

Hallowell Area Board of Trade
By-Laws
Adopted as revised 2/12/09

Preamble: The Hallowell Area Board of Trade is a non-profit organization established to further the interests of businesses, organizations and persons conducting business or promoting business in the City of Hallowell. The Board of Trade intends to work for the prosperity of Hallowell and for the mutual benefits of its members. To further these aims, it will engage in activities deemed appropriate and permitted by the laws of its municipalities and the state of Maine.

ARTICLE I MEMBERSHIP

Section 1 - Any business, organization or person may become a member upon payment of annual dues as provided in Section 3, without regard to race, creed, age, color, religion, disability or sexual orientation.

Section 2 – Rights of Members. All members may attend, speak, and vote all membership meetings of HABOT, including but not limited to the HABOT Annual Meeting, and may attend and speak at any meeting of the HABOT Board of Directors. At any membership meeting where a 10% quorum of members is present, a majority of members may approve, at the meeting, addition of items to the agenda for such meeting.

Section 3 - Annual fees to be paid by each member will be determined by the Board of Directors and approved by the members at the Annual Meeting, and will remain in affect until altered. Members may terminate their membership upon written notice to HABOT or for non-payment of dues. The business year of the organization is October through September. Dues are due October 31 of each year.

Section 4 - Annual Meeting. The annual meeting of HABOT will be scheduled during the first quarter of each year at such a time and place as shall be determined by the Board of Directors, following at least a fifteen (15) day written notice of the membership. The notice shall contain a proposed agenda.

Section 5. Regular meetings. The Executive Committee may establish a schedule of regular membership meetings. There shall be no less than-four membership meetings per year.

Section 6 - Special Meetings. Special meetings shall be called with appropriate notice by the President acting for the Board and by the President with a petition signed by 10% of the general membership.

Section 7 - Elections. The Members, voting at an Annual Meeting, will elect the officers of HABOT, who shall serve as members of the Board of Directors; and thereafter, elect such a number of Directors as will complete the authorized Board of Directors.

Section 8 – Quorums. At all membership meetings of HABOT, business can be conducted only if 10% of the Members are present. There shall be no proxies allowed for fixing the quorum or for voting.

ARTICLE II BOARD OF DIRECTORS

Section 1 – Authority. The business and property of HABOT shall be managed and controlled by a Board of Directors.

Section 2. Number and Qualification. Directors shall be members of HABOT in good standing, shall include the elected officers, and the immediate Past President, and shall not number less than five (5) and not more than eleven (11).

Section 3 - Terms of Office and Mode of Election – Directors are elected for terms of one and two years and may succeed themselves.

Section 4 - Meetings of the Board. The Board shall meet no less than Quarterly at such time and place as the President may direct with appropriate notice. Each item for consideration should be in the agenda to be sent a specified number of days prior to the next meeting. A quorum shall constitute no less than a majority of the Directors. A simple majority is required for a passing vote. Proxies shall be allowed for fixing the quorum and for voting.

Section 5 - Vacancies. Vacancies on the Board shall be filled on an interim basis by the Board until the next Annual Meeting.

ARTICLE III OFFICERS

Section 1 – Number. The officers of HABOT shall consist of President, Vice President, Secretary and Treasurer.

Section 2 – Election. The officers will be elected at an Annual Meeting from among the Members of HABOT from nominations from the floor for a term of one (1) year or until replaced or the office is vacated.

ARTICLE IV DUTIES OF THE OFFICERS

Each officer shall serve on at least one standing committee.

Section 1. – President. The President will preside at all meetings of the Board of directors and the membership. He/she is the Chief Executive Officer of HABOT and is empowered to perform all acts and duties customarily ascribed to that office. He/she is responsible for preparing a preliminary agenda for all meetings. He/she will also act as chairman of the Executive Committee. He/she is approved to sign checks in the absence of the treasurer.

Section 2 – Vice President. The Vice President shall perform such duties as the President and the Board may direct. In the absence of the President, he/she shall perform the duties of the President.

Section 3 Secretary. The Secretary will keep the Minutes of all meetings and will send the minutes to all members. He/she is charged with preserving and storing all records of HABOT, with making minutes available to all members, and notifying members of all meetings. Under the

direction of the Board and the supervision of the President, he/she is empowered to perform all the legal acts, sign all legal documents other than checks, and make all reports on behalf of HABOT.

Section 4 – Treasurer. The Treasurer will maintain the accounts of HABOT, issue checks, and will submit financial reports required by the Board or the President.

ARTICLE V STANDING COMMITTEES

Section 1 – Number, Qualifications and Authority. The Standing committees shall be the Executive, Membership, Marketing, Liaison, and Parking Committee. Chairmen of the Membership, Marketing, Liaison and Parking Committees will be appointed annually by the President and they will report to him and to the Board as required. Should any chairman be unable to perform their duties, the President is authorized to replace that person. Except for the Executive Committee, no committee is authorized to take final action on any issue under considered by that committee. Each Committee is authorized to take action on all issues under time constraints unless they will require a vote of the General Membership.

Section 2 - Executive Committee. The Executive Committee will consist of the Officers and one other member of the Board of Directors. The President will be its chairman and will prepare the agenda for the meetings, which will be held at such time and place as may be determined. Actions of the Committee must be reported to the next meeting of the Directors and affirmed by the Board.

Section 3 - Parking Committee. This Committee shall study, prepare reports and make recommendations on the parking and sidewalk needs of the businesses and residential communities of Hallowell.

Section 4 - Marketing Committee. This Committee will plan and develop the marketing, publicity and special events of HABOT, subject to the approval of the Board. It may also be assigned by the Board responsibility for implementing these plans.

Section 5 - Membership Committee. This committee is responsible for obtaining such information as the Board may direct in connection with the membership; shall develop and implement, with the approval of the board, member recruiting strategies.

Section 6 - Liaison Committee. This Committee will maintain a liaison with the Hallowell city council, the Hallowell Water district, the Kennebec Valley Chamber of Commerce and other appropriate governmental and civic organizations to keep abreast of Pending Action that will bear on the activities and goals of HABOT. Under the guidance of the Board and the membership, it will also assist in the development of proposed activities, ordinances and other political action that will further the objectives of these goals.

Section 7 - Ad Hoc committee. The President may, from time to time, appoint special committees to study, respond to or take action on the projects that are not within the scope of the other committee responsibilities.

ARTICLE VI AMENDMENTS TO THE BY-LAWS

These By-Laws may be amended by the approval of two thirds (66%) of the Members present at a meeting called for the purpose, after due notice.

Adopted 3/15/99

Amended 9/4/04 (Article 1 Section 3)

Amended 10/16/06 (Preamble and Article 1 Section 1)

Amended 10/22/07 (Article 1 Section, Article 1 Section 5, Article 1 Section 8, Article 2 Section 1, Article 2 Section 2)

Amended 2/12/09 (Article II, Section 4 allowing proxies)