



Greater

Claremont

Chamber of Commerce

Enhance ~ Promote ~ Support

Bylaws Of

The Greater Claremont Chamber of Commerce

Revisions

Proposed September 18, 2019

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**AMENDED AND RESTATED
BYLAWS FOR THE REGULATION OF
THE GREATER CLAREMONT CHAMBER OF COMMERCE**
Proposed September 18, 2019

**ARTICLE I
General**

Section 1: Name

This association is incorporated under the laws of the State of New Hampshire and shall be known as the Greater Claremont Chamber of Commerce (The Chamber).

Section 2: Purpose

This association is organized to promote the commercial, industrial, retail and public interests of the Greater Claremont area and Connecticut Valley Region. It will furnish a means for the effective participation of a broad-based business and professional membership in those community affairs that contribute to the economic development and general welfare of the community.

**ARTICLE II
Membership**

Section 1: Eligibility

Any person, association, corporation, partnership, government agency or estate having an interest in the objectives of The Chamber shall be eligible to apply for membership and all members are of one class.

Section 2: Election

Applications for membership shall be in writing, on forms provided for that purpose, and signed by the applicant. Election of members shall be by the Board of Directors at any meeting thereof. Any applicant so elected shall become a member upon payment of the regularly scheduled investment.

Section 3: Investments

The Board of Directors shall set the amount of membership dues for members of The Chamber. Dues for members shall be paid annually and are payable within thirty (30) calendar days after the billing date.

Section 4: Termination of Membership

- a) **Resignation:** Any member may resign from The Chamber upon written request to the Board; however, such resignation shall not relieve a member from any unpaid debts owed. In the event said member should want to re-enroll at a later date, upon re-enrollment, all delinquent dues shall be due and payable. The amount due and payable may be adjusted at the discretion of the Board of Directors in the event of extenuating circumstances.
- b) **Failure to Pay Dues:** Membership rights terminate if dues are not paid in full within ninety (90) calendar days following the billing due date. A former member who has been terminated in this manner shall repeat the application process should they want to re-enroll at a later date.
- c) **Expulsion:** Any member may be expelled by a majority vote of the Board at a regularly scheduled meeting for conduct determined by the Board to be contrary or damaging to the Chamber or aims of the Chamber. Membership dues would not be refunded or reimbursed in this circumstance.

Section 5: Voting

In any proceeding, **whether through electronic, paper or in-person means**, in which voting by members is called for, each member in good standing shall be entitled to cast one (1) vote. Proxy voting is allowed. Members shall adhere to the Conflict of Interest Policy as outlined out in Article X of these bylaws.

Section 6: Exercise of Privileges

Any person, association, corporation, partnership, government agency or estate holding membership shall have the right at any time to change its voting representatives upon written notice to The Chamber; not to include board of directors seats.

Section 7: Honorary Membership

The Board of Directors, by unanimous vote of the members present at a meeting of the full board may extend Honorary Membership upon any non-member for meritorious service to Greater Claremont, the Connecticut Valley Region, or The Chamber. Honorary members shall have all of the privileges of active Classic Members, except voting rights. They shall not be liable for dues and assessments.

ARTICLE III **Meetings**

Section 1: Annual Meeting

The annual meeting of The Chamber shall be held between May 1st and June 30th of each year. The time and place shall be fixed by the Board of Directors and notice thereof sent to each member at least ten (10) business days before said meeting.

Section 2: Additional Meetings

The Board of Directors shall hold regular meetings, and special meetings at such other times as the Board may determine or as may be called by the President of the Board. A special meeting shall be called when requested by at least five (5) directors of the Board. Special meetings may be ordered by the Board or called by the President.

Additionally, as needed due to time sensitive matters, if there is a need for a vote between meetings, a call for votes can be made (such as through email) to the Board. Any votes performed in such a manner shall be recorded in the minutes of the next in-person meeting.

The President shall also call such a meeting, upon the written request of at least fifteen percent (15%) of the members in good standing of The Chamber, within fifteen (15) business days of receipt of such request. Each such meeting shall be held at such a place as may be fixed by the Board of Directors. Notice of meetings shall be communicated at least ten (10) business days before said meeting. This allows five (5) business days to make meeting arrangements.

Section 3: Quorum

At any duly called general meeting of The Chamber, the presence of five (5) percent of the voting power entitled to a meeting of members constitutes a quorum for the transaction of business at the meeting. If, however, the attendance at any general or annual meeting, whether in person or by proxy, is less than one third of the voting power, the members may vote only on matters as to which notice of their general nature was provided prior to the meeting and no other business may be transacted.

At a Board meeting, the simple majority of Directors present shall constitute a quorum.

At Executive Committee meetings a simple majority shall constitute a quorum.

At committee meetings three (3) members shall constitute a quorum; which may include the Executive Director.

Section 4: Notice

Each member of The Chamber shall be given notice of the annual meeting or special meeting, which notice shall be communicated at least ten (10) business days prior to the date of the meeting. The notice shall also include the general nature of business to be conducted.

ARTICLE IV

Board of Directors

Section 1: Composition of the Board

The Board of Directors shall be composed of fifteen (15) elected directors, one third of whom shall be elected annually to serve for three (3) years. 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.

No person shall be eligible to serve upon the Board of Directors who is not a member or representative of a member of The Chamber. The fifteen (15) seats shall be divided into three (3) classes, one class to be elected annually for a term of three (3) years. At the end of each class' term, the seat is up for election. No Director who has served two (2) consecutive terms in office shall be eligible for re-election to the Board until a period of one year has elapsed following the end of such second term. For a Director who did not serve in the prior year and who is appointed to a vacant seat for a partial term, their term count shall be at one (1). For a Director who did serve in the prior year and who is appointed to a vacant seat for a partial term, their term count shall be at two (2). The immediate past president of The Chamber shall automatically become an additional Director for a term of one (1) year upon the conclusion of his or her term as President. The Board of Directors will adhere to the Conflict of Interest Policy as outlined out in Article X of these bylaws.

Section 2: Selection & Election of Directors

- a) **Time:** The election of Directors shall be held between April 1 and May 30 of each year.
- b) **Election of Nominating Committee:** The committee shall be composed of the president, a past president, one (1) Director who is not an officer and two (2) members at large of The Chamber who are not Directors. The Board of Directors will appoint those additional committee members and perform other duties as the Board shall direct.
- c) **Nominations by Committee:** The Nominating Committee shall prepare a list of at least as many candidates for Directors as are to be elected to the board that year to include the 5 seats up for election and any vacant seats where the Executive Committee has not appointed a Director. Only such members as have expressed to the Nominating Committee their willingness to serve shall appear on the ballot.
- d) **Publicity of Nominations:** Upon receipt of the report of the Nominating Committee, the President shall immediately notify the membership of the names of persons nominated as candidates for directors and the right of petition.
- e) **Nominations by Petition:** Additional names of candidates for directors can be nominated by petition bearing the genuine signatures of at least ten percent (10%) of the voting representatives in good standing of the Chamber. Such petition shall be filed with the Nominating Committee within ten (10) business days after notice has been given of the names of those nominated. Additional nominees must have expressed to the Nominating Committee their willingness to serve if elected. The names of such additional nominees shall be on the ballot.
- f) **Qualifications of Electors:** Each member in good standing shall be entitled to cast one (1) ballot. Proxy voting is allowed. No member shall be permitted to cast more than one (1) vote for any candidate.
- g) **Tabulation of Ballots:** All candidates shall be arranged on a ballot in alphabetical order. Instructions will be to vote only for the number of vacancies available. The Executive Director shall make this ballot available to all active members **using paper and/or electronic ballots**. The ballots shall be marked in accordance with instructions included on the ballot and returned to The Chamber office within ten (10) business days. All ballots received shall be held unopened until 12 o'clock noon of the day of election. Ballots received after 12 o'clock noon of the day of election will not be counted. The Nominating Committee shall meet and tabulate all ballots.

h) **Certifying Results:** The Nominating Committee shall certify to The Chamber the results of the election and each Director elected shall be duly notified of his or her election.

Section 3: Seating of New Directors

All newly-elected Board Directors shall be officially confirmed at the Annual Meeting and shall be participating directors thereafter. **A Director's term ends thirty days after the Annual Meeting in the year in which their three-year term ends. During the thirty days following the Annual meeting the Board of Directors may include up to twenty-one Directors; five newly elected Directors, ten current Directors, five Directors whose terms are expiring and the immediate Past President.**

Section 4: Vacancies

The Board shall declare vacant the seat of any director of the Board who shall have unexcused absences for three (3) consecutive Board or Committee meetings. Any vacancy among the officers shall be filled by the Board for the unexpired term of the vacant position. Any vacancy on the Board may be filled by appointment from the Executive Committee for the unexpired term of the vacant position. When a vacancy exists on the Board, appointment to the vacant seat can be made by the Executive Committee from any member or representative of a member of the Chamber in good standing. Any director may be expelled by the Board by a two-thirds (2/3rds) vote of the directors present at any legal meeting of the Board, after notice and opportunity for hearing, for acts which in the opinion of the Board are detrimental to the interest of the Chamber. The Board's General Counsel will be consulted prior to the conduct of any expulsion procedures or vote.

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. These policies shall be maintained in a policy manual, to be reviewed annually and revised as necessary.

Section 6: Management

The Board of Directors shall employ an Executive Director and shall fix the salary and other considerations of employment. The Board of Directors has the final authority on all full time equivalents (FTEs).

Section 7: 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 XI of these bylaws.

ARTICLE V **Duties of Officers**

Section 1: Determination of Officers

The first meeting of the Board following the Annual Meeting shall be an organizational meeting when the Board shall elect from among the directors of the Board, a President, a Vice President, a Treasurer, a Secretary and two (2) Board Delegates.

The President shall hold the office for a term of one year, with the possibility of an additional term (of one year) if the candidate expresses interest in continuing. The Vice President, Treasurer, Secretary and Board Delegates shall hold office for a term of one (1) year or until their successor is elected or appointed.

In the event of a vacancy in the office of the President, Vice President, Treasurer, Secretary or Board Delegate, the Board of Directors, shall by a majority vote, elect from the Directors then in office, their replacements, which shall hold office until the end of the remaining term.

Section 2: Duties of Officers

- a) **President:** The President shall serve as the chief elected officer of The Chamber and shall preside at all meetings of the membership, Board of Directors and Executive Committee. The President of the Board shall, with advice and counsel of the Executive Committee, determine all committees, select all committee chairs, and assist in the selection of committee personnel, subject to approval by the Board of Directors. The President shall be an Ex-Officio member of all committees. The President may call special meetings of the Board or of The Chamber members. The President is authorized to disburse funds under his or her signature.
- b) **Vice President:** The Vice President shall perform such duties as shall be specified by the President. The duties of the Vice President shall be to assume the duties of the President in his or her absence, and to assume duties assigned from time to time by the Board of Directors. In the event the President fails to complete his or her term of office, the Vice President shall become the President. The Vice President is authorized to disburse funds under his or her signature.
- c) **Treasurer:** The Treasurer shall advise the President and Executive Director in fiscal matters to assure that the finances of the Chamber are properly administered. The Treasurer is authorized to disburse funds under his or her signature.
- d) **Secretary:** The Secretary shall perform or delegate secretarial duties for the Board of Directors, and cause to be prepared notices, agendas and minutes of meetings of the Board and membership. The Secretary shall maintain a file of meeting minutes for reference during future meetings; maintain files which will include press releases, flyers, newsletters, announcements of programs and activities, and any other pertinent information relative to the Chamber; conduct necessary Board correspondence for the organization; maintain a Board roster with addresses, phone numbers, and e-mail addresses, and shall notify the Board Directors of the time and place of meetings.
- e) **Board Delegates:** The Board Delegates shall perform such duties as shall be specified by the President.

f) **Executive Director:** The Executive Director shall be the chief administrative officer and shall be responsible for managing all of the business of the association in accordance with these bylaws and the policies established by the Board of Directors, and shall perform the specific duties established by the Board of Directors. The Executive Director shall be responsible for hiring, discharging, directing and supervising all employees.

Section 3: 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.

- a) **Composition:** The Executive Committee shall consist of the President, the Vice President, the immediate Past President, the Treasurer, the Secretary, the two (2) Board Delegates and the Executive Director. The President shall be the Chair of the Executive Committee.
- b) **Powers, Duties and Quorum:** Between meetings of the Board of Directors, the Executive Committee shall possess powers necessary to carry out day to day activities that do not impact the approved budget and powers that do not directly conflict with any bylaw(s) where power is specifically given to the Board of Directors.
- c) At Executive Committee meetings, a simple majority shall constitute a quorum. The Executive Committee shall keep a record of its proceedings and report its actions and reasoning at the following Board Meeting. The Executive Director is a non-voting member of the committee and will not be considered as part of a quorum.
- d) **Meetings:** The committee will meet prior to board meetings and periodically between meetings, as called by the President.

Section 4: 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 XI of these bylaws.

ARTICLE VI **Committees & Divisions**

Section 1: Appointment & Authority

The President, by and with the approval of the Board of Directors, shall appoint all committees and committee chairs. The President may appoint such ad hoc committees and their chairs as deemed necessary to carry out the program of the chamber. Committee appointments shall be at the will and pleasure of the President and shall serve concurrent with the term of the appointing President, unless a different term is approved by the Board of Directors.

It shall be the function of committees 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, director 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 President when their work has been completed or when, in the opinion of the Board of Directors, it is deemed wise to discontinue the committee.

ARTICLE VII

Finances

Section 1: Funds

All money paid to the chamber shall be placed in a general operating fund. The Board of Directors will be notified of the use of reserve funds.

Section 2: Disbursements

No appropriation of money or other property of The Chamber shall be made for any purpose other than to defray its legitimate expenses.

Disbursements shall be made only under the approval of the President, First Vice-President or Treasurer.

Section 3: Contracts

Any contract which binds the association in any manner shall be approved by the Board of Directors.

Section 4: Audits

In accordance with all State and IRS regulations, the President shall, with the approval of the Board, appoint a qualified third-party to examine the books and accounts of The Chamber and submit reports to the President, who shall submit a synopsis of the same to the Board, and notify the membership when such audit has been made.

Section 5: Fiscal Year

The Chamber fiscal year shall be the calendar year, namely, from January 1 to December 31.

ARTICLE VIII

Dissolution

Section 1: 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). Appropriate actions will be taken in accordance with all local, state and federal regulations with the regards to dissolution.

ARTICLE IX

Parliamentary Rules

Section 1: 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

Conflict of Interest

Section 1: Duty to Disclose

Each Director, prior to taking his or her position on the Board, and all present Directors, shall submit in writing to the President of the Board a list of all businesses or other organizations of which the director is an officer, director, trustee, member, owner (either as a sole proprietor or partner), shareholder, employee or agent, with which the charity has or might reasonably in the future enter into, a relationship or a transaction in which the Director would have conflicting interests. The President of the Board shall become familiar with the statements of all Directors in order to guide his or her conduct should a conflict arise.

Section 2: Voting

At such time as any matter comes before the Board in such a way to give rise to a conflict of interest, the affected Director shall make known the potential conflict, whether disclosed by his or her written statement or not, and after answering any questions that might be asked of him or her, shall withdraw from the meeting for so long as the matter shall continue under discussion. In addition, other Directors who themselves had pecuniary benefit transactions with the charity within the same fiscal year should also not be present and not participate in the discussion. Should the matter be brought to a vote, neither the affected Director nor any other Director with a pecuniary benefit transaction with the charity in the same fiscal year shall vote on it. The Board shall comply with all the requirements of New Hampshire law where conflicts of interest are involved, including but not limited to the requirement of a two-thirds vote and, if the financial benefit exceeds \$5,000 in a fiscal year, publication in the required newspaper, and disclosure to the Charitable Trusts Unit.

Section 3: Statutory Requirements

The New Hampshire statutory requirements dealing with pecuniary benefits (RSA 7:19-a & RSA 292:6-a) are hereby incorporated in full into and made an integral part of this conflict of interest policy; and a copy of the relevant New Hampshire statutes are attached hereto so that every Board Director is aware of the statutory requirements. These requirements include, but are not limited to, absolute prohibitions on loans from a charitable trust to a director, officer, or trustee and prohibition of any sale or lease (for a term greater than five years) or conveyance of real estate from an officer, director, or trustee without the prior approval of the probate court. These requirements extend to both direct and indirect financial interests, as defined by the attached statutes.

ARTICLE XI

Indemnification

The Association will indemnify and reimburse any person made a party to any action, suit or proceeding by reason of the fact that such party, or the person whose legal representative or successor was or is a Director or Officer of the Association, for expenses, including attorney's fees, and such amount of any judgment, money decree, fine, penalty or settlement for which such person may have become liable as the Directors of the Association shall deem reasonable, actually incurred by such person in connection with the defense or reasonable settlement of any such action, suit or proceeding, or any appeal therein, except in relation to matters as to which such party, or the person whose legal representative or successor such party is, if finally adjudged in such action, suit or proceeding not to have acted in good faith in the reasonable belief that such person's action or failure to act was in the best interests of the Association, and except in relation to such matters as to which such indemnification would subject the Association or the Associations' management, or both, to any excise or penalty tax under the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal Tax Laws, or to any other Federal or State Tax. The Association, in the discretion of the Directors of the Association, is authorized to obtain an insurance policy or policies to insure the Association against its indemnification obligations set forth in the preceding sentence, and to insure the individual Directors and Officers of the Association against loss, liability and expense of the kind described in the preceding sentence, or both, provided that the maintenance of such policy or policies shall not constitute an action which would subject the Association or its management to any excise or penalty tax under the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal Tax Laws, or to any other Federal or State Tax.

ARTICLE XII

Amendments

Section 1: Revisions

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

Adopted: Prior to May of 2000

Amended: May 18, 2004

Revised: June 30, 2015

June 6, 2018

Proposed: September 18, 2019