



GREATER NORTHEAST PHILADELPHIA

CHAMBER OF COMMERCE

BY- LAWS

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BY-LAWS

Of the

GREATER NORTHEAST PHILADELPHIA CHAMBER OF COMMERCE

ARTICLE I

BOUNDARY AND PURPOSE

This corporation shall carry on its activities in that part of, but not limited to, Northeast Philadelphia approximately bounded on the south by Girard Avenue, on the north by the County Line, on the east by the Delaware River, and on the west by Fifth Street.

It shall acquire and disseminate business statistics and information, shall foster, protect and advance the civic, industrial, commercial and professional interests and general welfare of this community and shall be non-sectarian and non-partisan.

The Greater Northeast Philadelphia Chamber of Commerce (the “Chamber”) shall observe all local, state and federal laws which apply to a non-profit organization as defined in Section 501(c)(6) of the Internal Revenue Code.

MISSION STATEMENT

The Greater Northeast Philadelphia Chamber of Commerce is a private business organization dedicated to the success of our community, our members and the free enterprise system.

COOPERATION WITH OTHER ORGANIZATIONS

The Chamber shall promote and coordinate action by civic and business associations of the various communities within the region and foster cooperation by such groups for the general welfare and development of the Chamber.

ARTICLE II

MEMBERSHIP AND DUES

SECTION 1 – Composition

Any corporation, company, individual or agricultural, commercial, industrial, professional, civic and other body engaged in business, or residing in, or adjacent to the district outlined in Article I, or actively interested in said district may apply for membership.

SECTION 2 - Election

The Board of Directors at any regular or special meeting shall review and vote on all pending applications for membership.

There shall be four (4) classes of membership, composed as follows:

a. Regular Membership: Any business organization, civic minded or professional person residing, located, or interested in the area of Northeast Philadelphia outlined in Article I shall be granted membership only after their application has been submitted to the Chamber office and approved by the Board of Directors.

b. Affiliated Regular Membership: An affiliated regular member is a “Regular” Member that maintains a separate membership and who is affiliated with a “parent” Regular Member as a branch office, store location, or representative.

c. Honorary Membership: Honorary Members are certain individuals whom have been granted a special membership status by the Board of Directors.

d. Reciprocal Membership: Reciprocal Members are certain organizations that have agreed to a reciprocal exchange of membership with the Chamber which has been approved by the Board of Directors.

SECTION 3 – Payment of Dues

All members, except honorary and reciprocal members, shall be required to pay dues in accordance with the schedule of dues fixed by a majority vote of the Board of Directors. Dues for a fiscal year shall be payable within 30 days of receipt of the dues invoice. No refund of dues shall be made upon termination of membership.

SECTION 4 – Termination of Membership

Membership may be terminated or suspended by a majority vote of the Board of Directors upon cause shown, including, but not limited to, non-payment of dues for the current fiscal year. Notice will be given at least 30 days prior to action being taken to terminate.

SECTION 5 – Voting Rights

The members shall have no voting rights.

ARTICLE III

BOARD OF DIRECTORS, HONORARY DIRECTORS & BOARD OF GOVERNORS

SECTION 1 – Function and Membership

The government of the Chamber shall be vested in a Board of Directors consisting of not more than thirty-nine (39) voting members. Only one (1) Regular Member per organization may serve on the Board. Affiliated Regular Members may not serve on the Board unless the particular Affiliated Member is designated by its parent organization to serve as its Board representative. The Board of Directors shall define the policies of the Chamber, exercise supervision over its officers, and activities, and shall submit at the annual meeting in January of each year a report of the activities of the preceding year with ratification of the new Directors.

SECTION 2 – Term of Elected Office

The term of office of each Director shall be three (3) years, and shall commence with his/her election at the Annual Meeting in January. A Director may serve until the expiration of his/her elected term(s). However a Director may continue to serve, at the Board's discretion, until a successor is elected or appointed. A member who has served as a Director for three (3) consecutive terms may be re-elected to the Board only after having remained off the Board for a period of no less than one (1) year. No Director shall be eligible to serve more than three (3) consecutive terms; or, Nine (9) consecutive years, however that the board has the option to re-elect any Director for an additional three (3) year term upon proper motion and election by two-thirds (2/3) majority vote of the then present quorum.

SECTION 3 - Executive Committee of the Board

The President and Chairperson of the Board, all Directors who are Committee Chairpersons, Treasurer and Vice Chairperson of the Board and up to three at-large members of the Board of the Directors appointed by the Chairperson and ratified by the Board of Directors shall serve as the Executive Committee. They shall perform all the duties of the Board of Directors when the Board does not meet, or in an emergency when a special meeting of the whole Board is not practical, or at the call of the Chairperson of the Board.

SECTION 4 - Finance Committee

The Finance Committee will be chaired by the Vice President of Finance. This committee will consist of the President and Chairperson of the Board as ex-officio members. The Treasurer will also be a member. All other members shall be appointed by the Chairperson and ratified by the Board of Directors.

SECTION 5 - Absences

The Board of Directors may, at its discretion, remove from the Board any Director who has, failed to attend four meetings of the Board during any calendar year. Telephone attendance, via conference call or any appropriate technology that permits the absent Director to directly participate at the Board meeting is permitted but limited to two uses by the absent Director per year. A Director may be excused from attendance at a Board meeting, and not counted against that Director's attendance, solely by a majority vote of the Board. Written notice of the attendance violation with the Board's intended action will be issued to the subject Director.

SECTION 6 – Limitation of personal Liability of Directors, Indemnification of Directors and Officers

6.1 Limitation of Personal Liability of Directors.

A Director of the corporation shall not be personally liable for monetary damages as such for any action taken, or any failure to take any action, unless:

- (a) the director has breached or failed to perform the duties of his or her office as defined in Section 6.2; and
- (b) the breach or failure to perform constitutes self dealing, willful misconduct or recklessness.

The provisions of this Section 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.

6.2 Standard of Care and Justifiable Reliance.

(a) A Director of the corporation shall stand in a fiduciary relationship to the corporation, and shall perform his or her duties as a director, including his or her duties as a member of any committee of the Board upon which he or she may serve, in good faith, in a manner he or she reasonably believes to be in the best interests of the corporation, and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. In performing his or her duties, a director shall be entitled to rely in good faith on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by any of the following:

(i) One or more officers or employees of the corporation whom the Director reasonably believes to be reliable and competent in the matters presented;

(ii) Counsel, public accountants or other persons as to matters which the Director reasonably believes to be within the professional or expert competence of such person;

(iii) A committee of the Board upon which he or she does not serve, duly designated in accordance with law, as to matters within its designated authority, which committee the Director reasonably believes to merit confidence.

(b) A Director shall not be considered to be acting in good faith if he or she has knowledge concerning the matter in question that would cause his or her reliance to be unwarranted.

(c) In discharging the duties of their respective positions, the Board, committees of the board and individual Directors may, in considering the best interests of the corporation, consider the effects of any action upon employees, upon persons with whom the corporation has business and other relations and upon communities in which the offices or other establishments of or related to the corporation are located, and all other pertinent factors. The consideration of those factors shall not constitute a violation of subsection (a) of this Section.

(d) Absent breach of fiduciary duty, lack of good faith or self-dealing, actions taken as a director or any failure to take any action shall be presumed to be in the best interests of the corporation.

6.3 Indemnification in Third Party Proceedings.

The corporation shall indemnify any person 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 (other than an action by or in the right of the corporation) by reason of the fact that he or she is or was a representative of the corporation, or is or was serving at the request of the corporation as a representative of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner reasonably believed to be in, or not opposed to, the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in, or not opposed to, the best interests of the corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

6.4 Indemnification in Derivative Actions.

The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he or she is or was a representative of the corporation, or is or was serving at the request of the corporation as a representative of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred in connection with the defense or settlement of such action or suit if he or she 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 except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the corporation unless and only to the extent that the Court of Common Pleas of Philadelphia County or the court in which such action or suit was brought shall determine 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 which the Court of Common Pleas or such other court shall deem proper.

6.5 Mandatory Indemnification.

Notwithstanding any contrary provision of the articles of incorporation or these by-laws, to the extent that a representative of the corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in either Section 6.3 or Section 6.4, he or she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection therewith.

6.6 Determination of Entitlement to Indemnification.

Unless ordered by a court, any indemnification under Section 6.3 or 6.4 shall be made by the corporation only as authorized in the specific case upon determination that indemnification of the representative is proper in the circumstances because he or she has met the applicable standard of conduct set forth in such paragraph. Such determination shall be made:

(a) by the Board by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding; or

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

6.7 Advancing Expenses.

Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding as authorized by the Board in a specific case upon receipt of an undertaking by or on behalf of the representative to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the corporation as authorized Article III Section 6.

6.8 Indemnification of Former Representatives.

Each such indemnity may continue as to a person who has ceased to be a representative of the corporation and may inure to the benefit of the heirs, executors and administrators of such person. This indemnification will apply only to any action taken during the representative's active participation on the Board or its committees and to any action relevant to that time period.

6.9 Insurance.

The corporation shall purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against such person's status as such, whether or not the corporation would otherwise have the power to indemnify such person against such liability.

6.10 Reliance on Provisions.

Each person who shall act as an authorized representative of the corporation shall be deemed to be doing so in reliance upon the rights of indemnification provided by this Article.

SECTION 7 – Honorary Directors

At any time the President or Chairman may recommend an individual, or an individual representing an organization or business, for appointment to the Board as an Honorary Director. Upon deliberation of the desirability of such appointment, the Board shall approve the appointment by resolution. Honorary Directors are not required to pay annual dues. They are entitled to attend Board meetings but are not required to do so and they may receive meeting notices, agendas and minutes. Honorary Directors may not vote on any action of the Board. Honorary Members shall serve for a term of two (2) years. Honorary Directors are not limited to the number of terms for which they may serve, but must be re-appointed and approved by the Board for each term.

SECTION 8 – Board of Governors

A seat on the Board of Governors may be held only by past Board members of the Chamber. To be considered for nomination, a past Board member must have served at least two (2) full terms on the Board. The nominee must have been an active board member and must be in a good standing in his or her community. The nominee must request that he/she be considered for this distinguished position. Those active board members, who have served their full three, three-year terms and are required to leave the board as a result, may ask to be considered for election to the Board of Governors. A "Governor" of the Chamber may remain in this role for a minimum of one (1) year, after which they may request to be placed back into nomination for an open position on the Board of Directors. Persons who sit on the Board of Governors are not required to pay annual membership dues. A Governor is granted full member privileges as well as Director privileges, except that no Governor shall have any voting rights.

ARTICLE IV

GOVERNANCE OF THE CHAMBER

SECTION 1 - Designated Officers

The officers of the Chamber shall be Chairperson, Vice Chairperson, three or more Vice Presidents, Treasurer, and Secretary. Each of whom, the Vice Chairperson excepted, shall be nominated and elected by the Board of Directors from its membership at the first meeting of the Board to be held after the Annual Meeting. The Chairperson shall serve for a term of two (2) years, or until his/her successor has been elected and takes office. The Vice Presidents shall serve for a term of two (2) years, or at the discretion of the Chairperson, or until his/her successor has been elected and takes office. The other officers, excepting the Vice Chairperson, shall serve for three (3) years and may succeed themselves in office. Any number of offices may be held by the same person.

SECTION 2 - Chairperson of the Board

The Chairperson shall be an ex-officio member of all committees and shall preside at all meetings of the Chamber, the Board of Directors, and, the Executive Committee. Subject to approval of the Board, the Chairperson shall appoint all committees.

SECTION 3 - Vice-Chairperson

The nomination committee will bring to the Board of Directors in November the nominees for Vice Chairperson. One of the nominees would be elected as Vice Chairperson in December to take office in January and would retain that seat for a period of 1 year. The "Vice Chairperson" would assume the Chairperson's seat, for a 2-year period, at the end of the 1st year. The "Chairperson" would then move to the position of "Consulting Vice Chairperson" and would retain that seat for 1 year, at which time an election would take place in December to elect a new "Vice Chairperson", starting the cycle over. The Consulting Vice Chairperson would then return to a position on the Board.

This would give the elected "Vice Chairperson" (one) 1 year to become familiar with the Chairpersons duties, as that Vice Chairperson would attend all meetings involving the Chairperson. As the "Vice Chairperson" assumes the seat of the Chairperson, the out-going Chairperson would assume the "Consulting Vice Chairpersons" seat being used as a consultant to the Chairperson for that (one) 1 year until the election takes place.

SECTION 4- Consulting Vice Chairperson of the Board

The Consulting Vice Chairperson of the Board shall serve in an advisory capacity to the Chairperson. At the request of the Chairperson, the Consulting Vice Chairperson shall assist in the performance of official duties to represent the interest of the Chamber at such functions as may be determined by the Chairperson or the Board of Directors. Where the Vice Chairperson is unwilling or unable to serve for any reason, the Chairperson will call a special election to be held as soon as possible.

SECTION 5 - Vice Presidents

Vice Presidents are those Board Members who chair standing committees and shall perform such duties as may be delegated to them from time to time by the Chairperson and the Board of Directors. A Vice President shall be nominated and elected as provided in Section 9 of this Article.

SECTION 6 -Treasurer

The Treasurer shall review the monthly financial activity of the organization. The Treasurer shall render to the Board a monthly income statement and balance sheet and such other financial reports deemed appropriate, and an annual financial statement. The Treasurer may have access to, and complete authority over, all financial books and records of the Chamber, and may be bonded in such sum as the Board may decide.

All checks must be signed by the Chairperson, Treasurer, or President as defined in ARTICLE IV - Section 12 or by such other Directors as may be designated by the Board of Directors. All such instruments and accounts shall be in federally insured deposits.

SECTION 7 - President

The President shall be employed by the Board of Directors at such time and for such a period and compensation as the Board may decide, and shall serve as Secretary to the Board. The President shall abide by the Job Description reviewed and approved by the Executive Committee.

The President shall:

7.1. Initiate and develop programs and projects formulated and executed in conformity with the policies of the Chamber as established by the Board or Executive Committee, and be fully responsible for their execution and consummation.

7.2 Collaborate with the appropriate officers, committees and councils of the Chamber relating to all phases of the Chamber's activities.

7.3 Serve as ex-officio member of all committees.

7.4 Make the books available and open for inspection and examination by the Board or the Executive Committee or the Finance Committee at any time.

7.5 Submit a budget of expenditures for the ensuing year for approval by the Finance Committee, and shall receive money due in the Chamber, give proper receipt therefore, and shall immediately deposit same under the authority of the Treasurer.

7.6 Receive and issue all routine correspondence communications and vouchers.

7.7 Have charge of the offices and headquarters and the personnel thereof, and all books, documents or equipment of the Chamber, except as otherwise herein provided.

7.8 Have charge of the funds of the organization and shall keep the funds in a depository upon such terms and conditions as may be approved by the Board.

7.9 Disburse funds in accordance with these By-Laws.

7.10 Have charge of the checkbook which shall be securely maintained at the Chamber office.

7.11 Appoint, supervise and dismiss employees, as well as establish and administer work rules and hours of employment and recommend compensation of same to the Executive Committee for ratification. Notification to the Board will be given at the next regular board meeting.

7.12 Not enter into any contract to extend beyond 30 days and/or \$2,000 without the approval of the Executive Committee.

7.13 May be bonded in such sum as the Board may decide, paid by the Chamber.

7.14 Not carry voting privileges in any Chamber activity.

SECTION 8 - Secretary

The Secretary or an Assistant-Secretary shall attend all meetings of the Board and shall record all the votes of the Directors and the minutes of the meetings of the Board and of committees of the board in a book or books to be kept for that purpose; shall see that notices are given and records and reports properly kept and filed by the corporation as required by law; shall be the custodian of the seal of the corporation and see that it is affixed to all documents to be executed on behalf of the corporation under its seal; and, in general, shall perform all duties incident to the office of Secretary, and such other duties as may from time to time be assigned to her/him by the Board or the Chairperson.

SECTION 9 - Election of Officers

Nominations and election of Officers shall be conducted in a manner consistent with Article VII concerning the election of directors except that there may be no limit in the number of persons nominated for any office.

SECTION 10 – Public Office

Any paid employee of the Chamber who desires to seek public office must immediately tender their resignation to the Board of Directors.

SECTION 11 - Credit of the Chamber

The credit of the corporation shall not be pledged in any manner except by authority of the Board of Directors conferred upon authorized officers at a regularly convened meeting of the Board.

SECTION 12 – Checks, Vouchers and Legal Documents

Except as set forth herein, checks, vouchers and legal documents shall be signed by any two (2) of three (3) persons designated in this section. Checks aggregating more than \$2,000.00 to any vendor, service provider, or entity during any given, rolling, ninety-day calendar period shall be signed by any two (2) of three (3) persons designated in this section. However checks less than two thousand dollars (\$2,000.00) may be signed by any one of the following three (3):

- A) President
- B) Chairperson
- C) Treasurer

(In the absence, of all three listed above the Board will designate a replacement).

SECTION 13 - Examination of Books

The accounts of the Chamber controlled by the Treasurer and President shall be examined annually under the direction of the Board. Three Board Members or an independent firm may be chosen for this examination.

SECTION 14 - Fiscal Year

The fiscal year of the Chamber shall coincide with the calendar year.

ARTICLE V
COMMITTEES

SECTION 1 - Creation

The Board of Directors shall designate such committees and division of the organization as will best administer its affairs. The Chairperson of the Board shall appoint the chairperson of any committee subject to approval of the Board. Each committee shall consist of one or more Directors of the corporation. The Chairperson may designate one or more Directors as alternate chairperson of any committee, and may replace any absent or disqualified chairperson at any meeting of the committee. In the absence or disqualification of a committee chair, and the alternate or alternates, if any, designated for such chairperson, the members thereof present at any meeting and not disqualified from voting, whether or not they constitute a quorum, may unanimously appoint another Director to act as chairperson at the meeting in the place of any such absent or disqualified chairperson. The chairperson shall be responsible for the selection of committee members. Only members in good standing of the Chamber may serve as members of any committee. Each committee of the board shall serve at the pleasure of the board, except for standby committees as defined in Article V, Section 3.

SECTION 2 – Actions of the Committees

The chairperson of each committee shall keep the Chairperson of the Board completely informed of all actions of the committee. Actions of the committee involving the use of Chamber resources must be approved by the Executive Committee and ratified by the Board of Directors.

SECTION 3 – Standing Committees

The following are the Standing Committees of the Chamber:

- Membership Development
- Business Networking and Events
- Government Affairs
- Finance
- By Laws
- Strategic Alliance
- Nominating

SECTION 4 –Sub-Committees

Any of the standing committees may form a sub-committee and designate a chairperson for such sub-committee with the pre-approval of the Chairperson followed by ratification of the Board of Directors.

ARTICLE VI

MEETINGS

SECTION 1 - Annual Meeting

The annual meeting of the Board of Directors of the Chamber, for election of the Board of Directors and Officers and for suggestions and recommendations as to the policies and activities for the ensuing year, shall be held each January at a place and hour to be selected by the Board of Directors.

SECTION 2 - Regular Meetings

The Board of Directors shall meet on the second Tuesday of each month except the month of August. The Board shall meet no less than eleven (11) times each calendar year. Except that the Board may cancel up to two (2) regular meetings per calendar year due to inclement weather, or any event which may reasonably inhibit the Board from convening. Any such cancellation shall be deemed as a fully attended meeting for purposes of each director's attendance requirement.

SECTION 3 – Executive Committee

The Executive Committee, at the discretion of the Chairperson, shall hold such meetings as are authorized as provided in Article III Section 3 and shall submit a report thereof for review at the next meeting of the Board of Directors.

SECTION 4 - Committees

Committees shall make reports of all activities to the Board and shall hold such meetings as are necessary to conduct their affairs.

SECTION 5 - Special Meetings - Board of Directors

Special meetings of the Board of Directors may be called by the Chairperson at his/her discretion, and shall be called by him/her at the request of nine Directors.

SECTION 6 - Special Meetings - Committees

Special meetings of any committees may be called by the Chairperson of the Board or committee chairperson; provided, however, that the Chairperson of the Board shall call a special meeting of any committee upon the written request of three members of that committee.

SECTION 7 - Notice of Meetings - Special/Regular

Written notice, fax, e-mail or by phone of any special meeting of the Board of Directors of the Chamber shall be given to each member no less than 72 hours prior to the date fixed for such meeting, unless waived by unanimous consent of the Board of Directors.

ARTICLE VII

ELECTIONS

SECTION 1 - Nominations for the Board

A Standing nominating committee shall be composed of the Consulting Vice Chairperson, as chair of this committee and two members of the Board whose terms do not expire at the end of the current year. The Consulting Vice Chairperson may elect to continue to chair this committee beyond his or her term as Consulting Vice Chairperson subject to annual approval of the Board. In the event that the Consulting Vice Chairperson cannot serve as chair of this committee for any reason or upon the expiration of the term of the Consulting Vice Chairperson, then the Vice Chairperson shall chair the committee until the position of Consulting Vice Chairperson is renewed.

The Nominating Committee shall submit a written report to the Board of Directors at the regular October meeting of the Board, proposing no more than two candidates for each position. The list of the candidates so nominated shall be posted in the office of the Chamber no later than November 15th.

Any director may recommend one candidate for each position to be filled on the Board of Directors.

SECTION 2 - One Candidate

In the event that only one candidate shall be nominated for each position to be filled on the Board of Directors, the candidate(s) so nominated shall be voted on and elected at the next regular or special meeting of the Board held in December.

SECTION 3 - More Than One Candidate

In the event that more than one candidate shall be nominated for any position to be filled at the annual election, a list of candidates shall be communicated to the Board no later than November 15th, and an election shall be held in January. Ballots shall be used, which shall be printed upon paper of uniform size, shape and color, without device of any kind, except the words "GREATER NORTHEAST PHILADELPHIA CHAMBER OF COMMERCE". The time and place of holding the election, and such plain directions in regard to making the names of the persons to be voted for, as the Board may prescribe.

3.1 The ballots shall contain in alphabetical order, the name, address and business of all persons nominated present members of the Board to be designated by asterisks with a memorandum stating the number to be voted for.

3.2 A ballot shall be handed to each Director of the Chamber entitled to a vote and present at the meeting in which the election is to be held. No vote shall be counted unless it is on a ballot which has been furnished by the Board of Directors, nor shall any vote be counted on which more persons are voted for than are to be elected.

3.3 A plurality of votes shall be sufficient to elect a candidate.

SECTION 4 - Vacancies -Officers

4.1 Vacancy in the office of Chairperson of the Board shall be filled by the Vice Chairperson of the Board.

4.2 The offices of Chairperson (if unfilled pursuant to subsection 4.1), Vice Chairperson, Secretary or Treasurer, as the case may be, shall be filled by special election by the Board of Directors (from its own membership) for the unexpired term.

SECTION 5 - Vacancies - Directors

The Board of Directors may or may not choose to fill a vacancy arising within the Board of Directors for any unexpired term. If the Board elects to fill a vacancy, the Nominating Committee shall be authorized to nominate one or more candidates for each vacancy. Nominations recommended to the Board by the committee shall be voted on and elected at the next regular or special meeting of the Board. The completion of unexpired terms on the Board shall count toward the two consecutive term limit only if the substitute Director serves more than one-half (1/2) of the term of the Director being replaced.

SECTION 6 - Eligibility

Members eligible for election to the Board of Directors shall include all Regular Members, and Affiliated Regular Members whose affiliation is not currently represented on the Board, who have paid their dues for the current fiscal year, and are not an employee of this Chamber or any other Chamber of Commerce.

No sitting member of the Board of Directors of the Greater Northeast Philadelphia Chamber of Commerce may be eligible for employment by the Chamber.

ARTICLE VIII

PETITIONS TO THE BOARD

Upon the signed request of fifteen (15) of the regular or affiliated regular members who have paid their dues for the current fiscal year, members may submit any question in the form of a petition to the Executive Committee. Upon deliberation, the Executive Committee on behalf of the membership may present the question to the Board for consideration. Upon motion duly seconded, the Board shall vote on the question. A quorum of the votes cast shall decide the question.

ARTICLE IX

QUORUM

Fifteen (15) members of the Board of Directors shall constitute a quorum for the transaction of business at any annual, regular or special meeting of the Board. Three (3) members of the Executive Committee shall constitute a quorum for the transaction of business at any Executive Committee meeting. At the discretion of the majority of the members present at any meeting of the Board of Directors or the Executive Committee, a telephonic or electronic vote may be permitted to constitute a quorum.

ARTICLE X

RULES OF ORDER

All deliberations within the Chamber not provided for in these By-Laws shall be governed by Robert's Rules of Order as determined by the Chairperson of the Board.

ARTICLE XI

EFFECTIVE DATE

These By-Laws shall become effective immediately upon adoption, and all previous and inconsistent by-laws, rules or motions, are repealed and annulled.

ARTICLE XII

REGULAR MEETING ORDER OF BUSINESS

Roll Call
Review & Approval of Minutes
Review & Approval of Financial Report
Chairperson's Report
President's Report
Committees Reports
Old Business
New Business
Open Discussion
Private Directors' Session
Adjournment

ARTICLE XIII

DISSOLUTION

Upon dissolution, no part of the Chamber's funds shall come to the benefit of, or be distributed to, the members of the Chamber. All funds remaining shall be distributed, as required by law, to one or more regularly organized and qualified charitable, educational, scientific or philanthropic organizations to be selected by the Board of Directors.

ARTICLE XIV

BY-LAWS/ADMENDMENTS

These By-Laws may be reviewed and/or revised by the By-Laws Committee at any time deemed appropriate. The By-Laws Committee must review and/or revise the By-Laws at least once every four (4) years.

Their recommendations will be presented to the Board for ratification and approval. The Board will be notified at least ten (10) business days prior to the vote for ratification.

A majority vote of a quorum of the Board is required to ratify and approve changes to the By-Laws.

If no changes are necessary, no vote will be taken and it will be so noted in the minutes of the meeting.