



September 27, 2017

Dear Franklin County Chamber Member,

Please review the following proposed changes to the Franklin County Chamber of Commerce by-laws listed below. Action on these changes will be taken at our Annual Meeting on Wednesday, October 25, 2017 at the University of Maine at Farmington, North Dining Hall.

Proposed by-law changes reflect an adjustment to the maximum number of directors on the Board of Directors from the current maximum of 25 to 20 directors and eliminating the position of Member at Large from the Executive Board Committee. The reason for reducing the number of Board of Directors is to reduce the number of open seats to potentially allow for the chamber to fill all available board of director seats. Eliminating the Member at Large position from the Executive Board Committee is due to this being a non-voting position on the Executive Board and to reduce the unnecessary demand on our director's time.

A copy of the by-laws with these changes will be e-mailed to all chamber members and a printed copy will be available at the annual meeting.

Sincerely,

Penny Meservier
Executive Director

**Franklin County Chamber of Commerce
By-Laws**

Article I

Name

The name of the corporation shall be Franklin County Chamber of Commerce hereinafter to be referred to as the Corporation.

Article II

Purpose & Objectives

Section 1: Purpose of the Corporation

The purpose and objective of the Corporation shall be to promote business and recreational interests in the Franklin County region.

Section 2: Limitations

The Corporation and its activities shall be non-partisan, non-sectional and non-sectarian.

Section 3: Method of Funding

The Corporation shall be "not for profit or financial gain". It shall be supported and maintained by such fundraising efforts, membership fees and assessments as the Board of Directors shall determine necessary to the proper functioning of the Corporation, and by contributions, benefactors and endowments of which the Corporation may be the beneficiary.

Section 4: Fiscal Year

The Board shall set the Fiscal Year of the Corporation.

Article III

Membership & Dues

Section 1: Eligibility

An individual or organization of good standing and interested in furthering the objectives of the Corporation shall be eligible for membership.

Section 2: Classes of Membership

The Corporation shall be composed of as many classes of membership as may be authorized by the Board of Directors.

Section 3: Consideration for Membership

A person or organization desiring to become a member of the Corporation shall file with the Executive Director a written application for membership. This application must be accompanied by a remittance of the appropriate Corporation dues.

Section 4: Membership Rights and Privileges

- A. General** - All members of the Corporation shall have the right to attend all meetings of the Corporation, to engage in deliberations of such meetings, to petition the board and to participate in all programs and activities sponsored by the Corporation.
- B. Voting** - Members in good standing are entitled to one vote per organization at general member meetings.

Section 5: Dues

- A. Set By and Amount** - Membership dues shall be payable annually and in advance, as determined by the Board of Directors. The amount and terms of the dues paid by each class of membership shall be established by the Membership Committee and approved by the Board of Directors, a schedule of which shall be made available to the membership.
- B. Changes** - Changes in the dues schedule may be adopted upon approval of the majority of the Board of Directors, at any duly convened meeting of the Board. Any such changes shall be implemented, as the Board shall determine.

Section 6: Termination of Membership

- A. Removal for Unbecoming Conduct** - Any member may be removed from Membership by a two-thirds affirmative vote of the Board of Directors at a regular scheduled meeting thereof, for conduct unbecoming a member or conduct prejudicial to the purpose and objectives of the Corporation. Notice of the right of hearing and of the specific accusations must be given to the offending member.
- B. Removal for Non-Payment of Dues** - Any member who has not paid their dues and who is listed in the current year's directory may require two-thirds affirmative vote by the Board of Directors to be accepted as a member in following years. Yearly membership dues may be waived by majority approval of the Board of Directors in cases of unforeseen circumstances.

Article IV

Meetings of the Membership

Section 1: Annual Meeting

The Annual Meeting of the Corporation shall be held in each year with the day, time and place at the discretion of the Board of Directors.

Section 2: Special Meetings

Special Meetings of the members of the Corporation may be called by the Board of Directors or by ten

percent of the membership, by petition, stating the purpose of the meeting. No business shall be conducted at such meeting other than that for which the meeting was called.

Section 3: Notice

Written notice of the Annual Meeting and all Special Meetings shall be mailed to each member of the Corporation not more than thirty days nor less than ten days before the date of the meeting. Such notice shall state the place, date and time of the meeting and shall indicate from whom the call for the meeting originated.

Section 4: Quorum

At any duly called Annual and Special Meeting of the Corporation, twenty-five percent of the membership must be present in order to conduct business.

Section 5: Voting

The usual voting method shall be done by show of hands. A majority vote of the membership present may request a secret ballot.

Article V

Board of Directors

Section 1: Composition of the Board

The government of the Corporation, the direction of its work, and control of its property shall be vested in a Board of Directors consisting of a minimum of nine (9) directors, and a maximum of ~~twenty-five (25)~~ **twenty (20)** directors, seven of whom shall be the President, Vice-President, Secretary, Treasurer, Membership Chairman, **Member at Large** and the past President, and will be referred to as the Executive Board Committee.

Section 2: Elections

The election of Directors and Officers shall be held on the day of the Annual Meeting.

The Nominating Committee shall consist of a minimum of three members and shall present a slate of as many Directors and Officers as are to be elected for approval at the Board Meeting in the month prior to the Annual Meeting. No more than thirty (30) days nor less than ten (10) days before the Annual Meeting, names of nominees and notice of Annual Meeting shall be mailed to members.

All voting be done by show of hands, unless a majority of members present request a secret ballot. Plurality of the votes shall constitute an election. Each member business shall have one vote for any candidate at any election. Rights to and of proxy as specified in Article V, Section 11 shall apply equally to all members in good standing.

Section 3: Limitations

A Board member will be elected for three two-year terms with a six year consecutive limit including any terms of office. These terms may be extended by a majority vote of the Board of Directors.

Directors and Officers must be members in good standing with all fees and dues paid.

Section 4: Quorum

At least fifty-one percent (51%) of the members of the Board of Directors shall constitute a quorum for the conduct of business at each meeting of the Board.

Section 5: Meetings

Regular Meetings shall be held once a month at a day, time and place determined by the President. The President may also call Special Meetings of the Board as necessary. Notice of meetings shall be given to each director, by mail, email or telephone, one week in advance of said meeting.

Section 6: Attendance

All members of the Board of Directors shall attend all regular meetings of the Corporation except for illness or other excused absences. Three unexcused absences in a year shall constitute cause for removal from the Board. Removal for absences requires a two-thirds vote of the Board.

Section 7: Responsibilities

The governing responsibilities of the Corporation shall be vested in the Board of Directors. The following constitutes a partial list of said responsibilities: promote membership's community and business interests; develop and approve an annual budget; establish annual dues; ratify off-budget revenues and expenditures; develop and maintain a long term strategic business plan; monitor and approve committee activities; hire, advise and discharge the Executive Director; appoint board vacancies; abide by current by-laws; direct corporate affairs and establish rules as required.

Section 8: Vacancies

Vacancies on the Board of Directors may be filled by recommendation of the Nominating Committee and approved by a majority vote of the Board members.

Section 9: Seating

All newly elected Board members shall be seated at the first regular Board Meeting following their election.

Section 10: Executive Board Committee

The Executive Board Committee shall be responsible for agenda development and fiscal operations. The Executive Board Committee shall consist of the President, Vice-President, Secretary, Treasurer, Membership Chairman, **Member at Large**, Executive Director and the immediate past President. The Executive Board Committee shall not have the authority to spend funds except in accordance with the provisions of Article VII.

Section 11: Proxy

Any member can assign written proxy for any absence at a special meeting or annual meeting. A proxy assignment may be in effect only for one such meeting, the date of which must be specified in the written assignment.

Section 12: Committees of the Board

The Board President may appoint committees of the Board. Such committees may be for any purpose the Board sees fit. Voting membership of such committees is limited to the membership of the Corporation. Committee membership is not limited to members of the Board.

Section 13: Teleconference Meetings

Members of the Board may participate in a meeting of the Board by means of conference telephone call or similar communications equipment that permits all persons participating in the meeting to hear each other at the same time, and participation by such means shall constitute presence in person at a meeting.

Section 14: Voting

Each Director shall be entitled to one vote on any matter before the Board. Voting shall be by voice or other signal clearly indicating the desires of the member. Voting shall be in person or via teleconference. E-mail or other electronically addressed methods may be used to solicit the intentions of the directors but cannot be used as a voting method for Board matters.

Section 15: Resignation

Any Board member may resign upon filing a written notice of resignation with the Executive Director.

Article VI

Officers

Section 1: Composition and Limitations

The officers of the Corporation shall be a President, Vice-President, Membership Chairman, Secretary, Treasurer. Officers shall serve a one-year term and no officer may hold the same office for more than two consecutive terms. These terms may be extended by a two-thirds vote of the Board of Directors. Seating of all officers shall be at the next Board meeting after their election.

Section 2: President

Primary responsibilities of the president are:

- To preside at all meetings of the Board of Directors
- To act as the spokesperson for the membership and the Board.
- To communicate and interpret the directives of the Board to the Executive Director.
- To communicate the needs of the membership and of the Executive Director to the Board of Directors.
- To require accountability of the individual members of the Board and of the Executive Director.
- To appoint committees, committee chairs and monitors committee activities.
- To call special meetings of the Corporation when deemed advisable.
- To act as co-signer on checks over \$1,500.00.

Section 3: Vice-President

The Vice-President shall:

- Act in the absence of the President and will be expected to participate in the active governance of the Corporation.
- May act as co-signer, in the absence or incapacitation of the Treasurer or President, on checks requiring two signatures.

Section 4: Membership Chairman

The Membership Chairman shall be responsible for appointing and chairing the Membership Committee, which will be in charge of recruiting new membership and maintaining the satisfaction of existing members. The Membership Chairman shall work closely with the Executive Director and be a member of the Nominating Committee.

Section 5: Secretary

The Secretary shall keep the minutes of the monthly Board Meetings, the Executive Board Meetings and the Annual Meeting and make a report on said meetings prior to the next scheduled Board Meeting.

Section 6: Treasurer

The Treasurer shall be the Chairperson of the Finance Committee and the technical custodian of the funds of the Corporation and shall be bonded at the expense of the Corporation. A detailed financial report shall be presented at the Annual Meeting and a summary report presented at the monthly Board Meetings. The Treasurer shall be a member of the Executive Board Committee and oversee fiscal operations of the Corporation and be the duly authorized co-signer on checks requiring two signatures as specified elsewhere in these by-laws. The Treasurer is authorized to make disbursements provided for in the budget or as approved by the Board of Directors.

Section 7: Member at Large

~~The Member at Large shall be nominated from the board of directors for a one year term and may be assigned to serve on committees or undertake special projects.~~

Section 8: Nominating Committee Chair

The Nominating Committee Chair shall be approved by the Board in December of each year. The responsibilities of the Chair includes appointing a minimum of one other member to serve on the Nominating Committee together with the Membership Chairman to present nominations of Board and Officer vacancies; and present the slate to the Board of Directors in October. In the event of resignation, removal, or incapacitation of an officer, the Nominating Committee will recommend a replacement to the Board of Directors.

Article VII

Revenues and Disbursements

Section 1: Authorization

The disbursement of funds of the Corporation shall be approved or authorized by the Board of Directors. The Executive Board, however, is given the authority to spend up to \$1,000.00 without Board approval with a report on how the money was spent and the amount of money spent outlined at the following monthly Board meeting.

Section 2: Limitations

No officer, director, committee member, subordinate associate or employee of the Corporation shall contract any obligation or incur any debt in behalf of the Corporation, or in any way render it liable, unless authorized by the Board of Directors.

Section 3: Restricted Accounts

The Board of Directors may establish special restricted accounts when income and/or expenses for various activities of the Corporation require separate accountability. When approving the creation of such a restricted account, the activity, purpose and disbursing agent shall be specifically identified. Such accounts shall be retained until closed by the Board of Directors.

Section 4: Surety Bonds

The Executive Director, Treasurer and other disbursement agents appointed by the Board shall furnish surety bonds in such amounts as the Board of Directors shall deem necessary, the cost of such bonds to be paid by the Corporation.

Article VIII

General Provisions

Section 1: Seal

The Corporation shall have a seal with a suitable devise containing thereon the name and date of the formation of the Corporation, which shall be in the charge of the Secretary.

Section 2: Annual Report

There shall be on file at the office of the Corporation, for review at the request of any Corporation member, an Annual Report, to include a past year financial statement as well as all committee reports and any other relevant reports.

Section 3: Dissolution

The Corporation 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, any member of the Corporation. On dissolution of the Corporation, any remaining funds shall be distributed to one or more regularly organized and qualified charitable, educational, scientific or philanthropic organizations qualified under Section 501 c (6) of the Internal Revenue Code, as amended, to be selected by the Board of Directors.

Section 4: Amendments

The by-laws may be amended by a two-third vote of the members present at the Annual Meeting, or at a Special Meeting called upon written request of at least 20 percent of the members in good standing, for such purpose. The Board of Directors, at a regular meeting not less than 10 nor more than 30 days prior

to the meeting where the amendment will be voted upon, shall consider the proposed amendment and develop a written synopsis of its purpose.

Notice of such meetings at which amendments to these by-laws are to be discussed and voted shall be given in writing to each member no less than 10 days prior to the time of the meetings. The notice shall include both the proposed amendment and the Board's synopsis of its purpose.

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History of Revisions

Revised and approved by vote of the members on the 9th day of December 2004.

Revised and approved by vote of the members on the 16th day of November 2011.

Revised and approved by vote of the members on the 12th day of November 2014.