

# SOUTHERN WAYNE REGIONAL CHAMBER OF COMMERCE

## BY – LAWS

### ARTICLE I – NAME

The name of this organization shall be the Southern Wayne Regional Chamber of Commerce.

### ARTICLE II – PURPOSE

The Chamber is organized for the purpose of advancing the commercial, industrial, civic, recreational, and general interest of the County of Wayne, its surrounding area and to promote the growth and well being of the business community situated therein.

The purposes can be effected by identifying local area and regional assets and problems, such as those in the economic, social, education, environmental and governmental spheres of activity, and by fostering the marshaling the human, financial, and institutional resources required to accomplish the highest possible quality of life.

### ARTICLE III – MEMBERSHIP

- Section 1. **Eligibility.** All persons, 18 years or older, firms, corporations, and institutions who are in agreement with the purposes of the Southern Wayne Regional Chamber of Commerce and willing to contribute their time and talent in helping further the purposes of the Chamber shall be eligible for membership therein.
- Section 2. **Dues.** Dues for membership in the Southern Wayne Regional Chamber of Commerce shall be fixed by the Board of Directors from time to time. The Chamber's financial year January 1 to December 31 of any given year. Membership dues are due and payable on an annual basis from date joined.
- Section 3. **Classes of Memberships.** There shall be four classes of memberships in the Chamber; 1) Individual, 2) Business or Professional, 3) Non-profit Corporation and 4) Honorary. An **individual** is an individual who contributes the standard minimum dues. A **business** member is an individual, firm, corporation, or institution who contributes the standard minimum dues. A **non-profit** organization shall be required to show proof of their non-profit status. An **honorary** member is any individual who has distinguished herself/himself in public affairs and shall be exempt from dues. Honorary members are not eligible to vote or hold office within the Chamber. Distinction in public affairs shall confer eligibility for honorary membership as approved by the Board of Directors. The Board of Directors shall confer or revoke honorary membership by a majority vote.

Section 4. **Voting.** In any proceeding in which voting by members is called for, all members except honorary may cast one (1) vote.

#### ARTICLE IV – BOARD OF DIRECTORS

Section 1. **Composition and Powers of the Board.** The Board of Directors may be composed of up to 15 voting members. A Director may serve more than one term, consecutive or otherwise. The administrative 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 Directors.** Ex-officio Directors shall consist of the President, Vice-President, Secretary, and Treasurer. These Directors shall serve ex-officio During the time they hold their respective offices. All Directors, including ex-officio Directors, shall be entitled to one vote.

Section 3. **Honorary Memberships.** Distinction in public affairs shall confer eligibility for honorary membership on the Board of Directors. Honorary Directors shall have all the privileges of Directors, except the right to vote. The Board of Directors shall confer or revoke honorary membership by a majority vote.

Section 4. **Vacancies.** If a member of the Board of Directors is repeatedly absent from **8 of 11** regular meetings, excluding emergencies, of the Board of Directors, the President shall have a meeting with the director to gauge their future interest in serving on the Board. Termination will be at the discretion of the Board by a majority vote. All vacancies on the Board of Directors or among the officers shall be filled for the unexpired term by majority vote of the Board of Directors upon the recommendation of the Nominating Committee.

The Nominating Committee shall present their recommendations to the Board of Directors by mail, e mail, phone, or fax through the Chamber office within fifteen (15) days of the next monthly Board meeting.

#### ARTICLE V – ELECTION OF DIRECTORS

Section 1. **Nominating Committee.** The President shall appoint a nominating committee composed of three (3) members of the Board of Directors and two (2) members of the Chamber in good standing and shall designate the Chairperson. The Nominating Committee will begin reviewing potential candidates in October and no later than November to be presented at the November meeting.

Each candidate must be an **active** member in **good standing** for a minimum of 6 months and must agree to accept the responsibilities of a Directorship as outlined in written form by the President.

Section 2. **Notification of Nominations.** Upon receipt of the report of the Nominating Committee, the President shall notify the membership by mail, fax or email, the names of persons nominated as candidates for Directors.

The Board of Directors shall at their regular January meeting accept or decline the recommendation(s) of the Nominating Committee by a majority vote. The Executive Committee can direct the Nominating Committee to review and/or recommend additional applicants at any other time of the year based on special circumstances.

Section 3. **Seating of New Directors.** All newly-elected Board members shall be seated at the regular January Board meeting, seated on the side, after the swearing in they may move to the Directors' table.

## ARTICLE VI – OFFICERS

Section 1. **Determination of Officers.** The Board of Directors at its regular January meeting shall reorganize for the coming year. The Board shall elect a President, Vice-President, Secretary, and Treasurer. The Executive Director shall also serve as the Secretary to the Board of Directors. The office of President is the only officer that has a term limit of three (3) years. No person shall hold more than one (1) office. All officers shall be voting members of the Board of Directors.

Section 2. **Duties.**

**2.1 President:** The President shall be the chief Executive Officer of the Chamber Executive Board and shall preside at all meetings of the Chamber and the Board of the Board of Directors. He/she shall, subject to the approval of the Board of Directors, appoint all committees. He/she shall commend to the membership of the Board of Directors such matters and make such suggestions as may tend to promote the prosperity and increase the usefulness of the Chamber.

**2.2 Vice –President.** The Vice-President shall be such as his/her titles 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.

**2.3 Treasurer.** The Treasurer shall have charge and custody of, and be responsible for all funds of the Chamber; shall deposit or cause to be deposited all funds in a financial institution approved by the Board of Directors; shall collect from the members the annual membership fee; shall keep or cause to be kept correct and complete accounts and records of all financial transactions of the Chamber and shall submit or cause to be submitted monthly financial reports to the Board of Directors.

The Treasurer shall submit or cause to be submitted to the Board and the membership, an annual report of the financial status of the Chamber. The records shall include chronological listings of all receipts and expenditures on account of the Chamber and the amount of the annual membership fee paid by members.

**2.4 Executive Director.** The Executive Director shall be the chief coordinating Office of the Chamber. He/she shall serve as secretary to the Board of Directors and cause to be prepared notices and minutes of the meetings of the

Board. It shall be the duty of the Secretary to conduct the official correspondence, preserve all books, documents, and communications, keep books of accounts and maintain an accurate record of the proceedings of the Chamber, the Board of Directors, and all committees. At the expiration of their term of office they shall deliver to the Board of Directors all books, papers, and property of the Chamber. The Executive Director may assist the Treasurer in the latter's duties. The Board of Directors shall employ an Executive Director and fix his/her salary and other considerations of employment. The Executive Director shall be the chief administrative and executive officer.

The Executive Director shall serve as an advisor to the President of the Board. He/she shall assemble information and data and cause to be prepared special reports as required by the Board of Directors.

The Executive Director shall be a voting member of the Board of Directors, the Executive Committee and all other committees. With assistance of the divisional Vice-Presidents, he/she shall be responsible for administration of the program of work in accordance with the policies and regulations of the Board of Directors.

The Executive Director, along with the Treasurer, shall be responsible for all expenditures within approved budget allocations.

## ARTICLE VII – COMMITTEES AND DIVISIONS

- Section 1. **The Standing Committees.** There shall be four (4) Standing Committees of the Chamber. The committees are as follows:
1. Executive Committee
  2. Nominating Committee
  3. Financial Committee
  4. By-Laws Committee
- Section 2. **Appointment and Authority.** The President shall appoint all committees and Committee chairperson. He/she shall appoint such ad-hoc committees and their chairperson(s) as deemed necessary to carry out the program of the Chamber. Committee appointment shall be at the will and pleasure of the President and in no event shall exceed the term of the appointing President. The President and Vice-President shall serve ex-officio on all committees.
- Section 3. **Function.** 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 or assigned by the President.
- Section 4. **Limitations of Authority.** No action by any members, committee division,

employee or Director shall be binding upon, or constitute an expression of, the policy of the Chamber until such action has been approved and ratified by the Board of Directors, except where interim action is required to be taken by the Executive Committee. 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 5. **Testimony.** Once the committee action has been approved by the Board of Directors, it shall be incumbent upon the committee chairperson or upon such person designated by the Board of Directors as being familiar enough with the issue to give testimony to, or make presentation before, civic and governmental agencies.

Section 6. **Creation of Divisions, Departments, or Councils.** The Board may create such divisions, departments, or councils as it deems advisable to handle the work of the Chamber. The Board shall authorize and define the powers and duties of all divisions, departments, and councils. The Board shall annually review and approve all activities and proposed programs of such divisions, departments, or councils.

No action or resolution of any kind having bearing upon or expressive of the Chamber shall be taken by divisions, departments, or councils, unless authorized by the Board of Directors, except where interim action is required to be taken by the Executive Committee.

## ARTICLE VIII – MEETINGS

Section 1. **Annual Meetings.** There shall be an Annual Meeting. The time, date, and place shall be fixed by the Board of Directors and notice thereof mailed to each member at least thirty (30) days before said meeting.

Section 2. **General Membership Meeting.** General meetings of the Chamber of Commerce may be called by the President of the Board of Directors at any time, or upon petition in writing of any fifty (50) members in good standing. Notice of special meetings shall be mailed, e mailed or faxed to each member at least ten (10) days prior to such meetings.

Section 3. **Board of Directors Meetings.** Regular meetings of the Board of Directors shall be held a minimum of nine (9) times per year with special meetings to be held at the call of the President, at times and places to be designated by the Board. Special Board meetings may be called by the President of the Board or by written application of five (5) members of the Board. There will be no meeting of the Board in the month of December unless called for by the majority of the Board.

Notice of special meetings, including the purpose of the meeting, shall be given to each Director at least five (5) days prior to said meeting.

Section 3.1 **Members Attending Board of Directors Meeting** – Any member, in good standing (current membership paid in full) shall have the ability to attend a Board meeting. However, the member is to notify the Executive Director of the Chamber 72 hrs. prior to the meeting stating the reason for attending. If they have a question they want to personally bring before the Board it is to be submitted to the Executive Director, in writing, signed, and dated by the Chamber member. The Executive Director will notify all Board of Directors, no later than 48 hours prior to the Board meeting either by fax, email, or phone with the member’s name and question if applicable. A maximum of 15 minutes will be given to any member to appear before The Board.

Section 3.2 **Executive Session** - The President of the Chamber, may at his/her discretion request an Executive Session which will be conducted immediately after the regularly scheduled meeting, if such time allows. The Executive Session minutes will be separate from the regular Board of Directors monthly meeting minutes.

Section 3.3 **Special Meetings of the Board of Directors** – Special meetings of the Board of Directors may be called by a Director provided the reason for the meeting is submitted in writing, dated, and signed by the Board member and the meeting place stated, 72 hours prior to the requested date and time.

Notification to each Board member is either by fax, regular mail, or email. A majority of the Board, after review of the reason for the special meeting, must agree that the issue warrants a special meeting.

Section 3.4 **Media Attendance at Board of Directors Meetings** - The media, upon 72 hours notification to the Executive Director, may attend Board of Directors meetings. The media may not sit in on any discussion pertaining to the Chamber’s finances, financial review, personal, individual Board members or Chamber members and/or the membership in its entirety. However, no member of the media may report or communicate any information that was discussed at the meeting. The Southern Wayne Regional Chamber of Commerce, if it deems appropriate, will prepare a news release for distribution to the media.

Section 4. **Committee Meetings.** Committee meetings may be called at any time by the President of the Board or by the respective committee chairperson. Notice shall be given to each member at least five (5) days prior to the meeting.

Section 5. The by-laws shall be reviewed at least once every two years at a meeting called by the President. A by-law committee will be formed by the President and that committee shall organize, discuss, and present any changes at the meeting.

Section 6. **Quorums.**

**6.1 Membership Meetings.** At all general membership meetings, a majority of members in good standing, shall constitute a quorum.

**6.2 Board of Directors Meetings.** The majority shall constitute a quorum of the Board of Directors.

**6.3 Committee Meetings.** At Committee meetings, a majority of committee members shall constitute a quorum, except when a committee consists of more than nine (9) members, five (5) shall constitute a quorum.

## ARTICLE IX – FINANCES

Section 1. **Funds.** All monies paid to the Chamber shall be placed in a general operating fund, except such funds as may be otherwise designated by the Board of Directors.

Section 2. **Disbursement.** The President is authorized to make disbursements up to five hundred (\$500.00) dollars for emergency purposes or general operating expenses without additional approval of the Board of Directors. Disbursements shall be by check.

Section 3. **Fiscal Year.** The fiscal year of the Chamber shall operate on a calendar year and shall close on December 31 of the current year.

Section 4. **Budget.** The President, in conjunction with the Executive Committee or a budget committee, shall compile a budget for the coming year and submit it to the Board of Directors for approval at the November meeting.

Section 5. **Annual Audit.** The accounts of the Chamber shall be audited quarterly by the Finance Committee. The audit shall be available for inspection (with reasonable 24 hour notice to the Secretary of the Chamber) to chamber members, in good standing, within the offices of the Chamber.

Section 6. **Bonding.** The President and such other Officers and staff as the Board may designate, at the Chamber's expense, may be bonded by a sufficient fidelity bond in an amount set by the Board.

## ARTICLE X – INDEMNIFICATION

Section 1. **Personal Liability of Directors.** A Director of the Corporation shall not be

Personally liable, as such for monetary damages for any action taken, for failure To take action, unless (a) the Director has breached or failed to perform the Duties of his/her office under title 42PA. Consolidated Statutes Section 8363 (relating to Standard of Care and Justifiable Reliance), and (b) the breach or failure to perform constitutes self-dealing, willful misconduct, or recklessness. The provision of this Section shall not apply to the responsibility or liability of a Director pursuant to any criminal stature or the liability of a Director for the payment of taxes pursuant to local, state, or federal law. Any repeal or modification of this Section by the Board of Directors of the Corporation shall be prospective only, and shall not affect, to the detriment of any Director, any limitation on the personal liability of a Director of the existing at the time of such repeal or modification.

Section 2. **Indemnification of Directors and Officers.** The Corporation shall indemnify any Director of Officer of the corporation who was, or is a party or is threatened to be made a party to any threatened, pending or competed action, suit or other proceeding, if such person is (a) Director or Officer of the Corporation, or (b) was serving in the capacity of Director or Officer, at the request of the Corporation. Such indemnification shall be against all expenses (including attorney's fees), monetary penalties and damages, (including settlements arising from such action), unless (1) the behavior which gave rise to such action is deemed by the Board to constitute self-dealing, applicable laws expressly prohibit such indemnification.

Section 3. **Payment of Indemnification.** A Director or Officer entitled to indemnification under these Sections or the By-Laws, shall submit to the Secretary a written request for such indemnification within (30) days of receiving notice of legal action being brought against him/her. A Director or Officer whom the Board deems to be entitled to indemnification under these Sections shall be indemnified within thirty (30) days of the Board's receipt of his or her written request.

Section 4. **Proceedings Initiated by Indemnified Individuals.** Unless specifically authorized by the Resolution of the Board of Directors of the Corporarion and directed to do so, a Director or Officer who initiates legal action shall not be indemnified by the Corporation.

Section 5. **Insurance.** The Board of Directors shall have the power to purchase, satisfy and maintain at the Corporation's expense, insurance on behalf of the Corporation and on behalf of others to the extent that power to do so has been or may be granted by the statute to insure the obligations provided herein or otherwise.

Section 6. **Indemnification not Exclusive.** The foregoing indemnification shall not be deemed exclusive of any other both as to action in one's official capacity and as to action in another capacity while holding such office and shall inure to the benefit of the heirs, executors and administrators of any such person.

## ARTICLE XI – DISSOLUTION

The Chamber shall use its funds only to accomplish the objectives and purpose(s) specified in these By-Laws, and no part of said funds shall inure, or be distributed to 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.

## ARTICLE XII – PARLIAMENTARY PROCEDURES

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 consistent with the Charter or By-Laws of the Chamber.

## ARTICLE XIII – AMENDMENTS

These By-Laws may be amended or altered by two-thirds (2/3) vote of the Board of Directors. Any proposed amendment or alterations shall be submitted by a Director of the Chamber, to the Board in writing, at least three (3) weeks before the meeting at which they are to be acted upon. The By-Laws will be reviewed every 2 years by the By-Laws Committee.

The above By-Laws have been duly approved at a Board of Directors meeting of the Southern Wayne Regional Chamber of Commerce on the 10th day of June 2009.

\_\_\_\_\_  
President

Attest:

(Corporate Seal)

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Secretary

