

# ***GLASTONBURY CHAMBER OF COMMERCE, INCORPORATED***

## ***BYLAWS***

### **ARTICLE I: NAME**

This organization is incorporated under the laws of the State of Connecticut and shall be known as the Glastonbury Chamber of Commerce, Incorporated.

### **ARTICLE II: MISSION**

The mission of the Glastonbury Chamber of Commerce is to promote the business community, the overall economic climate and an enhanced quality of life in Glastonbury. In so doing, the Chamber serves its members and the community at large. Equally, the Chamber provides a wide range of services and activities for its members in order to maximize their opportunities for growth and development.

### **ARTICLE III: SERVICE AREAS AND OFFICES**

The principal area of service of the Chamber shall include the community of Glastonbury, wherein its offices shall be situated at such location as the Board shall determine.

### **ARTICLE IV: LIMITATION OF METHODS**

Section 1: Limitations. The Glastonbury 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.

Section 2: Official Representation. Action by any member, committee, division, employee, director or officer shall not be binding upon, nor constitute an expression of, the policy of the Chamber until they shall have been approved or ratified by the Board of Directors.

### **ARTICLE V: MEMBERSHIP**

Section 1: Eligibility. All individuals, associations, corporations, partnerships, limited liability companies, and sole proprietorships, for-profit or not, that wish to support the mission of the Chamber as described in Article II shall be eligible to apply for membership.

Section 2: Classes of Membership. There shall be three classes of membership: Regular; Retired, and Honorary.

- a. Regular members in good standing shall enjoy all privileges of membership, including the right to vote on matters brought to the membership. Dues shall be at such rate or rates as shall be determined by the Board from time to time.
- b. Honorary Member. This status may be conferred by the Board of Directors on any person it considers worthy of such distinction and shall continue unless and until such time as the Board revokes such standing. Honorary membership shall be non-voting, exempt from payment of dues.
- c. Retired Member status shall be available to individuals no longer fully employed and shall be non-voting. Dues shall be at such rate or rates as shall be determined by the Board from time to time.

Section 3: Election. The Chamber may grant membership upon the receipt of payment of membership dues where applicable and the provision of required information to the Chamber. Election to membership shall be by the Board of Directors at any meeting thereof. Membership in the Chamber is not transferable and non-assignable.

#### Section 4: Termination.

- a. The Board of Directors is not bound to recognize a termination of membership unless tendered in writing and delivered to Chamber offices. Termination in writing received after the member's dues are due and payable shall not relieve the member from paying same.
- b. The Board of Directors may terminate a membership for actions detrimental to the Chamber, provided that member is afforded a hearing before the Board or a Committee of the Board prior to action by the Board.
- c. The Board of Directors may terminate a membership for non-payment of dues if 60 days elapse after the due date without the payment of those dues, and if the Chamber

has presented prior written or electronic notice to the holder of the membership that dues are due and payable.

Section 5: Voting Rights. Each member shall designate a voting representative to the Secretary of the Corporation. Such designation may be changed at any time by written notice delivered to the President by mail or by electronic means. In any matter in which voting by members is called for, each member in good standing shall be entitled to cast one vote.

## **ARTICLE VI: MEETINGS**

Section 1: Annual Meeting of Members. The annual meeting of the Chamber shall be held during the first quarter of each year at a time and place fixed by the Board of Directors. Chamber officers shall report the following at the Annual Meeting of Members, and bring such other business as may be appropriate before the Members: Accomplishments of the year now closing; plans, goals and objectives for the year ahead; and financial condition. Additional general membership meetings may be held on the call of the Board Chair or on written request by twenty (20)-members.

### Section 2: Meetings of the Board of Directors.

- a. The Board of Directors shall meet not less frequently than quarterly at a time and place of its choosing.
- b. Special meetings of the Board may be called by the Chair or by five or more members of the Board of Directors, provided that their request and purpose for said meeting is presented in writing to the Board Chair or the President. The President shall schedule and send notice of each meeting's time, location, and purpose to Members of the Board; the Board shall convene not sooner than 48 hours nor later than twenty business days after notice is delivered. Notice of Regular and Special meetings of the Board may be done by mail and/or by electronic means.

Section 3: Notice. Written notice of all Chamber meetings must be given at least five (5) days in advance unless otherwise stated in these bylaws. Notice may be by mail and/or by electronic means. The Board of Directors may waive notice.

Section 4: Quorum. One more than one-third of the members then seated shall constitute a quorum for meetings of the Board, committees, and other Chamber action groups.

## **ARTICLE VII: BOARD OF DIRECTORS**

Section 1: Authority. The governance and policy-making responsibilities of the Chamber shall be vested in the Board of Directors, which shall control its property, be responsible for its finances, and direct its affairs.

### Section 2: Number and Terms of Service.

- a. Effective for terms commencing January 1 of the year following the year these bylaws are adopted, the Board of Directors shall be composed of up to eighteen Members, no less than fifteen of the members shall serve staggered three-year terms. In the event their terms as Directors would expire during the incumbent's tenure as the Chair, Chair-elect, or Immediate Past Chair, these officers shall continue as Members of the Board until such service is concluded.
- b. One-third of the members shall be elected annually to serve for three (3) year terms or until their successors are elected and have qualified. Terms shall begin on January 1.
- c. Members of the Chamber may be elected to two consecutive terms as Director, after which they shall be ineligible to serve in that capacity until one year has elapsed following the conclusion of their second terms or unless they are serving as Chair, Chair-Elect, or Immediate Past Chair.
- d. The First Vice President, the Second Vice President, and the Treasurer at the time these bylaws are adopted continue to be members of the Board through the end of the administrative (fiscal) year.

### Section 3: Nomination and Election.

- a. Each year in September, the Chair shall appoint a Nominating Committee consisting of the Chair-elect and two Directors and two at-large members of the Chamber and designate its chairperson who shall be subject to approval by the Board.
- b. The Nominating Committee shall deliver to the President on or before the third Monday

in October a slate of candidates for Director equal to the number of terms expiring. The Nominating Committee shall have ascertained that each candidate is a regular member of the Chamber in good standing and is willing to accept the responsibility of serving as a Director.

- c. The President shall communicate the Nominating Committee's slate to all members of the Chamber by mail or by electronic means within five days of receiving the proposed slate, noting provisions for nominating additional candidates.
- d. Within ten days following the distribution of the communiqué regarding the nomination of Directors, Members may nominate additional candidates by obtaining the signatures of twenty (20) members in good standing on a petition or petitions drawn for this purpose and presenting same to the President. Additional candidates shall be members in good standing and shall have agreed to accept the responsibility of serving as Director if elected.
- e. If no additional nominees are presented, the Board shall elect the Nominating Committee's proposed slate by acclamation at the next regularly scheduled or special Board meeting during the fourth quarter.
- f. In the event additional nominations are made by petition in timely fashion, the Board Chair shall appoint a Board of Elections composed of three members in good standing to conduct the election. The President shall cause to be prepared ballots listing the names of all candidates alphabetically without distinguishing their respective methods of nomination. Such ballots shall be distributed within five business days following the close of the nomination by petition period by mail and/or by electronic means to the voting representatives of Members in good standing. Instructions shall be to vote for as many nominees as there are terms expiring. Voting shall conclude on the seventh business day following the distribution of ballots. The Board of Elections shall tally the ballots and determine who has been elected. Results of the election are to be

transmitted to the membership as soon as practicable.

Section 4: Seating of Directors. Newly-elected Board members shall be seated at the first meeting of the Board of the new calendar year and shall be participating members thereafter.

Section 5: Removal from the Board. The Board may declare vacant the seat of any director who is absent for three (3) consecutive Board meetings or a total of four (4) Board meetings in one year without providing satisfactory explanation to the Board of Directors.

Section 6: Vacancies. Any vacancy on the Board of Directors shall be filled for the remainder of the unexpired term by majority vote of the Board of Directors. Newly appointed Board members shall be seated at the first meeting of the Board following their respective appointments. Any Director so appointed shall retain his or her full eligibility for election to the Board.

Section 7: Ex Officio Directors.

- a. The Board may designate holders of positions of community leadership as non-voting ex officio Members of the Board of Directors as it shall deem useful to advancing the mission of the Chamber.
- b. To avoid conflicts of interest, ex officio Directors shall not participate in executive sessions of the Board except upon explicit invitation within the motion adopted by the Board to convene in Executive Session.
- c. The Board shall review and adjust as appropriate positions designated as ex officio not less often than once every three years.
- d. Ex officio membership on the Board shall coincide with the incumbent's service in a designated position.

## **ARTICLE VIII: OFFICERS**

Section 1: Officers. The President, First Vice President, Second Vice President, Past President, and Treasurer for the year during which these bylaws are adopted shall serve until the beginning of the next calendar year and shall be members of the Board of Directors by virtue of their offices with full voting privileges. Beginning with the calendar year following the year in which these bylaws are adopted, officers of the Chamber shall

be a Chair, Chair-elect, Treasurer, Immediate Past Chair if available, and a President who shall also serve as corporate secretary. In addition, the Board shall establish such Program Chairs as it shall deem advisable to pursue the Chamber's objectives from year-to-year. All but the President shall be members of the Board of Directors at the time of their election or change of office. Terms are for one year, commencing January 1 and continue until successors are duly elected and qualified. Officers may be elected two times in succession to the same position and shall not be reelected unless eligibility shall be restored after one year elapses from a given officer's last date of service in the position.

Section 2: Nomination and Election.

- a. The Nominating Committee shall present for consideration by the Board of Directors a slate of candidates for Chair-Elect, and Treasurer at a regular or special meeting of the Board during the fourth quarter of every year. Nominees shall be members in good standing who have affirmed their willingness to serve if elected. In the event the incumbent Chair-Elect declines to become the next Board Chair, the Nominating Committee shall also advance the name of a candidate for Chair. In the event the Nominating Committee recommends that the incumbent Chair serve a second year in that capacity, no candidate for Chair-Elect shall be advanced unless the office holder declines to continue to serve in that capacity.
- b. The incoming Chair shall name board members to serve as such Program chairmen as are called for in the annual business plan adopted by the Board, subject to confirmation by the Board.

Section 3: Chair. The Chair shall serve as the chief elected officer of the Chamber, presiding at all meetings of the membership, Board of Directors and Executive Committee and performing such duties as normally accrue to a chief elected officer. The Chair shall appoint, with advice and counsel of the Chair-Elect and the President, all committee chairs, subject to approval by the Board, and appoint all committee members.

Section 4: Chair-Elect. The Chair-Elect shall become Board Chair upon the completion of the outgoing Chair's term or terms in office without further consideration by the Board. The Chair-Elect shall, with the President, be responsible for the preparation of that Chamber's annual business plan and for any strategic planning. The Chair-Elect shall assume the role of Chair in the absence or incapacitation of the Chair, and shall be available for such other assignments as the Chair may deem advisable.

Section 5: Treasurer.

The Treasurer shall oversee the financial matters of the Chamber, including the receipt of money, its deposit, dues, and disbursements and timely filing of all taxes and related reporting. The Treasurer shall prepare or cause to be prepared financial statements that accurately reflect the financial condition of the Chamber and submit same to the Board of Directors at least quarterly. The Treasurer shall make certain the Chamber operates within financial policies adopted by the Board, including those related to its investments. The Treasurer shall be an authorized signatory of checks to be issued by the Chamber. The Treasurer shall recommend to the board the timing of any audits by certified public accountants, as well as the firm to be engaged to perform such services.

Section 6: Program Chairs.

Program Chairs shall be accountable for chamber action in their respective programming areas. In consultation with the Board's Chair and the Chamber's President, s/he shall appoint such committees and task forces as may be necessary to address the relevant programming.

Section 7: Immediate Past Chair. The outgoing Board Chair, if available and a member in good standing, shall become the Immediate Past Chair at the conclusion of his or her term as Chair. In the event the outgoing Board Chair is not available or no longer a member, this office shall remain vacant.

Section 8: President. The Chamber's Board of Directors shall employ a President who shall be chief executive officer and serve as the chief administrative, operational and executive officer and as corporate secretary.

- a. The President shall prepare notices, agendas, and minutes of meetings of the Board, provide notice to members relating to the nomination and election of Directors, and otherwise perform duties of the office.
- b. The President shall serve as an advisor to the elected officers and to Committee Chairs, and shall assemble or cause to be assembled information, data and special reports as directed.
- c. The President shall be a non-voting member of the Board of Directors, the Executive Committee and all committees but shall not be considered when determining quorum.
- d. The President shall have sole authority in hiring, directing, evaluating, and determining the status of staff members to help carry out the work of the Chamber. The President shall direct the day-to-day operations of the Chamber and shall delegate work as necessary to insure that programs are carried out and that accurate records are kept and preserved.
- e. The President shall work with the Chair-Elect to develop strategic plans and annual business plans for Board consideration.
- f. The President shall also be responsible for all expenditures in accordance with the approved budget and shall be an authorized signatory of checks to be issued by the Chamber.
- g. The Executive Committee shall determine the terms and conditions of the employment of the President, may enter a contract to this end, and shall evaluate the performance of the President within one month plus or minus of the President's anniversary date of employment.

## **ARTICLE IX: COMMITTEES AND DIVISIONS**

### Section 1: Committees.

- a. The Chair, with the approval of the Board of Directors, shall appoint all committee and task force chairs. The Chair, after consultation with the President, shall appoint all committees and task forces. All committee appointments shall serve at the behest of the Board Chair and, unless specifically ex-

tended by the Board, shall not extend beyond the service of the appointing Chair.

- b. Committees and task forces shall be discharged by the Chair when their work has been completed and their reports accepted, or when, in the opinion of the Board of Directors, it is deemed wise to discontinue the committees.
- c. Committee members shall be affiliated with Chamber members in good standing. At the Committee's discretion, others may participate in committee work but shall have no vote.

Section 2: Executive Committee. The Executive Committee shall act for and on behalf of the Board of Directors when the Board is not in session but shall be accountable to the Board for its actions. It shall be composed of the Chair, Chair-Elect, Treasurer, Immediate Past Chair, Program Chairs, and the President. The Board Chair shall preside over the Executive Committee.

### Section 3: Divisions, Bureaus, Departments, Councils, and Subsidiary Corporations.

The Board of Directors may create such divisions, bureaus, departments, councils, or subsidiary corporations as it deems advisable to handle the work of the Chamber. The Board shall authorize and define the powers and duties of all divisions, bureaus, departments, councils, and subsidiary corporations. Any action or resolution of any kind by such divisions, bureaus, departments, councils, and subsidiary corporations must be approved by the Board of Directors.

## **ARTICLE X: FINANCES AND FINANCIAL MANAGEMENT**

Section 1: Annual Business Plan. The Chamber's program of work and annual budget, together the annual business plan, shall be adopted by the Board of Directors not later than December of each year for the forthcoming year.

Section 2: Expenditures. Disbursement shall be by check upon approval of the annual business plan, the President is authorized to make disbursements on accounts and expenses provided for in the plan, except that checks in excess of \$2,500 shall require the signatures of any two of the Chair, Chair-Elect, Treasurer and President.

Section 3: Chamber Accounts.

- a. All money generated by dues and chamber events and programs shall accrue to a general operating account. Chamber funds shall be deposited in such financial institutions and in such demand accounts or investment vehicles as shall be determined by the Board from time to time.
- b. Reserve Funds. In years when Chamber revenues exceed operating expenses, such excess revenues may be placed in a reserve account or accounts, in accordance with investment policies adopted by the Board.
- c. Contributions. The Chamber may receive contributions for restricted purposes. Any such funds shall be maintained separately from the Chamber’s general fund and may only be utilized in conformity with the restrictions donors have placed on such gifts.

Section 4: Fiscal Year. The Chamber’s fiscal year shall begin January 1 and end December 31.

Section 5: Financial Audits:

- a. The accounts of the Chamber shall be compiled annually and reviewed not less frequently than every fourth year as of the close of business on December 31 by a certified public accountant. The review shall be presented to the Board of Directors.
- b. The Chamber’s financial condition shall also be reviewed by a certified public accountant not an officer or director of the Chamber within 90 days of the tendered resignation, retirement, or removal of the President, unless a review has been completed for the most recent fiscal year prior to the conclusion of the incumbent President’s service.
- c. The most recent year-end statements of Chamber finances shall be available at all reasonable times to members of the Chamber within the offices of the Chamber.

Section 6: Directors and Officers Liability Insurance. The Chamber shall obtain and maintain Directors and Officers Liability Insurance at levels to be determined from time to time by the Executive Committee.

**ARTICLE XI: LIMITATION OF LIABILITY AND INDEMNIFICATION.**

Section 1: Limitation of Liability of Directors.

The personal liability of a Director to the Chamber or its members for monetary damages for breach of duty as a Director shall not exceed an amount that is equal to the compensation received by the Director (if any) for serving the Chamber during the year of the violation; provided, however, that this limitation shall apply only if such breach of duty did not:

- a. Involve a knowing and culpable violation of law by the Director;
- b. Enable the Director or an associate, as defined in section 33-840 of the Connecticut General Statutes, as amended, to receive an improper personal economic gain;
- c. Show a lack of good faith and a conscious disregard for the duty of the Director to the Chamber under circumstances in which the Director was aware that his conduct or omission created an unjustifiable risk of serious injury to the Chamber; or
- d. Constitute a sustained and unexcused pattern of inattention that amounted to an abdication of the Director’s duty to the Chamber.

Section 2: Indemnification. The Chamber shall indemnify and hold harmless a Director from and against any liability including, but not limited to, any costs and expenses reasonably incurred, for which indemnification may be available to the fullest extent permitted by the law and the certificate of incorporation, as defined in section 33-1116 of the Connecticut General Statutes, as amended, to any person for any action taken, or any failure to take any action, as a Director, except any liability that:

- a. Involved a knowing and culpable violation of law by the Director;
- b. Enabled the Director or an associate, as defined in section 33-840 of the Connecticut General Statutes, as amended, to receive an improper personal gain;
- c. Showed a lack of good faith and a conscious disregard for the duty of the Director to the Chamber under circumstances in which the Director was aware that his conduct or omission created an unjustifiable risk of serious injury to the Chamber; or
- d. Constituted a sustained and unexcused pattern of inattention that amounted to an abdication of the Director’s duty to the Chamber.

**ARTICLE XII: - DISSOLUTION**

The Chamber shall use its funds only to accomplish the objective and purposes specified in these by-laws 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 as defined in IRS section 501 (c) 3.

**ARTICLE XIII:  
PARLIAMENTARY AUTHORITY**

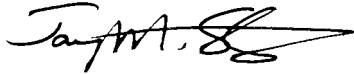
Meetings of the general membership, the Board of Directors, committees and other official divi-

sions of the Chamber shall be conducted according to the most recent edition of Robert's Rules of Order, except where Robert's Rules conflict with these bylaws, in which case these bylaws shall take precedence.

**ARTICLE XIV: AMENDMENTS**

These bylaws may be amended or altered by a two-thirds (2/3) vote of the Board of Directors, or by a majority of the members at any regular or special meeting, providing the notice for the meeting includes the proposals for amendments. Any proposed amendments or alterations shall be submitted to the Board or the members in writing, at least ten (10) days in advance of the meeting at which they are to be acted upon.

Date Adopted: September 21, 2007



Signed: \_\_\_\_\_

Jay M. Sattler, President



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Mary Ellen Dombrowski, Executive Director