

Greater Marcellus Community Chamber Bylaws

BY-LAWS

OF

THE GREATER MARCELLUS COMMUNITY CHAMBER OF COMMERCE

Article I

Section 1: Name

This organization shall be known as the Greater Marcellus Community Chamber.

Section 2: Purpose

The Greater Marcellus Community Chamber is organized to promote business activity and economic development in every area of the Town of Marcellus. The Chamber recognizes that Marcellus is a small town blessed with areas of great natural beauty, unique historical assets, and a diverse, talented population. The Chamber will support and promote business activity consistent with those assets of the town.

Section 3: Limitation of Methods

The Greater Marcellus Community Chamber shall observe all local, state, and federal laws that apply to a non-profit organization as defined by the Internal Revenue Code. The Chamber shall be nonpartisan and nonsectarian and shall take no part in or lend its influence or facilities, either directly or indirectly, to the nomination, election, or appointment of any candidate for political office in any political subdivision, municipality, county, state, or nation. If a member is running for political office or holds a position in a political office that person may not hold a seat on the executive board of the said Chamber.

Article II  
Membership

Section 1: Eligibility

Any person, association, corporation, partnership, or estate having an interest in the objectives of the organization shall be eligible to apply for membership.

Section 2: Joining the Chamber

Applications for membership shall be in writing on forms provided for that purpose and signed by the applicant. The applicant's signature on the application form shall be regarded as an affirmation by the applicant of his or her interest in and sympathy with the purposes of the organization and as a statement that he or she intends to adhere to the Chamber's bylaws, rules, and regulations. An applicant becomes a member upon

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submission of the application form and payment of dues to the Treasurer. The Treasurer shall notify the Board of Directors at its next meeting of all new members and will provide a list of current members to the membership on a regular basis.

### Section 2a: Classes of Membership

The Chamber members shall be classified as follows, and applicants shall designate one of the following types of membership when submitting an application for membership.

1. Regular members: Regular members may be individuals or organizations and shall be entitled to participate in all the activities of the Chamber.
2. Associate members: Associate members shall be individuals or organizations and shall be entitled to participate in those activities of the Chamber determined by the Board of Directors, but in no case shall be eligible to vote at any meeting of the Chamber.

### Section 3: Dues

#### Membership dues

\$55.00 Per business (One Member)

\$40.00 Per family, individual, or additional member of an already business member

#### Membership Status

Each business is entitled to one person as a member per business membership \$55.00.  
Each additional member from a business shall pay an individual membership of \$40.00

### Section 4: Termination

(A) Resignation: Resignations shall be accepted only upon written notice to the Board of Directors, following the payment in full, of all dues and other charges which may be outstanding.

(B) Any member may be expelled by the Board of Directors by a two-thirds vote for nonpayment of dues after ninety (90) days from the date due, unless otherwise extended for good cause;

(C) Expulsion or Removal of Member: Any member may be expelled or removed from membership at any time by a majority vote of the Board of Directors, with or without cause. Any illegal or immoral activities or other activities determined by the Board to be detrimental to the best interests or purposes of this organization will result in such actions.

### Section 5: Voting

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In any proceeding in which voting by members is called for, each member in good standing shall be entitled to one vote.

### Section 6: Exercise of Privileges

Any firm, association, corporation, partnership, or estate holding membership may designate an individual who the member wishes to exercise the privilege of membership covered by its dues. When joining, each member shall indicate the person who shall be entitled to vote and shall only designate another person to vote upon notice to the Board of Directors. In no instance shall an individual be entitled to cast more than one vote at any meeting of the Chamber.

### Section 7: Duties of Membership

Each member must volunteer time at least one (1) Chamber events. Members must also make at least 50 percent of the general monthly meetings. If they are unable to attend RSVP in proper time is expected. The President may wave this if he or she feels deemed. In addition, any active member may submit to the Board of Directors, at least ten (10) days prior to the meeting, a request that certain items of business be brought before the meeting.

## Article III Meetings

### Section 1: The Annual Meeting

The annual meeting of the Greater Marcellus Community Chamber shall be held on the 3rd Tuesday of February every year. The time and place shall be fixed by the Board of Directors and notice there emailed to each member at least thirty (30) days in advance.

### Section 2: Monthly Meetings

The monthly meetings of the Greater Marcellus Community Chamber shall be held the first Wednesday of each month. The time and place shall be fixed by the Board of Directors and notice there emailed to each member at least seven (7) days in advance.

### Section 3: Additional Meetings

General meetings of the Chamber may be called by the president at any time, or upon a petition in writing of 20% of the qualified members in good standing.

(A) Notice of special meetings shall be mailed to each member at least seven (7) days prior to such meetings;

(B) Board meetings may be called by the president or by the Board of Directors upon

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written application of three (3) members of the board. Notice (including the purpose of the meeting) shall be given to each director at least one (1) day prior to said meeting;

(C) Committee meetings may be called at any time by the president of the board or by the committee's chair.

### Section 4: Quorums

At any duly called general meeting of the Chamber, 20% of the members shall constitute a quorum; at a board meeting, a majority of directors minus one (1) present shall constitute a quorum; at committee meetings, a majority shall constitute a quorum except when a committee consists of more than nine (9) members. In that case, five (5) shall constitute a quorum.

### Section 5: Notices, Agenda, Minutes

Written notice of all Chamber meetings must be emailed at least seven (7) days in advance. An advance agenda and minutes must be prepared for all meetings.

### Section 6: Meetings to be Open

All meetings of the organization shall be open to the public except those times when a meeting of the Executive Board goes into executive session. The board will convene in executive session only as is permitted under New York State law regarding executive sessions.

## Article IV Board of Directors

### Section 1: Composition of the Board

The Board of Directors shall be composed of nine (9) members, one-third of whom shall be elected annually to serve for three (3) years, or until their successors are elected. The government and policy-making responsibilities of the Chamber shall be vested in the Board of Directors, which shall control its property, be responsible for its finances, and direct its affairs.

Section 1A. Eligibility: Any person who shall be an active member in good standing and who shall have attained the age of eighteen (18) years shall be eligible to be elected as a member of the Board of Directors.

Section 1B. Terms of Office: All officers of the Board of Directors being, the President, Vice President, Treasurer, and Secretary will hold office for two (2) years. The executive Board Members will hold office for two (2) years also. Any vacancy in the Board of Directors may be filled by the vote of a majority of the then remaining directors.

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### Section 2: Selection and Election of Directors

The president shall appoint three (3) members as a Nominating Committee, which shall nominate a slate of candidates for the Board of Directors. The nominated slate shall be presented to the membership. Nominations may be made from the membership at large. The Secretary shall compile a ballot consisting first, of those members nominated by the Nominating Committee, and designated as such, and second, of those members nominated from the membership at large. Voting shall occur at the annual meeting. The candidates receiving the most votes for the positions open shall be elected. On the occasion of the first election of members to the board, nominations shall be accepted for all open positions from the floor of the meeting. The first board elected under this provision shall have three members serving a three-year term, three serving a two-year term, and three serving a one-year term. Thereafter, all board members elected will be elected to three-year terms.

### Section 3: Seating of New Directors

All newly elected board members shall be seated and begin their term at the next meeting of the Board of Directors following the annual meeting which shall occur immediately after the annual meeting.

### Section 4: Vacancies

A member of the Board of Directors who shall be absent from three (3) consecutive regular meetings of the Board of Directors shall automatically be dropped from membership on the board unless confined by illness or other absence approved by a majority vote of those voting at any meeting thereof.

Vacancies on the Board of Directors, or among the officers, shall be filled by the Board of Directors by majority vote.

### Section 5: Policy

The Board of Directors is responsible for establishing procedures and formulating policy for the organization.

### Section 6: Indemnification

The Chamber may, by resolution of the Board of Directors upon ratification of the membership, 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 any duty and to such matters as shall be settled by

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agreement predicated on the existence of such liability for negligence or misconduct.

### Article V Officers

#### Section 1: Determination of Officers

The Board of Directors at the annual meeting shall reorganize for the coming year. At this meeting, the board shall elect the president, as many vice presidents as is deemed necessary to conduct the activities of the Chamber, the secretary, and the treasurer. Officers will be elected by and from members of the new board. All officers shall take office upon election and serve for a term of two (2) years or until their successors assume the duties of the office. All officers shall be voting members of the Board of Directors.

#### Section 2: Duties of Officers

**President:** The President shall be the chief executive officer of the organization and subject to the control of the Board of Directors, shall have the general supervision, direction and control of the organization's business and affairs and shall preside at all meetings of the active members and the Board of Directors. The President shall also be a member of the Board of Directors and may be a member of each committee established by the Board of Directors.

**Vice-President:** The Vice President shall have such powers and shall perform such duties as shall be assigned to him by the Board of Directors and in addition, the Vice President shall, in the absence or disability of the President, perform all of the acts, duties and responsibilities previously described for the President.

**Secretary:** The secretary shall be responsible for preparing all notices and minutes of each general and special meetings of the Chamber and for all meetings of the Board of Directors. The secretary will also be responsible for preparing all correspondence, and maintaining records of correspondence, minutes, and other documents belonging to the Chamber.

**Treasurer:** The Treasurer shall have the custody of the organization's funds and securities and shall keep full accurate accounts of the receipts and disbursements in books belonging to the organization. He or she shall account for deposit of all monies and other valuables in the name of and to the credit of the organization in such depositories as may be designated from time to time by the Board of Directors. The Treasurer shall disburse the organization's funds, subject to the control of the Board and President, taking proper vouchers for any such disbursements. The treasurer shall render to the President and to the Board of Directors at any meeting of the Board of Directors or the active membership an account of all his or her transactions as Treasurer and of the general financial condition of the organization.

The treasurer shall cause a monthly financial report to be made to the board.

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Each member of the Board of Directors, in addition to serving as members of the Board of Directors, shall have such duties and responsibilities as may be delegated to him or her by the President, Vice President or Board of Directors. Each director shall be active in at least one (1) committee. In addition it is understood each member be at all Board of Directors meeting and to attend the monthly membership meeting.

### Article VI Committees

#### Section 1: Appointment and Authority

The president, by and with the approval of the Board of Directors, shall appoint all committees and committee chairs. The president may appoint such ad hoc committees and committee chairs as necessary to carry out the programs of the Chamber. Committee appointments shall be at the pleasure of the president and shall run concurrent with the term of the appointing president, unless a different term is approved by the Board of Directors.

It shall be the function of committees to make investigations, conduct studies, hold hearings, undertake projects, and make recommendations to the Board of Directors, and to carry out those activities delegated to them by the board.

#### Section 2: Limitation of Authority

No action by any member, committee, division, employee, director, or officer shall be binding upon, or constitute an expression of the policy of the Chamber until it shall have been approved by the Board of Directors.

Committees shall be disbanded by the president when their work is completed and their reports accepted, or when, in the opinion of the Board of Directors, it is deemed wise to discontinue the committee.

### Article VII Finances

#### Section 1: Funds

All money paid to the Chamber shall be placed in a general operating fund. Funds unused from the current year's budget shall be placed in a reserve account.

#### Section 2: Disbursements

Upon approval of the budget, the president is authorized to make disbursements on accounts and expenses provided for in the budget without additional approval of the Board of Directors. Disbursement shall be by check.

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### Section 3: Fiscal Year

The fiscal year shall close on December 31.

### Section 4: Budget

As soon as possible after election of the new Board of Directors, the Board shall prepare and adopt the budget for the coming year.

## Article VIII Dissolution

### Section 1: Procedure

The Chamber shall use its funds only to accomplish the objectives and purposes specified in these bylaws. On dissolution of the Chamber, any funds remaining shall be distributed by the board to one or more regularly organized and qualified charitable, educational, scientific or philanthropic organizations as defined in IRS Code section 501(c)(3).

## Article IX

### Miscellaneous

#### Section 1: Parliamentary Authority

The current edition of Roberts Rules of Order shall be the final source of authority in all questions of parliamentary procedure when such rules are not inconsistent with the bylaws of the Chamber.

## Article X Amendments

### Section 1: Revisions

These bylaws may be amended by a majority of the members at any regular or special meeting, provided the notice for the meeting includes the proposals for amendments. Any proposed amendments shall be submitted to the members in writing at least ten (10) days in advance of the meeting at which they are to be acted upon. The secretary shall create and provide a form for such amendments and provide such form to any member who requests one. The secretary shall be responsible for distributing proposed amendments to the membership.