

**BY-LAWS OF THE SMETHPORT AREA CHAMBER OF COMMERCE
EFFECTIVE AUGUST 3, 2010**

ARTICLE I

TITLE AND OBJECTIVES

- I. 1. The name of this organization shall be the Smethport Area Chamber of Commerce.
2. The objectives are: To establish a body of recognized people of Smethport, Pennsylvania. and to the general public; to forward the prosperity of the mercantile, agriculture and manufacturing Community; to promote the general welfare; to procure and spread such information as will advance and elevate commercial dealings; to promote and protect the rich heritage and architecture of the Community and to extend just methods of business by the establishment and maintenance of a place for business and social meetings.

ARTICLE II

FISCAL YEAR

- II 1. The fiscal year shall be from May 1 to April 30.

ARTICLE III

MEMBERSHIP

- III. 1. Any person residing in Smethport, Pennsylvania, or vicinity and any person, firm or Corporation doing business in Smethport, Pennsylvania, or vicinity may become a member of the Chamber upon a vote of the Board of Directors. The applicant or applicants agree to conform with the by-laws.
2. A membership shall entitle a person, firm or corporation to designate one or more members of the firm or corporation to attend meetings of the Chamber, but said membership shall only have the power of one vote. All representatives shall have equal time to speak to the Chamber.

3. A person, firm or corporation holding one membership shall have the right at any time, by giving written notice to the Secretary, to change any or all of its representatives.
4. Any member whose dues are not paid and current shall not have voting power and may be automatically dropped from membership.
5. Any matter disputed between the Chamber and a member which arises and cannot be resolved shall be referred to arbitration. One arbitrator selected by the Chamber, one arbitrator selected by the disputing member and one arbitrator selected by the two arbitrators previously chosen will be established. The findings of the arbitrators shall be borne by both parties as decided by the arbitrators.

ARTICLE IV

DUES

- IV. 1. The annual dues for a membership shall be set by a majority of the membership present at a regular Chamber meeting.
2. The dues for all members shall be paid annually in advance of the first meeting in the Fiscal Year, which begins May 1.
3. The Board of Directors shall have the power to forgive the dues of any delinquent member and continue that membership in good standing. The Directors may also rebate the dues of any member unable to avail himself of the privileges of the organization by reason of illness, absence from the city or any cause, during the period that such cause is existent.

ARTICLE V

BOARD OF DIRECTORS

- V. 1. The government of the Chamber, the direction of its work and the control of its property shall be vested in the Board of Directors, (Board), consisting of seven members, who shall be elected for a term of two years. Candidates having the highest number of votes shall become the new Board until their successors have been elected and qualified.

2. A quorum of the Board of Directors is authorized to act as necessary to conduct Chamber business in a timely manner, including: allocating and expending funds for its operation; entering into agreements with other organizations; and raising and spending funds in support of persons, organizations, and events that are consistent with the Chamber's mission. The decisions of the Board shall be reported to the Membership at the next general meeting of the Chamber.
3. There shall be an Executive Committee consisting of the President, Vice-President, Treasurer and Secretary, which shall act for the Board in the interim between meetings and shall submit at the regular meetings of the Board, reports of its proceedings for confirmation. It may refer communications direct to the Committees already appointed without submission to the Board.
4. The Board may declare vacant the seat of any member of the Board who shall absent himself from four consecutive regularly monthly meetings without furnishing a satisfactory written explanation to the Board.
5. All vacancies among the officers shall be filled by the Board. Any vacancy in the Board shall be filled by the Chamber until the next annual election at which time a Director shall be elected by the Chamber membership for an unexpired term.
6. The Board shall meet not less frequently than bi-monthly starting in May.
7. The President may call special meetings of the Board when in his\her judgment they may be necessary, and it shall be his\her duty to do so when requested in writing by three members of the Board.
8. A notice setting forth the purpose of such special meeting shall be mailed to each member of the Board at least 3 business days prior to the meeting and no business shall be transacted at such meeting other than that set forth in the notice.
9. Four members shall constitute a quorum for any regular or special meeting of the Board.
10. The President may call an executive meeting of the Board during a regular or special meeting when in his\her judgment it may be necessary, and it shall be his\her duty to do so when requested by a vote of a majority of the Board.
11. All information regarding the business transacted by the Board will be made public except that conducted in executive session, which may be made public on a vote of a majority of the Board.
12. The Board shall submit, in writing, at the annual meeting, to be held in April, a full report of the work and finances of the organization.

ARTICLE VI

OFFICERS

1. The officers of the Chamber shall be the President, Vice-President, Treasurer and Secretary, and such other officers as the Board may deem necessary, shall constitute the Board of Directors (Board). The Board may upon vote of majority elect a Corresponding Secretary from the general membership.
2. President: The President shall preside at all meetings of the Chamber and Board. He\she shall perform all duties incident to his\her office and advise such action as may be deemed by him\her likely to increase the usefulness of the Chamber.
3. Vice-President: The Vice-President shall act in the absence of the President, and in the absence or disability of the President or Vice-President, a member of the Board shall be chosen to act temporarily.
4. Treasurer: The Treasurer shall receive and disperse the funds of the Chamber. He\she shall keep all the books of account and shall keep all monies of the Chamber deposited in its name. At frequent intervals he\she shall make reports to the Board, which shall require him\her to give acceptable bond, in such sum as the Board may determine, for the faithful performance of his\her duties.
5. Secretary: It shall be the duties of the Secretary to take the minutes of all Board and Chamber meetings, to preserve all books, documents and maintain an accurate record of the proceedings of the Chamber, Board and all Committees. He\she shall perform such duties as shall be incident to his\her office, subject to the direction of the Board. At the expiration of his\her term of office, he\she shall deliver to the Board all books, papers and property of the Chamber.
6. Corresponding Secretary: It shall be the duty of the Corresponding Secretary to do the official correspondence and communication. He\she shall perform such duties as shall be incident to his\her office. At the expiration of his\her term of office, He\she shall deliver to the Board all correspondence and property of the Chamber.

ARTICLE VII

COMMITTEES

- VII. 1. The President shall appoint such standing and special Committees as shall be ordered by the Board or may in his\her judgment be deemed necessary.
2. Authority of Committees: It shall be the function of Committees to investigate and make recommendations. They shall report in writing to the Board. No standing or special Committee shall represent the Chamber in advocacy of or opposition to any project without the specific confirmation of the Board, or such confirmation as may be clearly granted under general powers delegated by the Board.
3. Committee Meetings: Meetings of Committees may be called at any time by the President or by the Chairman of the Committee.
4. Ex-Officio: The President shall be ex-officio member of all Committees, unless otherwise ordered.

ARTICLE VIII

MEETINGS

- VIII. 1. The monthly meeting of the Chamber shall be held at such hour and place as may be prescribed by the Board.
2. A special meeting of the Board shall be called upon written request of any five (5) members of the Chamber.
3. Ten members shall constitute a Quorum at any regular or special meeting of the Chamber. Upon failure to achieve a Quorum at two consecutive regular meetings, the Board is authorized by a majority vote of its Members to act as necessary to continue Chamber operations in a timely manner.
4. Resolutions: A resolution offered at any meeting must be in writing and no member shall read or offer for action any communication, report or resolution, unless it has previously had the approval of the Board without first making a general statement of the subject matter thereof. When a resolution has been presented it will not be voted on until the following meeting; therefore, giving members an opportunity to give consideration prior to casting their vote.

5. Upon motion of any member, the Chamber may, by a two thirds vote of the Chamber members present, go into an executive session of the Chamber.
6. All information regarding the business transacted by the Chamber will be made public except that conducted in executive session, which may be made public on a vote of a majority of the Chamber.
7. Meetings of Committees may be called at any time by their respective Chairmen or by the President.

ARTICLE IX

ELECTIONS

- IX
1. Elections: The election of the Directors shall be held by the membership in April of each year. In odd number years, three (3) Directors shall be elected. In even number years, four (4) Directors shall be elected. Each Director shall serve for a period of two years.
 2. Nominating: At the March meeting of the Chamber, the President shall appoint three members to act as a Nominating Committee.
 3. Official: The Nominating Committee shall present a slate of candidates to fill the vacancies for the year.
 4. Report: The report of the Nominating Committee shall be made to the Chamber at the regular April meeting of which time election will be held.
 5. Nominations may be made from the floor at the April meeting, provided the candidates are current Chamber members. Should there be nominations the President will ask the members to add to their ballots the name(s) of the candidate(s) nominated from the floor.
 6. Result: The candidates receiving the highest number of votes cast at the annual election shall be constituted and declared members of the Board for the ensuing term.
 7. Ties: In the election of Directors for even years, should a tie vote occur in the decision of the first two (2) positions, both persons will be certified as elected. Should a tie vote occur in the decision of the third (3) position the Committee of Tellers shall cast lots and certify as elected the person on whom selection falls. The same procedure to be followed in (even) odd year elections.

8. Voting: All voting shall be by ballot. No proxies shall be allowed. A plurality of the votes cast constitutes an election.
9. Limitation: Members shall be limited to one vote each ballot for any one candidate at any election.
10. Tellers: The President shall appoint three Tellers and announce their appointment at that meeting. Appointees shall not be members of the nominating committee. Tellers shall have supervision of the election, ascertain the results and will serve until the Board accepts the election results.

ARTICLE X

ORDER OF BUSINESS

- X. 1. At the regular meetings, the order of business shall be as follows:
 1. Call to Order
 2. Minutes
 3. Treasurer's Report
 4. Correspondence
 5. Old Business
 - a. Reports of Standing Committees
 - b. Reports of Special Committees
 - c. Unfinished Business
 6. New Business
 7. Adjournment
2. In all cases involving points of Parliamentary Law not provided by the By-Laws, Robert's Rules of Order shall stand.

ARTICLE XI

AMENDMENTS TO THE BY-LAWS

- XI. 1. Amendments to the By-Laws may be approved by a majority of the Chamber Members, representing a Quorum, who are present at a regularly scheduled meeting of the Chamber. Proposed amendments must be submitted to the Board in writing 30 days in advance of the Chamber meeting.