

# FARMINGTON CHAMBER OF COMMERCE

## BY- LAWS

### ARTICLE I

#### GENERAL

- Section 1 Name. This organization is incorporated under the laws of the State of Connecticut and shall be known as the Farmington Chamber of Commerce Incorporated and the Farmington Chamber of Commerce.

### ARTICLE II

#### PURPOSE AND SUPPORT

- Section 1 Purpose. The purpose of this organization shall be to advance the civic, economic, cultural, and social interests of Farmington.
- Section 2 Non Profit. The organization shall not be conducted for gain or profit, but shall be supported and maintained by contributions, endowments, dues, and assessments of members.
- Section 3 Limitation of Methods. The Farmington Chamber of Commerce shall observe all local, state and federal laws which apply to a non profit organization as defined in section 501(c)(6) of the Internal Revenue Code.
- Section 4 Mission. The Farmington Chamber of Commerce is a voluntary organization of business owners working together to advance the economic and civic development of our community.

### ARTICLE III

#### MEMBERSHIP

- Section 1 Membership. Any person, firm, partnership, association, corporation, or other entity subscribing to the purpose of the organization shall be eligible for membership.
- Section 2 Dues. The dues of each Member shall be prescribed by the Board of Directors of this organization. Dues shall be payable annually in advance.
- Section 3 Application and Election of Members. All applications for membership shall be in writing on forms provided for that purpose and signed by the applicant. Election of members shall be by the Board of Directors, taking into account the recommendations of the membership committee, if there be such a committee. An applicant so elected shall become and remain a Member upon payment of dues, subject to Article III - Section 5.

- Section 4 Non-payment. Members will automatically forfeit the privileges of membership by failure to pay dues or other charges 90 days after due date.
- Section 5 Expulsion. Any Member may be expelled by a two-thirds vote of a quorum of the Board of Directors, after notice and opportunity of hearing, for conduct unbecoming a Member.

ARTICLE IV  
DIRECTORS AND OFFICERS

Section 1 Directors.

- A. The government of the Farmington Chamber of Commerce, the general policies controlling its work, and the control of its property shall be vested in the Board of Directors which shall consist of 12 members elected by the membership plus duly elected Officers named in Section 2 below and the Immediate Past President. Directors shall be elected at Annual Meetings to serve for three (3) year terms except as may be necessary to fill unexpired terms of any previously elected Directors who have ceased to serve.
- B. Term. No Director may serve for more than three (3) successive full three (3) year terms or nine (9) consecutive years.
- C. Eligibility. Individual members and duly authorized representatives of firms, corporations or other entities which are members shall be eligible as Directors, provided that not more than one representative of any firm, corporation or other entity shall be a Director or Officer at the same time.
- D. The Board of Directors may from time to time elect individuals to serve as Director Emeritus. Such Director Emeritus shall have all the rights of an elected Director except for the right to vote under Article VII - Section 3.

Section 2 Officers.

- A. The Officers shall be a President, Vice President(s), a Secretary, a Treasurer, the Immediate Past President, and such other Officers as the Board of Directors may determine. The President, the Vice President(s), the Secretary, the Treasurer, and any other Officer shall be elected by the Board of Directors.
- B. Term. The Officers shall hold office for two (2) years and until their successors are chosen and qualify in their stead. No person shall be elected to the office of President for successive full two (2) year terms. All other Officers may serve in any individual office for two (2) successive full terms.

- C. Eligibility. Individual members and duly authorized representatives of firms, corporations or other entities which are members shall be eligible as Officers, provided that not more than one representative of any firm, corporation or other entity shall be a Director or Officer at the same time.
- Section 3 Executive Committee. There shall be an Executive Committee, which shall consist of the Officers, and two Directors who shall be appointed by the Board of Directors.
- Section 4 Committees.
  - A. Nominating Committee. The President shall annually appoint a Nominating Committee at least sixty (60) days before the date of the Annual Meeting. The Nominating Committee shall consist of a minimum of three (3) members.
  - B. Committees. Subject to approval of the Board of Directors, the President shall appoint committees, as the Board of Directors from time to time deems proper. It shall be the function of all committees to investigate and make recommendations to the Board of Directors or the Executive Committee. No committee shall represent the Farmington Chamber of Commerce in favor of, or in opposition to any project or matter without authorization of the Board of Directors.
- Section 5 Appointment of Agents and Employees. The Executive Committee and the Board of Directors may also appoint such agents and employees, other than those named above, as shall be deemed necessary for the transaction of the business of the organization. The person or persons so appointed shall serve at the pleasure of the Executive Committee and the Board of Directors, and shall perform such duties and possess such powers as may be prescribed by the Board of Directors.
- Section 6 Resignations and Removals. Any Officer may resign from the Board of Directors by giving notice to the President or Vice President, which shall take effect at such time as may be specified. The members may, at a special meeting called for the purpose, remove any Director and choose a successor. The Directors may, at a meeting duly called for the purpose, remove any Officer chosen by them for reason sufficient in their discretion.
- Section 7 Vacancies. Every vacancy occurring in the Board of Directors and in any other office may be filled by the Board of Directors at a regular or special meeting, and the person chosen to fill such a vacancy shall hold office for the balance of the unexpired term.

## ARTICLE V

### POWERS AND DUTIES OF OFFICERS, DIRECTORS, AND COMMITTEES

- Section 1      Directors. The Directors shall have the general management and control of the business, property and affairs of the organization, with all that could be exercised by the members, except so far as limited by the vote of the members, by these by-laws or by law. The Directors shall have power to transact the business of the organization and to do and perform all things within the scope of the organization's purposes which they deem necessary, advisable or convenient to be done in order to carry out the mission and purpose of the organization and may delegate all or any part of the above power or authority, or that, given to them by any other section of these by-laws, to any committee, Officer, agent, or employee from time to time. They shall elect the Officers of the organization and shall create and appoint such committees as in their judgment and discretion are necessary in connection with carrying out the mission and purpose of the Farmington Chamber of Commerce.
- Section 2      Executive Committee. The Executive Committee shall have power to exercise and perform all the powers and functions of the Board of Directors under these by-laws, when the Board of Directors is not in session, subject at all times to the rights and powers of the Board of Directors. The Executive Committee may meet at any time upon notice by the President, Vice President or any two (2) members thereof to the others. It shall have the power to act by and through majority of its members and may do so without being formally convened. It shall keep records of its doings in books, belonging to the organization. It shall report, and be responsible to the Board of Directors.
- Section 3      Duties of Officers  

President. The President shall serve as the chief elected Officer of the Farmington Chamber of Commerce and shall preside at all meetings of the membership, Board of Directors and Executive Committee.

The President shall assign Vice Presidents to divisional or departmental responsibility, subject to Board of Directors approval.

The President shall, with advice and counsel of the Vice President(s), determine all committees, select all committee Chairpersons, assist in the selection of committee personnel, subject to approval of the Board of Directors. The President shall serve without salary.
- Section 4      Intentionally omitted February 2008
- Section 5      Vice President. The Vice President(s) shall, in the absence or disability of the President, perform such other duties as may be directed by the Board of Directors. The Vice President shall serve without salary.

- Section 6 Secretary. The Secretary shall keep a record of all meetings of the Farmington Chamber of Commerce membership, the Board of Directors, the Executive Committee and other committees appointed by the Board of Directors. The Secretary shall serve without salary.
- Section 7 Treasurer. The Treasurer shall be responsible for the collection, deposit and accounting of all monies accruing to the credit of the Farmington Chamber of Commerce and shall furnish the Officers and Board of Directors with a statement showing the condition of the Farmington Chamber of Commerce's finances at such times as shall be specified by them. The Treasurer shall serve without salary.
- Section 8 Nominating Committee. The nominating committee shall make nominations for the Board of Directors and shall nominate all other Officers to be elected, and shall cause its list of nominees for Directors to be sent to each Member at least ten (10) days before the Annual Meeting. The committee shall also submit to the incoming Board of Directors, at its organization meeting, nominations for the Officers for the ensuing year. In making nominations to the Board of Directors, the Nominating Committee shall take into consideration the principal business and professional occupations represented in the membership to the end that such groups shall be fairly represented on Board of Directors.
- Section 9 No person or group of persons shall, in any way or by any device, incur indebtedness on behalf of the Farmington Chamber of Commerce or authorize or make expenditures, appropriations, allocations, or other disposition of the Farmington Chamber of Commerce's assets, funds or money, except as may be duly authorized by the Executive Committee or the Board of Directors.
- Section 10 Indemnification. The Farmington Chamber of Commerce may, by resolution of the Board of Directors, provide for indemnification by the Farmington Chamber of Commerce of any and all current or former Officers, Directors and employees against expenses actually and necessarily incurred by them in connection with the defense of any action, suit, or proceeding in which they or any of them are made parties, or a party by reason of having been Officers, Directors or employees of the Farmington Chamber of Commerce, except in relation to matters as to which such individuals shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability for negligence or misconduct.

- Section 11 Vacancies. A Member of the Board of Directors who shall be absent from three (3) consecutive regular meetings of the Board of Directors shall automatically be dropped from membership on the board unless confined by illness or other absence approved by majority vote of those voting at any meeting thereof.

Vacancies on the Board of Directors, or among the Officers, shall be filled by the Board of Directors by a majority vote of Directors and Officers present pursuant to Article IV, Section 7.

- Section 12 Policy (Statements of position on issues.) The Board of Directors is responsible for establishing procedure and formulating policy of the organization. It is also responsible for adopting all policies of the organization.

## ARTICLE VI

### MEETING OF MEMBERS

- Section 1 Annual Meetings. Subsequent to the organizational meeting, the Annual Meeting of members of the Farmington Chamber of Commerce shall be held prior to the end of the fiscal year at such time and place as the President may appoint.
- Section 2 Fiscal Year. The fiscal year of the Farmington Chamber of Commerce shall be from the close of business May 31st of each year.
- Section 3 Business. At the Annual Meeting, the Directors shall be elected by a majority of those members present. At any such Annual Meeting, if a majority of the total membership is present, any other business deemed proper may be transacted.
- Section 4 Special Meetings. Special meetings of the members for any other purpose than those outlined above may be called by the President or Secretary at the request of a majority of the Board of Directors, or at the request in writing of twenty percent (20%) of the members. The business transacted at all such special meetings shall be confined to the business in the call.
- Section 5 Notice. Written notice of the regular Annual Meeting and of each special meeting of the members may be sent by mail addressed to each Member at his address as it appears on the records of the Farmington Chamber of Commerce and such notice shall, as to each meeting, be mailed at least (5) days before the day of the meeting. No regular Annual Meeting of the members shall be invalid by reason solely of failure to set in the notice the business to be transacted thereat. As to each special meeting, the statement of business transacted shall be a necessary part of the notice and no business shall be transacted at any called special meeting other than that stated in the notice.

- Section 6 Voting, Proxies, Quorum, Adjournment. At all meetings of the Members of the Farmington Chamber of Commerce, each Member shall be entitled to cast one vote on any question. A majority of members constitutes a quorum for transaction of business, except as otherwise provided by law and without such quorum present no business shall be done except to adjourn without date. At any meeting so adjourned at which a quorum shall be present any business may be transacted which could have been transacted at the original time and place.

## ARTICLE VII

### MEETINGS OF OFFICERS AND DIRECTORS

- Section 1 Annual Meeting
  - A. The Annual Meeting of the Officers and Directors shall be held on the same day as the regular Annual Meeting of members, but may be at such other place, as the President shall appoint.
  - B. At the Annual Meeting, the Directors shall, by a majority vote, elect Officers, and may at their discretion appoint agents, committees or employees.
- Section 2 Special Meetings. Special meetings of the Board of Directors may be called by the President or Secretary and shall be called by the President or Secretary at the request of four (4) Directors.
- Section 3 At all meetings of Officers and Directors, each Officer or Director present shall be entitled to one vote on any question. Five (5) of the Directors shall be necessary to make a quorum, and without a quorum present no business shall be transacted except to adjourn without date. At any meeting so adjourned at which there shall be a quorum present any business may be transacted which could have been transacted at the original time and place.

## ARTICLE VIII

### COMMITTEES AND DIVISIONS

- Section 1 Appointment and Authority. The President, by and with the approval of the Board of Directors, shall appoint all committee Chairperson(s). The President may appoint such adhoc committees and their Chairpersons as deemed necessary to carry out the mission and purpose of the Farmington Chamber of Commerce. Committee appointments shall be at the will and pleasure of the President and shall serve concurrent with the term of the appointing President, unless a different term is approved by the Board of Directors.

It shall be the function of committees to make investigations, conduct studies and hearings, make recommendations to the Board of Directors, and to carry on such activities as may be delegated to them by the Board of Directors.

- Section 2 Limitation of Authority. No action by any Member, committee, division, employee, Director or Officer shall be binding upon, or constitute an expression of, the policy of the Farmington Chamber of Commerce until it shall have been approved or ratified by the Board of Directors.  
Committees shall be discharged by the President when their work has been completed and their reports accepted, or when, in the opinion of the Board of Directors it is deemed wise to discontinue the committees.
- Section 3 Testimony. Once committee action has been approved by the Board of Directors, it shall be incumbent upon the committee Chairpersons(s) or, in their absence, whom they designate as being familiar enough with the issue, to give testimony to, or make presentations before civic and governmental agencies.
- Section 4 Divisions. The Board of Directors may create such divisions, bureaus, departments, councils or subsidiary corporations as it deems advisable to handle the work of the Farmington Chamber of Commerce.  
The Board of Directors shall authorize and define the powers and duties of all divisions, bureaus, departments, councils, and subsidiary corporations. The Board of Directors shall annually review and approve all activities and proposed programs of such divisions, bureaus, departments, councils, or subsidiary corporations, including collection and disbursement of funds.  
No action or resolution of any kind shall be taken by divisions, bureaus, departments, councils, or subsidiary corporations having bearing upon or expense of the Farmington Chamber of Commerce, unless approved by the Board of Directors.

## ARTICLE IX FINANCES

- Section 1 Funds. All money paid to the Farmington Chamber of Commerce shall be placed in a general operating fund. Funds unused from the current year's budget will be placed in a reserve account.
- Section 2 Disbursements. Upon approval of the budget, the Treasurer is authorized to make disbursements on accounts and expenses provided for in the budget without additional approval of the Board of Directors. Disbursements shall be by check.
- Section 3 Fiscal Year. The fiscal year of the Farmington Chamber of Commerce closes on May 31st.

- Section 4 Budget. As soon as possible after election of the new Board of Directors and Officers, the Executive Committee (or Finance Committee, if preferred) shall adopt the budget for the coming year and submit it to the Board of Directors for approval.
- Section 5 Annual Audit. The accounts of the Farmington Chamber of Commerce shall be audited annually as of the close of business on May 31st by an Audit Committee which consists of three (3) members appointed by the Board of Directors. The audit shall at all times be available to members of the Farmington Chamber of Commerce within the offices of the Farmington Chamber of Commerce.
- Section 6 Bonding. The Officers and the Board of Directors and such others and staff as the Board of Directors may designate shall be bonded by a sufficient fidelity bond in that amount set by the Board of Directors and paid for by the Farmington Chamber of Commerce.

## ARTICLE X AMENDMENTS

- Section 1 Revisions. These bylaws may be amended or altered by a two-thirds (2/3) vote of the Board of Directors, or by a majority of the members at any regular or special meeting, providing the notice for meeting includes the proposals for amendments. Any proposed amendments or alterations shall be submitted to the Board of Directors or the members in writing, at least ten (10) days in advance of the meeting at which they are to be acted upon.

## ARTICLE XI

- Section 1 Parliamentary Authority. The current edition of Roberts Rules of Order shall be the final source authority in all questions of parliamentary procedures when such rules are not inconsistent with the charter or bylaws of the Farmington Chamber of Commerce.

## ARTICLE XII DISSOLUTION

- Section 1 Procedure. The Farmington Chamber of Commerce shall use its funds only to accomplish the objectives and purpose specified in these bylaws, and no part of said funds shall inure, or be distributed to the members of the Farmington Chamber of Commerce. On dissolution of the Farmington Chamber of Commerce, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific or philanthropic organizations to be selected by the Board of Directors as defined in IRS Section 502(c)(3).