

BY-LAWS FOR THE
TRENTON AREA CHAMBER OF COMMERCE

ADOPTED APRIL 18, 1991

REVISED SEPTEMBER 16, 2004

REVISED OCTOBER 15, 2007

REVISED January 10, 2008

Changes (additions/verbiage changes) are bolded in black. Deletions are noted and bolded in red. Please review By-Law proposal. Come prepared at the Feb. 14th Chamber meeting to discuss, edits/additional changes will be made if any. Voting on the new By-Laws will take place at the following months Chamber meeting after all changes have been submitted.

TRENTON AREA CHAMBER OF COMMERCE

BY-LAWS

Article 1 – Name and Object

- Section I - The name of this organization shall be the Trenton Area Chamber of Commerce.
- Section II – The Trenton Area Chamber of Commerce is organized for the purpose of the improvement of business conditions in the Town of Trenton and its trade area and the promotion of higher business standards and better business methods. In the remainder of these by-laws, it is referred to as “The Chamber”.
- Section III - The Chamber shall be nonpartisan, nonsectional, nonsectarian and shall take no part in, or lend its support to, the election or appointment of any candidate for public office.
- Section IV - The Chamber is not organized for profit, and no part of the net earnings of the Chamber shall inure to the benefit of any private shareholder, individual, or member.

Article II – Membership

- Section I - Any person, association, corporation, partnership or estate shall be eligible for membership in the Trenton Area Chamber of Commerce.
- Section II - Each member shall pay membership dues of \$35.00 per annum. Election to membership shall require the affirmative vote of the Board of Directors.
- Section III - Any person, firm, association or corporation holding more than one membership shall be entitled to cast only one vote.
- Section IV - Application for membership shall be made in writing to the Board of Directors, and the application shall be regarded as a guarantee on the part of the applicant of their interest in and sympathy with the purposes of the Chamber, and of their adherence, if elected, to its by-laws.
- Section V - Members may be expelled by the Board of Directors for cause or for nonpayment of dues or budget subscriptions within a reasonable time as fixed by the Board of Directors. No member may be expelled without the opportunity of a hearing before the Board of Directors at a proposed time and place and after a reasonable notice. A three-fourths vote of all directors present shall be necessary to expel a member. An

expelled member shall have the right to appeal to the entire Chamber and upon written request, they must be allowed to make such an appeal at the next annual meeting or special meeting within thirty (30) days of such a request.

Section VI - The resignation or expulsion of a member shall terminate their membership. The termination of a membership shall work a forfeiture of all interest of the member in and to the property of the Chamber and the member shall thereafter have no right thereto or any part thereof. The substitution of a new representative of a firm, association or corporation holding more than one membership shall be permitted.

Article III – Board of Directors

Section I - The government of the Chamber and the direction of its work shall be vested in a Board of Directors, hereinafter referred to as either “ The Board of Directors” or “the Board”, consisting of a President, **Vice President**, Treasurer, Secretary and six (6) members. One-third of the six (6) members shall be elected annually for a term of three years, as hereinafter provided. No member of the Board of Directors who has completed a three-year term shall be eligible for re-election until after the lapse of one year after the completion of their term. The Directors shall have power to fill all vacancies on the Board. They may adopt rules for conducting the business of the Chamber. They will meet not less frequently than once a month, at such time and place as will be determined by them. A member of the Board of Directors shall not be absent from more than three (3) consecutive meetings without a satisfactory excuse. This will be cause for dismissal as a member of the Board of Directors.

Section II - The Board of Directors, a President, **Vice President**, Treasurer and a Secretary shall be elected at the annual meeting of the Chamber, or at a special meeting called for that purpose.

Section III - A nominating committee shall be appointed by the President sixty (60) days prior to the election, whose duty it shall be to nominate from the membership of the Chamber. **(deleted: twice as many members to be voted on for the members of the Board of Directors as there are vacancies on the Board to be filled.)**The nominating committee shall file a list of the nominees recommended with the secretary, prior to the meeting of the Chamber before the annual meeting elections. Other nominations may be made by any member from the floor.

Section IV - All voting shall be by secret ballot. A number of nominees corresponding with the number of Directors to be elected who receive the highest number of votes shall be declared elected.

Section V - The President shall appoint a committee, who are not members of the Board of Directors or candidates for election, which shall have supervision of the election until the results are ascertained.

Section VI - Majority vote of those present at any meeting of the Board of Directors constitutes the action of the Board (five (5) members of the Board shall constitute a quorum).

Article IV – Officers

Section I - The President shall be elected annually and shall preside at all meetings of the Chamber and Board of Directors, and perform all duties incident to this office. **He/She** shall subject to the approval of the Board of Directors, appoint all committees and be an Ex-Officio member of all committees. If the President is not present, the Board shall designate a member to function in **their** absence. The **Vice President** shall act in the absence of the President.

Section II - The Vice President shall be elected annually and preside at all meetings in the absence of the President. The Vice President shall be responsible in overseeing the production of the quarterly newsletter and any other duties deemed necessary by the board of directors.

Section III - The Treasurer shall be elected annually and shall receive and disburse the funds of the Chamber. No disbursement shall be made unless they have been authorized and ordered by the Board of Directors. All disbursements shall be made by checks, which shall be signed by any two of the following: The President, **Vice President**, Treasurer, Secretary, and the specified Board Member. At frequent intervals, the Treasurer shall make reports to the Board of Directors, which may at its discretion require **them** to give acceptable bond in such sum as the Board may determine, for the faithful performance of his/her duties.

Section IV - The Secretary shall be elected annually and shall conduct the official correspondence, preserve all books, documents and communications, keep books of account and maintain an accurate record of the proceedings of the Chamber and Board of Directors meetings.

Article V – Committees

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

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

Section III - The executive committee shall be composed of the quorum of Board of Directors.

Section IV - In the interim between meetings of the Board, the executive committee shall have charge of the routine business of the Chamber. It shall have general charge of the finances and property of the Chamber and shall have authority to order disbursements for necessary expenses, and may grant to any committee a reasonable amount of money for special work, provided such amount shall not exceed the budget allowance for such work as previously approved by the Board.

Section – V The executive committee may refer matters brought before it to an existing committee which it may designate, or to the Board.

Article VI – Meetings

Section I - Regular monthly meetings to be held on the second Thursday of each month at 8:30 A.M.

Section II - Regular monthly meetings may be omitted subject to the approval of the Chamber.

Section III - The annual meeting of the Chamber shall be held at a time and place to be determined by the Board of Directors.

Section IV - **(deleted: One-third (1/3) percent of the members in good standing shall constitute a quorum at all meetings of the Chamber.)**A minimum of ten (10) Chamber members in good standing are necessary to constitute a quorum at any meeting of the Chamber.

Article VII – Fiscal Year

Section I - The fiscal year shall end the 31st day of December.

Article VIII – Parliamentary Procedure

Section I - All questions of parliamentary procedure shall be determined according to the latest edition of Roberts' "Rules of Order".

Article IX – Amendments

Section I - These by-laws may be amended by two-thirds (2/3) vote of those present at any regular or special meeting of the Chamber of Commerce, provided notice of the proposed change(s) shall have been given individually by mail, phone, fax, or email, to all members not less than ten (10) days prior to such meeting.