

By-Laws for the **Manufacturing Council**
of the Greater Lehigh Valley Chamber of Commerce

Article I: Name

Section 1:

The name of this standing council of the Greater Lehigh Valley Chamber of Commerce is the Manufacturing Council of the Greater Lehigh Valley Chamber of Commerce

Article II: Membership

Section 1:

General Membership is open to any member of the Greater Lehigh Valley Chamber of Commerce with specific focus in manufacturing, logistics, and direct support to manufacturing. Direct support is considered an organization that supplies materials, goods, or services to assist in the production or day to day operations of manufacturing activities.

Article III: Objectives

Section 1:

Mission: To elevate the importance of manufacturing in the Lehigh Valley.

Strategy: In the course of pursuing the mission, the Manufacturing Council will focus on the following strategies:

- Provide peer-to-peer networking and discussion platform
- Act as a conduit for manufacturers to access Lehigh Valley resources
- Provide informational events on timeless issues that affect manufacturers
- Serve as a platform for voicing timely interests and concerns of manufacturers
- Bolster the perception of manufacturing to the public

Section 2:

Board of Directors, subject to the by-laws of, and overseen by the GLVCC Board of Governors, the direction and administration of the MC and the control of its affairs shall be vested in the MC Board of Directors, including a President and the appointed staff liaison.

Article IV: Events

Section 1: Events

- a. There shall be standard quarterly events scheduled for the Manufacturing membership with additional events as the board sees fit
- b. In the event that there are timely topics and/or speakers, the MC reserves the right to coordinate special programs with the approval of the Board of Directors

Section 2: Attendance

- a. Event attendance shall abide by a mandatory minimum ratio of 80% manufacturers/logistics to 20% non-manufacturers or direct supporting role
- b. Priority of attendance for events will be:
 - i. Manufacturing, logistics, event sponsors
 - ii. Non-manufacturer or direct supporting role
 1. First-come, first-served basis
 2. A balanced mix of supporting organizations
- c. Exception for Manufacturing Council Board Members, Elected officials, and Directors of educational institutions
- d. Pre-Registration will be required for all events and events will be conducted with a “no walk in” policy
 - i. Exceptions may be made for manufacturers pending venue capacity

Section 3: Sponsorship

- a. Sponsors are encouraged to network without engaging in direct sales
- b. Sponsors shall not bring promotional materials with the exception of the presenting sponsor
 - a. No tables/booths shall be allowed
- c. Presenting sponsors will be granted a maximum of three minutes of podium time
- d. Sponsorship tiers
 - a. Presenting sponsor – 8 guests
 - b. Gold sponsors – 6 guests
 - c. Silver sponsors – 4 guests
 - d. Bronze sponsors – 2 guests

Article V: Board of Directors

Section 1:

The Manufacturing Council shall meet as follows:

- a. The Board shall meet monthly or as scheduled by the President

Section 2:

The Board of the Manufacturing Council shall be comprised of not less than 10 or more than 20 members, including a Chamber liaison, with emphasis and priority given to manufacturers. The board is responsible for the development and direction of the Manufacturing Council. The Chairman and Vice Chairman will rotate terms to ensure consistent representation of Manufacturers and non-manufacturing/support roles.

Section 3:

Advisory Committees may be established, consisting of both current and former Board Members and Manufacturing Council members.

Section 4. Vacancies

- a. vacancies in Board positions occurring between annual elections shall be filled by the Board of Directors from recommendations of the Nominating Committee drawn from new applicants and candidates from the prior election;
- b. the Board shall direct the Nominating Committee to fill the vacancies;
- c. Recommendations will be reviewed at a regularly scheduled Board meeting with the full Board electing the new member(s). The Nominating Committee shall provide copies of the applications of selected candidates prior to the election.
- d. the candidate filling a vacancy shall complete the current year of the Board calendar, ending on June 30; if that period is greater than six months, it will be considered a first year of first term, but if the period is less than six months, first term will commence on July 1.

Section 5.

- a. Term of office shall be two beginning on July 1. Board members may serve two consecutive terms if reelected by the full Board
- b. A former Board member may reapply after one or more years of not being on the Board.

Section 6.

Board membership shall entail the following:

- a. each member is encouraged to serve on at least one MC committee
- b. each member is expected to conduct themselves in a professional manner and project a positive image to the community when representing the MC
- c. each member is asked to vote; it is the member's responsibility to disclose any conflict of interest in any matter being considered by the Board by making a prior written disclosure by form of the conflict of interest statement or verbal disclosure as to the nature and extent of the individual's interest or potential conflict. After that disclosure, the individual shall refrain from any decision-making regarding the matter; tied votes shall be decided by one vote from the President;
- d. each member accepts the responsibility of maintaining the confidentiality of reports, information, and the discussions arising from Board proceedings, including the activities of committees;
- e. attendance and punctuality at MC board meetings, luncheons and/or events is required. There is a maximum of three (3) excused absences from board meetings per year. An excused absence means you have notified either the MC President or the chamber liaison prior to the event. Attendance via conference call or by other electronic means is accepted.

- Section 7. Leave of Absence
- a. a Board member may request a leave of absence from their duties as a Board Member for medical, personal, family or professional reasons for a specified period not to exceed 3 months. The Board Member must submit a written request for the leave of absence which sets forth the reasons why a leave of absence is necessary and the date of expected return to the Board. The leave request will be reviewed on a case by case basis.
- Section 8. Removal of Board Members
- a. if any Board member does not participate in at least one committee; fails to meet attendance and punctuality requirements; and/or violates professional conduct, as referenced in Article V, Section 5, Part b, the board will review on a case by case basis for possible action or removal from the Board.
 - b. a maximum of three (3) missed board meetings in a year will result in removal from the board.
 - c. a Board member may resign at any time by notifying the Board President and/or chamber liaison in writing.

ARTICLE VI OFFICERS

- Section 1. There shall be a President, First Vice President, and Past President, Officers for the following year will be presented in June.
- a. the President shall chair regular Board meetings; represent MC on GLVCC Board of Governors & attend monthly meetings and all MC events
 - b. the First Vice President shall act as President if the current President is unable to perform their duties and shall serve in any other capacity as assigned by the President;
 - c. the Past-President shall serve in an advisory role; chair the Nominating Committee; and represent the President in the President's and First Vice President's absence;
 - d. chamber liaison and support staff shall be responsible for the minutes of MC Board and Executive meetings; organize correspondence, meeting notices and registrations; staff all events; promote MC events; be liaison for chamber communications; present financial reports each month; and record board attendance;
 - e. each officer shall fulfill additional duties as requested by the President;
- Section 2. Terms of Office
- a. the President and First Vice President, shall each serve for a one (1) year term with the option of a one year renewal by election of the Board.
- Section 3. Election of Officers
- a. Board members interested in these positions shall submit an application to the Past President;
 - b. the MC Board shall elect the President and First Vice President, from these candidates.
- Section 4. Removal of Officers
- a. if officers do not perform their duties as outlined in the by-laws, the Board shall have the right to remove the officers from the office provided the officers are first notified and two-thirds of the entire Board agrees;
 - b. if the President is removed from office, the First Vice President will take over the responsibilities of President until an election is held;

ARTICLE VII AMENDMENTS

- Section 1. Amendments to the by-laws of the MC shall be approved by a two-thirds vote of the entire Board of Directors, who shall cast their votes in person, or via conference call, at any meeting, provided the proposed amendment shall have been stated in writing and presented to the Board ten (10) days prior to the meeting.

ARTICLE VIII **QUORUM**

Section 1. The presence of the majority (half plus one) of the members of the Board shall constitute a quorum for the purpose of voting.

ARTICLE IX **INDEMNIFICATION**

Section 1. Each person who was or is a party and each person who has been threatened to be or is a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was an officer or Board member of the MC, or is or was serving at the request of the MC as a director, officer or member of another Chamber Committee, may be indemnified by the MC and/or the Chamber to the full extent permitted by the laws of Pennsylvania in effect at the time of such indemnification. The foregoing right of indemnification shall insure to the benefit of the heirs, executors, and administrators of each such person; shall not be exclusive of any other rights of indemnification to which any officer, or Board member may be entitled in any capacity as a matter of law or under any By-Law, agreement, vote of the Board or otherwise; and shall continue as to each person who has ceased to be an officer or Board member.