



Marshfield Chamber Bylaws

Revised February 9, 2022

ARTICLE I - GENERAL PROVISIONS

SECTION 1 - Name

The name of the corporation shall be the Marshfield Chamber of Commerce, Inc., hereinafter referred to as the "Chamber".

SECTION 2 - Purpose

The Chamber is organized for the purpose of:

1. Advancing business and community growth and development by:
 - a. "Promoting economic efforts designed to strengthen and expand the income potential of all businesses within the trade area;
 - b. promoting initiatives to strengthen the civic, social, and cultural life of the community;
 - c. and discovering and correcting abuses that adversely impact area businesses and/or orderly community growth;
2. Preserving the competitive enterprise system of business by:
 - a. Creating a better understanding and appreciation of the importance of the businessperson and concern for their problems;
 - b. Creating an intelligent business and public opinion regarding city, country, state, and national legislative and governmental affairs, and generally addressing any issue affecting the general welfare and prosperity of Marshfield so that its citizens and all areas of its business community shall prosper.

The Chamber shall be nonprofit, nonpartisan, nonsectarian, and shall not directly support the nomination, election, or appointment of candidates for any political office

SECTION 3 - Location

The location of the principal office may be changed from time to time by the Board of Directors. The Board of Directors may establish other offices and places of business in Massachusetts and elsewhere.

SECTION 4 - Fiscal Year

Except as from time to time otherwise determined by the Directors, the fiscal year of the Chamber shall begin on the 1st day of January and end on the 31st day of December of each year.

ARTICLE II - MEMBERS' MEETINGS

SECTION 1 - Annual Meeting

An Annual Meeting of the Members of the Chamber shall be held where designated by the President or the Board of Directors (in-person or virtual), at such time and date as so designated by the President or the Board of Directors, and shall be stated in the notice of the meeting. The Directors and Officers shall be elected for the upcoming term at this Annual Meeting by the members.. Annual Meeting must be held within six (6) months of the close of the preceding fiscal year. The Chamber shall serve personally, or through other appropriate means, at least ten days, but not more than thirty days, before such Annual Meeting, a notice thereof, stating the purpose/agenda for which the meeting is to be held. The giving of notice as above required may be dispensed with for any meeting at which all Members entitled to vote shall be present, or of which all Members not present have waived notice in writing either before or after the meeting. Annual, Special and Regular Meetings may be held telephonically and/or virtually without an in-person quorum if deemed appropriate by the Chair of the Board.

SECTION 2 - Annual Meeting Order of Business

Attendance will be taken of all Members and Directors. The order of business of the Annual Meeting of the Members shall be as follows:

1. Call meeting to order
2. Proof of notice of meeting or waiver of notice
3. Report of the President of the Chamber
4. Reports of Standing Committee
5. Election of Directors and Officers
6. Unfinished Business
7. New Business
8. Adjournment

SECTION 3 - Special Meeting of the Membership

Special meetings of the Members of the Chamber may be called at any time 1) by a majority of the Board of Directors, 2) by the President and Chair of the Board, 3) shall be called by the Clerk on request of not less than five percent of the Members entitled to vote. Such a meeting shall be held at the principal office of the Chamber or where designated by the Board of Directors as

shall be specified in the notice thereof. Notice of such a special meeting shall be given in the manner stated above in Article 11. Section 1. Notice of a special meeting need not state all the purposes for which that meeting is to be called, but shall state generally the purpose for the meeting.

SECTION 4 - Membership Meeting Quorum

A quorum of Members shall not be required for either the Annual Meeting or any Special Meeting of the full Membership so long as proper notice has been provided to the Membership as stipulated above.

SECTION 5 - Voting

Members in good standing are entitled to vote, and shall have one vote. Members may vote either in person or by commonly accepted proxy dated not more than six months before the meeting named therein. Proxies shall be filed with the Clerk before being voted. Except as otherwise limited therein, proxies shall entitle the persons named therein to vote at any resumed meeting but shall not be valid after the final adjournment of such meeting. A proxy purporting to be executed by or on behalf of a Member shall be deemed valid unless challenged at or before its exercise (s), in which event the burden of proving invalidity shall rest on the challenger. No ballot shall be required for any election unless requested by a Member present or represented by proxy at the meeting and entitled to vote in the election.

ARTICLE III MEMBERSHIP

SECTION 1 - Eligibility

Any person, association, estate, corporation, partnership, or other business, civic or professional entity having an interest in the objectives of the Chamber shall be eligible to apply for membership.

SECTION 2 - Application

Application for membership shall be in writing or submitted electronically, on forms provided for that purpose, signed by the applicant, and accompanied by payment as per rules and regulations. A signed application for membership constitutes the applicant's agreement to the terms of membership as set forth in these Bylaws and is effective until canceled in writing. Membership will not be active until membership dues have been paid.

SECTION 3 - Communication of Memberships

All applications for membership shall be reviewed by the President and/or their designee. The Board of Directors shall be notified of new Members at each Board Meeting and a complete list of Members shall be communicated on, at least, an annual basis.

SECTION 4 - Dues

Membership dues shall be at such rate or rates, schedules, or formulas, as may from time to time be prescribed by the Board of Directors. Membership Dues are subject to change depending on the needs of the organization. Annual dues for renewing membership shall be due within 90 days of the start of the calendar year unless other arrangements have been made with the Executive Director or Board of Directors.

SECTION 5 - Termination

Chamber membership may be terminated as follows:

1. Any member in good standing may resign from the Chamber upon written notice to the Board of Directors;
2. Unless otherwise extended for good cause, any member may be suspended by the Executive Director for non-payment of dues after a period of ninety (90) days from the due date. Written notice of delinquency will be provided to said member and if at the end of fifteen (15) day rescission period the member remains delinquent, he shall be dropped automatically from the membership rolls and forfeit all rights and privileges of membership;
3. Any member may be suspended or expelled for cause by a two-thirds vote of the Board of Directors present and voting at a regularly scheduled meeting thereof after a notice stating the cause and an opportunity for hearing are afforded such members.

SECTION 6 - Reinstatement

Membership of any member dropped or suspended may, at the sole discretion of the Executive Director or Board of Directors, be reinstated as a member upon terms stipulated by the Board of Directors. Membership dues for the full calendar year, plus an administrative fee equal to 10% of the current membership dues, must be collected before reinstatement.

SECTION 7 - Honorary Membership

The Executive Director, at their discretion, may confer honorary membership, and said memberships shall be reported to the board. Honorary membership fees may be complimentary or discounted. These honorary members will have all rights and privileges of members during their membership.

Article IV – Directors

SECTION 1 - Powers of Directors

All corporate powers of the Chamber shall be exercised by the Board of Directors except as otherwise provided by law. Directors shall be Members of the Chamber. The Board of Directors shall be responsible for:

1. Formulating Chamber policy and strategic objectives;
2. Management of the business and property of the Chamber; shall be managed by the Board of Directors which may exercise all powers of the Chamber not expressly reserved to the Members by law or otherwise in these Bylaws or the Articles of Incorporation; The Board may hire staff as needed for day to day operations management.
3. Adopting such rules and regulations for the conduct of its meetings and;
4. The management of the Chamber as it may deem proper, but not inconsistent with these Bylaws, the Articles of Incorporation, and the laws of the Commonwealth of Massachusetts.

SECTION 2 - Application

Application to joining the board of directors shall be in writing or submitted electronically, expressing the member's interest in a seat, their qualifications, and/or, their organizational goals. An application for a board seat will then be considered by the Nominations Committee. You must be a member in good standing to apply for consideration for a board seat.

SECTION 3 - Nominations for Directors

Nominations for elections to the position of Director shall be considered by the Executive Board from:

1. The pool of applicants; or
2. Direct nomination whereby a member is identified by the Nominations Committee

A complete list of all nominees shall be provided by the Chair of the Board or President to the members not less than twenty (20) days before the date of the Annual Meeting. Persons being nominated to join the Board of Directors must be Chamber members who have demonstrated a willingness to contribute to the Mission of the organization. For clarification purposes, neither the Executive Director nor any employee of the Chamber may be a member of the Board of Directors.

SECTION 4 - Election

Effective upon approval at a special or annual meeting, preceding that meeting, the full complement of Directors shall be deemed to be no less than 9 Directors no more than 15. Every

two years, all Directors shall be elected to two-year terms, plus the election of any unfilled vacancies, at an annual meeting, or a special meeting called for that purpose.

SECTION 5 - Resignation and Removal

Any Director may resign by delivering such resignation in writing to the Chamber at its principal office or to the President or Clerk and such resignation shall be effective upon receipt unless it is specified to be effective at some later time.

Any Director may be removed from office in one of two ways:

1. With or without cause by a two-thirds vote of Directors at a Special Meeting called for the purpose. A Director shall not be able to vote at a Special Meeting called for the purpose of removing them for cause. A Director may be removed for cause only after reasonable notice and opportunity to be heard before the body proposing to remove them, and said notice shall contain a statement of the causes assigned for such proposed removal.
2. With or without cause by the affirmative vote of two-thirds of Members entitled to vote at a Special Meeting called for the purpose, where at least 50% of the current membership is represented.

SECTION 6 - Vacancy

Whenever any vacancy shall occur in elected members of the Board of Directors by death, removal, or resignation, the Chair of the Board with the approval of the remaining Directors shall appoint a successor to hold office for the unexpired portion of the term of the Director whose place shall be vacant.

SECTION 7 - Meetings

The Board of Directors shall act for the Chamber and exercise its powers at Regular Meetings of the Board. Regular Meetings of the Directors may be held without call or notice at such places and times as the Directors may from time to time determine, provided that any Director who is absent when such determination is made shall be given notice thereof. A Regular Meeting of the Directors shall be held either (1) at the same place as the Annual Meeting of the Members following such meeting of the Members; or (2) at that or another place within ten (10) days of that meeting. Annual, Special and Regular Meetings may be held telephonically and/or virtually without an in-person quorum if deemed appropriate by the Chair of the Board.

Special Meetings of the Directors may be held at any time and place designated in a call by the President, or by five or more Directors. Notice of all special meetings of the Directors shall be given to each Director by the Clerk or, in the case of the death, absence, incapacity, or refusal of, or at the request of the Clerk, by the officer or one of the Directors calling the meeting. Such

notice shall be given to each Director in person or by telephone or other appropriate electronic means at least twenty-four hours in advance of the meeting.

SECTION 8 - Quorum

At any meeting of the Directors and Officers, a majority of the Directors and Officers shall constitute a quorum for the transaction of business, but in the absence of a quorum, a lesser number may without further notice adjourn the meeting to another time, a notice of which shall be provided to absent Directors. At any such time, should the full complement of Officers and Directors be an even number, half of the full complement plus one shall constitute a quorum. At any meeting of the Directors and Officers at which a quorum is present, the vote of the majority of those present shall decide any matter unless a different vote is specified by law, the Articles of Incorporation, or these Bylaws. Should the present number of Directors be an even number, and should a vote result in the same number of Directors supporting as opposing such vote, the Executive Director shall be allowed to cast 1 vote to break the tie. Members of the Board of Directors or any of its committees may participate in a meeting of the Board or such committee respectively utilizing teleconference, video conference, or by commonly accepted means, by which all persons participating in the meeting can hear each other at the same time and participation by such means shall constitute presence in person at a meeting.

SECTION 9 - Action by Consent

Any action by the Directors may be taken without a meeting if a written or electronic, or by commonly accepted means, consent thereto is provided by a majority of the Directors and filed with the records of the meetings of the Directors. Such consent shall be treated for all purposes as a vote at a meeting.

ARTICLE V - COMMITTEES

SECTION 1 - General Committee Requirements

All committees of the Chamber are to be established in the Bylaws or by the Chair of the Board with the approval of the Board of Directors. All such divisions and committees are subject to the Board of Directors and may be reconstituted or disestablished, respectively by the Board of Directors. The Board Chair/President shall appoint the Chairpersons of all Committees in accordance with Article V, Section 4, of the Bylaws and as approved by the Board of Directors. All committees must be chaired by an active member of the Board of Directors. A chairperson, or committee member designee thereof, shall report orally to the Board as frequently as requested by the President. The President shall make requests for oral reports on their own or at the request of a Director. All committees may make rules for the conduct of their business not in conflict with these Bylaws, but in the absence of such rules, its business shall be conducted as nearly as may be practicable in the same manner as is provided by these Bylaws

for the business of the Directors. Written minutes shall be kept and maintained documenting all Committee Meetings. Except for the Executive Board, committee members need not be Directors. No committee shall be authorized to take independent action on behalf of the Chamber. All such committees shall be authorized only to make recommendations for Chamber action to the Board of Directors or Executive Committee. The Chairman of the Board, and the President, or their designees, alone are authorized to speak on behalf of the Chamber and this shall bind all committees.

SECTION 2 - Executive Board

The Executive Committee shall consist of the President, one (or two) Vice Presidents, a Treasurer, and Clerk/Secretary of the corporation. In addition, the Board Chair/President shall have the authority to nominate other Board Members to serve on the Executive Board. Such nominations will only take effect after a vote of the Members at the Annual Meeting.

SECTION 3 - Nomination Committee

The Executive Board shall serve as the Nomination Committee for the general Board of Directors unless the Executive Board votes via a simple majority to form a separate Nomination Committee.

SECTION 4 - Additional Committees

The President may establish other standing, special, or advisory committees for such purposes as the President deems necessary. Heretofore formed organizational units and affiliates shall constitute committees of the Board of Directors and are subject to the provisions hereof.

ARTICLES VI OFFICERS

SECTION 1 - Officers

The Officers of the Chamber shall consist of a President, First Vice President, Second Vice President, Treasurer, and Secretary/Clerk.

SECTION 2 - Election

The President shall be the Board Chair. All other Officers shall be elected every two years and may be Directors or Members. The Clerk shall be a resident of the Commonwealth of Massachusetts unless the Chamber shall have a resident agent for the service of process appointed in the manner prescribed by law. Except as otherwise provided by law, the Articles of Organization or these Bylaws, all officers shall hold office until the next Annual Meeting of the Members and thereafter until their respective successors are chosen and qualified.

SECTION 3 - Additional Officers

Any additional vice-chairs and assistant officer-ships which the Board of Directors shall, in its discretion, determine and elect are subject to ratification by the Members at the next Annual Meeting.

SECTION 4 - Vacancies

All vacancies in any office shall be filled by the Board of Directors without undue delay.

SECTION 5 - Bond

The President, other Officers, and employees shall, if required by the Board of Directors, give to the Chamber such security for the faithful discharge of their duties as the Board may direct.

SECTION 6 - Compensation

The Officers shall receive no salary or compensation.

SECTION 7 - Resignation and Removal

Any officer may resign by delivering their written resignation to the Chamber at its principal office or to the President or Clerk, and such resignation shall be effective upon receipt unless it is specified to be effective at some later date.

All Officers and agents of the Chamber shall be subject to removal at any time by the process described in Article IV, Section 4.

SECTION 8 - Officers, Powers, Duties, and Responsibilities

1. PRESIDENT - The President shall:

- a. Be the Chief Executive Officer of the corporation and shall have general charge and supervision of the Business of the Chamber. Unless otherwise provided by the Members, the President shall preside when present at meetings of the Members.
- b. Have such other powers and duties as are usually incident to their office and as may be vested in them by these Bylaws or from time to time designated by the Members.
- c. Cause to be called, in accordance with these Bylaws, Regular and Special Meetings of the Members, and the Board of Directors in accord with Article II, Section 1 and 3; and Article IV, Section 6; and shall present a report on the condition of the Chamber at such meetings.
- d. Appoint, remove, employ, discharge, and fix the compensation of the Executive Director, but only with the approval of the majority of the Directors.

- e. The President or their designee shall make, execute, and carry out all contracts and agreements in the name of the Chamber within the limits set forth in Article VIII, Section.
- f. Enforce the Chamber's Articles of Incorporation and Bylaws and perform all the duties incident to the position and which are required by law or as may from time to time be assigned by the Directors.
- g. Act for the Directors as necessary in order to expedite administrative operations between Directors' meetings on matters other than policy, reporting such activity to the Directors at their next regular meeting.
- h. At their discretion, subject to action by the Board of Directors, if any, assign responsibilities of the President's office to another Officer to assure the orderly operation of the Chamber.
- i. Make such reports to the Board of Directors as they from time to time request.
- j. Serve all notices of meetings, or designate as necessary.

2. VICE PRESIDENTS - The Vice Presidents Shall:

- a. Have such powers and duties as may be vested by these Bylaws; and
- b. Have such powers and duties as may be vested by the Chairman of the Board with the approval of the Board of Directors.

3. EXECUTIVE SECRETARY - The Clerk "Executive Secretary" Shall:

- a. Be secretary of the Chamber.
- b. Keep the minutes of the meetings of the Board of Directors and of the Members.
- c. Be custodian of the records of the Chamber and its seal; affix the latter when required, and make the former available during normal business hours for inspection and reproduction by any Director.
- d. For all Directors, keep a record of the names, contact information, and terms of office.
- e. Attend to all correspondence of the Chamber, or designate as necessary.
- f. Provide clerical error updates to the Bylaws that will be voted up or down by the board.

4. TREASURER - The Treasurer Shall:

- a. Have the care and custody of and be responsible for all the funds and securities of the Chamber, and deposit or invest all such funds in the name of the Chamber in such bank or banks, trust company or trust companies or safe deposit vaults, or otherwise, as the Board of Directors may designate.
- b. Be responsible for safeguarding all funds received by the Chamber and for their proper disbursement.

- c. Keep complete records on and report the financial condition of the Chamber at each Regular Meeting of the Board of Directors and at such other times as shall be required of them and provide a full financial report at the Annual Meeting of the Directors.
- d. Ensure financial records are kept and filed as required by law.
- e. Work with the Executive Board and Executive Director to ensure proper financial and risk controls are in place for the organization.

ARTICLE VII - CONFLICT OF INTEREST

Officers and Directors may engage in business with the Chamber, so long as it is disclosed to the Board of Directors. Such disclosures shall be made as soon as reasonably possible by a report of the Executive Director. A Director may enter into business activities parallel to, with, or in competition with the Chamber without breach of fiduciary loyalty, if approved by the Board of Directors under the following conditions:

1. The Officer or Director shall be disqualified to vote on matters pertaining or related to such business activities;
2. The Officer or Director may be excluded from any meeting or part of a meeting of the Board of Directors when matters pertaining or relating to such business activities are under discussion;
3. The Officer or Director shall make full disclosure of their interest or the interest of any other corporation of which they are a director or officer, in such business activities, and affirmatively advise the Board of Directors of their perceived interest of the Chamber in such business activities;
4. The Officer or Director shall promptly inform the Board of Directors of any such business activities as he knows of them, and make full disclosure of their interest and the interest of the Chamber as under (3) above; and
5. The Officer or Director shall be removed from the Board of Directors under Article IV, Section 4, upon the determination by the Board of Directors that he has breached their obligation of fiduciary loyalty.

ARTICLE VIII FINANCES

SECTION 1 - Bills, Notes, Etc.

All bills payable, notes, checks or other negotiable instruments of the Chamber shall be made in the name of the Chamber, and shall be signed by the Treasurer or President or such Officer, Officers, or delegated agents as the Board of Directors shall, from time to time, direct or as are authorized in these Bylaws, according to guidelines as set down in Section 3 of this Article. No

Officer or agent of the Chamber, either singly or jointly with others, shall have the power to make any bills payable, note, check, draft, or warrant or other or contract or cause to be contracted any debt or liability in the name of or on behalf of the Chamber, except as herein expressly prescribed and provided.

SECTION 2 - Funds

All money paid to the Chamber shall be placed in a general operating fund, except as provided elsewhere in these Bylaws. Such funds shall be kept on deposit in financial institutions or other investments permitted by law and approved by the Board of Directors.

SECTION 3 - Disbursements

No obligation or expense shall be incurred and no money shall be appropriated or paid except in accordance with regulations adopted or specifically voted by the Board of Directors. The President shall have the power to pay all bills that come within the scope of the annual budget, previously adopted, or any supplemental budgets. All disbursements from the general operating fund of the organization shall be authorized by the President or Treasurer, or as authorized in these Bylaws. Disbursements of all other funds will be carried out in a manner prescribed by the Board of Directors. Any expenditure in excess of \$2,000 shall require the approval of two members of the Executive Board unless previously budgeted.

SECTION 4 - Budget

Before the close of the fiscal year, the Treasurer, Finance Committee (Article V, Section 2), and President shall compile a budget of estimated income and expenses for the new fiscal year and submit it to the Board of Directors for review and approval. The compensation of servants, agents, and employees (other than the Executive Director) shall be determined at the discretion of the Executive Director within the scope of the budget.

ARTICLE IX - INDEMNIFICATION

The Chamber shall indemnify and hold harmless such current and former Directors, Officers, employee and other agent, and each person who serves or may have served at the request of the Chamber as a Director, Officer, Employee or other agent of another organization of which it directly or indirectly owns shares or of which it is a creditor, their respective heirs, administrators, successors, and assigns, from and against any and all expenses, claims or losses of any description, including amounts paid upon judgements, counsel fees, and amounts paid in settlement (before and after suit is commenced), actually and necessarily incurred by such persons in connection with the defense or settlement of any claim, action, suit, or proceeding which may be asserted against the, or any of them, by reason of their being or having been

Directors, Officers, employees or other agents of the Chamber or such other organization, adjudicated in any action, suit, or proceeding to be liable for their own negligence or misconduct in the performance of duty. Such indemnification shall be in addition to any other rights to which those indemnified may be entitled under any Bylaws, agreements, or otherwise.

ARTICLE X - DISSOLUTION

The Chamber shall use its funds only to accomplish the objectives and purposes specified in these Bylaws and no part of said funds shall be distributed to the Officers, Directors, or members of the organization. On dissolution of the organization, any funds remaining shall be distributed in accordance with the provisions of the Not-For-Profit Corporation Law and consistent with Internal Revenue Service regulations regarding the same.

ARTICLE XI - CORPORATE RECORDS

The original and attested copies of the Articles of Organization, Bylaws, and records of all meetings of the Members, which shall contain the names of record and address of all/ Members, shall be kept in Massachusetts at the principal office of the Chamber, or in electronic form in a location deemed secure and appropriate by the Board of Directors. Chamber records shall be available for inspection at all reasonable times by any Member for any purpose in the proper interest of the Member relative to the affairs of the Chamber.

All references in these Bylaws to the Articles of Organization and to these Bylaws shall be deemed to refer, respectively, to the Articles of Organization and the Bylaws of the Chamber as amended and in effect from time to time.

ARTICLE XII - SEAL

The seal of the Chamber shall be a circular metal die bearing, the legend: Marshfield Chamber of Commerce



ARTICLE XIII - AMENDMENTS

These Bylaws may at any time be amended or repealed, in whole or in part, by a vote of a majority of the Members, provided that the substance of any proposed change must be stated in the notice of the meeting at which such action is to be taken. A majority of the Directors in office may also amend or repeal these Bylaws, except that no amendment or repeal may be made by the Directors which changes the date of the Annual Meeting of the Members, or which alters the provisions of these Bylaws with respect to the removal of Directors, Bylaws, or which by law or the Articles of Organization requires action by the Members. Not later than the time of giving notice of the next meeting of Members following the making, amending or repealing by the Directors of any Bylaws, notice thereof stating the substance of such change shall be given to all Members entitled to vote, and any Bylaw adopted by the Directors may be amended or repealed by the Members.

ARTICLE XIV - CONDUCT OF MEETING

All meetings shall be conducted in accordance with the most recent edition available of Robert's Rules of Order, subject to the Articles of Incorporation and these Bylaws.

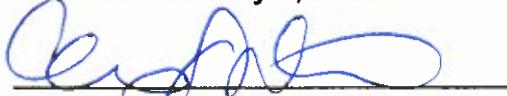
ARTICLE XV - FINANCIAL REVIEW

The Board of Directors shall require that a professional review of the Chamber's fiscal affairs be conducted annually. The review shall be conducted in such a manner appropriate for non-profit agencies with similar annual revenues.

ARTICLE XVI - EFFECTIVE DATE

These Bylaws shall become effective upon their adoption, except that the Officers and Directors then in office shall continue with their respective powers and duties as herein provided for. The Officers and Directors elected under the previous Bylaws shall be deemed to have been elected pursuant to these Bylaws, and shall be continued for the balance of their respective terms. In all other respects, these Bylaws shall be deemed effective as of the time of adoption.

ADOPTED February 9, 2022



Christopher White, Ph.D., Clerk/Secretary