# WISCASSET AREA CHAMBER OF COMMERCE BY- LAWS
# 2026

## ARTICLE I – GENERAL

**Section 1. Name**: The name of the organization shall be the “Wiscasset Area Chamber of Commerce."

**Section 2. Purpose**: The Wiscasset Area Chamber of Commerce is an independent, member-supported organization, which exists to promote a positive business environment that contributes to the economic vitality of the Wiscasset area. The Chamber's mission is accomplished through business advocacy, member support services, regional image development, cultural and heritage promotion, and business-education partnerships. To accomplish this mission, the Wiscasset Area Chamber of Commerce shall adhere to these guidelines: Encourage business and community prosperity by promoting economic programs designed to strengthen and enhance the financial opportunities for businesses within the area. Serve as an effective non-partisan, non-sectarian voice for business on legislative, business, social, governmental and community issues affecting the area. Identify and overcome obstacles that are detrimental to the business climate and community growth. Support civic, social and cultural programs designed to increase the functional and aesthetic values of the community. Promote life-long learning.

**Section 3. Office**: The Wiscasset Area Chamber of Commerce is incorporated under the laws of the State of Maine, and its principal office shall be in the Town of Wiscasset, at such location as the Board of Directors shall from time to time determine.

**Section 4. Area Served**: The Wiscasset Area Chamber of Commerce shall include the towns of Wiscasset, Westport Island, Alna, Dresden, Edgecomb, Woolwich and beyond.

**Section 5. Powers, Rights & Duties**: This corporation shall have all the powers, rights and duties normally incident to such non-profit corporations and all other rights granted to non-profit corporations organized under Title 13-B Maine Revised Statutes, as limited by Section 501(c)(6) of the Internal Revenue Code of 1986, as amended.

## ARTICLE II - MEMBERSHIP

**Section 1. Eligibility**: Any person, firm, association, cooperation, partnership, governmental or nonprofit organization, estate or trust who or which has an interest in promoting the Chamber’s purposes shall be eligible for Membership.

**Section 2. Membership**: Applications for Membership shall be in writing, on forms provided for that purpose, and signed by the applicant. Upon payment of the Membership fee and verification of application information, applicants shall be considered members.

**Section 3. Dues**: Annual Membership fees shall be due at such time and at the rates, schedules or formulas as may be from time to time prescribed by the Board of Directors.

**Section 4. Termination**: Any member may resign from the Chamber upon written notice. Members shall be dropped from Membership for nonpayment of dues in accordance with policies developed by the Board of Directors. Members may be expelled by a majority vote of the Board of Directors, at a regularly scheduled meeting thereof, for conduct prejudicial to the aims of the Chamber, after notice and opportunity for a hearing are afforded the member complained against.

**Section 5. Exercise or Privileges**: Any person, firm, association, corporation, partnership, governmental or nonprofit organization, estate or trust which is a Member may designate individuals they desire to exercise the privileges of Membership and shall have the right to change this designation upon written notice.

## ARTICLE III - MEETINGS

**Section 1. Annual Meeting**: The Annual Meeting of the Chamber shall be held at such time and place as shall be determined by the Board of Directors, and a notice will be mailed to each member at least 10 days prior to the date.

**Section 2. Additional Meetings**: The Board of Directors shall hold regular meetings at least once every two months at such times as the Directors shall decide, and may by majority vote provide that regular meetings shall be held more often. Special meetings of the Board may be called by the Chair at his/her discretion, and shall be called at the request of at least 3 directors, upon 36-hour notice, served personally, by telephone, or email to each director at his/her business or residence address. The Executive Committee shall hold meetings as scheduled by the Chair, or at the request of the majority of Executive Committee members. Committee meetings may be called by the Board Chair, Vice- Chair, or by the Committee's chair.

**Section 3. Quorums**: A quorum will be required at meetings to conduct the business of the Chamber. The numbers that constitute a quorum are:
Board of Directors – majority of the Board;
Executive Committee – majority of the Executive Committee;
Membership Meetings – 25% of members in good standing; and
Ad-hoc Committee Meetings – majority of committee members. In the absence of a quorum, the Chair of the meeting may adjourn the meeting from time to time, without notice other than by announcement at the meeting, until the number of members to constitute a quorum shall attend. At any such adjourned meeting at which a quorum shall be present any business may be transacted at the meeting as originally notified.

**Section 4. Voting**: Except as otherwise specified herein or provided by law, all matters shall be decided by majority vote of the members present, in person. Each member shall have one vote. In an emergency as determined by the members present, a vote by phone may be allowed for a member who has participated in the meeting by phone, conference call or comparable technology.

Voting without meeting: In a time sensitive situation, voting may be permitted or required by the Board of Directors via telecommunications (telephone or e-mail). If all members of the board individually or collectively consent to the action, such action by consent shall have the same force and effect as a majority vote of the board. Such consent/s shall be filed with the minutes of the board.

## ARTICLE IV - BOARD OF DIRECTORS

**Section 1. Composition**: The Board of Directors is the governing body of the Chamber, and is responsible for the direction of work and the operation, ownership or lease of properties. The Board shall consist of not less than 9 nor more than 19 members. At each Annual Meeting of the Membership the members shall vote for the election or re-election of Directors who shall serve until their successors are duly appointed or elected to office.

As nearly as possible one-third of the Directors shall be elected each year for terms of three successive years, except that in the event a Director is appointed to fill an unexpired term that Director shall only serve for the unexpired term unless otherwise elected at an Annual Meeting of the Membership to another term.

Prior to each Annual Meeting of the Membership, the Directors shall determine the number of Directors to serve for the upcoming year. In order that as nearly as possible one-third of the Directors shall be voted for each year, if there is an increase in the number of Directors then the Directors shall determine how many of those running shall serve for one, two or three year terms. If, on the other hand, there is a decrease in the number of Directors then the Directors shall determine among themselves those who shall, if necessary, resign.

**Section 2. Eligibility**: Eligibility for the Board of Directors shall be limited to members in good standing. No more than one person representing a member business shall be eligible to serve on the Board of Directors at any one time.

**Section 3. Nominating Committee**: The Chair shall appoint a Nominating Committee at least six (6) weeks prior to the Annual Meeting, of five people consisting of the Chair and four members, two of whom shall not be Directors. The Nominating Committee will prepare a slate of candidates to serve as Directors. As a guideline, the Committee shall make every effort to nominate members who reasonably reflect the different business and organization categories that make up the Chamber's Membership. The slate of candidates will be presented to the Board of Directors for review and approval.

**Section 4. Notice of Nomination**: Once approved by the Board of Directors, the report of the Nominating Committee shall be submitted to the Membership by mail with the notice of the Annual Meeting. The Membership will be advised of their right to nominate additional candidates for the Board of Directors by submitting recommendations in writing to the Nominating Committee.

**Section 5. Voting**: The election of Board Members shall be by an oral vote, unless a majority of those present request a written ballot. All written voting shall be by ballot.

Said voting and the tabulation of ballots shall be supervised by those persons appointed by the Chair, said persons not to be existing candidates nominated to the Board.

**Section 6. Seating**: All newly-elected Board members and officers shall be installed and seated at the Annual Meeting. Retiring directors shall continue to serve until the Annual Meeting.

**Section 7. Removal**: Any director may be removed from office, with or without cause, by a vote of two-thirds of the Membership who are present at a meeting of the Membership called for that purpose. A director may be removed from office by a majority vote of the Board at a regularly scheduled meeting if they have violated or failed to comply with the Bylaws of the Chamber, or have acted in a way prejudicial to the aims or repute of the Chamber, including nonpayment of dues or other outstanding Chamber obligations. If a director fails to attend 66% or more of the Board meetings in a calendar year without reasonable cause, the Board of Directors may vote to remove such director from office by an affirmative vote of a majority of the directors then in office. Thirty-day written notice must be given to such director who shall be given an opportunity for hearing at said regular meeting.

**Section 8. Resignations**: A director may resign at any time by giving 30 days written notice to the Board of Directors.

**Section 9. Vacancies**: Vacancies on the Board of Directors or among the officers shall be filled by a majority vote of the Board of Directors for the completion of the unexpired term.

**Section 10. Presiding Officer**: At all meetings of the Board of Directors, the Chair or in the absence of the Chair, the Vice Chair, shall preside. Minutes of the meeting will be recorded by the Secretary or by a person appointed by the presiding officer.

**Section 11. Compensation of Directors**: Each Director shall serve without compensation.

**Section 12. Powers**: The Board of Directors shall manage the property and affairs of the Chamber and shall carry out its commercial, industrial, public, legislative and financial policies. This shall include the adoption of the annual budget and membership fee schedule. Without in any way limiting the generality of the foregoing, the Board of Directors shall have power to acquire and dispose of property, to appoint such agents of the Chamber as it shall deem advisable, to fix the compensation of the employees of the Chamber and in its discretion to require security of any of them for the faithful performance of their duties, to create such committees, including an Executive Committee, and to designate as members of such committees such persons as it shall determine, and to confer upon such committees such powers, authority and duties as it may deem advisable, and generally to do any and all lawful business of the Chamber. The Board may create, or authorize the creation of such divisions, councils or affiliates either within the Chamber or consisting or made up in part of other organizations or persons not members of the Chamber, for such purposes not inconsistent with the purposes of the Chamber and upon such terms and conditions as the Board may determine. Directors shall exercise their powers and discharge their duties in good faith with a view to the interests of the corporation and with that degree of diligence, care and

skill which ordinarily prudent individuals would exercise under similar circumstances in like positions. Directors shall also avoid and disclose any potential conflicts of interest and may be requested to sign a conflict of interest policy/agreement. In discharging their duties, directors may rely upon the books and records of account maintained by the corporation.

**Section 13. Policy**: The Board is responsible for establishing procedure and formulating policy of the organization. They are also responsible for adopting all policies and position statements of the organization. These policies shall be maintained in a Policy Manual to be reviewed annually and revised as necessary.

**Section 14. Management**: The Board may employ staff as needed and shall fix the salary and other considerations of employment.

**Section 15. Indemnification**: Any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a Director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the corporation against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding; provided that no indemnification shall be provided for any person with respect to any matter as to which he shall have been finally adjudicated in any action, suit or proceeding not to have acted in good faith in the reasonable belief that his action was in the best interests of the corporation or, with respect to any criminal action or proceedings, had reasonable cause to believe that his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order or conviction adverse to such person, or by settlement or a plea of nolo contendere or its equivalent, shall not of itself create a. presumption that such person did not act in good faith in the reasonable belief that his action was in the best interest of the corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful. Any indemnification under subsection a. hereof, unless ordered by a court, shall be made by the corporation only as authorized in the specific case upon a determination that indemnification of the Director, officer, employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in subsection a. Such determination shall be made by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding, or if such a quorum is not obtainable, or even if obtainable, if a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion. Any such determination, once made by the Board of Directors may not be revoked by the Board of Directors, and upon the making of such determination by the Board of Directors, the Director, officer, employee or agent may enforce the indemnification against this corporation by a separate action notwithstanding any attempted or actual subsequent action by the Board of Directors. The indemnification provided in these bylaws for any person shall not be deemed exclusive of any other rights to which such person may be entitled under any other bylaw, agreement, vote of disinterested Directors or by the Maine Nonprofit Corporation Act or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to any such person who has ceased to be a Director,

officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such person. The Board of Directors may authorize the purchase and maintenance, at the expense of this corporation, of insurance on behalf of any person who is or was a Director, officer, employee or agent of this corporation, or is or was serving at the request of this corporation as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability under the provisions of the Maine Nonprofit Corporation Act, these bylaws or otherwise.

**Section 16. No Personal Liability**: The directors, officers, and employees of the Chamber shall not be personally liable for any debt or obligation of the Chamber. All persons, corporations or other entities extending credit to, contracting with, or having any claim against the Chamber, may look only to the funds and property of the corporation for the payment of any such contract or claim, or for the payment of any debt, damages, judgment or decree, or of any money that may otherwise become due or payable to them from the Chamber.

## ARTICLE V - OFFICERS

**Section 1. Number**: The officers of the Chamber shall be a Chair, a Vice Chair, a Secretary and a Treasurer and may include one or more Assistant Secretaries or Treasurers, and such other officers as the Board of Directors may from time to time determine.

**Section 2. Qualifications**: All officers shall be members of the Board of Directors. The same person shall not hold simultaneously the offices of Chair, and Secretary or Treasurer.

**Section 3. Election, Terms, and Designation**: a. The officers of the Chamber shall be installed by the Board of Directors at its first meeting following the Annual Meeting, but the Board may fill any vacancies among the officers at any other meeting. Chair and Co-Chair shall hold office for two years and shall be limited to two consecutive terms. Treasurer and Secretary shall hold office for two years and shall be limited to three consecutive terms.

b. Any officer may resign at any time by giving written notice to the Board of Directors, or to the Secretary of the Chamber. Any such resignation shall take effect on the date of the receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

**Section 4. The Chair**: The Chair shall preside at the meetings of the members of the Board and of the Executive Committee. The Chair shall be the chief officer of the Chamber.

**Section 5. The Vice Chair**: The Vice Chair shall have the powers of the Chair in the latter's absence or inability to serve and such other duties as the Board of Directors may delegate.

**Section 6. The Secretary**: The Secretary shall direct the following activities of the Chamber: record all the votes of the Membership, of the Directors and the minutes of the meetings of the Membership and of the Board of Directors in a book or books to be kept for that purpose; see that notice of meetings of the Board and Membership are given and that all records and reports are properly kept and filed by the Chamber as required by Law and, in general, perform all duties incident to the office of Secretary and such other duties as may from time to time be assigned by the Board.

**Section 7. The Treasurer**: The Treasurer shall have charge of all receipts and disbursements of the Chamber and have or provide for the custody of its funds and securities; have full authority to receive and give receipts for all money due and payable to the Chamber, and to endorse checks, draft warrants in its name and on its behalf and to give full discharge for the same; deposit all funds of the Chamber, except such as may be required for current use, in such banks or other places of deposit as the Board of Directors may from time to time designate; and, in general, perform all duties incident to the office of Treasurer and such other duties as may from time to time be assigned by the Board.

## ARTICLE VI - COMMITTEES

**Section 1. Executive Committee**: The Executive Committee of the Board of Directors shall be composed of the officers of the Chamber, and such other members of the Board as the Board of Directors may determine. The Board Chair shall serve as chair. The Executive Committee shall have such powers as may be given to it from time to time by the Board, and shall keep regular minutes of its proceedings and report same to the Board of Directors.

**Section 2. Other Committees and their Authority**: There may be committees such as Finance, Membership, Marketing and other standing and ad-hoc committees as the Board may determine necessary. Such committees may consist of Chamber members and non-members and are to perform such duties and reports as the Board shall, by resolution, determine. Committee chairs are appointed by the Chair, and each committee shall determine its own organization, and times and places of meetings, unless otherwise directed by such resolution.

**Section 3. Limitation of Authority**: With the exception of the Executive Committee, all committee decisions, as approved by majority vote, shall be in the form of recommendations to the Board. No action by any member, committee, employee, director or officer shall be binding upon, or constitute an expression of the policy of the Chamber until it shall have been approved or ratified by the Board, this shall include any contracts or expenditure of Chamber funds. Committees shall be discharged by the Board Chair when their work has been completed and their reports accepted, or when, in the opinion of the Board, it is deemed wise to discontinue the committee.

## ARTICLE VII - FINANCES

**Section 1. Funds**: All money paid to the Chamber shall be accounted for by way of monthly accounting and budget forms.

**Section 2. Disbursement**: Upon approval of the budget, the Chair is authorized to make disbursements on accounts and expenses provided for in the budget without additional approval of the Board of Directors. When purchasing products or services for its own use, the Chamber will endeavor whenever possible to purchase from its members. Competitive bids will be sought for all purchases in excess of $2000 at the discretion of the Board. No purchase is to be made for any purpose that is not authorized in the budget unless prior approval is obtained from the Board.

**Section 3. Fiscal Year**: The fiscal year of the Chamber shall close on December 31.

**Section 4. Budget**: Prior to the start of the fiscal year, the Chair, working with the Treasurer and Finance Committee, shall compile a budget of estimated income, expenses, and capital expenditures for the coming year, and submit it to the Board of Directors for approval.

**Section 5. Annual Financial Evaluation**: At the discretion of the Board, the Treasurer (or designee) will consult with an independent Certified Public Accountant, to consider the accuracy of the balance sheet as of December 31 and the statement of activities for the year then ended. After this consultation the independent Certified Public Accountant may propose adjustments to the financial statements, or offer other recommendations. The results of such consultation shall be available to members of the organization within the office of the Chamber.

**Section 6. Bonding**: The Chair and such other officers and staff as the Board of Directors may designate shall be bonded by a sufficient fidelity bond in the amount set by the Board and paid for by the Chamber.

## ARTICLE VIII – DISSOLUTION

**Section 1. Procedure**: The Chamber shall use its funds only to accomplish the objectives and purpose specified in these By-laws, and no part of said funds shall be distributed to the members of the Chamber. On dissolution of the Chamber, any funds and assets remaining after payment of all legal obligations shall be distributed by the Board, or upon application by the directors, by a court of competent jurisdiction, preferably to a qualified organization possessing the capabilities required to further the implementation of the purposes of the Chamber, or to one or more organizations which would qualify as exempt under 501(c) 3 of the Internal Revenue Code of 1986, as amended.

## ARTICLE IX - PROCEEDINGS

**Section 1. Parliamentary Authority**: The current edition of Robert's Rules of Order shall be the final source of authority in all questions of parliamentary procedure when such rules are consistent with the Charter or By-laws of the Chamber.

## ARTICLE X - AMENDMENTS

**Section 1. Revision**: The By-laws may be amended or altered by a two-thirds vote of the Membership present at any regular, special, or Annual Meeting, providing the notice of the meeting includes the proposals for amendment and states that one of the proposed actions is the amendment of these By-laws. Any proposed amendments or alterations shall be submitted to the Membership in writing at least 10 days in advance of the meeting at which, or date of ballot mailing on which, the amendments are to be decided.

Amended WACC By-laws 2/2/2012
Amended WACC By-laws 3/6/2014
Amended WACC By-laws 2/3/2017
Amended WACC By-laws 5/5/2026