

North East Chamber of Commerce, Inc. BY-LAWS



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Article I – 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 II - Membership

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

Section 2: Membership shall be initiated by 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 Vice President 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. Voting can be done by written proxy.

Section 4: The Board reserves the right to terminate a specific membership if it is determined that member is violating the Mission Statement of the Chamber.

Article III - Finances

Section 1: The annual membership dues of the organization shall be established by the Board of Directors for the upcoming calendar year and provided to the membership. Dues shall be payable to the North East Chamber of Commerce on an annual basis and billed in January each year. Dues shall be payable by March 31.

Section 2: If any member fails to pay by March 31, their membership will be terminated. Terminated members can become members in good standing with full payment of dues.

Section 3: A budget shall be established and approved by the Board of Directors and provided to the membership. An approved budget may be amended by a majority vote of the Board of Directors.

Article IV - Meetings

Section 1: The annual meeting of the organization shall be held in December of each year.

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 shall be scheduled by the Vice President at the discretion of the board.

Section 4: The organization shall conduct its meetings under the procedures outlined by Robert's Rules of Order.

Article V - 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 nine (9) members which includes the President, Vice-President, Secretary, Treasurer, four (4) Directors-at-Large who shall be elected, 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 no less than four (4) times per year.

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.

ARTICLE VI – Election & Installation of Board of Directors

Section 1: By the October Board of Directors meeting the President shall appoint a Nominating Committee Chair and together they will appoint a nominating committee consisting of at least three (3) members yet 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: Persons may be nominated for Board Officer & Director at Large positions by filing a Certificate of Nomination form with the Nominating Committee. No person shall file for nomination to more than one position or hold more than one elective position at any one time. The Nominating Committee, with Board approval, will publish to the membership when nominations are due. Nominations shall be closed fourteen (14) calendar days prior to the Nominating Committee submitting the slate to the Board of Directors. All nominated individuals must be a Chamber Member in good standing. The Nominating Committee shall recommend submit in writing a slate to include the President, Vice-President, Treasurer, Secretary, and four (4) Directors At-Large to the Board of Directors thirty (30) days prior to the Annual Meeting. The Board will vote on the nomination slate when presented. Nominations, once approved, will be sent to general membership.

Section 3: Nominations may be accepted from the floor after the recommended slate of officers is presented to the General Membership at the annual meeting. When all nominations have been made, election shall be held. Voting will be done by 1) voice vote if there are no contested positions, or 2) secret ballot if any position is contested.

Section 4: The Executive Board and Directors-at-Large shall be elected for one (1) year terms. Executive Board members may serve up to five (5) one-year terms in five (5) years. These members are not eligible for re-election for their current officer role.

The only exception to a term limit is the Treasurer. The Treasurer should be a member with a financial background. If at the end of the Treasurer'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 Treasurer.

Section 5: Elected Board Members will assume their role at the first Board Meeting in the month following the election.

Section 6: Regular attendance at Board Meetings is required to remain on the Board. Any Board Member who misses three (3) Board Meetings in a year, without prior notice, is cause for removal from their Board position. Attendance at meetings may be in person or by electronic means.

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 VI, Section 2, to fill such vacancy for the remainder of the unexpired term. Said person shall begin serving immediately upon appointment.

Article VII – Executive Officers Duties

Section 1: 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.

Section 2: Vice-President

The Vice-President is responsible for scheduling general membership 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. In the absence of the President, the Vice-President shall perform the duties of the President and, when so acting, shall have all the powers of and be subject to all the restrictions and authorities of the President. The Vice-President shall perform such other duties as may be assigned from time to time by the President.

Section 3: 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; 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.

Section 4: Treasurer

The Treasurer shall receive all money paid to the organization; disburse monies upon written orders as authorized by the Board of Directors; keep account of all financial transactions; provide to the board of directors, at regular board meetings, written reports updating the board on the financial health of the organization; chair the Finance Committee; prepare the proposed annual budget in cooperation with the Finance Committee and Executive Board. The Treasurer shall administer the approved budget, review budget amendments, make recommendations regarding same to the Board of Directors; cause such returns, reports and/or schedules as may be required by the Internal Revenue Service and the state taxing authorities to be prepared and filed promptly; and perform other financial duties as required by the President or Board.

Article VIII - 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.

Section 2: 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 IX - 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.