



## **BYLAWS**

**of the**

**Greater Newburyport  
Chamber of Commerce & Industry, Inc.**

*Revised ~~2013~~2017*

**Bylaws of the  
Greater Newburyport Chamber of Commerce & Industry, Inc.**

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# Bylaws of the Greater Newburyport Chamber of Commerce & Industry, Inc.

## ARTICLE I - Name

This organization is incorporated under the laws of the Commonwealth of Massachusetts and shall be known as the Greater Newburyport Chamber of Commerce & Industry, Inc. (hereinafter referred to as the "Chamber").

## ARTICLE II - General

### **Section 1: Purpose**

The Chamber's mission is "To support the success of our members and lead in economic development in collaboration with the communities we serve."

To accomplish this mission we will:

- Provide our membership with the tools, environment and leadership to achieve success.
- Clearly define and communicate to our members the value and benefit of membership.
- Be inclusive and meaningful to all of our members.
- Advocate and lead on local, regional and national issues that affect our members.
- Encourage, nurture and attract business to and within the communities we serve.
- Advocate for the best ecological, economic and environmentally sustainable practices while sustaining the heritage and character of the communities we serve.
- Continually plan and evolve to meet our mission.
- Attract new members and sustain growth.

The actions of the chamber board, administration, and staff will always reflect our mission with the highest integrity and values.

### **Section 2: Service Area**

The ~~Greater Newburyport economic region~~ Chamber's primary service area shall include but shall not be limited to the communities of: Amesbury, Newbury, Newburyport, Rowley, Salisbury, ~~and~~ West Newbury, ~~Georgetown, Ipswich and the cities and towns contiguous thereto.~~

### **Section 3: Limitation of Methods**

The Chamber 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. In all activities, the Chamber shall be non-partisan, non-political, non-sectarian and non-discriminatory.

## ARTICLE III - Membership

### Section 1: Eligibility

Any person, association, corporation, limited liability company, partnership, trust or other form of business organization having an interest in the purpose of the Chamber shall be eligible to apply ~~for membership to become a Member of the Chamber.~~

~~Membership shall be in one of the following categories:~~

~~**Full Member:** A member assed full dues shall be entitled to vote and participate in all Chamber benefits.~~

~~**Senior Retired Member:** A member who is deemed to be retired from doing business in the Greater Newburyport Economic Region shall be assessed one half of the full membership dues. This membership shall include all membership privileges and voting rights.~~

~~**Not for Profit Member:** A member who is a verifiable tax exempt not for profit organization shall be assessed one half of the full membership dues. This membership shall include all membership privileges and voting rights.~~

~~**Seasonal Member:** A member doing business in the Greater Newburyport economic region for six months of the year or less shall be assessed one half of full membership dues. This membership shall include all membership privileges and voting rights.~~

~~**Associate Member:** An individual, not doing business and not retired from doing business in the Greater Newburyport economic region shall be assessed one half of the full memberships dues, however, there are no voting privileges or other chamber benefits connected with this category of membership.~~

~~**Student Member:** An individual enrolled in local colleges or universities and not doing business in the Greater Newburyport economic region or a business located outside of the region shall be assessed a reduced rate. There are no voting privileges or other chamber benefits connected with this category of membership.~~

### Section 2: Election

Applications for membership shall be in writing, on forms provided for that purpose, and signed by the applicant. Election of members shall be by the Chamber's Board of Directors (Board) at any meeting thereof. Any applicant so elected shall become a member in good standing upon payment of regularly scheduled dues as provided in Section 3 of Article III.

### Section 3: Membership Categories and Dues

The Board may from time to time establish different Membership categories. Membership dues shall be at such rate or rates, schedule or formula as may be from time to time prescribed by the Board.

### Section 4: Termination and Resignation

- A. Any member may resign from the Chamber upon written notification (by email, fax, mail, or hand delivery) request to the President, ~~who shall present it to the Board for action. The resigning member shall not be entitled to a pro-rated refund of any dues.~~
- B. ~~Any member who fails to pay the applicable membership dues within ninety (90) days of its due date shall have its membership terminated for non-payment of dues by shall be deleted from membership by majority vote of the Board by a two-thirds vote for non-payment of dues after ninety (90) days from the date due,~~ unless otherwise extended for good cause.

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C. Any member's membership may be ~~terminated~~deleted from membership by a two-thirds vote of the ~~full~~ Board, at a regularly scheduled meeting thereof, for good cause, after notice and opportunity for a hearing before the Board, or before a duly authorized committee of the Board established by the Board.The term "good cause" shall include without limitation unethical, unprofessional or criminal conduct by a member or conduct that is deemed by the Board to be contrary to or damaging to the mission or reputation of the Chamber.

#### **Section 5: Voting**

In any proceeding in which voting by members is called for each member in good standing shall be entitled to cast one (1) vote.

#### **Section 6: Exercise of Voting Privileges**

Any association, corporation, partnership, trust or other form of business organization holding membership may designate ~~one person an individual whom the holder desires as the main contact~~ to exercise the privileges of membership covered by its subscription and shall have the right to change its designate upon thirty days advance written notice to the Chamber President.

#### **Section 7: Honorary Membership**

Distinction in public affairs shall confer eligibility to honorary membership. Honorary members shall have all the privileges of members, except the right to vote, and shall be exempt from the payment of dues. The Board shall confer or revoke honorary membership by a two-thirds vote upon the recommendation by the Executive Committee.

### **ARTICLE IV - Meetings**

#### **Section 1: Annual Meeting of the Membership**

The annual meeting of the ~~corporation~~members of the Chamber shall be held during March of each year, or on such other date as shall be fixed by the Board.

#### **Section 2: Additional Meetings of the Membership**

Special meetings of the Chamber membership may be called by the Chairperson of the Board (hereinafter referred to as "Chairperson") at any time, or upon petition in writing of ten percent (10%) of the members in good standing. Notice of special meetings (including the purpose of the meeting) shall be mailed to each member at least five (5) days prior to such meetings.

#### **Section 3: Quorum**

At any duly called meeting of the Chamber membership, thirty-five (35) members shall constitute a quorum.

### **ARTICLE V - Board of Directors**

### **Section 1: Composition of the Board of Directors**

The Board shall ~~be composed of a minimum of fifteen (15) and a maximum of~~ ~~be limited to~~ twenty-four (24) members. It shall consist of the Chairperson, President, Chair Elect, two (2) Vice Chairs, a Clerk, a Treasurer, and up to seventeen (17) other Directors.

### **Section 2: Powers**

- A. The government and procedure 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. These policies may be maintained in a policy manual, to be reviewed annually and revised as necessary.
- B. The Board shall employ a President and shall fix the salary and other considerations of employment.

### **Section 3: Term of Office of Directors**

The term of office for each elected Director shall be three (3) years, beginning at the close of the Annual Meeting. The Directors' and the Officers' terms of office shall begin at the close of the Annual Meeting at which they are elected.

### **Section 4: Limitations**

No Board member who has served two consecutive three-year terms is eligible for election for a third consecutive term. A period of one (1) year must elapse before eligibility is restored, except in the case of the sitting Chairperson whose term as Chairperson expires simultaneously with their sixth consecutive year as a Director. In this instance, upon recommendation of the Executive Committee and approval by the Board, their eligibility to serve as a Director may be extended for one (1) year. Paid staff, with the exception of the President, shall not be eligible for election to the Board.

### **Section 5: Meetings**

- A. The Board shall meet annually immediately following the Annual Meeting of the Chamber and shall elect officers for the forthcoming year. Regular monthly meetings shall be held at such place and time as the Board may from time to time determine.
- B. Special Board meetings may be called by the Chairperson or by ~~the members of the Board~~ ~~upon~~ written application of seven (7) members of the Board. Notice (including the purpose of the meeting) shall be given each Director at least two (2) business days prior to said meeting.
- C. The Executive Committee may, ~~in case of emergency as determined~~ by vote of seven (7) of its members, determine that such Special Meeting ~~of the Board~~ may be conducted via email, in which case the issue to be voted upon shall be submitted to each Board member via email; two business days after such submission the number of votes submitted by the Board members shall be determined, and if at least one half such members have submitted a vote, then the quorum requirement shall have been met and such vote shall pass or fail by ordinary majority. If a Board member does not have email or cannot be reached by email, reasonable effort shall be made to reach that Board member via facsimile or telephone and, if reached, such member may vote via facsimile or other writing delivered to the Chairperson of the Board or his/her designee.

**Section 6: Notice**

The President shall cause to be given reasonable notice of regular meetings. Where feasible such notice shall be given not less than one (1) week prior to the meeting and shall state the date, time, place, and purpose thereof, and shall include an advance agenda and minutes of the prior meeting. Notice of special meetings shall be in accordance with Section 5(B) of Article V.

**Section 7: Quorum**

A quorum at all meetings of the Board shall be one-half of the Directors then in office. At any meeting of the Board at which a quorum is present, the vote of a majority of those present, except as otherwise required by law or by these Bylaws, shall be sufficient to decide any question brought before such meeting.

**Section 8: Resignation**

Any Director may resign at any time by giving notice of such resignation to the Chairperson or the President or by delivering such resignation to the Chamber at its principal office. Such resignation shall be effective at the time specified therein, or if no time is specified, upon receipt by the Board.

**Section 9: Vacancies**

Any vacancy on the Board may be filled for the unexpired balance of the term by majority vote of the ~~full~~ Board. In the event of vacancies on the Board, the remaining Directors may exercise the powers of the full Board until successors are elected.

**Section 10: Removal**

A Director may be removed or suspended for the reasons and by the procedure set forth for members in Section 4(c) of Article III. Any Director with four (4) unexcused absences from regular meetings of the Board in any one Chamber year shall automatically be removed as a member of the Board.

**Section 11: Director Emeritus**

~~Any person who is distinguished by valuable and meritorious service to the Chamber of Commerce may be proposed by the Executive Committee to the full Board to be elected as a Director Emeritus at any regular or special meeting of the Board by a majority vote of the Board members present and voting. An Emeritus Board member may attend Board meetings and receive Board communications, but shall not vote.~~

**ARTICLE VI - Officers**

**Section 1: Term of Office**

The officers shall be elected by the Board from the ~~if~~ Board membership to serve for one (1) year terms; however, the Chairperson will not be eligible to serve more than two (2) consecutive one (1) year terms. The Officers' term of office shall commence at the close of the Board meeting at which they are elected.

**Section 2: Duties of Officers**

- A. **Chairperson** The Chairperson shall serve as the chief elected officer of the Chamber of Commerce and shall preside at all meetings of the membership, Board and Executive Committee. The Chairperson shall, with advice and counsel of the Vice Chairs and the



President, determine all committees and select all committee chairpersons. Whenever feasible, a committee shall be chaired by a member of the Board.

- B. **Vice Chairs** The Chairperson shall designate a Vice Chair to exercise the powers and authority and perform the duties of the Chairperson in the absence or disability of the Chairperson. The duties of the Vice Chairs shall be such as their titles' general usage would indicate, as well as those that may be assigned by the Chairperson and Board.
- C. **Treasurer** The Treasurer shall be responsible for the safeguarding of all funds received by the Chamber and for their proper disbursement. Such funds shall be kept on deposit in financial institutions or invested in a manner approved by the Board. The Treasurer shall provide a monthly financial report to the Board.
- D. **Clerk** The Clerk shall be a resident of the Commonwealth of Massachusetts and shall keep a record of the meetings of the members and of the Board and the Executive Committee. In the absence of the Clerk from any meeting, a temporary Clerk shall be designated by the presiding officer to perform the duties of the clerk.
- E. **President** The President shall be the chief administrative and executive officer. The President shall cause to be prepared notices, agendas and minutes of meetings of the Board.

The President shall serve as advisor to the Chairperson and Vice Chairs on business and program planning and shall assemble information and data and cause to be prepared special reports as directed by the business plan of the Chamber.

The President shall be a voting member of the Board, the Executive Committee and all committees, except the nominating Committee.

With the assistance of the Vice Chairs, the President shall be responsible for administration of the business plan in accordance with the policies of the Board.

The President shall be responsible for hiring, discharging, directing and supervising all employees.

With the cooperation of the Treasurer and Finance Committee, the President shall be responsible for the preparation of an operating budget covering all activities of the Chamber, subject to the approval of the Board. The President shall also be responsible for the expenditure of all budget allocations.

The President shall be appointed by the Board to hold office at the pleasure of the Board.

### **Section 3: Resignation**

Any officer may resign at any time in the manner prescribed for the Directors in Section 8 of Article V.

### **Section 4: Vacancies**

If any executive office becomes vacant, the Board shall fill such vacancy in the manner prescribed for filling vacancies on the Board in Section 9 of Article V.

## **ARTICLE VII – Committees**

### **Section 1: Appointment and Authority**

The Board may delegate such of their powers as they consider advisable, except those powers which by law, the articles of organization, or these Bylaws may not be so delegated, to such committees as the Board or the Chairperson may from time to time establish. Members of such committees shall be appointed for a term concurrent with the term of the appointing Chairperson, unless otherwise specified. Members of such committees, unless otherwise specified, need not be Directors.

No action by any member, committee, employee (except the President in her/his discretion and fiduciary capacity), director or officer shall be binding upon, or constitute an expression of, the policy of the Chamber until it shall have been approved or ratified by the Board. All committees shall function only in an advisory capacity to the President, Chairperson, and members of the Board and shall have no independent authority to act or make decisions on behalf of the Board or the Chamber, except as otherwise enumerated in these Bylaws. The committees' functions shall be to gather and distill information, to make recommendations, and to participate in events where applicable.

### **Section 2: Executive Committee**

The Executive Committee shall consist of up to eleven (11) people: the Chairperson, Chair Elect, two (2) Vice Chairs, the President, the Clerk, the Treasurer, and up to four (4) other Directors elected annually by the Board to serve at large. This committee's primary function is to advise and support the President; this committee shall also perform annual reviews of the President.

### **Section 3: Finance Committee**

The Finance Committee composed of the Treasurer and up to six (6) other members shall be appointed by the Chairperson. It shall be the duty of this Committee to meet at least ~~quarterly~~ monthly, monitor the budget, consider and recommend changes to the budget during the fiscal year, to prepare a budget for the next fiscal year, and to submit it to the Board for approval no later than prior to the February Board meeting of each fiscal year, and to recommend a CPA to prepare the Chamber's annual tax returns. The Finance Committee may, from time to time, submit to the Board for approval supplements to the budget for the current fiscal year.

### **Section 4: Nominating Committee**

At the regular January Board meeting the Chairperson shall appoint a Nominating Committee consisting of five (5) members, one each from the retail, service/professional, non-profit, and industrial sectors, plus the Chairperson elect, and shall designate one to be the Chairperson of the Committee. It shall be the duty of this Committee to solicit candidates from the membership and to submit a slate of candidates to the Board; the Board shall vote on whether to recommend this slate to the membership for election at the Annual Meeting. Each candidate must be an active member in good standing and must have agreed to accept the responsibility of directorship. The proposed slate should, in conjunction with sitting Board members, be reflective of the overall membership composition. This Committee shall also recommend a slate of officers to the Board for election.

### **Section 5: Standing Committees and Other Committees**

The standing committees of the Chamber are as follows:

- ~~1.~~ **Business Development**
- ~~2.~~1. Economic Development Action Committee (EDAC)
- ~~3.~~2. Marketing Committee
- ~~4.~~ **Non-Profit**
- ~~5.~~3. Retail/Restaurant Committee
- ~~6.~~ **Special Events**
- ~~7.~~ **Green/Sustainability**
- Residential Advisory**

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8. 4. Membership Committee

Additionally, the Chairperson of the Board or ~~the~~ President may form such ad hoc committees as necessary.

Committees shall be discharged by the Chairperson when their work has been completed and their reports accepted, or when, in the opinion of the Board, it is deemed wise to discontinue the committees.

**Section 6: Committee Members**

Committee Members may be appointed by the Chairperson ~~or~~ in consultation with the President in his/her discretion, ~~as~~ as deemed necessary and appropriate for each committee.

Each committee shall appoint a member to take minutes of any advisory decisions of the committee and submit a report to the President prior to each Board meeting; in case of a Board member chairing a committee, the Board member shall make the report to the Board, otherwise such report shall be made by the President. Reports may be made by consent agenda.

**Section 7: Quorum**

Except as otherwise provided, one-third of the members then serving of any committee ~~then in office~~ shall constitute a quorum at all meetings of such committee (unless there be only three members of such committee in which case two members shall constitute a quorum).

**ARTICLE VIII - Indemnification**

The Chamber shall to the extent legally permissible, indemnify each of its Directors, officers, employees and other agents against all liabilities and expenses, including amounts paid in satisfaction of judgments, in compromise or as fines and penalties, and counsel fees, reasonably incurred by them in connection with the defense or disposition of any action, suit, or other proceeding, whether civil or criminal, in which they may be involved or with which they may be threatened, while in office or thereafter, by reason of their being or having been such a Director, officer, employee or agent, except with respect to any matter as to which they shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that their action was in the best interest of the Chamber provided, however, that as to any matter disposed of by a compromise payment by such Director, officer, employee or agent, pursuant to a consent decree or otherwise, no indemnification either for said payment or for any other expenses shall be provided unless:

- A. such Director, officer, employee or agent shall be found to have acted in the reasonable belief that their action was in the best interest of the Chamber by a disinterested majority of the Directors then in office and entitled to vote; or
- B. in the absence of action by disinterested Directors there has been obtained at the request of a majority of the Directors then in office and entitled to vote an opinion in writing of independent legal counsel, other than counsel to the Chamber, to the effect that such a Director, Officer, employee, or agent appears to have acted in good faith in the reasonable belief that their action was in the best interest of the Chamber.

The Chamber shall for purposes of indemnification at all times maintain an active liability and errors and omissions policy in an amount of the not less than one million dollars. Expenses including counsel fees, reasonably incurred by any such Director, officer, employee or agent in connection with the defense or disposition of any such action, suit or other proceeding, may be paid from time to time by the Chamber in advance of the final disposition thereof upon receipt of an undertaking by such individual to repay the amounts so paid to the Chamber if they shall be adjudicated to be not entitled to indemnification. The right of indemnification hereby provided shall not be exclusive of or affect any other rights to which any

Director, officer, employee or agent may be entitled. Nothing contained herein shall affect any rights to indemnification to which Chamber personnel may be entitled by contract or otherwise under law. As used in this article, the terms "Director", "officers", "employees", "agents" include their respective heirs, executors and administrators, and an "interested" party is one against whom in such capacity the proceeding in question or another proceeding on the same or similar grounds is then pending.

#### **ARTICLE IX - Conflict of Interest**

No contract or other transaction between the Chamber and any other person or organization and no act of the Chamber shall be affected by the fact that a Director, officer, or employee of the Chamber has financial or other interest in such other person or organization. Any Director, officer, or employee, individually, or any firm or corporation in which such Director, officer, or employee may have an interest, may be a party to, or may have a financial or other interest in, any contract or transaction of the Chamber provided that the fact that such person, firm or corporation has such an interest shall be disclosed to or shall be known by the Board or a majority of the members thereof and provided further, that such person shall not vote upon such matter.

#### **ARTICLE X - Dissolution**

The Chamber shall use its funds only to accomplish the objectives and purposes specified in these Bylaws, and no part of said funds shall inure, or be distributed, to the members of the Chamber. On dissolution of the Chamber, 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 as defined in IRS Section 501 (c) (3).

#### **ARTICLE XI - Parliamentary Authority**

The current edition of Roberts Rules of Order shall be the final source of authority in all questions of parliamentary procedures when such rules are not inconsistent with the Bylaws of the Chamber and any special rules of order the Chamber may adopt.

#### **ARTICLE XII - Amendments**

Any of these Articles may be altered, amended or repealed or any new Article may be added to these Bylaws by a two-thirds vote of the members present and voting at any regular or special meeting, provided that notice of the substance of the proposed alteration, amendment or repeal is stated in the notice of the meeting.

#### **ARTICLE XIII - Fiscal Year**

The fiscal year shall end on December 31 of each year.

| Date Adopted: ~~May 31, 2013~~April, 2017