

PORT DEPOSIT CHAMBER OF COMMERCE

MISSION STATEMENT

The Port Deposit Chamber of Commerce, being a member-driven volunteer organization, will represent our members to assure a viable, balanced business climate; promoting economic growth and prosperity in our community.

BY-LAWS

ARTICLE I

General

Section 1: Name

This organization is incorporated under the laws of the State of Maryland and shall be known as the PORT DEPOSIT CHAMBER OF COMMERCE, INC.

Section 2: Vision

The vision of the Port Deposit Chamber of Commerce is “Revitalization of Historic Port Deposit as a premier waterfront destination for families, business, tourism, technology and education.”

Section 3: Purpose

The Port Deposit Chamber of Commerce is organized to achieve the objectives of 1) Preserving the competitive enterprise system of business by: Creating a better understanding and appreciation of the importance of business people and a concern for their problems; educating the business community and representing them in city, county, state, and national legislative and political affairs; preventing or addressing controversies which are detrimental to expansion and growth of business and the community if the need arises; creating a greater appreciation of the value of a more liberal investment of substance and self on behalf of the interests of competitive business. 2) Promoting business and community growth and development by: promoting economic programs designed to strengthen and expand the income potential of all business within the trade area; promoting programs of civic, social, and cultural nature which are designed to increase the functional aesthetic values of the community; and discovering and correcting abuses which prevent the promotion of business expansion and community growth.

Section 4: Area

The Port Deposit area shall include all of Port Deposit and surrounding areas.

Section 5: Limitation of Methods

- A) The Port Deposit Chamber of Commerce shall observe all local, state, and federal laws, which apply to a non-profit organization as defined in Section 501 (c) (6) of the Internal Revenue Code.
- B) The Port Deposit Chamber of Commerce, while vitally interested in all legislation and political action that affects the business community will not endorse any specific candidate for any political office, but will rather work in the political arena by giving our attention and support to particular issues that will benefit (directly or indirectly) the business community. No political endorsements shall be made.

ARTICLE II

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. Applications for membership shall be in writing, on forms provided for that purpose, and signed by the applicant.

Section 2: Election

Members shall be approved for membership by the Board of Directors (at any meeting thereof) upon payment of the regularly scheduled dues as provided in Section 3 of Article II and completion of the membership application.

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 in advance.

Section 4: Termination

a) Any member may resign from the Chamber upon written request to the Board of Directors; b) Any member shall be expelled by a two-thirds vote of the Board of Directors for non-payment of dues after ninety (90) days from the date due, unless otherwise extended for good cause; c) Any member may be expelled by a two-thirds vote of the Board of Directors, at a regularly scheduled meeting thereof, for conduct unbecoming a member or prejudicial to the aims or repute of the Chamber, after notice and opportunity for a hearing are afforded the member.

Section 5: Voting

In any proceeding in which voting by members is called for, each member in good standing shall be entitled to cast one (1) vote.

Section 6: Exercise of Privileges

Any firm, association, corporation, partnership, or estate holding membership may nominate individuals whom the holder desires to exercise the privileges of membership covered by its subscriptions, and shall have the right to change its membership nomination upon written notice.

Section 7: Orientation

Orientation may be conducted for the following groups: new directors, officers and directors, committee chairs, committees and new members.

ARTICLE III

Meetings

Section 1: General Meeting

The general meetings will be held on the last Thursday of each month. The Board of Directors will meet one (1) hour before said meeting and at any other time as may be required to expedite the business of the Chamber.

Section 2: Quorums

At any duly called general meeting of the chamber, 25% of members shall constitute a quorum; at a Board meeting, a simple majority of directors shall constitute a quorum. At committee meetings, a simple majority shall constitute a quorum.

Section 3: Notices, Agenda, Minutes

Written notice (via hard copy or electronic media) of all Chamber meetings must be given at least five (5) days in advance unless otherwise stated. An advance agenda and minutes must be prepared for all meetings. A detailed outline for preparation of both shall be a part of this organization's procedures manual.

Section 4: Annual Meeting

The annual meeting of the Port Deposit Chamber of Commerce will be in the month of October. During this meeting, election of officers and board members will take place as prescribed in Articles IV and V. This meeting will also highlight the Chamber's accomplishments made during the preceding year as well as significant contributions by members.

ARTICLE IV

Board of Directors

Section 1: General Powers.

The property and business of the Corporation shall be managed under the direction of the Board of Directors of the Corporation.

Section 2: Composition of the Board

The Board of Directors shall be composed of no less than five (5) and no more than nine (9) elected members, one-half of whom shall be elected annually to serve for two (2) years, or until their successors are elected and qualified. The Past President and the Executive Director shall serve as members of the Board; however, if they are not elected members, they shall have no voting power.

Section 3: Selection and Election of Directors

A. Nominating Committee. At the regular Board meeting, at least ninety (90) days prior to the Annual Board Meeting, the President shall appoint the Nominating Committee. This committee shall be comprised of two (2) Board members, two (2) members at large and chaired by the most recent Past President.

At least sixty (60) days prior to the Annual Board Meeting, the Nominating Committee shall present to the Board a slate of potential candidates that shall be submitted to the membership with the advice and consent of the Board of Directors to replace the directors whose regular terms are expiring. Each candidate must be an active member in good standing and must have agreed to accept the responsibility of a directorship as outlined in the Director's Manual.

B. Publicity of the Nominations. Upon receipt of the slate of candidates from the Board of Directors, the Executive Director or the President of the Board shall immediately notify the membership by mail of the names of the nominees. This notice must be sent at least thirty (30) days before the Annual Meeting.

Section 4: Seating of New Directors

All newly elected Board Members will be seated at the Annual Meeting with all rights and privileges granted at that time. They will be considered participating members thereafter.

Section 5: Vacancies

A member of the Board of Directors who shall be absent from three (3) regular meetings of the Board of Directors within one fiscal year may be dropped from membership

on the Board unless confined by illness or other absence approved by a majority vote of the full Board.

Vacancies on the Board of Directors, or among the officers, shall be filled by the Board of Directors by a majority vote of the full Board.

Section 6: Policies and Procedures

The Board of Directors is responsible for establishing procedures and formulating policy of the organization. It is also responsible for adopting all policies of the organization. These policies shall be maintained in a policy manual, to be reviewed annually and revised as necessary.

Section 7: Management

The Board of Directors shall employ at their pleasure, an Executive Director at such time as the general body of the Chamber of Commerce shall deem this position necessary and shall fix the salaries and duties of all employees as well as other considerations of employment.

Section 8: Indemnification

The Chamber may, by resolution of the Board of Directors, provide indemnification by the Chamber of any and all current or former officers, directors and employees 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, directors or employees of the Chamber; except in relation to matters as to which such individuals 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 V

Officers

Section 1: Election and Tenure.

The officers of the Corporation shall be a President, a Vice President, a Secretary and a Treasurer. The officers shall be elected annually by the Board of Directors at its annual meeting except where a longer term is duly authorized and approved by the Board of Directors or except, in the case of Secretary, when the incumbent Executive Director shall serve as Secretary of the Corporation during such person's tenure as Executive Director. The President, Vice President and Treasurer shall be directors and the Secretary may, but need not be a director if functioning as the Executive Director of the Corporation. Officers shall serve for a term of one year effective at the annual meeting.

Section 2: Duties of Officers

A. President. The President shall serve as the chief elected officer of the Chamber of Commerce and shall preside at all meetings of the membership, Board of Directors and Executive Committee.

The President shall, with advice and counsel of the Board determine and assign the Vice President to divisional or departmental responsibilities, subject to Board approval.

B. Vice-President. The Vice-President shall be primarily responsible for assuming the duties of the President in his/her absence. In addition, the Vice-President shall have primary responsibility in working with the membership services and coordinating membership programs.

C. Treasurer. The Treasurer shall be responsible for the safeguarding of all funds received by the Chamber and for their proper distribution. Such funds shall be kept on deposit in financial institutions or invested in a manner approved by the Board of Directors. Checks are to be signed by the Treasurer and the President of the Board, or in the absence of either or both, by any two members of the Board.

D. Secretary. The Executive Director of the Board shall act as Secretary to the Board. In the absence of the appointment of a person to act as Executive Director, the Board of Directors shall appoint a person to act as Secretary of the Corporation. The Secretary shall give, or cause to be given, notice of all meetings of directors and all other notices required by law or by these By-Laws, and in case of his absence or refusal or neglect to do so, any such notice may be given by any person directed by the President. The Secretary shall record all the proceedings of the meetings of the directors in books provided for that purpose, and he shall perform such other duties as may be assigned to him by the directors or President. He shall have custody of the seal of the Corporation and shall affix the same to all instruments requiring it, when authorized by the Board of Directors or the President and attest the same. In general, the Secretary shall perform all the duties generally incident to the office of the Secretary, subject to the control of the Board of Directors and the President.

Executive Director. The Executive Director (if and when retained) shall be the chief administrative and executive officer. The Executive Director shall serve as secretary to the Board and shall serve at the pleasure of the Board.

The Executive Director shall serve as advisor to the Board and shall assemble information and data and cause to be prepared special reports as directed by the program of the Chamber.

The Executive Director shall be a non-voting member of the Board of Directors and all standing committees.

With assistance of the officers and the committee chairs, the Executive Director shall be responsible for administration of the planning of the Corporation in accordance with the policies and regulations of the Board of Directors.

The Executive Director shall be responsible, so long as so employed, for hiring, discharging, directing and supervising all employees, so long as the Board has approved any such position to be filled.

The Executive Director shall be responsible for the preparation of an operating budget covering all activities of the Chamber, subject to approval of the Board of Directors. The Executive Director is also responsible for all expenditures with approved budget allocations.

Section 3: Executive Committee

The Executive Committee shall act for and on behalf of the Board of Directors when it is impossible to obtain a quorum of the Board. The Executive Director or Secretary shall first poll the entire Board, noting date and time of call, along with response. This record will become part of the minutes of the Executive Committee meeting. The Executive Committee shall consist of the President, Vice-President, Treasurer and the Executive Director/Secretary. The President shall serve as the chair of the Executive Committee.

Section 4: Indemnification

The Chamber may, by resolution of the Board of Directors, provide for indemnification by the Chamber of any and all of its officers or former officers as spelled out in Article IV, Section 7 of these bylaws.

ARTICLE VI

Committees

The Board of Directors may by resolution designate one or more committees, each committee to consist of one or more of the directors of the Corporation. It shall be the function of the committees to make investigations, conduct studies and hearings, make recommendations to the Board of Directors and carry on such activities as may be delegated to them by the Board. Such committee(s) shall have such names as may be determined from time to time by resolution adopted by the Board of Directors.

Amended June 28, 2007