Schoodic Area Chamber of Commerce
Bylaws

Approved March 13, 2013

Article I
Name

The name of the corporation shall be the Schoodic Area Chamber of Commerce (hereinafter Chamber).

Article II
Mission

To stimulate and promote the economic vitality and civic interests of the Schoodic Area in a managed, visionary way, through the cooperative efforts of the business and residents of the area.

Article III
Membership

Section 1. Eligibility

Any person, association, corporation, partnership, organization or estate having an interest in the objectives of the organization shall be eligible to apply for membership. Membership to the Chamber shall be available without regard to race, color, creed, national origin or sexual orientation.

Section 2. Joining the Chamber

The Chamber shall conduct an annual enrollment of members, but new members may be admitted at any time.

Section 3. Dues

Membership dues shall be set annually by the budget committee, approved by the Board, recommended to the general membership and accepted by majority vote at the annual meeting.

Section 4. Termination

A. Any member may resign from the Chamber upon written notice to the Board.

B. Any member may be expelled by the Board by a two-thirds vote for non-payment of dues after ninety (90) days from the date due, unless otherwise extended for good cause.

C. Any member may be expelled by the Board by a two-thirds vote at a regularly scheduled meeting thereof for the conduct unbecoming a member or conduct prejudicial to the aims or repute of the Chamber. Such action shall not be taken until after notice and an opportunity for a hearing before a meeting of the general membership are afforded the member complained against.

Section 5. Voting

In any proceeding in which voting by members is called for, each member or member organization in good standing shall be entitled to one vote.

Section 6. Exercise of Privileges

Any firm, association, corporation, partnership, organization or estate holding membership may designate an individual who the member wishes to exercise the privilege of membership covered by its dues. When joining, each member shall indicate the person who shall be entitled to vote and shall designate another person to vote upon notice to the Board. In no instance shall an individual be entitled to cast more than one vote at any meeting of the Chamber.

Article IV
Board

Section 1. Composition of the Board

The Board shall consist of four (4) elected officers (President, Vice President, Secretary and Treasure) and the Chairs of all Standing Committees. Elected officers shall serve a term of one year, repeatable.

Section 2. Selection and Election of Officers

At a board meeting held in March, a nominating committee of two members shall be elected. It shall be the duty of this committee to nominate candidates for offices to be filled at the annual meeting in June. The nominating committee shall report with a slate of nominees for president, vice president, secretary and treasurer at the regular meeting in June. The floor shall be open for additional nominations at the annual meeting.

Section 3. Seating of the Officers

All newly elected officers shall be seated and begin their term at the next meeting of the board following the annual meeting which shall occur immediately after the annual meeting.

Section 4. Vacancies

A member of the Board who shall be absent from three (3) consecutive regular meetings of the Board shall automatically be dropped from the membership on the Board unless confined by illness or other absence approved by a majority vote of those voting at any meeting thereof.

Vacancies on the Board shall be filled by the Board by a majority vote.

Section 5. Board Meetings

Regular meetings of the Board shall be held at least quarterly as determined and announced to the general membership. A majority of the Board shall constitute a quorum. Special meetings of the Board may be called by the president or by a majority of the members of the Board.

Section 6. Duties of the Board

A. Transact necessary business in the intervals between meetings of the Chamber and such business as may be referred to it by the Chamber members.

B. Research, recommend and maintain the operating policies and procedure accepted by the Chamber. Matters of major projects, expenditures and grievances shall be reviewed and recommendations presented at a regular general membership meeting. All policies and procedures should deliver continuity, equity and fairness in all manners, framed in the best interest of the Chamber, its members, and the community at large.

C. Create standing and special committees and approve the plans of work of those committees.

D. Present a report at all regular membership meetings of the Chamber

E. Appoint an auditing committee at least 30 days before the annual meeting to audit the treasurer's accounts. This committee should consist of the vice-president and two non-board members of the Chamber.

F. Approve payment of routine bills as provided in the budget, within available funds.

Section 7. Management of Executive Director

The Board may employ an Executive Director and shall fix the salary and other considerations of employment.

Article V
Officers

Section 1. Determination of Officers

Officers (4) shall be elected at the Annual Meeting and take office at the following meeting. They shall serve for a term of one (1) year or until their successors assume the duties of the office. All officers shall be voting members of the Board of Directors.

Section 2. Duties of the Officers

A. President: The president shall preside at all meetings of the membership and Board of Directors. He/she shall perform such other duties as may be prescribed in these bylaws or assigned to him/her by the Chamber or by the Board of Directors and shall coordinate the work of officers and committees of the Chamber in order that the purposes may be promoted.

B. Vice-President: The vice-president shall act as aid to the president and shall perform duties of the president in the absence or disability of that office to act.

C. Secretary: The secretary shall be responsible for preparing all notices and minutes of each meeting of the Chamber and the Board of Directors. The secretary will maintain records of minutes and other documents belonging to the Chamber. He/she shall answer and keep records of all correspondence.

D. Treasurer: The treasurer shall have custody of all the funds of the Chamber; shall keep a full and accurate account of receipts and expenditures; and shall make disbursements as authorized by the Chamber or the Board of Directors.
The treasurer shall present a financial statement at every meeting of the Chamber and at other times when requested by the Board and shall make a full report at the annual meeting. The treasurer shall be responsible for the maintenance of such books of account and records as conform to the requirement of the bylaws.

The treasurer's accounts shall be examined annually by an auditor or an auditing committee of not less than three (3) members, who, satisfied that the treasurer's annual report is correct, shall sign a statement of the fact at the end of the report.

For the purpose of audit, the fiscal year shall be January 1 – December 31.

Section 3. Resignation or Removal

Any officer of the Chamber may resign by filing with the president or with the Board or with the secretary by written resignation which shall take effect in being so filed or at such other time as may be therein specified. So far as permitted by law, the Directors may at any meeting of the Board, remove from office any officer elected or appointed by the Board. The members having the right to vote may at any special meeting of members called for that purpose, remove from office any officer elected by members.

Section 4. Vacancies

Any vacancy at any time existing in the Board will be filled by the vote of the Chamber members at any regular or special meeting. The person chosen to fill the vacancy shall, except as in these bylaws otherwise provided, finish the unexpired term to which appointed.

Article VI
Committees

Section 1. Function and Authority

It shall be the function of committees to make investigations, conduct studies, undertake projects and make recommendation to the Board of Directors, and to carry out those activities delegated to them by the Board.

No action by any member, committee, employee, Director or officer shall be binding upon, or constitute an expression of policy until it shall have been approved by the Board of Directors.

Committee membership shall be derived from the Chamber and the Board of Directors. Committees shall elect their own chairs.

Section 2. Standing Committees

A. **Budget / Finance Committee:** The treasurer plus Chamber members shall make up the budget committee. The budget committee shall present a budget for the coming fiscal year first to the Board, then to the annual meeting for approval. Amendments to the proposed budget may be presented before voting and the committee may submit an amended budget during the fiscal year as required.

B. **Membership Committee**: The membership committee shall maintain a business data base for the area (Winter Harbor, Gouldsboro, Sullivan, Sorrento and Franklin) and coordinate a membership drive each year. The committee shall also survey members to determine their interests in the Chamber and their skills, talents and availability to help. Keeping a current membership list shall also be the responsibility of the committee.

C. **Program Committee:** The program committee shall plan programs that benefit Chamber members through the year, primarily to be held at regular meeting times. Other programs, as requested by the members, will also be the responsibility of the committee as will securing a meeting place, possible refreshments and any other arrangements.

D. **Marketing /Advertising Committee:** The marketing /advertising committee shall plan promotions, marketing, publicity and advertising opportunities for the Chamber, its members and the area.

E. **Lobster Festival Committee**: The Lobster Festival Committee will act as an umbrella to the various subcommittees: Craft Fair, Dinner, Parade, T-Shirts and general arrangements.

F. **Fundraising and Events Committee:** The fundraising and events committee will develop, plan and oversee all special events and fundraisers apart from the Lobster Festival, as approved by the Chamber Board.

Section 3. **Special Committees**

A. **Audit Committee**: Appointed by the Board at least 30 days before the annual meeting.

B. **Nominating Committee**: The nominating committee of two members shall be elected by the Chamber at a board meeting in March. The committee shall nominate a slate of officers to be presented to the general membership and voted on at the June annual meeting.

C. **Scholarship Committee**: The scholarship committee shall meet to determine the criteria for awarding scholarships from the Chamber. The committee shall make a report to the Board, and then to the general membership. Scholarships are traditionally awarded by Sumner High School in June each year.

Article VII
Meetings

Section 1. The Annual Meeting

The annual meeting of the Chamber shall be held at the regular meeting June of each year. The purpose of the meeting shall be electing Officers, receiving reports of officers and committees, approving the budget, and for any other business that may arise. The time and place of this meeting shall be fixed by the Board of Directors. Notice of the annual meeting shall be sent to each member at least thirty (30) days in advance. Rev. 6.12.07

Section 2. General Membership Meetings

The general membership meetings of the Chamber shall be held quarterly in January, March, June and September unless otherwise provided by the Chamber or the Board. Ten day's notice shall be given of change of date.

Section 3. Special Meeting

General meetings of the Chamber may be called by the president at any time, or upon a petition in writing of 20% of the qualified members in good standing or a majority of Board members. Notice of special meetings shall be sent to each member in writing at least five (5) days in advance.

Section 4 Committee Meetings

Committee meetings may be called at any time by the president of the Chamber or by the committee's chair.

Section 5. Quorums

A. At any duly called general meeting of the Chamber, ten members, including three (3) members of the Board, shall constitute a quorum.

B. At meetings of the Board, majority of directors shall constitute a quorum.

C. At committee meetings, a majority shall constitute a quorum.

Section 6. Notices, Agendas, Minutes

Written notice of all Chamber meetings must be mailed or e-mailed at least five (5) days in advance. An agenda and minutes must be prepared for all meetings.

Article VIII
Finances

Section 1. Funds

All money paid to the Chamber shall be placed in a general operating fund. Funds unused from the current year's budget shall be placed in a reserve account.

Section 2. Disbursements

Upon approval of the budget, the president is authorized to make disbursements on accounts and expenses provided for in the budget without additional approval of the Board of Directors. Disbursements shall be by check.

Section 3. Fiscal Year

The fiscal year shall be January 1 – December 31.

Section 4. Budget

The budget for the coming year shall be approved at the first membership meeting of each year.

Section 5. Annual Audit

The accounts of the Chamber shall be audited annually at the close of the fiscal year and/or when a new treasurer takes office. The audit shall at all times be available to the members of the Chamber.

Article IX
Dissolution

Section 1. Procedure

The Chamber shall use its funds only to accomplish the objectives and purposes specified in these bylaws. No part of the Chamber's funds shall inure to the benefit of or be distributed to the members of the Chamber. On dissolution of the Chamber, any funds remaining shall be distributed by the Board to one or more regularly organized and qualified charitable, education, scientific or philanthropic organizations as defined in IRS Code section 501 (c) (3).

Article X
Parliamentary Authority

Section 1. Roberts Rules

The current edition of Roberts Rules of Order shall be the final source of authority in all questions of parliamentary procedure when such rules are not inconsistent with the bylaws of the Chamber.

Article XI
Amendments to the Bylaws

Section 1. Revisions

These bylaws may be amended in whole or in part. A member in good standing may submit proposed changes(s) in writing to the Board of Directors for review and consideration.

Section 2. Amendments must:

A. Be presented to the membership for review and discussion

B. Be submitted in writing to all members at least ten days in advance of the meeting at which they are to be voted on.

C. Be voted on by a majority of the members present and voting at the next regular meeting.

Section 3. Adoption

Amendments shall be effective at the next meeting following the vote.