

**BY-LAWS OF
BERKELEY SPRINGS-MORGAN COUNTY CHAMBER OF
COMMERCE, INC.
BERKELEY SPRINGS, WEST VIRGINIA**

Article I. – Name

The name of this organization shall be the Berkeley Springs-Morgan County Chamber of Commerce, Inc., hereinafter called the "Chamber".

Article II. – Object

The Chamber is organized for the purpose of advancing the commercial, industrial, agricultural, economic interests and civic welfare of Berkeley Springs, West Virginia, and all of Morgan County, West Virginia.

Article III. – Nature of Organization

This Chamber in its activities shall be non-profit, non-partisan, non-discriminatory, and non-sectarian.

Article IV. – Membership

Section 1. Classes of Membership. The Chamber shall be composed of: (1) active members, also referred to as voting representatives, whose dues are paid in full; and (2) nonvoting associates, whose dues are paid. Active members will be classified into the following categories: (1) Individuals, (2) Non-Profit Organizations, (3) Small Business, (4) Large Business, and (5) Retired persons, i.e., individuals who were formerly involved in a business or a Non-Profit Organization, who have interest in the work and activities of the Chamber. For purposes of this Section and these By-Laws, "Non-Profit Organization" means and includes, but is not limited to, the following entities or types of entities: chartered service clubs, churches, charitable organizations, educational organizations or institutions, and government agencies or entities. For purposes of this Section and these By-Laws, "Large Business" means and includes a business having \$150,000 or more in annual gross sales for the preceding calendar year. For purposes of this Section and these By-Laws, "Small Business" means and includes a business having less than \$150,000 in annual gross sales for the preceding calendar year.

Section 2. Eligibility. Any Individual, Non-Profit Organization, Business, or

Retired person having an interest in the objectives of the Berkeley Springs-Morgan County Chamber of Commerce shall be eligible to apply for active membership. Anyone who owns or is employed by a Business or a Non-Profit Organization would not join as an Individual but would join under that Business or Non-Profit Organization. The individual membership is for those who are not affiliated with or representing any business or organization. The Chamber Board reserves the right to decline a membership application for any reason.

Section 3. Membership Application. Application for membership shall be made in writing using the application form provided by the Chamber office or by using the available application located at *berkeleyspringschamber.com*. Applicants must complete the application fully and confirm acknowledgement of the Berkeley Springs-Morgan County Chamber of Commerce By-Laws and DEI statement. Upon receipt by the Executive Director of completed application along with payment of dues, the applicant will be considered for membership at the next regularly scheduled meeting of the Board of Directors.

Section 4. Rights and Privileges. Active members shall enjoy all the rights and privileges of the Chamber, including the right to vote. Nonvoting associates shall enjoy all the rights and privileges of the Chamber except the right to vote. No more than one (1) active member from any specific business shall have a right to vote or be counted for purposes of establishing a quorum. No more than two (2) active members from a large business may serve on the Board of Directors at one time. Small Business owners may designate on the membership application one (1) voting representative and up to one (1) nonvoting associate. Large Business owners may designate on the membership application up to two (2) voting representatives and up to three (3) nonvoting associates. The designated business representative(s) and nonvoting associates shall be identified by the active business on the application at the beginning of every calendar year.

Section 5. Termination of Membership. Any member may resign from the Chamber upon written request to the Board of Directors. Members may be expelled from the Chamber upon the vote of two-thirds of the Board of Directors for any of the following reasons: (1) for nonpayment of dues after 90 days from the date due; (2) for failure to maintain high standards of business ethics, (3) for conduct unbecoming a member or for conduct prejudicial to the aims or repute of the Chamber; (4) for misrepresenting/impersonating a chamber representative; or (5) for the conviction of a felony. Upon termination of membership, all plaques or other evidence of membership shall be returned to the Board of Directors.

Article V. Dues

Section 1. Dues. Membership dues shall be at such rate or rates, schedules or formulas as may be from time to time prescribed by the Board, payable annually in advance. Dues from any member joining during any fiscal year shall be paid on a pro-rata basis.

Section 2. Dues Schedule. The dues schedule for each fiscal year shall be established by the Board of Directors after reviewing the budget.

Section 3. Resignations. Each member shall be liable for dues until their written resignation has been received by the President.

Article VI. Membership Meetings

Section 1. Annual Meeting. The annual meeting of the Chamber shall be held during the month of June of each year. The annual membership meeting shall be held at a time and place determined by the Chamber's Board of Directors.

Section 2. Regular Meetings. General membership meetings will also be held at least quarterly at such times and places determined by the Board.

Section 3. Special Meetings. Special meetings of the membership may be called any time and for any purpose by the President or by any six (6) members of the Board.

Section 4. Notice. All Members shall be provided with at least ten (10) days advance notice of the time and the place of any meeting of the membership, annual meeting or special meeting. Notice shall be by e-mail and by such other means as may be determined by the Board of Directors when setting the membership meeting. With any notice of a membership meeting, members will be provided with a synopsis of the business to be considered as the Board of Directors may direct.

Section 5. Voting Privileges. Every voting member of the Chamber in good standing is entitled to one vote in general membership meetings on any matter of business brought before the Chamber. No more than one person representing an active membership, named in advance, for each business or member may vote. Voting by proxy is permitted if submitted in writing to the secretary, twenty-four hours prior to the meeting in which the vote is to be held. The Chamber is also to

be advised, twenty-four hours prior to voting, in writing of the decision of a member to change its designated voting representative.

Section 6. Quorum – General Membership. Ten percent (10%) of the active members of the Chamber shall constitute a quorum for the transaction of business at any meetings, email vote requests or online surveys of the Chamber membership.

Section 7. Limitation of Debate. Members of every membership category shall be entitled to speak on any subject brought before the Chamber for consideration. At the discretion of the President, debate may be limited.

Article VII. Board of Directors

Section 1. Duties.

- A.** The governance and policy-making responsibilities of the Chamber, the direction of its work and the control of its property shall be vested in the Board of Directors, hereinafter called the "Board", consisting of ten (10) members, one half of which shall be selected annually to a term of two years as hereinafter provided in Article VIII. The newly elected members of the Board of Directors shall take office immediately upon their election. After the annual election of members to the Board, the new Board shall meet and elect from its members a President, a Vice-President, and a Treasurer. The Executive Director shall serve as the Secretary of the Chamber Board.
- B.** The Board of Directors hires, fires, and manages all employees of the Chamber, including, but not limited to, the Executive Director, administrative staff, as well as any contracted workers who may be hired as full-time, part-time, temporary, or seasonal employees or job-specific workers.

Section 2. Meetings. The Board of Directors shall meet not less than once a quarter at a time and place to be selected by the Board. All Board members shall be provided with at least forty-eight (48) hours advance notice of the time and the place of any board meetings. Notice shall be by e-mail and by such other means as may be determined by the President or person delegated by the President when setting the board meeting. General membership may attend but not vote. A majority of the members of the Board of Directors constitute a quorum for the transaction of business at any regular or special meetings of the Board.

Section 3. Special Meetings. Special meetings may be called any time and for

any purpose by the President or six (6) members of the Board. All Board members shall be provided with at least forty-eight (48) hours advance notice of the time and the place of any special board meeting. Notice shall be by e-mail and by such other means as may be determined by the President or person delegated by the President when setting the special board meeting.

Section 4. Indemnification. Directors and officers of the Chamber shall be entitled to be indemnified by the Chamber against reasonable expenses, including attorney's fees and expenses, and any judgments, fines, penalties, and amounts paid in settlement by them in connection with any actual or threatened claim, suit, or other proceeding by reason of their acting as a director or officer of the Chamber. No indemnification may be made in any case where the act or the failure to act was the result of intentional wrongdoing by the director or officer, or made with willful, wanton, and reckless disregard for the rights of others, for liability arising from such intentionally wrongful or willful, wanton, and reckless acts.

Section 5. D&O Liability. Director and Officer Liability Insurance will be maintained at the expense of the Chamber annually. Board members will receive copies of the policy by email or USPS each year upon annual renewal.

Section 6. Code of Ethics. All members of the Chamber's Board of Directors shall agree to abide by the Berkeley Springs Morgan County Chamber of Commerce Code of Ethics.

Article VIII. Election of Board of Directors

Section 1. Nominating Committee. At the Board of Director's meeting in April, the President shall designate five (5) voting members in good standing as members of a Nominating Committee. The Committee shall designate its Chairperson.

Section 2. Candidates. At the general membership meeting in May, the Nominating Committee shall present a slate of as many eligible candidates as are needed to replace the directors who's regular two (2) year terms are expiring, along with the filling of any other vacancies which exist, confirming the willingness of each candidate to serve on the Board by personal contact with each candidate, by the Committee.

Section 3. Publicity. Upon receipt of the report of the Nominating Committee, the secretary shall immediately notify the membership by e-mail of the names of persons nominated as candidates for directors, including those who have been

nominated to fill unexpired terms of members of the board who were elected in the preceding year and have died, resigned, or been removed, and the right of petition as provided in Section 4., of this Article. A list of the candidates so nominated shall be kept on file in the Chamber office.

Section 4. Petition. Additional names of candidates for directors may be nominated by petition from any active voting member of the Chamber. Such petition shall be filed with the Nominating Committee within twenty (20) days after notice has been given of the names of those nominated by the Nominating Committee.

Section 5. Determination. The names of all candidates shall be arranged on the ballot in alphabetical order, and the ballot shall be presented to all active members in good standing at the annual June meeting. Instructions will be to vote for the number of directors needed to maintain the minimum board total of ten. Identification shall be made on the ballot to identify those candidates nominated by the Nominating Committee.

Section 6. Election. The President is responsible for assuring that the election of directors is carried out according to the terms and conditions of these by-laws, that all votes of the members eligible to vote are properly tallied and canvassed, and to declare the true results of said election by report to the members. In case of a tie, the President shall cast the deciding vote. Should there be only the slate of candidates presented by the Nominating Committee, the President may choose to have a voice vote.

Section 7. Terms. No elected Director may serve more than three (3) consecutive two-year terms, or parts thereof.

Section 8. Computation. The votes of all active members shall be computed upon the basis indicated in **Section 5. Voting Privileges of Article VI. Membership Meetings** of these by-laws.

Section 9. Annual Election. Following the annual election of members to the Board of Directors, the new Board of Directors shall meet at the next regularly scheduled meeting to elect from its members a President, Vice-President, and Treasurer.

Section 10. Vacancies. Vacancies on the Board or among the officers shall be filled by a majority vote of the Board members present at a regular Board meeting.

Board members chosen to fill vacancies shall serve until the next regular election of directors.

Section 11. Removal. Directors who fail to attend and vote in at least fifty percent (50%) of regularly scheduled meetings of the Board of Directors over a 12 consecutive month period may, without notice, be removed from the Board at any meeting of the Board by a majority vote of the Directors present at a meeting at which a quorum of the Board of Directors is present. A replacement Director will be appointed by the Board of Directors for the remainder of the term of office for any director so removed, or until the next regular election of directors, whichever shall first occur.

Article IX. Officers

Section 1. President. The President shall preside at all meetings of the Chamber and Board. The President shall perform all duties of the office and advise such action as may be deemed likely to increase the usefulness of the Chamber. The President shall engage, discharge, and have supervision over all employees including, with the approval of the Board, fixing their duties and compensation. The President may not serve more than three consecutive years, or parts thereof.

Section 2. Vice-President. The Vice-President shall act in the absence of the President; and in the absence or disability of the Vice-President, a member of the Board shall be chosen by the Board to act temporarily.

Section 3. Treasurer. The Treasurer shall supervise the receipt and the disbursement of the funds of the Chamber. All monies of the Chamber shall be deposited in its name. The Treasurer shall present a financial statement to the Board at each regular monthly board meeting.

Section 4. Secretary. It shall be the duty of the Secretary to conduct the official correspondence, preserve all books, documents and communications and maintain an accurate record of the proceedings of the Chamber, the Board, and all committees. The Secretary shall perform such general duties as may be required of the office, subject to the direction of the Board. Upon termination, the Secretary shall deliver to the Board all books, papers, and property of the Chamber.

Section 5. Officers Bonded. All the officers of the Chamber may be bonded in an amount fixed by the Board.

Article X. Committees

Section 1. Appointment. The President shall appoint all committees except as stated in **Section 2. Auditing** of **Article X. Committees.**

Section 2. Auditing. At the close of the year's business, an Auditing Committee, appointed by the Board, whose duty it shall be to examine and audit the books and accounts of the Treasurer, will report the findings to the Board.

Section 3. Authority of Committees. The basic work of the Chamber shall be carried out by committees from the membership. It shall also be the function of committees to investigate and make reports to the President. No standing or special committee shall represent the Chamber in advocacy of, or opposition to, any project without the specific confirmation of the President.

Section 4. Committee Meetings. Meetings of committees may be called at any time by the President or by the chairman of such committee. The President shall be ex-officio member of all committees. The following committees will be permanent within the Chamber and will have a board member serve as committee chairperson: (1) Marketing/Events, (2) Ambassador/Membership, and (3) Apple Butter Festival. All board members will volunteer to serve on at least one committee each calendar year. Additional committees may be formed by the board and volunteers recruited from the membership.

Article XI. – Finances

Section 1. Deposits. All funds of the Chamber shall be deposited in a bank or banks designated by the Board of Directors.

Section 2. Disbursements. No disbursements of the funds of the Chamber over the amount of \$100 shall be made unless the same shall have been approved and ordered by the President or the Board or Directors. Checks shall be signed by two of the following: Treasurer, President, Vice-President, or other person(s) designated by the Board of Directors.

Section 3. Special Appropriations. No appropriations of money or other property of the Chamber shall be made for any purpose other than to defray routine expenses, except by the majority vote of the members of the Board present at any meeting.

Article XII. – Seal

Section 1. Seal. The Chamber may have a seal of such design as the Board may adopt.

Article XIII. - Parliamentary Rules

Section 1. Parliamentary Rules. The proceedings of the Chamber meetings and of the Board of Directors shall be governed by limited use of the latest edition of Roberts Rules of Order.

Article XIV. – Amendments

Section 1. By-Laws. A majority vote of the Board at a regular Board meeting shall approve any amendments to these bylaws to be put before the full membership. Said amendments to these by-laws may be approved by a simple majority vote of the active members voting on any such proposal. Proposed amendments shall be distributed to each member of the organization not less than ten (10) days before the vote on such amendments is to be taken and membership is notified of the date of such vote.

Article XV. - Financial Structure

Section 1. Fiscal Year. The fiscal year for the Chamber shall end on the 31st day of December.

Section 2. Budget. Prior to each fiscal year, the Board of Directors shall prepare a budget of anticipated revenues and expenses.

Article XVI. – Dissolution

Section 1. Dissolution. The Chamber 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. The Chamber can be dissolved by two-thirds of its active members; members must be notified ten (10) days prior, in writing, that such a vote will be taken at the meeting. Remaining funds or other assets of the Chamber shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, cultural or philanthropic organizations to be selected by the Board, as required by the United States Internal Revenue Code.