

BY-LAWS OF THE
WINTHROP AREA CHAMBER OF COMMERCE

Mission Statement

Article One	Name
Article Two	Membership
Article Three	Governance
Article Four	Committees
Article Five	Meetings
Article Six	Fiscal Year
Article Seven	Protection of Officers and Directors
Article Eight	By-Laws
Article Nine	Dissolution
	Definition of Terms

MISSION STATEMENT

Winthrop Area Chamber of Commerce exists for the promotion, support and development of new and existing businesses, trade and economic interests in the Winthrop area, and for the mutual benefit and representation of area municipalities and their citizens.

ARTICLE ONE
NAME

This organization shall be known as Winthrop Area Chamber of Commerce.

ARTICLE TWO
MEMBERSHIP

2.1 Eligibility for membership is open to any person, directly or indirectly engaged in or interested in trade, commerce or the economic and social welfare of the citizens of the area. In addition any association, corporation, society, partnership, or other such groups, directly or indirectly engaged or interested in trade, commerce and/or the economic and social welfare of the area may become members of the Winthrop Area Chamber of Commerce but voting power of such members shall be assigned to a designated individual to cast a single vote.

2.2 Any member in good standing may propose any eligible person or organization as a candidate for membership in the Winthrop Area Chamber of Commerce provided such candidate shall undertake, if admitted, to be governed by the by-laws of the Winthrop Area Chamber of Commerce. The Board of Directors will consider all such proposals.

2.3 The Winthrop Area Chamber of Commerce may remove from the roll of members the name of any member failing to pay annual dues within thirty days of admission or of any member three months after the date on which they fall due. New member dues will be prorated to one-half the dues amount if candidate is admitted during the second half of the business year.

2.4 ~~Dues will be set annually, in November, by the Board of Directors to be assessed by January 1st of each year.~~ Dues will be set annually, in May, by the Board of Directors to be assessed by July 1st of each year. Amended Feb 9, 2005

2.5 Voting is limited to members in good standing.

2.6 Voting at all meetings shall be by show of hands or, if requested by the President or acting officer, by a standup vote. A roll call vote shall be taken, if requested by five or more members, provided such request receives the approval of two thirds of the members assembled. In the event of a tie vote the matter shall be tabled for consideration at a subsequent meeting to be decided by a majority vote or the President, or presiding officer, may cast a tie-breaking vote at his/her discretion.

ARTICLE THREE
GOVERNANCE

3.1 Parliamentary procedures shall be followed at all meetings in accordance with “Roberts Rules of Order”.

3.2 Officers and directors shall be elected by the membership at the Annual Meeting with terms to commence ~~July 1~~ October 1.

3.3 The Board of Directors of the Winthrop Area Chamber of Commerce shall consist of:

1. President
2. Vice President
3. Treasurer
4. Secretary

each with a one year term of office. In addition seven other members shall be elected from the membership each year at the Annual Meeting (section 5.1). Members elected to the Board of Directors shall serve for a period of three years. For the first year only, the seven members will be elected as follows: three for a period of one year, two for a period of two years and two for a period of three years. Subsequent elections will be for a period of three years. Any five or more members of the Board of Directors shall constitute a quorum. The Board of Directors may suspend the membership to the Board of any member who misses three or more consecutive meetings of the Board. The Board of Directors shall be responsible for the general operation of the chamber.

3.4 No paid employee of the Winthrop Area Chamber of Commerce shall be a member of the Board of Directors. Officers of the Board of Directors may grant Board of Directors reimbursement of reasonable expenses.

3.5 The Board of Directors shall meet on a monthly basis. Directors' meetings shall be open to all members of the Winthrop Area Chamber of Commerce who may attend but may not cast a vote.

3.6 No public pronouncements in the name of the Winthrop Area Chamber of Commerce may be made unless authorized by the Winthrop Area Chamber of Commerce or by some person to whom the Board of Directors or the President has delegated this authority.

3.7 The President shall preside at all meetings of the Winthrop Area Chamber of Commerce and of the Board of Directors. The President shall be the Executive Officer of the Winthrop Area Chamber of Commerce and shall be responsible to the Board of Directors for the general control and management of the Winthrop Area Chamber of Commerce business affairs. He/she shall regulate the order of business at such meetings and will receive and put forth lawful motions and communications at the meeting. The President may participate in proceedings but may not vote unless to break a tie.

3.8 The Vice President shall act in the absence of the President.

3.9 The Treasurer shall have charge of all funds of the Winthrop Area Chamber of Commerce and shall deposit, or cause to be deposited, the same in a financial institution chosen by the Board of Directors. Out of such funds the Treasurer shall pay amounts approved by the Board of Directors and shall keep regular account of the income and expenditures of the Winthrop Area Chamber of Commerce and shall submit a statement thereof at any time requested by the Board of Directors. A three-member audit committee shall be appointed by the President each year or whenever the President or Treasurer leaves office. The Audit committee shall not include any officer. The Audit committee shall review and verify the financial records of the chamber.

3.10 The secretary shall be responsible for keeping the Minutes of the Winthrop Area Chamber of Commerce, conducting its correspondence, retaining copies of official documents and shall

perform all such other duties that properly pertain to the office. The secretary shall maintain accurate record of proceedings for the Winthrop Area Chamber of Commerce and of the Board of Directors. At the expiration of his/her term of office the Secretary shall deliver to the Winthrop Area Chamber of Commerce all books, papers, seals and other property of the Winthrop Area Chamber of Commerce.

3.11 The Board of Directors may fill vacancies on the Board that may arise during the year. Directors so appointed shall serve until the next annual meeting.

ARTICLE FOUR COMMITTEES

The President may appoint standing and ad hoc committees at any meeting to address issues that come before the Winthrop Area Chamber of Commerce.

ARTICLE FIVE MEETINGS

5.1 The Annual Meeting of the Winthrop Area Chamber of Commerce shall be held in the month of ~~May~~ September each year at ~~the regularly scheduled general meeting~~ a General Meeting or Special General Meeting.

5.2 General Meetings shall be held on a monthly basis and may be suspended for the summer months by the Board of Directors. Twelve members shall constitute a quorum for voting purposes at any general meeting including the annual meeting.

5.3 Special General Meetings of the Winthrop Area Chamber of Commerce may be held at any time when summoned by the President or requested by any three members of the Board of Directors or any ten members of the Winthrop Area Chamber of Commerce. At least five days notice of such meetings shall be given with purpose clearly stated. Special meetings of the Board of Directors require at least a two days notice.

5.4 Board of Directors shall meet at least on a monthly basis and prior to the general meeting or as called by the President.

5.5 The secretary shall post notice of all special meetings of the Board of Directors.

ARTICLE SIX FISCAL YEAR

The Fiscal Year of the Winthrop Area Chamber of Commerce shall commence on the first of July and end on the last of June of each year.

ARTICLE SEVEN
PROTECTION OF OFFICERS AND DIRECTORS

7.1 Limitation of Liability. Directors shall not be liable to this corporation except for their own acts, neglects and defaults in bad faith. No directors shall be liable out of their personal assets for any obligation or liability incurred by this corporation or by the directors. The corporation alone shall be liable for the payment or satisfaction of all obligations and liabilities incurred in carrying on the affairs of this corporation.

7.2 Indemnification. Each member of the Board of Directors and each officer of the corporation may at the discretion of the other members of the Board of Directors be indemnified by the corporation against all loss, costs, damage, expenses and charges reasonably incurred or suffered in connection with the defense or reasonable settlement of any action, suit or proceeding to which a director may be made a party by reason of their having been a member of the Board of Directors.

ARTICLE EIGHT
BY-LAWS

8.1 By-laws may be amended by a majority of members of the Winthrop Area Chamber of Commerce present at any General Meeting if such proposal was given in writing by one member and seconded by another member at a previous General Meeting, at which there is a quorum, and duly entered as a Minute of the Chamber. All proposed amendments to the By-Laws shall be provided by written notice to all members a minimum of five days prior to the meeting at which time the proposed amendment shall be voted upon.

8.2 Such By-laws shall be binding on all Members of the Winthrop Area Chamber of Commerce and its officers and all other persons lawfully under its control.

ARTICLE NINE
DISSOLUTION

The Winthrop Area Chamber of Commerce may be dissolved with the approval of a two-thirds majority of the members present. Upon dissolution the officers shall, after paying or making provision for the payment of all the liabilities of the Winthrop Area Chamber of Commerce, dispose of the assets of the Winthrop Area Chamber of Commerce exclusively for the purposes stated in the Mission Statement. Repository of Book of Minutes and other Chamber materials shall be in the Winthrop Public Library for a period of no less than five years.

DEFINITION OF TERMS

“Members in good standing” are all members whose dues are paid for the current year.

Wherever the words “Winthrop area” or “Area” appears it is understood to mean Winthrop and the surrounding communities.

BY-LAWS OF THE Winthrop Area Chamber of Commerce

Wherever the word “Chamber” appears it is understood to mean Winthrop Area Chamber of Commerce

DATE APPROVED: December 9, 2003

DATES AMENDED: February 9, 2005 (Article 2.4)

May 28, 2009 (Articles 3.2, 5.1 and remove Calendar)