

**BY-LAWS**  
**CARBONDALE COMMUNITY CHAMBER OF COMMERCE**  
Last revised  
3/9/2023

**ARTICLE I** – These By-Laws shall become effective immediately and shall supersede all previous By-Laws and amendments thereto which are hereby amended and set aside.

**ARTICLE II – NAME AND OBJECTIVE**

**SECTION 1** – The name of this organization shall be the CARBONDALE COMMUNITY CHAMBER OF COMMERCE (the “Chamber”).

**SECTION 2** – The Chamber is organized for the purpose of advancing the commercial, industrial, and civic interests of Chamber members and its trade area.

**SECTION 3** – The Chamber shall be non-partisan, and non-sectarian, and shall take no part in, or lend its support to, the election or appointment of any candidate for public office or any political matter.

**ARTICLE III – MEMBERSHIP**

**SECTION 1** – Any reputable person, association, corporation, partnership or estate, interested in the commercial, agricultural, mining, civic, social, and cultural progress of the community, shall be eligible for membership. All applications for membership must be accompanied by payment of the membership fee. Any member that is current in their membership fees is considered a member in good standing.

**SECTION 2** – The Board of Directors (“Board”) shall annually set the membership fees and voting rights for all memberships, and shall determine the manner in which such membership fees shall be payable; that such membership fee shall be in addition to any amount that may be subscribed to by any member for any advertising special promotion, or special workers.

**SECTION 3** – Suspension. A member may be suspended for a period or expelled for cause such as violation of any of the By-Laws or Rules of the Chamber or for conduct prejudicial to the best interests of the Chamber. Suspension or expulsion shall be by a two-thirds vote of the Board then in office, provided that a statement of charges shall have been mailed to the member at his last recorded address as it appears on the records of the Chamber at least fifteen days before final action is taken thereon. This statement shall be accompanied by notice of the time, date, and place where the Board is to take action on the charges. The member shall be given the opportunity to present a defense at the time and place mentioned in the notice.

**SECTION 4** – Default and Termination of Membership. When any member shall be in default in the payment of any amounts required to be paid to the Chamber pursuant to Article III, Section 1 for a period of two months from the beginning of the fiscal year or period for which such payment became payable, such member’s membership may thereupon be terminated by the Board forthwith. During any period in which a member is in default as described herein, such member shall be ineligible to vote on any matter submitted to the membership for a vote.

**SECTION 5** – Open Board Meetings. All general Board meetings of the Chamber shall be open to the

membership of the Chamber, who shall be free to attend. However, upon special request, a meeting of Board Members only may be called. (See ARTICLE VII - SECTION 6.)

**SECTION 6 – Voting.** Any member of a limited liability company or an officer of a corporation may represent that entity at any meeting. Any limited liability company or corporation may be represented at any meeting by any member of its staff delegated by it for that purpose; but each member or officer shall be entitled to only one vote. Any vote made by the membership may be made or taken by mail or e-mail, if so, directed by the Board.

#### **ARTICLE IV – BOARD OF DIRECTORS**

**SECTION 1 – Power and Duties.** The government of the Chamber, and the direction of its works shall be vested in its Board. Appointments to the Board shall be made each December, provided that Board members may be appointed at other times in order to fill a vacancy on the Board. Up to eight (8) members shall be appointed to the Board in odd-numbered years and up to seven (7) members shall be appointed in even-numbered years. The Board shall, therefore, be composed of at least nine (9) to fifteen (15) persons. The term of every director shall be for 24 months, commencing with the first meeting in January immediately following appointment, and ending with the last meeting in December two years later, with the exception of a member of the Carbondale Town Council who shall fill the government seat and shall be a voting member of the Board. That term shall run concurrent with the term of office on the Carbondale Town Council or as appointed by Carbondale Town Council. Newly elected Board members will attend Board meetings in December as non-voting members. The Tourism Council of Carbondale (“TCC”) shall appoint one (1) member of its committee to serve as liaison and voting member of the Board. This liaison shall be in addition to the number of persons allowed on the Board as set forth above. The term of the TCC liaison shall run concurrently with their term on the Tourism Council of Carbondale or as appointed by the TCC. In addition, one (1) member of the Chamber Board shall sit on the TCC as a voting member.

**SECTION 2 - Term Limits of Board Members.** The service of a General Board Member is limited to three consecutive two-year terms. The service of an officer is limited to two (2) one-year terms. The Vice Chair (Chair Elect) shall serve a one-year term as Vice Chair (Chair Elect) and one year as Chair. An exception requires approval by a two-thirds majority vote of the Board. A former Board Member who has completed three consecutive two-year terms may re-apply to the Board after sitting out one or more two-year terms.

**SECTION 3 - Seat Categories.** In addition to the classification described in Section 1 above, it is recommended that the Board shall reflect the diversity of the Chamber membership. It is further recommended that the seats of the Board shall be categorized as follows:

- Bar/Restaurant
- Educational Institution
- Financial Institution (Banks, Savings & Loan, Financial Planners, Mortgage Companies, etc.)
- Lodging
- Marketing/Media/Public Relations
- Personal Professional Services (Lawyers, Doctors, Dentists, Accountants, Insurance Agents, etc.)
- Real Estate/Construction Trade/Developers
- Redstone/Marble
- Retail/Wholesale/Manufacturing

- Technology
- Town of Carbondale/Town Council
- At Large
- At Large
- At Large
- At Large
- At Large

The holder of each seat on the Board must be a member or representative of a member who is categorized the same as the seat he/she occupies. There shall be only one voting member on the Board from any single business. An exception requires approval by a two-thirds majority vote of the Board of Director.

**SECTION 4** – The Directors shall have the power to fill all vacancies on the Board. They may adopt rules for conducting the business of the Chamber. They shall meet at least once a month, at such time and place as will be determined by them. The directors shall in all cases act as a Board, regularly convened, and, in the transaction of business the act of a majority present at a meeting shall be the act of the Board, provided a quorum is present, except as otherwise provided by law or the Articles of the Chamber. The Directors may adopt such rules and regulations for the conduct of their meetings and the management of the Chamber as they may deem proper, provided that such rules and regulations are not inconsistent with law or these By-Laws.

The Board may create such committees, divisions, bureaus, departments, councils, or subsidiary or independent corporations, as may be advisable to meet the purposes and objectives of the Chamber. The Board shall authorize and define the powers and duties of all divisions, bureaus, departments, councils, and subsidiary corporations. The Board shall review annually all activities and proposed programs of such committees, divisions, bureaus, departments, councils, or subsidiary corporations, including the collection and disbursement of funds, as appropriate or necessary. No action or resolution of any kind shall be taken by divisions, bureaus, departments, councils, or subsidiary corporations except as expressly authorized or approved by the Board.

**SECTION 5** – At the November Executive Committee meeting, the Nominating Committee of five members, consisting of the Chair, Vice-Chair (Chair Elect), Secretary, Treasurer, and President & CEO, shall present a slate of candidates to fill the positions of the Directors whose terms of office are expiring. Additional names of candidates for the Board may be nominated by a petition bearing the signatures of the lesser of fifty-one percent or twenty members in good standing of the membership category for which the nomination is being made. Such petition shall be filed with the Nominating Committee on or before November 1st. The determination of the Nominating Committee as to the validity of a petition shall be final.

**SECTION 6** – If no petition is filed within the time allowed, the nominations shall be closed and the nominated slate of candidates shall be declared by the Board at their next regular Board meeting (December) to be elected. If a legal petition shall present additional candidate(s), the names of all of the candidates shall be arranged on a ballot by membership category, with instructions to vote for only one candidate in each category. The President & CEO shall forthwith email the ballot to all members entitled to vote. Each member business is allowed to vote once. Additional votes by the same member business will be void. Those candidates receiving the most votes shall fill the vacancies. Any incomplete terms shall be made by Board appointments.

**SECTION 7 – Attendance and Absences.** All members of the Board are expected to attend at least eight meetings annually. Any Board member who misses more than four meetings in a calendar year, without obtaining a leave of absence from the Board, shall be deemed to have voluntarily resigned. In such event, that member’s seat on the Board may be declared vacant by the Board, and filled as provided for in Article IV of these By-Laws.

**SECTION 8 – Removal.** Any director may be removed with or without cause, at any time, by a vote of two-thirds of the members of the Board then in office present at a regular meeting of the Board or at a special meeting called for that purpose. A director shall be automatically removed without further action by the Board when he/she or the member of which he/she was a representative shall cease to be a member, or when the director shall cease to be affiliated with the member of which he/she was a representative.

**SECTION 9 - Resignation.** Any director may resign his or her office at any time. Such resignation shall be made in writing and take effect immediately without acceptance.

## **ARTICLE V – OFFICERS**

**SECTION 1 -** The officers shall be a Chair, a Vice-Chair (Chair Elect), Secretary, and Treasurer. All officers shall be members in good standing of the Chamber and elected for a one-year term. One person may hold both the office of Vice Chair and Secretary. The officers shall comprise the voting members of the Executive Committee.

**SECTION 2 - Election and Term.** The President & CEO shall be hired as a non-voting member of the Executive Committee by the Board and shall serve at the pleasure of the Board. The Board shall meet on the first regular meeting in November and shall elect the Chair, Vice Chair (Chair Elect), Secretary, and Treasurer. The new terms of office for Chair, Vice-Chair (Chair Elect), Secretary, and Treasurer will begin on January 1st of the following year. (Term limits see Article IV, Section 2)

**SECTION 3 –** If a Chair is unable to continue in that office for any reason, the Vice-Chair will automatically become Chair. The Board will then elect a new Vice-Chair (Chair Elect).

**SECTION 4 –** The Chair duties shall be the following:

1. Preside at all general meetings, Executive Committee Meetings, Board Meetings, and the Annual Retreat.
2. Appoint all Committee Chairpersons with the exception of the Executive Committee.
3. Oversee all activities of the Chamber.

**SECTION 5 -** The Past Chair duties shall be the following:

1. Perform the duties of the Chair in the absence of the Chair and Vice-Chair.
2. Report to the membership at the annual meeting of the activities of the Chamber during his or her tenure.
3. Advise and counsel the Executive Committee as they request may from time to time.

**SECTION 6 –** The Vice-Chair duties shall be the following:

1. Serve on the Executive Committee.

2. Preside at general meetings, Executive Committee Meetings, and Board Meetings in the absence of the Chair.

**SECTION 7** - The Secretary's duties shall be the following:

1. Attend general meetings, Executive Committee Meetings, Board Meetings and the Annual Retreat.
2. Maintain an accurate record of the proceedings of the Chamber Board Meetings.
3. Oversee the appointment process of the Board and the Executive Committee.
4. Oversee the voting process of issues before the Board and/or the voting process of issues before the general Chamber membership.

**SECTION 8** - The Treasurer's duties shall be the following:

1. Attend general meetings, Executive Committee Meetings, Board Meetings and the Annual Retreat.
2. Receive funds, collect dues, and keep all monies in a bank to be selected by the Board.
3. Make a monthly financial report to the Board.

**SECTION 9** – The President & CEO's duties shall be the following.

1. Administer the activities of the Chamber in accordance with the policies and regulations of the Board.
2. The President & CEO shall be responsible for hiring, directing, supervising, and discharging the employees of the Chamber.
3. The President & CEO and the Board shall prepare and execute the annual operating budget covering all activities of the Chamber, subject to the supervision and approval of the Board.
4. The President & CEO shall oversee the payment for all expenditures of the Chamber as approved by the budget adopted by the Board.
5. The President & CEO shall perform such other duties as may be prescribed by these By-Laws, or assigned to him or her by the Chamber or its Board in order that the purposes of the Chamber may be accomplished.

**SECTION 10** – Removal of Officers. Any officer except the President & CEO may be removed with or without cause by the vote of a majority of the Board then in office.

**SECTION 11** – Vacancies. All vacancies in any office shall be filled promptly by the Board, either at regular meetings or at a meeting specially called for that purpose.

**SECTION 12** – Compensation. Except for the office of President & CEO, all officers of the Chamber shall serve without compensation. The compensation of the President & CEO shall be fixed by the Board.

## **ARTICLE VI – COMMITTEES**

**SECTION 1** – The Chair, Vice-Chair, Secretary (or combined Vice-Chair/Secretary), Treasurer, and President & CEO shall constitute an Executive Committee to assist the Board in conducting the routine business of the Chamber of Commerce.

**SECTION 2** – The Chair shall appoint all other committee chairpersons, and committee members, subject to approval of the Board.

**SECTION 3 – Quorum.** A majority of any committee of the Chamber shall constitute a quorum for the transaction of business, unless any committee shall by a majority vote of its entire membership decide otherwise.

**SECTION 4 – Reports.** Upon concluding its deliberations or reaching a decision appropriate for Board consideration, the committee chair or his designee shall make a report to the Board or as directed by the Chair. Once the committee’s action has been approved by the Board, the committee shall take such steps as directed by the Board, or are necessary in the judgment of the committee chair to carry out the decision of the Board.

**ARTICLE VII – MEETINGS**

**SECTION 1 –** The Board may hold membership meetings whenever it may be considered necessary or desirable. Meetings may be held in-person, at a designated place and time, or may be held virtually via Zoom, Teams, or another virtual meeting platform. Votes may be cast electronically by e-mail, so long as the vote is cast within the time period designated at the meeting.

**SECTION 2 –** The Board shall call a membership meeting upon receipt of a valid petition signed by at least ten percent (10%) of the membership.

**SECTION 3 –** The annual meeting of the Chamber shall be held as soon as practical after the close of the fiscal year, at a time and place to be determined by the Board.

**SECTION 4 –** Ten percent of the members in good standing shall constitute a quorum at all membership meetings.

**SECTION 5 –** A simple majority shall constitute a quorum at all Board or Committee meetings.

**SECTION 6 –** “Special Board” meetings may be called by the Chair, Vice-Chair, Secretary or Treasurer, or in their absence, by three (3) Directors. All Directors will be notified at least twenty-four hours in advance of all special meetings including the starting time, place, and purpose of the meeting.

**SECTION 7 –** Committee meetings may be called at any time by the Chair or Committee Chairperson.

**ARTICLE VIII – FISCAL YEAR**

**SECTION 1 –** The fiscal year shall end on the 31st day of December of each year.

**ARTICLE IX – PARLIAMENTARY PROCEDURE.**

The rules of order contained in this Article shall be used at all meetings of members, directors, or any Committee thereof, provided that any rules of order or procedure not covered by these rules shall be determined according to the latest edition of "Robert's Rules of Order."

**SECTION 1 –** The presiding officer or chairperson at all Chamber meetings, whether those of the members or of the directors, shall have authority to maintain order, to require adherence to these rules

of procedure, and, as may be reasonable, to limit or stop debate. An appeal shall lie at the insistence of any voting participant to the entire board or group of members present in person with regard to any ruling so made by the presiding officer.

**SECTION 2** – The raising of any point of order shall take precedence over other business, and an appeal shall lie to the entire board or group of members present in person at any meeting of members or of directors as to any ruling or irregular procedure involving a point of order at the insistence of any voting participant at the meeting.

**SECTION 3** – The presiding officer of a meeting of directors, provided he/she be a director at the time, may cast his/her vote on any matter before the meeting, regardless of whether it creates a tie vote. In the event of a tie vote, the proposition fails for lack of majority approval.

**SECTION 4** - Reconsideration of a matter at any meeting of directors, or similarly at any meeting of members, may be affected by a rescinding vote taken prior to the close of the meeting. Any reconsideration entertained at a subsequent meeting of directors shall be valid only if done pursuant to the motion of a member who voted with the majority on the matter at the earlier meeting.

**SECTION 5** – An amendment to an action or resolution shall take precedence over the original motion or resolution, and if the amendment carries or is adopted, the original matter takes precedence and must be acted upon before proceeding to other business. An amendment that is a substitute for the original action or resolution is to be considered as any other new business insofar as precedence is concerned.

**SECTION 6** – Each action or decision of the members or of the directors shall be reduced to the form of a motion, either oral or written, and so stated by the proponent or the presiding officer to the meeting. The motion shall be seconded. After the motion has been seconded, there shall be a discussion of the motion. After discussion of the motion there shall be a final vote. Only voting participants at meetings shall be qualified to propose or to second any such motions.

## **ARTICLE X – BUDGET AND FINANCIAL MANAGEMENT**

**SECTION 1** – During November and December of each year, the President & CEO shall aid the Board in developing the upcoming year's program, including events, projects, publications, membership, general operations and annual budget. The annual budget is to be reviewed and approved by the Board, and adopted not later than the December Board meeting.

**SECTION 2** – The Board shall from time to time set the membership fees. The membership fees schedule shall be posted in the Chamber office and on the Chamber website, and reviewed by the Board as necessary.

**SECTION 3** – All disbursements shall be made by check and prepared by the Treasurer or President & CEO. For amounts over \$500, checks shall be signed by any two of the following: Chair, Vice-Chair, Secretary, Treasurer, or President & CEO.

**SECTION 4** – For any purchase of over \$5,000.00 for equipment, goods, services or other expenses, the President & CEO shall secure bids and the Board or Executive Committee shall select the acceptable bid.

**SECTION 5** – Members in good standing shall be given preference in supplying all Chamber needs.

**ARTICLE XI – AMENDMENTS**

**SECTION 1** – Amendments to the By-Laws must be approved by a majority of the Board of Directors.

I, \_\_\_\_\_, Secretary, Carbondale Community Chamber of Commerce, certify that a meeting of the Chamber Board opened to all members was held on \_\_\_\_\_, 2023, a vote was taken, and the proposed amendment to the By-Laws were passed by more than 2/3 of the Directors present on March 9, 2023.

\_\_\_\_\_  
Secretary,

\_\_\_\_\_  
Date

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History of Amendments

These amendments to the By-Laws were adopted this 1st day of December 1978, by the general membership of the Carbondale Community Chamber of Commerce at the special membership meeting.

ARTICLE IV – Board of Directors was amended January 9, 1980 by the general membership of the Carbondale Community Chamber of Commerce at the annual membership dinner.

ARTICLE IV – Board of Directors was amended June 17, 1982 by the general membership of the Carbondale Community Chamber of Commerce General Meeting to read: “At the first regular meeting (monthly) in September of each year, the President shall appoint a nominating committee of two members, consisting of the President and Vice-President.”

Amendments to Articles IV, V, VI and X of the By-Laws were adopted by the general membership at a membership meeting January 23, 1990.

Amendments to the By-Laws, Article IV Board of Directors and Article V Officers, Sections 1 and 4 were adopted by the general membership at the membership meeting October 6, 1992.

Amendments to the By-Laws, Article IV, Sections 1 and 4, Board of Directors were adopted by general membership at a membership meeting November 29, 1995. Amendments reduced Board of Directors from nine to seven.

Amendments to the By-Laws, Article II, Section 3, Name and Objective, were adopted by the general membership at a membership meeting April 18, 1996, with addition of “except as it affects the interests of the business community.”

Amendments to the By-Laws, Articles II, Sections 2,3; Articles III, Sections 1, 2, 3, 4, 5, 6; Articles IV, Sections 1, 2, 3, 4, 5, 6, 7, 8, 9; Article V, Sections 1, 2, 3, 4, 5, 6, 7, 8, 9, 10, 11, 12; Article VI, Sections 1, 2, 3, 4; Article VII, Section 6, 7; Article IX, Sections 1, 2, 3, 4, 5, 6; Article X, Sections 1, 2, 3, 4, 5, and Article XI, Section 1 were adopted by the general membership at a membership meeting on July 11, 2002.



Amendment to the By-Laws, Article IV, Section 1 was adopted by the general membership at a meeting on October 21, 2003.

Amendment to the By-Laws, Article IV, Section 1 was adopted by the Board of Directors on October 14, 2004 and to be effective as of the regular meeting held on Tuesday, October 12, 2004.

Amendments to the By-Laws, Article IV, Section 1 and Article X, Sections 3, 4, and 5 were adopted by the Board of Directors on June 14, 2007 and to be effective as of the regular meeting held on Thursday, June 14, 2007.

Amendment to the By-Laws, Article X, Sections 3 and 4 were adopted by the Board of Directors on June 14, 2007 and to be effective as of the regular meeting held on Thursday, June 14, 2007.

Amendment to the By-Laws, Article 111, Sections 4 was adopted by the Board of Directors on Thursday, March 8, 2012 and to be effective as of the regular meeting held on Thursday, April 12, 2012.

Resolution to approve policies regarding financial controls for Carbondale Chamber of Commerce was adopted by the Executive Committee on Monday, January 6, 2014 and to be effective as of the regular Chamber Board meeting held on Thursday, January 9, 2014.

Amendment to the By-Laws, Article XI, Section 1 was adopted by the Board of Directors on Thursday, February 13, 2014 and to be effective as of the regular meeting held on Thursday, March 13, 2014.

Amendment to the By-laws, Article IV, Section 5 and Section 6 were adopted by the Board of Directors on Thursday, December 10, 2015 and to be effective as of January 1, 2016.

Amendments to the By-laws, Article III, Section 3, 5 and 6; Article IV, Sections 1, 3, 4 and 7; Article V, Sections 3 and 7; and Article VII, Sections 2 and 6; and Article XI, Section 1, were adopted by the Board of Directors on December 13, 2018 and to be effective as of January 1, 2019.

Amendments to the By-laws, Article V, Section 1; Article VI, Section 1; Article VII, Section 1 and 2; Article IX, Section 3, were adopted by the Board of Directors on February 10, 2022 and to be effective as of February 10, 2022.

Amendments to the By-laws were made to update "President" to "Chair"; "Vice President" to "Vice Chair"; and "Executive Director" to "President & CEO" throughout the document on (March 9, 2023) and to be effective as of (March 9, 2023).