

EASTHAM CHAMBER OF COMMERCE
BYLAWS

ARTICLE I

NAME

The name of this incorporated organization shall be the EASTHAM CHAMBER OF COMMERCE, INC.

ARTICLE II

MISSION STATEMENT

The Eastham Chamber of Commerce is a not-for-profit, professional and member organization located at the gateway to the Cape Cod National Seashore and Outer Cape.

The mission of the Eastham Chamber of Commerce is to support and advocate for the economic health, environmental awareness and cultural richness of our community.

ARTICLE III

LOGO



ARTICLE IV

MEMBERSHIP

Section I: Membership shall be held by individuals or businesses that support the mission and objectives of the Eastham Chamber of Commerce. There shall be six classes of membership as follows:

- A. Individual Membership: Any individual, sole proprietorship, independent contractor, or one-person operation with a registered business interested in the objectives of the Eastham Chamber of Commerce may become an active member upon payment of dues and shall continue as long as annual dues are paid. There shall be one designated Active Primary Representative with one vote per each Individual Membership.
- B. Corporate Membership: Any registered business interested in the objectives of the Eastham Chamber of Commerce may become an active member upon payment of dues and shall continue as long as annual dues are paid. There shall be one designated Active Primary

Representative with one vote per each Corporate Membership.

- C. Branch Membership: A Corporate Member may designate an additional registered business with the same ownership and receive all of the privileges as the originating Corporate Member without the ability to vote. The Active Primary Branch Representative has no vote.
- D. Non-Profit Membership: Any registered 501 c3 Non-Profit organization interested in the objectives of the Eastham Chamber of Commerce may become an active member upon payment of dues and shall continue as long as annual dues are paid. There shall be one designated Active Primary Representative with one vote per each Non-Profit Membership.
- E. Honorary Membership: Honorary Membership may be conferred by a two-thirds (2/3) vote of the Board of Directors. Honorary members shall not pay dues, shall not have a vote but shall receive all notices or other communications as sent to active members and may attend any and all meetings or functions of the Eastham Chamber of Commerce.
- F. Reciprocating Membership: Reciprocating Membership may be conferred by a two-thirds (2/3) vote of the Board of Directors. Reciprocating members shall not pay dues, shall not have a vote but shall receive all notices or other communications as sent to active members and may attend any and all meetings or functions of the Eastham Chamber of Commerce.

Associate Representative: All Membership Levels may designate additional associates from within the registered business(es) as an Associate Representative. An Associate Representative has no vote.

ARTICLE V

DUES

Section 1. The annual dues of the Eastham Chamber of Commerce shall be set by majority vote at the annual meeting of each year. (See Appendix A) Annual dues are payable on or before the first day of their anniversary month each year and cover the period from the first day of their anniversary month for one full year.

Section 2. Any member whose dues are not paid by sixty (60) days from renewal date, shall automatically be removed from the Eastham Chamber of Commerce roster.

Section 3. A person who has been removed from the Eastham Chamber of Commerce roster for nonpayment of dues may be reinstated upon payment of all delinquent moneys owed the Chamber.

ARTICLE VI

FISCAL RESPONSIBILITY

Section 1. The fiscal year shall commence on the first day of July and shall end on the last day of June.

Section 2. A qualified auditor may be hired and paid a fee for an accountant's compilation.

Otherwise a committee consisting of three (3) members, other than officers or directors shall be elected by majority vote of the membership at each annual meeting. They shall serve without fee. No auditing committee member should be associated with any officer or director.

Section 3. It shall be the duty of the auditor or the committee to examine the records of the Treasurer and other corporation records as may be deemed necessary and submit a report in writing to the Board of Directors and for the membership at the annual meeting.

ARTICLE VII

MEETINGS

Section 1. Annual Meeting: An annual meeting for the purpose of election of officers and directors and the transaction of other business of the corporation shall be held, not later than the twenty-first day of June of each year. The exact date and place will be determined by the Board of Directors, not later than May Thirty-first of each year. Notice giving date and place of annual meeting along with report of the Treasurer for the past fiscal year, and notice of proposed slate of officers and other communications shall be mailed to all members at least ten days prior to date of the meeting. In the event that the Board of Directors have not set date and place of annual meeting by May thirty-first of any year, any five members may determine a date and place of the annual meeting for that year provided they give ten days advance notice in writing to all members.

Section 2. REGULAR MEETINGS: Regular meetings for the transaction of business of the corporation may be held as determined by the Board of Directors so long as a minimum of four business meetings are held per year.

Section 3. SPECIAL MEETINGS: Special meetings may be held as determined by the Board of Directors. Any ten members by petition may require the Board of Directors to call a meeting within thirty, (30) days of the date of the petition being presented to the Board of Directors.

Section 4. QUORUM: The quorum for any regular, special or annual meeting of the corporation shall be ten members entitled to vote. Five (5) will constitute a quorum for any meeting of the Board of Directors.

Section 5. VOTES: Except as otherwise stipulated in these bylaws all actions in a regular, special or annual meeting shall be approved by majority vote.

ARTICLE VIII

OFFICERS

Section 1. The officers of this corporation shall be President, Vice President, Treasurer and Secretary. These officers shall be elected each year at the annual meeting to serve for a period of two years. The President and the Treasurer shall be elected on alternate years with the Vice President and Secretary.

Section 2. The Directors (no more than seven) of this organization shall be Directors at large and

shall be elected at the annual meeting to serve for a period of two years. Four designated directors shall be elected on alternate years with three designated directors.

Section 3. Officers and Directors shall assume their duties following their election at the annual meeting and shall serve until their successors are duly elected.

Section 4. An officer or director of the corporation may be an Individual member, a Corporate member, a Branch member, or a Non-Profit member, with equal voting rights in any meeting of the Board of Directors.

Section 5. Any officer may be removed by a two-thirds vote of the Board of Directors with or without cause.

ARTICLE IX

NOMINATIONS AND ELECTIONS

Section 1. The nominating committee shall consist of the entire Board of Directors.

- a. This committee shall, at the annual meeting submit for nomination, a slate of officers and directors as may be required.
- b. Primary Level Members and Associate Active Business Members may serve as Officers and Board Members, each with one vote.
- c. Nominees should be members in good standing of the Eastham Chamber of Commerce for a minimum of a year prior to nomination.

Section 2. The Officers and Directors shall be elected at the annual meeting.

Section 3. Vacancies in office shall be handled as follows:

- a. In the event of death, resignation or incapacity of the President, the Vice President shall become the President for the unexpired portion of the term.
- b. In the event of death, resignation, or incapacity of the Vice President, a special election shall be held as soon as possible.
- c. Vacancies in offices other than President and Vice President shall be filled for the unexpired term by the Executive Committee

ARTICLE X

DUTIES OF OFFICERS

Section 1. **PRESIDENT:** It shall be the duty of the President:

- a. To preside at all meetings of the corporation and the Board of Directors.

Eastham Chamber of Commerce Bylaws (cont.)

- b. To see that all officers perform their respective duties.
- c. To see that projects voted are carried out.
- d. To appoint standing and special committee chairs should the need arise.
- e. To serve ex officio on all committees except auditing.
- f. To chair the Human Resources Committee and supervise the operation of the Chamber office
- g. To cast the tie-breaking vote for the Board of Directors if necessary.

Section 2. VICE PRESIDENT: The Vice President shall:

- a. Perform the duties of the President in case of the absence of the President.
- b. Serve as ex officio member of all committees except auditing and nominating.
- c. Serve in such other capacities as assigned by the President.

Section 3. TREASURER: It shall be the duty of the Treasurer to chair and appoint a Finance Committee, which will have exclusive charge of the funds of the corporation.

- a. To keep a correct and current account of all funds, to pay all itemized bills for the operating expenses or for special projects when the payment thereof does not cause the total amount expended to be in excess of the budget approved for operating expenses or a special project.
- b. To regularly deposit all funds received in a bank or banks as may be authorized by the Board of Directors, such bank accounts being regular checking and/or savings account and being set up so that checks may be written or withdrawals be made by the Treasurer or in case of illness or extended absence from town of the Treasurer by the President with any such payments or withdrawals made by the President being subject to those restrictions applicable to payments made by the Treasurer.
- c. The Treasurer's books shall be open at all times to the inspection of the Board of Directors.
- d. The Treasurer shall make a financial report at each regular meeting to cover period from date of last financial report to current date giving account of receipts, disbursements, unpaid bills and current cash balances.
- e. For the annual meeting the Treasurer shall prepare a financial report to cover past fiscal year and submit it for audit by auditor or auditing committee in sufficient time so that an audited copy thereof may be sent by the Secretary to all members with notice of annual meeting.
- f. Information forms required by the Federal or State governments, submitting such to the President and Secretary for their signature when required and file within the time allowed.

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- g. The Treasurer shall prepare a budget for Board approval by a two thirds (2/3) vote no later than the November Board meeting
- h. The Treasurer shall deliver all funds, records and goods in their possession belonging to the corporation to his successor within thirty days of election.

Section 4. SECRETARY:

- a. It shall be the duty of the Secretary to record minutes of proceedings at directors' meetings and all other meetings of the corporation and to read such minutes when called upon.
- b. Such minutes shall be provided within 14 days of each meeting.
- c. The secretary shall determine whether a quorum is present at any meeting of the corporation and record the number in attendance.
- d. If at any properly scheduled meeting, neither the President nor Vice President are present, the Secretary should conduct the meeting.
- e. The secretary shall deliver all records, files and goods belonging to the corporation in his possession to their successor within thirty days of election.

ARTICLE XI

BOARD OF DIRECTORS

Section 1. Board of Directors: The elected officers and the Directors-at-large shall constitute a Board of Directors of no more than eleven (11).

Section 2. Board of Directors shall have control and management of all affairs of the Eastham Chamber of Commerce, and make recommendations for the growth and prosperity of the organization.

Section 3. No officer or member of the Board of Directors shall act for the Chamber in any capacity unless a minimum of two Board members are present.

Section 4. Board of Directors shall make recommendations to the Chamber regarding proposed amendments to the bylaws.

Section 5. The Board of Directors shall vote on all or any action proposed by the committees. The Board of Directors, by majority vote, must hear any and all motions for action, which may be moved by the reporting member of the committee or the Executive Director.

Section 6. The Board shall meet on a monthly basis and special meetings may be called by the President or by one third (1/3) of the board members.

Section 7. The Board of Directors shall be responsible for procuring adequate insurance to cover property of the corporation, public liability and bonds for president and treasurer or for any other

member of the corporation who may handle funds in amounts more than nominal, the amount of bonds to be fixed by the directors.

Section 8. All Board members shall be properly notified of all meetings in advance by the executive director.

ARTICLE XII

EXECUTIVE COMMITTEE

Section 1. The elected officers and one member of the Board of Directors; that member to be elected by the Board of Directors; shall constitute the Executive Committee.

Section 2. The Executive Committee shall have the authority to act for the Board of Directors between meetings of the Board and in all matters and shall report thereon at the next meeting of the Board.

Section 3. The Executive Committee shall meet on call by the President, or by any two members of the Committee for the consideration of special matters between regular meetings of the Board of Directors.

Section 4. A majority (3) of the voting members of the Executive Committee shall constitute a quorum.

ARTICLE XIII

EXECUTIVE OFFICE

Section 1. Executive Director reports to the Board of Directors through the President.

Section 2. It is the job of the Executive Director to be responsible for ensuring that the daily operations of the Chamber occur within the Board established objectives, policies, and standard operating plans and financial budget. The Executive Director will provide to the Board of Directors timely and pertinent recommendations on programs, activities and potential actions that further support the Chamber's Mission Statement. When called upon, the Executive Director will publicly act as spokesperson on behalf of the Chamber and its Board of Directors.

ARTICLE XIV

COMMITTEES

Section 1. Upon vacancy, the President, or the Executive Committee by a majority vote, shall appoint a chair of any committee such chair to recruit members to serve on said committee. Committees shall be standing committees and special committees which go out of existence as soon as they have completed their specific task. The Committee Chair will serve a term to run indefinitely.

Section 2. All committees must provide minutes of every meeting to the Executive Director within two weeks (14 days) and report results to the Executive Director upon arriving at a

conclusion(s) solution(s), proposal(s); also within two weeks (14 days). Either the Director or a Committee member will bring these ideas and/or findings to the Board of Directors for approval. A progress report will be made at each Board meeting, by a committee member or by the Executive Director.

ARTICLE XV

PARLIAMENTARY PROCEDURE

The rules of parliamentary procedure comprised in the current edition of Robert's Rules of Order Newly Revised shall govern all proceedings of the Eastham Chamber of Commerce, the Board of Directors, and the Executive Committee, subject to such rules as have been or may be adopted.

ARTICLE XVI

DISSOLUTION OF THIS CORPORATION

Section 1. Upon dissolution of this corporation, all assets shall revert to the Town of Eastham.

ARTICLE XVII

AMENDMENTS

Section 1. These Bylaws may be amended from time to time at any regular meeting of the corporation by a two-thirds (2/3) vote of the members eligible to vote, with a ten-day advance written notice of intention to so amend having been given in writing to the members.