

**East Granby Chamber of Commerce, Inc. By-Laws**

**ARTICLE I – NAME AND OBJECT**

Section 1. The name of this organization shall be the East Granby Chamber of Commerce, Inc.

Section 2. The East Granby Chamber of Commerce, Inc. is organized for the purpose of advancing the commercial, industrial, civic and general interests of East Granby and its trade area.

Section 3. The Chamber shall be nonpartisan, non-sectional, non-sectarian and shall take no part in, or lend its support to, the election or appointment of any candidate for public office.

**ARTICLE II – MEMBERSHIP**

Section 1. ELIGIBILITY: All persons, firms, associations, corporations, partnerships, other business entities or estates having an interest in the objectives above recited shall be eligible to apply for membership.

Section 2. APPLICATION AND ELECTION: Applications for membership shall be made in writing on forms provided for this purpose and shall be signed by the applicant. Each applicant that is other than an individual shall, upon election to membership by the Board of Directors, designate a representative to the Chamber who will have the right to vote in its behalf (each a “Member Designate”). Election of a new member shall be by majority vote of directors in attendance at a meeting of the Board of Directors at which a quorum of directors is present.

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

Section 4. Any member may acquire more than one membership by paying the annual dues of each such membership, and for members who are other than individuals; such member may designate a different Member Designate to represent each such membership, subject to the approval of the Board of Directors. To the extent that a member holds multiple memberships, such member shall have one vote for each membership held in all actions of the membership.

Section 5. Any member holding one or more memberships shall have the right at any time to change any or all of its Member Designates upon written notice to the Chamber.

Section 6. Distinction in public affairs shall confer eligibility to honorary membership. Honorary membership shall include all privileges of active membership, except that of holding office or voting, with exemption from the payment of dues. Election to honorary membership shall require the affirmative vote of the Board of Directors.

### **ARTICLE III – BOARD OF DIRECTORS**

Section 1. The government of the Chamber and the direction of its work shall be vested in a Board of Directors consisting of not less than twelve members. The terms of the directors shall be staggered and one-third of the number of directors shall be elected each year to serve for a term of three years, as hereinafter provided. The Directors shall have power to fill all vacancies on the Board resulting from a Directors removal or resignation. They may adopt rules for conducting the business of the Chamber. They shall meet at least once a month, except during July and August at such times and places, this will be determined by the Directors. A majority of the members of the Board of Directors then serving shall constitute a quorum at any meeting of the Board.

Section 2. The Board of Directors shall be elected at the annual meeting of the Chamber, or at a special meeting called for that purpose.

Section 3. A Nominating Committee of not less than three members shall be appointed by the President thirty days prior to the election, whose duty it shall be to nominate from the membership of the Chamber members to be voted on for the Board of Directors to fill vacancies for Board Members whose terms will expire. The Nominating Committee shall file a list of the nominees with the Secretary not less than fifteen days before the election. Other nominations than those of the Committee may be made by any member from the floor.

Section 4. Each member of the Board of Directors is required to attend 2/3rds of the regularly scheduled Board of Directors meetings, unless excused by the President for good causes, in order to retain their position of Director. Directors who do not comply with the requirements in this section shall be asked to resign from the Board. Each director shall chair or actively participate as a member of a committee as designated in Article V.

### **ARTICLE IV – OFFICERS**

Section 1. Within ten days after the annual election, the Directors shall meet and elect as officers for the ensuing year, a president, a vice-president, a secretary, and a treasurer. All officers shall be elected from the members of the Board of Directors and shall have served on the Board for at least one year. Officers will serve until their successors are elected, but not more than two years. At this time each year, the Board of Directors shall also appoint a member to serve as Chairperson. The Chairperson shall preside at all meetings of the members until the next annual meeting. The duties of such Chairperson shall be as prescribed by the Board of Directors.

Section 2. The President shall preside at all meetings of the Chamber and the Board of Directors, and perform all duties incident to this office. She/He shall, subject to the approval of the Board of Directors, appoint all committees and she/he shall be an ex-officio member of all committees.

Section 3. The Vice President shall act in the absence of the President. In the absence of both the President and the Vice President, a member of the Board of Directors shall be chosen to act temporarily.

Section 4. The Secretary shall conduct the official correspondence, preserve all books, documents and communications, and maintain an accurate record of the proceedings of the Chamber and of the Board of Directors' meetings.

Section 5. The Treasurer shall receive and disburse the funds of the Chamber. No disbursements shall be made unless they shall have been authorized and ordered by the Board of Directors. At frequent regular intervals the Treasurer shall make reports to the Board of Directors, which may at its discretion require him/her to give an acceptable bond, in such sum as the Board may determine, for the faithful performance of his/her duties.

#### **ARTICLE V – COMMITTEES**

Section 1. The Board of Directors shall authorize and define the powers and duties of all committees.

Section 2. The President shall appoint all committees, subject to confirmation by the Board of Directors.

Section 3. The Chairperson of each committee shall report the committee's activities to the Board on a regular basis.

#### **ARTICLE VI – MEETINGS**

Section 1. The Board of Directors may provide for holding membership meetings whenever it may be considered necessary or desirable, but not less than two meetings annually in addition to the annual meeting.

Section 2. The Board of Directors shall call a membership meeting upon petition signed by members and/or Member Designates representing 20% or more of the memberships of the Chamber in good standing.

Section 3. The annual meeting of the Chamber shall be held as soon as practicable after the close of the fiscal year, but no later than March 1<sup>st</sup>, at a place to be determined by the Board.

Section 4. Members and/or Member Designates representing twenty percent or more of the memberships of the Chamber in good standing shall constitute a quorum at all membership meetings.

Section 5. Except with respect to the election of directors, the vote of members and/or Member Designates representing a majority of the memberships of the Chamber, in good standing, represent at a meeting at which a quorum is present shall constitute the act of the members.

Section 6. A notice must be given to members for meetings. This notice must be given no less than 10 nor more than 60 days prior to a meeting of members. The notice should be in writing or by electronic transmission. Except in the case of annual meetings, where the only vote of members required will be for the purpose of electing directors, the notice must include a description of the purpose of the meeting and no other matters may be raised except as described in such notice.

#### **ARTICLE VII – FISCAL YEAR**

Section 1. The fiscal year shall end the 31<sup>st</sup> day of December.

#### **ARTICLE VIII – PARLIAMENTARY PROCEDURES**

Section 1. All questions of parliamentary procedures shall be determined according to the latest edition of Robert's "Rules of Order".

#### **ARTICLE IX – AMENDMENTS**

Section 1. These by-laws may be amended by the vote of 3/4 of the members of the Board of Directors present at a meeting at which a quorum is present which meeting has been duly called and properly noticed for that purpose except where the vote of members is required pursuant to the Connecticut Revised Nonstock Corporation Act, as it may hereafter be amended. If the vote of members is so required, amendment of these Bylaws shall require the affirmative vote of members and/or Member Designates representing 20% or more of the memberships of the Chamber in good standing present at any regular or special meeting of the Chamber of Commerce (or by prior electronic vote) at which a quorum is present. In either case, the notice of the meeting at which any Bylaw amendment is to be considered shall include a description of the proposed amendment to the Bylaws.