

**BYLAWS
OF THE
TINIAN CHAMBER OF COMMERCE**

A COMMONWEALTH NON-PROFIT CORPORATION

ARTICLE I.

Name

Section 1.01. The name of this non-profit corporation shall be: **the TINIAN CHAMBER OF COMMERCE, INCORPORATED.**

ARTICLE II.

Principal Office

Section 2.01. The location of the principal office of the corporation is the 2nd floor of the Tinian Bank of Guam Building in San Jose Village, Tinian. The address of the principal office shall be, P.O. box 800, Tinian MP 96952.

ARTICLE III.

Members and Meetings of the Members

Section 3.01. There shall be six (6) categories of membership in the corporation. They are:

Regular (Business) Membership: Any person, proprietorship, business, firm, corporation, partnership, joint stock company, association, trust or estate possessing lawful authority to do business in Tinian and Aguiguan may become a regular member of the Tinian Chamber of Commerce by subscribing to its purposes, policies and procedures as expressed in these By-Laws, and shall pay any prescribed fees and dues set forth by the Board of Directors of the Tinian Chamber of Commerce.

Associated Membership: Any person desiring to assist in furthering the purposes of the Tinian Chamber of Commerce as set forth in the Articles of Incorporation and who wishes to associate himself with the Chamber, may apply for an Associate membership which may be accepted and approved in accordance with the provisions of the Article. An associate Member may vote but may not hold office at the Board level. Associate Membership is for persons who are not actively engaged in commerce as management personnel or principals of a company, but who have an interest in the well being of the community and the Chamber's purposes. Such members are required to pay annual dues as indicated by the Board of Directors.

Organizational Membership: Organizational members are defined as those organizations, which are established by law as non-profit organizations. Organizational members are entitled to one vote but shall not hold office. Such members are required to pay annual dues as indicated by the Board of Directors.

Honorary Membership: Distinction in public office or affairs may confer eligibility for honorary membership. Honorary members shall have all the privileges of members, except the right to vote, or hold office, and shall be exempt from payment of dues. The Board of Directors shall confer or revoke honorary membership by a two-thirds (2/3) vote. An Honorary Member may choose to donate dues to the Chamber if they choose.

Government Membership: Government members are defined as departments, divisions, agencies or entities of the CNMI, Municipal or Federal Governments. Government members are non-voting members, are eligible to chair committees, but may not hold office at the Board level. Such members are required to pay annual dues as indicated by the Board of Directors.

Off-Island Business Affiliate Membership: An Off-Island Business Affiliate member is defined as a Business which (a) Does not have a business license or Certificate of authority in the CNMI, (b). Does not carry out commercial activities in the CNMI, and (c). Is a member in good standing of an off-island chamber and engages in business at the location. An Off-Island Business Affiliate member is a non-voting member and is not eligible to hold or chair a committee. Such members are required to pay annual dues as indicated by the Board of Directors.

Section 3.02. The Board may, by a majority vote, grant any membership on such terms and conditions as it deems appropriate. Any application for membership shall be in writing, on forms provided for that purpose and signed by the applicant. The applications shall be submitted to a membership committee, the members of which shall be appointed by the Board, which shall review applications and submit its recommendations to the Board of Directors. Any applicant accepted by the Board's majority vote shall become a member upon payment of the regularly scheduled dues unless exempted from payment of dues. Every decision of the Board with regard to membership shall be reported to the general membership at the next regular meeting, and shall be final unless overridden by a two-thirds (2/3) vote of the members presents.

Section 3.03. Members shall pay dues and fees set forth in these by-laws or as set by the Board of Directors. New members shall pay the prescribed initiation fee and one year's dues in advance or as otherwise allowed by the board of directors. After the first year's membership, dues are payable in advance or may be paid annually, semi-annually, quarterly or monthly in advance. All memberships are for a term of one year beginning Jan. 1st – Dec. 31st which period is here by designated as the corporation's fiscal year. If an applicant's membership application is decline, the prepaid first year's dues will be refunded.

Section 3.04. Any member may resign from the Chamber upon written notification to the board of Directors. The Board of Directors may, be a two-thirds (2/3) vote, expel a member, for conduct unbecoming a member or contrary to the purposes of the Chamber. The member shall be given notice and opportunity to be heard.

Section 3.05. Each member and members of the Board of Directors who's membership is paid in full shall have one vote. A member or board member shall only cast a single vote as a general member of the Chamber or as a board member for each Tax Identification number related to the business registered as a member or board member with the Chamber. Board members are governed by this same rule during board meetings but are allowed to vote by proxy if necessary.

Section 3.06. Any member may appoint individuals and alternates as it's representative in Chamber activities, and may change its representative upon written notice. Only the representative (in his absence, the alternate) may vote for and on behalf of the member.

Section 3.07. The Chamber shall not discriminate against any person on the basis of race, color, religion, sex, citizenship, handicap, or nationality.

Section 3.08. The annual meeting of the members shall be held, each year, at a time and place to be designated by the Board of Directors and such location shall be promulgated in the Notice of the Meeting to be served on the recipient at his or her place of residence or place of business, or by email notice at least five (5) days prior to the date of the meeting.

Section 3.09. The business to be conducted at each annual meeting shall be the election of the Board of Directors, a review and discussion of the affairs of the corporation and such other business as may properly be brought before the members assembled.

Section 3.10. Special meetings of the members for any purpose may be called by the President, Vice-President or Secretary/Treasurer, or by the Board of Directors, or by less than one-fifth (1/5th) of the members.

Section 3.11. General Membership meetings of the Chamber shall normally be scheduled on the third Thursday of each calendar month. However, the President may call general membership meetings at any time, or upon petition writing of any ten members. Email notice of such meetings shall be sent to each member at least five days prior to such meetings. Committee meetings may be called at any time by the Chairperson, the President, or Vice President.

Section 3.12. At the annual meeting of the Chamber of Commerce and at any duly called general membership meetings of the Chamber, 51 per cent of the listed members shall constitute quorum. At duly called committee meetings, a majority of the members of a committee shall constitute quorum. A quorum on a particular issue maybe constituted when the number of completed surveys on that issue plus the members present is greater than 51 per cent.

ARTICLE IV.
Board of Directors

Section 4.01. A Board of Directors consisting of the President, Vice President, Secretary and Treasurer and three other Directors shall govern the Tinian Chamber of Commerce. The three other Directors of the Board shall be elected to the Board in the same manner as the officers of the Chamber, by general membership vote.

Section 4.02. A person may serve on the Board of Directors only if there dues are paid in full.

Section 4.03. The directors shall have the power to fill all mid-term vacancies on the board. The Board shall have the power and responsibility for formulating all policies for the Chamber, direct its work and activities, and control its assets and liabilities.

Section 4.04. The Board shall meet not less than once a month at such time and location as it designates. A majority of its members shall constitute a quorum. The Board may transact any business when a quorum is present, except as otherwise provided in these by-laws.

Section 4.05. The absence of any Board member for three consecutive Board meetings is an automatic termination from the Board. The vacancy shall be filled by majority vote of the Board for a nomination to the general membership for confirmation by vote of the General Membership.

Section 4.06. The Chairperson or three Directors of the Board may call a special meeting of the Board at any time. Notice of such meeting shall be an email notice ,not less than twenty-four hours before the meeting. The notice shall state the purpose of the meeting.

Section 4.07. The Secretary or his/her designee shall take the minutes of the Board meetings. The Board may, at its discretion, hire a recording secretary to assist the Secretary in recording the proceeding of the Board and the general membership meetings.

Section 4.08. Directors other than officers of the Chamber shall serve for a term of two years except during the ten year of the first Board elected. Two Directors shall be elected in even numbered years and one shall be elected in odd numbered years; except that in the original Board, all three Directors shall be elected at the same time. Such election shall be held after the adoption of these by-laws. In that election, the one Director receiving the lesser number of votes shall serve for only one year and the two directors receiving the greater number of votes shall serve two years.

Section 4.09. A nominating committee with not less than five members may be created by the President with the approval of the Board for the purpose of proposing a slate of nominees for directors and officers. Any member may make other nomination from the floor, or by filing the name(s) of the nominee(s) with the President before the day of the election.

Section 4.10. Members of the Board of Directors shall not receive any stated salaries but by resolution of the Board, a fixed sum and expenses, if any, may be allowed for attendance at any regular or special meeting. Nothing herein shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation therefore.

**ARTICLE V.
Officers**

Section 5.01. The initial Officers of the Corporation and their titles shall be as are designated in the Article of Incorporation of the corporation at Article V, section 5.01.

Section 5.02. The members shall elect a President, a Vice-President and a Secretary/Treasurer for a term of one year at the first meeting of the members to be held not more than sixty (60) days from the date of incorporation and thereafter at the annual meeting of the corporation.

Section 5.03. The President shall conduct all meetings of the members and and serve as Chairman of the Board of Directors, and shall perform all other duties customarily incident to the office of the President and recommend and advance to the members or the Board of Directors such as matters as in his or her opinion will advance the work and purposes of the corporation.

Section 5.04. The Vice President shall act as President in the absence of the President and shall assume the Presidency for any un-expired term caused by the President's incapacity and/or inability from any cause, to serve out his or her term.

Section 5.05. The Secretary shall record and maintain an accurate record of all the proceedings and activities of the corporation and shall receive and disburse funds of the corporation. The Treasurer shall keep all corporate funds in an interest bearing account in a local bank approved by the Board of Directors and deposited in the name of the corporation. Any disbursement shall be by way of bank check on the corporate account and shall be signed by both the President of the corporation and the Treasurer. The Treasurer shall be responsible for keeping an accurate account of receivables and disbursements and shall report the contents of such account upon request of the Board of Directors, and any other officer or any member of the corporation.

**ARTICLE VI.
Committees**

Section 6.01. Standing, ad hoc, and other committees to carry on the work and purposes of the corporation may be established by the Board which shall designate the process of selection therefore, the terms of membership on the committee and the powers and duties of the various committees designated.

ARTICLE VII.
Contracts, Checks, Drafts, and Orders

Section 7.01. The Board may authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of the corporation.

Section 7.02. All checks, drafts, and orders for payment of money, notes or other evidence of indebtedness issued in the name of the corporation shall be signed as these By-Laws dictate or by such person or persons as may be designated by resolution of the Board.

ARTICLE VIII.
Gifts and Grants

Section 8.01. The Board may accept any contribution, gift, bequest, devise or grant given for any purpose of the corporation and in the case of grants any funds received shall be controlled in accordance with the procedures established by the grantor agency.

ARTICLE IX.
Amendments

Section 9.01. These By-Laws may be amended, altered or repealed, and new By-Laws may be adopted by a majority vote of the Directors only after seeking ratification of the proposed amendment, alteration, repeal or adoption of the by-law from the general membership of the chamber. The general membership shall ratify any proposed amendment, alteration, repeal or adoption of by-laws only by a majority vote approval called for in a general membership meeting called by the President.

WHEREFORE. I attest and acknowledge, on this ____ day of _____
2009, that the above By-Laws have been reviewed and approved by the Board of
Directors of the Corporation, and I hereby affix my signature as Secretary/Treasurer of
the Corporation.

Allen Perez
Secretary/Treasurer