

**BY-LAWS OF**  
**THE AMHERST AREA CHAMBER OF COMMERCE**  
*Serving the Communities of Amherst, Belchertown, Hadley, Leverett, Pelham, Shutesbury and  
Sunderland*

ARTICLE I. NAME.

The name of this organization shall be The Amherst Area Chamber of Commerce, hereinafter called the Chamber.

ARTICLE II. MISSION.

Section 1 – Mission Statement – The mission of the Chamber is to create, maintain and promote a vital, thriving business climate throughout the Amherst, Belchertown, Hadley, Leverett, Pelham, Shutesbury and Sunderland areas and to promote and support the civic, educational, recreational and economic well being of the members it serves.

Section 2 – Limitations of Methods – This Chamber in its activities shall be non-profit, politically non-partisan and non-sectarian. All policies and actions of the Chamber shall at all times be consistent with Section 501(c)(6) of the United States Internal Revenue Code (and successor provisions), applicable federal, state and local corporate law, antitrust and trade regulation and other legal requirements. No portion of the Chamber's net earnings, if any, shall inure to the benefit of any private shareholder, member or individual.

ARTICLE III. MEMBERSHIP.

Section 1 – Eligibility – Any person, for profit business entity, non profit organization, governmental entity, and educational entity, having an interest in the objectives of the Chamber shall be eligible to apply for membership.

Section 2 – Classes of Membership – The Chamber shall be composed of active members and honorary members.

2a – Active Membership - Active membership shall consist of individuals, for-profit business entities, non- profit organizations, governmental entities, and educational entities.

2b – Honorary Membership – Honorary membership is exempt from dues membership. Any person who performs a service to the Chamber and/or the community-at-large may be elected by the Board of Directors for honorary membership by a three-fourths vote of the Directors present. Honorary membership shall include all the privileges of active membership, except that of holding office, voting, and payment of dues.

Section 3 – Termination – (a) Any member may resign from the Chamber by notifying the Chamber office in accordance with Article XVI (2); (b) Any member may be removed by the Chamber for non-payment of dues ninety (90) days after the date due unless otherwise extended for good cause; (c) Any member may be removed by a two-thirds vote of the Board of Directors then present at a regular or special meeting of the Board of Directors for conduct unbecoming a member or prejudicial to the aims or reputation of the Chamber after notice and opportunity for a hearing are afforded the member under review. The hearing shall be scheduled by the Board of Directors within a reasonable time in light of the circumstances, and will provide an opportunity for the member under review to defend its case to the Board of Directors.

#### ARTICLE IV. MEMBERSHIP INVESTMENT.

Membership investment shall be at such a rate, schedule, or formula as may be from time to time determined by the Board of Directors.

#### ARTICLE V. MEETINGS.

Section 1 – Annual Meeting – The Annual Meeting of the Chamber shall be held within the first quarter of each fiscal year provided however, that the Board of Directors, by a majority vote, may select any other time that will be more convenient for the membership or more suitable for such a meeting. Notice thereof shall be provided to each member at least ten (10) days before said meeting.

Section 2 – Special Meetings – Special meetings of the Chamber may be called by the President of the Board of Directors at any time, or upon petition in writing of ten percent (10%) of members in good standing. Notice thereof shall be provided to each member at least ten (10) days before said meeting.

Section 3 – Quorum – At all meetings, ten percent (10%) of the members in good standing shall constitute a quorum.

#### ARTICLE VI. BOARD OF DIRECTORS.

Section 1 – Board of Directors – The government of the Chamber, establishment of policies, the direction of its work and the control of its property shall be vested in the Board of Directors. The Board of Directors shall consist of between eighteen (18) and twenty-four (24) members, one-third of whom shall be elected annually for a term of three (3) years, and shall include one member each representing Amherst College, Hampshire College and University of Massachusetts. The Board of Directors shall be elected by a majority vote of the Membership at the Annual Meeting. Every effort shall be made to represent the diversity of membership on the Board of Directors. All Directors agree to uphold the By-Laws of the Chamber.

Section 2 – Vacancies – Vacancies on the Board of Directors, or among the Officers, shall be filled for the unexpired term or terms thereof by a majority the Board of Directors. The Board will make reasonable efforts invite nominations from the Membership.

Section 3 – Ex-Officio Board Members – The Board of Directors may create the office of Ex-Officio member of the Board of Directors and provide for the terms of said office, but no Ex-Officio member shall be entitled to vote on the Board.

Section 4 – Nominating Committee - The President shall appoint, subject to approval by the Board of Directors, a standing Nominating Committee of three (3) Board members and two (2) other Chamber members. The President shall designate the Chair of the Committee. The members of this Nominating Committee shall be appointed so as to represent a cross section of Chamber members. The membership of this Committee shall be replaced as necessary.

Section 5 – Invitation of Nominations – The Board will invite members to submit names to be placed in Nomination to the Board of Directors in September so that the nominations can be vetted prior to the end of October. In November, the Nominating Committee will present the slate to the Board for endorsement.

Section 6 – Slate of Directors – At the November meeting, the Nominating Committee shall present to the Board of Directors for their endorsement a slate of candidates to replace the Directors whose regular terms are expiring. Each candidate must be a representative of an active Chamber member in good standing and must have agreed to accept the responsibility of a Directorship.

Section 7 – Quorum – A majority of members of the Board of Directors shall constitute a quorum at any meeting.

Section 8 – Board Meeting – The Board of Directors shall meet monthly but more or less often as the Board of Directors may determine. Meetings shall be at a time and place determined by the Board.

Section 9 – Special Meetings – Special meetings of the Board of Directors may be held on the call of the President or acting President, or at the request of any five (5) Board members. A call for a special meeting shall state the purpose of said meeting, and notification shall be given to each Director of the Board and shall not be given less than 24 hours preceding said meeting.

Section 11 – Non-Attendance – Absence from four (4) consecutive regular meetings of the Board of Directors without a reason deemed valid by the Board may be construed as a resignation, however the Board of Directors will attempt to ascertain the intention of the absent member before replacing the member.

## ARTICLE VII. OFFICERS.

Section 1 – Nomination and Election of Officers – The Nominating Committee shall present the slate of officers including President, 1<sup>st</sup> Vice President, 2<sup>nd</sup> Vice President, Secretary and Treasurer for their election to the Board of Directors at the December Board meeting. The slate of officers shall be elected at the January Board meeting, at which time all officers shall be elected for a term of one (1) year. Officers may be elected to multiple one-year terms as part of the standard nominating process.

Section 2 – Duties of Officers –

President – The President shall serve as the Chief Elected Officer of the Chamber and shall preside at all meetings of the membership, Board of Directors, and Executive Committee. He or she shall perform all duties incident to the office and initiate action to advance the objectives of the Chamber.

First Vice-President – The 1st Vice-President shall serve as President in the absence of the President, although the 1st Vice President may not take any action on behalf of the President without Board or Executive Committee approval.

Second Vice-President – The 2nd Vice-President shall mentor with the President and 1<sup>st</sup> Vice President to ensure that they have the requisite knowledge to serve their term when it arrives. The 2<sup>nd</sup> Vice-President will also become the 1<sup>st</sup> Vice-President should the President not be able to fulfill his/her term.

Treasurer – The Treasurer shall be Chief Financial Officer of the corporation and perform such duties as are customary with such office in non-profit corporations. The Treasurer shall chair the Finance Committee and, in cooperation with the Executive Director, shall be responsible for preparing monthly and annual financial reports.

Secretary – The Secretary shall ensure that adequate and accurate records of the Corporation activities are maintained.

Section 3 – Executive Committee – The Executive Committee meets monthly to review personnel, operations and strategy of the Chamber and prepares the agenda for the Chamber board and membership meetings and shall act for and on behalf of the Board of Directors when the Board is not in session. The Executive Committee shall be accountable to the Board for its actions. It shall be composed of the President, 1<sup>st</sup> Vice President, 2<sup>nd</sup> Vice President, Treasurer, Secretary, immediate past President, and three other board members as chosen by the President. The President will serve as Chair of the Executive Committee.

ARTICLE VIII. MANAGEMENT.

Section 1 – Executive Director – The Board of Directors shall employ an Executive Director. The Executive Committee shall fix the salary and other considerations of employment.

Section 2 – Duties of Executive Director – The Executive Director shall be the administrator who is responsible for managing the day-to-day affairs of the Chamber and shall hire such administrative and other staff.

Section 3 – Retaining and Discharging the Executive Director – The Executive Committee shall have the exclusive power and authority to retain and discharge the Executive Director; provided that the retention

or discharge of an Executive Director shall be subject to the ratification of such action by the Board of Directors.

#### ARTICLE IX. COMMITTEES AND DIVISIONS.

Section 1 – Appointment – The President, with the approval of the Executive Committee, shall appoint all committees and committee chairs. The President shall be an ex-officio member of all committees.

Section 2 – Standing Committees – The following committees shall be standing committees of the Chamber: Finance Committee, Ambassador Committee, Awards Committee, Nominating Committee, Government Affairs Committee, and the Executive Committee. The President may appoint such other committees as well as ad hoc committees as deemed necessary to carry out the program of the Chamber.

Section 3 – Limitation of Authority – No action by any member, committee, employee, 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 of Directors.

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

Section 4 – Divisions - The Board of Directors, at their discretion, may permit the organization of any group within the membership of the Chamber having a common business interest. These groups may regulate their own business and financial activities in so far as such activities do not conflict with the By-Laws, objects, and welfare of the Chamber. These groups within the Chamber may be subject to service fees designated by the Board of Directors.

Such divisions shall annually submit a report of all activities and proposed programs to the Board of Directors. No action or resolution of any kind shall be taken by such divisions that have a bearing upon, or expression of, the Chamber unless approved by the Board of Directors.

#### ARTICLE X – FINANCES.

Section 1 - Authority – The Board of Directors shall be final authority on all fiscal matters pertaining to the Chamber.

Section 2 – Operating Procedure – The Board of Directors may adopt operating procedures delegating financial authority to the Executive Committee, Finance Committee or Executive Director, but all actions under such authority shall be subject to review by the Board of Directors.

Section 3 – Budget – The Executive Director shall prepare and submit to the Finance Committee, by September 1<sup>st</sup>, a budget covering the anticipated income and expense for the year. The Finance Committee shall submit by October 1<sup>st</sup> such proposed budget with its recommendations for review by the Executive Committee and Board of Directors. After approval by the Board, this budget shall be the basis of disbursements of funds. It may be amended by the Board of Directors from time to time, but only after calling for a report of the Finance Committee with respect to such amendment.

Section 4 – Financial Statements – At least once each quarter, the Treasurer shall report in writing to the Board of Directors on the financial condition of the Chamber.

Section 5 – Audit – The Finance Committee, with appropriate assistance as it deems necessary, shall provide an examination of all books of account of the Chamber at the close of the year’s business and report its findings to the Board of Directors.

Section 6 – Fiscal Year – The fiscal year shall be January 1 to December 31.

#### ARTICLE XI. PARLIAMENTARY PROCEDURE.

The proceedings of all Chamber meetings shall be governed and conducted according to the latest edition of Roberts Rules of Order Revised.

#### ARTICLE XII. PUBLIC RELATIONS.

The Executive Director or designee shall be the public spokesperson for the Chamber. All public policies pertaining to the Chamber, or any of its divisions or committees thereof, shall be approved by the Board of Directors prior to release with the exception of routine announcements and other similar communications.

#### ARTICLE XIII. INDEMNIFICATION.

No officer or director of the corporation shall be personally liable to the corporation, or the corporation’s members, for any monetary damages for breach of the fiduciary duty as an officer or director, notwithstanding any provision of law imposing such liability, provided, however, that such personal liability shall not be limited:

- a. for any breach of the officers and director’s duty of loyalty to the corporation or its members; or
- b. for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law; or
- c. for any transaction for which the officer or director derived an improper personal benefit.

#### ARTICLE XIV. DISSOLUTION.

Section 1 – Dissolution – The corporation may close its affairs and seed dissolution by a vote of three Directors at a meeting of the Board of Directors affirmed by a vote of 2/3 (two thirds) of the members at the annual meeting or special meeting of the members, upon two weeks notice, called for such purpose to authorize the filling of a Petition of Dissolution with a Court of competent jurisdiction.

Section 2 – Procedure – The Chamber shall use its funds only to accomplish the objectives and purposes specified in these By-Laws, 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 of Directors as defined by the IRS Section 501 (c) (3).

#### ARTICLE XV. AMENDMENTS.

New By-Laws may be adopted, or these By-Laws may be amended or repealed at any time by a majority vote of the members present at a duly called meeting of the membership or by the written or electronic ballot of a majority of members casting ballots.

Section 2 – Powers of Directors – The directors may adopt, amend or repeal the By-Laws at any regular or special meeting of the board provided, however, that the same may not be amended or altered unless at least 2/3 (two-thirds) of the board vote affirmatively thereof; and provided further, that no amendment shall be adopted changing the number of directors. Any such By-Laws changing the number of directors shall be the exclusive power of members as herein above provided.

Any proposed By-law amendment shall be presented to the Board of Directors for reading at least two weeks prior to the vote being taken. -Such proposed amendment shall be posted and available to all Chamber members at the Chamber office on the date of reading with notification as to date the vote will be taken.

#### ARTICLE XVI. MISCELLANEOUS.

Section 1 – Governing Law - These By-Laws shall be construed under the laws of The Commonwealth of Massachusetts.

Section 2 – Notice – All notices and other communications in connection with these By-Laws shall be in writing and shall be deemed given if delivered personally, or sent via email, or mailed by regular mail or delivered by an express courier service to the member address on record with the Chamber.

Adopted March 13, 1974  
Amended February 18, 1976  
Amended February 29, 1980  
Amended June 2, 1987  
Amended November 5, 1996  
Amended August 12, 2008  
Amended December 12, 2017

A true copy, Attest: \_\_\_\_\_  
CHAMBER.BL