

Article I Name

The name of the organization shall be the Damariscotta Region Chamber of Commerce and Information Bureau.

Article II Mission Statement and Purpose

The mission of the Damariscotta Region Chamber of Commerce and Information Bureau (DRCC) is to inform, promote, and support its members in order to enhance the business environment of the Damariscotta Region.

In addition to regional promotion and enhancing the business environment, the DRCC shall serve to protect and preserve the Information Bureau building, any additions to the structure and the grounds it rests on (near intersection of Main and Vine Streets in Damariscotta).

Article III Region Served

The Damariscotta Region consists of the towns in Lincoln County. The DRCC reserves the right to include other nearby communities in its area of operation and to consider them as part of the Damariscotta Region.

Article IV Membership

1. Any person or entity engaged in business of any kind in the Damariscotta Region may become a regular voting member of the DRCC. Any other resident of the Damariscotta Region may become an associate non-voting member.
2. Applications for membership shall be in writing, on the form provided for that purpose, and signed by the applicant. Membership shall be effective upon acceptance and receipt of dues.
3. The membership fees and policies shall be determined annually by the Board of Directors. Changes in membership fees and policies will be effective at the date set by the Board.
4. Membership will be assessed on an annual basis.
5. Non-payment of dues for over three (3) months will result in loss of membership privileges unless otherwise determined by the Board.

6. The right to vote in DRCC elections is reserved for current dues paying regular members.

Article V Meetings

1. There shall be an annual meeting of the membership at large of the DRCC during the third quarter of the calendar year at a place to be determined by the Board of Directors.
2. Other meetings of the membership-at-large may be called by the President at such time and place as s/he may determine or by a written request to the President by 10% of the membership at large.
3. The Board of Directors will meet on a monthly basis. An annual Board retreat will be held at a time determined by the Board. Special meetings of the Board of Directors may be called by the President at any time or by written request of five of the Directors. A majority of the elected Directors constitutes a quorum.
4. Each Board member shall be entitled to three (3) absences from regularly scheduled monthly board meetings during a calendar year, with or without cause. Further absence during such calendar year may result in the termination of that person as a Board member if such additional absence or absences are deemed without cause by a majority vote of the remaining Board members.
5. All meetings of the Board of Directors are open to all members of the DRCC. If needed, the Board may convene in executive session at any meeting. At committee meetings, a majority of committee members constitutes a quorum.
6. All meetings are conducted in accordance with Robert's Rules of Order.
7. Decisions by the Board may be overturned by a two thirds vote of the membership at large.

Article VI Governance

1. The governance of the DRCC is vested in the Board of Directors. The Board consists of no less than nine and no more than 15 members who serve without compensation for his/her service.
2. If the Board needs assistance beyond the Board membership, an advisory board may be created. Advisory board/committee members are not allowed voting rights in monthly Board meetings but may be called upon for their expertise and input as the Board deems necessary.
3. Directors will be nominated and elected by the membership each year at the annual meeting. Directors serve three-year terms and may be elected to no more than one additional consecutive three-year term. After one year off the Board a member may be re-nominated.
4. The Board of Directors will assess Chamber operations annually during the annual retreat to ensure that member needs are being met.
5. The Board of Directors may authorize the President to execute documents to borrow money from local financial institutions by a majority vote. The President shall have no individual authority to borrow any amount without specific written authority following a vote of the Board of Directors.

Article VII Officers

1. From among the members of the Board of Directors the offices of President, Vice President, Treasurer, and Secretary will be selected. A slate of officers will be presented for the approval of the DRCC membership at the annual meeting. Officers will receive no compensation for their services. Officers serve two year terms or until the end of their term as director, whichever comes first.
2. In the event of the death, resignation, or termination of any Officer or Board member prior to the expiration of his/her term, the Board of Directors may fill the vacancy until the end of the term being filled. Such board member may then be nominated and elected for a full three-year term and one consecutive renewal.

3. The duties of the officers shall be such as general usage would indicate by the titles of the offices and/or may be assigned respectively by the Board of Directors.
4. The Treasurer shall be responsible for overseeing the safeguarding of all funds received by the Chamber and for their proper disbursement. Funds will be kept on deposit in financial institutions approved by the Board of Directors. The Treasurer will provide a monthly report to the DRRC Board of Directors.

Article VIII Responsibilities

1. An Executive Director or other designated functional Director will be employed by the Board of Directors. The Board is charged with all the responsibilities relating to the employment of the Director and s/he is answerable to the Board.
2. The Board of Directors, acting as the representative body of the member-at-large, will determine the policies, programs, and operations of the DRCC. The Executive Director or other functional Director will carry out, administer, and execute these policies, programs, and operations. S/he will report to the Board at its monthly meetings and at other times as necessary or requested.
3. The Executive Director or other functional Director is responsible for and will assist all committees of the DRCC within the framework of his/her duties and responsibilities.
4. The President, assisted by the Executive Director or other functional Director and/or the Board, will appoint all committees including a nominating committee, if utilized.
5. The Board of Directors may create additional paid positions as it deems appropriate and fiscally feasible during the budgeting process to carry out the functions of the DRCC. Additional paid positions will report directly to the Executive Director.
6. In the course of doing business, the DRCC may on occasion require a product or service that is available from a member business (hereafter

referred to as “vendor”). In such cases the selection process will be subject to the following:

Vendor selection is at the discretion of the Board with appropriate documentation.

Article IX Bylaws Revision

1. DRCC organizational by-laws may be amended by a majority vote of the Board members in good standing at the meeting following the meeting at which the amendments were introduced. Any proposed amendments will be submitted to the Board in writing at least 10 days before the meeting at which they are to be introduced.
2. Any bylaws changes will be ratified by a majority vote at the next annual meeting of the membership at large. If the bylaws changes fail to be ratified, then the changes become null and void as of the date of the annual meeting.