

MASHPEE CHAMBER OF COMMERCE
BY-LAWS

ARTICLE I

NAME AND LOCATION OF ORGANIZATION

The name of the organization is the Mashpee Chamber of Commerce (hereinafter referred to as "organization"). This organization is an unincorporated organization whose principal office shall be located in the Town of Mashpee, County of Barnstable, Commonwealth of Massachusetts.

ARTICLE II

PURPOSES

The purpose of the organization is through the efforts of the Membership to foster, promote and achieve a healthy economic climate for the business community and, in particular, for its Membership in the Town of Mashpee and surrounding areas.

The organization may receive, purchase, hold, exchange, mortgage, improve, construct, manage, transfer, lease, sell, and convey real and personal property; obtain loans. Also, the organization may sign agreements and issue evidences of indebtedness securing the same; and do any and all other action and exercise any and all other rights and powers consistent with the law necessary or convenient to carry out these purposes, and, so far as necessary or expedient to any of the foregoing purposes, to acquire and hold title to real estate.

ARTICLE III

MEMBERSHIP

Section 1. Members.

Any person, business organization, partnership, corporation or other entity having an interest in the objectives of this organization shall be eligible to apply for Membership.

Section 2. Classes of Membership and Dues.

1. The organization shall have four (4) classes of Membership. All members of the Board of Directors and members of the organization are expected to volunteer their time throughout the year. It is expected that members volunteer during the year as designated by the Executive Director and the board of the organization.

A. Regular Membership.

Any person or entity which shall conduct a business or profession in the Town of Mashpee and the surrounding area, which shall, in the opinion of the Board of Directors, have a legitimate interest in the purposes and objectives of this organization and shall have paid the Membership Fee.

B. Associate Membership.

An Associate Member is any person or entity who does not qualify for Regular Membership but, in the opinion of the Board of Directors, has good cause for becoming an Associate Member.

An Associate Member shall include an owner of more than one business who qualifies for a discounted Membership Fee for the second business.

Associate Member may qualify for full member benefits; however, an Associate Member has no voting privileges.

C. Seasonal/Entrepreneur Membership.

Any person or entity engaged in a seasonal business (for less than eight (8) months per calendar year) and is defined as a person or business operating a legitimate business and/or entrepreneurship may become a Member. Said person and/or entity must enter into an Agreement with the Mashpee Chamber of Commerce to volunteer at Chamber of Commerce events or with the Chamber of Commerce for a minimum of twenty-five (25) hours per year at the discretion of the Executive Director of the Chamber of Commerce.

D. Honorary Membership.

Honorary Members shall have all privileges of Members, except voting privileges and shall be exempt from payment of dues. Honorary Membership may be conferred or revoked by a majority vote of the Board of Directors.

2. Dues. The amount of dues payable annually by each member shall be determined by the Executive Director and the Board of Directors and such amount shall fairly and equitably reflect, in the opinion of the Board of Directors, the relative value of the organization's activities to such member. Although annual dues may vary in amount among members, the rights and privileges of all members shall be identical.

Section 3. Voting Rights.

Only those individuals or businesses holding a Regular Membership shall have voting privileges. In the case of an association, corporation, partnership, or other entity being a Regular Member, each association, corporation, partnership or other entity shall

only be entitled to one vote per association, corporation, partnership or other entity. The representative entitled to vote of any association, corporation, partnership or other entity shall be delegated by the association, corporation, partnership or other entity.

Section 4. Resignation/Suspension of Privileges of Membership.

A. Any member may resign from the organization upon written request to the Executive Director and/or the Board of Directors.

B. Any member may be suspended for nonpayment of dues after sixty (60) days from the annual due date, unless, at the sole discretion of the Executive Director and the Board of Directors it is voted to extend the period for payment for good cause.

C. Any member may be suspended or expelled by a two-thirds (2/3) vote of the Board of Directors at a regularly scheduled meeting for conduct unbecoming a member or prejudicial to the aims of the organization after notice to the member and an opportunity for the complained of member to be heard at a hearing held by the Board of Directors. All requests for a hearing must be in writing. If a hearing is requested, said hearing shall be held within thirty (30) days of the date of the request.

ARTICLE IV

MEETINGS OF MEMBERS

Section 1. Place of Meeting

Meetings of the Members of the organization shall be held at a suitable place in the Town of Mashpee as designated by the Board of Directors.

Section 2. Annual Meeting

An annual meeting of the Members of the organization shall be held in the Town of Mashpee or surrounding areas in May of each year for the purpose of electing Officers and Directors and for the transaction of such other business as may properly come

before them. At each Annual Meeting Officers and Directors shall be elected by a majority vote of the Members present at the Annual Meeting.

Section 3. Quorum

Ten (10%) percent of the Members entitled to vote, in attendance, shall constitute a quorum at the annual meeting of the organization. If a quorum is not present, a majority of the members present may adjourn the meeting or in lieu of that action postpone the meeting to a definite date without further notice.

ARTICLE V

BOARD OF DIRECTORS

Section 1. Membership

The affairs of the organization shall be governed by a Board of Directors. At the Annual meeting of the Members of the organization, a slate of Officers and Directors will be presented by the Nominating Committee, which Officers and Directors shall be elected to fill the places of those whose term has expired.

Section 2. Board Member Job Description

1. Regularly attends monthly board meetings and other related committee meetings.
2. It is expected that board members volunteer at least twenty-five hours (25) per year which includes attending board meetings.
3. Makes serious commitment to participate actively in board and committee work.
4. Stays informed about committee matters, prepares well for meetings, and reviews and comments on minutes and reports.
5. Volunteers for and willing accepts assignments and completes them on time.
6. Gets to know other board members and builds a collegial working relationship that contributes to consensus.
7. Is an active participant in the board's annual evaluation and planning efforts.
8. Participates in fund raising for the organization.
9. Will actively assist in recruitment of potential board candidates
10. Serves as an ambassador for the organization and actively promotes its mission.

Section 3. Powers and Duties

A. The affairs of the organization shall be managed by the Board of Directors who may delegate their authority and powers as outlined herein.

B. Designate a banking institution or institutions as depository for the organization's funds; and the officer or officers authorized to make withdrawals therefrom and to execute obligations on behalf of the organization.

C. The Board may receive, purchase, hold, exchange, mortgage, improve, construct, manage, transfer, lease, sell, and convey real and personal property; obtain loans. Also, the organization may sign agreements and issue evidences of indebtedness securing the same; and do any and all other action and exercise any and all other rights and powers consistent with the law necessary or convenient to carry out these purposes, and, so far as necessary or expedient to any of the foregoing purposes, to acquire and hold title to real estate in behalf of the organization.

D. The Executive Committee shall, prior to the Annual Meeting of the organization in each year, adopt an operational budget to be presented for approval by the Board Members. Upon the adoption and approval of the budget, the Board shall be bound by the same and shall not vary therefrom by more than fifteen (15%) percent of the total amount thereof without having called a Special Meeting of the Board to approve variations. The budget shall be adopted only after the Board Members of the organization have had a reasonable opportunity to review the same and to comment thereon, either at meetings held thereon or through such other means as the Board may direct.

E. The Board may appoint sub-committees to serve at the Board's discretion as necessary for the ongoing operation of the organization. All sub-committees shall report to the Board of Directors.

F. The Board may hire and supervise an Executive Director to conduct the day to day operations of the Board, which Executive Director shall be empowered, with the consent of the Board, to hire additional employees, as may be needed to accomplish the day to day activities of the organization.

G. The Board may take any other and further action that may be required in order to accomplish the purposes of the organization.

Section 4. Number of Directors.

The number of Directors shall be at least fifteen (15). Directors are required to be Members and may be Officers. All Directors must be Members in good standing.

Section 5. Term of Office and Election

1. Term. The term of office shall be for two (2) years and shall commence immediately following the Annual Meeting. A Director may also serve as an Officer of the Board for not more than two (2) consecutive terms. Notwithstanding the above, a Director shall hold office until his or her successor has been elected and qualified.

2. Election.

A. Election of Board Members shall be by voice vote; vote to be held at the Annual Meeting of Members in May of each year.

B. On or before April 30 and no less than seven (7) days prior to the Annual Meeting of each year, the Clerk of the organization shall cause notice of each candidacy and a brief biographical statement of each candidate to be included in the Notice of such Annual Meeting and delivered to each Member of the organization by mail or email.

C. All elections to the Board of Directors shall be made by voice vote at the Annual Meeting by those members entitled to vote.

Section 6. Meetings of the Board of Directors.

1. Regular Meetings

There shall be regular monthly meetings of the Board of Directors. Said meetings shall be held on the second Thursday of each month unless otherwise voted upon by the Board of Directors at a regularly scheduled meeting. The Clerk is to provide notice to all Board Members at least seven (7) days prior to the meeting. No Special Meetings may be held at the same time as the regular meeting unless agreed upon by the Board and said Special Meeting will be held after the adjournment of the regular meeting, if notice of such Special Meeting is given as defined in Section 5 below.

2. Special Meetings

Special Meetings of the Board of Directors may be called by the President or by any five (5) (or more) Members of the Board of Directors. The President shall set the time and place for holding any Special Meeting of the Directors. Special Meeting Notice shall be allowed as specified under Section 6 below.

Section 7. Notices of Meetings

Notice of any Special Meeting shall be given at least three (3) days previously thereto by written notice delivered personally, or by telegram or mailed or by electronic mail (email) to the President and to each Director at his or her business, residential address. If mailed, such notice shall deem to be delivered when deposited in the United States Mail so addressed, with postage thereon prepaid. If notice is given by telegram, such notice shall deem to be delivered when the telegram is delivered to the telegraph company. If notice is given by electronic mail (email), such notice shall deem to be delivered when the email is sent specifically showing the date and time sent. If notices are sent by electronic mail (email), said "email" notices shall be presented at any

regular, special or annual meeting to be attached to the Minutes of said meeting as proof of notification to any Director or Corporation Member. Notice of any special meeting must include the purpose of any such meeting.

Section 8 . Action without Meetings.

Unless prohibited by law, any action which may be taken at a meeting of the Board may be taken without a meeting if authorized in writing signed by all of the Board members who would be entitled to vote upon said action at a meeting and filed with the Clerk of the Association. Any action taken without a meeting shall be confirmed by vote at the next meeting of the Board. If such action is taken via electronic mail (email) then all emails showing such action must be attached to the Minutes of the next Board meeting.

Section 9. Quorum

At all meetings of the Board of Directors eight (8) Directors shall constitute a quorum to transact business of the Board and the act of the majority of the Board Members present at any meeting shall be deemed to be the act of the Board. If there is less than a quorum present, the majority of those present may adjourn the meeting or, alternatively, postpone it to a time specified.

Section 10. Vacancies.

If any vacancy exists on the Board, such vacancy shall be filled by the remaining Board Members even though those remaining Board Members might be less than a quorum. Any person so elected shall be a Director until his or her successor is elected either at the next Annual Meeting of the organization or at the Special Meeting called for that purpose.

In the event that any Board member shall be absent for three (3) consecutive Board meetings without an excuse or, any board member with frequent absences, the remaining Board members may declare his or her office vacant without further action by the organization. The Board may, at any subsequent meeting, reinstate the Board member if, in the opinion of the Board, there is a good and sufficient reason for his or her prior absences, or it may, in the Board's absolute discretion; fill the vacancy in the manner described above.

Section 11. Conflict of Interest.

A Director or officer who is a member, stockholder, trustee, director, officer or employee at any entity with which the organization contemplates transacting business shall disclose his or her relationship or interest to the Directors acting upon or in reference to such transaction. No Director or officer so interested shall vote on any such transaction, but he or she may be counted for the purpose of determining a quorum. The affirmative vote of a majority of the disinterested Directors shall be

required before the organization may enter into such transaction. The Clerk shall record the interested Director as having abstained from voting in the minutes of the meeting.

If the organization transacts business with an entity of which a Director or officer is so interested, such transaction shall not be invalidated or affected by the interest of such Director or officer. No Director or officer, having disclosed such interest, shall be liable to the organization for any loss incurred by it.

ARTICLE VII

OFFICERS

Section 1. Principal Officers and Election of Officers

The principal officers of the Association shall be President, one or more Vice-Presidents, Clerk and Treasurer, all of whom shall be elected by the Board of Directors. The Directors may appoint an Assistant Clerk, an Assistant Treasurer, and such other officers as in their judgment may be deemed necessary. Officers shall serve at the will of the Board. Any two (2) or more offices may be held by the same person, except the offices of the President and Clerk. Officers shall be members of the Board of Directors.

Section 2. Compensation

No compensation shall be paid to Directors for their services to the Association. Directors may be reimbursed for actual expenses incurred by them in the performance of their duties.

Section 3. President

The President shall be the general managerial officer of the organization, except as otherwise determined by the Board or these By-Laws and shall preside at all meetings of the organization and Board of Directors. The President shall have all the general powers and duties that are usually vested in the office of president of an organization, including the power to appoint sub-committees as deemed appropriate. The President must also be a Director and a member of the Executive Board. The President shall be an ex-officio member of all Committees provided for in these By-Laws. At the termination of his or her tenure as President, he or she shall become immediate past President of the organization and shall receive notice of all meetings of the Board of Directors, at which he or she may participate and vote. As a member of the organization, he or she shall be entitled to serve on Committees or as Chairman thereof, when appointed.

Section 4. Vice-President

The Vice President must be a voting member of the Board of Directors and the Executive Board. In the absence or disability, or in the event of his or her refusal to act

as President, the Vice-President shall perform the duties of and exercise the powers of the President. The Vice-President shall also perform such other duties as shall be prescribed by the organization, the Board of Directors, or the President. In the event that there is more than one Vice-President, the Board shall establish the order in which they serve.

Section 5. Clerk

The Clerk of the Association shall be a voting member of the Board of Directors and the Executive Board and keep the minutes of all meetings of business and other matters transacted at the meetings of the Members and of the Board of Directors. The Clerk shall have custody of such books and records of the organization as the Board of Directors may provide and shall perform the duties and functions customarily performed by the Clerk of an organization and such other duties as the organization or the Board of Directors shall prescribe. The Clerk shall mail or cause to be mailed, all notices required under the By-Laws. The Clerk shall maintain a list of the Members, their residential, mailing and electronic (email) addresses and telephone numbers and perform all other duties incident to the office of the Clerk.

Section 6. Treasurer

The Treasurer shall have custody of the organization funds, collect monies due, pay the obligations of the organization out of its funds and perform such other duties as are incident to the office of Treasurer. The Board must require that the Treasurer be bonded for such amount and under such conditions as the Board may require.

The Treasurer shall: Serve as a voting member of the Board of Directors and the Executive Board, manage the finances of the organization with the Executive Director, administrate fiscal matters of the organization by working closely with the organizations Executive Director and bookkeeper, provide monthly reports to the board and present the annual budget to the board of directors for approval, ensure development and board review of financial policies and procedures, provide the board of directors with the accurate financial condition of the corporation and make financial suggestions and recommendations reflective of the organization's position that are in keeping with the mission and vision of the organization.

The Treasurer shall file a financial report to be attached to the minutes of each regular monthly meeting.

The Treasurer shall also make available the records and books upon the request of any Member or Board Member of the organization upon five (5) days notice of such requested inspection.

Section 7. Removal of Officers.

Any officer may be removed when in the judgment of the Board; the best interests of the organization will be served by such removal.

Section 8. Executive Director.

The Board of Directors shall employ an Executive Director to serve at the Board's pleasure. The Executive Director shall be the chief administrative officer of the organization. The Executive Director shall serve as an advisor to the President of the Board of Directors, and develop and implement a program of work for the organization. The Executive Director shall be a non-voting member of the Board of Directors and of all committees. The Executive Director is expected to implement all policies established by the Board of Directors. The Executive Director shall perform such functions and duties assigned by the Board of Directors and/or President of this organization.

ARTICLE VIII

COMMITTEES

Section 1. Standing Committees.

A. Executive Committee. Shall consist of the officers of the organization, the immediate past president and the Executive Director. This Committee shall transact the general business of the organization between regular meetings of the Board of Directors and shall appoint a Director or organization member as a Committee chairperson for any such standing committees as described herein.

B. Finance Committee. Shall consist of the Executive Board and the Executive Director of the organization and such other members as may be appointed by the President. The Finance Committee shall prepare the budget for the organization and shall notify the Board of proposed deviations from the budget during the fiscal year.

Section 2. Standing Sub-Committees.

The Board may appoint standing sub-committees to serve at the Board's discretion. Members of the standing sub-committees shall be appointed by the Board of Directors; however, such Member should be a Member in good standing of the organization. Members may also be from any category of Membership as defined in Article III, Section 2, sub-paragraphs A.- D. Standing sub-committees and their definitions are, but not limited to, the following:

a. Membership (and Ambassadors Club)

The Membership Committee shall review all applications for membership in the organization and submit them to the Board of Directors with a recommendation. The Board of Directors elects new members. The election of new members may be held at any regularly scheduled Board meeting. Any applicant elected shall become a member upon payment of the annual dues.

b. Programs

c. Events and Fund Raising

d. Guidebook

e. Events

ARTICLE IX

INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 1. Indemnification

The Association shall indemnify each Director, officer, employee and other agent and each person who formerly served in such capacity and each person who serves or may have served at the request of the organization as a Director, officer, employee or other agent of another organization in which this organization has an interest against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him or her in connection with any action, suit or proceeding to which he or she

may be made a party, or in which he or she may become involved, by reason of his being or having been a Director, officer, employee or other agent of the organization, or,

at its request of any such other organization, whether or not he or she is still serving in such capacity at the time of incurring such expenses or liabilities, except in respect of matters as to which he or she shall be finally adjudged in such action, suit or proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interest of the organization, or to be liable for gross negligence or willful malfeasance; provided, that in the event of a settlement of any such action, suit or proceeding, indemnification shall be provided only in connection with such matters covered by the settlement as to which the organization is advised by written opinion of independent legal counsel that the Directors, officer, employee or other agent to be indemnified did not commit a breach of duty owed to the organization and only if a majority of disinterested Directors approves the settlement and indemnification as being in the best interest of the organization. Such indemnification may include payment by the organization of expenses incurred in defending a civil or criminal action or proceeding in advance of the final disposition of such action or proceeding, upon receipt by the organization of an undertaking by the person indemnified to repay such payment if he or she shall be adjudicated to be not entitled to indemnification hereunder. The foregoing right of indemnification shall be in addition to and not exclusive of any other rights to which any person indemnified pursuant to this Section may be entitled under any agreement or pursuant to any vote of the Board of Directors or otherwise.

ARTICLE X

FISCAL MANAGEMENT

Section 1. Fiscal Year

The fiscal year of the organization shall begin on the first day of January of every year. The commencement date of the fiscal year herein established shall be subject to change by the organization.

Section 2. Financial Accounts

Financial accounts of the organization shall be kept under the direction of the Treasurer of the organization.

Section 3. Annual Financial Review by Executive Board

The President shall cause to be prepared annually a full and correct state of the affairs of the organization for the preceding fiscal year which will be available to the organization and filed with the clerk.

ARTICLE XI

Except as otherwise required by Law, these By-Laws may be amended at any meeting of the organization provided that written notice of the proposed Amendment shall have been given to the Members not less than seven (7) nor more than thirty (30) days prior to such meeting. Such Amendment shall require affirmative vote by a majority of the Members of the organization present at such meeting at which a quorum is present.

ARTICLE XII

PARLIAMENTARY AUTHORITY

The rules contained in the most current edition of Robert's Rules of Order shall govern the Association and the Board of Directors in all cases to which they are applicable and in which they are not inconsistent with the By-Laws of The Mashpee Chamber of Commerce, an unincorporated organization or State or Federal laws or regulations.

These By-Laws having been previously amended in March 1992, May 2000, May 2002 and May 2009.

Date to be Approved May 2016