

**THE BELFAST AREA CHAMBER OF COMMERCE
AN ASSOCIATION OF PROFESSIONAL AND BUSINESS FIRMS
PO BOX 58
BELFAST, ME 04915**

**BY-LAWS
2022 REVISION**

Article I: Name. The name of this non-profit organization shall be the BELFAST AREA CHAMBER OF COMMERCE (referred to herein as the “Chamber.”)

Article II: Offices.

II(1): Principal Office. The principal office for the transaction of the business of the Chamber shall be located in the State of Maine and Waldo County at the location selected from time to time by the Board of Directors.

II(2): Additional Offices. The Board of Directors may at any time establish branch or subordinate offices/visitor’s centers at any place or places, within or without the State of Maine and Waldo County.

Article III: Mission. . The Chamber’s Mission Statement is set forth in the Chamber’s Strategic Plan.

Article IV: Purposes, Objectives, Powers, Duties. The Purposes and Objectives of the Chamber are set forth in the Chamber’s Strategic Plan. This Chamber shall have all the powers, rights and duties normally incident to such non-profit corporations and all other rights granted to non-profits corporations organized under Title 13-B Maine Revised Statues, as limited by Section 501(c) of the Internal Revenue Code of 1986, as amended.

Article V: Anti-Discrimination.The Chamber and its Board of Directors will not discriminate against individuals because of race, gender, age, color, creed, sexual orientation or national origin.

Article VI: Membership.

VI(1): Eligibility for Membership. Any person, association, corporation, partnership, or estate conducting an active business and having an interest in the objectives of the organization shall be eligible to become a Member of the Chamber.

VI(2): Selection of Members. Any individual or entity wishing to become a Member of the Chamber shall deliver to the Executive Director a written application addressed to the Chamber. The Executive Director shall approve or deny the application in his/her discretion but always in good faith. If approved, the applicant shall become a Member upon payment of the Membership Due as set forth in Article VI, Section 3 below. The Executive Director shall inform the Board of Directors at their next meeting of any new applications and whether the applications were approved or denied.

VI(3): Membership Dues. Each Member shall be obligated to pay an annual Membership Due. All dues shall be payable annually and shall be considered delinquent after thirty (30) days from the due date set forth on the invoice. The Executive Director shall annually make a recommendation to the

Board of Directors regarding the amount of the Membership Due, and the Board of Directors shall approve or reject the recommended amount by majority vote.

VI(4): Member Resignation, Delinquency, and Termination.

VI(4)(A): Voluntary Resignation of a Member. Any Member may resign from the Chamber upon written request to the Board of Directors.

VI(4)(B): Termination of a Member for Non-Payment of Membership Due. If any Member fails to pay his/her/its Membership Due within thirty (30) days of the due date set forth on the invoice, the Board of Directors may terminate that Member's membership by majority vote. The Board of Directors may agree to a payment plan for Membership Dues in arrears. The payment plan may also include a monthly automatic payment or withdrawal from the Member's bank account.

VI(4)(C): Termination of a Member for Conduct Unbecoming. Any Member may be expelled by a majority vote of the Board of Directors for conduct unbecoming a Member or conduct that is prejudicial to the Purposes, Objectives, Mission, or reputation of the Chamber, after a thirty (30) day notice and an opportunity for a hearing is afforded the Member.

VI(4)(D): Reinstatement of Terminated Membership. If a Member's membership is terminated, application for membership reinstatement may be considered by the Board of Directors after one (1) year from expulsion.

VI(5): Sale or Transfer of Member Business. Upon the sale of a Member business and if, after the sale, the business continues to operate under the same name and, in the opinion of the Board of Directors, in the same manner as before the sale, Membership may be transferred to the new owner by agreement of the prior owner and new owner. No other agreement as to continuation of transfer of membership shall be binding upon the Chamber unless the Board of Directors consents.

VI(6): Meetings.

VI(6)(A): Annual Meeting. An annual meeting of the Members shall be held once each fiscal year. The time and place shall be fixed by the Board of Directors and notice thereof emailed to each Member at least ten (10) days prior to the date of the meeting.

VI(6)(B): Additional Meetings. Special meetings of the Members may be called by the Board of Directors at any time, or upon petition in writing by at least twenty (20) Members. Notice of special meetings shall be emailed to each Member at least ten (10) days prior to such meetings.

Article VII: Board of Directors.

VII(1): Purpose. The Board of Directors is responsible for managing, establishing procedures for, and formulating and approving policies for Chamber operations, evaluating the Executive Director, monitoring the Chamber's finances, and assisting the Executive Director in organizational decision-making as necessary.

VII(2): Duties of Directors. Each Director shall regularly attend full meetings of the Board of Directors and of any Committee(s) of which he or she is a member. Each Director shall be a member of

at least one Committee. Each Director shall regularly attend Chamber events and Board of Directors events.

VII(3): Number of Directors. The Board of Directors shall consist of not less than ten (10) and no more than fifteen (15) Directors.

VII(4): Eligibility for Directorship. Each Director shall be a Member of the Chamber in good standing, or an employee of a Member of the Chamber in good standing. No more than one (1) person representing a Member business shall be eligible to serve on the Board of Directors at any one time.

VII(5): Term. Each Director shall serve on the Board of Directors for at least three (3) consecutive years and may serve on the Board of Directors an additional three (3) years, for a total of six (6) consecutive years at the most, unless agreed upon by majority vote of the Board of Directors. If a Director loses his or her eligibility for Directorship prior to the end of his or her Term, he or she shall resign by giving written notice to the Executive Director and the Board of Directors.

VII(6): Election of Directors.

VII(6)(A): Recommendation of Potential New Directors. Potential new directors may be recommended by Members, existing Directors, or any individual wishing to become a Director himself or herself. Annually in October, the Executive Director shall deliver to all Members a request for recommendations of new directors, which shall include specific criteria that potential directors must meet, including general Eligibility requirements and requirement to fill the current needs of the Board of Directors. Recommendations for potential new directors may also be received and considered at any time, not only in October. The Executive Director and President of the Board of Directors shall consider each recommendation in good faith.

VII(6)(B): Vetting of Potential New Directors. If the Executive Director and President of the Board of Directors finds that a potential new director meets the criteria for a desirable candidate, the Executive Director and President of the Board of Directors shall meet directly with the potential new director and educate the potential new director about the duties of a Director. The potential new director shall then attend a regularly scheduled Board Meeting and/or Committee Meeting. The potential new director shall then submit a written letter of intent and applicable skills to the Executive Director and the Governance Committee.

VII(6)(C): Nomination and Election of New Directors. The Governance Committee shall approve or deny the application of the potential new director at its next Committee meeting. If approved, the Governance Committee shall nominate the potential new director at the next meeting of the full Board of Directors, where the Board of Directors shall elect or reject the potential new director by majority vote.

VII(7): Termination of Directors. The Board of Directors may terminate any Director by majority vote, after thirty (30) days' notice and an opportunity for a hearing before the Board of Directors, for the following reasons:

- (a) Conduct unbecoming a Director or conduct that is prejudicial to the Purposes, Objectives, Mission, or reputation of the Chamber ;

- (b) Failure to attend more than two (2) meetings of the Board of Directors in one calendar year, unless advance notice was provided of the Director's inability to attend;
- (c) Failure to satisfy the Duties of Directors set forth in Article VII, Section 2 above; and
- (d) Such other conduct or due cause as shall be determined by the Board of Directors in its discretion, but always in good faith.

Votes on termination of a Director may be made by secret ballot.

VII(8): Meetings. The Board of Directors shall meet at regular intervals at a time at a place to be set by the President of the Board of Directors. If a Director is unable to attend, he or she shall provide notice to the Executive Director in advance of the meeting and secure proxy of duties if necessary. Directors may participate in a meeting of the Board of Directors by means of telephone conference or similar communication equipment. Members may attend meetings of the Board of Directors upon advance written notice of attendance provided to the Executive Director. Confidential matters, including termination of a Member or Director, shall not be discussed at meetings where Members are present.

VII(9): Voting. _____ (fill in number) Directors shall constitute a quorum for conducting the business of the Board of Directors. A Director who is unable to attend a meeting of the Board of Directors may appoint a proxy to vote on his or her behalf by written notice to the Executive Director and Board of Directors in advance of the meeting. All votes must be by majority unless otherwise specified in these Bylaws.

VII(10): Committees. The President of the Board of Directors shall have the power to appoint a Committee and its Chair at any time. The President of the Board of Directors and/or the Committee Chair may also appoint Directors to such Committees. The Chair of any Committee will have the responsibility of maintaining attendance and active participation of the Committee. The Chair of the Committee, with the approval of the President of the Board of Directors, shall also have authority to remove any person from the Committee for any reason set forth in Article VII, Section 7..

VII(10)(A): Executive Committee. The Board of Directors shall create and maintain an Executive Committee consisting of a President, Vice President, Secretary, and Treasurer. The composition, powers and duties of the Executive Committee are more fully described in Article VIII below.

VII(10)(B): Finance Committee. A Finance Committee shall be created and maintained by the President and Treasurer of the Board of Directors and shall meet monthly or at such frequency as determined necessary by the Chair of the Finance Committee. The Finance Committee shall review and approve the financial statements and budgets of the Chamber, manage the holdings and investments of the Chamber, report to the Board of Directors regarding the financial status of the Chamber, and perform such other tasks as determined by the Chair of the Finance Committee.

VII(10)(C): Governance Committee. A Governance Committee shall be created and maintained by the President of the Board of Directors and shall meet bimonthly or at such frequency as determined necessary by the Chair of the Governance Committee. The Governance Committee shall nominate new Directors, annually review and recommend updates to Chamber's Bylaws, annually review and recommend updates to the Chamber's Strategic Plan, assist the Executive Director with

internal policy matters, and perform such other tasks as determined by the Chair of the Governance Committee.

VII(10)(D): Additional Committees. Other committees may be formed and Directors assigned thereto by the President of the Board of Directors as needed. The President of the Board of Directors may determine the tenure of any Committee formed under this Section.

VII(11): Conflicts of Interest. No Director may vote on a matter under consideration by the Board or by a Committee regarding the provision of services, or any matter that has direct bearing on the provision of services, (a) by an entity that such director represents; or (b) that would provide direct financial benefit to such director or the immediate family of such director. For purposes of this section, "represents" shall include the following types of affiliation: employer, employee, director, board member, advisor, paid consultant, or immediate family. Each director shall sign a Conflict of Interest Policy Acknowledgment Form upon his or her nomination to the Board.

Article VIII: Executive Committee.

VIII(1): Members of the Executive Committee. The Board of Directors shall create and maintain an Executive Committee consisting of the President, Vice President, Secretary, and Treasurer. In addition, the Executive Director shall be an ex-officio, non-voting member of the Executive Committee.

VIII(2): Powers and Duties of the Executive Committee. The Executive Committee shall have the authority to act for the full Board of Directors on matters of an urgent nature that require action on an interim basis between monthly Board of Directors' meetings, except as limited by law or by any resolution adopted by the Board of Directors, provided however, the Executive Committee shall not have the power to adopt the Chamber's budget, to take any action that is contrary to, or a substantial departure from any direction established by the Board of Directors, to amend the By-Laws or Articles of Incorporation, to adopt a plan of merger or consolidation, to sell or dispose of substantially all of the property or assets of the Chamber, or to voluntarily dissolve the Chamber. The Executive Committee shall also serve as a Grievance Committee that may consider all matters referred to it by the Board of Directors or the Executive Director.

VIII(3): President. The President shall preside at all Board of Directors meetings and Member meetings. He or she shall appoint all Committees, temporary or permanent. He or she shall present at each annual Member meeting an Annual Report of the work of the Chamber. He or she shall see that all books, reports and certificates required by law are properly kept or filed. He or she shall be authorized to sign the checks or drafts of the Chamber. He or she shall have such powers as may be reasonably construed as belonging to the Chief Executive of any corporation. The President shall act as chair of the Executive Committee.

VIII(4): Vice President. The Vice President shall perform all duties of the President in the absence of the President and shall perform any temporary and/or permanent duties directed by the President and approved by the Board of Directors.

VIII(5): Secretary. The Secretary shall supervise the keeping of the minutes and records of the Chamber for Member meetings, Board of Directors meetings, and Committee meetings, with minutes to be published promptly after the conclusion of the meeting. Minutes of Executive Committee meetings should be published within one (1) week after the meeting. It shall be the Secretary's duty to oversee the filing of any certificate required by any statute, federal, state or local entity and serving notice to

members of the Chamber, be the official custodian of the records of the Chamber, present to the Board of Directors at any meeting any communication addressed to the Secretary, attend to all correspondence of the Chamber, and exercise all duties incident to the office of Secretary, or those that may be additionally designated and determined by the Board of Directors. The Secretary shall preside at duly called meetings in the absence of the President and the Vice-President.

VIII(6): Treasurer. The Treasurer shall oversee the full and accurate accounting of the receipts and disbursements in books belonging to the Chamber; shall oversee the deposits of all monies and other valuable effects in the name of and to the credit of the Chamber in such depositories and/or with such custodians as may from time to time be deemed proper and/or be designated by the Board of Directors; and shall oversee the disbursement of funds of the Chamber as may be ordered by the Board of Directors. The Treasurer, upon request of the President or the Board of Directors, shall promptly tender an accounting of all monetary transactions and of the financial condition of the Chamber. The Treasurer shall have such powers and perform such duties additional to the foregoing as the Board of Directors may from time-to-time designate; provide a report at each general meeting; and preside at meetings in the absence of the President, Vice President and Secretary. In the absence of the Treasurer, as well as the aforementioned officers, the Directors present shall choose its moderator to preside at that duly called meeting.

VIII(7): Meetings of the Executive Committee. The Executive Committee shall meet as requested by the President. Notice of the time and place of meetings shall be given to each Director with not less than a twenty-four (24) hour notice.

VIII(8): Voting by the Executive Committee. Three (3) voting members of the Executive Committee must be present to constitute a quorum for the transaction of business. In the result of a tie vote amongst the members of the Executive Committee, the Executive Committee will seek a tie-breaking vote from the Board of Directors in a majority vote via email or scheduled meeting as applicable based on the topic and confidentiality.

VIII(9): Election of President, Vice President, Secretary and Treasurer. Annually at the second-to-last meeting of the Board of Directors of the calendar year, the Governance Committee shall present to the Board of Directors its nominations for persons to hold the positions of President, Vice President, Secretary, and Treasurer in the following year. Directors who are not on the Governance Committee may recommend Directors for these positions by written communication to the Chair of the Governance Committee. At the final meeting of the Board of Directors of the calendar year, the Board of Directors will accept or reject the Governance Committee's nominations by majority vote. If the Board of Directors rejects a nomination by the Governance Committee, the Governance Committee will reconvene and bring a new nominee to the next meeting of the Board of Directors.

VIII(10). Terms of President, Vice President, Secretary and Treasurer. The President, Vice President, Secretary and Treasurer shall each serve for the full calendar year for which they were elected. If the President, Vice President, Secretary, or Treasurer resigns or is terminated prior to the end of his or her Term, the Governance Committee will nominate a replacement at the next meeting of the Board of Directors, to be elected by the Board of Directors by majority vote.

VIII(11). Termination of President, Vice President, Secretary and Treasurer. Members of the Executive Committee may be removed from membership on such Committee, with or without cause, by majority vote of the Board of Directors.

Article IX: Chamber Finances.

IX(1): Operational Finances. The day-to-day handling of monies including making deposits, paying bills and keeping an accurate record of all transactions shall be the responsibility of the Executive Director or staff as delegated and overseen by the Executive Director. A Contractual Bookkeeper shall reconcile all accounts regularly and report any inconsistencies to the President, Treasurer and Executive Director, but the Bookkeeper shall not sign any checks.

IX(2): Checks, Drafts, Notes. Checks, drafts, notes, and other instruments for the payment of money drawn or endorsed in the name of the Corporation shall, unless the Board of Directors votes otherwise, be signed by either the President, Vice President, Treasurer and/or Executive Director. No checks or other instruments as aforementioned may be signed or endorsed in blank. No monies shall be disbursed for non-budgeted items without the approval of the Board of Directors.

Article X: Budget. The Executive Director, along with members of the Finance Committee, will prepare a draft annual operating budget for the fiscal year for consideration by the Finance Committee at its final meeting of the fiscal year. The annual operating budget will be balanced, though such balance may be obtained through transfers of surplus funds as appropriate. The Finance Committee will recommend an annual operating budget to the Board of Directors for adoption by its first (1st) Board of Directors meeting of the fiscal year and shall be available, thereafter, to the Members at the registered office or principal office of the Chamber. The annual operating budget may be supplemented by a separate budget for any capital campaigns if the capital gifts income and capital disbursements can be reasonably accurately projected as to amount and schedule.

Article XI: Fiscal Year. The fiscal year of the Chamber shall be from January 1 to December 31.

Article XII: Revision of By-Laws. A super-majority vote of 67% of the Board of Directors, including proxies, at any meeting shall be required to enact any change to the By-Laws. Notification that By-Laws revisions will be considered at any meeting of the Board of Directors must be made in writing to all Members at least fifteen (15) days prior to said meeting. Delivery may be made by regular U.S. mail, email or hand delivery. The Members shall be given the opportunity to provide input, either verbally before the Board of Directors at said Board of Directors meeting or in writing, for consideration by the Board of Directors prior to voting on the By-Laws change.

Article XIII: Books and Records. The Chamber shall keep correct and complete books and records of account; shall keep minutes of the meetings of its Members, Board of Directors and Committees; and shall keep at its registered office or principal office in the State a record of the names and addresses of its Members. All books and records of this Chamber may be inspected by any Director, Member, or his or her agent or attorney for any proper purpose at any reasonable time.

Article XIV: Prohibition against Sharing in Corporate Earnings. No Member, Director, employee or person connected with the Chamber, or any other private individual shall receive at any time any of the net earnings of pecuniary profit from the operation of the Chamber; provided, that this shall not prevent the payment of any such person of such reasonable compensation for services rendered to or for the Chamber in effecting any its purposes as shall be fixed by the Board of Directors; and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Chamber, except as permitted herein. All members of the Chamber shall be deemed to have expressly consented and agreed that upon dissolution or winding up of the affairs of the Chamber, after all debts have been satisfied, all assets may be distributed by the Board of Directors or by a court of competent jurisdiction upon application of the Board of Directors, exclusively to charitable, scientific,

literary, or educational organizations which would then qualify under the provisions of Section 501(c) of the Internal Revenue Code of 1986 and its Regulations as they now exist or as they may hereafter by amended, provided however that Board of Directors shall make application to a court of competent jurisdiction seeking an equitable division of assets of the Chamber including, without limitation, with regard to the proceeds of any sale or real estate presently owned by the Chamber.

Article XV: Investments. The Chamber shall have the right to invest and reinvest any funds held by it, according to the judgement of the Board of Directors, provided that no action shall be taken by or on behalf of the Chamber if such actions are prohibited by law, or would otherwise result in the loss, or in any manner impair the tax exempt status of the Chamber.

Article XVI: Exempt Activities. Notwithstanding any other provision of the By-Laws, no member, director, officer, employee or representative of the Chamber shall take any action or carry on any activity by or on behalf of the Chamber not permitted to be taken or carried on by an organization exempt under Section 501(c) of the Internal Revenue Code of 1986 and its Regulations as they now exist or as they may hereafter be amended.

Article XVII: Financial Review. An independent financial review shall be conducted at the conclusion of the fiscal year or at any other time deemed necessary by the Board of Directors with results reported to the Board of Directors no later than three (3) months after the end of the fiscal year.

Article XVIII: Risk Management Insurance. The Chamber will at all times maintain insurance policies sufficient to protect the Chamber against potential risks. Insurance policies may include general liability, umbrella liability, property, directors and officers, Worker’s Compensation Insurance, and Unemployment Compensation Insurance as required by law. The Finance Committee and Executive Director will, annually at the Finance Committee’s final meeting of the calendar year, evaluate potential risks to the Chamber and whether the Chamber’s existing insurance policies are adequate to protect it against such risks. Annually at the first Board of Directors meeting of the calendar year, the Finance Committee and the Executive Director will recommend to the Board of Directors any changes needed to the Chamber’s insurance coverage. The Board of Directors will approve insurance coverage by majority vote.

2022 By-Laws Revision approved by the Board of Directors on this ____ day of _____, 2022.

President

Executive Director