

# Southwest Harbor & Tremont Chamber of Commerce

## BYLAWS

Approved 9/13/2012

### ARTICLE I. **Mission Statement**

The Southwest Harbor & Tremont Chamber of Commerce seeks to promote a vibrant economic community by attracting visitors and connecting them to local businesses. The Chamber is also a place for business owners to meet and work on local issues where the co-operation of the larger group is useful to accomplish goals that singly, businesses cannot achieve on their own. In addition, the Chamber contributes to the larger community by supporting worthwhile events.

### ARTICLE II. **Definitions**

In these bylaws:

- *Chamber* means the Southwest Harbor & Tremont Chamber of Commerce.
- *Board* means the Board of Directors for the Chamber.
- *Director* means a member of the Board.
- *Annual Meeting* means the annual meeting of the full Chamber membership.
- *Written notification* means either printed matter delivered by U.S. mail or electronic matter delivered by email.

### ARTICLE III. **Administration**

#### SECTION A. **Offices**

The principal office of the Chamber shall be either in the Town of Southwest Harbor or the Town of Tremont, in Hancock County Maine. The Chamber may have other offices as the Board may determine.

#### SECTION B. **Fiscal Year**

The fiscal year shall run from January 1 through December 31.

#### SECTION C. **Executive Director**

The position of Executive Director may be appointed by the Board with duties, terms of employment, and compensation determined by the Board.

#### SECTION D. **Secretary**

The position of Secretary may be appointed by the Board. The primary duty of the Secretary is to keep minutes of Board meetings and Member meetings. At a minimum, meeting minutes should include the time and location of the meeting,

who was present, what actions were taken, and for Board meetings, who was absent and who was excused.

#### ARTICLE IV. **Membership**

##### SECTION A. Eligibility

Any individual, partnership or corporation may become a member of the Chamber, regardless of home address.

##### SECTION B. Voting Rights

Each Member may cast one vote on each matter submitted for approval by the membership.

##### SECTION C. Dues

The annual dues for membership shall be set by the Board in consultation with the Executive Director.

##### SECTION D. Contact Information

Each Member shall inform the Chamber of their current address. For the purpose of written notification, the Chamber shall have fulfilled its obligation by sending the notification to the latest address, either physical or electronic, provided by the Member.

##### SECTION E. Termination

Nonpayment of dues or other fees shall result in termination of Membership. Serious misconduct affecting the Chamber may result in termination of Membership after an appropriate hearing at a regularly scheduled Board meeting. Any Member being considered for termination shall receive written notification of the hearing at least five days prior to the hearing.

##### SECTION F. Resignation

Any Member may resign from the Chamber by sending written notification of the resignation to the Chamber. Resignation shall not relieve the Member of the obligation to pay any accrued dues or other fees. Resignation shall not obligate the Chamber to refund any portion of the Member's paid dues or other fees.

#### ARTICLE V. **Member Meetings**

##### SECTION A. Annual Meeting

A meeting of the membership shall be held each year for the purpose of electing directors and for the transaction of other business that requires full membership approval. The exact date and location of the meeting shall be fixed by the Board.

##### SECTION B. Special Meetings

A special meeting of the membership may be called by the President, any two Directors, or by not less than ten percent of the current voting membership.

##### SECTION C. Notice of Meetings

Written notification of a meeting, stating the purpose of the meeting, the location, the date and time shall be delivered to each Member not less than five nor more than thirty days prior to the meeting.

#### SECTION D. Quorum

Ten percent of the voting membership shall constitute a quorum at any Member meeting. If a quorum is not present at any such meeting, a majority of the Members present may adjourn the meeting to another designated time and location.

#### SECTION E. Proxies

A Member entitled to vote at any meeting may vote by dated proxy executed in writing, signed by the Member and delivered to a Director before the meeting. No proxy shall be voted after thirty days from the date of its execution.

### ARTICLE VI. **Board of Directors**

#### SECTION A. General Powers

The affairs of the Chamber shall be managed by the Board of Directors.

#### SECTION B. Number, Tenure, and Qualifications

The Board shall consist of up to thirteen directors, each of whom must be a voting member of the Chamber. Each Director shall hold office from the time of election until the next Annual Meeting. Directors shall be elected by the membership at the Annual Meeting. In the event of a vacancy, a Director may be elected by majority vote of the Board.

#### SECTION C. Regular Meetings

The Board shall meet on a regular basis at least six times per year. The first regular meeting following the Annual Meeting shall take place no later than thirty days after the Annual Meeting.

#### SECTION D. Special Meetings

A special meeting of the Board may be called at the request of the Executive Director or any two Directors.

#### SECTION E. Notice of Meetings

Written notification of any meeting of the Board shall be given at least five days prior to the meeting. The notice shall include the agenda of the meeting.

#### SECTION F. Quorum

A majority of the currently serving Directors shall constitute a quorum for the transaction of business at any meeting. If less than a majority of the Directors is present at a meeting, the Directors present may discuss all business outlined in the published agenda, however no votes binding on the Chamber shall be taken.

#### SECTION G. Electronic Attendance

Directors who cannot be present physically at a meeting may participate electronically with prior approval of the President.

#### SECTION H. Termination

If a Director misses more than two meetings within a year without being excused by the President, then the Director may be removed from the Board by majority vote of the Board.

**SECTION I. Resignation**

Any Director may resign by sending written notification to the President.

**SECTION J. Committees**

The Board may create committees of Members to act in an advisory capacity to the Board. Prospective committee members may be recommended by the Executive Director or by Directors and shall be appointed by the President.

**ARTICLE VII. Officers**

**SECTION A. Election of Officers**

The officers of the Chamber shall be a President, a Vice-President and a Treasurer. The officers shall be members of the Board elected by the Board at the first regular Board meeting following the Annual Meeting

**SECTION B. Removal**

Any officer may be removed by majority vote of the Board.

**SECTION C. Vacancy**

A vacancy in any office may be filled by majority vote of the Board.

**SECTION D. President**

The President shall supervise and control the business and affairs of the Chamber. He or she shall preside at all meetings of the general membership and at all Board meetings. He or she shall be an ex-officio member of all Board committees.

**SECTION E. Vice President**

In the absence of the President or in the event of his or her inability or refusal to act, the Vice President shall perform the duties of the President and when doing so, shall have all the powers of, and be subject to all restrictions upon the President. The Vice President shall perform other duties as may be assigned to him or her by the President.

**SECTION F. Treasurer**

The Treasurer shall have charge of and be responsible for all funds and securities of the Chamber. In addition he or she shall perform other duties that may be assigned by the President.

**SECTION G. Bonding**

The officers and employees of the Chamber shall be bonded at the expense of the Chamber in such amount as the Board may provide or the law requires.

**ARTICLE VIII. Amendment of Bylaws**

These bylaws may be approved, amended, altered or replaced and new bylaws adopted by a two-thirds vote of the quorum present at the Annual Meeting or a Special meeting of the membership. The proposed changes must accompany the written notification of the meeting.