

# Taneytown Chamber of Commerce Constitution and By-Laws

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## ARTICLE I – General

### Section 1. Name

The Corporation shall be known as the Taneytown Chamber of Commerce, Inc. hereinafter referred to as the Chamber.

### Section 2. Objective

The Chamber shall promote the industries and the economic, civic and social welfare of the people of Taneytown and vicinity, and enhance the overall business environment. The Chamber is organized to preserve the competitive system of business by creating a better understanding and appreciation of business people and a concern for their problems, and a more intelligent business and public opinion regarding local and national legislative issues. The Chamber shall promote business and orderly local economic growth through the addressing of issues and the development of programs and philosophies designed to strengthen and expand the income potential of all classifications of business within the Taneytown area.

### Section 3. Gender

Throughout this Constitution and By-Laws, where such meanings would be appropriate; (a) the masculine gender shall be deemed to include the feminine and the neuter and vice versa, and (b) the singular shall be deemed to include the plural and vice versa. The headings herein are inserted only as a matter of convenience and reference, and in no way define, limit or describe the scope of this Constitution and By-Laws, or the intent of any provisions thereof.

## ARTICLE II – Membership

The Chamber shall offer three types of membership: an Individual Membership, a Business Membership, and a Senior Membership. The scope of these memberships is described below.

### Section 1. Individual Membership

All persons who are in accord with the objectives of the Chamber shall be eligible for membership. Any person, association, corporation, partnership or estate may subscribe for one or more memberships in the Chamber by paying the annual dues. In the case of a subscription for more than one membership, each such membership when assigned to an individual shall entitle the holder to the full privilege of membership. When more than one membership is subscribed for, assignment of memberships shall be provided to the Secretary.

**Section 2. Business Membership**

Each business membership shall be entitled to a maximum of 3 votes. Any number of representatives from each business membership may attend regular meetings. A Business Membership may be selected for any business, including, but not limited to, a Sole Proprietorship, Corporation, Limited Liability Corporation, Partnership or Limited Liability Partnership. Any business may subscribe for an Individual Membership; any business subscribing for an Individual Membership shall be eligible for a single vote.

**Section 3. Senior Membership**

Senior Memberships shall be available to those who are age 65 and older.

**Section 5. Annual Dues**

The annual dues shall be set at the regular membership meeting in July of each year. The annual dues for all new members shall be renewable in the calendar month they joined the Chamber. Existing members will continue to renew in November as long as they remain members.

**Section 6. Approval of New Members**

Each new applicant shall be accepted into the Chamber Membership upon receipt of the appropriate dues and a completed membership form pending review of the Board of Directors. All forms must have a sponsor listed consisting of an existing member.

**Section 7. Reassignment**

Subject to the approval of the Board of Directors, any holder of more than one membership shall have the right to change any or all of his assignments upon thirty days written notice by phone, mail, email or facsimile transmission to the Chamber giving reasons thereof. This written notice shall be provided to the Secretary or mailed to the Chamber's mailing address. The secretary shall be responsible for verifying those who hold the right to vote.

**Section 8. Membership Cancellation**

Any member may be dropped by the Chamber for non-payment of dues if payment is not received by the 5<sup>th</sup> day of their annual renewal calendar month. Any member may be dropped by the Chamber for conduct unbecoming a member. Members may be expelled after written notice and opportunity for a hearing before the full Board of Directors with a two-thirds vote necessary to confirm the action.

**Section 9. Voting Rights**

A member's dues must be paid before voting on Chamber issues.

**Section 10. Political Involvement**

The Chamber shall not be used and shall not be permitted to be used to benefit the political purposes of any individual. Therefore, any officer or director who becomes a candidate for a salaried political office outside the scope of the Taneytown political arena shall not serve as an officer, director, or employee of the Chamber for the duration of the candidacy or during such person's term of office. This provision shall not prevent such a person from becoming a member of the Chamber.

**ARTICLE III – Meetings**

**Section 1. Regular General Meetings**

Four regular general meetings should be held once per quarter, on date set in January, April, July and October of each calendar year. Regular general meetings shall be held and shall conform to the conduct of Business outlined in Section 5 and shall only require voting on the issues of election of officers and Directors or financial matters involving the expenditure of more than \$5,000, to the extent necessary, the annual budget and yearly membership dues.

**Section 2. Special Meetings**

Special meetings may be called (1) by the President, or (2) by any three members of the Board of Directors whenever he or they may determine or (3) by the Secretary on the written request of seven members, being given in writing or by phone, mail, email or facsimile transmission to all members in good standing at least three days before the date of said special meeting. The purpose of the meeting shall be stated in the call. No business not stated in the call shall be transacted.

**Section 3. Meetings of the Board of Directors**

Regular meetings of the Board shall be held once every month. The Board of Directors has the power to vote on all matters pertinent to Chamber business with the exception of those matters involving the expenditure of Chamber assets in excess of \$5,000, the annual budget and yearly membership dues or the election of officers and Directors. As necessary, the Board may hold special meetings. Notice of special meetings to be held will be given to the members of the Board by personal contact or by

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phone, mail, email or facsimile transmission by the President or staff, at least two days prior to such meeting. Special meetings of the Board may be called by the President or by any three members of the Board.

### **Section 4. Quorum**

At general meetings, fifteen members shall constitute a quorum. At committee meetings, a majority shall constitute a quorum, except that when a committee consists of more than nine members, five shall constitute a quorum. At Board of Director's meetings five Directors shall constitute a quorum.

### **Section 5. Conduct of Business.**

Each meeting as set forth in Sections 1, 2 and 3 shall contain the items below to the extent necessary in any particular order.

1. Invocation & Pledge.
2. Visitor's Presentation.
3. Reading of Minutes.
4. Treasurer's Report.
5. Guest and New Member Introductions
6. Reports of Committees and Officers.
7. Unfinished Business.
8. Written Communications.
9. New Business.
10. Nominations and Election.
11. General Remarks.
12. Adjournment.

### **Section 6. Annual Banquet**

The annual banquet shall be held in November and shall include the ceremonial induction of new officers and other members of the board. The Two Year Director shall be responsible for the organization of the Annual Banquet, including setting the date, with the assistance of the Banquet Committee.

### **Section 7. Rules of Procedure**

All questions of parliamentary procedure shall be settled according to Robert's Rules of Order.

### **Section 8. Referendum Votes**

Upon request in writing of seven members in good standing, (not counting Community Members), the President, or a majority of the Board of Directors upon its own initiative, a question or issue may be submitted to the members for a mail referendum vote; the ballot for such a vote shall be accompanied by briefs stating both sides of the question or issue. 4

## **ARTICLE IV - Election of Officers and Directors**

### **Section 1. Nominating Committee**

The President shall appoint a Nominating Committee, whose duty it shall be to present at the July meeting a list of nominations of Officers and Directors. Additional nominations may be made from the floor at the October meeting. The Board of Directors shall confirm that each floor nominee is willing to serve in that position, if elected. Election shall be by ballot at the October meeting. If there is no contest for the office or offices, and if approved by majority of the members (not counting Community Members) present, the nominated member(s) shall be appointed to the identified position(s). The Nominating Committee shall consist of five (5) members of the Chamber, of which not more than two (2) may be members on the Board of Directors. The One Year Director shall be the chairperson of the Nominating Committee and the current president shall be the second member of the committee. The remaining three members of this committee shall be from the membership at large (other than Community Members). The Nominating Committee shall receive input from the President and Board of Directors. The Nominating Committee shall then create the list of nominees, which shall be presented to the board for review and feedback. The Nominating Committee shall then bring the list to the July general membership meeting for presentation.

### **Section 2. Elections**

The election of Officers and Directors shall be held annually at the October regular general meeting. Voting shall be by individuals only and no member shall cast more than one vote. Persons to whom memberships have been assigned shall vote as individual members. The Secretary shall perform the validation of assigned memberships. The Officers and Directors elected at the October meeting shall be ceremonially installed during the annual banquet. The roles and responsibilities of the new officers shall be effective as of November 1st of that year and shall run until October 31st of the following year. Officers shall be officially sworn in after the election at the October meeting.

### **Section 3. Special Elections**

Special elections shall be held as required, due to vacancies of any elected position.

### **Section 4. Vacancies**

If the office of any elected position becomes vacant prior to August 1st, the Nominating Committee shall proceed as outlined in Article IV, Section 1. After July 31st no action shall be taken; all remaining elected members shall finish out their official terms. The remaining elected members, by a majority vote, shall then elect a successor who shall hold that position for the remainder of the term currently designated for that office.

### **Section 5. Voting Qualifications**

In order to vote in an election of the Chamber, membership dues must have been paid at least ten (10) days prior to the meeting at which an election takes place. The announcement of the candidates will be sent in a letter in writing by mail, email, or facsimile transmissions before any election. Members unable to attend the election meeting may send a signed ballot to the Chamber's office or post office box; the signed ballot must be received at the office at least two (2) days prior to the election. Community Members shall have no voting rights in any election of the Chamber.

### **Section 6. Tie Votes**

Tie votes shall be addressed in the following manner: a second vote shall be held immediately using a secret ballot for the office in question. If a tie reoccurs, then the vote for the office in question shall revert to a vote by the current year's Board of Directors. A majority vote shall be binding.

## **ARTICLE V - Officers and Other Positions**

### **Section 1. Officers**

The duties of the officers shall be such as their title, by general usage would indicate, and such as required by law, and such as may be assigned to them respectively by the Board of Directors or by this body from time to time. Newly elected officers' positions shall be effective on November 1st.

### **Section 2. Limitation of Authority**

No action by any member (including Community Members), committee, division, bureau, department, council, employee, director, or officer shall be binding upon, or constitute an expression of the policy of the Chamber until it shall have been approved or ratified by the Board of Directors, with the exception of issues decided by vote of the general membership. 5

**Section 3. Government**

The Taneytown Chamber of Commerce, Inc. shall be presided over by a Board of Directors. The President, Vice President, Secretary, Treasurer, 1 Year Director, 2 Year Director, 3 Year Director, and the Immediate Past President shall constitute the Board of Directors.

**Section 4. Term of Office**

New officers shall start their term as of November 1st of the current year and shall fulfill their posts until October 31st of the following year.

**Section 5. President**

The president shall be elected for one year. He shall be eligible for a second consecutive term, but shall not be eligible for a third consecutive year. The President shall serve as the executive head of the Chamber, and shall preside at all meetings of the membership and Board of Directors.

**Section 6. Vice President**

In the absence of the President, the Vice-President shall perform all the duties of the President, and when so acting, shall have the power of the President. The Vice-President shall be elected for one year. If the President serves a 2nd consecutive term, the Vice President shall be eligible for a second consecutive term, but shall not be eligible for a third consecutive year.

**Section 7. Treasurer**

The Treasurer shall be custodian of the financial records. He shall have charge of and responsible for all funds, securities, receipts and disbursements of the Corporation and shall deposit, or cause to be deposited, in the name of the Corporation, all funds in such banks, trust companies, or other depositories as shall from time to time be selected by the Board, and shall render to the President and to the Board whenever requested, an account of the financial condition of the Corporation, and in general shall perform all the duties ordinarily incident to the office of Treasurer of a Corporation. The Treasurer may assign such duties, as he deems necessary to the with the approval of the Board.

**Section 8. Secretary**

**The secretary shall attend all membership**, Board, and special meetings, and record all votes and minutes of all the proceedings. The secretary shall perform such other duties as may be prescribed by the President and the Board of Directors, or as authorized by the Charter, this Constitution and By-Laws, or by applicable law. The secretary shall be responsible for maintaining the membership records of the Chamber and for mailing annual dues and banquet notices. The Secretary may assign such duties to the Executive Assistant with the approval of the board.

**Section 9. Executive Assistant**

The business and property of the Chamber, except as otherwise provided by statute, by the Charter or by this Constitution and By- Laws, shall be conducted and managed by its Board, who is authorized and empowered to hire, release, or reappoint an Executive Assistant for this purpose, at such compensation, as described in Article VII, Section 4 of these Constitution and By-Laws. The Executive Assistant shall perform the duties assigned to that position as directed and approved by the Board. The Executive Assistant is not a member of the Board of Directors, but shall attend all Board meetings as well as all General Membership meetings.

**Section 10. Committees**

The President shall with the advice and counsel of the Vice President and the paid Executive Assistant, determine all committees, select all chairmen, and assist in the selection of committee personnel, subject to the approval of the Board of Directors.

**Section 11. Compensation**

With the exception of the position of Executive Assistant, no member, Officer or member of the Board of Directors shall receive any compensation for serving as an Officer or a member of the Board of Directors of the Chamber. Expenses incurred as a result of performing the duties of any Officer or member of the Board shall be reimbursed.

**ARTICLE VI - Board of Directors**

**Section 1. Board of Directors**

The Board of Directors shall authorize and define the powers and duties of all committees. The Board of Directors shall act for the Chamber in all cases of emergency such as may require action before a special meeting can be called; and perform such duties as may be authorized by this Constitution and By-Laws. The Board of Directors shall be comprised of a minimum of five (5) different business interests or retirees of business. No Board member may be elected to serve two consecutive three-year terms. At least one (1) year must separate each elected three-year term. It shall be the intention that as many phases of business in the Taneytown area as practical are represented on the Board, but the election of members shall not be restricted or regulated by the designation as to categories.

**Section 2. Attendance Requirements**

Board members are required to attend meetings regularly, and it shall be the policy that when a Director has missed three consecutive Board Meetings, he or she shall be so notified, and if the absence is unexcused, that position on the Board shall be declared vacant. A majority of the remaining members of the Board must concur.

**ARTICLE VII – Finances**

**Section 1. Finance Committee**

The President shall appoint a Finance Committee. The Treasurer shall act as Chairman. Its purpose shall be to assist the Treasurer in carrying out his duties.

**Section 2. Funds**

All money paid to the Chamber shall be deposited in a bank or savings and loan company in the name of the Taneytown Chamber of Commerce, Incorporated. . Chamber funds may be invested in the following: FDIC-insured banks, U.S. Government Bonds, U.S. Government Agency Bonds (either guaranteed by the U.S. Government or having a rating of A or higher by either Standard and Poor or Moody’s), or Corporate Bonds having a rating of A or higher by either Standard and Poor or Moody’s. The Treasurer shall determine the investments to be made, subject to the approval of the Chamber Board.

**Section 3. Procedure**

The Chamber shall use its funds only to accomplish the objectives and purposes of these Constitution and By-Laws, and no part of said funds shall serve to the use or benefit of, or be distributed to members of the Chamber. The Chamber may use its funds for a Chamber project(s) or as an incentive to begin or encourage projects for the welfare of the business or general community of Taneytown and vicinity. Any specific project(s) should not use all of the Chamber funds. Preferably project(s) presentations shall be accompanied by a fund-raising project(s) or plan(s) of action to replenish the spent funds within a reasonable time period.

**Section 4. Chamber Assets**

All discussions regarding the purchase, sale or use of Chamber assets over the value of \$5,000 evolving during a meeting must be referred to the Secretary and included in a call in writing or by phone, mail, email, or facsimile transmission to the general membership 15 days prior to the next meeting before effective action may be taken by the membership. All inquiries referred to or brought to the attention of the Board of Directors or any of its several members regarding the purchase, sale or use of Chamber land or other assets over the value of \$5,000 shall be presented at the next Board of Directors meeting for open discussion and vote. All said inquiries brought before the Board for discussion and vote will then be brought before the General Membership. All expenditures already approved in the annual budget are excluded from this limitation.

**Section 5. Disbursements**

Upon approval of the budget by the board and the membership, the Treasurer is authorized to make disbursements on accounts and expenses as provided for in the budget. Prior to the approval of the budget the Treasurer is authorized to pay expenses approved by the Board.

**Section 6. Fiscal Year**

The Fiscal Year of the Corporation shall begin on November 1st and terminate on October 31st of each year.

**Section 7. Budget**

As soon as possible after election of Chamber officers, the new Finance Committee shall compile a budget of estimated expenses for the coming year and submit it to the Board of Directors for approval. The proposed budget shall be reviewed and approved by the Board of Directors and any issues resolved by the Finance Committee prior to review and vote by the general membership.

**Section 8. Annual Audit**

The Finance Committee shall annually examine the financial records of the Chamber and prepare a report in sufficient detail so as to provide the Board and the membership with an adequate accounting of the finances of the Chamber for the fiscal year then ended. The Board may, if deemed advisable, require an examination for a different period of time, 7 or a more extensive review or audit of the records. Upon request the report shall at all times be available from the Treasurer to members of the Chamber.

**Section 9. Bonding / Insurance**

A fidelity bond shall be obtained in an amount deemed necessary by the Board of Directors on the Treasurer and the Executive Assistant.

## **ARTICLE VIII – Dissolution**

### **Section 1. Dissolution**

The dissolution of the Chamber shall be in conformity with the existing laws of the State of Maryland. Any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organizations within Taneytown, to be selected by the Board of Directors and the general membership.

## **ARTICLE IX – Parliamentary**

### **Section 1. Parliamentary Authority**

The current edition of Robert's Rules of Order shall be the final source of authority on all questions of parliamentary procedure when such rules are not inconsistent with the Constitution and By-Laws of the Chamber.

## **ARTICLE X – Indemnification**

### **Section 1. Indemnification**

Each officer, director, and employee of the Chamber shall be indemnified by the Chamber against any and all judgments and against expenses reasonably incurred by him in connection with any action, suit, or proceeding to which he may be made a party by reason of his being or having been an officer, a director, or an employee of the Chamber, except in relation to matters as to which he shall be finally adjudged in such action, suit, or proceeding to have been legally negligent in the performance of his duty as an officer, director, or employee. The foregoing right of indemnification shall not be exclusive of other rights to which he may be entitled as a matter of law.

## **ARTICLE XI – Affiliates**

### **Section 1. Affiliates**

The Chamber, upon review and approval of its Board of Directors, shall from time to time establish and oversee affiliated groups. Their purpose shall be to help the Chamber in carrying out its programs. The Board shall be authorized to dissolve such affiliate, when and in such manner, as it deems necessary.

## **ARTICLE XII – Changes**

### **Section 1. Procedure**

This Constitution and By-Laws may be changed or amended provided that all proposed changes shall be presented in writing at some previous regular meeting, and laid over for action. Changes to this Constitution and By-Laws shall be made in the following manner. The desired changes must be first set forth in a written resolution passed by the Board of Directors. A special meeting shall then be called in accordance with ARTICLE III, Section 2. A copy of the proposed change or changes shall also accompany the meeting notice. No change will be effective until approved by the larger of either a two-thirds vote of the members in good standing present at any regular or special meeting or a quorum, with strict adherence to quorum requirements as stipulated in ARTICLE III, Section 4 of this Constitution and By-Laws.

### **Section 2. Adoption and Effective Date**

Upon the adoption of these amended Constitution and By-Laws by the Chamber in accordance with procedures set forth in the existing Constitution and By-Laws, these Constitution and By-Laws shall take effect immediately and shall supersede all previous By-Laws, policies or practices of the Chamber. 8

### **ARTICLE XIII - Equal Employment Opportunity**

#### **Section 1. Equal Employment Opportunity**

The Taneytown Chamber of Commerce, Incorporated, in the conduct of business, will abide by all sections of the principle of the Equal Employment Opportunity Guidelines as stated in Civil Rights Act of 1964 and all related subsequent legislation of both federal and state governments. No one otherwise eligible shall be denied membership in the Chamber because of gender, race, age, creed, color, religion, mental or physical handicap, or national origin.

### **ARTICLE XIV - Organizational Liaisons**

#### **Section 1. Assignments**

The Board of Directors may appoint Chamber members to act as Liaisons, designated to ensure communications between the Chamber and other organizations. Such organizations or groups may include the City of Taneytown, the Economic Development Commission, and other business and community based organizations. There may be one or more Liaisons active at any given time.