

**AMENDED AND RESTATED
BY-LAWS
OF
CHAMBER OF COMMERCE OF NEWTOWN, INC.**

Approved with updates at June 2018 Board Meeting

ARTICLE I - NAME AND OBJECTIVES

- Section 1. This corporation shall be known as CHAMBER OF COMMERCE OF NEWTOWN, INC. (Herein called the “Chamber”).
- Section 2. This corporation shall have as its objective the promotion and encouragement of the commercial, industrial, civic and general welfare of the Town of Newtown, Connecticut.
- Section 3. In its activities and policies this corporation shall be nonpartisan, nonsectional and nonsectarian. At no time shall this corporation take part in, or lend its support to, the nomination, election or appointment of any candidate for public office, nor shall any meetings of a political nature be held within the premises occupied by or under the control of the Chamber.

ARTICLE II - MEMBERSHIP AND VOTING

- Section 1. There shall be two classes of membership, as follows: Active Membership and Honorary Membership (herein called a “Member” or “Members”).
- Section 2. Any person or firm residing or doing business in the Town of Newtown, Connecticut, may be elected an Active Member of this corporation upon the filing of a written application with the Secretary in which the applicant is sponsored by one existing Member of the corporation and in which the applicant guarantees his interest in and sympathy with the objectives of this corporation and his adherence if elected, to its bylaws, rules and regulations, and upon the payment, or promise of payment of the annual membership fee, and any additional charges based on the number of employees; such charge to be approved annually by the Board of Directors. Election to active membership shall be by the Board of Directors at any meeting of the Board of Directors. The applicant’s reputation for integrity shall be an important consideration.
- Section 3. Election by the Board of Directors on any application for new membership during the third quarter of any year shall require payment of one-half of the annual membership fee for such new membership. Election by the Board of Directors during the fourth quarter of any year and upon the payment of

the annual membership fee shall be considered to have been paid for the following year.

- Section 4. The Board of Directors may at any time confer Honorary Membership upon any person in recognition of outstanding public service. Honorary Members shall have all of the privileges of Active Members except that they may not become officers or directors of the corporation nor shall they be required to pay any annual membership fee.
- Section 5. Any membership may be terminated upon the vote of at least twelve directors at any regular monthly meeting of the Board of Directors, warned for such purpose, for due cause shown or for failure to pay the annual membership fee, or any assessment upon the membership within four months of the rendition of bills therefore; provided, however, that the expelled member shall be given written notice of such termination within 7 days of such meeting and shall be given the opportunity to appeal such termination at the next regular monthly meeting of the Board of Directors at which the vote of a majority of the directors shall be necessary to reinstate said membership; and provided, further, that if such appeal to the Board of Directors does not result in reinstatement, the expelled member may compel a special meeting of the entire membership of the corporation by a written request therefore directed to the President, who shall give notice of such meeting within 15 days of receipt of such request, and at such meeting the vote of a majority of those voting (provided a quorum is present) shall be necessary to reinstate said membership.
- Section 6. The death, resignation or expulsion of a member shall terminate his membership. The termination of a membership shall work a forfeiture of all interest of the member in and to the property of the corporation, and the member shall thereafter have no right thereto of any part thereof.
- Section 7. Each active member shall be entitled to cast one vote at each meeting of the members of this corporation, either in person or through its duly appointed representative. Each Honorary Member shall be entitled to cast one vote at each meeting of the members.

ARTICLE III - MEETINGS

- Section 1. The Annual Meeting of the Chamber shall be held during the month of January, the date to be fixed by the Board of Directors. The fiscal year shall end on the 31st of December. A minimum of four general membership meetings, including the Annual Meeting, will be held each calendar year.
- Section 2. Special meetings of the members may be called whenever the Directors deem it advisable. Special meetings of the members shall be called upon the written request of any duly elected officer, three directors or ten members. Director's meetings will be held on a monthly basis, excepting

summer monthly meetings, which may be held at the direction of the President.

Section 3. Notice of both regular and special meetings shall be given to each member in person or by email to the last known email address at least five days in advance of day of meeting.

Section 4. Fifteen members in good standing shall constitute a quorum for the transaction of business at any regular or special meeting of the Chamber.

ARTICLE IV - BOARD OF DIRECTORS

Section 1. The government of the Chamber, the direction of its work, and the control of its property shall be vested in a Board of Directors consisting of eighteen (18) members, one third (6) of whom shall be elected annually for a term of three years, as hereinafter provided. The Directors shall have power to fill all vacancies on the Board until the next Annual Meeting. They may adopt rules for conducting the business of the Chamber. They shall submit in writing at the annual meeting a full report of the work and the finances of the organization.

Section 2. The Board of Directors shall be elected at the annual meeting or at a special meeting of the members called for that purpose.

Section 3. A nominating committee of not less than three members shall be appointed by the President thirty days prior to the election, whose duty it shall be to nominate from the members of the Chamber as many members to be voted on for members of the Board of Directors as there are vacancies on the Board to be filled. Said committee shall file a list of the nominees recommended with the Administrative Secretary not later than 15 days before the election. Other nominations than the ones recommended by the committee may be made by any member from the floor or by filing the name of the nominee with the Administrative Secretary.

Section 4. A majority of the Board of Directors shall constitute a quorum at any meeting. Directors are required to attend a minimum of fifty percent (50%) of the scheduled Board of Director's meetings. An absence which is excused by the President shall not be used in calculating the number of meetings missed. In the event a Director does not attend the required minimum, the Board of Directors shall act to remove the Director by a majority vote. Vacancies such created shall be filled in accordance with Article IV, Section 1.

ARTICLE V - OFFICERS

Section 1. The President, Vice President, Secretary and Treasurer shall be elected for a term of two years. The members shall hold any necessary elections for Officers for the ensuing term at the Annual Meeting. All of said officers must be members of the Board of Directors. "The Board of Directors may employ such employees as it deems necessary or desirable to assist the Officers and Directors. The compensation of any employees shall be determined by the Board of Directors.

Section 2. The President shall preside at all meetings of the Board of Directors and perform all duties incident to this office. The President coordinates direction of all policy level considerations, and shall be ex-officio member of all committees. He or she shall commend to the membership of the Board of Directors, at the annual meeting of the Chamber and at such other times as he or she may deem proper, such matters and make such suggestions as may tend to promote the effectiveness and increase the usefulness of the Chamber in accordance with the policies established by the Board. He or she shall have the custody of the surety bonds.

Section 3. A President shall not succeed himself or herself in office more than two times. An ex-president may be reelected to the office of President, providing there has been at least a one year lapse since his previous term.

Section 4. The Vice President shall act in the absence of the President and shall have such other duties and powers as delegated by the Board of Directors or the President. In the absence or disability of the President and Vice President, a member of the Board of Directors shall be chosen to act temporarily.

Section 5. The President, Vice President, Secretary, Treasurer and the Administrative Secretary shall each furnish surety bonds in such amounts as the Board of Directors shall deem necessary, the cost to be paid by the Chamber of Commerce of Newtown, Inc.

Section 6. The President in the absence of the Treasurer shall receive and disburse the funds of the Chamber and shall keep all monies of the Chamber deposited in its name. At frequent intervals the Treasurer shall make reports to the Board of Directors.

Section 7. The Secretary and Treasurer shall report to the President. It shall be the duty of the Secretary to conduct the official correspondence, preserve all books, documents and communications, and maintain an accurate record of the proceedings of the Chamber, the Board of Directors and all committees. It shall be the duty of the Treasurer to keep books of accounts of the Chamber. They shall perform such duties as may be incident to their offices, subject to the direction of the President and the

Board of Directors. At the expiration of their terms of office, they shall deliver to the Board of Directors all books, papers and property of the corporation.

- Section 8. Upon the election of a new President, the Immediate Past President shall remain as a Director of the corporation and shall consult and advise the President to assist the new President in his or her transition to the position of President. The Immediate Past President shall serve until a successor President is elected.

ARTICLE VI - COMMITTEES

- Section 1. The Board of Directors shall authorize and define the powers and duties of all committees.

- Section 2. The President shall appoint all committees subject to confirmation by the Board of Directors.

- Section 3. There shall be committees, appointed by the President, as the need arises for a committee, under the direction of a Chairperson.

- Section 4. The Executive Committee shall be composed of the President, the Vice President, Secretary/Treasurer. In the interim between meetings of the Board, the Executive Committee shall have charge of the routine business of the corporation. It shall have general charge of the finances and property of the corporation and shall have authority to order disbursements for necessary expenses and may grant to any committee a reasonable amount of money for special work, provided such amount shall not exceed the budget allowance for such work as previously approved by the Board.

- Section 5. Other committees shall be appointed as deemed necessary by the President and the Board and shall function until the completion of their assigned tasks and then be dissolved.

ARTICLE VII - DISBURSEMENTS

- Section 1. The Treasurer is authorized to establish electronic banking services for the corporation's bank accounts. Disbursements may be made either by check or electronically. Electronic payments or checks in the amount of less than \$2,500.00 in the case of payroll transactions and \$1,000.00 in the case of all other transactions shall be initiated or signed, as the case may be, by either the Treasurer or the President. Electronic payments or checks in the amount of \$2,500.00 or more in the case of payroll transactions and \$1,000.00 or more in the case of all other transactions

shall be initiated or signed, as the case may be, by both the Treasurer and President. The Vice President may initiate or sign in place of the Treasurer or President, if either the Treasurer or President is unavailable.

- Section 2. Upon the approval of the budget, the Treasurer may be authorized to make disbursements on account of expenses specifically provided for in the budget without an additional approval by the Board.

ARTICLE VIII - PARLIAMENTARY PROCEDURE

- Section 1. The proceedings of the corporation's meetings shall be governed by and conducted according to the latest edition of Roberts' Manual of Parliamentary Rules.

ARTICLE IX - AMENDMENTS

- Section 1. These bylaws may be amended or altered by a two-thirds vote of those present at any regular or special meeting of the corporation, provided notice of the proposed change shall have been mailed by the Administrative Secretary not less than seven (7) days prior to such meetings. Proxy ballots will be accepted from members unable to attend. A proxy ballot shall be mailed with the notice of proposed change.

ARTICLE X-POLICIES OF THE BOARD

- Section 1. The Board of Directors from time to time shall adopt policies with respect to the operation of the Board. Such policies shall be presented to the Board and upon a majority vote of the Board members, shall be adopted.
- Section 2. All members of the Board of Directors shall receive a copy of all of the policies and shall acknowledge receipt of same.