

**MONTGOMERY CHAMBER OF COMMERCE
CONSTITUTION AND BYLAWS
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**BYLAWS
ADOPTED MAY 12, 1999
REVISED MARCH 12, 2007**

FOR

MONTGOMERY CHAMBER OF COMMERCE

**INCORPORATED
APRIL 15TH, 1999**

ARTICLE 1 NAME AND PURPOSE

Section 1: Name

The name of this organization shall be the Greater Montgomery Chamber of Commerce. Hereinafter referred to as the Montgomery Chamber of Commerce, incorporated April 15, 1999

Section 2: Territory:

The Montgomery Chamber of Commerce is that area served by the Village of Montgomery and surrounding communities including the general trade area and all areas having a common relationship with the above mentioned community.

Section 3: Purpose/Mission:

The Montgomery Chamber of Commerce is organized for the purpose of advancing commercial, industrial, agricultural, civic and general interest in Montgomery and the surrounding communities. Our mission is to promote economic programs designed to strengthen and expand the income potential of all businesses within the trade area.

Section 4: Limitation of Methods:

The Montgomery Chamber of Commerce shall observe all local, state, and federal laws which apply to a non-profit organization. This organization in its activities shall be non-partisan, non-sectional and Non-sectarian.

ARTICLE 11 MEMBERSHIP

Section 1: Eligibility

Any person, business, association, corporation, partnership interested in the commercial, industrial, agricultural, and civic progress and growth of the Montgomery Chamber of Commerce shall be eligible to apply for membership. No member shall use his/her membership in any manner that shall imply endorsement by the Montgomery Chamber of Commerce of any product or business practice.

Section 2: Dues

The Board of Directors shall set the annual dues of each full member from time to time. Annual dues shall be payable, in advance, by the first day of April of each year, or in any event with thirty (30) days of the member's receipt of notice of dues. New members joining after April 1st shall pay on a prorated bases.

Section 3: Termination

If any member shall fail to pay dues within 30 days of due date, that membership shall lapse. Any member shall be expelled by the Board of Directors, by a quorum vote for nonpayment of dues after ninety (60) days from the date due. Any member may be expelled by a quorum 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.

ARTICLE III: MEETINGS

Section 1: Annual Meeting

The Annual Meeting of the Montgomery Chamber of Commerce shall be held on the second Thursday in April or at such other time and place as determined by the Board of Directors. The Annual Meeting shall include a report by the Board on the strength of the membership, election of Board members, and any other reports as deemed necessary by the Board of Directors.

Section 2: Additional Meetings

General membership meetings shall be held on the second Thursday of each month or at such other time and place as determined by the Board of Directors. The President may call special meetings at any time or upon petition in writing of ten percent (10%) of the members in good standing. Committee meetings may be called at any time by the President or by the committee's chairperson.

Section 3: Quorums

At all general membership meetings and special meetings, the members present in good standing shall constitute a quorum. A majority of Directors shall constitute a quorum of the Board of Directors.

Section 4: Notices

All members shall be notified of general meetings through newsletter publications. Members shall be notified of any special meetings no less than three (3) days in advance.

ARTICLE IV BOARD OF DIRECTORS

Section 1: Composition of the Board

The government of the Chamber, the direction of its work, and the control of its property shall be vested in the Board of Directors consisting of twelve (12) members. The number of Board members may only be increased by election. The Board of Directors also retains the right to create an executive committee from the Board. In addition to the above elected Directors, the President and officers shall have full voting privileges, for one (1) year following his/her term as officers. The Board of Directors shall meet not less than once a month and at such meetings a majority shall constitute a quorum.

Section 2: Selection and Election of Directors

A. Nominating Committee. At the regular January Board meeting, the President, along with the Board, shall appoint, subject to approval by the Board of Directors, a Nominating Committee consisting of one (1) member of the Board of Directors to chair the committee along with two (2) members from the membership at large.

At the February Board meeting, the Nominating Committee shall present to the Board of Directors a slate of candidates to serve two-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 Directorship.

B. Nominations by Petition. Additional names of candidates for Directors can be nominated by petition bearing the genuine signatures of at least five percent (5%) of the qualified members of the Chamber. Such petition shall be filed with the Nominating Committee within ten (10) days after notice has been given of the names of those nominated. The determination of the Nominating Committee as to the legality of the petition(s) shall be final.

C. Vacancies

After missing three (3) Board meetings within a calendar year, the President has the authority to notify that Board member that he is being replaced. The new Board member must be approved by the Board of Directors.

**ARTICLE V
OFFICERS**

Section 1: Selection and Election of Officers

The Board shall choose all Officers of the Board from its current Board members. The Officers to be chosen are the President, Vice-President, Secretary and Treasurer. The President must be nominated from the current Board of Directors and elected by the Board of Directors.

Appointment of officers shall take place at the April Board Meeting, or the meeting immediately following the election of directors. All Officers shall serve for a term of two (2) years or until their successors assume the duties of office.

Section 2: Duties of Officers

A. President – The President shall serve as the Chief Elected Officer of the Chamber of Commerce and shall preside at all meetings of the membership and Board of Directors. The President shall, with advice and counsel of the Vice President determine all committees, select all committee leaders and assist in the selection of committee personnel, subject to approval of the Board of Directors. He/she shall perform all duties incident to this office and advise such actions as may be deemed by him/her as likely to increase the usefulness of the Chamber.

B. Vice-President - The Vice President shall preside in the absence of the President and duties shall include those assigned by the President and the Board of Directors. In the absence or disability of the two officers named, a member of the Board of Directors shall be chosen Chairman Pro-Term.

C. Treasurer – The Treasurer shall receive and disburse the funds of the Chamber and shall keep all monies of the Chamber deposited in its name. The Treasurer shall submit monthly reports to the Board of Directors. Checks are to be signed by two (2) of the following: primarily by the Treasurer, or by any officer of the Montgomery Chamber. The Board of Directors shall require the Treasurer to have an acceptable bond in such sum as the Board may determine for the faithful performance of his/her duties. The Treasurer shall prepare a monthly financial report for the monthly meetings. The Treasurer shall prepare an annual report on income and expenditures to be reviewed by the Board of Directors.

D. Secretary – It shall be the duty of the Secretary to maintain and distribute accurate minutes of the proceedings of the Board of Directors in a timely manner and also the monthly meetings.

ARTICLE VI Appointment and Authority

Section 1:

The President, subject to approval of the Board of Directors shall appoint the chairman of each committee. A committee has no right to incur any debt or involve the Chamber in any way unless given full authority to do so by the Board of Directors.

It shall be the function of committees to make investigations, conduct studies and hearings, make recommendations to the Board of Directors, and to carry on such activities as may be delegated to them by the Board.

Section 2: Standing Committees

A. Audit – The President shall appoint an Audit Committee at a meeting of the Chamber prior to the annual General Membership Meeting or may seek the services of an outside auditing firm. The Board may approve or change the personnel of this committee. It shall be the duty of the Audit Committee to examine and audit the books of the Treasurer at the close of the year's business and report its finding to the Board of Directors and to the Chamber at its Annual General Membership Meeting.

B. Membership – The Membership Committee shall be for the purpose of promoting membership and contacting new businesses in the Montgomery area and to periodically hold membership drives. The committee shall be for the purpose of encouraging member participation, welcoming new members, retaining current membership and scheduling Business After Hours events.

C. Leads Group – This committee shall be for the purpose of exchanging ideas and leads with other Chamber members and future members. Non-members can attend three (3) meetings before they are required to join the Chamber.

D. Legislative – This committee shall monitor local governmental activities, and state and county legislation affecting business, professional, and community growth.

E. Representation to the MEDC Board – For as long as the GMACC votes to have a representative on the MEDC Executive Board by a majority vote, that term will last for the 3-year period. If he/she should resign, someone will be appointed by the President.

FINANCES

Section 1: Disbursements

Upon approval of the budget, the Treasurer is authorized to make disbursements on accounts and expenses provided for in the budget without additional approval of the Board of Directors. Expenditures required, but not covered by the budget or in excess of the budget of five hundred dollars (500), should have the approval of the Board of Directors prior to disbursement. Disbursement shall be by check. The daily nature of business requires expenditures between Board meetings. The President has the authority to make these expenditures within the budget to conduct daily business.

Section 2: Fiscal Year

The fiscal year of the Montgomery Chamber shall be from April 1st to March 31st, inclusive.

**ARTICLE VIII
PARLIAMENTARY PROCEDURE**

Section 1: Robert's Rules of Order shall be the parliamentary guide and shall govern the proceedings of the Montgomery Chamber of Commerce.

**ARTICLE IX
DISSOLUTION**

Section 1: The Montgomery Chamber of Commerce shall use its funds only to accomplish the objectives and purposes specified in the 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 as defined in IRS Section 501(c)(3).

**ARTICLE X
AMENDMENTS**

Section 1: Revisions

All proposed amendments shall first receive approval of the Board of Directors. These Bylaws may be amended or altered by a majority vote of those present at any general membership or special meeting with a quorum present, provided voting members have been notified of the proposed change by the President no less than fourteen(14) days prior to such meeting.

**Amended: 1/12/04
2/7/06**

