

The Village of Greenwood Lake NY Chamber of Commerce

BYLAWS

ARTICLE I - PURPOSE

Section 1.01 Name. The incorporated name of the organization is “*The Chamber of Commerce of Greenwood Lake NY, Inc.*” It will be known as the Greenwood Lake Chamber of Commerce, hereinafter referred to in these bylaws as the “Chamber.”

Section 1.02 Purpose/Objective. The purpose/objective of the Chamber is to be a positive and enthusiastic organization that contributes to the leadership, development and promotion of an economic climate that (1) enhances the quality of life of the Village of Greenwood Lake, NY, and (2) balances economic prosperity while protecting long-held community values and traditions.

Section 1.03 Limitations. The Chamber is a nonprofit, nonpartisan, nonsectarian organization. The Chamber shall take no part in, nor lend its influence or facilities either directly or indirectly, to the nomination, election, appointment or removal of any candidate for, or official in, any elected position. The Chamber shall take a neutral position on political campaigns. The Chamber shall conduct its activities in such manner as to maintain its Federal tax exempt status under the Internal Revenue Code Section 501(c)(6).

ARTICLE II - MEMBERS

Section 2.01 Eligibility. Any person, association, corporation, partnership, sole proprietorship, limited liability company, trust or estate, or any other business entity actively engaged in a commercial or mercantile activity as a means of livelihood may be eligible for membership, so long as they have an interest in the purpose and objectives of the organization. Non-profit entities are also eligible.

Section 2.02 Definitions.

2.02a. The term “member” is used in these bylaws to refer to a specific business (or any other entity that meets eligibility criteria in Section 2.01) that has applied and been approved for membership. The term “member business” may also be used for interpretation purposes.

2.02b. The term “in good standing” is used in these bylaws to mean that a member of the Chamber is current on dues and payments. Members must be “in good standing” to be eligible for the rights and privileges of membership.

2.02c. The term “general membership” is used in these bylaws to refer to all member businesses in good standing at the time a specific action is called for (e.g., voting, meetings, etc.).

Section 2.03 Application for Membership.

2.03a. Membership in the Chamber is voluntary. Applications for membership will be on forms provided for that purpose. Applications will be signed, and a signed application constitutes the applicant’s agreement to the conditions of membership as set forth in these bylaws. Dues shall accompany the application (see Section 2.05c).

2.03b. For organizational purposes, the person signing the membership application is considered the “primary contact” for that individual membership, particularly for the purpose of rights and privileges of membership (unless otherwise designated).

2.03c. Applications are reviewed and approved by the Chamber’s Executive Board.

Section 2.04 Term. The term of membership is one year and can be renewed annually. Memberships are based on the calendar year and renewed in January regardless when members initially join.

Section 2.05 Dues.

2.05a. Annual dues are established by the Chamber's Executive Board. Memberships are renewed in January and are due in full by January 31st.

2.05b. The Chamber's Executive Board may consider a member not in good standing if the member's dues are in arrears and follow-up actions fail to resolve the situation.

2.05c. Dues for new members only will be based on the following schedule, to be accompanied by the initial membership application:

January 1 through March 31	Full payment
April 1 through June 30	$\frac{3}{4}$ of the full amount
July 1 through September 30	$\frac{1}{2}$ of the full amount
October 1 through December 31	$\frac{1}{4}$ of the full amount

Section 2.06 Voting Rights. Each member shall be entitled to one vote on each matter submitted to a vote of the general membership, regardless how many of the member's employees are involved in Chamber events or activities. Members who are not in good standing at the time matters are submitted for a vote, shall not be eligible to vote.

Section 2.07 Termination of Membership.

2.07a. Any member may at any time terminate such membership upon request, preferably written, to the Chamber's Executive Board. Such termination will be effective at the time specified in the request.

2.07b. Any member may be suspended or expelled by the Chamber's Executive Board, for reasons or actions contrary to the policies and goals of the Chamber, after written notice and opportunity for a hearing with the Executive Board are afforded the member in question. Examples may include (but are not limited to)

conduct engaged in or condoned, that is disloyal, dishonest, disruptive, damaging or is in competition with the Chamber.

2.07c. Members who self-terminate, 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 Chamber shall cease upon the resignation, suspension or expulsion.

Section 2.08 Marketing and Promotional Media

2.08a. Only members in good standing will be listed, promoted, and/or featured in Chamber marketing and promotional media to include membership directories (see Section 2.02b).

2.08b. Members may be omitted from Chamber media if the member is not in good standing on the cutoff date/time that any such media must be submitted for publication.

2.08c. Members who are terminated in accordance with Section 2.07 will be removed from Chamber marketing and promotional media.

Section 2.09 Honorary Memberships. The Chamber's Executive Board may confer honorary membership on an individual/organization. Honorary Members shall have the privileges of membership except the right to vote and to serve on the Executive Board. Honorary members shall be exempt from payment of dues.

Section 2.10 Compensation in Lieu of Dues. The Executive Board may vote, on a case-by-case basis, to excuse dues for a member in exchange for services to the Chamber ("quid pro quo"). Nothing herein shall preclude a member from serving the Chamber in any other capacity and from receiving compensation for such services.

Section 2.11 Member Communications.

2.11a. The primary communication method for notices required by these bylaws, between the Chamber's Executive Board and members, will be through electronic mail (email). Any member who provides the Chamber a valid email address consents to receiving official notices via email unless such member requests to receive notices via postal mail.

2.11b. The Chamber shall send communications to the primary contact for the membership (see Section 2.03b). It is the member's responsibility to ensure the Chamber has an accurate address for official purposes (email or postal mail).

ARTICLE III – EXECUTIVE BOARD

Section 3.01 General Powers. The governing and policy making responsibilities of the Chamber shall be vested in the Executive Board, which shall control its property, be responsible for its finances, and direct its affairs (hereinafter referred to as the "Board").

Section 3.02 Number of Positions. The Board shall consist of seven (7) positions, who are considered officers of the organization. All positions are elected by a vote of the general membership.

Section 3.03 Term of Office. The term of office for all positions will be one (1) year from January 1 through December 31. Board members may serve more than one (1) term if re-elected.

Section 3.04 Eligibility.

3.04a. Persons affiliated with a member business (e.g., owner, manager, employee) are eligible to be nominated for board positions, providing (1) the member business is in good standing at the time of the person's nomination, (2) the person being nominated has the consent of the member business' primary contact, if applicable (see Section 2.03b), (3) the person can fulfill the duties and responsibilities for the position they are seeking, and (4) they are at least 18 years of age.

3.04b. Board members are not eligible to serve on the board, and will vacate their position, if they are affiliated with a member business that (1) is terminated (see Section 2.07), or (2) is no longer a member in good standing (see Section 2.02b).

3.04c. Any person holding an elected or appointed public office is not eligible to serve on the Board.

Section 3.05 Board Meetings.

3.05a. The Board shall meet at regular intervals (at least monthly) at a time and place determined by the Board Chair. Special meetings of the board may be called by the Board Chair or other board members, with consideration given to providing as much advance notice as possible to all board members.

3.05b. Board meeting agendas and meeting minutes should use the following “Order of Business” outline:

- (1) Date, time, and location of the meeting.
- (2) Names of those present and absent (include guests if applicable).
- (3) Call to Order (name of person chairing the meeting).
- (4) Review/approval of minutes from previous meeting.
- (5) Reaffirm any decisions or actions taken since previous board meeting (e.g., votes approved by text or email).
- (6) Treasurer’s financial report, to include the following (as a minimum): status of accounts; bills paid/received; status of paid memberships.
- (7) Secretary’s report to include communications sent/received.
- (8) Unfinished Business.
- (9) New Business.
- (10) Information for the good of the order.
- (11) Adjournment.

3.05c. Minutes of meetings are not official until reviewed and approved by the Board and signed by the person chairing the meeting. The Board Chair may coordinate the review/approval of the minutes via email, as soon as practical following the meeting. When this is done, it will be so noted at the next scheduled meeting.

3.05d. Meeting minutes will be made available to the membership as soon as practical following their approval.

Section 3.06 Quorum. At least five (5) Board members must be present at any meeting to constitute a quorum and to transact business. Board members participating in a meeting via telecommunication or technology devices (e.g., telephone, computer device) shall constitute presence at a meeting, providing all board members attending the meeting can hear one another and can participate in the discussion (texting or emailing in to a meeting is not considered “present” for quorum purposes). If a quorum is not present, the members present may adjourn the meeting until a quorum is present. Notice of any such adjournment shall be given to any board members who were not present. If there are vacancies on the board, see Section 3.08e.

Section 3.07 Voting Procedures (Board).

3.07a. Board decisions are primarily made in the form of motions that are made and seconded by board members and presented for a vote. Each board member has one vote. A simple majority of those present is needed to render a decision on motions. In the event of a “tie” vote, the motion fails. All motions and results of voting will be documented in the meeting minutes. If there are vacancies on the board, see Section 3.08e.

3.07b. When time and place are a factor, board members may communicate information and make decisions electronically (using text messaging or email). In these instances, the Board Chair must ensure sufficient information is provided to and received by all board members, in order for them to make a well-informed

decision. Sections 3.06 and 3.07a still apply and decisions will be documented as per Section 3.05b(5).

Section 3.08 Board Vacancies. If a Board member vacates his/her position before their term expires, the general membership will be notified and nominations will be sought for the vacant position. (This section applies to filling out-of-cycle vacancies; for annual elections, see Article VI – Annual Elections.)

3.08a. If no nominations are received for a vacant position, the position will remain open until filled.

3.08b. If only one (1) candidate is nominated for a vacant position, the Board may vote to fill the vacant position.

3.08c. When more than one candidates are nominated to fill the same vacant position, the Board will submit the names in the form of a ballot to the general membership for a vote.

3.08d. Those elected to fill vacant Board positions will serve the unexpired portion of the term until the next annual election.

3.08e. In the event vacancies cause the number of Board positions to drop below five (5), the requirement for a quorum may be suspended until vacant positions are filled. When this occurs, decisions will be made by a simple majority; in the event of a “tie” vote, the motion fails. (See Sections 3.06 and 3.07).

Section 3.09 Meeting Attendance. Any Board member who is absent from three (3) board meetings during their term of office, without valid reason, shall vacate his/her position.

Section 3.09 Dismissal. The Board may vote to dismiss any board member who engages in any activity or conduct that is illegal, unethical, disruptive, disloyal, or any other actions the Board feels compromises said Board member’s ability to represent the Chamber’s interests. A notice of intention to take action to remove a Board

member, stating the date, time and place action is to be taken, shall be mailed to his/her address of record as known to the Chamber, at least two weeks (14 days) prior to the time such action is to be taken. The member in question will also be provided written notice of the Board's deliberation and final decision.

Section 3.10 Compensation. Board members shall serve without compensation for their services as board members. The Board may vote to reimburse any board member who incurs expenses related to the performance of their duties (see Section 4.04d). Nothing herein shall preclude a board member from serving the Chamber in any other capacity and from receiving compensation for such services.

Section 3.11 Conflict of Interest.

3.11a. Board members will abstain from voting on any matter before the board that places him or her in a conflict of interest. A conflict of interest exists when a board member stands to profit from the Board's decision, personally or as an employee of a member business that is party to the decision.

3.11b. If there is any conflict between the provisions of the Chamber's Certificate of Incorporation and these by-laws, the provisions of the Certificate of Incorporation shall govern (take precedence).

Section 3.12 Control. The Board shall have the final authority over the deposit, investment and disbursement of all monies paid to the Chamber. No action by any member business, Chamber committee member, or individual board member shall be binding upon, or constitute an official expression of the policy of the Chamber until it shall have been approved or ratified by the Board.

Section 3.13 Indemnification of Board Members. The Chamber shall indemnify every Board member, their heirs, executors and administrators against expenses reasonably incurred by them in connection with any action, suit or proceedings to which they may be made a party of by reason of their being or having been an officer of the Chamber. Indemnification shall be provided only in connection with such matters

covered by the settlement as to which the Chamber is advised by counsel that the person to be indemnified did not commit such a breach of duty.

ARTICLE IV – EXECUTIVE BOARD POSITIONS

Section 4.01 Board Chair.

4.01a. The Chair provides leadership, vision and direction for the Chamber organization, and facilitates goal setting and plans to accomplish goals.

4.01b. The Chair (unless designated otherwise) shall be the official spokesperson for the Chamber. All communications sent/received by other board members will be coordinated through/communicated with the Chair.

4.01c. The Chair shall preside at all Chamber meetings. The Chair sets agendas and ensures all decisions and motions agreed to at meetings are carried into effect.

4.01d. The Chair will act as co-signatory on financial matters.

4.01e. The Chair can authorize the spending of up to \$150 without board approval. This provision applies when there is not enough time to comply with Sections 3.06 and 3.07. In these instances, board members will be informed and the decision will be indorsed at the next scheduled board meeting.

4.01f. The Chair attends and represents the Chamber at official meetings and functions.

4.01g. The Chair ensures requirements identified in these bylaws are complied with.

Section 4.02 Board Vice Chair.

4.02a. The Vice Chair assists the Board Chair in carrying out the day-to-day affairs of the Chamber.

4.02b. The Vice Chair performs the duties and exercises the powers of the Board Chair, as “Acting-Chair,” in the absence of the Chair (to include Chair vacancies).

4.02c. The Vice Chair may act as co-signatory on financial matters (when designated).

Section 4.03 Trustee.

4.03a. The Trustee is responsible for overseeing actions of the Chamber. The Trustee may at times, take a position or express an opinion they do not necessarily agree with (or simply to provide an alternative position or point of view), for the sake of debate or to explore the topic further. The purpose of such a process is typically to test the quality of the original argument and identify weaknesses, if possible, in its structure, and to use such information to either improve or abandon the original motion/position.

4.03b. The Trustee performs the duties and exercises the powers of the Chair, as “Acting-Chair,” in the absence of the Chair and Vice Chair.

4.03c. The Trustee may act as co-signatory on financial matters (when designated).

Section 4.04 Treasurer.

4.04a. The Treasurer shall be responsible for safeguarding all funds received, held, and dispersed by the Chamber.

4.04b. The Treasurer shall be responsible for managing banking affairs, to include (but not limited to) maintenance of accounts; credit card use; check registers; ledgers; and other financial processes.

4.04c. The Treasurer shall invoice members during the dues renewal cycle and ensure membership records are accurate with respect to payment of dues.

4.04d. The Treasurer shall ensure documentation is received (receipts, invoices, etc.) when dispersing funds and will ensure that such documentation will fulfill auditing requirements.

4.04e. The Treasurer will maintain and safeguard all financial records of the Chamber, and ensure the completeness of transferring such records to the next person responsible for the position.

4.04f. The Treasurer will act as co-signatory on financial matters.

4.04g. The Treasurer will present monthly and yearly financial statements to the Board and will have current financial statements available at general membership meetings.

4.04h. The Treasurer shall ensure that financial records are open to the inspection of any member upon request. Any such request must first be coordinated with the Board Chair, who will work with the Treasurer to accommodate the request as expeditiously as possible.

4.04i. The Treasurer will be available during audits.

Section 4.05 Secretary.

4.05a. The Secretary shall be the custodian of documents, records and reports of the Chamber. The Secretary will ensure the completeness of transferring such records to the next person responsible for the position.

4.05b. The Secretary shall keep accurate records of Chamber meetings in the form of meeting minutes (see Section 3.05b for meeting outline). In the Secretary's absence, the Chair may designate another person to take minutes.

4.05c. The Secretary will facilitate communication (to include email and social media postings) to the membership and to the community at large. To the extent possible, all communication should be pre-coordinated with the Board Chair for accuracy, completeness, etc.

4.05d. The Secretary will handle mail, to include (but not limited to) maintaining the key to the Post Office box; checking mail (at least weekly); presenting correspondence to the Board at meetings; and managing other mail services as directed.

4.05e. The Secretary will check the Chamber's email account (at least weekly) to review in-coming communications, comments, questions, etc. The Secretary will forward emails to the appropriate board member for action or the Secretary may reply to those queries within the Secretary's abilities to resolve.

Section 4.06 Member(s) at Large. The two (2) "Member at Large" positions are voting members of the Board. The primary purpose for establishing these positions is to afford members the opportunity to become more familiar with, and more engaged in, the operations of the board and the Chamber as an organization. Those filling these positions attend board meetings and other membership meetings/activities, and they accept responsibilities as delegated by the Board Chair.

ARTICLE V – GENERAL MEMBERSHIP MEETINGS

Section 5.01 Annual Meeting. An annual meeting of the membership shall be held each year at a date and place determined by the Board.

Section 5.02 Special Meetings. Special meetings of the general membership may be called at any time by the Board for the purpose of transacting business, networking, socializing, and so on.

Section 5.03 Notice of Meetings. As much advance notice as possible should be given to members, stating the date, time and location of any meeting (see Section 2.11). Include the purpose of the meeting, if applicable.

Section 5.04 Meeting Procedures. The Board Chair (or designee) sets agendas and presides over meetings. Meeting locations and reimbursement for meeting expenses (e.g., refreshments) will be determined by the Board (see Section 7.03).

ARTICLE VI - ELECTIONS

Section 6.01 Annual Elections. Annual elections will be held each December, and those elected will serve the following calendar year, starting January 1st.

Section 6.02 Annual Election Process.

6.02a. The Board will determine a cut-off date in November to receive nominations, and a cutoff date in December to receive election ballots. These dates should be determined at the October board meeting.

6.02b. All Board positions are up for election each year.

6.02c. The Board will seek nominations from the general membership in November. Any person may self-nominate themselves or nominate another person for a position, providing that person accepts the nomination. Individuals can only run for one (1) position on any given ballot. Nominations will be forwarded to the Board who will determine eligibility. See Section 3.04 for eligibility criteria.

6.02d. The Board will send election ballots to the general membership in December. Ballots will be sent both electronically (email) and mail delivered by the postal service using addresses provided by the members. Eligibility to vote is as stated in Section 2.06 and voting will be as stated in Section 8.01.

6.02e. Once the election is completed, the Board will verify that voting met the criteria contained in Section 8.01 and if so, approve the election results. The installation of newly elected Board members should take place at the first meeting of the new year.

ARTICLE VII – FINANCE

Section 7.01 Budget.

7.01a. The Board will be responsible for putting together an annual budget, the purpose being to provide transparency and accountability to the general membership as to the flow of income and expenses within the organization. The budget will be a projection of estimated and actual (when known) income and expenses, and will be made available to members upon request (see Section 4.04h).

7.01b. The Chamber's fiscal year shall begin on the first day of January and end on the last day of December.

7.01c. The annual budget should include (but is not limited to) the following categories and projections:

- (1) Dues revenue
- (2) Fund-raising revenue
- (3) Administrative and operational expenses and fees
- (4) Marketing and promotions
- (5) Community development (scholarships, sponsorships, events, etc.).

7.01d. The Board will approve the budget for the new year and establish the amount of annual dues not later than December 1.

Section 7.02 Audit. The accounts of the Chamber shall be examined every two (2) years by a Certified Public Accountant designated by the Board. The results will be presented by the CPA to the Board, and will be made available to members upon request.

Section 7.03 Alcohol Policy. No Chamber organizational funds shall be used to purchase alcoholic beverages.

ARTICLE VIII – GENERAL PROVISIONS

Section 8.01 Votes by the General Membership. There are sections in these bylaws which require a vote of the general membership. Examples include: elections, dissolving the organization and reassigning residual assets, and amending the bylaws. There may also be times when the members and/or the Board decide that a vote by the general membership is needed on a specific issue. In all instances when a membership vote is to take place, the following applies:

8.01a. The Board will present the issue to be voted on in the form of a motion (when possible) that requires either an “approve” or “disapprove” response. The Board will send out a voting ballot both electronically (email) and mail delivered by the Postal Service, using addresses provided by the members (see Section 2.11). The Board will include a deadline (cut-off date) as to when voting will end. A simple majority of those responses received by the deadline is needed to reach a decision. In the event of a tie, the vote fails. The Board will abide by election results.

8.01b. During elections to fill Board positions, the ballot will be in the form of selecting candidates. The candidates receiving the most votes for the position they are nominated for, will be selected. In the event of a “tie” vote for a position(s), the Board will send out consecutive ballots for only that position(s) until there is a clear selection.

Section 8.02 Employee Participation. Employees of member businesses may participate in Chamber committees, events and activities, and are eligible for the “member rate” when fees are involved, so long as the member business is in good standing. Employees of member businesses may also be eligible to serve on the Chamber’s Board (see Section 3.04).

Section 8.03 Signatures. All documents or other methods requiring a commitment by the Chamber will be signed by the Board Chair, unless otherwise determined by the Board.

Section 8.04 Amending the Bylaws. These bylaws may be amended (revised, changed, corrected, etc.) by a vote on the proposed amendment by the general membership (see Section 8.01). Proposed changes must be sent to the membership at least thirty (30) days prior to the vote.

8.04a. The notice to amend the bylaws should include (as a minimum) the section number that is being amended; the proposed amendment (what specifically is being changed); and the new language to the section (how the section will read once it is amended). Include the reason for the change when appropriate.

8.04b. Once an amendment is approved, the Board will publish new bylaws and, prior to the signature element, include the date the amendment became effective and how it was approved (e.g. "*Section 2.05 Amended May 23, 2016 by membership vote.*").

Section 8.05 Reimbursement of Legal Fees. Any person made party to an action by reason of the fact that he/she, or his/her testator or intestate is or was an officer of the organization, or while serving at the request of the organization, as an officer or in any other capacity, shall be indemnified by the organization against the reasonable expenses, including attorney's fees, judgments, fines and amounts paid in settlement actually incurred by him/her as a result of such action or proceeding, or any appeal therein, to the full extent permissible under the laws of the State of New York.

Section 8.06 Dissolution and Residual Assets.

8.06a. The Chamber, as an organization, may be dissolved by a vote of the general membership (see Section 8.01).

8.06b. Upon dissolution of the organization, the general membership will vote to determine where residual assets should be transferred (see Section 8.01). Residual assets shall be donated to another similar non-profit organization which is tax exempt under the applicable Internal Revenue Service code.

8.06c. The notice to dissolve and reassign residual assets must be sent to the general membership at least thirty (30) days prior to the vote.

Section 8.07 Parliamentary Procedures. Procedure not otherwise addressed in these bylaws shall be governed by the latest revision of *Modern Parliamentary Procedure*, by Ray E. Keeseey.

ARTICLE IX - COMMITTEES

Section 9.01 Functions and Authority. The Board may establish committees on an “as needed” basis for a specific purpose and will make clear the general scope of authority allotted to it. The Board will appoint a chairperson who will report directly to the board. Committee membership will be determined by the Board on a case-by-case basis.

Section 9.02 Finances. No committee shall, without specific approval of the Board, solicit funds or make expenditures of Chamber funds exceeding the amount allotted to it by the Board.

Section 9.03 Records. All minutes of meetings, reports, and correspondence originating with or received by any members of the committee, relating to the committee's work, shall be furnished to the Board so that the official file will be complete.

Section 9.04 Technology Committee. The Board may establish a “Technology Committee” to manage day-to-day technology media. Responsibilities include (but are not limited to) the following:

9.04a. Management of the Chamber’s website.

9.04b. Management of social media (e.g., Facebook pages).

9.04c. Management of on-line processes (on-line membership applications, on-line voting, etc.).

9.04d. Management of membership databases and directories.

Approved by vote of the membership, December 7, 2016