

Caroline County Chamber of Commerce

# By-Laws

322 Market Street, Suite 103  
P. O. Box 494  
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## Article I General

### Section 1: Name

This organization is incorporated under the laws of the State of Maryland, and shall be known as the Caroline County Chamber of Commerce (hereafter referred to as the “Chamber”).

### Section 2: Location

The Chamber shall be domiciled in the city of Denton, Maryland, and shall conduct its affairs within the trade area, or markets served by the business interest of Caroline County and its immediate environs.

### Section 3: Purpose

The Chamber is organized to achieve the objectives of:

1. Promoting business and community growth and development by promoting economic programs designed to strengthen and expand the income potential of all businesses within the trade area;
2. Conducting programs of a civic, social and cultural nature that are designed to increase the functional and aesthetic values of the community;
3. Discovering and correcting abuses that prevent the promotion of business expansion and community growth;
4. Preserving the competitive enterprise system of business by creating a better understanding
5. Educating the business community and advocating for them in City, County, State and National legislative and political affairs;
6. Preventing or addressing controversies which are detrimental to expansion and growth of business and the community; and
7. Creating a greater appreciation of the value of a more liberal investment of substance and self on behalf of the interest of competitive business.

### Section 4: Limitations of Methods

The Chamber shall:

1. Observe all local, state, and federal laws which apply to a non-profit organization as defined in Section 501 © (6) of the Internal Revenue Code.

2. Not use its offices to secure advantages or perform services that favor any one company or one field of endeavor to the competitive disadvantage of other like members or companies or endeavors.
3. Not engage in business or service pursuits for hire and for profit in competition with its members, EXCEPT for rental of property owned or leased by the corporation.

## Article II Membership

### Section 1: Qualifications

Any business, association, corporation, partnership, estate or individual may subscribe to membership in the Chamber. No one otherwise eligible shall be denied membership in the Chamber because of sex, race, creed or national origin. All applications for membership shall be in writing to the Chamber and said application shall constitute an agreement, on the part of the applicant if elected to membership, to adhere to all by-laws, rules and regulations of the Chamber. All members of the Chamber shall be encouraged to actively participate in the Chamber's programs.

### Section 2: Election To Membership

Election to membership, after receipt of the application and initial payment of the dues investment in the chamber, shall be subject to the approval of the Board of Directors at their next regularly scheduled meeting.

### Section 3: Investment in Membership

The annual dues investment required for membership in the Chamber shall be determined by the Board of Directors and may be revised by the Board of Directors from time to time to reflect changes in economic conditions and the needs of the Chamber.

### Section 4: Representation – Voting Rights

All firms, corporations, partnerships, associations, or other entities subscribing to more than one membership shall designate the individuals to whom the holder desires to assign the privileges of membership covered by this subscription. Each designated membership shall be entitled to one vote; but, no firm, corporation, partnership, association or other entity shall have more than 10 votes.

### Section 5: Termination of Membership

Membership may be terminated by a two-thirds vote of the Board of Directors under any of the following circumstances:

1. For conduct unbecoming a member after notice and opportunity for a hearing;
2. Upon receipt of a signed resignation
3. Death or dissolution of business entity
4. Non-payment of dues for six months (automatic, no Board vote required)

## Section 6: Membership Classifications

The following classes of membership are approved:

1. Regular member – Meets all of the conditions described above and has full voting and membership privileges.
2. 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. Does not enjoy voting privileges and may not hold elected office.
3. Non-Profit Organizations – Public and private non-profit organizations serving the community. Enjoys voting privileges and may hold office.
4. Branch member – A company or a business owned by a Chamber member.
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 that of voting and holding office. Honorary members shall be exempt from paying dues.

## Article III Meetings

### Section 1: Annual Meeting

The Chamber's general membership shall meet once each year. The time and place of the Annual Meeting 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: Board Meetings

The Board of Directors shall, at their annual reorganization meeting, provide for the time and the place for the holding of additional regular meetings of the board without other notice than such resolution.

Meetings of the Board of Directors may be called by the President, or by other Board members upon written application of three (3) Directors. Notice, stating the purpose of a

meeting called by the President, shall be given to each Director at least one (1) day prior to any such meeting. When called by other than the President, a call shall be issued to each Director stating the purpose of the meeting, not less than two (2) days preceding the meeting.

### Section 3: Additional Meetings

Meetings of the Chamber's general membership may be called at any time by the President or upon petition in writing of any thirty (30) members in good standing. Notice of special meetings shall be mailed to each member not less than five (5) days prior to such meeting.

Committee and task force meetings may be called at any time by the President, respective Vice Presidents, or by the Chair of such committee or task force.

### Section 4: Quorums

At any duly called general meeting of the Chamber, the members present constitute a quorum.

## Article IV Board of Directors

### Section 1: Authority

The governance of the Chamber, the direction of its work, and the control of its property shall be vested in the Board of Directors. The Board shall select and employ the chief paid executive who shall be the Administrative Officer and Corporate Secretary. The Directors shall have power to fill vacancies on the Board that may occur between the regular elections. They may adopt rules for conducting the business of the Chamber. They shall meet no less frequently than once each month, at such time and place as determined by them. They shall, through the Administrative Officer, prepare appropriate reports necessary to keep the members informed of the Chamber's goals, programs and efforts.

### Section 2: Composition of the Board

The Board shall be composed of fifteen (15) Directors elected at large. They shall come from, and be elected by Chamber members who are eligible to vote.

In addition to the aforementioned Directors, there may be non-voting, ex officio members designated by the Board from time to time.

All elected Directors shall be elected to serve for three (3) year terms or until their successors are elected and confirmed. Elected Directors may be re-elected for an additional three (3) term, but may not serve any longer than two (2) consecutive three year terms without leaving the board for at least one year.

There may not be more than one elected Director from a member at the same time.

### Section 3: Selection and Election of Directors

A Nominating Committee shall be appointed by the President of the Board and approved by the Board. The Committee's appointment shall be made at least ninety (90) days prior to the Chamber's Annual Meeting that will allow adequate time for the Committee to fulfill its responsibilities. The Immediate Past President of the Board shall serve as Chair of the Nominating Committee. In the event that the Immediate Past President is unable to serve, the President shall, with the approval of the Board, appoint a member of the board to serve as Chair. Current Board Members standing for reelection are not eligible to serve on the Nominating Committee, nor shall they be eligible to participate in the discussions and deliberations concerning the candidates.

The Nominating Committee shall nominate no less than one candidate for each expiring term on the board. Nominees shall be chosen for their leadership ability and for the talents and expertise that they may bring to the organization.

The report of the Nominating Committee shall be completed at least sixty (60) days prior to the Chamber's Annual Membership Meeting. The nominations, once approved by the Board, shall be closed and the nominees shall be placed on the official ballot that shall include the opportunity for one (1) write-in candidate. The names of all the candidates shall be placed on the ballot in alphabetical order. The Administrative Officer shall mail a copy of the ballot to all eligible members in good standing at least six (6) weeks prior to the Annual Membership Meeting. Members will be informed that they may cast their ballot by delivering it or mailing it to the Chamber Office and it must arrive four (4) weeks prior to the day of the Annual Meeting. The Nominating Committee will certify the elected candidates and the newly elected Board Members shall be announced to the membership at the Annual Meeting. Elected candidates shall be those receiving the highest number of votes. In the event of a tie vote, the current Board (except those standing for reelection and involved in the runoff) shall break the tie by a majority vote.

### Section 4: Annual Reorganization of the Board

Following the annual election of Directors and before the Annual Membership Meeting, at a regular Board meeting, the Board will elect from the membership of the Board the officers specified in Article V of these By-Laws.

## Section 5: Seating

The Board and the Officers will assume office at the beginning of the Chamber's fiscal year.

## Section 6: Vacancies

Any Director who shall be absent from three (3) consecutive regular monthly meetings, or a total of five (5) regular monthly meetings during a Chamber year, shall receive a letter from the president calling this delinquency to the attention of the Director in question. If a written explanation, satisfactory to the board, is not received within thirty (30) days from the date of the letter of notice, that Director shall cease to be a member of the Board, and the vacancy thus created shall be filled as provided in these By-Laws.

## Section 7: Quorums

A simple majority of the total Board shall constitute a quorum at any Board meeting.

## Section 8: Policy

The Board shall adopt such rules and regulations as may be required to conduct the affairs of the Chamber. The governance and policy-making responsibilities of the Chamber shall be vested in the Board. In this capacity, the Board may cause to be prepared for their understanding and approval, Statements of Policy that shall serve to provide the framework for its decision-making responsibility on all matters affecting the economic well-being of the area.

## Section 9: Limitations

The Board shall make no appropriations of funds to charitable, commercial, social, patriotic, civic, or other organizations, except its own dues for membership held by the Chamber of Commerce in other organizations where a membership is deemed necessary by the Board for the purpose of the prosecution of its work, and except to publicize the market area and promote the objects and ideals of the Chamber.

## Section 10: Fiscal Accountability

The Board shall establish the accounting system used by the Chamber and designate the financial institution to be used for all Chamber funds. All disbursements shall be made by check and shall be signed by person(s) to be determined by the Board. The Board shall provide for an annual audit.

## Article V Officers/Executive Management

### Section 1: Determination of Officers

The officers of the Board of the Chamber shall be a President, President Elect, one or more Vice-Presidents (the number to be determined by the Board), a Treasurer and a Secretary.

All officers shall take office on the first day of the Chamber's new fiscal year and serve for a term of one (1) year, or until their successors assume the duties of office.

### Section 2: President of the Board

The President shall serve as the chief elected officer of the Chamber and shall preside at all meetings of the membership, the Board of Directors, and Executive Committee. The President shall appoint such committees and task forces, and their chairs, deemed necessary to carry out the program of work. The President may delegate the responsibility for the appointment of such committees, task forces and their chairs to any other officer. The President shall sign all deeds, contracts, and other instruments affecting the operation of the Chamber or any of its properties. He or she shall, with the Secretary, sign formal documents of the Chamber.

### Section 3: President Elect

The President Elect shall exercise the powers and authority and perform the duties of the president in the absence or disability of the President. The President Elect will normally ascend to the Presidency the following year unless the Board votes to do otherwise.

### Section 4: Vice Presidents

The duties of the Vice Presidents shall be such as their titles by general usage would indicate, and such as required by law, as well as those that may be assigned by the

President and the board. They will also have under their immediate jurisdiction all committees pertaining to their general duties.

#### Section 5: Treasurer

The Treasurer shall have the authority to control all monies due the Chamber and, under the direction of the Board, shall supervise the bank deposits and invest and disburse same. The Treasurer shall make reports to the Board and shall have prepared an annual report of the Chamber's financial condition by Certified Public Accounting firm.

#### Section 6: Secretary

The Secretary shall keep, or cause to be kept, full minutes of all meetings of the membership, Board of Directors and Executive Committee. He, or she, shall have charge of all records of the corporation, together with the Seal and Charter, and shall have authority to affix the seal.

#### Section 7: Executive Management

The principal executive officer of the Chamber shall be the Administrative Officer, who shall be employed by the Board. He/she shall act under the direction and supervision of the Board and Officers. He/she shall employ, direct and discharge the necessary employees of the Chamber, conduct routine activities of the Chamber, maintain proper public relations, keep membership and financial records, and be in general charge of the activities of the Chamber.

The Administrative officer shall serve as advisor to the President and Board on program planning, and shall be responsible for administration of the program of work in accordance with the policies and regulations of the Board. He/she shall be responsible for preparing and submitting to the Board a proposed budget covering all activities of the Chamber and serve as an ex officio member of all committees authorized by the Board. Following approval of a budget by the Board, the Administrative Officer shall be responsible for all expenditures within the approved budget allocations.

#### Section 8: Removal From Office

Any officer or agent elected, appointed, or employed by the Board may be removed by the Board whenever in its judgment the interests of the Chamber would be served, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

## Section 9: Bonding of Officials

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

## Section 10: Indemnification of Officers and Directors

The Chamber may, by resolution of the Board, indemnify every current and former Director or officer, his or her heirs, executors and administrators, against expenses reasonably incurred by him or 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 or Officer of the corporation, except in relation to matters as to which he or 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. The foregoing right of indemnification shall be in addition to all other rights to which he or she may be entitled.

## Article VI Committees

### Section 1: Executive Committee

The Executive Committee shall be composed of the President, the President Elect, Vice Presidents, the Treasurer, the Secretary and the Administrative Officer.

In the interim between meetings of the Full Board of Directors, the Executive Committee shall have charge of the routine business of the Chamber, but shall be accountable to the Board for its actions. Decisions of the Executive Committee must be reported at the next meeting of the Board.

The Executive committee shall make an annual appraisal of the Administrative Officers performance in keeping with the description and official duties, and review and set his/her compensation.

### Section 2: Appointment and Authority

The Board shall authorize and define the duties and powers of all committees.

The President shall appoint all committees subject to conformation by the Board. The Board shall authorize and define the powers and duties of all committees, except those

committees whose functions are set forth in these by-laws. Committee appointments shall be at the will and pleasure of the President, and in no event shall exceed the term of the appointing President.

It shall be the function of the committees to make investigations, conduct studies and hearings, make recommendations to the Board, and to carry on such activities as may be directed and delegated to them by the Board.

### Section 3: Limitation of Authority

No committee 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, standing or special, shall have the power to commit the Chamber financially on any matter.

Any committee shall be discharged by the President when their work has been completed and their reports accepted, or when, in the opinion of the Board, it is deemed wise to discontinue the committee. From any committee, both majority and minority reports may be submitted to the Board.

### Section 4: Budget and Finance Committee

A Budget and Finance Committee may be appointed annually by the President. The committee, chaired by the President Elect, shall advise the Board with respect to the financial condition and policies of the Chamber. They shall suggest ways and means of conserving and increasing the membership and revenues of the Chamber. The committee will prepare the following year's budget for presentation to the Board. The committee shall be responsible for determining the ways and means by which budget requirements are met.

### Section 6: Meetings

Meetings of committees may be called at any time by the president or by the chairperson of such committee.

## Article VII Finances

### Section 1: Funds

All funds of the Chamber shall be deposited to the credit of the Chamber in such bank(s) or other depositories as the board may select.

### Section 2: Disbursements

Upon approval of the budget, the Administrative Officer is authorized to make disbursements on accounts and expenses provided for in the budget without additional approval of the Board, subject to such condition, restrictions and limitations as the board or Executive Committee might impose from time to time. No obligations or expenses other than those approved in the budget shall be incurred without prior approval of the Board. All disbursement shall be made by checks duly signed and counter-signed by two of the following: President, President Elect, Treasurer, or Administrative Officer. The Administrative Officer alone may sign checks in an amount determined annually by the Board.

### Section 3: Fiscal Year

The fiscal year of the Chamber shall be January 1 to December 31.

### Section 4: Annual Review

The financial accounts of the Chamber shall be reviewed annually as of the close of the fiscal year by Certified Public Accountant. The report of the CPA shall, at all times, be available to members of the organization at the offices of the Chamber.

## Article VIII Parliamentary Authority

The current edition of Robert's Rules of Order shall be the final source of authority in all questions of parliamentary procedure when such rules are consistent with the Charter or By-Laws of the Chamber.

## Article IX Amendments

These By-Laws may be amended or altered by a majority vote of the Board of Directors, or by a majority of the members at any regular or special meeting, providing the notice for the meeting includes the proposal for amendments. Any proposed amendments or alterations shall be submitted to the board or the members in writing, at least ten (10) days in advance of the meeting at which they are to be acted upon.

## 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 this Chamber, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organization to be selected by the Board as defined in Internal Revenue Service Code, Section 501 © (6).

## Article XI Seal

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

## Article XII Miscellaneous

### Section 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 of the Board.