

Dundalk Chamber of Commerce, Incorporated
Constitution

Article I

Name and Location

- Section 1. This organization is incorporated under the laws of the State of Maryland and shall be known as the Dundalk Chamber of Commerce, Incorporated, hereinafter known as the “Chamber.”
- Section 2. The principal address of the Chamber shall be situated in Dundalk, Maryland at an address that shall be determined by the Board of Directors.

Article II

Purpose

- Section 1. The Chamber is organized to advance the general welfare and prosperity of greater Dundalk and surrounding areas so that its citizens and all areas of its business community shall prosper. All necessary means of promotion shall be provided and particular attention and emphasis shall be given to the economic, civic, cultural, industrial, and education interests of the area. The Chamber will work to promote and protect the privilege and interest of the residents of greater Dundalk, while working to foster a healthy interest in the business and civic affairs of the community.
- Section 2. The Chamber shall, in all activities, be nonpartisan, nonpolitical, nonprofit, and nonsectarian. The Chamber is not organized and shall not be operated for profit and no part of its net income shall inure to the benefit of any member or any other individual.
- Section 3. The Chamber shall not be used, or be permitted to be used to benefit the political purposes of any individual. Therefore, any individual who becomes a candidate for political office shall not serve as an officer or director of the Chamber for the duration of such candidacy or term of office. Any employee of the Chamber shall sever all official connection with the Chamber upon becoming a candidate for, or while holding a political office. However, candidacy for political office shall not preclude an individual or employee from Chamber membership. Nor shall elected or appointed government officials be excluded from membership.
- Section 4. The Chamber 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.

Article III

Membership

- Section 1. Any person, association, corporation, partnership or estate having an interest in the objectives of the Chamber shall be eligible to apply for membership.

Dundalk Chamber of Commerce, Incorporated Constitution

- Section 2. Application for membership shall be in writing on forms provided by the Chamber and signed by the applicant. The election of new members shall be by the Board of Directors at any meeting thereof. Any applicant so elected shall become a member upon payment of the regularly scheduled dues. Election of a member shall constitute an agreement by the applicant to adhere to the Constitution, By-laws, policies and procedures adopted by the Board of Directors.
- Section 3. The dues/investment structure shall be determined by the Board of Directors and be at such a rate, schedule or formula as deemed appropriate by the Board.
- Section 4. Any member may resign from the Chamber upon written request to the Board of Directors. The Board of Directors may expel any member by a two-thirds vote for nonpayment of dues after ninety days from the date due, unless otherwise extended for good cause. Any member may be expelled by a two-thirds vote of the Board of Directors 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. In any proceeding in which voting by members is called for, each member in attendance shall be entitled to one vote.

Article IV

Amendments

- Section 1. Amendments to this Constitution may be made by forwarding any proposed change to the President of the Chamber forty days prior to the date of the annual meeting or any meeting of the Board of Directors. Two members in good standing in the Chamber must sign any proposed amendment(s).
- Section 2. A two-thirds vote of the general membership present at the annual meeting or at any specially called meeting of the general membership is necessary to adopt any amendment(s) to the Constitution.
- Section 3. Each member must be furnished a copy of any proposed amendment(s) and any Board of Directors' recommendations concerning the amendment(s) at least thirty days prior to the meeting where the vote on any proposed amendment is to take place.

Article V

Dissolution

- Section 1. 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 as defined in IRS Section 501(c) or 501(c)(6) to be selected by the Board of Directors.

Dundalk Chamber of Commerce, Incorporated Constitution

Article VI

Parliamentary Authority

- Section 1. The current edition of *Robert's Rules of Order* shall be the final source of authority in all questions of parliamentary procedures when such rules are not inconsistent with the Constitution and Bylaws of the Chamber.

Article VII

Non-Discrimination Policy

- Section 1. The Chamber shall not discriminate against any person on the basis of race, color, religion, national origin, sex, sexual orientation or physical disability.

Article VIII

Debts and Obligations

- Section 1. No debt or obligation whatsoever for the payment of money or other things of value shall be created or incurred by any officer, member, employee or agent of the Chamber unless authorized, directed and/or ratified by the Board of Directors in a regular meeting or special meeting called for that purpose.

Article IX

General Counsel

- Section 1. The President, subject to Board approval, may appoint an attorney-at-law to serve as the General Counsel of the Chamber during his/her administration. The General Counsel will provide legal advice to the Board of Directors. The General Counsel shall be encouraged to attend all meetings of the Board of Directors.

Article X

Seal

- Section 1. The corporate seal shall have inscribed thereon the name of the Chamber, the year of its organization and the words "Incorporated in Maryland." The Board of Directors will provide for the custody of the SEAL.

Amended: January 8, 2010

Adopted: June 16, 2010