

**BY-LAWS**  
**CARBONDALE COMMUNITY CHAMBER OF COMMERCE**

Last revised 11/12/08

**ARTICLE I** – These By-Laws shall become effective immediately upon adoption by the general membership of the Carbondale Community Chamber of Commerce and shall supersede all previous By-Laws and amendments thereto which are hereby amended and set aside.

**ARTICLE II – NAME AND OBJECTIVE**

**SECTION 1** – The name of this organization shall be the CARBONDALE COMMUNITY CHAMBER OF COMMERCE.

**SECTION 2** – The Carbondale Community Chamber of Commerce is organized for the purpose of advancing the commercial, industrial, and civic interests of Carbondale Community Chamber of Commerce members and its trade area.

**SECTION 3** – The Carbondale Community Chamber of Commerce shall be non-partisan, and non-sectarian, and shall take no part in, or lend its support to, the election or appointment of any candidate for public office, except as it affects the interests of the member community.

**ARTICLE III – MEMBERSHIP**

**SECTION 1** – Any reputable person, association, corporation, partnership or estate, interested in the commercial, agricultural, mining, civic, social, and cultural progress of the community, shall be eligible for membership. All applications for membership must be accompanied by payment of the yearly membership fee. Any member that is current in their membership fees is considered a member in good standing.

**SECTION 2** – The Board of Directors shall annually set the membership fee and voting rights for all memberships, and shall determine the manner in which such membership fees shall be payable; that such membership fee shall be in addition to any amount that may be subscribed to by any member for any advertising special promotion, or special workers.

**SECTION 3** – Suspension. A member may be suspended for a period or expelled for cause such as violation of any of the By-Laws or Rules of the Carbondale Community Chamber of Commerce or for conduct prejudicial to the best interests of the Carbondale Community Chamber of Commerce. Suspension or expulsion shall be by a two-thirds vote of the Board of Directors then in office, provided that a statement of charges shall have been mailed to the member under charges at his last recorded address as it appears on the records of the Carbondale Community Chamber of Commerce at least ten days before final action is taken thereon. This statement shall be accompanied by notice of the time, date, and place where the Board of Directors is to take action on the charges. The member shall be given the opportunity to present a defense at the time and place mentioned in the notice.

**SECTION 4** – Default and Termination of Membership. When any member shall be in default in the payment of any amounts required to be paid to the Carbondale Community Chamber of Commerce pursuant to Article III, Section 1 for a period of three months from the beginning of

the fiscal year or period for which such payment became payable, such member's membership may thereupon be terminated by the Board of Directors forthwith. During any period which a member is in default as described herein, such member shall be ineligible to vote on any matter submitted to the membership for a vote.

**SECTION 5 – Open Board Meetings.** All general Board meetings of the Carbondale Community Chamber of Commerce shall be open to the membership of the Carbondale Community Chamber of Commerce, who shall be free to attend. However, upon special request a meeting of Board Members only may be called. (See ARTICLE VII - SECTION 6.)

**SECTION 6 – Voting.** Any member of a firm or an officer of a corporation may represent it at any meeting. Any firm or corporation may be represented at any meeting by any member of its staff delegated by it for that purpose; but each member shall be entitled to only one vote. Any vote made by the membership may be made or taken by mail, if so directed by the Board of Directors.

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

**SECTION 1 – Power and Duties.** The government of the Carbondale Community Chamber of Commerce, and the direction of its works shall be vested in its Board of Directors. Elections to the Board of Directors shall be held each October; and it is hereby provided that up to eight (8) members shall be elected to the Board on odd-numbered years and up to seven (7) on even-number years. The Board of Directors shall, therefore, be composed of at least nine (9) to fifteen (15) persons. The term of every director shall be for 24 months, commencing with the first meeting in January immediately following election, and ending with the last meeting in December two years later, with the exception of a member of the Town Council who shall fill the government seat and shall not be a voting member(s) of the Board. That term shall run concurrent with the term of office on the Town Council. Newly elected Board members will attend Board meetings during November and December as non-voting members.

**SECTION 2 - Term Limits of Board Members.** The service of a General Board Member is limited to three two-year terms. The service of an officer is limited to two (2) one-year terms. An exception requires approval by a two-thirds majority vote of the Board of Director.

**SECTION 3 - Seat Categories.** In addition to the classification described in Section 1 above, it is recommended that the Board of Directors shall reflect the diversity of the Chamber membership. It is further recommended that the seats of the Board of Directors shall be categorized as follows.

- \* Bar/Restaurant
- \* Educational Institution
- \* Financial Institution (Banks, Savings & Loan, Financial Planners, Mortgage Companies, etc.)
- \* Lodging
- \* Marketing/Media/Public Relations
- \* Personal Professional Services (Lawyers, Doctors, Dentists, Accountants, Insurance Agents, etc.)
- \* Real Estate/Construction Trade/Developers

- \* Redstone/Marble
- \* Retail/Wholesale/Manufacturing
- \* Town of Carbondale/Town Council
- \* At Large
- \* At Large
- \* At Large
- \* At Large
- \* At Large

The holder of each seat on the Board of Directors must be a member or representative of a member who is categorized the same as the seat he/she occupies. There shall be only one voting member on the Board of Directors from any single business. An exception requires approval by a two-thirds majority vote of the Board of Director.

**SECTION 4** – The Directors shall have power to fill all vacancies on the Board of Directors, with the balance only of any term vacated to be inherited by the new director filling that vacancy. They may adopt rules for conducting the business of the Chamber. They shall meet not less than once a month, at such time and place as will be determined by them. The directors shall in all cases act as a Board, regularly convened, and, in the transaction of business the act of a majority present at a meeting shall be the act of the Board, provided a quorum is present, except as otherwise provided by law or the Articles of the Carbondale Community Chamber of Commerce. The directors may adopt such rules and regulations for the conduct of their meetings and the management of the Carbondale Community Chamber of Commerce as they may deem proper, not inconsistent with law or these By-Laws.

The Board of Directors may create such divisions, bureaus, departments, councils, or subsidiary or independent corporations, as may be advisable to meet the purposes and objectives of the Carbondale Community Chamber of Commerce. The Board of Directors shall authorize and define the powers and duties of all divisions, bureaus, departments, councils, and subsidiary corporations. The Board shall review annually all activities and proposed programs of such divisions, bureaus, departments, councils, or subsidiary corporations, including the collection and disbursement of funds, as appropriate or necessary. No action or resolution of any kind shall be taken by divisions, bureaus, departments, councils, or subsidiary corporations except as expressly authorized or approved by the Board of Directors.

**SECTION 5** – At the first regular meeting (monthly) in August of each year, a nominating committee of four or five members, consisting of the President, Vice-President, Secretary, Treasurer, and Executive Director, shall meet and canvas the membership and select there from one or more candidates for each vacancy to be filled on the Board of Directors, and shall submit the nomination(s) to the Board of Directors, prior to the first regular meeting of said Board in October of each year; that at said meeting, the Board of Directors shall receive other nominations regularly made and seconded by any member from the floor.

**SECTION 6** – That the nominations as submitted by said nominating committee, shall constitute the official candidates to fill the vacancies on the Board of Directors and the Secretary – Treasurer shall have a ballot prepared with the names of said official candidates, space shall be provided for members to write in the name of any one (1) eligible member. These ballots shall be mailed to all regular voting members of the Chamber within five (5) days after the Board of Directors submits to the Secretary-Treasurer the official candidates; that said

ballot shall be accompanied by instructions to all members to return said ballot in sealed envelopes to the nominating committee no later than 12:00 midnight 14 days after the mailing of said ballots, at which time the nominating committee shall count all ballots cast and certify the result of said election to the Board of Directors. In case of a tie, election shall be made by ballot by the Board of Directors under the direction of the nomination committee.

Final election requires votes cast by at least ten percent of the Chamber membership.

**SECTION 7 – Absences.** Should any member of the Board of Directors absent himself or herself unreasonably from three consecutive meetings of the Board or any committee thereof without sending a communication to the Executive Director or Chairperson stating his reason for so doing, or if his or her excuse is not accepted by the members of the Board, such member's seat on the Board may be declared vacant by the Board, and filled as provided for in Article IV, Section 2 of these By-Laws.

**SECTION 8 – Removal.** Any director may be removed with or without cause, at any time, by a vote of two-thirds of the members of the Board of Directors then in office present at a regular meeting of the Board or at a special meeting called for that purpose. A director shall be automatically removed without further action by the Board of Directors when he/she or the member of which he/she was a representative shall cease to be a member, or when the director shall cease to be affiliated with the member of which he/she was a representative.

**SECTION 9 - Resignation.** Any director may resign his or her office at any time, such resignation shall be made in writing and take effect immediately without acceptance.

## **ARTICLE V – OFFICERS**

**SECTION 1 -** The officers shall be a President, a Vice-President, Secretary, and Treasurer. All officers –shall be members in good standing of the Carbondale Community Chamber of Commerce and elected each for a one - year term. One person may hold both the office of Secretary and Treasurer. The officers shall comprise the voting members of the Executive Committee.

**SECTION 2 - Election and Term.** The Executive Director shall be hired as a non-voting member of the Executive Committee by the Board of Directors and shall serve at the pleasure of the Board. The Board of Directors shall meet on the first regular meeting of the said Board in November and shall elect the President, Vice-President, Secretary, and Treasurer. The new terms of office for President, Vice-President, Secretary, and Treasurer will begin on January 1 of the following year. (Term limits see Article IV, Section 2)

**SECTION 3 –** In case of a President being unable to continue in that office for any reason, the Vice-President will automatically become President. The Board of Directors will then elect a new Vice-President.

**SECTION 4 –** The President's duties shall be the following.

1. Preside at all general meetings, Executive Committee Meetings, Board of Directors Meetings, and the Annual Retreat.

2. Appoint all Committee Chairpersons except the Executive Committee. (See Article V, Section 2)
3. Oversee all activities of the Carbondale Community Chamber of Commerce.

**SECTION 5 - The Past President's duties shall be the following.**

1. Perform the duties of the President in the absence of the President and Vice-President.
2. Report to the membership at the annual meeting of the activities of the Carbondale Community Chamber of Commerce during his or her tenure.
3. Advise and counsel the Executive Committee as they may from time to time request.

**SECTION 6 – The Vice-President's duties shall be the following.**

1. Serve on the Executive Committee.
2. Preside at general meetings, Executive Committee Meetings, and Board of Directors Meetings in the absence of the President.

**SECTION 7 - The Secretary's duties shall be the following.**

1. Attend general meetings, Executive Committee Meetings, Board of Directors Meetings and the Annual Retreat.
2. Maintain an accurate record of the proceedings of the Carbondale Community Chamber of Commerce Board Meetings.
3. Oversee election process of the Board of Directors and the Executive Committee.
4. Oversee the voting process of issues before the Board of Directors and/or the voting process of issues before the general Chamber membership.
5. Oversee the process of surveys distributed to general Chamber membership.

**SECTION 8 - The Treasurer's duties shall be the following.**

1. Attend general meetings, Executive Committee Meetings, Board of Directors Meetings and the Annual Retreat.
2. Receive funds, collect dues, and keep all monies in a bank to be selected by the Board of Directors.
3. Make a monthly financial report to the Board of Directors.

**SECTION 9 – The Executive Director's duties shall be the following.**

1. Responsible for the administration of the activities of the Carbondale Community Chamber of Commerce in accordance with the policies and regulations of the Board of Directors.
2. The Executive Director shall be responsible for hiring, directing, supervising, and discharging the employees of the Carbondale Community Chamber of Commerce.
3. The Executive Director and the Board of Directors shall prepare and execute the annual operating budget covering all activities of the Carbondale Community Chamber of Commerce, subject to the supervision and approval of the Board of Directors.
4. The Executive Director shall oversee the payment for all expenditures of the Carbondale Community Chamber of Commerce as approved by the budget adopted by the Board of Directors.

5. The Executive Director shall perform such other duties as may be prescribed by these By-Laws, or assigned to him or her by the Carbondale Community Chamber of Commerce or its Board of Directors in order that the purposes of the Carbondale Community Chamber of Commerce may be accomplished.

**SECTION 10 – Removal of Officers.** Any officer except the Executive Director may be removed with or without cause by the vote of a majority of the Board of Directors then in office. The Executive Director shall be under contract with the Carbondale Community Chamber of Commerce and shall serve according to its terms.

**SECTION 11 – Vacancies.** All vacancies in any office shall be filled promptly by the Board of Directors, either at regular meetings or at a meeting specially called for that purpose.

**SECTION 12 – Compensation.** Except for the office of Executive Director, all officers of the Carbondale Community Chamber of Commerce shall serve without compensation. The compensation of the Executive Director shall be fixed by contract by the Board of Directors.

## **ARTICLE VI – COMMITTEES**

**SECTION 1 –** The President, Vice-President, Secretary, Treasurer, and Executive Director shall constitute an Executive Committee to assist the Board of Directors in conducting the routine business of the Chamber of Commerce.

**SECTION 2 –** The President shall appoint all other committee chairpersons, and committee members, subject to approval of the Board of Directors.

**SECTION 3 – Quorum.** A majority of any committee of the Carbondale Community Chamber of Commerce shall constitute a quorum for the transaction of business, unless any committee shall by a majority vote of its entire membership decide otherwise.

**SECTION 4 – Reports.** Upon concluding its deliberations or reaching a decision appropriate for Board consideration, the committee chair or his designee shall make a report to the Board of Directors or as directed by the President. Once the committee's action has been approved by the Board of Directors, the committee shall take such steps as directed by the Board, or are necessary in the judgment of the committee chair to carry out the decision of the Board of Directors.

## **ARTICLE VII – MEETINGS**

**SECTIONS 1 –** The Board of Directors may provide for holding membership meetings whenever it may be considered necessary or desirable.

**SECTIONS 2 –** The Board of Directors shall call a membership meeting upon petition signed by not less than ten percent (10%) of the membership.

**SECTION 3 –** The annual meeting of the Chamber of Commerce shall be held as soon as practical after the close of the fiscal year, at a time and place to be determined by the Board of Directors.

**SECTION 4** – Ten percent of the members in good standing shall constitute a quorum at all membership meetings.

**SECTION 5** – A simple majority shall constitute a quorum at all Board of Directors or Committee meetings.

**SECTION 6** – Special Board of Directors' meetings may be called by the President, Vice-President, Secretary or Treasurer, or in their absence, by three (3) directors. All Directors will be notified at least three hours in advance of all special meetings including starting time, place, and purpose of the meeting.

**SECTION 7** – Committee meetings may be called at any time by the President or Committee Chairperson.

### **ARTICLE VIII – FISCAL YEAR**

**SECTION 1** – The fiscal year shall end on the 31<sup>st</sup> day of December of each year.

### **ARTICLE IX – PARLIAMENTARY PROCEDURE.**

The rules of order contained in this Article shall be used at all meetings of members, directors, or any Committee thereof, provided that any rules of order or procedure not covered by these rules shall be determined according to the latest edition of "Robert's Rules of Order."

**SECTION 1** – The presiding officer or chairperson at all Carbondale Community Chamber of Commerce meetings, whether those of the members or of the directors, shall have authority to maintain order, to require adherence to these rules of procedure, and, as may be reasonable, to limit or stop debate. An appeal shall lie at the insistence of any voting participant to the entire board or group of members present in person with regard to any ruling so made by the presiding officer.

**SECTION 2** – The raising of any point of order shall take precedence over other business, and an appeal shall lie to the entire board or group of members present in person at any meeting of members or of directors as to any ruling or irregular procedure involving a point of order at the insistence of any voting participant at the meeting.

**SECTION 3** – The presiding officer of a meeting of directors, provided he/she be a director at the time, may cast his/her vote on any matter before the meeting, regardless of whether it creates a tie vote, and, if such result ensues, the proposition would fail for lack of a majority.

**SECTION 4** - Reconsideration of a matter at any meeting of directors, or similarly at any meeting of members, may be effected by a rescinding vote taken prior to the close of the meeting. Any reconsideration entertained at a subsequent meeting of directors shall be valid only if done pursuant to the motion of a member who voted with the majority on the matter at the earlier meeting.

**SECTION 5** – An amendment to an action or resolution shall take precedence over the original motion or resolution, and if the amendment carries or is adopted, the original matter takes precedence and must be acted upon before proceeding to other business. An amendment that is a substitute for the

original action or resolution is to be considered as any other new business insofar as precedence is concerned.

**SECTION 6** – Each action or decision of the members or of the directors shall be reduced to the form of a motion, either oral or written, and so stated by the proponent or the presiding officer to the meeting. The motion shall be seconded. After the motion has been seconded, there shall be a discussion of the motion. After discussion of the motion there shall be a final vote. Only voting participants at meetings shall be qualified to propose or to second any such motions.

## **ARTICLE X – BUDGET AND FINANCIAL MANAGEMENT**

**SECTION 1** – During November and December of each year, the Executive Director shall aid the Board of Directors in developing the upcoming year’s program, including events, projects, publications, membership, general operations and annual budget. The annual budget is to be reviewed and approved by the Board of Directors, and adopted not later than the December Board meeting.

**SECTION 2** – The Board of Directors shall from time to time set the membership fees. The membership fees schedule shall be posted in the Carbondale Community Chamber of Commerce office and reviewed by the Board of Directors as necessary.

**SECTION 3** – All disbursements shall be made by check and prepared by the Treasurer or Executive Director and signed by any two of the following: President, Vice-President, Secretary, Treasurer, or Executive Director for amounts over \$500.

**SECTION 4** – On major purchases of over \$1,000.00, the Executive Director shall secure bids and the Board of Directors or Executive Committee shall select the acceptable bid.

**SECTION 5** – Members in good standing shall be given preference in supplying all Carbondale Community Chamber of Commerce needs.

## **ARTICLE XI – AMENDMENTS**

**SECTION 1** – The By-Laws may be amended by two-thirds of those Board members present at any regular or special meeting, provided notice of the proposed change shall have been given to all members, not less than ten (10) days prior to such meeting.

I, Ann Burns Bickley, Secretary, Carbondale Community Chamber of Commerce, certify that a meeting of the Chamber Board opened to all members was held on Thursday, June 14, 2007 and a vote was taken on June 14, 2007, and the above amended By-Laws were passed by more than 2/3 of the Directors present on June 14.

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Secretary, Ann Burns Bickley

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Dated 6/14/07



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History of Amendments

These amendments to the By-Laws were adopted this 1<sup>st</sup> day of December 1978, by the general membership of the Carbondale Community Chamber of Commerce at the special membership meeting.

ARTICLE IV – Board of Directors was amended January 9, 1980 by the general membership of the Carbondale Community Chamber of Commerce at the annual membership dinner.

ARTICLE IV – Board of Directors was amended June 17, 1982 by the general membership of the Carbondale Community Chamber of Commerce General Meeting to read: “At the first regular meeting (monthly) in September of each year, the President shall appoint a nominating committee of two members, consisting of the President and Vice-President.”

Amendments to Articles IV, V, VI and X of the By-Laws were adopted by the general membership at a membership meeting January 23, 1990.

Amendments to the By-Laws, Article IV Board of Directors and Article V Officers, Sections 1 and 4 were adopted by the general membership at the membership meeting October 6, 1992.

Amendments to the By-Laws, Article IV, Sections 1 and 4, Board of Directors were adopted by general membership at a membership meeting November 29, 1995. Amendments reduced Board of Directors from nine to seven.

Amendments to the By-Laws, Article II, Section 3, Name and Objective, were adopted by the general membership at a membership meeting April 18, 1996, with addition of “except as it affects the interests of the business community.”

Amendments to the By-Laws, Articles II, Sections 2,3; Articles III, Sections 1, 2, 3, 4, 5, 6; Articles IV, Sections 1, 2, 3, 4, 5, 6, 7, 8, 9; Article V, Sections 1, 2, 3, 4, 5, 6, 7, 8, 9, 10, 11, 12; Article VI, Sections 1, 2, 3, 4; Article VII, Section 6, 7; Article IX, Sections 1, 2, 3, 4, 5, 6; Article X, Sections 1, 2, 3, 4, 5, and Article XI, Section 1 were adopted by the general membership at a membership meeting on July 11, 2002.

Amendment to the By-Laws, Article IV, Section 1 was adopted by the general membership at a meeting on October 21, 2003.

Amendment to the By-Laws, Article IV, Section 1 was adopted by the Board of Directors on October 14, 2004 and to be effective as of the regular meeting held on Tuesday, October 12, 2004.

Amendments to the By-Laws, Article IV, Section 1 and Article X, Sections 3, 4, and 5 were adopted by the Board of Directors on June 14, 2007 and to be effective as of the regular meeting held on Thursday, June 14, 2007.

Amendment to the By-Laws, Article X, Sections 3 and 4 were adopted by the Board of Directors on June 14, 2007 and to be effective as of the regular meeting held on Thursday, June 14, 2007.

**Amendments to the By-Laws:**

**Article I**

These By-Laws shall become effective immediately upon adoption by the general membership of the Carbondale Community Chamber of Commerce and shall supersede all previous By-Laws and amendments thereto which are hereby amended and set aside.

**Change to:** These By-Laws shall become effective immediately upon adoption by the Carbondale Community Chamber of Commerce Board of Directors and shall supersede all previous By-Laws and amendments thereto which are hereby amended and set aside.

**Shall the following Mission Statement be added to Article I?**

The Chamber is committed to working together with business and the community to provide leadership, education, and support for its members in order to make the Carbondale area a more vital and dynamic place to live, work, and visit.

**Article II, Section 3**

The Carbondale Community Chamber of Commerce shall be non-partisan, and non-sectarian, and shall take no part in, or lend its support to, the election or appointment of any candidate for public office, except as it affects the interests of the member community.

**Change to:** The Carbondale Community Chamber of Commerce shall be non-partisan, and non-sectarian, and shall take no part in, or lend its support to, the election or appointment of any candidate for public office or any political matter.

**Article IV. Section 2. Term Limits of Board Members.**

**Change** the Vice President title to President Elect with a 1 year term and commit to the President position for the following 1 year making the position a 2 year commitment.

Motion made by Steve Martin, seconded by Judy Haptonstall. All voted in favor.

**Article IV, Section 6. Preparing the Official Candidates Ballot.**

**Change** the "Secretary – Treasurer..." to "Executive Director shall have a ballot prepared..."

**Article IV, Section 7. Absences.**

Amend language to call for mandatory attendance at a minimum of 9 meetings per calendar year.

**Proposed amendment/addition to By-Laws**

Proxy for 'critical' issues determined by the Executive Committee can be called in or a special 'emergency' meeting can be scheduled.