

Holly Springs Chamber of Commerce Bylaws

As revised by the Board of Directors on September 22, 2026

ARTICLE I: GENERAL

Section 1. Name

This organization shall be known as the Holly Springs Chamber of Commerce, Inc., also referred to hereafter in this document as the “Chamber.”

Section 2. Location

The organization is incorporated under the laws of the state of North Carolina with a principal office in a location determined by the Board of Directors as needed to effectively conduct business.

Section 3. Purpose

The Chamber is organized to:

- (A) Support and represent member businesses, and
- (B) Identify, encourage, and sponsor activities which promote the prosperity of the business community and residents of Holly Springs, North Carolina and its surrounding economic sphere of influence.

Section 4. Limitations

The Chamber shall be non-partisan and non-sectarian. No officer, director, committee, taskforce, chairman, program, or operating group shall endorse in the name of, or on behalf of, the Chamber, any person or matter without authority of the Board of Directors.

Section 5. Protections Against Discrimination

The Chamber shall not discriminate among members, potential members, goods and service providers, employees, and potential employees based on race, color, religion, creed, gender expression, sexual orientation, marital status, age, ancestry, national origin, mental or physical disability, veteran status, or genetic information.

Section 6. Compliance

The Chamber shall observe all local, state, and federal laws that apply to nonprofit organizations as defined in section 501(c)(6) of the United States Internal Revenue Code.

ARTICLE II: MEMBERSHIP

Section 1. Eligibility

Any organization or individual having an interest in the purpose of the Chamber shall be eligible to apply for membership.

Section 2. Application Process

Applications for membership shall be in writing on the forms, including electronic forms, specified by the Board of Directors. Any eligible applicant for membership may become a member upon completion of the application form, payment of first annual dues, and approval by the Board of Directors or its designee.

Section 3. Membership Investment

Membership investments and fees shall be set by the Board of Directors and are payable annually, in advance. Investments and fees shall be codified in the Policy Manual. Current membership rates shall be published on the Chamber website and provided upon request made to the Chamber office.

Section 4. Assignment of Membership

Each member must designate an individual representative to exercise the privileges of membership. Such designation shall be made on the membership application and can be changed at any time upon written notice to the Chamber office.

Section 5. Rights of Membership

The basic rights of membership are conferred to the individual member representative (one person) of memberships that are in good standing and include:

- (A) To be notified and attend membership meetings and at such meetings, to offer motions, to speak in debate, and to vote as outlined in Article III, Sec. 5;
- (B) To hold elected offices and chairpersonships within the Chamber;
- (C) Any other rights specifically provided in these bylaws or the Chamber's Policy Manual.

Section 6. Benefits of Membership

All employees of member organizations are eligible to receive benefits of membership as set from time to time by the Board of Directors and outlined in the Policy Manual.

Section 7. Good Standing

Good standing shall mean that the member has paid all current investments and fees and is not subject to any disciplinary action by the Chamber.

Section 8. Honorary Membership

The Board of Directors may admit upon unanimous vote any person as an Honorary Member. Such honorary members shall have all basic rights of membership other than the right to vote. The Board of Directors may revoke honorary membership by majority vote.

Section 9. Termination of Membership

- (A) Any member may resign from the Chamber upon written notice to the Board of Directors or the Chamber staff.
- (B) Any membership may be terminated for nonpayment of dues after thirty (30) days from the date such dues are payable, unless otherwise extended for good cause by the Board of Directors.
- (C) Any membership may be terminated by a two-thirds vote of the Board of Directors for one or more of the following complaints:
 - i.) Conduct unbecoming a member;
 - ii.) Acts inconsistent with the Chamber's purpose;
 - iii.) Acts prejudicial to the aims or reputation of the Chamber;
 - iv.) Violation of these bylaws or the Chamber's Policy Manual

Notice and an opportunity for a hearing shall be afforded to the member complained against. The due process procedures described in Roberts Rules of Order, most current edition at the time, shall be followed. No refund of membership investments or fees will be made to any member so terminated.

ARTICLE III: MEETINGS

Section 1. Annual Meeting

The annual meeting of the Chamber shall be held in the first quarter of each calendar year (January – March) at a date, time and location, including online, specified by the Board of Directors for the express purpose of providing a state of the Chamber report and for taking up such matters as may properly come before the general membership.

Section 2. Special Meetings

Special meetings of the Chamber's membership may be called at any time by order of the Board of Directors or shall be called upon submission to the Board of Directors a petition signed by not less than one quarter of members in good standing requesting such a meeting.

Section 3. Notice

Each individual member representative, as outlined in Article II, Sec. 4 of these bylaws, shall be given written notice, including via email or other electronic means, not less than ten (10) days in advance of each annual and special meeting of the Chamber membership.

Section 4. Quorum

At any duly called meeting of the Chamber membership, the presence of 10% of the members in good standing, represented by the individual member representative or their substitute as outlined in Article II, Sec. 4 of these bylaws, shall constitute a quorum.

Section 5. Voting

Members shall have no binding voting rights on corporate governance or operations of the Chamber. The Board of Directors may, by two-thirds majority vote of directors then in office, submit specific matters to the membership for advisory, non-binding votes to gauge member sentiment.

ARTICLE IV: BOARD OF DIRECTORS**Section 1. Authority**

The Board of Directors shall have the authority to conduct the business and affairs of the Chamber, except where otherwise specifically provided in these bylaws, and shall have authority to decide, approve and disapprove the appointment of agents and the executive director, the adoption of Chamber policies and to authorize the disbursements of funds. Officers and directors shall serve without salary.

Section 2. Composition

The Board of Directors shall be comprised of no less than ten (10) and no more than sixteen (16) individual member representatives as outlined in Article II, Sec. 4 of these bylaws. If the director term for an Immediate Past Chair will be expired during the year in which they are to hold that office and the board size is already sixteen (16), the Board will then have seventeen (17) members for that year.

- (A) Elected officials are ineligible to serve on the Board of Directors.
- (B) A representative of the Town of Holly Springs shall be an ex-officio member of the Board without voting privileges.
- (C) The Executive Director shall be an ex-officio member of the Board without voting privileges and is not counted toward the board composition numbers outlined above.

Section 3. Term

- (A) Each director shall be elected by the Board of Directors serving the year prior to the start of the new director's term.
- (B) Directors shall serve a three-year term from the date they are installed with annual service spanning January through December.
- (C) No director shall serve more than two consecutive terms (6 years total) unless they are serving in the capacity of Chairperson or Immediate Past Chairperson or are willing to serve one more term and are selected to do so.

- (D) Any person serving two terms [or more if necessary, as specified in Article IV, Sec. 3(C)] must be off the board for a minimum of two (2) years before consideration may be given for reelection.

Section 4. Presumption of Assent

Officers and directors who are present at a meeting of the Board of Directors at which action on any matter is taken shall be presumed to have assented to the action taken unless their dissent is entered in the minutes of the meeting, or unless they file their written dissent to such action with the person acting as secretary immediately after the adjournment of the meeting. Such right to dissent shall not apply to an officer or director who voted in favor of such item.

Section 5. Vacancies

- (A) If a vacancy occurs in the Board of Directors of the Chamber through death, disability, resignation, or removal, the Board of Directors, by majority vote, shall appoint an eligible member in good standing to fill such vacancy for the balance of the unexpired term.
- (B) If any officer or director absents themselves from three (3) consecutive meetings of the Board of Directors or from four (4) meetings of the Board of Directors within any twelve (12) month period without approval of such absences by the Board of Directors, their resignation shall be deemed to have been tendered and accepted, barring extenuating circumstances allowed by two-thirds vote of the Board.
- (C) If any officer or director fails to uphold these bylaws or policies as prescribed in the Chamber Policy Manual, the Board may, by a two-thirds vote, declare their position vacant and fill such office as outlined in (A) above.

Section 6. Meetings

Meetings of the Board of Directors shall be held as follows:

- (A) Regular meetings of the Board of Directors shall be scheduled on a date and location, including online, as designated by the Chairperson, provided that no less than four (4) regular meetings of the Board shall take place each year.
- (B) Special meetings of the Board of Directors may be called by the Chairperson upon request in writing of any three (3) directors.
- (C) Notice of the date, hour, place and purpose of all meetings shall be given to the directors at least forty-eight (48) hours in advance of the meeting.

Section 7. Quorum

At all meetings of the Board of Directors, the presence of a majority of voting directors shall constitute a quorum.

Section 8. Voting

A simple majority vote shall decide an issue provided a quorum is present, except where otherwise specified in these bylaws.

Section 9. Action Without a Meeting

An action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if consent in writing, including by electronic means, to vote on the matter without a meeting is provided by two-thirds of the directors. With that consent, a simple majority of the Board, voting in writing without a meeting, will be required to approve the matter.

ARTICLE V: OFFICERS

Section 1. Criteria and Vacancies

- (A) The general officers of the Chamber shall be Chairperson, Chairperson Elect, Secretary, Treasurer, and Immediate Past Chair and shall be member representatives in good standing as defined in Article II, Sec. 4 and Sec. 7.
- (B) The officers shall hold office for a term of one (1) year from the date of installation or until their successors are duly nominated and elected. The officers shall each be eligible to succeed themselves for a second one (1) year term if so elected by the Board of Directors in accordance with these Bylaws and as prescribed in the chamber Policy Manual. No officer shall be eligible to succeed themselves for a third consecutive one (1) year term in the same office except as provided for in Article V, Sec. 1 (D) and Article V, Sec. 9.
- (C) In the event of a vacancy in an officer position, the Board of Directors shall elect a successor from among the directors. If no director is able or willing to fill the vacancy, the Board of Directors shall elect a successor from individual member representatives in good stand as prescribed in Article II, Sec. 4.
- (D) Any person chosen to fill a partial term of another office shall also have the right to serve their term in that office in a subsequent year.

Section 2. Powers of Office: Chairperson of the Board

The Chairperson shall have general supervision of the business and affairs of the Chamber, subject to the advice and direction of the Board of Directors. The Chairperson shall preside at all regular and special meetings of the members, Executive Committee and Board of Directors when present and not under disability. The Chairperson shall appoint committees and shall be an ex-officio member of all committees with voting privileges as specified in the Chamber Policy Manual. The Chairperson shall be a voting member of the Executive, Nominating, and Budget and Finance committees. The Chairperson shall submit a complete report on the operation and condition of the Chamber to the members at their annual meeting. The Chairperson shall report to the directors from time to time all matters within their knowledge which the interest of the

Chamber may require to be brought to their notice. The Chairperson shall be the official spokesperson of the Chamber.

Section 3. Powers of Office: Chairperson Elect of the Board

The Chairperson Elect shall assume and perform all duties of the Chairperson during their absence or disability, or upon direction by the Chairperson or Board of Directors. The Chairperson Elect shall be a voting member of the Executive, Nominating, and Budget and Finance committees, and an ex-officio member of all other committees with voting privileges as specified in the Chamber Policy Manual.

Section 4. Powers of Office: Secretary

The Secretary shall be responsible to ensure all minutes of the Board of Directors, Executive Committee, and membership meetings are written and maintained as prescribed in the Chamber Policy Manual. The Secretary shall also preside as parliamentarian at all membership and Board of Directors meetings. The Secretary shall be a voting member of the Executive, Nominating, and Finance and Budget committees.

Section 5. Powers of Office: Treasurer

The Treasurer shall monitor the deposit of all monies belonging to the Chamber in such financial institutions as may be selected by the Board. The Treasurer shall cause to be kept a true and accurate record of all funds and monies received and disbursed. The Treasurer shall ensure that recognized accounting principles are used in the accounting of Chamber funds. A report of the financial condition of the Chamber shall be made by the Treasurer to the Board of Directors at each of its regular meetings and to the Chairperson whenever so requested. The Treasurer shall be the chairperson of the Budget and Finance Committee and a voting member of the Executive and Nominating committees.

Section 6. Powers of Office: Immediate Past Chairperson of the Board

The Immediate Past Chair shall provide contextual continuity for the Board of Directors and have the general responsibility to be the Presiding Officer as needed. The Immediate Past Chair shall be the chairperson of the Nominating Committee and a voting member of the Executive and Budget and Finance committees.

Section 7. Presiding Officer

If the Chairperson of the Board is unable, either due to absence or incapacity, to preside at a meeting of the Board, Executive Committee, or general membership, then the Chairperson Elect shall preside at said meeting. If both the Chairperson and Chairperson Elect are unable, either due to absence or incapacity, to preside at said meeting, then the immediate Past Chairperson shall act as presiding officer. If these officers are unable to preside at said meeting, then the Treasurer shall preside at said meeting. If these officers are unable to preside at said meeting, then the Executive Director shall preside at said meeting.

Section 8. Executive Director

An Executive Director may be employed by the Board of Directors at such rate of compensation as it deems fair and proper. The Executive Director shall serve as the chief administrative officer of the Chamber, shall ensure adherence to the Chamber Policy Manual, and shall perform the

duties and responsibilities delegated by the Board of Directors/Executive Committee and all other functions usual to such office. The Executive Director shall be empowered to employ and supervise staff to carry out the business of the Chamber within the limitations of the budget. The Executive Director shall have the general charge of the permanent office of the Chamber. Authorization for budgeted and other authorized expenditures shall be the responsibility of the Executive Director in accordance with Article 8, Sec. 4. The Executive Director shall serve as a non-voting member of the Board of Directors and the Executive, Budget and Finance, and Nominating committees.

Section 9. Return Service

After serving one or two terms as outlined in Article V, Sec. 1(B), no Chairperson of the Board shall be eligible serve as Chairperson of the Board again until a minimum of four (4) years has passed since leaving the office of Chairperson unless expressly allowed by two-thirds vote of the Board of Directors.

ARTICLE VI: ELECTION OF DIRECTORS AND OFFICERS

Section 1. Nominations

By no later than August 1 each year, the Nominating Committee will commence the nomination and qualification process for directors and officers as outlined in the Chamber Policy Manual.

Section 2. Election of Directors

The Nominating Committee shall present a slate of vetted candidates, in accordance with the Chamber's Policy Manual, to the Board of Directors by no later than October 31 each year. Whenever the number of candidates presented to the Board is equal to the number of upcoming director vacancies, election shall be by voice vote of the Board. When there are more candidates than pending vacancies, election by the Board shall be by ballot in the usual manner. The candidates receiving the highest number of votes shall be declared elected.

Section 3. Election of Officers

Following the election of directors, the Nominating Committee shall present to the Board of Directors a slate of candidates for Chamber officers from among the roster of directors assuming office for the coming year. Whenever there is one (1) candidate for an office, election shall be by voice vote of the Board. When there are two (2) or more candidates for an office, election by the Board shall be by ballot in the usual manner. The candidate receiving the highest number of votes for each office shall be declared elected.

ARTICLE VII: COMMITTEES

Section 1. Appointment and Authority

The Board of Directors shall authorize and define the powers and duties of all permanent and supplemental committees and task forces.

- (A) Permanent committees are set forth in the bylaws and operate on an ongoing basis with periodic reviews to determine if their purpose and functions continue to serve the Chamber. Adding or removing permanent committees requires amending the bylaws as outlined in Article X herein.
- (B) Supplemental committees are formed by the board to address a specific need. Each such committee shall have a defined committee charge and anticipated lifespan, as determined by the board, and shall carry out its duties in accordance with the Chamber's Policy Manual.
- (C) Task forces may be convened from time-to-time by the board to achieve a specific objective that can be accomplished in a relatively short period of time. Each task force shall conduct its work in accordance with the Chamber's Policy Manual and will be discharged by the board when the work of the task force has been completed or when otherwise deemed by the board wise to discontinue the task force.

Section 2. Limitations of Authority

No action by any member, committee, task force, employee, director, or officer shall be binding upon, or constitute an expression of, the policy of the Chamber until it has been approved or ratified by the Board of Directors.

Section 3. Executive Committee

The Chamber shall have an Executive Committee, the voting members of which shall be the Chairperson of the Board, Chairperson-Elect, Treasurer, Secretary, and the immediate Past Chairperson. The executive director shall be a non-voting member of the Executive Committee.

- (A) The committee shall, between meetings and subject to approval of the board of directors, conduct the affairs of the Chamber in accordance with these bylaws and the Chamber Policy Manual.
- (B) The committee shall be responsible for annually conducting a review of the executive director and recommend the terms of compensation thereof as prescribed in the Chamber Policy Manual.
- (C) At all meetings of the Executive Committee, the presence of three (3) voting members shall constitute a quorum.

Section 4. Budget and Finance Committee

The Chamber shall have a Budget and Finance Committee, the voting members of which shall be the members of the Executive Committee and/or other Chamber members as requested by the Executive Committee. The executive director shall be a non-voting member of the Budget and Finance Committee.

- (A) The committee shall annually select an independent accountant to review or audit, as prescribed in the Chamber Policy Manual, the Chamber's financial records.

- (B) The committee shall annually set and present to the board of directors for approval an operating budget for the Chamber.
- (C) The committee shall annually review and recommend to the board of directors for approval revisions as may be necessary to the Chambers's investment and financial policies.
- (D) At all meetings of the Budget and Finance Committee, the presence of three (3) voting members shall constitute a quorum.

Section 5. Nominating Committee

The Chamber shall have a Nominating Committee, the voting members of which shall be the members of the Executive Committee and/or other Chamber members as requested by the Executive Committee. The executive director shall be a non-voting member of the Nominating Committee.

- (A) The committee shall, among other duties as may be assigned to it from time to time, annually solicit nominations to the Board of Directors.
- (B) The committee shall review potential nominees to the Board of Directors, ensuring candidates meet the criteria for service as outlined in these bylaws and as prescribed in the Chamber Policy Manual.
- (C) The committee shall present qualified nominees to the Board of Directors as outlined in these bylaws and as prescribed in the Chamber Policy Manual.
- (D) At all meetings of the Nominating Committee, the presence of three (3) voting members shall constitute a quorum.

Section 6. Committee Membership

Unless otherwise specified herein, qualification for committee membership shall be as prescribed in the Association Policy Manual.

Section 7. Quorum

Unless otherwise specified herein or in the Chamber Policy Manual, the presence of two thirds of committee members eligible to vote as prescribed in the Chamber Policy Manual shall constitute a quorum.

Section 8. Voting

A simple majority vote in the committee by members eligible to vote as prescribed in the Chamber Policy Manual shall decide an issue.

ARTICLE VIII: FINANCES

Section 1. Funds

Dues and other monies collected by the Chamber shall be placed in a depository selected by the board of directors. The Chamber shall use its funds only to accomplish the objectives and purpose specified in these bylaws, and no part of said funds shall inure, or be distributed, to any director, officer, member, or other private person except that the Chamber shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation and these Bylaws.

Section 2. Fiscal Year

The fiscal year of the Chamber shall be the year commencing on the first day of January and terminating on the last day of December.

Section 3. Budget

The Board of Directors shall adopt a budget for each fiscal year, and the Chamber shall function within the total of such budget. Approval of expenditures in excess of an approved budget amount shall be as prescribed in the Chamber Policy Manual.

Section 4. Disbursements

The following officers of the Chamber, and any others as may from time to time be authorized by resolution of the Board of Directors, shall have authority to sign checks or otherwise disburse funds for and on behalf of the Chamber as prescribed in the Chamber Policy Manual: Chairperson of the Board, Chairperson Elect, Treasurer, Secretary and Executive Director.

Section 5. Contracts

The Chairperson of the Board, Executive Director or any other officer of the Chamber duly authorized to act for them in a specific instance may execute contracts of less than \$2,000 in accordance with the Chamber Policy Manual. Contracts for \$2,000 or greater require approval by a majority vote of the Board before they can be executed. The Board of Directors may also authorize any officer or agent of the Chamber, in addition to the officers authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Chamber in accordance with the Chamber Policy Manual, and such authority may be general or confined to specific instances and are limited to commitments of less than \$2,000 without specific, advance approval by majority vote of the Board for amounts of \$2,000 or more.

Section 6. Reserves

The Board of Directors may by a majority vote authorize the creation of reserve funds for the future operation of the Chamber. Such funds may be used for such purposes as may be authorized by a majority vote of the board of directors and as prescribed in the Chamber Policy Manual.

Section 7. Bonding

The Executive Director and such other officers and staff as the Board of Directors may designate shall be bonded by a sufficient fidelity bond in the amount set by the board and paid for by the chamber.

ARTICLE IX: RULES OF PROCEDURE

“Robert's Rules of Order,” latest edition, shall govern the parliamentary procedure of the meetings of the Chamber in all instances wherein its provisions do not conflict with these bylaws.

ARTICLE X: AMENDMENTS

These bylaws may be amended by two-thirds of the Board of Directors provided that notice of the proposed amendments be submitted to the Board in writing at least ten (10) days in advance of the meeting at which they are to be acted upon.

The Board shall notify, in writing, all individual member representatives as outlined in Article II, Sec. 4 herein of approved bylaws amendments within twenty (20) days of such board approval.

ARTICLE XI: INDEMNIFICATION

In addition to any other rights to which any such person may be entitled by contract or otherwise under law, the Chamber shall indemnify, defense, and hold harmless (collectively, “Indemnify” or “Indemnification”) Directors, Officers, committee and task force members, and employees, whether or not then in office (and their executor, administrator and heirs) (each an “Indemnified Person”), to the fullest extent to which non-profit corporations are empowered to indemnify such persons under the State of North Carolina Nonprofit Corporation Act.

Indemnification shall include, but is not limited to, any claim, cost, expense (including attorney’s fees and amounts paid in settlement), fine, penalty, damages, judgment and liability (collectively, the “Indemnified Claims”) incurred by, claimed against, or imposed upon such Indemnified Person in connection with any action, suit, investigation, or proceeding, civil or criminal, to which such Indemnified Person may be made a party or with which such an Indemnified Person shall be threatened, by reason of such person’s being or having been a Director, Officer, committee or task force member, or employee of the Chamber. The Chamber shall not be obligated to Indemnify an Indemnified Person if a final determination by a court or authority of competent jurisdiction establishes that the Indemnified Claims were caused by or resulted from such person’s (A) gross negligence, (B) willful misconduct, (C) knowing misconduct that consists of an action or omission that was taken outside the scope of such person’s authority or duties or was not undertaken in good faith in connection with such duties, or (D) conduct that, at the time taken, was known or believed by such person to be clearly in conflict with the best interest of the Chamber.

The Chamber shall hold and maintain an insurance policy to cover indemnification expenses. A copy of said policy shall be stored by the Executive Director and made available for viewing by any Board member upon request during regular business hours.

ARTICLE XII: DISSOLUTION

Section 1. Rationale

The Board of Directors may find just cause to dissolve the Chamber for reasons including:

- (A) Full and final accomplishment of its mission.
- (B) Changes in external environment, including but not limited to demographics of the community served, change in need for services, other organizations better suited for the work.
- (C) Funding challenges, financial instability, or structural deficits.
- (D) A combination of some or all of the above.

Section 2. Approval

Dissolution requires approval by the Board of Directors including both:

- (A) A majority vote approving a written Dissolution Plan describing the steps to be taken for winding down operations, addressing remaining liabilities, and distributing remaining assets; and
- (B) A vote of at least two-thirds of the Board of Directors to dissolve the Chamber.

Section 3. Asset Distribution

In the event of dissolution of the Chamber, the assets of the Chamber shall, after appropriate provision for its debts and liabilities, be distributed in any liquidation proceeding to an organization or organizations not organized for profit and exempt from federal income taxation under the Internal Revenue laws applicable at the time of such dissolution.

The organization or organizations to receive the assets of the Chamber hereunder shall be selected by two-thirds vote of the Board of Directors. If the Board cannot so agree, then the recipient organization or organizations shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against the Chamber by one or more of its Directors which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets and resources to be distributed, giving preference if practicable to organizations located within the State of North Carolina.

In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a nonprofit purpose, which, at least generally, includes a

purpose similar to the Chamber's, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of North Carolina to be added to the general fund.

ARTICLE XIII: SUPERSEDING BYLAWS

All Bylaws and Amendments thereto and heretofore adopted are repealed.