

**BY-LAWS
OF
THE MILLBROOK AREA CHAMBER OF COMMERCE**

**ARTICLE I
GENERAL**

SECTION I NAME

This company is incorporated under the laws of the State of Alabama and shall be known as the Millbrook Area Chamber of Commerce, Inc. hereinafter referred to as the Chamber. The Principal office of the Corporation shall be in Millbrook, Elmore County, Alabama.

SECTION II LIMITATIONS OF METHODS

The Millbrook Area Chamber of Commerce, Inc. shall observe all local, state and federal laws which apply to a not-for-profit Corporation as defined in section 501(c)6 of the Internal Revenue code.

SECTION III OBJECTIVES

The Millbrook Area Chamber of Commerce is an Alabama nonprofit mutual benefit corporation and is organized for the purpose of advancing the commercial, industrial, civic and general interests of its members, the City of Millbrook, Elmore County, Alabama and its trade area.

SECTION IV CORPORATE SEAL

The corporate seal shall have inscribed thereon the name of the Corporation, the name of the city and state where the principal office is located, and the words, "Corporate Seal".

**ARTICLE II
MEMBERSHIP**

SECTION I ELIGIBILITY

Any individual, association, corporation, company, profession, partnership, sole owner, or estate interested in the civic and economic well-being of the City of Millbrook, Elmore County, Alabama, and its trade area, who also desires to preserve and promote the objectives of the Chamber, shall be eligible to apply for Membership.

- a. Each firm, association, corporation, company, partnership or estate shall designate an individual to exercise the voting rights conferred by its membership, and shall have the right to change its membership representative upon written notice to the Chamber office.
- b. Honorary Membership may be conferred or revoked by the Board of Directors. This Membership shall not include the right to vote or to serve on the Board of Directors. Honorary members are exempt from payment of dues.

SECTION II APPLICATION

Applications for membership shall be in writing to the Chamber office and the application shall be regarded as an agreement to adhere to the Bylaws, and Policies and Procedures.

- a. Any applicant shall become a Member upon payment of the membership dues.

SECTION III DUES

Membership dues shall be at such rates, schedule or formula, as may be from time to time prescribed by the Board of Directors, due and payable annually in advance by the members anniversary date.

SECTION IV TERMINATION AND RESIGNATION

Any Member may be expelled pursuant to the Millbrook Area Chamber of Commerce Policies and Procedures. Prorated dues shall not be refunded.

SECTION V MEMBER IN GOOD STANDING

A member in good standing is a member whose dues are in current paid status less than thirty (30) days past-due from the membership's annual renewal date. Hereinafter, referred to as Member.

SECTION VI ORIENTATION

At regular intervals, orientation on the purposes and activities of this organization shall be for the following groups: new officers and new members.

SECTION VII VOTING

In any proceeding in which voting by members is called for, each member in good standing shall be entitled to cast one (1) VOTE.

- a. The vote may be cast by the "Designated Voting Representative" for the business firm, association, club, church, or non-profit organization.
- b. Voting by written proxy shall be permitted, only from the designated voting representative, provided that the proxy is received at the Chamber office 48 hours prior to a specified meeting. Any proxy will be valid only for stated meeting.

SECTION VIII INSPECTORS OF ELECTION

The Executive Committee shall serve as the inspectors of elections. The Inspectors shall:

- a. receive votes or ballots,
- b. hear and determine all challenges and questions arising in connection with the right to vote,
- c. count and tabulate all votes,
- d. determine the results, and
- e. do any other acts that may be proper to conduct the election or vote with fairness to all members.

ARTICLE III MEETINGS

SECTION I GENERAL MEETINGS; SPECIAL MEETING

- a. Meetings of the general Membership of this organization shall be held at a place and time specified by the Board of Directors. Membership meetings may be concurrent with luncheons.
- b. The annual meeting of this organization shall be held in June at a date, time and place to be determined by the Board of Directors and notice thereof e-mailed or if e-mail address is unknown mailed to each member before the meeting.
- c. Special meetings of the Chamber may be called at any time by the President or Chairman of the Board, any three (3) Directors, or not less than 20 Members. Notice of special meetings stating the purpose of such meeting shall be e-mailed or if e-mail address is unknown mailed to each Member by first-class, registered, or certified mail at least ten (10) days prior to such meetings.
- d. A quorum at any duly called meeting shall be not less than twenty-five percent (25%) of the voting Members.
- e. Action Without Meeting: In addition to the procedures set forth in Sections a through d of this Section I, any action which may be taken at the annual or at a special meeting of the members

may be taken without a meeting if the Board of Directors distributes a written ballot to every Member entitled to vote on the matter, in accordance with applicable law. Approval by written ballot pursuant to this section shall be valid only when the number of votes cast by ballot within 120 days of submission of the ballots equals or exceeds the number of votes that would be required to approve at a meeting which the total number of votes cast was the same as the number of votes cast by ballot.

SECTION II BOARD MEETINGS

- a. The Board of Directors may meet monthly at a date, time and location determined by the Board, but in any event shall meet no less than eight (8) times a year.
- b. The Annual Meeting of the Board shall be held within one hundred twenty (120) days prior to the end of each fiscal year. The date, time and place shall be fixed by the Board of Directors and notice thereof e-mailed, mailed or personally delivered to each Director and Director-Elect at their last known address at least ten (10) days prior to such meeting.
- c. A quorum shall consist of a simple majority of eligible voting members of the Board of Directors. Except as otherwise provided in these Bylaws or in the Articles of Incorporation of this corporation, or by law, no business shall be considered by the Board at any meeting at which a quorum, as hereby defined, is not present, and the only motion which the Chairman of the Board shall entertain at such meeting is a motion to adjourn. The Directors present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of Directors from the meeting, provided that any action thereafter taken must be approved by at least a majority of the required quorum for such meeting or such greater percentage as may be required by law, or the Articles of Incorporation or Bylaws of this corporation.
- d. Special meetings of the Board of Directors may be called by the President or Chairman of the Board or by any two (2) Directors, and such meetings shall be held at the place, within the State of Alabama, designated by the person or persons calling the meeting. Special meetings of the board shall be held upon four days' notice by first-class mail or 48 hours' notice delivered personally or by telephone, including a voice messaging system or other system or technology designed to record and communicate messages, telegraph, facsimile, electronic mail, or other electronic means. The articles or bylaws may not dispense with notice of a special meeting. Special meetings may be held with or without the Executive Directors presence.
- e. The transactions of any meeting of the Board, however called and noticed or wherever held, are as valid as though the meeting had been duly held after proper call and notice, provided a quorum, as defined above, is present and provided that either before or after the meeting each Director not present signs a waiver of notice, a consent to hold the meeting, or an approval of the minutes thereof. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.
- f. Action without Meeting. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all members of the Board of Directors individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board of Directors. Such action by written consent shall have the same force and effect as the unanimous vote of such Directors.
- g. The Executive Director of the Chamber shall be a nonvoting member of the Board of Directors and all Committees.
- h. The Liaisons to the Board from the City, School District and/or other entities shall not be considered members of the Board of Directors and are therefore non-voting. The Liaisons from the City, School District and/or other entities can be invited to each meeting but are non-voting.

ARTICLE IV BOARD OF DIRECTORS

SECTION I COMPOSITION OF THE BOARD

The Board of Directors shall be composed of ten (10) elected members; Three (3) of the ten directors shall be officers, and One (1) of the directors (the immediate Past President) shall be an ex-officio

member, one third (3) shall be elected annually to serve for three (3) years or until their successors are elected and have qualified.

The government and policy making responsibilities of the Chamber shall be vested in the Board of Directors which shall control its property, be responsible for its finances and direct its affairs.

A majority of the members of the Board of Directors must have their primary place of business and/or residence within the trade area of the City of Millbrook, Elmore County, Alabama.

SECTION II SELECTION AND ELECTION OF DIRECTORS

Nominating Committee

At the regular February Board meeting, the President shall appoint a Nominating Committee of five (5) members of the Chamber Board. The President shall designate the Chairman. Prior to the March Board meeting, the Nominating Committee shall present to the Executive Director a slate of candidates to serve three-year terms, to replace the directors whose regular terms are expiring. The Committee shall also nominate officers for the positions of Vice President, and Treasurer. Each candidate must be an active member in good standing at the time of nomination and must have agreed to accept the responsibility of a directorship. No Board member may be elected to more than one consecutive three-year term. At least one (1) year must separate Director Duties after serving three (3) consecutive years.

Publicity of Nominations

Upon receipt from the Nominating Committee, the Executive Director shall within three business days notify the membership by mail or email the name of persons nominated for Directors and right of petition.

Nomination by Petition

Additional names of candidates for Directors can be nominated by petition bearing the genuine signature of at least one (1) qualified member of the chamber. Such petition shall be filed with the Nominating Committee within ten days after notice has been given of the names of those nominated. The determination of the Nominating Committee as to whether the petition(s) are in proper form shall be final.

Determination

If no additional nominations from the general membership in the time allotted are received by the nominating committee the slate of original nominees shall be declared named by the Board of Directors at its regular April Board meeting. If a proper petition shall present additional candidates, the names of all nominees shall be arranged on a ballot in alphabetical order. Instructions will be to vote the number of available seats. The Executive Director shall mail or email this ballot to all current members at least fifteen (15) days prior to the regular May Board meeting. The ballots shall be marked in accordance with instructions printed on the ballot and returned to the chamber office via mail or email within (10) ten calendar days. The Board of Directors shall, at the annual membership meeting, declare the nominees with the greater number of votes elected.

Ex-Officio Members

Ex-Officio members shall be non-voting members of the Board. The Board of Directors may, at any time, appoint Special Ex-Officio Members to the Board. The number of Ex-Officio members at any given time shall be limited to not more than four (4); these shall include the Executive Director and the immediate Past President. Ex-Officio members will be appointed and removed by a majority of the Board members present.

SECTION III SEATING OF NEW DIRECTORS

All newly elected Board members shall be seated at the regular JUNE meeting and shall be participating members thereafter. Retiring Directors shall continue to serve until June 30.

SECTION IV POWERS OF DIRECTORS

The Board of Directors shall have, in addition to such powers as heretofore expressly conferred on it, all such powers as may be exercised by the corporation, subject to the provisions of the statute, the certificate of incorporation and the bylaws.

The Board of Directors shall have power:

- a. To purchase or otherwise acquire property, rights or privileges for the corporation, which the corporation has power to take, at such prices and on such terms as the Board of Directors may deem proper.
- b. To pay for such property, rights or privileges in whole or in part with money, bonds, debentures or other securities of the corporation, or by the delivery of other mortgages, bonds, deeds of trust, trust agreements and negotiable or transferable instruments and securities, secured by mortgages or otherwise, and to do every act and thing necessary to effectuate same.
- c. To appoint officers, agents, and the Executive Director and to dismiss them at its discretion, to fix their duties as it may deem proper.
- d. To confer on the Executive Director the power of selecting, discharging or suspending such employees.
- e. To determine by whom and in what manner the corporations' bills, notes, receipts, acceptances, endorsements, checks, releases, contracts, or other documents shall be signed.
- f. Voting by the Board of Directors by email and/or a secure website is acceptable.

SECTION V CONFLICTS OF INTEREST

Whenever a director or officer has a financial or personal interest in any matter coming before the board of directors, the affected person shall:

- a. fully disclose the nature of the interest and
- b. withdraw from discussion, lobbying, and voting on the matter.

Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested directors determined that it is in the best interest of the corporation to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

SECTION VI VACANCIES

A member of the Board of Directors who shall fail to attend three (3) consecutive meetings of the Board of Directors or five (5) meetings during any fiscal year, shall automatically be dropped from membership on the Board unless confined by illness or circumstances otherwise approved by a majority vote of those voting at any meeting thereof.

Any Board Member may resign at any time by giving written notice to the President of the Chamber. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Should a vacancy occur for any reason between annual elections, the President shall appoint at the next meeting a Chamber member to fill the unexpired term of that vacancy. The appointee shall be confirmed by a majority vote of those Board Members present.

SECTION VII POLICY

The Board of Directors is responsible for formulating the policies of the organization. These policies shall be maintained in a Policy Manual, to be reviewed annually and revised as necessary.

SECTION VIII MANAGEMENT

The Board of Directors shall employ an Executive Director and shall annually review and set his/her salary and other consideration of employment. The Executive Director shall be accountable and responsible to the Board of Directors for total Chamber management including all other employees.

SECTION IX NON-LIABILITY OF DIRECTORS

Where not otherwise specified by law, the Directors shall not be personally liable for the debts, liabilities, or other obligations of the Chamber.

SECTION X INDEMNIFICATION

The Chamber shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer, director, or employee of the corporation against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties, and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the Chamber; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of directors who are not at that time parties to the proceeding. The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified person under this Article shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person. This Article constitutes a contract between the corporation and the indemnified officers, directors, and employees. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified officer, director, or employee under this Article shall apply to such officer, director, or employee with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

ARTICLE V OFFICERS AND EXECUTIVE BOARD

SECTION I NUMBER OF OFFICERS

The Officers of the Chamber shall be a President, Vice President, Immediate Past President and Treasurer.

SECTION II DETERMINATION OF OFFICERS

The Board of Directors, (new and retiring directors) at its regular JUNE meeting shall organize for the coming year. The Nominating Committee will present the new Directors and Officers for the coming year. The Board of Directors shall confirm the Officer positions. All Officers shall serve for a term of one (1) year or until their successor assumes the duties of office and they shall be voting members of the Board of Directors.

SECTION III REMOVAL AND RESIGNATION

Any Officer chosen or appointed by the Board of Directors may be removed with cause at any time by the affirmative vote of a majority of the whole Board of Directors. If the office of any Officer or Officers becomes vacant for any reason, the vacancy shall be filled by the affirmative vote of a majority of the Board of Directors. The position of Vice President shall ascend to the President.

Any Officer may resign at any time by giving written notice to the Board of Directors or to the President of the Chamber.

Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

SECTION IV EXECUTIVE BOARD

The Executive Board is comprised of the elected Officers of this corporation and shall have any of the powers and authority of the Board in the management of the business and affairs of the Chamber, except with respect to:

- a. The approval of any action which, under law or the provisions of these Bylaws, requires the approval of the Directors or a majority of all the Members.
- b. The filling of vacancies on the Board or on any committee which has the authority of the Board.
- c. The amendment or repeal of Bylaws or the adoption of new Bylaws.
- d. The amendment or repeal of any resolution of the Board which by its express terms is not amendable or repeal able.
- e. The approval of any transaction to which this corporation is a part and in which one or more of the Directors has material financial interest.

By a majority vote of its Directors then in office, the Board may fill vacancies on the Executive Board from the Board of Directors. The Executive Board shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the Board of Directors at each meeting of the Board of Directors.

SECTION III DUTIES OF OFFICERS

President

The President shall serve as the Chief Elected Officer executive head of the Chamber of Commerce and shall preside at all meetings of the membership, Board of Directors, and Executive Committee.

The President, shall, with the advice and counsel of the Vice President and the Executive Director, determine all committees and select all committee chairs, subject to the approval of the Board of Directors. The President shall be an ex-officio member of such committees.

The President shall have general and active management of the business of the Corporation; to see that all orders and resolutions of the Board of Directors are carried into effect; to execute all contracts, agreements, deeds, bonds, mortgages and other obligations and instruments, in the name of the corporation, and to affix the corporate seal thereto when authorized by the Board.

The President shall have full power, with prior specific authority from the Board of Directors, to make and execute contracts, leases, deeds, bills of sale and any other agreements or contracts and to borrow money, give security, make guarantees or do any acts relating to any of the foregoing in the name of and on behalf of this corporation and to affix the seal of the corporation to all papers which may require it in carrying out the foregoing powers; except that in the State of Alabama and any other state where the same may be required by law no bonded indebtedness may be created or increased, nor may the real property of the corporation be mortgaged, except by consent of the Board of Directors.

The President shall have the general supervision and direction of the other officers of the corporation and shall see that their duties are performed properly. A report of the operations of the corporation for the year will be developed by the executive committee to be submitted to the president for presentation at the annual luncheon.

The President shall have the general duties and powers of supervision and management usually vested in the office of President of the Chamber.

Vice President

The Vice President shall exercise the powers and authority and perform the duties of the President in the absence or disability of the President. The Vice President shall also serve as Chairman of the Program of Work Committee of the Chamber. As such, this person and the committee will be responsible for determining that the program activities of the Chamber are of such duration as is required, at all times being alert to assure that the activities of the Chamber are directed toward achieving business and community needs in the area served by the Chamber. The Vice President's duties shall be as those that may be assigned by the President and the Board of Directors. He/she will also have under his/her immediate jurisdiction all committees pertaining to their general duties.

Order of Succession

If the President is unable to carry out the duties of office, the order of succession will be:

- Vice President
- Treasurer.

Treasurer

The Treasurer shall attend all meetings of the Board of Directors and standing committees. The Treasurer shall have overall cognizance of the financial records of the corporation, and shall ensure that the Chamber staff keep the books and financial records in accordance with generally accepted accounting procedures. The Treasurer shall present to the President and Board of Directors a report of

the financial condition of the corporation at each regular meeting and a complete report of the preceding year at the annual meeting. As soon as possible after election, but no later than the JULY board meeting, the treasurer with the Executive Directors help shall compile a budget of estimated expenses for the coming fiscal year and submit it at the next regular Board of Directors meeting for approval.

Order of Succession

If the President is unable to carry out the duties of office, the order of succession will be:

- Vice President
- Treasurer.

Past President

The immediate past President shall serve on the Executive Committee and will advise the President and the Board concerning matters which are ongoing to provide continuity and corporate knowledge.

Executive Director

The Executive Director shall be the Chief Administrative Officer and shall serve as secretary to the Board of Directors, and cause to be prepared notices and minutes of meetings of the Board.

The Executive Director shall serve as advisor to the President and Program of Work Committee on program planning. They shall assemble information and data and cause to be prepared special reports as directed by the program of the Chamber. With assistance of the Vice President the Executive Director shall be responsible for administration of the Program of Work in accordance with the policies and regulations of the Board of Directors.

The Executive Director shall be a non-voting member of the Board of Directors, the Executive Committee and all committees.

The Executive Director shall be responsible for the directing and supervising of all employees and volunteers. The hiring and discharging of all employees shall be done with the approval of the Board of Directors. With the cooperation of the Program of Work Committee and Treasurer, he/she shall be responsible for the preparation of an operating budget covering all activities of the Chamber, subject to approval of the Board of Directors. He/she shall be responsible for all expenditures with approved budget allocation.

SECTION IV EXECUTIVE COMMITTEE

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. It shall be composed of the President, Vice President, Treasurer, and Executive Director. The President will serve as chairman.

ARTICLE VI Committees and Divisions

SECTION I APPOINTMENT AND AUTHORITY

The President, under advisement and recommendations of the Vice President and the Executive Director, shall determine committees and select chairs, subject to approval of the Board of Directors. Any standing committee should have one Board Member as its chair with no more than one other Board Member serving as committee member. No Director should be on more than two standing committees. The President may also appoint such ad hoc committees and their chairs as he deems necessary to carry out the Program of the Chamber. Committee appointments will not exceed the term of the appointing President. It shall be the function of the committee 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 of Directors.

SECTION II LIMITATION OF AUTHORITY

No action by any member, committee, division employee, director, or officer shall be binding upon, or constitute an expression of the policy of the Chamber until it shall have been approved or ratified by the Board of Directors. Committees shall be discharged by the President when their work has been

completed and their reports accepted, or when in the opinion of the Board of Directors, it is deemed wise to discontinue the committee.

SECTION III TESTIMONY

Once committee action has been approved by the Board of Directors, it shall be incumbent upon the committee chair or, in his/her absence, whoever he/she designates from his/her committee as being familiar enough with the issue to give testimony to, or make presentation before, civic and governmental agencies rather than members of the staff who may be in attendance.

SECTION IV DIVISION

The Board may create such divisions, bureaus, departments, councils or task forces as it deems advisable to handle the work of the Chamber.
The Board shall authorize and define the powers and duties of all divisions, bureaus, departments, councils or task forces. The Board shall annually review and approve all activities and proposed programs of such created organizations. No action or resolution of any kind shall be taken by divisions, bureaus, departments, councils or task forces having bearing upon or expressive of the Chamber, unless approved by the Board of Directors.

ARTICLE VII FINANCES

SECTION I FUNDS

All money paid to the Chamber shall be placed in a general operating fund. Funds unused from the current year's budget will be carried over to the following year.

SECTION II DISBURSEMENTS

Upon approval of the budget, the Executive Director is authorized to make disbursements on accounts and expenses provided for in the budget without additional approval of the Board of Directors, recommendations for expenditures outside the budget shall be submitted to the Board of Directors for approval. All checks, drafts or orders for the payment of money shall be signed by no less than two of the following: President, Vice President, Treasurer or Executive Director. No check shall be signed in blank.

SECTION III FISCAL YEAR

The fiscal year of the Chamber shall close on June 30.

SECTION IV BUDGET

As soon as possible after election of the new Board of Directors and Officers, the Treasurer, in conjunction with the Executive Director shall compile a budget of estimated income and expenses for the coming year. The proposed budget shall be submitted to the Board for approval no later than the JULY board meeting.

SECTION V FINANCIAL REVIEW AND AUDIT

The accounts of the chamber of commerce shall be reviewed annually as of the close of business on June 30 by the Chambers accountant. Every third year a CPA (Certified Public Accountant) shall compile the financial records of the Chamber. The written compilation shall be presented to the Board of Directors no later than the AUGUST meeting. The compilation shall at all times be available to members of the organization within the offices of the chamber.

SECTION VI BONDING AND INSURANCE

- a. The Executive Director, President, Vice President and Treasurer may be bonded by a sufficient fidelity bond in an amount set by the Board and paid for by the Chamber.
- b. Director and Officer Insurance shall be provided.
- c. General Liability Insurance shall be provided.

ARTICLE VIII DELEGATION OF DUTIES

SECTION I WHEN AND WHO MAY DELEGATE

In the case of the absence or disability of any Officer of the corporation or for any other reason deemed sufficient by a majority of the Board, the Board of Directors may delegate his/her powers or duties to any other officer or to any Director for the time being.

ARTICLE IX BOOKS AND RECORDS

SECTION I WHERE MAINTAINED

The books, accounts and records of the Corporation shall be maintained in the Millbrook Area Chamber of Commerce office, Millbrook, Elmore County, Alabama.

SECTION II DIRECTORS' INSPECTION RIGHTS

Whereas not otherwise specified by law, every Director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical property and premises of the Chamber. This shall be done on the Chamber premises and by and at the expense of the requesting Director.

SECTION III MEMBERS' INSPECTION RIGHTS

Each and every Member shall have the following inspection rights, for a purpose reasonably related to such person's interest as a Member:

- a. To obtain from the Executive Director of the Chamber, upon written demand and payment of a reasonable charge, an alphabetized set of printed labels of the names, and addresses of all Members. The demand shall state the purpose for which the list is requested. The Membership label list shall be made available within ten (10) business days after the demand is received or after the date specified therein as of which the list is to be compiled.
- b. to inspect at any reasonable time the books, records, or minutes of proceedings of the Members or of the Board, upon written demand on the Chamber by the Member, for a purpose reasonably related to such person's interests as a Member. The demand shall state the purpose for which the above mentioned records are requested.

SECTION IV Availability of Agents

Any inspection under the provisions of this Article may be made in person or by agent or by attorney.

**ARTICLE X
DISSOLUTION**

SECTION I PROCEDURE

The Chamber shall use its funds only to accomplish the objectives and purposes specified in these bylaws, and no part of said funds shall inure, or be distributed, to the members of the Chamber. On dissolution of the Chamber, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organizations to be selected by the Board of Directors.

ARTICLE XI

SECTION I PARLIAMENTARY AUTHORITY

The current edition of **Robert's 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 Chamber.

ARTICLE XII

SECTION I NOTICE

Notice required to be given under the provision of these by-laws to any Director, Officer or Member shall not be construed to mean personal notice but, unless otherwise specifically set out herein may be given by publishing same in newspaper then published in Elmore County, Alabama and such notice shall be deemed to be given at the time when the same shall thus be published. Any Member, Officer or Director may waive, in writing, any notice required to be given under these by-laws, whether before or after the time stated therein.

**ARTICLE XIII
Amendments of Bylaws**

SECTION I PROCEDURE

These Bylaws may be amended, altered, repealed or added to at any regular meeting of the Board of Directors or any special meeting called for that purpose by affirmative vote of a simple majority of the whole authorized members of Directors.

The undersigned certifies the foregoing by-laws have been adopted as the by-laws of the Chamber, in accordance with the requirements of the Chamber.

President

Date

Executive Director

Date