

DELAWARE COUNTY CHAMBER OF COMMERCE BY-LAWS

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 Delaware County Chamber of Commerce.

Section 2 Purpose

The Delaware County Chamber of Commerce is organized to advance the general welfare and prosperity of Delaware County, and its adjacent areas, so that its citizens and all areas of its business community shall prosper. Its mission is to offer a foundation of benefits that can help member businesses grow and prosper and thereby promote the economic well-being of Delaware County.

Specifically, the Chamber will:

- act as the business voice for Delaware County and take the initiative to help understand and address issues that are significant to the membership; and
- offer services that contribute to the sustenance and development of member businesses; and
- provide information to the membership and general public to enable them to form intelligent opinions regarding local, state, and national legislative affairs; and
- provide opportunities for members to initiate and enhance relationships with customers and suppliers.

Article II Membership

Section 1 Eligibility

Any reputable person, association, corporation, partnership, or estate having an interest in the Delaware County Chamber of Commerce and its objectives shall be eligible to apply for membership.

Section 2 Election

Application for membership shall be in writing on forms provided for that purpose, signed by the applicant and include the regularly scheduled investment as provided in Section 3 of Article II. The President, or designated staff member, shall review all applications and submit them to the Board of Directors with a recommendation. Election of members shall be by the Board of Directors at any meeting of that body.

Section 3 Dues

Membership dues shall be such rate schedule or formula, as may be from time to time prescribed by the Board of Directors, payable annually, in advance.

Section 4 Voting

A. Any member subscribing to the minimum dues formula shall be entitled to one vote in the annual election of directors and to other such matters requiring membership voting. The name of the individual designated as voting representative must be provided to the Chamber office in writing before that individual is eligible to vote

B. Any member may appoint, with prior written notice to the Chamber, an individual to carry that member's proxy vote at any meeting.

Section 5 Termination

A. Any member may resign from the Chamber upon written request to the Board of Directors.

B. Members whose dues have not been paid within ninety (90) days of their renewal date will be removed from the rolls of the Chamber and will not be eligible to receive member services. Those whose membership has lapsed may be reinstated upon payment of dues and approval of the Board of Directors. The date of payment will then be considered the members' anniversary date for future renewals.

C. Any member may be expelled by a two-thirds vote of the Board of Directors at a regularly scheduled meeting for conduct unbecoming a member or prejudicial to the aims or repute of the Chamber after notice and opportunity for hearing are offered the member involved.

D. Expelled members may appeal the decision of the Board of Directors in writing within ninety days of the Board's action. Such notice should be addressed to the Chairman of the Board.

Section 6 Honorary Membership

Distinction in public affairs shall confer eligibility of honorary membership. Honorary membership shall have all the privileges of membership, except the right to vote, and shall be exempt from payment of dues. The Board of Directors shall confer or revoke honorary membership by a majority vote at its annual planning meeting.

Article III Meetings

Section 1 Annual Meetings

An annual meeting for the full membership will be held each year at a time and location determined by the Board of Directors. Notice of such meetings will be sent each member no

less than ten (10) days prior to such meeting.

Section 2 Board of Directors Meetings

A. The Board of Directors will meet a minimum of six times each fiscal year at a time and place determined by the Directors to conduct business of the Delaware County Chamber of Commerce.

B. The Chairman will, in writing, inform the Presidents of the local chambers of commerce in the county and the Chairman of the Delaware County Board of Supervisors of the date, place, and time of the six Board of Directors meetings.

Section 3 Executive Committee Meetings

The Executive Committee shall meet as needed, but not less than six times each fiscal year. The Executive Committee may be called into extra session by the Chairman or President under their emergency powers or at the request of a majority of the elected officers of the Delaware County Chamber of Commerce.

Section 4 Planning Meeting

The Board of Directors shall have an annual planning meeting. At this meeting, the Board will constitute its standing committees, assess the need for additional committees, review the work of the previous year, and update the Chamber's long and short-term plans.

Section 5 Additional Meetings

A. Full membership meetings may be called by the Chairman at any time upon petition in writing of ten (10) percent of the members. Notice of such special meeting shall be mailed to each member at least five (5) days before the meeting date.

B. Meetings of the Board of Directors may be called by the Chairman upon written application of five (5) members of the Board. Notice, including purpose of meeting, shall be given to each Director at least three (3) days prior to the meeting.

C. Committee meetings may be called at any time by the Committee Chairperson.

Section 6 Quorums

A. At any duly convened meeting of the membership, ten (10) percent of the current membership shall constitute a quorum.

B. A simple majority shall constitute a quorum at a meeting of the Board of Directors.

C. A simple majority shall represent a quorum at committee meetings.

D. Board of Directors may vote on action-required items by phone conference.

Article IV Board of Directors

Section 1 Duties and Responsibilities

Governmental and policy-making responsibilities of the Delaware County Chamber of Commerce shall be vested in the Board of Directors. It shall be the duty of the Directors to control the Chamber's property, look after its finances, and direct its internal affairs.

It is the responsibility of each Director to chair or be a member of at least one committee.

Section 2 Board Structure

The Delaware County Chamber of Commerce Board of Directors shall be made up of fifteen (15) members, one third to be elected annually, to serve for three (3) years, or until their successors are elected and have qualified. One of the members shall always be the immediate past Chairman. If the immediate past Chairman had just completed a second three-year term, the immediate past Chairman would remain for a seventh year. Nomination for and election to one and two-year terms shall be made in order to achieve the staggered three-year terms previously described.

Except for as provided above, no Board member who has served two (2) consecutive three-year terms is eligible for re-election. A period of one (1) year must elapse before eligibility is restored.

Section 3 Election of Directors

A. *Nominating Committee* In February, the Chairman shall appoint, subject to approval of the Board of Directors, a Nominating Committee of three (3) members of the Chamber. The Chairman shall designate the committee chairperson.

B. Prior to the March 1, the Nominating Committee shall prepare a ballot of candidates to replace the Directors whose regular terms are expiring. In preparing the ballot, the committee will ensure adequate representation of all sectors of the business community and geographic locations within the County.

Ballots will be distributed to the general membership by March 15. The balloting will open for twenty one (21) days from the mailing of the ballots. Members may add the names of write-in candidates. The Board of Directors shall, at their next meeting, declare the candidates with the greatest number of votes elected.

All newly elected Board members shall be seated at this Board of Directors meeting and shall be participating members thereafter.

C. Each candidate must accept the responsibilities of directorship.

D. *Judges* The Board of Directors shall appoint at least two (2), but not more than five (5), judges who are not members of the Board or candidates for election. These judges shall have complete supervision of the election, including auditing the ballots. A designate of the judges shall report the results of the election to the Board of Directors.

Section 5 Vacancies

Directors missing three (3) consecutive meetings during a year or missing more than half of the meetings during a year without due cause may be requested to resign. If a response to this request is not received by the next meeting, the position shall be declared vacant. The Chairman, with the approval of a majority of the Board, may fill any vacancy on the Board or among the officers for the unexpired term at the end of which the post will be filled by due process.

Article V Officers

Section 1 Determination of Officers

The Board of Directors at its next meeting following elections shall reorganize for the coming year. At this meeting, the Board shall elect the Chairman, Vice-Chairman, Treasurer, and Secretary. All officers shall serve for a term of one (1) year or until their successors assume the duties of office. No officer shall remain in office more than two terms.

Section 2 Duties of Officers

A. *Chairman* The Chairman shall serve as the chief elected officer of the Chamber and preside at meetings of the membership, Board of Directors, and Executive Committee.

The Chairman shall, with advice and counsel of the President, determine all committees, select all committee leaders, and assist in the selection of committee personnel.

B. *Vice-Chairman* The Vice-Chairman shall exercise the powers and authority and perform the duties of the Chairman in the absence or disability of the Chairman.

C. *Treasurer* The Treasurer shall be responsible for the safeguarding of all funds received by the Chamber and for the proper disbursement. Such funds shall be kept on deposit in financial institutions, or invested in a manner approved by the Board of Directors, and subject to checks signed by officers authorized to do so. The Treasurer shall cause a monthly financial report to be made to the Board.

E. *Secretary* The Secretary shall be the custodian of non-financial records and shall sign all certified acts of the Chamber. In the absence of the Chairman and Vice-Chairman, the Secretary shall call meetings to order to order and preside until the immediate election of a chairman pro tem.

F. *President* The President shall be the chief administrative officer and executive officer and shall be charged with the general supervision and management of the office and business affairs of the Chamber. The President shall act as agent for service of process and shall conduct the correspondence, preserve the records and documents. The President shall also work with the Treasurer and Secretary in the maintenance and control of books and records of the Chamber.

The activities of the President and that of his staff shall be guided by and limited to those items outlined in Article I, Section 2 (Purpose) of these by-laws.

The President shall be a non-voting member of the Board of Directors, the Executive Committee, and all committees.

The President shall be responsible for hiring, discharging, directing, and supervising all employees, subject to the approval of the Executive Committee.

Section 3 Executive Committee

The Executive Committee shall act for and on behalf of the Board of Directors when the Board is not in session, but shall be accountable to the Board for its actions. It shall be composed of the officers, the immediate Past-Chairman and two (2) directors appointed by the Vice-Chairman. The Vice-Chairman will serve as head of the Executive Committee.

Article VI Committees

Section 1 Appointment and Authority

The Chairman, by and with approval of the Board of Directors, shall appoint all committee leaders. The Chairman may appoint such *ad hoc committees* and their leaders as deemed necessary to carry out the program of the Chamber. Committee appointments shall serve concurrent with the term of the appointing Chairman, unless a different term is approved by the Board of Directors.

It shall be the function of committees to make investigations, conduct studies and hearings, make recommendations to the Board of Directors, and to carry on such activities as may be delegated to them by the Board. The Committee Chair, or his delegate, shall present a report of the committee's activities at each meeting of the Board of Directors.

Section 2 Standing Committees

There shall be three standing committees:

A. Membership Committee

This committee works to attract new chamber members, retain current members and plan special member events.

B. Governmental Affairs

This committee manages the Chamber's legislative priorities and goals, draft the annual legislative agenda for approval by the Board of Directors. The committee meets to act upon governmental issues and concerns that affect Chamber members' abilities to be successful and create jobs for the citizens of our county.

C. Tourism Committee

The tourism advisory committee guides the tourism program for Delaware County.

Section 2 Limitation of Authority

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

Section 3 Testimony

Once committee action has been approved by the Board of Directors, it shall be incumbent upon the President, Chairman, or any Director who is familiar enough with the issue to give testimony to, or make presentations before, media, civic, and governmental agencies.

Section 4 Divisions

The Board of Directors may create such divisions, bureaus, departments, councils, as it deems advisable to handle the work of the Chamber.

The Board shall authorize and define the powers and duties of all divisions, bureaus, councils, committees, departments, and subsidiary corporations. The Board shall annually review and approve all activities and proposed programs of such divisions, bureaus, department, or councils, including collection and disbursement of funds.

No action or resolution of any kind shall be taken by divisions, bureaus, committees, departments, or councils, having bearing upon or expressive of the Chamber, unless approved by the Board of Directors.

Article VII Finances

Section 1 Funds

All funds of the Delaware County Chamber of Commerce shall be placed in the General Fund except monies subscribed or contributed for a specific purpose shall be placed in a separate fund for each purpose.

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. Disbursements shall be made by check. Checks and/or withdrawal forms shall be signed by any two members of the Executive Committee.

Section 3 Fiscal Year

The fiscal year of the Chamber shall commence January 1 and close on December 31.

Section 4 Budget

The President, Chairman, and Treasurer shall complete preparation of a budget for the ensuing year by October. The Executive Committee shall review the budget proposal and secure the approval of the Board of Directors prior to December 1.

Section 5 Audit

The accounts and fiscal records of the Chamber shall be audited every five (5) years as of the close of business on December 31. An audit may be requested by the Board of Directors at any time prior to the five (5) year time frame. The audit will be completed by an independent public or certified public accountant or a firm of such accountants selected by the Board of Directors. A report on the findings of the auditor shall be available to members of the organization within the offices of the Chamber.

Section 6 Bonding

The President and such other Officers and staff as the Board of Directors may designate shall be bonded by a sufficient fidelity bond in the amount set by the Board of Directors and paid for by the Chamber.

Article VIII Parliamentary Procedure

Proceedings at all meetings of the Board of Directors and committees shall be governed by, and conducted according to, the latest edition of Robert's Rules of Order.

Article IX Amendments

Section 1 Revisions

These By-laws may be amended by a 2/3 vote of the members present at any duly called membership meeting, provided that proposed amendments, alterations, or provisions to be repealed shall be plainly stated in the call for the meeting at which they are to be considered.

Notice of meetings at which amendments, alterations, or provisions are to be considered must be given at least seven (7) days prior to the time of the meeting.

Article X Dissolution

The Chamber shall use its funds only to accomplish the objects and purposes specified in these By-Laws, and no part of said funds shall be distributed to members of the Chamber. On dissolution of the Chamber, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organizations to be selected by the Board of Directors.