

RESTATED CAMBRIDGE AREA CHAMBER OF COMMERCE

BYLAWS

ARTICLE I

General

Section 1: Name

This organization shall be known as the Cambridge Area Chamber of Commerce.

Section 2: Purpose

The Cambridge Area Chamber of Commerce is organized to advance the general welfare and prosperity of the Cambridge Area 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, commercial, cultural, industrial and educational interests of the area.

Section 3: Limitation of Methods

The Cambridge Area Chamber of Commerce shall observe all local, state, and federal laws which apply to a non-profit organization.

ARTICLE II

Membership

Section 1: Eligibility

Any person, association, business, corporation, partnership, or estate having an interest in the objectives of the organization shall be eligible to apply for membership.

Section 2: Membership

Membership shall be approved based upon payment of annual dues. The dues structure shall be set each year by the Board of Directors:

Section 3: Termination

Any member may resign from the Chamber upon written notice to the Board of Directors. Any member shall be terminated by the Board of Directors by a two-thirds vote for nonpayment of dues after ninety (90) 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, 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 to the member complained against.

Section 4: Voting

Voting shall be by a show of hands unless a member calls for a roll call vote. If a roll call vote is requested, each individual member whether a person, business or corporation shall be entitled to one vote. Under circumstances in which a decision must be made sooner than the next regular board meeting, voting by non-conditional means (email) is allowed but only if there are enough board members participating to constitute a quorum.

ARTICLE III

Meetings

Section 1: Annual Meeting

The annual meeting of the Chamber shall be held during December of each year. The time and place shall be fixed by the Board of Directors.

Section 2: Additional Meetings (General membership, Board and committee meetings.)

General meetings of the Chamber shall be held the first Tuesday every other month at noon at sites to be determined by the Board of Directors. Monthly board meetings shall be held at a time and place determined by the Board of Directors.

Section 3: Quorums

At any duly called general meeting of the Chamber, twelve members shall constitute a quorum; at a Board meeting, a majority of directors present shall constitute a quorum; at committee meetings, a majority shall constitute a quorum except when a committee consists of more than nine (9) members. In that case, five (5) shall constitute a quorum.

Section 4: Notices, Agenda, Minutes, Reservations

There shall be a standing notice of all Chamber meetings, regularly on the first Tuesday of each month. An advance agenda and minutes shall be prepared for all meetings. RSVPs will be requested to be made by the Friday prior to the meeting. In the event that a business RSVPs for a meeting but does not attend said meeting, the first occurrence will be excused, but if there are any further non-attended meetings with a RSVP the Treasurer is to invoice said business for the cost of the meal.

ARTICLE IV

Board of Directors

Section 1: Composition of the Board

The Board of Directors shall be composed of ten members. Four of the ten members shall be permanent seats on the board of directors: One permanent seat for the Cambridge Public

School System, one permanent seat for the Cambridge Economic Development Director, one permanent seat for the Tri Valley Health System and one permanent seat for the Treasurer. Of the remaining 6 seats, one third (2) shall be elected annually to serve for up to three (3) years, or until their successors are elected and have qualified. Vacancies will be filled by annual election with members serving a three (3) year term. The President-Elect shall be elected from among existing Board members. The government and policy-making responsibilities of the Chamber shall be vested in the Board of Directors; they shall control its property, be responsible for its finances, and direct its affairs.

Section 2: Indemnification

The Chamber may, by resolution of the Board of Directors, provide for indemnification by the Chamber 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: Determination of Officers

The Board of Directors at its regular November Board meeting, shall reorganize for the coming year. Every other year, at the regular November Board meeting, the Board shall elect the President-elect for the coming year. Such officer will be elected from members of the existing Board. Once elected, that officer shall serve two consecutive years as an officer: President-elect for one year and President for one year. All officers shall take office on the first day of the new fiscal year. All officers shall be voting members of the Board of Directors.

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 and Board of Directors. The President shall, with advice and counsel of the Board of Directors, determine all committees, select all committee chairmen, and assist in the selection of committee personnel, subject to approval of the Board of Directors. The President shall be responsible for the preparation of an operating budget covering all activities of the Chamber, subject to approval of the Board of Directors.

B. President-Elect. The President-elect shall exercise the powers and authority and perform the duties of the President in the absence or disability of the President.

C. Treasurer. 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 of Directors. Checks are to be signed by the Treasurer, or, in the absence of the Treasurer, by any two officers. The Treasurer shall cause a monthly financial report to be made to the Board.

D. Secretary. The Secretary's position shall be an appointed position. The Secretary shall be responsible for keeping all documents and records of the Chamber, including but not limited to recording all minutes of the Board and regular Chamber meetings. In the absence of the Secretary at meetings, the President shall appoint a temporary secretary to record the minutes.

Section 3: Selection and Election of Directors

A. Nominating Committee. At the regular October Board meeting, the President shall appoint, subject to approval by the Board of Directors, a Nominating Committee of three members of the Chamber. The President shall designate the chairman of the committee. Prior to November Board meeting, the Nominating Committee shall present to the board a slate of three candidates to serve a three year term to replace the directors whose regular terms are expiring. Each candidate must be an active member in good standing and must have agreed to accept the responsibility of a directorship.

B. Nominations from the Floor. Additional members' names as candidates for directors can be nominated from the floor by members of the Chamber at the regular December membership meeting. Providing the nominated candidate agrees to have his/her name placed in nomination, such names shall be added to the nominative ballot.

C. Determination. If no nominations from the floor are received, the nominations shall be closed and the nominated slate of three candidates shall be declared elected by the Board of Directors at the December membership meeting.

Section 4: Seating of New Directors

All newly-elected and appointed Board members shall be seated at the regular January Board meeting and shall be participating members thereafter. Retiring directors shall continue to serve until the end of the fiscal year.

Section 5: Vacancies

A member of the Board of Directors who shall be absent from three (3) consecutive regular meetings of the Board of Directors shall automatically be dropped from membership on the Board unless confined by illness or other absence approved by a majority vote of those voting at any meeting thereof. The board member shall notify any other board member of their absence in advance of the meeting.

Vacancies on the Board of Directors, or among the officers, shall be filled by the Board of Directors by a majority vote.

Section 6: Policy

The Board of Directors is responsible for establishing procedure and formulating policy of the organization. It is also responsible for adopting all policies of the organization. If policies are developed, they shall be maintained in a policy manual, to be reviewed annually and revised as necessary.

ARTICLE VI

Committees

Section 1: Appointment and Authority

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 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 a different term is approved by the Board of Directors. It shall be the function of committees to make investigations, conduct studies and hearings, make recommendations to the Board of Directors, and to carry on such activities as may be delegated to them by the Board.

The board shall be responsible for the planning and carrying out of new business recognition in the community.

Section 2: Limitation of Authority

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.

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 of Directors, it is deemed wise to discontinue the committees.

Section 3: Testimony

Once committee action has been approved by the Board of Directors, it shall be incumbent upon the committee chairmen or, in their absence, whom they designate as being familiar enough with the issue, to give testimony to, or make presentations before, civic and governmental agencies.

ARTICLE VII

Finances

Section 1: Funds

All money paid to the Chamber shall be placed in a general operating fund. Funds unused from the current year's budget will be carried over to the succeeding year. Excess funds may be transferred to a savings-type account.

Section 2: Disbursements

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 of Directors. Disbursement shall be by check.

Payment of other organizations/entities will occur only after said services are rendered and/or said obligation is fulfilled.

Section 3: Fiscal Year

The fiscal year of the Chamber shall close on December 31 of each year.

Section 4: Budget

As soon as possible after election of the new Board of Directors and officers, the Board of Directors shall adopt the budget for the coming year and submit it to the general membership for approval.

Section 5: Annual Audit

The accounts of the Chamber of commerce shall be audited annually as of the close of business on December 31 by a committee of the Board of Directors. The audit shall at all times be available to members of the organization. If deemed necessary, the Board of Directors may seek the services of a professional public auditor to audit the Chamber's accounts.

Section 6: Bonding

The Treasurer and such other officers and staff as the Board of Directors may designate shall be bonded by a sufficient fidelity bond in the amount set by the Board and paid for by the Chamber.

ARTICLE VIII

Dissolution

Section 1: Procedure

The Chamber shall use its funds only to accomplish the objectives and purposes specified in these bylaws, and no part of said funds shall insure, or 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 of Directors.

ARTICLE IX

Authority

Section 1: Parliamentary Authority

The current edition of Roberts Rules of Order shall be the final source of authority in all questions of parliamentary procedures when such rules are not inconsistent with the charter or bylaws of the Chamber.

ARTICLE X

Amendments

Section 1: Revisions

These bylaws may be amended or altered by a two-thirds (2/3) vote of the Board of Directors, and by a majority of the members at any regular or special meeting, providing the proposals for amendments have been previously presented in writing.

Any proposed amendments or alterations shall be submitted to the Board in writing, at least ten (10) days in advance of the Board meeting at which they are to be acted upon or presented to the membership in writing at a prior meeting.

Adopted: February 3rd, 1998

Amended: November 3rd, 2009

Amended: October 27th, 2015

Restated: July 10th, 2018

Restated: August 24, 2021

Restated: November 23, 2021

Restated: October 29, 2023

Restated: December 18, 2024