

By-Laws (As amended November, 2019)

Section 1: Name and Mission

1.1 Name:

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

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, special events, offer an opinion, hold office and vote.

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. 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. 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. The president may appoint another member to act as chair of a specific meeting with the agreement of those in the meeting.
- 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.
- 3. Secretary:** The Secretary shall record the minutes of all meetings of the Board and the Membership and handle all correspondence on behalf of the Chamber as directed by the Board. S/he will also maintain a record of time in office for all Board members and inform the Board of open offices. In addition, s/he, shall write the Weekly 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 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 duties as directed by the Board. S/he shall also be responsible to attend Board and Membership meetings.

3.3 Election:

Election of the Board and Officers: The election process will begin in August with an announcement in the newsletter that nominations are open for the at-large board members and the two officers whose terms end that year.

If no nominations are received by the end of August, the president will appoint two GBACC members which are not running for office to a nominating/election committee whose task will be to recruit nominees for all open positions.

Nominees will be reported to the membership at the end of October. Nominations will remain open during this time.

The board will call for a membership meeting to take place in November where the election will take place along with such other business which may come before the membership. If the election is uncontested, the nominees may be accepted by acclamation, otherwise the election will be done by paper ballots which will be counted by the N/E committee. The newly elected board and officers will take their offices on January 1 of the following year.

3.4 Term of Office:

The term of office for each officer will be two years. 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. If a replacement for a Board position cannot be found the office holder may hold office until the next election.

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 general membership 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 at least three times during the year. Publicity of the place and time of the meetings will be announced through the Weekly Newsletter and the Web Site. 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 (2/3rd) of the Board (4 members) to constitute a quorum. Attendance shall be in-person or online (no more than three online per year).

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. There will be no proxy voting. 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 is the arbiter in disputes in consultation with the Board.

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 \$1000.00 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 local charitable organizations qualified as a federal tax exempt organizations. 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.

Greater Brunswick Area Chamber of Commerce

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