

BY-LAWS

NEWFOUND REGION CHAMBER OF COMMERCE

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Article I - Name

The name of this organization shall be the Newfound Region Chamber of Commerce, hereinafter sometimes referred to as "the Chamber".

Article II - Object

The Newfound Region Chamber of Commerce is organized for the purpose of advancing the commercial, industrial, civic, recreational, and general economic interests within the towns of Alexandria, Bridgewater, Bristol, Danbury, Groton, Hebron, Hill and New Hampton.

Article III - Basic Policies

The Chamber shall be organized as a NH Non- Profit Organization under Section 501 C (6) of the Internal Revenue Code.

1. Not for Profit

The Chamber shall be not-for-profit, noncommercial, nonsectarian and nonpartisan, and shall not in the conduct of its affairs discriminate on the basis of race, gender, color, creed or national origin as may be required by state and federal law and by consensus of the membership.

2. Non-Exploitation of the Chamber's Function

The name of the Chamber or the names of any members in their official capacities shall not be used in any connection with a commercial concern or with any partisan interest or for any purpose not appropriately related to promotion of the objectives of the Chamber. The Directors, Officers, and any other members serving in an honorary capacity or at the direction of the Board shall serve only for the purposes of the Chamber. If such Directors, Officers, or others serving in an honorary capacity or at the direction of the Board use such office for any other expressed or intended reasons, they shall not serve on the board or as Officers of the Chamber. If by their conduct, the Board of Directors shall determine that such expressed or intended reasons exist, such person will be removed by the Board (RSA 7: 10(11)).

3. Policy on Conflict of Interest

The Chamber has adopted and will maintain and update a policy with regard to Conflicts of Interest and Pecuniary Benefit Transactions pursuant to and in compliance with RSA 292:6-a and RSA 7: 19-A, the current version of which is attached hereto and made a part hereof. The President shall be the person who shall be charged with the responsibility of complying with the appropriate provisions required by the statute, the laws of the State of New Hampshire or as may be provided for in the Policy on Conflicts of Interest.

Article IV - Membership

1. Regular membership in the Newfound Region Chamber of Commerce shall be granted to any business located within the townships indicated in Article II. Regular membership shall also be granted to any other New Hampshire business which regularly conducts business in the Newfound Region. "Business" shall include all forms of organization, including corporations, partnerships, sole proprietorships and professional associations.
2. At the discretion of the Board of Directors, an Associate membership may be granted to any civic, fraternal, veterans, or other not-for-profit organization serving the townships indicated in Article II.
3. At the discretion of the Board of Directors, a Special membership may be granted to any individual who, although not engaged in a business eligible for regular membership, is nevertheless supportive of the objectives of the Chamber and desirous of participating in its activities.
4. Membership discontinued: Membership shall be discontinued for nonpayment of dues. Membership may also be discontinued for conduct unbecoming a member upon motion by the Board of Directors at a meeting duly called for said purpose, by a two-thirds vote of those present, but no membership shall be discontinued without first having an opportunity to be heard in their own defense before said Board of Directors. In the event a membership is discontinued for conduct, any dues paid shall be returned on a pro-rata basis.

Article V-Fiscal Year and Dues

1. The Fiscal Year of this organization shall be October I - September 30.
2. Dues shall be assessed of the members. Dues for each type of membership shall be reviewed by the Board of Directors and set by the membership for the ensuing fiscal year at the regular June meeting of the Chamber
3. All records of the Chamber shall be open to inspection during normal business hours upon 48 hours notice. Reasonable photocopy costs may be assessed.

Article VI - Meetings

1. Regular meetings of the Chamber shall be held at the discretion of the Board of Directors, provided however, that there shall be at least one meeting monthly except for the months of July and August. The specific location and time of the regular monthly meetings shall be arranged by the Executive Director.
2. The annual meeting of members shall be held on such date in the month of September of each year and at such a time and place as the Board of Directors shall determine.
3. Special meetings of the Chamber may be called at any time and place by a majority vote of the Directors or upon written request of ten or more members.
4. Notices of all meetings will be mailed, hand delivered, telephoned or otherwise conveyed to members at least five (5) days in advance of said meeting, or by means of advance publication of time and place in a newspaper of general circulation in the towns indicated in Article II.
5. A quorum at any meeting of the members of the Chamber shall consist of ten per cent of the members. A majority of such quorum may decide any question that may come before the meeting.
6. Each Regular and Non-profit dues paying member shall have one vote regardless of the number of representatives in attendance at a meeting.
7. All meetings held pursuant to article VI shall be held within the towns listed in Article II, unless otherwise voted by the membership.
8. Rules of Order: The proceedings of the Chamber meetings shall be governed by and conducted according to the latest edition of Robert's Manual of Parliamentary Rules. The President of the Chamber shall vote only to break a tie.

Article VII - Officers and their duties

1. The officers of the Chamber shall be a President, a Vice-President, a Secretary and a Treasurer, all of whom shall be elected by the membership for one year at the annual meeting and shall hold the office until their successors are elected and qualified.
2. The President shall preside at all meetings, shall have general supervision of the affairs of the organization, shall such reports to the Board of Directors and the membership at large as may be deemed necessary or as may be required, and shall perform all duties as are incident to this office or are properly required by the Board of Directors.
3. The Vice-President shall assist the President in the performance of the duties of that office, and in the absence or disability of the President, shall undertake and perform all the duties of the President.
4. The Secretary shall keep the minutes of the meetings of the Chamber and of the Board of Directors and shall issue notices of all such meetings to the membership thereof. Furthermore, the Secretary shall have charge of the seal and the Corporate Books of the Chamber, shall collect the dues, shall maintain a roster of the membership of the Chamber, shall sign, along with the President, such instruments as require such signatures, and shall make such reports and perform such duties as are properly required by the Board of Directors.
5. The Treasurer shall review the accounts of the organization annually just prior to the annual meeting of the organization and shall make a report of such at said annual meeting. In conjunction with the Board of Directors and the Executive Director, the Treasurer shall prepare a budget for the ensuing fiscal year to be presented to the membership at the regular meeting in June. Furthermore, the Treasurer shall sign such instruments as may be required and perform all other duties incident to the office or that are properly required by the Board of Directors.
6. The Officers shall promulgate a personnel manual for any employees and all policies stated shall apply to Officers and Directors as applicable.



Article VIII - Executive Director

1. The Board of Directors, with the consent of the membership shall employ an Executive Director who shall be an ex-officio member of the Board of Directors without vote.
2. The Executive Director shall be the chief administrative and executive officer and shall be charged with the general supervision and management of the office and business affairs of the Chamber. He/She shall be responsible for safeguarding all of the funds of the Chamber in the manner prescribed by the Board of Directors, shall perform the duties of the secretary as may be required, conduct the correspondence, and preserve and maintain the records of the proceedings of the Chamber and the Board of Directors' meetings.
3. The Executive Director shall engage, discharge and have general supervision over all employees, including the fixing of their duties and compensation in accordance with policies and practices approved by the Board of Directors.
4. The Executive Director shall, from time to time, provide the President and members of the Board of Directors such advice as will keep them informed of the activities and developments within the Chamber, and will provide such reports as the Board of Directors may require.

Article IX - Board of Directors

1. The business and property of the Chamber shall be managed by a Board of Directors consisting of the elected Officers, the Executive Director, the immediate Past President and' no more than six other regular members nominated by the President and approved by the membership. Any vacancies occurring during the year may be filled by the remaining members of the Board. The term shall be 3 years on a staggered basis.
2. Meetings of the Board of Directors may be called by the President or written call of at least three members of the Board with seven (7) days notice to the whole Board.
3. A quorum for the conduct of business shall consist of a majority of the entire Board of Directors. A majority of such quorum shall decide any question that may lawfully come before the meeting.
4. Except as otherwise set forth in the By-Laws, the Board of Directors shall have all the authority granted to a Board of Directors under New Hampshire law in managing the business and conducting the affairs of the Chamber.
5. Absent from Meetings - Absence from three consecutive Board of Directors meetings, unless excused by the President, shall be cause for dismissal. Such dismissal shall require a majority vote of the Board of Directors.

Article X - Nomination and Election of Officers

1. The President shall appoint a Nominating Committee whose duty shall be to present a slate of officers for election at the annual meeting. A copy of this slate of officers shall be forwarded to each regular member by mail at least one (1) week prior to the annual meeting at which officers are to be elected.
2. Any regular member who so desires may nominate any other regular member(s) of the Chamber for any office(s) of the organization by recording with the Secretary, or Executive Director, the name(s) of said nominee (s), consented to in writing by the nominee (s), two (2) weeks preceding the annual meeting. Furthermore, any regular member may nominate any other regular member of the Chamber for any office in the organization from the floor at the time of the meeting at which the annual election of officers takes place.
3. If there should be more than one candidate nominated for any of the offices of the Chamber the Secretary or Executive Director shall provide suitable ballots for the election.
4. No person may hold two offices in this organization at the same time, except as an Officer and a member of the Board of Directors.

Article XI - Committees

1. The Chamber of Commerce shall have the following regular Committees:
a)Membership; b) Fund raising; c) Advertising & Promotion d) Events Committee. These will be standing committees and the Chairperson will be appointed by the President.
2. Committees: The Board of Directors shall appoint such committees as they deem necessary to properly conduct the business affairs of the Chamber.
3. Function: It shall be the function of the committees to study and make recommendations to the Board and to carry out those so approved.
4. Limitation on Delegated Powers: No committee shall have the power to commit the Chamber on any matter of general policy, or contract any debt on behalf of the Chamber without the express authorization or the Board.

Article XII - Dissolution

1. In the event that this organization is dissolved and ceases to be in existence, all of its remaining financial assets shall, after payment of its regular debts, accrue to the Bristol Recreation Advisory Council, Inc., a non-profit community service organization in Bristol, NH, doing business as the Bristol Community Center, or if that organizations is no longer in existence, to one or more regularly organized and qualified tax exempt, charitable, educational, scientific or philanthropic organizations to be selected by the Board of Directors, as defined by the Internal Revenue Code. At no time during its existence or upon dissolution shall any of the Chamber's funds inure, or be distributed to any member of the Chamber.

Article XIII - Amendments

1. These By-Laws may be amended, by a two-thirds vote of the regular members of the organization present at any regular or special meeting called for that purpose thereof, provided such action has been announced in the call and notice of the meeting as provided in Article VI.

Article XIII - Adoption and Certification

2. These By-Laws were adopted by a majority vote of the regular members of this organization, and supersede and replace all previous By-Laws heretofore adopted by the Newfound Region Chamber of Commerce.

Dated this ____ 1st _____ Day of *February*, 1999, in Bristol, New Hampshire.