

**THE BELFAST AREA CHAMBER OF COMMERCE  
AN ASSOCIATION OF PROFESSIONAL AND BUSINESS FIRMS  
PO BOX 58  
BELFAST, ME 04915**

**BY-LAWS  
2019 REVISION**

**ARTICLE I  
NAME**

The name of this non-profit organization shall be the BELFAST AREA CHAMBER OF COMMERCE (sometimes referred to herein as the “Corporation” of the “Chamber.”)

**ARTICLE II  
OFFICES**

**Section 1.** The principal office for the transaction of the business of the corporation shall be located in the State of Maine and Waldo County at the location selected from time to time by the Board of Directors.

**Section 2.** The Board of Directors may at any time establish branch or subordinate offices/visitor’s centers at any place or places, within or without the State of Maine and Waldo County.

**ARTICLE III  
MISSION**

The Belfast Area Chamber of Commerce promotes a dynamic economy and strong communities through economic development, business advocacy and member services for greater Waldo County.

**ARTICLE IV  
PURPOSE & OBJECTIVES**

The purposes and objectives of the Belfast Area Chamber of Commerce are to stimulate, promote, advance and perpetuate the professional, business, commercial, manufacturing and economic interests of the Belfast area; to provide cultural interests to the total welfare of the aforementioned area; to establish a body of recognized authority to deal with matters of interest of its members, the community in which they live, and the general public, permanent and transient; and to do acts and possess all rights and powers as may be incidental, proper, related, necessary, convenient or ancillary to the conduct of the organization, not inconsistent with or prohibited by the laws of the State of Maine.

This Corporation shall have all the powers, rights and duties normally incident to such non-profit corporations and all other rights granted to non-profits corporations organized under Title 13-B Maine Revised Statutes, as limited by Section 501(c) of the Internal Revenue Code of 1986, as amended.

## ARTICLE V ANTI-DISCRIMINATION

The Belfast Area Chamber of Commerce, and its Board of Directors, affirms that the organization will not discriminate against individuals because of race, gender, age, color, creed, sexual orientation or national origin.

## ARTICLE VI MEMBERSHIP

### **Section 1: Eligibility**

Any person, association, corporation, partnership, or estate having an interest in the objectives of the organization shall be eligible for membership.

### **Section 2: Selection**

Applications for new membership shall be made in writing, addressed to the Belfast Area Chamber of Commerce. Membership shall consist of active businesses, both commercial and professional. The membership fee, (based on a structure approved by a majority of the Board) shall accompany each application.

Selection of members shall be by the Executive Director and given to the board of directors at the next full board meeting. Any applicant so selected shall become a member upon payment of the regularly scheduled investment as provided in Article VI, Section 3

**Section 3.** Members shall be obligated to pay annual membership dues, and membership shall commence or continue upon payment of membership dues. All dues shall be payable annually and shall be considered delinquent after 30 days from due date.

### **Section 4.** Termination (resignation, expulsion, and delinquency)

(1) Any member may resign from the chamber upon written request to the board of directors;

(2) any member may be expelled by the board of directors by a majority vote for nonpayment of dues 30 days after receiving a notice for payment unless otherwise extended for good cause.

The Board of Directors may agree to a payment plan for membership dues in arrears. The payment plan might also include a monthly automatic payment or withdrawal from the member's bank account.

If there is no remedy, the member may be expelled by majority vote of the Board of Directors present. If a member is so expelled, application for membership reinstatement may be considered after one (1) year from expulsion.

Any member may be expelled by a majority vote of the board of directors, at a regularly scheduled meeting thereof, for conduct unbecoming a member or prejudicial to aims or repute of the chamber, after a thirty (30) day notice and an opportunity for a hearing is afforded the member complained against.

**Section 5.** Upon the sale of a member business and where, after the sale, the business continues to operate under the same name and, in the opinion of the Board of Directors, in the same manner as before the sale, membership may be transferred to the new owner by agreement of the parties. No

other agreement as to continuation of transfer of membership shall be binding upon the Chamber unless the Board consents.

**Meetings:**

**Section 1.** An annual meeting of the members shall be held once each fiscal year.

The time and place shall be fixed by the board of directors and notice thereof mailed to each member at least ten (10) days prior to the date set.

**Section 2:** Additional Meetings (general membership)

General meetings of the chamber may be called by the chair of the board at any time, or upon petition in writing of 20 members: notice of special meetings shall be mailed or emailed to each member at least 10 days prior to such meetings.

## **ARTICLE VII MANAGEMENT & BOARD OF DIRECTORS**

The management of the Belfast Area Chamber of Commerce shall be vested in the Board of Directors.

### **BOARD OF DIRECTORS**

**Section 1.** The Board of Directors shall consist of not less than ten (10) and no more than fifteen (15) Directors: each of whom shall be a member of the Belfast Area Chamber of Commerce in good standing. The Board is responsible for managing, establishing procedures and formulating policy for the Corporation. The Board is also responsible for adopting all policies that shall be maintained in a Policy Manual to be reviewed annually and revised as necessary.

**Section 2.** Elected Directors are expected to commit to a three (3) year term and serve no more than six (6) consecutive years from their anniversary date unless agreed upon by majority vote. Should an early vacated seat be filled, the Director leaving may communicate a recommendation for replacement from current employer/member that will be reviewed and discussed by the Board of Directors utilizing current application process and skill gaps within the Board of Directors for potential replacement. The replacement Director recommendation is not guaranteed a seat and/or approval.

**Section 3.** Any new/potential Director can be recommended by the remaining/existing Directors, self-nominated and/or recommended by other members of the Chamber and shall be required to attend a regularly scheduled Board Meeting and/or Committee Meeting and meet directly with the Executive Director and President of the Board of Directors. Once completed the potential Director should submit their written letter of intent and applicable skills to the Board of Directors for majority vote.

**Section 4.** Eligibility for the Board of Directors shall be limited to members, or an employee of a business member. No more than one (1) person presenting a member business shall be eligible to serve on the Board of Directors at any one time.

**Section 5. Election of a new Director** may be completed at any scheduled Board Meeting in a closed session. The Board shall also elect and/or confirm by the last scheduled board meeting of the current year the officer positions of President, Vice-President, Secretary, and Treasurer from among the Directors of the ensuing year.

**Section 6.** Any Director may be expelled from the Corporation for conduct unbecoming a Director/Member or prejudicial to the purpose of the Corporation by a vote of the present Board of Directors, after thirty (30) day notice and an opportunity for a hearing before the Board of Directors. Vote shall be made either in public or secret ballot form.

Determination of inappropriate conduct and/or due cause as reason for the removal from office shall be determined by the Board of Directors.

## **COMMITTEES**

**Section 1.** There shall be an Executive Committee consisting of the President, Vice President, Secretary, and Treasurer. In addition, the Executive Director shall be an ex-officio, non-voting member of the Executive Committee.

The Executive Committee shall have the authority to act for the full Board on matters of an urgent nature that requires action on an interim basis between monthly Board of Directors' meetings, except as limited by law or by any resolution adopted by the Board of Directors, provided however, the Executive Committee shall not have the power to adopt the Corporation's budget, to take any action that is contrary to, or a substantial departure from any direction established by the Board of Directors, to amend the By-Laws or Articles of Incorporation, to adopt a plan of merger or consolidation, to sell or dispose of substantially all of the property or assets of the Corporation, or to voluntarily dissolve the Corporation.

Members of the Executive Committee may be removed from membership on such committee, with or without cause, by resolution adopted by the Board of Directors.

The Executive Committee shall meet as requested by the President. Notice of the time and place of meetings shall be given to each Director with not less than a twenty-four (24) hour notice. Minutes of Executive Committee meetings should be published within 5 business days of the meeting.

Three (3) voting members of the Executive Committee must be present to constitute a quorum for the transaction of business. The President shall act as chair of the Executive Committee. The Executive Committee shall also serve as a Grievance Committee that may consider all matters referred to it by the Board of Directors or the Executive Director.

In the result of a tie vote amongst the members of the Executive Committee, the Committee will seek a tie-breaking vote from the Board of Directors in a majority vote via email or scheduled meeting as applicable based on the topic and confidentiality.

**Section 2.** A Finance Committee shall be created by the President and chaired by the Treasurer. It shall meet monthly or at such frequency as determined necessary by the Chair. The Finance Committee shall review the financial statements and holdings of the company and assure that proper management is taking place.

**Section 3.**

Other committees may be formed and members assigned by the President as needed. The President may determine the tenure of any committee formed under this Section.

## **Meetings**

**Section 1.** The Board of Directors shall meet at regular intervals at a time at a place to be set by the President. Board Members are expected to attend but, in the event that they are unable to, provide notice in advance of the meeting and secure proxy of duties if applicable. In regard to the absence(s) of a Director in any calendar year, after the second absence, the President shall call this section to the attention of said Director unless advance notice was provided. In the event the Director is absent the third time, without valid excuse, his/her resignation will be determined at the next meeting of the Board of Directors.

Should that Director submit a written or electronic request to continue his/her term on the Board after such a time as the three (3) calendar year absences, it will be up to a majority vote of the Board of Directors as to whether he/she will be allowed to continue their term. A special Board meeting may be requested by that Director to present their position to the Board.

**Section 2.** Directors may participate in a meeting of the Board, or of such committee, as the case may be, by means of conference telephone or similar communication equipment by means of which all persons participating in the meeting can hear each other, and participating in a meeting in a such manner by any member who does not object at the beginning of said meeting to the holding thereof in such a manner shall constitute presence in person at such meeting.

**Section 3.** The proceedings at meetings of the Board are open to membership, unless otherwise directed by the Board. Advance Notice of attendance should be submitted by the member(s) to the Chamber Office to allow the Board to modify the agenda and reserve confidential matters for an executive session.

**Section 4.** Should a Director change employer during their term, as long as the new employer is a current member, they may retain their Director position, provided that no other current Director is representing that employer.

## **ARTICLE VIII OFFICERS/DIRECTORS & DUTIES**

**Section 1. PRESIDENT.** The President shall preside at all Board of Directors and full membership meetings. He/She shall appoint all committees, temporary or permanent. He/She shall present at each Annual Meeting of the Corporation an Annual Report of the work of the Corporation. He/She shall see that all books, reports and certificates required by law are properly kept or filed. He/She shall be one of the officers who may be authorized to sign the checks or drafts of the Corporation. He/She shall have such powers as may be reasonably construed as belonging to the Chief Executive of any corporation.

**Section 2. VICE-PRESIDENT.** The Vice-President shall perform all duties of the President in the absence of the President and shall perform any temporary and/or permanent duties directed by the President and approved by the Board of Directors.

**Section 3. SECRETARY.** It shall be the duty of the Secretary to supervise the keeping of the minutes and records of the Corporation for Membership, Board and Executive Committee meetings, with minutes to be published promptly after the conclusion of the meeting. Minutes of Executive Committee meetings should be published within one (1) week after the meeting. It shall be the Secretary's duty to oversee the filing of any certificate required by any statute, federal, state or local entity and serving notice to members of the Corporation, be the official custodian of the records of the Chamber, present to the Board at any meeting any communication addressed to the Secretary, attend to all correspondence of the Corporation and shall exercise all duties incident to the office of Secretary, or those that may be additionally designated and determined by the Board of Directors. The Secretary shall preside at duly called meetings in the absence of the President and the Vice-President.

**Section 4. TREASURER.** The Treasurer shall oversee the full and accurate accounting of the receipts and disbursements in books belonging to the Corporation; shall oversee the deposits of all monies and other valuable effects in the name of and to the credit of the Corporation in such depositories and/or with such custodians as may from time to time be deemed proper and/or be designated by the Board of Directors; and shall oversee the disbursement of funds of the Corporation as may be ordered by the Board of Directors.

The actual day-to-day handling of such monies including making deposits, paying bills and keeping an accurate record of all transactions shall be the responsibility of the Executive Director or staff as delegated and overseen by the Executive Director. A Contractual Bookkeeper shall reconcile all accounts regularly and report any inconsistencies to the President, Treasurer and Executive Director,, but the Bookkeeper shall not sign any checks.

The Treasurer, upon request of the President or the Board of Directors, shall promptly tender an accounting of all monetary transactions and of the financial condition of the Corporation. The Treasurer shall have such powers and perform such duties additional to the foregoing as the Board of Directors may from time-to-time designate; provide a report at each general meeting; and preside at meetings in the absence of the President, Vice President and Secretary. In the absence of the Treasurer, as well as the aforementioned officers, the Directors present shall choose its moderator to preside at that duly called meeting.

**Section 5. DIRECTORS AT LARGE.** All Chamber Board of Directors will be expected to regularly attend meetings as scheduled, including attending from beginning to end of those meetings. If unable to attend as expected, the same provisions will apply as discussed in Article VI, Section 8, at the discretion of the President.

Directors must actively participate and/or chair at least one of the Chamber committees, attend board retreats, in-service workshops, and other board development activities. They will also be expected to attend and participate in special events as needed.

Obligations of the Directors will include managing, establishing procedures, formulating policy for the Organization, evaluating the Executive Director, monitoring overall finances presented by the Treasurer and/or the Finance Committee, and actively participating in organizational decision-making as necessary.

Section 6. Checks, drafts, notes and other instruments for the payment of money drawn or endorsed in the name of the Corporation shall, unless the Board of Directors votes otherwise, be signed by either the

President, Vice President, Treasurer and/or Executive Director. No checks or other instruments as aforementioned may be signed or endorsed in blank. No monies shall be disbursed for non-budgeted items without the approval of the Board of Directors.

## **ARTICLE IX COMMITTEES**

The President shall have the power to appoint a committee and its Chair at any time. The President and/or Committee Chair may also appoint members in good standing to such committees and appoint replacement or additional members to all committees to fill any vacancies or needs which may arise. The Chair of any committee will have the responsibility of maintaining member attendance and active participation of the committee. That Chair, at the discretion of the President, shall also have authority to remove any such member for just cause and/or as stated in reference to the terms of Director attendance and participation in Article VIII, Section 9.

## **ARTICLE X BUDGET**

The Executive Director, along with members of the Finance Committee, will prepare a draft annual operating budget for the fiscal year for consideration by the final Finance Committee meeting of the fiscal year. The annual operating budget will be balanced, though such balance may be obtained through transfers of surplus funds as appropriate. The Finance Committee will recommend an annual operating budget to the Board for adoption by its first (1<sup>st</sup>) Directors meeting of the fiscal year and shall be available, thereafter, to the Membership at the registered office or principal office of the Organization.

The annual operating budget may be supplemented by a separate budget for any capital campaigns if the capital gifts income and capital disbursements can be reasonably accurately projected as to amount and schedule.

## **ARTICLE XI FISCAL YEAR**

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

## **ARTICLE XII REVISION OF BY-LAWS**

A super-majority vote of 67% of the Board of Directors, including proxies, at any meeting shall be required to enact any By-Laws change.

Notification that By-Laws revisions will be considered at any meeting of the Board of Directors must be made in writing to the entire membership at least 15 days prior to said meeting. Delivery may be made by regular US mail, email or hand delivery. The membership shall be given the opportunity to provide input, either verbally before the Board at said Board meeting or in writing, for the Board's consideration prior to voting on the By-Laws change.

### ARTICLE XIII BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of account; shall keep minutes of the proceedings of its members, Board of Directors and Committees; and shall keep at its registered office or principal office in the State a record of the names and addresses of its members. All books and records of this Corporation may be inspected by any officer, director, member, or his or her agent or attorney for any proper purpose at any reasonable time.

### ARTICLE XIV PROHIBITION AGAINST SHARING IN CORPORATION EARNINGS

**Section 1.** No member, director, officer, employee or person connected with the Corporation, or any other private individual shall receive at any time any of the net earnings of pecuniary profit from the operation of the Corporation; provided, that this shall not prevent the payment of any such person of such reasonable compensation for services rendered to or for the Corporation in effecting any its purposes as shall be fixed by the Board of Directors; and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Corporation, except as permitted herein.

**Section 2.** All members of the Corporation shall be deemed to have expressly consented and agreed that upon dissolution or winding up of the affairs of the Corporation, after all debts have been satisfied, all assets may be distributed by the Board of Directors or by a court of competent jurisdiction upon application of the Board of Directors, exclusively to charitable, scientific, literary, or educational organizations which would then qualify under the provisions of Section 501(c) of the Internal Revenue Code of 1986 and its Regulations as they now exist or as they may hereafter be amended, provided however that Board of Directors shall make application to a court of competent jurisdiction seeking an equitable division of assets of the Belfast Area Chamber of Commerce including, without limitation, with regard to the proceeds of any sale or real estate presently owned by the Belfast Area Chamber of Commerce.

### ARTICLE XV INVESTMENTS

The Corporation shall have the right to invest and reinvest any funds held by it, according to the judgement of the Board of Directors, provided that no action shall be taken by or on behalf of the Corporation if such actions are prohibited by law, or would otherwise result in the loss, or in any manner impair the tax exempt status of the Corporation.

### ARTICLE XVI EXEMPT ACTIVITIES

Notwithstanding any other provision of the By-Laws, no member, director, officer, employee or representative of this corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt under Section 501(c) of the Internal Revenue Code of 1986 and its Regulations as they now exist or as they may hereafter be amended.



**ARTICLE XVII  
FINANCIAL REVIEW**

An independent financial review shall be conducted at the conclusion of the fiscal year or at any other time deemed necessary by the Board of Directors with results reported to the Board of Directors no later than three (3) months after the end of the fiscal year.

**ARTICLE XVIII  
RISK MANAGEMENT INSURANCE**

The Finance Committee, with the assistance of the Executive Director, will oversee all insurance policies of the Chamber to evaluate protection against potential risks to the Chamber, and report annually in January to the Board concerning adequacy of the coverage and recommendations for change. The Board is responsible for ensuring that adequate insurance is carried by the Chamber. The following insurance coverage will be obtained as appropriate: general liability, umbrella liability, property, directors and officers, Worker’s Compensation Insurance, and Unemployment Compensation Insurance as required by law.

2019 By Laws Revision approved by the Chamber Board of Director on this \_\_\_\_ Day of \_\_\_\_\_, 2019

\_\_\_\_\_  
President

\_\_\_\_\_  
Vice President

\_\_\_\_\_  
Secretary

\_\_\_\_\_  
Treasurer