

**LEWIS COUNTY CHAMBER  
OF COMMERCE, INC.**

**BY LAWS**

**Article I:** Name

*Section 1* The name of the organization shall be the LEWIS COUNTY CHAMBER OF COMMERCE, INC.

**Article II:** Mission

*Section 1* The mission of the Lewis County Chamber of Commerce, Inc. is to nurture and promote commercial, recreational and community activities, which enhance the quality of life and general prosperity of the people of Lewis County.

**Article III:** Limitations of Methods

*Section 1* The Lewis County Chamber of Commerce, Inc. shall be nonpartisan and nonsectarian and shall take no part in or lend its influence or facilities, either directly or indirectly, to the nomination, election, or appointment of any candidate for office in the village, the township, the county, the state or the nation.

**Article IV:** Service Area

*Section 1* The service area of the Lewis County Chamber of Commerce, Inc. shall be the entire County of Lewis.

**Article V:** Membership

*Section 1* Eligibility: Any reputable person, individual business, association, corporation, partnership or estate may subscribe to membership in the Lewis County Chamber of Commerce, Inc.

*Section 2* Membership: Persons and firms of good standing interested in the Mission of the Lewis County Chamber of Commerce, Inc. named in Article II, Section 1, shall be eligible for active membership and active members shall enjoy all the rights and privileges of the Lewis County Chamber of Commerce, Inc. including the right to vote and hold office.

*Section 3* Anyone applying for membership in the Lewis County Chamber of Commerce, Inc. may be approved at any meeting of the Board of Directors and shall pay an annual fee as set by and approved by the Board of Directors.

*Section 4* Any member may acquire more than one membership by paying the annual dues of each membership, subject to the approval of the Board of Directors.

*Section 5* Any member holding more than one full paid membership shall be entitled to cast an equal number of votes.

*Section 6* Application for membership shall be made in writing, to the Board of Directors, and the application shall be regarded as a guarantee on the part of the applicant of his interest in, and sympathy with, the purposes of the Lewis County Chamber of Commerce, Inc. and of his/her adherence, if elected, to its By Laws, rules and

**LEWIS COUNTY CHAMBER  
OF COMMERCE, INC.**

regulations. Election to the Lewis County Chamber of Commerce, Inc. shall require the affirmative vote of the majority of the Directors present at a meeting of the Board of Directors.

*Section 7* Members may be expelled by a majority vote of the Board of Directors or for nonpayment of dues.

**Article VI: Meetings**

*Section 1* The Board of Directors may hold membership meetings whenever it may be necessary or desirable.

*Section 2* The Board of Directors shall call a membership meeting upon petition signed by not less than ten percent (10%) of active members.

*Section 3* The Annual Meeting of the Lewis County Chamber of Commerce, Inc. shall be held in the third or fourth quarter of the fiscal year.

*Section 4* At all membership meetings, ten percent (10%) of the membership or twenty (20) active members, whichever is less, shall constitute a quorum.

*Section 5* Note:

- A. A written, phone or emailed notice of all meetings shall be given to the Board of Directors by the Executive Director.
- B. The Executive Director shall give written notice of all membership meetings to the members in good standing.

*Section 6* The Executive Director, with the approval of the Board of Directors, shall set the time and the monthly Board of Directors meetings at the organizational meeting at the first of every fiscal year.

**Article VII: Board of Directors**

*Section 1* General:

- A. The governing of the Lewis County Chamber of Commerce, Inc., the direction of its work and the control of its property shall be vested in a Board of Directors consisting of up to fifteen (15) members, one-third of who shall be elected annually by the general membership at the annual meeting, for a term of three years, as hereinafter provided.
- B. The month following their election the Directors shall meet, qualify and elect the following officers from their own Board.
  - Chairperson
  - First Vice Chairperson
  - Second Vice Chairperson
  - Treasurer
  - Secretary
- C. The Board shall also appoint an Executive Director and shall fix the amount of his/her salary.
- D. The Directors shall have the power to fill all vacancies on the Board.

**LEWIS COUNTY CHAMBER  
OF COMMERCE, INC.**

*Section 2* A Director who is absent from three (3) monthly meetings, within the calendar year, without due cause may be replaced by the Board of Directors. A signed proxy is considered due cause. The Director reserves the right for a meeting with a committee of the Board, appointed by the Chairperson, to review the circumstances.

*Section 3* Each Board of Director is expected to participate and/or chair a committee or event in support of the mission of the Lewis County Chamber of Commerce, Inc. and to demonstrate their commitment to the membership.

*Section 4* Meetings:  
A. The Board of Directors shall meet not less frequently than once a month.  
B. At any general or special meeting of the Board of Directors an absent Director may vote by written and signed proxy. The chairman is empowered to solicit proxies, as is any other member.  
C. At any duly constituted meeting of the Board of Directors it shall be necessary for a majority of the votes by those present or by proxy to carry any particular motion.

*Section 5* Annual Meeting Report:  
A. The Executive Director shall provide a presentation at the annual meeting of the work and finances of the Lewis County Chamber of Commerce, Inc.

**Article VIII: Officers of the Board of Directors**

*Section 1* Officers of the Board of Directors terms:  
A. The officers shall be elected for a two (2) year term, with the Chairperson, Second Vice Chairperson and Secretary elected in one year, and First Vice Chairperson and Treasurer elected in the next year; so as to stagger the terms of office.

*Section 2* Chairperson of the Board:  
A. The Chairperson shall preside over Board of Directors and Executive Committee meetings of the Lewis County Chamber of Commerce, Inc. He/She shall collaborate with the Executive Director on community events and public relations. He/She shall perform all duties inclusive to his/her office and recommend actions that will benefit the Lewis County Chamber of Commerce, Inc.

*Section 3* Vice Chairperson(s):  
A. The First Vice Chairperson shall perform the duties of the Chairperson in the latter's absence.  
B. The Second Vice Chairperson shall perform the duties of the First Vice Chairperson in the latter's absence.  
C. If the Chairperson, First Vice Chairperson and Second Vice Chairperson are all absent at the same time, one of the other officers will step in as the "acting" Chairperson or the Directors present shall choose a Director to act in their capacity temporarily.

**LEWIS COUNTY CHAMBER  
OF COMMERCE, INC.**

*Section 4*      Treasurer:

- A. The Treasurer shall review the receipts and disbursements of all Lewis County Chamber of Commerce, Inc. funds. He/She shall review the monthly financial statement and collaborate with the Executive Director to provide a financial overview to the Board of Directors and annually to the general membership.
- B. Two signatures are required on all checks written off of the Lewis County Chamber of Commerce, Inc accounts. All officers are authorized to sign checks as a back up to the Treasurer.
- C. The Treasurer and Executive Director will submit a budget annually to the Board of Directors for approval.

*Section 5*      Secretary

- A. The Secretary shall document the Board of Directors and Executive Committee meetings and provide written minutes that include all actions taken by the Directors, in a timely manner. Regularly review and make recommendations of By Laws and role descriptions that may have to be amended, rescinded or reaffirmed.

*Section 6*      Executive Director:

1. The Executive Director shall fulfill the mission and goals of the Lewis County Chamber of Commerce, Inc. and will perform all duties as described in the job description, including but not limited to, conducting the official correspondence, preserving all bonds, documents and communications, keeping books of account and maintain an accurate record of the proceedings for the Lewis County Chamber of Commerce, Inc., its Board of Directors and committees. He/She shall perform such duties as may be incidental to his/her office, subject to the direction of the Board of Directors. He/She shall submit to the Board of Directors at each regular meeting a report of business activities and an annual summary of accomplishments to benefit the general membership.
2. He/She shall be authorized to receive monies paid in to the Lewis County Chamber of Commerce, Inc. and may give or cause to be given receipts and a quittances for such monies and shall pay out of the funds on hand, all just debts of the Lewis County Chamber of Commerce, Inc., of whatever nature upon maturity of same, in conjunction with the Treasurer or any other member of the Board of Directors that may be so designated by the Board of Directors.
3. The Executive Director shall give the Lewis County Chamber of Commerce, Inc. security for the faithful performance of the duties of the Executive Director in such sum and with such surety as may be required by the Board of Directors.
4. At the expiration of employment, the Executive Director shall deliver to the Board of Directors of the Lewis County Chamber of Commerce, Inc. all books paper and property of the Lewis County Chamber of Commerce, Inc.
  - The Executive Director will be reviewed on an annual basis (generally at the anniversary date of employment)
  - The Board of Directors will have the power to set annual compensation based upon the financial position of the Lewis County Chamber of Commerce, Inc.
  - The Board of Directors may, from time to time, award other compensation as deemed appropriate.
  - The Executive Director is an ex-officio member of the Board of Directors and of all committees of the board.

**LEWIS COUNTY CHAMBER  
OF COMMERCE, INC.**

**Article IX: Committees**

*Section 1* Appointment:

- A. The Chairperson shall appoint all committees confirmation by the majority of the Board of Directors.

*Section 2* Standing Committees:

- A. There shall be at all times the following committees:
- a. Executive Committee - The Executive Committee is responsible for the general program and work of the Lewis County Chamber of Commerce, Inc.
    - i. Shall consist of five (5) members:
      - 1. Chairperson
      - 2. First Vice Chairperson
      - 3. Second Vice Chairperson
      - 4. Treasurer
      - 5. Secretary
  - b. Auditing Committee – The Auditing Committee shall annually, and at such times as the Board of Directors require, audit the books, records, assets and liabilities of the Chamber, and its receipts and disbursements since the last proceeding audit, and report the results thereof to the Board of Directors. If the Committee feels a review is required by a certified public accountant they shall recommend this to the Board of Directors, along with a recommendation of whom to hire to do this audit, with a formal financial review being provided to the Board of Directors.
    - i. Shall consist of three (3) Board of Directors
  - c. Nominating Committee - The Nominating Committee will solicit and review nominations for board openings and officers. They will nominate and present potential board members and officers to the Board of Directors. Review nominations for and recommend to the Board of Directors the Business Person of the Year
    - i. Shall consist of four (4) members:
      - 1. Executive Director
      - 2. Committee Chairperson
      - 3. Two (2) Board of Directors
  - d. Other committees may be formed on an as needed basis with members appointed by the Chairperson.

*Section 3* Authority of Committees:

- A. It shall be the function of committees to investigate and make recommendations. They shall report to the Directors. No standing or special committee, nor the Executive Director, shall represent the Lewis County Chamber of Commerce, Inc. in advocacy of or opposition to, any project without the specific confirmation of the Board of Directors, or such confirmation as may be clearly granted under general powers delegated by the Board of Directors to the committee.

*Section 4* Committee Meetings:

**LEWIS COUNTY CHAMBER  
OF COMMERCE, INC.**

- A. Meetings of committees may be called at any time by the Board of Directors Chairperson or by the Chairperson of such committee.

*Section 5* Conflict of Interest:

- A. Every Director shall be required to complete and sign a conflict of interest statement.

**Article X:** Parliamentary Rules

*Section 1* The proceedings of the Lewis County Chamber of Commerce, Inc. meetings shall be governed by and conducted according to the latest edition of Roberts' Manual of Parliamentary Rules.

**Article XI:** Amendments

*Section 1* Approval:

- A. By Laws shall be reviewed annually and all proposed amendments shall receive the approval of the Board of Directors before being presented to the membership.

*Section 2* By Laws:

- A. The By Laws may be amended or altered by a two-thirds vote of those present at any regular or special membership meeting. Notice of the meeting shall have been announced not less than ten (10) days prior to such meeting. Proposed changes shall be available at the Chamber office.