

Amended – January 29, 2016

CONSTITUTION AND BY-LAWS

WALPOLE CHAMBER OF COMMERCE, INC

WALPOLE, MA.

Article I – Name and Object

Section 1. The name of the organization shall be the Walpole Chamber of Commerce, Inc., a 501 (c) 3 Corporation.

Section 2. The object of the Walpole Chamber of Commerce, Inc., (Chamber) shall be to advance the commercial, industrial, civic, and general interests of the Town of Walpole and its trade area.

Article II – Membership

Section 1. All persons who sympathize with the object of the Chamber, including, but not limited to any retail merchant, manufacturer, professional, or other business person shall be eligible for membership by application through the President with the majority approval of the Board of Directors (BOD) and announced to the members present at the next regular meeting of the Chamber.

Section 2. The dues for the current year shall be paid to the Treasurer before the name of any applicant shall be voted upon. In the event that the applicant shall not be elected to membership, the amount of such dues shall be refunded to the applicant by the Treasurer.

Section 3. Honorary members as recommended by the BOD may be elected by unanimous vote at any regular meeting. They shall be exempt from regular dues and assessments and have all the rights and privileges of the membership.

Section 4. Any person may withdraw in good standing from the Chamber by notification through the President, with said withdrawal being a release to the organization of all rights, title, and interest of such member in and to the property and assets of the Chamber.

Section 5. Any member, whose conduct may tend to endanger the good order and reputation of the Chamber, may be expelled from membership by the BOD, after first being notified by the President of the charges and afforded reasonable opportunity for a hearing. Any member who is being expelled shall forfeit all right, title, and interest in and to the property and assets of the Chamber.

Section 6. Individuals who have been members of the Chamber for at least 10 years shall, upon retirement from active business or profession, be exempt from regular dues and assessments and have all the rights and privileges of membership.

Section 7. The Chamber may become affiliated with other Chambers if the affiliation is beneficial to the members, as determined by the BOD.

Article III – Dues

Section 1. Until otherwise fixed by the Board of Directors (BOD), the annual dues of the Walpole Chamber of Commerce (Chamber) shall be \$100 for individuals (no business affiliation noted); \$125 for Business I for up to 4 full-time equivalent (FTE) employees; \$175 for Business II for 5 – 11 FTE employees; and \$225 for Business III for 12 or more FTE employees. Said dues are payable each year per invoice sent by USPS or e-mail. At a meeting 6 months from the mailing, all members whose dues remain unpaid shall be dropped from the membership, if so voted by a majority of those members present.

Article IV – Meetings

Section 1. The regular meeting of the Chamber shall be held monthly, as called by the BOD, with the exception of July, August, and December, which meetings shall be optional.

Section 2. At any duly called meeting of the Chamber, the presence of at least twenty members shall constitute a quorum for the transaction of business. A less number may adjourn.

Section 3. The annual meeting of the Chamber shall be held during the month of June each year, the place and hour to be determined by the BOD.

Section 4. Meetings of the members may be held at such times as the President, with the approval of the BOD, may determine. Due notice by USPS mail and/or e-mail shall be given to every member and shall contain a statement of the purpose of the meeting and shall be issued at least five days preceding the meeting.

Article V – Officers and Board of Directors

Section 1. The officers of the Chamber shall consist of a President, Vice-President, Secretary, and Treasurer, who together with the immediate Past President and eight other members, shall constitute the BOD, which shall exercise a general superintendence over the interests of the Chamber.

Section 2. The President shall preside at all meetings of the Chamber. Upon his/her absence or resignation, the President's duties shall be performed by the Vice-President. In the absence of the Vice-President, by the Treasurer.

Section 3. The Secretary shall keep the records and papers of the Chamber, issue notices of all regular meetings, and call special meetings at the request of the President or BOD. The Secretary, with assistance from the BOD, shall actively provide information to the media concerning activities and accomplishments of the Chamber. The BOD may determine that the duties of Secretary be divided into two positions, recording and corresponding.

Section 4. The Treasurer shall have charge of the funds of the Chamber, receive all monies, make all disbursements which have been approved by the President, or in his/her absence the Vice-President, render a statement of the accounts at monthly BOD meetings and the annual meeting or at any other meeting when requested to do so by the President, keep a list of members, collect all membership fees and assessments, and make an annual report on the condition of the membership of the Chamber.

Article VI – Nomination and Election of Officers

Section 1. At the April meeting, a Nominating Committee of three members shall be appointed by the President, with the approval of the Board of Directors (BOD), which shall create a slate of candidates for four officers and eight directors to be presented at the annual meeting for a vote on the offices to be filled.

At the annual meeting, additional nominees may be offered from the floor by any member. A nominee from the floor must first be voted to replace the committee's nominee, then a vote on the amended slate.

Section 2. The officers and BOD shall be elected annually.

Section 3. Any vacancy among the officers or the BOD may be filled by a vote of the remaining BOD.

Article VII – Committees

Section 1. There shall be permanent and standing committees of Christmas activities, Membership, Scholarship and such other committees as the BOD or Chamber may from time to time determine.

Section 2. Unless otherwise provided by vote of the Chamber, each committee shall be appointed by the President. Each committee may have a member of the BOD as a committee member.

Article VIII – Funds

Section 1. All funds of the Chamber shall be deposited in any bank convenient to local facilities and all monies drawn from said banks shall be by check, signed or endorsed by the Treasurer.

Section 2. The BOD may require any officer or member having custody of any funds of the Chamber, to furnish a bond in an amount with sufficient surety to the satisfaction of the BOD as it may require, and the premiums for which shall be paid by the Chamber. When necessary the BOD may select the services of a Certified Public Accountant to audit the books and accounts of the organization.

Section 3. All matters pertaining to the expenditures of money shall be referred to the BOD for approval and announced at the next regular meeting.

Article IX – Advertising and Solicitation

Section 1. All advertising shall be paid for by the members so advertising.

Section 2. Solicitation of members, by members, is allowed. Solicitation of members, by non-members, may be controlled by the Board of Directors (BOD) and require a fee. All members have the option of opting-out of any solicitations.

Article X – Seal

Section 1. The Walpole Chamber of Commerce, Inc. (Chamber) may have a seal of such design as the BOD may adopt. The Secretary shall be the custodian of the seal.

Section 2. At the request of members, the Secretary is authorized to affix the seal to certification requests of foreign countries. Non-member requests may be subject to a fee as determined by the BOD.

Article XI – Amendments

Section 1. The Constitution and By-Laws may be changed and/or amended by a vote of two thirds of the members present and voting at any regular meeting, notice of the proposed alteration or amendment having been given at a previous meeting and in the call of the meeting at which the amendment is voted.

Article XII – Order of Business

Section 1. At regular meetings of the Chamber, unless otherwise noted, the Order of Business shall be as follows:

1. Meeting called to order,
2. Reading of minutes and approval of records of previous meeting,
3. Disclosure of recent BOD votes and actions,
4. Communications,
5. Election of officers, if any,
6. Resignations from and applications for membership,
7. Report of Committees,
8. New Business,
9. Suggestions for the good of the Chamber,
10. Adjournment.