

Bylaws
Adopted: May 13, 1997
Amended: April 21, 1999

Article I

General

Section 1: Name

This organization is incorporated under the laws of the State of New York and shall be known as the Rosendale Chamber of Commerce, Incorporated.

Section 2: Purpose

The Chamber of Commerce is organized to promote business activity and economic development in every area of the Town of Rosendale. The Chamber recognizes that Rosendale 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: Area

The Town of Rosendale area shall be considered to include the communities of Maple Hill, Bloomington, Tillson, Binnewater, Whiteport, Hickory Bush, Lawrenceville, Bruceville, and Cottekill.

Section 4: Limitation of Methods

The Rosendale Chamber of Commerce 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.

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 submission of the application form and payment of dues to the Secretary. The Secretary 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 and shall be eligible to vote at any meeting of the Chamber at which proposals are put to the membership for approval.
2. Associate members: Associate members shall be organizations only 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 shall be at such rate or rates, schedule or formula as may from time to time be established by the Board of Directors.

Section 4: Termination

(A) Any member may resign from the Chamber upon written notice to the Board of Directors;

(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) Any member may be expelled by the Board of Directors by a two-thirds vote at a regularly scheduled meeting thereof for conduct unbecoming a member or conduct prejudicial to the aims or repute of the Chamber. Such action shall not be taken until after notice and an opportunity for a hearing before a meeting of the general membership are afforded the member complained against.

Section 5: Voting

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.

Article III

Meetings

Section 1: The Annual Meeting

The annual meeting of the corporation, in compliance with State law, shall be held during April of each year. The time and place shall be fixed by the Board of Directors and notice thereof mailed to each member at least thirty (30) days in advance.

Section 2: 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 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 3: 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 4: Notices, Agenda, Minutes

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

Section 5: Meetings to be Open

All meetings of the organization shall be open to the public except those times when a meeting of the Board of Directors 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 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: Management

The Board of Directors may employ an Executive Director and other employees and shall fix the salary and other considerations of employment for all employees.

Section 7: 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 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 its first meeting after 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 one (1) year 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 serve as the chief officer of the Chamber of Commerce and shall preside at all meetings of the membership and Board of Directors. The president may assign board members to divisional or departmental responsibilities, subject to approval by the Board of Directors.

Vice-President: The duties of the vice-president shall be such as the title in general usage would indicate, and such as required by law, as well as those that may be assigned by the president and the Board of Directors.

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 be responsible for the safeguarding of all funds received by the Chamber and for their proper disbursement. Such funds shall be kept on deposit in financial institutions, or invested in a manner approved by the Board of Directors. Checks are to be signed by the treasurer and the president or, in the absence of either or both, by any two of the following three: president, vice-president, and treasurer. The treasurer shall cause a monthly financial report to be made to the board.

Executive Director: The Board of Directors may employ an executive director. The executive director shall administer the programs of the Chamber under the direct supervision of the Board of Directors. The executive director shall be an ex-

officio member of all boards, committees, and divisions of the Chamber and will be responsible to prepare an annual report of the activities and financial status of the Chamber for presentation at the annual meeting. The executive director will be responsible for the hiring of staff and for staff management, subject to regulation of the Board of Directors.

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.

Section 3: Fiscal Year

The fiscal year shall close on June 30.

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.

Section 5: Annual Audit

The accounts of the Chamber shall be audited annually as of the close of business on June 30 by an accountant. The audit shall at all time be available to members of the Chamber.

Section 6: Bonding

The president and such other officers and staff as the Board of Directors may designate may be bonded by a sufficient fidelity bond in an amount set by the board and paid for by the Chamber.

Article VIII

Dissolution

Section 1: Procedure

The Chamber shall use its funds only to accomplish the objectives and purposes specified in these bylaws. No part of the chamber's funds shall inure to the benefit of or be distributed to the members of the Chamber. 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.