

**BYLAWS OF THE
NEWINGTON CHAMBER OF COMMERCE INC.
ADOPTED AND APPROVED – MAY 15, 2007**

ARTICLE I – NAME

Section 1: Name:

The name of the Corporation shall be the NEWINGTON CHAMBER OF COMMERCE, INC., (hereinafter referred to either as the “Corporation” or the “Chamber of Commerce”). The Town of Newington shall hereinafter be referred to as “Newington” or “Town.” The Corporation shall do business as THE NEWINGTON CHAMBER OF COMMERCE.

ARTICLE II – PURPOSES

Section 1: Purposes:

The purposes of the Corporation are: (a) to develop, encourage, promote, and protect the commercial, professional, financial, and general business interests in the Town; (b) to promote the civic interests and the general welfare of the community; (c) to extend and promote trade and commerce, and foster, develop, and protect industry in the Town; (d) to encourage effective land use in the Town; (e) to advocate and support laws and regulations desirable for the benefit of commerce in general; and (f) to provide for a forum for the reflection of the sentiments of the business community on matters affecting its interests.

Section 2: Not-for-Profit:

The Corporation shall not be conducted for gain or profit, but shall be supported and maintained as a not-for-profit corporation by the contributions, endowments, dues, and assessments of members.

Section 3: Limitation of Methods:

The Newington Chamber of Commerce shall observe all local, state, and federal laws which apply to a not-for-profit organization as defined in Section 501(c)(6) of the Internal Revenue Code.

Section 4: Principal Corporate Office:

The principal office of the Corporation shall be at such place in the Town as from time to time may be designated by the Board of Directors.

Section 5: Fiscal Year:

The fiscal year shall be the twelve-month period commencing June 1st and ending May 31st.

ARTICLE III – MEMBERSHIP

Section 1: Eligibility:

All entities and individuals doing business in, or having business, commercial or professional interests in the Town and subscribing to the purposes of this Corporation, as set forth in Article II, Section 1, shall be eligible for membership in the Newington Chamber of Commerce.

Section 2: Application and Election of Members:

All applications for membership shall be in writing on forms provided for that purpose and signed by the applicant. Election of members shall be by the Board of Directors, taking into account the recommendations of the membership committee. An applicant so elected shall become and remain a member upon payment of dues, subject to Section 5.

Section 3: Resignation:

Any member may resign from the Newington Chamber of Commerce by providing a written notice.

Section 4: Death or Dissolution of Member:

In the event of the death of an individual member, or in the event of the dissolution, liquidation, or discontinuance of a business entity, the membership shall be deemed terminated at such time.

Section 5: Termination of Membership:

Members will automatically forfeit the privileges of membership by failure to pay dues or other charges 90 days after due date.

Section 6: Expulsion:

Any member may be expelled by a two-thirds vote of the Board of Directors, after notice and opportunity of hearing, for conduct unbecoming a member; if such issue arises, a subcommittee of the Board of Directors shall be appointed by the President or Executive Vice President to investigate and report to the full Board of Directors.

Section 7: Honorary Members:

The Board of Directors may nominate persons for the position of Honorary Member based upon their ability, outstanding character, and long service to the Corporation. Nominees for Honorary Member may be elected by a vote of three-quarters (3/4) of the members of the Board of Directors, sitting at a regular or specially called meeting. Honorary Members shall retain their position for life and shall be entitled to all the rights and privileges enjoyed by Members except they shall have no vote.

Section 8: Dues:

The dues of each member shall be paid annually on or before the anniversary date of said member.

ARTICLE IV – MEETING OF MEMBERS

Section 1: Annual Meeting:

An annual meeting of the members of the Corporation shall be held during the last month of the fiscal year and at this meeting the Directors shall be elected and any other business deemed proper may be transacted.

Section 2: Special Meetings:

A special meeting of the members of the Corporation may be called, by any of the following: (a) the President of the Board; (b) a majority of the Board of Directors; (c) a majority of the Executive Committee; or (d) by not less than ten percent (10%) of the members of the Corporation.

Section 3: Notice:

Written notice of the regular annual meeting and of each special meeting of the members shall be sent by conventional mail or electronic form by the Corporation, addressed to each member at his/her address as it appears on the records of the Chamber and such notice shall, as to each meeting, be mailed not more than forty-five (45) days and not less than five (5) days prior to the day of the meeting. No regular annual meeting of the members shall be invalid by reason solely of failure to set in the notice the business to be transacted thereat. As to each special meeting, the statement of business transacted shall be a necessary part of the notice and no business shall be transacted at any called special meeting other than that stated in the notice.

Section 4: Voting, Quorum, Adjournment:

At all meetings of the members of the Chamber, each member shall be entitled to cast one vote on any question. At any meeting so adjourned at which a quorum shall be present any proper business before such meeting may be transacted. At any meeting of the members, five per cent (5%) of the members in good standing shall constitute a quorum.

ARTICLE V – DIRECTORS AND OFFICERS

Section 1: Directors:

The management of the Chamber, the general policies controlling its work, and the control of its property shall be vested in the Board of Directors shall consist of 12 members elected by the membership plus duly elected Officers named in Section 2 below and the Immediate Past President. Directors shall be elected at annual meetings to serve for three-year terms except as may be necessary to fill unexpired terms of any previously elected Directors who have ceased to serve.

Section 2: Officers:

The Officers shall be a President, an Executive Vice President, and Vice-President(s), a Secretary, a Treasurer, the Immediate Past President, and such other Officers as the Board of Directors may determine. The President, Executive Vice President, Vice President(s), the Secretary, and the Treasurer, and any other Officer shall be elected by the Board of Directors.

Section 3: Term:

The Officers shall hold office for one year and until their successors are chosen. No person shall be elected to the office of President for more than two (2) successive terms. Any Director who has been elected by the membership for a full term of three (3) years shall be eligible for re-election following the expiration of his most recent term of office.

Section 4: Eligibility:

Individual members and duly authorized representatives of firms, corporations, or other entities which are members shall be eligible as Directors or other Officers, provided that not more than one representative of any firm, corporation, or other entity shall be a Director or other Officer at the same time.

Section 5: Executive Committee:

There shall be an executive committee which shall consist of the Officers.

Section 6: Committees:

The President shall annually appoint a Nominating Committee chaired by the Immediate Past President at least sixty (60) days before the date of the annual meeting.

Subject to approval of the Board of Directors, the President shall appoint Special Committees and/or Task Forces as the Board from time to time deems proper. It shall be the function of all committees to investigate and make recommendations to the Board of Directors or the Executive Committee. No committee shall represent the Chamber in favor of, or in opposition to any project or matter without authorization of the Board of Directors.

Section 7: Appointment of Agents and Employees:

The Board of Directors may also appoint such agents and employees, other than those named above, as shall be deemed necessary for the transaction of the business of the organization. The person or persons so appointed shall serve during the pleasure of the Board of Directors, and shall perform such duties and possess such powers as may be prescribed by the Board of Directors.

Section 8: Resignations:

Any Officer or Director may resign from the Board of Directors by giving notice to the President or Executive Vice President which shall take effect at such time as may be specified.

Section 9: Removals:

The members may at a special meeting called for the purpose remove by a three-quarters ($\frac{3}{4}$) vote of the members present any Director and choose a successor. The Directors may at a meeting duly called for the purpose remove by a two-thirds ($\frac{2}{3}$) vote of the Board of Directors any Officer chosen by the Board for reason sufficient in their discretion.

Section 10: Vacancies:

Every vacancy occurring in the Board of Directors and in any other office may be filled by the Board of Directors at a regular or special meeting, and the person chosen to fill such a vacancy shall hold office for the balance of the unexpired term.

ARTICLE VI – POWERS AND DUTIES OF OFFICERS AND DIRECTORS

Section 1: Directors:

The management of the Corporation, the direction of its work, and the control of its property shall be vested in the Board of Directors, which may exercise all the powers that may be exercised or performed by the Corporation by Statute, the Certificate of Incorporation, or these ByLaws.

Section 2: Executive Committee:

The executive committee shall have power to exercise and perform all the powers and functions of the Board of Directors under these by-laws, when the Board is not in session, subject at all times to the rights and powers of the Board. The executive committee may meet at any time upon notice by the President or by the Executive Vice President or any two (2) members thereof to the others. It shall have the power to act by and through majority of its members and may do so without being formally convened. It shall keep records of its doings in books, belonging to the organization. It shall report and be responsible to the Board of Directors. The Executive Committee shall be responsible for (a) reviewing the Corporation's administration organization and procedures, and where necessary, recommending changes to the Board; and (b) any other matters referred to it by the Board of Directors.

Section 3: Duties of Officers:

President: The President shall serve as the chief elected Officer of the Chamber of Commerce and shall preside at all meetings of the membership, Board of Directors, and executive committee.

The President shall, with advice and counsel of the executive committee, determine all committees, select all committee chairpersons, assist in the selection of committee personnel, subject to approval of the Board of Directors.

The President shall chair the Awards Committee.

Executive Director: The Executive Director shall be the chief administrative and executive Officer. The Executive Director shall serve as Secretary to the Board of Directors, and cause to be prepared notices, agendas, and minutes of meeting of the Board.

The Executive Director shall serve as advisor to the President and shall assemble information and data and cause to be prepared special reports as directed by the working plan of the Board of Directors.

The Executive Director shall be a member of the Board of Directors, the executive committee, and all committees.

With assistance of the executive committee, the Executive Director shall be responsible for administration of the working plan in accordance with the policies and regulations of the Board of Directors.

The Executive Director shall be responsible for hiring, discharging, directing, and supervising all employees with the approval of the Board of Directors.

Executive Vice President: The Executive Vice President shall in the absence or disability of the President perform such other duties as may be directed by the Board of Directors. The Executive Vice President shall chair the Finance Committee.

Vice President: The Vice President shall in the absence or disability of the President or Executive Vice President perform such other duties as may be directed by the Board of Directors. The Vice President shall chair the Membership Committee.

Secretary: The Secretary shall be responsible for social records and activities of the corporation or as may be directed by the Board of Directors. The Secretary shall chair the High School Scholarship Committee.

Treasurer: The Treasurer, a member of the Finance Committee, shall (a) have charge and custody of, and be responsible for, all funds and securities of the Corporation; (b) keep full and accurate accounts of receipts and disbursements and other customary financial records of the Corporation; (c) deposit all monies and valuable affects in the name and to the credit of the Corporation in depositories designed by the Board of Directors; (d) perform such other duties as are incident to the office of Treasurer; (e) furnish such bond as may be required by the Board of Directors; (f) report to the Board of Directors at each of its regularly called meetings as to the Corporation's financial status; and (g) require that an Annual Report of the Corporation's financial condition, in form acceptable to the Board, shall be made by an independent Public Accountant or CPA selected by the Board annually.

Section 4 Indebtedness:

No person or group of persons shall, in any way or by any device, incur indebtedness on behalf of the Newington Chamber of Commerce or authorize or make expenditures, appropriations, allocations, or other disposition of this Chamber's assets, funds or money, except as may be duly authorized by the Executive Committee or the Board of Directors.

Section 5: Indemnification:

The Chamber may, by resolution of the Board of Directors, provide for indemnification by the Chamber of any and all current or former Officers, Directors, and employees against expenses actually and necessarily incurred by them in connection with the defense of any action, suit, or proceeding in which they may or any of them are made parties, or a party by reason of having been Officers, Directors, or employees of the Chamber. However, indemnification may not be provided in such matters as to which such individuals shall be adjudged in such action, suit, or

proceeding to be liable for negligence or misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability for negligence or misconduct.

Section 6: Vacancies:

A member of the Board of Directors who shall be absent from three (3) consecutive regular meetings of the Board of Directors shall automatically be dropped from membership on the Board unless confined by illness or other absence approved by majority vote of those voting at any meeting thereof.

Vacancies on the Board of Directors, or among the Officers shall be filled by the Board of Directors by a majority vote.

Section 7: Policy (Statements of position on issues):

The Board of Directors is responsible for establishing procedure, formulating and adopting the policies of the corporation.

ARTICLE VII – STANDING COMMITTEES

Section 1: Nominating Committee: The Nominating Committee shall make nominations for the Board of Directors and shall nominate all other Officers to be elected, and shall cause its list of nominees for Directors to be sent to each member at least ten (10) days before the annual meeting. The Committee shall also submit to the incoming Board of Directors at said annual meeting nominations for the officers of the ensuing year. In making nominations to the Board of Directors, the Committee shall take into consideration the principal business and professional occupations represented in the membership to the end that such groups shall be fairly represented on the Board of Directors. The Immediate Past President shall chair this Committee.

Section 2: Membership Committee:

The Membership Committee is responsible for actively recruiting a variety of new members into the Newington Chamber of Commerce while retaining existing members. The Vice President shall chair this Committee.

Section 3: Communications/Marketing/Technology Committee:

The Communications/Marketing/Technology Committee is responsible for increasing public and member awareness of Chamber activities and programs and encourages involvement in the Chamber through utilization of marketing, technology, and public relations. A member of the Board of Directors shall chair this Committee.

Section 4: High School Scholarship Committee:

The High School Scholarship Committee is responsible for meeting during the Spring, reviewing scholarship applications submitted by a Newington High School senior, and selecting a candidate to receive the scholarship. The Secretary shall chair this Committee.

Section 5: Awards Committee:

The Awards Committee is responsible for meeting during the Spring and selecting nominations for awards to be given at the Annual Dinner and Awards Presentation. The President shall chair this Committee.

Section 6: Finance Committee:

The Finance Committee is responsible for developing and monitoring Chamber budgets, and providing the Board of Directors with recommendations on all Chamber financial matters. The Executive Vice President shall chair this Committee.

Section 7: Fundraising Committee:

The Fundraising Committee is responsible for organizing and actively working on fundraising activities and events in order to fund and support future Chamber programs. A member of the Board of Directors shall chair this Committee.

ARTICLE VIII - MEETING OF DIRECTORS

Section 1: Annual Meeting:

The Annual Meeting of the Board of Directors shall be held on the same day of the regular Annual Meeting of members, but may be at such other place as the President shall appoint.

At the Annual Meeting the Directors shall by a majority vote elect Officers and may at their discretion appoint agents, committees, or employees.

Section 2: Special Meetings:

Special meetings of the Board may be called by the President and/or at the request of four Directors.

Section 3: Quorum:

At all meetings of the Directors and Officers, each Director and Officer present shall be entitled to one (1) vote on any question. Five (5) of the Directors and three (3) of the Officers shall be necessary to make a quorum, and without present no business shall be transacted except to adjourn without date. At any meeting so adjourned at which there shall be a quorum present any business may be transacted which could have been transacted at the original time and place.

ARTICLE IX – COMMITTEES

Section 1: Appointment and Authority:

The President, with the approval of the Board of Directors, shall appoint all committees and committee chairpersons, except as stated in these ByLaws.

The President may appoint such ad hoc/special committees and their chairpersons as deemed necessary to carry out the program of the Chamber. Committee appointments shall be at the will

and pleasure of the President and shall serve concurrent with the term of the appointing President, unless a different term is approved by the Board of Directors.

It shall be the function of committees to make investigations, conduct studies and hearings, make recommendations to the Board of Directors, and to carry on such activities as may be delegated to them by the Board.

Section 2: Limitation of Authority:

No action by any member, committee, employee, Director, or Officer shall constitute an expression of the policy of the Chamber until it shall have been approved or ratified by the Board of Directors.

Ad hoc or special committees shall be discharged by the President when their work has been completed and their reports accepted, or when, in the opinion of the Board of Directors it is deemed wise to discontinue the committees.

Section 3: Testimony:

Once committee action has been approved by the Board of Directors, it shall be incumbent upon the committee chairperson or, in their absence, whom they designate as being familiar enough with the issue, to give testimony to, or make presentations before, civic and/or governmental agencies.

ARTICLE X – FINANCES

Section 1: Funds:

All money paid to the Chamber shall be placed in a general operating fund. A reserve account shall be developed and maintained with at least two (2) months of operating expenses.

Section 2: Disbursements:

Upon approval of the budget, the Treasurer is authorized to make disbursements on accounts and expenses provided for in the budget without additional approval of the Board of Directors. Disbursements shall be by conventional check.

Section 3: Fiscal Year:

The fiscal year shall be the twelve-month period commencing June 1st and ending May 31st.

Section 4: Budget:

The Board of Directors and Officers shall adopt the budget for the coming year at the May Board of Directors meeting.

Section 5: Annual Audit:

The accounts of the Chamber of Commerce shall be audited annually as of the close of business on May 31st by a public accountant. The audit shall at all times be available to members of the corporation at the Chamber office.

Section 6: Bonding:

The Executive Director and such other Officers and staff as the Board of Directors may designate shall be bonded by a sufficient fidelity bond in that amount set by the Board and paid for by the Chamber.

ARTICLE XI – AMENDMENTS

Section 1: Revisions:

Any proposed amendments or alterations shall be submitted to the Board of Directors in writing, at least ten (10) days in advance of the meeting at which they are to be acted upon. The Board of Directors may propose amendments or alterations to the ByLaws by a two-thirds (2/3) vote of the Board of Directors. The majority of the members at any regular or special meeting, providing the notice for meeting include the proposals for amendments or alterations shall adopt said amendments and alterations.

ARTICLE XII – PARLIAMENTARY AUTHORITY

Section 1: Parliamentary Authority

The current edition of Roberts Rules of Order shall be the final source authority in all questions of parliamentary procedures when such rules are not inconsistent with the charter or bylaws of the Chamber.

ARTICLE XIII – DISSOLUTION

Section 1: Procedure:

The Chamber uses its funds only to accomplish these objectives and purposes specified in these bylaws, and no part of said funds shall insure, or be distributed, the members of the Chamber. On dissolution of the Chamber, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organizations to be selected by the Board of Directors as defined in IRS Section 502(c)(3).