

**Bylaws of the
Lower Cohase Regional Chamber of Commerce
P.O. Box 35, Wells River, VT 05081-0035**

ARTICLE I: GENERAL

Section 1 – Name

The Lower Cohase Regional Chamber of Commerce, Inc., a Vermont non-profit corporation, is incorporated under the laws of the State of Vermont. It shall be known as the Lower Cohase Regional Chamber of Commerce or Cohase Chamber of Commerce.

Section 2 – Objectives

The Lower Cohase Regional Chamber of Commerce is committed to fostering a vibrant economic climate by encouraging cooperation and communication among the region's communities, while ensuring a high quality of life.

Section 3 – Area

The area served by the Lower Cohase Regional Chamber of Commerce shall include the New Hampshire towns of Haverhill, Piermont and Orford and the Vermont towns of Bradford, Newbury and Fairlee. Businesses and individuals in surrounding towns in either state are encouraged to join the Chamber.

Section 4 – Legal Observations

The Lower Cohase Regional Chamber of Commerce shall observe all local, state and Federal laws, which apply to a non-profit organization as defined in Section 501 (C) (6) of the Internal Revenue Code.

ARTICLE II: MEMBERSHIP

Section 1 – Eligibility

Any person, association, business, corporation, or other entity having an interest in the objectives of the organization shall be eligible to apply for membership.

Section 2 – Applications for Membership

Applications for membership are available on the Chamber's website. The application may be submitted electronically or it can be downloaded and submitted via US Mail or in person to the Executive Director. An applicant shall become a member upon satisfactory review and payment of the regularly scheduled dues.

Section 3 – Dues

Membership dues shall be established by the Board of Directors and shall be based on category of membership. The membership shall be notified, in writing, of changes in membership dues. A member shall be considered in good standing upon payment of annual dues.

Section 4 – Terminations

- a) Any member may resign from the Chamber upon written request to the Board of Directors, or by not renewing their membership.

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- b) Any member may be expelled by a two-thirds vote of the Board of Directors, at a regularly scheduled meeting thereof, for conduct unbecoming a member or prejudicial to the aims or repute of the Chamber, after notice and opportunity for a hearing are afforded the member complained against.

Section 5 – Honorary membership

At the discretion of the Board of Directors, honorary membership may be conferred on non-chamber members. Honorary members shall have all the privileges of members, except the right to vote, and shall be exempt from payment of dues. The Board of Directors shall confer or revoke membership by a majority vote.

ARTICLE III: MEETINGS

Section 1 – Annual Meeting

The Annual Meeting of the corporation, in compliance with State law, shall be held each year within two months of the end of the fiscal year. The time and place shall be fixed by the Board of Directors and notice thereof mailed or emailed to each member at least ten (10) days before said meeting.

Section 2 – Additional Meetings

- a) General meetings of the Chamber may be called by the President at any time, or upon petition in writing of ten percent (10%) of the members in good standing.
- b) Notice of special meetings shall be made in writing (electronically or by hard copy) to each member at least five (5) days prior to such meetings.

Section 3 – Voting

In any proceeding in which voting by members is called for, each member in good standing, having paid their dues, shall be entitled to cast one vote. Any member that is an entity that is not an individual shall designate the individual who is representing the entity's vote at any election.

Section 4 – Quorums

At any duly called General Meeting of the chamber, fifteen percent (15%) of the membership either present or voting by proxy shall constitute a quorum.

Section 5 – Agenda and Minutes

An advance agenda and minutes must be prepared for all meetings (Full Board, Executive Board, Annual, and Committee Meetings). Minutes of past meetings must be made available within a reasonable amount of time upon request.

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ARTICLE IV: BOARD OF DIRECTORS

Section 1 – Composition of the Board

The Board shall be composed of up to twenty-one (21) voting members reflecting the geographical diversity of the region served by the Chamber.

Section 2 – Terms of Board Membership

Each Director's term of office shall be three (3) years, commencing at the first Board meeting following the election and continuing until their successors shall be duly elected and qualified. At each annual meeting, a number of directors equal to that of those whose terms have expired shall be elected for a term of three (3) years.

Section 3 – Duties of Directors

- a) The Board of Directors shall govern the Chamber, determine its policies and procedures, control and direct its Executive Director, and assume responsibility for its finances and property.
- b) Policies and procedures, as well as other information required for the efficient operation of the Chamber, shall be maintained in a *Policies and Procedures Manual*.
- c) Directors are expected to attend all meetings of the Board of Directors, to attend Chamber activities, to serve on or chair committees needed to conduct Chamber activities, and to assist with Chamber events.
- d) A member of the Board of Directors who shall be absent from three (3) consecutive, or a total of five (5) regular meetings of the Board of Directors during a calendar year shall automatically be dropped from membership on the Board, unless confined by illness, or other absence approved by a majority vote of those voting at any meeting thereof. The Secretary shall give written notice to such member that the Board has accepted his/her resignation.

Section 4 – Board Meetings

- a) Board meetings may be called by the President or by the Board of Directors upon request of three (3) members of the Board. Board meetings shall be held on a regular basis.
- b) Notice (including the purpose of the meeting) shall be given to each director at least one (1) day prior to said meeting.
- c) Meetings of the Board of Directors shall be held at a location designated by the Board. Any meeting, regular or special, may be held without the physical presence of some or all Directors, by conference telephone or similar communications equipment, as long as all Directors participating in the meeting can hear one another and participate in discussion.
- d) A majority of Directors shall constitute a quorum of the Board of Directors.

Section 5 – Nomination of Directors

- a) The President shall appoint, subject to approval by the Board of Directors, a Nominating Committee of three (3) members of the Chamber at a regular meeting during the Fourth

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(4th) quarter of the year. The President shall designate the Chairperson of the Committee.

The Nominating Committee shall present to the Executive Committee a slate of candidates to serve three-year terms, to replace the Directors whose regular terms are expiring. Each candidate must be an active member in good standing and must have agreed to accept the responsibility of a Directorship. The proposed slate of Board of Directors shall be presented to the full Board of Directors prior to the annual meeting.

- b) **Publicity of Nomination:** The Executive Director shall notify the membership in writing (by electronic means or hard copy) of the names of persons nominated as candidates for directors at least 15 days prior to the vote at the Annual Meeting.
- c) **Seating of New Directors:** Upon approval by a voice vote at the Annual Meeting, the Board of Directors shall declare the candidates elected and their three-year (3) terms shall begin.

Section 6 – Vacancies

- a) The President of the Board, with the consent of the Board of Directors, may fill all vacancies on the Board of Directors at any time during the year. The individual so selected shall serve until the next Annual Meeting election.
- b) If that individual wishes to continue serving as a Director, the Nominating Committee will include his/her name to the slate of candidates to serve a three-year (3) term that will be presented to the voting membership at the Annual Meeting. Upon approval by a voice vote at the Annual meeting, the Board of Directors shall declare that candidate elected and her/his three-year (3) term shall begin.

Section 7 – Management

- a) The Board of Directors shall contract for the services of an Executive Director and shall fix the remuneration and other terms of employment.
- b) The Executive Director shall be a non-voting member of the Board.
- c) The Executive Director shall be responsible for the day-to-day administration of the Chamber's regular business affairs and shall perform such functions as outlined in the job description in the *Policies and Procedures Manual*.
- d) An annual review of the Executive Director's performance shall be held as outlined in the *Policies and Procedures Manual*.

Section 8 – Indemnification

The Chamber may, by resolution of the Board of Directors, provide for indemnification by the Chamber of any and all of its Directors, former directors or employees against expenses actually and necessarily incurred by them in connection with the defense of any action, suit, or proceeding, in which they or any of them are made parties, or a party by reason of having been Directors of the Chamber, except in relation to matters as to which such director shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the

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existence of such liability for negligence or misconduct.

ARTICLE V: OFFICERS

Section 1 – Determination of Officers

The Nominating Committee appointed by the President of the Board shall also be the Nominating Committee for the selection of the slate of officers of the Chamber. At the first meeting following the Directors' election, the slate of officers for President, Vice President, Secretary, and Treasurer as presented by the Nominating Committee shall be elected by an affirmative vote by the majority of the Board. Officers shall serve for a term of one year, limited to three (3) consecutive terms. Additional one-year terms may be served after a one-year break in service.

Section 2 – Duties of Officers

- a) All officers and directors will serve without compensation except for reimbursement of expenses directly incurred in the discharge of their duties; i.e., postage, telephone calls, stationary, etc. No person shall contract any debts or liabilities against the Corporation without first being authorized to do so by majority vote of the Board of Directors. A positive vote by the general membership must be obtained in order to pledge any assets of the Corporation.
- b) If vacancies in the offices, other than that of the President, occur, a member will be voted in by the majority of the Board, at a regular meeting to fill the unexpired term.
- c) President. The President shall preside at all meetings of the Chamber and of the Board of Directors, and perform all duties incident to this office. Should the office of President become vacant, the Vice President shall serve as President for the rest of the unexpired term.
- d) Vice President. The Vice- President shall exercise the powers and authority and perform the duties of the President in the absence or disability of the President.
- e) Secretary. The Secretary shall conduct official correspondence and maintain accurate records of the proceedings of the Chamber and of the Board of Directors' meetings, making them available to the Executive Director and the Board of Directors prior to the subsequent meeting.
- f) Treasurer. The Treasurer, in conjunction with the Executive Director and a bookkeeper, shall receive and disburse all funds of the Chamber and keep books of account. Disbursements greater than Five Hundred Dollars (\$500.00) shall be made once they have been authorized by the Board of Directors. All disbursements shall be made by Electronic Funds Transfer (EFT), check or debit card, using no cash payments.
- g) All officers shall perform other duties as outlined in the *Policies and Procedures Manual*.

Section 3 – Committees

- a) Committees shall be appointed by the Board of Directors, as needed. All members in good standing of the Chamber are eligible to serve on committees. The members of each

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committee shall choose the chairperson of the committee. Committee chairs, if not Board Members, must attend Board meetings to give reports. Chairpersons of committees may add to their committees and appoint subcommittees subject to approval of the Board of Directors. Every effort should be made to involve non-Board members as well as Board members. All committees shall have no less than three (3) members, which shall constitute a quorum at committee meetings. Committee meetings may be called at any time by the President or the committee chairperson. All committees shall keep minutes of meetings to be shared with the Board of Directors.

- b) The Executive Committee shall be composed of the President, Vice President, Treasurer, Secretary, and immediate past President. The Executive Committee shall be available on the call of the President to assist and advise the President and it shall be vested with the powers of authority as are delegated to it by the Board of Directors. The Executive Committee may act for the Board of Directors when the Board is not in session but it shall be accountable to the board of any action taken. A majority of the voting members of the Executive Committee shall constitute a quorum.

ARTICLE VI: FINANCES

Section 1 – Funds

All money paid to the chamber shall be placed in accounts as determined by the Board of Directors.

Section 2 – Fiscal Year

The fiscal year of the chamber shall close on December 31.

Section 3 – Annual Audit

If required by the Board of Directors, an audit of the accounts of the Chamber of Commerce shall be done as of the close of business on December 31. Any such audit shall at all times be available to members of the organization.

Section 4 – Bonding

The Executive Director and such other Officers and staff as the Board of Directors may designate, may be bonded by a sufficient fidelity bond in the amount set by the Board and paid for by the chamber.

ARTICLE VII: POLICIES AND PROCEDURES MANUAL

A manual outlining the policies and procedures of the Chamber shall be created with approval of the Board of Directors and shall be periodically reviewed and revised by the Board.

ARTICLE VIII: PARLIAMENTARY PROCEDURES

The current edition of *Roberts Rules of Order* shall be the final authority in all questions of parliamentary procedure when such rules are not inconsistent with the bylaws of the Chamber.

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ARTICLE IX: AMENDMENTS

Section 1 – Board Approval

All proposed amendments to these bylaws shall first receive the approval of the Board of Directors.

Section 2 – Membership Approval

These bylaws may be amended or altered by a two-thirds (2/3) vote of those present at any regular or special meeting of the membership, providing the notice of the proposed change shall have been given in writing, electronic or otherwise, to all members, not less than ten (10) days prior to such meeting.

ARTICLE X: DISSOLUTION

The Chamber shall use its funds only to accomplish the objectives and purposes specified in these bylaws, and no part of said funds shall inure, or be distributed, to the members of the chamber. On dissolution of the chamber, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific or philanthropic organizations to be selected by the Board of Directors.

Adopted: February 21, 2001

Amended: April 14, 2009

Presented to membership: January 19, 2021