



BRANDON
Area Chamber of Commerce
Unhurried, unspoiled, unforgettable

BRANDON AREA CHAMBER OF COMMERCE
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BY-LAWS OF THE BRANDON AREA CHAMBER OF COMMERCE, INC.
RESTATED AND AMENDED MARCH 18, 2019

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." (referred to herein as the "Chamber").
2. **Location:** The Chamber 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 (Mission Statement)

1. **Purpose:** The mission of the Chamber is to advance, improve and promote the civic, commercial and industrial interests of the Brandon Area, to promote and improve the general welfare and prosperity of the Brandon Area, and to support related activities consistent with the Chamber's goals.

Article III

Membership

1. **Eligibility:** All persons, associations, businesses, and corporations interested in maintaining and improving the economic climate and prevailing quality of life of the Brandon Area shall be eligible for membership in the Chamber. Such persons, associations, businesses and corporations may be accepted for membership at any time upon completion of an application and payment of membership fees.
2. **Membership Fees:** Fees shall be set by the Board of Directors. Membership fees are due and payable by January of each year. Continued membership is contingent upon the timely payment of all membership fees.
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.
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 regular meeting or a special 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 or at said meeting.

Article IV

Membership Meetings

1. **Annual Meeting:** The annual meeting of the Chamber shall be held in January 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 Chamber 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 Chamber shall be vested in a Board of Directors (the "Board"), which is the policy making body of the Chamber and empowered to adopt rules for conducting the business of the Chamber. The Board shall be composed of 15 Directors elected by the membership. Chamber members shall vote on Board of Director nominees at the Annual Meeting described in Article IV. The terms of said elected Board members shall commence at the Annual Meeting.
2. **Terms of Office:** Directors shall serve for the terms for which they have been elected and until successors are elected and qualified. All terms shall be three (3) years. No Director shall succeed himself or herself more than once without a break of at least one year.
3. **Officers:** At the Annual Meeting and from their own number, the Board will elect a President, Vice-President, Secretary, and Treasurer. The Board 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 from time to time.
4. **Board Meetings:** The Board shall meet once a month at such time and place as it determines. 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. **Telephone and Video Conference Meetings and Written Consents:** Any action required or permitted to be taken at any meeting of the Board or committees thereof may be taken through the use of any means of communication, including any electronic, telecommunications, and video or audio conference call, by which all Directors participating may simultaneously communicate with each other during the meeting, and may also be taken without a meeting, in accordance with Article IV below, if all members of the Board or

committee, as the case may be, consent to such action in writing and the writing or writings are filed in the minute book of the Board or committee.

6. Action By Written Consent of Board Directors: Action required or permitted to be taken at a Board meeting may be taken without a meeting if the action is taken by all of the Directors entitled to vote on the action. Each action must be evidenced by one or more written consents describing the action taken, signed by all of the Directors entitled to vote on the action and delivered to the Chamber's Secretary for filing with the Chamber's records of corporate proceedings. For purposes of this Section, consent evidenced by electronic communications or an electronic record is written consent. Such consent or consents shall have the same force and effect as a unanimous vote of the Directors and may be stated as such in any articles or documents filed with the Secretary of State.
7. 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.
8. The Board may employ an Executive Director (or any other persons deemed necessary to carry on the work of the Chamber) and fix their compensation.
9. The Board, 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.
10. Upon the request of the Board, 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.
11. 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 may create such standing and ad hoc committees as it deems advisable. The Board shall authorize and define duties of all committees. All members of the Chamber in good standing are eligible to serve on said committees.
2. All committee members shall be appointed by the President and confirmed by the Board. All committees shall be responsible to the Board. Committee 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 for action, if needed.
4. The Officers and Executive Director shall constitute an Executive Committee empowered to transact all routine business of the Chamber between regular meetings. All such action taken is to be ratified 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. Members shall be given not less than ten (10) days' notice of such proposed amendments, which notice shall be provided to members by mail or electronic newsletter.

REVIEWED, CONFIRMED and APPROVED, this 20th day of June, 2019.



Polly Goodspeed, Secretary