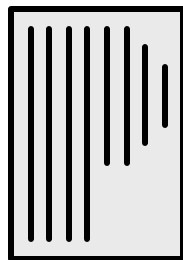


# BY-LAWS



PLAINVILLE CHAMBER OF COMMERCE

PLAINVILLE, CONNECTICUT

*Revised January 9, 2008*

**PLAINVILLE CHAMBER OF COMMERCE, INC.  
PLAINVILLE, CONNECTICUT**

**BY-LAWS**

(Recommended at meeting of Board of Directors, March 16, 1959:  
Approved and Adopted, May 25, 1959)

*(Revised:* February 14, 1963; January 17, 1974; September 21, 1976; June 12, 1980; January 21, 1988; December 9, 1991; October 1, 1996; January 9, 2002; January 8, 2003)

January 9, 2008

**ARTICLE 1**

**Section 1: NAME**

This organization is incorporated under the laws of the State of Connecticut and shall be known as the Plainville Chamber of Commerce, Inc.

**Section 2: MISSION**

The Plainville Chamber of Commerce is a voluntary partnership of Business and Professional People working together to improve the overall business climate and to enhance the quality of life in our community.

**Section 3: LIMITATIONS**

The Plainville Chamber of Commerce shall observe all local, state and federal laws which apply to non-profit organizations as defined in Section 501(C) (6) of the Internal Revenue Code. The Plainville Chamber of Commerce shall be non-partisan, non-sectional and non-sectarian and shall take no part in or lend its support to the election or appointment of any candidate for State, County, City or Federal office.

**ARTICLE II**  
**MEMBERSHIP**

**Section 1: MEMBERSHIP**

The membership shall consist of Active and Honorary members.

**Section 2: ELIGIBILITY & ELECTION**

Any person or legal entity having an interest in the missions of the organization shall become a member upon payment of membership investment as prescribed for the class of membership.

**Section 3: HONORARY MEMBERSHIP**

The Board of Directors may, by a two-thirds vote of the members of the Board, admit to honorary membership any person preeminent by ability and high character worthy of this distinction who shall be exempt from all fees and membership investment.

**Section 4: MEMBERSHIP INVESTMENTS**

Membership investments shall be at such rate or rates, schedule or formula as may be from time to time prescribed by the Board of Directors, payable annually or semi-annually in advance. Payment of membership interest will entitle members to complete membership for the entire calendar year. New members will be billed on a prorata basis

**Section 5: TERMINATION**

- A. Any member may resign for the Chamber effective upon receipt of written notice to the Chairperson.
- B. Any membership is terminated if membership investment is ninety (90) days past due. Such termination shall be effective upon a majority vote of the Board of directors and a written notice to the member.

**Section 6: CANCELLATION OF OBLIGATIONS**

In the event of removal of a member from the community or in consideration of business reverses or death, all obligations to the organization may be cancelled by a majority vote of the Board of Directors.

**Section 7: VOTING**

Each member in good standing shall be entitled to cast one vote.

## ARTICLE III

### BOARD OF DIRECTORS

#### Section 1: COMPOSITION OF THE BOARD

A. The Board of Directors shall be composed of: **(1) Voting Directors:** twenty-one (21) members at large, seven (7) of whom shall be elected annually to serve for three (3) years or until their successors are elected and have qualified, and two (2) Associate Directors and one (1) Student Associate Director who is serving a second term, and **(2) Non-voting Directors:** The immediate past chairman and the Junior Student Associate Director.

B. The Government 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: SELECTION AND ELECTION OF DIRECTORS

A. **Nominating Committee:** at the regular June Board meeting, the Chairperson shall appoint, subject to approval by the Board of Directors, a Nominating Committee of not less than three (3) members of the Chamber. The Chairperson shall delegate the Head of the Committee.

B. The Nominating Committee shall present at the Board of Directors at the September meeting, a slate of seven (7) candidates to serve a three (3) year term. Each candidate must be an active or honorary member in good standing and must have agreed to accept the responsibility of a directorship.

C. **Nominations by Petition** Additional names of candidates for directors can be nominated by petition bearing the genuine signatures of at least twenty-five (25) qualified members of the Chamber. Such petition shall be filed with the Nominating Committee within ten (10) days after notice has been given of the names of those nominated. The validity of the petition(s) shall be determined by the Nominating Committee and its decision shall be final.

D. **Determination:** If no petition is filed within the designated period, the nominations shall be closed and the nominated slate of seven (7) candidates shall be declared elected by the Directors at its regular October Board Meeting.

If a legal petition shall present additional candidates, the names of all candidates shall be arranged on a ballot in alphabetical order. Instruction will be to vote for seven (7) candidates only. The Chairperson shall mail or electronically communicate this ballot to all active members at least fifteen (15) days before the regular October Board Meeting.

The ballots shall be marked in accordance with instructions printed on the ballot and received by the Chamber office within ten (10) days of the date of the ballot. The Board of Directors shall at their regular October meeting declare the seven (7) candidates with the greatest number of votes elected.

E. **Judges:** The Chairperson shall appoint, subject to the approval of the Board of Directors, at least three (3) but not more than five (5) judges who are not members of the Board of Directors or candidates for election. Such judges shall have complete supervision of the election including auditing of the ballots. They shall report the results of the election to the Board of Directors.

### **Section 3 TERM OF NEW DIRECTORS**

The term of office for all new Directors shall commence on January 1 following their election.

### **Section 4: ATTENDANCE**

A. If any Director is absent from three (3) Directors' meetings within a twelve (12) month consecutive period, such matter may be placed on the agenda at the request of any Director for the next Board meeting.

B. The Director shall be notified by mail or electronic communication of the matter at least ten (10) days prior to such meeting.

C. At said meeting, the Board of Directors shall hear any relevant evidence regarding the past absences or likelihood of further absences.

D. Upon a majority vote, said Director may be removed from the Board of Directors.

### **Section 5: VACANCIES**

Vacancies on the Board of Directors or among officers shall be filled by the Board of Directors by a majority vote.

### **Section 6: POLICY**

The Board of Directors is responsible for establishing procedure and formulating policy of the organization. It is also responsible for adopting all policies of the organization. The Policies shall be maintained in a Policy Manual, to be reviewed annually and revised as necessary.

## ARTICLE IV

### OFFICERS

#### Section 1: DETERMINATION OF OFFICERS

The Board of Directors (present and newly elected directors) at its regular November Meeting shall reorganize for the coming year. The officers shall consist of a chairperson, one or more vice chairperson, a secretary and a treasurer. They shall be voting members of the Board of Directors. The Nominating Committee for Directors shall also nominate officers for each year. At this meeting, the present Board shall elect the officers. Officers will be elected by the present Board from Directors of the new Board.

#### Section 2: TERM OF NEW OFFICERS

The term of office for all new officers shall commence on January 1 following their election.

All officers shall serve a term of one (1) year or until their successors assume the duties of office.

#### Section 3: DUTIES OF OFFICERS

A. **Chairperson.** The Chairperson shall 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.

The Chairperson shall, with advice and counsel of the Vice Chairperson, determine all committees, name all committee chairpersons, assist in the selection of committee members.

The Chairperson shall be an ex-officio member of all committees.

B. **Vice Chairperson.** A Vice Chairperson designated by the Board of Directors shall act in the absence of the Chairperson. In the absence or disability of both the Chairperson and the Vice Chairperson, the Board of Directors shall choose a director to act temporarily. Other duties of the Vice Chairperson will be assigned by the Chairperson or Board of Directors.

C. **Secretary.** It shall be the duty of the Secretary to conduct necessary correspondence and maintain accurate record of the proceedings of the Chamber, Board of Directors and Executive Committee. These records and all other books, papers, and property shall be maintained in the office of the Chamber.

D. **Treasurer.** The Treasurer shall be responsible for the safeguarding of all funds received by the Chamber and for their proper disbursement. Such funds shall be kept on deposit in financial institutions or invested in a manner approved by the Board of Directors. Checks are

to be signed by the Treasurer, or, in the absence of the Treasurer, by any one of the officers. The Treasurer shall cause a financial report to be made at all regular board meetings.

#### **Section 4: EXECUTIVE COMMITTEE**

There shall be an Executive Committee which shall act for and on behalf of the Board of Directors when the Board is not in session but shall be accountable to the Board for all its actions. It shall be composed of 7 members; drawn from the Officers of the Chamber, the members of the Board of Directors and the immediate past chairperson. Members of the Executive Committee shall be appointed by the Chairperson with approval of the Board of Directors at the December Board meeting for a term of one (1) year beginning January 1.

The Chairperson shall serve as Chairperson of the Executive Committee. In all matters where the Executive Committee acts on behalf of the Board of Directors as provided above six (6) members of the committee shall be required for a quorum. A majority vote of those present at the meeting shall be required to pass any motion. Notice of any meeting shall be provided as in Article V, Section 4B.

The Executive Committee may also meet from time to time as determined by the Chairperson to discuss policy and make recommendations to the Board of Directors.

### **ARTICLE V**

#### **MEETINGS**

##### **Section 1: ANNUAL MEETING**

The Annual Meeting of the Chamber shall be held during April of each year. The time and place shall be fixed by the Board of Directors and notice thereof mailed or electronically communicated to each member at least ten (10) days before said meeting.

##### **Section 2: GENERAL MEMBERSHIP MEETINGS**

A. The Board of Directors may provide for holding membership meetings whenever it may be necessary or desirable.

B. The Board of Directors shall call a membership meeting upon petition signed by not less than twenty-five (25) of the members in good standing.

C. Notice of both regular and special meetings shall be given to each member in person, or by mailing notice to the last known post office address, or electronically communicated not less than five (5) days in advance of the meeting.

### **Section 3: BOARD OF DIRECTORS MEETING**

A. The Board of Directors shall meet monthly except for July and August. The Annual Meeting shall not constitute a Board of Directors Meeting.

B. Notice of a meeting shall be given to each Director in person, by mail or by electronic communication to the last known address not less than five (5) days in advance of the meeting.

### **Section 4: SPECIAL BOARD OF DIRECTORS MEETING**

A. A Special meeting of the Board of Directors may be called upon the written request of five (5) members of the Board of Directors or the Chairperson.

B. Notice of a Special Meeting shall state the time, place and purpose of such meeting and shall be given to each Director in advance either by person, electronic communication or by mailing notice not less than three (3) days in advance of such meeting.

### **Section 5: QUORUMS**

A. The presence of thirteen (13) voting Directors shall constitute a quorum at any Board meeting.

B. At all membership meeting ten per cent (10%) of the members in good standing shall constitute a quorum.

## **ARTICLE VI**

### **COMMITTEES**

#### **Section 1: COMMITTEES**

A. The Chairperson, with the approval of the Board of Directors, shall authorize and define the powers and duties of all committees.

B. The Chairperson shall appoint all committee members subject to confirmation by the Board of Directors.

C. There shall be appointed Finance and Membership committees and other such committees as may be suggested by the Board from time to time.

## **ARTICLE VII**

### **FINANCES**

#### **Section 1: FUNDS**

All money paid to the Chamber shall be placed in general operating fund(s) or other special purpose fund(s). Operating funds unused from the current year's budget may be placed in a reserve account for contingencies.

#### **Section 2: FISCAL YEAR**

This fiscal year shall end on the 31<sup>st</sup> day of December.

#### **Section 3: BUDGET**

Thirty (30) days after election of new Officers, the Chairperson and Finance Committee shall recommend the budget for the coming year and submit it to the Board of Directors for approval.

#### **Section 4: ANNUAL FINANCIAL REVIEW**

The accounts of the Chamber of Commerce shall be reviewed annually as of the close of business on December 31<sup>st</sup> by a Certified Public Accountant or a Public Accountant duly licensed by the State of Connecticut.

#### **Section 5: BONDING**

The Chairperson and such other Officers and Staff as the Board of Directors may designate shall be bonded by a sufficient fidelity bond in the amount set by the board and paid by the Chamber.

## **ARTICLE VIII**

### **DISSOLUTION**

#### **Section 1: PROCEDURE**

The Chamber 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 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) (6).

## **ARTICLE IX**

### **PARLIAMENTARY AUTHORITY**

#### **Section 1: PARLIAMENTARY AUTHORITY**

The current edition of Roberts Rules of Order shall be the final authority in all questions of parliamentary procedure when such rules are not consistent with the Charter or By-Laws of the Chamber.

## **ARTICLE X**

### **AMENDMENTS**

#### **Section 1: REVISIONS**

A. These By-Laws may be amended or altered in one of two ways: they may be amended or altered by a two-thirds vote of those present, constituting a quorum, at any annual meeting of general membership meeting of the Chamber of Commerce, provided that notice of a meeting to consider a change in the By-Laws shall have been mailed or electronically communicated to each member not less than ten (10) days prior to such a meeting; or

B. These By-Laws may be amended or altered by a two-thirds majority vote of the general membership responding to a mailing or electronic communication, provided that such notice of a change in the By-Laws shall have been mailed or electronically communicated to each member not less than ten (10) days prior to such vote.