

# **Kearsarge Area Chamber of Commerce**

## **By-Laws**

### **ARTICLE 1 – GENERAL**

#### **Section 1: Name**

This organization is incorporated under the laws of the State of New Hampshire and shall be known as the Kearsarge Area Chamber of Commerce. The location and address will be determined, from time to time, by the Board of Directors. The Board is authorized to secure a Post Office Box for the purpose of receiving mail.

#### **Section 2: Purpose**

To promote the economic development of the Kearsarge area and to bring together the resources of the business communities in order to create and maintain a vital business climate with an enhanced quality of life for all.

#### **Section 3: Limitation of Methods**

The Kearsarge Area Chamber shall observe all local, state, and federal laws which apply to a non-profit organization as defined in Section 501c (6) of the Internal Revenue Code.

### **ARTICLE II – MEMBERSHIP**

#### **Section 1: Eligibility for Membership**

Any business firm, corporation, or person subscribing to the purpose of this organization may become a member upon compliance with requirements determined by the Board of Directors.

#### **Section 2: Dues**

Membership dues shall be at such rate or rates, schedules or formulas as may be determined by a vote of the Board, payable annually in advance.

#### **Section 3: Termination**

1. Any member may resign from the Chamber upon written notice to the Board of Directors.
2. Any member shall be expelled by the Board of Directors for nonpayment of dues after ninety (90) days from the due date unless otherwise extended, for good cause.
3. Any members may be expelled by a two-thirds (2/3) vote of the Membership at a regularly scheduled meeting thereof for actions prejudicial to the aims or repute of the Chamber, after notice and opportunity for a hearing are afforded the member complained against.

#### **Section 4: Exercise of Privileges**

Any member business or organization may nominate a reasonable number of individuals within that business or organization to exercise the privileges of membership, except that each organization shall

have only one vote, and shall have the right to designate member representatives upon notification.

### **ARTICLE III – MEETINGS**

#### **Section 1: Annual Meeting**

The annual meeting of the Chamber, in compliance with State law, shall be held within thirty (30) days before or after the beginning of each fiscal year. The time and place shall be fixed by the Board of Directors and notice thereof mailed to each member at least ten (10) days before said meeting.

#### **Section 2: Additional Meetings**

Board: The Board shall hold regular meetings as determined by the Board of Directors, and special meetings at such times as shall be called by the President. Board meetings shall be called by written application of three (3) members of the board.

General Membership: General meetings of the Chamber may be called by a majority of the Board of Directors.

Committee: Committee meetings may be called at any time by the Committee Chair or the President.

#### **Section 3: Quorums**

a. At any duly called general membership meeting of the Chamber, twenty (20) percent of the members shall constitute a quorum.

b. At a Board of Directors meeting, no less than two-thirds (2/3) of voting board members shall constitute a quorum.

#### **Section 4: Notice Requirements**

Board: Notice of Board of Directors meetings shall be given to each Director at least one (1) week prior to said meeting. The purpose of such meeting need not be specified.

General Membership: Members must be notified of special meetings at least ten (10) days prior to such meeting. The purpose of the meeting need not be specified.

All Others: Notice of all meetings other than general membership and Board meetings must be given in writing at least one (1) week in advance unless otherwise stated.

### **ARTICLE IV – BOARD OF DIRECTORS**

#### **Section 1: Composition of the Board**

The Board of Directors shall be composed of six (6) members, three (3) of whom shall be elected annually to serve for two (2) years. The President, President-elect, Treasurer, and Secretary shall serve as members of the board.

The governing 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.

## **Section 2: Ex-officio Members**

Ex-officio members of the Board of Directors, by the virtue of their office and interest in the Chamber shall include the immediate Past President and no more than three (3) government and community representatives of the Kearsarge area. Ex-officio members shall not be entitled to vote. The term of office is one (1) year.

## **Section 3: Selection and Election of Directors and Officers**

### **1. Nominating Committee**

Three months prior to the annual meeting, the President Elect shall appoint, subject to approval by the Board of Directors, a Nominating Committee of three (3) members, consisting of the immediate past President, the President Elect, and one (1) member of the Board of Directors. The President Elect shall serve as Chair of the Nominating Committee.

### **2. Nomination of Officers and Directors**

The Nominating Committee shall present, no later than thirty (30) days prior to the end of the fiscal year, to the Executive Board, a slate of the President, President Elect, Secretary, and Treasurer to serve a two (2) year term of office, and three (3) candidates for Directors to serve two (2) year terms, to replace Directors whose regular terms are expiring, and additional candidates to serve the balance of the unexpired term of Directors of vacated positions. Each candidate must be an active, dues paid member in good standing and must have agreed to accept the responsibility of the office or directorship.

### **3. Length of terms**

Directors who have served two (2) consecutive two (2) year terms are not eligible for a third term. A period of one (1) year must elapse before eligibility is restored. Officers are exempt from the eligibility restrictions and, upon completion of their term as an Office, are again eligible for candidacy for regular terms as an Officer or Director. Ex-officio members of the Board are eligible for candidacy of Director or an Officer upon completion of their one (1) year terms.

### **4. Publicity of Nominations**

Upon receipt of the report of the Nominating Committee, the Executive Board shall immediately notify the membership of the names of persons nominated as candidates for officers and directors and the right of petition.

### **5. Nominations by Petition**

Additional names of candidates for directors can be nominated by petition bearing the genuine signatures of at least fifteen (15) qualified members of the Chamber. Such petition shall be filed with the Nominating Committee within ten (10) days after notice has been given of the names of those nominated. The determination of the Nominating committee as to the legality of the petition(s) shall be final.

### **6. Determination**

The nominated candidates will be presented to the membership at the annual meeting, where they will vote for the established number of candidates.

#### **Section 4: Seating of New Officers and Directors**

The term of newly elected Officers and directors shall commence on the first day of the fiscal year. The terms of retiring Officers and Directors shall cease the last day of the fiscal year.

#### **Section 5: Vacancies**

A member of the Board of Directors who shall have unexcused absences for three (3) consecutive regular meetings of the Board shall automatically be dropped from membership on the Board and notified of same. All excused absences must be approved by a majority vote of the Board of Directors. Vacancies on the Board of Directors, or among the Officers occurring prior to the end of the fiscal year, shall be filled temporarily by majority vote of the Board of Directors, to serve until the end of the fiscal year only.

#### **Section 6: Policy**

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

#### **Section 7: Management**

The Board of Directors shall be responsible for the management of the corporation and may employ an Executive Director to conduct and manage the day-to-day operations of the corporation. The Board of Directors shall fix the salary and other compensations of the employment of the Executive Director.

#### **Section 8: Indemnification**

The Chamber may, by resolution of the Board of Directors, provide for indemnification by the Chamber of any person to the full extent, provided by NH RSA 293-A:5, Indemnification of Officers, Directors, Employees and Agents.

### **ARTICLE V – OFFICERS**

#### **Section 1: Designation**

The principal officers of the Chamber shall be a President, Present Elect, Treasurer, and Secretary. The Board of Directors may appoint such other officers as in the Board's judgment may be necessary.

#### **Section 2: Determination**

- a. All officers shall take office on the first day of the new fiscal year for a term of two (2) years or until their successors assume the duties of office.
- b. Officers shall be elected for two (2) year terms. Except for the office of Treasurer and Secretary, officers may not serve more than two (2) consecutive terms.

#### **Section 3: Duties of Officers**

1. **President:** The President shall serve as the chief elected officer of the Kearsarge Area Chamber and shall preside at all meetings of the membership, Board of Directors and Executive Committee. With the formal approval of the Board of Directors, the President shall sign all deeds, contracts, and other instruments affecting the operation of the Chamber or any of its properties. The President shall cause to be prepared notices, agendas, and minutes of meetings of the Board. In addition, the President shall discharge all duties imposed by these by-laws of which may be assigned to him from time to time by the board of Directors. The President shall be an ex-officio member of all committees.
2. **President Elect:** The President Elect shall exercise the powers and authority and perform the duties of the President in the absence of or disability of the President, and to assume duties assigned from time to time by the President and Board of Directors.
3. **Treasurer and Secretary:** The Treasurer shall be responsible for reporting on the accounts and finances of the Chamber and shall cause a monthly financial report to be made to the Board of Directors which will be audited annually. The Secretary shall keep minutes of all meetings of the Board of Directors and its Executive Committee. The Secretary shall also cause accurate membership records to be maintained.

#### **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 President, Treasurer, Secretary, and an additional member voted in by the Board of Directors. The President will serve as the chair of the Executive committee. All Executive Committee actions shall be reported to the Board of Directors at the next Board of Directors meeting.

### **ARTICLE VI – COMMITTEES**

#### **Section 1: Appointment and Authority**

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 Board. 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: Limitations and Authority**

Unless otherwise set forth herein, no action by a member, Committee, employee, Directors or Officer, other than the Executive Committee 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 and their reports accepted, or when, in the opinion of the Board of Directors, it is deemed wise to discontinue the Committees.

#### **Section 3: Testimony**

Once committee action has been approved by the Board of Directors, it shall be incumbent upon the Committee, or a designate, to give testimony to, or make presentations before, civic and governmental agencies.

## **ARTICLE VII – FINANCES**

### **Section 1: Committee**

There may be a Finance Committee consisting of one (1) Treasurer, one (1) Secretary, one (1) Directors, and one (1) or two (2) regular members of the Chamber appointed by the committee Chair. The Chair of the Committee shall be the Treasurer, Secretary, or a Director appointed by the President. The President shall be an ex-officio member of the committee.

### **Section 2: Disbursement**

Upon approval of the budget, the President is authorized to approve disbursements on accounts and expenses provided for in the budget without additional approval of the Board of Directors, subject to any procedural or substantive limitations implemented by the Board of Directors or the Executive Committee.

### **Section 3: Fiscal Year**

The fiscal year of the Kearsarge Area Chamber shall commence January 1 and close on December 31.

### **Section 4: Annual Audit**

The accounts of the Kearsarge Area Chamber shall be audited annually. The audit shall at all times be available to members of the organization within the offices of the Chamber.

## **ARTICLE VIII – PARLIAMENTARY AUTHORITY**

### **Section 1: Committee**

There may be a policy and by-laws committee consisting of one (1) Director or past President, and four (4) additional Directors, officers, or regular members of the Chamber. The Chair of the committee shall be a member of the Board of Directors appointed by the President. The President shall be an ex-officio member of the committee.

### **Section 2: Revisions**

These by-laws may be amended or altered by a two-thirds (2/3) vote of the members present 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 members in writing, at least ten (10) days in advance of the meeting at which they are to be acted upon.

### **Section 3: Parliamentary Procedures**

All meetings shall be conducted consistent with the charter and by-laws of the Chamber. Parliamentary “Robert’s Rules of Order” shall prevail in matters not covered by the by-laws of the Chamber.

## **ARTICLE IX – DISSOLUTION**

### **Section 1: Procedure**

The Kearsarge Area Chamber shall use its funds only to accomplish the objectives and purposes specified in these by-laws, and no part of said funds shall inure, or be distributed, to the members of the Kearsarge Area 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 the Internal Revenue Service 501c (3) as amended.

### **REVISION HISTORY**

January 21, 2016 – Annual Meeting

- (1) Article II, Section 2 Dues: Change “annually by a vote of the membership” to “by a vote of the board”
- (2) Add Artisan \$50 membership rate