

***In accordance with the By-Laws of the Athens Chamber of Commerce, ARTICLE 14, AMENDMENTS***, please consider this official notice of proposed Amendment(s), shown below in ***bold, italic, and underlined***.

**Article 14. Amendments:** The Bylaws may be amended by vote of the *Athens Chamber of Commerce* membership, provided that the amendment shall [i] have been approved by the Board of Directors, [ii] shall have been provided to the general membership ten (10) days prior to the ballots being sent out, and [iii] shall receive the favorable vote of a majority of those members casting votes. Members shall have ten (10) days to return ballots for tabulation. Notification shall be deemed sufficient if published in the newsletter or other regular publication of the *Athens Chamber of Commerce* to its general membership. Changes voted favorably shall take effect immediately upon approval by the membership.

## **PROPOSED AMENDMENTS, CHANGES AND/OR DELETIONS**

### **ARTICLE 4 MEMBERSHIP AND DUES**

**Section 3.** All members, regardless of membership classification, shall have equal voting rights, and no classification shall enjoy special privileges. All members shall be entitled to one vote each when dealing with issues such as nominations to the Board of Directors, and any special issues as deemed appropriate by the Board of Directors. Votes may be cast in person, ***by email*** or by mail if so provided. A company or corporation may designate one of its representatives who shall have the same voting powers as an individual member; however, this does not preclude individual members of participating firms from voting.

**Section 7.** Any member over ***90*** days delinquent will be presented to the Board of Directors for action on whether to remove the member from the roles. All voting privileges are also revoked at the time the member is reported to the Board of Directors as being delinquent.

### **ARTICLE 10 BOARD OF DIRECTORS**

**Section 4.** A Nominating Committee shall be appointed at the September meeting by the Board of Directors and shall consist of the Chairperson-elect and five additional members of the Athens Chamber of Commerce whose membership is in good standing.

A letter requesting open nominations (nominees are to be in good standing) shall be ***provided in person, by email or by mail*** to the full membership. The nomination committee will select up to eight (8) persons to be placed on the ballot. The names of all nominees will be placed on the ballot in alphabetical order. The ballots for voting on the nominees shall be ***provided in person, by email or by mail*** to the general membership with instructions to vote for five (5) names only. Of the names, the top five (5) will be installed as new Board of Director members. The remaining will be used for alternates in case of any vacancy in a Board seat. In the event five (5) are not selected, additional members are to be selected by the Nominating Committee.

The Nominating committee shall be responsible for ensuring that all nominees are able to comply with all aspects of Article 10 of the *Athens Chamber of Commerce* Bylaws. Installation of the five (5) new Board members shall be done at the Annual Retreat/Yearly Planning Session.

***In addition, there may be five (5) Ex-officio Directors, one each from the City of Athens, TVCC, the Athens Independent School District, AEDC and at large. The person chosen to represent each entity may serve for as many three-year terms for which they are appointed. The selection of the Ex-officio members shall be made entirely at the discretion of the Athens Chamber of Commerce Board with the advice and consent of the entity from which they are selected. Ex-officio members shall have full voting rights. Any person elected to serve as an Ex-officio Director may also be elected to serve as a regular Director in his or her own right, in which case the seat provided for the Ex-officio member shall be filled by another person.***

**Section 6.** If any Director is absent from three (3) Board of Director meetings in a twelve (12) month period or misses two (2) consecutive Board of Director meetings, ***without advanced notification***, their Board position ***can be considered vacated***, unless the Board member is specifically excused by a vote of a majority of the Board of Directors. All vacancies on the Board of Directors, whether by resignation, not attending the Annual Retreat/Yearly Planning Session, as a result of lack of attendance, or any other reason, shall be filled from one of the three (3) alternates elected by the membership and subject to the Board of Directors. Alternates will fill the unexpired terms of the member they replace. In the event there is not an alternate available to fill a vacancy on the Board of Directors, the Executive Committee will nominate a candidate who can comply with all aspects of Article 10, and submit that candidate for Board approval.

**Section 8.** Any meeting, regular or special, may be held without the physical presence of all the Directors, provided a quorum of Directors is in attendance. ***At least 50% plus one (1) of the*** members of the Board of Directors shall constitute a quorum for conducting business.

## ARTICLE 12 FINANCES AND AUDIT

***At the discretion of the Board of Directors there may be an*** audit ***of*** the financial transactions of the *Athens Chamber of Commerce* every ***legislative year***. All books, records, accounts, reports, files, and all other papers, things or property belonging to or in use by the *Athens Chamber of Commerce* and necessary to facilitate the audit shall be made available to the person or persons conducting the audit; and full facilities for verifying transactions with the balance or securities held by depositors, fiscal agents, and custodians shall be afforded to such person or persons.

## ARTICLE 13 MEETINGS

The Annual Meeting of the *Athens Chamber of Commerce* shall be held within 30 days of January 1<sup>st</sup>, with the time and place determined by the Board of Directors. Members will be notified ***in person, by email***, by mail or other means at least 10 days prior to the meeting. Other meetings of the membership may be called by two-thirds vote of the Board of Directors, with notice to members sent by mail, telephone, fax, text messaging, email or other means at least 10 days prior to the meeting.

#### ARTICLE 14 AMENDMENTS

***These by-laws may be changed, altered or amended at any Board of Directors meeting, by a two-thirds majority vote, provided the membership of the Athens Chamber of Commerce has been given at least ten (10) days written notice of any proposed amendments prior to its submission for consideration. Notification shall be deemed sufficient if provided in person, by email, by mail or*** published in the newsletter or other regular publication of the *Athens Chamber of Commerce* to its general membership.

#### ARTICLE 18 EFFECTIVE DATE

\*Upon approval the new effective date will be added.