



Greater Monroe Chamber of Commerce By-Laws

Approved

**Signature on File
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Board Secretary**

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Greater Monroe Chamber of Commerce, Inc.

BYLAWS

ARTICLE I – Name

SECTION 1: The name of the organization shall be the **Greater Monroe Chamber of Commerce, Incorporated**, here-in-after **GMCC**, which was incorporated **June 2, 2011**, pursuant to the membership corporation laws of the State of New York.

ARTICLE II – Objective

SECTION 1: The objective of the organization is to foster cooperative action in advancing the common commercial, industrial, professional and civic interests of the organization's members in the Village of Monroe, Orange County, New York and surrounding areas.

ARTICLE III – Limitations

SECTION 1: The organization shall be a non-profit, non-partisan, non-sectarian organization that shall take no part in, nor lend its influence of facilities, either directly or indirectly, to the nomination, election, appointment or removal of any candidate for, or official in, any elected position.

ARTICLE IV – Membership

SECTION 1: PRIMARY SERVICE AREA

The Primary Service Area will include the Villages of Monroe, Harriman, Kiryas Joel and the Town of Monroe.

Periphery areas shall include those areas where any other businesses that apply for membership reside.

SECTION 2: ELIGIBILITY. Membership shall be open to any association, organization, corporation, partnership, business entity or individual having an interest in the objectives of the Chamber.

SECTION 3: TYPES AND RIGHTS OF MEMBERSHIP

- A. Primary members shall have the right to vote and to hold office. Primary members which are business entities shall name a single representative who may cast only one vote and hold office, and also name an alternate to serve in the absence of the representative.
- B. Honorary memberships may be issued at the discretion of the board of directors to non-members who have rendered service to or furthered the

goals of the Chamber. Honorary members shall enjoy all rights of primary members except that they may not vote or hold office.

- C. Suspended members may not vote, hold office, serve on committees or participate in activities or meetings during the period of the suspension. Responsibilities of the suspended member will be handled by a member appointed by the president of the board of directors.

SECTION 4: APPLICATION FOR MEMBERSHIP. Applications for membership shall be in writing on forms provided for that purpose, or may be printed from the organization's web-site. Applications shall be signed, and a signed application constitutes the applicant's agreement to the conditions of membership as set forth in these bylaws. The signed application shall be submitted to the board of directors.

SECTION 5: TERMS OF MEMBERSHIP. All memberships shall be renewable annually on the Member's anniversary date.

SECTION 6: DUES, FEES AND ASSESSMENTS. Annual dues shall be recommended by a majority vote of the board of directors, shall be approved by a majority vote of the general members, and shall be in effect for a calendar year. Additional fees and assessments may be approved by a majority of the board of directors. The board of directors shall set a date by which dues are to be paid. Dues are payable annually unless, with the approval of the board of directors, an alternative arrangement is made.

SECTION 7: TERMINATION OF MEMBERSHIP

- A. Any member in good standing may at any time resign from the organization upon written request, to the board of directors. Such resignation shall take effect at the time specified in the request, or if no time is specified, at the time, as determined by the president of the board of directors, of the acceptance of the resignation.
- B. Any member shall be suspended, or may, by two-thirds (2/3) vote of the board of directors, be expelled, for non-payment of dues after ninety days from the payment due date set by the board of directors, unless alternative arrangements have been approved by the board.
- C. Any member may, by a two-thirds (2/3) vote of the board of directors, be suspended or terminated for cause. [See "Sufficient Cause"] Such member is entitled to written notice of the concern and to an opportunity for hearing before the board of directors.
- D. Members who resign, or who are suspended or expelled, shall not be entitled to a proportional rebate of dues, fees or assessments paid, and all rights, privileges and interests in the organization shall cease upon the resignation, suspension or expulsion.

ARTICLE V – Meeting of the Members

SECTION 1: MEMBERSHIP MEETING. The membership meetings and all special meetings of the members shall be held at such time and place as shall be stated in the notice of the meeting. At least four (4) membership meetings shall be held annually. Membership meetings shall be scheduled for the upcoming year by the Board of Directors and members shall be notified by mail prior to the end of the current fiscal year; such notification shall be made by U.S. Mail no less than 10 business days prior to the first membership meeting for the upcoming year.

SECTION 2: OTHER MEETINGS OF THE MEMBERSHIP

- A. A special meeting of the membership, for any purpose(s) set forth in the notice of the meeting, may be called by the president or by the board of directors. Such meeting shall be called by the president at the written request of at least ten (10) primary members of the organization.
- B. Written notice of a meeting of the members, stating the place, date, hour, purpose and requestor shall be given personally or by mail to each member not less than seven (7) nor more than thirty (30) days prior to the meeting. If mailed, such notice shall be directed to each member at his/her address as known by the organization.

SECTION 3: QUORUM. At any meeting of the membership, transaction of business will be decided by a majority of those members present and in good standing, except for election of officers and by-laws revisions, as provided for under ARTICLE IX – Committees.

SECTION 4: VOTING. At any meeting of the membership, every primary member/ representative shall be the right to one (1) vote in person or by absentee ballot. Absentee ballots shall be in writing, and shall be signed and dated by the absentee voter. All elections of officers and all other matters shall be determined by a plurality (largest number of votes).

ARTICLE VI – Board of Directors

SECTION 1: RESPONSIBILITIES. The governing and policy making responsibilities of the organization shall be vested in the board of directors which shall control its property, be responsible for its finances and direct its affairs.

SECTION 2: SIZE OF THE BOARD. The number of directors constituting the entire board shall be no less than five (5), and shall include officers and the committee coordinator.

SECTION 3: ELIGIBILITY. Any primary member of the organization may be elected to the board of directors, except that directors shall be at least eighteen (18) years of age.

SECTION 4: TERM OF DIRECTORSHIPS. A director's term shall be two (2) years. There shall be no limit on the total number of terms which a director may serve. No action by the membership to decrease the size of the board of directors shall shorten the term of any director in office at the time the action is taken.

SECTION 5: RESIGNATIONS AND TERMINATIONS

- A. Any director may resign at any time by giving notice, in writing, to the board of directors, such resignation to take effect at the time/date stated in the notice.
- B. The board of directors may, by a three-fifths (3/5) vote of all directors in office at the time of the vote, remove a director for Sufficient Cause. A notice of intention to take action to remove a director, stating the date, time and place action is to be taken, shall be mailed to the director at the director's address of record as known to the organization, at least twenty (20) days prior to the time such action is to be taken.
- C. Any or all of the directors may be removed with or without cause by a majority vote of the members of the organization.

SECTION 6: VACANCIES

- A. Any director who fails to attend four (4) consecutive regular board meetings or who fails to attend at least sixty percent (60%) of the regularly scheduled board meetings in a twelve month period shall be deemed to have tendered his/her resignation, and such resignation shall be considered accepted. Such director shall receive written notice of the acceptance of the resignation, but failure to issue such notice shall not change the fact of resignation. The board may vote to suspend application of this provision at its discretion.
- B. When a vacancy should occur on the board, if the director is an officer or committee coordinator, the board shall appoint a successor by majority vote to fill out the remaining term.

ARTICLE VII – Meetings of the Board of Directors

SECTION 1: TIME AND PLACE OF MEETINGS. The board may hold meetings, both regular and special, at such time and place as the board shall determine.

SECTION 2: MEETINGS. No notice shall be required for regular meetings of the board for which the time and date have been fixed. The board shall fix the time and place of regular meetings at the first meeting of the newly elected board. The president, with approval from at least two directors, may cancel or postpone any regular meeting. Special meetings may be called by or at the direction of the president or by a majority of the directors then in office.

Every board member must be notified by mail addressed to the last known address on the records of [GMCC] ; such notification shall be deposited in the U.S. Mail no less than 5 business days prior to the special meeting, which deposit shall constitute proper notice.

SECTION 3: QUORUM. At all meetings of the board, a majority of the entire board shall constitute a quorum for the transaction of business. Provided that a quorum is present, the vote of a majority of the directors present or represented by an absentee ballot shall be the act of the board. Directors who are in contact with the meeting via conference phones or similar equipment by which all participants may hear all comments are considered present for the counting of a quorum and for voting. Directors who have cast absentee ballots [See "Absentee Ballots"] are considered to be present for voting, but not for the counting of a quorum. If a quorum shall not be present at a meeting of the board, the directors present may adjourn the meeting until a quorum is present. Notice of any such adjournment shall be given to any directors who were not present. (Also see Article **XI**, Section 1.)

ARTICLE VIII – Officers and Appointed Positions

SECTION 1: TITLES. The officers of the organization shall be a president, vice-president, a secretary and a treasurer.

SECTION 2: TERMS AND RESPONSIBILITIES

- A. PRESIDENT (OFFICER: VOTES ONLY TO BREAK TIES). The president shall be the principal officer of the organization and shall preside at all meetings. The president shall be an ex-officio member of all committees except the audit committee, and shall have the right to vote in committee proceedings except the audit proceedings. The president shall have responsibility for general and active management and control of the business and the affairs of the organization subject to the control of the board of directors, and shall see that all orders and resolutions of the board are carried into effect.
- B. VICE-PRESIDENT (OFFICER: VOTING). The vice-president shall, in the absence or disability of the president, perform the duties and exercise the powers of the president as acting president, and shall generally assist the president and perform such other duties as the board or president shall prescribe. The vice-president shall serve as parliamentarian for the board, being governed by Article **XI**, Section 1 of these bylaws.
- C. SECRETARY (OFFICER: VOTING). The secretary shall attend all meetings of the board, all general membership meetings and shall record all votes. The secretary shall record the minutes of all proceedings in a book to be kept for that purpose. The secretary shall give, or cause to be given, notice of all meetings of the members and special meetings of the

board, and shall perform such other duties as may be prescribed by the board or the president, under whose supervision he/she shall act.

The secretary shall keep in safe custody the seal of the organization and, when authorized by the board, shall affix the same to any instrument requiring it. When so affixed, it shall be attested by his/her signature. He/she shall keep in safe custody all records as the board may direct and shall perform all other duties incident to the office of secretary.

D. TREASURER (OFFICER: VOTING). The treasurer shall be responsible for safeguarding all funds received by the organization as well as the disbursement of such funds in such manner as prescribed by the board. The treasurer shall review the financial status of the organization and make a full report of that status from time to time as may be required by the president or the board. An audit of the books of the organization shall be conducted annually and results communicated to the board at the first board meeting in February, unless a different reporting date is specified by the board. The audit shall be conducted by a committee of at least three (3) persons or by an independent accountant.

SECTION 3: ELIGIBILITY. Any member in good standing may be elected to any office.

SECTION 4: REMOVALS AND VACANCIES. All officers shall hold office at the pleasure of the membership and any officer, elected or appointed by the membership may be removed at any time with or without Sufficient Cause by a majority vote of the entire board.

If an office becomes vacant for any reason, the board shall nominate a replacement and shall fill such vacancy by a majority vote. Any officer so elected shall serve only for the unexpired term of his/her predecessor unless re-elected by the membership.

ARTICLE IX – Committees

SECTION 1: FORMATION. Standing and ad hoc committees shall consist of at least three (3) members. Committee chairpersons shall be appointed by the committee members, subject to approval of the board.

SECTION 2: STANDING COMMITTEES AND THEIR RESPONSIBILITIES

A. EXECUTIVE COMMITTEE: The Executive Committee shall consist of no fewer than three (3) members including the Officers and such special appointees as the President of the Board may select. This Committee is vested with the power of the Board in the event that immediate action is required and the Board is not in session nor can a quorum be convened within twenty-four (24) hours. The Executive Committee shall lead the Board in exercising its responsibility for policy development; committee coordination;

monitoring, nurturing, and evaluating staff; strategic planning and upholding organizational values and ethical standards. The Committee shall have, and may exercise, all authority of the Board in the governing of the Corporation when the Board is not in session except to dissolve the Corporation or plan its merger or consolidation; change the Bylaws; conduct any transaction involving all or substantially all corporate assets or property; create committees; or fill board vacancies. The Board shall be and remain responsible for the actions of the Executive Committee until and unless the Board fails to ratify those actions when they are presented at the next Board meeting.

Absence from three (3) consecutive Executive Committee meetings without prior notice within one administrative year, shall be Sufficient Cause for terminating membership on the Executive Committee upon recommendation of the Executive Committee to the Board for final action.

B. FINANCE COMMITTEE. The Finance Committee is responsible for preparing and monitoring the budget and assuring sound financial management. The Treasurer shall be the chair of the Finance Committee.

C. NOMINATIONS COMMITTEE. The nominations committee shall suggest candidates for the offices of both expiring and vacated positions to the board of directors at the regular October board meeting.

1. NOMINATIONS OF OFFICERS

- a. The board shall review the proposed slate and shall approve the slate of candidates for presentation to the membership at the October general membership meeting.
- b. Any member in good standing may nominate alternate candidates verbally or in writing prior to the vote at the year-end meeting. A final call for nominations will take place prior to distribution of the written ballots.
- c. Voting at the year-end meeting of the membership shall be by written ballot and positions shall be filled based on plurality of votes received (eg: if three non-officer positions are open, the candidates receiving the first, second and third highest number of votes shall be elected.) Absentee ballots must be received by 8:00 a.m. of the day of the vote at the place of the vote.

D. AUDIT COMMITTEE. Operating in accordance with New York State law, the audit committee shall: appoint the independent auditors to be engaged by the organization, establish the audit fees of the independent auditors, pre-approve any non-audit services provided by the independent auditors, including tax services, before the services are rendered, review with the independent auditors the adequacy of the organization's internal controls, including computerized information system controls and security, any related significant findings and

recommendations of the independent auditors and internal audit services, together with management's responses thereto.

E. BYLAWS COMMITTEE. The bylaws committee shall be responsible for the maintenance of the current bylaws and for the review of proposed changes to such bylaws. All proposed changes shall be submitted to the bylaws committee in writing and the committee shall recommend action to the board within thirty (30) days. The board shall then adopt, by majority vote of the directors in attendance at the meeting, a recommendation to the membership of the organization. The proposed bylaw change shall be presented, along with the board's recommendation, to the membership along with a written ballot. Returned ballots shall be counted thirty (30) days following the postmarking of the ballots. Adoption of the changes shall be based on a majority of the ballots distributed. Ballots which are not returned shall be considered votes in favor of the board's recommendation.

SECTION 3: AD HOC COMMITTEES. Ad hoc committees shall serve at the pleasure of the board of directors and may be formed or disbanded at any time.

ARTICLE X - Finance

SECTION 1 - FUNDS

All money paid to the Chamber shall be placed in a general operating fund, or such other specified fund, as may be determined by the policies of the Chamber and approval of the Board. Funds unused from the current year's budget may be placed in a reserve account or projected for use in the budget for the following year.

SECTION 2 - DISBURSEMENTS

No obligation or expense shall be incurred and no money shall be appropriated without prior approval of the Board of Directors. Upon approval of the budget, the Treasurer is authorized to make disbursements on accounts and expenses provided for in the budget with the approval of the Finance Committee and without additional approval of the Board of Directors. Disbursements shall be by check. Payroll transactions may be by automatic deposit and note payments for debts of the Chamber may be by automatic draft. Checks greater than \$1,000 shall be signed by two of the following: a Board Officer and the Treasurer. At the time the Chamber employs an executive director or manager, the board may delegate the responsibility for disbursement of payments provided at least one member of the Finance Committee (preferably the Treasurer or President) be a co-signer.

SECTION 3 - FISCAL YEAR

The fiscal year of the Chamber shall be the Calendar Year.

SECTION 4 - AUDIT

The financial statements of the Chamber shall be audited, reviewed or compiled by a Certified Public Accountant annually, or as soon as is practical, after the close of the

fiscal year. The audit, review or compilation shall be presented to the Board at the next regular Board meeting following receipt of the report, and shall thereafter at all times be available for review by members of the organization within the offices of the Chamber during the Chamber officers regular hours of operation.

The Chamber shall engage the services of a CPA to compile the Chamber's financial statements on a semi-annual basis to be delivered to the Finance Committee prior to its scheduled monthly meeting.

SECTION 5 - TAX FILINGS

The Chamber shall engage a CPA to prepare the Chamber's annual income tax return and to submit it to the President and Treasurer for review and execution. The President and Treasurer will then be responsible to file the tax return in a timely manner. The President is responsible to insure that timely and accurate payroll tax deposits and informational reports are made in accordance with laws and in a timely basis. It is recommended that an independent, reputable payroll service be engaged to assist with this requirement.

SECTION 6 - BONDING

Such staff as the Board may designate shall be bonded by a sufficient fidelity bond in an amount set by the Board and paid for by the Chamber.

ARTICLE XI – General Provisions

SECTION 1: PARLIAMENTARY PROCEDURE. Procedure not otherwise addressed in these bylaws shall be governed by the latest revision of Roberts' Rules of Order. Copies of the latest revision shall be maintained by the parliamentarian.

SECTION 2: SIGNATURES. All deeds, mortgages, contracts and other instruments requiring a seal may be signed in the name of the organization by the president or acting president and by another officer or officers authorized to sign such instrument by the board of directors.

SECTION 3: 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.

SECTION 4: DISSOLUTION. Upon dissolution, the remaining assets of the organization are to be dedicated by the board of directors to another similar organization which is tax exempt under the applicable internal revenue code.

SECTION 5: DEFINITIONS

- A. "Sufficient Cause" – violation of the bylaws or any lawful rule or policy duly adopted by the organization.
- B. "Majority Vote" – one more than half the votes cast.
- C. "Plurality Vote" – the largest number of votes cast.

ARTICLE XII – STAFF

Section 1. GMCC Management

A President/Director and/or General Manager and/or other executive position may be employed by the Board to manage and coordinate the day-to-day activities of the Corporation. Positions created and filled by the Board shall have a direct reporting relationship to the Executive Committee or a representative appointed by the Executive Committee.

Section 2. Other Staff

Other Staff may be employed by the Board from time to time upon recommendation of the GMCC Management and the Executive Committee and upon approval of the Board. Other Staff will report to the GMCC through the Executive Committee or Management position as determined at the time of employment.

Section 3. Terms of Employment

Remuneration and terms of employment for all GMCC Management positions are determined by the Board upon recommendation of the Executive Committee. Remuneration and terms of employment for other employees of the Corporation are determined by the Board upon recommendation of the Executive Committee and the GMCC Management.