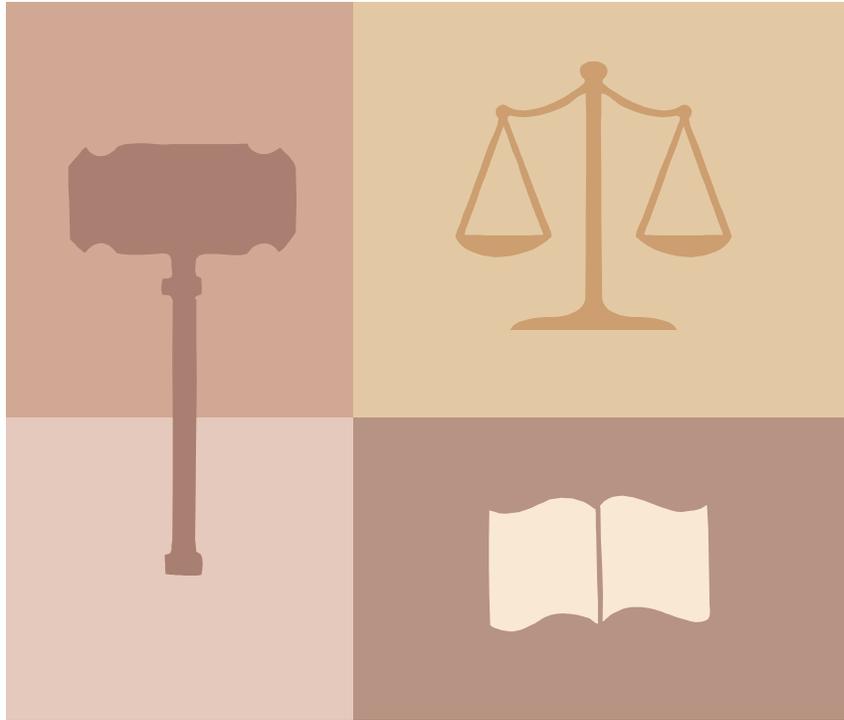


Bylaws
for
Plymouth Area Chamber of Commerce, Inc.



Adopted
January 2015

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PLYMOUTH AREA CHAMBER OF COMMERCE, INC.

BYLAWS

ARTICLE I

GENERAL PROVISIONS

Section 1: Name

The name of the corporation shall be the Plymouth Area Chamber of Commerce, Inc., hereinafter referred to as the "Chamber".

Section 2: Purpose

The Chamber is organized for the purpose of:

1. Advancing business and community growth and development by:
 - 1.1. promoting economic and educational programs designed to strengthen and expand the income potential of all business within the trade area;
 - 1.2. promoting programs of a civic, social and cultural nature which are designed to increase the functional and aesthetic values of the community;
 - 1.3. and discovering and correcting obstacles which retard or prevent business expansion and orderly community growth;
 - 1.4.
2. Preserving the competitive enterprise system of business by:
 - 2.1. creating a better understanding and appreciation of the importance of the businessperson and a concern for his or her challenges;
 - 2.2. creating an intelligent business and public opinion regarding city, county, state, and national legislative and governmental affairs, and generally addressing any issue affecting the general welfare and prosperity of the Plymouth region so that its citizens and all areas of its business community shall prosper.

The Chamber shall be nonprofit, nonpartisan, nonsectarian, and shall not directly support the nomination, election, or appointment of candidates for any political office.

Section 3: Location

The principal office of the Chamber initially shall be located at the place set forth in the Articles of Organization of the Chamber. The location of the principal office may be changed from time to time by the Board of Directors. The Board of Directors may establish other offices and places of business in Massachusetts and elsewhere.

Section 4: Fiscal Year

Except as from time to time otherwise determined by the Board of Directors, the fiscal year of the Chamber shall begin on the first (1st) day of January and end on the thirty-first (31st) day of December of each year.

ARTICLE II

MEMBERS' MEETINGS

Section 1: Annual Meeting

An Annual Meeting of the Members of the Chamber shall be held at the principal office of the Chamber or where designated by the Board of Directors, on the second (2nd) Friday of January of each year at eleven (11) o'clock in the morning, or at such time and date as so designated by the Board of Directors and shall be stated in the notice of the meeting, at which meeting Board of Directors and Officers shall be elected. the Annual Meeting must be held within six (6) months of the close of the preceding fiscal year. The Clerk shall serve personally, or send through the post office, at least ten (10) days, but not more than thirty (30) days, before such Annual Meeting, a notice thereof, stating the purpose for which the meeting is to be held, and addressed to each Member, at his or her last known post office address. The giving of notice as above required may be dispensed with for any meeting at which all Members entitled to vote shall be present, or of which all Members not present have waived notice in writing either before or after the meeting.

Section 2: Order of Business

The order of business of all Annual Meetings of the Members shall be as follows:

1. Call meeting to order
2. Roll call
3. Proof of notice of meeting or waiver of notice
4. Reading of minutes of preceding meeting
5. Report of Committees
6. Election of Board of Directors and Officers
7. Unfinished Business
8. New Business
9. Other Matters
10. Adjournment

Section 3: Special Meeting

Special meeting of the Members of the Chamber may be called at any time:

1. by a majority of the Board of Directors,
2. by a majority vote of the Executive Committee and/ or Chairman of the Board
3. shall be called by the Clerk on request of not less than five percent (5%) the Members entitled to vote.

Such a meeting shall be held at the principal office of the Chamber or where designated by the Board of Directors as shall be specified in the notice thereof. Notice of such special meeting shall be given in the manner stated above in Article I, Section 1. Notice of a special meeting need not state all the purposes for which that meeting is to be called, but shall state generally the purpose for the meeting.

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Section 4: Quorum

Five percent (5%) of the Members entitled to vote, who are present or represented by proxy, shall constitute a quorum at any meeting of the Members. If a quorum shall not be present or represented at any meeting of the Members, a lesser number may, without further notice, adjourn the meeting to another time notice of which shall be provided to the Members, such notice being as required for the meeting adjourned if the adjournment is for more than fifteen (15) days.

Section 5: Voting

Members entitled to vote shall have one (1) vote each and such additional votes in accord with Article III, Section 7. Members may vote either in person or by written proxy dated not more than six (6) months before the meeting named therein. Proxies shall be filed with the Clerk before being voted. Except as otherwise limited therein, proxies shall entitle the persons named therein to vote at any resumed meeting but shall not be valid after final adjournment of such meeting. A proxy purporting to be executed by or on behalf of a Member shall be deemed valid unless challenged at or prior to its exercise(s), in which event the burden of proving invalidity shall rest on the challenger.

No ballot shall be required for any election unless requested by a Member present or represented by proxy at the meeting and entitled to vote in the election.

Section 6: Action by Consent

Any action required or permitted to be taken at any meeting of the Members may be taken without a meeting if all Members entitled to vote on the matter consent to the action in writing which documents shall be filed with the records of the meetings of the Members. Such consents shall be treated for all purposes as a vote at the meeting.

ARTICLE III

MEMBERSHIP

Section 1: Eligibility

Any person, association, estate, corporation, partnership, or other business, civic or professional entity having an interest in the objectives of the Chamber shall be eligible to apply for membership.

Section 2: Application

Applications for membership shall be in writing, on forms provided for that purpose, signed by the applicant and accompanied by payment as per rules and regulations. A signed application for membership constitutes the applicant's agreement to the terms of membership as set forth in these Bylaws and is effective until canceled in writing.

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Section 3: Election

All applications for membership shall be reviewed and submitted to the Board of Directors with recommendation by the Executive Director. Elections of members shall be by majority vote of the Board of Directors present and voting at any meeting thereof.

Section 4: Dues

Membership dues shall be at such rate or rates, schedules or formulas, as may from time to time prescribed by the Board of Directors.

Section 5: Termination

1. Any member in good standing may resign from the Chamber upon written notice to the Board of Directors;
2. Unless otherwise extended for good cause, any member shall be suspended or expelled by the Board of Directors by a two-thirds (2/3) vote of those present and voting at any meeting thereof for non-payment of dues after a period of ninety (90) days from the due date providing written notice of delinquency shall have been given said member, and if at the end of fifteen (15) days after said period the member remains delinquent, he or she shall be dropped automatically from the membership rolls and forfeit all rights and privileges of membership;
3. Any member may be suspended or expelled for cause by a two-thirds (2/3) vote of the Board of Directors present and voting at a regularly scheduled meeting thereof after a notice stating the cause and an opportunity for hearing are afforded such member.

Section 6: Reinstatement

Membership of any member dropped or suspended from the rolls may, in the sole discretion of the Board of Directors, be reinstated as a member upon terms stipulated by the Board of Directors.

Section 7: Exercise of Privileges

Any person, association, estate, corporation, partnership, or other business, civic or professional entity holding membership may designate one (1) or more individual designees whom the holder desires to exercise the privileges of membership covered by its subscription and consistent with the policy established by the Board of Directors for that purpose and shall have the right to request change of its designees upon written notice to that effect. A member firm shall have more than one (1) vote if it pays more than the basic investment (dues) as established by the Board of Directors. Such additional voting rights and other privileges shall be based on the following: There shall be an additional vote for each additional hundred dollars (\$100) paid over and above the basic investment dues, up to a maximum of five (5) votes for each firm. Such a member firm shall designate the names of the additional representatives from such firm and additional name representatives shall receive mailings in addition to all other privileges of membership.

Section 8: Honorary Membership

Distinction in public affairs and/or service to the Chamber shall confer eligibility to honorary membership. Honorary members shall have all rights and privileges of members for a term determined by the Board of Directors except the right to vote, and shall be exempt from the payment of dues. The

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Board of Directors shall confer honorary membership to persons by a majority vote of those present and voting at any meeting thereof.

ARTICLE IV

DIRECTORS

Section 1: Powers of Directors

All corporate powers of the Chamber shall be exercised by the Board of Directors, except as otherwise provided by law. Directors shall be Members of the Chamber. The Board of Directors shall be responsible for formulating Chamber policy to be carried out by the Executive Director and staff. Also the business and property of the Chamber shall be managed by the Board of Directors which may exercise all powers of the Chamber which are not expressly reserved to the Members by law or otherwise in these Bylaws or the Articles of Incorporation. The Board of Directors may adopt such rules and regulations for the conduct of its meetings, and the management of the Chamber as it may deem proper, but not inconsistent with these Bylaws, the Articles of Incorporation, and the laws of the Commonwealth of Massachusetts.

The Board of Directors shall elect a Chairman as its first order of business, and shall elect a new Chairman as its first order of business when the office of Chairman is vacant. The Chairman shall act as or for the Executive Director

1. when there is a vacancy in that office,
2. when requested by the Executive Director,
3. in the event of a conflict of interest on the part of the Executive Director, or
4. when the Executive Director is unable or unwilling to act.

Section 2: Nominations for Director

Nominations for election to the position of Director shall be made both by the Nominating Committee, pursuant to Article V, Section 3, or by petition as herein set out: Any fifteen (15) members or designees may, by petition bearing their genuine signatures, file additional candidates who have certified their willingness to serve to the slate proposed by the Nominating Committee with the Chairman of the Board or the Clerk within ten (10) days after notice of the names of those nominated by the Nominating Committee has been mailed. Upon receipt of such petition(s), the Chairman or the Clerk of the Board shall immediately notify the Chairman of the Nominating Committee who shall call a special meeting of the Nominating Committee to be held to review the petition(s) and determine its validity within seventy-two (72) hours of its filing. After such validity is determined a complete list of all nominees shall be mailed by the Chairman or Clerk of the Board to the members not less than twenty (20) days before the date of the Annual Meeting.

Section 3: Election

Except as provided herein, Directors shall be elected by a majority vote of a quorum of Members entitled to vote, who are present or represented by proxy. Effective at the Annual Meeting in 2006, and thereafter, the Board of Directors shall be no less than nineteen (19) and not more than twenty three (23) persons in

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number. Provided, however one Director shall be the Executive Director of the Plymouth County Development Council, and one director shall be the President of the Plymouth Area Chamber of Commerce Foundation Inc., both serving at the will of the Board from year to year. Of those Directors who are elected, one-third (1/3) shall be elected for a one (1) year term, 1/3 shall be elected for a two (2) year term, and 1/3 shall be elected for a three (3) year term at the Annual Meeting of the Members.

Further, the Chairman of the Board, with approval of the Board of Directors, may appoint up to three (3) additional Directors each year to serve for terms of one (1) year as long as the total number of Directors does not exceed twenty three (23) persons. Except as otherwise provided by law, the Articles of Organization or these Bylaws, Directors shall hold office until the expiration of their term and thereafter until their respective successors are chosen and qualified. Directors shall serve no more than three (3) consecutive terms of service. Furthermore any Director appointed pursuant to Article IV, Section 5, and who serves more than one (1) year of his/her predecessor's term, shall be deemed to have served one (1) term. The Chairman of the Board of Directors shall serve no more than two (2) consecutive one (1) year terms from the date elected by the Annual Meeting of the Members.

Section 4: Resignation and Removal

Any Director may resign by delivering such resignation in writing to the Chamber at its principal office or to the Chairman of the Board or the Clerk, and such resignation shall be effective upon receipt unless it is specified to be effective at some later time. Any Director may be removed from office:

1. with or without cause by the affirmative vote of a majority of Members entitled to vote at a Special Meeting called for the purpose, or
2. for cause by a vote of a majority of the Board of Directors at a Special Meeting called for the purpose: cause shall include, among other matters, unexcused absence from three (3) meetings or illness in which the member is incapacitated and unable to make such notice available to the Chamber Board of Directors or its staff.

A Director shall not be able to vote at a Special Meeting called for the purpose of removing him/her for cause. A Director may be removed for cause only after reasonable notice and opportunity to be heard before the body proposing to remove him/her, and said notice shall contain a statement of causes assigned for such proposed removal.

A Director shall be considered as removed from office upon the unexcused absence from three (3) consecutive meetings with no further action being required.

Section 5: Vacancy

Whenever any vacancy shall occur in elected members of the Board of Directors by death, removal or resignation, the Chairman of the Board with the approval of the remaining Board of Directors shall appoint a successor to hold office for the unexpired portion of the term of the Director whose place shall be vacant.

Section 6: Meetings

The Board of Directors shall act for the Chamber and exercise its powers at Regular Meetings of the Board. Regular Meetings of the Board of Directors may be held without call or notice at such places and times as the Board of Directors may from time to time determine, provided that any Director who is absent when such determination is made shall be given notice thereof. A Regular Meeting of the Board of Directors shall be held either

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1. at the same place as the Annual Meeting of the Members following such meeting of the Members;
or
2. at that or another place within ten (10) days of that meeting.
3. at the discretion of the Chairman, if time or circumstances do not permit the holding of a meeting before the time by which the Board of Directors must act on a particular item, then a vote may be taken by an e-mail or telephone poll of the Directors, provided that 1) an attempt be made to contact each Director; 2) that each Director be given 24 hours to respond; and 3) that a response is received by at least a majority of the Directors.

Special Meetings of the Board of Directors may be held at any time and place designated in a call by the Chairman of the Board, or by five (5) or more Directors. Notice of all Special Meetings of the Board of Directors shall be given to each Director by the Clerk or, in the case of the death, absence, incapacity or refusal of, or at the request of the Clerk, by the officer or one (1) of the Directors calling the meeting. Such notice shall be given to each Director in person or by telephone or telegram sent to his or her business or home address at least twenty-four (24) hours in advance of the meeting, or by mail addressed to his or her business or home address and postmarked at least seventy-two (72) hours in advance of the meeting. Notice of a Special Meeting need not be given to any Director if a written waiver of notice, executed by him or her before or after the meeting, is filed with the records of the meeting, nor to any Director who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to him or her, except as required by law and these Bylaws as a condition to the removal of a Director. A notice or waiver of notice need not specify the purpose of any Special Meeting unless such purpose is the removal of a Director or an Officer.

Section 7: Quorum

At any meeting of the Directors, a majority of the Directors (elected and appointed) shall constitute a quorum for the transaction of business, but in the absence of a quorum a lesser number may without further notice adjourn the meeting to another time, notice of which shall be provided to absent Directors. At any meeting of the Board of Directors at which a quorum is present, the vote of a majority of those present shall decide any matter, unless a different vote is specified by law, the Articles of Organization or these Bylaws. Members of the Board of Directors or any of its committees may participate in a meeting of the Board of Directors or such committee respectively by means of a conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other at the same time and participation by such means shall constitute presence in person at a meeting.

Section 8: Action by Consent

Any action by the Board of Directors may be taken without a meeting if a written consent thereto is signed by all the Board of Directors and filed with the records of the meetings of the Board of Directors. Such consent shall be treated for all purposes as a vote at a meeting.

Section 9: Compensation of Directors

The Board of Directors shall receive no salary or compensation.

ARTICLE V

COMMITTEES

Section 1: General Committee Requirements

All divisions or committees of the Chamber are to be established in the Bylaws or by the Chairman of the Board with the approval of the Board of Directors. All such divisions and committees are subject to the Board of Directors and may be reconstituted or disestablished, respectively, by the Board of Directors. The Executive Nominating Committee shall appoint the Chairpersons of the standing divisions in accordance with Article V, Section 3, of the Bylaws and as approved by the Board of Directors. A chairperson or committee member designee thereof, shall report orally to the Board of Directors as frequently as requested by the Chairman of the Board. The Chairman of the Board shall make requests for oral reports on his or her own or at the request of a Director. All committees may make rules for the conduct of their business not in conflict with these Bylaws, but in the absence of such rules its business shall be conducted as nearly as may be practicable in the same manner as is provided by these Bylaws for the business of the Directors. Except for the Executive Committee, committee members need not be Directors but must be members of the Chamber and in good standing.

No committee shall be authorized to take independent action on behalf of the Chamber. All such committees shall be authorized only to make recommendations for Chamber action to the Board of Directors or Executive Committee. The Chairman of the Board, and the Executive Director, or their designees, alone are authorized to speak on behalf of the Chamber and this shall bind all committees.

Section 2: Executive Committee

The Executive Committee members shall be the Chairman of the Board, the Vice Chairman, the chair for each standing committee as may exist from time to time, the immediate past Chair, (but only if the immediate past chair is still then a Director), the Treasurer, and the Clerk. The Executive Committee shall have such duties and perform such functions as may be authorized by the Board of Directors in the administration of the affairs of the Chamber. It shall have the express authority to act on behalf of the Board of Directors at the request of the Chairman of the Board when such action is required prior to the next scheduled meeting of the Board of Directors. The Executive Committee shall maintain a record, or minutes, of its proceedings and report any action taken to the Board of Directors. The Executive Committee shall be the Finance Committee.

Section 3: Nominating Committee

The Executive Committee will serve as the Nominating Committee for Directors. The Nominating Committee shall present to the Clerk a slate of as many candidates as are to be elected all of whom:

1. must be a member or designee in good standing , and
2. have expressed their willingness to accept the responsibilities of the Directorship.

The Nominating Committee will present a slate of Officers as outlined in Article VI, Section 1 to the Clerk for the Board of Directors approval.

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Section 4: Additional Committees

The Chairman of the Board with the approval of the Board of Directors may establish such other standing, special and advisory committees for such purposes as the Board of Directors deem necessary. Heretofore formed organizational units and affiliates shall constitute committees of the Board of Directors and are subject to the provisions hereof.

ARTICLE VI

OFFICERS

Section 1: Officers

The Officers of the Chamber shall consist of the Chairman of the Board, the Vice Chairman, the Treasurer, and the Clerk.

Section 2: Election

All officers shall be elected annually by the Board of Directors at their first Regular Meeting following the Annual Meeting of the Members. Officers shall be members of the Board of Directors. The Clerk shall be a resident of the Commonwealth of Massachusetts unless the Chamber shall have a resident agent for the service of process appointed in the manner prescribed by law. Except as otherwise provided by law, the Articles of Organization or these Bylaws, all Officers shall hold office until the next Annual Meeting of the Members and thereafter until their term expires, or until their respective successors are chosen and qualified.

Section 3: Additional Officers

Any additional Chairs and Assistant Officers, which the Board of Directors shall, in its discretion, determine and elect, are subject to ratification by the Members at the next Annual Meeting.

Section 4: Vacancies

All vacancies in any office shall be filled by the Board of Directors without undue delay.

Section 5: Bond

The Officers and other employees shall, if required by the Board of Directors, give to the Chamber such security for the faithful discharge of their duties as the Board of Directors may direct.

Section 6: Compensation

The Officers shall receive no salary or compensation.

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Section 7: Resignation and Removal

Any Officer may resign by delivering his/her written resignation to the Chamber at its principal office or to the Chairman of the Board or Clerk, and such resignation shall be effective upon receipt unless it is specified to be effective at some later time.

Except as otherwise provided in a contract duly authorized by the Board of Directors, all Officers and agents of the Chamber shall be subject to removal at any time, without cause, by a two-thirds (2/3) vote either of the Board of Directors or of the Members. An Officer or agent may be so removed for cause by a majority vote of a quorum of either the Board of Directors or of the Members, but only after reasonable notice and opportunity to be heard by the acting body, and said notice shall contain a statement of the causes assigned for such proposed removal.

Section 8: Offices, Powers, Duties, and Responsibilities

A. Chairman of the Board of Directors

The Chairman of the Board shall:

1. Be the Chief Elected Officer of the Corporation;
2. Be Chairman of the Executive Committee;
3. Be the Executive Director when that person is unable to act;
4. Shall carry out such duties and responsibilities as are from time to time assigned by the Board of Directors; and
5. Shall be an Ex-Officio member of all committees.

B.. Clerk

The Clerk shall:

1. Be secretary of the Chamber.
2. Keep the minutes of the meetings of the Board of Directors and of the Members.
3. Serve all notices of meetings.
4. Be custodian of the records of the Chamber and of its seal; affix the latter when required, and make the former available during normal business hours for inspection and reproduction by any Director.
5. Keep a record of the names of the Board of Directors, their post office addresses, the time at which each person became a Director and the membership fees paid by each.
6. Attend to all correspondence of the Chamber.
7. See that books, reports, statements and certificates are properly made, kept and filed according to law.

C. Treasurer

The Treasurer shall:

1. Have the care and custody of and be responsible for all the funds and securities of the Chamber, and deposit or invest all such funds in the name of the Chamber in such bank or banks, trust company or trust companies or safe deposit vaults, or otherwise, as the Board of Directors may designate.

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2. Be responsible for safeguarding all funds received by the Chamber and for their proper disbursement. Any check in excess of three thousand five hundred dollars (\$3,500) shall require the signatures of any two (2) of the following: Chairman of the Board, Executive Director, Treasurer, and Clerk, or as set out in Article VIII.
3. Keep complete records on and report the financial condition of the Chamber at each Regular Meeting of the Board of Directors and at such other times as shall be required of him/her and provide a full financial report at the Annual Meeting of the Board of Directors.

ARTICLE VII

EXECUTIVE DIRECTOR

Section 1: Appointment

The Executive Director shall be hired upon such terms and conditions as may be duly authorized and approved by a majority vote of a quorum of the Board of Directors. The Executive Director shall be an employee of the Chamber and shall at all times serve at the will of the Board of Directors.

Section 2: Vacancy

Any vacancy in the position of Executive Director shall be filled by the Board of Directors.

Section 3: Compensation:

The salary and compensation of the Executive Director shall be determined by the Board of Directors and, unless otherwise specified in any contract duly authorized and approved by the Board of Directors, reviewed on an annual basis.

Section 4: Removal:

The Executive Director is an employee at will. Unless otherwise specified in a contract duly authorized by the Board of Directors, the Executive Director shall be subject to removal at any time, without cause, by a two-thirds (2/3) vote either of the Board of Directors or the Members. The Executive Director may be so removed for cause by a majority vote of a quorum of the Board of Directors. ~~or of the Members, but only after reasonable notice and opportunity to be heard by the acting body, and said notice shall contain a statement of causes assigned for such proposed removal.~~

ARTICLE VIII

CONFLICT OF INTEREST

Section 1: Officers

An Officer and any business which he/she represents may not enter into business contracts with the Chamber to provide services to it unless he/she receives an affirmative vote of two-thirds (2/3) of the members of the Board of Directors forming a quorum at any duly called meeting thereof.

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An Officer shall disclose such business contract proposals in which he/she holds or is likely to hold a business interest to the Board of Directors, and shall resign from office upon entering into such a business contract with the Chamber unless he/she receives an affirmative vote of two-thirds (2/3) of the members of the Board of Directors forming a quorum at any duly called meeting thereof

Section 2: Directors

In the absence of fraud, no contract or other transaction of the Chamber shall be affected or invalidated because a member of the Board of Directors is in any way interested in or connected with any other party to such contract or transaction, or is themselves party to such contract or transaction. Any interest in any such contract or transaction of a Director must be fully disclosed or otherwise known to the Board of Directors before the Board approves the transaction or contract. A Director may enter into business activities parallel to, with, or in competition with the Chamber without breach of fiduciary loyalty, if approved by the Board of Directors under the following conditions:

1. A Director shall be disqualified to vote on matters pertaining or related to such business activities;
2. A Director may be excluded from any meeting or part of a meeting of the Board of Directors when matters pertaining or relating to such business activities are under discussion;
3. A Director shall make full disclosure of his/her interest, or the interest of any other corporation of which he/she is a Director or Officer, in such business activities, and affirmatively advise the Board of Directors of his/her perceived interest of the Chamber in such business activities;
4. A Director shall promptly inform the Board of Directors of any such business activities as he/she knows of them, and make full disclosure of his/her interest and the interest of the Chamber as under (3) above; and
5. A Director shall be removed from the Board of Directors under Article IV, Section 4, upon the determination by the Board of Directors that he/she has breached his/her obligation of fiduciary loyalty.

ARTICLE IX

FINANCES

Section 1: Bills, Notes, & Etc.

All bills payable, notes, checks or other negotiable instruments of the Chamber shall be made in the name of the Chamber, and shall be signed by the Treasurer and Executive Director or such Officer, Officers, or delegated agents as the Board of Directors shall, from time to time, direct or as are authorized in these Bylaws. No Officer or agent of the Chamber, either singly or jointly with others, shall have the power to make any bill payable, note, check, draft, or warrant or other negotiable instrument, or endorse the same in the name of the Chamber, or contract or cause to be contracted any debt or liability in the name of or on behalf of the Chamber, except as herein expressly prescribed and provided.

Section 2: Funds

All money paid to the Chamber shall be placed in a general operating fund. Such funds shall be kept on deposit in financial institutions or in other investments permitted by law and approved by the Board of Directors.

Section 3: Disbursements

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No obligation or expense shall be incurred and no money shall be appropriated or paid except in accordance with regulations adopted or specifically voted by the Board of Directors. The Executive Director shall have the power to pay all bills that come within the scope of the annual budget previously adopted or any supplemental budgets. All disbursements from the general operating fund of the organization will be by check signed by the Executive Director and Treasurer, or as authorized in these Bylaws. Disbursements from special purpose funds will be carried out in a manner prescribed by the Board of Directors.

Section 4: Budget

Prior to the close of the fiscal year, the Treasurer, Finance Committee (Article V, Section 2) and Executive Director shall compile a budget of estimated income and expenses for the new fiscal year and submit it to the Board of Directors for review and approval.

ARTICLE X

INDEMNIFICATION

The Chamber shall indemnify and save harmless each current and former Director, Officer, employee and other agent, and each person who serves or may have served at the request of the Chamber as a Director, Officer, employee or other agent of another organization of which it directly or indirectly owns shares or of which it is a creditor, their respective heirs, administrators, successors, and assigns, from and against any and all expenses, claims or losses of any description, including amounts paid upon judgements, counsel fees, and amounts paid in settlement (before and after suit is commenced), actually and necessarily incurred by such persons in connection with the defense or settlement of any claim, action, suit, or proceeding which may be asserted against them, or any of them, by reason of their being or having been Directors, Officers, employees or other agents of the Chamber or such other organization, adjudicated in any action, suit, or proceeding to be liable for his/her own negligence or misconduct in the performance of duty. Such indemnification shall be in addition to any other rights to which those indemnified may be entitled under any Bylaw, agreements or otherwise.

ARTICLE XI

DISSOLUTION

The Chamber shall use its funds only to accomplish the objects and purposes specified in these Bylaws and no part of said funds shall inure or be distributed to the members of the organization. On dissolution of the organization, any funds remaining shall be distributed in accordance with the provisions of the Not-For-Profit Corporation Law and consistent with Internal Revenue Service regulations regarding same.

PLYMOUTH AREA CHAMBER OF COMMERCE, INC.

ARTICLE XII

CORPORATE RECORDS

The original and attested copies of the Articles of Organization, Bylaws and records of all meetings of the Members, which shall contain the names of record and addresses of all Members, shall be kept in the Commonwealth of Massachusetts at the principal office of the Chamber. Chamber records shall be available for inspection at all reasonable times by any Member for any purpose in the proper interest of the Member relative to the affairs of the Chamber.

All references in these Bylaws to the Articles of Organization and to these Bylaws shall be deemed to refer, respectively, to the Articles of Organization and the Bylaws of the Chamber as amended and in effect from time to time.

ARTICLE XIII

SEAL

The seal of the Chamber shall be a circular metal die bearing the legend:

PLYMOUTH AREA CHAMBER OF COMMERCE, INC.

ARTICLE XIV

AMENDMENT

These Bylaws may at any time be amended or repealed, in whole or in part, by a vote of a majority of the Members, provided that any proposed change is stated in writing thirty (30) days or more in advance of the Annual Meeting at which such action is to be taken.

A majority of the Board of Directors in office may also amend or repeal any Bylaws except:

1. Article II, Section 1 - The date of the Annual Meeting of the Members
2. Article IV, Section 4 - The removal of Directors
3. Article VIII – Conflict of Interest
4. Article X - Indemnification of Directors and Officers
5. Article XIV - The procedure for amendment of these Bylaws
6. Or any procedure, which by law or by the Articles of Organization requires action by the Members

To allow for transparency, any allowed changes made by the Board of Directors to the Bylaws during the fiscal year and not voted on by the Members shall be reported to the Members in the notice of the Annual Meeting.

ARTICLE XV

CONDUCT OF MEETINGS

All meetings shall be conducted in accordance with the most recent edition available of Robert's Rules of Order, subject to the Articles of Incorporation and these Bylaws.

ARTICLE XVI

AUDIT FINANCIAL REVIEW

~~The Board of Directors shall require that an audit of the Chamber's fiscal affairs be conducted annually.~~ The Board of Directors shall require that a financial review or audit of the Chamber's fiscal affairs be conducted each year.

ARTICLE XVI

EFFECTIVE DATE

These Bylaws shall become effective upon their adoption, except that the Officers and Board of Directors then in office shall continue with their respective powers and duties as herein provided for. The Officers and Board of Directors elected under the previous Bylaws shall be deemed to have been elected pursuant to these Bylaws, and shall be continued for the balance of their respective terms. In all other respects these Bylaws shall be deemed effective as of the time of adoption.

Adopted:

_____, 20

Date

Signature of Clerk