

# 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

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### 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 jurisdictions within Cecil County.

### **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.

### **Section 6: Fiscal Year**

The fiscal year of the organization will run from July 1 through June 30.

## **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: 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.

## **ARTICLE III**

### Meetings

#### **Section 1: General Meeting**

The general meetings will be held on the second Monday of each month.

#### **Section 2: Quorums**

At any duly called general meeting of the chamber, 30% 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.

#### **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 of Directors 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 four (4) 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.

### **Section 3: Selection and Election of Directors**

**A. Nominating Committee.** At least 90 days prior to the Annual Meeting, the President shall appoint the Nominating Committee, comprised of two board members and two members at large.

At least sixty (60) days prior to the Annual Board Meeting, the Nominating Committee shall present to the Board a slate of potential candidates to replace the directors whose regular terms are expiring. Each candidate must be an active member in good standing.

**B. Publicity of the Nominations.** Upon receipt of the slate of candidates from the Chamber, 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 Chamber who shall be absent from three (3) regular meetings of the Chamber 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 Chamber, or among the officers, shall be filled by the Chamber 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.

### **Section 8: Indemnification**

The Board of Directors may, by resolution of the Chamber, provide indemnification by the Board of Directors 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. 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.

**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 Chamber. Checks are to be signed by the Treasurer and the President, or in the absence of either or both, by any two officers of the Chamber.

**D. Secretary.** 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 members or President. He/She 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.

#### **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 of Directors.

## **ARTICLE VI**

### Committees

The Chamber 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 of Directors. Such committee(s) shall have such names as may be determined from time to time by resolution adopted by the Board of Directors.

Amended & Adopted January 8, 2024