

BY-LAWS
OF THE
COLUMBIA MONTOUR CHAMBER OF COMMERCE

Article I
NAME AND MISSION STATEMENT

Section 1

NAME: The name of this corporation shall be THE COLUMBIA MONTOUR CHAMBER OF COMMERCE, hereafter referred to as the Corporation.

MISSION STATEMENT: To represent local employers in supporting vibrant, sustainable communities in Columbia and Montour counties.

Article II
MEMBERSHIP

Section 1

ELIGIBILITY: Any person, firm, corporation, association, or organization in Columbia or Montour County or vicinity may become a member of the Corporation upon application and payment of dues according to such schedule as may be adopted from time to time by the Board of Directors.

Section 2

HONORARY MEMBERSHIP: The Board of Directors may award "honorary member" status to individuals who, in the estimation of two-thirds of the Board members present and voting, have provided exemplary service to the Columbia Montour Chamber of Commerce. Such status shall be reserved for those individuals who have retired from active involvement in a member firm or corporation. Additional eligibility requirements may be determined from time to time at the Board's discretion.

Section 3

CHANGE OF MEMBER'S REPRESENTATIVE: A person, firm or corporation holding membership in the Corporation shall have the right, at any time, to change any or all of its representatives, by giving written notice to the President.

Section 4

LOSS OF MEMBERSHIP: Any member whose dues are three months in arrears may be dropped from membership by action of the President.

Section 5

REINSTATEMENT: Any member dropped from membership for non-payment of dues may be reinstated by paying one full year's membership in advance.

Section 6

EXPULSION: Any member may be expelled for cause, other than non-payment of dues as provided for in Section 5, by resolution passed by two-thirds of the entire Board of Directors at any meeting called for this purpose. Such member shall be notified in writing of the intention of the Board to consider his expulsion, shall be given detailed statement of the charges made against him, and shall be given the opportunity of a hearing before the Board and may be represented by professional counsel. Written notice of such hearing must be given to each member of the Board at least ten (10) days prior to the date of the hearing. Such hearing may be adjourned from time to time by the Board of Directors, but it is not necessary that ten days should elapse between adjourned hearings. Passage of the resolution on expulsion shall, without other act upon the part of the Board of Directors, annul such membership.

Article III

DUES

Section 1

DUES: The dues of each member of the Corporation shall be in such amounts and upon such schedule of dues as shall be determined and established from time to time by resolution of the Board of Directors. Said dues are payable annually in advance on the first day of April of each year, or semi-annually in advance in two equal installments or quarterly in advance in four equal installments.

Article IV

BOARD OF DIRECTORS

Section 1

NUMBER ELECTION AND APPOINTMENT: The government of the Corporation, the direction of its work, and the control of its property shall be vested in the Board of Directors, consisting of not more than 23 representatives of current members. Of these, four (4) shall be elected annually for a term of three years, three (3) shall be elected annually by the membership for a term of one year, and three (3) shall be appointed annually by the Chairman for one year terms or until their successor(s) have been duly appointed and qualified. Directors elected to one year terms may serve no more than two consecutive one-year terms, and no Director, shall serve more than eight (8) consecutive years on the Board, except that the out-going Chairman shall remain on the board in the capacity of Immediate Past-Chairman for one additional year as necessary.

In addition to those Board members specified above, each subsidiary organization duly constituted under the terms set forth in Article VII of these By-Laws, may appoint their Chairman or President to the Board of Directors for such period of time as he or she continues to serve as Chairman or President of said subsidiary organization. The Chairman of the Columbia Alliance for Economic Growth, Inc., may also serve on the Board of Directors. The President and Treasurer of the Corporation will also be considered members of the Board of Directors.

Section 2

DECLARATION OF VACANCY ON BOARD: The Board may declare vacant the seat of any member of the Board who shall absent himself/herself from three (3) consecutive regular monthly meetings without furnishing a satisfactory explanation to the Board.

Section 3

VACANCY AMONG DIRECTORS: All vacancies on the Board of Directors shall be filled by the Board until the next annual election, at which time, a Director shall be elected by the membership for the unexpired term if the vacancy is that of an elected Director. In the event of a vacancy among an appointed Director, the Chairman shall appoint a successor for the balance of the term.

Section 4

POLICIES: The Board shall adopt such policy as may be deemed expedient for the government of the Corporation not inconsistent with these by-laws.

Section 5

ANNUAL REPORT: The Board of Directors, or through the President of the Corporation, or through the Secretary and Treasurer of the Corporation, shall submit in writing at the annual meeting of the Corporation, a full report of the work and finances of the Corporation.

Article V OFFICERS Section 1

OFFICERS: The officers of the Corporation shall be the Chairman of the Board, Vice Chairmen, Treasurer, and President (who shall act as Secretary), and such other officers as the Board from time to time shall deem necessary.

Section 2

CHAIRMAN OF THE BOARD: The Chairman shall preside at all meetings of the (membership of the) Corporation and of the Board of Directors. He/she shall perform all duties incident to the office and advise such action as may be deemed by him/her likely to increase the usefulness of the Corporation. He/she shall perform such additional duties as may be established via written policy as determined by the Board of Directors.

Section 3

VICE-CHAIRMAN: The Board of Directors shall elect between one and three Vice Chairmen of the Corporation as the board feels appropriate. The Vice Chairmen shall perform duties as determined from time to time by the Board of Directors. The duties will be set forth in written policy and duly adopted at any regularly convened meeting of the Board of Directors.

Section 4

PRESIDENT: The Board of Directors shall appoint a President for such term and remuneration as it shall from time to time determine. The President is the Chief Executive and Administrative Officer of the organization. He/she is responsible to the Board of Directors for a full range of activities including: coordination of the programs of work; organization, structure and procedure, income and expenditures, training and supervision of staff, maintenance of membership, interpretation and implementation of Board policy, maintenance of quarters and long range planning, and such other duties as may be determined by the Board. The President shall serve as Secretary to the Board and the Executive Committee, and keep minutes of the Board and Executive Committee.

Section 5

TREASURER: The Treasurer shall be responsible for the receipts and disbursements of funds of the Corporation. He/she shall keep, or cause to be kept, all monies of the Corporation deposited in the name of the Corporation in a depository selected and designated by the Board of Directors. He/she shall perform such duties as the Corporation or the Board of Directors may assign to him/her.

Article VI COMMITTEES Section 1

APPOINTMENT: The Chairman shall appoint such standing and special committees as shall be ordered by the Board of Directors, or as in his/her judgment may be deemed necessary. The Chairman may also, at his/her discretion, delegate authority to appoint committees to one of the divisional Vice-Chairmen.

Section 2

EXECUTIVE COMMITTEE: There shall be an Executive Committee consisting of the Chairman, Vice-Chairmen, President, Treasurer, Immediate Past-Chairman (for the first year following his/her term as Chairman), and two at-large members selected from the board for a one-year term, which shall act for the Board of Directors in the interim between its meetings and shall submit at the regular meetings of the Board of Directors, reports of its proceedings for confirmation. It may refer communications directly to the committees already appointed without submission to the Board. Four (4) members of the Executive Committee shall constitute a quorum at any regular or special meeting of the Executive Committee.

Section 3

AUTHORITY OF COMMITTEES: It shall be the function of the committees to investigate and make recommendations, and, upon board approval, implement. They shall report in writing to the Board of Directors. No standing or special committee shall represent the Corporation 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 that Committee.

Section 4

EX-OFFICIO: The Chairman shall be an ex-officio member of all committees, unless otherwise ordered.

Article VII

SUBSIDIARY ORGANIZATIONS

Section 1

FORMATION: Any number of members who may desire to be associated together as a board, section, exchange, or association, for the purpose of promoting more effectively the special trade, industry, business or profession in which they are interested, may form a board, section, exchange or association as a part of this Corporation, with the approval of the Board.

Section 2

APPLICATION: The desire to form any board, section, exchange or association of the Corporation shall be communicated to the Board of Directors in a petition signed by not less than five (5) members of the Corporation who would be eligible for membership in such board, section, exchange or association if formed, and the Secretary shall issue a call for a meeting of all members of the Corporation likely to be interested therein.

Section 3

AUTHORITY: If two-thirds of those called shall favor the formation of such board, section, exchange, or association, this fact shall be reported in writing to the Board of Directors, who shall issue a certificate of organization bearing the seal of the Corporation and the signature of its Chairman and President; but such certificate shall not be issued until the Board of Directors shall have approved all By-Laws, rules and regulations adopted, or proposed to be adopted, by such board, section, exchange or association.

Section 4

BY-LAWS: Each such board, section, exchange or association of the members of the Corporation may adopt such By-Laws, rules or regulations as it may consider necessary for its proper government; but no By-Laws, rules, or regulations shall be adopted by any board, section, exchange, or association which shall in any way conflict with the purposes and objects of the Corporation set forth in the Corporation's Charter, By-Laws, rules and regulations. Each such board, section, exchange or association will be required to accordingly revise its by-laws, rules and regulations to correspond to any changes made by the Corporation in its by-laws, rules and regulations.

Section 5

INDEBTEDNESS: No board, section, exchange or association of the Corporation, or any member thereof, shall contract any debt in its behalf, which shall in any manner or to any extent, render the Corporation liable for the payment of any sum, unless the same shall have been approved by the Board of Directors.

Section 6

RESOLUTION: No action or resolution of any board, section, exchange or association shall be binding upon, or expressive of, the sense of the Corporation unless ratified by the Board or the corporation itself.

Section 7

DISSOLUTION: Any board, section, exchange or association of this Corporation may be dissolved by the Board of Directors of the Corporation upon petition approved by two-thirds of the members of said board, section, exchange or association present at the meeting officially called for the purpose of consideration of such dissolution; and any board, section, exchange or association may be suspended or dissolved by the Board of Directors for any action contrary to the Charter, By-Laws, rules and regulations of the Corporation, or if in the opinion of the Board of Directors or the Corporation itself, such board, section, exchange, or association is no longer beneficial or necessary to the welfare of the Corporation. Such board, section, exchange or association shall be notified of the intention of the board to consider such suspension or dissolution by written notice mailed or delivered to the presiding officer of such board, section, exchange or association at least ten (10) days prior to the meeting called for the purpose of considering such suspension or dissolution. The presiding officer of such board, section, exchange or association shall be given a detailed statement of the reasons for such suspension or dissolution at least ten days prior to the meeting called for the purpose of considering such suspension or dissolution, and shall be given the opportunity of a hearing before the Board, and such board, section, exchange or association may be represented by professional counsel.

Section 8

REPORTS: Boards, sections, exchanges or associations in affiliation with the Corporation shall submit to the Board of Directors, reports of their conditions, financial and otherwise, and review of their proceedings at least once a year.

Article VIII MEETINGS Section 1

ANNUAL MEETING: The Annual Meeting of the members of the Corporation for the election of Directors and for the transaction of such other business as may be necessary and proper, shall be held on January 15, or within thirty days of that date, as determined by the Board of Directors.

Section 2

REGULAR MEETINGS AT CALL OF THE BOARD: Regular meetings of the members of the Corporation, other than the annual meeting, may be called at the direction of the Board of Directors if it is deemed necessary. All manner of business pertaining to the corporation and its business may be considered and acted upon at such regular meetings.

Section 3

SPECIAL MEETING: Special meetings of the members of the Corporation shall be scheduled upon any one of the following occurrences:

1. Upon call by the Board of Directors
2. Upon call by the President of the Corporation
3. Upon written request of 25 members of the Corporation

At all such special meetings of the members of the Corporation, only such business for which the special meeting shall have been called may be considered, discussed or acted upon.

Section 4

QUORUM: Twenty-five (25) members of the Corporation shall constitute a quorum at any meeting of the members of the Corporation.

Section 5

RESOLUTIONS: A resolution offered at any meeting of the members of the Corporation 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 of Directors without first making a general statement of the subject matter thereof. Should any two members object to its presentation, it shall be referred to an advisory committee of three, to be immediately appointed by the presiding officer. After hearing any statement the member offering or the members objecting to its presentation may desire to make, this advisory committee shall report the matter back to the meeting, with its recommendation that the matter be presented to the meeting or that its presentation be deferred. If the Committee recommends that its consideration be deferred, the resolution in question shall be referred to the Board of Directors with power to act.

Section 6

NOTICES OF MEETINGS OF THE CORPORATION: Notices of the annual and regular meetings of the Corporation shall be sent to members at least seventy-two hours before the

meeting, or may be given by publication in the Press Enterprise, on the day such special meeting is held.

Section 7

ANNUAL MEETING OF THE BOARD OF DIRECTORS: The Annual Meeting of the Board of Directors for the Election of officers and for the transaction of such business as may be necessary, shall be held immediately following the Annual Meeting of the Corporation, or within two weeks thereafter. At the meeting, the Board shall elect a Chairman, Vice-Chairman, President and Treasurer. All officers are elected to a one-year term, with the exception of Chairman, who shall be elected for a term of two (2) years. The Chairman may not succeed himself/herself. All officers shall serve their respective terms or until their successors are duly elected and qualified.

Section 8

BOARD OF DIRECTORS REGULAR MEETING: The Board of Directors shall meet monthly. The time and place of such meetings shall be fixed by the Chairman and President.

Section 9

SPECIAL MEETINGS OF THE BOARD: The Chairman or President may call special meetings of the Board when, in their judgement, such meetings are necessary. It shall be the duty of the Chairman to call special meetings of the Board when requested in writing by five (5) members of the board.

Section 10

NOTICE OF SPECIAL MEETING OF THE BOARD: A notice setting forth the purpose of a Special Meeting of the Board will be sent to each member of the Board at least three (3) days prior to the meeting, and no business shall be transacted at such meeting other than that set forth in the notice. This section may be suspended by a meeting consisting of a quorum of the Board in the event of extreme emergency.

Section 11

QUORUM OF BOARD: Ten (10) shall constitute a quorum for any annual, regular or special meeting of the Board of Directors.

Section 12

CONFIDENTIALITY: All matters discussed in confidence during any regular or special meeting of the Corporation, its Board of Directors, or any committee of the Corporation or Board of Directors, shall be retained in confidence by all present. Members of the Board of Directors are encouraged to use discretion when discussing Corporation business with non-Board members.

Section 13

COMMITTEE MEETINGS: Meetings of the committees may be called at any time by their respective Chairmen or by the Chairman or divisional Vice-Chairmen.

Article IX ELECTIONS Section 1

NOMINATING COMMITTEE: A Nominating Committee shall be appointed by the Chairman in October subject to approval of the Board of Directors. Their report is to be submitted to the Board of Directors at the December Board Meeting.

Section 2

NOMINATIONS: The Nominating Committee shall prepare a list of four (4) candidates for election to three (3) year terms on the Board, and three (3) candidates to be elected to one year terms, or until their successors are duly elected and qualified. These nominees will be presented to the membership at the annual meeting.

Section 3

REPORT: The report of the Nominating Committee shall be posted in the office of the President, who shall send a copy of same to each member of the Corporation.

Section 4

TIE: In the election of directors, should a tie vote occur, the Judges of Election shall cast lots and certify as elected, the person or persons upon whom the selection falls.

Section 5

ALTERNATE TICKET: Any fifteen (15) members of the Corporation may nominate an alternate ticket, or tickets, by posting the same, over their signatures, in the office of the President not later than five days prior to the Annual Election.

Section 6

VOTING: All voting shall be done by ballot except in the event that the number of nominations does not exceed the number of Directors to be elected, in such cases, voting may be done by voice vote.

Section 7

LIMITATION: Each member shall be limited to one (1) vote for each of four (4) candidates for Directors at any election.

Section 8

JUDGES: In the event that a ballot is utilized, the Chairman shall appoint three (3) members, none of whom shall be members of the Board of Directors, or candidates for election, to have supervision of the election and the counting of votes.

Section 9

CERTIFICATES: In the event that a ballot is utilized, the Committee of Judges of Election shall cause to be issued a Certificate bearing the signature of the members of the committee showing the names of the directors elected and this Certificate shall be delivered to the President for filing in the proper files of the Corporation.

Article X

ORDER OF BUSINESS

Section 1

PROCEDURE: At all meetings of the Board of Directors, and of the Corporation, the order of business shall be substantially as follows:

1. Call to order
2. Minutes of previous meeting
3. Treasurer's Report
4. Other reports
5. Other Business
6. Adjournment

Article XI

AMENDMENTS

Section 1

PROCEDURE: These By-Laws may be amended at any meeting of the Corporation, annual, regular or special, by a vote of two-thirds of the members present, provided that at least two (2) weeks notice of such proposed amendment shall be sent to each member of the Corporation. Such notice shall contain the Section or Sections of the By-Laws proposed to be amended and the amendment proposed to be offered.

Article XII

CORPORATE SEAL

Section 1

FORM: The common or corporate seal of the Corporation shall be circular in form, with the words, "COLUMBIA MONTOUR CHAMBER OF COMMERCE, BLOOMSBURG, PA" arranged in the form of a circle on the outer edge, and the words "INCORPORATED JULY 14TH , 1941" arranged across the inside of the circle. The President shall be responsible for the custody and preservation of this seal.

Article XIII

FISCAL YEAR

Section 1

FISCAL YEAR: The fiscal year of this Corporation shall be April 1st to March 31st (4/1 to 3/31)

AMENDED: 3/17/60
2/23/67
3/24/82
12/15/88
1/31/96
2/25/02
5/20/03
1/29/04
6/6/2008
8/19/2014
2/11/2016
3/8/2018
2/10/21