

CANTON CHAMBER OF COMMERCE BY LAWS

ARTICLE I

GENERAL

Section 1 **Name.** This organization is incorporated under the laws of the State of Connecticut and shall be known as the Canton Chamber of Commerce Incorporated.

ARTICLE II

PURPOSE AND SUPPORT

Section 1 **Purpose.** The purpose of this organization shall be to advance the economic civic, cultural and social interests of the business community in Canton, Connecticut.

Section 2 **Non Profit.** The organization shall not be conducted for gain or profit, but shall be supported and maintained by the contributions, endowments, dues and assessments of members.

Section 3 **Limitation of Methods.** The Canton Chamber of Commerce shall observe all local, state and federal laws that apply to a non-profit organization as defined in section 501(c)(6) of the Internal Revenue Code.

ARTICLE III

MEMBERSHIP

Section 1 **Membership.** There shall be established two (2) forms of membership.

A. **Regular Membership.** Any person, firm, partnership, association, corporation or other entity subscribing to the objects and purposes of the organization that conducts business shall be eligible for regular membership. Regular members shall be entitled to vote on matters, and to serve as officers and directors in accordance with the provisions set forth in these bylaws.

B. **Associate membership.** Any person or non-profit entity subscribing to the objects and purposes of the organization, but whom or which does not conduct business shall be eligible for associate membership. Associate members shall not be entitled to vote or to serve as an officer and/or a director, but may serve on any

committee or subcommittee established pursuant to these bylaws, unless these bylaws prescribe that members of such committee or subcommittee shall be regular members.

Section 2 **Dues.** The board of directors shall prescribe the dues of regular and associate memberships. Dues shall be payable annually in advance.

Section 3 **Application and Election of Members.** All applications for memberships shall be in writing on forms provided for that purpose and signed by the applicant. Election of all members shall be by the board of directors, taking into account the recommendations of the membership committee, if there be such a committee. An applicant so elected shall become and remain a member upon payment of dues, subject to Section 4.

Section 4 **Expulsion/Suspension** The board of directors may, by a two-thirds vote, suspend or revoke the privileges of membership as a result of any member's failure to pay dues or other charges 90 days after due date or for conduct unbecoming a member.

ARTICLE IV

DIRECTORS AND OFFICERS

Section 1 **Directors.** The government of the Chamber, the general policies controlling its work, and the control of its property shall be vested in the board of directors which shall consist of nine (9) regular members elected by the regular membership plus duly elected officers named in Section 2 below and the immediate past president. Directors shall be elected at annual meetings to serve for three-year terms except as may be necessary to fill un-expired terms of any previously elected directors who have ceased to serve.

Section 2 **Officers.**

A. The officers shall be a president, vice president(s), a secretary, a treasurer, the immediate past president, and such other officers as the board of directors may determine. The president, the vice president(s), the secretary, and the treasurer and any other officer shall be regular members and shall be elected by the board of directors.

B. The position of executive director may be established by the board of directors at a salary and pursuant to such terms and conditions as the board of directors may deem appropriate. If established and filled, the executive director shall serve as an ad hoc, nonvoting member of the board of directors.

C. The officers shall hold office for two years and until their successors are chosen and qualify in their stead. No director who has been elected by the membership for a full term of three (3) years shall be eligible for re-election until one (1) year following the expiration of his most recent term of office.

D. Regular members and duly authorized representatives of firms, corporations or other entities which are regular members shall be eligible as directors or other officers, provided that not more than one representative of any firm, corporation, or other entity shall be a director or other officer at the same time.

Section 3 Executive Committee. There may be an executive committee, which shall consist of the officers and two directors who shall be appointed by the board of directors. The executive director shall serve as an ad hoc, nonvoting member of the executive committee.

Section 4 Committees.

A. The president shall annually appoint a nominating committee at least sixty (60) days before the date of the annual meeting. The committee shall consist of a minimum of five (5) regular members, not more than two (2) of whom shall be members of the then existing board of directors.

B. Subject to approval of the board of director, the president shall appoint committees, as the board from time to time deems proper. It shall be the function of all committees to investigate and make recommendations to the board of directors or the executive committee. No committee shall represent the Chamber in favor of, or in opposition to any project or matter without authorization of the board of directors. The president shall appoint the chairman of any committee appointed hereby, and any chairman may establish subcommittees not inconsistent with the provisions of these bylaws.

Section 5 Appointment of Agents and Employees. The board of directors may also appoint or hire such other agents and employees, other than those named above, as shall be deemed necessary for the transaction of the business of the organization. The person or persons so appointed or hired shall serve at the pleasure of the board of directors, and shall perform such duties and possess such powers not inconsistent with these bylaws as may be prescribed by the board of directors.

Section 6 Resignations and Removals. Any officer may resign from the board of directors by giving notice to the president or executive director that shall take effect at such time as may be specified. The regular members may at a special meeting called for the purpose remove any director and choose a successor. The directors may, at a meeting

duly called for that purpose, remove any officer chosen by them for reason sufficient in their discretion.

Section 7 **Vacancies.** The board of directors at a regular or special meeting may fill every vacancy occurring in the board of directors and in any other office, and the person chosen to fill such a vacancy shall hold office for the balance of the unexpired term.

ARTICLE V

POWERS AND DUTIES OF OFFICERS AND COMMITTEES

Section 1 **Directors.** The directors shall have the general management and control of the business, property and affairs of the organization, with all that could be exercised by the regular members, except so far as limited by the vote of the regular members, by these by laws. The directors shall have power to transact the business of the organization and to do and perform all things within the scope of the organization's purposes which they deem necessary, advisable or convenient. The board of directors may delegate all or any part of the above power or authority, or that given to them by any other section of these by laws, to the executive director, or to any committee, officer, agent, or employee from time to time. They shall elect the officers of the organization and shall create and appoint such committees as in their judgment and discretion are necessary in connection with the carrying out of the purposes of the Chamber.

Section 2 **Executive Committee.** Subject to the provisions of these bylaws, The executive committee shall have power to exercise and perform all the powers and function of the board of directors under these by laws, when the board is not in session, subject at all times to the rights and powers of the board. The executive committee may meet at any time upon notice by the president or by the executive director or any two (2) members thereof to the others. It shall have the power to act by and through majority of its members and may do so without being formally convened. It shall keep records of its doings in books belonging to the organization. It shall report and be responsible to the board of directors.

Section 3 **Duties of Officers.**

- A. **President.** The president shall:
- (i) serve as the chief elected officer of the Chamber of commerce and shall preside at all meetings of the membership, board of directors and executive committee.

 - (ii) with the advice and counsel of the executive director, assign vice presidents to responsibilities, subject to board of director's approval.

 - (iii) with advice and counsel of vice president and the executive director, determine all committees, select all committee chairmen, assist in the

selection of committee personnel, subject to approval of the board of directors.

(iv) in the event of a vacancy in the office of the executive director, perform all duties of the executive director enumerated in these bylaws.

B. Executive Director. The executive director shall be the chief administrative and executive officer. The executive director shall :

(i) serve as secretary to the board of directors, and cause to be prepared notices, agendas and minutes of meetings of the board.

(ii) serve as advisor to the president and to the board and to various committees on program planning, and shall assemble information and data and cause to be prepared special reports as directed by the president and the board.

(iii) be an ad hoc, nonvoting member of the board of directors, the executive committee and all other committees.

(iv) be responsible, with assistance of the president, for administration and implementation of the programs and policies established by the board of directors.

(v) be responsible for hiring, discharging, directing and supervising all employees, subject to approval from the board of directors.

(vi) be responsible, with the cooperation of the board and the budget committee (if any), for the preparation of an operating budget covering all activities of the Chamber, subject to approval of the board of directors. The executive director shall also be responsible for all expenditures within approved budget allocations.

C. Vice President. The vice president shall in the absence or disability of the president perform such other duties as may be directed by the board of directors. The vice president shall serve without salary.

D. Secretary. The secretary shall keep a record of all meetings of the Chamber membership, the board of directors, the executive committee and other committees appointed by the board of directors. The secretary shall serve without salary.

E. **Treasurer.** The treasurer shall be responsible for the collection, deposit and accounting of all moneys and shall furnish the president, the executive director and the executive committee of the Chamber with a statement showing the condition of the Chamber's finances at such times as shall be specified by the executive committee. The treasurer shall serve without salary.

Section 4 **Nominating Committee.** The nominating committee shall make nominations for the board of directors and shall nominate all other officers to be elected, and shall cause its list of nominees for directors to be sent to each regular member at least ten (10) days before the annual meeting. The committee shall also submit to the incoming board of directors at its organization meeting nominations for the officers for the ensuing year. In making nominations to the board of directors, the committee shall take into consideration the principal business and professional occupations represented in the membership to the end that such groups shall be fairly represented on the board of directors.

Section 5 **Authorization.** No person or group of persons shall, in any way or by any device, incur indebtedness on behalf of the Chamber or authorize or make expenditures, appropriations, allocations, or other disposition of the Chamber's assets, funds or money, except as may be duly authorized by the executive director, the executive committee or the board of directors.

Section 6 **Indemnification.** The Chamber may, by resolution of the board of directors, provide for indemnification by the Chamber of any and all current or former officers, directors and employees 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 officers, directors or employees of the Chamber, except in relation to matter as to which such individuals shall be adjudged in such action, suit or proceeding to be liable for gross negligence or willful 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.

Section 7 **Vacancies.** A member of the board of directors who shall be absent from three (3) consecutive regular meetings of the board of directors may be dropped from membership on the board unless confined by illness or other absence approved by majority vote of those voting at any meeting thereof. Vacancies on the board of directors or among the officers shall be filled by the board of directors by a majority vote.

Section 8 **Policy and Procedures.** The board of directors is responsible for establishing procedure and formulating policy of the Chamber.

ARTICLE VI

MEETING OF MEMBERS

Section 1 **Annual Meetings.** The annual meeting of members of the Canton Chamber of Commerce shall be held prior to the end of the fiscal year at such time and place as the president may appoint.

Section 2 **Business.** At the annual meeting, the directors shall be elected. At any such annual meeting, if at least twenty-five (25) regular members are present, any other business deemed proper may be transacted.

Section 3 **Special Meetings.** Special meetings of the regular members for any other purpose than those outlined above may be called by the president or secretary at the request of a majority of the board of directors, or at the request in writing of twenty percent of the regular members. The business transacted at all such special meetings shall be confined to the objects in the call. At least twenty-five (25) regular members shall constitute a quorum at any such special meeting.

Section 4 **Notice.** Written notice of the regular annual meeting and of each special meeting of the regular members may be sent by mail by the executive director, addressed to each member at his address as it appears on the records of the Chamber and such notice shall, as to each meeting, be mailed at least (5) days before the day of the meeting. No regular annual meeting of the members shall be invalid by reason solely of failure to set in the notice the business to be transacted thereat. As to each special meeting, the statement of business transacted shall be a necessary part of the notice and no business shall be transacted at any called special meeting other than that stated in the notice.

Section 5 **Voting, Proxies, Quorum, Adjournment.** At all meetings of the members of the Chamber, each regular member shall be entitled to cast one vote on any question. At least twenty-five (25) regular members constitutes a quorum for transaction of business, except as otherwise provided by law and without such quorum present no business shall be done except to adjourn without date. At any meeting so adjourned at which a quorum shall be present any business may be transacted which could have been transacted at the original time and place. Associate members shall not be entitled to vote on any matter at any time.

ARTICLE VII

MEETINGS OF DIRECTORS

Section 1 **Annual Meeting.**

A. The annual meeting of the directors shall be held on the same day of the regular annual meeting of members, but may be at such other place as the president shall appoint.

B. At the annual meeting the directors shall by a majority vote elect officers and may at their discretion appoint agents, committee or employees.

Section 2 **Special Meetings.** Special meetings of the board of directors may be called by the president or secretary at any time. Special meetings of the board of directors shall be called by the president or secretary at the request of not fewer than four (4) directors. Written notice of each special meeting of the board of directors may be sent to each director at his address as it appears on the records of the Chamber or by electronic mail at such directors' email address as it appears on the records of the Chamber and such notice shall, as to each meeting, be mailed or emailed at least (3) days before the day of the meeting. As to each special meeting, the statement of business transacted shall be a necessary part of the notice and no business shall be transacted at any called special meeting other than that stated in the notice. This notice provision may be waived by a majority of the directors participating in such meeting.

Section 3 **Quorum.** At all meetings of directors, each director present shall be entitled to one vote on any question. Five (5) of the directors shall be necessary to make a quorum, and without a quorum present, no business shall be transacted except to adjourn to a subsequent date. At any meeting so adjourned at which there shall be a quorum present any business may be transacted which could have been transacted at the original meeting.

Section 4. **Electronic Notice and Voting.** Any special meeting may be called as set forth in Section 3 of this Article VII by electronic mail notice to all directors, and subject to the quorum requirements set forth herein, the board of directors may vote by electronic mail.

ARTICLE VIII

COMMITTEES AND DIVISIONS

Section 1 **Appointment and Authority.** The president, by and with the approval of the board of directors, shall appoint all committees and committee chairmen. The president may appoint such ad hoc committees and their chairmen as deemed necessary to carry out the program of the Chamber. Committee appointments shall be at the will and pleasure of the president and shall serve concurrent with the term of the appointing president, unless the board of directors approves a different term.

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

Section 2 **Limitation of Authority.** 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.

Section 3 **Discharge of Committees.** The president shall discharge committees 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. No action or resolution of any kind shall be taken by divisions, bureaus, departments, councils, or subsidiary corporations which action shall impact upon or cause any expense to be borne by the Chamber, unless approved by the board of directors.

Section 4 **Testimony.** Once committee action has been approved by the board of directors, it shall be incumbent upon the committee chairmen or, in their absence, whom they designate as being familiar enough with the issue, to give testimony to, or make presentations before, civic and governmental agencies.

Section 5 **Divisions.** The board of directors may create such divisions, bureaus, departments, councils or subsidiary corporations, as it deems advisable to handle the work of the Chamber. The board shall authorize and define the powers and duties of all divisions, bureaus, departments, councils, and subsidiary corporations. 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.

ARTICLE IX

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 will be placed in a reserve account.

Section 2 **Disbursements.** Upon approval of the budget, the executive director 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 of the Chamber closes on December 31st.

Section 4 **Budget.** As soon as possible after election of the new board of directors and

officers, the executive committee (or budget committee if preferred) shall adopt the budget for the coming year and submit it to the board of directors for approval.

Section 5 **Recordkeeping and Audit.** The accounts of the Chamber shall be maintained in accordance with generally accepted accounting practices consistently applied. The Chamber shall conduct, or cause to be conducted, an annual review of its finances. Any such review and any audit shall be available to members for inspection and review within the offices of the Chamber.

ARTICLE X

AMENDMENTS

These bylaws may be amended or altered by a two-thirds (2/3) vote of the board of directors, or by a majority of the members at any regular or special meeting, providing the notice for meeting includes the proposals for amendments. Any proposed amendments or alterations shall be submitted to the board of the members in writing, at least ten (10) days in advance of the meeting at which they are to acted upon.

ARTICLE XI

PARLIAMENTARY AUTHORITY

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

ARTICLE XII

DISSOLUTION

The Chamber shall use its funds only to accomplish the objectives and purposes specified in these bylaws, and no part of said funds shall insure, or be distributed, 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).

(Adopted by the
Canton Chamber of Commerce November 9, 2004,
Revised August 12, 2008.)