

# GREATER BRUNSWICK AREA CHAMBER of COMMERCE BYLAWS Amended December, 2008

## **Section 1: Name and Mission**

### **1.1 Name:**

The name of the corporation is The Greater Brunswick Area Chamber of Commerce, Inc. ("Chamber").

### **1.2 Mission:**

The mission of the Chamber is to promote and advocate for our members' business and civic interests and to collaborate with the communities for the overall economic benefit of the Greater Brunswick Area.

### **1.3 Discrimination:**

The Chamber shall not discriminate on the basis of age, race, sex, sexual preference, national origin, handicap, citizenship or religious beliefs.

### **1.4 Fiscal Year:**

The fiscal year end of the Chamber shall be December 31 in each year.

## **Section 2: Members**

### **2.1 Geographic Boundaries:**

The definition of the Greater Brunswick Area shall be approximately 12 miles in all directions from the center of Brunswick.

### **2.2 Eligibility and Fees:**

Any person, association, or entity supporting the Mission of the Chamber may become a member even if they fall outside the geographic boundaries specified in 2.1 above. Specific membership requirements and fees shall be determined from time to time by the Board with a vote of the membership.

### **2.3 Regular Member:**

Any business, association, civic organization or government entity with an interest in the Mission and Objectives of the Chamber may apply for regular membership.

### **2.4 Affiliate Member:**

Affiliate members may be non-profit, associations or civic organizations who support our Mission and Objectives. They may attend meetings, functions, and special events, or offer an opinion but may not hold office or vote. Affiliate members may advertise their charitable and civic work to the membership through the website or by direct mail. Should these groups want more complete participation in GBACC, they may become a regular member by paying the regular membership fee which will then give them all the rights and privileges of regular membership including the right to vote and hold office.

## **2.5 Application Review:**

The Board of Directors of the Chamber shall have the right, but not the obligation, to review applications for membership and recommend acceptance or rejection to the Chamber at its next regular business meeting. The ensuing vote of the Chamber membership at such meeting shall be the final and binding on the Chamber and the proposed member.

## **2.6 Removal of a Member:**

The removal of a member may be considered by the Board of Directors upon motion of any member of the Board, and shall be considered upon written application of twenty percent of the members in good standing. The Board, (excepting the member to be removed, if such member is a member of the Board of Directors) shall vote on the removal of such member, and such vote (which may be by open or secret ballot) shall be reported in the minutes of the meeting of the Board of Directors. If the Board of Directors votes in favor of the removal of such member, the said recommendation by the Board shall then be brought to the Chamber at its next regular business meeting. The members of the Chamber shall be notified that such an action is to be considered at the business meeting no less than three days prior to such meeting. The member shall have the right to appeal directly to the membership. The matter shall be brought to a vote, and no removal of a member shall occur unless three-quarters of the membership in attendance at such meeting vote in favor of such removal.

## **2.7 Disqualification of a Member:**

A member may be disqualified from membership in the Chamber and stripped of membership and its privileges, if such member has been convicted or pleads guilty or *nolo contendere* to charges of a felony or other crime of moral turpitude or financial dishonesty. If the conviction occurs while the individual is a member, s/he will be instantly disqualified.

# **Section 3: Officers, Directors and Committees**

## **3.1.1 Duties:**

The Board of Directors shall exercise all governing powers of the Chamber, subject to the approval of the full membership, and shall be responsible generally for strategic planning, policy making and providing direction for the Chamber. As such, once the Board has come to a decision on a measure, no individual Board member may lobby the membership against the measure. This does not preclude a Board member from responding to questions from the membership about his/her position at the membership meeting.

Lobby is defined as conducting activities aimed at influencing voting members for the purpose of attempting to influence or sway votes toward a desired action.

## **3.1.2 Meeting Attendance:**

All Board members must attend at least three quarters (3/4) of all meetings including membership meetings, Board meetings and their assigned committee

meetings. If this requirement is not met, the Board member will be asked to resign.

### **3.2.1 Board of Directors:**

The Board of Directors shall be comprised of the following seven (7) members: The Officers (President, Vice President, Secretary, Treasurer), and three (3) Members-At-Large elected from the membership for one year terms. Each member of the Board of Directors is expected to consistently serve on at least one committee during his/her term of office. To be a member of the Board of Directors, all financial obligations to the Chamber must be paid in full.

### **3.2.2 Officers:**

It shall be the duty of the Officers to promote the interests of the Chamber for the coming year. The Officers shall be comprised of the following: The President, Vice-President, Secretary, and Treasurer. To be an Officer all financial obligations to the Chamber must be paid in full. Their duties are outlined below:

1. **President:** The President is the chief executive officer of the Chamber and, subject to the control of the Board, shall have general charge of the affairs of the Chamber including the right to sign agreements on behalf of the Chamber after consultation with the Board. The President shall preside at all meetings of the Board of Directors, Membership Meetings, and Special Events of the Chamber.
2. **Vice President:** The Vice President shall have all the duties and powers of the President and will serve as the replacement for the President when s/he is unavailable, including the right to sign agreements on behalf of the Chamber. The Vice President shall also serve as Chair of the Committee Chairs and, as such, shall ensure that committees are active and performing the work that is expected of them.
3. **Secretary:** The Secretary shall handle all correspondence on behalf of the Chamber as directed by the Board and shall take and keep attendance records of the membership meetings and report the number of attendees in the minutes of the meetings. S/he will also maintain a record of time in office for all Board members and inform the Nominating Committee chair of open offices. In addition, s/he shall record the minutes of all meetings of the Board and the Membership, collect minutes of Committee meetings from the Committee Chairs or the Vice President, write the Weekly Bulletin and Monthly Newsletter, and publicize meeting dates and other important information to the membership. S/he will arrange for all the above to be posted to the web site.
4. **Treasurer:** The Treasurer shall be the chief financial officer and the chief accounting officer of the Chamber and, as such, shall be in charge of its financial affairs and shall keep full, current and accurate records thereof. The Treasurer will have a seat on the Finance Committee, but need not be the Chair of that committee. The Treasurer shall have other duties and powers as designated by the Board. The Treasurer shall present a complete Treasurer's Report at the monthly Membership meetings and shall present a budget to the membership at the November membership

meeting for approval. If s/he cannot be present at the meeting, the reports shall be given to another officer before the meeting.

### **3.2.3 Members-At-Large:**

A Member-At-Large will actively serve on at least one committee of the Chamber and will perform other duties as directed by the Board. S/he shall also be responsible to attend Board and Membership meetings.

### **3.3 Committee Chairs:**

Volunteers to Chair the committees will be solicited from the Membership by Officers. Committee Chairs will hold their positions for one-year terms and may serve for two consecutive terms in the same position. If suitable volunteers do not come forward, the Board will appoint Committee Chairs and may reappoint a sitting Chair at the Board's discretion. The Committees of the Board are: Advocacy Committee, Finance Committee, Nominating/Election Committee (N/E), Membership Committee, Publicity Committee, Events Committee, and Technology Committee. Committee Chairs shall present the minutes of their meetings to the Vice-President within one week of the meeting. They shall hold regularly scheduled meetings and, if the Chair is not a Member of the Board of Directors.

### **3.4 Election:**

1. **Elections of the Board of Directors:** will be held by paper ballot in November of each year and shall require the majority of all votes cast to elect. The ballots will be mailed to the regular membership no later than October 10<sup>th</sup> with a return date of October 31<sup>st</sup> if the return is being done by mail. The member may also choose to bring the ballot to the November membership meeting for submission. Ballots returned by mail should be given to the Nominating/Election Committee Chair for safekeeping until the November meeting. Those elected will take office on January 1<sup>st</sup> of the following year.
2. **Judges:** Three judges shall count the ballots: one appointed by the President, one by the Secretary and one by the Treasurer. The judges must be members in good standing with the Chamber. A candidate may not act as a judge during the voting for the office in which (s)he is seeking election. The judges shall collect and tally the votes under the supervision of the N/E Committee and report the results to the President who shall declare the candidate receiving the majority of votes elected. Should the results be contested, a recount will be conducted immediately. All ballots shall be destroyed at the end of the meeting by the judges. In case of a tie, a run-off election will be held within two (2) weeks.
3. **Qualifications:** Nominees to the Board of Directors must be regular members in good standing and take an active part in the life of the Chamber. Board Members must pay all dues on time, and must regularly attend business meetings.

4. **Nominating and Election:** The President shall appoint a Nominating/Election Committee of four (4) members on or before September 1 of each year after soliciting volunteers from the membership by announcement in the July and August Newsletter and at the regular Membership meetings in these months. A Solicitation by mail of those willing to stand for election to the Board will also be made by mail to be sent to all regular members by September 15<sup>th</sup> of each year. It shall be the duty of the N/E Committee to present at least one candidate for each office. Members of the N/E Committee may not stand for office during their tenure on the N/E Committee. The N/E Committee shall present its slate on or before the October Business Meeting, at which time additional nominations may be made from the floor. The election shall be held at the November Business meeting of the Chamber. The N/E Committee will prepare and mail the ballots after the October membership meeting, collect and bring them to the November meeting, and run the election.
  
5. **Nomination Procedure:** All nominations must be made not later than the October Membership meeting. No nominations may be made or received thereafter. At the October meeting the Chairman of the N/E Committee (or his/her designee) shall call once for nominations from the floor for each office. Nominees must either be present at the October meeting and must accept nomination verbally, or must have delivered written acceptance to the Chairman of the N/E Committee prior to such meeting or date, stating the name of the nominee and the office for which nominated. Those who have indicated a willingness to run for election to the Board by returning the mailed solicitation but who are not at the meeting shall be considered to have accepted nomination.

### **3.5 Term of Office:**

The term of office for each Board officer will be two years. No one may run for more than two consecutive terms as an officer in any position and must hold no Board positions for one full year prior to running again. The President and Secretary will be elected for a two-year term in November of each even year and the Vice President and Treasurer will be elected for a two-year term in November of each odd year thereafter. Members-At-Large shall serve one year terms and may not run for more than two consecutive terms in this position.

### **3.6 Removal:**

A Board or Committee member may be removed with cause by vote of a majority of Board at any special meeting called for such purpose or at any regular meeting. An officer may be removed with cause only after reasonable notice and opportunity to be heard by the membership. The decision of the Board of Directors can be overturned by majority vote of the membership.

### **3.7 Resignation:**

A Board Member may resign by delivering a written resignation to any member of the Board. Such resignation shall be effective upon receipt (unless specified to be effective at some other time), and acceptance thereof shall not be necessary

to make it effective unless it so states. Once the resignation has been received, the former Board Member may not perform any duties on behalf of the Chamber. Any expenses proven to have been incurred by the Chamber as a result of such action, shall be borne by the former member and s/he shall not be allowed to run for office for two years.

### **3.8 Vacancies:**

If any Office becomes vacant, the Board should appoint a successor, subject to confirmation of the membership at the next Membership meeting, within 30 days. Each such successor shall hold office for the unexpired term or until the officer sooner dies, resigns, is removed, or becomes disqualified.

### **3.9 Personal Liability:**

The Directors of the Chamber are not personally liable for any debt, liability, or obligation of the Chamber.

## **Section 4: Meetings**

### **4.1 Transparency:**

The Chamber will operate openly. All meetings will be open to the membership and complete minutes from all meetings will be available to the membership and posted on the web site within one week of the meeting.

### **4.2 Board Meetings:**

The Board will meet monthly and meetings shall be open to the members. Notice of the meeting shall be given to the membership as set forth below at least ten (10) days prior to the meeting.

### **4.3 Annual Meeting:**

The annual meeting of the Chamber shall be held in the month of January of each year, the date to be fixed by the Board. It is at this meeting that the new officers will be installed.

### **4.4 Membership Meetings:**

Meetings of the General Membership will take place on the first Wednesday of the month unless otherwise stated. Publicity of the place and time of the meetings will be announced through the Weekly Bulletin, Monthly Newsletter and the Web Site, local newspapers, and civic groups. If the meeting day needs to be changed, notice shall be given as set forth below at least ten (10) days prior to the meeting.

### **4.5 Quorum:**

A quorum shall consist of all present members in good standing at any Membership meeting, regular or special, of the Chamber. Meetings of the Board of Directors shall require attendance of two-thirds (2/3<sup>rd</sup>) of the Board (4 members) to constitute a quorum.

#### **4.6 Special Meetings:**

Special General Membership meetings may be called by the President or Board or shall be called by the Board upon written request of ten (10) percent or more members. Members shall be given at least ten (10) days notice of special meetings and such notice shall state the general nature of the business to be considered.

#### **4.7 Voting:**

Each regular member as defined in Section 2.3 shall be entitled to one vote at any regular or special meeting of the Chamber except that no one individual may vote as a representative of more than one membership (that is, each Chamber membership must be represented by an officially appointed individual and no one individual may represent more than one membership.) Members with dues in arrears or other financial obligations to the Chamber are not entitled to vote or hold office.

#### **4.8 Parliamentary Procedure:**

Meetings will be run according to Robert's Rules of Order, good judgment and courtesy. The Chair in consultation with the Board is the arbiter in disputes.

### **Section 5: Finances**

#### **5.1 Setting of Dues:**

Yearly dues shall be set by the Board and presented to the Membership at the next Membership meeting. Voting on dues will take place at the next Membership meeting with a simple majority required for approval. Notice of the vote on the dues shall be announced to the membership at least ten (10) days before the Membership meeting at which the vote is to be taken.

#### **5.2 Dues Payment:**

All dues shall be due and payable by the anniversary of membership each year. Dues shall be placed in the Chamber General Funds Account.

##### **5.3.1 Expenses:**

All expenses drawn from the general fund shall be reported to the Board and, additionally, any expense exceeding \$300.00 must also be approved by the membership present at any Chamber regular or special meeting.

##### **5.3.2 Donations:**

Donations from membership dues may be made to non-profit charitable organizations within the GBACC membership area upon a vote of the membership.

### **Section 6: Amendments to the By-Laws**

#### **6.1 Proposals:**

Amendments to these by-laws may be proposed to the Board in writing by the membership.

## **6.2 Adoption:**

The Board of Directors will put the proposed by-law changes in writing before the general membership at a regular Membership meeting or by mail to the membership. Changes will be adopted by a 2/3 majority vote at the next Membership meeting.

## **Section 7: Dissolution**

### **7.1 Funds:**

Upon the dissolution of the organization and payment of all bills or assessments of the organization, assets shall be distributed in the following order a) to a successor organization; b) to business education groups in the high schools within the Chamber boundaries; c) to an organization with as similar a purpose to the Chamber as is feasible which has qualified as a federal tax exempt organization. Such distribution must be approved by a simple majority of the remaining members.

## **Appendix A Expired 12/31/2007**

**Initial Terms of Office:** Terms shall be for the period of two years except for the Vice President and Treasurer who will serve a one-year term in 2007 only. Officers may be re-elected for one consecutive term.