



RISING SUN

CHAMBER *of* COMMERCE

Chamber By-Laws

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*Rising Sun Chamber of Commerce By-Laws were
revised December 14, 2023*

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ARTICLE 1. NAME AND PURPOSE

This organization shall be known and designated as the Rising Sun Chamber of Commerce, Inc. (doing business as name “Rising Sun Chamber” alternatively in marketing), and referred to as “the Chamber” henceforth in this document.

Mission – The Rising Sun Chamber of Commerce, Inc. is a legal corporation of Rising Sun area businesses, organizations, and individuals organized with the Mission: To promote commercial and business prosperity in Rising Sun and its surrounding communities and to promote growth and development of businesses and professional services, both large and small, with respect to improving both commercial and residential conditions.

Powers – The Chamber shall carry on activities permitted under Sec. 501(c)(3) of the Internal Revenue Code. The Chamber may not participate in political activity. No part of the earnings of the Chamber shall inure to the benefit, or be distributed to, its members, directors, officers, or private persons, except that the Chamber shall be organized and empowered to pay reasonable compensation for services rendered to it and make payments and distributions in furtherance of the purposes of the organization.

ARTICLE 2. MEMBERSHIP

Section 1: Membership shall be composed of business, organizations, and individuals in good standing with the common goal of supporting the greater Rising Sun business community.

Section 2: Membership shall be initiated by electronic application via the Chamber website to the Board of Directors and shall be accompanied by payment of dues at that same time, also submitted electronically via the website. The dues shall be established by the Board of Directors annually; there will be both a renewing rate and new membership rate. The Board of Directors shall report on new memberships and member retention at each regular meeting.

Section 3: Membership shall remain with the paying business, organization, or individual who initiated membership. A person leaving their role/position must notify the Chamber via email and

provide a new point of contact for the Membership seat. If no new person is taking over the Membership seat then that must alternatively be stated.

Section 4: Each membership in good standing shall be entitled to one vote on any question brought before the membership where a vote is called upon. This means that only one person / representative from the member business, organization may have a vote. Memberships must be in good standing no less than two weeks prior to a voting matter, this is due to administrative and membership processing purposes.

Section 5: The Board of Directors may grant Lifetime Membership to any member they deem has made a significant impact on the Chamber and or Rising Sun over an extended period of time.

Section 6: Membership benefits are stated on the Chamber website and are subject to change, with notice, at any time for reasons that will be publicly stated by the Board of Directors at the time of the change.

ARTICLE 3. FINANCES

Section 1: The annual membership dues of the Chamber shall be established by the Board of Directors for the upcoming fiscal year and submitted to the membership for approval at the Annual Meeting. There will be both a renewing rate and new membership rate. Dues shall be electronically payable to the Treasurer on an annual basis on the membership's anniversary date.

Section 2: If any member of this Chamber shall fail or refuse to pay the annual dues when invoiced, then within a period of sixty (60) days after the dues are due and payable, the member shall then stand suspended and may be terminated by the Board of Directors without regard to any other provision of these By-laws. Terminated members can become members in good standing with full payment of dues (processed within two weeks). Memberships that are not consecutively renewed are subject to the "New Member" rate upon renewal and will not receive the "Renewing Member" rate. The only exception to this section is if the Membership seat has changed points of contact and there has been a legitimate disruption in communication in regard to renewal.

Section 3: A budget shall be established by the Board of Directors and be submitted to the membership for review at the December meeting. The budget shall be approved at the Annual Meeting by the membership. An approved budget may be amended by two-thirds majority vote of the Board of Directors.

ARTICLE 4. MEETINGS

Section 1: The date of the annual meeting of the Chamber shall be announced prior to the third Thursday of December each year. All reports of an annual nature are to be presented at this meeting.

Section 2: Special meetings may be called by the President, or upon the written request of at least three (3) members of the Board of Directors. Notice of special meetings shall be sent to each member by the Secretary giving at least ten (10) calendar days prior notice of said meeting and notifying each member of the object of the meeting and the subjects to be considered.

Section 3: The regular monthly meetings of the organization shall be held on the third Thursday of each month.

Section 4: An attendance of twenty percent (20%) of all members shall constitute a quorum for the transaction of business at any annual, regular, or special meeting of the Chamber.

Section 5: Both Regular Meetings and Board Meetings are open to all members for observation. For a member to be recognized by the Board of Directors at a BOD meeting prior communication must be sent via email at least a week in advance to the Chamber to be added to the agenda. If the member is on the agenda, then with the permission of the Board they may give comments at the end of the meeting before closing.

ARTICLE 5. GOVERNMENT - BOARD OF DIRECTORS

Section 1: The Government of the Chamber, the direction of its work, and the control of its property, shall be vested in a Board of Directors consisting of seven (7) members which includes the President, Vice-President, Secretary, Treasurer, three (3) Directors who shall be elected as hereafter provided, and one non-voting representative of the Town of Rising Sun appointed by the Town Administrator. The Executive Board will be comprised of the President, Vice-President, Secretary, and Treasurer.

Section 2: The Board of Directors shall have supervision, control, and direction of the affairs of the Chamber, shall determine its policies within the limits of the By-laws, and shall actively execute its objectives. It may adopt such rules and regulations for the conduct of its business that it shall deem advisable and may, in the execution of the powers granted, appoint such agents as it may consider necessary.

Section 3: No disbursements of an amount greater than three hundred and fifty dollars (\$350) of this organization's funds shall be made without the approval of a majority of the Board of Directors. All disbursements of funds are to be within the confines of the budget.

Section 4: The Board of Directors shall meet and organize as soon as possible after the election of its members. It shall further meet monthly at such time as the President may designate, and as stipulated in Article 4, Section 3.

Section 5: A majority of the Board members shall constitute a quorum of the Board of Directors for the purpose of transacting business.

Section 6: The Board of Directors shall keep record of its proceedings, which shall be open to members at any time. The board shall present a summary of its work from the preceding year at the annual meeting.

Section 7: The Board shall review all applications for membership and vote for acceptance of applicants for membership into the chamber.

Section 8: Compensation – Board members shall receive no compensation.

ARTICLE 6. NOMINATION AND ELECTION OF OFFICERS AND DIRECTORS

Section 1: By the September Board of Directors meeting the President shall appoint a Nominating Committee Chair and together they will appoint a nominating committee consisting of no more than five (5) members. The Nominating Committee Chair shall be a member of the Board, and committee members shall consist of Board members as well as Chamber members.

Section 2: The Nominating Committee shall recommend a slate of officers and at large Board members to the Board of Directors thirty (30) days prior to the Annual Meeting. All nominated individuals must agree to be on the slate. The Board will vote on, or amend, the slate for presentation to membership at the Annual Meeting.

Section 3: The Nominating Committee shall nominate for election at the annual meeting persons for the office of President, Vice-President, Secretary, Treasurer, and a minimum of three (3) Directors. Nominations, from Members in Good Standing, may be accepted from the floor after the recommended slate of officers is presented to the General thirty (30) days prior to the Annual Meeting. When all nominations have been made, election shall be held at the Annual Meeting. 1) by voice vote if no nominations have been offered from the floor, or 2) by secret ballot if nominations have been offered from the floor for one or more office. Votes can only be given by members in Good Standing (one representative person per Membership). The Executive Board and Directors shall be elected for two-year terms.

Section 4: Board terms are two (2) years. Board members may serve up to three (3) two-year terms (six years total). These members are not eligible for re-election to the Board for a period of 12 months. The only exception to a term limit is the Treasurer. The Treasurer should be a member with a fiduciary background such as banking. If at the end of the Treasurer's term the nominating committee is not successful in finding a replacement the nominating committee is authorized to put forth the name of the sitting Treasury. Once ineligible to continue serving, past Board members are considered "Friends of the Board" and may attend Board meetings. These members are non-voting members.

Section 5: Installation of the Board of Directors elected in accordance with the preceding section shall be at the Annual Meeting and they will begin their term of office.

Section 6: Regular attendance at both Board of Directors and regular organization meetings is considered an obligation of those elected to these offices. Any Director who is absent without prior notification to the President or Vice-President for a) two (2) consecutive Board of Directors meetings, b) three (3) consecutive meetings, both Board and regular, c) three (3) out of twelve (12) meetings, both Board and regular shall receive a written warning from the President, or from the Board in the case of the President being the offending party, stating that any further absences shall constitute an automatic relinquishment of the office held. The Board may in its discretion, and upon such terms as it deems proper, restore such person to their office.

Section 7: With the exception of the Town Representative, in the event of a vacancy on the Board of Directors, the Board by a majority vote or greater, shall appoint some person, qualified in accordance with Article 2 to fill such vacancy for the remainder of the unexpired term. Said person shall begin serving immediately upon appointment.

ARTICLE 7. BOARD OFFICERS DUTIES

President - The President assumes leadership of the Board of Directors and the Chamber. The President shall preside at all general membership meetings and at the meetings of the Board of Directors. The President shall be responsible for ensuring that the organization operates in accordance with its by-laws and policies and shall recruit or appoint committee chairs. Any additional actions taken by the President should be with approval from the Board of Directors. The President shall be an ex-officio member of all committees and is responsible for oversight of committee chairs to assure that tasks are completed in a timely manner.

Vice-President - The Vice-President is responsible for scheduling chamber meetings and speakers throughout the year. The Vice-President shall be the Membership Chairperson and work with the Treasurer and President to keep membership records accurate. The Vice-President shall assume the duties of the President in their absence.

Secretary - The Secretary shall have the duty of preserving and keeping a complete and accurate record of all proceedings of the organization and its Board of Directors; maintaining membership roster; maintain website, conduct official correspondence, keep possession of

records and archives, attend to the proper publication of reports, and perform other duties as are usual for such a Director as required by the President or the Board of Directors.

Treasurer - The Treasurer shall receive all money paid to the organization and disburse monies upon written orders as authorized by the Board of Directors, keep account of all financial transactions, make a full report of the financial status of the organization, chair the Finance Committee, and prepare the proposed annual budget in cooperation with the Finance Committee, President, or Executive Committee. The Treasurer shall administer the approved budget, review budget amendments, make recommendations regarding the same to the Board of Directors, and perform other financial duties as required by the President or Board.

Directors - Directors of the chamber will be responsible for promoting goodwill of the chamber, being an ambassador of the chamber, welcoming & inviting prospective members to events. Directors will be part of the Chamber Board and will have input on Chamber activities and plans.

ARTICLE 8. COMMITTEES

Section 1: The President shall establish all committees, each of which shall consist of not less than two (2) members. The President of the organization shall be an ex-officio member of all committees. All committees shall be chaired by a Board member and have one member of the general membership.

Section 2: Standing Committees

Sunfest Committee - Sunfest Committee Chairperson shall be appointed by the president each year to help manage/oversee the event. Due to the size of this annual event this committee must have 5 members for delegation of workload.

Membership Committee – A Membership Committee shall be appointed by the President each year, to be chaired by the Vice-President, with the responsibilities including, but not limited to, soliciting new members for the organization, and the retention of current members.

Finance Committee – A Finance Committee shall be appointed by the President each year, to be chaired by the Treasurer, with the responsibilities including, but not limited to, assisting the Treasurer in the preparation of the proposed annual budget.

Promotional Committee – A Promotional Committee shall be appointed by the President each year with the responsibilities including, but not limited to, marketing the Rising Sun region to areas outside Cecil County. This committee will develop the Membership Directory and Promotional Marketing Pamphlet about the Chamber and area. The pamphlet will be distributed to businesses, tourist centers, and other sites that are viable, willing and able to actively promote the Rising Sun region. This committee shall assist the Secretary with maintaining the calendar of events.

Nominating Committee Chair shall be appointed by the President each year. The Nominating Committee will have the responsibilities and duties as outlined in Article 6.

Sign Committee – A Sign Committee shall be appointed by the President each year. The Treasurer and Promotional Committee chair shall be members of the committee. The committee will be responsible for administering annual Sunfest event signage in and around town areas.

Section 3: All committees shall develop priorities and project plans. Committee Chairs shall submit recommendations to Board of Directors for approval for each proposed project. The Chamber Treasurer must execute all committee financial transactions (receivables or payables). Committees shall operate according to Chamber policies, by-laws and with the direction and approval of the Board. All Committees shall report monthly to the Board of Directors.

ARTICLE 9. MEETING PROCEDURES

Meetings shall follow in this order:

1. Attendance
2. Approval of the Agenda
3. Call to Order
4. Committee Updates
5. New Business
6. Unfinished Business

7. Review & Voting Items
8. Chamber Updates
9. Motion to Adjourn

ARTICLE 10. ACCOUNTS

Section 1: Books - Accounting for the Chamber will be performed using a commercially available software program as proposed by the Treasurer and approved by the Board.

Section 2: Checking and Special Accounts – The Chamber shall maintain bank accounts in a federally insured financial institution, or in an investment management organization approved by the Board. Such accounts will be the depository of all funds received by the Chamber and shall have at least one account with a check writing capacity available, or alternative electronic funds transfer facility, as proposed by the Treasurer and approved by the Board. Signature authority for the account shall reside with the Treasurer and the Chairperson, with the Board determining any limitations of authority regarding type or amount of transaction. Additional signature authority may be granted by the Board of Directors through a formal resolution and vote.

Section 3: Paypal Account – The Chamber shall maintain a Paypal account to securely handle online transactions for the purpose of Membership dues collection, Sunfest vendor and sponsor payments, event registrations, and other similar transactions. The Paypal account shall be emptied into the main Chamber bank account at the end of each month.

Section 4: Investment Account – The Chamber may have, in addition to a checking account, an investment account where it is necessary and convenient to hold funds for a period sufficient to enjoy interest benefits. Such accounts will be subject to the approval of the Board and will be managed through signature authority of the Treasurer and/or the Chairperson.

ARTICLE 11. MISCELLANEOUS

Fiscal Year – The fiscal year of the Chamber is January 1 to December 31.

Policy – The Chamber will issue relevant policy statements from time to time as required by any governing law or regulation and accept such statements through a recorded majority Board vote.

ARTICLE 12. DISSOLUTION

In the event of liquidation or dissolution of the Chamber, whether voluntary or involuntary, no member shall be entitled to any distribution or division of its remaining property or its proceeds and the balance of all money and other property received by the Chamber from any sources, after payment of all debts and obligations of the Chamber shall be used or distributed exclusively for those purposes as stated above as long as said distribution is consistent with Section 501(c)(3) of the Internal Revenue Code.

ARTICLE 13. AMENDMENT OF BY-LAWS

These By-laws may be altered, amended, repealed, or added to by an affirmative vote of at least two-thirds of the members present at annual or regular meetings, or at a special meeting called for that purpose. Thirty (30) day notice shall be provided to members regarding proposed by-laws changes, the wording of recommended changes, and the date of the meeting when a vote will be held.