

Greater Keene Chamber of Commerce By-Laws

ARTICLE I - GENERAL

Section 1: Name

This organization is incorporated under the laws of the State of New Hampshire and shall be known as the Greater Keene Chamber of Commerce, Inc.

Section 2: Purpose

The Greater Keene Chamber of Commerce, Inc. is organized to advance the commercial, industrial, educational, cultural, recreational and general welfare of Keene and the surrounding area.

Section 3: Area

Keene and the surrounding area shall include, but not be limited to, the area within and in the vicinity of Cheshire County.

Section 4: Limitation of Methods and Discrimination

(a) The Greater Keene Chamber of Commerce, Inc. 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.

(b) The Greater Keene Chamber of Commerce, Inc. shall be nonpartisan, nonsectarian and shall take no part in, or lend its support to, the election or appointment of any candidate for public office.

ARTICLE II - MEMBERSHIP

Section 1: Eligibility

Any person, association, corporation, partnership or estate having an interest in the objectives of the organization shall be eligible to apply for membership.

Section 2: Election

Application for membership will be made on forms provided for the purpose, signed by the applicant and accompanied by their regularly scheduled investment as provided in Section 3 of Article II. Election of new members will be by the Officers of the Board at their regularly scheduled meeting. A formal letter will be sent to the new member notifying them of their election and that an Ambassador will be in touch with them.

Section 3: Investments

Membership investments shall be at such rate or rates, schedule or formula as may be from time to time prescribed by the Board of Directors, payable in advance.

Section 4: Termination

(a) Any member may resign from the Chamber upon written request to the Board of Directors.

(b) Any member will be dropped from membership for non-payment of dues 90 days after their annual renewal date unless otherwise excused for good cause by the President.

(c) Any member may be expelled by a two-thirds vote of the Board of Directors, at a regularly scheduled meeting thereof, 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.

Section 5: Exercise of Privileges/Voting

In any case in which voting by members is called for, each member in good standing shall be entitled to cast one (1) vote. It will be generally accepted that the individual signing the membership application or currently on record as the contact in the Chamber database will be the delegate designated to vote unless the Chamber is otherwise notified in writing by said member. A delegate who terminates affiliation with the member entity shall resign or be automatically terminated from any office or position held with the Chamber unless individual membership or delegate status with another membership entity by acquired forthwith.

Section 6: Orientation

At regular intervals, orientation on the purposes and activities of this organization shall be conducted for the following groups: new directors, officers and directors, committee chairmen and committees.

ARTICLE III - MEETINGS

Section 1: Annual Meeting

The corporation shall hold an annual meeting once every fiscal year. The time and place shall be fixed by the Board of Directors and notice thereof mailed, faxed or emailed to each member at least ten (10) days before said meeting.

Section 2: Additional Meetings

(a) General meetings of the Chamber may be called by the Chairman or Board of Directors at any time, or upon petition in writing of ten percent (10%) of the members in good standing. Notice of special meetings including a statement of the purpose of the meeting shall be mailed, faxed or emailed to each member at least five (5) days prior to such meetings.

(b) Board meetings will take place a minimum of six (6) times during a fiscal year including the first month of the fiscal year at such time and place as will be determined by the Board of Directors. Additional meetings may be set by the Board by majority vote or may be called by the Chairman or by the Board of Directors upon written application signed by three (3) members of the Board. Notice including a statement of the purpose of the meeting shall be given to each director at least one (1) day prior to said meeting.

(c) Committee meetings may be called at any time by the Chairman, President, respective department vice chairman, or by the committee's chairman.

Section 3: Quorums

(a) At any duly called general meeting of the Chamber, five percent (5%) of the members shall constitute a quorum.

(b) Ten (10) members of the Board of Directors shall constitute a quorum.

(c) At committee meetings, a majority of committee members being present shall constitute a quorum except when a committee consists of more than nine (9) members. In that case, five (5) shall constitute a quorum.

Section 4: Notices, Agenda, Minutes

Written notice of all Chamber meetings must be given at least five (5) days in advance unless otherwise stated. An advance agenda and minutes must be prepared for all meetings.

ARTICLE IV - BOARD OF DIRECTORS

Section 1: Eligibility and Composition of the Board

(a) The government and policy-making responsibilities of the Chamber shall be vested in the Board of Directors, which shall control its property, be responsible for its finances and direct its affairs.

(b) The Directors shall be chosen from the following classifications: retail group, industrial group, professional group, and such other classifications as may be determined by the Board of Directors. Each of the above three major classifications shall have not less than one member as Director. No firm, association or corporation shall have more than one Director, at any one time.

(c) The Board of Directors shall consist of at least eighteen (18) persons, but not more than thirty two (32) persons. There shall be elected annually for a term of three years, or until their successors are elected and have qualified, a minimum of six new directors. Additional Directors may be elected by a majority vote of the Board upon the recommendation of the Chair to fill vacancies created by the election of a Director to become an Officer, to maintain a balance as outlined in section 1(b) or to add qualified Directors to the Board so long as the total number of Directors and Officers does not exceed 32. The immediate Past Chair Chairman shall serve on the Board with vote until the current Chairman goes out of office. If any officer is not a Director when elected to office he shall serve as a Director with vote. The President shall serve on said Board of Directors, but without vote.

(d) No elected member of the Board of Directors may serve more than two consecutive three-year terms. They will be eligible for re-election after a period of one year.

(e) The offices of Chairman and Immediate Past Chairman are exempt from the provisions in Article IV Section 1 (d) regarding limit of consecutive service to provide for the continuity of their extended duties. In such case the membership on the board of the person in question will expire concurrent with the end of his/her term as Immediate Past Chairman.

Section 2: Selection and Election of Directors

(a) A nominating committee of not less than five (5) members shall be appointed by the Chairman at least forty-three (43) days prior to the end of the fiscal year. At least thirty-three (33) days before the end of the fiscal year, the nominating committee shall canvass, by mail, fax or email the membership for their suggestions for nominations. It shall then be the duty of the committee to make recommendations for nominations, from the eligible membership of the Chamber, to fill such number of vacancies on the Board as the Executive Committee shall direct. At least twenty-three (23) days prior to the end of the fiscal year, the nominating committee will file its slate with the President.

(b) The President shall mail, fax or email to all members of the Chamber, at least seventeen (17) days prior to the end of the fiscal year, a ballot of the names of the nominees recommended by the nominating committee with provisions for write-ins. All ballots must be returned not later than ten days prior to the end of the fiscal year. Voting shall be solely by ballot.

(c) The vacancies shall be filled by the candidates receiving the highest number of votes. The Board of Directors shall at its next Board meeting declare the said candidates duly elected.

(d) The President and two others not members of the Board or candidates for election shall have complete supervision of the election, including the auditing of the ballots. They shall report the results of the election to the Board of Directors.

Section 3: Seating of New Directors

All newly elected and appointed Board Members shall be seated at the next regular Board meeting and shall be participating members thereafter. Retiring Directors shall continue to serve until the end of the program year.

Section 4: Vacancies and Termination

A member of the Board of Directors who shall be absent from three (3) consecutive regular meetings of the Board of Directors shall automatically be dropped from membership on the Board unless excused by the Chairman. Vacancies shall be filled for the remainder of the unexpired term by nomination from the Chairman and elected by a majority vote of the Board of Directors.

Section 5: Policy

The Board of Directors is responsible for establishing procedure and formulating policy of the organization. It is also responsible for adopting all policies of the organization.

Section 6: Management

The Board of Directors shall employ a President and shall fix the salary and other considerations of employment.

Section 7: Indemnification

The Chamber may, by resolution of the Board of Directors, provide for indemnification by the Chamber of any and all current or former officers, directors and employees against expenses actually and necessarily incurred by them in connection with the defense of any action, suit or proceeding in which they or any of them are made parties, or a party, by reason of having been officers, directors, or employees of the Chamber, except in relation to matters as to which such individuals shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability for negligence or misconduct.

ARTICLE V - OFFICERS

Section 1: Determination of Officers

The newly elected Board of Directors shall elect the Chairman, Chairman-Elect, as many Vice-Chairmen as are deemed necessary to conduct the activities of the Chamber, Treasurer and Secretary. A President will be appointed. All officers will be nominated by the outgoing Chairman at the final Board meeting of their final fiscal year to take office on the first day of the new fiscal year. They shall serve for a term of two (2) years or until their successors assume the duties of office and shall be voting members of the Board of Directors. The Chairman shall have served upon the Board of Directors for a minimum of one year. Vacancies among the officers shall be filled for the remainder of the unexpired term by the Board of Directors by a majority vote.

Section 2: Duties of Officers

A. Chairman. The Chairman shall serve as the chief elected officer of the Chamber of Commerce and shall preside at all meetings of the membership, Board of Directors and Executive Committee. The Chairman shall, with advice and counsel of the President, assign a Vice Chairman to each divisional or departmental responsibility, subject to Board of Directors approval. The Chairman shall, with advice and counsel of Vice-Chairmen and the President, determine all committees, select all committee chairmen, assist in the selection of committee personnel, subject to approval of the Board of Directors. The Chairman will vote only to break a tie. The Chairman shall serve a maximum of one term

B. Chairman-Elect. The Chairman-Elect shall exercise the powers and authority and perform the duties of the Chairman in the absence or disability of the Chairman. The Chairman-Elect shall serve as Vice-Chairman for Policy and Planning.

C. Vice-Chairmen. The duties of the Vice-Chairmen shall be such as their titles by general usage would indicate, and such as required by law, as well as those that may be assigned by the Chairman and Board of Directors. They will also have under their immediate jurisdiction all committees pertaining to their general duties.

D. Treasurer. The Treasurer shall be chairman of the Finance Committee and 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 of Directors. Checks are to be signed by the Treasurer, Chairman or President, or such other officers as shall be bonded as hereinafter provided. All checks in excess of an amount to be determined by the Board of Directors shall require two authorized signatures. The Treasurer shall present a monthly financial report to the Board.

E. Immediate Past Chairman. The Immediate Past Chairman will be responsible for projects as assigned by the Chairman. He will also sit, as a voting member, on both the Personnel and the Executive committees. He will serve two (2) years or until his successor assumes the duties of the office.

Section 3: Appointed Officers

A. Appointment. A President will be selected by the Executive Committee when a vacancy occurs. The appointment of the President shall be approved by a majority vote of the Board of Directors. The President shall serve until they resign by choice or are terminated by a majority vote of the Board of Directors.

B. President. The President shall be the chief administrative and executive officer.

C. Performance. The President's performance will be evaluated annually by a personnel committee comprised of the Immediate Past Chairman, Chairman and Chairman-Elect. The evaluation will be provided in writing. The Chairman will share the evaluation results with the Board of Directors. Any changes in salary or compensation and any bonuses awarded shall be approved by a majority vote of the Board of Directors.

Section 4: Executive Committee

The Executive Committee shall act for and on behalf of the Board of Directors when the Board is not in session but shall be accountable to the Board for its actions. It shall be composed of the Chairman, Immediate Past Chairman, Chairman-Elect, Vice-Chairmen, Treasurer, Secretary and President. The Chairman will serve as chairman of the Executive Committee. Meetings shall be called by the Chairman, or in his absence by the Chairman-Elect.

Section 5: Indemnification

The Chamber may, by resolution of the Board of Directors, provide for indemnification by the Chamber of any and all of its officers or former officers as spelled out in Article IV, Section 7 of these bylaws.

ARTICLE VI - COMMITTEES AND DIVISIONS

Section 1: Appointment and Authority

The Chairman, with the advice and counsel of Vice Chairmen and the President and with the approval of the Board of Directors, shall appoint all committees and their chairmen as deemed necessary to carry out the program of the Chamber. Committee appointments shall be at the will and pleasure of the Chairman subject to the approval of the Board of Directors and shall serve concurrent with the term of the appointing Chairman,

unless a different term is approved by the Board of Directors. It shall be the function of the committees to make investigations, conduct studies and hearings, make recommendations to the Board of Directors and to carry on such activities as may be delegated to them by the Board.

Section 2: Limitation of Authority

No action by any member, committee division, employee 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 Chairman 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 committee.

Section 3: Testimony

Once committee action has been approved by the Board of Directors, it shall be incumbent upon the committee chairmen or, in their absence, whom they designate as being familiar enough with the issue, to give testimony to, or make presentations before civic and governmental agencies.

Section 4: Divisions

The Board of Directors may create such divisions, bureaus, departments, councils, or subsidiary corporations as it deems advisable to handle the work of the Chamber. The Board shall authorize and define the powers and duties of all divisions, bureaus, departments, councils, and subsidiary work of the Chamber. The Board shall annually review and approve all activities and proposed programs of such divisions, bureaus, departments, councils or subsidiary corporations including collection and disbursement of funds. No action or resolution of any kind shall be taken by divisions, bureaus, departments, councils or subsidiary corporations having bearing upon or expressive of the Chamber, unless approved by the Board of Directors.

ARTICLE VII - FINANCES

Section 1: Funds

All money received by the Chamber shall be placed in a depository account. Funds may be allocated to a reserve account at any time during the year by vote of the Board of Directors.

Section 2: Disbursements

Upon approval of the budget, the President or other delegated person is authorized to make disbursements on accounts and expenses provided for in the budget without additional approval of the Board of Directors. Disbursements shall be by check.

Section 3: Fiscal Year

The fiscal year of the Chamber shall close on the 30th day of September.

Section 4: Budget

The budget for the coming fiscal year shall be approved at the final Board meeting of the fiscal year by a majority vote of the Board of Directors.

Section 5: Annual Inspection

The accounts of the Chamber shall be inspected annually as of the close of business on the 30th day of September by a certified public accountant. The inspection shall at all times be available to the members of the organization within the offices of the chamber. The level of inspection (inspection, review or audit) required will be determined annually by a majority vote of the board.

Section 6: Bonding

Upon vote of the Board of Directors, Officers and staff may be bonded by a fidelity bond in an amount set by the Board and paid for by the Chamber.

Section 7: Expenditures

No committee or any member of any committee shall contract any debt on behalf of the Chamber without express authorization of the Board; or where the expenditures fall within the budget, by the President.

ARTICLE VIII - DISSOLUTION

Procedure.

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 of Directors as defined in IRS Section 501(c)(3).

ARTICLE IX - 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 charter or bylaws of the Chamber.

ARTICLE X - AMENDMENTS

Revisions

These bylaws may be amended or altered by a majority vote of the members at any regular or special meeting, providing the notice for the meeting includes the proposals for amendments. Any proposed amendments or alterations shall be submitted to the Board or the members in writing, at least ten (10) days in advance of the meeting at which they are to be acted upon.

Adopted: (date)

Amended: 6/18/98

10/21/99

01/10/07