

BY-LAWS

ARTICLE I - GENERAL

I: 1 Name

The name of this organization shall be The New Wilmington Area Chamber of Commerce.

I: 2 Mission and Vision

The goal of The New Wilmington Area Chamber of Commerce is to advance the civic, economic, and cultural interest of the area, to promote a favorable business climate for our members, and to provide leadership for the improvement of the economy and the quality of life of area residents through communication, education and cooperation with government and other community organizations.

I: 3 Limitations

In its activities, The New Wilmington Area Chamber of Commerce shall be non-partisan, non-sectional, non-sectarian and shall take no part in nor lend its influence to the election or appointment of any candidate for national, county, state or city office.

I: 4 Limitation of Methods

The New Wilmington Area Chamber of Commerce shall observe all local, state and federal laws which apply to non-profit organizations, including, but not limited to, compliance with Section 501(C) 6 of the Internal Revenue Code.

ARTICLE II - MEMBERSHIP

II: 1 Classes of Membership

The New Wilmington Area Chamber of Commerce shall be composed of active members, supporters and honorary members. Individuals, organizations, and firms of good standing interested in the purposes of The New Wilmington Area Chamber of Commerce shall be eligible for active membership. Distinction in public affairs shall confer eligibility to honorary membership. Honorary membership shall include all the privileges of active membership except that of holding office, with exemption from the payment of all fees and dues.

II: 2 Active Membership

Potential members and supporters desiring membership shall make written application to the Board of Directors and this application shall be regarded as a guarantee on the part of the applicant of his interest in the purpose of the organization and his adherence to the bylaws, if accepted by the Board of Directors.

II: 3 Honorary Membership

Honorary members may be nominated by any member of The New Wilmington Area Chamber of Commerce and elected by the Board of Directors. Proposal to confer honorary membership must be in writing and must include reasons therefore. If a nominee shall receive an affirmative vote of the Board of Directors, he or she shall be declared elected. Three negative votes shall defeat the proposal of honorary membership. An honorary membership may be revoked by the Board of Directors at any time.

II: 4 Dues

The annual dues of each member, organization and firm shall be in accordance with a schedule established from time to time by the Executive Committee of The New Wilmington Area Chamber of Commerce and subject to approval by the Board of Directors. Membership dues are due and payable by January 31st of the year of renewal. Dues not paid by that date represent a delinquency and necessitate removal of the business listing from the website. Keeping dues current entitles member 1 no-charge listing in the Chamber website Business Directory.

II: 5 Delinquency

Any member may be removed from membership by the Board of Directors by a two-thirds vote for nonpayment of dues after ninety (90) days from the date due, unless otherwise extended for good cause.

II: 6 Resignations

Any member may resign from The New Wilmington Area Chamber of Commerce upon written request to the Board of Directors. No refund of dues will be made.

II: 7 Removal from Membership

Any member may be removed from membership by a two-thirds vote of the Board of Directors at a regularly scheduled meeting thereof, for conduct unbecoming a member or prejudicial to the aims or repute of The New Wilmington Area Chamber of Commerce after notice and opportunity for a hearing are afforded the member complained against.

ARTICLE III - BOARD OF DIRECTORS

III: 1

The Board of Directors may consist of twelve (12) active members. Four (4) may be appointed representatives of local area service organizations, government, religious or educational institutions, such as Rotary, Kiwanis, Westminster College, New Wilmington Borough, Wilmington Area School District, or the Ministerium. The government and policy-making responsibilities of The New Wilmington Area Chamber of Commerce shall be vested in the Board of Directors, which shall control its property, be responsible for its finances, and direct its affairs.

A member of the Board of Directors shall be eligible to serve three (3) terms of three (3) years each. After serving a maximum of nine (9) consecutive years, a member of the Board of Directors will not be eligible for reelection until the lapse of one (1) year.

III: 2 Meetings

Regular meetings shall be held once monthly, as set by the Board of Directors. Notice of all Board meetings must be made at least five days in advance unless otherwise stated. Meeting dates will be published in the Globe Leader Newspaper and on the Chamber website. An advance agenda and minutes for the previous meetings must be emailed to board members prior to the meeting date.

Special meetings may be called by the President when in his or her judgment they may be necessary, and it shall be the President's duty to do so when requested in writing by three members of the Board of Directors. Only the business for which the meeting was called shall be transacted at a special meeting.

Seated members at their discretion may designate a representative to attend & vote at a Chamber board meeting in their stead.

III: 3 Vacancies

A member of the Board of Directors who shall be absent from three (3) consecutive regular meetings of the Board of Directors may be dropped from membership on the Board by a majority vote, unless confined by illness or other absence approved by a majority vote of those voting at any meeting there of. Vacancies on the Board of Directors, or among the officers, created by any reason, including resignation, shall be filled by the Board of Directors by a majority vote following recommendation by the Nominating Committee.

ARTICLE IV - SELECTION OF DIRECTORS

IV: 1 Nominating Committee

The Nominating Committee shall be comprised of the three (3) Board members as defined by majority vote. The nominating committee shall be seated at the January meeting and shall present a slate of candidates at the March meeting.

IV: 2 Candidates

Currently seated board members have the right to present names of potential candidates to the Nominating Committee.

IV: 5 Determination

(a) The Board of Directors shall have sole authority to fill any vacancies created by death, resignation or expulsion following the receipt of the report by the Nominating Committee.

(b) As to electing Directors to full terms, if the number of candidates nominated by the Nominating Committee and the active membership equals the number of full terms to be filled on the Board, the Board of Directors shall affirm the report of the Nominating Committee and/or active membership electing the recommended candidates to fill the full terms.

(c) If the number of candidates nominated by the Nominating Committee and/or active membership exceeds the number of full terms to be filled, a ballot shall then be presented to the board and they shall be voted upon by private ballot. No identification shall be made on the ballot to identify any candidate nominated by the Nominating Committee or any candidate nominated by petition by the active membership.

IV: 6 Election Committee

In the event of an election as provided in IV: 5(b), the President shall appoint an Nominating Committee composed of Directors whose terms do not expire at the next annual election, whose duty it shall be to see that the election of members of the Board of Directors at the forthcoming election of the Directors is carried out according to the terms and conditions of the By Laws, that all votes of the members eligible to vote are properly tallied, and to declare the true results of said election by written report to the Directors.

IV: 7 Voting Rights

Each member of the New Wilmington Area Chamber of Commerce in good standing is entitled to one (1) vote in any election or referendum.

IV: 8 Certification of New Directors

Following the official determination of the new Directors, the President shall request their attendance beginning at the March meeting.

IV: 9 Indemnification

The New Wilmington Area Chamber of Commerce may, by resolution of the Board of Directors, provide for indemnification of any or all of its Directors or former Directors for any liability imposed upon them, including legal fees incurred in the defense of any such action, in which they have been sued, unless the action is a result of gross negligence or intentional misconduct on the part of the Director, in which event the Chamber shall have no responsibility or liability for any such judgment or legal expenses.

ARTICLE V - OFFICERS

V: 1 General

The officer of The New Wilmington Area Chamber of Commerce shall be President, Vice President, Treasurer and Secretary. The President, Vice President, Treasurer and Secretary shall be elected from the membership of the Board of Directors.

V: 2 President

The President shall preside at all meetings of The Chamber and of the Board of Directors, and perform all duties incident to his office. The President shall, subject to the approval of the Board of Directors, appoint all committees and shall be an ex-officio member of all committees.

V: 3 Vice President

The Vice President shall act in the absence of the President. In absence of both the President and Vice President a member of the Board of Directors shall be chosen to act temporarily.

V: 4 Treasurer

The Treasurer shall be responsible for the safeguarding of all funds received by The New Wilmington Area Chamber of Commerce and or their proper disbursement. Such funds shall be kept on deposit in financial institutions, or invested in a manner approved by the Board of Directors. Checks are to be signed by the Treasurer and the President, or in the absence of either or both, by any two (2) officers. The Treasurer shall cause a monthly financial report to be made to the Board. The Treasurer shall be a member of the Board of Directors.

V: 5 Secretary

The Secretary shall keep the official correspondence, preserve all books, documents and communications; and maintain an accurate record of the proceedings of The Chamber and of the Board of Directors meetings.

V: 6 Election of Officers

In January the Nominating Committee shall meet to discuss and recommend officers to serve for the following year. The Board of Directors (new and returning Directors) at its regular March meeting shall elect officers for the coming year by majority vote after having received the recommendation of the Nominating Committee. The Board shall elect the President, Vice President, Treasurer and Secretary from the regular membership of the Board. All officers shall serve for a term of one (1) year, but may be elected to consecutive terms in the same position, not to exceed three (3) years in that particular position.

ARTICLE VI - COMMITTEES

VI: 1 Appointment

The President shall appoint all committees, subject to confirmation by the Board of Directors. Committees shall be discharged by the President when their work has been completed and their reports accepted, or when in the opinion of the Board of Directors it is deemed wise to discontinue the committees.

VI: 2 Executive Committee

The Executive Committee, composed of President, Vice President, Secretary and Treasurer shall transact all routine business of The New Wilmington Area Chamber of Commerce, shall act for the Board in the interim between its meetings, shall have authority to order disbursements for the necessary expenses of the organization and audit the same for payment; provided further, that the Executive Committee shall be limited to incurring no more than \$1,000 in total expenses without obtaining specific Board approval thereof.

The Board of Directors shall fix the salaries of the appointive employees of The Chamber.

The Executive Committee shall submit to the Board of Directors at its monthly meeting a report of its actions or minutes of its proceeding for the consideration.

VI: 3 Committee Meetings

Meetings of committees may be called at any time by the President or the Chairman of such committees.

VI: 4 Limitation of Authority

Except as set forth within these By-Laws, no action by any member, committee, division, employee, Director or officer shall be binding upon or constitute an expression of the policy of The New Wilmington Area Chamber of Commerce until it shall have been approved or ratified by the Board of Directors.

ARTICLE VII - MEETINGS

VII: 1 Annual

The annual meeting of The New Wilmington Area Chamber of Commerce shall be held in April, at such hour and place as may be designated by the Board of Directors.

VII: 2 Regular

Regular meetings of The New Wilmington Area Chamber of Commerce shall take place upon dates to be determined by the Board of Directors. Interim meetings of The Chamber may be called whenever the Directors deem it advisable or desirable.

VII: 3 Special

A special meeting of The New Wilmington Area Chamber of Commerce or the Board of Directors shall be called upon the written request of (a majority of seated board members of The Chamber. Only the business for which the meeting was called shall be transacted at a special meeting.

VII: 4 Quorum

Five (5) members shall constitute a quorum at any regular or special meeting of The New Wilmington Area Chamber of Commerce.

ARTICLE VIII - FINANCES

VIII: 1 Annual Audit

An annual financial report shall be prepared by the Treasurer each year. It shall be presented to the Board of Directors no later than the January Board meeting. The board will seat an audit committee who will review and report to the board in February.

ARTICLE IX- PARLIAMENTARY RULES

IX: 1 General

The proceedings of The New Wilmington Area Chamber of Commerce meetings shall be governed by and conducted according to the latest edition of Roberts' Rules of Order when such rules are not inconsistent with the By-Laws of the Chamber

ARTICLE X - AMENDMENTS

X: 1 Revisions

These By-Laws may be amended or altered by a two-thirds vote of the Board of Directors. Any proposed amendments or alterations shall be submitted to the Board or the members, at least ten (10) days in advance of the meeting at which they are to be acted upon.