

Greater Bridgton Lakes Region Chamber of Commerce

Bylaws

Revised October, 2013

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Bylaws

Article I- General

Section 1: Name

The name of this organization shall be called The Greater Bridgton Lakes Region Chamber of Commerce (known as “The Chamber” or “The GBLRCC”).

Section 2: Purpose

The mission of the GBLRCC is to advance and promote the commercial, recreational, industrial, civic, cultural, educational, and economic interests of its membership in the communities served. The GBLRCC shall not discriminate in regards to conditions of employment of The Chamber, or the Chamber’s membership on the basis of: age; race; religion; sex; sexual preference; color; handicap; national origin. The GBLRCC is also nonpartisan and nonsectarian, and will not lend any type of support to a candidate for public office.

Section 2A: Vision

To be a member-sustained organization that promotes the economic growth and vitality of the communities we serve

Section 3: Area

The GBLRCC economic region shall include, but may not be limited to, the following communities: Bridgton, Brownfield, Casco, Denmark, Fryeburg, Harrison, Lovell, Naples, Raymond, Sebago, Stow, Sweden, and Waterford.

Section 4: Limitation of Methods

The GBLRCC shall observe all local, state, and federal laws which apply to a non-profit organization as defined in Section 501(c) (6) of the Internal Revenue Code. The activities of The GBLRCC shall be conducted for such purposes and in such a manner that no part of its net earnings shall inure to the benefit of any member, Director, Officer, or employee of The Chamber. No action by any member, committee, Director, or Officer shall be binding upon, or constitute an expression of the policy of the Organization until it shall have been approved or ratified by the Board.

Article II- Membership

Section 1: Eligibility

Any person, association, corporation business, partnership or estate in good standing within the communities listed in Article I, section 3 shall be eligible for membership in the GBLRCC. Any applicant shall become a member upon payment of the regularly scheduled dues, as provided in section 2 of Article II.

- A. A new member is defined as not being on the GBLRCC membership list for Twelve (12) months or greater

Section 2: Dues

Each member of the Chamber shall be assessed annual dues as determined by the Board of Directors of the GBLRCC. Any member whose dues are thirty (30) days in arrears shall be considered a delinquent member, without voting privileges, and may be subject to termination or suspension. Upon termination the member will be removed from the website and all other advertising the Chamber provides, until properly reinstated. New membership dues are prorated the first year.

The following are guidelines for dues, penalties, and reinstatements:

- A. Payment due: on or before December 31st, annually.
- B. Late payments: dues payments are considered "late" in the event of any of the following:

1. Non-payment of Annual Dues after December 31st, annually
2. Absent a written membership contract.
3. Absent a written GBLRCC Agreed Upon Alternative Payment Schedule Terms.
4. 30 days post any contractual due date under and agreed upon Payment Schedule/ Terms.
5. Proration is available to new members as defined in Section 1

C. Actions / Penalties for “Late” Dues Payments:

1. Suspension of Chamber Membership and Benefits effective 30 days from written Late Notice unless a signed Membership Contract is subsequently received containing Payment Schedule and Terms agreed upon by the GBLRCC, and payments are brought current to the terms of such Plan.
2. Removal from GBLRCC website.
3. Inability to participate in Marketing / Advertising Programs sponsored by the GBLRCC.

D. Requirements for the Reinstatement of Membership and Benefits following Suspension:

1. Signed Membership Contract-
2. Dues payments brought current per Contract Terms or agree upon alternative payment schedule-

Section 3: Payment Requirements for Advertising in the GBLRCC Publications and Events

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A. Payment Due: The earlier of 30 days from Contract Signing / Invoicing by the GBLRCC or the “**Go to Press**” Date for the publication (i.e., payment required in advance of any published advertising or event).

B. Advertising payments are considered “Late” in the event if not received by:

1. The “**Go to Press**” date for publication determined by the GBLRCC.
2. 30 days from Contract Signing / Invoicing by the GBLRCC if earlier than the “Go to Press” date.

C. Actions /Penalties for Late payment of Advertising Commitments will be ineligible for a membership discount consideration.

D. Requirements for persons / businesses to advertise in the GBLRCC sponsored Publications and / or Internet sites:

1. Must be a Chamber Member in good standing
2. Must have a signed Membership Contract in place

Section 4: Meetings

The fiscal year for the Chamber is the calendar year, and the President, upon recommendation of the Executive Board, or the Board of Directors, may convene an annual meeting at any time during the year, at a time and place determined by the Board. Notification of such meeting to the membership shall be provided by electronic or post mailings at least 7 days in advance of the meeting.

Section 5: Voting

At any proceeding where voting of the membership is necessary, each member in good standing shall be entitled to cast one vote.

Section 6: Termination

Any member may be expelled from The GBLRCC for the following, based on 2/3 vote of the Board of Directors: a.) nonpayment of dues as in section 2 above, and/ or b.) conduct unbecoming a member or prejudicial to the mission and repute of The GBLRCC, after 30 day notice and opportunity for a hearing by the Board of Directors is complete. Upon termination, any future advertising or endorsement by the Chamber shall cease. Any future involvement with the Chamber shall be determined by the Board of Directors.

Section 7: Honorary Membership

Distinction in public affairs or public service may confer eligibility for Honorary Life Membership. Honorary Members are exempt from payment of dues, and shall have the privileges of members except the right to vote and hold office. Election of an Honorary Member shall require a majority vote of the Board of Directors.

Article III – Board of Directors

Section 1: Composition of the Board

The Board of Directors for the GBLRCC shall consist of not less than 12 and no more than 15 member representatives of the Chamber. Included in the number of members of the Board shall be 1-3 Associate Directors; these positions would be filled by high school students attending within the region represented by the Chamber, and recommended by the Scholarship Committee, a non-voting position.

Section 2: Selection of Board Members

Any interested member in good standing of the GBLRCC shall be required to submit a Director Application to be considered and accepted by the Board of Directors a 2/3 vote of the Board.

Section 3: Membership

All Board of Directors serve for a one-year term, renewable annually. Any members of the Board of Directors who shall be absent without excuse or without communicating a pending absence to the Chamber Executive Director or President for two consecutive meetings will be subject to removal. The Board of Directors may, by 2/3 vote, remove any Board Member from office, with just cause. The Board of Directors may elect a new member to the Board as vacancies occur, per Article III, section 2.

Section 4: Meetings

The Board of Directors shall meet at least 12 times a year, at a place of their determination. All Board meetings are open to the membership, unless sessions are determined closed at the discretion of the majority of the Board via the President. The

Executive Board shall meet as needed. The current edition of *Roberts Rules of Order* shall be the final source of authority in all questions of parliamentary procedure in conducting Chamber meetings.

Section 5: Quorum

At least half, plus one, of the Directors must be present at Board meetings to constitute a quorum; matters voted upon by the Board of Directors will be approved or disapproved by a simple majority vote, unless otherwise noted in these Bylaws.

Section 6: Roles and Responsibilities

The Board of Directors shall act on financial affairs based on the recommendations of the existing Finance Committee and Treasurer. The Board is empowered to hire an Executive Director or any individual that would help to further the cause of the Chamber.

The Board may delegate authority to appropriate Committees, to further carry out the mission of the organization. Any such committee shall report to the Board and or Finance committee on a regular basis. The government and policy making responsibilities of the GBLRCC shall be vested in the Board of Directors, which shall control its property, be responsible for its finances, and direct its affairs.

Article 1. The Board of Directors, by quorum vote, has the following authority:

- establish dues;
- expel members;
- confirm presidential delegation of duties;
- designate the depositories of the treasurer;
- approve for payment, financial obligations submitted by the treasurer;
- request a complete financial audit performed by a disinterested auditor;
- fill vacancies occurring among officers or directors; and
- settle any disputes concerning the qualifications of any nominated or serving officer or director.

Article 2. The duties of the Board of Directors shall include, but are not limited to:

- approving the annual budget;
- approving Chamber expenses and expenditures;
- reviewing policy and procedures;

- reviewing and revising, if necessary, the Bylaws; and
- other duties as assigned.

Article 3. The duties of individual Board members are as follows:

- abide by Greater Bridgton Lakes Region Chamber Bylaws, policies and procedures;
- attend all regular board meetings;
- actively support and promote fundraisers beneficial to the Chamber;
- assist in promoting Chamber membership;
- attend all regular and special Chamber meetings;
- work on committees as assigned;
- identify to the board any areas where there might be a conflict of interest, or perceived conflict of interest, and abstain from voting in these areas
- conduct themselves in a businesslike manner during meetings and The Greater Bridgton Lakes Region events.

No Director of the Chamber shall receive any pay for services rendered.

Article IV- Officers and Executive Board

Section 1: Officers

Officers for the GBLRCC are as follows:

President
Immediate Past President
Vice President
Second Vice President
Secretary
Treasurer

Section 2: Process for Election of Officers

A nominating committee of 3 members, chaired by the Secretary of the Chamber Executive Board, shall present a slate of candidates to the Board of Directors. The Board of Directors shall elect, for a term of one year, the slate of Officers. Each officer may be re-nominated and re-elected to serve in the same position, for no more than three one-year terms.

Section 3: Roles and Responsibilities of Officers

The duties and responsibilities of officers are contained in their respective Position Descriptions. The expectation is that each officer will fulfill those duties outlined in the respective Position Description. Position Descriptions may be amended and approved by The Board of Directors as necessary.

Section 4: Meetings of the Executive Board

The Chamber Executive Board shall meet as needed. In addition to the members described in Article IV, section 1, the Executive Board shall consist of those members and the immediate Past President, provided that person is a member of the current Board of Directors. The Past President is a voting position on the Executive Board. A majority of Executive Board shall constitute a quorum for meetings.

Section 5: Responsibilities of the Executive Board

The Executive Board shall act as an advisory group to the Board of Directors and as such shall make recommendations concerning issues and policy. The Executive Board is empowered to act on behalf of the Chamber as follows:

- When regular Board of Directors meetings do not consist of a quorum
- When decisions and actions are required prior to the next scheduled Board of Directors' meeting.
- When specifically asked to do so by the Board of Directors.

The Executive Board may act as forum for any grievance concerning specific issues and complaints from the general membership, with a report submitted and suggested action to be taken at the next Board of Directors' meeting.

Section 6: Executive Director

The Executive Director is a non-voting member of the Executive Board. The Executive Director is a paid position and shall be hired by the Board to oversee day-to-day administrative duties associated with the Chamber, and charged with the supervision and management of the Chamber office; staff; preparing Chamber correspondence and preserving records. This person is also expected to attend:

- Executive Board of Directors meetings
- Regular Chamber meetings
- Chamber After Hours (CAH)
- Committee and civic meetings as necessary.

The person in this position shall receive wages as determined by the Board of Directors to be reviewed annually by the President who will recommend salary compensation for the next fiscal year to the Executive Board of Directors for approval. The Executive Director will answer to the Board of Directors and shall provide reports as requested.

In the vacancy of the Executive Director's position, the presiding President of the Chamber shall assume the duties of the Executive Director. However, if the President declines to assume these duties, another Chamber officer may fulfill the Executive Director duties.

Article V- Committees

Section 1: Appointments

The President may appoint such Committees as deemed necessary and advisable to handle to work of The Chamber; such appointments will be subject to confirmation of The Board of Directors. No committee shall be binding upon, or constitute an expression of policy of the Chamber until it shall have been approved or ratified by the Board.

Section 2: Function

The function of appointed committees shall be to investigate and make appropriate recommendation and reports to the Board of Directors, and to carry on such activities as may be delegated to them by the Board. No Committee shall represent the Chamber in advocacy of or in opposition to any project without specific confirmation of the Board of Directors, or such confirmation as may be clearly granted under the general powers delegated by the Board of Directors to that specific Committee. All committee meetings shall be coordinated with the committee chair, utilizing the Executive Director and Board of Directors as resource when necessary. Each Committee is responsible for submitting a budget to the Treasurer to verify it is consistent to the approved annual budget within 90 days of the scheduled event. The budget will not be valid until approved by Board of Directors. It is each Committee's responsibility to work within said budget and send monthly reports of the budget status to the Treasurer.

Section 3: Dissolution of Committees

Committees may be discharged by the President / Board of Directors when their work has been completed, or when, in the opinion of The Board of Directors, it is deemed wise to discontinue the specific committee.

Section 4: Standing Committees

Standing Committees may be in existence, and shall function according to their standards.

Article VI- Finances

Section 1: Budget

The Treasurer President Elect and Executive Director shall adopt and present the budget to the Board of Directors for approval by December of the year proceeding the next fiscal year. The fiscal year is January 1 – December 31 (calendar year).

Section 2: Funds

All funds of the Chamber not otherwise committed shall be deposited in such banks or trust companies as the Board of Directors may determine.

Section 4: Disbursements

Upon approval of the budget, the Treasurer and or President shall be authorized to make disbursements on accounts and expenses provided for in the budget without additional approval by the Board of Directors. Any checks with amount exceeding \$500.00 are required to be signed by the Treasurer and President. The Treasurer shall prepare and present a monthly financial report to the Board of Directors.

Section 5: Annual Financial Review

The accounts of the GBLRCC shall be reviewed annually by a committee regarding the cash handling practices, procedures and controls to be completed no later than the close of business on December 31st. The findings of this review shall be reported to the Board of Directors within 60 days of the close of the fiscal year, and shall be available to members of the GBLRCC within the office of The Chamber.

Section 5: Financial Committee

The financial committee shall be the Treasurer and two (2) nominated members of the Board of Directors.

Article VII- Indemnification

Every person who is or shall be or shall have been a Director, Officer or employee of The Chamber shall indemnified by The Chamber against any and all costs and expenses reasonably incurred or imposed in connection with or resulting from any action, suit, or proceeding to which the said individual may be made a party by reason of being or having been a Director, Officer or employee of The Chamber, except in relation to any matters as to which the individual shall finally be adjudged in such action, suit or proceeding to have acted in bad faith and other than the best interest of The Chamber or with respect to any criminal action or proceeding, had reasonable cause to believe that the individual's conduct was unlawful. Costs and indemnification shall include but may not be limited to attorneys' fees, damages, and reasonable amounts paid in settlement.

Article VIII- Dissolution

Section 1: Procedure

Upon dissolution of The GBLRCC, any remaining funds shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organization as defined in IRS Section 501 (c)(3), and selected and approved by 2/3 vote of the Board of Directors.

Article IX- Amendments

Section 1

These Bylaws may be amended and approved by a 2/3 majority of the Board of Directors present (after quorum) at any Directors Meeting, provided all Board members are notified ten (10) days in advance of voting.

Approved at Board of Directors Meeting May 1, 2001
Revised at Board of Directors Meeting, April 2,2002
Revised at Development Committee Meeting July, 2003
Revised.....2006
Revised.....2009
Revised.....2012
Revised..... 2013

