

MetroNorth Chamber of Commerce BYLAWS

August 8, 2012

Amended: May 14, 2014

Amended: 2015

Amended: 2017

Amended: 2018

ARTICLE 1 GENERAL

SECTION 1 NAME

The name of this organization is the

“MetroNorth Chamber of Commerce”

hereafter referred to as the “Chamber”.

SECTION 2 PURPOSE

The purpose of the Chamber is to work toward the improvement of the overall business climate in the local region, to be politically informed, and to be actively involved in promoting economic development.

SECTION 3 LIMITATION OF METHODS

The Chamber shall be nonprofit, nonpartisan, and nonsectarian. It shall observe all local, state and federal laws, which apply to a nonprofit organization, as defined in Section 501(c)(6) of the Internal Revenue Code.

ARTICLE II MEMBERSHIP

SECTION 1 ELIGIBILITY

Any reputable business, individual, association, government agency or foundation, which supports the purpose of the organization, shall be

eligible to apply for membership in the Chamber and if accepted be referred to hereafter as "Member".

SECTION 2 ELECTION

Application for membership shall be in writing on forms specified by the Chamber. A report of new members will be submitted to the Board of Directors, hereafter referred to as Board. Memberships will begin upon payment of the prescribed membership dues.

SECTION 3 DUES

Membership dues shall be set by the Board and shall be payable in advance.

SECTION 4 EXERCISE OF PRIVILEGES

Any Member may designate an individual(s) who will exercise the privileges of membership.

SECTION 5 VOTING RESTRICTIONS OF MEMBERS

Every Member in good standing is entitled to one (1) vote in any election, committee, or membership meeting as determined by the specific gathering.

SECTION 6 TERMINATION

- A) Any member shall be terminated by the Board of Directors for non-payment of dues, unless otherwise extended for good cause.
- B) Any member may be terminated for conduct unbecoming a member or prejudicial to the aims or repute of the Chamber, after notice and opportunity for a hearing are afforded the member complained against. The Board shall give at least ten (10) days written notice of the hearing. A three-fourths (3/4) vote of the quorum of all Directors present shall be necessary to expel a Member.

SECTION 7 RESIGNATIONS

Any member may resign from the Chamber upon written request to the Board of Directors. Dues are non-refundable for members who resign. It

is understood that non-payment of dues shall be recognized as cancellation/resignation of membership.

ARTICLE III MEETINGS

SECTION 1 ANNUAL MEETING

The Annual Meeting of the Chamber shall be held in the fourth quarter of each year. The time and place shall be determined by the Board, and notice shall be given to each Member at least ten (10) days before said meeting, in a manner approved by the Board.

SECTION 2 REGULAR OR SPECIAL MEETINGS

Regular or special meetings of the membership may be held at such times and places that the Board may determine, or upon written request of ten percent (10%) of the members in good standing, provided that when called other than by the Board, the notice shall contain a statement of the purpose of the meeting, and shall be issued at least five (5) days preceding the meeting. The Chair of any committee shall give at least three (3) days notice to all members of the committee regarding any meeting. Any recommended policy changes arrived at by any committees must have the approval of the Board.

SECTION 3 ACTION WITHOUT A MEETING

To the extent permitted by law, any lawful action of the Board of Directors may be taken without a meeting if such action is in writing, signed or consented to by authenticated electronic communication, by at least fifty-one percent (51%) of the total number of Directors. Any such action shall be filed with the minutes of the Board. The written action shall be effective when signed, or consented to by authenticated electronic communication, unless a different effective date is set forth therein. *Roberts Rules of Order* apply. Any official e-mail communication which is requesting a vote by the Board of Directors will be sent out to the Board by either the Chair or in the Chair's absence by the Vice Chair.

SECTION 4 NOTICE

Notice of regular or special Board meetings shall be made to each Board member no less than five (5) days before the meeting, excluding the day of the meeting. A Director may waive notice.

Unless otherwise specified by these Bylaws, Notice for any meeting may be made by mail, facsimile, multiple e-mails, or personal delivery. Notice by mail is given when deposited in the United States mail with sufficient postage. Notice is considered received when given.

SECTION 5 REFERENDA

Upon the request in writing of ten (10%) percent of the members in good standing, the Board shall, or upon its own initiative may, submit a question to the members for a referendum vote. The ballot for such vote is to be accompanied by briefs stating both sides of the question at least fifteen (15) days prior to the vote.

SECTION 6 QUORUM

A quorum shall be required to transact business at the following meetings:

- A. Annual Meeting: Five percent (5%) of the members in good standing shall constitute a quorum.
- B. Board of Directors Meeting: Fifty percent (50%) plus one Director shall constitute a quorum.

If a quorum is present when a duly called or held meeting is convened, the members present may continue to transact business until adjournment, even though the withdrawal of members originally present leaves less than the proportion otherwise required for a quorum. The Chair may call meetings to order without a required quorum present, but official business is prohibited to transact until which time, during the meeting, a quorum is achieved. In transacting business, a majority vote of those attending is sufficient to pass or carry any motion except for those items requiring a two-thirds (2/3) vote in *Robert's Rules of Order* or this document.

ARTICLE IV BOARD OF DIRECTORS

SECTION 1 COMPOSITION OF THE BOARD

The Board shall be composed of between eleven (11) and fifteen (15) Members, each with the title of "Director." Directors serve for three (3) years, or until successors or replacements are elected or appointed. No Director shall serve more than two (2) terms consecutively. The government 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. Directors are not eligible to be Board Members of competing chambers without specific annual approval of the Board.

The Board may have up to three (3) member(s) with the title of "Board Advisor." The Board Advisor is a non-voting position. The Board Advisor is chosen by the Chair and serves for a term of one (1) year.

SECTION 2 NOMINATIONS AND SELECTIONS OF DIRECTORS

(A) **Nominating Committee**: The nominating committee shall consist of the current Vice Chair, the current Past Chair, one non-officer Director who volunteers to serve on the Committee, and four (4) other MetroNorth members, who are not serving on the Board and are in good standing with the Chamber. The four MetroNorth members will be selected by the Past Chair, Vice Chair and the Director. The Nominating Committee shall terminate at the end of the fiscal year. The duties of the Nominating Committee shall be to:

1. Review of candidate applications.
2. Propose qualified candidates to the Board for consideration for the annual election of Directors.
3. Conduct the motions for approval of the candidates to the Board.

Nominating Committee members are not eligible to nominate themselves for an open Board position. In consultation with the President the Nominating Committee shall nominate candidates from the received applications.

(B) Nominations: Nominations will be accepted for open Board positions, from July 1st to August 15th of each year requesting nominations. The Board will publish a notice each year.

(C) Determination: Following receipt of the final list of candidates the Nominating Committee will meet to review and make recommendations of qualified candidates to the Board. The Nominating Committee shall present each recommended candidate individually to the Board for approval. The Chair or designee then presents the approved candidates at the Annual Meeting for the purpose of final approval by vote of attending membership.

SECTION 3 OFFICERS

At the first regular meeting in January, the Board shall recognize the elections of its Vice Chair and Treasurer. These officers, along with the Chair and immediate past chair, and the President, as a non-voting ex-officio member, shall constitute the Executive Committee. The previous year's Vice Chair shall assume the position of Chair at this meeting. If there is no Vice Chair, the Board shall designate a Chair from its Directors.

If a Director is chosen to be the Vice Chair, he or she may have his or her term extended in order to complete his or her position as a Chair and Past Chair, and if a Director is chosen to be the Chair, he or she may have his or her term extended in order to complete his or her position as Past Chair.

SECTION 4 RESIGNATION/VACANCIES

A) A Director who is resigning from the Board shall notify an officer of the Board of the individual's resignation, and the effective date of the resignation. The remainder of the Board will be notified of the Director's resignation within seventy-two (72) hours after the notice is received by an Officer of the Board.

B) Board vacancies shall be filled within sixty (60) days, or as soon as reasonably possible, by a majority vote of the Board at a meeting called for that purpose. The Director(s) so elected by the Board, shall serve for the remainder of the vacant term. If the replacement Director(s) serves for more than two (2) years, it shall be considered a full three (3) year term. If the Director(s) whose position was vacated held the

office of Chair, Vice Chair or Treasurer, the successor Director(s) may not succeed to that office during their "replacement" term.

SECTION 5 ATTENDANCE AT BOARD & EXECUTIVE COMMITTEE MEETINGS

Director(s) of the Board are expected to attend all meetings of the Board. Officers on of the Executive Committee are expected to attend all of the Executive Committee meetings. The Board may call for a vote to remove any Director who has three (3) absences, within a calendar year. Two-thirds (2/3) votes from the Directors in attendance, will be required to remove a Director from the Board.

SECTION 6 CONFLICT OF INTEREST

Any Director who has a conflict of interest shall disclose that conflict to the Board. A conflict of interest will occur when a Director stands to either substantially or directly benefit from, or be substantially or directly harmed by, a position upon which the Board of Directors will vote. Any action that would harm the Chamber would also be deemed a Conflict of Interest.

If there is doubt as to whether a conflict exists, the Director affected shall disclose such to the Board, which shall then determine by majority vote if a conflict does exist. Any Board Director may raise the issue of conflict of interest for action.

Should a conflict exist, the Director affected shall retain full Board membership, but shall be excused from discussing or voting on the conflicted matter. Non-disclosure of conflict of interest qualifies for expulsion.

SECTION 7 MEETINGS OF THE BOARD OF DIRECTORS AND QUORUM

The Board shall endeavor to meet once per month. A special meeting of the Board may be called by the Executive Committee or a majority of the Board, by appropriate communications at least 2 days prior.

SECTION 8 REMOVAL

Any Director may be removed based on the good faith determination of the Board, that the Director in question has engaged in conduct contrary or damaging to the Chamber, its purpose or mission or these Bylaws. The Director will be afforded an appeals process. Two-thirds (2/3) votes from the Directors, in attendance, will be required to remove a Director from the Board.

ARTICLE V DUTIES

SECTION 1 CHAIR

- A. Be the head of the Chamber and shall preside at all meetings of the membership, and the Board;
- B. Advocate and promote the Chamber and its policies;
- C. With counsel and advice of the Executive Committee, determine the need for committees, subject to the approval of the Board;
- D. With the approval of three quarters of the Board, and in lieu of the President, sign all instruments affecting the operation of the Chamber or any of its assets;
- E. In conjunction with the President will oversee all pertinent activities and events of the Chamber;
- F. Hold the office of Chair for one year and serve on the Executive Committee during that year. During the following year, hold the office of Past Chair;
- G. The Past Chair serves one (1) year on the Executive Committee;
- H. Have no supervisory role relating to personnel or staff issues.
- I. Additionally, the duties of Director as outlined in Section 4.

SECTION 2 VICE CHAIR

- A. Hold the office of Vice Chair for one year and serve on the Executive Committee during that year;
- B. Assume the role of the Chair in the absence of the Chair;
- C. Accept special duties and assignments as defined by the Chair and approved by the Board;
- D. Monitor and insure the accuracy of the Board minutes;
- E. Monitor quarterly Board member attendance;
- F. After holding the office of Vice Chair, assume the office of Chair during the first Board meeting in the following year.
- G. Additionally, the duties of Director as outlined in Section 4.

SECTION 3 TREASURER

- A. Be responsible for overseeing the accounting of the Chamber assets;
- B. Ensure the integrity of the financial reporting process;
- C. Submit financial reports to the Board at intervals as determined by the Board.
- D. Additionally, the duties of Director as outlined in Section 4.

SECTION 4 DIRECTOR

- A. Be responsible for the general stewardship of the Chamber, including its long-term financial stability and integrity;
- B. Ensure the Chamber fulfills its mission by doing quality work;
- C. Attend monthly Board meetings;
- D. Maintain the confidentiality of Board matters;
- E. Participate in Chamber events and activities;
- F. Be an advocate for the MetroNorth Chamber;
- G. Foster the growth of the Chamber through your talents, expertise, and resources.

SECTION 5 BOARD ADVISOR

- A. Ensure the Chamber fulfills its mission by doing quality work;
- B. Attend monthly Board meetings;
- C. Maintain the confidentiality of Board matters;
- D. Participate in other Board meetings/ events, as needed;
- E. Participate in Chamber events and activities;
- F. Be an advocate for the MetroNorth Chamber;
- G. Foster the growth of the Chamber through your talents, expertise, and resources.
- H. The Advisor will not attend executive sessions and unless directed to do so by the Chair.

SECTION 6 PRESIDENT

- A. Be the Chief Executive Officer of the Chamber, causing to prepare notices and minutes;
- B. Be responsible for hiring, firing, directing and supervising employees of the Chamber;
- C. Have the authority and responsibility for carrying out the policies and plans established by the Board;

- D. Conduct day to day management of the Chamber;
- E. Be employed by the Board of Directors.

ARTICLE VI FINANCES

SECTION 1 FISCAL YEAR

The fiscal year of the Chamber shall begin on the first day of January and end on the last day of December.

SECTION 2 BUDGET

During the fourth quarter the Board shall adopt the budget for the next year.

SECTION 3 DISBURSEMENTS

No obligations or expenses \$5,000 or over shall be incurred or appropriated without prior approval of the Board, and will require two (2) check signatures

Obligations or expenses up to \$5,000 shall be incurred or disbursed at the discretion of the President.

SECTION 4 ANNUAL COMPILATION

The Board shall require a compilation financial statement; through the close of business December 31. The compilation shall provide an independent opinion that describes whether or not the financial statements are relevant, accurate, complete, and fairly presented. The results of this compilation shall be reported to the Board. At the discretion of the Board further financial requirements may be requested.

SECTION 5 FINANCIAL AUDIT OR REVIEW

An audit or review of the Chamber's financial records will be conducted every five years or any other such time as authorized by the Board. The audit or review will provide a report that describes whether or not the

financial statements are relevant, accurate, complete, and fairly presented. If an audit is conducted it shall determine the Chamber's financial compliance with all local, state and federal laws, which apply to a nonprofit organization as defined in Section 501(c)(6) of the Internal Revenue Code. The results of the audit or review will be submitted to the Board for approval at the monthly meeting immediately following the completion of the audit or review.

SECTION 6 INDEMNIFICATION AND BONDING

The Chamber shall have full power to indemnify any present or past Officer or Director of the Chamber against any expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with any threatened, pending or completed action, suit or proceeding based on their duties with the Chamber. Directors and Officers Liability insurance must be maintained for the organization in an amount to be determined annually by the Board of Directors during the budget process.

ARTICLE VII PARLIAMETARY PROCEDURES

SECTION 1 AUTHORITY

The proceedings of the Chamber shall be governed by and conducted according to the latest edition of Robert's Rules of Order, unless waived by a majority.

SECTION 2 INFORMATION

An official record will be kept for all meetings and activities to include, but not limited to committee meetings, Board meetings, Membership meetings and special meetings. Information and records, excluding executive session and confidential personnel information, will be available to the Membership in a timely manner upon request.

ARTICLE VIII AMENDMENTS

SECTION 1 REVISION

When necessary, the Board shall establish an ad hoc committee to review the Bylaws and propose revisions.

SECTION 2 APPROVAL

The Board of Directors may amend or alter the Bylaws by a two-thirds (2/3) vote of the Board membership at a regularly scheduled Board meeting where adequate notice is provided.

SECTION 3 UPDATING MEMBERSHIP

The Board shall present enacted Bylaw changes to the Annual Meeting of the membership for information and explanation when relevant and substantive.

ARTICLE IX DISSOLUTION

SECTION 1

This Chamber may be dissolved upon a two-thirds (2/3) vote of the members in good standing. Notice of the vote to dissolve the Chamber shall be published in a local legal newspaper serving our areas for three (3) weeks prior to the vote. Members shall be notified in any manner deemed appropriate by the Board, three (3) weeks before the vote.

SECTION 2

Upon dissolution of this corporation, all assets of the Chamber shall, after payments of its just debts and obligations, be distributed to such individuals, corporations or associations as may be created or exist for the promotion of similar goals or purposes, as determined by a majority vote of the Board. No distribution of assets of this Chamber shall be made to any Member, director or officer of this corporation, or to any private individual within the meaning of Section 501(c)(6) of the Internal Revenue Code.