

**MOOSEHEAD LAKE REGION CHAMBER OF COMMERCE
BY LAWS**

Last Revised October 17,2006

ARTICLE I - NAME

Section 1. The name of this organization shall be the MOOSEHEAD LAKE REGION CHAMBER OF COMMERCE.

ARTICLE II - OBJECTIVE

Section 1. The MOOSEHEAD LAKE REGION CHAMBER OF COMMERCE is organized for the purpose of advancing the economic, industrial, civic and general interest of the communities in the trade area of the Moosehead Lake region.

ARTICLE III - MEMBERSHIP

Section 1. ELIGIBILITY - any reputable person, firm, association, corporation, partnership, trust or estate (hereafter referred to as a member) may apply for membership in the MOOSEHEAD LAKE REGION CHAMBER OF COMMERCE.

Section 2. MULTIPLE MEMBERSHIPS

- A. Any person eligible for membership may acquire more than one membership by paying the dues of each such membership and designate an individual to represent each such membership, subject to the approval of the Board of Directors.
- B. Any person holding more than one membership shall be entitled to cast one vote; except those individuals who have been designated to represent said additional memberships shall vote as member.
- C. Any person holding one or more memberships shall have the right at any time to change any or all of its representatives upon written notice to the Board of Directors.

Section 3. VOTING - Each membership shall be entitled to cast one vote and designate on the application one person to exercise its voting right.

Section 4. HONORARY MEMBERSHIP - Distinction in public affair may confer eligibility to honorary membership. Honorary membership shall include all of the privileges of active membership, except that of holding office, with the exemption from payment of dues and voting. Election to honorary membership shall require a quorum vote of the Board of Directors. An honorary membership may be revoked by quorum of the Board of Directors at any time.

Section 5. DUES - The annual dues for membership in MOOSEHEAD LAKE REGION CHAMBER OF COMMERCE shall be in amounts prescribed by the Board of Directors in any year. Bills for the annual dues shall be rendered and are payable on July 1 for the following dues year. Members whose dues remain unpaid after ninety (90) days shall be terminated by the Board of Directors. (Refer to ARTICLE III, Section 7 (1,2,and3).

Section 6. TERMINATION - The death, resignation or expulsion of a member may terminate membership.

Section 7. EXPULSION - Any member may be expelled by a majority vote of the Board of Directors for non-payment of assessments, for conduct unbecoming a member or for action detrimental to the interests of the Chamber after notice and opportunity for a hearing are afforded the member complained against. (Legal counsel suggested).

Expulsion shall be implemented by the following procedure:

1. A member will be notified in writing if the Chamber has received a letter of complaint.
2. A member will receive a second letter informing him/her that lack of action on the complaint may lead to expulsion.
3. A member will receive a third letter informing him/her that expulsion will take place at the next meeting of the Board of Directors. The member has the right to attend the meeting to defend his/her membership in the MOOSEHEAD LAKE REGION CHAMBER OF COMMERCE with or without counsel.

ARTICLE IV - MEETINGS

Section 1. PARLIAMENTARY PROCEDURE - The proceedings of the Chamber meetings, where not otherwise specified, shall be governed by and conducted according to the latest edition of Robert's Rules of Order.

Section 2. ANNUAL MEETING - The annual meeting of the MOOSEHEAD LAKE REGION CHAMBER OF COMMERCE shall be held in October on a date, place and time to be determined by the Board of Directors. Elections shall be held at that time.

Section 3. MEMBERSHIP MEETINGS - The Board of Directors may provide for holding membership meetings whenever it may be considered necessary and advisable.

Section 4. PETITION FOR A MEETING - The Board of Directors shall call a membership meeting upon petition signed by not less than twenty percent (20%) of the membership. The petition requesting such a special meeting must specify the purpose of such a call, and no business shall be transacted at such a meeting other than that specified in the call thereof.

Section 5. NOTICE OF MEETING - Notice of both regular and special meetings shall be given to each member in person or by mailing notice to the last known post office address or by e-mail at least five (5) days in advance of the day of the meeting.

Section 6. QUORUM - At all membership meetings, twenty percent (20%) of the members in good standing shall constitute a quorum.

Section 7. MAIL-IN VOTING – The Board of Directors shall call for a motion to be decided by mail-in ballot upon petition signed by not less than thirty percent (30%) of the Membership. The petition must indicate the motion and the members responsible for making and seconding said motion. The motion must be acceptable as defined in the latest edition of Robert's Rules of Order. Ballots will be sent via e-mail or postal mail to each and every Chamber member.

ARTICLE V - BOARD OF DIRECTORS

Section 1. RULES - The Board of Directors may adopt rules for conducting the business of the MOOSEHEAD LAKE REGION CHAMBER OF COMMERCE.

Section 2. MEETINGS & REPORTS - The Board of Directors shall meet as needed at such regular time and place as may be determined by them. The Board shall submit or cause to be submitted in writing at the annual meeting a full report of the work and the finances of the organization.

Section 3. NOMINATIONS - The President of the Chamber shall appoint sixty (60) days prior to the election a nomination committee of not less than three (3) members. The nomination committee will generally consist of Board Members. The Executive Director shall serve as an ex-officio member of this

committee. It shall be the duty of this committee to nominate from the members persons to be voted on for members of the Board of Directors. Nominations other than those recommended by the nomination committee may be made in writing thirty (30) days in advance to the annual meeting by any member of the Chamber.

Section 4. ELECTION - The Board of Directors, which shall consist of 10-14 members, shall be elected at the annual meeting. (Exception: VACANCIES - See ARTICLE V, Section 5).

Section 5. VACANCIES - A quorum of the Board of Directors shall have the power to fill vacancies on the Board of Directors.

Section 6. QUORUM - A majority of the Board of Directors shall constitute a quorum of said Board.

ARTICLE VI - OFFICERS

Section 1. PRESIDENT - The President shall preside at all meetings of the Chamber and the Board of Directors, and perform all duties incident to this office. The President shall, subject to the approval of the Board of Directors, appoint all committees and be ex-officio member of all committees. The President shall at the annual meeting of the Chamber, and at such other times as may be deemed proper, commend to the membership of the Board of Directors such matters and make such suggestions as may promote the prosperity and increase the usefulness of the Chamber.

Section 2. VICE-PRESIDENT - The Vice-President shall act in the absence of the President and attend all meetings of the Chamber. In the absence or disability of the two offices, namely the President and Vice-President, a member of the Board of Directors shall be chosen by the Board to act temporarily.

Section 3. TREASURER - The Treasurer shall receive and disburse the funds of the Chamber and attend all meetings of the Chamber. The Treasurer shall keep all moneys of the Chamber deposited in its name. At frequent intervals, the Treasurer shall make reports to the Board of Directors. The Treasurer shall submit a written quarterly report to the Board of Directors. The Treasurer shall be at least an ex-officio member of the Budget Committee.

Section 4. SECRETARY - The Secretary shall conduct the official correspondence, attend all meetings of the Chamber, preserve all books, documents, and communications, and maintain an accurate record of the proceedings of the Chamber and the Board of Directors. The Secretary shall perform such duties as may be incident to the office, subject to the direction of the Board of Directors.

Section 5. EXECUTIVE DIRECTOR - The Board of Directors shall appoint to serve at its pleasure an Executive Director, so called. The Executive Director shall have charge of the management of the property, business and affairs of the Chamber and shall perform such functions and duties as may be delegated to him/her by the President. The Executive Director shall be an ex-officio member of all committees.

Section 6. NOMINATIONS - It shall be duty of the nominating committee (Refer to ARTICLE V, Section 3) to nominate from the members of the Chamber a President, Vice-President, Treasurer and Secretary. Nominations other than those recommended by the nominating committee may be made in writing thirty (30) days in advance to the annual meeting by any member of the Chamber. These persons may or may not be members of the Board of Directors.

Section 7. ELECTIONS - The officers of the Chamber will be elected at the annual meeting.

Section 8. VACANCIES - A quorum of the Board of Directors shall have the power to fill vacancies in the offices of Treasurer and Executive on a temporary basis.

Section 9. BONDING - The Treasurer and Executive Director shall furnish bond in such amount as the Board of Directors shall deem necessary. The cost of this bond is to be paid by the MOOSEHEAD LAKE REGION CHAMBER OF COMMERCE.

ARTICLE VII - COMMITTEES & TASK FORCES

Section 1. APPOINTMENT - The President shall appoint all committees and task forces subject to confirmation of the Board of Directors.

Section 2. AUTHORITY - The duties and responsibilities of each committee and task force shall be defined by the Board of Directors. It shall be the function of the committees and task forces to investigate and make recommendations. They shall report to the Board of Directors and submit a written report for the record. No standing committee or special committee or task force shall represent the Chamber in advocacy of, or opposition to, any subject or proposal without the specific confirmation of the Board of Directors, or such confirmation as may be granted under general powers delegated by the Board of Directors.

Section 3. MEETINGS - Meetings of the committees or task forces may be called at any time by the President or by the Chairperson of such committee or task force or at such time as the Board of Directors directs.

Section 4. STANDING COMMITTEES - There shall be no standing committees other than the Executive Board which consists of the Chamber President, Vice President, Treasurer, and Secretary. All committees, except the Executive Board, are Board appointed as needed or as directed by the membership.

Section 5. QUORUM - A majority of the members of a committee or task force shall constitute a quorum.

ARTICLE VIII - DISBURSEMENTS

Section 1. DISBURSEMENTS - No disbursements of the funds of the Chamber shall be made unless the same has been approved, authorized and ordered by the Board of Directors. All disbursements shall be made by check. All checks shall be signed by the Treasurer or the Executive Director.

Section 2. BUDGET APPROVAL - Upon approval of the budget, the President may be authorized to direct such disbursements on "a line item budget basis" on account of expenses provided for in the budget without additional approval by the Board of Directors.

Section 3. AUDIT - The books may be audited by an independent auditor selected by the Board of Directors (not voted on by the Treasurer or Executive Director) a minimum of once a year at the request of the Board of Directors or Treasurer. The audit shall at all times be available to members of the Chamber within the offices of the Chamber.

ARTICLE IX - FISCAL YEAR

Section 1. The fiscal year shall run from October 1 to September 30.

ARTICLE X - DISSOLUTION

Section 1. The MOOSEHEAD LAKE REGION CHAMBER OF COMMERCE shall use its funds only to accomplish the objectives and purposes specified in these BY-LAWS, and no part of said funds shall inure, or be distributed, to the members of the Chamber. On dissolution of the Chamber, any funds and or property remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific or philanthropic organizations (within the Moosehead Lake Region if possible) to be selected by the Board of Directors (with preference to Charles A. Dean Memorial Hospital, so called).

ARTICLE XI - AMENDMENTS

Section 1. These BY-LAWS may be amended or altered by a quorum vote of the members at any regular or special meeting of the MOOSEHEAD LAKE REGION CHAMBER OF COMMERCE, provided notice of the proposed change shall have been given to each member not less than five (5) DAYS IN ADVANCE OF THE DAY OF THE MEETING. (Refer to ARTICLE IV, Section 5).

Section 2. BOARD MEETING ATTENDANCE POLICY. Any Board Director who has four (4) absences in a year, excused or unexcused, shall be sent a letter of non-compliance for lack of attendance. At that time the Director can opt to recommit to the Board or resign.