

Greater New Hope Chamber of Commerce Bylaws 12/94
Revised 08/05

Article 1 General

Section 1 Name

This organization is incorporated under the laws of the State of Pennsylvania and shall be known as the Greater New Hope Chamber of Commerce Incorporated.

Section 2 Purpose

The Greater New Hope Chamber of Commerce is organized to advance the general welfare and prosperity of the Area so that its citizens and all areas of its business community shall prosper. Various means of promotion shall be provided and particular attention and emphasis shall be given to the economic, civic, commercial, cultural, artistic, historical and educational interests of the area.

Section 3 Limitations of Method

The Greater New Hope Chamber of Commerce shall observe all local, state and federal laws which apply to non-profit organizations as defined in Section 501 (C) (6) of the Internal Revenue Code.

Article II Membership

Section 1 Eligibility

Any association, corporation, partnership or business having an interest in the objectives of the organization shall be eligible to apply for Regular Membership.

Any individual having an interest in the objectives of the organization shall be eligible to apply for Associate Membership. Associate Members can not serve on the Board or vote.

Section 2 Application and Approval

Applications for membership shall be in writing, on forms provided for that purpose, and signed by the applicant. Any applicant judged by the Board of Directors to be qualified according to the rules laid out in these By Laws shall become a member upon payment of the regularly scheduled dues as provided in Section 3 of Article II

Section 3 Dues

Membership dues shall be at such a rate or rates, schedule, or formula as may be from time to time prescribed by the Board of Directors, payable in advance.

Section 4 Termination

Any member may resign from the organization upon written request to the Board of Directors.

Any member shall be expelled for non-payment of dues after ninety (90) days from the due date, unless otherwise extended for a good cause.

Any member shall be expelled who ceases to meet the rules of eligibility, and who does not regain eligibility within a three (3) month period.

Any member may be expelled by a two-thirds vote of the Board of Directors, at a regularly scheduled meeting thereof, for conduct unbecoming a member or prejudicial to the aims or repute of the organization, after notice and opportunity for a hearing are afforded the member complained against.

Section 5 Voting

In any proceeding in which voting by members is called for, each business member in good standing shall be entitled to cast one (1) vote. A member in good standing is considered to be a member who currently meets the standards of eligibility for membership and who has paid the regularly scheduled membership dues.

Each business member shall submit in writing the names of no more than two (2) individuals who are entitled to cast votes for the member. One of these individuals must be either the owner or manager of the member business.

Section 6 Honorary Membership

The Board may confer eligibility to honorary membership based on distinction in public affairs. Honorary members shall have all the privileges of members, except the right to vote, and shall be exempt from payment of dues. The Board of Directors shall confer or revoke honorary membership by a majority vote.

Section 7 Reciprocal Membership

The Board of Directors shall have the authority to bestow membership on any organization that would provide reciprocal service, and shall confer or revoke reciprocal membership by a majority vote.

Article III MEETINGS

Section 1 Annual Meeting

The corporation will have an annual meeting, in compliance with state law, which shall be held during March of each year. The time and place shall be fixed by the Board of Directors and notice thereof delivered to each member at least ten (10) days before said meeting.

Section 2 Board Meeting

The Board of Directors shall meet no less than ten times per year. The time and place shall be determined by the President. Notice will be delivered to each Board member at least ten (10) days before said meeting(s).

Section 3 Additional Meetings

The President may call general meetings of the Chamber of Commerce at any time, or upon petition to the President, in writing, of any ten members in good standing. The President shall schedule a general meeting, as requested by the petition, within 30 days of the receipt of it. Notice of special meetings shall be delivered to each member at least ten (10) days prior to such meetings.

Board meetings may be called by the President or by the Board of Directors upon written application of at least three members of the Board. The President shall schedule a Board meeting, as requested, within 7 days. Notice (including the purpose of the special meeting) shall be given to each director at least 2 days prior to said meeting.

Committee meetings may be called at any time by the President or by the committee's Chairman.

Section 4 Quorums

At any duly called general meeting or vote of the organization, 15% of members shall constitute a quorum.

At a Board meeting, a majority of existing directors present shall constitute a quorum.

Section 5 NOTICES, AGENDA, and MINUTES

Written notice of all regularly scheduled Board meetings must be given at least ten (10) days in advance unless otherwise stated herein. An advance agenda and minutes must be prepared for all meetings. The President may, however, call an immediate notice of an Emergency Session of the Board of Directors.

Members may add an item to the agenda of an upcoming Board meeting by submitting a request in writing to the President at least two (2) days prior to the scheduled meeting.

Any member in good standing is invited and permitted to attend any meeting of the Chamber. If a non-Board member attends a Board meeting, it is for observation only unless asked to participate by the President.

Article IV Board of Directors

Section 1 Composition of The Board

The Board of Directors shall be composed of thirteen members who shall be elected for two-year terms (six elected in even years; seven elected in odd 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. Officers, directors and employees of the Chamber shall not act independently on matters of General Policy without prior consent of -the Board of Directors.

Although businesses are members of the Chamber, an individual representative of a member business, empowered to make decisions for that business, is elected to the Board.

No more than one person from any business is permitted to sit on the Board at any given time.

Section 2 Selections and Election of Directors

The Immediate Past President shall serve as Chair of the Nominating Committee. By January 5, the President shall appoint, subject to approval by the Board of Directors, two (2) additional members of the Chamber to serve on this committee.

Prior to February 1, the Nominating Committee shall present to the Board a slate of candidates to serve two-year terms to replace the directors whose regular terms are expiring. Each candidate must be an active member in good standing, who is not a member of the Nominating Committee, and who has agreed to accept the responsibility of a directorship. The Nominating Committee will also present a slate of Officers for the coming year.

Only one representative of any member business may serve on the Board at one time. The Nominating Committee shall not present the names of any individuals who represent a business which is already represented on the Board, or which is represented by another candidate on the slate.

No Board member who has served two (2) consecutive two-year terms is eligible for election for a third term. A period of one (1) year must elapse before eligibility is restored.

Publicity of Nominations

The Chair of the Nominating Committee shall notify the membership by February 7 of the names of persons nominated as candidates for Directors and Officers and of the right of petition.

Nominations by Petition

Additional names of candidates for Directors can be submitted, in writing, for nomination. Such petition shall be filed with the Nominating Committee by February 17th. The determination of the Nominating Committee as to the legality of the petition(s) shall be final.

Determination

If a proper petition presents additional candidates, the names of all candidates shall be arranged on a ballot in alphabetical order. This list of nominees shall be delivered to all active members by March 1st.

Judges

The Nominating Committee shall have complete supervision of the election, including the auditing of the ballots. They shall report the results of the election to the General Membership.

Election Night Procedure

At the election meeting, the Nominating Committee shall verify the eligibility of the designated spokesperson for each business member. Each member in good standing shall be eligible for one vote. Completed ballots shall be turned in to the Nominating Committee and the results will be reported to the general membership after the ballots have been tabulated. The voting results will be recorded in the minutes.

Section 3 Seating of Directors

All newly elected Board members and Officers shall take office at the conclusion of the Annual Meeting

Section 4 Removal of Officers and Directors

Removal by the Board

Any officer or director may be removed by a simple majority of directors present at a scheduled board of directors meeting if:

The officer or director has missed three meetings without excuse

Or

The officer or director has failed to pay membership dues or otherwise ceases to represent a current member business.

Removal by the Membership

Any officer or director may be removed by the general membership of the Greater New Hope Chamber of Commerce through the following procedure:

A written petition requesting the removal, signed by a majority of current members of the Chamber, is presented to the President or Secretary.

At the next Board meeting following receipt of the petition the Board shall agree upon a date for an open meeting to discuss and vote on the removal. The meeting shall take place within 45 days of the receipt of the petition. Notice of the meeting shall be delivered to all Chamber members at least ten days prior to the meeting.

At the scheduled meeting, following a period of open discussion, a vote shall be taken regarding removal of the officer or director. If at least a two-thirds majority of members present at the meeting vote to remove the officer or director, then the officer or director shall be removed from office. No absentee or proxy votes shall be allowed and members shall vote by secret written ballot.

Section 5 Vacancies

The Board of Directors will fill vacancies on the Board of Directors by a majority vote, with a minimum of seven members. These appointed Directors shall serve the remaining term of the seat vacated.

Section 6 Indemnifications

The Chamber shall, by resolution of the Board of Directors, provide for indemnification by the Chamber of any and all of its present or former Directors, Officers or employees against expenses actually and necessarily incurred

by them in connection with the defense of any action, suit or proceeding, in which any of them are made parties, or a party, by reason of having been a member of the Board of the Chamber. The exception to this is in relation to matters to which such current or former Director, Officer or employee shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability for negligence or misconduct.

Article V Officers

Section 1 Election of Officers

Officers will be elected for a one year term at the Annual Meeting. All officers must have served at least one year on the Board of Directors before being elected as an Officer.

Section 2 Officers

The officers of the corporation shall be a President, Vice President, Secretary, and Treasurer. They shall perform such duties as are provided by the Bylaws and as shall from time to time be prescribed by the Board.

Section 3 Executive Committee

The Executive Committee shall consist of the President and Officers. The Immediate Past President shall serve ex-officio on the Executive committee and Board if their elected term has expired.

Section 4 Duties of Officers

A. President

The President shall serve as the chief elected officer of the organization and shall preside at all meetings of the membership and the Board of Directors and shall be a member of all committees.

In the event the Board chooses to authorize the hiring of employees, the president shall be responsible for hiring, discharging, directing, and supervising all employees.

B. Vice President

The Vice President shall exercise the powers and authority and perform the duties of the President in the absence or disability of the President.

The Vice President shall serve as Parliamentarian at all meetings of the membership and the Board of Directors.

The duties of the Vice President shall be such as the title by general usage would indicate, and such as required by law, as well as those that may be assigned by the President and Board of Directors.

C. Treasurer

With the cooperation of the Executive Committee, the Treasurer shall be responsible for the preparation of an operating budget covering all activities of the organization. The budget for the new fiscal year shall be approved by the Board no later than the May Board meeting.

The Treasurer shall be responsible for all expenditures with approved budget allocations.

The Treasurer shall be responsible for the safeguarding of all funds received by the organization and for their proper disbursement. Such funds shall be kept on deposit in financial institutions, or invested in a manner approved by the Board.

The Treasurer shall cause a monthly financial statement to be made to the Board.

D. Secretary

The Secretary shall serve as secretary to the Board of Directors, and cause to be prepared notices, agendas and minutes of meetings of the Board and the membership. The Secretary shall maintain a current list of members and their standing.

Section 5 Vacancies

Vacancies among Officers will be filled by the Board of Directors by a majority vote, with a minimum of seven members.

Article VI Committees and Divisions

Section 1 Appointment, Authority and Responsibility

The President, by and with the approval of the Board of Directors, shall appoint all committees and committee leaders, except as otherwise noted herein. The standing committees shall be Marketing/Advertising, Finance and Membership. The President may also appoint ad hoc committees and their leaders 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.

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 and their reports accepted, or when, in the opinion of the Board of Directors, it is deemed wise to discontinue the committee.

Section 3 Testimony

Once committee action has been approved by the Board of Directors,, it shall be incumbent upon the committee leaders or, in their absence, whom they designate as being familiar enough with the issue to give testimony to, or make presentations before, civic and governmental agencies.

Section 4 Divisions

The Board of Directors may create such divisions, bureaus, departments, councils, or subsidiary corporations as it deems advisable to handle the work of the Chamber.

The Board shall authorize and define the powers and duties of all division, bureaus, departments, councils, and subsidiary corporations. The Board shall annually review and approve all activities and proposed programs of such divisions, bureaus, departments, councils, and subsidiary corporations, including collection and disbursement of funds.

No action or resolution of any kind shall be taken by divisions, bureaus, departments, councils, or subsidiary corporations having bearing upon or expressive of the Chamber, unless approved by the Board of Directors.

Article VII Finances

Section 1 Funds

All monies paid to the Chamber, shall be placed in a general operating fund. The Board of Directors may authorize additional accounts for specific projects.

Section 2 Disbursements

Upon approval of the budget, the Treasurer is authorized to make disbursements on accounts and expenses provided for in the budget without additional approval of the Board of Directors. If a Committee budget has been approved, the Committee Head shall sign the invoices to authorize actual disbursements. This will also allow the Committee Chair to keep accurate records of all receipts and disbursements for the individual budgeted items.

Disbursements shall all be made by check.

Section 3 Fiscal Year

The fiscal year of the Chamber shall be April 1 through March 31.

Section 4 Annual Review

The accounts of the Chamber shall be reviewed annually by an accountant who shall be approved by the Board, as of the close of business in March of each year. The review shall at all times be available to members of the organization upon written request.

ARTICLE VIII Dissolution

Section 1 Procedure

The organization 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 organization. On dissolution of the organization, 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 membership as defined in IRS Section 501 (c) (3).

ARTICLE IX Parliamentary Authority

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 organization.

Article X Amendments

Section 1 Revisions

The Bylaws may be amended by a majority of the members at any general meeting, providing the notice for the meeting includes a means where the proposals for amendments may be reviewed.

Section 2 Equal Opportunity

All terms regarding gender shall refer to both men and women and further shall not restrict anyone from membership, holding office or being a Board member. It is also stated policy of this Chamber not to discriminate with regard to age, handicaps, sex, race, religion or national origin. Further the Chamber shall observe all applicable Local, State and Federal Civil Rights legislation