

By- Laws

Greater Hudson Chamber of Commerce



Amended & Approved
September 22, 2004

**ARTICLE 1
NAME**

The name of this organization Hudson Chamber of Commerce shall be incorporated as a non-profit membership corporation under the laws of the State of New Hampshire and shall also be known as the Greater Hudson Chamber of Commerce, Inc.

**ARTICLE 2
OBJECTIVE**

Section 1. To participate for the purpose of mutual benefit in an exchange of information and experiences with other members and related affiliations, to foster, promote and develop the economic base, increase job opportunities and strengthen the united effort of the business community.

Section 2. To operate without a profit. No part of the income of the Chamber will benefit any individual member.

**ARTICLE 3
LIMITATION OF METHOD**

Section 1. The Greater Hudson Chamber of Commerce, Inc. shall be non-partisan, non-sectarian and shall not lend its support to the election or appointment of any one party or candidate for public office.

**ARTICLE 4
MEMBERSHIP**

Section 1. Any reputable businessperson, association, corporation, partnership, or other legal business entity may subscribe to membership in the Greater Hudson Chamber of Commerce, Inc. by completing an application and paying a specified membership fee.

Section 2. Members may be approved to membership at any regular or special meeting of the Board of Directors, at which a quorum is present, by a majority vote thereof. Membership shall continue on a year-to-year basis unless the member shall tender written resignation with fifteen (15) business days prior to December 31st.

Section 3. Any person, firm, association or corporation shall be entitled to cast only one vote by the member designated on the application form or on amended form.

Section 4. Any person, firm association or corporation shall have the right at any time to change any or all of its representatives upon written notice to the Greater Hudson Chamber of Commerce, Inc. and the amended designated member form shall become part of application form.

Section 5A. Distinction in public affairs shall confer eligibility to honorary membership. Honorary membership shall include all the privileges of active membership, except that of holding office, with the exemption of payment of dues. Election to honorary membership shall require the approval of the Board of Directors, at any regular or special meeting, at which a quorum is present, by a majority vote thereof. An honorary membership may be revoked by the Board of Directors, at any regular or special meeting, at which a quorum is present, by a majority vote.

Section 5B Honorary membership shall include Internal Revenue Service, 501 (C) (3) non-profit organizations.

Section 6. Applications for membership shall be made in writing or online to the Board of Directors, and the application shall be regarded as a guarantee on the part of the applicant of the person's interest in and agreement with the purposes of the Greater Hudson Chamber of Commerce, Inc., and of the person's adherence, if accepted, to its By-Laws, rules and regulations. The President shall sign applications after being accepted by the Board.

A. A special membership category will be established to be hereafter called "Associate" member. Said Associate shall be assessed dues set by the Board of Directors and shall have all the rights of membership except that of holding office and the right to vote. The qualifications for election to the Associate membership shall be as follows:

1. Exhibits in the opinion of the Board of Directors, civic interest and/or distinction in public or charitable affairs.
2. Not to be actively engaged in any business as principal, partner, or associate within the confines of Hudson nor any immediate adjacent community.
3. Acceptance to membership shall be at any regular or special meeting of the Board of Directors, at which a quorum is present, by a majority vote thereof.

B. To be in "good standing", a member and/or director must be current with the required dues, charges, costs, fees, invoices and outstanding balances owed. In the event membership dues or other outstanding balances payable by any member are unpaid at the end of thirty business (30) days following the billing date, a reminder shall be sent. If such balances are unpaid at the end of sixty business (60) days, after the due date, the member's rights and privileges will be suspended subject to the member's petition. If such balances are unpaid at the end of ninety business (90) days after the due date, the member or director shall be deemed to have resigned and his/her resignation accepted on such due date, but shall remain liable for all unpaid dues and other charges due this organization. Member may be reinstated in accordance to Article 5, section 3.

C. In the event of the absence of a member, a representative, or any other member of the same firm may exercise the voting powers conferred upon the member's company.

Section 7. Any member may be terminated, for acts that in the opinion of the Board are not in the best interest of the organization, by a 2/3 vote of the directors present at any meeting of the board. No member shall be expelled without the opportunity to defend their position before the Board at a proposed time and place after a 14 business day notice (given via email, telephone or in writing). Termination of membership shall not terminate any liability or obligation of such member to this organization.

Section 8. Any member upon written request addressed to the Board of Directors, accompanied by a remittance covering the full amount of the account to date, may resign from the Greater Hudson Chamber of Commerce, Inc. Upon the death or removal of a member from the vicinity or in consideration of business changes, the Board may cancel a member's account due at a regular or special meeting of the Board, at which a quorum is present, by a majority vote. A member who is terminated shall forfeit any privileges of membership.

ARTICLE 5 DUES

Section 1. Each member shall pay a fee, which shall be known as the membership dues, the amount of which shall be determined by the Board of Directors.

Section 2. One year membership dues are payable with an application for membership and thereafter annually on January 1st. Second year dues to be prorated based on the month of membership acceptance. Non-acceptance shall result in immediate return of dues.

Section 3. Any member whose dues are in arrears for a period of three (3) months shall automatically lose the right to vote, but may be reinstated at any time after payment of unpaid dues. Actions shall be taken in accordance to Article 4 Section 6B of the By-Laws.

Section 4. A member who has been removed from the membership roster for any reason may be reinstated upon payment of one full year's dues plus a \$50 reinstatement fee, with the approval of the Board of Directors at a regular or special meeting of the Board, at which a quorum is present, by a majority vote.

ARTICLE 6 FISCAL RESPONSIBILITY

Section 1. The fiscal year shall commence on the first day of January and end the last day of December.

Section 2. The records of the Treasurer shall be audited or reviewed within ten (10) **business** days of the close of the Treasurer's term of office.

Section 3. Other audits or reviews of the Treasurer's records shall be conducted as deemed necessary by the Board of Directors or 30% of membership by petition, the results of which shall be reported to the Board of Directors and general membership within sixty (60) business days of receipt of petition.

Section 4. All audits or reviews shall be conducted by a CPA, qualified tax preparer or a committee of at least three (3) members appointed by the President elect and approved by the Board of Directors.

ARTICLE 7 OFFICERS

Section 1. Within ten (10) business days after the annual election, the Directors for the coming fiscal year shall meet with the sitting Directors and elect from their numbers the following officers for the ensuing year: President, Executive Vice President, First Vice President, and Treasurer. A secretary shall be elected from either one of the members or an outside person.

Section 2. A term of office shall be one (1) year.

Section 3. Officers shall assume their duties at the first directors meeting following the annual election of directors. All shall serve for one (1) year and/or until their successors are duly elected.

ARTICLE 8 NOMINATION AND ELECTIONS

Section 1. Only individuals who are members in good standing shall be eligible for office as described in Article 4, Section 6B of the By-Laws.

Section 2. Prior to the January meeting, a nominating committee of not less than five (5) shall be appointed by the President to nominate members in good standing to serve on the Board of Directors. The Nominating Committee shall submit nominees to the President not later than fifteen (15) business days before the election. Nominations may also be made from the floor. No Director may continue to serve after being notified in writing that he/she is not in good standing, and has not brought the status up to date prior to the next Board of Directors meeting.

Section 3. The president shall mail or electronically distribute to all members of the Greater Hudson Chamber of Commerce, ten (10) business days prior to the election, a list of nominees submitted by the Nominating Committee.

Section 4. All voting shall be by electronic or written ballot, and voting by proxy or absentee ballot shall be allowed. The majority of Chamber members present shall constitute a quorum in voting. An official vote consists of 25% of active Chamber members who must be present or submit an absentee ballot.

Section 5. No member shall hold the same office for more than two (2) consecutive years, or except by special vote of the board, when succeeding an unexpired term of the President and/or Treasurer.

ARTICLE 9 DUTIES OF OFFICERS

Section 1. The President shall be the chief administrative officer of the Chamber and shall:

- (a) Preside at all meetings of the Greater Hudson Chamber of Commerce, Inc., of the Board of Directors and of the Executive Committee;
- (b) Appoint a parliamentarian, if needed;
- (c) Sign orders, as directed by the Greater Hudson Chamber of Commerce, Inc.;
- (d) Appoint all committees subject to the approval of the Board of Directors;
- (e) Serve as ex-officio member of all committees except the Nominating Committee;
- (f) Bring to the attention of the Board of Directors all pertinent information on such matters as may tend to promote the prosperity and increase the usefulness of the Greater Hudson Chamber of Commerce, Inc.;
- (g) Conduct the official correspondence of the Greater Hudson Chamber of Commerce, Inc.;
- (h) Have general supervision over all employees of the Greater Hudson Chamber of Commerce, Inc.;
- (i) Perform such duties as may be incident to the office, subject to the direction of the Board of Directors;
- (j) All written contracts must be signed by the President or designee as directed by the Board of Directors.
- (k) Perform yearly review of office staff with the Treasurer.

Section 2. The Executive Vice President Shall:

- (a) Perform the duties of the President in the absence of the President;
- (b) Become President for the unexpired term in case of death, resignation or incapacity of the President;
- (c) Serve in such capacities as assigned by the President; and
- (d) Chair the Annual Dinner.

- Section 3.** The First Vice President shall:
- (a) Perform the duties of the President in the absence of the President and the Executive Vice President;
 - (b) Serve in such other capacities as assigned by the President; and
 - (c) Chair the Program Committee

- Section 4.** The Secretary shall:
- (a) Take and record accurate minutes of the proceedings of all meetings of the Greater Hudson Chamber of Commerce, Inc. including the Board of Directors and of the Executive Committee. Provide copies of these to the appropriate people and also to the Executive Director/Office Manager for preservation.
 - (b) Serve in such other capacities as assigned by the President.

- Section 5.** The Treasurer shall:
- (a) Oversee the monetary duties and fiscal record keeping of the Executive Director/Office Manager;
 - (b) Provide guidance and assistance regarding the financial obligations of the Chamber;
 - (c) Assume the financial duties in the absence of the Executive Director/Officer Manager;
 - (d) Assist in signing checks on a weekly or as needed basis.
 - (e) Serve in such other capacities as assigned by the President.
 - (f) Perform yearly review of office staff with the President.

Section 6. All officers shall deliver to their successors, immediately after expiration of their term of office, all accounts, records, books, papers and other property belonging to the Greater Hudson Chamber of Commerce, Inc.

Section 7. No officer shall contract any debt on behalf of the Greater Hudson Chamber of Commerce, Inc. without the expressed written authorization of the Board of Directors, except when expenditures fall within the approved budget.

Section 8. Duties of officers shall be such as are implied by their respective titles and as specified by the By-Laws. All officers shall keep accurate records of all work done, and such records shall remain the property of the Greater Hudson Chamber of Commerce, Inc.

Section 9. Only members in good standing may serve as an officer of the Greater Hudson Chamber of Commerce, Inc.

ARTICLE 10 EMPLOYEES

Section 1. The President may hire one (1) person to serve as Executive Director/Office Manager; duties for this position are described in the office procedures.

Section 2. The Executive Director/Office Manager shall not be an officer or member of the Board of Directors, nor a member of the immediate family of the President.

Section 3. If necessary, the Executive Director/Office Manager may after receiving approval from the Board of Directors hire office personnel to assist with the daily operations of the Greater Hudson Chamber of Commerce, Inc.

Section 4. The Executive Director/Office Manager shall:

- a. Preserve for the Greater Hudson Chamber of Commerce, Inc. a permanent file of all records and letters of value to the Chamber and its officers.
- b. Keep itemized records in permanent file of all receipts and expenditures.
- c. Balance monthly bank statements and maintaining files for audit.
- d. Serve in such other capacities as assigned by the President.
- e. Be reviewed by the President and Treasurer on their anniversary date of hiring.
- f. Any adjustment of wages will be made with Board approval.

ARTICLE 11 MEETINGS

Section 1. Regular membership meetings shall be held monthly as established by the Chamber or by the Board of Directors. Regular membership meetings may or may not be held during July, August, or September.

Section 2. The regular January meeting of each year shall be designated the annual meeting.

Section 3. The February membership meeting will include the installation of officers.

Section 4. The Board of Directors may call special meetings provided all members are notified beforehand of the time, place and the purpose of such meeting. No matter shall be considered at a special meeting, except that stated in the original notification.

Section 5. Special meetings shall be called by the Executive Committee within ten (10) **business** days of receipt of a petition signed by not less than thirty (30%) percent of the members in good standing. No matter shall be considered at a special meeting except that stated in the original notification.

Section 6. Notice of both regular and special meetings shall be given to each member in person, electronically, by telephone, by mailing notice to the last known address or comparable means of communication at least five (5) business days in advance of the meeting.

ARTICLE 12 BOARD OF DIRECTORS

Section 1. The government of the Chamber and the direction of its work shall be vested in a Board of Directors which shall consist of at least fifteen (15) persons (who shall be members in good standing), elected by the membership at the annual meeting.

Section 2. Five (5) new members to be elected annually who shall serve for three (3) years. The immediate Past President will automatically become a one-year director should their term expire.

Section 3. After the annual election, the Board of Directors shall meet, qualify and elect from their own numbers a President, Executive Vice President, First Vice President, and Treasurer and also from either their own numbers or an outside person as Secretary.

Section 4. The Directors shall have power to fill all vacancies and remaining terms of office on the Board by majority vote.

Section 5. The Directors shall have the power to adopt rules for conducting the business of the Chamber.

Section 6. The Directors shall meet not less frequently than twelve (12) times per year, at such time and place as will be determined by them. Absence from three (3) consecutive regular meetings without an excuse deemed valid and so recorded by the Board of Directors, or five (5) excused consecutive absences shall be construed as resignation to be reviewed and approved by the Board.

Section 7. Simple majority voting members of the Board of Directors shall constitute a quorum.

Section 8. Special meetings of the Board of Directors may be called by the President or by eight (8) Directors, provided that when called other than by the President, each Director shall be notified by telephone or electronically three (3) business days prior to the meeting of the time, place and the purpose of such meeting. No matter shall be considered at a special meeting except that stated in the original notification.

Section 9. It is expected that all Board of Directors will operate in a professional and ethical manner as a Chamber representative. Concerns can be brought to the Executive Committee for further action.

Section 10. A Director may be removed per Article 4 section 6 b, Article 4 section 7 or Article 5 Section 3 of these By-Laws.

ARTICLE 13 EXECUTIVE COMMITTEE

Section 1. The Executive Committee shall consist of the elected officers and immediate past president, President, Executive Vice President, Treasurer and First Vice President.

Section 2. The Executive Committee shall have the authority to act for the Board of Directors between meetings of the Board, except the signing of all contracts and expenditures of funds over \$500 which shall require the approval of the Board of Directors, and the Executive Committee shall report thereon at the next meeting of the Board, action taken by the Executive Committee to be ratified by the board.

Section 3. The Executive Committee shall meet on call by the President, or by two (2) members of the Committee, for the consideration of special matters between regular meetings of the Chamber and of the Board of Directors.

Section 4. A majority of the voting members shall constitute a quorum.

Section 5. The Executive Committee shall ensure that the Chamber funds are disbursed only as directed by the Board of Directors.

Section 6. The Executive Committee shall ensure that the records of the Treasurer are audited or reviewed as required by Article 6 of the By-Laws.

Section 7. The Executive Committee shall prepare and submit to the Board a budget of general expenses, at the beginning of the fiscal year, for the ensuing year, for the Board's adoption.

Section 8. The Executive Committee shall report on matters brought before it to the Board of Directors.

ARTICLE 14 COMMITTEES

Section 1. The Board of Directors shall authorize and define the power, duties and term of all committees.

Section 2. The President shall appoint all committees subject to the approval of the Board of Directors.

Section 3. Only members who are in good standing shall be eligible as chairs of committees.

Section 4. Duties of committee chairs shall be such as are implied by their respective titles. Each chair shall keep an accurate file of the committee's work and shall report upon the committee's activities:

- (a) At any meeting of the Chamber, the Board of Directors, and/or the Executive Committee when requested; and
- (b) Committee chair's files shall be transferred to their successors upon expiration of their respective terms.

Section 5. No committee, special or standing, shall have the power to commit the Greater Hudson Chamber of Commerce, Inc. on any matter in excess of their committee's budget.

ARTICLE 15 FINANCE

Section 1. No committee or any member of a committee shall contract any debt on behalf of the Greater Hudson Chamber of Commerce, Inc. without the express written authorization of the Board of Directors, except where the expenditure falls within their budget and is approved by the Executive Committee.

Section 2. At the beginning of the fiscal year, the Board of Directors shall adopt a budget for the coming year. Expenditures within this budget may be made by the President or other delegated person(s) without further approval of the Board of Directors, except that all checks must be signed as stated in Article 9 of the By-Laws.

Section 3. The annual membership dues paid into the Greater Hudson Chamber of Commerce, Inc. shall be placed in a general fund. Other monies received by the Chamber for specific purposes may be placed in separate funds for those purposes.

Section 4. The Board of Directors can utilize other methods and activities for raising funds.

Section 5. No disbursements, not in accordance with the budget shall be paid out of the general fund without the approval of the Board of Directors.

ARTICLE 16 PARLIAMENTARY PROCEDURE

Section 1. The rules of parliamentary practice comprised in ROBERT'S RULES OF ORDER, NEWLY REVISED shall guide all proceedings of the Chamber, its Board of Directors and its Executive Committee, subject to such special rules as have been or may be adopted by the Chamber.

Section 2. The parliamentarian, if there is one, shall serve at all meetings of the Chamber, and when requested, at meetings of the Board of Directors and Executive Committee.

ARTICLE 17 AMENDMENTS

The By-Laws may be amended and/or altered as outlined below. Amendment(s) to the By-Laws may be proposed by the Board of Directors, the Executive Committee, a member in good standing, and/or the By-law Committee. The Board of Directors shall review all proposed amendments and determine whether it will recommend:

1) acceptance; 2) rejection; or 3) make no recommendation when the amendments are presented to the membership for consideration.

Section 1. The proposed amendment to the By-Laws must first be brought to the membership under the terms contained in this sub-paragraph. Notice of the proposed amendment and/or alteration together with a copy of that portion of the By-Laws to be amended showing both the existing provision and the proposed revision and with the board's position on the proposed amendment must be either mailed or electronically distributed to each member of the Chamber, at least ten (10) business days prior to the voting deadline. The voting deadline shall be established by the board of directors and prominently contained in the Notice of the proposed amendment sent to the membership. All votes post-marked and/or received at the Chamber office before the close of business on the date of the deadline shall be considered timely. Otherwise, all other votes shall be considered untimely and not counted for any purpose. To become effective, the proposed amendment shall require a two-thirds vote of members who timely submitted their vote on the proposed amendment, so long as there is a quorum as defined herein. A quorum shall consist of a majority of the members in good standing at the time vote takes place. If a quorum is not achieved, then the membership vote is set aside and the proposed By-Laws are then sent to the Board of Directors for consideration and/or approval under Section B below.

Section 2. If the membership fails to meet the quorum as provided in Section 1 above, then the responsibility and right to vote on the proposed amendment to the By-Laws shall transfer to the Board of Directors as outlined herein. A vote on the proposed amendment may take place at any regularly schedule or special meeting of the board of directors so long as notice of the proposed amendment and/or alteration together with a copy of that portion of the By-Laws to be amended showing both the existing provision and the proposed revision must be either mailed or electronically distributed to each director of the Chamber, at least ten (10) business days prior to the meeting. To become effective, the proposed amendment shall require a two-thirds vote of the directors voting on the proposed

ARTICLE 18 DISSOLUTION

Upon dissolution of the Greater Hudson Chamber of Commerce, Inc., all assets remaining after payment of all costs and expenses of such dissolution, shall be distributed to one or more duly organized and qualified exempt organizations operating in and for the greater good of Hudson, under the Internal Revenue Code of 1954 and all amendments thereto, as shall be selected by the Board of Directors. None of the assets shall be distributed to any member, Director or Officer of the Greater Hudson Chamber of Commerce, Inc.

ARTICLE 19 CONFLICT OF INTEREST POLICY

Any possible conflict of interest on the part of any member of the Board, officer or employee of the Greater Hudson Chamber of Commerce, Inc., shall be disclosed in writing to the Board and made a matter of record through an annual procedure and also when the interest involves a specific issue before the Board.

Where the transaction involving a board member, trustee or officer exceeds five hundred dollars (\$500) but is less than five thousand dollars (\$5,000) in a fiscal year, a two-thirds vote of the disinterested directors is required. Where the transaction involved exceeds five thousand dollars (\$5,000) in a fiscal year, then a two-thirds vote of the disinterested directors and publication in the required newspaper is required.

The minutes of the meeting shall reflect that a disclosure was made, the abstention from voting, and the actual vote itself.

Every new member of the Board will be advised of this policy upon entering the duties of his or her office, and shall sign a statement acknowledging, understanding of and agreement to this policy. The Board will comply with all requirements of New Hampshire law in this area and the New Hampshire requirements are incorporated into and made a part of this policy.