



BY-LAWS
OF
THE GREATER MANCHESTER CHAMBER OF COMMERCE

ARTICLE I

Name

This organization shall be known as the GREATER MANCHESTER CHAMBER OF COMMERCE.

ARTICLE II

Purpose

The GREATER MANCHESTER CHAMBER OF COMMERCE is organized to achieve the objectives of: (1) Preserving the competitive enterprise system of business by: creating a better understanding and appreciation of the importance of business people and a concern for their problems; educating the business community and representing it in city, county, state and national legislative and political affairs; preventing or addressing controversies which are

detrimental to expansion and growth of business and the community if they arise; creating a greater appreciation of the value of a more liberal investment of substance and self on behalf of the interests of competitive business; (2) Promoting business and community growth and development by: promoting economic programs designed to strengthen and expand the income potential of all business within the trade area; promoting programs of a civic, social and cultural nature which are designed to increase the functional and aesthetic values of the community; and discovering and correcting abuses which prevent the promotion of business expansion and community growth.

ARTICLE III

Membership

1. Any person, association or corporation interested in the general progress of Manchester and its metropolitan area shall be eligible to membership in the GREATER MANCHESTER CHAMBER OF COMMERCE upon the completion of the approved membership application including an agreement for the payment of a fee which shall be known as the Membership Investment, the amount of which to be determined by the Board of Directors. Membership shall continue on a year to year basis unless the member shall tender written resignation within 15 days prior to the expiration of the date of the annual membership or fail to timely pay its Membership Investment. Once paid, the Membership Investment is non-refundable.
2. Members may be elected at any meeting of the Board of Directors, such membership to be effective upon payment of the Membership Investment.

3. Any member of said organization may be expelled by a majority vote of the members of the Board of Directors present at any regular meeting for non-payment of the Membership Investment or for conduct unbecoming a member of said organization.
4. Each Member shall have the number of votes assigned to its tier, based upon Membership Investment, for all voting purposes, including the election of Directors.
5. No member shall be entitled to vote at any election or on any matter unless the Membership Investment for the preceding year shall have been paid fully.

ARTICLE IV

Board of Directors

The policy making body of the GREATER MANCHESTER CHAMBER OF COMMERCE shall consist of a Chairman, Chairman-elect, Treasurer, Secretary, and a President and a Board of Directors including the aforementioned officers, and such other officers as the Board may from time to time determine.

1. SELECTION AND ELECTION OF DIRECTORS

- A. Nominating Committee. At a regular May Board meeting, the Chairman shall appoint, subject to approval by the Board of Directors, a Nominating Committee of three (3) members of the Chamber. The Chairman shall designate the Chairperson of the Committee. The President shall serve as an ex-officio member of the committee. The Nominating Committee shall notify the membership by mail of the appointment of the Nominating Committee and the classifications wherein a vacancy will occur. Prior to the October meeting, the Nominating Committee shall present to the Chairman a slate of up

to seven (7) candidates to serve a three-year term. Each candidate must be an active member in good standing and must have agreed to accept the responsibility of a directorship. No board member who has served two consecutive three year terms or a total of six (6) consecutive years on the board, is eligible for a third consecutive term. A period of one (1) year must pass before eligibility is restored.

B. At all times the organization will be sensitive to having a Board of Directors that is as representative of the Chamber's diverse membership as is possible and practical.

C. Publication of Nominations. Upon receipt of the report of the Nominating Committee, the President shall immediately notify the membership by mail of the names of persons nominated as candidates for Director and the right of petition.

D. Nominations by Petition. Additional names of candidates for Director can be nominated by petition bearing the genuine signatures of at least 10 qualified members of the Chamber. Members having multiple votes for voting purposes shall, nevertheless, count as only one member for nominating purposes. Such petition shall be filed with the Nominating Committee within 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.

E. Determination. If no petition is filed within the designated period, the nominations shall be closed and the nominated slate of candidates shall be declared elected by the Board of Directors at its final meeting of the calendar year. If a legal petition shall present additional candidates, the names of all candidates shall be arranged on a ballot in alphabetical order. Instructions will be to vote for one (1) candidate only. The President

shall mail this ballot to all active members at least 15 days before the regular November Board meeting. The ballots shall be marked in accordance with instructions printed on the ballot and returned to the Chamber office within two (2) days. The Board of Directors shall at their regular November Board meeting declare the candidate with the greatest number of votes in each classification elected.

F. Ballot Committee. The Chairman shall appoint, subject to the approval of the Board of Directors, a ballot committee of three (3) members who are not members of the Board of Directors or candidates for election. Such committee shall have complete supervision of the election, including the auditing of the ballots. It shall report the results of the election to the Board of Directors.

2. SEATING OF NEW DIRECTORS

All newly elected and appointed Board members shall be seated at the regular January Board meeting and shall be participating members thereafter. Retiring Directors shall continue to serve until the end of the calendar year and until their successors shall have been duly qualified and elected. A member of the Board of Directors who shall be absent, without being excused, from three (3) consecutive regular meetings of the Board of Directors may be dropped from membership on the Board, at the discretion of the Executive Committee. Vacancies on the Board of Directors, or among the Officers, may be filled by the Board of Directors by a majority vote for the unexpired term.

3. 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.

4. MANAGEMENT

The Board of Directors shall employ a President and shall fix the salary and other considerations of employment.

5. INDEMNIFICATION

The Chamber shall indemnify any and all of its Directors or former Directors against expenses actually and necessarily incurred by them in connection with the defense of any action, suit, or proceeding, in which they or any of them are made parties, or a party, by reason of having been Directors of the Chamber, except in relation to matters as to which such Director 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

1. DETERMINATION OF OFFICERS

The Board of Directors (new and retiring) at its final meeting of the calendar year shall reorganize for the coming year. At this meeting, the Board shall elect the Chairman, Chairman-elect, Treasurer and Secretary. These officers shall be elected from the members of the new Board of Directors or the membership at large. All officers shall serve for a term of one year or until their successors assume the duties of office, and they shall be voting members of the Board of Directors. The Chairman will not be permitted to serve more than two (2) consecutive one-year terms.

2. DUTIES OF OFFICERS

- A. Chairman. The Chairman shall serve as the chief elected officer of the Chamber of Commerce and shall preside at all meetings of the membership and Board of Directors. The Chairman shall determine all committees, select all committee leaders and select committee personnel unless otherwise specified by the by-laws of the Board of Directors.
- B. Chairman-elect. The Chairman-elect shall perform the duties of the Chairman in his or her absence and will assume other responsibilities as assigned by the Chairman and the Board of Directors. The Chairman-elect shall serve as the Chairman of the Executive Committee.

- C. Secretary. The Secretary will cause to be prepared any proper notices and other documents on behalf of the corporation and the Board of Directors and perform such other duties that normally accompany this position and office.
- D. Treasurer. The Treasurer shall be responsible for the safeguarding of all funds received by the Chamber and for their proper disbursement. Such funds shall be kept on deposit in financial institutions, or invested in a manner approved by the Board of Directors. The Treasurer shall cause a monthly financial report to be made to the Board and an annual audit to be conducted by an outside accounting firm approved by the Board of Directors.
- E. President. The Board of Directors shall employ a President and shall fix the salary and other considerations of employment. The President shall be the chief administrator and executive officer. The President shall serve as advisor to the Chairman and all committees, and shall assemble information and data and cause to be prepared special reports as directed by the Board of Directors. The President shall be a voting member of the Board of Directors, the Executive Committee and all committees. With the assistance of the Executive Committee, the President shall be responsible for administration of the organization in accordance with the policies and regulations of the Board of Directors.
- F. Legal Counsel. A Legal Counsel will be elected by the Board of Directors. The Legal Counsel shall be a voting member of the Board of Directors and the Executive Committee. He or she shall attend all appropriate Board and Executive Committee meetings and act in an advisory role.
- G. Bonds. The Treasurer and the President shall furnish surety bonds in such amounts as the Board of Directors shall deem necessary. The office staff shall be position bonded in

such amounts as the President shall deem necessary. The cost of all said bonds are to be paid by said organization. The Board of Directors shall determine check signature authorization by policy.

3. **INDEMNIFICATION**

The Chamber shall indemnify any and all of its Officers or former Officers as set forth in Article IV, Section 5, of these by-laws.

ARTICLE VI

Committees and Divisions

1. Standing Committees. The Board of Directors shall have the following standing committees: Executive Committee, Government Affairs Committee, Finance Committee, and Nominating Committee.
2. Ad Hoc Committees. The Chairman shall have the authority to appoint ad hoc committees from time to time.
3. Authority. It shall be the function of 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.
4. Limitation on Authority. Other than the Executive Committee, 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. Ad hoc Committees shall be discharged by the Chairman 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.

5. Executive Committee. The Executive Committee shall act for and on behalf of the Board of Directors between Board meetings. The Executive Committee shall be comprised of the Chairman, Chairman-elect, Past Chairman, Legal Counsel, Treasurer, Secretary, President, and two (2) Directors appointed by the Board of Directors. The Chairman-elect will serve as head of the Executive Committee. All actions taken by the Executive Committee shall be ratified by the Board when such action can await the next Board meeting, or reported to the Board at the Board's next meeting when such action cannot await the next Board meeting.
6. Testimony. Once the committee action has been approved by the Board of Directors, it shall be incumbent upon the committee leaders or, in their absence, those they designate as being familiar enough with the issue, to give testimony to, or make presentations before, civic and governmental agencies.
7. Divisions. The Board of Directors may create such divisions, bureaus, departments, councils, and subsidiary corporations as the Board deems appropriate. The Board shall annually review and approve all activities and proposed programs of such divisions, bureaus, departments, councils or 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

Meetings

1. The Annual Meeting of this corporation shall be held during the first part of each year, on a date to be determined by the Board of Directors.
2. Meetings of the members may be held at such other times as the Chairman may determine or upon the written request of any 10 members but notice of said meeting shall be given to the members at least seven (7) days previous to the date of the meeting.
3. At all general membership meetings, 20 members shall constitute a quorum. A majority of the Board of Directors shall constitute a quorum.
4. The Board of Directors shall meet no less than quarterly on a date to be established by the Directors.
5. A special meeting of the Board of Directors may be called at any time by the Chairman or by any three (3) Directors, provided, that when called otherwise than by the Chairman, a notice shall be issued to each Director stating the purpose of the meeting, not later than two days prior to the meeting.
6. Any committees appointed by the proper authorities of the GREATER MANCHESTER CHAMBER OF COMMERCE are empowered to hold meetings at which a majority shall constitute a quorum, except when a committee consists of more than nine (9) members, five (5) shall constitute a quorum.
7. All meetings shall be conducted under Roberts Rules of Order.

ARTICLE VIII

Funds

1. All monies paid into the GREATER MANCHESTER CHAMBER OF COMMERCE shall be placed in a general fund, except those subscribed or contributed for some specific purpose which may be placed in a separate fund for that purpose.
2. The fiscal year shall end the last day of December.
3. Prior to the beginning of the fiscal year, the Board of Directors shall approve a budget for income and expenses for the coming year.
4. All monies shall be paid out of the general fund with the approval of the Board of Directors or in accordance with the budget. Said payments shall be made by checks signed according to the check signing policy to be determined by the Board of Directors.

ARTICLE IX

Amendments

These by-laws may be amended by a two-thirds vote of the Directors present at any regular meeting, or any special meeting called for that purpose, provided, that proposed amendments, alterations, or repeals shall be plainly stated in the call for the meeting, which must be sent out at least seven (7) days prior to the meeting at which they are to be considered.

ARTICLE X

Dissolution

The 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 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), or the similar provision of any subsequent Internal Revenue Code.

Adopted at Board of Directors Meeting on _____.