

Incorporated 1922
Amended August 1966
Amended October 13, 1976
Amended August 22, 2007
Amended September 21, 2011
Amended November 16, 2011
Amended March 21, 2012
Amended October 17, 2012
Amended November 19, 2014

**BY-LAWS
OF THE
CAPE ANN CHAMBER OF COMMERCE, INC.**

ARTICLE I
Name and Location

Section 1. NAME. The name of this incorporated organization shall be the Cape Ann Chamber of Commerce, Inc.

ARTICLE II
Object - Limitation

Section 1. OBJECTIVE. The Cape Ann Chamber of Commerce is organized to achieve the objectives of:

- A. Retaining the competitive enterprise system of business;
- B. Representing and promoting businesses in the communities of Gloucester, Rockport, Essex and Manchester-by-the-Sea; and
- C. Serving as the principal voice of business while working to enhance both the economic environment of and quality of life for the citizens of Cape Ann.

Section 2. GENDER. This Chamber of Commerce shall, in all of its activities, be non-partisan, non-political, and non-sectarian. Where appropriate in these By-Laws, words of the masculine gender include the feminine and neuter; words of the feminine gender include the masculine and neuter; and, words of the neuter gender include the masculine and feminine. Where appropriate, words used in the plural or collective sense include the singular and vice-versa.

ARTICLE III
Board of Directors

Section 1. AUTHORITY. Full control of the affairs of the Chamber of Commerce shall be vested in the Board of Directors.

Section 2. SIZE. The Board of Directors shall consist of twenty-five (25) members, subject, however, to increase in the manner set forth in Section 3 of this Article III.

Section 3. COMPOSITION. Of the twenty-five (25) members.

- A. Twenty-one (21) shall be three-year Directors, determining seven (7) of their members each year from the service area of the Chamber , and of the twenty-one, one (1) shall be the Treasurer. Each of the four communities served by the Chamber shall be represented on the Board on a pro rata basis in relation to the Chamber membership of each community as it bears to the total Chamber membership of the four communities combined.
- B. One will be the Immediate Past President of the Chamber, who shall be the Chairman of the Board.
- C. One will be the Board President of the Chamber.
- D. Two shall be the 1st and 2nd Board Vice Presidents.

All shall have voting privileges.

- E. Notwithstanding the foregoing, the Board may at any time vote to increase in number to not more than twenty-nine (29) members, such additional members to be elected in the manner set forth in these Bylaws, provided however that the number of directors determined in any given year may be increased to (i) not more than eight (8), in the event that the board is increased to not more than 27 members or (ii) not more than ten (10), in the event that the board is increased to 28 or 29 members. The initial term only of any member so added may be decreased by the Board to not less than one year for the purposes of ensuring that not more than eight (8) or ten (10) members, as the case may be, are determined in any given year. Following any such abbreviated initial term, such new Director may be elected as his successor for the next term, notwithstanding the provisions of Section 5 of this Article III. In the event that the Board votes to increase its numbers during the pendency of any board year, such new member(s) shall be appointed and may be reelected in the manner set forth in Section 7 of this Article III. Any such increase in number shall have no effect on the quorum requirements set forth in Section 8 of this Article III. After increasing its number in the manner set forth in this section, the Board may at any time vote to decrease its number to not less than twenty-five (25) members, provided that such decrease shall be accomplished only through attrition, whether by resignation, removal in a manner consistent with these bylaws or by expiration of term.

Section 3A. ELIGIBILITY. Directors must be Chamber of Commerce members. (Corporate or firm membership must designate at least one employee as its representative and, for purposes of these by-laws, that person shall be the Chamber member.)

Section 4. RESPONSIBILITY. The Board of Directors shall serve as the legislative body of the Chamber and,

In this capacity, the Board shall have the power to create such administrative committees, task forces and divisions as it may from time to time deem advisable for the efficient operation of the corporation.

In this capacity, the Board shall have the authority to adopt by-laws and to alter, amend, or change the same. A seven-day written notice with a copy of proposed by-law changes must be given to each Director before the changes become effective.

In this capacity, the Board shall approve the employment of a Chief Executive Officer (C.E.O.) and the terms of employment.

Section 5. TERM OF OFFICE. Except as set forth below in Section 7 of this Article III , the term of office for a member of the Board of Directors shall be three years. This three-year restriction will not apply in those cases where a director, having served all or part of his term, is selected to become an officer of the organization. Except as set forth in Section 3(e) of this Article III, following each period of consecutive service, one year must elapse before the Board member shall again be eligible for service.

Section 6. MEETINGS AND PENALTIES. The Board of Directors shall hold its meetings at least quarterly. Meetings of the Board shall be called whenever necessary in order for it to fulfill its legislative and policy-making responsibility.

Any Director who shall not have attended at least three-fourths of the regular and special meetings of the Board of Directors during the Chamber year may be removed at the discretion of the Board.

Section 6A. MEETING NOTICE. Special meetings are to have a forty-eight hour notice or signed waiver of notice from all of the Directors.

Section 7. VACANCY. Any vacancy occurring in the Board of Directors shall be filled by the President, subject to Board approval, and the member so elected shall hold office for the unexpired term of the Director whose place is to be filled and until his successor is elected and qualified. Following such unexpired term, such interim Director may be elected as his successor as set forth in the preceding sentence.

Section 8. QUORUM. Twelve (12) voting members of the Board of Directors shall constitute a quorum. The majority of such a quorum shall control. The Chief Executive Officer shall have voice but no vote and may be counted in a quorum. Notwithstanding the foregoing, a quorum shall consist of fifteen (15) members for the purposes of amending these bylaws and a vote of two-thirds of the members present shall control for any such amendment.

Section 9. SEATING OF NEW DIRECTORS. All newly-elected Board members shall be seated at the January Board meeting and shall be participating members thereafter. Retiring directors shall continue to serve until the end of the program year.

ARTICLE IV **Executive Committee**

Section 1. COMPOSITION. The members of the Executive Committee shall include.

The President of the Board,
The 1st Vice President of the Board,
The 2nd Vice President of the Board,
The Chairman of the Board,
The Treasurer, and
One at large Board Member who shall be elected by the Board of Directors at the October meeting.

The Chief Executive Officer shall be a non-voting member of the Executive Committee.

Section 2. GENERAL RESPONSIBILITY. Members of the Executive Committee shall possess and exercise only emergency powers of the Board of Directors between meetings of the Board. It shall report its action at the next meeting of the full Board for its discussion and approval, or rejection, of the action taken.

Section 3. SPECIFIC RESPONSIBILITY. The Members of the Executive Committee, separately and collectively, will serve as a motivating force for productive activity of the Chamber.

The Executive Committee will confer with and assist the administrative staff of the Chamber with all phases of motivation and encouragement required for productive effort within their area of responsibility.

The Executive Committee shall employ the Chief Executive Officer and shall arrange the terms of employment, subject to the approval of the full Board of Directors.

Section 4. MEETINGS. Meetings of the Executive Committee may be called by the President, an officer, or the Chief Executive Officer. Three members of the Executive Committee shall constitute a quorum.

ARTICLE V
Election of Directors and Officers

Section 1. NOMINATING COMMITTEE. In mid-September, the President shall designate a Nominating Committee composed of the Executive Committee and two (2) Chamber members. Chamber publications shall publicize the fact that the Nominating Committee will accept, from the membership of the Chamber, the names of individuals to be considered as candidates for nomination to the Board of Directors.

Section 2. DUTIES. On or about October 1, the Nominating Committee shall present a slate of candidates to replace the directors and officers whose terms are expiring. The Committee shall confirm the fact that the candidates are willing to serve.

Section 3. PUBLICITY. Upon receipt of the report of the Nominating Committee, the Chief Executive Officer shall be instructed to immediately notify the membership by appropriate means, whether electronic or otherwise, of the names of persons nominated as candidates for directors and officers and of the right of petition as provided in these by-laws. A list of the candidates so nominated shall be kept on file in the Chamber of Commerce office.

Section 4. PETITION. Additional names of candidates for directors or officers may be nominated by petition bearing the signatures of at least fifteen (15) qualified members of the Chamber. Such petition shall contain the qualifications of each said candidate as determined by the petitioning members and shall be filed with the Nominating Committee within ten (10) business days after notice has been given of the names of those nominated. The determination of the Nominating Committee as to the legality of the petition shall be final.

Section 5. DETERMINATION. If no petition is filed within such ten (10) day period, the nomination shall be closed and the nominated slate of directors and officers shall be presented for election at a meeting of Directors to be held no later than October 30th of each calendar year.

If a legal petition shall present an additional candidate, or candidates, for directors and/or officers, the names of all candidates along with the qualifications submitted in support of each such candidate shall be presented to the Board for consideration.

ARTICLE VI
Officers

Section 1. DUTIES OF OFFICERS.

1. **PRESIDENT.** The President shall be the chief administrative officer of the Chamber of Commerce and shall preside at all meetings of the Board of Directors. Additionally, the President shall:

- A. Be the official legislative representative and spokesman of the Chamber of

Commerce in all instances and situations when such official representation is appropriate.

- B. Serve as Chair of the Executive Committee.
 - C. With approval of the Board of Directors, the President and/or the Chief Executive Officer shall sign all contracts and other instruments affecting the operation of the Chamber, except that any instruments affecting real estate, including without limitation deeds and leases, shall be signed by the President and Treasurer with the approval of the Board of Directors. Nothing herein shall prohibit the Chief Executive Officer from signing contracts concerning the day-to-day operations of the Chamber without Board approval.
 - D. Have such additional powers as the Board of Directors may designate.
- 2. CHAIRMAN OF THE BOARD. The Chairman of the Board shall serve, with voting privileges, as general advisor to the Board and the Officers.
 - 3. 1ST VICE PRESIDENT AND 2ND VICE PRESIDENT. They shall serve as assistants to the President of the Chamber, performing the duties of the President in the absence of that duly elected officer. Duties are as assigned by the President.
 - 4. TREASURER. The TREASURER of the Chamber shall be a member of the organization with good knowledge of working with and understanding financial statements and shall also serve as the Finance Committee. Additionally, the Treasurer shall:
 - A. Together with the Finance Committee, be responsible for determining the ways and means by which budget requirements are to be met.
 - B. Monitor the financial activities of the Chamber.
 - C. Render to the President and to the Board such statements of transactions and accounts as the President and Board respectively may from time to time require.
 - D. If requested by the Board, cause an annual audit to be made by a certified public accountant of all financial operations of the Chamber during the past year.
 - E. With the approval of the Board of Directors, designate the bank(s) in which the funds of the Chamber shall be deposited.
 - F. Perform such duties and have such powers additional to the foregoing as the Board may designate.
 - G. In connection with annual filings, work with the CEO and a Certified Public

Accountant to prepare the taxes of the organization.

5. CLERK. The Chief Executive Officer shall serve as Clerk and shall perform such duties and have such powers as the Board shall designate. Additionally, the Clerk shall:
 - A. Record or cause to be recorded in books kept for the purpose all votes and proceedings of the annual meeting and meetings of the Board of Directors.
 - B. Be charged with the duty of keeping, or causing to be kept, accurate records of all members.
 - C. In the absence of the Clerk at any meeting, a Clerk pro tempore shall be chosen by the meeting to perform the duties of the Clerk thereat.

6. CHIEF EXECUTIVE OFFICER. The Chief Executive Officer shall perform such responsibilities as may be assigned by the Executive Committee and/or by the President through the Executive Committee. Additionally, the Chief Executive Officer shall:
 - A. Run the day-to-day operations of the Chamber relying on the guidance of the Executive Committee when necessary.
 - B. Serve as Secretary of the Board of Directors and the Executive Committee.
 - C. Serve as advisor to the President, the Executive Committee, and the Board of Directors on any matters of proposed or established policy of the Chamber of Commerce.
 - D. Be authorized to sign checks of the organization.
 - E. Be official administrative representative and spokesman of the Chamber of Commerce in all instances and situations when staff representation is appropriate.
 - F. Be responsible for employing and supervising the administrative staff of the Chamber of Commerce and for approving the employment of other staff members.
 - G. Maintain personal liaison with business, community, and civic leaders outside the Chamber of Commerce offices throughout the Chamber's service area.
 - H. Assemble information and data and prepare special reports on such matters as the President and/or Executive Committee may designate.
 - I. Be accountable to the Executive Committee and the Board of Directors for

overall administrative responsibility of the Chamber of Commerce.

Section 2. TERM AND STARTING DATE. The term of office of all elected officers of the Chamber shall be for one year or until their successors have been duly qualified and elected. Such term shall begin January 1, following their election.

ARTICLE VII **General Counsel**

Section 1. DEFINED. The Nominating Committee, subject to Board approval, shall nominate an attorney-at-law who shall be a member of the Chamber's Board of Directors to serve as the General Counsel of the Chamber during said General Counsel's Board term. The Board of Directors may authorize nominal compensation for this purpose from the Chamber's General Fund.

Section 2. AUTHORITY. The General Counsel will provide the Board of Directors, the Executive Committee, the Chief Executive Officer, and various divisions, departments, and committees with legal interpretations and advice on matters designated to strengthen the Chamber's effort.

ARTICLE VIII **Membership**

Section 1. ELIGIBILITY. All persons, firms, and corporations interested in the civic and economic well being of the service area of the Chamber who desire to preserve and promote the objects of the corporation herein known as the Cape Ann Chamber of Commerce shall be eligible for membership.

Section 2. APPLICATION. All applications for membership shall be in writing to the Chamber, said application constituting an agreement on the part of the applicant, if elected, to adhere to all by-laws, policies, and procedures adopted by the Board of Directors for the Chamber.

Section 3. ADMISSION. Applicants shall be deemed admitted to membership upon submission of a completed application, together with the required membership fee or installment thereof, unless such applicant or any person owning or controlling such applicant has in the past been the subject of a forfeiture from or expulsion by the Chamber, as described below, or is otherwise then delinquent in payment of any funds owed to the Chamber. In such case, such an applicant may be admitted to membership only with the approval of the Board of Directors, subject to such terms and conditions as the Board may reasonably impose for the purposes of addressing such forfeiture, expulsion or delinquency, including any conditions deemed necessary to avoid a recurrence of the same and/or any conditions deemed to ensure that the admissions of such applicant will not run afoul of the Chamber's objectives, as set forth in Article II.

Section 4. FORFEITURE. If any member shall fail to pay his dues within ninety days from the date payable, his membership may be forfeited. The Chief Executive Officer shall have the authority to determine the conditions for the reinstatement of any member whose membership has been forfeited due to nonpayment of dues.

Section 5. RESIGNATIONS. All resignations shall be tendered to the Chamber in writing. A resignation received after payment is due shall be accompanied by a check in the amount of dues which shall have accrued to the date of resignation.

Section 6. EXPULSION. Any member may be expelled for cause by resolution passed by two-thirds of the Board of Directors at any meeting called for this purpose. Such member shall be notified of the intention of the Board to consider his expulsion and may be represented by professional counsel at his or her own expense. Passage of such resolution shall, without other action on the part of the Board of Directors, annul such membership.

ARTICLE IX **Budget-Dues Structure**

Section 1. BUDGET. The amount of money required to sustain the Chamber of Commerce for the next fiscal year shall be determined by the Finance Committee in consultation with the Chief Executive Officer and with the approval of the Board of Directors.

Section 2. GENERAL FUND. Financial receipts from membership sources shall become a part of the General Fund of the corporation. The expenses for the maintenance and conduct of the organization shall be paid from the General Fund.

Section 3. MINIMUM. The membership dues-investment schedule for individuals and for business firms shall be determined by the Finance Committee and approved by the Board of Directors. It may be changed from time to time to reflect the changes in the economic conditions of the area and the needs of the Chamber.

Section 4. METHOD. In order to obtain the revenue necessary for financing the Chamber organization and its program of activities, the Finance Committee shall assist in the development of a schedule of membership investment support, with the approval of the Board of Directors, which will produce revenue in an equitable manner from each of the several business classifications, and from each business member in each classification. Payment shall be made on a monthly, quarterly, semi-annual or annual basis, dating from the start of the member's anniversary date.

Section 5. FISCAL YEAR. The fiscal year shall be the calendar year.

Section 6. BOND. The Chief Executive Officer, and such other persons as may be designated by the Board of Directors, may be covered individually and collectively by bonds in the sum of up to \$100,000.00. Also, such other employees of the Chamber of Commerce as may be deemed necessary shall be covered by appropriate bonds. All said bonds shall be executed through an approved indemnity company and the cost thereof shall be paid by the Chamber.

ARTICLE X **Committees and Divisions**

Section 1. ADMINISTRATIVE COMMITTEES. The following shall be standing Administrative Committees.

1. Executive Committee. The duties of the Executive Committee are outlined in Article IV of these By-Laws.
2. Nominating Committee. The duties of the Nominating Committee are outlined in Article V of these By-Laws.
3. Finance Committee. The President shall appoint a Finance Committee whose duty shall be to study the financial condition of the corporation and its requirements for the next fiscal year. This Committee shall, at the December meeting of the Board, submit the proposed budget for the next fiscal year to the Directors for consideration, recommending such sums as it deems necessary. As and when approved by the Board of Directors, the proposed budget shall be the budget of the corporation. The Finance Committee shall check the operations of the various departments on a quarterly basis to satisfy itself that they are operating within the limitations of the budget and shall, from time to time, make such readjustments in the budget as it deems necessary and advisable.

The Committee shall also have the responsibility for the institution's internal controls and auditing procedures that the Committee deems appropriate.

4. Membership Committee. The President shall appoint a Membership Committee whose duty shall be to promote membership growth and retention within the organization.

The Board of Directors shall authorize the formation of such administrative committees or task forces as it may deem necessary and shall define their duties. The Chairmen of such committees or task forces, if appointed, shall serve at the pleasure of the current President.

Section 2. DIVISIONS. The Board of Directors may authorize the formation of such Divisions as it deems necessary for promotion of Chamber objectives. Such Divisions may engage in programming and fundraising for the purpose of promoting their activities and may make expenditures for such purposes. Each such Division may maintain its own segregated accounts, and the Finance Committee and the Board shall review these Division activities and accounts on an annual basis.

If a surplus is generated in any such account, the Executive Committee may decide to draw from this surplus in order to balance the Chamber's overall operating budget. Such use of surplus funds by the Executive Committee shall be reported by the Executive Committee to the Board of Directors at its next regular meeting.

ARTICLE XI **Meetings**

Section 1. ANNUAL MEETING. The annual meeting shall be held within 60 days of Annual Dinner or equivalent membership event.

Section 2. SPECIAL MEETINGS. Special meetings of the members may be called at any time by the President or, in the event of the absence of the President, then in order by the 1st Vice President, 2nd Vice President, or the Chief Executive Officer. Notice of special meetings of the members must be given by the publication of a notice using a medium to be determined by the Board not less than two full business days prior to the time set for such meetings, and/or by mailing such notice to the members in good standing.

ARTICLE XII **Referenda**

Should the Board of Directors desire, at any time, to determine from the membership the position of the Chamber on any matter, a referendum vote by mail may be taken a) upon the direction of the Board of Directors; or b) upon petition signed by not less than 10% of the members of the Chamber in good standing. The Board of Directors shall determine the manner in which the referendum shall be conducted.

ARTICLE XIII **Debts and Obligations**

Section 1. APPROPRIATIONS. No debt or obligation whatsoever for the payment of money or other things of value shall be created or incurred by any officer, employee or agent of this corporation or other person; and no money shall be appropriated or paid out of the General Fund; and no contract or other act whatsoever of any officer, employee or agent of this corporation or other person, by the terms of which any debt or obligation whatsoever is created or attempted to be created, shall be in any manner binding upon this corporation unless the same is authorized by provision therefore in the budget of the corporation, unless the same respectively be authorized and directed or ratified by the Board of Directors in regular

meeting or special meeting called for that purpose.

ARTICLE XIV
Parliamentary Rules

Section 1. PROCEDURE. The proceedings of all meetings of the Board of Directors, the Executive Committee, and Administrative Committees shall be governed by and conducted according to the latest edition of Robert's Manual of Parliamentary Rules, as amended.

ARTICLE XV
Dissolution

Section 1. USE OF FUNDS. The Chamber shall use its funds only to accomplish the objects and purposes specified in these By-Laws, and no part of said funds shall inure, or be distributed, to the members of the Chamber. On dissolution of the Chamber, 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.

ARTICLE XVI
Seal

Section 1. SEAL OR CORPORATION. The corporation seal of the Chamber of Commerce shall consist of two concentric circles, between which shall appear the words, "Cape Ann Chamber of Commerce," and in the center shall be inscribed the words, "Incorporated 1922 Massachusetts."

ARTICLE XVII
Petition for Revision

Not less than fifteen (15) Members of the Chamber in good standing may petition the Board in writing for revisions in the By-Laws. Their petition shall spell out the recommended changes. The Board, within sixty (60) days, shall vote on such changes.

ARTICLE XVIII
Indemnification of Directors, Officers, Employees and Other Agents

Section 1. RIGHT TO INDEMNIFICATION. The corporation shall indemnify and reimburse, out of the corporate funds, any person (or the personal representative of any person) who at any time serves or shall have served as a director, officer, employee or other agent of the corporation, or who serves or shall have served at its request as a director, officer, employee or other agent of another organization in which it has an interest, whether or not in office at the time, against and for any and all claims and liabilities to which such person may be or become subject by reason of such service, and against and for any and all expenses necessarily incurred in connection with the defense or reasonable settlement of any legal or

administrative proceedings to which such person is made a party by reason of such service, except with respect to any matter as to which such person shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the corporation. In effecting such indemnity and reimbursement, the members of the corporation may enter into such agreements and direct the Officers of the corporation to make such payment or payments and take such other action (including employment of counsel to defend against such claims and liabilities) as may in their judgment be reasonable, necessary or desirable. Such indemnification or reimbursement shall not be deemed to exclude any other rights or privileges to which such person may be entitled.

Section 2. INDEMNIFICATION IN ADVANCE OF FINAL DISPOSITION OF ACTION.

Indemnification to the persons specified in Section 1 may include payment by the corporation of expenses incurred in defending a civil or criminal action or proceeding in advance of the final disposition of such action or proceeding upon receipt of an undertaking by the person indemnified to repay such payment if such person shall be adjudicated to be not entitled to indemnification hereunder under Chapter 180 of the General Laws of Massachusetts, as amended.