

ELIZABETHTOWN AREA CHAMBER OF COMMERCE BY-LAWS

ARTICLE 1 - NAME AND OBJECT

Section 1.1: This organization is incorporated under the laws of the Commonwealth of Pennsylvania and shall be known as the Elizabethtown Area Chamber of Commerce.

Section 1.2: The Mission of the Elizabethtown Area Chamber of Commerce (The Chamber) is to advance sustainable business and commerce in the Greater Elizabethtown Area.

Section 1.3: The Chamber shall comply with all applicable laws of the State of Pennsylvania, federal laws of the United States, and Section 501(c)(6) of the Internal Revenue Code. No part of the net earnings of The Chamber shall inure to the benefit of any of its members or any other individual. The Chamber shall not participate in, or intervene in, any political campaign on behalf of a candidate for public office. The Chamber shall be non-partisan, non-sectarian and nondiscriminatory. The Chamber does not endorse or denounce anyone's personal, professional or social views, nor does it make social or political statements through its decisions or operations.

ARTICLE 2 - MEMBERSHIP

Section 2.1: Application for membership in the Elizabethtown Area Chamber of Commerce shall be open to any business entity that supports the mission of The Chamber as stated in Article 1, Section 2. The varying membership levels, benefits and voting rights are outlined in The Chamber's Membership Agreement. Approval for membership shall be made by the Board of Directors (Board) or their appointee. Membership is granted after completion and receipt of a membership application and annual dues.

Section 2.2: All members shall pay annual membership dues to be determined by the Board.

Section 2.3: Each voting member is responsible for designating a member representative within their organization to be the key contact person and who will be responsible for the member's vote in Chamber elections. Any member shall have the right at any time to change its representative upon written notice to The Chamber.

Section 2.4: Any member may resign membership by filing a written resignation with the Executive Director. Resignation shall not relieve a member of unpaid dues per their annual membership agreement or other charges previously accrued, nor will dues be refunded. A member can have their membership terminated by a majority vote of the Board.

ARTICLES 3 - MEETINGS OF MEMBERS

Section 3.1: The Organization shall hold an annual meeting. The date, time and place shall be fixed by the Board. The Executive Director shall present an annual report to the members.

Section 3.2: Special membership meetings may be called by the Board at any time, or upon petition signed by ten or more voting members in good standing.

Section 3.3: Notice of membership meetings shall be given by email not less than two weeks prior to the meeting. Members without email shall receive notice in writing by regular mail.

Section 3.4: Five percent of the members in good standing shall constitute a quorum at all membership meetings.

Section 3.5: All issues to be voted on at membership meetings shall be decided by a simple majority of those present at the meeting in which the vote takes place.

ARTICLE 4 - Board of Directors

Section 4.1: The Board is responsible for overall policy and direction of The Chamber and shall delegate responsibility of day-to-day operations to the Executive Director. The Board receives no compensation other than reasonable expenses. The Board shall conduct meetings on a monthly basis. At the discretion of the President, meetings may be cancelled but not in consecutive months and no more than three (3) monthly meetings may be cancelled annually. At the discretion of the President, a meeting may be operated remotely due to inclement weather.

Section 4.2: The number of directors of The Chamber shall be at least fifteen (15) and no more than eighteen (18) members, up to five (5) of whom shall be elected annually for a term of three (3) years as hereinafter provided. All directors of the Board shall be members in good standing. Members of the Board may be re-elected and may serve up to two consecutive three-year terms.

Section 4.3: All mid-term vacancies on the Board shall be filled by recommendation from the Executive Committee, subject to approval of the Board. The newly appointed Director shall serve for the remainder of the term being filled.

Section 4.4: Every effort shall be made to ensure that the Board includes a diverse and fair representation of the membership and the community.

Section 4.5: Representation by major stakeholders, including local municipalities and others, is at the discretion of the Board by determined criteria and therefore excluded from election.

Section 4.6: The Immediate Past President shall be a member of the Board and the Executive Committee for one (1) year if not already serving a term as an elected member.

Section 4.7: The President shall have the authority to appoint up to and not more than three (3) directors-at-large. Said appointments shall be for a period of one (1) to three (3) years and shall be subject to approval of the Board.

Section 4.8: A student representative from the Elizabethtown Area School District and a student representative from Elizabethtown College may be appointed for a one (1) year term as a non-voting member of the Board.

Section 4.9: A Nominating Committee, comprised of two Board members and the Executive Director, appointed by the President, shall be responsible for nominating a slate of prospective Board members representing The Chamber's diverse constituency. The membership shall be notified as to who is on the committee and of the member's right to nominate a candidate to the slate of nominees. All members are eligible to send one representative to vote for the candidates.

Section 4.10: Nominations shall be submitted to the membership by email for review 30 days before the annual meeting. Elections for the Board will be held at the annual meeting. Directors will be elected by a simple majority of members present at the annual meeting. Directors will take their position at the first regular meeting of the new calendar year.

Section 4.11: A Director may resign from membership on the Board at any time by submitting written notice via email or mail to the President, or in person at a meeting of the Board. Vacancies may be filled according to Article 4, Section 3.

Section 4.12: Any Director having financial interest in any contract work, sales, property, or matter under consideration shall disclose said interest to the Board before any action is taken. Directors may refer to The Chamber's Conflict of Interest policy. Further, after disclosure such Director shall abstain from any vote and not participate in discussion or consideration of such

action.

Section 4.13: Any individual Director who does not follow the Directors Code of Conduct, or is absent from three consecutive regular and/or special meetings will be reviewed by the President, who may introduce a motion to the Board at any regularly scheduled meeting to remove said Director from the Board. Approval of such a motion will require a two-thirds vote of those Directors present and the resultant vacancy may be filled according to Article 4, Section 3.

Section 4.14: A quorum of a meeting of the Board shall consist of no less than fifty percent of Directors. A quorum must be present in person or via conference communication for business transactions to take place and motions to pass.

ARTICLE 5 - OFFICERS AND EXECUTIVE DIRECTOR

Section 5.1: The officers of The Chamber shall be elected annually by the Board at the annual meeting and shall consist of a President, Vice-President, Secretary and Treasurer.

Section 5.2: Officers shall be elected annually by a simple majority vote of the Board. Newly elected officers will assume their new positions at the first regular meeting of the new calendar year. The outgoing President shall become the Immediate Past-President when the new President takes position.

Section 5.3: The President shall preside at all meetings of The Chamber and advise action to increase the usefulness of the organization as is agreeable with the majority of the members in good standing. The President shall be an ex-officio member of all committees. The President has the authority to sign official financial and organizational documents. The President is subject to a 3-year term limit, served in succession.

Section 5.4: The Vice-President shall act in the absence of the President. In the absence of both the President and the Vice-President, the Treasurer shall act temporarily. The Vice-President has the authority to sign official financial and organizational documents.

Section 5.5: The Secretary shall attend all meetings to take and preserve the minutes of such meetings, conduct the official correspondence of The Chamber and record Board member attendance at all meetings. In absence of the Secretary's attendance, the President shall appoint an acting Secretary to record minutes. Permanent record of these documents will be held and maintained by the Executive Director.

Section 5.6: The Treasurer shall be responsible for overseeing the accounting and safeguarding of all funds received by the Organization and for their proper disbursement. Each month the Treasurer shall present to the Board, balance sheets and income statements for the previous month, line itemized to correspond with the annual budget or approved amended budget. The Treasurer has the authority to sign official financial and organizational documents.

Section 5.7: If the President resigns, the Vice President becomes President, subject to a vote of approval by the Board. If the Vice President is not confirmed, or otherwise unwilling or unable to serve, nominations will be taken from the board for the new President, and voted upon by the Board.

Section 5.8: The Executive Director is hired by the Board but is not a member of the Board. The Executive Director has day-to-day responsibilities for the organization, including carrying out the organization's goals and policies. The Executive Director has the authority to sign official financial and organizational documents. All financial documents exceeding \$1,000 shall also require the signature of an officer.

Section 5.9: Additional staff, employees, volunteers and vendors are under the management of the Executive Director.

ARTICLE 6 – EXECUTIVE COMMITTEE

Section 6.1: The members of the Executive Committee shall be the President, Vice-President, Secretary and Treasurer. The immediate past President will serve on the committee for one post-term year. When the immediate past President is not serving, the committee may elect an additional board director to serve on the committee. The Executive Director shall serve on the Committee as a non-voting member.

Section 6.2: The Executive Committee may act on the Board's behalf between Board meetings. It shall report any actions at the next Board Meeting. Three members of the Executive Committee constitute a Quorum.

ARTICLE 7 – COMMITTEES

Section 7.1: The President shall appoint standing and special committees as deemed necessary to carry out the purpose of the Chamber, subject to confirmation by the Board. Committee members need not be Chamber members if they provided expertise needed to carry out the purpose of the Committee.

Section 7.2: The Chair of any Committee shall be a Board Member and shall act as a liaison to the Board. All Committees shall report their proceedings at the regular meetings of the Board.

Section 7.3: No standing or special committee shall take or make public any action or commit in any way the Chamber without having first received approval of the Board.

ARTICLE 8 - POLICY

The Executive Director is responsible for formulating the policies and procedures of the organization, and maintaining them in the policy manual. The Board is responsible for approving all policies of the organization, reviewing them annually and revising as necessary.

ARTICLE 9 - INDEMNIFICATION

Section 9.1: A Director of the Chamber or an officer shall not be personally liable for money damages as such for any action taken, or for any failure to take any action, unless: the Director has breached or failed to perform the duties of the Director's office under Pennsylvania Statutes, 15 Pa.C.S.A. Section 513 (relating to Personal liability of Directors); and the breach or failure to perform constitutes self dealing willful misconduct or recklessness. The provisions of this section shall not apply to the responsibility or liability of a Director pursuant to any criminal statute; or the liability of a Director for the payment of taxes pursuant to state or federal laws.

Section 9.2: Each person who was or is a party and each person who is threatened to be or is made a party to any threatened, pending or completed action, suit or proceeding, whether civil or criminal, administrative or investigative, by reason of the fact that he or she is or was a Director, officer, agent or employee of the Corporation, as an officer, employee or member of another corporation, shall be indemnified by The Chamber to the full extent permitted by the laws of Pennsylvania in effect at the time of the indemnification. This right of indemnification shall inure to the benefit of the heirs, executors and administrators of each such person and shall not be exclusive of any other rights or indemnification to which any Director, officer, agent, employee or other person may have. No Director who has an interest shall vote on any matter relating to such interest.

Article 10 – FISCAL YEAR

Section 10.1: The fiscal year shall begin on the first day of July and end the subsequent 30th day of June.

ARTICLE 11 - PARLIAMENTARY PROCEDURE

Section 11.1: Board meetings shall be conducted in an organized and respectful manner so as

to fairly and adequately represent the needs of the full membership.

ARTICLE 12 - AMENDMENTS

Section 12.1: These by-laws may be amended by a two-thirds (2/3) vote of the Board. Notice shall have been given to all Board Directors at least ten (10) days prior to vote. Voting may take place at a regular board meeting, online or by email.

Board Approved 10/10/19