

**BY-LAWS of  
BUCKHANNON-UPSHUR CHAMBER OF COMMERCE  
Buckhannon, West Virginia**

ARTICLE 1- NAME:

The name of this organization shall be the Buckhannon-Upshur Chamber of Commerce, Inc.

ARTICLE 2-OBJECT:

The object of the Buckhannon-Upshur Chamber of Commerce, Inc., shall be to promote and advance the economic, civic, commercial and industrial interests and welfare of the City of Buckhannon and Upshur County and vicinity.

ARTICLE 3-LIMITATION OF METHODS:

The Chamber, in its activities, shall be non-partisan, non-political, non-sectarian, and not-for-profit.

ARTICLE 4-MEMBERSHIP:

Section 1: All persons, corporations and firms who identify with the objects of the Buckhannon-Upshur Chamber of Commerce, Inc., shall be eligible for membership.

Section 2: The Chamber shall be composed of Active, Associate, Sustaining, and Honorary Members.

- A. Active members shall be those members who desire to be active participants in the work and activities of the Chamber and who are current in payment of Chamber dues. They shall enjoy all the rights and privileges of the Chamber **including the right to vote at all meetings of the Chamber general membership, but not at meetings of the Board of Directors unless elected to the Board of Directors.** Corporations or firms with more than one stockholder or owner may hold a maximum of four memberships in the name of that corporation or firm, with all privileges thereof assigned to individuals within that corporation or firm. Such corporation or firm shall furnish the Chamber the names of its nominees, Associate members shall be those members who do not desire to have active participation in the work and activities of the Chamber, but who desire to support the objectives of the Chamber. Associate membership shall be available only to individuals who are not actively engaged in business in Upshur County, West Virginia. Associate members, who are current in payment of Chamber dues, shall have all privileges of Active members except that Associate members shall not have the right to vote in the affairs of the Chamber nor be eligible to serve on the Board of Directors.
- B. Sustaining members shall be those individuals who make a gift of One Thousand Dollars (\$1,000) or more in cash property to the Chamber. They shall have life membership in the Chamber without payment of annual dues

and shall have all the privileges of an Active member, including the right to vote in the affairs of the Chamber and being eligible for Board Membership. Sustaining membership shall not be counted in determining the membership limitation applying to a firm or corporation.

- C. Honorary members shall be any individuals of distinction who have rendered a significant service to the Chamber or the community, state or nation at large, and who may be elected to Honorary membership by the Board of Directors. Honorary members shall have all privileges of Active members with the exception that Honorary members shall not have the right to vote in the affairs of the Chamber or be eligible to serve on the Board of Directors. Honorary members shall be exempt from payment of all dues and fees.

#### ARTICLE 5-DUES:

Section 1: **The annual dues of the Active members shall be One Hundred Twenty Dollars (\$120) for individuals and businesses with 1 to 7 FTE employees; Two Hundred Twenty Five Dollars (\$225) for 8-15 FTE employees; Three Hundred Seventy-Five Dollars (\$375) for businesses with 16-50 FTE employees; and Four Hundred Fifty Dollars (\$450) for businesses with 51 or more FTE employees; and Seventy-Five (\$75) for Associate/Individual/Non-Profit members.**

Section 2: Annual dues may be paid on a semi-annual or annual schedule, with payments being due on January 1 (annual or first half) and July 1 (second half) of each year.

Section 3: The Board of Directors may change the amount of the annual dues by a majority vote of those Directors present at a regular or special meeting called for such purpose.

Section 4: Each member shall be liable for dues until written resignation is received by the President.

Section 5: Dues shall be delinquent if not paid within sixty (60) days of their due date. If delinquent dues are not paid within thirty (30) days after notice of delinquency is mailed to the delinquent member, then the delinquent member shall be suspended and shall lose all privileges of membership, including voting and membership on the Board of Directors, until such time as the delinquent dues are paid.

#### ARTICLE 6-BOARD OF DIRECTORS:

The government of the Chamber, the direction of its work and the control of its property shall be vested in the Board of Directors, who shall consist of twenty-six (26) elected members of the Chamber plus ex officio members. The elected Directors shall be selected annually for two (2) year terms as hereinafter provided. The Directors shall elect the officers of the Chamber, approve policy, and adopt rules and regulations for conducting the business of the Chamber. They shall meet regularly at least once each month at such time and place as they may designate and on such special occasions as may be directed by the President of the Chamber. **Sixteen (16) Board Members shall constitute a quorum.**

## ARTICLE 7-OFFICERS:

Section 1: The officers of the Chamber shall consist of a President, First Vice-President, Second Vice-President, Treasurer, Assistant Treasurer, and Secretary. The officers shall be elected annually by the Board of Directors from the active and sustaining members of the Chamber in good standing. If not elected from the Board of Directors, an officer shall be an ex officio member of the Board of Directors by virtue of his or her office.

Section 2: President: The President shall preside at all meetings of the Chamber and Board of Directors. The President shall perform all duties normally incident to the office of President of an organization and shall advise the Board and Chamber members of such action as may be deemed likely to increase the usefulness of the Chamber.

Section 3: First Vice President: The First Vice President shall act in the absence of the President. The First Vice President shall perform such other duties as the President may direct.

Section 4: Second Vice President: The Second Vice President shall act in the absence of the President and First Vice President. The Second Vice President shall perform such other duties as the President may direct.

Section 5: Treasurer: The Treasurer shall receive and disburse funds of the Chamber. The Treasurer shall maintain all financial records of the Chamber and shall keep all monies of the Chamber, deposited in its name, in a bank or banks in Upshur County. The Treasurer shall present a financial statement to the Board of Directors Quarterly, or when requested by the President or any member of the Board of Directors. The Treasurer shall provide such bond as may be required by the Board of Directors, with all bond premiums to be paid by the Chamber.

Section 6: Assistant Treasurer: The Assistant Treasurer shall act in the absence of the Treasurer. The Assistant Treasurer shall perform such other duties as the Treasurer or President may direct. The Assistant Treasurer shall provide such bond as may be directed by the Board of Directors, with all bond premiums to be paid by the Chamber.

Section 7: Secretary: The Secretary shall be the custodian of, and shall maintain all records of the Chamber, except for such financial records which shall be maintained by the Treasurer. The Secretary shall keep and prepare the minutes of the meetings of the Board of Directors and membership of the Chamber. The Secretary shall prepare all correspondence of the President and other officers of the Chamber, if requested, and shall perform such other duties as the President may direct.

Section 8: Executive Director: At the direction of the Board of Directors, the Chamber may employ an **Executive Director** to be the manager of its business office. The Executive Director shall handle all correspondence and telephone messages, prepare books of account and records under the direction of the Treasurer and the Secretary, and perform such other duties as the President or Board of Directors may direct. In

performance of the duties of the office of Executive Director, the Executive Director shall be responsible to the President and shall report to the President. The compensation and benefits to be paid and provided to the Executive Director shall be an employee at will of the Chamber and his or her employment may be terminated at anytime, with or without cause, by a majority vote of the Board of Directors at any regular or **special meeting** of the Board called for such purpose, provided that notice of such intended action be provided in writing to each member of the Board at least ten (10) days (from date of mailing) prior to the meeting. Subject to this provision, the Chamber may enter into a written contract with the Executive Director of no more than one (1) year in duration. Such contract shall provide that, upon termination for any reason except cause, the Executive Director will receive a severance payment equivalent to no more than thirty (30) days of salary.

If the Board of Directors elects not to employ an Executive Director, then the President, with the consent of the Board of Directors, shall provide for the management and staffing of the Chamber office.

**Section 9: At its first regularly scheduled meeting in January of each year or at a special meeting called for such purpose prior to the annual meeting of the Chamber Membership, the Board of Directors shall elect the Chamber Officers and the Officers so elected shall be installed as Officers at the annual meeting of the membership.** The president of the Chamber for the pervious year shall preside at the meeting until his or her successor is duly elected.

Section 10: Vacancies: In the event of resignation, death or disability of the President, the First Vice President shall succeed to the office for the remainder of the unexpired term of the President; the Second Vice President shall succeed to the office of the First Vice President for the remainder of the unexpired term of the office. In the event of resignation, death or disability of the Treasurer, the Assistant Treasurer shall succeed to the office for the remainder of the unexpired term. The office of Second Vice President, Assistant Treasurer, or other officer vacancies shall be filled by nomination and majority vote of those Directors in attendance at any regular meeting of the Board of Directors or special meeting of the Board of Directors called for such purpose.

#### ARTICLE 8-COMMITTEES:

Section 1: In order to facilitate the work of the Chamber and to draw upon the skill, experience and interest of its members, the Chamber shall have standing and special committees. With the exception of the Executive and Audit Committees as provided in Sections 5 and 6 of this Article, the President shall appoint the chairperson who, except for the Chamber's Retail Merchant Committee, shall be a member of the Board of Directors, and other members of all Standing and Special Committees, who shall be Active or sustaining members of the Chamber, but need not be members of the Board of Directors, subject to the approval of the Board. The President, with the approval of the Board, may create such Special Committees as the President may deem necessary.

Section 2: The Chamber shall have the following Standing Committees:

1. **Finance**

2. Membership
3. Audit
4. Executive Program
5. Public Relations
6. Retail
7. Strategic Planning
8. Travel & Tourism
9. UCDA Support
10. Such other Standing Committees as the Board of Directors may direct by majority vote of those in attendance at any regular or special meeting called for such purpose.

Section 3: Each Committee shall monitor, study, and report upon any issue or matter within its area of responsibility or which may be assigned to it by the President. Committees, on their own initiative, may request a specific assignment of the President and such request shall not be unreasonably denied. No Standing or Special Committee shall represent the Chamber in advocacy of or opposition to any matter or issue without the specific authority of the President.

Section 4: Meetings of Committees may be called at any time by the Committee Chairperson, the President or a majority of the members of the Committee. A record of each meeting shall be made by a member of the Committee, designated by the Committee chairperson as secretary of the Committee, and shall be maintained at the office of the Chamber.

Section 5: The President, Immediate Past President, First Vice President, Second Vice President, Secretary, Treasurer, and Chairperson of the Retail Merchants Committee shall constitute the Executive Committee. The Executive Committee shall meet regularly at the call of the President to consult with and advise the President on the affairs of the Chamber. The Executive Committee shall assist the President and Board in formulating plans and policies affecting present and future Chamber concerns. Such plans and actions must be submitted to the Board of Directors for approval before such plans or actions become the operative plans and actions of the Chamber.

Section 6: The Audit Committee shall be elected by the Board annually. It shall examine the books and accounts of the Chamber at the close of each year's business or at any other time it is requested to do so by the President. It shall make its reports to the Board and/or the full membership at its option.

Upon call by a majority of the Board of Directors or one-third (1/3) of the Active members, the books and accounts of the Chamber shall be audited by a recognized accounting firm selected in the resolution calling for the audit. The audit report shall be directed to the Board of Directors, and the cost of the audit shall be paid by the Chamber.

Section 7: The Retail Merchants Committee shall be a Standing Committee and shall perform such functions as were previously performed by the Buckhannon-Upshur Retail

Merchants Association (BURMA) and as may be directed by the Board of Directors or the President. The Treasurer shall maintain in a separate account, in the name of the Chamber, all funds formerly belonging to BURMA and such funds shall be used only the Retail Merchants Committee in connection with its functions and shall not otherwise be available to or used by the Chamber without the written appropriation of and consent by the Retail Merchants Committee.

#### ARTICLE 9-MEETINGS OF THE MEMBERSHIP:

Section 1: Regular or special membership meetings may be called at any time for any purpose as the Board of Directors or President may direct.

Section 2: Each member of the Chamber shall be given notice in writing at least seven (7) days from date of mailing of any special meeting. The notice shall contain a list of any business proposed to be considered.

Section 3: The annual membership meeting of the Chamber of Commerce shall be held on the third Tuesday in January at such time and place as selected by the Executive Committee or on such other date as may be selected by the Executive Committee.

Section 4: Each Active and sustaining member of the chamber in attendance at the annual meeting or any special meeting shall be entitled to one vote. Proxy voting shall not be permitted.

Section 5: Twenty (20) Active and sustaining members of the Chamber shall constitute a quorum for the transaction of business at any regular or special meeting of the Chamber. Sixteen (16) members of the Board of Directors shall constitute a quorum for the transaction of business at any regular or special meeting of the Board of Directors.

Section 6: Every member shall be entitled to speak and vote on any subject brought before the Chamber for **consideration before the Chamber at the annual meeting or special meetings of the membership**. At the discretion of the President, debate may be limited.

#### ARTICLE 10: BOARD OF DIRECTORS, QUALIFICATIONS, ELECTIONS, EX-OFFICIO MEMBERS:

Section 1: Any Active or sustaining member of the Chamber, in good standing, shall be eligible to serve on the Board of Directors subject to the provision that no Director may be elected to serve more than two (2) consecutive terms as an elected Director.

Section 2: The election of Directors shall be held annually in the following manner:

- A. At the last meeting in October of the Board of Directors, a committee on nominations and elections of at least five (5) members shall be named by the President. This committee shall nominate at least fifteen (15) and not more than twenty-five (25) candidates to replace the thirteen (13) Directors whose terms are

expiring at the end of the year and shall report to the Board of Directors their nominations at the Board's first meeting in November.

- B. At the first meeting of the Board of Directors in November, the list of nominations as prepared by the Nominating Committee shall be voted upon by the Board of Directors. Any candidate not receiving a majority of votes of the members of the Board of Directors in attendance shall have his name stricken from the list. In addition, members of the Board of Directors may propose from the floor additional nominations and the names of such additional nominees shall be added to the candidate list providing that at least a majority of the members of the Board of Directors in attendance approve the same. If the list of nominees, as approved by the Directors, does not contain at least fifteen (15) names, the matter shall be resubmitted to the Nominating Committee, which shall propose additional candidates at the next regular meeting of the Board.
- C. The names of these nominees, as approved by the Directors, shall be placed on an official ballot, in alphabetical order, and the ballot shall be mailed by the Secretary to each Active and sustaining member of the Chamber, in good standing, prior to the first day of December, with instructions to vote for thirteen (13) Directors. The ballots shall be returned in sealed envelopes to the Secretary on or before the second Monday in December.
- D. On the second Monday in December, a Canvassing Committee of five (5) members, appointed by the President, with the approval of the Board of Directors, shall open the ballots and determine the thirteen (13) candidates with the highest votes. In case of a tie, the selection will be made by lot under the direction of the Committee. The Committee will report to the Board of Directors at its last regular meeting in December the names of the winning candidates.
- E. Vacancies for unexpired terms on the Board of Directors shall be filled by a majority vote of those members of the Board of Directors in attendance at any regular or special meeting of the Board called for such purpose.

SECTION 3: Ex-Officio Members: In addition to the regularly elected members, the following persons shall be ex-officio members of the Board of Directors, holding all privileges of regularly elected members, including the right to vote and hold office:

- 1. The outgoing President, who shall be an ex officio member of the Board for a period of one (1) year following expiration of this term of office;
- 2. Any Officer, if not otherwise a member of the Board of Directors, shall be an ex-officio member of the Board of Directors for the term of his or her office;
- 3. The Mayor of Buckhannon and the President of the Upshur County Commission, who shall be ex officio members of the Board of Directors for a period of one (1) year;
- 4. One representative of the Buckhannon Junior Chamber of Commerce, who shall be nominated by the Junior Chamber of Commerce and who shall be an ex officio member of the Board of Directors for a period of one (1) year;
- 5. The President of Southern Upshur Business Association (SUBA) shall be an ex officio member of the Board of Directors for the term of his or her office.

6. The Region VII Executive Director and the President of the Upshur County Ministerial Association shall be ex officio members of the Board of Directors for the terms of their offices.
7. The Upshur County Development Authority President shall be an ex officio member of the Board of Directors for the term of his or her office.
8. The Chairperson of the Chamber's Retail Merchants Association, if not otherwise a member of the Board of Directors, shall be an ex officio member for the term of his or her office.
9. Six (6) active or sustaining members of the Chamber, in good standing, who shall be nominated by the President and approved by the Board of Directors at the first meeting of the Board of Directors of each year, shall be ex officio members for a period of one (1) year.
10. The President of the West Virginia Strawberry Festival Association for the term of his or her office.

Ex Officio members of the Board of Directors may be appointed even though they have served as elected or Ex Officio Directors for two (2) consecutive terms.

#### ARTICLE 11-BUDGET:

Section 1: Within thirty (30) days of taking office, the President shall submit an annual budget of income and expenses for the review and action of the Board of Directors. It shall be the responsibility of the President to conduct the affairs of the Chamber subject to the budget limitations and he or she may not knowingly approve an expenditure that would be expected to result in a deficit. If it becomes obvious that a shortfall of income or unanticipated expense could produce a deficit, the President shall notify the Board of Directors for its further action.

Section 2: It shall be the continuing policy of the Chamber to maintain a balanced budget. Should exceptional circumstances arise wherein a deficit is in the Chamber's broader interest, the Board may approve an unbalanced budget. Should a need for funds exceed the Chamber's income, it may, upon approval of the Board, draw upon any reserves not earmarked for other purposes. Should no such funds be available, the Chamber may borrow money, pledging its good faith and property to do so. No funds may be borrowed, however, without the prior approval of a majority of the Board in attendance voting at a regular meeting or a special meeting called for that purpose. Such matters may be considered at any regular meeting only if Board members are notified at least five (5) days prior to the meeting that the matter will be on the meeting agenda.

#### ARTICLE 12-DISBURSEMENTS:

No disbursements of the funds of the Chamber other than in the normal course of its business shall be made unless the same shall have been approved and ordered by the Executive Committee or the Board of Directors. All disbursements shall be made by check. Checks shall be signed by the President and Treasurer, or officers acting in their absence.

Spending motions from the floor involving more than \$100 expenditures would be referred to the Executive Committee for consideration and recommendations to be brought back to the full Board for a vote. Committees are authorized to spend their line item, but require Executive Committee review and Board approval for expenditures in excess of or outside the budgeted items.

ARTICLE 13-SEAL:

The Chamber may have a seal of such design as the Board of Directors may adopt.

ARTICLE 14- PARLIMENTARY RULES:

The proceedings of all Chamber meetings, including membership, Board of Directors, and Committee meetings, shall be governed by and conducted according to the latest edition of Roberts Rules of Order.

ARTICLE 15-AMENDMENTS:

Section 1: By-Laws: These by-laws may be amended **at the annual or special meetings of the membership called for such purpose** by a majority vote of the members voting on any such proposal, provided a Notice of the proposed amendment shall have been mailed to each Active member of the Chamber not less than ten (10) days before the meeting at which the vote on such amendment is to be taken.

Section 2: Approval: All proposed amendments shall be first presented to the Board of Directors, and the Board shall submit its recommendations on the amendment to the membership in writing.

ARTICLE 16-REFERENDUM:

Section 1: Upon the written request of fifteen (15) Active and sustaining members of the Chamber or upon the majority vote of the Board of Directors, the Secretary shall submit to the entire Active and sustaining membership of the Chamber by mail a referendum on any question or questions before the Chamber for consideration and which are specifically outlined in such written request by the Chamber members or by a resolution duly adopted by a majority of the Board of Directors, this referendum plan being for the purpose of obtaining a general expression of opinion of the members of the Chamber on any subject. The canvass of the votes on any referendum shall be conducted by a special committee of three (3) members of the Board of Directors appointed by the President. No action of the Chamber in any referendum shall be effective or binding unless thereafter presented and recorded in the minutes of a meeting, regular or special, of the Board of Directors or at any meeting of the membership of the Chamber.

ARTICLE 17-FISCAL YEAR:

The fiscal year of the Chamber shall be from January 1 to December 31 of each year.

Adopted the \_\_\_\_\_ day of \_\_\_\_\_, 1993.