



BRANDON AREA CHAMBER OF COMMERCE
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BY-LAWS OF THE BRANDON AREA CHAMBER OF COMMERCE, INC.
AMENDED AUGUST 19, 2013

Article I

Name & Location

1. Name: The name of this organization, incorporated under the Laws of the State of Vermont, shall be "The Brandon Area Chamber of Commerce, Inc."
2. Location: It shall be domiciled in the Town of Brandon, Vermont and shall conduct its affairs within the trade region or market generally known as the Brandon Area.

Article II

Objectives

1. Purpose: The Brandon Area Chamber of Commerce, Inc. shall be dedicated to the improvement and advancement of a positive and dynamic economic, industrial, professional, and business climate and community enhancement in the Brandon Area.

Article III

Membership

1. Eligibility: All persons, associations, businesses, and corporations interested in the positive economic climate and prevailing quality of life of Brandon and the surrounding area shall be eligible for membership in this Chamber of Commerce.
2. Membership Fees: Fees shall be recommended by the Board of Directors, and set upon the approval of the membership. Membership fees are due and payable by January of each year.
3. Voting: For Election of Board of Directors (Article IV(1)c) and for amending by-laws (Article VIII(1)) each business membership is entitled to one vote. In the case of membership being held in the name of a business, association, etc., one person shall be delegated to represent the business and to cast its vote.
4. Election: Members may be accepted for membership at any time upon completion of an application and payment of fees.
5. Expulsion: Any member of this organization will automatically be suspended for non-payment of dues. Suspension or expulsion for any other reason requires a two-thirds vote of the Board of Directors at a meeting, duly called for that purpose. No member shall be suspended or expelled for any reason except non-payment of dues, without first having an opportunity to be heard in his own defense before said meeting.

Article IV

Membership Meetings

1. Annual Meeting: The annual meeting of this organization shall be held in November of each year, or at such other time as may be designated by the Board of Directors. Business shall include:
 - a) A full written report of the work and finances of the organization presented by the Board of Directors.
 - b) An oral "State of the Chamber" report by the President or Executive Director.
 - c) Election of Board of Directors by the membership (majority vote) and election of four (4) officers by the Directors.
 - d) Assumption of duties by the newly elected Board of Directors.
2. Other Meetings: Meetings of the members shall be held when necessary at a time and place designated by the Board of Directors. Notice of meetings shall be published in the local paper or sent by mail or electronic newsletter.

Article V

Board of Directors

1. Responsibilities: The governing power of the Brandon Area Chamber of Commerce, Inc. shall be vested in a Board of Directors composed of 15 members and elected by the membership. The Board is the policy making body of the Chamber and may adopt rules for conducting the business of the Chamber.
2. Terms of Office: Directors shall serve for the terms for which they have been elected and until successors are elected and qualified. Five (5) Directors shall be elected for 3 year terms, five (5) for 2 year terms, and five (5) for one year terms commencing with Election of December 1984. After the initial terms are served, all new directors shall be elected for three year terms. No Director shall succeed himself more than twice without a break of at least one year.
3. Officers: From their own number the Board of Directors will elect a President, Vice-President, Secretary, and Treasurer. The Directors shall have power to fill all vacancies. The duties of the Officers shall be such as general usage shall indicate by the title of the office and as required by law, and as may be assigned to them respectively by the Board of Directors from time to time.
4. Board Meetings: The Board shall meet once a month at such time and place as will be determined by them. A majority of Directors shall constitute a quorum. Absence of a Director from three (3) consecutive meetings without a valid reason may be construed as a resignation from office.
5. Special Meetings: Special meetings of the Board of Directors may be called by the President or by the request of at least four (4) members of the Board.
6. The Board of Directors may employ an Executive Director or any other persons deemed necessary to carry on the work of the Chamber and fix their compensation.

7. The Board of Directors, upon a two-thirds majority vote, may appoint a non-board member to act in the role of bookkeeper with signatory power with oversight by the elected Treasurer.
8. Upon the request of the Board of Directors, the Chamber shall carry Directors and Officers Insurance in an amount as the Directors shall deem necessary, the cost of such insurance coverage to be paid by the Chamber.
9. Past Directors, who have served a minimum of five years, may continue to serve in an advisory capacity as non-voting Honorary Directors.

Article VI
Committees

1. The Board of Directors may create such committees as it deems advisable each year to handle various phases of the work of the Chamber.
2. All committees shall be appointed by the President and confirmed by the Board, all committees being responsible to the Board of Directors as a whole. The Board shall authorize and define duties of all committees. Meetings may be called at any time by the Chairperson or by the President.
3. Consensus decisions made by a majority present at committee meetings will be taken to the Board of Directors for action, if needed.
4. The Officers and Executive Director shall constitute an Executive Committee empowered to transact all business of the Chamber between regular meetings. All action taken is to be confirmed at the next scheduled meeting by a majority of the Board.

Article VII
Budget

1. A budget shall be prepared annually based on anticipated revenue, Fiscal Year starting on January 1. This budget shall be approved by the Board by the second meeting of the year (Feb.). Expenditures may be audited by an independent accountant who shall not be a Director or employee of this Chamber. The report shall be submitted one week prior to the Annual Meeting.

Article VIII
Amendments

1. Amendments to these by-laws may be made by majority vote of the members in good standing at any regular meeting or any special meeting called for that purpose, as long as all members are given notice or proposed amendments by mail or electronic newsletter.