

***Canton Area Chamber of Commerce  
Bylaws***

**Article I  
Name, Territory and Office**

***Section 1. Name.***

The organization shall be known as the Canton Area Chamber of Commerce, hereinafter “the Chamber”.

***Section 2. Territory.***

The Chamber shall conduct activities primarily in Canton, Pennsylvania, and its environs, subject to changes by the aforementioned Chamber.

***Section 3. Office.***

The principal office of the Chamber shall be located in the Borough of Canton, County of Bradford, Commonwealth of Pennsylvania. This office shall direct Chamber activities and be the depository for all Chamber records. The Chamber may also have offices at such other places within the state as the Membership may from time to time determine or the business of the Chamber may require.

**Article II  
Purpose**

The Chamber is an organization of business people and other community members working together to advance the business, cultural, and civic welfare of the Canton area.

**Article III  
Membership**

***Section 1. Criteria for Membership.***

Any association, business, company, corporation, organization, partnership or proprietorship, or any individual business-owner, certified practitioner, licensed professional or other proprietor, or any other individual dedicated to the mission and purposes of the Chamber shall be eligible for membership in the Chamber. The Officers may establish additional criteria for membership, including a schedule of dues, and any waivers thereof, as well as procedural requirements for prospective members.

***Section 2. Classes of Membership.***

**2.1. Classes of Membership Authorized.**

Two classes of Membership are available to Members of the Chamber: Organizational and Individual Membership.

**2.2. Organizational Membership.**

Any association, business, company, corporation, organization, partnership, or proprietorship, or any individual business-owner, licensed professional or certified practitioner dedicated to the mission and purposes of the Chamber shall hold Organizational Membership. Pursuant to Section 7 of Article IV of these Bylaws, each Organizational Member shall appoint one (1) Official Representative for purposes of voting.

**2.3. Individual Membership.**

Any individual dedicated to the mission and purposes of the Chamber not meeting the requirements for Organizational Membership shall hold Individual Membership.

***Section 3. Evidence of Membership.***

Each Member shall be issued a membership card or certificate indicating the appropriate membership form of the Member. Membership cards or certificates are not transferable.

***Section 4. Suspension.***

Any or all of the Members may be suspended for cause by a majority vote of the Membership, provided there is a quorum for the meeting at which the action is taken. At any meeting of the Membership where a vote is to be taken to suspend a member, the member in question may attend and shall be given a reasonable opportunity to respond to charges giving rise to the vote for suspension.

***Section 5. Membership Dues.***

**5.1. Assessment.**

The Membership shall establish a schedule of annual dues for membership in the Chamber.

**5.2. Assessment Period.**

The assessment of dues for membership runs on an annual basis. The annual membership year for all members shall begin on the first day of January and end on the last day of December.

**5.3. Delinquency.**

Any Organizational or Individual Member failing to remit dues by the thirty-first (31<sup>st</sup>) day of March for the membership year shall be deemed delinquent. Members deemed delinquent in the payment of dues shall be disqualified from voting at, or otherwise participating in, regular meetings or any special meetings of the

Membership; holding any office or committee position; or otherwise enjoying the privileges of membership within the Chamber until arrears are brought current.

**5.4. Waiver.**

The dues of an Organizational or Individual Members may be waived at the discretion of the Membership if a request for such waiver is received by the President prior to the first day of January of the membership year for which waiver is sought.

**5.5. Payment of Dues for New Members.**

Unless waived by the Membership, annual dues for new members are payable on or before the date upon which application for membership is approved.

**5.6. Payment of Dues for Removed Members.**

Members that have been permanently removed from the membership are not entitled to a return of their dues, or any portion thereof.

**Article IV  
Meetings of the Membership**

***Section 1. Meetings.***

**1.1. Annual Meeting.**

A meeting of the members entitled to vote shall be held for the election of Officers and the transaction of business in the month of October of each year on any day in that month as determined by the Membership.

**1.2 Regular Meetings.**

Regular meetings of the Membership entitled to vote are held the 1<sup>st</sup> Thursday of each month, unless that Thursday falls on the first day of the month, which the meeting will then be held on the 2<sup>nd</sup> Thursday of the month.

**1.3. Special Meetings.**

Special Meetings of the members entitled to vote may be called at any time by the President, or a majority vote of the Membership, provided there is a quorum at the meeting of the Membership at which the action for a special meeting is taken, or upon the written request of at least ten (10) percent of the qualified voting members of the Chamber.

***Section 2. Place of Meetings.***

Meetings of the Membership shall be held at the principal office of the Chamber or at such other place, within or outside the County of Bradford, Commonwealth of Pennsylvania, as may be fixed by the qualified voting members of the Chamber.

***Section 3. Notice of Meetings.***

Notice shall be given to members entitled to vote of each meeting of the Membership. Notice shall be given by the following: mail, e-mail, telephone, posted in the local newspaper or posted on the Chamber website. Notices shall state the place,

dates and hours of the meeting and, unless it is the Annual Meeting, shall also indicate that it is being issued by or at the direction of the person or persons calling the meeting.

Notice of a Special Meeting shall also state the purpose or purposes for which it is being called. A copy of the notice of any meeting shall be given not less than ten (10) nor more than fifty (50) days before the date of the meeting to all Members entitled to vote at such meeting. If mailed, such notice is given when deposited in the United States mail, with postage thereon pre-paid, directed to the Member at the Member's address as it appears on the record of Members, or if the Member has filed with the Secretary a written request that notices to the Member be mailed to some other address, then directed to the Member at such other address.

#### ***Section 4. Quorum.***

A quorum shall be required for the legal and proper conduct of the business of the Membership. Members entitled to cast at least ten percent (10%) of the total number of votes entitled to be cast at a meeting of the Membership shall constitute a quorum for the transaction of any business. A properly convened meeting shall immediately be called to an end in the event that the withdrawal of certain members renders the Membership without at least ten percent (10%) of the total number of votes entitled to be cast at the meeting.

#### ***Section 5. Adjournment.***

A majority of the members entitled to vote present at any meeting of the Membership, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of the adjournment shall be given to all members entitled to vote absent at the time of the adjournment, and unless such time and place are announced at the meeting, to the other members entitled to vote.

#### ***Section 6. Organization***

##### **6.1. Chair.**

At all meetings of the Membership, the President, or, in his/her absence, the Vice-President or, in his/her absence, another member chosen by the Membership shall preside.

##### **6.2. Secretary.**

At all meetings of the Membership, the Secretary, or, in his/her absence, another member chosen by the Membership shall act as secretary at the meeting.

#### ***Section 7. Voting***

##### **7.1. Election of Officers.**

Officers shall be elected by a plurality of the votes cast at a meeting of the Membership except as may otherwise be required by law or these Bylaws.

##### **7.2. Other Actions of the Membership.**

Whenever any corporate action, other than the election of Officers, is to be taken by vote of the Membership, it shall, except as otherwise may be required by law or these Bylaws, be authorized by a majority of the votes cast at such meeting.

*Section 8. Proxies.*

**8.1. Proxies Authorized.**

Every Individual Member or Official Representative of an Organizational Member entitled to vote at Membership meetings or to express consent or dissent without a meeting may authorize another person or persons to act for such Member by proxy.

**8.2. Validation.**

Every proxy must be signed by the Member or the Member's attorney-in-fact. No proxy shall be valid after the expiration of eleven (11) months from the date thereof unless otherwise provided by proxy.

**8.3. Revocation.**

Every proxy shall be revocable at the pleasure of the Member executing same, except as may otherwise be provided by law.

**Article V.  
Officers**

*Section 1. Officers, Election, Term.*

The Membership shall elect by majority vote a President, Vice President, Secretary and Treasurer, and such other Officers as it may determine, who shall be given such duties, powers and functions as hereinafter provided. Officers shall be elected to hold office for two (2) years from the date of election. Elections shall be held in October of each year with the term beginning in January of the following year. Each Officer shall hold office for the term for which he or she is elected and until his or her successor has been elected. Any two (2) or more offices may be held by the same person, except the offices of President and Secretary.

*Section 2. Removal, Resignation.*

Officers serve at the discretion of the Membership. Any Officer elected by the Membership may be removed by the Membership. In the event of the death, resignation or removal of an Officer, the Membership shall appoint an acting successor to fill the unexpired term. This appointment shall be confirmed or disapproved by the full board within the next two regular meetings.

*Section 3. Duties.*

**3.1. President.**

The President shall be the principal executive officer of the Chamber and shall in general supervise and control all of the business and affairs of the Chamber.

He/she shall preside at all meetings of the Membership. The President, the Secretary or any other proper officer of the Chamber authorized by the Membership may sign any deeds, mortgages, bonds, contracts or other instruments that the Membership has authorized to be executed. In general the President shall perform all duties as may be prescribed by the Membership from time to time. At the conclusion of his final term, the President shall serve one (1) additional year as an Immediate Past President.

**3.2. Vice President.**

In the absence of the President, or in the event of his/her inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. He/she shall also assume responsibilities for oversight relative to corporate committees, including the appointment of committee members. The Vice President shall perform such other duties as from time to time may be assigned to him/her by the President and/or the Membership.

**3.3. Secretary.**

The Secretary shall keep the minutes of the meetings of the Membership in one or more books provided for that purpose, see that all notices are duly given in accordance with the provisions of these bylaws or as required by law, and be custodian of the corporate records of the Chamber. The Secretary shall keep a register of the post office address of each member and, in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him/her by the President and/or the Membership. In addition, the Secretary shall notify members of their election to office or their appointment to committees and keep a record of the transactions of the Chamber.

**3.4. Treasurer.**

The Treasurer shall be responsible for the supervision of an account of all monies received or expended by the by the Chamber. In general, the treasurer shall perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him/her by the President or by the Membership. He/she shall report to the Membership at all meetings.

**Article VI.  
Committees**

***Section 1. Appointments.***

Committees may be created and appointed by the President with the consent of the Membership as needed for special purposes.

***Section 2. Powers and Responsibilities.***

Each committee and every member thereof shall serve at the pleasure of the Membership. No committee shall have the power to represent, bind or otherwise speak

for the Chamber without the express consent of the Membership. Each committee shall keep minutes of proceedings and regularly report to the Membership.

***Section 3. Qualifications.***

All committees of the Chamber shall be comprised of Members of the Chamber. The Membership may establish or waive qualifications for committee membership at its discretion.

***Section 4. Meetings.***

Meetings of committees, of which no notice shall be necessary, shall be held at such time and place as shall be fixed by the President of the Chamber or the Chairperson of the Committee or by a majority vote of all of the members of the Committee.

***Section 5. Quorum and Manner of Acting.***

Unless otherwise provided by resolution of the Membership, a majority of all of the members of a committee shall constitute a quorum for the transaction of business and the vote of a majority of all of the members of the committee shall be the act of the committee. The procedures and manner of acting of the committees of the Membership shall be subject at all times to the Officers of the Membership.

**Article VII.  
Amendments**

These Bylaws may be amended, repealed or altered in whole or in part by the majority vote of the Membership at the annual meeting, regular meetings or at any special meeting of the Membership called for that purpose.

**Article VIII.  
Annual Audit**

The accounts of the Chamber shall be audited each year by a committee set forth by the President and Membership of the Chamber.

**Article IX.  
Compensation, Reimbursement & Loans**

***Section 1. Compensation.***

No elected Officer or member of a Committee shall receive compensation for his/her services.

***Section 2. Reimbursement.***

Notwithstanding the mandates of this Article, at the discretion of the Membership, Officers, members of Committees and members may be reimbursed in an amount determined by the Membership for expenses reasonably incurred by them in the performance of their duties.

***Section 3. Loans.***

No loans shall be made by the Chamber to its Officers, members of committees or to any other corporation, firm, association or other entity in which one or more of its Officers or committee members are Directors or Officers or hold a substantial financial interest, except as may be permitted by law.

**Article X.  
Duty of Loyalty & Conflict of Interest**

***Section 1. Duty of Loyalty.***

No Officer shall engage in, or condone, any conduct that is disloyal, disruptive, damaging or competes with the Chamber. No Officer shall take any action, or establish any interest, that compromises his/her ability to represent the Chamber's best interest.

***Section 2. Conflict of Interest.***

**2.1 Definition.**

A conflict of interest exists when a matter to be acted upon by the Membership confers a direct, substantial benefit to any Officer or business or agency from which such an Officer derives an income or has authority in governance.

**2.2. Abstention.**

An Officer shall abstain from voting or attempting to influence the vote on any matter before the Membership that places him or her in a conflict of interest.

**2.3. Disclosure.**

An Officer shall disclose the conflict or potential conflict as soon as he/she recognizes the conflict. If self-disclosure is not revealed, the Board President or any member of the Membership can, prior to voting on a specific matter in which a potential conflict of interest exists, inquire whether any member of the Board desires to abstain from voting because of a conflict of interest. If no conflict of interest is disclosed but the President or any other member of the Board states the opinion that such a conflict exists and the challenged Board member refuses to abstain from the deliberations or voting as requested, the President shall immediately call for a vote of the Membership to determine whether the challenged Officer is in a conflict of interest. If a majority of the Membership present votes to require the abstention of the challenged Officer, that Officer shall not be permitted to vote.



**Article XI.**  
**Contracts, Loans, Bank Checks & Drafts & Bank Deposits**

***Section 1. Contracts.***

The Membership, except as these Bylaws may otherwise provide, may authorize any officer or officers, agent or agents, in the name of the Chamber to enter into any contract or execute and deliver any instrument, and such authority may be general or confined to specific instances; but unless so authorized by the Membership, or expressly authorized by these Bylaws, no Officers or agents shall have the power or authority to bind the Chamber by any contract or engagement or to pledge its credit or render it financially liable in any amount for any purpose.

***Section 2. Loans.***

No loans shall be contracted on behalf of the Chamber unless specifically authorized by the Membership.

***Section 3. Bank Checks and Drafts.***

All bank checks and drafts and all other such orders for the payment of monies out of the funds of the Chamber, and all notes or other evidences of indebtedness of the Chamber, shall be signed on behalf of the Chamber in such manner as shall from time to time be determined by resolution of the Membership.

***Section 4. Bank Deposits.***

All funds of the Chamber not otherwise employed shall be deposited from time to time to the credit of the Chamber in such banks, trust companies or other depositories as the Membership may select.

**Article XII.**  
**Dissolution**

***Section 1. Dissolution.***

This Chamber may be dissolved by a two-thirds (2/3) majority vote of the Membership present at any annual meeting or special meeting of the Membership called for that purpose.

***Section 2. Residual Assets.***

Upon dissolution of the organization, any residual assets shall be donated to a not-for-profit organization(s) with purposes of this organization.

**Article XIII.**  
**Fiscal Year**

The fiscal year of the Chamber shall commence on the first day of January and end on the last day of December.

**Article XIV.  
Harassment**

Harassment of any kind is not productive and will not be tolerated by this Chamber. Any individual bound by these Bylaws who is subject to verbally abusive language relating to race, ethnicity, national origin, gender, religion, veteran status, marital status, age, disability or sexual orientation, or who experiences inappropriate physical touching or suggestive language is encouraged to report it immediately to the President. Any individual bound by these Bylaws who is aware of such verbally or physically abusive conditions should report such activity immediately. The general policy will be reflected in the personnel procedures and program procedures promulgated by the Chamber to cover its staff as appropriate. However, nothing in this Article will bind the staff of the Chamber, who will instead be covered by the procedures contained in their personnel policies and program procedures.

These Bylaws were unanimously approved by the Membership of the Canton Area Chamber of Commerce on December 2, 2010. Their implementation is effective December 2, 2010.