

(Revised 6-2-2023)

BY-LAWS  
OF THE  
GREENVILLE-PITT COUNTY CHAMBER OF COMMERCE, INC.  
GREENVILLE, NORTH CAROLINA

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ARTICLE I  
NAME AND LOCATION

Section I. Name

This organization is incorporated under the laws of the State of North Carolina and known as the Greenville-Pitt County Chamber of Commerce, Incorporated.

Section II. Location

The general offices of this organization shall be located in the City of Greenville, North Carolina.

ARTICLE II  
MISSION

Section I. Purpose

The mission of the Greenville-Pitt County Chamber of Commerce is to serve its members by strengthening the business environment; enhancing the quality of life; communicating the views of business and supporting constructive initiatives on major issues of public policy.

In addition, the Chamber will preserve or conserve its real or personal property of historical or architectural significance which it owns or leases.

ARTICLE III  
LIMITATIONS

Section I.

The Greenville-Pitt County Chamber of Commerce shall observe all local, state and federal laws, which apply to a non-profit organization as defined in Section 501 (C) (6) of the Internal Revenue Code.

ARTICLE IV  
MEMBERSHIP

Section I. Qualification

Any individual, firm, corporation, partnership, professionals or associations interested in the commercial, industrial and civic progress of the Pitt County area, shall be eligible for membership provided that they are engaged in legitimate activities and have the

appropriate licenses and/or permits required to engage in said activities. Members shall enjoy all the rights and privileges of the Greenville-Pitt County Chamber of Commerce, including the right to vote and hold office.

## Section II. Application

All applications for membership shall be in writing, said application constituting an agreement on the part of the applicant, if elected, to adhere to all by-laws, policies and procedures adopted by the Board of Directors or membership of the Greenville-Pitt County Chamber of Commerce. Members may be elected at any meeting of the Board of Directors by a two-thirds vote of those present. All applicants will be considered without regard to race, color, national origin, religion, sex, age, or handicap.

## Section III. Forfeiture

If any member shall fail to pay the dues investment within thirty (30) days of the due date, the President shall inform the member by mail that the account is 30 days past due. If any member shall fail to pay the dues investment within sixty (60) days from the due date, the member shall again be notified by mail by the President and such member shall be contacted personally by a member of the Greenville-Pitt County Chamber of Commerce's appropriate task force. If any member shall fail to pay the dues investment within ninety (90) days from the due date after having received one statement, two letters and a personal contact by a member of the appropriate committee, then the membership shall be forfeited automatically.

## Section IV. Resignation

Members shall be liable for all dues investments until written resignation has been received by the President, which resignation shall be accepted by the Board of Directors only when such memberships are paid in full. Death or discontinuation of business shall be deemed as a resignation.

## Section V. Termination

Any member may be expelled for cause by resolution passed by two-thirds of the Board of Directors present at any regular or special meeting. Such members shall be notified of the intention of the Board of Directors to consider the expulsion and shall be given the opportunity of a hearing before the Board of Directors. Passage of such resolution shall, without other action on the part of the Board of Directors, annul such membership.

## Section VI. Honorary Membership

- a) Honorary Any person upon a unanimous vote of the Board of Directors, may be admitted to honorary membership. Such members shall have all the rights and privileges of active members, except the right to vote and shall be exempt from all fees and dues.
- b) Honorary Past Chair Membership is extended, by the Board of Directors, to any Past Chair of the Board of Directors of the Greenville-Pitt County Chamber of Commerce who has retired. Such Past Chair Honorary Membership shall have all the rights and privileges as any member and shall be exempt from all dues investments.

## Section VII. Voting Representatives

Any member in good standing shall be entitled to only one (1) vote. The name of the voting representative shall be that as shown on the membership application form or as otherwise indicated. An alternate voting representative may be designated.

## Section VIII. Non-voting Representative

Each member subscribing more than the minimum dues investment may designate as many non-voting representatives as its total subscription represents multiples of the minimum membership fee, not to exceed twenty-five (25). Each such non-voting representative shall enjoy all rights and privileges of the organization except voting, unless such non-voting representative has been designated as an alternate voting representative as outlined in Section VII above.

# ARTICLE V BUDGET - DUES INVESTMENT - FINANCE

## Section I. Budget

Prior to the beginning of each fiscal year, the President and Vice Chair of Budget and Finance shall submit a detailed budget of anticipated revenues and expenses to the Executive Committee for revision and approval, after which it shall be presented to the Board of Directors for approval.

## Section II. Disbursement

No disbursement other than provided for in the budget shall be made without the prior approval and authorization of the Board of Directors. All such disbursements shall be made by check which shall be signed by the President and shall be countersigned by the Vice Chair of Budget and Finance or another officer designated by the Board of Directors. Upon approval of the budget, the President shall be authorized to make disbursements on account of expenditures provided for in the budget without further approval by the Board of Directors unless the term of any contract requiring expenditures exceeds beyond a period of one year.

## Section III. Audit

The Books of this organization shall be audited or reviewed by a Certified Public Accountant at the end of each fiscal year.

## Section IV. Dues Investment

The membership dues investment shall be determined annually by the Board of Directors. The Board of Directors shall develop a plan of membership investment that will provide revenue fairly and equitably from the members based on the adopted budget. Dues are payable in advance annually, semi-annually or quarterly.

Initiation Fee The initiation fee shall be determined annually by the Board of Directors to defer the cost of membership plaques, door decals and to set-up member information in the computer and bookkeeping system.

Section V. Administrative Fee

There shall be an Administrative Fee for members of the Greenville-Pitt County Chamber of Commerce who elect to pay their dues investment semi-annually or quarterly. The Administrative Fee shall be set each year by the Board of Directors. Members shall be informed of the Administrative Fee at the time of application for membership in the Greenville-Pitt County Chamber of Commerce.

ARTICLE VI  
FISCAL YEAR

Section I. Fiscal Year

The fiscal year of the Greenville-Pitt County Chamber of Commerce shall be from January 1 through December 31.

ARTICLE VII  
MEETINGS

Section I. Regular and Special

- a) The Board of Directors of the Greenville-Pitt County Chamber of Commerce shall meet bi-monthly beginning in February of each year. The Board of Directors shall adopt rules for conducting the business of the Chamber. Other meetings may be called by the Chairman of the Board of Directors, or five (5) members of the Board of Directors, or ten (10) percent of the voting membership of the Greenville-Pitt County Chamber of Commerce in good standing.
- b) The Executive Committee of the Greenville-Pitt County Chamber of Commerce shall meet once each month. Other meetings may be called if needed.

Section II. Annual

The annual meeting of the Greenville-Pitt County Chamber of Commerce shall be held during the first quarter of each year. The place, date and hour shall be designated by the Board of Directors and at least fifteen (15) days notice shall be given to the membership. New officers and directors may be recognized at this meeting and an appropriate program may be presented.

Section III. Notice

Notice of all membership meetings shall be given each member by mail at least five (5) days in advance of the day of the meeting.

Section IV. Quorum

Ten per cent (10%) voting membership in good standing shall constitute a quorum at any regular or special membership meeting.

ARTICLE VIII  
Board of Directors

Section I. Authority

The government, control, direction and work of the Greenville-Pitt County Chamber of Commerce shall be vested in a Board of Directors. The Board of Directors shall have full authority to mortgage and pledge the property and assets of the Greenville-Pitt County Chamber of Commerce. It shall consist as follows:

The Board of Directors of the Greenville-Pitt County Chamber of Commerce shall be composed of fifteen (15) elected members, nine (9) Directors at Large, ten (10) ex-officio members as herein provided in Article VIII, Section III, five (5) Senior Council members, and the Chair of the Board of Directors of Chambers within Pitt County or their designee.

Section II. Directors-at-Large

The members of the Board of Directors-at-Large shall be appointed by the Chair of the Board of Directors and approved by the Board of Directors. Such appointees shall serve for a term of one year and may serve not more than three consecutive years. Directors-at-Large shall have full Board of Directors privileges.

Section III. Ex-officio Members

The Ex-officio voting members of the Board of Directors shall be the Mayor of the City of Greenville, the Chair of the Pitt County Board of Directors of Commissioners, the Chancellor of East Carolina University, and the President of Pitt Community College, unless regular Board of Directors members are invited to serve as Ex-officio members of the Board of Directors. Ex-officio Directors shall have full Board of Directors privileges. These Ex-officio Directors shall have the power to appoint alternates to represent them at the Board of Directors meetings with voting privileges when the Ex-officio Director cannot attend and the alternate shall be allowed to attend all Board of Directors meetings for the purpose of being properly informed. The alternates shall be appointed annually by the Ex-officio Director with Board of Directors approval.

Additional Ex-officio voting members shall be by virtue of the office in the following agencies: the Executive Director of Pitt County Development Commission, Executive Director of Greenville Pitt County Convention and Visitors Bureau, General Manager of Greenville Utilities Commission, Superintendent of Pitt County Schools, Dean of East Carolina University School of Medicine, Manager of the Pitt-Greenville Airport, Executive Director of Uptown Greenville and President of Vidant Medical Center. These Ex-officio directors shall have all rights of Board of Directors members, but shall not be allowed to appoint alternates.

Section IV. Senior Council

Membership of the Senior Council shall consist of the five (5) immediate past Chairs of the Board of Directors of the Greenville-Pitt County Chamber of Commerce. They shall serve with full voting privileges as advisors and counselors to the Greenville-Pitt County

Chamber of Commerce Board of Directors based upon their years of experience in service to the Greenville-Pitt County Chamber of Commerce. They will be invited and expected to attend all Chamber Board of Directors meetings while serving on the Senior Council. However, members of the Senior Council will not be required to maintain regular Board of Directors attendance as do Board of Directors members.

#### Section V. Term of Office

Of the fifteen (15) elected directors five (5) shall be elected annually to assume duties on January 1 and shall serve three (3) years. No member of the Board of Directors shall be eligible for re-election for one (1) year after expiration of that member's term.

#### Section VI. Election of Directors

The election of directors to the Greenville-Pitt County Chamber of Commerce's Board of Directors shall follow the procedures stated herein.

##### a) Selection of Directors:

During the first week in August, the Chair of the Board of Directors shall designate five (5) members in good standing to serve as members of a Nominating Committee. The Chair of the Board of Directors shall designate the Chair of the Committee.

The initial meeting of the Nominating Committee shall be open to the general membership and shall be for the purpose of accepting suggested nominations as information.

The names of the members of the Nominating Committee and the date, place and time of their first meeting shall be well publicized in advance of that meeting.

The Nominating Committee shall take into consideration the makeup of the new Board of Directors as it would be constituted in relationship to the various divisions of membership including merchandizing, manufacturing, agri-business and services including professional. The Nominating Committee shall endeavor to assure a reasonable balance of representatives on the Board of Directors from these divisions.

##### b) Candidates:

Prior to the August Board of Directors Meeting of each year, the Nominating Committee shall present a slate of five (5) candidates to replace the Directors whose regular three (3) year terms are expiring, confirming the fact by personal contact with the candidates, by the committee, that they were willing to accept directorship responsibility.

##### c) Publicity:

Upon receipt of the report of the Nominating Committee, the President shall be instructed to immediately notify the membership by mail of the names of persons nominated as candidates for directors, and the right to petition as provided in Article VIII, Section VI, d) of these by-laws.

A list of candidates so nominated shall be kept on file in the Greenville-Pitt County Chamber of Commerce office.

d) Petition:

Additional names of candidates for directors can be nominated by petition bearing the genuine signatures of at least seven (7) qualified members of the Greenville-Pitt County Chamber of Commerce. Such petition shall be filed with the Nominating Committee within ten (10) calendar days after notice has been given of the names of those nominated. The determination of the Nominating Committee as to the legality of the petition shall be final.

e) Determination:

If no petition is filed within the designated period, the nomination shall be closed and the nominated slate of five (5) candidates shall be declared elected by the Board of Directors at their next meeting.

If a legal petition shall present additional candidates, the names of all candidates shall be arranged on the ballot in alphabetical order. Instructions will be to vote for five (5). An Election Committee shall canvas all ballots returned by 10:00 a.m. on the seventh (7th) business day after the ballots were mailed. The five (5) nominees receiving the greatest number of votes will be declared elected.

f) Election Committee:

In the event of an election, as provided in Article VIII, Section VI e), the Chair of the Board of Directors shall appoint an Election Committee composed of three (3) directors whose terms expire at the end of the current year, whose duty it shall be to see that the election of members of the Board of Directors at the forthcoming election of members for directors is carried out according to the terms and conditions of these by-laws, that adequate tellers are available, that all votes of the members eligible to vote are properly tallied and canvassed and to declare the true results of said election by written report to the Nominating Committee.

Section VII. Officers and Their Election

a) Officers

The officers of the corporation shall consist of the following:

- 1) Chair of the Board of Directors
- 2) Chair-Elect of the Board of Directors
- 3) Vice Chair of the Board of Directors for Budget and Finance
- 4) Vice Chair of Legal Counsel
- 5) President of the Corporation
- 6) Such other offices as the then serving Board of Directors shall deem necessary or desirable.

b) Qualifications

The person to hold one of the foregoing offices shall be a member of the Corporation, who is in good standing, which shall include having paid all dues and assessments as of the then current time.

c) Officer Election

The Chair of the Board of Directors shall appoint a Nominating Committee composed of five (5) members of the Board of Directors, who shall meet within ten (10) days after the annual election of the Directors, who shall nominate a Chair of the Board of Directors, Chair-Elect and Vice Chair of Budget and Finance, to serve for a term of one (1) year beginning January 1. Those nominated shall be from the duly elected directors serving during their elected term and/or the membership of the Greenville-Pitt County Chamber of Commerce in good standing. When the nominees are selected, the Chair of the Board of Directors shall call a meeting of all those who shall be members of the Board of Directors as of January 1, to elect such officers. Additional nominations may be made from the floor. Other officers shall be appointed by the newly elected Chair of the Board of Directors. The appointments shall be from the directors serving during their term.

Section VIII. Vacancies in the Position on the Board of Directors or of an Office

a) Nominating Committee

In the event of a vacancy in the membership of the Board of Directors, or of any office of the Corporation established by these by-laws, the Chair of the Board of Directors, or the Chair-Elect, in the event that the Chair of the Board of Directors is vacant, within ten (10) days after receiving notice of the vacancy shall appoint a nominating committee, which shall be composed of three (3) members of the Board of Directors as then constituted. The Committee shall nominate a person to fill the interim vacancy.

b) Qualifications

The nominee shall have the same qualifications as is required by these by-laws for a member of the Board of Directors or as an officer of the Corporation, the applicable qualification shall apply.

c) Reports

- 1) The Nominating Committee shall make its report in writing to the Chair within ten (10) business days of its appointment.
- 2) After receipt of the report of the Nominating Committee, the Chair shall report the nomination to the next regular meeting of the Board of Directors.

d) Election

The Board of Directors shall receive the report of the Nominating Committee. It may also receive other nominations for the vacancy. The Board of Directors, as then constituted, shall, at said meeting, by a vote of not less than two-thirds (2/3) of the then membership of the Board of Directors, present and voting, elect a person to the vacant position.



Section IX. Attendance Requirements

Directors shall attend meetings regularly. The Chair of the Board of Directors shall advise any director by registered mail upon incurring three unexcused absences within one year, and unless the absences are excused by the Chair of the Board of Directors upon good cause shown, a vacancy shall be declared and a new Director shall be elected to serve the unexpired term of the absenting Director.

Section X. Quorum

A quorum shall be constituted by a majority of the members of the Board of Directors.

Section XI. Telephonic Meetings

The Board of Directors may permit any or all directors to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting.

Section XII. Action Without Meeting

Action required or permitted to be taken at a Board of Directors' meeting may be taken without a meeting if the action is taken by all members of the Board of Directors. The action shall be evidenced by one or more written consents stating the action taken, signed by each director either before or after the action is taken, and included in the minutes or filed with the corporate records reflecting the action taken. Action taken under this section shall be effective when the last director signs the consent unless the consent specifies a different effective date and states the date of execution by each director, in which event it shall be effective according to the terms of the consent.

Section XIII. Administrators

The Board of Directors shall elect, or employ a President who shall serve as secretary to the Board of Directors. The President shall serve at the pleasure of the Board of Directors, subject to the provision of Article X, Section VI. The Executive Committee shall review and fix the salary and duties of the President annually and at other times it deems appropriate.

ARTICLE IX  
EXECUTIVE COMMITTEE

Section I. Composition

The Executive Committee of the Chamber of Commerce shall be composed of the Chair of the Board of Directors, Chair-Elect, Vice Chair of Legal Counsel, Vice Chair of Budget and Finance, Past Chair of the Board of Directors and all division Vice Chairs as

voting members of the Greenville-Pitt County Chamber of Commerce's Executive Committee.

## Section II. Authority of the Executive Committee

The Executive Committee shall have and may exercise all the powers and authority of the Board of Directors on matters of urgency during the interim between meetings of the Board of Directors, except that the Executive Committee may not (i) fill vacancies on the Board of Directors or on any of its committees; (ii) amend the Articles of Incorporation; (iii) set policy or otherwise adopt any resolution that proposes to reflect the attitude of the Greenville-Pitt County Chamber of Commerce; (iv) adopt, amend or repeal these Bylaws; (v) approve a plan of merger or consolidation; (vi) approve the sale, lease or exchange, or the mortgage, pledge or other disposition of all, or substantially all, of the property and assets of the Greenville-Pitt County Chamber of Commerce; or (vii) approve revocation of voluntary dissolution proceedings. The Executive Committee shall meet upon call of the Chair of the Board of Directors or in the case of his absence, the Chair-Elect.

## ARTICLE X OFFICERS' DUTIES

### Section I. Officers

The officers of this organization shall consist of a Chair of the Board of Directors, Chair-Elect, Vice Chairs of Divisions, Legal Counsel, and President, as set forth in Article VII. Officers' duties shall be set forth herein, as provided by law, and as assigned by the Chair of the Board of Directors and/or the Board of Directors.

### Section II. Chair of the Board of Directors

The Chair of the Board of Directors shall preside at all meetings of the Greenville-Pitt County Chamber of Commerce's Executive Committee, Board of Directors and general membership. He/she shall perform all duties incident to the office and make recommendations. He/she shall also appoint and authorize all committees subject to Board of Directors approval. He/she is primarily responsible, with the Chair-Elect, for overall program implementation.

### Section III. Chair-Elect

The Chair-Elect shall serve as the first assistant to the Chair of the Board of Directors, performing the duties of the Chair in the absence of that duly elected officer. He/she may serve in a Vice Chair role concurrently if appointed by the Chairman and approved by the Board.

### Section IV. Vice Chair of Budget & Finance

The Vice Chair of Budget and Finance and the President shall receive and disburse the funds of the Greenville-Pitt County Chamber of Commerce and shall keep all monies of the Greenville-Pitt County Chamber of Commerce deposited in the name of the Greenville-Pitt County Chamber of Commerce. The Vice Chair of Budget & Finance and the President shall submit a financial statement showing receipts and disbursements and the financial condition of the Greenville-Pitt County Chamber of Commerce to the Executive Committee monthly and to the Board of Directors bi-monthly. The Vice

Chair of Budget and Finance shall be responsible for all matters dealing with the financing of the Greenville-Pitt County Chamber of Commerce. He/she shall preside in the absence of both the Chair and Chair-Elect of the Board of Directors.

Section V. Division Vice Chairs

The Division Vice Chairs shall supervise the Division of the Greenville-Pitt County Chamber of Commerce activity designated by the Chair of the Board of Directors and report to the Chair on the progress and achievements of the said division. They shall perform such other tasks as may be assigned by the Chair of the Board of Directors. Each Division Vice Chair shall be prepared to report to the Board of Directors at any time when called upon to do so, or on their own motion, on any matters about which the Board of Directors needs to be informed, or is required to take action.

Section VI. President

The President shall be the chief administrative officer of the Greenville-Pitt County Chamber of Commerce and shall be devoted to the affairs of the Greenville-Pitt County Chamber of Commerce and such other duties as may be assigned by the Board of Directors and the Chair of the Board of Directors. The President shall have full power and authority to employ and discharge employees and fix their compensation within the limits of the budget; shall maintain general supervision over all work of the Greenville-Pitt County Chamber of Commerce and its employees and shall be responsible for all records and minutes; shall serve as secretary to all major meetings, but may designate such duties to other staff members; shall approve all disbursements of the Greenville-Pitt County Chamber of Commerce. It shall be the responsibility of the President to make disbursements and expenditures only in accordance with a budget which shall be approved by the Board of Directors. The President may be discharged only upon notice in writing delivered ninety (90) days prior to such discharge, unless for good cause shown; shall be required to give the Board of Directors thirty (30) days notice before resigning.

Section VII. Vice Chair of Legal Counsel

The Legal Counsel shall advise the Board of Directors and Staff on legal matters brought forth to him/her. He/she shall review all legal documents for the Board of Directors and Staff.

Section VIII. Bond

The President and other staff members who handle Greenville-Pitt County Chamber of Commerce funds shall furnish surety bonds in such amounts as the Board of Directors deems necessary. The cost of such bonds shall be paid by the Greenville-Pitt County Chamber of Commerce, Inc.

ARTICLE XI  
COMMITTEES - COUNCILS - DIVISIONS - TASK FORCES

## Section I. Formation

The Chair of the Board of Directors shall appoint and authorize such committees and committee chairs as necessary to carry out the objectives and programs of the Greenville-Pitt County Chamber of Commerce and shall define the power and duties of such committees as may be deemed necessary. The Executive Committee may assist in such appointments. All appointments of additional divisions, councils or major committees, task forces and appointments thereto will be in effect until the end of the fiscal year or until their successors are appointed or until they are dismissed by the Board of Directors.

## Section II. Responsibility

It shall be the responsibility of all divisions, councils, committees and task forces to carry out their assigned programs and activities as defined by the Board of Directors and/or in line with Procedure and Policies of the Greenville-Pitt County Chamber of Commerce. Minutes of all meetings shall be recorded and furnished to the President.

## Section III. Meetings

Meetings of the divisions, councils, committees and task forces of the Greenville-Pitt County Chamber of Commerce shall be called by the head of that particular group at any time and with whatever frequency is necessary in order to accomplish the programs and objectives of the Greenville-Pitt County Chamber of Commerce.

## Section IV. Standing Committees

A standing committee shall be the Executive Committee and as otherwise provided herein.

## Section V. Quorum

One-third of the membership of a committee shall constitute a quorum at any committee meeting.

## Section VI. Limitations 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 has been approved or ratified by the Board of Directors.

## Section VII. Discharging Committees

The Board Chairman shall discharge committees 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 a committee. Such action may be taken by the board or by purposeful omission in the Program of Work with board approval.

# ARTICLE XII POLICY

## Section I. Policy

The Board of Directors shall cause to be developed and approved, a policy manual containing various policy statements of the Greenville-Pitt County Chamber of Commerce, Inc. including policy on public affairs, general administrative procedures and personnel policy. All resolutions adopted by divisions, councils, committees or task forces and all reports and other communications which propose to reflect the attitude of the Greenville-Pitt County Chamber of Commerce shall first be approved by the Board of Directors before being made available to the membership of the Greenville-Pitt County Chamber of Commerce or to the public, except such resolution, reports and other communications as shall be approved or authorized in advance by the Board of Directors. Divisions, councils, committees or task forces shall not, of their own action, commit the organization to any policy. Any organization commitments, policy or procedures shall be made only by the Board of Directors or by the membership.

### ARTICLE XIII REFERENDA

#### Section I. Referenda

Matters which are of unusual importance and general interest may be submitted by the Board of Directors to the membership to be voted upon. The President shall see that a ballot containing a statement which adequately and fairly presents a question to be voted upon, is mailed to every member of the Greenville-Pitt County Chamber of Commerce in good standing at least seven (7) days prior to the date fixed by the authority of the Board of Directors for the closing of the voting, which date shall be stated in the notice. A ballot separate from the statement may be mailed in cases where a lengthy presentation on the subject is necessary. If a membership meeting and a referendum are both called for on the same question, the Directors shall decide whether the meeting or a referendum shall be held and shall fix the date of each.

#### Section II. Recording

Every ballot shall be signed by the member voting and shall be filed and retained as a part of the office file covering the subject matter or question voted on in a referendum.

### ARTICLE XIV SEAL

#### Section I. Seal

The official seal of the Greenville-Pitt County Chamber of Commerce, Inc. shall be of such design as the Board of Directors shall adopt.

### ARTICLE XV PARLIAMENTARY RULES

#### Section I. Procedure

The procedures of all meetings shall be governed and conducted according to the latest edition of Robert's Rules of Order.

ARTICLE XVI  
AMENDMENTS

Section I. Proposed

All proposed amendments to these By-Laws shall be submitted to the Board of Directors in writing.

Section II. Action

These By-Laws may be amended by an affirmative vote of two-thirds of the members of the Board of Directors at any meeting of which due notice of such contemplated action is given or by a majority vote of the members of the Greenville-Pitt County Chamber of Commerce in good standing. Any proposed amendment may be submitted to the members by the Board of Directors and such submissions shall be made when requested by not less than ten per cent (10%) of members in good standing.

ARTICLE XVII  
DISSOLUTION

Section I. Dissolution

The Greenville-Pitt County Chamber of Commerce, Inc. shall use its funds only to accomplish the objectives and purposes specified in these By-Laws, and no part of said funds shall inure, or be distributed to the members of the Greenville-Pitt County Chamber of Commerce. On dissolution of the Greenville-Pitt County Chamber of Commerce 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 XVIII  
INDEMNIFICATION OF DIRECTORS

The corporation shall indemnify any person who is or was a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding (and any appeal therein), whether civil, criminal, administrative, arbitrative, or investigative and whether or not brought by or on behalf of the corporation, by reason of fact that such person is or was a director, or is or was serving at the request of the corporation as a director, officer, partner, trustee, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise or as a trustee or administrator under an employee benefit plan, or arising out of such party's activities in any of the foregoing capacities, against all liability and litigation expense, including reasonable attorney's fees; PROVIDED, however, that the corporation shall not indemnify any such person against

liability or expense incurred on account of such person's activities which were at the time taken known or believed by such person to be clearly in conflict with the best interests of the corporation or if such person received an improper personal benefit from such activities. The corporation likewise shall indemnify any such person for all reasonable costs and expenses (including attorneys' fees) incurred by such person in connection with the enforcement of such person's right to indemnification granted herein.

The corporation shall pay all expenses incurred by any claimant hereunder in defending a civil or criminal action, suit, or proceeding as set forth above in advance of the final disposition of such action, suit, or proceeding upon receipt of and undertaking by or on behalf of such claimant to repay such amount unless it ultimately shall be determined that such claimant is entitled to be indemnified by the corporation against such expenses.

The Board of Directors of the corporation shall take all such action as may be necessary and appropriate to authorize the corporation to pay the indemnification required by this Bylaw, including without limitation, (a) a determination by a majority vote of disinterested directors (i) that the activities giving rise to the liability or expense for which indemnification is requested were not, at the time taken, known or believed by the person requesting indemnification to be clearly in conflict with the best interests of the corporation and (ii) that the person requesting indemnification did not receive an improper personal benefit from the activities giving rise to the liability or expense for which indemnification is requested, and (b) to the extent needed, giving notice to the members of the corporation.

Any person who at any time after the adoption of this Bylaw serves or has served in the capacity of director for or on behalf of the corporation shall be deemed to be doing or have done so in reliance upon, and as consideration for, the right of indemnification provided herein. Such right shall inure to the benefit of the legal representatives of any such person and shall not be exclusive of any other rights to which such person may be entitled apart from the provision of this Bylaw.

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