

# 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 Cape Cod Chamber of Commerce is a non-profit organization as defined in 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 interested in the objectives of the Cape Cod Chamber of Commerce may become an active member of this organization.

**Section 2. Termination and Removal** (a) Any member may resign from the Chamber upon written request to the Board of Directors; (b) any member shall be terminated for nonpayment of dues after 90 days from the date due, unless otherwise extended for good cause; (c) any member may be expelled by a two-thirds vote of the Board of Directors, at a regularly scheduled meeting thereof for action detrimental or inconsistent with the mission of the Chamber.

**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, all of whom 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. Included in the 18 to 30 member limitation will be an executive director in good standing of a local chamber of commerce.

**Section 2: Selection and Election** Prior to the Annual Meeting, the Chair shall appoint a Nominating Committee, subject to approval of the Board. The committee will consist of members in good standing of the Chamber, of whom no more than 50% shall be members of the Board, and one member of the Executive Committee to serve as chair. 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 again to the Board until one year after completion of two (2) three-year terms of office as 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 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.

The local chamber of commerce representative shall terminate their representation if no longer employed as a local chamber executive.

**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 evidences of debts and securities.



**Section 7. Executive Committee** There shall be an Executive Committee whose members shall serve one (1) year terms in the office of Chair, Vice Chair, Clerk, Immediate Past Chair; and any other officers deemed necessary to accomplish the goals

of the Chamber. There shall be a Treasurer on the Executive Committee whose term is not limited.

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.

**Section 8: Compliance, Grievance and Review Procedure** The Chief Executive Officer or any Board member may call for the establishment of an ad hoc Governance Committee to: review existing Bylaws and procedures; review composition of the Board; investigate any complaints or grievances made against the Chamber, employees of the Chamber, Chamber Board of Directors, or any Chamber member; review Board members' conduct and performance; investigate violations of the Chamber's Code of Ethics, and to investigate any other matters detrimental to the operations of the Chamber. The Governance Committee will consist of a Committee Chair and four (4) other committee members, of which, at least one committee member will be a non-Board member. The Governance Committee will not be composed of Executive Board members and four (4) committee members will be drawn randomly from the existing Board who will vote for a Chair and a non- Board member. Once established, the Governance Committee shall: investigate, make findings of fact, and make non-binding recommendations to the Executive Committee, and full board as required, within 30 days (or earlier if required by law e.g.. EEO complaints in Massachusetts) of establishment. Except, requests for Bylaw and Chamber procedure reviews will be afforded 90 days and will be composed of one additional member who shall be an Executive Board member.

## **ARTICLE IV OFFICERS**

**Section 1. Determination of Officers** The officers of the Board shall be Chair, Vice Chair, Immediate Past Chair, Clerk, Treasurer, 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 Board meeting following the 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.
- C. Clerk. The Clerk causes 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.
- E. Chief Executive Officer. The CEO shall be the chief administrative officer of the Chamber and shall serve as the Chamber's manager. The CEO
  - a. Shall serve as advisor to the Board and officers of the Chamber,
  - b. Shall be a non-voting member of the Board, Executive Committee and all pillars and committees of the Board and advisory committees,
  - c. Shall be responsible for administration of the annual action plans in accordance with the strategic plan, policies and regulations of the Board,
  - d. 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,
  - e. 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
  - f. 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.

- g. 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, 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 VI, 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 Chairs 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 wise to discontinue the committees.

## **ARTICLE VI**

### **Meetings**

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

Notice: The time and place shall be fixed by the Board of Directors and notice thereof mailed to each member at least ten (10) days before said meeting.

Quorum: Seventy five (75) members or 7% of the total membership, whichever is less, shall constitute a quorum. Votes by proxy shall not be allowed.

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.

Notice: A notice shall be mailed to each member at least five (5) days prior to such meetings.

Quorum: Seventy five (75) or 7% of members, whichever is less, shall constitute a quorum.

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.

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.

Quorum: A quorum of the Board shall be one half of the full Board.

Voting: A majority vote shall decide all issues, unless otherwise stated in these Bylaws. 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.

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

Notice: A notice shall be given at least twenty-four hours (24) prior to said meeting by email or other approved notice.

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.

Voting: Each member in good standing shall be entitled to cast one (1) vote. Non-member, 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,

Notice: A notice shall be given at least twenty-four (24) hours prior to said meeting, by email or other approved notice.

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.

Voting: Each member in good standing shall be entitled to cast one (1) vote. Non-member, 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 including M.G.L. c. 231 ss85W. 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 30<sup>th</sup>.

**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 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 156 section 100 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 X Parliamentary Authority**

**Section 1.** The rules obtained in the current edition of *Roberts Rules of Order Newly Revised* shall govern the corporation in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the Board of Directors may adopt.

## **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.

Adopted: June 24, 2008  
Amended: June 12, 2012  
Amended: June 12, 2014  
Amended: May 17, 2016  
Amended: June 7, 2017