

BURLINGTON CHAMBER OF COMMERCE BY-LAWS
To be Enacted and Effective on June 1, 2019

ARTICLE I – PARAMETERS

Section 1. Name

A. The Name of this organization shall be the Burlington Chamber of Commerce.

Section 2. Financing & Fiscal Year

A. The activities of the Burlington Chamber of Commerce shall be financed independently of the general operating funds of any other Chamber of Commerce.

B. The Fiscal Year of the Burlington Chamber of Commerce shall begin on April 1st and end on March 31st.

Section 3. Affiliation

A. The Burlington Chamber of Commerce may do strategic affiliations per Membership Approval provided the parameters of Article I, Section 2 are followed.

ARTICLE II - MISSION

Section 1. Objects and Purposes

A. The objects and purposes of this organization shall be to advance the civic, economic, cultural and social interests of our Member businesses.

Section 2. Non-Profit

A. The organization shall not be conducted for gain or profit, but shall be supported and maintained by contributions, endowments, advertising or similar programs, and by the dues or assessments of members.

ARTICLE III - MEMBERS

Section 1. Membership

A. Any person, firm, partnership, association, corporation or other entity having a business interest in Burlington and subscribing to the objectives and purposes of the organization shall be eligible for membership.

Section 2. Dues

B. Membership dues rates shall be established by the Full Board. Dues shall be payable in advance and will renew Annually at the most current rate for selected Membership Level.

Section 3. Application and Approval of Active Members

A. All applications for Membership shall be accepted via any approved online application and payment system, by paper submission or by accepted digital options such as email provided all of the proper data required by our online system is submitted.

B. All electronic submissions shall be considered as signed by the applicant.

C. All applications submitted for Membership are subject to same criteria as defined in Article III, Section 4 and Section 5.

D. An applicant shall become and remain an Active Member upon payment of their applicable Annual Dues, subject to Section 5 below.

E. The membership year of a Member shall begin on the first day payment is received in the month it is received or the first of the Month that is agreeable to Member and our Treasurer.

Section 4. Non-Payment

A. Members who fail to pay dues or other charges within 30 days of the due date will no longer be Active Members and will be considered Lapsed Members.

B. Lapsed Members will be automatically removed from the Burlington Chamber of Commerce website and any active affiliates will be notified to remove Lapsed Members from their systems.

C. Non-Payment will be considered a formal resignation from the Burlington Chamber of Commerce.

D. Lapsed Members can become Active Members when Member Dues are properly collected in the future reinstating all Active Member privileges.

Section 5. Expulsion

A. Any member may be expelled by a two-thirds vote of the Board of Directors, after notice and opportunity of hearing, for conduct unbecoming a member.

Section 6. Member Voting Rights

A. An Active Member has full voting rights as described throughout these By-Laws, but only one (1) designated person can vote for an Active Member and under no circumstances can an Active Member gain extra votes by bringing more employees or agents of said Active Member.

B. If an Active Member is represented on the Board of Directors or in an Officer role, their vote shall be cast in that role only and will not gain a second vote where Active Member votes are required.

ARTICLE IV – DIRECTORS, OFFICERS & TERM LIMITS

Section 1. Full Board

A. The government of the Chamber, the general policies controlling its work, and the control of its property shall be vested in the Full Board, which shall consist of the Directors named in Article IV, Section 2 and the duly elected Officers named in Article IV, Section 3.

Section 2. Directors

- A. Directors must be Active Members that are elected by the Full Board as recommended by the Nominating Committee and/or Active Members.
- B. Directors shall be elected at subsequent Annual Meetings to serve for three-year (3) terms except as may be necessary to fill unexpired terms of any previously elected directors who have ceased to serve.
- C. A former Director shall be allowed to consider another three-year (3) term if there are not enough Active Members willing and able to fill the position.
- D. The Burlington Chamber of Commerce shall have no less than five (5) and no more than nine (9) Directors.
- E. For the June 1, 2019 planned enactment of these By-laws, the Directors should be staggered with a mix of one-year (1), two-year (2) or three-year (3) terms to ensure continuity on the Board of Directors.

Section 3. Officers

- A. The Officers shall be a President, a Vice-President, a Treasurer and a Secretary and will comprise, with the Board of Directors, the Full Board of the Burlington Chamber of Commerce.
- B. The Officers shall be elected by the by the Board of Directors, must be Active Members and need not be current or past members of the Board of Directors.
- C. The Full Board may recommend the addition of additional Officers as they may determine by majority vote.
- D. The Officers shall hold office for a single two-year (2) term and until their successors are chosen and qualify in their stead. No Officer shall hold the same position for more than two consecutive terms unless no successor has been chosen that will qualify in their stead. Once a qualified successor is chosen, they would begin their first two-year (2) term on an agreed upon succession date.
- E. Eligibility. Individual Active Members and duly authorized representatives of firms, corporations or other entities which are Active Members shall be eligible to be a Director or Officer, provided that not more than one representative of any firm, corporation or other entity shall be a Director or Officer at the same time.

Section 4. Other Committees

- A. The President shall annually appoint a nominating committee at least sixty (60) days before the date of the annual meeting. The committee shall consist of a minimum of five (5) members, not more than two (2) of whom shall be members of the then existing Board of Directors.
- B. The Full Board may appoint from time to time, other committees as they may deem important to the ongoing functions of the Burlington Chamber of Commerce.

Section 5. Appointment of Agents and Employees

A. The President may appoint such agents and employees, other than those named above, as shall be deemed necessary for the transaction of the business of the organization. They shall perform such duties and possess such powers as may be prescribed by the Officers and/or the Board of Directors for the defined scope of work and/or period of time.

Section 6. Resignations

A. Any Officer or Director may resign by filing a written resignation with the Full Board which shall take effect on being filed or at such time as may be therein specified and agreed to by all involved parties.

Section 7. Removals

A. A Special Full Board Meeting may be requested by any Officer, Director or Active Member for the purpose of removing any Active Officer or Active Director.

B. Such a request must be given to the highest-ranking Officer not named in the removal request or, if all Active Officers are named, any Director not named in such request. Should all Officers and Directors be part of a valid removal request, the Full Board will request our Primary Chamber Affiliate to take over the proceedings to ensure a fair and equitable decision.

C. The Full Board, less any named Officer(s) and/or Director(s), shall meet to weigh the Removal Request and to do a simple majority vote to recommend to the Active Membership the Approval or Denial of said Removal Request. A tie shall be considered a vote to Deny the Motion to Remove.

D. The Full Board shall then call an Emergency Membership Meeting with a minimum of 2-weeks lead time, to be Chaired by the highest-ranking Officer/Director/Affiliate Representative and requiring a Quorum of two-thirds (2/3) of the Active Chamber Members to be present.

E. Provided a Quorum is achieved, the Removal Request and Full Board recommendation shall be put forward to the Active Members present. After a period of discussion, a simple majority vote on the Full Board recommendation shall be carried out. A Yay majority enacts the Full Board recommendation and a Nay vote enacts the opposite of said recommendation. If the Active Members produce a tie, then the Full Board recommendation carries.

F. If a voting Quorum cannot be achieved, then the initial Emergency Membership Meeting shall be postponed and a second Emergency Membership Meeting shall be called subject to the parameters of Article IV, Section 7.D. and Article IV, Section 7.E.

G. Should a second Emergency Membership Meeting fail to deliver a Quorum, then the Full Board recommendation carries and no further action is required of the Full Board or Active Membership.

Section 8. Vacancies

A. Every vacancy occurring in the Board of Directors and in any other office or committee may be filled by the Full Board at a regular or special meeting, and the person chosen to fill such vacancy shall, except as provided below, hold office for the balance of the unexpired term.

B. A Special Vacancy Meeting may be requested by any Active Member for the purpose of presenting a nominee to fill a Director or Officer vacancy.

C. The Full Board shall call a Special Vacancy Meeting with a minimum of 2-weeks lead time, to be Chaired by the highest ranking Officer/Director/Affiliate Representative and requiring a Quorum of one-half (1/2) of the Active Chamber Members to be present.

D. Provided a Quorum is achieved, the nominee(s) shall be put forward to the Active Members and Full Board members present. After a period of discussion, a simple majority vote of the Active Members and Full Board members present shall determine a single candidate for any given vacancy. After the final candidate(s) are determined, another simple majority vote will be taken for the nominee(s). A Yay vote means the nominated person(s) shall displace any successor chosen by the Full Board and shall hold office for the balance of the unexpired term. A Nay vote or Tie means the nominee(s) presented at this Special Meeting is/are rejected and the Full Board choice shall hold office for the balance of the unexpired term.

E. If a Quorum cannot be achieved, then the initial Special Vacancy Meeting shall be postponed and a second Special Vacancy Meeting shall be called subject to the parameters of Article IV, Section 8.C. and Article IV, Section 8.D.

F. Should a second Special Vacancy Meeting fail to deliver a Quorum, then the Full Board recommendation carries and no further action is required of the Full Board or Active Membership.

ARTICLE V - POWERS AND DUTIES OF OFFICERS AND COMMITTEES

Section 1. Directors

A. The Directors shall have the general management and control of the business, property, and affairs of the organization, except so far as limited, by law, by the vote of the Active Members and by these By-Laws.

B. They shall have power to transact the business of the organization and perform all things within the scope of the organization's purposes which they deem necessary, advisable or convenient to be done to carry out the objectives and purposes of the organization.

C. They may delegate all or any part of the above power or authority, or that given to them by any other of the above power or authority, or that given to them by any other Section of these By-Laws, to any committee, Officer, Approved Agent or Chamber Employee from time to time.

D. They shall elect the Officers of the Burlington Chamber of Commerce in a meeting to occur immediately after the Membership Annual Meeting is concluded.

E. They may call on the Full Board to create and appoint such committees as in their judgment and discretion are necessary in connection with the carrying out of the purposes of this Chamber.

Section 2. President

A. The President shall preside at all meetings of the Full Board, shall be chairperson of the Full Board, shall be chairperson of all Membership Meetings, unless prohibited by these By-Laws, and shall be responsible, with the Full Board, for the formation of general policies of the organization.

B. The President shall serve without any salary or compensation.

Section 3. Vice President

A. In the absence or disability of the President, the Vice President shall perform the duties and exercise the powers of the President and shall perform such other duties as may be directed by the Full Board.

B. The Vice President shall serve without any salary or compensation.

Section 4. Secretary

A. The Secretary shall keep a record of all Membership Meetings, Full Board Meetings and any other Special or Emergency meetings of the Membership, Full Board or Approved Committees.

B. It shall be a function of the elected Secretary to keep track of the Director and Officer terms and give at least 6-month notice to the Full Board of upcoming term expirations.

C. The Secretary shall serve without any salary or compensation.

Section 5. Treasurer

A. The Treasurer shall be responsible for the collection, deposit and accounting of all monies accruing to the credit of the Burlington Chamber of Commerce.

B. They shall furnish to the Full Board a statement showing the condition of the finances at the regular Membership Meetings, Annual Meetings and at such reasonable times per request of the Full Board.

C. The Treasurer shall serve without any salary or compensation.

Section 6. Nominating Committee

A. The Nominating Committee shall make Director nominations to the Full Board to be voted upon at the Annual Meeting.

B. This Committee may also nominate Officers to assist the Directors in their duty to elect the new incoming Officers as stated in Article V., Section 1.D.

C. They shall submit the list of nominees for Directors to be sent to each member of the Full Board at least ten (10) days before the Annual Meeting.

D. They shall also submit to the incoming Board of Directors at its organization meeting, following the Membership Annual Meeting, nominations for the open Officer positions.

Section 7. No Groups or Persons

A. No person or group of persons shall, in any way or by any device, incur indebtedness on behalf of the Burlington Chamber of Commerce or authorize or make expenditures, appropriations, allocations, or disposition of the Chamber's assets, funds or money, except as may be authorized by the President or the Full Board as previously defined by these By-Laws.

ARTICLE VI - MEETINGS OF MEMBERS

Section 1. Annual Membership Meeting

A. The Annual Meeting of Active Members of the Burlington Chamber of Commerce shall be held during the month of May at such time and place as the President may appoint.

B. The Secretary shall give notice of the Annual Membership Meeting through a Chamber website posting, delivery of Chamber newsletter to Active Member email address on record or by mail to the Active Member contact address on file. Such notice shall be done with notice of at least 14-days.

C. The Directors shall be elected.

D. The President and the Treasurer shall make or cause to be made their annual reports at the Annual Meeting.

E. The Officers, Directors and Active Members may, in the presence of a Quorum as defined in Article VI, Section 1.F, transact any other appropriate business.

F. A Quorum for the Annual Meeting is achieved if one half (1/2) of the Active Members are present.

G. If a Quorum cannot be achieved, then only the Annual Meeting Agenda business shall be conducted.

Section 2. Regular Member Meetings

A. Regular Membership Meetings are scheduled on a monthly basis by the President to review the past month's business of the Chamber, to plan future business and to share news important to our Chamber.

B. All Regular Membership meetings shall be Chaired by the President or highest Officer able to attend.

C. The President can cancel no more than one (1) consecutive monthly meeting and must gain approval of a majority of the Full Board.

D. No Quorum is required for attendees to vote on regular Chamber activities in order to keep the Chamber operating efficiently and in a timely manner. Article III, Section 6 governs voting for Regular Membership Meetings.

Section 3. Special Meetings

A. Special Meetings for any purpose, other than those regulated by these By-Laws, may be called by the President or Secretary at the request of a majority of the Full Board or at the request, in writing, of fifteen of the Active Members.

B. The Secretary shall give notice of the Special Meetings through a Chamber website posting, delivery of Chamber newsletter to Active Member email address on record or by mail to the Active Member contact address on file. Such notice shall contain the statement of business to be transacted and be done with notice of at least 14-days.

C. The business transacted at all such Special Meetings shall be confined to the subjects of the call to meeting as listed on the Special Meeting Agenda.

D. A Quorum for a Special Meeting is achieved if one half (1/2) of the Active Members are present.

E. If a Quorum cannot be achieved, then the initial Special Meeting shall be postponed and a second Special Meeting shall be called subject to the parameters of Article VI, Section 3.B., Article VI, Section 3.C and Article VI, Section 3.D.

F. Should a second Special Meeting fail to deliver a Quorum, then the Special Meeting is officially Adjourned with either no action taken on the purpose or, in special circumstances such as Dissolution, the Full Board approved motion will carry.

ARTICLE VII - MEETING OF DIRECTORS, OFFICERS & FULL BOARD

Section 1. Annual Directors Meeting

A. The Annual Meeting of the Directors shall be held on the same day and immediately following the fiscal adjournment of the Annual Membership Meeting of the Active Members but may be at such other place as the President may appoint.

B. The Directors shall, by a majority vote, elect all open Officer positions.

Section 2. Special Meetings

A. Special meetings of the Full Board, Officers or Directors may be called by the President or Secretary and shall be called at the request of at least three (3) Officers and/or Directors.

1. The President or highest-ranking Officer shall Chair all such meetings.

2. For Directors only meeting, the Secretary will chair if present otherwise the Directors will choose chairperson and secretary for this meeting. The Directors will submit minutes to the President and the Secretary, if not present, no later than 7 days after the Special Meeting takes place.

B. The Secretary shall give notice to the Full Board, Officers or Directors of the Special Meeting to the email address on record. Such notice shall contain the statement of business to be transacted.

C. The business transacted at all such Special Meetings shall be confined to the subjects of the call to meeting as listed on the Special Meeting Agenda.

D. A Quorum for a Special Meeting of the Full Board, Officers or Directors is achieved if five (5) Full Board members are present.

E. If a Quorum cannot be achieved, then the Special Meeting shall be postponed and a second Special Meeting shall be called subject to the parameters of Article VII, Section 2.B., Article VII, Section 2.C and Article VII, Section 2.D.

F. Should a second Special Meeting fail to deliver a Quorum, then the Special Meeting is officially Adjourned with no actions taken on the purpose.

ARTICLE VIII - LIMITATIONS

Section 1. Commitments and Representations

A. No Active Member, Officer or Director of the Burlington Chamber of Commerce, nor any standing or special committee, shall commit the Chamber to any policy or represent it at any public or private hearing or meeting without having first received authority to do so from a majority of the Full Board or by decision of a Special Meeting defined in Article VI, Section 3.

ARTICLE IX - AMENDMENTS

Section 1. Amendments

A. These By-Laws may be amended as prescribed by Article VI Meeting of Members, Section 3. Special Meetings.

ARTICLE X - DISSOLUTION

Section 1. Procedure

A. The Chamber shall use its funds only to accomplish the objectives and purposes specified in these By-Laws and no part of said funds shall inure or be distributed to the Members (Active or Lapsed) of the Chamber.

B. Dissolution must first be adopted by the Full Board by decision of a Special Full Board Meeting defined in Article VII, Section 2.

C. If Dissolution is adopted by vote of the Full Board, then a Special Membership Meeting must be called as defined in Article VI, Section 3.

D. On dissolution of the Chamber, any funds remaining shall be distributed to either:

1. Another Chamber of Commerce organization that will be merging, taking over or incorporating our existing Chamber;

2. One or more regularly organized and qualified charitable, educational, scientific, or philanthropic organizations to be selected by the Full Board as defined in IRS Section 501(c)3.