

MetroNorth Chamber of Commerce
BYLAWS
Approved December 16, 2008

ARTICLE 1
GENERAL

SECTION 1 NAME

The name of this organization is the

“MetroNorth Chamber of Commerce”

hereafter referred to as the “Chamber”.

SECTION 2 PURPOSE

The purpose of the Chamber is to work toward the improvement of the overall local business climate, to be politically informed, and to be actively involved in promoting economic development.

SECTION 3 LIMITATION OF METHODS

The Chamber shall be nonprofit, nonpartisan, and nonsectarian. It shall observe all local, state and federal laws, which apply to a nonprofit organization as defined in Section 501 (c) (6) of the Internal Revenue Code.

ARTICLE II
MEMBERSHIP

SECTION 1 ELIGIBILITY

Any reputable business, individual, association, government agency or foundation, which supports the purpose of the organization, shall be eligible to apply for membership in the Chamber and if accepted be referred to hereafter as “Member”.

SECTION 2 ELECTION

Application for membership shall be in writing on forms specified by the Chamber. Applications will be submitted to the Board of Directors, hereafter referred to as Board, for their final approval. Memberships approved by the Board will begin upon payment of the prescribed membership dues.

SECTION 3 DUES

Membership dues shall be set by the Board and payable in advance.

SECTION 4 EXERCISE OF PRIVILEGES

Any Member may designate an individual(s) who will exercise the privileges of membership.

SECTION 5 VOTING RESTRICTIONS OF MEMBERS

Every Member in good standing is entitled to one vote in any election, committee or membership meeting as determined by the specific gathering.

SECTION 6 EXPULSION

Members may be expelled by the Board for cause. No Member may be expelled without the opportunity for a hearing before the Board. A charged Member shall request a hearing in writing. The Board shall give at least ten (10) days written notice of the hearing. A three-fourths (3/4) vote of the Quorum of all Directors present shall be necessary to expel a Member.

SECTION 7 RESIGNATIONS

Dues are non-refundable for members who resign, unless within the first three (3) months of membership, when dues can be refunded at the discretion of the Executive Director. It is understood that non-payment of dues shall be recognized as cancellation/resignation of membership.

ARTICLE III MEETINGS

SECTION 1 ANNUAL MEETING

The Annual Meeting of the Chamber shall be held in the fourth quarter of each year. The time and place shall be determined by the Board, and the notice shall be given to each Member at least ten 10 days before said meeting, in a manner approved of by the Board.

SECTION 2 REGULAR OR SPECIAL MEETINGS

Regular or special meetings of the membership may be held at such times and places that the Board may determine, or upon written request of ten percent (10%) of the members in good standing, provided that when called other than by the Board, the notice shall contain a statement of the purpose of the meeting, and shall be issued at least three (3) days preceding the meeting. The Chair of any committee shall give at least three (3) days notice to all members of the committee regarding any meeting. Any policy changes arrived at by any committees must have the approval of the Board.

SECTION 3 REFERENDA

Upon the request in writing of ten (10%) percent of the members in good standing, the Board shall, or upon its own initiative may, submit a question to the members for a referendum vote. The ballot for such vote is to be accompanied by briefs stating both sides of the question at least 15 days prior.

SECTION 4 QUORUM

A quorum shall be required to transact business at the following meetings:

- A. Annual Meeting Five percent (5%) of the members in good standing shall constitute a quorum.
- B. Board of Directors Meeting Fifty percent (50%) plus one Director shall constitute a quorum.

If a quorum is present when a duly called or held meeting is convened, the members present may continue to transact business until adjournment, even though the withdrawal of members originally present leaves less than the proportion otherwise required for a quorum. The Chair may call meetings to order without a required quorum present, but official business is prohibited to transact until which time, during the meeting, a quorum is achieved.

ARTICLE IV BOARD OF DIRECTORS

SECTION 1 COMPOSITION OF THE BOARD

The Board of Directors "Board" shall be composed of fifteen (15) Members, "Director" one third (1/3) of whom shall be elected annually to serve for three (3) years, or until their successors or replacements are elected or appointed. No director shall serve more than two (2) terms consecutively. The government and policy-making responsibilities of the Chamber shall be vested in the Board, which shall control its property, be responsible for its finances, and direct its affairs. Directors are not eligible to be Board Members of competing chambers without specific annual approval of the Board.

SECTION 2 NOMINATIONS AND SELECTIONS OF DIRECTORS

(A) **Nominations**: Nominations will be accepted for open Board positions, from July 1st to August 31st each year. The Board will publish a notice during June of each year. The nominating committee shall consist of the Chair and four (4) other Board members recommended by the Chair, and approved by the Board. Nominating Committee members may serve once every three (3) years. In consultation with the Executive Director the committee shall nominate a slate of candidates from the received applications. Additional nominations may be made by any Member filing the names of the nominee(s) with the nominating committee. The final slate of nominees shall be filed with the Chair or designee not later than thirty (30) days before the annual meeting. Any candidate for office is ineligible to be a member of the nominating committee.

(B) **Determination**: Following receipt of the final slate of nominees, the Chair shall present the slate to the Board for approval. The

Chair or designee then presents the nominees at the annual meeting for the purpose of final approval by vote of attending membership.

SECTION 3 OFFICERS

At the first regular meeting in January, the Board shall recognize the elections of the Vice Chair and Treasurer. These officers, along with the Chair and immediate past chair, shall constitute the Executive Committee. The Vice Chair shall assume the position of Chair at this meeting. If there is no Vice Chair, the Board shall designate a Chair from its Board members. Election of the Vice Chair will be by closed ballot majority of the Board at the August Board meeting. Written absentee ballots submitted to the entire Board 24 hours in advance are acceptable. The Finance Committee will nominate the incoming Treasurer, prior to the August Board meeting.

SECTION 4 VACANCIES

Board vacancies shall be filled as soon as reasonably possible by a majority vote of the Board at a meeting called for that purpose. The Member(s) so elected by the Board, shall serve for the remainder of that term. If the Member(s) thus replaced held the office of Chair, Vice Chair or Treasurer, the successor may not succeed to that office during their replacement term. If the replacement serves for more than two (2) years, it shall be considered a full three (3) year term.

SECTION 5 ATTENDANCE AT BOARD & EXECUTIVE COMMITTEE MEETINGS

Members of the Board are expected to attend all meetings of the Board and members of the Executive Committee are expected to attend all of their meetings. The Board may call for a vote to remove any Member who has three (3) absences, within a calendar year. A majority vote is required.

SECTION 6 CONFLICT OF INTEREST

Any Board Member who has a conflict of interest shall disclose that conflict to the Board. A conflict of interest will occur when a Board Member stands to either substantially or directly benefit from, or be substantially or directly harmed by, a position upon which those

Board members will vote. Any action that would harm the Chamber would also be deemed a Conflict of Interest.

If there is doubt as to whether a conflict exists, the Member affected shall disclose such to the Board, which shall then determine by majority vote if a conflict does exist. Any Board Member may raise the issue of conflict of interest for action.

Should a conflict exist, the Member affected shall retain full Board membership, but shall be excused from discussing or voting on the conflicted matter. Non-disclosure of conflict of interest qualifies for expulsion.

SECTION 7 MEETINGS OF THE BOARD OF DIRECTORS

The Board shall meet at least once per month. A special meeting of the Board may be called by the Executive Committee or a majority of the Board, by appropriate communications at least 2 days prior.

ARTICLE V DUTIES OF OFFICERS

SECTION 1 CHAIR

- A. be the head of the Chamber and shall preside at all meetings of the membership, and the Board,
- B. advocate and promote the Chamber and its policies
- C. with counsel and advice of the Executive Committee, determine the need for committees, subject to the approval of the Board;
- D. with the approval $\frac{3}{4}$'s of the Board, and in lieu of the Executive Director, sign all instruments affecting the operation of the Chamber or any of its assets;
- E. In conjunction with the Executive Director will oversee all pertinent activities and events of the Chamber;
- F. past chair serves one (1) year on the Executive Committee
- G. will have no supervisory role relating to personnel or staff issues

SECTION 2 VICE CHAIR

- A. assume the role of the Chair in the absence of the Chair.
- B. accept special duties and assignments as defined by the Chair and approved by the Board;

- C. monitor and insure the accuracy and timely distribution of the information and records as described in Article VII, Section 2, hereafter.
- D. Monitor and report quarterly Board member attendance and committee involvement.

SECTION 3 TREASURER

- A. shall be responsible for overseeing the accounting of the Chamber assets;
- B. insure the integrity of the financial reporting process;
- C. submit financial reports to the Board at intervals as determined by the Board.

ARTICLE VI FINANCES

SECTION 1 FISCAL YEAR

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

SECTION 2 BUDGET

During the fourth quarter the Board shall adopt the budget for the next year.

SECTION 3 DISBURSEMENTS

No obligations or expenses \$5,000 or over shall be incurred or appropriated without prior approval of the Board and will require two (2) check signatures

Obligations or expenses up to \$5,000 shall be incurred or disbursed at the discretion of the Executive Director.

SECTION 4 ANNUAL AUDIT

The Board shall require a compilation financial statement, on the close of business December 31, or any other such time as deemed appropriate. The results of this compilation shall be reported to the

Board. At the discretion of the Board further financial requirements may be requested.

SECTION 5 BONDS

The Chair, Executive Director and Treasurer shall be provided surety bonds in such amounts as the Board shall deem necessary, the cost to be paid by the Chamber.

ARTICLE VII PARLIAMENTARY PROCEDURES

SECTION 1 AUTHORITY

The proceedings of the Chamber shall be governed by and conducted according to the latest edition of Robert's Rules of Order, unless waived by a majority of the Board

SECTION 2 INFORMATION

An official record will be kept for all meetings and activities to include, but not limited to committee meetings, Board meetings, Membership meetings and special meetings. Information and records, excluding executive session and confidential personnel information, will be available to the Membership in a timely manner.

ARTICLE VIII AMENDMENTS

SECTION 1 REVISION

The Board shall establish an ad hoc committee to review the Bylaws three (3) months prior to the Annual Meeting of the membership. The Board shall present proposed Bylaw changes to the Annual Meeting of the membership for approval.

SECTION 2 APPROVAL

The members may amend or alter the Bylaws by a two-thirds (2/3) vote of the members present at the Annual meeting of the membership.

ARTICLE IX DISSOLUTION

SECTION 1

This Chamber may be dissolved upon a two-thirds (2/3) vote of the members in good standing. Notice of the vote to dissolve the Chamber shall be published in a local legal newspaper serving our areas for three (3) weeks prior to the vote. Members shall be notified in any manner deemed appropriate by the Board, three (3) weeks before the vote.

SECTION 2

Upon dissolution of this corporation, all assets of the Chamber shall, after payments of its just debts and obligations, be distributed to such individuals, corporations or associations as may be created or exist for the promotion of similar goals or purposes, as determined by a majority vote of the Board. No distribution of assets of this Chamber shall be made to any Member, director or officer of this corporation, or to any private individual within the meaning of Section 501 (c) (6) of the Internal Revenue Code.