

# North East Chamber of Commerce, Inc.

## BY-LAWS



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**ARTICLE 1  
NAME AND MISSION STATEMENT**

This organization shall be known and designated as the North East Chamber of Commerce, Inc.

The North East Chamber of Commerce, Inc. is a legal corporation of North East area businesses, organizations, and individuals organized with the Mission to encourage and promote economic growth of the Greater North East Business Community. The Chamber will support the community's economy by marketing and promoting the community's two largest assets, "Main Street" and the community's proximity to the upper Chesapeake Bay. The Chamber shall also provide a forum for the North East Business community creating a unified voice.

**ARTICLE 2  
MEMBERSHIP**

**Section 1:** Membership shall be composed of business, organizations and individuals in good standing with the common goal of supporting the greater North East business community. Members retain membership regardless of staff or ownership changes.

**Section 2:** Membership shall be initiated by written application to the Board of Directors and shall, be accompanied by payment of dues. The dues shall be established by the Board of Directors annually. The Board of Directors shall report on new memberships at each regular meeting.

**Section 3:** Each member in good standing shall be entitled to one vote on any question brought before the membership.

**ARTICLE 3  
FINANCES**

**Section 1:** The annual membership dues of the organization shall be established by the Board of Directors for the upcoming fiscal year and submitted to the membership for approval at the Annual Meeting. Dues shall be payable to the Treasurer on an annual basis and billed in November of each year. Dues shall be payable by the following January 31.

**Section2:** If any member of this Chamber shall fail or refuse to pay the annual dues, then within a period of sixty (60) days after the same are due and payable, the member shall then stand suspended and may be terminated by the Board of Directors without regard to any other provision of these By-laws. Terminated members can become members in good standing with full payment of dues.

**Section 3:** A budget shall be established by the Board of Directors and be submitted to the membership for review at the November meeting. The budget shall be approved at the annual Meeting by the membership. An approved budget may be amended by two-thirds majority vote of the Board of Directors.

#### **ARTICLE 4 MEETINGS**

**Section 1:** The date of the annual meeting of the organization shall be announced prior to the third Thursday of December each year. All reports of an annual nature are to be presented at this meeting.

**Section 2:** Special meetings may be called by the President, or upon the written request of at least three (3) members of the Board of Directors. Notice of special meetings shall be sent to each member by the Secretary giving at least ten (10) calendar days prior notice of said meeting and notifying each member of the object of the meeting and the subjects to be considered.

**Section 3:** The regular monthly meetings of the organization shall be held on the third Thursday of each month, except July and August.

**Section 4:** An attendance of twenty percent (20%) of all members shall constitute a quorum for the transaction of business at any annual, regular, or special meeting of this organization.

#### **ARTICLE 5 GOVERNMENT - BOARD OF DIRECTORS**

**Section 1:** The Government of this organization, the direction of its work, and the control of its property, shall be vested in a Board of Directors consisting of thirteen (13) members which includes the President, Vice-President, Secretary, Treasurer, four (4) Directors-at-Large who shall

be elected as hereafter provided, and one voting representative of the Town of North East appointed by the Town Administrator. The Executive Board will be comprised of the President, Vice-President, Secretary and Treasurer.

**Section 2:** The Board of Directors shall have supervision, control, and direction of the affairs of the organization, shall determine its policies within the limits of the By-laws, and shall actively execute its objectives. It may adopt such rules and regulations for the conduct of its business that it shall deem advisable and may, in the execution of the powers granted, appoint such agents as it may consider necessary.

**Section 3:** No disbursements of an amount greater than three hundred and fifty dollars (\$350) of this organization's funds shall be made without the approval of a majority of the Board of Directors. All disbursements of funds are to be within the confines of the budget.

**Section 4:** The Board of Directors shall meet and organize as soon as possible after the election of its members. It shall further meet monthly at such time as the President may designate.

**Section 5:** A majority of the Board members shall constitute a quorum of the Board of Directors for the purpose of transacting business.

**Section 6:** The Board of Directors shall keep record of its proceedings, which shall be open to members at any time the board shall present a summary of its work from the preceding year at the annual meeting.

**Section 7:** The Board shall review all applications for membership and vote for acceptance of applicant for membership into the chamber.

## **ARTICLE 6 NOMINATION AND ELECTION OF OFFICERS AND DIRECTORS**

**Section 1:** By the July Board of Directors meeting the President shall appoint a Nominating Committee Chair and together they will appoint a nominating committee consisting of no more than five (5) members. Nominating Committee Chair shall be a member of the Board, and committee members shall consist of Board members as well as Chamber members.

**Section 2:** Nominating Committee shall recommend a slate of officers and at large Board members to the Board of Directors thirty (30) days prior to the Annual Meeting. All nominated individuals must agree to be on the slate. The Board will vote on, or amend, the slate for presentation to membership at the Annual Meeting.

**Section 3:** The Nominating Committee shall nominate for election at the annual meeting persons for the office of President, Vice-President, Secretary, Treasurer, and a minimum of four (4) Directors-at-Large. Nominations may be accepted from the floor after the recommended slate of officers is presented to the General thirty (30) days prior to the Annual Meeting. When all nominations have been made, election shall be held at the Annual Meeting. 1) by voice vote if no nominations have been offered from the floor, or 2) by secret ballot if nominations have been offered from the floor for one or more office. The Executive Board and Directors-at-Large shall be elected for one-year terms.

**Section 4:** Board terms are one (1) year. Board members may serve up to five (5) one-year terms in five (5) years. These members are not eligible for re-election to the Board for a period of 12 months (1 term). The only exception to a term limit is the Treasury. The Treasury should be a member with a fiduciary background such as banking. If at the end of the Treasury's term the nominating committee is not successful in finding a replacement the nominating committee is authorized to put forth the name of the sitting Treasury. Once ineligible to continue serving, past Board members are considered "Friends of the Board" and may attend Board meetings. These members are non-voting members.

**Section 5:** Installation of the Officers and Directors elected in accordance with the preceding section shall be at the Annual meeting and they will begin their term of office.

**Section 6:** Regular attendance at both Board of Directors and regular organization meetings is considered an obligation of those elected to these offices. Any Officer or Director-at-Large who is absent without prior notification to the President or Vice-President for a) two (2) consecutive Board of Directors meetings, b) three (3) consecutive meetings, both Board and regular, c) three (3) out of twelve (12) meetings, both Board and regular shall receive a written warning from the President, or from the Board in the case of the President being the offending party, stating that any

further absences shall constitute an automatic relinquishment of the office held. The Board may in its discretion, and upon such terms as it deems proper, restore such person to their office.

**Section 7:** With the exception of the Town Representative, in the event of a vacancy on the Board of Directors, the Board by a majority vote or greater, shall appoint some person, qualified in accordance with Article 2 to fill such vacancy for the remainder of the unexpired term. Said person shall begin serving immediately upon appointment.

## **ARTICLE 7 BOARD OFFICERS DUTIES**

### **President**

The President assumes leadership of the Board of Directors and the Chamber of Commerce. The President shall preside at all general membership meetings and at the meetings of the Board of Directors. The President shall be responsible for ensuring that the organization operates in accordance with its by-laws and policies and shall recruit or appoint committee chairs. The President shall also be responsible for overseeing the Scholarship Program. Any additional actions taken by the President should be with approval from the Board of Directors. The President shall be an ex- officio member of all committees and is responsible for oversight of committee chairs to assure that tasks are completed in a timely manner.

### **Vice-President**

The Vice-President is responsible for scheduling chamber meetings and speakers throughout the year. The Vice-President shall be the Membership Chairperson and work with the Treasurer and President to keep membership records accurate. The Vice-President shall assume the duties of the President in their absence.

### **Secretary**

The Secretary shall have the duty of preserving and keeping a complete and accurate record of all proceedings of the organization and its Board of Directors; maintaining membership roster; maintain web site, conduct official correspondence, keep possession of records and archives, attend to the proper publication of reports, and perform other duties as are usual for such an Officer as required by the President or the Board of Directors.

## **Treasurer**

The Treasurer shall receive all money paid to the organization and disburse monies upon written orders as authorized by the Board of Directors, keep account of all financial transactions, make a full report of the financial status of the organization, chair the Finance Committee, and prepare the proposed annual budget in cooperation with the Finance Committee, President, or Executive Committee. The Treasurer shall administer the approved budget, review budget amendments, make recommendations regarding same to the Board of Directors, and perform other financial duties as required by the President or Board.

## **ARTICLE 8 COMMITTEES**

**Section 1:** The President shall establish all committees, each of which shall consist of not less than two (2) members. The President of the organization shall be an ex officio member of all committees. All committees shall be chaired by a Board member and have one member of the general membership.

### **Section 2: Standing Committees**

**Membership Committee** – A Membership Committee shall be appointed by the President each year, to be chaired by the Vice-President, with the responsibilities including, but not limited to, soliciting new members for the organization and the retention of current members.

**Finance Committee** – A Finance Committee shall be appointed by the President each year, to be chaired by the Treasurer, with the responsibilities including, but not limited to, assisting the Treasurer in the preparation of the proposed budget.

**Promotional Committee** – A Promotional Committee shall be appointed by the President each year with the responsibilities including, but not limited to, marketing the North East region to areas outside Cecil County. This committee will develop the Membership Directory and Tour Pamphlet. The pamphlet will be distributed to businesses, tourist centers and other sites that are viable, willing and able to actively promote the North East region. This committee shall assist the Secretary with maintaining the calendar of events.



**Nominating Committee** – A Nominating Committee Chair shall be appointed by the President each year. The Nominating Committee will have the responsibilities and duties as outlined in Article 6.

**Sign Committee** – A Sign Committee shall be appointed by the President each year. The Treasurer and Promotional Committee chair shall be members of the committee. The committee will be responsible for administering the Route 40 Sign Board Program and maintaining the tourism sign at 1 South Main Street.

**Section 3:** All committees shall develop priorities and project plans. Committee Chairs shall submit recommendations to Board of Directors for approval for each proposed project. The Chamber Treasurer must execute all committee financial transactions (receivables or payables). Committees shall operate according to Chamber policies, by-laws and with the direction and approval of the Board. All Committees shall report monthly to the Board of Directors.

## **ARTICLE 9 MEETING PROCEDURES**

The organization shall conduct its meetings under the procedures outlined by Robert's Rules of Order.

## **ARTICLE 10 AMENDMENTS**

These By-laws may be altered, amended, repealed, or added to by an affirmative vote of at least two-thirds of the members present at annual or regular meetings, or at a special meeting called for that purpose. Thirty (30) day notice shall be provided to members regarding proposed by-laws changes, the wording of recommended changes, and the date of the meeting when a vote will be held.