

(DRAFT)

**BYLAWS**  
**OF THE**  
**CRISFIELD AREA CHAMBER OF COMMERCE**

**ARTICLE ONE: GENERAL**

**SECTION 1.1: PURPOSE**

The Crisfield Area Chamber of Commerce, Incorporated, (hereafter called the “Chamber”) is a non-profit corporation whose principal purposes are to promote the business, economic, and tourism strength and opportunities of the greater Crisfield area. The Chamber is a 501(c)(6) non-profit organization as defined by the Internal Revenue Code. The Chamber is a non-partisan, non-sectarian organization.

**ARTICLE TWO: MEMBERSHIP**

**SECTION 2.1: ELIGIBILITY**

Any person, firm, association, corporation, partnership, estate or individual who has an interest in the objectives/purposes of the Chamber shall be eligible to apply for membership. Eligibility shall not be denied on the basis of creed or religion, age, sex, race, national origin, color, handicap, marital status, sexual orientation or ethnicity.

**SECTION 2.2: ELECTION TO MEMBERSHIP**

All applications for membership shall be in writing to the Chamber and said application shall constitute an agreement on the part of the applicant to adhere to all By-laws, rules and regulations of the Chamber. New members are eligible to vote following thirty (30) days of membership in good standing.

**SECTION 2.3: TERMINATION OF MEMBERSHIP**

Membership may be terminated for any of the following circumstances:

1. Two-thirds (2/3) vote of the Board of Directors for conduct unbecoming a member after notice and opportunity for a hearing.
2. Two-thirds (2/3) vote of the Board of Directors for non-compliance with these By-laws or other Chamber policies or regulations provided due notice and opportunity for a hearing before the Board are afforded to the member so charged.

3. Upon receipt of a signed resignation.
4. Death or dissolution of a business entity.
5. Non-payment of annual dues (three months delinquent). Member voting privilege is suspended during period of delinquency.

#### **SECTION 2.4: MEMBERSHIP CLASSIFICATION**

There are five (5) classes of membership:

1. **REGULAR MEMBER:** Meets all of the conditions above and has full voting and membership privileges. May serve on the Board of Directors.
2. **AFFILIATE MEMBER:** Must be a W-2 employee of a Regular Chamber member. Enjoys voting and membership privileges. May serve on the Board of Directors.
3. **ASSOCIATE MEMBER:** Any individual who does not qualify for a Regular or Affiliate membership but has an interest in supporting the Chamber and participating in its activities. Enjoys voting and membership privileges. May serve on the Board of Directors.
4. **NON-PROFIT ORGANIZATIONS and GOVERNMENT AGENCIES:** Public and private non-profit organizations and government agencies operating in Somerset county; such members have full voting and membership privileges, and may serve on the Board of Directors.

NOTE: To maintain a proper balance of Board representation and to ensure that the Board composition reflects the Chambers inherent emphasis on "for profit" business, **NOT MORE THAN** forty (40) percent of the Board may consist of members with the combined membership classifications of Associate, Non-Profit Organizations, or Government Agencies.

5. **HONORARY:** The Board of Directors may, by majority vote, confer or revoke, honorary membership status on those persons who have distinguished themselves in public affairs or service to the community. Such individuals will enjoy all of the privileges of membership **EXCEPT**, they may not vote or hold elected office. Honorary members shall be exempt from paying dues.

#### **SECTION 2.5: FEE STRUCTURE**

The Board of Directors shall determine the annual dues/fees structure of Chamber membership. The dues/fees may be altered, as the Board of Directors deems necessary. The dues/fees structure will be documented and maintained in the Chamber Operations Manual.

#### **ARTICLE THREE: MEETINGS**

### **SECTION 3.1: GENERAL MEMBERSHIP MEETINGS**

General Membership Meetings shall be held at least annually at a time and place designated by the Board of Directors. Written notice of such meeting shall be made to the membership at least ten (10) business days prior to said meeting. Those members present shall constitute a quorum for any business brought before the membership.

### **SECTION 3.2: SPECIAL MEETINGS**

Special meetings of the Chamber may be called by the President, by a majority vote of the Board of Directors, or by written request to the Chamber by a minimum of twenty-five (25) members, or twenty percent (20%) of the membership, whichever is greater. Such requests shall state the purpose or purposes of the meeting. Business transacted at all special meetings of members shall be confined to the purpose or purposes stated in the notice of the meeting. Members will be given a minimum of ten (10) business days notice of such meeting. A minimum of ten percent (10 %) of the general membership shall constitute a quorum of special meetings.

### **SECTION 3.3: BOARD OF DIRECTOR MEETINGS**

The Board of Directors shall meet monthly. Exceptions may be made, as warranted, by the Board. Board members shall be given five (5) business day's notice of such meetings. A majority of the Board shall constitute a quorum at any Board meeting. Special meetings of the Board may be called by the President; or, upon written request of: three (3) Board members; or, twenty-five (25) members; or, twenty percent (20%) of the membership, whichever is greater. Such requests shall state the purpose or purposes of the meeting. Business transacted at all special meetings of the Board shall be confined to the purpose of purposes stated in the notice of the meeting. Except as called by the President, five (5) business day's notice shall be provided to the Board for any special meeting.

If Board members have three (3) or more absences from regularly scheduled Board meetings in a given Chamber year, they shall be subject to removal from the Board.

## **ARTICLE FOUR: BOARD OF DIRECTORS**

### **SECTION 4.1: AUTHORITY**

The Board of Directors shall govern the Crisfield Area Chamber of Commerce and all committees, task forces or subsidiary organizations, employees and properties, subject only to the limitations and exceptions provided for in the Articles of Incorporation or in these bylaws. The Board is responsible for all financial operations, authorizations and obligations. The Board is responsible for employing and providing guidance to the Executive Director/Office Manager and for the transacting of all Chamber business.

The Board may adopt additional rules and set policy for the conduct of Chamber business

provided they are consistent with these bylaws and the Articles of Incorporation.

## **SECTION 4.2: BOARD COMPOSITION**

The Board shall consist of not less than fifteen (15) persons (directors) elected by the membership.

These Director's shall serve for terms of three (3) years on a staggered-term basis such that one-third (1/3) of the Board are elected/retired annually. The President may appoint directors with approval by a majority of the Board, to fill unexpected vacancies caused by the resignation, death, etc., of a director. These "appointed" Director's may serve to fulfill the term of office of the vacated position, after which, they must stand for election as prescribed within these bylaws.

Elected Director's may serve two (2) consecutive three (3) year terms (in addition to any partial term to which they have been appointed). Second consecutive terms are not automatic; re-election to such a term is subject to the same election process. Director's may serve only two (2) consecutive terms and require a minimum of one (1) year absence from the Board prior to any re-election.

The Board may appoint Ex-officio Director's for terms of one (1) year. These Directors's may be re-appointed annually as desired by the Board. Ex-officio Director's serve at the pleasure of the Board and have full voting rights and privileges. Ex-officio Director's may not serve as officers.

## **SECTION 4.3: OFFICERS**

The Chamber consists of five elected (5) officers: a President, 1st Vice-President, 2nd Vice-President, Treasurer and Secretary. These officer titles may be changed, as necessary, through constituted Board procedure. Additionally, one (1) non-voting officer, a Past President will be designated by the Board. No more than six (6) officers may be elected/designated by the Board without approval of the membership.

Officers are elected/designated annually following the installation of the new Board of Directors, normally in January. Officers are elected/designated by vote of the Board.

Duties of the Officers:

**President:** The President shall chair all meetings of the Board and of the membership and shall perform other duties as the Board may require. The President shall be the Chief Executive Officer of the Corporation and shall have general charge and control of all its business affairs and properties. The President may sign and execute all authorized bonds, contracts or other obligations in the name of the Corporation. He/She shall have the general powers and duties of supervision and management usually vested in the office of president of a corporation. The President shall be an ex-officio member of all the standing committees.

**1 ST Vice-President:** The 1st Vice-President shall act in the absence of the President and shall have such other powers and shall perform such other duties as may be assigned by the Board of Directors or by the President.

**2 ND Vice-President:** The 2nd Vice-President shall act in the absence of the President and 1st Vice-President and shall have such other powers and shall perform such other duties as may be assigned by the Board of Directors or by the President.

**Treasurer:** The Treasurer shall maintain custody of all funds of the Chamber. The Treasurer shall keep complete records of the Chamber's accounts; sign checks and pay all bills authorized by the Board; prepare and submit annually by November 1st a proposed annual budget for the Board's consideration and approval; and perform other duties as the President or the Board may assign. The Treasurer shall deposit all monies and other valuables in the name and to the credit of the Corporation in such depository (s), as may be designated by the Board of Directors. Bi-annually, as a minimum, a CPA firm shall audit the Treasurer's records and Chamber accounts/activities and report the results to the Board. The Treasurer, or member as appointed by the President, shall chair the Finance Committee.

The *Finance Committee* may be assigned any and all Treasurer duties/responsibilities as delegated by the Board of Directors. Any such duties/responsibilities so assigned will be fully described in the Chamber Operations Manual.

**Secretary:** The Secretary shall be responsible for all minutes of the Board, Executive Committee and meetings of the membership. The Secretary shall prepare correspondence and perform other duties as the President may assign. Additionally, if a Seal of the corporation is established, the Secretary shall keep the Seal and have the authority to affix the Seal on behalf of the corporation.

**Past President:** A Past President shall be a non-voting member of the Board of Directors and Executive Committee and act in the position as an advisor. The Past President shall perform other duties as may be assigned by the Board of Directors or President.

Terms of Officers:

All officers shall serve a term of one (1) year, which begins and ends with the election of officers following the installation of new Board of Directors, normally each January. All officers may be elected to a second consecutive term; however, except for the Treasurer, no officer may serve in the same office for more than two consecutive terms.

#### **SECTION 4.4: EXECUTIVE COMMITTEE**

Officers are designated as the "Executive Committee" of the Board and Chamber and may meet and conduct the business of the Chamber, at times as required, beyond the regular Board meetings. The Chamber Executive Director/Office Manager shall be an ex-officio, non-voting member of

the Executive Committee and shall serve as the committee secretary.

All actions of the Executive Committee shall be accountable to Board of Directors and reported at the next meeting of the Board.

The Executive Committee exercises general supervision of the Chamber staff, shall ensure an annual appraisal of the Executive Director/Officer Manager and performs other duties that may be specifically designated by the Board.

#### **SECTION 4.5: NOMINATION AND ELECTION OF DIRECTORS**

Each year one-third (1/3), or the number determined by the Board of Directors, shall be elected for a term of three (3) years. Prior to the October Board meeting, the current President shall select the nominating committee. The Nominating Committee shall consist of five (5) members: a Past President, two (2) current Board members not standing for re-election, and two (2) representatives from the general membership. Four (4) of the five (5) committee members shall constitute a quorum of the nominating committee.

The Nominating Committee shall be announced to the membership immediately following their approval by the Board at the October meeting, at which time the general Chamber membership shall be encouraged to suggest nominations for Board candidates to any committee member.

The Nominating Committee shall nominate no less than one candidate for each vacating member of the Board. In selecting nominees, the Committee shall exercise its best efforts to assure the Board reflects and represents the various interests and business characteristics of the membership. The Committee's slate of nominees shall be presented to the Board at the November meeting.

Additional nominations may be made from the floor at the November meeting. The Committee will ensure that all additional nominees are members in good standing and are willing to serve on the Board. Nominations shall be closed at the November meeting.

If no additional nominations are made at the November meeting, the nominated slate of candidates shall be declared elected at the December meeting. If additional nominations are made, a ballot listing the names of all nominees shall be presented for vote by the membership present at the December meeting. The membership present for such a vote at the December meeting shall constitute a quorum IAW Section 3.1.

IF a ballot/vote is required for election of new Directors, only those ballots cast at the December meeting shall be counted. The Nominating Committee shall supervise the counting of ballots. The candidates receiving the highest number of votes shall be elected to the vacant Board positions. In the case of a tie, the Executive Committee shall cast ballots to determine final selection.

Following the counting of ballots and certification of election results, the Nominating Committee shall inform the Board and all candidates of the election results. The Nominating Committee shall properly dispose all ballots.

Announcement and installation of new Directors shall be made at the General Membership meeting normally held in January. New Directors, Directors not up for election, appointed Directors and any Ex-Officio Directors shall assume their duties as the current year Board of Directors effective NLT the February meeting.

#### **SECTION 4.6: ANNUAL REORGANIZATION OF THE BOARD**

At the first Board Meeting of the new Chamber fiscal year, the members of the Board will elect from the membership of the Board the officers specified in Section 4.3 of these Bylaws.

#### **SECTION 4.7: REMOVAL OF DIRECTOR DURING TERM:**

If a director has failed to attend meetings regularly (see Section 3.3) or if, in the opinion of the Board of Directors, there is cause sufficient to remove a director, including an ex-officio director, the Board shall act upon the removal at any regular or special Board of Directors' meeting. A vote of at least three-fourths (3/4) of the Directors present at any regular or special meeting is required to remove a director.

#### **SECTION 4.8: MID-TERM REPLACEMENT:**

In the event that a Director resigns or is removed from the Board or a vacancy otherwise exists, the President shall nominate a replacement, which nomination must be approved by the Board of Directors. The interim director shall serve out the remainder of the vacated term.

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### **ARTICLE FIVE: COMMITTEES AND TASK FORCES**

#### **SECTION 5.1: APPOINTMENT AND AUTHORITY**

The President shall appoint all committees and task forces subject to confirmation of the Board. The Board shall authorize and define the duties and powers of all committees and task forces except those standing committees whose function are set forth in these Bylaws (Executive, Finance and Nominating Committees).

The following general guidance applies to all committees or task forces, standing or special:

All committees and task forces will be subject to these Bylaws and the policies and rules established/approved/delegated by the Board.

No committee or task force shall take or make public any formal action, or make public any resolution, or in any way commit the Chamber on a question of policy without first receiving approval of the Board.

No committee or task force shall have the power to commit the Chamber financially on any matter unless approved by the Board.

No committee or task force shall solicit any funds, goods or services without approval of the Board of Directors.

No committee or task force shall make expenditures exceeding the amount allocated to it in the Chamber's operating budget.

Other than the Chamber's standing committees, committees and task forces do not necessarily continue from one fiscal year to another. Each year, the Board of Directors shall review the need for all Chamber committees and task forces and determine whether to continue any such programs.

All committees/task forces are required to keep and record minutes of their activities and report such to the Board.

## **ARTICLE SIX: FINANCES**

### **SECTION 6.1: FISCAL YEAR**

The fiscal year and general operating year of the Chamber shall coincide and be from January 1 thru December 31 each year.

### **SECTION 6.2: CONTROL**

The Board shall have final authority over the deposits, investments, and disbursements of all monies of the Chamber.

The Board shall establish the accounting system used by the Chamber and designate the financial institution(s) to be used for all Chamber funds. All disbursements shall be made by check and shall be signed by a minimum of two (2) persons to be determined by the Board.

The Board shall, as a minimum, provide for a bi-annual audit by a designated CPA firm.

### **SECTION 6.3: BUDGET**

A Chamber Budget shall be prepared and submitted to the Board for review and approval by November 1. The Treasurer shall oversee the preparation of the annual budget.

All Chamber committees, task forces and other Chamber organizations requiring operating

funds must submit their requirements to be considered in the annual Chamber budget.

No committee, task force, or any other group or individual operating under the Chamber budget may spend more than its allocated amount without prior approval of the Board.

The Board, at any time during the fiscal year, may eliminate/reduce/increase the amount originally allocated to any Chamber activity if that action is deemed to be in the best interest of the Chamber.

ALL revenues generated by elements of the Chamber are the property of the Crisfield Area Chamber of Commerce and controlled by the Board of Directors.

In addition to routine monthly financial reviews, the Treasurer shall, as a minimum, make a cumulative report each quarter to the Board on income and expenditures and make recommendations on ways to meet budget requirements in order to finance the Chamber's program of work.

## **ARTICLE SEVEN: BONDING AND INDEMNIFICATION**

### **SECTION 7.1: BONDING**

The Board may require the bonding of any officer or employee of the Chamber as it deems advisable, and the Chamber shall pay the cost of such bonds.

### **SECTION 7.2: INDEMNIFICATION**

The Chamber may, by resolution of the Board, indemnify to the fullest extent permitted by law all officers, directors and agents of the Chamber against expensed reasonably incurred by him/her in connection with any action, suit or proceeding to which they may be made a party by reason of being, or having been, a director, officer or agent of the corporation, except in relation to matters as to which he/she will be finally adjudged in such action, suit or proceedings to be liable for negligence or misconduct. In the event of a settlement, indemnification shall be provided only in connection with such matters covered by the settlement as to which the corporation is advised by counsel that the person to be indemnified did not commit such a breach of duty.

## **ARTICLE EIGHT: PARLIAMENTARY PRECEDURES**

The rules contained in the latest edition of Robert's Rules of Order shall govern the procedures of this Chamber when such rules are not inconsistent with the Articles of Incorporation or these bylaws.

**ARTICLE NINE: AMENDMENTS**

These bylaws may be amended, altered or repealed at any regular or called meeting of the Board of Directors. Any proposed amendments or alterations shall be submitted to the Board at least fourteen (14) business days before the meeting on which the proposed changes are to be voted upon.

**ARTICLE TEN: DISSOLUTION**

The Board of Directors may see fit to recommend to the membership the dissolution of the Chamber. After a period of thirty (30) days' notice to the membership by the President of the Chamber, the Board shall be responsible for conducting a vote of the membership and shall require approval of dissolution by a 2/3 majority of the votes from among the total membership eligible to vote.

The Chamber shall use its funds only to accomplish the objectives and purposes specified in these bylaws and no part of said funds shall insure 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 and approved by the Board.

**ARTICLE ELEVEN: SEAL**

The Chamber may have a Seal of such design as the Board may adopt.

**ARTICLE TWELVE: MISCELLANEOUS**

**SECTION 12.1: PUBLICITY**

All public statements or publicity with respect to any policy or position of the Chamber shall be made only by or with the approval of the President or the Board.

These revised bylaws shall be effective the \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_\_.

**CRISFIELD AREA CHAMBER OF COMMERCE  
BOARD OF DIRECTORS**

By: \_\_\_\_\_

