

## BY-LAWS

Of

### THE BREMEN AREA CHAMBER OF COMMERCE

**ADOPTED AUGUST 7, 2018**

**AMENDED NOVEMBER 14, 2018**

#### **ARTICLE I: OFFICERS**

Officers shall be those as prescribed in the Constitution. Officers shall perform the duties as prescribed by the By-Laws and such additional duties as assigned by the Board of Directors. Except for Officers elected in 2018, prior to the annual meeting, who shall serve through December 31, 2018, Officers shall be elected at the annual business meeting in even numbered years. Officers shall serve for a term of two calendar years, commencing on January 1 of the year following their election. Officers may serve up to two consecutive terms.

**PRESIDENT:** He/she shall be the Chief Executive Officer of the association and shall exercise general supervision over its interest and welfare.

He/she shall preside over all meetings of the members, Board of Directors and Executive Committee. He/she shall appoint all committees authorized by the By-Laws and be an ex-officio member of all committees. He/she shall be present at the Annual Meeting of the Bremen Chamber of Commerce

**VICE PRESIDENT:** He/she shall preside over the meetings of the members, the Board of Directors and the Executive Committee if the President is unable to do so. Other duties of this office shall be as assigned by the President or the Board of Directors.

**SECRETARY:** He/she shall keep the records of the proceedings of the meetings of the members, the Board of Directors and the Executive Committee. He/she shall be the custodian of the records of the Chamber. The secretary's records shall be made available for review at the annual meeting of the Chamber.

**TREASURER:** He/she shall collect the dues, receive the funds of the Chamber and shall deposit them in accordance with the directions given by approval of the Board of Directors. He/she shall draw thereon by check, signed by the Treasurer and one other officer, for the payment of the regular and ordinary expenses of the Chamber and shall make a report at each meeting of the membership. The Treasurer shall prepare an annual report to be presented at the annual meeting for approval of the members. The treasurer's records shall be made available for review at the annual meeting of the Chamber.

The Treasurer shall, at least annually, make the records of the Chamber available for an audit. Said audit shall be conducted according to the directions of the Board of Directors.

#### **ARTICLE II TRUSTEES:**

There shall be two Trustees. Except for Trustees elected in 2018, prior to the annual meeting, who shall serve through December 31, 2018, Trustees shall be elected at the annual business meeting. Trustees shall serve for a term of one calendar year commencing on January 1 of the year following their election. Trustees may serve up to 5 consecutive terms.

#### **ARTICLE III - BOARD OF DIRECTORS**

The Board of Directors shall be composed of the Officers and Trustees.

Regular meetings of the Board of Directors shall be held as prescribed by the Board of Directors.

Special meetings of the Board of Directors may be called by the President. The President shall call a special meeting of the Board of Directors upon request of at least two members of the Board of Directors. Reasonable notice of a special meeting shall be given and the purpose of the meeting shall be stated in the notice. No business except that stated in the notice may be transacted at the special meeting.

One-half of the entire membership of the Board of Directors, excluding vacancies, shall constitute a quorum.

The Chamber shall provide liability insurance coverage for all officers & trustees.

### **ARTICLE III - EXECUTIVE COMMITTEE**

The Executive Committee shall consist of the President, Vice President, Secretary and Treasurer.

Executive Committee shall meet at the call of the President. Reasonable notice shall be given for such meeting. The purpose of the meeting need not be stated. If the President deems it necessary, the Executive Committee may act by telephone or email vote without prior notice being given.

Three members of the Executive Committee shall constitute a quorum.

Actions of the Executive Committee shall be reported to the Board of Directors at its next regular meeting.

### **ARTICLE IV - NOMINATIONS, ELECTIONS, TERMS AND VACANCIES OF OFFICERS AND TRUSTEES**

In September of each year, the Board of Directors shall elect a Nominating Committee, consisting of three members, one of whom shall be from the Board of Directors and shall serve as Chair of the committee and two from the general membership. The Nominating Committee shall make a report of its nominations to the President in October of that same year. The President shall immediately post the report to the Chamber's website.

Nominations, in addition to those made in the report of the Nominating Committee, may be made only as follows:

Additional nominations of any member may be filed with the Secretary, provided the nomination is in writing, is signed by at least five members, has the written consent of the nominee, and is received by the Secretary at least 5 days prior to the opening of the Annual Meeting.

In the event that a person nominated becomes unable or unwilling to serve, the nomination shall be deemed withdrawn and other nominations for the position involved shall be called for at the annual meeting. A substitute nomination may then be made by the Nominating Committee, and nominations may be made from the floor.

If there is more than one nomination for a particular office or there are more nominees for Trustees than there are positions as Trustees to be filled, the election for that office or the elections of such Trustees shall be determined by plurality of valid, *written* ballots cast.

A member of the Board of Directors may be removed from the Board following written notification from the Board and two-thirds approval of the Board of Directors.

If a vacancy occurs in the office of the President, the Vice President shall automatically become the President for the unexpired term. If a vacancy occurs in any other office or on the Board of Directors, the Board of Directors may appoint a successor for the unexpired term.

### **ARTICLE V - CHAMBER COMMITTEES**

There may be standing committees and special committees of the Chamber as the President or the Board of Directors deem necessary. Members of each standing committee and each special committee shall be appointed by the President with the approval of the Board of Directors.

*Standing Committees* shall continue from year to year until terminated by amendment of these By-Laws or by action of the Board of Directors. Vacancies may be filled by appointment by the President with the approval of the Board of Directors.

*Special committees* shall expire upon the conclusion of their assignment or by action of the Board of Directors.

### **ARTICLE VI - FUNDS AND INVESTMENTS OF THE BREMEN AREA CHAMBER OF COMMERCE**

All funds and investments shall be held for safekeeping in accounts insured by the Federal Government or such depository authorized by the Board of Directors and identified in the name of the Chamber.

The authorized signature of the Treasurer and one other officer shall be required for withdrawals of any funds or investments from any account or depository of the Chamber. The treasurer may transfer funds

between accounts, held by the Chamber, as is necessary to conduct the routine and ordinary business of the organization.

**ARTICLE VII - PARLIAMENTARY AUTHORITY**

To the extent not inconsistent with the Constitution or these By-Laws, Robert’s “Rules of Order”, latest edition shall govern procedures at all meetings of the members and of the Board of Directors of the Chamber.

**ARTICLE VIII - FISCAL YEAR**

The Fiscal Year of the Bremen Area Chamber of Commerce shall be January 1 – December 31.

**ARTICLE IX - DUES**

Effective January 1, 2019, dues shall be in the following amounts:

- |                                    |           |
|------------------------------------|-----------|
| 1. Individual –                    | \$ 25.00  |
| 2. Small Business-                 | \$ 50.00  |
| 3. Commercial/Industrial           |           |
| 4. Corporate                       | \$ 250.00 |
| 5. Government Entity(one Division) | \$ 125.00 |
| 6. Civic Groups-                   | \$ 100.00 |
| 7. Honorary                        | -0-       |

Payment of dues qualifies a member for active status for one calendar year. Dues are to be paid on or before January each year for that calendar year to maintain a membership in good standing. Dues paid after January of any calendar year will be considered dues for the year received unless that year’s dues were previously paid in full.

The amount of the dues may be changed by an amendment of the By-Laws.

**ARTICLE X – AMENDMENTS:**

When adopted by a 3/4 Three-fourths vote of the Directors at a meeting of the Board of Directors these By-Laws shall supersede and replace any and all prior By-Laws.

These By-Laws may be amended and additional By-Laws may be adopted by a two-thirds (2/3) vote of those present at a duly called meeting of the Board of Directors, provided a copy of the amendment has been sent in writing along with the notice of the meeting at which it is to be considered to each director 5 days prior to said meeting.

*These By-Laws consisting of 3 pages, including this page, were approved unanimously by the Directors present at a duly called meeting on **August 7, 2018.***

President: /s/ Dee Mowry

Vice President: /s/ Nicole Scott

Secretary: /s/ Marilyn Boyd

Treasurer: /s/ Susan Henwood

Trustee: /s/ Eric Mahler

Trustee: Toni Harper – excused

**Amendment to the By-laws of the Bremen Area Chamber of Commerce:**

**Article IX was amended to include the amount of dues for 6 of the 7 classes of membership set forth in the Constitution of the Bremen Area Chamber of Commerce. Said amendment was approved by a unanimous vote of all Officers & Trustees present at a duly called meeting on November 14, 2018.**

**President: Dee Mowry – excused**

**Vice President: Nicole Scott**

**Secretary: Marilyn Boyd**

**Treasurer: Susan Henwood**

**Trustee: Eric Mahler**

**Trustee: Toni Harper**