

Article I – General

Section 1. Name: The name of this organization shall be the Hamilton Area Chamber of Commerce, Inc

Section 2. Mission: The mission of the Hamilton Area Chamber of Commerce is to promote 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 civic, social, cultural activities which are designed to increase the functional and aesthetic values of the community; and discovering and correcting abuses which prevent the promotion of business expansion and community growth while protecting the Town of Hamilton’s natural resources.

Section 3. Limitation of Method: The Hamilton Area Chamber of Commerce shall observe all local, state, and federal laws which may apply to a non-profit organization as well as remaining bipartisan and nonsectarian in all of its activities, and shall not discriminate on the basis of race, creed, color, age, sex marital, handicap, or veteran status.

Section 4. Office: The Hamilton Area Chamber of Commerce is incorporated under the laws of the State of Indiana and its principal office shall be at such place in the Town of Hamilton and any portion of the Town of Hamilton not served by an existing Chamber of Commerce.

Section 5. Seal: The Hamilton Area Chamber of Commerce shall have a seal of such design as the Board of Directors may adopt. The seal shall be retained in the custody of the secretary.

Section 6. Terms: For the remainder of this document the Hamilton Area Chamber of Commerce shall be referred to as the Chamber and the Board of Directors as the Board.

Article II – Membership

Section 1. Eligibility: Any reputable person, sole-proprietor, association, corporation, partnership, limited liability company, or estate shall be eligible for membership in the Chamber.

Section 2. Application: Each applicant shall make written application to the President in such form and manner as may be prescribed from time to time by the Board.

Section 3. Election: Applicant’s for membership shall be presented to the Board by the President for approval.

Section 4. Investment: Annual membership investment shall be adjusted at the rate or formula as may be from time to time prescribed by the Board payable in advance or in such installments or for such other periods as the Board may from time to time determine.

Section 5. Individual: Any person within the Town of Hamilton who is interested in the Town of Hamilton’s community affairs shall be eligible for individual membership in the Chamber.

Section 6. Firm/Corporation: A firm, corporation, partnership, limited liability company, or estate that sponsors an active membership or more than one (1) individual membership shall be designated a “member firm.” One (1) individual member sponsored by each member firm shall be identified as a “Designated Voting Representative.” Member firms may display evidence of their support for the Chamber at their places of business, but all other privileges of membership, including the right to vote, are vested with the designated voting representative. Member firms may request the transfer of active memberships sponsored by them to new individuals whose names maybe presented to the Board for election.

Section 7. Associations: Any association, club, or non-profit organization that is interested in the Town of Hamilton’s community and/or commercial development shall be eligible for membership in the Chamber.

Section 8. Voting: Each member, individual, associate, life, or honorary member shall be entitled to one vote. A firm or corporation may designate by notice the person entitled to cast the vote on their behalf.

Section 9. Termination:

- a. Any member may resign from the Chamber upon written request to the Board; however, such resignation shall not relieve a member from any arrearage of membership investments, subscriptions, or their indebtedness to the Chamber.
- b. Any member may be expelled by two-thirds vote of the Executive Committee at a regular scheduled meeting thereof for conduct prejudicial to the aims or reputation of the Chamber; after notice and opportunity for a hearing before the Executive Committee; and a majority vote of the Board of Directors upon recommendation from the Executive Committee.

Section 10. Reinstatement: The Board of Directors may reinstate any former member of the Chamber upon terms and conditions as it may deem fit.

Article III – Meetings

Section 1. Annual: The annual meeting of the Chamber shall be held at such place and time as shall be determined by the Board.

Section 2. Membership Meetings: The Board may provide for holding membership meetings whenever it may be considered necessary or desirable.

Section 3. Regular Meetings:

- a. The Board shall hold regular meetings at such times as the Directors shall decide, and may by majority vote provide that regular meetings shall be held more often. Special meetings of the Board may be called by the Chairperson at his/her discretion and shall be called at the request of not less than 3 directors, upon twenty-four hour notice, served personally or by telephone, or mailed to each director at his/her business or residence address.
- b. Committee meetings may be called by the Chairperson, Chairperson-elect, President, or by the committee's chairperson.

Section 4. Quorums:

At all meetings of the Board, seven (7) directors shall constitute a quorum.

Section 5. Notice, Agenda, Minutes: Written notice of all Chamber meetings must be given at least three (3) days in advance unless otherwise stated. An advance agenda and minutes must be prepared for all meetings. In cases of emergency, of which the Chairperson shall be the judge, special meetings may be held on twenty-four (24) hours' notice. Chamber members are entitled to a copy of the Board meeting minutes after the minutes have received Board approval.

Article IV – Board of Directors

Section 1. Composition: The government of the Chamber, the direction of its work, and the control of its property shall be invested in a Board composed of twelve (12) business members, four (4) of whom shall be elected for a term of three years, annually. Upon their election they shall meet, qualify, and elect from their number; a President, Vice-President, Secretary, and Treasurer. The remaining eight (8) Directors shall have the power to fill the vacancies of the Board. The government and the policy-making responsibility of the Chamber shall be vested in the Board, which shall control its property, be responsible for its finances and direct its affairs.

Section 2. Selection: The Board shall be selected by a Nominating Committee, appointed by the Chairperson of no less than three (3) directors that are not up for reelection. Each candidate must be an active member in good standing and must have agreed to accept responsibility of directorship. Candidates for the Board must be made to the President by any member of the Nominating Committee or by filing the name of the nominee with the President no later than 10 days prior to elections.

Section 3. Elections: The Chairperson shall appoint at least three (3) but no more than five (5) judges who are not candidates for election. Such judges shall have complete supervision of the election, including auditing of the ballots. Voting shall be done by ballots at the annual membership meeting. A number of nominees corresponding with the number of Directors to be elected who receive the highest number of votes shall be declared elected.

Section 4. Vacancies: Vacant seats not filled by election, may be filled by nomination by the election committee and membership in attendance at the annual membership meeting after elections have been completed. Nominees must be in good standing with the Chamber and must have accepted responsibility of directorship.

Section 5. Powers: The Board shall manage the property and affairs of the Chamber and shall carry out its commercial, industrial, public, legislative, and financial policies. Without in any way limiting the generality of the foregoing the Board shall have the power to acquire and dispose of property, to appoint such officers as agents of the Chamber as it shall deem advisable, to fix the compensation of the employees of the Chamber and in its discretion to require security of any of them for the faithful performance of their duties, to create such committees, including an Executive Committee, and to designate as member of such committees such powers, authority, and duties as it may deem advisable and generally to do any and every lawful objects of the Chamber. The Board may create, or authorize the creation of such divisions, councils or affiliate either within the Chamber or consisting or made up in part of other organizations or persons not members of the Chamber, for such purposes not inconsistent with the purposes of the Chamber and upon such terms and conditions as the Board may determine.

Section 6. Absence: The Board shall meet at regular periods, the time to be fixed by the Board. Absence from three (3) consecutive meetings without an excused absence deemed valid and so recorded by the Board shall be construed as a resignation.

Section 7. Policy: The Board is responsible for establishing procedure, and formulating policy of the organization. They are responsible for adopting all policies, and position statements of the organization. These policies shall be maintained in a Policy Manual, to be reviewed annually and revised as necessary.

Article V – Officers

Section 1. Officers, Appointment, Term: The Officers of the Chamber shall be a President, Vice-President, Secretary, and Treasurer. All officers shall be appointed annually by the Board and shall hold office until the end of the fiscal year or until their successors are appointed. Vacancies in any of the fore mentioned offices shall be recommended by the Executive Committee and approved by the Board.

Section 2. Duties and Officers:

- a. The President shall be the Chief Administrator and Executive Officer and preside at all meetings of the Chamber and Board, and perform all duties incident to this office. He/she, subject to the approval of the Board, appoint all committees and he/she shall be ex-officio member of all committees. The President shall at the annual meeting of the Chamber, and such other times as he/she may deem proper, commend to the membership of the Board such matters and make suggestions as may tend to promote the prosperity and increase the usefulness of the Chamber. The President shall have custody of the Treasurer's bond. The President shall be responsible for the preparation of an operating budget covering all activities of the Chamber, subject to the approval of the Board. The President shall also be responsible for all expenditures within the approved budget allocation.
- b. The Vice-President shall act in the absence of the President; and in the absence or disability of the two named officers (President and Vice-President) a member of the Board shall be chosen to act temporarily.
- c. The Secretary shall conduct the official correspondence, preserve all books, documents and communications, maintain an accurate record of the proceedings of the Chamber, the Board, and all committees. He/she shall submit a written report of the year's end work at the close of the fiscal year. At the expiration of his/her term, he/she shall deliver to the Board all books, papers and property of the Chamber.
- d. The Treasurer shall be responsible for the safeguarding of all funds received by the Chamber and for their proper disbursement. Such funds shall be kept on deposit in financial institutions, or invested in a manner approved by the Board. Checks are to be signed by the Treasurer or the President or in the absence of both, by any two officers. The Treasurer shall give a monthly Financial Report to the Board. The Treasurer may designate/hire a Manager approved, by the Board, to manage funds and sign documents with compensation to be determined by the Board. Such Manager may be asked to furnish a surety bond with the amount to be determined by the Board.

Section 3. Executive Committee: The Executive Committee shall act for, and on behalf of, the Board when the Board is not in session but shall be accountable to the Board for its actions. It shall be composed of the President, Vice-President, Secretary, and Treasurer. The President shall serve as head of the Executive Committee. The Executive Committee shall keep regular minutes of its proceedings and report same to the Board.

Article VI – Committees

Section 1. Appointment and Authority: The President, by and with the approval of the Board, shall appoint all committee leaders. The President may appoint such ad hoc committees and their leaders as deemed necessary to carry out the program of the Chamber. Committee appointments shall be at the will and pleasure of the President and shall serve concurrent with the term of the appointing President, unless the Board approves a different term. It shall be the function of the committees to make investigations, conduct studies and hearings, make recommendations to the Board and to carry on such activities as may be delegated to them by the Board.

Section 2. Limitation of Authority: No action by any member, committee, 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. Ad Hoc Committees shall be discharged by the President when their work has been completed and their reports accepted, or when, in the opinion of the Board, it is deemed wise to discontinue the Ad Hoc committee.

Section 3. Testimony: Once committee action has been approved by the Board, it shall be incumbent upon the committee leaders, or, in their absence, whom they designate as being familiar enough with the issue to give testimony to or make presentation before civic and government agencies.

Article VII – Finance

Section 1. Funds: All money paid to the Chamber shall be accounted for by the way of monthly accounting and budget forms.

Section 2. Disbursement: Upon approval of the budget, the President is authorized to make disbursements on accounts and expenses provided for in the budget without additional approval of the Board.

Section 3. Budget: As soon as possible after the election of the new Board and its Officers, the Executive Committee shall adopt the budget for the coming year and submit it to the Board for approval.

Section 4. Bonding: The President and such other officers and staff as the Board may designate shall be bonded by a sufficient fidelity bond in the amount set by the Board and paid for by the Chamber.

Section 5. Fiscal Year: The fiscal year of the Chamber shall close on December 31.

Article VIII – Dissolution

Section 1. Procedure: The Chamber shall use its funds only to accomplish the objectives and purpose specified in these by-laws, and no part of said funds shall be distributed to the members of the Chamber. 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 to be selected by the Board.

Article IX – Proceedings

Section 1. Procedure: The concurrent edition of Robert's Rules of Order shall be the final source of authority in all questions of parliamentary procedure when such rules are not inconsistent with the Charter or by-laws of the Chamber.

Article X – Amendments

Section 1. Revision: The By-Laws may be amended or altered by a majority vote of the members present at any regular or special meeting, providing the notice of the meeting includes the proposal for amendment; or by majority vote of the members voting in response to a mailed ballot provided a quorum return is received. Any proposed amendments or alterations shall be submitted to the Board or the members in writing, at least ten (10) days in advance of the meeting at which, or date of ballot mailing on which, the amendments are to be decided.