

## **BY-LAWS**

### **OCEAN COMMUNITY CHAMBER OF COMMERCE**

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#### **ARTICLE I**

##### **Section 1: Name**

This organization is incorporated under the laws of the State of Rhode Island and shall be known as the Ocean Community Chamber of Commerce.

##### **Section 2: Purpose**

The Ocean Community Chamber of Commerce is organized to achieve the objectives of:

- A) To encourage trade and commerce in the Ocean Community.
- B) To disseminate information concerning businesses, tourism and the community at large.
- C) To preserve the competitive enterprise system of business by: creating a better understanding and appreciation of the importance of business and a concern for its problems and educating the business community.
- D) To represent business and tourism by encouraging wise and needful legislation.
- E) To facilitate the adjustment of differences, controversies and misunderstandings between its members and others.
- F) To promote the business, tourism and civic interests of the area.
- G) To promote programs of civic, social and cultural nature which are designed to increase the aesthetic values and quality of life within the community.

##### **Section 3: Limitations of Methods**

- A) The Ocean Community Chamber of Commerce shall observe all local, state and federal laws which apply to a non-profit organization as defined in Section 501©(6) of the Internal Revenue Code.
- B) The Chamber shall be non-partisan and non-sectarian, and shall take no part in or lend its influence, either directly or indirectly, to the nomination, election or appointment of any candidate for office in city, county, state or nation, or any subdivision thereof.
- C) Chamber publications, internet, billboard and other media are not to be used to promote the election or appointment of any candidate.
- D) Events produced by The Chamber shall remain free of religious or political promotions.

##### **Section 4: Fiscal Year**

The fiscal year of the Chamber of Commerce shall run from July 1 to June 30, inclusive.

## **ARTICLE II Memberships**

### **Section 1: Eligibility**

Any reputable person, firm, corporation, association, estate, professional, partnership, or trust interested in the general welfare of the Ocean Community may apply to become a member.

### **Section 2: Honorary Membership**

Distinction in public affairs may confer eligibility to honorary membership. Honorary membership shall include all the privileges of active membership, except that of voting and holding office, with exemption from payment of dues. Election to honorary membership shall require the majority vote of the Board of Directors, present and voting. An honorary membership may be awarded or revoked by the Board of Directors via majority vote at any time.

### **Section 3: Application**

#### **A. Approval**

Applications for membership shall be in writing and signed by the applicant. Election of members shall be by the Board of Directors at any meeting thereof. Applications will be accepted/denied based on the applicant's history of maintaining the high standards of business ethics required by the Ocean Community Chamber of Commerce. Any applicant so elected shall become a member upon payment of the regularly scheduled dues as provided in Section 4 of Article II.

#### **B. Denial**

An application may be denied if the applicant does not meet the high standards of business ethics required by the organization. Applications may also be denied for actions or conduct prejudicial to the aims or repute of The Chamber. Denial of membership will be made in writing within a week of the Board's vote. Re-application will be considered after a minimum of six (6) months or at the discretion of the board.

### **Section 4: Dues**

The annual dues per member shall be determined each year by the Board of Directors. Each member in good standing shall be entitled to enjoy the duties and privileges of voting and participation. Each member shall be entitled to one vote. Free membership in exchange for services or merchandise, shall be approved by a majority of the Board of Directors voting, for a period of not more than (1) year.

### **Section 5: Termination and Suspensions of Membership Privileges**

#### **A. Suspension or termination for non-payment of dues**

- 1) No member shall have the right to vote at any election or on any question, or be appointed to any committee, or serve on the Board of Directors or become

- an officer, or enjoy any other privileges of membership if the member shall be sixty days in arrears in the payment of his dues.
- 2) Members may be expelled by the Board of Directors for non-payment of dues after sixty days of renewal date.

**B. Termination for Cause**

- 1) Members may be expelled by the Board of Directors for not maintaining the high standards of business ethics required by the Ocean Community Chamber of Commerce, conduct unbecoming a member or prejudicial to the aims or repute of The Chamber, or misrepresenting/impersonating as a chamber representative. Additionally, three written complaints about a member in one year is cause for a hearing and may be grounds for termination.
- 2) Prior to expulsion, written notice and an opportunity for a hearing are afforded to the member complained against. A majority vote of all directors present and voting shall be necessary to expel a member. Reapplication will be considered after a minimum of six (6) months or at the discretion of the Board.

**ARTICLE III  
Government**

**Section 1: Board of Directors**

- A. The Board of Directors shall consist of the following: (a) eighteen directors elected by the membership; (b) the immediate past chairman; and (c) the officers of the Ocean Community Chamber of Commerce. Voting by proxy is not permissible for votes of the Board of Directors.
- B. The number of Directors herein provided for shall not be changed except by two-thirds vote of the membership present and voting at the annual meeting or at any special meeting properly called for such purposes. Provided, however, that failure or inability to fill a vacancy on said Board because of resignation, removal or death shall not be deemed a change in numbers until the next annual election following such vacancy.
- C. The Directors shall be divided into three (3) classes, six (6) members each. Each class of Directors shall serve a period of three (3) years. One class of six shall be elected annually by the membership to replace the expiring terms of the outgoing class members. All directors shall hold office until their successors begin the term.

**Section 2:** Past Chairmen, other than the immediate past chairman, shall be members ex-officio serving in an advisory and liaison capacity, without power to vote.

**Section 3:** The Board of Directors shall be vested with the control of the property and affairs of The Chamber and shall direct its policies. In addition to the listing below, Directors will agree to the attached exhibit entitled "Commitment to Serve".

### **SPECIFIC DUTIES:**

1. Attend board meetings regularly and communicate in advance any absence.
2. Ask discerning questions, constructively participate in deliberations, and vote according to your convictions.
3. Assume a role on at least one standing committee.
4. Work in areas where your background and interests are of most value.
5. Support the Chamber and staff along with peer board members.
6. Act and communicate in a respectful manner when representing the Ocean Community Chamber of Commerce.
7. Familiarize yourself with the Chamber's mission, programs, and core values and be willing and able to act as ambassador of the Ocean Community Chamber of Commerce in general.
8. Participate in major Ocean Community Chamber of Commerce activities and events which raise funds for the Chamber and support the community at large.

### **PERSONAL ATTRIBUTES:**

1. Demonstrate commitment to the Ocean Community Chamber of Commerce mission and its members.
2. Maintain a high standing among colleagues, and continue to be a respected citizen of the community.
3. Demonstrate breadth of understanding and a tolerance of viewpoints of others.
4. Be willing to state personal convictions and equally willing to accept the majority decision when in conflict with own standing.
5. Develop an interest in the objectives and programs of the organization and be involved.

### **Section 4: Nomination of Board of Directors**

- A. Requests to the general membership for nominees to the general membership for nominees to the Board of Directors shall be posted in the February newsletter.
- B. At a regular meeting, the Board of Directors, no later in the year than during the month of March, shall appoint a nominating committee of a minimum of three members in good standing, two (2) Board of Directors, and one (1) from the member-at-large, who by March 31<sup>st</sup>, shall select six (6) members in good standing, to stand for election as directors at the Annual Meeting. An effort should be made by the Nominating Committee to maintain a Board of Directors with diversified geographic and business interests, to better understand and promote the well being of our community.
- C. The names of the nominees for directors shall be provided to the membership on a ballot no later than thirty (30) days before the annual meeting, which shall be returned no later than five (5) days before the Annual Meeting. The ballot shall include the slate of nominees proposed by the nominating committee together with the names of the outgoing directors and a space to write in an equal number of alternate candidates.
- D. A Director may be elected to serve a maximum of two consecutive terms. He/she may be elected by the Board as one of its officers. A Director may be appointed by the Board to fulfill an unexpired term of another member who has left, provided he/she did not serve two full terms just prior to fulfilling an

unexpired term. Upon completing two consecutive terms, a Director must be elected to an officer's position or leave the Board for a minimum of one year before returning.

- E. A member shall have the right to inscribe on the ballot the names of other members and to vote for the same, provided that in no case shall any member vote for more than the number of seats on the board up for election.
- F. The Secretary of The Chamber shall certify the results of the ballots prior to the annual meeting. An annual meeting shall be held in either May or June during which the new class of board members as certified by the secretary are voted upon.

### **Section 5: Election of Officers**

At the Board meeting just prior to the annual meeting, the Board of Directors shall elect the following officers for a one-year term: Chairman, First Vice Chairman, Second Vice Chairman, Secretary, and Treasurer, who may or may not be members of the Board, but who shall have served at some time whether elected or appointed, for at least one (1) year as a member of the Board within the last five (5) years. The Immediate Past Chairman will be appointed to serve for one year as an Officer. Time served as an officer is not considered part of a Board of Director's "term."

**Section 6:** The Board of Directors shall have the power to fill any vacancies on the Board which may be occasioned by death, resignation or inability to serve, or appointment as officers of The Chamber, and any member so appointed shall hold his office for the unexpired term of the Director to whose place he is appointed.

### **Section 7: Removal.**

- A. Any officer or agent elected or appointed by the Board of Directors may be removed by a majority vote of the entire Board of Directors whenever in its judgment the best interests of the corporation would be served.
- B. If a complaint is registered concerning any elected official, the Executive Board shall gather information relevant to the claim and present its findings and recommendations at the next scheduled meeting or, if deemed necessary, call a special meeting of the full Board of Directors. Such a vote will only be conducted at a meeting, not via electronic means. The Executive Board can provide a corrective action recommendation, which may include up to the removal of the official. If the complaint is directed at an Executive Board member, he/she will not attend, participate, or vote on any such matters concerning the claim at Executive Board Meetings.

### **Section 8: Board Meetings**

- A. The Board of Directors shall meet at regular intervals, to be fixed at their first meeting after the Annual Election. Thirteen (13) of the Board of Directors shall constitute a quorum, at least one of whom shall be an officer. Attendance may be via teleconference or videoconference.
- B. Special meetings of the Board of Directors may be held at any time upon the call of the President or upon the call of any three Directors, by written or oral notice given not less than twenty-four hours prior to the hour of the proposed meeting,

unless such notice shall be waived in writing by said Directors. If at the call of the President or any three (3) Directors determines an urgent matter, requiring a vote, exists between regularly scheduled meetings, and convening a meeting is not practical, the majority of the Board of Directors may vote on said matter via email provided the email details the nature of the matter and need for the vote and the vote is NOT required within 24 hours of the email notification. If after 24 hours of the email being sent a member of the Board of Directors has not responded, a staff member will attempt to contact said Board member via an alternate method. Questions and discussion will take place via email.

- C. The Board of Directors shall have the power to hold their meetings outside the State of Rhode Island at such places as from time to time may be designated by the by-laws or by resolution of the Board.
- D. It shall be the duty of all directors to attend their respective meetings, and neglect to do so for three consecutive meetings may, at the discretion of the Board, be termed a tender of resignation, unless such officers or members be prevented from such attendance by illness, absence from city, or other justifiable cause as determined by the Board of Directors.

**Section 9:** The members of the Board of Directors shall not be remunerated in any manner for their personal services as a member.

**Section 10:** Manner of Acting. The act of a majority of the Directors present at a meeting at which a quorum (13, at least one of whom shall be an officer), is present or participating via teleconference or videoconference shall be the act of the Board of Directors. Vote by Proxy is not permissible for votes of the Board of Directors.

**Section 11:** Presumption of Assent. A Director of The Chamber who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his dissent shall be entered in the minutes of the meeting.

**Section 12:** Power to Acquire Property or Privileges, or Borrow Money. The Board of Directors shall have the power to purchase or otherwise acquire for the corporation any property, rights, or privileges which the corporation is authorized to acquire, at such price and on such terms and conditions and for such consideration as they, from time to time, see fit. This must have approval of 2/3 of the membership-at-large that exercise their privilege to vote. The Board of Directors shall have the power to borrow money for the purpose of meeting the corporation's obligations in connection with the ownership, operation, repair, maintenance, and control of its property and/or activity, subject to approval of 2/3 of the membership at large who exercise their privilege to vote.

**Section 13:** The above Section 13 does not preclude the purchase by the Board of Directors or its designated individual, of materials, services and equipment for the day to day operation of conducting Chamber business.

**Section 14:** Power to Change Rules and Regulations. The Board of Directors shall have power, from time to time, to make and change rules and regulations not inconsistent with these by-laws for the management of the corporation's business and affairs.

## **ARTICLE IV Duties of Officers**

**Section 1: CHAIRMAN:** The Chairman is expected to attend Chamber meetings and events, and shall preside at all Executive Board meetings of the Chamber of Commerce and meetings of the Board of Directors at which he or she is present. The Chairman shall perform all duties incident to his/her office, including the taking of action, consistent with these by-laws, in the name of The Chamber in emergencies deemed by him/her to require it, when such action is imperative and urgency of such action precluded calling a meeting of the Executive Committee, to discuss such measures. The Chairman shall be ex-officio, a member of all committees and other bodies of The Chamber.

**Section 2: VICE-CHAIR:** The elected Vice-Chair shall perform the duties of the Chairman in case of his/her absence from meetings, or inability of the Chairman to act, or he/she may act at pleasure of the Chairman in performing the Chairman's duties.

**Section 3: 2<sup>nd</sup> VICE-CHAIR:** The elected 2<sup>nd</sup> Vice-Chair shall perform the duties of the Vice-Chair in case of his/her absence from meetings, or inability of the Vice-Chair to act, or he/she may act at pleasure of the Vice-Chair in performing the Vice-Chair's duties.

**Section 4: TREASURER:** The Treasurer shall have custody of all funds of the Chamber of Commerce. The Treasurer shall oversee all funds of The Chamber in the name of the Ocean Community Chamber of Commerce in financial institutions, to be designated by the Board of Directors. Funds not pertaining to the day-to-day operations of The Chamber may be drawn only by signed by the President and/or the Treasurer or Chairman. The Treasurer will have the duty to present a clear and full financial statement to the Board of Directors at the end of each year, or at any time when requested by a majority vote of the Board of Directors.

**Section 5: SECRETARY:** The Secretary shall serve as a documentary officer of the Chamber of Commerce and will be charged with the responsibility of historian and shall perform the duties of the corporation as indicated in the laws of the state in which the Chamber shall be incorporated.

**Section 6:** It shall be the duty of all officers, directors and members of committees to attend their respective meetings, and neglect to do so for three consecutive meetings may, at the discretion of the Board, be termed a tender of resignation, unless such officers or members be prevented from such attendance by illness, absence from city, or other justifiable cause as determined by the Board of Directors.

## **ARTICLE V Personnel**

**Section 1: THE PRESIDENT:** He or She shall act in an administrative capacity in the Chamber, and is not an officer. He or She shall at all times be subject to the supervision of the Board of Directors and shall perform such duties as may be determined by the Board. He or She shall maintain general supervision over all the work of The Chamber,

its employees, and office volunteers. He or She shall appoint employees and assign same for duty subject to the correspondence, preserve all books, documents, and communications, maintain an accurate record of the proceedings of The Chamber as to promote the objectives for which The Chamber was organized. The President shall have power to act in legal documentation, including, but not limited to writing checks for ordinary business expenses relative to day-to-day operations of the office.

## **ARTICLE VI Committees**

**Section 1:** An Executive Committee consisting of five (5) elected officers and the immediate past Chairman, shall have such authority and power in the interim between meetings of the Board of Directors, or in the absence of a quorum thereof, to transact such business for The Chamber as shall come within the general policies of The Chamber as previously interpreted by the Board of Directors, but shall in no way usurp the functions of the governing body, to the end that there may be reasonable freedom of action where delay might be detrimental to the best interests of the Chamber.

**Section 2:** A Finance Committee shall be named by the Chairman of the Board whose duty it shall be to supervise all financial matters of The Chamber and make recommendations to the Board of Directors' methods of collecting and disbursing of monies belonging to The Chamber. It shall also be the duty of the Finance Committee to present annually a budget of estimated receipts and expenditures for the fiscal year. When the budget has been approved by the Board of Directors, any over expenditures on specific items must be approved by a two-thirds (2/3) vote of the members of the Board of Directors present and voting. The Finance Committee may cause an independent audit of The Chamber accounts to be made and presented to the Board of Directors at their discretion.

**Section 3:** The Chairman of the Board shall appoint standing and special committees as may be necessary to carry out the purpose of the organization subject to approval by the Board of Directors. Such committees may approve the expenditure of funds belonging to The Chamber in the normal course of conducting the committees' approved purpose and budget without the additional consent of the Board of Directors. Individual expenditures in excess of \$2,000.00 must be approved by either the Chairman or President. The committee shall not take any action that may commit The Chamber to a policy that has not received the approval of the Board of Directors. Any special committee may be given the power by the Board of Directors to adopt rules for its own government not inconsistent with these by-laws.

**Section 4:** At committee meetings, a majority shall constitute a quorum.

## **ARTICLE VII Meetings**

**Section 1:** The Annual Meeting of the membership of The Chamber shall be held at a time to be decided upon by the Board of Directors, provided it is no later than June 30 of any year.



**Section 2:** Special meetings of the membership may be called at any time by the Chairman or upon the written application of 10% of the members in good standing. The purpose of said special meetings shall be stated in a notice mailed to each member at least three full days in advance, and no business other than that stated in the call may be considered at such meeting.

**Section 3:** Procedure. All questions of procedure at any meeting of, or under auspices of The Chamber of Commerce of the Ocean Community shall be settled according to ROBERTS RULES OF ORDER.

## **ARTICLE VIII Referendum**

**Section 1:** Upon the request in writing of ten percent of the members in good standing, the Board of Directors shall, or upon its own initiative, submit to the membership any question of vital interest to The Chamber for a mail referendum vote. The ballot for such vote may be accompanied by briefs stating each side of the question, but each side may submit one brief and must provide sufficient postage for same.

## **ARTICLE IX Amendments**

**Section 1:** These by-laws may be amended by a two-thirds vote of the membership present and voting at any special meeting properly called for such a purpose or by a two-thirds vote of the membership present and voting at any annual meeting. Provided, nevertheless, that in either special meetings or annual meetings where amendments proposed of these by-laws is to be entertained that every proposed amendment shall be plainly stated in the call for the meeting at which they are to be considered. Said notice to be given to the members at least two weeks prior to the meeting.

## **ARTICLE X Proxies**

**Section 1:** The right to vote by proxy is hereby guaranteed to the membership provided, however, that such proxy be selected from employees or co-owners of the firm so requesting the proxy vote. Such proxy will be filed with the secretary of the corporation or at the time of the meeting and shall be valid only for the meeting designated in the request, or adjourned meeting thereof, called for the same purpose, unless otherwise provided in the proxy.

## **ARTICLE XI Seal**

**Section 1:** The Ocean Community Chamber of Commerce shall have a seal of such design as the Board of Directors may adopt and shall be used to affix the stamp of approval to all documentary material receiving Board commendation.