

Dundalk Chamber of Commerce, Incorporated

Bylaws

Article I

Meetings

- Section 1. All meetings of the Board of Directors shall be held at the principal office of the Chamber or at such place within the greater Dundalk area as determined by the Board of Directors. The place of the meeting shall be stated in the notification of the meeting.
- Section 2. The Chamber's Annual Membership Meeting, in compliance with Maryland law, shall be held during the month of November of each year. The time and place shall be fixed by the Board of Directors and notice thereof communicated to each member at least ten days before said meeting. Results of the election of board and officers shall be announced at the annual meeting.
- Section 3. Special meetings of the members may be called by the President, Board of Directors or by not less than ten percent of the eligible voting members.
- Section 4. At any duly called general meeting of the Chamber, ten percent of members shall constitute a quorum. At a Board of Directors meeting a majority of the directors present shall constitute a quorum. In committee meetings, a majority of members of the committee will constitute a quorum except when the committee numbers nine or more. In that case, five members present will be considered a quorum.
- Section 5. Written notice of all Chamber meetings must be given at least ten days in advance. Unless otherwise stated, electronic notification is acceptable. An advance agenda and minutes must be prepared for all board meetings.
- Section 6. The Board of Directors shall meet at least once a month during a minimum of ten months each year; however, the President may call a special meeting whenever the same may be necessary for the welfare of the Chamber. The President shall call a special meeting of the Board of Directors on the request, in writing, of five board members. In case of a special meeting, three days notice is required. In the event that time constraints do not allow three days notice and an urgent vote is necessary, an electronic vote will be considered valid provided all board members submit a vote.
- Section 7. In any proceeding in which voting by members is called for, each member in attendance shall be entitled to one vote.
- Section 8. Voting by proxy shall not be allowed.

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Article II

Board of Directors

- Section 1. The business and affairs of the Chamber shall be managed under the direction of the Board of Directors. The government and policy-making responsibilities of the Chamber shall be vested in the Board of Directors which shall control its property, be responsible for its finances and direct its affairs.
- Section 2. The Board of Directors shall be composed of the duly-elected President, Vice President, Secretary and Treasurer. The Immediate Past President shall also be a member of the Board of Directors. There shall also be nine members, three of whom shall be elected annually to serve for three years or until their successors have been elected and qualified. The President may also, at his or her discretion, appoint three members to the Board of Directors to serve one-year terms. The number of members of the Board of Directors shall not exceed seventeen.
- Section 3. At the regular September Board meeting, the President shall appoint, subject to Board approval, a Nominating Committee of three members of the Chamber. The President shall designate the committee chair. Prior to the October Board of Directors meeting, the committee shall present to the President a slate of three candidates to serve three-year terms to replace the directors whose regular terms will expire at the end of the year. The committee must also present for election candidates for the offices of President, Vice President, Secretary and Treasurer. Each candidate must be a member in good standing and must have agreed to accept the responsibility of directorship. No board member who has served two consecutive three-year terms is eligible for election. One year must lapse before that director may run again. No officer shall serve for more than three consecutive terms.
- Section 4. Upon receipt of the Nominating Committee's report, the President shall notify the membership in writing of the names of persons nominated as candidates for President, Vice President, Secretary, Treasurer and directors. Electronic notification is acceptable. Additional candidates may be nominated by petition with the signatures of ten Chamber members in good standing. Such petition must be made within ten days after the notice of candidates is forwarded to members. Members must be made aware of the ballot at least fifteen days before the Annual Membership Meeting in November during which votes will be counted. The ballot is to be mailed to each member and returned to the Chamber office at least one day prior to the meeting at which votes will be counted. The President shall appoint three members who are not directors to act as judges of the election. The judges shall count the ballots during the meeting and declare the candidates with the greatest number of votes. No member firm may have more than one representative of their firm on the Board of Directors.
- Section 5. All new officers and directors shall be seated at the December meeting of the Board of Directors and shall be participating board members thereafter.

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Retiring directors shall continue to serve through and including the December meeting. New officers and directors assume their positions on January 1.

- Section 6. A member of the Board of Directors who is absent without advance notification for three consecutive board meetings shall automatically be dropped from the membership of the board. Vacancies on the board will be filled by the Board of Directors with a majority vote.

Article III

Officers

- Section 1. The Officers of the Chamber shall be the President, Vice President, Secretary and Treasurer.
- Section 2. The term of office for officers shall be one year. No officer shall serve in an office for more than three consecutive years. A one-year lapse must occur before an officer may be re-elected for the same office after three successive terms.
- Section 3. Any vacancy occurring in the officers of the Chamber shall be filled by a majority vote of the Board of Directors. A special Nominating Committee shall be appointed by the President to submit names for the vacant position. Nominees must be willing to serve in that capacity and accept the responsibilities and duties required of that office. The new officer shall complete the term of office and may run for re-election at its completion.
- Section 4. The duties of the President shall be to serve as President and Chairman of the Board of Directors at all regularly scheduled meetings and to call such special meetings as may be required. The President shall serve as the chief elected officer of the Chamber. He or she shall have all powers as may be reasonably construed as belonging to the chief executive. The President shall preside over meetings of the members, Board of Directors and/or committees. In the absence of the President, the Vice President shall act in this capacity, or if no other officer is present, a Chairman shall be elected to preside during the meeting.
- Section 5. In the absence of the President, or in the event of the President's inability or refusal to act, the Vice President shall perform the duties of the President and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. He or she shall perform such other duties as from time to time may be assigned to the President by the Board of Directors. Other responsibilities of the Vice President shall include any other duties or tasks assigned by the President or Board of Directors.
- Section 6. The Secretary shall keep the minutes of the proceedings of the general membership and Board of Directors meetings. He or she shall keep all of the minutes in the appropriate books provided for that purpose; shall see that all notices are duly given in accordance with the bylaws or as required by law; be custodian or designate the custodian of Chamber records and the seal of the

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Chamber; keep or cause to be kept, a register of addresses of each member; and have general charge of the membership records of the Chamber. Other responsibilities of the Secretary shall include any other duties or tasks assigned by the President or Board of Directors.

- Section 7. The Treasurer shall have custody of Chamber funds and securities and shall keep full and accurate accounts of such and deposit all monies and other valuable effects in the name and to the benefit of the Chamber in such depositories as designated by the Board of Directors. He or she shall disburse the funds of the Chamber as may be ordered by the Board of Directors. The Treasurer must be able to give an account to the Board of Directors of his or her transactions as Treasurer during each Board of Directors meeting or at any time requested by the President. Other responsibilities shall include any other duties or tasks assigned by the President or Board of Directors. The Treasurer shall be aware that the Chamber follows a fiscal year ending June 30 of each year.
- Section 8. All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Chamber shall be signed by two officers of the Chamber and in such manner as shall, from time to time, be determined by the Board of Directors.

Article IV

Executive Committee

- Section 1. The Executive Committee shall be comprised of the President, Past President, Vice President, Secretary and Treasurer. The President may additionally appoint two directors to serve on the Executive Committee.
- Section 2. The members of the Executive Committee separately and collectively will serve as a motivating force for activity of the Chamber. Collectively, the Executive Committee shall be responsible for handling of personnel issues and shall report any personnel actions to the board. They shall possess and exercise the power and authority of the Board of Directors in the management of the Chamber between meetings of the board. Any action taken pursuant to that authority shall be reported at the next Board of Directors meeting for its approval or rejection.
- Section 3. The President may call meetings of the Executive Committee at any time. The committee may communicate in person, by telephone conference call or by electronic transmission. With input from the Executive Committee, the President will prepare an agenda prior to every Board meeting.

Article V

Contracts

- Section 1. The Board of Directors may authorize any officer or agent to enter into contract or to execute and deliver any instrument in the name of and on behalf of the Chamber, and such authority may be general or confined to specific instances.

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No individual is authorized to enter into contract or obligate the Chamber in any manner, financially or specific to time or commitment, without the approval of the Board of Directors.

Article VI

Divisions and Committees

- Section 1. The President, by and with the approval of the Board of Directors, shall appoint all committees and committee chairmen. The President may appoint such ad hoc committees and their chairmen as deemed necessary to carry out the programs of the Chamber. Committee appointments shall be at the will and pleasure of the President. Appointees shall serve concurrent with the term of the appointing President unless the Board of Directors approves a different term. It shall be the function of the committees to make investigations, conduct studies and hearings, make recommendations to and carry out such activities as may be delegated to them by the board. Standing committees of the Chamber shall include Executive, Budget, Membership/Marketing, Legislative, and Program.
- Section 2. No action by any member, committee, division, employee, director or officer shall be binding upon or constitute an expression of the policy of the Chamber until it shall have been approved or ratified by the Board of Directors. The President shall discharge committees when their work has been completed and their reports accepted, or when, in the opinion of the Board of Directors, it is deemed wise to discontinue the committees. No committee is autonomous. All serve at the pleasure of the President and the Board of Directors. All funds and/or financial donations generated by a committee shall be turned over to the Treasurer and deposited into appropriate Chamber accounts.
- Section 3. The Board of Directors may create such divisions, bureaus, departments, councils or subsidiary corporations as it deems advisable to handle the work of the Chamber. The Board shall authorize and define the powers and duties of all divisions, bureaus, departments, councils and subsidiary corporations. The board shall annually review and approve all activities and proposed programs of such divisions, bureaus, departments, councils or subsidiary corporations having bearing upon or expressive of the Chamber.

Article VII

Amendments

- Section 1. These bylaws may be amended or altered by a two-thirds vote of the Board of Directors, or by a majority of the members at any regular or special meeting, providing that the notice for the meeting includes the proposals for amendments. Any proposed amendments or alterations shall be submitted to the Board of Directors or to the members in writing at least ten days in advance of the meeting at which they are to be acted upon. Insubstantial errors of grammar or punctuation in this document may be amended by a simple majority vote of the Board of Directors without prior notice during any board meeting.

Adopted: September 5, 2002

Amended: By the Board of Directors August 8, 2007

Amended: By the Board of Directors November 11, 2009