

BYLAWS
OF
GREATER HILLSBOROUGH AREA CHAMBER OF COMMERCE
(Updated to December 10, 2014)

1 GENERAL

1.1 Name. This organization is incorporated under the laws of the State of New Hampshire and shall be known as the Greater Hillsborough Area Chamber of Commerce (the “Chamber”).

1.2 Purpose. The Chamber is organized to achieve the following objectives: 1) Strengthen area businesses and the community; 2) Provide leadership and education to businesses and the public; 3) Enhance collaboration and partnership amongst businesses; 4) Provide community service; 5) Promote economic and cultural development.

1.3 Area. The Chamber is interested in working with all communities of New Hampshire in order to carry out its purpose.

1.4 Limitation of Methods. The Chamber shall be nonprofit, nonpartisan and nonsectarian.

2 MEMBERSHIP

2.1 Eligibility. Any individual or entity having an interest in the objectives of the organization shall be eligible to apply for membership.

2.2 Election. Applications for membership shall be in a form acceptable to the Board of Directors. Election of members shall be by the Board of Directors (the “Board”) at any meeting thereof. Any elected applicant shall become a member upon payment of the regularly scheduled dues as determined by the Board.

2.3 Dues. The Board shall establish the dues structure of the Chamber at any meeting thereof.

2.4 Termination. Any member may resign from the Chamber upon written request to the Board. Any member may be expelled by a majority vote of the Board for nonpayment of dues after thirty (30) days from the due date. Any member may be expelled by a majority vote of the Board for conduct unbecoming a member after notice and opportunity for a hearing are afforded the member complained against.

2.5 Voting. In the event of a vote of all members of the Chamber, each member shall be entitled to cast one vote.

3 MEETINGS

3.1 Annual Meeting. The annual meeting of the Chamber shall be held at a time and place fixed by the Board and notice thereof provided to each member at least ten (10) days prior to the meeting.

3.2 Additional Meetings. Additional meetings of the Chamber may be called by a majority vote of the Board at any time or as required by law. Notice of these meetings shall be provided to each member at least five (5) days prior to the meeting.

3.3 Board and Committee Meetings. Board or Committee meetings may be scheduled by the Board or Committee as it sees fit.

3.4 Quorums. At any meeting held by the Chamber, 10% of the membership shall be considered a quorum. At any meeting held by the Board or a Committee, the less of a majority of the members or five (5) members of the respective body shall constitute a quorum.

3.5 Notices. Notices of meetings may be in any form reasonably acceptable at the time of the meeting, including but not limited to email, electronic posting, mailing, or other public posting.

4 BOARD OF DIRECTORS

4.1 Composition. The Board of Directors shall be composed of not less than nine (9) or more than twelve (12) members, one third of whom shall be elected annually to serve for three (3) years, or until their successors are elected and have qualified.

4.2 Authority. The government and policy-making responsibilities of the Chamber shall be vested in the Board, which shall control the Chamber's property, be responsible for the Chamber's finances and direct the Chamber's affairs.

4.3 Selection and Election of Directors. At the regular November Board meeting, the Board shall nominate three (3) candidates to serve three-year terms to replace the Directors whose regular terms are expiring. Each candidate must be a member in good standing of the Chamber and must agree to accept the responsibilities of a directorship.

4.4 Nominations by Petition. Additional names of candidates for Directors can be nominated by petition bearing the signatures of at least ten (10) Chamber members in good standing. The petition shall be filed with the Board by November 30st of each year.

4.5 Determination. If no petition is filed within the designated period, the nominations shall be closed and the nominated candidates shall be declared elected by the Board at the regular December Board meeting. If a legal petition shall present additional candidates, the names of all candidates shall be arranged on a ballot in alphabetical order. Members will be instructed to vote for three (3). These ballots shall be provided to all Chamber members in good standing at least ten (10) days before the regular December meeting. The ballots shall be returned to the Chamber office within five (5) days. The Board shall declare the three (3) top vote getters from the ballots elected at the regular December meeting.

4.6 Seating of New Directors. All newly elected Board members shall be seated at the regular January meeting of the Board and shall be participating members thereafter.

4.7 Attendance. No Board member shall be allowed more than three (3) unexcused absences in any year. Upon three (3) unexcused absences, the Board member shall automatically be dropped from membership on the Board. Whether absences are excused or not shall be determined by a majority vote of the Board.

4.8 Termination. Any Board member may be dismissed from the Board upon a two-thirds majority vote of the Board, after the affected Board member has been given an opportunity to be heard at the Board meeting where the vote to dismiss is to take place.

4.9 Vacancy. Any vacancy on the Board shall be filled by the Board by a majority vote. Any replacement member of the Board shall serve the remainder of the term of the vacating Board member.

5 OFFICERS

5.1 Election. The Board, at its regular January meeting, shall elect the President, Vice President, Treasurer and Secretary, to conduct the activities of the Chamber. The term of each officer shall be for one (1) year.

5.2 Duties.

5.2.1 President. The President shall serve as the executive head of the Chamber and shall preside at all meetings of the membership and Board and shall carry out duties as may be assigned by the Board.

5.2.2 Vice President. The Vice President shall exercise the powers and authority and perform the duties of the President in the absence and/or disability of the President. The Vice President shall also carry out such other duties as may be assigned by the Board.

5.2.3 Treasurer. The Treasurer shall be responsible for the safeguarding of all funds received by the Chamber and for their proper disbursement. Such funds shall be kept on deposit in financial institutions approved by the Board of Directors, subject to checks signed by authorized

parties. The Treasurer shall cause a financial report to be made at each meeting of the Board and shall carry out such other duties as may be assigned by the Board.

5.2.4 Secretary. The Secretary shall keep accurate minutes of all Chamber meetings, including all Board meetings. Each Committee may elect their own secretary to keep minutes. The Secretary shall carry out other duties as may be assigned by the Board.

6 COMMITTEES

6.1 Appointment and Authority. The Board may from time to time appoint committees to carry out the purposes of the Chamber. It shall be the function of the committee to conduct the business assigned to the committee and make recommendations for action to the Board. No action taken by any committee or member thereof shall be binding on the Chamber unless approved by a majority vote of the Board.

7 FINANCES

7.1 Funds. All money paid to the Chamber shall be placed in a general operating fund. Funds unused from the current year's budget will be placed in a reserve account.

7.2 Disbursements. Upon approval of the budget, the Treasurer or an approved agent of the Board is authorized to make disbursements on accounts and expenses provided for in the budget without additional approval of the Board. Disbursements shall be by check.

7.3 Fiscal Year. The fiscal year of the chamber shall be the calendar year.

7.4 Budget. Each year a budget shall be developed by the Treasurer for the following year. The budget will be distributed to the Board in advance of the regular November meeting of the Board. The Board shall make any necessary adjustments and a budget shall be approved at the regular December meeting of the Board.

7.5 Annual Audit. The Board may order that the account of the Chamber be audited from time to time, but not more than once annually by a public accountant. Any audit shall at all times be available to members of the Chamber at the Chamber office.

8 PROTOCOLS AND PROCEDURES

8.1 Other Procedure. The Board is authorized to develop protocols and procedures in order to carry out the purposes of the Chamber as long as they are not inconsistent with these bylaws.

9 DISSOLUTION

9.1 Procedure. The Chamber shall use its funds only to accomplish the objects and purposes specified in these bylaws, and no part of the 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.

10 PARLIAMENTARY PROCEDURE

10.1 Parliamentary Authority. The current edition of Robert's Rules of Order shall be the final source of authority in all question of parliamentary procedure when such rules are not inconsistent with the charter or bylaws of the Chamber.

11 AMENDMENTS

11.1 Amendments. These bylaws may be amended or altered by a majority of a quorum at any regular or special meeting of the Board, provided the notice for the meeting includes the proposals for amendments. Any proposed amendments or alterations shall be posted on the Chamber website at least ten (10) days before the meeting at which they are to be acted upon.