

ALLEGHANY COUNTY CHAMBER OF COMMERCE

BY-LAWS

ARTICLE I
NAME

Section 1.

The name of the organization shall be the Alleghany County Chamber of Commerce, Inc.

ARTICLE II
PURPOSE

Section 1.

The Alleghany County Chamber of Commerce is organized to provide a vehicle whereby the business and professional leadership of the area, working through committees, can achieve predetermined goals which they themselves establish and the executive director and full board approve. This corporation's purpose is to act as a problem-solving organization, giving full consideration to all areas of countywide concern by gathering facts, establishing firm positive positions, providing leadership and acting as a salesman of ideas working in concert with other organizations and government.

ARTICLE III
LIMITATION OF METHODS

Section 1.

The Alleghany County Chamber of Commerce shall be non-partisan and non-sectarian, and shall take no part in or lend its influence or facilities, either directly or indirectly, to the nomination, election or appointment of any candidate for office in city, county, state or nation.

ARTICLE IV
MEMBERSHIP

Section 1. Eligibility

Any reputable person, association, corporation, partnership or estate may subscribe to membership in the Alleghany County Chamber of Commerce.

Section 2. Election

Members may be admitted by the Executive Director. The Executive Director may consult the Board of Directors regarding applicants. Members shall pay membership investments as set forth by the Board of Directors. Membership is renewable on the yearly anniversary date of the original membership.

Section 3. Representation

Any person, firm, association or corporation eligible for and receiving membership, may designate an individual to represent such membership, subject to the approval of the Board of Directors.

Section 4. Honorary Memberships

Distinction in public affairs shall confer eligibility to honorary memberships. Honorary membership shall include all the privileges of active membership, except that of holding office, with exemption from the payment of dues. Election to honorary membership shall require the affirmative vote of two-thirds (2/3) of the Board of Directors.

Section 5. Applications

Applications for membership shall be made in writing to the Executive Director. The application shall be regarded as a guarantee on the part of the applicant of his interest in and sympathy with the purposes of the Chamber, and of his adherence, if elected, to its by-laws, rules and regulations. Election to membership shall require the approval of the Executive Director.

Section 6. Delinquency

Members shall become classified as delinquent if their membership investment is not tendered during the first sixty days of their anniversary date. When a member becomes delinquent for non-payment of investments, the member will be notified of this fact by the Executive Director. The Executive Director will also report the delinquency to the Board of Directors. If a member does not remit his membership investment within the first 90 days of his anniversary date, he shall forfeit all privileges of membership in the Chamber.

Section 7. Expulsion

Any member may be expelled, by a two-thirds vote of the Directors present at any meeting, for acts which, in the opinion of the Directors, are detrimental to the interest of the Chamber or for conduct unbecoming a Chamber member. In such cases, written charges will be presented to the Directors, who, if they desire to act on the case, shall direct that a copy thereof be sent to the member by the Executive Director. The member accused shall be entitled to a hearing prior to action. The procedure at such hearing shall be determined by the Directors, and their decision as to the existence of a cause for expulsion shall be final and conclusive. Expulsion can only be lifted by a two-thirds vote of the directors present and voting not less than two years after the original expulsion took effect. All unpaid dues accruing before date of expulsion must be in the hands of the Treasurer before an expelled member can be reinstated.

Section 8. Membership Termination

The death, resignation or expulsion of a member shall terminate his membership. The termination of a membership shall work a forfeiture of all interest of the member in and to the property of the corporation, and the member shall thereafter have no right thereto, or any part thereof. The substitution of a new assignee for the older of plural memberships shall in no case terminate the particular membership.

MEETINGS

Section 1. Annual Membership

The Board of Directors shall cause a duly publicized meeting of the membership of the Allegheny County Chamber of Commerce to be held at least annually. The Board of Directors may also provide for holding additional membership meetings whenever it may be considered necessary or desirable.

Section 2. Petitions

The Board of Directors shall call a membership meeting upon petition signed by not less than ten percent (10%) of the members in good standing.

Section 3. Location

The Annual Meeting of the Chamber shall be held at the time and place determined by the Board of Directors.

Section 4. Quorum

At all membership meetings, five percent (5%) of the members in good standing shall constitute a quorum.

ARTICLE VI BOARD OF DIRECTORS

Section 1. Authority

The government of the Allegheny County Chamber of Commerce shall be vested in a Board of Directors who shall be nominated and elected or appointed as hereinafter authorized. They shall adopt policies, rules and regulations for conducting the business of the Chamber. They shall submit, in writing, an annual report to the membership of the Chamber.

Section 2. Number and Elected Officers

The Board of Directors shall consist of Twelve (12) elected by the membership. The Past-President may serve beyond his elected term to act as a Thirteenth (13) member of the Board of Directors. One third of these Directors shall be elected annually for a term of three (3) years. Directors who have demonstrated a commitment to the Chamber through active committee participation may be considered for re-election for one additional three (3) year term. The Nominating Committee will consider directors at the end of their three-year term and may choose to nominate a current Director to serve a consecutive three (3) year term to be approved by the full Board of Directors. In order to assure a balanced rotation of board members, some may be elected to one or two year terms of office.

The Directors shall have power to fill all vacancies of the Board, adopt rules and conduct the business of the Chamber, and meet regularly at a time and place to be determined by them.

Section 3. Ex-Officio

The President shall have the power to appoint a maximum of four ex-officio members of the Board of Directors who at the discretion of the President may or may not be members of the Allegheny County Chamber of Commerce. Ex-officio members of the Board of Directors shall have voice but not vote in meetings of the Board.

Section 4. Quorum

A majority of the Board of Directors shall constitute a quorum at any meeting.

Section 5. Nominee Eligibility

All nominees for the Board of Directors should be selected on the basis of merit and achievement demonstrated in the Alleghany County Chamber of Commerce, Inc. The eligibility of any nominee for the Board of Directors shall be determined by the Nominating Committee after prior consultation with the Executive Committee and/or the Executive Director.

Section 6. Committee Membership

All members of the Board of Directors shall actively serve on at least one committee.

Section 7. Attendance Requirement

Any director, who misses two consecutive meetings without prior notification to the President or Chamber office will receive an appropriate letter from the President reminding them of the policy and consequences. If the director misses 50% of the regular meetings in any calendar year they shall be notified and may be removed from the board.

Section 8. Executive Director

The Executive Director, by virtue of his office, shall sit and have voice only on the Board of Directors.

**ARTICLE VII
ELECTIONS**

Section 1. Nominating Committee

A Nominating selected shall be appointed by the President at the March Board meeting. Committee consisting of Executive Committee and other Board Members as It shall be the duty of the Nominating Committee to nominate from the membership of the Chamber as many candidates as there are vacant seats on the Board of Directors. In all cases the Nominating Committee shall observe the qualifications set forth in ARTICLE VI, Section 6, pertaining to the nomination of members of the Board of Directors. Said committee shall submit a list of recommended nominees to the Board of Directors at the April meeting from which the Board will approve a slate of new directors for the membership to approve. The members of the Chamber of Commerce shall vote to approve these nominees at the Annual Membership Meeting in May. The newly elected directors will be sworn in at the annual membership meeting.

At the May meeting, the nominating committee, chaired by the President Elect shall submit nominees for the office of President, President-Elect, Secretary, Committee Chairs and Treasurer to serve as officers and the executive committee.

**ARTICLE VIII
OFFICERS**

Section 1. Named – Length of Terms

The officers of the Chamber of Commerce shall consist of a President, President-Elect, Treasurer, Secretary and Past President. All officers shall serve for one year or until their successors are duly qualified and elected by the Board of Directors.

Section 2. President

The President shall preside at all meetings of the Board of Directors, and perform all duties incident to this office. He shall be ex-officio member of all committees. He shall, at the annual meeting of the Chamber, and at such other times as he may deem proper, commend to the membership of the Board of Directors such matters and make such suggestions as may tend to promote the prosperity and increase the usefulness of the Chamber.

Section 3. President-Elect

The President-Elect shall exercise the powers and authorities and perform the duties of the President in the absence or disability of the President. The President-Elect shall serve as needed on committees.

Section 4. Secretary

The secretary is responsible for creating a record of official board and executive board meetings and maintaining those as an official record of Chamber business. The actual taking of the minutes may be designated to a paid staff member.

Section 5. Treasurer

The Treasurer shall be jointly responsible with the Executive Director for the disbursement of the funds of the Alleghany County Chamber of Commerce. He/she shall, with the Executive Director, cause a monthly financial statement to be issued to the Board of Directors of the Chamber.

Section 6. Executive Director

The Board of Directors shall elect and employ the Executive Director, whose compensation and benefits shall be determined by the Board of Directors. The Executive Director shall serve continuously until, by mutual consent, or by official recommendation of the Executive Committee and majority vote of the Board of Directors, present and voting, a successor shall be duly qualified and selected. The Executive Director must give to the President, a thirty-day (30) written notice of his intention to resign. The employment of the Executive Director may be terminated by the Board of Directors upon thirty-days (30) written notice. This provision may be waived by mutual agreement of the Board and the Executive Director or by action of the Board of Directors for extenuating circumstances.

Section 7. Executive Director Authority

The Executive Director shall be the chief administrative officer of the Chamber. It shall be the duty of the Executive Director to conduct the official correspondence, preserve all books, documents and communications, keep books of accounts, and maintain an accurate record of the proceedings of the Chamber, the Board of Directors and all committees. The Executive Director shall have complete authority and responsibility for the internal operation of the Chamber, including the hiring, supervision, and discharging of all Chamber employees with the concurrence of the Executive Committee. Upon his resignation, he shall deliver to the Board of Directors all books, papers and property of the Chamber. The Executive Director shall be responsible to the President and Board of Directors only.

Section 8. Bonding

The Executive Director, Treasurer, and other employees of the Chamber who handle funds of the Chamber shall each furnish surety bonds in such amounts, as the Board of Directors shall deem necessary, the cost being paid by the Alleghany County Chamber of Commerce.

ARTICLE IX
COMMITTEES

Section 1. Appointments

The Committee Chairs, with the advice and concurrence of the President, shall be empowered to appoint such committees as authorized by the Program of Work. The President shall be empowered to appoint special committees not provided for in the Program of Work, as may be deemed necessary for the conduct of the affairs of the Chamber, subject to the approval of the Board of Directors. Each member of every committee shall serve at the pleasure of the President.

Section 2. Responsibility

The Various committee responsibilities and projects to be undertaken shall be clearly defined by the Program of Work, or in the event of a special committee, the responsibilities shall be defined by the President and Board of Directors.

Section 3. Authority

All projects of all committees shall be approved by the Board of Directors or the Executive Director.

Section 4. Resolutions and Statements

All resolutions adopted by committees and all reports and other communications which propose to reflect the attitude of the Chamber shall first be approved by the Board of Directors, before being made available either to the membership of the Chamber or to the public, except such resolutions, reports, and other communications as shall be approved or authorized in advance by the Board of Directors.

Section 5. Termination of Appointment

If it becomes apparent that any committee of the Chamber of Commerce is not functioning and fulfilling its responsibilities as outlined in the Policy Manual or the Program of Work, the Executive Director shall recommend to the President that the committee be restructured.

Section 6. Executive Committee Identified.

The Executive Committee shall be composed of the President, President Elect, the Immediate Past President, the Executive Secretary, the Treasurer, and Executive Director.

Section 7. Executive Committee Authority

During the intervals between the meetings of the Board of Directors, the Executive Committee shall have the power to transact all routine business of the Chamber and may exercise all the powers of the Board of Directors, subject to the approval of the Board at its next regular meeting. Meetings of the Executive Committee may be called by the President, President-Elect or the Executive Director. A majority of the members of the Executive Committee shall constitute a quorum.

Section 8. Meeting Requirements

Each committee is required to meet at least once per quarter, in addition to any special events the committee is responsible for. They will have a year-long plan of work.

Section 9. Committee Chair Appointment

Committee chairs shall be appointed by the executive committee and approved by the full board.

Section 10. Committee Chairs

The Committee Chairs of the Chamber are responsible to the President and Board of Directors for the successful completion of goals assigned to committees under their jurisdiction by the Program of Work. It is the duty of the Committee Chairs to motivate and direct the general activities of committees assigned to their jurisdiction, acting as a liaison between the committee and the Board of Directors. The Committee Chairs, with the advice and concurrence of the President, shall appoint members of all committees assigned to their jurisdiction. The Committee Chairs shall have the obligation to encourage and aid committee members toward the fulfillment of their Program of Work.

ARTICLE X
FINANCES

Section 1. Budget

The Executive Director shall compile an administrative and program budget for the annual operation of the Allegheny County Chamber of Commerce based on the proposed Program of Work (with executive board or finance committee) for the next fiscal year. As adopted by the Board of Directors, the budget, based on the Program of Work, shall be the appropriation measure of the Chamber. The approved budget may not exceed its appropriation without the consent of the Board of Directors. The budget may be amended as necessary with the approval of the Board of Directors.

Section 2. Funding

It shall be the responsibility of the Board of Directors of the Allegheny County Chamber of Commerce to provide the necessary funds for the administration and programs of the Chamber based on the Program of Work approved by the Board of Directors.

Section 3. Receiving and Disbursing

The Executive Director shall receive all Chamber of Commerce funds in the name of the Chamber and deposit such funds in the accounts of the Chamber. The Executive Director shall keep an accurate record of all receipts, deposits and disbursements. The Executive Director shall be jointly responsible with the Treasurer for the disbursement of all funds of the Allegheny County Chamber of Commerce.

Section 4. Check Signatures

Checks shall be signed by the Executive Director and counter-signed by either the President Elect, Treasurer, or the President. The bank reconciliation statement will be mailed to an appointed board member for reconciliation.

Section 5. Disbursement and Authorization

Upon the approval of the budget by the Board of Directors, the Executive Director is authorized to make disbursements on account of expenses provided for in the total budget of the Chamber without additional approval of the Board of Directors.

Section 6. Fiscal Year

July 1 – June 30 shall be the fiscal year for the Alleghany County Chamber of Commerce.

Section 7. Legal Power

The Alleghany County Chamber of Commerce shall have the power to sue, purchase, hold, sell, lease or mortgage real estate, to incur debts, borrow money, giving therefore notes of the Corporation signed by one or more officials duly authorized by the Board of Directors for that purpose and objectives of the Alleghany County Chamber of Commerce.

Section 8. Audit

The Executive Director shall cause an audit of Chamber financial records to be completed at the close of each fiscal year. This audit shall be conducted by a licensed firm of auditors and shall be available for inspection by the Board of Directors.

ARTICLE XI
PARLIAMENTARY PROCEDURE

Section 1.

The proceedings of the Chamber meetings shall be governed by and conducted according to the latest edition of Roberts' Manual of Parliamentary Rules.

ARTICLE XII
AMENDMENTS

Section 1.

These by-laws may be amended or altered by a two-thirds vote of the Board of Directors of the Chamber present at any regular or special meeting thereof; provided notice of the proposed change shall have been mailed by the Executive Director to each member of the Board of Directors not less than ten (10) days prior to such meetings.

ARTICLE XIII
DISSOLUTION

Section 1.

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 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.

Committees serving for the Board of Chamber of Commerce

Fund Raising:

Finance/Budget:

Membership:

Travel and Tourism Marketing:

Retail Merchants:

AMENDED 8-17-94

AMENDED 8-14-99

AMENDED 10-13-99

AMENDED 11/15/00

AMENDED 2/22/01

AMENDED 3/29/01

Amended 11/28/01 Article VI an VII (Elections)

Amended 1/23/02 Article VI (# of Directors)

Amended 1/23/02 Article VIII (President Elect)

Amended 1/23/02 Article IX (Committee Meetings)

Amended 2/27/02 Article X (Fiscal Year)

Amended 2/27/02 Article VI (To Assure Balanced Rotation)

Amended 3/27/02 Article IV (Executive Director approve members)

Amended 8/15/02 Article VII, VIII, IX (Committee Chairs and Exec. Committee)

AMENDED 2-17-10

Amended 5/26/2010 Article X section 4 (check signatures)

Amended April 24, 2013 Article VI section 2 (number of members to board)