

THE HYDE PARK CHAMBER OF COMMERCE, INC. BYLAWS

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 Hyde Park Chamber of Commerce Incorporated and referred to hereafter as "The Chamber".

Section 2: **PURPOSE**

The Chamber is organized to achieve the objectives of:

1. Preserving the competitive enterprise system of business by:
 - a. Creating a better understanding and appreciation of the importance of business people and a concern for their problems.
 - b. Educating the business community and representing them on town, county, state and national legislative and political affairs.
 - c. Preventing or addressing controversies which are detrimental to expansion and growth of business and the community if they arise.
 - d. Creating a greater appreciation of the value of a more liberal investment of substance and self on behalf of the interests of competitive business.
2. Promoting business and community growth and development by:
 - a. Promoting economic programs designed to strengthen and expand the income potential of all business within the trade area;
 - b. Promoting programs of a civic, social and cultural nature which are designed to increase the functional and aesthetic value of the community; and
 - c. Correcting abuses which prevent the promotion of business expansion and community growth.

Section 3: **LIMITATIONS OF METHODS**

The Chamber shall observe all local, state and Federal laws which apply to a not-for-profit organization as defined in Section 501 (c) (6) of the Internal Revenue Code.

ARTICLE II

MEMBERSHIP

Section 1: **ELIGIBILITY**

Any person, association, corporation, partnership or firm having an interest in the objectives of the organization shall be eligible to apply for membership. Businesses should be in good standing, ADD: meaning your name is established and your character is trustworthy

Section 2: **ELECTION**

Applications for membership shall be in writing, on a form provided for that purpose, and signed by the applicant. The Membership Committee 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 thereof. Any applicant so elected shall become a member upon payment of the regularly scheduled investment as provided in Section 4 of Article II.

Section 3: **DESIGNATION OF REPRESENTATIVE**

Each association, corporation, partnership or firm which is elected membership shall designate one (1) individual who shall be the representative of such entity in connection with the exercise of all rights and privileges of the Chamber membership. If such entity wishes to designate more than one representative individual, and additional Membership dues shall be due with respect to each individual, as provided in Section 4 of Article II. The entity shall have the right to change its representative individual(s) at any time upon written notice to the Board of Directors.

Special Interest Groups (ie. Artist's Collective's etc.) in good standing may nominate one member of their group to be considered to become a Board Member of the Chamber. The person will not be given voting rights until accepted by a majority of the Board.

Section 4: **MEMBERSHIP DUES**

Membership dues shall be determined by the Board of Directors and paid annually, by the date due.

Section 5: **TERMINATION**

1. Resignation – Any member may resign from the Chamber upon written notification to the Board of Directors.
2. Expulsion – Any member may be expelled by a two-thirds (2/3) vote of the Board of Directors for conduct unbecoming or for violations of these bylaws. The Board shall notify the member complained against of the receipt of a complaint and shall provide the member with the opportunity for a hearing.
3. Delinquency – Any non-payment of the Membership Investment more than ninety (90) days from the date due shall constitute delinquency on the part of the member. The Board of Directors shall terminate such membership upon receipt of notification of delinquency from the President, unless otherwise extended for good cause by a two-thirds vote of the Board of Directors.

Section 6: **VOTING**

In any proceeding in which voting by the membership is called for, each member in good standing shall be entitled to one vote, and each member firm, association or corporation shall be entitled to one vote.

Section 7: **HONORARY MEMBERSHIP**

Distinction in public affairs shall confer eligibility for an annual honorary membership. Honorary members shall have all the privileges of members, except the right to vote, and shall be exempt from payment of any Membership Investments for the term of their honorary membership. Honorary membership shall be conferred by a majority vote of the Board of Directors.

ARTICLE III

MEETINGS

Section 1: **ANNUAL MEETING**

1. The Annual Meeting of the Chamber, in compliance with State law, will be held during December of each year. The time and place shall be fixed by the Board of Directors and notice thereof e-mailed or mailed to each member at least ten (10) days before said meeting.

Section 2: **ADDITIONAL MEETINGS**

1. General Membership Meetings of the Chamber shall be held once per month, unless agreed otherwise by the Board. The time and place shall be fixed by the Board and notice shall be emailed to each member at least ten (10) days before said meeting.
2. Special Membership Meetings of the Chamber may be called by the President at any time, or upon petition in writing of any 25% of the members in good standing. Notice of special meetings shall be emailed to each member at least five (5) days prior to such meeting.
3. Board of Directors Meeting – Shall be held once per month on a date agreed by the members of the Board. A special meeting may be called by the President or by the Board 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.
4. Committee Meetings may be called at any time by the President, Vice-President, or by the committee head.

Section 3: **QUORUMS**

At any duly called General or Special Meeting of The Chamber, 10% of the members in good standing shall constitute a quorum. At any duly called Board of Directors Meeting, a simple majority of the Directors shall constitute a quorum. At any committee meeting a simple majority shall constitute a quorum.

Section 4: **NOTICE, AGENDA, MINUTES**

1. Written notice of all meetings of the Chamber shall be given by the President five (5) days in advance of the meeting unless stated otherwise in these By-Laws.

2. Advance agenda for all meeting of the Chamber shall be prepared by the President in compliance with the Procedures Manual.
3. Minutes of all meetings of The Chamber shall be recorded by the Secretary in compliance with the Procedures Manual.

ARTICLE IV

BOARD OF DIRECTORS

Section 1: RESPONSIBILITIES

The Board of Directors shall be responsible for the government and policy-making of The Chamber regarding the affairs, finances, and property of The Chamber. The Board of Directors is responsible for establishing all procedures and formulating and adopting all policies of The Chamber and for the hiring and firing of all employees of The Chamber.

Section 2: COMPOSITION

The Board of Directors shall be composed of not more than fifteen (15) members, at least four (4) of whom shall serve for a three (3) year term or until their successors are elected.

Section 3: SELECTION and ELECTION

1. Qualifications – To be nominated to serve as a Director of The Chamber, a person must be an active member in good standing and must agree to accept the responsibility of directorship.
2. Nominating Committee - At the September meeting of the Board of Directors, the President shall appoint, subject to the approval of the Board, a Nominating Committee composed of five (5) members in good standing of the Chamber. The President shall designate the Head of the Committee.
 - a. Slate of Candidates – Prior to the November meeting of the Board of Directors, the nominating Committee shall present to the President a slate of candidates equal to the number of positions to be filled on the board. In addition, the Nominating Committee shall present a slate of candidates for election to two (2) year terms as Officers of the Chamber.
 - b. Terms of Publications – Upon receipt of the report of the Nominating Committee, the President shall immediately notify the membership in writing of names of the people nominated as candidates for directors, and the right of nomination from the floor.
3. Election - The people to fill the vacancies on the Board shall be elected from among those candidates nominated, at the Annual Meeting of The Chamber by vote of the membership. The officers shall be elected by the Board of Directors at the January meeting.

Section 4: **SEATING and DIRECTORS**

All newly elected Board members shall be seated at the January Board Meeting and shall be participating members thereafter for their term of office. Retiring Directors shall continue to serve until the completion of the January meeting of the Board.

Section 5: **TERMINATION**

A member of the Board of Directors who shall be absent from three (3) consecutive meetings of the Board shall automatically be removed from the directorship, unless confined by illness of another absence approved by a majority of the Board.

Vacancies on the Board of Directors, or among the Officers of The Chamber, which occur prior to the natural termination date of such term, shall be filled at the discretion off the Board of Directors by an affirmative vote of a majority of the Board.

Leave of Absence - Members of the Board of Directors may request a leave of absence for up to, but not exceeding 6 months for medical or personal reasons. The leave of absence must be requested in writing and approved by the President of the Board.

Section 7: **POLICY**

The Board of Directors shall have the authority to make position statements on any issues that affect the membership and purpose of the Chamber.

ARTICLE V

OFFICERS

Section 1: **ELECTION**

The Board of Directors, including new and retiring members, at its January meeting, shall elect a President, a First and Second Vice President, Secretary and Treasurer who shall serve for the 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. The offices of first and second Vice President shall be filled at the January meeting as set forth above.

Section 2: **DUTIES**

1. President: The President shall serve as the chief elected officer of The Chamber and shall preside at all meetings of the membership, Board of Directors and Executive Committee. The President shall assign the Vice-Presidents to divisional or departmental responsibility and shall, with the advice and counsel of Vice-Presidents and the approval of the Board of Directors, determine all committees, select all committee leaders, and assist in the selection of committee personnel. The President shall serve as Budget Committee Head for the preparation of the next

year's budget. The President will serve a term of 2 years. The President is responsible for creating each meeting's agenda and ensuring Board members receive the agenda at least 2 business days before the meeting.

2.First Vice-President: The First Vice-President shall assume the office of Vice President at the next annual meeting following his/her election to office. The First Vice-President shall have two full years to become familiar with the responsibilities and duties of the office of the President of the Chamber. It is expected that after 2 years as Vice President, this person will then serve as President of The Chamber for the next 2 years.

3.Second Vice-President: (If applicable) The Second Vice-President will hold this position for 2 years. Following that time, this person shall assume the office of First VicePresident The duties of the Second Vice President shall be those that may be assigned by the President and the Board of Directors. The Second Vice-President will also have immediate jurisdiction over any and all committees assigned as part of general duties.

4.Treasurer: The Treasurer shall be responsible for the safe-guarding 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 and saving account withdrawals are to be signed by the Treasurer or President and in the absence of both, by two (2) approved signers. The Treasurer shall provide a monthly financial report to the Board at each monthly meeting. All expenses shall be approved by a majority of the Board. The Treasurer should also provide by February of each year a suggested budget with all anticipated revenue and expenses. If revenue is not expected to be met, expenses should be re-evaluated monthly.

5.Secretary: The Secretary, or designee, is required to take the minutes at every Board Meeting, Minutes should be shared with Board Members at least 2 working days before the next meeting. The Secretary will also assist with all communications from The Chamber. The Secretary is expected to hold the position for 2 years.

Section 3: **EXECUTIVE COMMITTEE**

The Executive Committee shall be composed of the President, First Vice-President, Second Vice President if applicable, Secretary and the Treasurer. The President shall serve as head of the 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 of Directors for all of its actions.

ARTICLE VI

COMMITTEES

Section 1: **APPOINTMENT**

The Board of Directors shall appoint all committees and committee heads. The President may appoint ad hoc committees and committee heads as deemed necessary to carry on the purpose of the Chamber. Each board member is expected to chair or participate in at least one committee.

Section 2: AUTHORITY

1.It shall be the function of the committees to make recommendations to the Board of Directors, and to carry on such activities as may be delegated to them by the President. There is to be no chair or committee action done without the approval from the Board of Directors.

2.No action by any member, committee, employee, or officer of The Chamber shall be binding upon, or constitute an expression of, the policy of The Chamber until it has been approved or otherwise 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 committee heads or, in their absence, whomever they designate as being familiar enough with the issue to give testimony to, or make presentations before, civic and governmental agencies.

Section 4: DISCHARGE

Committees shall be discharged by the President when their work has been completed and their reports accepted.

ARTICLE VII

OFFICE MANAGER

Section 1: EMPLOYMENT

The Office Manager of The Chamber is employed by and serves at the pleasure of the Board of Directors.

Section 2: RESPONSIBILITIES

1.The President, First Vice-President and Second Vice-President shall implement all policies and decisions of the Board of Directors and shall represent The Chamber at public functions.

2.The President, First Vice-President and Second Vice-President shall affect and maintain a working relationship with other Chambers of Commerce; appropriate local, county, state and federal governmental agencies; media organizations; local civic organizations; and any other individuals; agencies or organizations as directed by the Board of Directors.

3.The President shall be responsible for the day-to-day operation of The Chamber including but not limited to the following:

- a. Correspondence including mailings and prompt responses to all inquiries to The Chamber
- b. Solicitation of new members, retention of current members, and collection of membership investments
- c. Preparation of all meeting agendas and oversight that records are maintained from all regular and special meetings of the general membership and Board of Directors
- d. Resource person for all committees of The Chamber
- e. Attend all functions of The Chamber

- f. Oversight of all social meetings of The Chamber including logistics and securing guest speakers
- g. Oversight of planning and preparation of existing and proposed projects.

4.The President, first Vice-President or Second Vice-President shall acquire a working knowledge of the Town of Hyde Park’s Master Plan, the Zoning Ordinance and all land use regulations and shall act on behalf of the Chamber, upon direction by the Board of Directors, in matters pertaining to same. This shall include, but not be limited to

5.The President shall encourage and support growth in the business community through person contact and correspondence. The President shall aid all new business in conforming to local ordinances regardless of their affiliation with The Chamber.

ARTICLE VIII

FINANCES

Section 1: FUNDS

All money paid to The Chamber shall be placed in a General Operating Fund.

Section 2: DISBURSEMENTS

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

Section: FISCAL YEAR

The fiscal year of The Chamber shall be from January 1 through December 31 of the calendar year.

Section 5: BUDGET

By February, the Budget Committee will develop a budget which will be presented to the Executive Committee to review. The Executive Committee shall adopt the budget for the upcoming year and submit to the Board of Directors for approval.

ARTICLE 1X

DISSOLUTION

Section 1: **PROCEDURE**

The Chamber shall use its funds only to accomplish the purposes specified in these Bylaws, and no part of said funds shall inure, or be distributed to individual 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 organization to be selected by the Board of Directors and as defined in IRS 501©(6).

ARTICLE X

PARLIAMENTARY AUTHORITY

Section 1: **SOURCE**

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

ARTICLE X1

AMENDMENTS

Section 1: **REVISIONS**

These Bylaws may be amended or altered by a two-thirds (2/3) vote of the Board of Directors, or by simple majority of the Chamber members, at any regular or special meeting, provided that the notice for such meeting includes the proposed amendments. Any proposed amendments shall be submitted to the Board of Directors or the member in writing, at least ten (10) days in advance of the meeting at which they are to be acted upon.

ADOPTED: _____

AMENDED: _____