

# Poolesville Area Chamber of Commerce ByLaws

## ARTICLE I – GENERAL

Section 1. Name. This organization shall be known as the Poolesville Area Chamber of Commerce, hereafter referred to as the “Chamber.”

Section 2. Purpose. The Chamber is organized to promote, strengthen, enhance and protect businesses in the Poolesville Area. All necessary means of promoting and advancing these causes shall be permitted to foster and encourage the economic, commercial, civic, cultural, and educational interests of the area.

Section 3. Status. The Chamber is a nonprofit organization incorporated under the laws of the State of Maryland and shall observe all laws and regulations that apply to a nonprofit organization as defined in Section 501(c)(6) of the Internal Revenue Code. The Chamber is nonprofit, nonpartisan, and nonsectarian and may not endorse candidates for public office at any level of government.

Section 4. Area. The Poolesville Area encompasses the upper western region of Montgomery County, Maryland, including the towns of Barnesville, Beallsville, Boyds, Comus, Dawsonville, Dickerson, Jerusalem, Martinsburg, Poolesville, and Seneca and their surrounding areas.

Section 5. Subsidiaries. The Chamber may establish subsidiary organizations, including limited liability companies.

Section 6. Procedures. The proceedings of the Chamber shall be governed by and conducted according to the latest rules of Robert’s Rules of Order Revised.

Section 7. Seal. The Chamber may use a seal of such design as may be adopted by the Board of Directors.

## ARTICLE II – MEMBERSHIP

Section 1. Eligibility. Every person or entity who owns or operates a business or profession, profit or non-profit, in the Poolesville Area is eligible to be a voting member. Every other individual in the Poolesville Area is eligible to be a non-voting member.

Section 2. Approval of Membership. Application for membership shall be in writing. Applications will be submitted to the Board of Directors for their approval. Memberships approved by the Board will begin upon payment of the prescribed membership dues. In order to qualify as a member in Good Standing, a member shall have no outstanding financial obligations to the Chamber.

Section 3. Dues. Membership dues shall be at such rate or rates, schedules or formulas as may be from time to time prescribed by the Board of Directors, payable annually.

Section 4. Orientation. Every member of the Board of Directors, committee chairs, and officers shall participate in an annual orientation program outlining their respective duties prior to assuming those duties. Every effort will be made to orient new members regarding the aims, objectives, and work program of the Chamber.

Section 5. Termination. (a) Any member may resign from the Chamber upon written notice to the Board of Directors; (b) a membership shall be terminated by the Board for nonpayment of dues after 90 days from the due date, unless otherwise extended for good cause; (c) a membership may be terminated by a two-thirds vote of the Board at a regularly scheduled meeting thereof for conduct unbecoming a member or prejudicial to the aims or repute of the Chamber after notice and opportunity for a hearing are afforded the member complained against.

## **ARTICLE III – MEETINGS**

Section 1. Annual Meeting. The annual meeting of the Chamber shall be held during the month of February of each year or at such other time as determined by the Board of Directors and notice thereof mailed or electronically transmitted to each member at least ten days before said meeting.

Section 2. Additional Meetings. (a) Special meetings of the Chamber may be called by the President at any time, or upon petition in writing of 25% of the members in Good Standing. Notice of special meetings shall be mailed or electronically transmitted to each member at least ten days prior to such meetings. (b) Regular monthly meetings of the Board of Directors shall be held on the second Thursday of each month or at such other time as designated by the Board. (c) Special board meetings may be called by the President or upon request of three members of the Board. Notice (including the purpose of the meeting) shall be given to each director at least one day prior to said meeting. (d) Committee meetings may be called at any time by the President, Vice President or by the Committee's Chair.

Section 3. Quorums. (a) At any duly called annual or special meeting of the Chamber, 15% of the members in Good Standing shall constitute a quorum. (b) A majority of directors shall constitute a quorum of the Board of Directors. (c) At committee meetings, a majority shall constitute a quorum.

Section 4. Voting. (a) Each voting member in Good Standing is entitled to vote in accordance with the terms and provisions of the Articles of Incorporation and these Bylaws. (b) Each voting member in Good Standing is entitled to one vote, in person or in proxy. (c) A proxy must be executed in writing by the member or the member's duly authorized agent and shall be filed with the Secretary of the Chamber before or at the time of the meeting. A proxy's duration may be effective for a period of no longer than one month. (d) Voting shall be conducted in a manner chosen by the Board of Directors. However, upon the demand of any member in Good Standing, the vote for directors and upon any questions before a meeting of the members shall be by ballot. (e) All elections for directors shall be decided by plurality vote; all other questions shall be decided by majority vote except as otherwise provided by the Articles of Incorporation or the laws of Maryland.

## **ARTICLE IV – BOARD OF DIRECTORS**

Section 1. Governance. The governance 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. The Board shall adopt such rules and regulations as may be required to conduct the

affairs of the Chamber. All policies of the Board will be formalized and recorded in a manual of procedures for easy reference by the members, officers, and directors.

Section 2. Composition. The Board of Directors shall be composed of a minimum of seven and a maximum of twelve members, all of whom shall be voting members of the Chamber in Good Standing. Directors shall be elected annually to serve for two years or until their successors are elected and have qualified. No director may serve for more than four successive terms. There can be up to two Board members who represent non-profit members. Those non-profit members have full Board membership and Board voting privileges.

Section 3. Selection.

- (a) Selection of Nominees. During the first week in September, the President shall designate three members in Good Standing as members of a Nominating Committee. The President shall designate the Chair of the Committee.
- (b) Candidates. Prior to December 15th of each year, the Nominating Committee shall present to the Board of Directors a slate of candidates for the purpose of filling those seats of members of the Board of Directors whose terms expire in January. The Nominating Committee shall confirm by personal contact with the candidates that they are willing to accept directorship responsibility.
- (c) Publicity. Upon receipt of the report of the Nominating Committee, the Executive Secretary shall notify the membership, at the same time as notice is provided of the annual meeting, by mail, fax, or electronic transmission of the names of persons nominated as candidates for directors, and the right of petition as provided in Article IV, Section 3(d) of these Bylaws. The list of candidates so nominated shall be kept on file in the Chamber's records.
- (d) Petition. Additional names of candidates for directors can be nominated by petition bearing the genuine signatures of at least five voting members in Good Standing. Such petitions either shall be filed with the Nominating Committee within ten days after notice has been given of the names of those nominated or shall be made orally at the annual meeting of members. Determination of the Nominating Committee as to the legality of the petitions shall be final.
- (e) Determination. (1) If no petition is filed within the designated period, the nominations shall be closed and the nominated slate shall be declared elected by the Board of Directors at the annual meeting of members. (2) If a legal petition shall present additional candidates, the names of all candidates shall be arranged on a ballot in alphabetical order. Instructions will be to vote for no more than the number of expiring terms of directors.
- (f) Election Committee. In the event of an election as provided in Section 3(e)(2), the President shall appoint an Elections Committee composed of three members in Good Standing who are not candidates, whose duty shall be to see that the election of the Board of Directors at the annual meeting of members is carried out according to the

terms and conditions of these Bylaws, that adequate tellers are available, that all votes of the members eligible to vote are properly tallied and canvassed, and to declare the true results of said election by written report to the Nominating Committee.

- (g) Certification of Directors. Newly elected directors will be certified at the close of the annual meeting of members for a two-year term, which will end at the close of the annual meeting two years hence.

#### Section 4. Vacancies on the Board of Directors.

- (a) Vacancy Definition. A vacancy on the Board of Directors is created when a board member does not complete their term on the board through one of the following: (1) if any member of the Board shall fail to attend three successive meetings, the President shall in writing call such failure to the member's attention and, at the next regular meeting of the Board, shall conduct a vote to determine whether the member shall cease to be a member of the Board; or (2) a Board member resigns before completing their term.
- (b) Vacancies on the Board of Directors shall be filled by majority vote of the Board of Directors.

#### Section 5. Special Procedures.

- (a) Telephonic Participation in Meetings. When attendance at a meeting of the Board of Directors is not possible and participation is essential, a director may participate in the meeting by electronic means that enables all directors participating in the meeting to hear one another, and participation in such form shall constitute presence of the director at the meeting. Outside of regular board meetings, on time sensitive issues, discussion and vote may be taken by electronic means, including email.
- (b) Action without a Meeting. A written resolution provided to all directors, which is electronically approved by a majority of the directors, shall have the same force and effect as if such action was authorized at a meeting of the Board of Directors duly called and held for that purpose. The resolution, with the director's written approval, shall be recorded in the minute book of the Chamber and noted as a resolution in writing rather than in meeting.

Section 6. Fees and Reimbursement. Directors shall not receive any compensation for serving as members of the Board of Directors, but shall be entitled to reimbursement of any expenses they incur in the performance of their duties or on the Chamber's behalf that are authorized in the annual budget, or by act of the Board in advance of their being incurred, or by approval of the Board after having been incurred.

Section 7. Indemnification. The Chamber shall provide for indemnification by the Chamber of any and all current or former 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 gross negligence or misconduct.

Section 8. Insurance. The Board of Directors may expend funds for the purpose of directors and officers liability insurance as appropriate for the protection of directors and officers.

Section 9. Staff and Special Appointments.

- (a) Executive Secretary. The Board of Directors shall have the right to hire an Executive Secretary to handle the day to day operations of the Chamber. The Executive Secretary shall serve at the pleasure of the Board.
- (b) Financial Consultant. The Board of Directors shall have the right to appoint a financial consultant to assist the Board with financial advice, preparation of financial and tax documents, and related matters. The position of Financial Consultant shall be unpaid and shall be limited to one-year appointments. Preference for appointment shall be given to Chamber members.
- (c) Legal Consultant. The Board of Directors shall have the right to appoint a legal consultant to assist the Board with legal advice and related legal matters. The position of Legal Consultant shall be unpaid, limited to one-year appointments, and be restricted to members of the Maryland Bar. Preference for appointment shall be given to Chamber members.
- (d) Government Liaison to the Board. The Board of Directors shall have the right to appoint a Government Liaison to the Board to advise the Board regarding local government issues. The Government Liaison shall be a non-voting member of the Board of Directors.

## **ARTICLE V – OFFICERS**

Section 1. Selection. As soon as practicable following the certification of new directors, and no later than the next regularly scheduled or special meeting of the Board of Directors, the Board, on motion and by majority vote, shall elect from its members a slate of officers of the Chamber; namely, President, Vice President, Secretary, and Treasurer. The current highest-ranking officer of the Board shall preside over the meeting and the vote until such time as the new officers have been duly elected.

Section 2. Duties.

- (a) President: The President shall be the head of the Chamber and shall: (1) preside at all meetings of the membership and the Board of Directors; (2) with the counsel and advice of the Vice President, determine the need for ad hoc committees, subject to the approval of the Board; (3) select all ad hoc committee chairs and assist in the selection of ad hoc committee personnel; (4) serve as chair of the Executive Committee; (5) with

the approval of the Board, sign all deeds, contracts, and other instruments affecting the operation of the Chamber or any of its properties; (6) sign all formal documents of the Chamber in the capacity of President; and (7) be a signatory with the Treasurer on all corporation accounts and obligations.

- (b) Vice President: The Vice President shall serve as first assistant to the President of the Chamber, performing the duties of the President in the absence of that officer. The Vice President, in consultation with the Executive Committee, will be responsible for determining the proper program activities of the Chamber and will determine whether the program activities are directed toward achieving business and community needs throughout its service area and are of the required duration to achieve the desired results. The Vice President or designee shall be responsible for the conduct of orientation sessions annually required within the Chamber.
- (c) Secretary: The Secretary shall chair the membership committee and shall conduct and or oversee with the Executive Secretary the correspondence, preserve the records, documents, and communications, keep books of account, oversee and maintain membership records, and maintain an accurate record of the proceedings of the Chamber and the Board of Directors' meetings.
- (d) Treasurer: The Treasurer shall serve as Treasurer of the Chamber and co-sign all checks as authorized. The Treasurer shall be the technical custodian of all funds of the Chamber, including any scholarship program account, shall serve with the Budget and Finance Committee in the preparation of a proposed annual budget, and shall present a monthly financial report to the Board of Directors and an annual financial report to the members of the Chamber at the annual meeting.

Section 3. Executive Committee. The Executive Committee shall be composed of the President, Vice President, Secretary, and Treasurer. The President shall serve as Chair of the Committee. The Committee shall act for and on behalf of the Board of Directors when the Board is not in session, but shall be accountable to the Board for its actions.

Section 4. Vacancies on the Executive Committee.

- (a) Vacancy Definition: A vacancy on the Executive Committee is created when an officer does not complete their term on the board through one of the following: (1) if any officer shall fail to attend three successive meetings, the highest-ranking officer shall in writing call such failure to the officer's attention and, at the next regular meeting of the Board, shall conduct a vote to determine whether the officer shall cease to be an officer; or (2) an officer resigns from the office before completing their term.
- (b) Vacancies on the Executive Committee shall be filled by majority vote of the Board of Directors.

## **ARTICLE VI – COMMITTEES**

Section 1. Appointment and Authority. The President shall appoint all committees subject to confirmation by the Board of Directors. The Board shall authorize and define the powers and duties of all standing and special committees except those committees whose functions are set forth in these Bylaws. Committee appointment shall be at the will and pleasure of the President. It shall be the function of the committee to make investigations, conduct studies and hearings, make recommendations to the Board and to carry on such activities as may be delegated to them by the Board.

Section 2. Limitation of Authority. No committee shall take or make public any formal action, or make public any resolution, or in any way commit the Chamber on a question of policy without first receiving approval of the Board of Directors. Special committees shall be discharged by the President when their work has been completed and their reports accepted, or when, in the opinion of the Board, it is deemed wise to discontinue the committee.

Section 3. Budget and Finance Committee. A Budget and Finance Committee shall be appointed annually by the President. The Committee shall have the Treasurer as Chair. The Committee shall: (a) advise the Board of Directors with respect to the financial condition and financial policies of the Chamber; (b) suggest ways and means of conserving and increasing the membership and revenues of the Chamber; (c) prepare a proposed annual budget for submission to the Board, (d) be responsible for establishing and assisting the administration of the budget necessary to meet the requirements of the Chamber's program of work; and (e) be responsible for determining the ways and means by which budget requirements are met.

Section 4. Membership Committee. A Membership Committee shall be appointed annually by the President. The Committee shall have the Secretary as Chair.

## **ARTICLE VII – FINANCES**

Section 1. Funds. All money paid to the Chamber shall be held in the name of the Chamber in accounts or obligations of federally insured financial institutions or other obligations backed by the full faith and credit of the United States of America. An operating account sufficiently funded shall be maintained to meet the day-to-day operating expenses of the Chamber. Other monies shall be maintained in interest bearing accounts or obligations.

Section 2. Disbursements. No obligation or expense greater than \$250 shall be incurred and no money shall be appropriated without prior approval of the Board of Directors either in the form of a specific budget item for an express purpose, budgeted ordinary expenses, or by prior resolution of the Board approving a specific disbursement. Upon approval of the budget, the President and Treasurer are authorized to make disbursements on specific budget items for express purposes and budget ordinary expenses without additional approval of the Board. Disbursements shall be by check from the

Chamber's operating account. Disbursements made by the Chamber shall be signed by the President or the Treasurer.

Section 3. Bonding. The President and Treasurer, and such other officers and employees as the Board of Directors may designate, shall be bonded by a sufficient fidelity bond in an amount set by the Board and paid for by the Chamber.

Section 4. Annual Budget. At the regular meeting of the Board of Directors in December, the Budget and Finance Committee, in conjunction with the President, shall present a budget of estimated income and expenditures for the coming year and submit it to the Board. The proposed annual budget shall be reviewed by the Board and a budget shall be approved by the Board as soon as practical at a regular meeting of the Board held after January 1. As passed by the Board, the budget shall serve as the appropriation measure for the Chamber. A copy of the budget shall be made available to any member who requests it. No committee may exceed its appropriation without prior consent of the Board.

Section 5. Annual Review. At the regular meeting of the Board of Directors in January, the Budget and Finance Committee shall present a full and complete written reconciliation of the books of account of the Chamber for the prior fiscal year. The Board shall approve, approve subject to modification, or disapprove the reconciliation not later than the regular meeting of the Board in February. In the event of disapproval, the Board may order an independent audit of the books of account. The reconciliation and audit shall be filed with the minutes of the meeting of the Board.

Section 6. Fiscal Year. The fiscal year of the corporation shall close on December 31.

## **ARTICLE VIII – AMENDMENTS**

These Bylaws may be amended by a three-quarters vote of the Board of Directors or by a two-thirds vote of the voting members in Good Standing present at a meeting called for that purpose; provided proper notice has been given to the entire membership.

ADOPTED March 15, 1979  
AMENDED October 19, 1984  
AMENDED February 13, 1991  
AMENDED June 12, 1991  
AMENDED April 17, 1997  
AMENDED January 31, 2001  
AMENDED April 10, 2003  
AMENDED July 14, 2005  
AMENDED April 13, 2017