

GREATER HAZLETON CHAMBER OF COMMERCE BY-LAWS

Approved by the Board of Directors: April 8, 2002

Amended May 1, 2002

Amended February 12, 2007

Amended July 27, 2007

Amended September 20, 2010

Amended October 21, 2013

Amended _____, 2025

ARTICLE I

NAME, STATUS AND OFFICE

SECTION 1

The name of this corporation shall be the Greater Hazleton Chamber of Commerce (soemtimes referred to herein as the "Organization" or the "Corporation").

SECTION 2

The registered office of the Corporation shall be at such location in Pennsylvania as the Directors may from time to time determine.

SECTION 3

The Corporation may also have offices at such other places as the Directors may select and the business of the Corporation shall require.

ARTICLE II

OBJECTIVE

SECTION 1

The mission of the Greater Hazleton Chamber of Commerce is to contribute to its members' business success by providing them valuable information, services and networking opportunities, and by taking active measures to help improve the business climate and quality of life in the Greater Hazleton Area.

SECTION 2

The Chamber of Commerce shall be nonpartisan and nonsectarian, and shall take no part in or lend its influence or facilities, either directly or indirectly, to the nomination, election, or re-election of any candidate for office in the City, County, State or Nation.

SECTION 3

The Greater Hazleton Chamber of Commerce is a Pennsylvania non-profit corporation and a §501(c)(6) organization under the Internal Revenue Code.

ARTICLE III
MEMBERSHIP

SECTION 1

Any person, association, corporation, limited liability company, business trust, partnership, or other business entity may subscribe to membership in the Greater Hazleton Chamber of Commerce.

SECTION 2

New members of the Organization are accepted on a running basis and voted on for approval two times per year by the Board of Directors. A simple majority vote of those present shall be necessary to elect an applicant to membership.

SECTION 3

Any members may be expelled by a simple majority vote of Board members present during a regular or special meeting for one of three grounds:

- a. Non-payment of dues, or
- b. For conduct unbecoming a member; provided, however, that prior to dismissal for this reason, a member shall be given notice and an opportunity for a fair and impartial hearing before the Board of Directors, or
- c. For actions inconsistent with the goals and objectives of the Greater Hazleton Chamber of Commerce, provided, however, that prior to dismissal for this reason, a member shall be given notice and an opportunity for a fair and impartial hearing before the Board of Directors.

SECTION 4

Minimum annual dues shall be determined by the Board of Directors. Any person, firm, association, corporation, or the like shall be entitled to hold one membership for each such minimum annual paid membership fee and may designate an individual to represent each such membership. Each such membership shall be entitled to one vote; but no such person, firm, association, corporation or the like shall be entitled to more than ten (10) votes.

SECTION 5

The Board of Directors may elect to Honorary Membership any person who has distinguished themselves in public affairs. Honorary Membership shall include all privileges of active membership, except that of holding office, with the exemption from payment of full or partial payment of dues. The Honorary Membership shall be for a term of one year, unless renewed by the Board of Directors.

SECTION 6

Applications for membership shall be made in writing to Chamber staff and the application shall be regarded as an indication on the part of the applicant's interest in and sympathy with the purposes of the Chamber and willingness to adhere, if elected, to its by-laws, Rules, and Regulations. Voluntary resignations by Members will be addressed immediately by the Chamber staff. There will be no refund of dues.

SECTION 7

Membership in the Corporation does not grant or bestow upon any Member any right to vote or manage the Corporation, have an equity interest in the Corporation or any right to the income or profits of the Corporation or any liability for its obligations.

ARTICLE IV
BOARD OF DIRECTORS

SECTION 1

The government of the Greater Hazleton Chamber of Commerce, the direction of its work, and the control of its property shall be vested in the Board of Directors. Every member of the Board of Directors must be owners or employees of a member of the Greater Hazleton Chamber of Commerce in good standing. The Directors shall have all powers and duties for the conduct of the activities of the Corporation, except as otherwise required by these Bylaws or a resolution duly adopted by the Board.

SECTION 2

The Board of Directors shall consist of the Officers, as hereinafter defined, and fifteen (15) Directors, one-third of whom shall be elected annually by the general membership for up to two three (3) year terms as hereinafter provided; no member of the Board of Directors shall be eligible for re-election until after the lapse of one year from his term or terms as Director. In its discretion, the Board may depart from these restrictions on an individual as-needed basis, upon the recommendation of the Executive Committee. The Board of Directors may adopt rules for conducting the business of the Chamber, provided such rules are in conformity with these by-laws. The Executive Committee shall meet at such regular time and place as will be determined by them, but not less frequently than once a month, except as hereinafter provided for. They shall submit to the membership, in writing at the end of the fiscal year, a full report of the work and the finances of the Organization. The Board of Directors shall appoint a chief executive officer (President) whose titles, duties, responsibilities, terms of employment, and compensation shall be determined by the Board upon recommendation of the Executive Committee.

SECTION 3

The election of Directors shall be held annually no later than April 30th.

SECTION 4

A Nominating Committee of five (5) members, 3 from the Board and 2 from the membership at large shall be appointed by the Chair of the Board to convene at least sixty (60) days prior to the election, for the purpose of nominating from the membership of the Chamber a sufficient number of individuals to fill the vacancies to the Board scheduled to occur. Said Committee shall file a list of nominees with the Secretary of the Board not later than forty five (45) days before the election. This list of names is to be furnished to the general membership thirty (30) days prior to the election.

Additional nominations may be made by the petition of ten (10) members filed with the Secretary of the Board not less than fifteen (15) days before the date fixed for the election. The names of all nominees names in such petitions, shall appear on the list furnished to the members, as hereinafter provided by, on the ballot. The Immediate Past Chairman shall serve as chairman of the nominating committee.

SECTION 5

In the event there are not additional nominations filed with the Secretary of the Board fifteen (15) days prior to the date fixed for the election, the Secretary of the Board shall certify the nominees as duly elected.

SECTION 6

Only in the event of additional nominees, the Secretary of the Board shall notify all members of the Chamber, ten (10) days prior to the election, a list of all nominees, whether nominated by the Nominating Committee or as provided by Section 4 above.

SECTION 7

Any Director may be removed from office, with or without the assignment of any cause, by a vote of a majority of the Directors in office at any duly convened meeting of the Board, provided that written notice of the intention to consider removal of such Director has been included in the notice of the meeting. No Director shall be removed without having the opportunity to be heard at such meeting, but no formal hearing procedure need be followed. Absence of a Director from three (3) consecutive meetings of the Board, without an excuse being validated and so recorded by the Board of Directors, may be construed as a resignation. Vacancies on the Board of Directors or position of any Officer shall be filled by appointment of the Chair of the Board subject to approval of the Board of Directors for the remainder of the current term of office.

SECTION 8

A former employee of the Organization is not be eligible to become a member of the Board of Directors for a period of no less than five (5) years following his or her departure, except that a former President & CEO of the Organization may be eligible to become an Honorary Board Member at the conclusion of one year from his or her departure.

SECTION 9

A simple majority of the Board of Directors shall constitute a quorum at any meeting. Each Director shall be entitled to one (1) vote.

SECTION 10

The Chair of the Board may nominate up to three (3) individuals to serve as directors of the Board with all rights and privileges of the Board. Any individual so nominated must be ratified by a majority vote of the board. Terms of these Directors will expire April 30th, the end of the fiscal year. These directors are in addition to the directors who are elected in accordance with the procedures set forth above.

ARTICLE V
OFFICERS

SECTION 1

The Officers of the Chamber shall be a Chair of the Board, Immediate Past Chair, Vice Chair, a Secretary and a Treasurer. All must have served on the Chamber of Commerce Board to be eligible for election to office. The Chair shall be elected to a two-year term. The Vice Chair, the Secretary and the Treasurer shall be elected for two-year terms; none shall serve more than two consecutive terms in any officer position. Vacancies occurring during tenure shall be filled for the remainder of the then term. Time served in filling vacancies may not count against the above restrictions. Additionally, at its discretion, the Board may depart from these restrictions on an individual as-needed basis, upon the recommendation of the Executive Committee.

The President shall be a non-voting officer of the Board and shall serve in accordance with the provisions of Article VI.

SECTION 2

The nominating committee established under the provisions of Article IV Section 4 above shall also nominate from the general membership a slate of Officers. Candidates must have served as a member of the Board of Directors to be eligible.

SECTION 3

The duties of the Officers shall be such as their titles by general usage would indicate, and such as are required by law, and such as may be assigned to them respectively by the Board of Directors from time to time, including, but not limited to, the following:

The Chair shall be the chief volunteer officer of the Chamber, charges with the duty of supervising all of its functions, subject to the orders of the Board of Directors. The Chair shall be, ex-officio, a member of all committees.

In the Chair's absence, or inability to act, the Immediate Past Chair shall perform the duties of the Chair. The Vice Chair shall also perform such other functions as the Board of Directors may, from time to time, assign.

The Treasurer shall oversee the collection of all membership dues and shall have the care and custody of all funds and property of the Chamber, which shall be disbursed only upon the order of the Board of Directors or of the President. The Treasurer shall provide a report at the Annual Board of Directors Meeting and shall render special reports whenever requested to do so by the Board of Directors.

The Secretary shall sign, certify and insure the maintenance of accurate minutes of the meetings of the Corporation, Board of Directors and Executive Committee, and to attend to such correspondence as pertains to the office.

The President shall be the Chief Executive Officer of this Corporation and advisor to its Board of Directors, and whose term of office and compensation shall be established by the Board.

Should any vacancy occur by death, resignation, or otherwise, the same shall be filled without undue delay by the Chair of the Board with advice and consent of the Executive Committee.

SECTION 4

The immediate Past Chair of the Chamber of Commerce shall serve as a member of the Board of Directors following the term of office as Chair, with all rights and privileges, until such time as the Past Chair is succeeded in office.

SECTION 5

Any officer or agent of the Corporation may be removed by the Board whenever in its judgment the best interests of the Corporation may be served thereby, but such removal shall be without prejudice to the contract rights, if any, of any person so removed.

ARTICLE VI **ADMINISTRATION**

SECTION 1

The Board of Directors shall appoint a President who shall be the Chief Executive Officer of the Corporation and who shall be responsible for the execution of the policies and directives of the Corporation and the Board

SECTION 2

The President shall be present at all meetings of the Board of Directors, and shall report on the affairs, conditions and transactions of the Greater Hazleton Chamber of Commerce at the meetings of the Board of Directors, and shall make such recommendations and observations as are deemed in the best interest of the Greater Hazleton Chamber of Commerce.

SECTION 3

The President shall provide liaison to the membership and other constituencies of the Greater Hazleton Chamber of Commerce.

SECTION 4

The President shall be responsible for the administration and implementation of the personnel policies approved by the Board of Directors. The President shall also be directly responsible for the employment, supervision and discharge of all staff.

SECTION 5

The President may also be required to assume other duties as determined by the Board of Directors.

SECTION 6

The President shall serve as an officer, member of the Executive Committee, and member of the Board of Directors but shall not have the right to vote.

ARTICLE VII
MEETINGS

SECTION 1

Meetings of the Board of Directors shall be held monthly. During the months of July and August, meetings of the Board may be suspended at the discretion of the Chair.

Special meetings of the Board of Directors may be called by the Chair at any time. A quorum to conduct business at any special meeting shall be a simple majority of the Board of Directors. All Directors shall be notified of any special meeting at least 24 hours prior to the time of the start of the meeting, and the purpose for which the meeting is called. The Chair must call a special meeting at any time that five (5) of the Directors of the Board shall petition him/her for such meeting. The Chair shall call such meeting at the time requested by the petitioners, if possible, but in no event, not later than forty-eight (48) hours after the time requested by the petitioners.

SECTION 2

The Board of Directors may call meetings of the general membership whenever it may be considered necessary or desirable.

The Board of Directors shall call a special meeting of the general membership upon petition signed by not less than 5% of the membership in good standing. The meeting will be convened within thirty (30) days of receipt of such petition. Said petition must state specifically the purpose of the meeting, and the agenda will be restricted to the discussion of only that item.

The Annual Meeting of the Chamber of Commerce shall be held each year, with the exact date, time, and place to be fixed by the Board of Directors.

At all meetings of the general membership, 5% of members in good standing shall constitute a quorum. Notice of both regular and special meetings of the general membership shall be given to each member at least five (5) days in advance of the meeting.

SECTION 3

Any action which may be taken at a meeting of the Board may be taken without a meeting if a consent or consents in writing setting forth the action so taken shall be signed by all of the Directors in office and shall be filed with the Secretary of the Corporation.

SECTION 4

Any Director may participate in a meeting of the Board or any committee thereof by means of a conference telephone or similar communications equipment, including, but not limited to, ZOOM and TEAMS, by which all persons participating in the meeting can hear each other.

ARTICLE VIII
COMMITTEES

SECTION 1

The Chair of the Board shall appoint all committees and committee chairs except as hereinafter provided.

SECTION 2

In addition to an Executive Committee, the standing committees of the Chamber Board shall include, but not be limited to, a Finance Committee and Nominating Committee.

SECTION 3

The Executive Committee shall be composed of the Chair, Vice Chair, the Treasurer, Secretary, President, three (3) Directors appointed by the Chair of the Board, and the Immediate Past Chair. The Executive Committee shall act in the absence of the Board of Directors and shall be charged with the responsibility of recommending governance and organizational policy to the Board of Directors.

SECTION 4

In the interim between meetings of the Board, the Executive Committee shall have the power of the Board of Directors. All actions of the Executive Committee must be ratified by members of the Board of Directors at its next regular meeting.

SECTION 5

At committee meetings, a simple majority shall constitute a quorum, except that when a committee consists of more than nine (9) members, five (5) shall constitute a quorum.

SECTION 6

The Board of Directors shall recognize as affiliates, other organizations as having a particular purpose and role in the overall scope and activities of the Greater Hazleton Chamber of Commerce. These organizations may or may not be independent of the Chamber of Commerce.

ARTICLE IX
FINANCES

SECTION 1

The Finance Committee shall be chaired by the Treasurer and shall cause the books and accounts of the Chamber to be reviewed by competent authority at the close of the fiscal year, and report its findings to the Board of Directors. The Finance Committee will also present an annual budget proposal for approval by the Executive Committee and Board of Directors. All recommendations for expenditures outside the budget shall be submitted to the Finance Committee whose recommendations shall be submitted to the Board. The Board of Directors shall approve a budget for the organization at its April board meeting. The Finance Committee shall also implement and review investment opportunities for the organization.

SECTION 2

Upon approval of the budget, disbursements may be made on account of expenses provided for in the budget without additional approval of the Board of Directors.

SECTION 3

a. The Chair, and any one other of the following, shall be the proper officers to attach the corporate seal to and sign the name of the Corporation of all deeds, assignments or other instruments of conveyance

or transfer, all bonds, mortgages, notes or other evidence of indebtedness and any other documents or instruments to be executed by the Corporation: the President, Vice Chair, Secretary or Treasurer.

b. All wage and salary checks, and all checks drawn to satisfy the operation obligations of the corporation, shall be issued over the signatures of any two of the following officers of the Corporation: President, Chair, Vice Chair, Secretary, Treasurer, Immediate Past Chair.

SECTION 4

The Board of Directors shall be authorized to provide adequate bonding and insurance for Officers, Volunteers, and Staff Members whose office/position involves the handling of Chamber funds for the organization.

ARTICLE X **LIABILITY AND INDEMNIFICATION**

SECTION 1 General Rule. A Director shall not be personally liable for monetary damages as a Director for any action taken, or any failure to take any action, unless:

(a) the director has breached or failed to perform the duties of Director in accordance with the standard of conduct contained in Section 5712 of the Act and any amendments and successor acts thereto; and

(b) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness;

Provided, however, that the foregoing provision shall not apply to (a) the responsibility or liability of a Director pursuant to any criminal statute or (b) the liability of a Director for the payment of taxes pursuant to local, state or federal law.

SECTION 2 Indemnification. The Corporation shall indemnify any officer or Director or employee or other representative 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, (and whether or not by, or in the right of, the Corporation) (a “Proceeding”) by reason of the fact that such person is or was a representative of the Corporation, or is or was serving at the request of the Corporation as a representative of another domestic or foreign corporation for-profit or not-for-profit, partnership, joint venture, trust or other enterprise, against expenses (including attorneys’ fees), judgments, fines and amounts paid in settlement actually and reasonably incurred in connection with such Proceeding if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation, and with respect to any criminal proceeding, had no reason to believe such conduct was illegal, provided, however, that no person shall be entitled to indemnification pursuant to this Article in any instance in which the action or failure to take action giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct or recklessness; and provided, further, however, in instances of a claim by or in the right of the Corporation, indemnification shall not be made under this section in respect of any claim, issue or matter as to which the person has been adjudged to be liable to the Corporation unless and only to the extent that the court of common pleas of the judicial district embracing the county in which the registered office of the Corporation is located or the court in which the action was brought determines upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses that the court of common pleas or other court shall deem proper.

SECTION 3 Procedure. Unless ordered by a court, any indemnification under Section 9.2 or otherwise permitted by law shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification is proper in the circumstances because he or she has met the applicable standard of conduct set forth under that section. Such determination shall be made:

(1) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to the action or proceeding; or

(2) if such a quorum is not obtainable or if obtainable and a majority vote of a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion.

SECTION 4 Advancement of Expenses. The Corporation shall advance expenses incurred by an officer or Director or employee or other representative who may be eligible for indemnification pursuant to this Article in defending a Proceeding unless such Proceeding is brought against the person by or in the right of the Corporation, and may advance such expenses in any case in which it decides indemnification may be appropriate, in advance of the final disposition of such Proceeding, upon receipt of an undertaking by or on behalf of such person to repay the amount so advanced if it shall ultimately be determined that such person is not entitled to be indemnified by the Corporation.

SECTION 5 Continuing Right to Indemnification. The indemnification and advancement of expenses provided pursuant to this Article shall continue as to any person who has ceased to be an officer or Director of the Corporation and shall inure to the benefit of the heirs, executors and administrators of such person.

SECTION 6 Other Rights. This Article shall not be exclusive of any other right which the Corporation may have to indemnify any person as a matter of law.

ARTICLE XI **CONFLICTS OF INTEREST**

SECTION 1

Any director, officer or key employee who has an interest in a contract or other transaction presented to the Board for authorization, approval or ratification shall make a prompt and full disclosure of his/her interest therein prior to Board action thereon. The disclosure shall include any known relevant and material facts which may be adverse to the Chamber. Each Director shall annually complete a conflict disclosure form.

If a Director or employee voluntarily self discloses a conflict of interest, such will be accepted by the Board and the conflicted person shall not vote, influence the Board, or participate in the Board's discussions or deliberations pertaining to the contract or transaction. Otherwise, the Board shall determine (by a seventy-five percent (75%) vote) if a conflict of interest exists or can reasonably be construed to exist. If the Board determines a conflict exists, such conflicted person shall not vote, influence the Board, or participate in the Board's discussions or deliberations pertaining to the contract or transaction. The conflicted person, however, may be counted to determine if a quorum is present, may present factual information to the Board, and may respond to direct questions from the Board regarding the contract or transaction.

The minutes of the Board meeting shall state if a quorum was present, state that the person disclosed the potential conflict matters to the Board, that the Board determined whether a conflict of interest existed (if the Board found that a conflict of interest exists, that such determination was made by at least seventy-five percent (75%) of those present and able to vote), and that the conflicted person, if any, restrained from participating in Board deliberations and in voting on such matters.

SECTION 2

Individuals on the Board that are also employed by the Chamber or engaged by the Chamber as a consultant will:

- a. Be compensated in the capacity as a Board member for justifiable expense related to meetings (mileage, etc.) only;
- b. Remove themselves from the voting process when their compensation, benefits, and other employment or consulting fees are voted thereon; and
- c. Ensure that all compensation/salaries/consulting fees paid to any employee or consultant of the Chamber are reasonable in light of the services rendered and the compensation/salaries/consulting fees paid by similar tax-exempt organizations.

ARTICLE XII
AMENDMENTS

SECTION 1

All proposed amendments of the Articles of Incorporation or these Bylaws shall receive the approval of a two thirds vote of the Board of Directors.

ARTICLE XIII
DISSOLUTION

SECTION 1

The Chamber shall use its funds only to accomplish the objectives and purposes specified in these by-laws; and no part of said funds shall inure, or be distributed, to 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, philanthropic, or community development organizations to be selected by the Board of Directors.

ARTICLE XIV
FISCAL YEAR

SECTION 1

The fiscal year shall be from May 1 to April 30.

ARTICLE XV
PARLIAMENTARY PROCEDURE

SECTION 1

The procedures of the Chamber meetings shall be governed by and conducted according to the latest edition of Modern Rules of Order.