

Saipan Chamber of Commerce

BY LAWS





**SAIPAN CHAMBER OF COMMERCE
MISSION STATEMENT**

The Saipan Chamber of Commerce exists to accomplish these purposes:

To develop, encourage, promote, and protect the commercial, professional, financial, and general business interest in Saipan

To promote the civic interest and the general health and welfare of the community of Saipan

To promote trade and commerce and to foster, develop, and protect the industries of Saipan

To encourage the development of transportation, communications, and the infrastructure of Saipan

To encourage the development of human resources of Saipan

To initiate, promote, and support laws and regulations which will benefit business in general

To provide a forum for the expression of the sentiments of the business community regarding matters affecting its interests

To promote and preserve the practice of sound business ethics, and

To develop and promote working relationship between the Saipan Chamber of Commerce and its sister chambers in the CNMI, Micronesia, and internationally

Article 1: General

Article I: Section 1. Name

This Organization is incorporated under the laws of the Commonwealth of the Northern Mariana Islands and is hereby named the SAIPAN CHAMBER OF COMMERCE, INC.

Article I: Section 2. Purpose

The purpose of the SAIPAN CHAMBER OF COMMERCE, INC. are:

- A. To develop, encourage, promote the commercial, professional, financial and General business interest in Saipan;
- B. To promote the civic interest and the general health and welfare of the community of Saipan;
- C. To promote trade and commerce and to foster, develop, and protect the industries of Saipan;
- D. To encourage the development of transportation, communication, and the infrastructure of Saipan;
- E. To encourage the development of human resources of Saipan;
- F. To initiate, promote, and support laws and regulations which will benefit business in general;
- G. To provide a form for the expression of the sentiments of the business community regarding matters affecting its interest; and
- H. To develop and promote working relationships between the Saipan Chamber of Commerce and its sister Chambers on the CNMI, in the Micronesian Area in the US mainland, and internationally.

Article I: Section 3. Area

The SAIPAN CHAMBER OF COMMERCE, INC. shall function for and in the island of Saipan, U.S. Commonwealth of the Northern Mariana Islands.

Article I: Section 4 Non Profit Status

The SAIPAN CHAMBER OF COMMERCE, INC. shall be non-profit, and shall not affiliate with any

political party. This does not prohibit the Chamber from becoming a member of other non-profit figure organizations having similar purposes, or to work in concert with other such organizations.

Article II: Membership

Article II: Section 1. Types of Membership

A. Regular (Business) Membership:

Any person, proprietorship, business, firm, corporation, partnership, joint stock company, association, trust or estate possessing lawful authority to do business in Saipan, may become a regular member of the Saipan Chamber of Commerce by subscribing to its purposes, policies, and procedures as expressed in these Bylaws, and shall pay any prescribed fees and dues as indicated on the Dues and Fee Schedule.

B. Associate Membership:

Any person desiring to assist in furthering the purpose of the Saipan Chamber of Commerce as set forth in Section 2, Article 1, 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 this article.

An Associate Member may vote and may hold office at Board level. Associate Membership is for persons who are not actively engaged in commerce as management personnel or principles of a company, but who have an interest in the wellbeing of the community and the Chamber's purposes. Such members are required to pay annual dues as indicated on the Dues and Fees Schedule.

C. Government Membership:

Government members are defined as departments, divisions, agencies, or entities of the CNMI, Municipal, or Federal Government. Government members are voting members, and are eligible to chair committees but may not hold office Board level. Such members are required to pay minimal annual dues according to the current dues and fees schedule, for the purposes of covering communications and administrative costs.

D. 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.

E. Non-profit Organizational Membership:

Non-profit organizational members are defined as those organizations which are established by the CNMI Constitution, or laws, and/or are chartered by the CNMI Government as a non-profit organization. Organizational members are entitled to one vote and may hold office. They are required to pay annual dues as indicated on the Dues and Fees Schedule.

F. Ex-officio Membership:

Board may appoint ex-officio members to committees when their particular expertise is needed. Ex-officio

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 ex-officio membership by a two-thirds (2/3) vote.

Article II: Section 2. Application for Membership

The Board may 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 application shall be submitted to the Membership Committee, which shall review applications and submit its recommendation to the Board of Directors. Any application accepted by the Board shall become a member upon payment of the regularly scheduled dues as provided in Section 3 of this Article, 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 present.

Article II: Section 3. Dues

Members shall pay dues as set forth in these Bylaws and defined in the attached Fees and Dues Schedule, or as set by the Board of Directors.

New members shall pay the year's dues at the time of membership application (see attached Schedule of Fees and Dues). These dues will cover the period of time from membership acceptance and activation through December 31 of the calendar year of membership.

If an applicant's membership application is declined, the prepaid year's dues will be refunded.

Article II: Section 4. Termination/Resignation

Any member may resign from the Chamber upon written notification signed by the member representative of record to the Executive Director.

The Board of Directors may, by a two-thirds (2/3) vote, expel a member for non-payment of dues, ninety days after the due date, but may consider granting an extension under certain circumstances including active participation of the member.

Collection attempts with amounts due to the Chamber shall follow the following policy:

- After thirty (30) days, a notice of late amounts due will be sent to the member.
 - After sixty (60) days, a final notice of amounts due will be sent to the member.
 - After ninety (90) days, the Board of Directors shall cote to determine expulsion of the member for non- payment of dues.
 - In the event of a delinquent account, and the Board votes to retain that member, full payment of all amounts due within 15 days of the Board vote is requirement of retaining membership.
- Members with delinquent accounts after such time shall automatically be dropped from membership.

The Board may, by a two-thirds (2/3) vote, expel a member, for conduct unbecoming a member or contrary to the purpose of the Chamber. The member shall be given notice and opportunity to be heard.

Article II: Section 5. Voting

For purposes of any vote of the general membership pursuant to these bylaws, each voting member shall have a number of votes as follows: a member in the lowest dues-paying category of commercial membership shall be entitled to one vote. Each successively higher dues-paying category of commercial membership shall entitle a member in that category to one vote more than a member in the immediately preceding lower dues-paying category. For purposes of illustration, if there were three categories of commercial membership dues, \$20, \$40, and \$60, a member paying \$20 in dues would be entitled to one vote, a member paying \$40 in dues would be entitled to two votes, and a member paying \$60 in dues would be entitled to three votes. Associate members, government members, and non-profit members shall be entitled to one vote per member. Honorary members and other classes of members not specified in this section are not entitled to vote.

Article II: Section 6. Appointment of Company Representative

Any member may appoint individuals and alternate as its representative in Chamber activities, and may change its representative upon written notice. Only the representative (in his or her absence), the alternate may vote for and on behalf of the member.

Article II: Section 7. Representative's Commitment

To emphasize and strengthen participation in the Chamber, each member's representative(s) is/are encourage to participate in one or more Chamber committees as defined in Article Three, Section Six of these Bylaws.

Article II: Section 8. Non Discrimination

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

Article II: Section 9. Membership Standing

A member in good standing shall be defined as a membership and/or representative that is current in all dues and other financial obligation to the Chamber, and a member who personally and as a business/organizational entity is in compliance with the Chamber Bylaws and Code of Ethics.

Article III: Directors, Officers & Committees

Article III: Section 1. Board of Directors

The SAIPAN CHAMBER OF COMMERCE, INC. shall be governed by the Board of Directors consisting of the President, Vice President, Secretary, Treasurer, and five other Directors.

The Directors shall have the power to fill all mid-term vacancies on the Board. The Board shall have the power and responsibility to formulate all policies of the Chamber, direct its works activities, and control its assets and liabilities.

Officers, Directors and Chamber personnel shall not use the Chamber for personal or professional gains and shall adhere to the Bylaws of the Chamber.

Article III: Section 2. Board Meetings

The Board shall hold 11 regular meetings, not less than once a month at such time and location as it designates. A majority of Board members shall constitute a quorum. The Board may transact any business when a quorum is present, except as otherwise provided in these Bylaws.

A special meeting of the Board may be called at any time by the President or three (3) directors of the Chamber. Any member of the Chamber may request a meeting with the Board of Directors. Notice of meetings shall be mailed or delivered by an officer of the Chamber to each Board member not less than three (3) days before the meeting. The notice shall state the purpose of the meeting.

In the absence of the President, the Vice President shall conduct Board Meetings to insure that the one Board meeting per month minimum requirement is met.

In urgent matters requiring the attention of the Board of Directors, the three day prior notice may be waived and a meeting of the Board of Directors may be called by a member of the Board, subject to quorum requirements. The agenda at such an urgent-matter (the Board of Directors meeting) shall be limited to the urgent subject at hand.

The minutes of Board meeting shall be taken by the Secretary or his/her designee. The Board may, at its discretion, hire a recording secretary to assist the Secretary in recording the proceedings of the Board and the general membership meetings.

Article III: Section 3. Nominations & Elections of the Board of Directors

Nominations shall be coordinated by the Immediate past President of the Chamber, with the assistance of the Executive Director as provided for Article VI, Section 2 of the Bylaws, in accordance with the following procedure:

Prior to the October general membership meeting of the Chamber, a list of members meeting these Bylaws requirements to serve on the next year's Board of Directors shall be compiled. Notification to these members of their eligibility will be given and an adjusted list of willing and qualified potential Board candidates shall be given to the Immediate Past President. The Immediate Past President, as Nominations Coordinator, shall present this list of potential candidates at the October general membership meeting of the Chamber.

At the November general membership meeting of the Chamber, the Immediate Past President, as Nominations Coordinator, shall accept nominations from the floor of the general membership meeting and conduct the general elections.

Directors other than Officers of the Chamber shall serve for a term of two (2) years except during the tenure of the first Board elected. Two (2) directors shall be elected in the even numbered years. Three (3) directors shall be elected in odd numbered years except in the original Board; all five (5) directors shall be elected at the same time.

In the best interests of the Chamber, and in order to assure the best possible candidates for a position on the Board of Directors nominees must meet the following minimum qualifications:

- A. The candidate must have held membership in good standing in the Chamber for a period of not less than one (1) year.
- B. The candidate must have attended at least 20% of the Chamber's General Membership meetings of the current calendar year.
- C. The candidate must have actively participated in one or more committees, seminars, forums, and projects presented as opportunities for Chamber involvement of the current calendar year in order to gain valuable insight of the Chamber functions and goals.
- D. Candidates of the Office of President/ Chairperson of the Board must have served a full term on the Board of Directors within the last (5) calendar years.

In the event of a vacancy, the Board of Directors shall select a replacement based on a slate presented by the Nominating Committee. Should a Board of Director miss (3) consecutive meetings, the Board is subject to take action.

Article III: Section 4. Ex-Officio Members of the Board

The immediate past President of the Chamber shall be an Ex-Officio member of the Board of Directors. Other Ex-Officio member of the Board shall include such individuals as the Board may determine. Ex-Officio members are to act in an advisory and non-voting capacity and may attend any Chamber, Board, or committee meetings.

Article III: Section 5. Officers

The Chamber Board shall elect a President, Vice-President, Secretary, and Treasurer, all of whom shall serve for a term of one (1) year. Members of the Board eligible to vote for Officers shall consist of outgoing Board members, incoming Board members, and those Board members already serving an existing two-year term.

President:

The President shall conduct all meeting of the Chamber and of the Board of Directors, and shall perform all duties customarily incident to the office of the President. The President shall, subject to the provision of Section 1 and 4 of Article VI of these Bylaws, appoint the members of all committees and be an ex-officio member of all committees. The President shall, at the annual meeting of the Chamber and at such time as (s)he may deem proper, recommend to the general membership or the Board of Directors such matters, as in his or her opinion, will advance the work and purposes of the Chamber. The President shall serve as the official spokesperson of the Chamber. The President may delegate this responsibility to the Executive Director, to other Board members, or Committee Chair when appropriate.

Vice President:

The Vice President shall act as President in the absence of the President, and shall be the Liaison to the Board of all Committee Chairpersons.

Secretary:

The Secretary shall maintain an accurate record of the proceedings, meetings, and activities of the Chamber Board of Directors. Such records shall be submitted to the Board and the Chamber at the respective regular meetings.

Treasurer:

The Treasurer shall oversee the receipts and disbursements of the funds of the Chamber. The Treasurer shall keep all monies of the Chamber deposited in its name in an interest bearing account(s). The Treasurer shall report these matters to the Board and to the Chamber at their respective regular meetings; and shall maintain an accurate record of the same.

Article III: Section 6. Communications

The President shall be the official spokesperson for the Chamber. The President may designate the Executive Director or an officer or member to disseminate information with respect to Chamber activities and programs.

The spokesperson shall not express a position of the Saipan Chamber of Commerce without prior Board approval. Whenever practicable, an official position of the Saipan Chamber of Commerce shall be in the form of a press release previously approved by the Board.”

Article III: Section 7. Committees

To emphasize member participation in the Chamber, active representatives are encouraged to select a committee to participate in.

During the first general membership meeting of the current year, selected committee chairpersons will solicit other active member representatives to join his or her committee.

Each Committee will have a Chairperson that will preside over the committee. Chairpersons shall submit written reports addressing committee issues to the Board of Directors at regular scheduled Board meetings and to the Executive Director for the newsletter.

Chamber Directors and Officers are encouraged to participate in one or more committee in the capacity of a member.

It is generally the function of the Committee to develop and recommend policy for approval by the Board of Directors.

A. Armed Forces Committee:

The Armed Forces Committee is hereby established as a standing committee. It shall be responsible for planning and coordinating activities relating to the military and shall be responsible for other related activities assigned by the Board of Directors.

B. Council of Past Presidents:

A committee comprised of the Past President of the Board of Directors of the Chamber, chaired by the current ex-officio immediate Past President, shall act in an advisory role and as a resource of continuity and perspective for the Board of Directors and the Executive Director to draw upon when needed; and carry out other duties as requested by the Board of Directors, which in the best interest of the Chamber, may most appropriately be handled by this experienced and respected body.

C. Education Committee:

The Education Committee is hereby established as a standing committee. It shall be responsible for coordinating activities that relate to educational matters and shall be responsible for other related activities as assigned by the Board of Directors.

D. Environmental and Beautification Committee:

The Environmental and Beautification Committee is hereby established as a standing committee. It shall be responsible for coordinating activities that pertains to enhancing the atmosphere and the environment and shall be responsible for other related activities as assigned by the Board of Directors.

E. Events Committee:

The Events Committee is hereby established as a standing committee. It shall oversee and guide the operation of specific fund-raising project and community projects undertaken by the same or its subcommittees.

F. Government Relations & Economic Development Committee:

The Government Relations Committee is hereby established as a standing committee. It shall be responsible for coordinating the activities of the Chamber as they relate to governmental relations and economic development activities. It shall have such other duties as assigned to it by the Board of Directors.

G. Membership Committee:

The Membership Committee is hereby established as a standing committee. It shall be responsible for recruiting and recommending new members, enforcement, and review of the Chamber's Bylaws and Code of Ethics, overseeing the Chamber's awards program, and perform such duties as may be assigned by the Board of Directors.

H. Small Business Committee:

The Small Business Committee is hereby established as a standing committee. It shall be responsible for addressing the concerns and enhance the business climate of Small Businesses in Saipan. It shall also be responsible for other related activities as assigned by the Board of Directors.

I. Saipan Chamber Young Professionals Committee:

The Saipan Chamber Young Professionals Committee is hereby established as a standing committee. It shall be responsible for engaging up-and-coming professionals and mid-level managers (ages 18 to 40) within existing Chamber member companies. The committee will collect separate membership dues, foster networking opportunities, host fundraising events for SCYP designated community projects, be mentored by experienced Chamber members, and shall be responsible for other related activities as assigned by the Board of Directors.

J. Other Committees:

The Board of Directors may authorize the establishment and define the powers and duties of any other committees. The President may appoint such ad hoc committees and their chairpersons as deemed necessary to carry out the programs of the Chamber. Committee appointments shall be at the will and pleasure of the President, but in no event shall in exceed the term of the appointing President.

Article IV: Budget & Finance

Article IV: Section 1. Budget

On or before the first general membership meeting in February of the current year, the President, Treasurer and Executive Director shall prepare a budget of anticipated revenue of the Chamber and estimated expenditures to be incurred by the Office of the Executive Director, the various committees, other expenditures, and submit the same to the Board for its approval. The budget as approved by the Board shall be the appropriation measure of the Chamber. Neither the President not any committee may exceed its appropriation without the consent of the Board.

Article IV: Section 2. Disbursements

All disbursements shall be prepared by the office of the Executive Director. Disbursements shall be by check, co-signed two officers of the Chamber. The Treasurer shall be responsible for periodic review of all expenditure vouchers.

Article IV: Section 3 Receipts

All money paid to the Chamber shall be placed in a general operating account. Upon recommendation of either the Events Committee or of a pertinent special project subcommittee, and upon approval by the Board, revenue from specific projects may be earmarked for particular purposes.

Article IV: Section 4. Fiscal Year

The Chamber fiscal year shall be from January 1st to December 31st.

Article V. Meetings

Article V: Section 1. Annual Meeting

The annual meeting of the Chamber shall be held during the month of January of each year in conjunction with the annual installation of officers' ceremony. The time and place shall be fixed by the Events Committee with the approval of the Board of Directors, and notice thereof shall be given by the Secretary to each member at least ten (10) days before the said meeting.

Article V. Section 2. Additional Meetings

General Membership meetings of the Chamber shall normally be scheduled on the first Wednesday of each calendar month. However, general membership meetings may be called by the President at any time, or upon petition in writing of any ten (10) members. Notice of such meeting shall be given to each member at least five (5) days prior to such meetings. Committee meetings may be called at any time by the Committee Chairperson, Chamber President, or Vice President.

Article V. Section 3. Quorum

At duly organized meeting of the Chamber of Commerce, the members in attendance constitute a quorum. At any duly called general membership meeting of the Chamber 51% of the votes in attendance shall constitute a majority.

Article VI: Executive Director's Office

Article VI: Section 1. Appointment of Executive Director

The Executive Director shall be the full-time salaried, chief operation officer in charge of the administration and management of the Chamber office. Subject to Board approval and Budget constraints, the Executive Director's Duties shall include employment and termination of Chamber employees, maintenance of appropriate Chamber

office facilities, do press releases and promote the general membership benefits, and such other duties as may be assigned by the Board of Directors.

The Executive Director shall be under the immediate supervision of the Board and may be removed for cause only by majority vote of the Board of Directors. The Executive Director's semi-annual performance review, compensation, and other benefits will be subject to negotiations and approval of the Board.

Pursuant to the annual nominations and elections procedure of the Chamber, the Executive Director shall maintain membership records of eligibility to serve on the Board of Directors, compile a complete list of qualified members, contact qualified and eligible members to determine their willingness to be nominated, and provide this list of qualified and interested potential candidates to the Immediate Past President in his capacity as Nominations Coordinator, no later than 10 days prior to the October general membership meeting.

The Executive Director shall prepare ballots for the elections and insure the safekeeping on the election results. The Executive Director shall assist the Nominations Coordinator in the execution of the General Elections at the November general membership meeting of the Chamber, including insuring the performance of tellers on tallying the vote.

Article VI: Section 3 Limitation of Authority

No action by any member, committee, division, employee, director or officer shall be binding upon, or constitute an expression of policy of the Chamber until it has been approved by the Board of Directors or by a majority of the general membership in a duly organized meeting.

Chamber employees shall sign a non-disclosure agreement (provided as an attachment to these Bylaws) governing their actions and statements with regard to the Saipan Chamber of Commerce.

Article VI: Section 4 Endorsements

As a matter of general practice, the Chamber shall make no endorsements, by letter, through the press, or otherwise of any private conduct, scheme, project, or company where such endorsement is obviously for the benefit on one person or firm to detriment of any other member of the Chamber.

The President of the Saipan Chamber of Commerce is deemed to be the official representative of the Chamber and in the capacity should not endorse any political candidate running for office in the Commonwealth of the NMI which shall include and not be limited to public speaking engagements on behalf of the candidate, written endorsements on behalf of the candidate, personal appearance on behalf of the candidate and any other activity that would be deemed to convey that the President is endorsing a political candidate.

Article VII: Dissolution

Article VII: Section 1. Distribution of Funds

The Chamber shall use its funds only to accomplish the objects and purpose specified in these Bylaws; and no part said funds shall benefit or be distributed to the members upon voluntary or involuntary dissolution of the

corporation. Upon dissolution of the corporation, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organizations to be selected by the Board of Directors.

Article VII. Section 2. Procedure

The corporation may be voluntarily dissolved only by the vote of not less than two-thirds (2/3) of the members present at a meeting duly noticed and called for the purpose of dissolving the corporation. In addition to providing notice to the members as may be required by these Bylaws, notice for the purpose of dissolving the corporation shall be provided to the members of the corporation as required by the laws and regulation of the CNMI.

Article VIII: Parliamentary Authority

The current edition of Robert's Rules of Order, Revised, 9th Edition shall be the final source of authority in all questions of parliamentary procedure when such rules are not inconsistent with these Bylaws.

Article IX: Amendments

These Bylaws may be amended by two-thirds (2/3) vote of the full Board or by a majority of the members at any regular or special meeting, provided that the notice for the meeting includes the proposal for amendments. Any proposed amendments shall be submitted to the Board in writing, at least (10) days before the meeting.

Saipan Chamber of Commerce Code of Ethics

Preamble:

The Saipan Chamber of Commerce is, according to its By-laws, organized to promote and protect the commercial, professional, financial and general business interests, and the trade and commerce of Saipan, Commonwealth of the Northern Mariana Islands. Any member may be expelled from the Chamber for "unbecoming conduct."

Upon adoption of this Code of Ethics, the Saipan Chamber of Commerce proclaims and reaffirms its Commitment to the highest ideals of free enterprise in an American democratic society. The aim and purpose of this Code is to serve as a guideline to each member to rise above minimum standards. While each member must find within their own conscience their own measure of right and wrong, as a body the Chamber adopts this Code to encourage its members to function in accordance with its terms and to be measured by its standards.

Introduction:

The Code is organized to provide ethical guidelines to members. It has three parts: the principles; Ethical commentary; and disciplinary considerations. The principles are general statement of the ethical canons of the Chamber. The Ethical Commentaries are inspirational, more detailed, and more particular in describing the scope and goals of the Principles. Disciplinary Considerations are also commentary, and while it is tempting to use current jargon and speak of "bottom-line" behavior, they are intended more as danger signals, alerting the

transgressor and the Chamber to conduct which may be judged to be unbecoming of that of a Chamber Member. This Code is not intended to be static. It will take continue effort by the Chamber to forge it into a workable tool and keep it sharpened. The principles may be supplemented. The ethical Commentaries and the Disciplinary Considerations ought to evolve, due to the dynamics of the Chamber and its community, and also due to a proper maturing brought about by experience. However, the Code at all times must reflect the views and aspirations of the members. Therefore, Principle shall only be changed upon a vote of a majority of the Chamber membership present at a meeting duly held therefore. The Board, subject always to a veto of the membership, shall have the power to adopt, amend, and repeal Ethical Commentary and Disciplinary Considerations.

Principle: A member will conduct business fairly, honestly, and with integrity.

Ethical Commentary:

A member should refrain from taking unfair advantage from positions of trust or conflicts of interest.

A member should avoid taking unfair advantage of its customers, suppliers, competitors, and employee.

A member should be candid and truthful.

A member should strive to establish and maintain its standards of excellence.

A member should give and expect to receive fair value.

A member should be responsible for paying timely for its obligations.

Disciplinary considerations:

It is unbecoming conduct for a member to have committed a willful fraud upon a customer, supplier, competitor or employee, or to have willfully engaged in false advertising.

