



**AMENDED AND RESTATED  
BY-LAWS  
OF THE  
OLNEY CHAMBER OF COMMERCE**

*Updated November 13, 2024*

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# **AMENDED AND RESTATED BYLAWS OF THE OLNEY CHAMBER OF COMMERCE**

These Amended and Restated Bylaws of the OLNEY CHAMBER OF COMMERCE, INC. (the “Chamber”) are made effective as of November 13, 2024 (the “Effective Date”).

## **Article One Identification, Purpose and Limitation**

### **Section 1.01 Identification**

These Bylaws apply to the operation of the Olney Chamber of Commerce, Inc., a non-partisan, non-sectarian Maryland Corporation. The Chamber shall observe all local, state and national laws, which applies to a non-profit organization including, but not limited to, Section 501(c)(6) of the Internal Revenue Code of 1986, as amended (the “Code”). For purpose of public identity, the Chamber may also be known as "The Olney Chamber,” “The Greater Olney Chamber,” and/or “The Greater Olney Chamber of Commerce.”

### **Section 1.02 Purpose**

The mission of the Olney Chamber of Commerce is to build a vibrant and supportive business community in the Greater Olney area through active engagement of our members. We are dedicated to advocating for member interests, fostering economic growth, and strengthening connections within the community.

### **Section 1.03 Limitation**

The Chamber shall take no part in nor lend its influence or facilities to the nomination, election or appointment of any candidate for city, county, state or national office. Meetings of a solely political nature shall not be held within the premises under control of the Chamber.

## **Article Two Membership**

### **Section 2.01 Eligibility for Membership**

Any person, organization, association or corporation, to be eligible for membership in the Chamber shall:

Conduct a bona fide business, whose business interests are compatible with the mission of the Chamber; or

Represent a civic or service organization; or

Be an individual employed by a business or civic organization that is not a member of the Chamber who desires to be a member of the Chamber in an individual capacity; or

Be an individual whose interests are compatible with the mission of the chamber.

## **Section 2.02      Types of Membership**

### **(a)      Full Membership**

Any eligible person, organization, association or corporation may acquire one full membership in the Chamber and shall be entitled to cast only one vote on any issue. Notwithstanding the foregoing, if an eligible person is a member of the Chamber through the person's membership in an eligible organization, association or corporation, then such eligible person shall not be permitted to promote such eligible person's own business unless such eligible person's own business is also a standalone member of the Chamber.

### **(b)      Honorary/Courtesy Membership**

The Board of Directors may confer, by majority vote, an Honorary/Courtesy Membership to any person whom the Board desires to recognize. Similarly, the Executive Director may confer an Honorary/Courtesy Membership to any person whom the Executive Director desires to recognize. Said member shall not vote, pay dues, or hold office. Honorary/Courtesy memberships may be revoked by majority vote of the Board of Directors at any time.

### **(c)      Special Rules Applicable to Member-Driven Organization Members**

The rules set forth in this Section 2.02(c) shall apply only to member-driven organizations ("MDOs") who are members of the Chamber. To the extent there is a conflict between the provisions of this Section 2.02(c) and the other provisions of these Bylaws, the terms of this Section 2.02(c) shall control.

Any member who is an MDO shall be permitted to designate no more than two (2) representatives of its organization to vote as a member of the Chamber and have access to its member page on the Chamber website. The MDO must notify the Executive Director of the identity of its two (2) representatives and must notify the Executive Director of any changes to its designees. The MDO may change its designees at the Executive Director's discretion.

A member of an MDO may not be eligible to serve on the Board unless such member is separately a member of the Chamber through its own business or another non-MDO member.

## **Section 2.03      Application for Membership**

Application for membership shall be submitted to either the Board of Directors or the Executive Director. If selected for membership, the member agrees to abide by the Bylaws, rules and regulations of the Chamber, as amended from time to time.

#### **Section 2.04 Acceptance of Membership**

Applicants meeting the eligibility requirements of the Chamber, as amended from time to time, may be accepted for membership by the Executive Director. The Executive Director or Board of Directors may refuse membership to any person, organization, association or corporation for any reason in its sole and absolute discretion.

#### **Section 2.05 Dues**

Members shall pay an annual membership fee as established by the Board of Directors. Holders of Honorary/Courtesy Memberships are exempt from payment of dues.

#### **Section 2.06 Termination**

A member may resign by providing written notice to the Board of Directors.

The membership of any member who has not paid dues within seventy-five (75) days of the due date shall automatically be terminated, and all rights and privileges shall then be revoked. The member will be so notified in writing by the Board of Directors or the Executive Director. Membership may be reinstated by the payment of dues in full.

Any member may be expelled by the affirmative vote of two-thirds (2/3) of the Board of Directors at a regularly scheduled meeting thereof where a quorum is present for conduct unbecoming a member or prejudicial to the aims or repute of the Chamber. Such expulsion may only occur after reasonable notice to the subject member and opportunity for the subject member to have a hearing before the Board of Directors at the next regularly scheduled meeting of the Board of Directors. Upon expulsion of a member, any dues already paid to the Chamber by the expelled member shall be forfeited by the member and shall not be returned by the Chamber.

### **Article Three Fiscal Year**

The fiscal year of the Chamber shall be from July 1 through June 30.

### **Article Four Parliamentary Procedure**

The proceedings of the Chamber meetings shall be governed and conducted according to Roberts Rules of Order and these Bylaws. To the extent there is a conflict between Roberts Rules of Order and these Bylaws, these Bylaws shall control.

## **Article Five**

### **Membership Meetings and Elections**

#### **Section 5.01 Quorum**

At all membership meetings, ten percent (10%) of the current voting members in good standing shall constitute a quorum. Proxy votes shall be accepted.

#### **Section 5.02 Regular and Special Membership Meetings**

The Board of Directors may hold membership meetings whenever it may be considered necessary or desirable. In addition to any discretionary membership meetings in accordance with the previous sentence, the Board of Directors shall call a membership meeting upon written petition signed by not less than ten percent (10%) of the current voting members in good standing.

#### **Section 5.03 Annual Election**

The Board of Directors shall ensure an election is completed in May of each year for the purpose of selecting Directors for the coming fiscal year. *See* Article Six for details.

#### **Section 5.04 Notice of Meetings**

Notice of all membership meetings shall be given to each member at least five (5) days in advance of the day of the meeting.

## **Article Six**

### **Annual Elections**

#### **Section 6.01 Election Cycles for Positions on the Board of Directors**

The Board of Directors will oversee an election in May of each year, beginning in 2025, for the purpose of selecting Directors for open positions on the Board. Elected Directors will officially take office on the July 1<sup>st</sup> following an election. By way of illustration only, if an election occurs in May 2025, then the members who are elected to serve on the Board of Directors will take office on July 1, 2025, and will serve a three (3) year term through June 30, 2028.

#### **Section 6.02 Election Procedures**

The Board will be elected according to the following process:

No later than March 1<sup>st</sup> of each year, the Nominating Committee will meet to review applications submitted from the general membership during the period beginning on July 1<sup>st</sup> of the previous year through February 1<sup>st</sup> of the current year and may suggest their own candidates as well. The Nominating Committee will research and interview the pool of candidates for open positions on the Board.

No later than April 1<sup>st</sup> of each year, the Nominating Committee will develop a proposed slate for the entire Board for the upcoming fiscal year, which slate shall include nominees for open positions on the Board as well as Directors who are then-serving a term.

The Nominating Committee will present the proposed slate for the entire Board for the upcoming fiscal year to the existing Board at the April Board meeting for review and approval.

On or about May 1<sup>st</sup> of each year, the Board will present the proposed slate (as approved by the existing Board) for the Board for the upcoming fiscal year to the membership for a vote via an electronic poll. The poll shall offer the membership the ability to vote for the open seats on the Board only and shall not provide the ability for “write-in” candidates. The electronic poll shall provide the membership with a reasonable amount of time to submit votes (no less than five (5) business days).

At the June meeting of the Board, the Nominating Committee shall report the results of the membership poll to the Board and the new Board shall commence effective July 1<sup>st</sup> and shall be in effect until June 30<sup>th</sup> of the following year. Although the Board shall commence its role effective July 1<sup>st</sup>, there shall be a “swearing in” at the next business meeting of the Chamber following July 1<sup>st</sup> that is purely ceremonial in nature.

## **Article Seven**

### **Board of Directors**

#### **Section 7.01      Structure**

The governance of the Chamber, the direction of its work and the control of its property shall be vested in a Board of Directors (also referred to as the “Board” herein) consisting of no less than eleven (11) members but no more than fifteen (15) members, as may be determined by the Board of Directors from time to time. Each member shall be referred to as a “Director” herein. The Board shall elect Four (4) Directors to serve as the Officers. The Officers shall each serve for not more than one three (3)-year term unless approved otherwise by the Board. Whenever possible, one (1) Director may be the immediate past President. The remaining Directors shall be elected for staggered terms of three (3) years such that approximately one-third (1/3) of the Board is up for election in each year. The Directors may adopt rules for conducting the business of the Chamber.

#### **Section 7.02      Vacancies**

The Board shall have the power to fill all vacancies on the Board. In the event of a vacancy on the Board of Directors or a vacancy in one of the Officer positions, the President shall appoint any such Director or Officer, subject to the approval of the Board by a majority vote. The person so appointed shall assume the existing term of the Director or Officer that such person is replacing.



### **Section 7.03 Responsibilities of a Board Member**

Each Board Member is expected to fulfill the following responsibilities:

- (a) Strategic Guidance: Board members help set the Chamber's strategic direction, ensuring it aligns with the community's needs and business interests.
- (b) Coordination with Staff: The Board focuses on governance, direction, and vision. Staff manages day-to-day operations within the parameters set by the Board. This partnership fosters goal achievement, prevents micromanagement, and avoids overburdening volunteer leaders. Board members govern; staff members manage.
- (c) Governance & Oversight: They provide governance oversight, ensuring the Chamber adheres to legal and ethical guidelines.
- (d) Financial Acumen: Financial expertise is valuable for budget approval, fundraising activities, and ensuring the Chamber's financial health.
- (e) Advocacy: Board members act as champions for the business community, advocating for policies that promote economic growth.
- (f) Membership Development: They actively engage with members, understand their needs, and contribute to programs that benefit them.
- (g) Time Commitment: Regular Board meeting attendance, committee work, and participation in Chamber events are expected.
- (h) Code of Conduct and Commitment Form: Sign the Commitment Form and abide by the Code of Conduct, which shall be modified at the discretion of the Board from time to time.

### **Section 7.04 Performance Reviews**

Each Board member shall be subjected to at least one (1) performance review per year to be completed by February 1<sup>st</sup>. The Executive Committee, led by the President, shall conduct the performance reviews in a manner determined by the Executive Committee. The Executive Committee shall conduct the President's review. The Executive Committee shall provide each Board member at least thirty (30) days' notice of such Board member's review and each Board member shall have an opportunity to provide a written self-assessment of the Board member's performance to the Executive Committee prior to the Board member's review.

### **Section 7.05 Board of Directors Meetings**

The Board shall meet at regular periods, but not less than six (6) times during a fiscal year. The time and place of each meeting shall be fixed by the Board.

### **Section 7.06 Attendance at Board of Directors Meetings**

Members of the Board of Directors shall make every effort to attend each meeting of the Board.

If a Board member is absent from two (2) consecutive regular meetings without prior notification to the Executive Director, President or Executive Vice President, the President shall send the Board member a written warning of possible expulsion from the Board prior to the next regularly scheduled Board meeting. If the subject Board member misses a third consecutive meeting after receipt of the written warning and without notification to the Executive Director, President or Executive Vice President, the President shall send the subject Board member a final notice assuming resignation of the subject Board member.

**Section 7.07 Quorum**

A majority of the total number of active Board of Directors members must be present to constitute a quorum at any meeting.

**Section 7.08 Board of Directors as Employer**

The Board of Directors may employ individuals as the Board deems necessary and appropriate to carry out the mission of the Chamber. The terms and conditions of such employment (including termination of employment) shall be determined by the Board of Directors, and shall be approved by a majority vote of the Board of Directors.

## **Article Eight Officers**

**Section 8.01 Structure**

The Officers of the Chamber shall be as follows: (a) President, (b) Executive Vice President, who also oversees financials, (c) Vice President of Membership, and (d) Vice President of Programming, who shall be elected from among the Board by the Board.

**Section 8.02 Selection of Officers**

A Board member must have served on the Board for a minimum of one (1) year before becoming eligible to serve as an Officer unless the Board agrees otherwise by a majority vote.

At the June business meeting of the Board, the Board shall select the Officers to serve for the following fiscal year. Officers shall be selected by majority vote of the Board.

**Section 8.03 President**

The President shall:

Preside at all meetings of the Chamber Membership, Board of Directors and of the Executive Committee;

Ensure all orders and resolutions of the Board of Directors and of the Executive Committee are properly executed;

Serve as Chair of the Executive Committee;

Appoint all committees, subject to the approval of the Board of Directors;

Shall be a member of the Nominating Committee and may be a member of any other committee;

Recommend to the membership or the Board of Directors such matters and suggestions as may tend to promote the mission of the Chamber as stated in these Bylaws;

Execute all conveyance contracts and agreements authorized by the Board of Directors;

Focus on Membership satisfaction and Chamber value;

Help other Board members identify new ways to fund Chamber activities;

Assist other Board members in crafting strategic goals and make recommendations to achieve those goals;

Promote the Chamber's role in civic and business development;

Represent the Chamber publicly through presence at Chamber events and within the community when Chamber representation is requested or required;

Support a culture of continuous improvement;

Provide support to the Executive Director and its staff;

Oversee policy and changes to these Bylaws; and

Perform such other duties as are generally delegated to Officers.

#### **Section 8.04      Executive Vice President**

The Executive Vice President shall:

Act in the absence of or inability of the President to act;

Shall execute such duties as may be delegated by the Board of Directors;

Together with the Executive Director, serve as overall custodian of all funds of the Chamber,

Review and approve monthly financial reports to be presented to the Board of Directors; and

Ensure that the Chamber carries all required insurance and surety bond.

## **Section 8.05 Vice President of Membership**

The Vice President of Membership shall:

Together with the Executive Director, develop and retain good relationships with current members of the Chamber;

Together with the Executive Director, work to ensure satisfaction and retention of current members;

Together with the Executive Director, oversee recruitment of new members;

Together with the Executive Director, serve as liaison between members of the Chamber and the Board of Directors;

Together with the Executive Director, expand the Chamber brand and awareness in the business community;

Together with the Executive Director, assist the Chamber members' ability to expand their networks and customer base; and

Together with the Executive Director, develop and oversee the implementation of programs to facilitate member outreach.

## **Section 8.06 Vice President of Programming**

The Vice President of Programming shall:

Provide guidance and resources to program and event planning teams, ensuring they have the necessary means to develop and execute successful initiatives;

Oversee all aspects of Chamber events to ensure alignment with strategic goals, quality standards, and the Chamber's overall brand. Collaborate closely with event teams on logistics, speaker management, and vendor relationships;

Assist teams in identifying and engaging with key community partners for broader event reach and participation;

Collaborate with teams to track program and event budgets, ensuring adherence and offering support with financial decision-making when needed;

Help teams collect post-event data, analyze feedback, and identify key takeaways to inform future program and event improvements;

Work with the Executive Director to develop and implement effective marketing strategies that promote events, increase attendance, and support the Chamber's overall mission; and

Ensure attendance by Chamber representative (including staffing) for scheduled programming events.

**Section 8.07      Delegation of Duties to the Executive Director**

By resolution of the Board of Directors, any portion of the above enumerated duties and obligations may be delegated to the Executive Director, a subordinate of the Executive Director, or a Chamber member as the Board of Directors, in its absolute discretion, may direct.

**Article Nine  
Executive Director**

**Section 9.01      Appointment**

Subject to the control and supervision of the Board of Directors, the Executive Director shall have general supervision, direction and control of the business and affairs of the Chamber and shall have the general powers and duties of management usually vested in the office of Executive Director and shall have such other powers and duties as may be prescribed by the Board of Directors and by these Bylaws.

The Executive Director shall be authorized to attend and participate in the meetings of all committees of which the Executive Director is not otherwise a member. The Executive Director shall attend all regularly scheduled and special meetings of the Board of Directors. Under the supervision of the Board of Directors, the Executive Director shall perform such acts necessary and appropriate to effectuate the actions, directives and policies of the Board of Directors.

**Section 9.02      Function of the Executive Director**

The Executive Director shall:

Act as custodian for all records and reports;

Be responsible for keeping and reporting adequate records of all transactions, including but not limited to financial;

Be responsible for notifying all members of membership meeting by mail, e-mail, social media, or fax at least five (5) business days prior to each meeting;

Be responsible for all correspondence by the President and any other members of the Executive Committee;

Together with the Executive Vice President, serve as Custodian of all funds of the Chamber;

Receive and disburse funds to carry out the budget as approved by the Board;

Keep all monies of the Chamber deposited in its name;

Be responsible for the recording and maintenance of minutes of all meetings of the Chamber and the Board of Directors;

Keep deposit slips with the names of monies received from for audit;

Assist the Executive Vice President in preparing the monthly financial reports to be presented to the Board of Directors;

Collect money at the door for all functions of the Chamber;

Have charge of the routine business of the Chamber between meetings of the Board;

Have the authority to order disbursements and grant to any committee a reasonable amount of money for special work provided such amount shall not exceed the budget allowance for that work as previously approved by the Board; and

Work with members of the Executive Committee to support their roles and functions as set forth elsewhere in these Bylaws.

### **Section 9.03 Deputy Director and Additional Staff**

The Board may hire a Deputy Director and additional staff to support the Executive Director on an as needed basis. The Executive Director may delegate its duties to the Deputy Director or any other staff person hired under the provisions of this Section that the Executive Director has the authority or mandate to perform under the provisions of these By-laws.

## **Article Ten Indemnification**

The Chamber may, by resolution of the Board of Directors, provide for indemnification by the Chamber of any and all current or former officers, directors and employees 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 officers, directors or employees of the Chamber, except in relation to matters as to which such individuals shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability for negligence or misconduct. The Chamber shall purchase and maintain Directors and Officers liability insurance covering officers, directors and other volunteers of the Chamber, when acting in their official capacities. The Chamber shall purchase and maintain the appropriate fidelity bond for all staff and other persons who handle funds for the Chamber. The cost of such insurance and bonds shall be included in the annual budget and is subject to review and approval or the Board of Directors.

## **Article Eleven Finances**

### **Section 11.01 Budget**

The Executive Director shall be responsible for the preparation of the Budget and shall make a recommendation of the Budget for the following fiscal year for the Board of Directors at the May Board of Directors meeting.

### **Section 11.02 Disbursements**

No debts shall be incurred, or money disbursed, except by approval of the Board of Directors, provided, however, that such approval may be given through the adoption by the Board of Directors of an annual budget to cover the annual operating expenses. Said expenditures shall not exceed the adopted budget.

## **Article Twelve Committees**

### **Section 12.01 Structure**

The Board of Directors shall authorize and define the powers and duties of all committees. The standing committees of the Olney Chamber of Commerce shall be the Executive Committee and the Nominating Committee.

Ad Hoc Committees may be formed by the President and/or the Board of Directors for a specific project or undertaking. Committee appointments, excluding the Executive Committee, shall be made by the President of the Chamber subject to the Bylaws and confirmation of the Board of Directors. Membership on Committees shall be open to all Chamber members, not just Board members.

### **Section 12.02 Executive Committee**

#### **(a) Composition of the Executive Committee**

The Executive Committee shall be comprised of:

- the President (Chair);
- the Executive Vice President;
- the Vice President of Membership, and
- the Vice President of Programming.

**(b) Responsibilities of the Executive Committee**

The Executive Committee shall:

Hire, evaluate, and support the Executive Director;

Provide oversight and support to the Chamber’s leadership and management team, including the Executive Director;

Develop and present a tentative plan of work for the new fiscal year at the annual board retreat meeting;

Conduct performance reviews of Board members as set forth in Section 7.04; and

Refer matters brought before it as necessary to a proper standing or special committee, or to the Board.

If the Executive Committee reaches an impasse on any decision within its purview, the decision shall be made by a majority vote of the entire Board.

**Section 12.03 Nominating Committee**

**(a) Composition of the Nominating Committee**

The Nominating Committee shall be comprised of:

the President;

the Executive Director;

a Director who is not on the Executive Committee, which member shall be selected by the President and the Executive Director jointly each year and who shall not be selected to serve on the Nominating Committee in consecutive years; and

a Member-at-Large who shall be selected by the President and the Executive Director jointly each year, and who shall not be selected to serve on the Nominating Committee in consecutive years.

The Nominating Committee shall not consist of any member who is up for election in a given year.

**(b) Responsibilities of the Nominating Committee**

The Nominating Committee shall:

Follow the procedure set forth in Section 6.02 regarding the process for nominating and electing members to serve on the Board;



Determine the number of positions to fill on the Board (not to exceed the Board size set forth in Section 7.01); and

Reviewed the Bylaws in their entirety each year and update as required.

If the Nominating Committee reaches an impasse on any decision within its purview, the decision shall be made by a majority vote of the entire Board.

## **Article Thirteen**

### **Eligibility For Election to the Board of Directors**

#### **Section 13.01      Qualifications**

An individual (or the organization the individual represents) must be a member in good standing of the Chamber for a period of not less than one (1) year prior to selection by the Nominating Committee as a candidate to fill a vacancy on the Board of Directors. A member may be regarded in good standing by the Nomination Committee if:

Membership dues are paid as required;

No action is being taken by the Board of Directors to remove the prospective candidate from a position on the Board of Directors.

No action is being considered or taken by the Board of Directors to remove the prospective candidate from membership in the Chamber.

## **Article Fourteen**

### **Amendments**

The Bylaws may be amended or altered by a two-thirds (2/3) vote of the Board. If the Board approves an amendment to the Bylaws, the amendment shall be presented to the entire membership by electronic means and the membership shall be provided two (2) weeks to note an objection to the Board in writing. If no objections are received, the amended Bylaws will be deemed to have passed and shall be effective immediately.

If objections are received, the Board will discuss them and may further amend the Bylaws if necessary. If the draft Bylaws are further amended, the new draft must be submitted to a vote by the Board and then to the membership in accordance with the provisions of the above paragraph.

A complete set of Bylaws shall be available to the Chamber membership through the Chamber website.

## **Article Fifteen**

### **Dissolution of the Chamber**

In the event of the dissolution of the Chamber, howsoever caused, all property and funds of the Chamber, which remain after satisfaction of all of its debts and liabilities, shall, within six (6) months, be distributed to appropriate agencies or entities, for public purpose at the discretion of the Board of Directors.

## **Article Sixteen**


### **Notice**

Any notice required by these Bylaws shall be in writing, sent by regular, U.S. mail, postage paid, by e-mail, by social media, or by fax, unless another form of notice is specifically required. Notice by e-mail or by fax shall be made to the e-mail address or fax number on file in the records of the Chamber.

*[Signature Appears on Following Page]*

These Bylaws have been adopted as of the Effective Date.

**OLNEY CHAMBER OF COMMERCE, INC.**, a non-partisan,  
non-sectarian Maryland Corporation

By:   
Matt Quinn (Dec 4, 2024 15:55 EST)  
\_\_\_\_\_  
Matthew Quinn, President