

Cape Cod Chamber of Commerce Bylaws

ARTICLE I

General

Headings. The headings and captions in these Bylaws are for convenience only and in no way define or describe the scope or content of any provision of these Bylaws.

Construction. As used in these Bylaws, the masculine gender shall include the feminine gender and the feminine gender shall include the masculine gender, the singular shall include the plural and the plural shall include the singular, wherever appropriate to the context.

Section 1. Name: The name of this organization shall be the Cape Cod Chamber of Commerce, hereafter referred to as “Chamber.”

Section 2. Organization: The Chamber is a non-profit organization exempt from taxation pursuant to Section 501 c (6) of the Internal Revenue Code that is a membership, destination marketing, economic development, and advocacy organization for the Cape Cod region.

Section 3. Mission: The mission of the Chamber, on behalf of its members, is to strengthen, support and promote the economic viability, cultural richness, environmental sensitivity, and social needs of Cape Cod.

ARTICLE II

Membership

Section 1. Eligibility: Any individual or entity supporting the objectives of the Chamber is eligible to become a member of this organization. Any individual or entity satisfying the forgoing criteria and paying the then current annual dues required of members shall be admitted as a member of the Chamber.

Section 2. Resignation, Suspension, and Expulsion: (a) Any member may resign from the Chamber upon written notice to the Board of Directors; (b) the membership of any member shall be terminated for nonpayment of dues after 90 days from the date due, unless otherwise extended for good cause; (c) following notice with opportunity to be heard, any member may be expelled, with or without cause, by a vote of a majority of the members of the Chamber or by a vote of not less than three quarters of the members present and voting on such expulsion. The membership of any member may be suspended, with or without cause, by two-thirds vote of the Board of Directors.

Section 3. Investments: The Board of Directors will determine membership dues and membership year.

Section 4. Voting: In any proceeding in which voting by members is called for, each member in good standing shall be entitled to cast one (1) vote.

Section 5. Exercise of Privileges: Any firm, association, corporation, partnership, or estate holding membership may nominate individuals whom the holder desires to exercise the privileges of membership and shall have the right to change its membership nomination upon written notice.

ARTICLE III

Board of Directors

Section 1: Composition: The Board shall consist of not less than 18 or more than 30 individuals including officers, who shall be elected by the general membership at the annual meeting. Nominees must be members in good standing of the Chamber. The Nominating Committee shall be charged with the objective of achieving effective representation of the regional economy and geography.

Section 2: Selection and Election: Prior to the Annual Meeting, the Chair engage the Nominating Committee which shall be led by the Vice Chair of the Board. The Vice Chair shall appoint a Nominating Committee, subject to approval of the Board. The committee will consist of not less than 6 and not more than 10 members in good standing of the Chamber, of whom no more than 50% shall be members of the Board. The Vice-Chair of the Chamber shall serve as chair of the Nominating Committee. Consideration should be given to appointment of past chairs and directors. The Nominating Committee shall prepare nominations to fill Board vacancies. These nominations shall be distributed to all members in good standing no less than 45 days prior to the Annual Meeting. Additional nominations for Director may be made by petition, signed by not less than 50 members, which shall be filed with the CEO not less than 25 days prior to the date of the annual meeting. These additional nominations, if any, will also be distributed to the general membership prior to the Annual Meeting.

One third or eight (8) to ten (10) of the total number of Directors shall be elected for the term of three years at the Annual Meeting. No person having served as Director shall be eligible for election to the Board again until one year after completion of two (2) three- year terms of office as a Director.

Section 3. Seating of New Directors: All newly elected and appointed Board members shall be seated at the next Board meeting and shall be participating members thereafter. An orientation on the purposes and activities of the Chamber shall be conducted for new directors, officers, pillar, and committee chairs.

Section 4. Vacancies and Removal: A vacancy from the number of seats elected to the Board of Directors at the Annual Meeting may be filled by a majority of the full Board provided that notice has been provided to Board members in the call of the meeting. The Executive Committee may propose nominees to fill the vacant seat. The Director so elected shall hold office until the next Annual Meeting. A member who has served less than one full year filling a Board vacancy will be eligible for election to two full terms as Director.

A Board member may, by vote of the Board of Directors, be removed following absence from three (3) consecutive meetings, or five (5) meetings in any twelve (12) month period. Any Director may be removed from the office with or without cause, by affirmative vote of two-thirds (2/3) of the entire Board of Directors.

Section 5. Policy: The Board of Directors shall be the policy making body of the organization and may, in general, perform the functions of Directors in the management of the organization. The Board, or a committee thereof, shall review the policy manual of the organization and annually vote on all policies.

Section 6. Powers of the Board: The government and policy-making responsibilities of the Chamber shall be vested in the Board of Directors, which shall control its property, be responsible for its finances and direct its affairs. The Board of Directors shall have the power to:

- a. Select and remove the CEO; prescribe any powers and duties for the staff of the

Corporation that are consistent with law, the Articles of Incorporation, and these Bylaws; and fix compensation for the CEO and provide compensation structure for all staff.

- b. Change the principal office of the corporation.
- c. Adopt and use a corporate seal.
- d. Levy annual dues, assessments, or fees upon members and set the date or dates for their payment; change the amount of such dues, assessments, or fees from time to time and provide for collection or penalties for non-payment of any such dues, assessments, or fees.
- e. Borrow money and incur indebtedness on behalf of the corporation and cause to be executed and delivered for the corporation's purposes, in corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges and other evidence of debts and securities.



Section 7. Executive Committee: There shall be an Executive Committee consisting of the of Chair, Vice Chair, Clerk, Immediate Past Chair, Treasurer, Pillar Chairs, and any other officers deemed necessary to accomplish the goals of the Chamber. The Executive Committee shall have general supervision of the affairs of the Chamber between meetings of the Board, shall perform other duties specified by these Bylaws subject at all times to the approval of the Board. The Executive Committee shall not have the authority to bind the Board to any fixed policy or principle. Decisions of the Executive Committee shall be by majority vote.

The Executive Committee shall, at the direction of the board, be responsible for the annual review of the Chief Executive Officer's performance, compensation structure for all staff, nomination and orientation of directors, budget preparation and financial reporting, and policy/process development and review. The Executive Committee shall serve as the Audit Committee and the Budget & Finance Committee.

ARTICLE IV

Officers

Section 1. Determination of Officers: The officers of the Chamber shall be Chair, Vice Chair, Immediate Past Chair, Clerk, Treasurer, Chief Executive Officer, Pillar Chairs, and any other officers as deemed necessary to accomplish the goals of the Chamber. The officers may serve for a period of no more than one year per office, except Treasurer who is not subject to term limitations. The officers shall be elected annually by the Board and must be elected from the Board membership. Terms of officers shall not be counted toward the two (2) terms limitation of the Board. The Board may approve a waiver of term for any office or position by a 2/3 majority vote of the absolute board. The Board shall elect the officers and appoint Pillar Chairs at the regularly scheduled Annual Meeting.

Section 2. Duties of Officers:

- a. Chair of the Board. The Chair shall serve as the chief elected officer of the Chamber and shall preside at the annual meeting and all meetings of the membership, Board of Directors, and Executive Committee. The Chair of the Board shall select all pillar and committee Chairs and vice Chairs, assist in the selection of committee personnel, and shall appoint non-member, non-voting committee members, subject to approval of the Board of Directors.
- b. Vice Chair. The Vice Chair shall exercise the powers and authority and perform the duties of the Chair in the absence or disability of the Chair. The Vice Chair shall assist in the selection of pillar and committee Chairs and vice Chairs.
- c. Clerk. The Clerk shall cause to be prepared notices, agendas, and minutes of all

- meetings.
- d. 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. Financial transactions shall be conducted in accordance with the financial policies of the Chamber. The Treasurer shall cause a monthly financial report to be made to the Board. The Treasurer shall chair the Budget & Finance Committee. In absence of the Budget & Finance Committee, the Executive Committee shall serve this function.
 - e. Chief Executive Officer. The CEO shall be the chief administrative officer of the Chamber and shall serve as the Chamber's President.
 - i. The CEO Shall serve as advisor to the Board and officers of the Chamber,
 - ii. Shall be a non-voting member of the Board, Executive Committee and all pillars and committees of the Board and advisory committees,
 - iii. Shall be responsible for administration of the annual action plans in accordance with the strategic plan, policies, and regulations of the Board,
 - iv. Together with the Chair of the Board, shall be the sole spokesperson for the Chamber in communications with the public except for specific areas assigned to others,
 - v. Shall be responsible for preparation of an operating budget covering all activities of the Chamber, in conjunction with the Treasurer, subject to approval of the Board and
 - vi. Shall be responsible for all expenditures within Board approved budget allocations. Subject to the powers of the Board, the CEO shall be responsible for hiring, discharging, directing, and supervising all employees of the Chamber. The CEO shall assemble information and data and cause to be prepared all reports directed by the action plans or the Board. The CEO shall serve as the Secretary of the Chamber by causing to be prepared notices, agendas and minutes of all meetings and shall assist the Treasurer of the Chamber in the preparation and maintenance of books and accounts. The CEO shall have such other powers and duties as the Board or Bylaws may prescribe.
 - vii. Shall be empowered to sign contracts, documents, and agreements on behalf of the Chamber as authorized by the Board.

ARTICLE V

Pillars and Committees

Section 1. Composition: Pillars may be appointed as in Article VI, Section 2, in order to undertake the work of the organization, and shall include Membership Services, Destination Marketing, Sustainable Economic Development and Advocacy & Education. Pillars may be comprised of members and board members and subject matter experts. Committees may be appointed as in Article V, Section 2 to support the work of the Pillars.

Section 2. Appointment and Authority: The Chair of the Board, by and with approval of the Board of Directors, shall appoint all pillar and committee members and Chairs. The Chair of the Board may appoint such ad hoc committees and their Chairs as deemed necessary to carry out the program of the Chamber. Pillar Chairs shall serve concurrent with their Executive Committee term of one (1) year unless a different term is approved by the Board of Directors. Committee Chair appointments shall be at the will and pleasure of the Chair of the Board and shall serve concurrent with the term of the appointing Chair of the Board unless a different term is approved by the Board of Directors.

No action by any member, committee, pillar, 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 Chair of the Board when their work has been completed and their reports accepted, or when, in the opinion of the Board of Directors, it is deemed in the best interests of the Chamber to discontinue the committee(s).

ARTICLE VI

Meetings

Section 1. Annual Meeting The annual meeting of the corporation, in compliance with state law, shall be held each year for the election of directors and transaction of other business.

- a. **Notice:** The time and place shall be fixed by the Board of Directors and notice thereof issued by email or other means approved by the board of directors to each member at least ten
- b. Ten (10) days before said meeting.
- c. **Quorum:** Seventy-five (75) members or 7% of the total membership, whichever is less, shall constitute a quorum. Members may vote in person or by remote communication, provided that any member voting by remote communication shall be considered present at the meeting for purposes of any quorum requirement.
- d. **Participation:** Participation by remote communication at any meeting of the members shall constitute presence at such meeting only if:
- e. reasonable measures are implemented to verify that each person deemed present and permitted to vote at the meeting by means of remote communication is a member; reasonable measures are implemented to provide such members a reasonable opportunity to participate in the meeting and to vote on matters submitted to the members, including an opportunity to read or hear to the proceedings of the meeting substantially concurrently with such proceedings, pose questions and make comments, regardless of whether the members can simultaneously communicate with each other during the meeting; and if any member votes or takes other action at the meeting by means of remote communication, a record of such vote or other action shall be maintained by the corporation.
- f. **Voting:** Each member in good standing shall be entitled to cast one (1) vote.

Section 2. Special & General Membership Meetings: General meetings of the Chamber may be called by the Chair of the Board or the Vice Chair, in absence of the Chair, at any time, or upon petition in writing of any 25 members in good standing.

- a. **Notice:** A notice shall be issued by email or other method approved by the board to each member at least five (5) days prior to such meetings.
- b. **Quorum:** Seventy -five (75) or 7% of members, whichever is less, shall constitute a quorum.
- c. **Participation:** Participation by remote communication at any meeting of the members shall constitute presence at such meeting only if:
 - i. reasonable measures are implemented to verify that each person deemed present and permitted to vote at the meeting by means of remote communication is a member;
 - ii. reasonable measures are implemented to provide such members a reasonable opportunity to participate in the meeting and to vote on matters submitted to the members, including an opportunity to read or hear to the proceedings of the meeting substantially concurrently with such proceedings, pose questions and make comments, regardless of whether the members can simultaneously communicate with each other during the meeting; and

- iii. if any member votes or takes other action at the meeting by means of remote communication, a record of such vote or other action shall be maintained by the corporation.
- d. Voting: Each member in good standing shall be entitled to cast one (1) vote.

Section 3. Board Meetings: Board meetings may be called by the Chair of the Board or by the Board of Directors upon written application of three (3) members of the Board.

- a. Notice: A notice (including the purpose of the meeting) shall be given to each Director at least twenty-four (24) hours prior to said meeting. The CEO shall give due notice by email or other method approved by the Board.
- b. Quorum: A quorum of the Board shall be one half of the full Board as constituted at the time of the meeting.
- c. Participation: a Director may participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all Directors participating are able to simultaneously communicate with each other during the meeting.
- d. Voting: A majority vote shall decide all issues, unless otherwise stated in these Bylaws.
- e. A vote of the Board, between regular meetings of the Board, may be taken by telephone or other means of communication in matters that have time sensitivity. A majority vote of the full Board is necessary, and votes shall be received within 48 hours. A vote by electronic mail may be taken in lieu of a meeting with the unanimous consent of the directors and appropriate security measures.

Section 4. Pillar Meetings: Pillar meetings may be called at any time by the Chair of the Board, or by the Pillar Chair.

- a. Notice: A notice shall be given at least twenty-four hours (24) prior to said meeting by email or other approved notice.
- b. Quorum: A majority shall constitute a quorum except when a Pillar consists of more than nine (9) members. In that case, five (5) shall constitute a quorum.
- c. Participation: a Pillar member may participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all Pillar members participating are able to simultaneously communicate with each other during the meeting.
- d. Voting: Each member in good standing shall be entitled to cast one (1) vote. Non-member(s) and/or subject matter experts may also be non-voting members of a Pillar, as appointed by the Chair of the Board per Article VI Section 2, subject to approval of the Board.

Section 5. Committee Meetings: Committee meetings may be called at any time by the Chair of the Board or by the committee's Chair,

- a. Notice: A notice shall be given at least twenty-four (24) hours prior to said meeting, by email or other approved notice.
- b. Quorum: 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.
- c. Participation: a Committee member may participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all Committee members participating are able to simultaneously communicate with each other during the meeting.
- d. Voting: Each member in good standing shall be entitled to cast one (1) vote. Non-member(s) and/or subject matter experts may also be non-voting members of a Committee, as appointed by the Chair of the Board, subject to approval of the Board.

Article VII Indemnification

Section 1. Indemnification: The Chamber shall, 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.

The right of indemnification, under this article, shall be in addition to and not exclusive of all other rights to which such director or officer or other persons may be entitled. Nothing contained in this article shall affect any rights to indemnification to which Chamber employees or agents other than directors and offices and other persons entitled to indemnification hereunder may be entitled by contract or otherwise under law.

ARTICLE VIII Finances

Section 1. Audit: The CEO and Treasurer shall cause the financial records of the Chamber to be audited by an independent auditor on an annual basis. The audited financial statements shall at all times be available to members of the organization within the offices of the Chamber.

Section 2. Funds: The Chamber funds shall be kept on deposit in insured financial institutions or invested in a manner approved by the Board of Directors

Section 3. Disbursements Financial transactions shall be conducted in accordance with the financial policies of the Chamber.

Section 4. Budget: The CEO and Treasurer shall cause an operating budget to be prepared for adoption by the Board of Directors at least 60 days prior to the beginning of the new fiscal year.

Section 5. Fiscal Year: The fiscal year of the Chamber shall end June 30th.

Section 6. Bonding: The CEO and such other officers and staff as the Board of Directors may designate shall be bonded by sufficient fidelity bond in the amount set by the Board and paid for by the Chamber.

ARTICLE IX

All members of the Chamber board and staff shall comply with the Conflict of Interest policy.

ARTICLE X Dissolution

Section 1. Procedure: The corporation may be dissolved by resolution adopted at any annual meeting or special meeting of the membership or by resolution adopted by affirmative vote of two-thirds (2/3) of the entire Board of Directors. Following the adoption of Resolution for Dissolution, the affairs of the corporation shall be concluded in accordance with the provision of

Chapter 180, Section 11 of Massachusetts General Law. In the event of dissolution, the Board of Directors shall dispose of all assets of the corporation remaining after the claims of creditors have been satisfied to corporations operating solely for similarly non-profit public purposes and which are qualified for exemption under Section 501 c (6) of the Internal Revenue Code of the United States, or to federal, state, county governments for public purposes.

ARTICLE XI

Amendments

These Bylaws may be amended at the Annual Meeting, or a general membership meeting called for this purpose, by two thirds (2/3) of the general membership in attendance, provided that the amendment(s) have been distributed to the membership 30 days prior to the meeting.

These By-Laws may also be adopted, amended, or repealed by a two-thirds vote of the Directors present and voting at any meeting, except with respect to any provision which by law or the Articles of Organization or these By-Laws, requires action by the Members. Not later than the time of giving notice of the Meeting of Members next following the making, amending, or repealing by the Directors of any By-law, notice thereof stating the substance of such change shall be given to all Members entitled to vote on amending the By-laws. Any By-law adopted by the Directors may be amended or repealed by the Regular Members. The notice of any meeting at which a change in the Corporation's By-laws shall be proposed shall contain a description of the proposed amendment.

Adopted: June 24, 2008
Amended: June 12, 2012
Amended: June 12, 2014
Amended: May 17, 2016
Amended: June 7, 2017
Amended: September 15, 2020
Amended: June 12, 2024