

STONEHAM
CHAMBER OF COMMERCE



Stoneham Chamber of Commerce

By-Laws, Amended Dec. 12, 2019

**STONEHAM CHAMBER OF COMMERCE
BY-LAWS**

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**STONEHAM CHAMBER OF COMMERCE
BY-LAWS**

Article I

Name and Location

The name of this incorporated organization is *STONEHAM CHAMBER of COMMERCE, Inc.*, or such other name as hereafter may be adopted in accordance with law. The office of the Chamber of Commerce shall be located in Stoneham, Massachusetts, and the exact address to be designated by the Board of Directors.

The location of the office of the corporation may be changed at any time by a majority vote of the members of the Board of Directors.

Article II

Objectives - Limitations

Section 1 - OBJECTIVES: The Stoneham Chamber of Commerce is organized to achieve the objective of:

- i. Advancing and strengthening the economic, professional, cultural, and civic welfare of the Town of Stoneham.
- ii. Creating better understanding and appreciation of the importance of the business person and a concern for his or her problems
- iii. Encouraging a more effective business and public attitude regarding city, town, county, state, and national legislative and governmental affairs.
- iv. Creating an atmosphere which will promote and foster the maximum freedom for individuals and for business firms, consistent with the ability of each to fulfill its responsibilities for the common good.
- v. Encouraging Total Community Development to make the community a better place to live and work in by:
 - a) Functioning as a coordinating agency for the pooling of energies and talents of the business and professional community.
 - b) Bringing the energies and talents to bear on the socioeconomic concerns of the area for the mutual benefit and well-being of all citizens, business firms and employees.

Section 2 - LIMITATIONS: The Stoneham Chamber of Commerce shall be non-partisan, non-political and non-sectarian in all of its activities.

ARTICLE III

Membership

Section 1 - ELIGIBILITY: Any person, association, corporation, partnership or estate having an interest in the objectives of the organization shall be eligible to apply for membership.

Section 2 - ELECTION: Application for membership can be in writing, on forms provided for that purpose, and signed by the applicant. The Membership Committee shall review all applications and submit them to the Board of Directors with its recommendations. Approval of members shall be by the Board of Directors at any meeting thereof. Any applicant so approved shall become a member upon payment of the regular scheduled dues as provided in Section 3 of Article III.

Section 3 - DUES: Membership dues shall be at such rate or rates, schedule or formula as may be from time to time prescribed by the Board of Directors, payable annually, semi-annually or quarterly in advance.

Section 4 - TERMINATION: Membership within the organization may be terminated: a.) when any member delivers to the Chamber a written notice of resignation to the Board of Directors; b.) for non-payment of dues continuing after ninety (90) days from due date; or, c.) for conduct which is prejudicial to the aims or reputation of the Chamber; unless membership is otherwise extended by the Board of Directors for good cause. Any member shall be expelled for any of the above reasons by a two-thirds (2/3) vote of the Board of Directors, at a regularly scheduled meeting thereof, provided that written notice of such intent of expulsion, and an opportunity for a hearing are given to the member who is to be expelled.

Section 5 - VOTING: Each member (person, firm, association or corporation) shall be entitled to one vote.

Section 6 - EXERCISE of PRIVILEGES: Any firm, association, corporation, partnership or estate holding membership may nominate one or more individuals, who may exercise the privileges of membership covered by its subscription, and shall have the right to change its membership nomination upon written notice.

Section 7 - ORIENTATION: Orientation sessions which explain the purposes and activities of the organization shall be conducted at times prescribed by the Board of Directors for the following groups: new

Directors, Officers, and Directors, committee chairmen, committees and new members. A detailed outline for orienting each of these groups shall be part of this organization's procedural manual.

Section 8 - HONORARY MEMBERSHIP: Honorary membership shall be eligible to those who are distinguished in public affairs. Honorary members shall have all privileges of members, but shall not vote, nor pay dues. The Board of Directors shall confer or revoke honorary membership by a majority vote.

Article IV

Board of Directors

Section 1 - AUTHORITY: The government 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 - SIZE: The Board of Directors shall consist of not more than twenty two (22) members, with seven (7) being elected annually to serve three (3) years, or until their successors are elected and have qualified. The Board of Directors shall be selected in accordance with Article VII(A) of these By-Laws.

Section 3 - COMPOSITION: Four (4) members of the Board of Directors shall serve as President, First Vice-President, Treasurer and Clerk.

Section 4 - RESPONSIBILITY: The Board of Directors shall serve as the legislative body of the Chamber, and it shall have the power to create such administrative committees as it may, from time to time, deem advisable for the efficient operation of the Chamber. If and when such committees are created, the Board shall define the scope of their work at the time of their creation. The Board may also create such committees for special projects as required to complete the approved Program of Work of the Chamber.

The Board of Directors is responsible for formulating the policies of the Chamber. These policies shall be maintained in a Policy Manual, to be reviewed annually and revised as necessary.

Section 5 - MANAGEMENT: The majority of the Board, with the approval of the Executive Committee, shall have the right to employ and terminate an Executive Director, and shall fix the salary and conditions of employment.

Section 6 - TERM OF OFFICE: A term of office for members of the Board shall be a period of three (3) years. No member of the Board of

Directors shall be eligible to serve for more than two (2) consecutive terms of three (3) years. One (1) year must elapse following two such consecutive terms before the member shall again be eligible for election to office, unless the one (1) year between terms is nullified by a vote of the majority of the Board.

Section 7 - MEETINGS AND PENALTIES: The Board of Directors shall meet at least nine (9) times during the calendar year and make its own rules for the time and notice of its meetings, except as otherwise provided for herein. Meetings of the Board shall be called whenever necessary in order for it to fulfill its legislative and policy-making responsibility.

Failure of any Director to attend at least two-thirds (2/3) of the regular and special meetings of the Board of Directors during the year, or failure of a Director who is a member of the Executive committee of the Board to attend at least two-thirds (2/3) of the aggregate of regular and special meetings of the Board of Directors and the Executive Committee in such year, shall automatically terminate such Director's term of office, unless this provision is waived for good cause by the Board of Directors.

Section 8 - VACANCIES: Vacancies on the Board of Directors, or among the officers, shall be filled by majority vote of the Board of Directors.

Section 9 - QUORUM: a quorum shall consist of not less than a simple majority of the full Board of Directors. The majority of such a quorum shall control.

Article V

Executive Committee

Section 1 - COMPOSITION AND RESPONSIBILITY: 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 action. At least five (5) members of the Executive Committee shall, by virtue of their responsibilities, include:

- a. President
- b. Vice President
- c. Treasurer
- d. Clerk
- e. The immediate past President
or a member of the Board of
Directors appointed by the President

The Executive Director can be a member of the Executive Committee, but when so designated shall be a non-voting member. The term of the

members of the Executive Committee shall be co-terminous with their term as officers of the Chamber.

Section 2 - SPECIFIC RESPONSIBILITY: The members of the Executive Committee, separately and collectively, will serve as a motivating force for productive activity of the Chamber. They will confer with and assist the administrative staff of the Chamber in order to motivate and assure common productive effort in all areas of Chamber activity.

The members of the Executive Committee shall make recommendations to the Board as to the employment and termination of the Executive Director as well as arrange the term of employment.

Section 3 - MEETINGS: Meetings of the Executive Committee may be called by the President, or in his absence, by the Vice-President. Three (3) voting members of the Executive Committee shall constitute a quorum at any meeting. In the absence of a quorum, the meeting may adjourn, subject to call by the President or the presiding officer at the meeting.

Article VI

General Counsel

Section 1 - DEFINED: The President, subject to Board approval, may appoint an attorney-at law, when required, to serve as the General Counsel of the Chamber during his administration. The Board of Directors shall authorize nominal compensation for this purpose from the General Fund of the Chamber.

Section 2 - AUTHORITY: The General Counsel will advise the Board of Directors, the Executive Committee and the Executive Director as to legal matters in order to strengthen the Chamber's effort.

Article VII

Selection of Directors

Section 1 - Nominating Committee: At the regular May Board meeting, the President shall appoint a Nominating Committee of five (5) members of the Chamber. The President shall designate the chairman.

Prior to August 1 the Nominating Committee shall present to the Executive Director or the President a slate of candidates to serve three-year (3) terms, to replace the Directors whose regular terms are expiring, or are otherwise unfilled. Each candidate must be an active member in good standing and must have agreed to accept the responsibilities of a directorship. No Board member may be elected to more than two (2) consecutive three-year (3) terms, except as provided in Article IV, Section 6.

Section 2 - Publicity of Nominations: Upon receipt of the report of the Nominating Committee, the Executive Director shall immediately notify the membership by mail, of the names of persons nominated as candidates for Directors, and the right of the membership to petition for additional candidates.

Section 3 - Nominations by Petition: Additional names of candidates for Directors can be nominated by a petition bearing the genuine signatures of at least ten (10) qualified members of the Chamber. Such petition shall be filed with the Nominating Committee within ten (10) days after receipt of notice by the membership of the names of those nominated. The determination of the Nominating Committee as to the legality of the petition shall be final.

Section 4 - Determination: If no petition is filed within the designated period, the nominations shall be closed and the nominated slate of candidates shall be declared elected by the Board of Directors at their regular September Board meeting.

If a legal petition shall present additional candidates, the names of all candidates shall be arranged on a ballot in alphabetical order. Instructions will be to vote for the number designated by the Board. Those candidates nominated by the Nominating Committee shall be identified as such on the ballot. The Executive Director shall mail this ballot to all active members at least fifteen (15) days before the regular September Board meeting

The ballots shall be marked in accordance with instructions printed on the ballot and returned to the Chamber office within ten (10) days. The Board of Directors shall, at their regular September Board meeting, declare the number of candidates required with the greatest number of votes elected.

Section 5 - SEATING OF NEW DIRECTORS: All newly elected Board members shall be seated at the regular October meeting and shall be participating members thereafter.

Article VIII

Officers

Section 1 - SELECTION OF OFFICERS: The Board of Directors at its regular October meeting, shall reorganize for the coming year. The Nominating Committee for Directors shall also nominate officers for the year. At this meeting, the Board shall elect the President, First Vice President as President elect, and as many Vice Presidents as is deemed necessary to conduct the activities of the Chamber, and the Treasurer and the Clerk. Officers will be elected by members of the new Board. All officers shall serve a term of two (2) years or until their successor assumes the duties of office, unless their term as a Director shall expire sooner. In such cases, their term as officer will run co-terminous with their term as Director. Officers shall be voting members of the Board of Directors.

Section 2 - DUTIES OF OFFICERS:

- a. **President:** The President shall serve as the executive of the Chamber of Commerce, and shall preside at all meetings of the membership, Board of Directors and Executive Committee.

The President shall, with the advice and counsel of the Executive Director, assign Vice Presidents to divisional or departmental responsibility, subject to the approval of the Board of Directors.

The President shall, with the advice and counsel of Vice Presidents and the Executive Director, determine all committees,

select all chairman, and assist in the selection of committee personnel.

- b. First Vice President and President Elect: The First Vice President shall exercise the powers and authority and perform the duties of the President in the absence or disability of the President. He shall also serve as Chairman of the Program of Work Committee of the Chamber and be a member of the Executive Committee. As such, he and his committee will be responsible for determining that the program activities of the Chamber are of such duration as is required, at all times being alert to assure that the activities of the Chamber are directed toward achieving business and community needs in the area served by the Chamber.
- c. Vice Presidents: The duties of the Vice Presidents shall be such as their titles by general usage would indicate, and such as required by law, as well as those that may be assigned by the President and Board of Directors. They will also have under their immediate jurisdiction all committees pertaining to their general duties.
- d. Treasurer: The Treasurer shall be responsible for recording all fiscal affairs of the Chamber. He shall keep books as necessary or directed by the Board, safeguard all funds, keeping same in financial institutions approved by the Board, issue checks over the signature of the Treasurer and the President or Executive Director or, in the absence of any or all of the above, any two (2) officers, prepare a budget with the Executive Director for each year and each month, and report to the Board each month showing the actual budget and its relation to the proposed budget.
- e. Clerk: The Clerk shall serve as secretary to the Board of Directors, and shall prepare all notices and minutes of meetings of the Board.
- f. Executive Director: The Executive Director shall be the chief administrative and executive officer.

The Executive Director shall serve as an advisor to the President, and develop and implement a Program of Work. He shall assemble information and data and cause to be prepared special reports as directed.

The Executive Director shall be a non-voting member of the Board of Directors, all committees, and, if appointed, a non-voting member of the Executive Committee.

With assistance of the divisional Vice Presidents, he shall be responsible for administration of the Program of Work in accordance with the policies and regulations of the Board of Directors.

The Executive Director shall be responsible for hiring, discharging, directing and supervising all employees, subject to any policies approved by the Board.

With the Treasurer, he shall be responsible for the preparation of an operating budget covering all activities of the Chamber, subject to approval of the Board of Directors. He shall be responsible for all expenditures within approved budget allocation.

Article IX

Committees and Divisions

Section 1 - APPOINTMENT AND AUTHORITY: The President, by and with the approval of the Board of Directors, shall appoint all committees and committee chairmen. He may appoint such ad hoc committees and their chairmen as he deems necessary to carry out the program of the Chamber. Committee appointments shall be at the will and pleasure of the President and in no event remain in effect beyond the term of the appointing President.

Section 2 - LIMITATIONS OF AUTHORITY: No action by any member, committee, division, employee, Director or Officer shall be binding upon, or constitute an expression of the policy of the Chamber until it shall have been approved or ratified by the Board of Directors.

Committees shall be dissolved by the President when their work has been completed and the reports prepared by the committee are accepted, or when, in the opinion of the Board of Directors, it is deemed wise to discontinue the committee.

Section 3 - TESTIMONY: Once committee action has been approved by the Board of Directors, it shall be incumbent upon the committee chairman or the Executive Director to make presentation before civic and governmental agencies.

Section 4 - DIVISIONS: The Board may create such divisions, bureaus, departments, or councils 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 and councils. The Board shall annually review and approve all activities and proposed programs of such divisions, bureaus, departments or councils.

No action or resolution of any kind shall be taken by divisions, bureaus, departments, or councils having bearing upon, or expressive of, the Chamber, unless approved by the Board of Directors.

Article X

Financial Structure

Section 1 - BUDGET: The amount of money required to sustain Chamber of Commerce effort for the next fiscal year shall be determined by the Program of Work Committee and the Budget and Finance Committee during September of the current fiscal year, in

consultation with the Executive Director and with the approval of the Board of Directors.

Section 2 - GENERAL FUND: Financial receipts from membership sources shall become a part of the General Fund of the corporation, unless otherwise provided by the Board of Directors.

Section 3 - SPECIAL FUNDS: Certain funds may be provided by groups and/or agencies and carry specific assignments in support of one or more phases of the Chamber's Program of Work. These "earmarked" funds shall require a separate audit to show that such funds have been used for the purpose designated.

Section 4 - DUES INVESTMENT: The dues investment schedule for member accounts shall be determined by the Budget and Finance Committee and approved by the Board of Directors. Payment shall be made on a semi-annual or annual basis.

Section 5 - FISCAL YEAR: The fiscal year of the Chamber of Commerce shall be October 1 through September 30.

Section 6 - NEW ACCOUNTS: The amount of dues investment for new member accounts shall be determined on the annual basis according to the plan or schedule created under Section 4 of this Article. The amount due is for the period beginning and ending on the member's anniversary date.

Section 7 - DISBURSEMENT OF FUNDS: The Board of Directors will approve the budget and designate those individuals authorized to spend within the budget and specify any restrictions on expenditures.

Section 8 - BOND: The Executive Director and such other persons as may be designated by these By-Laws to sign checks shall, if so required, be covered individually and collectively by bonds in an amount determined by the Board of Directors.

Also, such other employees of the Chamber of Commerce as may be deemed necessary shall be covered by appropriate bonds. All said bonds shall be executed through an approved indemnity company, and the cost thereof shall be paid for by the Chamber.

The Budget and Finance committee shall review annually the necessity for the amount of the bond in question and submit recommendations to the Board of Directors

Section 9 - INDEMNIFICATION OF DIRECTORS: The Chamber may, by resolution of the Board of Directors, provide indemnification by the Chamber of any and all of its Officers and Directors or former Directors 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 Officers or Directors of the Chamber, except in relation to matters as to which such Officer or 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 existence of such liability for negligence or misconduct.

Article XI

Membership Meetings

Section 1 - ANNUAL MEETING: An annual dinner and business meeting of the membership shall be held during each fiscal year.

Section 2. REGULAR MEETINGS: In addition to said annual meeting of the membership, there may be regular meetings of the membership on a date and at such time and place as may be designated in the notice of the meeting.

Section 3 - SPECIAL MEETINGS: Special meetings of members may be called at any time by the President or, in the event of the absence of the President, then in order by the First Vice President, or the Executive Director. All members will be notified by written communication at least seven (7) days prior to such meeting.

Section 4 - MEMBERSHIP QUORUM: Thirty percent (30%) of the total member accounts shall constitute a quorum at any regular meeting.

Article XII

Debts and Obligations

Section 1: No debt or obligation whatsoever for the payment of money or other things of value shall be created or incurred by any Officer, employee or agent of this corporation, or other person, and no money shall be appropriated or paid out of the General Fund, and no contract or other act whatsoever of any Officer, employees or agent of this corporation, or other person, by the terms or result of which any debt or obligation whatsoever is created, or attempted to be created, shall be in any manner binding upon this corporation unless the same is authorized by a specific provision in the budget of the corporation, or unless the same respectively be authorized and directed or ratified by the Board of Directors in a regular meeting or special meeting called for that purpose.

Article XIII

Parliamentary Rules

Section 1 - PROCEDURE: The proceedings of all meetings of the Board of Directors, the Executive Committee and administrative committees shall be governed by and conducted according to the latest edition of Robert's Manual of Parliamentary Rules.

Article XIV

Seal

Section 1 - SEAL OF CORPORATION: The corporation seal of the Chamber of Commerce shall be a circular disc bearing the words, "Stoneham Chamber of Commerce, Inc." and in the center shall be inscribed the word "Massachusetts".

Article XV

Dissolution

Section 1 - PROCEDURE: The Chamber shall use its funds only to accomplish the objects 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.

Article XVI

Amendments

Section 1 - Procedure: These By-laws may be altered or amended by a two-thirds (2/3) vote of the full Board of Directors. A copy of the section or article to be amended and of the proposed change must be mailed to the Directors seven (7) days prior to the meeting at which amendment is to be considered.

Clerk

Amended: December 10, 2019