MISSION STATEMENT

The mission of the Brunswick Area Chamber of Commerce is to strengthen our community by providing economic opportunities and support through leadership and ongoing communication for members doing business in the Brunswick area. (Revised Mission Statement adopted by Board consensus at summer retreat, 1998)

BRUNSWICK AREA CHAMBER OF COMMERCE

BY-LAWS

Effective: June 2011

BRUNSWICK AREA
CHAMBER OF COMMERCE
BY-LAWS

ARTICLE I
General

Section 1: Name

This organization is known as the Brunswick Area Chamber of Commerce, and will be referred to as the Chamber.

Section 2: Purpose

The purpose of this organization shall be:

A. To promote economic growth and development;
B. To foster new business enterprises within the community;
C. To support activities of a civic, social, and cultural nature which are designed to increase the functional and aesthetic values of the community;
D. To promote an active dialogue among government, business, education and civic groups in the interest of enhancing the economic vitality of the community.

ARTICLE II
Membership

Section 1: Classification of Membership in the Chamber shall include:

A. Active
B. Associate
C. Honorary

Section 2: Definition of Active Membership

Active Membership is available to any reputable business, organization, or charitable entity having an interest in the purpose of the organization and paying the prescribed dues as determined by the Board.

Section 3: Definition of Associate Membership

Associate Membership is available to any individual with no business affiliation who has an interest in the purpose of the organization and has an interest in the purpose of the organization and pays the prescribed dues as determined by the Board.

Section 4: Definition of Honorary Membership

Honorary Membership is available to any individual or organization interested in the objectives of the Chamber. Honorary Members may not hold office nor may they vote. Honorary Membership may be conferred upon Members at such time and under such terms as the Board shall determine.

Section 5: Approval

Application for membership will be in writing, on forms provided by the Chamber, and signed by the applicant. Election of members shall be by the Board of Directors at the next board meeting. Any approved applicant will become a member upon payment of the regularly scheduled investment or "dues" as provided in Article II, Section 6.

Section 6: Investments or "Dues"

Membership investments or "dues" are set by the Board of Directors and reviewed yearly.

Section 7: Membership in Good Standing

A member in good standing is a member:

A. Whose dues are in current paid status;
B. Who supports and adopts the purpose of the Chamber.

Section 8: Membership Termination

A. Any member may resign from the Chamber upon written request to the Board of Directors.

B. Any membership will be terminated for non-payment of dues after ninety days from the date due, unless otherwise extended for good cause.

C. Any membership may be terminated by a two-thirds vote of the Board of Directors at a regularly scheduled meeting for conduct unbecoming of a member or prejudicial to the aims or repute of the Chamber, after notice and opportunity for any individual meeting with the Board of Directors is afforded the member complained against.

Section 9: Voting

In any proceeding in which voting by the membership is called for, each active membership will be entitled to one vote.

ARTICLE III

Meetings

Section 1: Annual Meetings

An annual meeting of the Chamber shall be held each year in December. The time and place will be fixed by the Board of Directors and notice will be mailed or emailed to each member at least ten days before the meeting.

Section 2: General Membership Meetings

General meetings of the Chamber may be called by the Chairman of the Board at any time, or upon petition in writing of 25% of the members in good standing. At all membership meetings, the members in good standing present shall constitute a quorum.

Section 3: Special Meetings

Notice of special meetings of the members shall be mailed or emailed to each member at least five days prior to such meetings.

Section 4: Committee Meetings

Committee meetings may be called at any time by the Chairman of the Board, Chair-elect, or by the committee's Chair. At committee meetings, a majority of the number of committee members shall constitute a quorum except when a committee consists of more than nine members. In that case, five committee members shall constitute a quorum.

ARTICLE IV
Board of Directors

Section 1: Composition of the Board

The Board of Directors shall consist of twelve members of the organization who are in good standing, which includes the Chairman of the Board, Chair-elect, and Past Chair. Four Directors shall be elected by the general membership each year for a term of three years. A Director shall not serve more than two successive full terms; however, a member may be elected as a Director after one year following the conclusion of the second full term. 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. **Search Committee** – Prior to the August Board meeting, the Chairman of the Board shall appoint, subject to the approval of the Board of Directors, a Search Committee of at least three (3) members of the Chamber. The Chair of this committee will be the Chair-elect. At least one other member of the Search Committee will not be an Officer or Director.
   1. Prior to September 30 of each year, the Search Committee will present to the Chairman of the Board a slate of candidates to serve three-year terms to replace the Directors whose terms are expiring.
   2. Using the Chamber Matrix, the Search Committee will recommend 4 candidates to fill expiring terms.

B. All candidates must:
   1. Complete application and file with Search Committee or Chamber office prior to September 15
   2. Be in good standing
   3. Accept the responsibility of directorship

C. **The Election Process**
   1. **Notification** -- Candidates that weren't included as one of the 4 recommended by the Search Committee will be notified and will have the choice to still be included on the slate for membership voting.
   2. **Publicity of Slate** -- Upon receipt of the report of the Search Committee, the President shall immediately notify the membership by mail and/or email of the names of persons nominated as candidates.
   3. **Balloting** -- All candidates will be listed on slate alphabetically with the Search Committee recommendations noted.
   4. **Voting** -- Instructions will be to vote for the designated number of candidates only. The President shall mail and/or email this ballot to all active members at least fifteen days prior to the October general membership meeting. The ballots shall be marked in accordance with instructions printed on the ballot and returned within ten days. Votes will be counted by the President & one Board member. The Chairman of the Board shall at the general membership meeting declare the candidates with the greatest number of votes elected.

Section 3: Non-Voting Directors

At any time the Board of Directors may elect any past Board member to be a non-voting member of the board of Directors. This person shall serve until December 31st of the year in which he or she was elected, and is eligible for reelection each year by the Board of Directors. Non-voting members of the Board shall not be subject to term limits and shall not be subject to election by the membership and may be removed at any time with or without cause by majority vote of the members of the Board of Directors present at a meeting at which a quorum is present.

Section 4: Term of Office

All newly-elected Board members shall be seated at the regular November and December Board meetings and shall be participating members starting January 1. Retiring directors shall continue to serve until the end of the year of their term.

Section 5: Removal from Board of Directors

Removal shall occur when sufficient cause exists for such action and voted by 2/3 board approval for:

A. Failure to attend three (3) regularly scheduled meetings of board of directors per year. Removal is automatic, unless absenteeism is due to justified causes. Prior to removal of any excess absenteeism, a fair and impartial hearing will be conducted by the board.
B. Failure to adhere to the Board responsibilities and expectations.

Section 6: Vacancies

Vacancies on the Board of Directors, or among the offices, shall be filled by the Chairman of the Board with approval by the Board of Directors by a majority vote.

Section 7: Board Meetings

Board meetings may be called by the Chairman of the Board or by written request of any three members of the Board. Notice, including the purpose of the meeting, shall be given to each Director at least one day prior to meeting.

Section 8: Quorums

At a Board meeting a majority of Directors then in office shall constitute a quorum.

Section 9: Notices, Agenda, Minutes

Written notice of all general membership Chamber meetings must be given at least seven days in advance unless otherwise stated. An advance agenda and minutes must be prepared for all meetings. A detailed outline of both shall be a part of this organization's procedures manual.

Section 10: Management

The Board of Directors shall employ a President/CEO and shall fix the salary and other considerations of employment.

Section 11: Voting

Each director has one (1) vote. Proxy voting is not authorized.

Section 12: Indemnification

The Board of Directors of the Brunswick Area Chamber of Commerce hereby resolves and provides for indemnification by the Chamber of any and all current or former officers, directors and employees against expenses actually and necessarily incurred by them in connection with the defense of any action, suit, or proceeding in which they or any of them are made parties, or a party, by reason of having been officers, directors or employees of the Chamber, except in relation to matters as to which such individuals shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability for negligence or misconduct.

ARTICLE V
Officers

Section 1: Determination of Officers

The Board of Directors, both new and retiring, at its regular November meeting shall organize for the coming year. At this meeting, the Board shall elect a Chair-Elect and Treasurer for the upcoming year. All officers shall take office on the first day of the new fiscal year.

A. The Chair-Elect will, after successful completion of prescribed duties, become Chairman of the Board and will remain on the Board of Directors throughout each office held, including Chair-elect, Chairman of the Board, and Past Chair, even if his/her term would otherwise end.

B. The Board of Directors will also elect a Treasurer for the term of one (1) year. The Treasurer will have an option to serve additional years per board request and approval.

C. The Chairman of the Board will have an option to serve for an additional year per board request and approval.

Section 2: Duties of Officers

The Board of Directors shall identify specific duties for each office of the Chamber. Such duties shall be a part of the Chamber procedures manual, which will be reviewed annually and amended as necessary.

Section 3: Executive Committee

The Executive Committee shall act for and on behalf of the Board of Directors when the Board is not in session and a Quorum cannot be obtained. The Executive Committee however, shall be accountable to the Board for its actions. It shall be composed of the Chairman of the Board, Chair-elect, Past Chair and Treasurer. The Chairman of the Board shall serve as chair of the Executive Committee.

ARTICLE VI
Committees

Section 1: Appointment and Authority

The Chairman of the Board, by and with the approval of the Board of Directors, shall appoint all committees and committee chairs. The Chairman of the Board may appoint such ad hoc committees and their chairs as deemed necessary to carry out the program of the Chamber. Committee appointments shall be at the will and pleasure of the Chairman of the Board and shall serve concurrent with the term of the appointing Chairman of the Board, unless a different term is approved by the Board of Directors. It shall be the function of committees to make investigations, conduct studies and hearings, make recommendations to the Board of Directors, and to carry on such activities as may be delegated to them by the Board.

Section 2: Limitation of Authority

No action by any member, committee, division, employee, director or officer shall be binding upon, or constitute an expression of the policy of the Chamber until it shall have been approved or ratified by the Board of Directors. Committees shall be discharged by the Chairman of the Board when their work has been completed and their reports accepted, or when, in the opinion of the Board of Directors, it is deemed appropriate to discontinue the committees.

ARTICLE VII
Finances

Section 1: Funds

All revenue received by the Chamber shall be deposited into financial institutions as approved and directed by the Board.

Section 2: Disbursements

Pursuant to the approved budget, the President/CEO is authorized to make disbursements provided for in the budget without additional approval of the Board of Directors. The Treasurer will audit disbursements on a regular and ongoing basis and report to the Board of Directors.

Section 3: Fiscal Year

The fiscal year of the Chamber shall be January 1st to December 31st of each year.

Section 4: Budget

In December, the Executive Committee, consisting of the Chairman of the Board, Chair-elect, Past Chair and Treasurer shall recommend the budget for the coming year and submit it to the Board of Directors for approval.

Section 5: Annual Financial Review

The accounts and finances of the Chamber of Commerce shall be reviewed annually by an accountant as of the close of business on December 31. The review shall at all times be available to members of the organization within the offices of the Chamber. The Board of Directors may retain a CPA to perform a full audit if deemed necessary.

ARTICLE VIII
Dissolution

Section 1: General

The Chamber of Commerce may be dissolved in the event the membership is no longer pursuant to its purposes.

Section 2: Procedure

A. A member in good standing presents a written petition signed by 2/3 of active members in good standing to dissolve the Chamber to the Board at the next regularly scheduled Board meeting.
B. A member in good standing presents to the Board a written petition to dissolve the Chamber which has been signed by 2/3 of active members in good standing.
C. To dissolve the Chamber, at least a 90% approval from active members is required.
D. On dissolution of the Chamber, any assets 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.

ARTICLE IX
Parliamentary Procedures

Section 1: Parliamentary Authority

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

ARTICLE X
Amendments

Section 1: Revisions

The By-Laws may be amended by a two-thirds vote of the Board of Directors, or by a majority of the members at any meeting called for such purpose, provided that notice has been given for the meeting not less than 10 days prior to schedule meeting.

The By-Laws were revised on June 21, 2011 to reflect changes in terminology. Ten members of the Board of Directors approved the revisions.

Signed by the Executive Board of the Board of Directors:

_____	_____
Lena Knight, Chairman	Chair-Elect
_____	_____
Tom Steinke, Treasurer	Melissa J. Krebs, President / CEO