

BY-LAWS
St John Valley Chamber of Commerce and Tourism
Madawaska, Maine

Revised and Approved by Chamber Board of Directors, February 13, 2020

ARTICLE I

Section 1 – Name

The name of this organization shall be the St John Valley Chamber of Commerce and Tourism, hereinafter called the Chamber.

Section 2 – Representation

The representation consists of the following: Madawaska, Frenchville, St. Agatha, Sinclair, Grand Isle, and surrounding communities and hereinafter known as the St. John Valley Chamber of Commerce and Tourism.

Section 3 – Principle Office

The principle office and place of business for the organization shall be in the Town of Madawaska, Maine.

ARTICLE II

Section 1 – Object

The St. John Valley Chamber of Commerce and Tourism is organized for the purpose of advancing and publicizing the commercial, industrial, agricultural, civic, tourist, social, cultural and general interest of the Town of Madawaska and its surrounding communities as stated above in Article I, Section 2.

Section 2 – Limitation of Methods

The Chamber of Commerce, in its activities shall be non-partisan and non-sectarian, and shall take no part in or lend its influence to the election or appointment of any candidate for any federal, state, county or city office or any other political sub-division office, nor shall any meetings of a political nature whatsoever be held within the premises occupied or under control of the Chamber.

Section 3 – Non-Profit

The Chamber of Commerce shall observe all local, state, and federal laws that apply to a nonprofit organization as defined in Section 501c6 of the internal revenue code.

ARTICLE III

Section 1 – Membership

Any individual, firm, corporation, partnership, association or club in good standing, interested in the objectives of this organization shall be eligible to apply for membership in the Chamber. While predicated upon the payment of certain membership dues, application shall be subject to the approval of the Board of Directors or upon such membership committee as it may designate or appoint.

Each Voting Member in good standing shall be entitled to one (1) vote and each Member firm, association or corporation of ten or more full-time employees shall have two (2) votes by representatives, usually the designated contact person(s).

Section 2 – Classes of Membership

- A. Business Members are those who are in business in the area or do business in the area. These members shall be afforded all the rights and privileges associated with the Chamber.
- B. Non-Profit Members are charitable, civic or social groups and organizations qualifying for non-profit status. These members shall be afforded all the rights and privileges associated with the Chamber.
- C. Individual/Ex Officio Members are those who are government employees and/or elected officials. These members shall be afforded all the rights and privileges associated with the Chamber, except the right to vote.
- D. Honorary Members are persons who have gained distinction in public affairs and may be elected by the Board of Directors. These members shall be afforded all the rights and privileges associated with the Chamber, except the right to vote and shall be exempt from payment of dues.

Section 3 – Candidates for Memberships

The Board of Directors shall approve all memberships. All Members, except Honorary Members, shall pay an annual amount according to a dues schedule as adopted by the Board.

Section 4 – Expulsion

The Board of Directors may expel members for cause or for non-payment of dues within a reasonable time as fixed by the Board of Directors. Any member may be expelled by a resolution passed by majority vote of the Board at any meeting called for this purpose. Such member shall be notified of the intention of the Board to consider the member's expulsion and the member shall be given the opportunity of a hearing before the Board

but shall not be represented by professional counsel. Passage of such resolution shall, without any other act on the part of the Board, annul such membership.

Section 5 – Membership Withdrawal

Any member who may wish to withdraw from the Chamber shall give written notice thereof. No fee restitution shall be granted.

ARTICLE IV

Section 1 – Revenues

The revenues of this organization shall be derived from membership dues, appropriations from municipalities in the Greater Madawaska Area and incidental operations of the Chamber.

Section 2 – Dues of Members

Membership dues per annum will be determined by the Board of Directors and reviewed annually by the Membership Committee. Membership dues are to be paid by March 31st of the membership year. New membership received after mid-year shall be pro-rated accordingly.

Section 3 – Fiscal Year

The fiscal year shall be from July 1 to June 30, inclusive or any other dates so voted by unanimous vote of the Board of Directors.

Section 4 - Disbursements

No pledging or disbursements of the funds of the Chamber shall be made unless the same have been approved by the Finance Committee and ordered by the Board of Directors. All disbursements shall be made by check. The President and/or Executive Board shall sign checks or any person so voted by the Board of Directors.

Section 5 – Budget

As soon as possible after the annual meeting of each year, the finance committee shall compile a budget of estimated expenses, including a stated amount for each committee and submit it to the Board of Directors. As passed by the Board, with or without modification, this budget shall be the appropriation measure of the Chamber. No committee may exceed its appropriation without the consent of the Board of Directors.

ARTICLE V

Section 1 – Board of Directors

The government of the corporation, the direction of its work and the control of its property shall be vested in a Board of nine (9) to eleven (11) members. Each supporting municipality within the Chamber's service area should be represented by at least one person. Should there be no representation from a supporting municipality, said municipality shall have the opportunity to appoint one ex officio director to serve as their representative. Said appointee shall have the same authority as elected directors except the right to vote.

Section 2 – Requirements

A Board member must attend a minimum of eight (8) Board meetings. Three (3) unexcused absences may result in the termination of Directorship upon approval by a majority vote of the Board.

Each Board Member must have a minimum of one (1) year of service on the Board prior to election to office, or serving on the Executive Board.

Section 3 – Election of Directors

An Election Committee, consisting of three (3) Board Members (not running for re-election) appointed by the President, shall prepare a list of members in good standing, who are eligible to serve as Directors and who have agreed to have their names placed on the nomination list. This nomination list will be approved by a majority of the Board of Directors and a ballot produced with approved nominations. This final ballot shall be submitted to the Membership by mail or e-mail, no later than two (2) weeks prior to the Annual Meeting. At the Annual Meeting, the votes shall be cast by members present and the results of the ballot shall be tabulated by the Election Committee to determine the persons receiving the highest number of votes, who shall be considered elected to the Board for a three (3) year term.

Section 4 – Tie Vote

In the election of Directors, should a tie vote occur, the Election Committee shall cast lots and certify as elected the person or persons on whom the selection falls.

Section 5 – Terms of Office

At the first annual meeting, nine (9) to eleven (11) Directors shall be elected, three (3) of whom shall be elected for a term of three (3) years, three (3) for a term of two (2) years, and three (3) for a term of one (1) year, and succeeding years, three (3) Directors shall be elected for a term of (3) years to replace the outgoing Directors. Municipalities are appointed on a yearly basis. A Director may serve no more than two (2) consecutive three (3) year terms.

Section 6 – Announcement of Election Results

The Election Committee shall cause to be announced to the membership at the Annual Meeting the names of the persons who have been elected to the Board of Directors. The results shall also be submitted in writing to the membership at large.

Section 7 – Board Vacancies

A Board position vacated before term expiration may be filled by the Board of Directors to finish said term.

ARTICLE VI

Section 1 – Election of Officers

The Board of Directors, at the first regular Board meeting following the Annual Meeting, shall elect a President, a Vice President, a Treasurer and a Secretary. All officers shall serve for a term of one (1) year or until their successors assume the duties of the office.

Section 2 – President

The President shall serve as the chief elected officer of the Chamber of Commerce and shall preside at all meetings of the Membership, Board of Directors and the Executive Committee. The President shall serve a one (1) year term and may not serve as President for more than three (3) consecutive terms. The President will serve on the Executive Committee and may serve as an ex officio member on all Chamber committees.

Section 3 – Vice President

The Vice President shall act in the absence of the President. He/she shall also perform those duties as assigned by the President and Board of Directors. The Vice President will serve a one (1) year term and may not serve as Vice President for more than three (3) consecutive terms. The Vice President shall serve on the Executive Committee.

Section 4 – Secretary

The Secretary shall keep a list of Members of the Chamber and a record of each meeting of the Chamber's Board of Directors and Executive Committee and perform all duties inherent to the position of Secretary. He/she will make monthly reports to the Board of Directors. The Secretary shall serve on the Executive Committee.

Section 5 – Treasurer

The Treasurer shall collect all revenue of the Chamber and shall make necessary disbursements upon approval by the Board of Directors. He/she shall maintain financial records of the Chamber and shall make monthly reports to the Board of Directors. In

addition, the Treasurer shall serve on the Budget & Finance and Executive Committees and shall furnish a report of financial standing at the Chamber's Annual Meeting.

Section 6 – Executive Director

The Executive Director shall be the chief administrative officer of the Chamber. It shall be the duty of the Executive Director to conduct the official correspondence, preserve all books, documents and communication, keep books of accounts, and maintain an accurate record of the proceedings of the Chamber, the Board of Directors and all committees.

The Executive Director shall perform such duties as may be incident to his/her office, subject to the direction of the Board.

The Executive Director shall become an ex officio member of the Board and all committees of the Chamber. The Executive Director may have a voice in all matters, but without a vote.

The Executive Director shall be selected by the Board who shall fix the salary. The term of office shall continue so long as such employment is mutually satisfactory. At the expiration of employment, he/she shall deliver to the Board of Directors all books, papers and property of the Chamber.

ARTICLE VII

Section 1 – Committees

The President shall appoint all committees, subject to confirmation by the Board of Directors.

Section 2 – Budget & Finance Committee

The Budget & Finance Committee shall be comprised of the Treasurer, the Executive Director and at least two (2) other members in good standing. The committee shall be responsible for presenting an Annual Budget to the Board of Directors for approval and oversee all recommendations for expenditures (over \$100) outside the estimated income and expenses for the coming fiscal year. The committee shall review all books and accounts of the Chamber at the end of the fiscal year and prepare a Yearly Financial Report to be approved by the Board of Directors. The Committee shall also oversee strategies for making the best use of the taxation structure and will review all fiscal and insurance policies to ensure cost-effectiveness. The Budget & Finance Committee shall meet on an as needed basis.

Section 3 – Executive Committee

There shall be an Executive Committee of four members consisting of the President, Vice President, Secretary and Treasurer. The Executive Director may also attend these committee meetings as approved by the Board. The Executive Committee may be called upon to make decisions between regular Board meetings and is required to make regular reports of its actions to the Board. The Executive Committee shall review the By-Laws

and other governing documents annually and bring their findings to the Board of Directors. The Executive Committee meets on an as needed basis and may also function as the Human Resource department for the Chamber and its employees.

Section 4 – Membership Committee

The Membership Committee Chair and Secretary shall be appointed by the members of the Membership Committee. It shall be the responsibility of this committee to review the dues structure and bring their findings to the Board of Directors. It shall also be the responsibility of this committee to annually conduct a membership campaign, reviewing and approving all materials for this campaign. The Committee will also oversee the development of the “Welcome New Members” materials. The Membership committee meets on an as needed basis.

Section 5 – Committee Limitations

It shall be the function of the Committee to investigate and make recommendations. No committee, standing or special, shall have power to commit the Chamber on any matter of general policy. It is the intent of this section to provide that committees shall have the authority to decide matters of interest to such committees only and to recommend to the Directors for decisions on all matters affecting the community or the Chamber as a whole. All committees of the Chamber must prepare minutes of their meetings to present to the Board of Directors at the monthly Board Meetings. All committees will be comprised of three (3) or more members and will elect a Chair and a Secretary from their number. All committee meetings shall follow Roberts Rules of Order.

Section 6 – Call of Meetings

Meetings of committees may be called at any time by the President or by the Chairman of such committee.

Section 7 - Special Committees, Ad Hoc Committees, Councils

Special Committees, Ad Hoc and other Committees and Councils may be established to promote interest in and to carry out certain projects or activities as approved by the Board of Directors.

ARTICLE VIII

Section 1 – Board of Directors Meetings

There shall be regular monthly meetings of the Board and a majority of Directors in office shall constitute a quorum for the transaction of business and when there is such a quorum the acts of the majority of the Directors present shall be the acts of the Board of Directors.

Section 2 – Membership Meetings

The Board of Directors may provide for membership meetings of the Chamber at their discretion and special meetings may be ordered on written petition of ten (10) members or by the Board or called by the President.

Section 3 – Annual Meeting

The Annual Meeting of the Chamber will be held at any date between January 1 and March 31 each year or any other date so voted by the Board of Directors. The exact date shall be set by the Board of Directors on/or before December of each year.

Section 4 – Notice of Meetings

All members in good standing with the Chamber shall be notified of all membership meetings in writing either by letter or by publication in the St. John Valley Times. Board of Directors: To each member of the Board of Directors, the notice shall be in writing, or may be published in the St. John Valley Times, and with the notice shall also be given a synopsis of the business to be considered.

Section 5 – Quorum

The quorum needed to have an official meeting consists of a majority of the Board or Committee members in attendance.

Section 6 – Special Meetings

At all meetings of the Chamber only such business for which the meeting was called to consider shall be acted upon.

Section 7 – Majority Rule

Except as otherwise herein provided, majority rule shall prevail at all meetings of the Chamber and the Board of Directors and of all Committees. There shall be no voting by proxy. Except where procedure is prescribed in these by-laws, Robert's Rules of Order shall apply.

Section 8 – Speaking and Voting

Any member in good standing shall be entitled to speak on any subject brought before the Chamber for consideration. At the discretion of the President or Chairman, debates may be limited.

ARTICLE IX

Section 1 – Amendments

These by-laws may be amended or altered at any regular Board meeting by a majority vote of those present or at any special meeting of the Board of Directors. Amendments to by laws will be made by the By-Law Committee and brought to the Board of Directors for final approval. These amended by-laws shall be filed with the state and federal governing bodies.

Section 2 – Dissolution

The Chamber shall use its funds only to accomplish the objectives and purposes specified in these bylaws and no part of said funds shall inure or be distributed to the members of the Chamber. On dissolution of the Chamber any funds remaining shall be distributed to one or more regularly organized and qualified charitable organizations to be selected by the Board of Directors as defined in IRS Section 501c3.

Section 3 – Interpretation

The Board of Directors shall be final authority as to the interpretation of these by-laws and all procedure under them.