

Amended and Restated Bylaws of Mount Pleasant Chamber of Commerce

WHEREAS, on January 6, 2017, Chris Staubes, Brian Sherman, Mike Brewerton, Joe Hinske, Amy Livingston, Mary Anna Lewis, Shane Griffin, Jennifer Maxwell, Frank Frazier, Keri Seay, Jen Van Buskirk, Jayson Tompkins, Jamiel Kadri, Eddie Phipps, Jon Chalfie and John Carroll (hereinafter "Founders") met to discuss legally becoming the Mount Pleasant Chamber of Commerce ("Chamber"); and

WHEREAS, on January 6, 2017, the Board of Directors of the Mount Pleasant Business Association, also being the Board of Directors of its wholly owned subsidiary the Mount Pleasant Chamber of Commerce, voted unanimously on both accounts to merge the Mount Pleasant Chamber of Commerce into the Mount Pleasant Business Association, with the surviving entity adopting the Mount Pleasant Chamber of Commerce name; and

WHEREAS, the Members of the Mount Pleasant Business Association, at a duly noticed meeting on this 19th day of January, 2017, voted to ratify the January 6, 2017, vote of the Board of Directors to merge the Mount Pleasant Chamber of Commerce into the Mount Pleasant Business Association, and for the surviving entity to adopt the Mount Pleasant Chamber of Commerce name; and

WHEREAS, the Board of Directors of the Mount Pleasant Chamber of Commerce on December 5, 2017, hereby adopts these Amended and Restated Bylaws, which restate, amend and supersede the Bylaws of the Chamber; and

WHEREAS, the Mount Pleasant Chamber of Commerce, at a duly noticed meeting of the Members on this 14th day of December, 2017, also hereby adopt these Amended and Restated Bylaws, which restate amend and supersede the Bylaws of the Chamber in their entirety as described below:

ARTICLE I: Purpose and Office

Section 1 - Purpose: The purpose of the Mount Pleasant Chamber of Commerce (South Carolina) shall be to enhance business activity in the Town of Mount Pleasant through advocacy, education, information, networking and philanthropy.

Section 2 - Office: The principal office of the Chamber shall be located in the Town of Mount Pleasant, South Carolina, and may be moved from time to time, within the Town limits at the discretion of the Board of Directors.

ARTICLE II: Membership

Section 1 - Membership Qualifications: Any organization, business, individual or other entity located in or desiring to conduct business in the Town of Mount Pleasant may become a member of the Chamber.

Each business entity shall be entitled to create sub-membership accounts for each employee who wants to regularly participate in the Chamber and/or bring any of their employees to Chamber events at membership rates. However, if a business is a large chain with individual agents, each location or each

agent must purchase their own membership.

Section 2 - Voting Rights: Each active membership entity shall be entitled to one (1) vote on each matter submitted to a vote of the membership. The primary account holder is considered the voting member of any member organization.

Section 3 - Termination of Membership: The Board of Directors, by affirmative vote of two-thirds (2/3) of all the Directors may suspend or expel a member for cause for one of the following reasons:

1. Unfair business practices
2. Unethical behavior
3. Divisiveness

Section 4 - Resignation: Any member may resign by filing a written resignation letter with the Secretary of the Chamber. However, resignation will result in a forfeiture of any unused dues and/or prepaid fees.

Section 5 - Reinstatement of Membership: If a former member was terminated for cause and would like to be reinstated, they may file a written request with the Secretary after a minimum of six months from the date of their termination. The Board of Directors, may reinstate such former member to membership on terms as the Board of Directors may deem appropriate, by affirmative vote of two-thirds (2/3) of the members of the Board.

Section 6 - Transfer of Membership: Membership in the Chamber is non-transferable or assignable.

Section 7 - Member of the Year: This status may be a privilege granted annually and awarded at the Annual Meeting by the Board to one (1) individual (not a business) for any commendable reason and/or cause deemed to warrant same. The Board shall have exclusive authority in awarding such Member status; however, nominations may be suggested and/or referred to the Board by any Member of the Chamber for Board determination thereon. The Member of the Year shall be afforded all privileges of regular membership status with no requirement for payment of membership dues for one (1) year.

Section 8 - Lifetime Member: The Board of Directors may grant lifetime membership status to individuals (not businesses) who have served the Chamber of Commerce and the community in an exemplary fashion. Such honorary members shall be afforded all privileges of regular membership status with no requirement for payment of membership dues equal to the regular tier membership level. If the Lifetime Member desires to purchase a higher tier membership level, the Lifetime Member can pay the difference in price between the regular tier and the desired tier annually at the then applicable rate. The award of Lifetime Membership is our top honor and should be granted sparingly.

ARTICLE III: Meetings

Section 1 - Annual Meeting: An annual meeting of the members shall be established by the Board of Directors for the purpose of electing officers and conducting any other business the Board of Directors deems as necessary.

Section 2 - Regular Meetings: Regular meetings shall be held for the purpose of conducting Chamber business, as well as for advocacy, education, information and networking purposes.

Section 3 - Special Meetings: Special meetings of the members may be called by the President, the Board of Directors or by a signed petition from one-tenth (1/10) of active members with voting

rights.

Section 4 - Notice of Meetings: Written or printed notice stating the place, date and hour of any special meeting of the members shall be delivered electronically (website, email and/or website posting) and/or by mail to each of the members entitled to vote at such meeting at least ten (10) days before such meeting. If mailed, the notice of the meeting shall be deemed delivered when deposited in the United States mail, addressed to the member at his/her address as it appears in the records of the Chamber.

Section 6 - Quorum: Special meetings require a quorum equal to at least twenty-five (25) percent of the active membership. Annual meetings have no quorum requirement.

Section 7 - Proxies: No proxy votes shall be accepted at any Chamber meeting where members are asked to vote. All members must be present to vote.

ARTICLE IV: The Board of Directors

Section 1 - General Powers: The affairs of the Chamber shall be managed by its Board of Directors ("Board" or "Board of Directors").

Section 2 - Composition of the Board: The Board of Directors shall be comprised of the Officers of the Chamber, as well as the Heads of its standing committees.

Section 3 - Regular Meetings: The Board of Directors shall meet at least monthly, at a time and place established by the Board.

Section 4 - Notice: Notice of any special meeting of the Board of Directors shall be delivered at least five (5) days previously, either electronically (website, email and/or website posting) and/or by mail to each Director at his/her address as shown in the records of the Chamber. If mailed, such notice shall be deemed delivered when deposited in the United States mail with postage prepaid.

Section 5 - Quorum: A majority of the Board of Directors present shall constitute a quorum for transacting any business on behalf of the Chamber at any meeting of the Board.

Section 6 - Board Decisions: The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws.

Section 7 - Vacancies: Any vacancy on the Board of Directors, occurring between Annual Meetings shall be filled by the appointment of the Board for the unexpired term of the vacancy.

Section 8 - Compensation: Directors may not receive any stated salary for their services as Directors of the Chamber.

Section 9 - Committees: The Board of Directors may create or eliminate any number of committees of the Chamber, as it deems necessary to carry out the mission of the Chamber.

ARTICLE V: Officers

Section 1 - Positions: The Officers of the Chamber shall be President, Vice President, Treasurer, Secretary and Immediate Past President.

Section 2 – Election: The offices of President, Vice-President, Treasurer and Secretary shall be elected at the annual meeting of the membership and will take office on January 1st of the following year. If the position of Secretary is filled by an active member, the Secretary will be deemed an officer of the Chamber. If the position of Secretary is filled by an employee of the Chamber, they may not be a Board Member or have the right to vote on Chamber matters. Each officer shall hold office until his/her successor has been duly elected.

Section 3- Removal: Any officer elected or appointed by the Board of Directors may be removed by a vote of two-thirds of the entire Board whenever the best interests of the Chamber would be served by such action.

Section 4 -Vacancies: A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by any member of the Board of Directors or by an appointed active member of the Chamber for the unexpired portion of the term.

Section 5 - Powers and Duties: The several officers shall have such powers and shall perform such duties as may from time to time be specified in the resolution or other directives of the Board of Directors. In the absence of such specifications, each officer shall have the general powers and authority of a person in that position, including the following:

- (a) President: Shall convene regularly scheduled board meetings and shall preside over the meetings of the membership.
- (b) Vice-President: Shall exercise the powers and authority and perform the duties of the President in the absence or disability of the President.
- (c) Secretary: The Secretary shall be responsible for keeping records of Board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each Board member, and assuring that corporate records are maintained.
- (d) Treasurer: The Treasurer shall make a report at each board meeting. The treasurer shall chair the finance committee, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to board members.
- (e) Immediate Past President: Serve as mentor to the Officers and Board Members; participate in external committees and programs that enhance the reputation of the Chamber; serve as leader of sensitive projects; represent the Chamber in ceremonial roles; provide a historical context for decision-making and planning; serve on the Past Presidents' Advisory Committee; and assist with an equitable nomination process, ensuring the needs of the Board are met to the best of ability and to present a slate of candidates to the membership at the Annual General Meeting.

ARTICLE VI: Committees

Section 1 – Standing Committees – The Board of Directors has the power to create committees to serve the best interests of the Chamber. As such, the standing committees of the Chamber are the Strategic Partnerships Committee, the Technology Committee, the Town of Mount Pleasant Liaison Committee, the Philanthropy Committee, the Marketing Committee, the Membership Committee, the Expo Committee, and the Programs Committee.

Section 2 -Other Committees: Other committees may be designated by a resolution adopted by the majority of the Directors present at a meeting at which a quorum is present. Each committee, which serves at the pleasure of the Board, must be renewed annually by the vote of the Board to continue its existence.

Section 3 - Past Presidents' Advisory Committee - Everyone who has served as a President of MPCC (or a predecessor entity) is considered a Past President once his/her term of office has been completed. By tradition, the Past President has been an honored and valued member of the MPCC Leadership. Each is, of course, very knowledgeable in MPCC business details and has developed contacts, which are important to the Chamber. The Past President, by the very nature of his/her service to MPCC, is a person to be respected throughout the years by the entire membership and receives a MPCC life membership. Any Past President may be a member of the Past Presidents' Advisory Committee and should offer opinions when asked, and the Past Presidents' Advisory Committee shall be responsible for keeping the history of the Chamber.

ARTICLE VII: Contracts

Section 1 - Contracts: No contracts shall be executed without the approval of the Board of Directors. The Board of Directors may authorize any officer or officers, agent or agents of the Chamber, in addition to the officers so authorized by these bylaws, to negotiate in the name of and on behalf of the Chamber, and such authority may be general or may be confined to specific instances.

ARTICLE VIII: Books, Records and Minutes

Section 1 - Chamber Books and Minutes: The Chamber shall keep correct and complete books and records of accounts and shall keep minutes of the proceedings of the Board of Directors. All books, records and minutes of the Chamber may be inspected by any member, or his/her agent or attorney, at any reasonable time.

Section 2 - Membership Records: The membership list, or any part of a membership list, may not be obtained or used by any person for any purpose unrelated to the business of the Chamber.

ARTICLE IX: Fiscal Year

The fiscal year of the Chamber shall begin on the first day of January and end on the last day of December of each year.

ARTICLE X: Membership Dues

Section 1 - Annual Dues: The Board of Directors shall determine, from time to time, the amount of annual dues payable to the Chamber by members of each class and shall give appropriate notice to the members of any changes.

Section 2 - Payment of Dues: Dues shall be payable on the annual renewal date of the day the member joined the Chamber.

Section 3 - Default and Termination of Membership: When any member of any class is in default in the payment of dues for a period of two (2) months from his/her renewal date, his/her membership shall be terminated.

ARTICLE XI: Not for Profit Chamber

The Chamber is an Entity as defined in Section 33-31-140 et seq. of the Code of Law of the State of South Carolina, 1994. No part of the net earnings of the Chamber shall inure to the benefit of any private shareholder or any individual. The property of the Chamber is irrevocably dedicated to charitable purpose and, upon liquidation, dissolution or abandonment, after providing for the debts and obligations thereof, the remaining assets will be distributed to a non-profit fund, foundation or corporation which is organized

and operated exclusively for charitable purposes and which has established its tax-exempt status under 501 (c)(3), and 509(a)(1), (2), or (3) of the Internal Revenue Code 1954.

ARTICLE XII: Amendment of Bylaws

These Bylaws may be altered, amended, and/or repealed and new Bylaws may be adopted by a majority of the members entitled to vote at any regular meeting, if at least ten (10) days' notice is given of the intention to alter, amend, repeal, and/or to adopt new Bylaws at such meeting. Any minor alterations may be made by a two-thirds vote of the Board of Directors during a regular Board meeting.

CERTIFICATION OF BYLAWS

OF

MOUNT PLEASANT CHAMBER OF COMMERCE
(a South Carolina Corporation)

KNOW ALL BY THESE PRESENTS:

I, Chris Staubes, certify that I am President of the Mount Pleasant Chamber of Commerce, a South Carolina corporation, that I am duly authorized to make and deliver this certification, that the attached Amended and Restated Bylaws are a true and correct copy of the Amended and Restated Bylaws of the Chamber in effect as of the date of this certificate.

Dated: December 14, 2017

Chris Staubes, President

I, Mike Brewerton, certify that I am Secretary of the Mount Pleasant Chamber of Commerce, a South Carolina corporation ("*Corporation*"), that I am duly authorized to make and deliver this certification, that the attached Amended and Restated Bylaws are a true and correct copy of the Amended and Restated Bylaws of the Chamber in effect as of the date of this certificate.

Dated: December 14, 2017

Mike Brewerton, Secretary