

BY LAWS of
COUDERSPORT AREA CHAMBER OF COMMERCE

ARTICLE 1 NAME

The name of this organization shall be Coudersport Area Chamber of Commerce also called the "Chamber".

ARTICLE 11 - PURPOSE

SECTION 1 The Coudersport Area Chamber of Commerce is organized for the purpose of advancing the educational, artistic, commercial, industrial, recreational, civic, and general interest of Coudersport and the surrounding areas.

SECTION 2 — The Chamber shall act as a spokesman for the businesses and professional community and translate the group thinking of its membership into action.

ARTICLE 111 FUNCTION

The Chamber shall create an environment in which businesses can prosper with the goal of improving the economic welfare of the community.

ARTICLE IV MEMBERSHIP

SECTION 1 — Individuals, firms, and organizations, of good standing, interested in the progress of the area shall be eligible for active membership. Active members shall enjoy all the rights and privileges of the Chamber, including the right to vote on membership activities.

SECTION 2--- Annual Chamber membership dues will occur on a 12-month cycle from the date of member joining the Chamber. ie: If member joins in January of 2026 their dues will be renewed in January of 2027, and so forth.

SECTION 3 —Any member may resign from membership at any time during the fiscal year by submission of a written resignation. It shall be understood that no refund of dues shall be payable to a member who submits a resignation.

SECTION 4 —Any member may be expelled for just cause by a two-thirds vote of the entire Board of Directors at any meeting called for that purpose. Such member shall be notified of the intention of the Board to consider his or her expulsion and shall be given the opportunity to be heard by the Board but shall not be represented by legal counsel. Passage of such resolution shall, without other action, on the part of the Board of Directors, and such membership.

ARTICLE V BOARD OF DIRECTORS

SECTION 1 — The government of the organization, the direction of the work and the control of its property shall be vested in a Board of Directors consisting of no less than five members and no more than nine members in good standing.

SECTION 2 Board members shall be elected for a term of two years. No director shall serve more than three consecutive terms for a total of six years in the same position.

In the event no one is found who is willing to serve, the current member may continue to sit on the Board. After being off the Board for two years, a member may be nominated to serve again.

SECTION 3 The Board of Directors shall meet at a minimum, on a quarterly basis in February, May, August, and November with the date and time to be decided at each November meeting. Any member of the Board shall be able to request additional meetings when necessary. A quorum for conducting business shall be three members.

SECTION 4 The Board may replace any member who is absent from three consecutive regular quarterly meetings without furnishing a satisfactory explanation to the Board.

ARTICLE VI OFFICERS

The Board of Directors of the Coudersport Area Chamber of Commerce shall consist of a President,

Vice-President, Secretary, Treasurer, and Membership Director, Social Media Director, and Community Outreach Director.

ARTICLE VII DUTIES OF OFFICERS

SECTION 1 — The President shall preside at all meetings of the organization. The President shall perform all other duties incident to the position and requested by the Board. He or she shall be an ex-officio member of all committees unless otherwise ordered by board majority.

SECTION 2 — The Vice-President shall act in the absence of the President and perform such other duties as the President shall direct. In the absence of the officers named, the members present shall designate a member to act as temporary chairman. A Vice-President acting for the President shall have all the authority and privileges of the President.

SECTION 3 The Secretary shall keep books of account and maintain an accurate record of all the proceedings of the organization. He or she shall be the keeper of all books, documents, and communications of the organization. The Secretary shall perform such other duties incident to the office or as the directors so require.

SECTION 4 — The Treasurer shall be responsible for receiving and disbursing the funds of the organization, keeping all funds deposited in a depository approved by the directors. He or she shall make a financial report at each public meeting.

SECTION 5 — The Membership Director shall be responsible for keeping an accurate listing of all members of the organization. He or she shall also keep a listing of all activities being held by members of the organization and communicate such to the membership body monthly.

The Membership Director shall help the Secretary in any manner so needed.

SECTION 6 ---The Social Media Director, shall be responsible to develop a social media strategy across platforms and create impactful social media post and membership events and spotlights promotions.

Section 7 --- The Community Outreach Director, shall build bridges between community and businesses. Act as a liaison to promote chamber events and gather feedback to support local development and engagement.

SECTION 8 --- The bonding of officers shall be done on a case-by-case decision of the Board of Directors at the November meeting.

SECTION 7 ---At the expiration of his or her term of office, all officers shall deliver to the Board all books, papers, materials, and property of the organization.

ARTICLE VIII - COMMITTEES

SECTION 1 The President, at any time, shall appoint such committees as are approved by the Board of Directors or as may be deemed necessary in his or her own judgment, subject to confirmation by the Board.

SECTION 2 ---The Auditing committee shall be appointed by the President subject to the approval of the whole membership at the Annual meeting.

SECTION 3 --- It shall be the function of the committees to investigate and make recommendations to the Board of Directors. No committee shall represent the organization in advocacy of or in opposition to any matter without the specific approval of the Board of Directors, unless such authority be granted under general powers delegated by the Board of Directors to the committees when appointed.

ARTICLE IX DUES AND FINANCIAL MANAGEMENT

SECTION 1 The fiscal year of the organization shall start the first day of January each year. Prior to the start of each fiscal year a budget of the anticipated revenues and expenses shall be prepared by persons named by the Board of Directors. This budget shall be presented to the Board for revision and approval. The approval of the budget shall constitute authorization of disbursements to cover expenses provided for therein without additional approval by the Board. SECTION 2 When certification that a disbursement is within the budget approved by the directors, it shall be made upon written approval of the President. No disbursement outside the budget shall be made without the approval of the Board of Directors. All disbursements shall by check signed by the Treasurer, or in the absence of the Treasurer, by another officer appointed

by the Board.

SECTION 3 — The organization's dues structure shall be proposed by the Board of Directors and confirmed by a majority vote of the membership at a regular meeting. The general membership shall be provided written notice of a dues change no less than two weeks in advance of the meeting at which it is to be considered. This notice shall include the meeting date, the purpose of the meeting, the proposed due's structure (in Full) and this citation. The Board of Directors shall rule on all membership classification issues.

SECTION 4 — Upon appointment and confirmation, the Auditing Committee shall review all records of income and expenditures for the prior fiscal year to determine if:

- A. All expenditures were in accordance with the approved budget or were approved by the Board of Directors.

B. All record keeping was accurate and in accordance with generally accepted accounting practices.

C. Fund balances were managed to the best advantage of the Chamber.

This review shall be completed and a written report submitted to the Board of Directors at their February meeting. This report shall detail any significant discrepancies or procedural errors and suggest methods to improve future fiscal management.

ARTICLE X MEETINGS

SECTION 1 The Annual meeting of the organization shall be held during the first month of each fiscal year at such time and place as may be prescribed by the Board of Directors.

SECTION 2 — When necessary, a pre-election meeting shall be held the first week in November before the quarterly board meeting. The express purpose of this meeting shall be to receive board nominations from the floor.

SECTION 3 Other regular meetings shall take place on dates to be determined by the Board of Directors. Special meetings of the organization may be called by the directors whenever they deem it advisable and they may be called upon written request of any eleven members.

SECTION 4 Each member of the organization shall receive a written notice of every regular or special membership meeting. Notices sent by email are considered written and considered delivered when sent.

SECTION 5 —A quorum at any meeting of the general membership shall be eleven members.

SECTION 6 — Meetings of committees may be called at any time by their respective chairmen or by the President.

SECTION 7 —All meetings shall be governed by and conducted according to the latest edition of Robert's Manual of Parliamentary Rules.

ARTICLE XI ELECTIONS

SECTION 1 — The election of board members shall be held, when necessary, during the last two weeks of November. The official election day shall be the thirtieth day of November. SECTION 2 —At least 60 days before the date of any election, the President shall with the approval of the Board appoint a nominating committee composed of three members in good standing, not more than two of whom are members of the board. The nominating committee shall prepare a list of nominees, containing at least the number of candidates to be elected, and this list shall be mailed or emailed to each member in good standing no later than the first day of November.

Additional nominations will be received from the pre-election general membership meeting. Nominations from the floor must include a statement from the candidate that they are willing to have their name placed on the ballot and are willing to fulfill the

responsibilities of the office, if elected. The official ballot containing all nominations shall be mailed or emailed to every member in good standing at least ten days before Election Day. All votes, on the official ballot, must be received by 5:00 P.M. EST on election day at the Chamber office.

SECTION 3 —At the same time as the Nominating Committee is chosen; the President, with the approval of the Board Directors, shall appoint three Judges of Election who shall be members in good standing. These judges shall approve the list of members in good standing prepared by the Secretary, shall furnish such list to the Nominating Committee, shall count the ballots, and certify the names of the successful candidates to the Board of Directors and the general membership.

SECTION 4 —All tie votes shall be decided by lot, by the Judges of Election.

SECTION 5 For the purpose of the Nominating Committee and the Judges of Election, member in

good standing shall be defined as a member whose dues for the current year have been paid in full accepted by the Chamber.

SECTION 6--- A special Election may be called by the board or members in the event of a board member early departure for any reason before end of the tenure term.

SECTION 7 --- Nominees shall be requested by the board from members in good standing.

SECTION 8 --- All members in good standing shall be notified via email of official nominations a minimum of 5 days prior to special election date. Special election will be held at the monthly meeting designated by the board.

SECTION 9 ---Members in good standing must be present at monthly meeting to vote in the special elections.

SECTION 10 --- Election results shall be posted immediately follow the special election.

ARTICLE XII AMENDMENTS

These By-Laws may be amended by a two-thirds vote of those in attendance at any regular or special meeting of the general membership, provided such amendment has the prior approval of the Board of Directors, and provided further that notice of the proposed change shall be mailed or emailed to each member not less than ten days prior to the meeting at which it is to be considered.

REVISED BY-LAWS: January 13th, 2026