

**REVISED  
(April 2007)**



**GREATER BOWIE CHAMBER OF COMMERCE**  
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**GREATER BOWIE CHAMBER OF COMMERCE, INC.  
BYLAWS**

**ARTICLE I. OFFICE**

**SECTION 1. PRINCIPAL OFFICE** The principal office of the Corporation shall be 6770 Race Track Road, Bowie, Maryland 20715, or at such other place as the Board of Directors may from time to time appoint.

**SECTION 2. OTHER OFFICES.** The Corporation may also have an office or offices in such other place or places as the business of the Corporation may require and the Board of Directors may from time to time appoint.

**ARTICLE II. MEMBERS**

**SECTION 1. ANNUAL MEETING.** The Annual Meeting of the Members of the Corporation shall be held on a day duly designated by the Board of Directors in June that is not a legal holiday, for the purpose of electing Directors to succeed those whose terms shall have expired as of the date of such annual meeting and for the transaction of such other business as may come before the Meeting.

**SECTION 2. SPECIAL MEETINGS.** Special Meetings of the Members may be called at anytime for any purpose or purposes by the President, by the President-Elect, by the Vice President, or by a majority of the Board of Directors, and shall be called forthwith by the President, by the President-Elect, by the Vice President, the Secretary or any director of the Corporation upon the request in writing of a majority of all the Members entitled to vote on the business to be transacted at such meeting. Business transacted at all Special Meetings of Members shall be confined to the purpose or purposes stated in the notice of the meeting.

**SECTION 3. PLACE OF HOLDING MEETINGS.** All meetings of Members shall be held at the principal office of the Corporation or elsewhere in the State of Maryland as designated by the Board of Directors.

**SECTION 4. NOTICE OF MEETINGS.** Written notice of each meeting of the Members shall be mailed, postage prepaid, by the Secretary, to each Member of record entitled to vote thereat at his post office address, as it appears upon the books of the Corporation, at least ten (10) days before the meeting. Each such notice shall state the place, day, and hour at which the meeting is to be held, shall include a 'Proxy Form' for the use of members, and, in the case of any Special Meeting, shall state briefly the purpose or purposes thereof.

**SECTION 5. QUORUM.** The presence in person or by proxy of twenty-five percent (25%) of the Full Members of the Corporation shall constitute a quorum at all meetings of the Members except as otherwise provided by law, by the Articles of Incorporation or by these Bylaws. If less than a quorum shall be in attendance at the time for which the Meeting shall have been called, the Meeting may be adjourned from time to time by a majority vote of the Members present or represented, without any notice other than by announcement at the Meeting, until a quorum shall attend. At any adjourned meeting at which a quorum shall attend, any business may be transacted which might have been transacted if the meeting had been held as originally called.

**SECTION 6. CONDUCT OF MEETINGS.** Meeting of Members shall be presided over by the President of the Corporation or, if the President is not present, by the President-Elect, or the Vice President, or, if none of said officers is present, by a chairman to be elected at the meeting. The Secretary of the Corporation, or if the Secretary is not present; the presiding officer may appoint a person to act as Secretary of the meeting.

**SECTION 7. VOTING.** At all meetings of Members every Member entitled to vote thereat shall have one (1) vote. Such vote may be either in person or by proxy appointed by an instrument in writing subscribed by such Member or such Member's duly authorized attorney, bearing a date not more than three (3) months prior to said meeting, unless said instrument provides for a longer period. Such proxy shall be dated, but need not be sealed, witnessed or acknowledged. All elections and all questions shall be decided by a majority of the votes cast at a duly constituted meeting, except as otherwise provided by law, in the Articles of Incorporation or by these Bylaws.

If the chairman of the meeting shall so determine, a vote by ballot may be taken upon any election or matter, and the vote shall be so taken upon the request of at least ten percent (10%) or more of all of the Members entitled to vote on such election or matter. In either of such events, tellers shall be appointed by the chairman of said meeting, the proxies and ballots shall be received and be taken in charge and all questions touching the qualification of voters and the validity of proxies and the acceptance or rejection of votes, shall be decided by the tellers.

**SECTION 8. CLASSES OF MEMBER; RESIGNATION; SUSPENSION.** There shall be three (3) classes of membership as follows:

A. Full Members. FULL membership shall be granted to those individuals or organizations engaged in or associated with a business or profession in the private sector. Upon submission of a completed written application to the President, Secretary, or Executive Director of the Corporation, and upon the review and approval of such application by the Board of Directors and the payment of any and all annual dues imposed by the Corporation upon its Members, an applicant shall become a Member. These members shall be entitled to all privileges and obligations of membership including the right to hold elective office and vote. Continued membership in the Corporation is subject to the Member's compliance with the provisions of these Bylaws, and the stated purpose & basic policies of the Corporation.

B. Associate Members. Associate membership shall be granted to those individuals or organizations that do not qualify for full membership. They may include, but are not limited to employees of member firms, non-profit organizations and elected officials. Upon submission of a completed written application to the President, Secretary, or Executive Director of the Corporation and upon the review and approval of such application by the Board of Directors and the payment of any and all annual dues imposed by the Corporation upon its Associate Members, an applicant shall become an Associate Member. Associate Members shall be entitled to all the privileges of regular Members, except the right to vote or hold office.

C. Honorary Members. The Board of Directors, at a duly constituted meeting, may elect Honorary Members for one year. Honorary Members shall be exempt from payment of any fees whatever and shall be entitled to all the privileges of associate Members.

D. Any Member may withdraw from the Corporation by giving written notice of such intention to the President or Secretary of the Corporation, though their dues are not refundable to any degree.

E. A Member may be suspended or expelled for good cause such as violation of the Bylaws or Rules of the Corporation, or for conduct prejudicial to the best interests of the Corporation. Suspension or expulsion shall be by a two-thirds (2/3) vote of the Board of Directors, provided that a statement of the charges shall have been mailed by first class mail, postage prepaid, to the Member under charges at his or her last recorded address at least fifteen (15) days before final action is taken thereon; this statement shall be accompanied by a notice of the time when and place where the Board of Directors is to take action. The Member shall be given an opportunity to present a defense at the time and place mentioned in such notice.

### ARTICLE III. BOARD OF DIRECTORS

**SECTION 1. GENERAL POWERS.** The property and business of the Corporation shall be managed under the direction of the Board of Directors of the Corporation. These powers may include, but are not limited to, the employment of an executive director, whose duties will be detailed in a procedure or employee manual.

**SECTION 2. NUMBER AND TERM OF OFFICE.** The number of Directors shall be seventeen (17), or such other number, but not less than three (3), as may be designated from time to time by resolution of a majority of the entire Board of Directors; if there are six or more Directors, six of the Directors shall be the Past President and the officers identified in these Bylaws at Article IV, Section 1; Directors shall be individuals that are Full Members. **The Board may include up to two, and no more than 20%, Associate Members.** The Directors shall serve for a period of three (3) years, except that the Past President may serve only a one year term. At each Annual Meeting, the successor Directors shall be elected to hold office for a term of three (3) years. After completing two (2) consecutive three (3) year terms, a member must not be a Director for one full year unless they become an Officer under Article IV herein; similarly, consecutive years of service in one or more of said Officer positions may be allowed to suspend the operation of the two (2) consecutive three (3) year terms rule if at least two thirds of the other members of the full Board voting on the question decide to nominate a Past President to complete that person's service of the two (2) consecutive three (3) year terms.

**SECTION 3. NOMINATION AND ELECTION OF DIRECTORS.** At least thirty (90) days prior to the Annual Meeting of the Members of the Corporation, the Nominating Committee shall decide upon a slate of Directors, utilizing its best efforts in selecting nominees who are representatives from all occupational sectors, and shall present such slate to the Board of Directors of the Corporation not less than sixty (60) days prior to said Annual Meeting; when presented to the Board, a vote on the slate shall occur and shall be by confidential written ballot if one Member of the Board so states. Upon written request of at least five of the Members of the Corporation, made to a Member of the Nominating Committee not less than thirty (30) days prior to said Annual Meeting, designating an additional slate or slates of Directors, the Nominating Committee shall present such slate or slates to the Board of Directors of the Corporation. Immediately thereafter, the Secretary shall apprise the Members of the Corporation of said slate or slates. The Nominating Committee shall thereafter present the said slate or slates of nominees to the Members of the Corporation for election at the Annual Meeting of the members.

**SECTION 4. FILLING OF VACANCIES** In the case of any vacancy in the Board of Directors, the remaining Directors, by affirmative vote of the majority thereof, may elect a successor to hold office for the unexpired portion of the term of the Director whose place shall be vacant. Any Director may be removed from office with or without cause by the affirmative vote of a majority of the Members entitled to vote at any special meeting of Members called for the purpose.

**SECTION 5. PLACE OF MEETINGS** The Board of Directors may hold their meetings and have one or more offices, and keep the books of the Corporation within the State of Maryland, at such place or places as they may from time to time determine by resolution or by written consent of all the Directors. The Board of Directors may hold their meetings by conference telephone or other similar electronic communications equipment in accordance with the provisions of the Maryland Corporation law.

**SECTION 6. REGULAR MEETINGS** Regular meetings of the Board of Directors may be held without notice at such time and place as shall from time to time be determined by resolution of the Board, provided that notice of every resolution of the Board fixing or changing the time or place for the holding of regular meetings of the Board shall be mailed to each director at least three (3) days before the first meeting held pursuant thereto. There shall be at least one regular meeting of the Board each year, and the Annual Meeting of the Board of Directors shall be held following the Annual Meeting of Members at which a Board of Directors is elected. Any business may be transacted at any regular meeting of the Board.

**SECTION 7. SPECIAL MEETINGS.** Special Meetings of the Board of Directors shall be held whenever called by any three Directors. The Secretary shall give notice of each Special meeting of the Board of Directors, by mailing the same at least three (3) days prior to the meeting or by faxing the same at least two (2) days before the meeting, to each Director. Any Director may in writing waive notice of the time, place and objectives of any Special Meeting. Business transacted at all Special Meetings of Members shall be confined to the purpose or purposes stated in the notice of the meeting, unless every Director shall be present.

**SECTION 8. QUORUM.** A majority of the entire Board of Directors as then constituted shall be a quorum for the transaction of business at all meetings of the Board of Directors, but, if at any meeting less than a quorum shall be present, a majority of those present may adjourn the meeting from time to time. The act of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may be otherwise specifically provided by law or by the Articles of Incorporation or by these Bylaws.

**SECTION 9. REQUIRED VOTE.** An affirmative vote of a majority of those present shall be necessary for the passage of any resolution.

**SECTION 10. COMPENSATION OF DIRECTORS.** Directors shall not receive any salary for their services, but each Director may be entitled to receive from the Corporation reimbursement of any monies expended on behalf of the Corporation. Nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation therefore. Not more than \$300.00 may be budgeted and used by the President for individual admission fees or similar assessments to enable the President to attend events that the Corporation is not a sponsor of if the President is serving as an ambassador of the Corporation and does so serve.

**SECTION 11. NOMINATING COMMITTEE.** At the February meeting, the Board of Directors shall select a Nominating Committee consisting of the President and at least two other Directors.

**SECTION 12. COMMITTEES.** The Board of Directors may by resolution passed by a majority of the entire Board, designate one or more committees, and each committee shall consist of a chair and two or more members of the Corporation. Such committee or committees shall have such names as may be determined from time to time by resolution adopted by the Board of Directors.

## **ARTICLE IV. OFFICERS**

**SECTION 1. ELECTION & TENURE.** The Officers of the Corporation shall be a President, a President-Elect, a Vice President, a Secretary, and a Treasurer. The Officers shall be elected annually by the Board of Directors at its first meeting following the Annual Meeting of the Members. All officers shall be Directors. Any two or more of the above offices, except those of President and Secretary and President and Vice President, may be held by the same person, but no Officer shall execute, acknowledge or verify any instrument in more than one capacity if such instrument is required by law or by these Bylaws to be executed, acknowledged or verified by any two or more Officers. In the event that any office other than an office required by law, shall not be filled by the Board of Directors, or, once filled, subsequently becomes vacant, then such office and all references thereto in these Bylaws shall be deemed inoperative unless and until such office is filled in accordance with the provisions of these Bylaws. Except where otherwise expressly provided in a contract duly authorized by the Board of Directors, all Officers and agents of the Corporation shall be subject to removal at any time by the affirmative vote of a majority of the entire Board of Directors, and all Officers, agents, and employees shall hold office at the discretion of the Board of Directors or of the Officers appointing them.

**SECTION 2. POWERS AND DUTIES OF THE PRESIDENT.** The President shall preside at all meetings of the Board of Directors. He may sign and execute all authorized bonds, contracts or other obligations in the name of the Corporation. He shall have the general powers and duties of supervision and management usually vested in the office of the President of a corporation. He shall be ex-officio a member of all standing committees. His term of office shall be one year.

**SECTION 3. POWERS AND DUTIES OF THE PRESIDENT-ELECT.** The President-Elect shall fill the duties of President in the absence thereof. He may sign and execute all authorized bonds, contracts or other obligations in the name of the Corporation and perform all other duties of the President. In addition, the President-Elect shall have such other powers and shall perform such other duties as may be assigned to him by the Board of Directors or by the President.

**SECTION 4. POWERS AND DUTIES OF THE VICE PRESIDENT.** In the absence of both the President and President-Elect, the Vice President may sign and execute all authorized bonds, contracts, or other obligations in the name of the Corporation. In addition, the Vice President shall have such other powers and shall perform such other duties as may be assigned to him by the Board of Directors or by the President.

**SECTION 5. SECRETARY.** The Secretary shall give, or cause to be given, notice of all meetings of Members and Directors and all other notices required by law or by these Bylaws, and in case of his absence or refusal or neglect to do so, any such notice may be given by any person as directed by the President, or by the Directors or Members upon whose written request the meeting is called as provided for that purpose, and he shall perform such other duties as may be assigned to him by the Directors or the President. He shall have custody of the seal of the Corporation and shall affix the same to all instruments requiring it, when authorized by the Board of Directors or the President, and attest to the same. In general, the Secretary shall perform all the duties generally incident to the office of Secretary, subject to the control of the Board of Directors and the President.

**SECTION 6. TREASURER.** The Treasurer, or his agent, shall have custody of all the funds and securities of the Corporation, and he shall keep full and accurate account of receipts and disbursements in books belonging to the Corporation. He shall deposit, or cause to be deposited, all moneys and other valuables in the name and to the credit of the Corporation in such depository or depositories as may be designated by the Board of Directors. The Treasurer shall disburse, or cause to be disbursed, the funds of the Corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements. He shall render to the President and the Board of Directors an account of all his transactions as Treasurer and of the financial condition of the Corporation, at least monthly.

The Treasurer shall give the Corporation a bond, if required by the Board of Directors, in a sum, and with one or more sureties, satisfactory to the Board of Directors, for the faithful performance of the duties of his office and for the restoration to the Corporation in case of his death, resignation, retirement or removal from office of all books, papers, vouchers, moneys, and other properties of whatever kind in his possession or under his control belonging to the Corporation. The Treasurer shall perform all the duties generally incident to the office of the Treasurer, subject to the control of the Board of Directors and the President.

**SECTION 7. HOLDOVERS.** Though not required, it is the intent of the Corporation that the Treasurer and Vice President may serve as many as three (3) consecutive one-year terms, whereas the other officers are expected to serve one-year terms while progressing through these offices.

## **ARTICLE V. CORPORATE SEAL**

**SECTION 1. SEAL.** In the event that the President shall direct the Secretary to obtain a corporate seal, the corporate seal shall be circular in form and shall have inscribed thereon the name of the Corporation, the year of its organization and the word "Maryland". Duplicate copies of the corporate seal may be provided for use in the different offices of the Corporation but each copy thereof shall be in the custody of the Secretary of the Corporation or of an Assistant Secretary of the Corporation nominated by the Secretary.

## **ARTICLE VI. BANK ACCOUNTS AND LOANS**

**SECTION 1. BANK ACCOUNTS.** Such Officers or agents of the Corporation, as from time to time shall be designated by the Board of Directors, shall have authority to deposit any funds of the Corporation in such banks or trust companies, as shall from time to time be designated by the Board of Directors, and such Officers or agents as from time to time shall be authorized by the Board of Directors may withdraw any or all of the funds of the Corporation so deposited in any such bank or trust company, upon checks, drafts or other instruments or orders for the payment of money, when drawn, made or signed by Officers or agents so designated by the Board of Directors until written notice of the revocation of the authority of such officers or agents by the Board of Directors shall have been received by such bank or trust company. There shall from time to time be certified to the banks or trust companies, in which funds of the Corporation are deposited, the signature of the Officers or agents of the Corporation so authorized to draw against the same. In the event that the Board of Directors shall fail to designate the persons by whom checks, drafts and other instruments or orders for the payment of money shall be signed, as hereinabove provided in this Section, all of such checks, drafts and other instruments or orders for the payment of money shall be signed by the President or Vice President and countersigned by the Secretary or Treasurer of the Corporation.

**SECTION 2. LOANS.** Such Officers or agents of this Corporation as from time to time shall be designated by the Board of Directors shall have authority to effect loans, advances or other forms of credit at any time or times for the Corporation from such banks, trust companies, institutions, corporations, firms or persons as the Board or Directors, shall from time to time designate, and as security for the repayment of such loans, advances, or other forms of credit to assign, transfer, endorse and deliver, either originally or in addition or substitution, any or all stocks, bonds, rights and interests of any kind in or to stocks or bonds, certificates of such rights or interests, deposits, accounts, documents covering merchandise, bills and accounts receivable and other commercial paper and evidences of debt at any time held by the Corporation; and for such loans, advances or other forms of credit to make, execute and deliver one or more notes, acceptances or written obligations of the Corporation on such terms, and with such provisions as to the security or sale or disposition thereof as such Officers or agents shall deem proper; and also to sell to, or discount or rediscount with, such banks, trust companies, institutions, corporations, firms or persons any and all commercial paper, bills receivable, acceptances and other instruments and evidences of debt at any time held by the Corporation, and to that end to endorse, transfer and deliver the same. There shall from time to time be certified to each bank, trust company, institution, corporation, firm or person so designated the signatures of the Officers or agents so authorized; and each such bank, trust company, institution, corporation, firm or person is authorized to rely upon such certification until written notice of the revocation by the Board of Directors of the authority of such Officers or agents shall be delivered to such bank, trust company, institution, corporation, firm or person.

## **ARTICLE VII. REIMBURSEMENTS**

Any payments made to a Director or employee of the Corporation, such as salary, commission, interest or rent, or entertainment expense incurred by him, which shall be disallowed in whole or in part as a deductible expense by the Internal Revenue Service, shall be reimbursed by such Director or employee of the Corporation to the full extent of such disallowance. It shall be the duty of the Directors, as a Board, to enforce payment of each such amount disallowed. In lieu of payment by the Director or employee, subject to the determination of the Board of Directors, proportionate amounts may be withheld from his future compensation (if any) until the amount owed to the Corporation has been recovered.

## **ARTICLE VIII. MISCELLANEOUS PROVISIONS**

**SECTION 1. FISCAL YEAR.** The fiscal year of the Corporation shall end on the last day of June.

**SECTION 2. NOTICES.** Whenever, under the provisions of these Bylaws, notice is required to be given to any Director, Officer or Member it shall not be construed to mean personal notice, but such notice shall be given in writing, by mail, by depositing the same in a post office or letter box, in a postpaid sealed wrapper, addressed to each Member, Officer, or Director at such address as appears on the books of the Corporation, or in default of any other address, to such Director, Officer, or Member at the general post office in the City of Bowie, Maryland, and such notice shall be deemed to be given at the time the same shall be thus mailed. Any Member, Director or Officer may waive any notice required to be given under these Bylaws.

**ARTICLE IX. AMENDMENTS**

**SECTION 1. AMENDMENT OF BYLAWS.** The Board of Directors shall have the power and authority to amend, alter or repeal these Bylaws or any provision thereof, and may from time to time make additional Bylaws, provided that the members are informed of any substantive changes.

**ARTICLE X. INDEMNIFICATION**

**SECTION 1. DEFINITIONS.** As used in this Article X, any word or words that are defined in Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time, (the "Indemnification Section") shall have the same meaning as provided in the Indemnification Section.

**SECTION 2. INDEMNIFICATION OF DIRECTORS AND OFFICERS.** The Corporation shall indemnify and advance expenses to a Director or Officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Articles of Incorporation and the Indemnification Section.

**SECTION 3. INDEMNIFICATION OF EMPLOYEES AND AGENTS.** With respect to any employee or agent, other than a Director or Officer of the Corporation, the Corporation may, as determined by the Board of Directors of the Corporation, indemnify and advance expenses to such employee or agent in connection with a proceeding to the extent permitted by and in accordance with the Indemnification Section.

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Secretary

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Date of

AdoptionP/GBCC/JW/final/4/23/98/bylaws