

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 is the Manufacturing Council of the Greater Lehigh Valley Chamber of Commerce.

Article II: Membership

Section 1:

Manufacturing Council membership is open to any member of the Greater Lehigh Valley Chamber of Commerce that has 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 issues that affect manufacturers
- Serve as a platform for voicing interests and concerns of manufacturers
- Bolster the perception of manufacturing to the public
- Advocate for the interests of manufacturers in the Lehigh Valley

Article IV: Manufacturing Council Events

Section 1:

Events

- a. There shall be standard events scheduled for the Manufacturing membership of the GLVCC and additional events as the council sees fit
- b. In the event that there are timely topics and/or speakers, the Manufacturing Council reserves the right to coordinate special programs
- c. The Manufacturing Council reserves the right to host events using a virtual format
 - i. Virtual format is defined as one being broadcast through a technology platform which individuals can watch the broadcast online
- d. The virtual event may also be a hybrid event
 - i. Hybrid event is defined as having attendees, including panelists and moderator, in person while the event is broadcast through a technology platform
- e. Sponsorships for virtual and hybrid events will follow same guidelines as sponsorships for in-person events
- f. The Manufacturing Council and GLVCC reserve the right to adjust sponsor benefits for virtual and hybrid events to ensure sponsors receive adequate recognition

Section 2:

Attendance

- a. Event attendance shall focus on a minimum ratio of 80% manufacturers/logistics to 20% non-manufacturers or direct supporting role
- b. Attendees are encouraged to network without engaging in direct sales
- c. Priority of attendance for events will be:
 - a. Manufacturing, logistics, event sponsors
 - b. Non-manufacturer or direct supporting role
 - i. First-come, first-served basis

- ii. A balanced mix of supporting organizations
- d. Exception for Manufacturing Council committee members, elected officials, and directors of educational institutions
- e. Pre-Registration will be required for all events
 - a. 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 will follow the benefits agreed to in their sponsorship package between the Manufacturing Council and the GLVCC regarding promotional materials
- c. Presenting sponsors will be granted podium time at each event

Article V: Manufacturing Council Committee

Section 1:

Meeting Times

- a. The Manufacturing Committee shall meet monthly on the third Tuesday of the month at 12:00 pm, or as scheduled by the Chair
- b. The Chair may adjust regularly scheduled meeting times to ensure a quorum is present for meetings
- c. The Chair reserves the right to postpone or cancel regularly scheduled meetings as they deem fit

Section 2:

Membership

- a. The Manufacturing committee shall be comprised of not less than 10 members and no more than 20 members, including a Chamber liaison, with emphasis and priority given to manufacturers.
- b. The committee 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.

Committee membership shall entail the following:

- a. Each member is expected to conduct themselves in a professional manner and project a positive image to the community when representing the Manufacturing Council
- b. 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 committee 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 Chair
- c. Each member accepts the responsibility of maintaining the confidentiality of reports, information, and the discussions arising from committee proceedings, including the activities of committees

Section 3:

Advisory/Ad Hoc Committees

Ad hoc committees may be established at the discretion of the Chair of the Manufacturing Committee to address issues that require a position to be adopted by the GLVCC

- a. The Chair will appoint an ad hoc committee of no less than 3 nor more than 5 persons to review the position and make a recommendation to the Public Policy Committee within 45 days, as to the direction that the GLVCC should take on the position and the ad hoc committee shall present to the Public Policy Committee a proposed draft of the position
- b. To the extent possible, the ad hoc committee should be comprised of members with professional or personal familiarity with the issue(s) involved in the position
- c. The members of the ad hoc committee need not be members of the Manufacturing Council but must be members of the GLVCC

Section 4.

Vacancies

- a. Vacancies in committee leadership positions occurring between annual elections shall be filled by the committee from recommendations drawn from new applicants and candidates from the prior election
- b. Recommendations will be reviewed at a regularly scheduled meeting with the full committee electing the new member(s). The committee shall provide copies of the applications of selected candidates prior to the election
- c. The candidate filling a vacancy shall complete the current year of the fiscal year, 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.

Leave of Absence

- a. A committee member may request a leave of absence from their duties for medical, personal, family or professional reasons for a specified period not to exceed 3 months. The committee member must submit a written request for the leave of absence

Section 6.

Attendance

- a. Member misses one meeting: Please take a "pass"
- b. Member misses two meetings: Please let the Chair and/or Chamber staff know that member will be unable to make that meeting. If that action is not taken the member will receive a call with a reminder of it being the 2nd missed meeting and the details of the policy.
- c. Member misses three meetings: Member is considered for removal from committee.

Section 7.

Removal of Committee Members

- a. If any committee member fails to meet attendance and punctuality requirements; and/or violates professional conduct, as referenced in the aforementioned sections, the committee will review on a case-by-case basis for possible action or removal from the committee
- b. A committee member may resign at any time by notifying the Chair and/or chamber liaison in writing

ARTICLE VI OFFICERS

Section 1.

Chair and Vice-Chair

There shall be a Chair and Vice-Chair. Officers for the following year will be presented in June.

- a. The Chair shall run regular meetings; represent the Manufacturing Council on the Public Policy Committee & attend monthly meetings and all council events
- b. The Vice-Chair shall act as Chair if the current Chair is unable to perform their duties and shall serve in any other capacity as assigned by the Chair
- c. Should the Vice-Chair be promoted to Chair, a new Vice-Chair will be selected by the committee through an election
- d. The Chamber liaison and support staff shall be responsible for the minutes of the Manufacturing Council and Executive meetings; organize correspondence, meeting notices and registrations; staff all events; promote Manufacturing Council 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 Chair

Section 2.

Terms of Office

- a. The Chair and Vice-Chair of the Manufacturing Council committee shall each serve for one two (2) year term.

Section 3.

Election of Officers

- a. Council members interested in these positions shall submit an application to the current Chair and staff liaison

- b. The committee shall elect the Chair and Vice-Chair, from these candidates.

Section 4.

Removal of Officers

- a. If officers do not perform their duties as outlined in the by-laws, the committee shall have the right to remove the officers from the office provided the officers are first notified and two-thirds of the entire council agrees
- b. If the Chair is removed from office, the Vice-Chair will take over the responsibilities of Chair until an election is held

ARTICLE VII AMENDMENTS

Section 1.

Amendments

- a. Amendments to the by-laws of the Manufacturing Council shall be approved by a two-thirds vote of the entire Manufacturing Council, 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 council ten (10) days prior to the meeting.

Section 2.

Committee Votes

If a quorum is present, the council may vote on approval of Manufacturing Council positions. The process for votes is as follows:

- a. Chair calls for the yeas and nays on a motion
 - i. If Chair determines that yeas have it by voice vote, the chair will say the motion is passed.
 - ii. If the chair determines the nays have it, the chair will say the motion fails.
- b. After the chair makes their determination, any member can request a recorded vote on the motion.
- c. Each voting member must then cast a vote of yes or no or abstain. Abstentions will not be counted toward final tally.
- d. Chamber staff will record the yes and no votes and report to the chair the outcome who will then report the roll call vote.

Section 3.

Electronic Votes

In the event of a vote needing to be completed electronically, the format is as follows:

- a. The Chair will direct the council to vote yea or nay on a motion via email
- b. The council will provide their vote to the staff liaison
- c. The liaison will record the yea and nay votes and report to the Chair the outcome
- d. The Chair will then report the outcome of the vote to the Board via email

ARTICLE VIII QUORUM

- a. The presence of the majority (half plus one) of the members of the committee shall constitute a quorum
- b. Only members of the Manufacturing Committee may vote

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 member of the Manufacturing Council, or is or was serving at the request of the Manufacturing Council as a director, officer or member of another Chamber Committee, may be indemnified by the Manufacturing Council 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 council member may be entitled in any capacity as a matter of law or under any By-Law, agreement, vote of the council or otherwise; and shall continue as to each person who has ceased to be an officer or council member.