



WARRENSBURG
CHAMBER OF COMMERCE

CONSTITUTION

WARRENSBURG CHAMBER OF COMMERCE, INC.

CONSTITUTION

ARTICLE I

Name

Section 1: The name of the organization shall be the Warrensburg Chamber of Commerce, Incorporated.

ARTICLE II

Object

Section 1: The object of the Warrensburg Chamber of Commerce, Inc. shall be to promote and advance the civic, commercial, industrial, social welfare and general interests of the people of Warrensburg, Thurman, Athol, The Glen and vicinity.

Section 2: Its activities shall be non-partisan, non-sectarian and non-sectional.

ARTICLE III

Membership

Section 1: All persons, businesses, associations or corporations who support the object of the Warrensburg Chamber of Commerce, Inc., shall be eligible for membership.

Section 2: Membership shall be composed of active and honorary members.

Section 3: The By-Laws shall specify the procedure as regards of admission to and the privileges and responsibilities of membership in the Warrensburg Chamber of Commerce, Inc.

Section 4: A member in good standing shall have met all duties and paid all fees and dues as prescribed within the Constitution and By-Laws.

ARTICLE IV **Government**

Section 1: The governance of the Warrensburg Chamber of Commerce, Inc. shall be vested in a Board of Directors, of not less than nine persons who shall be nominated and elected in such a manner as may be prescribed in the By-Laws.

ARTICLE V **Meetings**

Section 1: The annual meeting of the Warrensburg Chamber of Commerce, Inc., shall be held in February of each year, the place and time to be designated by the Board of Directors.

Section 2: Meetings of the members may be held at other times as the Executive Director, President or Board of Directors may determine, or upon written request of 5% of the members in good standing. Due notice by email shall be given to every member. When called otherwise than by the Executive Director, President or the Board of Director's or at a meeting other than the annual meeting, the notice shall contain a statement of the purpose of the meeting and shall be issued at least ten days preceding the meeting

ARTICLE VI **Referenda**

Section 1: On its own initiative or upon request in writing of 5% of the members in good standing, the Board of Directors shall submit a question to the members in an open meeting or by email referendum. When presented by email referendum, the ballot for such vote shall be accompanied by a brief statement of both sides of the question. When so stated in the request, action taken therein by the membership shall be final.

ARTICLE VII
Funds

Section 1: The organization of the Board of Directors shall have the power to sue and be sued, purchase, hold, sell, lease or mortgage real estate, to incur debts, to borrow money, giving therefore notes of the Corporation signed by one or more officials duly authorized by the Board of Directors for that purpose and may enter into contracts of any kind furthering the purpose of the Warrensburg Chamber of Commerce, Inc.

ARTICLE VIII
Amendments

Section 1: This Constitution may be amended by a majority vote of the membership in good standing in attendance at any regular membership meeting, or at any special meeting called for that purpose, provided that such amendments shall be plainly stated in the call for the meeting at which they are to be considered.

Section 2: Due notice by email to every member of meetings at which such amendments are to be considered must be given at least ten days to the time of meeting.

ARTICLE IX
Enactments

Section 1: This Constitution shall be effective immediately following its adoption by majority vote of the members of the Warrensburg Chamber of Commerce, Inc., present at a meeting duly called for the purpose, and when so adopted shall supersede all previous Constitutions and Amendments thereto, which are hereby annulled.

Attested to: Month _____, Day _____, Year _____

WARRENSBURG CHAMBER OF COMMERCE, INC.
BOARD OF DIRECTORS



WARRENSBURG
CHAMBER OF COMMERCE

BYLAWS

WARRENSBURG
CHAMBER OF COMMERCE, INC.

BYLAWS

ARTICLE I
Membership

Section 1: Chamber Member

Any person, business, association, corporation, partnership, may subscribe for one or more memberships in the Warrensburg Chamber of Commerce, Inc.

Section 2: Dues and Fees

Membership dues and fees for the year shall be established by the Board of Directors upon recommendation of the Finance Committee. These dues and fees shall be made payable on or before but no later than January 1st of each calendar year for existing members. New members will be billed and the amount is due at the time of application.

Section 3: Termination of Membership

Any member may be terminated by a two-thirds vote of the Board of Directors for conduct unbecoming a member. A “Letter of Termination” and the reason for the Board of Directors action shall be sent to the member in question. The member shall have an opportunity to file a “Notice of Disagreement” clearly stating any objections regarding the termination and may also request a hearing before the Grievance Committee to address the matter. The Notice of Disagreement and request for a hearing must be received no later than thirty days from the date of the Letter of Termination. Upon receipt of this filing the matter shall be placed on the agenda of the next scheduled Board of Directors Meeting for consideration. After a review and discussion by the Board, the member shall be notified in a timely manner of any further action to be taken concerning this matter.

Section 4: Cancellation of Membership

Any member in good standing may resign from the Warrensburg Chamber of Commerce, Inc. upon written notice to the Board of Directors. In doing so, there will be no refund of membership dues for the present year.

Section 5: Chamber Member Disputes

The Warrensburg Chamber of Commerce, Inc. or any member of the Board of Directors shall not become involved in disputes between individual Chamber Members or other entities. We shall not assume the role of mediator, arbitrator, etc.; nor should we provided advice, legal or otherwise. Disputes between individual Chamber Members or other entities shall remain just that; and be resolved by those parties and those parties alone. We shall however have the ability to refer those individuals to the proper and official authority that can provide the best assistance so they may voice their concerns and seek a solution to the dispute. To do anything more would greatly expose both the Chamber and each member of the Board of Directors to unnecessary liability. However, after all proper and official avenues of authority have been pursued by the Chamber Member without resolving the dispute; the Chamber, may offer limited support and assistance within our authority to the Chamber Member. The Board of Directors shall determine an appropriate course of action and the best way to proceed.

ARTICLE II **Qualification of Voters**

Section 1: Individual Voting

Voting shall be by regular members only. No member shall be permitted to cast more than one vote.

Section 2: Dues Paid

If any member shall fail to pay dues by March 1st of the appropriate year, the voting privileges shall be removed and membership rescinded.

ARTICLE III **Board of Directors**

Section 1: Governing Board

The Board of Directors shall consist of five (5) to nine (9) members in good standing, nominated and appointed by a majority vote of the seated Board of Directors. The Board of Directors shall have full authority to act in the best interest of the Chamber and the Membership. From time to time The Board of Directors, may, by invitation also include a person of distinction to serve as consultant/advisor with specialized expertise. The consultant/advisor shall not hold a permanent seat, shall not serve a term and shall not have a vote in matters before the Board of Directors. Each Director shall serve a term of three (3) years and appointed hereafter provided in this Article. No one business can have more than one representative on the Board during any given term. Directors are required to attend a minimum of eight (8) regular meetings a year to remain on the Board and any exceptions to this requirement must receive the approval of the Board.

Section 2: Nomination Committee

The Nomination Committee shall consist of the President and Executive Director plus one additional Board Member. The Nomination Committee meeting will be held in December.

Section 3: Duties of the Nomination Committee

It shall be the duty of the Nomination Committee to develop a slate of nominees for those seats whose terms are expired for the Board of Directors, which slate shall be posted on the Warrensburg Chamber of Commerce, Inc. website no later than the October meeting of the Board of Directors.

Section 4: Independent Nominations

Independent Nominations may be made by any member of the Warrensburg Chamber of Commerce, Inc. by filing their nomination with the President or Executive Director not later than the October meeting of the Board of Directors,

or from the floor of the October Board meeting. These further nominations shall be posted to the Warrensburg Chamber of Commerce, Inc. and emailed to the membership no less than ten (10) days before the Annual Meeting.

Section 5: Nominees

A Nominee shall be a Chamber Member in good standing.

Section 6: Filling Vacancies to the Board of Directors

Should a Directors seat become vacant at any time, the President or Executive Director, or if unable or unwilling, any three (3) Directors shall call a special meeting for the purpose of appointing an individual to temporarily fill the seat until the next regularly scheduled nomination session. The seat shall then be considered open and will be filled in accordance with ARTICLE III – Sections 1 through 5 of these Bylaws. Except that the appointment for that or those seats being filled for an unexpired shall be only for the remainder of the original term. Directors shall be the only ones present at procedures concerning the filling of vacancies.

ARTICLE IV
Election of Officers

Section 1: Officers for the Board of Directors

Following the Annual Meeting, the Directors and the Executive Director shall meet to nominate and elect officers for the ensuing year; a President, one or more Vice Presidents, a Secretary/Treasurer, and other officers or assistants as they deem necessary from time to time. All officers must be Chamber Members and a member of the Board of Directors.

Section 2: Chamber of Commerce Staff

The Board of Directors will employ an Executive Director whose duties and compensation shall be determined by the Board. The Board of Directors may at anytime employ supportive staff whose duties and compensation shall also be determined by the Board.

Section 2a: Executive Director

The Executive Director is a paid employee of the Chamber who shall be the Chief Administrative and Executive Officer with full authority delegated by the Board of Directors to act on behalf of the Chamber and Chamber Membership. The Executive Director shall have the right to speak concerning all matters before the Board, but cannot cast a vote. The Executive Director shall serve be responsible for the staff's preparation of notices and agendas for the Board of Directors meetings. The Executive Director shall serve as advisor to the President, Board and Committees on planning, shall assemble information and data, and shall prepare special reports as requested. The Executive Director shall be a non-voting "*Ex-Officio*" member of the Executive Committee, and all other committees. The Executive Director shall be responsible for the administration of the Program of Work in accordance with policies and regulations of the Board of Directors. The Executive Director shall be responsible for hiring, discharging, directing, and supervising all other Chamber employees. The Executive Director shall be responsible, with the assistance of the Treasurer, for the preparation of an operating budget covering all activities of the Warrensburg Chamber of Commerce, Inc., subject to approval by the Board of Directors. The Executive Director shall also be responsible for all expenditures within the approved budget allocations. Furthermore, other duties may be required at the discretion of the Board of Directors.

Section 3: Security Bonds

The Executive Director, Treasurer and any Officer of the Board handling monetary funds of the Corporation may each be required to furnish security bonds in such amounts as the Board of Directors shall deem necessary; the cost of which to be paid by the Warrensburg Chamber of Commerce, Inc..

Section 4: Duties of the Officers

The duties of the Officers shall be such as their titles, by general usage, would indicate: such as required by law, and such as may be assigned to them respectively by the Board of Directors from time to time.

ARTICLE V **Board Committees**

Section 1: Standing Committees

The Board of Directors shall be required to appoint and maintain standing committees to oversee Board function and carryout Chamber events. Standing Committees shall meet and deliberate as deemed necessary by time and circumstances.

Section 2: Appointment of Standing Committees

The Executive Director shall appoint all members to the Standing Committees subject to confirmation by the Board of Directors. The Executive Director shall be a member “*Ex-Officio*” of such Standing Committees.

Section 3: Appointment of Ad Hoc Committees

The Executive Director, with the approval of the Board of Directors shall be empowered to appoint all members to an Ad Hoc Committee. The Executive Director shall be a member “*Ex-Officio*” of such Ad Hoc Committee.

Section 4: Appointment of Chamber Representatives

The Executive Director, with the approval of the Board of Directors shall be empowered to appoint Delegate and Alternate to the Warren County Council of Chambers. The cost of the dinner shall be paid by the Warrensburg Chamber of Commerce, Inc..

Section 5: Executive Committee

The President and other officers of the Board as noted in Article IV, Section 1 may serve as an Executive Committee of the Chamber. The Executive Director shall be a member “*Ex-Officio*” of such Executive Committee. The express purpose of the Executive Committee shall be to conduct necessary business not requiring a Board Decision of the Warrensburg Chamber of Commerce, Inc., when the Board of Directors is not in session.

ARTICLE VI **Chamber Meetings**

Section 1: Membership Meetings

At all Membership Meetings, five percent (5%) of the members in good standing shall constitute a quorum.

Section 2: Board of Directors Meetings

The Board of Directors shall meet at regular periods as determined by said Board.

Section 3: Special Meetings

A Special Meeting of the Board of Directors may be called at any time by the Executive Director or by one-third (1/3) of the seated Directors, provided that when called otherwise than by the President, a call shall be issued to each Director stating the purpose of the meeting, not less than twenty-four (24) hours preceding the meeting.

Section 4: Quorums

At all meeting of the Board of Directors, a majority of the seated Board shall constitute a quorum. Only appointed, presently serving Board Members shall be considered for a quorum at which any regular or special meeting is called.

Section 5: Management of Chamber Property

All now owned and hereafter acquired, wherever located: machinery, equipment, furniture and fixtures including but not limited to, all documents, materials, facsimiles, computer data and programs for the use of the Warrensburg Chamber of Commerce, Inc. in carrying out its day to day business are the sole property of the Warrensburg Chamber of Commerce, Inc. and any use of said property outside the Warrensburg Chamber of Commerce, Inc. must be approved by the Board of Directors.

Section 6: Procedural Rules

All questions of parliamentary procedure shall be resolved according to Robert’s Rules of Order whenever they are not consistent with the Constitution or Bylaws of this organization.

Section 7: Appointment of a Parliamentarian

The President or the Executive Director with the approval of the Board of Directors may appoint a seated Board Member as Parliamentarian.

ARTICLE VII
Annual Meeting and Fiscal Year

Section 1: Annual Meeting

The Annual Meeting of the Warrensburg Chamber of Commerce, Inc. membership shall be held in February of each year. The time and place shall be determined by the Board of Directors and notice thereof emailed to each Chamber Member at least ten (10) days before said meeting.

Section 2: Fiscal Year

The Fiscal Year shall coincide with the calendar year, beginning on the first (1st) day of January and ending on the last day of December of each year.

ARTICLE VIII
Bylaw Amendments

Section 1: Amendment Procedure

These Bylaws may be amended by either a majority vote of the Chamber Members in good standing in attendance at any regular membership meeting, or any special meeting called for the purpose, providing that such amendment shall be plainly stated in the call for the meeting at which the amendment(s) are to be considered.

Furthermore, these Bylaws may also be amended by a majority vote of the entire membership in good standing voting by mail in ballot, providing that the said ballot shall clearly explain the purpose of for such amendment(s) being considered.

Section 2: Notice of Meeting

Due notice of meetings at which amendments are to be considered shall be posted on the Warrensburg Chamber of Commerce, Inc. website and emailed to all Chamber Members ten (10) days prior to the time of the meeting.

ARTICLE IX
Enactment of the Bylaws

Section 1: Confirmation of the Bylaws

These Bylaws shall be effective immediately following their adoption by a majority vote of the Chamber Members of the Warrensburg Chamber of Commerce, Inc. present at a meeting duly called for the purpose and so adopted, shall supersede all previous Bylaws and amendments thereto, which are hereby annulled.

Section 2: Implementation of the Bylaws

Adoption (pending vote) at the Annual Membership Meeting of the Warrensburg Chamber of Commerce, Inc.

ARTICLE X
Declaration of Permanence

Section 1: Governance

The Warrensburg Chamber of Commerce, Inc. Board of Directors and Chamber Membership hereby declare these Bylaws to be a formal official document. In doing so the Board permanently establishes this document as our means of governance. This document of Bylaws, contained therein, shall remain continuing and enduring to provide direction and stability as the Warrensburg Chamber of Commerce, Inc. moves forward to carry out the Chamber's mission in the community of Warrensburg.

The Warrensburg Chamber of Commerce, Inc. Board of Directors and Chamber Membership unanimously, without challenge, do so mandate and affirm these Bylaws as our means of governance from this time henceforth and forever.

Attested to: Month _____, Day _____, Year _____

WARRENSBURG CHAMBER OF COMMERCE, INC.

BOARD OF DIRECTORS

