BY-LAWS OF THE

BERKELEY SPRINGS-MORGAN COUNTY CHAMBER OF COMMERCE, INC.

BERKELEY SPRINGS, WEST VIRGINIA
(approved November 2016)

Article I. - Name

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

Article II. - Object

     The Chamber is organized for the purpose of advancing the commercial, industrial, agricultural, economic interests and civic welfare of the Greater Morgan County area.

Article III. - Limitation of Methods

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

Article IV. - Membership

      Section 1. Classes of Membership. The Chamber shall be composed of active and associate members.

     Section 2. Eligibility.  Any person, association, firm, corporation, partnership or estate having an interest in the objectives of the Berkeley Springs-Morgan County Chamber of Commerce shall be eligible to apply for active membership.  Anyone who owns or is employed by an active business member of the Chamber may apply for associate membership. The Chamber Board reserves the right to decline a membership application.

     Section 3.  Active and associate members shall enjoy all the rights and privileges of the Chamber, including the right to vote.  However, no more than three associate members from any specific business shall have a right to vote, be counted a quorum or serve on the Board of Directors. Those three associate members, to be known as allowable associates, shall be indentified by the active business at the beginning of every calendar year.

Article V.  Dues

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

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

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

        Section 4. Termination *of membership*.  A.) Any membership shall be terminated by the Board of Directors by a two-thirds vote for nonpayment of dues after ninety (90) days from the due date unless otherwise extended, for good cause.  B.) A complaint against a member for conduct unbecoming a member or prejudicial to the aims of the Chamber may be made by another member and shall be made in writing. The member against whom the complaint is made shall be notified. Within 10 days and with the opportunity for a hearing by the Board, any membership may be terminated by a two-thirds vote of the Board of Directors at a regularly scheduled meeting. Upon termination of membership, all plaques or other evidence of membership shall be returned to the Board.

Article VI.  Membership Meetings

      Section 1.  Annual Meeting.  The annual meeting of the Chamber shall be held during the month of June.

  Section 2. Regular Meetings.  General membership meetings will be held at Least quarterly at a time and place approved by the Board.

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

     Section 4. Notice.  Each member of the Chamber shall be given notice of every meeting. With the notice shall also be given a synopsis of the business to be considered.

    Section 5. Voting Privileges.  Every active member of the Chamber in good standing (dues paid) is entitled to one vote in any election, referendum or any matter of business brought before the Chamber.  No more than three associate members of an active business, named in advance, may also vote. Voting by proxy is permitted if submitted in writing to the secretary prior to the meeting in which the vote is to be exercised.  The Chamber is also to be advised in writing of the decision of any firm or organization to change its designated official representative or its three associate members who may vote.

        Section 6. Quorum.  Ten per cent (10%)of the active and designated associate members of the Chamber plus one officer and two Board members shall constitute a quorum for the transaction of business at any annual or special meeting of the Chamber. A majority of the members of the Board shall constitute a quorum for the transaction of business at any regular or special meeting of the Board.

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

Article VII.  Board of Directors

Section 1. Duties.  The government and policy-making responsibilities of the Chamber, the direction of its work and the control of its property shall be vested in the Board of Directors, hereinafter called the "Board", consisting of ten (10) members, who shall be as hereinafter provided in Article VIII. After the annual election of members to the Board, the newBoard shall meet and elect from its members a President, a Vice-President and a Treasurer.

   Section 2.  Meetings.  The Board of Directors shall meet not less than once a quarter at a time and place to be selected by the Board.  Special meetings of the Board may be called at any time and for any purpose by the President or six (6) members of the Board.  Each member of the Board will be given of any such meeting. General membership may attend but not vote.

      Section 3.  Directors and officers of the Chamber shall be entitled to be indemnified by the Chamber against reasonable expenses, including attorney's fees and expenses, and any judgments, fines, penalties, and amounts paid in settlement by them in connection with any actual or threatened claim, suit or other proceeding by reason of their acting as a director or officer of the Chamber.

    No indemnification may be made in any case where the act or the failure to act in good faith in the discharge of their duties, or with engagement in intentional wrongdoing, or with willful, wanton and reckless disregard for the rights of others, for liability arising from such intentionally wrongful or willful, wanton and reckless acts.

Article VIII.  Election of Board of Directors

  Section 1. Nominating Committee.  At the general membership meeting in April, the President shall designate five (5) members in good standing as members of a Nominating Committee.  The Committee shall designate the Chairperson.

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

  Section 3. Publicity.  Upon receipt of the report of the Nominating Committee, the secretary shall be instructed to immediately notify the membership by mail of the names of persons nominated as candidates for directors, and the right of petition as provided in Section 4., of this

Article.  A list of the candidates so nominated shall be kept on file in the Chamber office.

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

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

     Section 6. Election.  The President is responsible for assuring that the election of directors is carried out according to the terms and conditions of these by-laws, that all votes of the members eligible to vote are properly tallied and canvassed, and to declare the true results of said election by report to the members.  In case of a tie, the President shall cast the deciding vote. Should there be no nominees other than the slate of candidates presented by the Nominating Committee, the President may choose to have a voice vote.

        Section 7. Terms.  No elected Director may serve more than three (3) consecutive terms.

Section 8.  The votes of all active and associate members in good standing shall be computed upon the basis indicated in Section 5. of Article VI. of these by-laws.

     Section 9. After the annual election of members to the Board, the new Board shall meet and elect from its members a President, a Vice-President and a Treasurer*.*

       Section 10. Vacancies.  Vacancies on the Board or among the officers shall be filed by a majority vote of the Board members present at a regular Board meeting. Board members chosen to fill vacancies shall serve out the remainder of the term to which they are appointed.

Article IX.  Officers

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

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

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

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

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

  Article X.  Committees

  Section 1. Appointment.  The President shall appoint all committees except as stated in Article X., Section II.

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

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

       Section 4. Committee Meetings.  Meetings of committees may be called at any time by the President or by the chairman of such committee.  The President shall be ex-officio member of all committees.

Article XI. - Finances

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

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

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

Article XII. - Seal

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

Article XIII. - Parliamentary Rules

   The proceedings of the Chamber meetings and of the Board of Directors shall be governed by and conducted according to the latest edition of Roberts Rules of Order.

Article XIV. - Amendments

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

Article XV. - Financial Structure

  Section 1. The fiscal year shall end on the 31st day of December.

       Section 2. Prior to each fiscal year, the President shall appoint a committee to prepare a budget of anticipated revenues and expenses which shall be submitted to the Board for revision or approval.

Article XVI. - Dissolution

        The Chamber shall use its funds only to accomplish the objectives and purposes specified in these by-laws, and no part of said funds shall inure, or be distributed to, the members of the Chamber.  The Chamber can be dissolved by two-thirds of its active and ~~honorary~~ allowable associate members in good standing; members must be notified ten (10) days prior, in writing, that such a vote will be taken at the meeting.  Remaining funds shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, cultural or philanthropic organizations to be selected by the Board.

dated November 2016