

Oakmont Chamber of Commerce
By-Laws
Adopted March 1957
Revised June 1192, January 2004, April 2009

Article I

Section 1: This organization shall be known as “The Oakmont Chamber of Commerce”

Section 2: Purposes:

- a. The Oakmont Chamber of Commerce is organized for the purpose of protecting, fostering, and developing the commercial, industrial, and civic interests of Oakmont and it’s trade areas
- b. The chamber shall be non-partisan, non-sectional, and non-sectarian and shall take no part in, or lend its support to, the election or the appointment of any candidate for public office.
- c. Said corporation is organized exclusively for charitable purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- d. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.
- e. Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by a Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Article II
Membership

Section 1: The membership of the organization shall be divided into the following classes:

- a. Non Business Members known as Residents
- b. Business and commercial enterprises and establishments
- c. Non-Profit Organizations

Section 2: Application for membership. Application for membership shall be submitted in writing on a form authorized by the Board of Directors, signed by the applicant and endorsed by one member of any class of membership. Dues shall accompany application.

- a. The Board of Directors shall pass upon such application at its next regular meeting.
- b. If the application is approved, he/she shall be notified of his/her election to membership in writing and shall be furnished a copy of these by-laws (within 4-6 weeks.)
- c. The chamber reserves the right to decline and/ or revoke membership due to Better Business Bureau unresolved disputes.

Section 3: Membership fees and dues shall be set by the Board of Directors and shall be due on the anniversary of original membership date.

- a. Existing businesses must submit dues in full unless prior arrangements were made with the Director.
- b. New businesses must submit dues with application. Application date will be known as anniversary date.
- c. No business receives prorated dues rates.

Section 4: Membership privileges. All members shall be entitled to participate in each and every activity of the organization and shall be entitled to display in his/her business establishment a Chamber sign evidencing membership in this organization.

Article III
Meetings

Section 1: Regular monthly Board meetings shall be held the second Tuesday of each month unless otherwise specified by the Board of Directors due to scheduling issues.

Section 2: Special meetings may be called for a specific purpose by call of the President.

Section 3: At all meetings the order of business shall be as follows:

- a. Minutes of the previous meeting will be made available
- b. Treasurer's Report
- c. Reports of officers and committees
- d. Old or Unfinished Business
- e. Elections (at annual meeting or when needed to fill a vacancy)
- f. New Business

g. Adjournment

Section 4: The order of the meetings shall be conducted in a professional manner. If at any time violent disruptions (determined by the officers) occur, the member (s) will be dismissed immediately. Personal attacks against other members or officers will not be tolerated.

Section 5: Treasurer's Report may be accepted without the treasurer present as long as all questions pertaining to the report have been answered without the treasurer in attendance.

Section 6: Membership Members are permitted to attend board meetings. If a member wants to speak on a matter they must submit written notice to the Board of Directors at least 7 days prior to the Board Meeting.

Article IV
Officers

Section 1: The officers shall be President, 1st Vice President, 2nd Vice President, Secretary, and Treasurer.

Section 2: All officers shall be elected from the active membership at the November meeting of the organization, and all officers shall automatically become members of the Board of Directors. An active member shall be one whose dues are current as an individual, organization, or business.

Section 3: Each officer so elected shall hold office for two years or until his/her successor shall be duly elected and qualified, or until his/her earlier death, resignation, disability, or ceasing to be a member in good standing.

Section 4: All officers must be nominated by November 1st of each year.

Section 5: The duties, responsibilities and functions of the officers are as follows:

- a. President: The President shall be the principal executive officer of the organization and shall supervise in general the business affairs thereof. He/she shall preside at all meetings of the board of directors. He/she shall sign, with any other duly authorized officer of the organization all contracts, checks, obligations and instruments which the Board of Directors has authorized to be executed or signed except such thereof as may by law required to be signed by some other officer or agent. Further, he/she shall perform all duties as may be prescribed by the Board of Directors from time to time and all duties incident to the office of the President.
- b. 1st Vice President: In the absence of the President, or in the event of his/her inability or refusal to act, the Vice President shall perform the duties of the President. When so acting, the Vice President shall have all the powers and be subject to all the restrictions upon the President. In such instance he/she is specifically authorized to sign and execute any and all contracts and obligations as heretofore, otherwise required of the

President or by the Board of Directors from time to time. He/she shall perform such other duties as may be assigned to him/her by the President.

- c. 2nd Vice President: In the absence of the 1st Vice President, or in the event of his/her inability or refusal to act, the 2nd Vice President shall perform the duties of the 1st Vice President. When so acting, the 2nd Vice President shall have all the powers and be subject to all the restrictions upon the 1st Vice President. In such instance he/she is specifically authorized to sign and execute any and all contracts and obligations as heretofore, otherwise required of the President or by the Board of Directors from time to time. He/she shall perform such other duties as may be assigned to him/her by the 1st Vice President.
- d. Secretary: Secretary shall keep the minutes of the organization and of the Board of Directors in one or more books provided for that purpose, give or cause to be given all notices in accordance with the provisions of these by-laws or as required by law, be custodian of the organization's records and of the seal of the organization. Keep a register of the names and addresses of each member as furnished to the Secretary by such member, and in general perform all duties incident to the office of the Secretary and such other duties as may be assigned to him/her from time to time by the President or the Board of Directors. Where required, he/she shall sign or countersign all checks, contracts, writings, or other obligations of the organization as required by the Board of Directors or by law.
- e. Treasurer: The Treasurer shall have charge and custody of all funds and securities of the organization except as may otherwise be provided for in these by-laws; shall such bank, trust companies or depositories as shall be directed by the Board of Directors; and in general shall perform all duties incident to the office of Treasure and such other duties as may be assigned to him/ her from time to time by the President of the Board of Directors. Where required, he/she shall sign or countersign all checks, contracts, writings or obligations of the organization as required by the Board of Directors of by law. The treasure shall give a bond for the faithful discharge of his/her duties in such sum and with such sureties as the Board of Directors shall determine the premium to be paid by the corporation. Annually he/she shall prepare in conjunction with the finance committee, and shall make available to each member a financial statement reflecting the receipts, disbursements and financial position of the organization.

Section 6: The Executive Board shall as liaison for Chamber Director.

Section 7: Vacancies: In the event the office of the President becomes vacant, the Vice President shall be and become the President. A vacancy in the office of Vice President shall be filled at the next Board meeting. The Board of Directors shall fill a vacancy in the office of Secretary or Treasure for the unexpired portion of the term.

Section 8: An audit of the Chamber financial records will be completed as required by law.

Article V
Board of Directors

Section 1: Membership: The Board of Directors shall consist of fifteen (15) voting members (including 1st Vice President, 2nd Vice President Secretary, Treasurer). Plus the President, who will vote only in the event of a tie. The Board of Directors shall be appointed by the newly elected officers. Nominees for the Board of Directors must have been an active member for at least one (1) year. Officers term is two years. Secretary and Treasurer may serve longer if no one else steps forward to hold position.

Section 2: The President shall be chairman of the Board of Directors and preside at all meetings thereof.

Section 3: Any vacancy occurring in the membership of the Board of Directors shall be filled in by an eligible person appointed by the Executive Board of Directors and that person shall serve the unexpired portion of the term.

Section 4: In addition to the powers and duties elsewhere in these by-laws expressly granted to or imposed upon the Board of Directors and except for those matters which are by there by-laws expressly reserved to the membership of the organization, the Board of Directors shall in the interim between meetings of the organization have full authority and control over the business and affairs of the organization, with power to act on its behalf.

Section 5: The Board of Directors shall have power to accept on behalf of the organization, in trust or otherwise, any gift, contribution, bequest or device for the general purposes or activity of the organization.

Section 6: The Board of Directors shall meet at least once in each month. It shall keep a record of its proceedings and shall make its own rules as to the time, place, and notice of its meetings. At each annual or stated meeting of the organization, the Board of Directors shall report what action it has taken in the interim between meetings of the organization.

Section 7: A majority of the Board of Directors shall constitute a quorum.

Section 8: Attendance of Board meetings: Board members should regularly attend monthly board meetings and no more than two (2) Board meetings may be missed without consent of the Executive Board members. If a board member would miss three (3) Board meetings, they would be removed from the Board. Notification of absence must be submitted to the Secretary.

Article VII Committees

Section 1: There shall be appointed such committees as the organization of the Board of Directors shall authorize the organization of the Board of Directors shall define, limit or enlarge the functions of committees and shall discharge or terminate them. The duties of each committee shall be defined in the resolution creating it.

Section 2: The President of the organization shall appoint the Chairperson of the committee. All board members are required to chair or co-chair on a committee.

Section 3: Each committee of the organization shall have such number of members as the Chairperson may appoint hereto.

Section 4: Any member appointed to a committee shall continue as a member thereof until the annual meeting of the organization next after his/her appointment and until his/her successor is appointed, unless the committee shall be discharged or terminated or unless he/she be removed from such committee, or unless his/her membership in the organization shall be suspended or terminated.

Section 5: A majority of the members of any committee shall constitute a quorum.

Section 6: No committee shall incur any expense without the prior approval of the Board of Directors. All budgets must be approved by the Board of Directors.

Article VIII

Elections

Section 1: The President and the Board of Directors shall accept nominations from September 1st to November 1st. The officers shall report its nominees at the November meeting.

Section 2: Nominations will be accepted from the general membership, one for each office of the Executive Board of Directors. If more than the above mentioned number of floor nominees are named, an immediate ballot shall be cast on these members (nominees.)

Section 3: All elections shall be by ballot and only a plurality of the votes cast shall be requisite for the election of all officers and members of the Board of Directors. Each membership shall be allotted one vote. Member must be present to vote.

Section 4: The officers and members of the Board of Directors shall take office on the second Wednesday of January next ensuing their election.

Article IX

Suspension and Expulsions

Section 1: Grounds: A member is liable to suspensions or expulsion for non-payment of dues or malicious injury or removal of any property of the organization or for conduct injurious to the good order, interest or welfare of the organization or its members.

Section 2: Procedure. Upon the filing of a written complaint with the Secretary, signed by one or more members, charging another member with such conduct as to render him/her liable for suspension or expulsion, the Board of Directors shall consider same. The treasurer shall notify the Board of Directors with respect to non-payment or to other charges or assessments. If the

board determines to proceed, it shall serve a copy of the complaint on the member and notify him/her in writing to appear before the board of directors at its next regular meeting to answer or refute the charges. Thereafter the board at its discretion, and after full consideration of all evidence expel said offending member or suspend him/her for a period not exceeding six (6) months. It shall require the affirmative vote of the majority of the Board of Directors to suspend or expel a member. Suspension or expulsion does not entitle a member to a refund or any dues or assessments previously paid.

Article X Rules and Regulations

The Board of Directors is authorized to establish rules and regulations if deemed necessary.

Article XI Amendments

Section 1: Amendments to or alterations of the by-laws may be suggested at any annual or regular meeting or at a special meeting called for that purpose; provided that written notice of the proposed amendment or alterations shall be set forth verbatim in the call or notice of such meeting. The call or notice of the meeting, which included therein a proposed change or amendment, must be given to the membership not less than ten (10) days prior to said meeting.

Section 2: It shall require the affirmative vote of two thirds of the members present at the meeting to adopt such amendments or alterations.

Section 3: Fifteen members may submit in writing to the Board of Directors proposed amendments, changes or alteration in the by-laws. Whereupon the Board of Directors must include same in the call for and notice of the next regular meeting and submit same to the membership accordingly.