assist the Treasurer in compiling all financial data, answer

questions of the Board members and carry out the duties more fully described in the job description. The Board may designate other duties and responsibilities to the Executive Director not found in the job description as deemed necessary from time to time.

Section 2 – Executive Secretary: The Board will hire a qualified Executive Secretary to assist the Executive Director in the day to day management of the Chamber. The Executive Secretary will answer to the Executive Director and will perform administrative and secretarial duties as more fully described in the job description.

Section 3 – The Board may at its discretion appoint other full and/or part time employees from time to time as required, or based on the recommendation of the Executive Director.

Section 4 – An employee, while employed by the Chamber, may not maintain other employment, which in the opinion of the Directors, is considered a conflict of interest, or would in any way limit the strict impartiality which is required of an employee of the Chamber. An employee holding, or intending to hold, other employment or self-employment must seek prior approval from the Board. If an employee shall be so notified by the Directors that a conflict exists, the employee shall have 30 days from the date of the Notice to resolve the conflict to the satisfaction of the Directors, or to terminate their employment.

ARTICLE V COMMITTEES

Section 1 – Committee formation: The Board may create committees as needed, such as fundraising, events, marketing, public relations, or as deemed necessary. The Chair will appoint all committee Chairs based on the recommendations of the Board and Executive Director. The Committee Chair may select their members from the Board and/or other qualified members of the Chamber. There shall be at least three (3) standing committees at all times as defined herein:

Section 2 – Executive Committee: The four current officers will serve as members of the Executive Committee along with the current Chair Emeritus. The Executive Committee shall not exercise any formal powers but will serve to guide the agenda of the Chamber, oversee daily operations, address any issues that arise in the intervals between meetings of the Board, and is subject to the direction and control of the full Board.

Section 3 – Board Development Committee: The four current officers, Chair Emeritus and the Executive Director will comprise the Board Development Committee, which will serve to evaluate, review and nominate the new annual slate of Directors.

Section 4 – Finance Committee: The Treasurer is the Chair of the Finance Committee, which shall include a minimum of three other Board members and the Executive Director, by invitation. The Finance Committee is responsible for developing and reviewing all fiscal policies and procedures, fundraising plans, and the annual budget with staff and other designated Board members. The Board must approve the budget and all expenditures must be within budget. The Board must approve any major changes in the budget. The fiscal year shall be the calendar year. An Annual Reports is required to be submitted to the Board showing income, expenditures, and pending income and shall be approved by a licensed CPA. The financial records of the Chamber are public information and shall be made available to the membership, Board members, and the public at large upon request.

ARTICLE VI
MEETINGS

Section 1: General Members and Associate Members – There shall be a meeting of all General Members and Associate Members during the month of November each year. The purpose of this meeting shall be (a) to review the progress of the Chamber for the past year, (b) propose and discuss plans, objectives and goals for the up-coming year, and (c) elect new members to the Board of Directors. The Board will set the aforementioned meeting date. Prior to this meeting, the Board shall verify all voting members in attendances are in good standing for purposes of voting at the annual meeting.

Section 2 – New Officers: The Board shall meet following the annual membership meeting for the purpose of selecting Chamber officers for the coming year.

Section 3 – Special Meetings: The Chair, the Executive Committee, or a simple majority of the Board of Directors may call Special Meetings. A petition signed by 33 (thirty-three) percent of the voting membership may also call a Special Meeting.

Section 4 – Board of Directors: The Board shall meet no less frequently than once each Quarter or more often as determined by a simple majority of the Board members.

Section 5 – Notice of meetings: Notice of each meeting shall provided to each voting member, by telephone, mail and/or email, not less than two weeks prior to the meeting.

Section 6 – Quorum: The members present at any properly announced meeting should constitute a quorum based on Article III, Section 6, or unless otherwise stated herein.

Section 7 – Voting: All issues to be voted on shall be decided by a simple majority of those present at the meeting in which the vote takes place unless otherwise stated herein.

ARTICLE VII
VOTING

Section 1- Annual Meeting: All members in good standing present at the annual meeting may vote once on any and all issues properly placed before them for vote. A majority of members present shall be sufficient to carry any issue voted upon. Each member shall designate one individual for voting purposes.

Section 2 - Special Meetings: A simple majority of members present shall be sufficient to carry any issue voted upon unless otherwise stated herein. If a special meeting is attended by the general membership, each member must be in physical attendance for purposes of casting a single vote. No member shall be entitled to more than one vote.

ARTICLE VIII
AMENDMENT OF BY-LAWS

These By-laws may be amended, modified or changed by the Board with a simple majority of Directors of a properly called meeting and with a quorum as defined herein, or unless otherwise stated. The proposed amendment must be passed by a two-thirds majority vote of the Directors present.

ARTICLE IX
PROHIBITED ACTIVITIES

No part of net earnings of the corporation shall inure to the benefit of or be distributable to, its members, directors, officers, or other private persons except that the corporation shall be authorized and empowered to pay reasonable compensation or expenses for services rendered and to make payments in furtherance of purposes set forth in these By-laws. No substantial part of the activities of the corporation shall be attempting to influence legislation, and the corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provisions of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501 (c)(3) of the Code or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE X
DISTRIBUTION UPON DISSOLUTION

Upon the dissolution of the corporation, the Board of Directors shall, after paying and/or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated with a mission similar to that of the Chamber; or to a charitable, or educational entity as shall at the time qualify as an exempt organization, or organizations under Section 501(c)(3) of the Code as the Board of Directors shall determine, or to federal, state, or local governments to be used exclusively for public purposes. Any such assets not so disposed of shall be disposed of by the Superior Court of New Hanover County exclusively for such purposes or to such organizations, such as the court shall determine, which are organized and operated exclusively for such purposes, or to such agencies for such purposes.

CERTIFICATION

These By-laws were approved at a meeting of the Board of Directors by a unanimous vote on October 6, 2005.

Secretary

Date