

MACCE Bylaws

ARTICLE 1. Name, Purpose, Location, Corporate Seal and Fiscal Year.

1.1 Name and Purpose: The name of the Association shall be the Massachusetts Association of Chamber of Commerce Executives, Inc. The purpose of the Association is to provide the means for exchanging experiences and opinions through discussion and study of all aspects and functions of a Chamber of Commerce and its management; to develop and encourage high standards of service and conduct by Chamber executives; and to broaden public understanding of the importance of Chambers of Commerce in the local economy as well as the national economy.

1.2 Location: The principal office of the Association in the Commonwealth of Massachusetts shall be located at the offices of the treasurer (Cape Cod Chamber of Commerce, 307 Main Street, PO Box 790, Hyannis, MA 02601.) The directors may change the location of the principal office in the Commonwealth of Massachusetts effective upon filing a certificate with the Secretary of State of the Commonwealth.

1.3 Corporate Seal: The directors may adopt and alter the seal of the Association.

1.4 Fiscal Year: The Fiscal Year of the Association shall, unless otherwise decided by the directors, end on the 31st day of December in each year.

ARTICLE 2. MISSION.

2.1 The Mission of the Association is to assist members in their personal and professional development and in the performance of their duties. To provide opportunities for the exchange of ideas and information and to suggest resources for professional assistance.

2.2 Affiliates: The Association may create affiliated organizations to serve the membership. Participation in these affiliated organizations shall be limited to MACCE members.

2.3 Limitation of Purpose: This Association shall be non-partisan and non-sectarian.

It shall take no stand on any matter that shall be binding on the members of the organization.

ARTICLE 3. MEMBERS.

3.1 Determination and Rights of Members. There shall be voting members and non-voting affiliate members. No voting member shall hold more than one membership in the Corporation. Except as expressly provided in or authorized by the Articles of Incorporation, the Bylaws of the Association, or provisions of law, all memberships shall have the same rights, privileges, restrictions, and conditions.

3.2 Qualifications of Members. The qualifications for membership in the Association are as follows: Chief Executive Officers of a Chamber Commerce or any individual who is on the professional staff of a Chamber of Commerce. An affiliate member shall be a professional who has relationships with or does business with Chambers of Commerce.

3.3 Fees and Dues. A dues investment schedule shall be set by the Board of Directors. Any member who fails to pay their investment dues in the allotted time forfeits all rights and privileges of membership until investment is paid in full.

3.4 Number of Members. There is no limit on the number of members the Association may admit.

3.5 Membership Roster. The Association shall keep a membership roster containing the name and address of each member. Termination of the membership of any member shall be recorded together with the date of termination of such membership. The roster shall be kept by the Association's Secretary.

3.6. Non-liability of Members. A member of this Association is not, as such, personally liable for the debts, liabilities, or obligations of the Association.

3.7 Termination of Membership. The membership of a member shall terminate upon the occurrence of any of the following events:

(a) Upon his or her notice of such termination delivered to the President or Secretary of the Association in writing by mail or email, such membership to terminate upon the date of delivery of the notice or date of deposit in the mail.

(b) Upon a failure to renew his or her membership by paying dues on or before their due date, such termination to be effective thirty (30) days after a written notification of delinquency is mailed or emailed to such member by the Secretary of the Association. A member may avoid such termination by paying the amount of delinquent dues within a thirty (30) day period following the member's receipt of the written notification of delinquency.

(c) After providing the member with reasonable written notice and an opportunity to be heard either orally or in writing, upon a determination by the Board of Directors that the member has engaged in conduct materially and seriously prejudicial to the interests or purposes of the Association. Any person expelled from the Association shall receive a refund of dues already paid for the current dues period. All rights of a member in the Association shall cease on Termination of membership as here in provided.

ARTICLE 4. OFFICERS and DIRECTORS.

4.1 The Officers of the Association shall consist of a President, a Vice President, six (6) Regional Vice Presidents, a Secretary, a Treasurer and the Immediate Past President of the Association.

4.2 The Directors of the Association shall be the Officers plus three (3) at-large directors. At least one (1) of the at-large directors shall be a Past President of the Association.

4.3 Regional Vice Presidents shall serve a maximum of two(2) consecutive two (2) year terms unless they have been elected to a higher office. Executive Officers shall serve on a one (1) year term from the date of the Annual Meeting or until their successors are duly elected. At-large directors shall serve for a maximum of two(2) consecutive one (1) year terms unless they have been elected as an officer.

4.4 The Nominating Committee shall submit the name of a person who will serve as Treasurer. Each year the Treasurer will have the opportunity to be re-elected to that position if he/she so desires, with no term limit.

4.5 It is the spirit of these Bylaws that there be created in the organization a policy of ascendancy in office. Insofar as is possible, the Nominating Committee shall submit the name of a person who will serve as Secretary. The following year the Secretary shall be elected to the office of Vice President. The Vice President shall the following year be elected as President.

4.6 The Association shall carry Directors & Officers liability insurance and shall indemnify any and all of its Directors or former Directors against expenses actually and necessarily incurred by them in connection with the defense of any action, suit, or proceeding, in which they or any of them are made parties, or a party, by reason of having been Directors of MACCE, except with respect to any matter as to which they shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that their action was in the best interest of the Association.

ARTICLE 5. ELECTIONS.

5.1 The President, with the approval of the Directors, at least ninety (90) days before the Annual Meeting shall appoint a Nominating Committee consisting of not less than three (3) nor more than five (5) members.

5.2 The Nominating Committee shall present a slate of Officers at the Annual Meeting including a nominee for President, Vice President, Secretary, Treasurer, and one (1) Regional Vice President from each of the six (6) regions, plus three (3) at-large nominees who shall be selected so as to give equal representation on the Board to each region.

5.3 In selecting the Directors from each region, the Nominating Committee shall use all practical means to give input from the Chambers in the region as to who the Directors representing the region shall be.

5.4 Additional nominations may be made from the floor at the Annual Meeting.

ARTICLE 6. DUTIES OF OFFICERS and DIRECTORS.

6.1 It shall be the responsibility of the Board of Directors to direct and supervise the affairs of the Association, to approve committees appointed by the President, and to fill vacancies on the Board as they may occur.

6.2 President - It shall be the duty of the President to appoint the committees necessary to carry out the mission and objectives of the Association, preside at all meetings of the Association and the Board of Directors, and perform such other duties that pertain to the office.

6.3 Vice President - It shall be the duty of the Vice President to assist the President with tasks delegated to him/her and in the absence of the President perform duties that pertain to the office.

6.4 Regional Vice Presidents - It shall be the responsibility of each Regional Vice president to stimulate and promote activities among the Chambers of Commerce in that region.

6.5 Secretary - It shall be the duty of the Secretary to keep all records and files of the Association, to take minutes of meetings, maintain records on attendance and years in office, and to send out notices as needed. In general, perform all duties incident to the office of Secretary and other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned to him/her from time to time by the Board of Directors.

6.6 Treasurer - It shall be the duty of the Treasurer to collect and account for all funds of the Association. Disburse the funds of the Association as may be directed by the Association, securing vouchers for such disbursements. Exhibit at all reasonable times the books of account and financial records to any director of the Association, or to the Association's attorney or accountant, on request. In general, perform all duties incident to the office of Treasurer and other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned to him/her from time to time by the Board of Directors.

6.7 Quorum - A simple majority of the Directors or committee members, half plus one of the active directors, shall constitute a quorum.

ARTICLE 7. MEETINGS.

7.1 The Annual Meeting of the membership of the Association shall be held in January of each year. The location of the meeting shall be a decision of the Officers and Directors. The notice for this meeting shall include the names of all those who are nominees or candidates for election to the Board of Directors.

7.2 Regular meetings of the membership are held in spring and fall, at a location determined by the Board of Directors.

7.3 The Board of Directors shall meet on the first Friday of each month with the exception of July and August.

7.4 Special meetings of the Association may be called by the President and/or by the Board of Directors.

7.5 Notice of meetings: Unless otherwise provided by the Articles of Incorporation, these Bylaws, or provisions of law, notice stating the place, day and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten (10) nor more than fifty (50) days before the date of the meeting by mail, fax, or email, by the direction of the President, or the Secretary, or the persons calling the meeting, to each member entitled to vote at such meeting.

7.6 Fifteen (15) members in good standing of the Association shall constitute a quorum at any regular or special meeting.

7.7 Every effort shall be exerted by Regional Vice Presidents to see that sufficient opportunities for regional meetings are provided.

ARTICLE 8. VACANCIES.

8.1 In the event that the President shall resign or vacate the position, the Vice President shall assume the office of the President. The Board of Directors shall fill the position of President until the Association's Annual Meeting.

8.2 In the event that a vacancy occurs in any office other than the President, the Board of Directors shall fill such vacancy until the next Annual Meeting.

ARTICLE 9. AMENDMENTS.

9.1 These Bylaws may be amended, except as may otherwise be specified under provisions of law, by a majority vote of the members present at any regular meeting provided a quorum of the members in good standing is present, and provided further that the call to such a meeting shall have been given at least ten (10) days prior to the date of the meeting containing the proposed amendment.

9.2 If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation of the Association, the provisions of the Articles of Incorporation shall govern.

ARTICLE 10. DISSOLUTION.

10.1 The Association shall use its funds only to accomplish the mission and objectives and purposes specified by these Bylaws. Upon dissolution of MACCE, any funds remaining shall be divided equally and returned to the Chambers who are current with their MACCE dues.

Revised 12/2001