



BYLAWS
CAROLINAS ASSOCIATION OF CHAMBER OF COMMERCE EXECUTIVES

ADOPTED AUGUST 6, 1994
AMENDED DECEMBER 9, 1994
AMENDED FEBRUARY 16, 1996
AMENDED MAY 6, 2002
AMENDED OCTOBER 26, 2007
AMENDED June 4, 2009

ARTICLE I - GENERAL

Section 1. NAME

The name of this association shall be CAROLINAS ASSOCIATION OF CHAMBER OF COMMERCE EXECUTIVES, INC.

Section 2. MISSION

CACCE equips Chamber of Commerce professionals with leadership skills and tools to build innovative Chambers.

Section 3. LIMITATION OF METHODS

The association is non-partisan and is prohibited from taking positions on legislative issues. The Association shall observe all local, state and federal laws that apply to a non-profit organization as defined in Section 501 (c) (6) of the Internal Revenue Code.

Section 4. PRINCIPAL OFFICE

The association shall maintain a principal professional business office.

Section 5. ANNUAL MEETING

The association shall hold an annual meeting of the membership.

ARTICLE II - MEMBERSHIP

Section 1. ELIGIBILITY AND CLASSIFICATION

Membership shall be in three categories.

- A. Regular membership - open to all chambers in North Carolina and South Carolina. Representation within association activities is open to all staff or volunteers from member chambers.
- B. Associate membership - any individual, private business or organization (to include chambers of commerce outside the states of North Carolina and South Carolina) that supports the mission of the association.
- C. Honorary membership - the board of directors may confer honorary membership upon persons who have done outstanding work on behalf of the chamber management profession and the association.

Section 2. ELECTION

Applications for membership shall be in writing, on forms provided for that purpose, and signed by the applicant, and submitted to the board of directors at any meeting thereof. Any applicant shall become a member upon payment of the prescribed membership dues as provided in these bylaws and approval by the board of directors.

Section 3. DUES

A membership dues schedule shall be determined by the board of directors. Dues are payable annually.

Section 4. TERMINATION

- A. Any member in good standing may resign from the association upon written request to the board of directors.
- B. Any member may be dropped from membership upon a majority vote of the board of directors for nonpayment of dues or other financial obligations to the organization after ninety (90) days from the due date.
- C. Any member may be expelled by a two-thirds (2/3) vote of the board of directors for gross misconduct or actions harmful to the aims or reputation of the association. Any member eligible for termination due to conviction of a felony will be notified by mail or courier, return receipt requested, thirty (30) days prior to any such termination action.

Section 5. VOTING

- A. Each member chamber shall be entitled to one vote on membership issues.
- B. Associate members and honorary members shall have all privileges of regular members except the right to vote, hold office, or be a member of the board of directors.

ARTICLE III - GEOGRAPHIC REGIONS

The states of North Carolina and South Carolina will be divided into three geographic regions as determined by the board of directors with the primary purpose of providing equal representation within the Carolinas and to increase communication with every regular or associate member. The regions shall be designated as Eastern, Central and Western and will cross state lines. Each region shall be represented on the board of directors.

ARTICLE IV - BOARD OF DIRECTORS

Section 1. COMPOSITION OF BOARD

The board of directors of the association shall consist of the president, president-elect, treasurer, the immediate past president and twenty (20) other members elected on a rotating basis, six (6) to be elected each year, two (2) from each of the three (3) regions and two Membership Professional Directors. In addition, three (3) members will be at-large representatives appointed for one (1) year term by the president and approved by the board. Elected members shall serve three (3) year terms.

Section 2. BOARD OF DIRECTORS' ELIGIBILITY

Any regular member of the association, who is a professional paid staff executive or other paid staff professional, is eligible for service on the board of directors. Board members may not serve successive three (3) year terms. One (1) year must have elapsed before a board member is eligible to serve another three (3) year term. Associate and honorary lifetime members are not eligible to serve on the board of directors.

Section 3. NOMINATIONS

The nominating committee for the board of directors shall consist of the president-elect and the immediate past president of the association, and a representative of each of the three (3) regions as appointed by the current president of the organization. The immediate past president shall serve as chair of the nominating committee. If the board position of immediate past president is unfilled, or if he/she is otherwise unable to serve, the president shall appoint a chairman of the nominating committee. The nominating committee shall nominate six (6) candidates, two (2) from each region for six (6) seats on the board of directors. The nominating committee shall also nominate one person each to serve as president, president-elect, and treasurer of the association. The list of nominees shall be presented to the membership by mail or electronic mail 30 days in advance of the annual meeting.

Section 4. VACANCIES

Vacancies on the board of directors shall be filled for the unexpired term, by action of the board of directors.

Section 5. ELECTION OF OFFICERS AND DIRECTORS

The officers and members of the board of directors shall be elected by members at the annual meeting each year, a majority vote of the members present being sufficient to elect. Nominations other than those presented by the nominating committee may be made from the floor by any regular member in good standing. Two (2) members from each of the three (3) regions and the officers will be elected.

Section 6. COMPENSATION OF OFFICERS AND DIRECTORS. The directors will not receive compensation (salary) for their services. However, directors may be reimbursed by ACCE for the reasonable and necessary expenses incurred by them in the performance of their duties in accordance with a reimbursement policy.

Section 7. TERMINATION OF OFFICERS AND DIRECTORS

Any board member who has failed to attend two consecutive board meetings in any fiscal year without prior written approval from the President or his/her staff designee for said absences will have resigned. He/she must apply for re-instatement, which must be approved by a majority of the directors.

ARTICLE V - OFFICERS

Section 1. OFFICERS

- A. The officers of the association shall be president, president-elect, treasurer and immediate past president.
- B. At the annual meeting, the membership shall elect a president, a president-elect and a treasurer.
- C. All officers shall serve for a term of one (1) year, during the fiscal year, and until their successors are elected and qualified. No officer, except the executive vice president, may succeed himself/herself unless completing the remaining portion of an unexpired term.

Section 2. DUTIES OF OFFICERS

- A. President - The president shall preside at all meetings of the membership, board of directors, and executive committee and shall be an ex-officio member of all councils, committees and task forces. The president shall, with the advice and counsel of the executive committee, appoint all committees, councils and task forces and select all chairpersons. The president shall serve as the primary spokesperson for the organization.
- B. President-elect - The president-elect shall, in the absence of the president, perform the duties and exercise the functions of the president and such other duties as may be delegated to him by the board of directors, including, but not limited to, program and policy development. In the event of the death, resignation, inability or incapacity of the president, the president-elect shall assume the office of president and serve for the unexpired term.
- C. Treasurer - The treasurer shall exercise the powers and authorities and perform the duties of the president in the absence or disability of the president and president-elect. The treasurer shall be responsible for the safeguarding of all funds received by the organization and for their proper disbursement and shall cause a quarterly financial report to be made to the board of directors.
- D. Immediate past president - The immediate past president shall serve as an advisor to the board and executive committee.
- E. Staff executive director(s) - The staff executive director(s) shall be the chief paid administrative officer(s) of the association and shall be appointed by the board of the directors in a manner determined by the board. He/she/they shall serve as secretary and shall have a job description(s) as

approved by the board. Said job description(s) may take the form of an agreement between the association and its management agency. The executive director(s) shall be non-voting member(s) of the board of directors, the executive committee and all committees and task forces.

Section 3. OFFICER ELIGIBILITY

Any regular member, as described in Article II, Section 1-A, provided he/she is a paid chief executive or other paid professional staff of a member chamber is eligible to serve as an officer in this association. Officers do not have to be members of the board of directors at the time of election.

Section 4. VACANCIES

- A. In the event of inability to serve or resignation by the president, the president-elect shall succeed to the presidency, upon concurrence of a majority of the board of directors.
- B. The board of directors shall fill other vacancies which occur among the officers for the unexpired term.
- C. If the immediate past president is unable to serve on the board of directors and executive committee, the position shall remain unfilled.

ARTICLE VI - MEETINGS

Section 1. ANNUAL MEETING

The annual meeting of the association membership shall be held at such time and place as may be determined by the board of directors for which each member shall receive thirty (30) days prior written notice, via mail or electronic mail.

Section 2. BOARD MEETINGS

The board of directors shall meet no less than quarterly at a date, time, and place established by the president for which each director shall receive twenty (20) days prior meeting notice.

Section 3. SPECIAL BOARD MEETINGS

The president, any two (2) officers, or any five (5) board members, may call a special board meeting. Each board member shall receive written notice five (5) days prior to any special meeting, which notice shall include the purpose of such meeting.

Section 4. SPECIAL MEETINGS OF THE MEMBERSHIP

Special meetings of the association membership shall be held as called by the board of directors and at such time and place as may be determined by the board. Written notice shall be given at least ten (10) days in advance by the president or executive vice president to each member, containing the statement of the time, place and purpose of such meeting.

Section 5. QUORUM

At any duly called meeting of the association membership, ten percent (10%) of the regular members shall constitute a quorum; a quorum for meetings of the board of directors shall be fifty percent (50%) of voting members of the board; at committee meetings, a majority of committee members present shall constitute a quorum.

ARTICLE VII - COMMITTEES

Section 1. EXECUTIVE COMMITTEE

There shall be an executive committee composed of the president, president-elect, treasurer, immediate past president, staff executive director(s), plus one (1) director from each region appointed by the president with board approval. The president shall serve as chair. The executive committee shall act for and on behalf of the

board of directors when the board is not in session, but shall be accountable to the board for its actions, and may exercise all of the authority of the board of directors in the usual day-to-day management of association activities.

Section 2. ALL OTHER COMMITTEES

The president shall appoint such committees as the work of the association requires.

Section 3. FUNCTION OF COMMITTEES

It shall be the function of the various 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 4. LIMITATION OF AUTHORITY

No statement of policy or position by any member, committee, task force, employee, director, or officer shall be binding upon, or constitute an expression of, the policy or position of CACCE until it shall have been approved or ratified by the Board of Directors. In order to assure continuity and accuracy of dissemination of information, the president of the Board and staff executive director(s) are the official spokespersons of CACCE. Members shall forward inquiries regarding policy matters from the media and other groups or individuals to the president and staff executive director(s) for their response.

Section 5. COMMITTEE CHAIRS AND MEMBER ELIGIBILITY

Any member having a regular member classification is eligible to chair committees. Associate and honorary life members are not eligible to chair committees.

ARTICLE VIII - FINANCES

Section 1. FISCAL YEAR

The fiscal year of this association shall begin on September 1 of each year and end on August 31 of the succeeding year.

Section 2. REVENUE

All funds shall be paid into the general account of this association and shall be in the custody of the treasurer and/or executive vice president.

Section 3. EXPENDITURES

All expenditures change to disbursements of the association shall be in accordance with the budget and policies established by the board of directors. All bills shall be paid by check from the general fund. Check signing policy will be determined by the board of directors.

Section 4. TREASURER'S REPORT

A report of the accounts of the association shall be presented at the annual meeting by the treasurer.

Section 5. BUDGET

After election of the new board of directors and officers, the new executive committee shall compile a budget for the coming year and submit it to the board of directors for approval at its first meeting of the fiscal year.

Section 6. ANNUAL AUDIT

The association, at a minimum, shall have conducted an annual audit of the accounts as of the close of the fiscal year, which shall at all times be available to members of the organization within the offices of the association. An audit may be called at the discretion of the board.

Section 7. BONDING

The executive director(s) and any person handling funds of the association shall be bonded by a sufficient fidelity bond in an amount set by the board and paid for by the association.

ARTICLE IX - DISSOLUTION

The association shall use its funds only to accomplish the mission specified in these bylaws, and no part of said funds shall inure or be distributed to the members of the association. On dissolution of the Association, any funds remaining shall be distributed to one or more regularly organized and qualified (under Section 501(c)(3) or 501(c)(6) of the Internal Revenue Code or the corresponding section of any future tax code) charitable, educational, scientific or philanthropic organizations as are selected by the board of directors.

ARTICLE X – PARLIAMENTARY PROCEDURES

The current edition of Roberts Rules of Order shall be the final source of authority in all questions of parliamentary procedure when such rules are not inconsistent with the charter or bylaws of the association.

ARTICLE XI - LIMITED LIABILITY

Liability of officers and directors is limited as provided in applicable laws and court decisions. Unless otherwise provided in the Articles of Incorporation or in the by-laws, the Corporation shall indemnify any individual made a party to a proceeding because she or he is or was a director of the company provided that such indemnification is both permissible and authorized under North Carolina/South Carolina law. Unless otherwise provided in the Articles of Incorporation, the Board of Directors may also indemnify and advance expenses to any officer, employee, or agent of the corporation, who is not a director of the corporation, to any extent, consistent with public policy, as determined by the general or specific action of the Board of Directors.

ARTICLE XII - AMENDMENTS

These bylaws may be amended or altered by a two-thirds vote of the board of directors, provided that ten (10) days notice of proposal to amend these articles is given to each board member prior to amendment.

Article XIII – MISCELLANEOUS

Section 1: Where herein stated that a majority vote or two-thirds vote is required for some action, it shall mean a majority or two-thirds of those Directors or members present and voting unless otherwise stated.

Section 2: Wherever any words are used herein in the singular form they shall be construed as though they were used in the plural form in all cases where they would so apply.

Section 3: In any election between only two candidates, a majority of the votes shall determine the winner. In any election among three or more candidates there shall first be a vote to include all candidates; the candidate receiving a majority (more than 50 percent) shall be declared the winner. If no candidate receives a majority of the vote, the two candidates receiving the highest number of votes shall be declared as primary winners, and there shall follow immediately another vote between the two primary winners, with a majority of votes to determine the winner.

Section 4: The association shall use its funds only to accomplish the objectives specified in these Bylaws and no part of said funds shall inure to the benefit of or be distributed to the members of the CACCE. On dissolution of the association, any funds remaining shall be distributed to one or more regularly organized and duly qualified charitable, educational, scientific, or philanthropic organizations as designated by the board of directors.

Section 5: Whereas, these Bylaws constitute a major revision to those previously adopted, all previous Bylaws and portions of Bylaws in conflict with this document are hereby repealed and these amended Bylaws are adopted in full.