



# BY-LAWS

(Revised February 2, 2018)

## ARTICLE I

### Name, Place of organization, and Mission/Purpose

**SECTION 1:** This organization shall be known as the Greater Fort Kent Area Chamber of Commerce.

**SECTION 2:** The principal office and place of business of the organization shall be located in Fort Kent, Maine.

**SECTION 3:** This organization's objective is to obtain the organized effort of our citizens for the promotion of the business interests and general prosperity of Fort Kent, St. John Plantation, St. Francis, Allagash, Wallagrass, Eagle Lake, Winterville, Portage Lake, Frenchville, St. Agatha New Canada and the Unorganized Territories of Aroostook County.

**SECTION 4:** The purpose of this organization is to:

- a) Work in conjunction with Merchants to promote the common business and professional interests of those with the proprietary interests engaged in commerce.
- b) Offer a full range of member services.
- c) Raise the level of professionalism within the member service area through education and promotion.
- d) Foster and maintain mutually beneficial professional and personal relationships with all categories of members.

## ARTICLE II

### Membership

**SECTION 1:** Membership in this organization shall be limited to individuals, partnerships, corporations, or other such organizations residing in or having a place of business, or conducts business, in the service territory defined in Article 1, Section 3. Membership shall not be solicited outside the service territory defined in Article 1, Section 3 but may be approved by the Board of Directors on a case by case basis.

**SECTION 2:** The membership fee per annum shall be set by the Board of Directors and reviewed annually by said Board.

**SECTION 3:** Applications for membership shall be received by the Chamber office staff or any member of the Board of Directors.

**SECTION 4:** New membership received after mid-year shall be pro-rated accordingly.

**SECTION 5:** The refusal to pay the annual membership fee if persisted in for sixty days after the same has become due shall be construed as a withdrawal and the names of such members shall be taken off the roll of membership.

**SECTION 6:** Any member who may wish to withdraw from the Chamber shall give written notice thereof. No fee restitution shall be granted.

## ARTICLE III

### Board of Directors

**SECTION 1:** The Board of Directors shall have the supervision, control and direction of the affairs of the organization, shall determine its policies or changes therein within the limits of these by-laws, shall actively prosecute its purposes and shall have discretion in the disbursements of its funds. The Board is authorized to prepare rules for the orderly conduct and procedure of the meetings of the organization, which rules shall not conflict with any provisions of these by-laws. It may adopt such rules and regulation for the conduct of its business as shall be deemed advisable, and may, in the execution of the powers granted, appoint such agents and enter into business and professional relationships, as it may consider necessary in order to accomplish its mission.

**SECTION 2:** The Board shall be responsible for obtaining an internal statement of the Treasurer's books annually.

**SECTION 3:** The Board of Directors of this Chamber shall consist of fifteen (15) directors to be chosen by majority vote of the members at the Annual Meeting. Said Directors will represent merchant members, professional members, farm members, utility members, industry members, and at-large or individual members. Vacancies in particular categories may be filled by other Chamber members. Each Director will serve a term of three (3) years. At each Annual Meeting, new Directors will be elected to fill vacancies

created by those Directors whose terms have terminated. A Director may serve no more than two (2) terms in succession, unless said director is elected 1<sup>st</sup> Vice President within their second term; said director's tenure on the board may be extended to allow the director to serve as president which does not vacate said directors position on the board until completion of one term as president. At no time shall there be more than 15 directors. In the event that a Director is



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completing a term for a vacated position, two (2) additional terms may be completed. The newly chosen Board of Directors shall nominate at the Annual Meeting and shall elect a President, First Vice-President and Second Vice-President from among the members of the Board of Directors and also elect for the membership of the Chamber, a Secretary and Treasurer. The president may serve two (2) consecutive one (1) year terms as President if re-nominated and elected to do so. The office of Secretary and Treasurer may be held separately or by one person as Secretary/Treasurer. In the event the Secretary and/or Treasurer are not a duly elected director, said person(s) shall exercise no vote at the Directors' meeting although he/she will be present at such meeting. The officers as elected by the Board of Directors will take office immediately and serve until successors are properly elected or until they resign or are otherwise relieved.

- SECTION 4:** Each Director must attend a minimum of eight (8) Directors' meetings and cannot miss more than two (2) consecutive unexcused absences. Failure to do so may result in termination of Directorship upon approval of the Board of Directors and subsequent notification of termination. The Board of Directors shall make a reasonable effort to notify the Director in noncompliance of this section before taking action and said Director shall be afforded an opportunity to appear before the board. A Board position vacated before term expiration may be filled by the Board of Directors to finish said term. The office of any member of the Board of Directors may be declared vacant by a two-thirds vote of the Board.
- SECTION 5:** The President shall preside at the meetings of the Chamber and of the Board of Directors and perform all other duties pertaining to the office or required of them by these Bylaws, and at each Annual Meeting make a written report of the actions of the Board of Directors to the Chamber together with such recommendations as he/she may judge to be for the best interest for the Chamber.
- SECTION 6:** The First Vice-President shall perform the duties of the President in his/her absence.
- SECTION 7:** The Second Vice-President shall perform the duties of the First Vice-President in his/her absence.
- SECTION 8:** The Secretary shall keep a list of the members of the Chamber and a record of each meeting of the Chamber's Board of Directors and performs such other duties as pertains to his/her office.
- SECTION 9:** The Treasurer shall collect all revenue of the Chamber and shall make necessary disbursements after approval by the Board of Directors. He/she shall, in addition, thereto maintain financial records of the Chamber and report the receipts and disbursements at any meeting of said Directors when so called upon and he/she shall furnish a report of the financial standing of the Chamber at its Annual Meeting.
- SECTION 10:** The Board of Directors shall have general supervision over all affairs of the Chamber and in that regard shall conduct the general business. Its decision shall be final and have full force and effect as though decided by the entire membership of the Chamber. In addition, the Board shall hire paid staff to perform such duties as outlined in the job description of the position. The staff shall be compensated for their services, the amount of said compensation to be determined by the Board of Directors.
- SECTION 11:** The officers of this organization shall serve as the Executive committee consisting of the President, immediate Past President, 1st Vice President, 2nd Vice President, and the Treasurer.

### ARTICLE IV Meetings

- SECTION 1:** The Chamber shall hold its Annual Meeting during the first quarter of the fiscal year. Any meeting may be called by order of the President, or by a majority of the Board of Directors whenever they deem it necessary, or upon the written notification of not less than ten (10) members who shall state in their application the business to be acted upon. The President shall call such a meeting at the time requested. The number of members necessary to constitute a quorum at any Annual Meeting shall be fifteen (15) and at any special meeting seven (7), upon ten (10) days written notice to members.
- SECTION 2:** The Board of Directors shall hold a meeting each month at which meeting a majority of the then duly elected and qualified Directors present shall constitute a quorum for the transaction of business. The number of Directors present to constitute a quorum will be eight (8). The general membership may attend and shall be invited to attend all monthly meetings.

### ARTICLE V Committees

- SECTION 1:** The President, subject to the approval of the Board of Directors shall annually appoint such standing and special



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committees as may be required by the by-laws and to appoint thereto its chairperson and members.

**SECTION 2: Executive Committee-** There shall be an Executive committee composed of 1) President, 2) First Vice President, 3) Second Vice President, 4) Treasurer/Secretary and 5) Immediate Past President. The President shall be chairperson of said committee; in his/her absence the next ranking officer shall preside. Four (4) members of the Executive committee shall constitute a quorum for the transaction of business. The Executive committee shall exercise the powers of the Board of Directors when the Board is not in session, reporting to the Board of Directors at its succeeding meeting any action taken. The Executive committee shall meet not less than twelve (12) times annually, and as often as necessary to properly attend matters of the Organization requiring attention of the Executive committee. The President/Chairperson of the Executive committee may call such meetings, as he/she deems necessary and must call a meeting upon demand of a quorum of Executive committee members.

**SECTION 3: Budget Committee-** There shall be a Budget committee chaired by the Treasurer of the Board of directors. The Treasurer shall appoint with the advice and consent of the Board of Directors members of the Budget committee. Any voting member of the organization shall be considered eligible to serve. The Budget committee shall determine an annual budget, oversee the financial affairs of the organization and report all matters pertaining to such affairs to the Board of Directors.

**SECTION 4: Event Committees-** There shall be events committees set up by the President of the organization with a chairperson named at his/her discretion. The events committees shall oversee the successful planning, organizing, and completion of each of their individual events. Any voting member shall be eligible to serve as well as volunteers deemed appropriate by the Board of Directors.

**SECTION 5: Nomination Committee-** There shall be a Nominating committee chaired by the First Vice President of the organization. The First Vice President shall appoint with the advice and consent of the Board of Directors members of the Nominating committee. Any voting member is considered to be eligible to serve. The Nominating committee shall develop a list of eligible candidates to serve on the Chamber of Commerce Board of Directors. This list of candidates shall be submitted to the general membership at the Chamber's annual meeting for election to the Board of Directors as described in Article III, Section 3.

**SECTION 6:** The Board of Directors shall appoint the necessary delegates to attend meetings called by the Association of Aroostook Chambers and any State, New England, or National Association of Chambers of Commerce.

**SECTION 7:** The standing and temporary committees shall meet for the transaction of business at such a time and place as may be designated by the committee chairperson or at the call of the President. Notice of the time and place of a committee meeting may be given by mail, telephone or electronic media, provided, however, that a reasonable amount of time must be allowed for the members thereof to reach the designated place of the meeting.

### ARTICLE VI

#### Fiscal Year

**SECTION 1:** The Fiscal Year of the Chamber shall be from January 1 to December 31.

### ARTICLE VII

#### Revenue

**SECTION 1:** Membership fees shall be as provided for in Article II and shall be paid in advance to the Treasurer by the last day of February of each year.

### ARTICLE VIII

#### Expulsion

**SECTION 1:** Any member of this Chamber who shall refuse or neglect to comply with the Bylaws of the Chamber may be expelled or suspended by the vote of two-thirds of the members present. Notice of said contemplated action shall be served on him/her by the Secretary, in writing, five (5) days before action is taken thereon, said notice to contain the charges upon which the action is taken. A copy of the notice will be delivered to each member of the Chamber.

### ARTICLE IX

**SECTION 1:** The Bylaws may be altered at any meeting of the members called in the manner prescribed herein, providing notice of the substance of the proposed alteration or amendment shall have been given to each member prior to said meeting.



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### **ARTICLE X**

**SECTION 1:** All Bylaws, parts thereof, or other regulations governing the activities of the Greater Fort Kent Area Chamber of Commerce, Inc., which are inconsistent with these Bylaws, are hereby repealed.