



218 Route 17 | PO Box 514 | Tuxedo NY 10987-0514
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BYLAWS

Article I – Name

The name of the organization shall be the Tuxedo Chamber of Commerce Incorporated. Our date of incorporation shall be January 1st, 2011, pursuant to the membership corporation laws of the State of New York.

Article II – Objective

The objective of the organization is to support local businesses in the greater Tuxedo area through cooperative action in advancing the common commercial, industrial, professional, and civic interests of the organization's members in the Town of Tuxedo, County of Orange, State of New York. A more detailed definition of the organization's objective shall be put forth by the president in his or her mission statement.

Article III – Limitations

The organization shall be non-profit, non-partisan, non-sectarian organization that shall take no part in nor lend its influence or facilities, neither directly nor indirectly, to the nomination, election, appointment or removal of any candidate for any elected position.

Article IV – Membership

Section 1: Eligibility. Membership shall be open to any association, organization, corporation, partnership, business entity, or individual having an interest in the objective of the Chamber.

Section 2: Types and Rights of Membership.

- A. Primary Members shall have the right to vote, hold office, and serve on committees. Primary members which are business entities shall name a single representative who may cast only one vote and hold office, and an alternate to serve in the absence of the representative.

- B. Honorary Members may be issued at the discretion of the board of directors to non-members who have rendered service to or furthered the goals of the Chamber. Honorary members shall enjoy all rights of primary members except that they may not vote or hold office. Honorary memberships may be given to, for example, the village mayor, town supervisors, or county executive.
- C. Suspended members may not vote, hold office, serve on committees, or participate in meetings during period of suspension. Responsibilities of the suspended member, if any, shall be executed by a member appointed by the president of the board of directors.

Section 3: Application for membership. Applications for membership shall be in writing on forms provided by the secretary. Applications shall be signed, and a signed application constitutes consent to the conditions of membership set forth in these bylaws. The signed application shall be submitted to the board of directors by the secretary.

Section 4: Terms of membership. The term of membership shall consist of the calendar year, January 1st through December 31st.

Section 5: Election of members. All applications for membership shall be submitted to the secretary for review by the board of directors. Election of membership shall be by a majority vote of the board of directors, but any applicant so accepted shall become a member only upon payment of applicable dues.

Section 6: Non-discriminatory policy. The board of directors shall not discriminate in favor of or against any application based solely on their race, creed, sex, religion, color, faith, or creed.

Section 7: Dues. Annual dues shall be recommended by a majority vote of the board of directors and approved by a majority vote of the general members in effect for the calendar year. The board of directors shall set a date by which dues are to be paid. Dues are payable annually unless other arrangements are made by the board of directors.

Section 8: Termination of Membership.

- A. Any member in good standing may resign at any time from the organization by request, preferably written, submitted to the board of directors. Such resignation will take effect at a time of the member's choosing.

- B. Any member shall be suspended or expelled by a two-thirds vote of the board of directors for non-payment of dues ninety days after the payment date set by the board of directors, unless other arrangements are made by the board.
- C. Any member may be suspended or expelled by a two-thirds vote of the board of directors for cause (see "Sufficient Cause"). Such a member is entitled to written notice of the concern and to an opportunity for a hearing before the board of directors should they so choose.
- D. Members who resign 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 organization shall cease upon resignation, suspension, or expulsion.

Article V – Meetings of the Members

Section 1: Monthly Meeting. The monthly membership meeting and all special meetings shall be held at such time and place as shall be stated in the notice of the meeting, set forth by the board of directors to the membership. At least four membership meetings will be held annually.

Section 2: Special Meetings.

- A. A special meeting of the membership, for any purpose, may be called by the president or by the board of directors.
- B. Notice of the meeting stating the date, hour, place, and purpose of the meeting shall be transmitted electronically or via regular mail no less than seven nor more than thirty days prior to the meeting.

Section 3: Quorum. At any meeting of the membership, a quorum for the transaction of business shall consist of at least five members of the organization in good standing and present at the meeting.

Section 4: Voting. At any meeting of the organization, every primary member or their appointed representative shall have the right to one vote in person. All elections of officers and all other matters shall be determined by a plurality.

Article VI – Board of Directors

Section 1: Responsibilities. The governing and policy-making responsibilities of the organization shall be vested in the board of directors which shall control its property, be responsible for its finances, and direct its affairs.

Section 2: Size of the board. The number of directors constituting the entire board shall be no less than five and shall include at a minimum the officers of the board.

Section 3: Eligibility. Any primary member of the organization may be elected to the board of directors. The member must be at least 18 years of age.

Section 4: Term of Directorship. A director's term shall be two years. There shall be no limit on the total number of terms a director may serve.

Section 5: Resignations and Terminations.

- A. Any director may resign at any time by giving notice, preferably in writing, to the board of directors. Such resignation shall take place at the time specified by the director.
- B. The board of directors may, by a three-fifths vote of all directors in office at the time of the vote, remove a director for cause (see "Sufficient Cause"). A notice of intention to take action to remove a director, stating the date, time and place of such action, shall be mailed to the director at least twenty days prior.
- C. Any or all directors may be removed with or without cause by a majority vote of the members of the organization.

Section 6: Vacancies. Any director who fails to attend four consecutive regular board meetings or fails to attend at least 60% of the regularly scheduled board meetings in a 12-month period shall be deemed to have tendered his/her resignation, pending acceptance by the board of directors. When such a vacancy shall occur on the board or committee, the board shall appoint a successor by majority vote to fill the remaining term.

Article VII – Meetings of the Board of Directors.

Section 1: Time and Place. The board may hold meetings, regular and special, at such a time and place determined by the board president.

Section 2: Meetings. The president of the board of directors shall fix the time and place of board meetings at the first meeting of the newly elected board. The president, with approval from at least two other directors, may cancel or postpone any board meeting. Special meetings may be called by the president or by a majority of the board members in office. Every board member must be notified by phone, email, or mail as to the time and location of the meeting at least 24 hours in advance of the meeting. No notice is required for regular meetings of the board to the public or membership.

Section 3: Quorum. At all meetings of the board, a majority of the entire board (e.g., greater than 50%) shall constitute a quorum for the transaction of business. If a quorum is not present at the meeting of a board, the president may adjourn the meeting until such a time when a quorum is possible.

Article VIII – Officers and Appointed Positions

Section 1: Titles. The officers of the organization shall be president, vice president, recording secretary, membership secretary, and treasurer.

Section 2: General Duties and Responsibilities.

- A. Conduct. The board of directors shall be members of the Chamber in good standing and of the upmost reputation for fairness and responsibility within the community. As the leadership of the organization, officers and trustees should hold themselves to a higher standard of ethics and involvement and understand that they represent the Chamber in their daily affairs. All shall make efforts to promote the benefits of the Chamber and communicate their involvement for the benefit of the local community.
- B. Voting. Each member of the board of directors shall have a single vote to approve or disapprove of movements suggested by the board. All members of the board have equal standing to discuss matters prior to a vote, and generally take a turn to voice their opinion, under the supervision of the president. An atmosphere of mutual respect must be present at all times. After such a time when the discussion is complete, the president will move to vote on a movement.

Section 3: Specific Duties and Responsibilities.

- A. President (Officer – votes only to break ties). The president shall be the principal officer of the organization and shall be present at all meetings. The president shall be an-officio member of all standing and ad hoc committees and shall have the right to vote in committee proceedings. The president shall have responsibility for general and active

management and control of the business affairs of the organization subject to the control of the board of directors, and shall see that all orders and resolutions of the board are carried into effect. The president shall also mediate any discussion or disagreement amongst board members and ensure that a business-like atmosphere and mutual respect between parties is adhered to at all times.

- B. Vice President (Officer – Voting). The vice president shall serve as the second-in-command of the organization and shall be present at all meetings. He or she shall generally assist the president and perform such other duties as the president or board prescribes. In the absence or disability of the president, the vice president shall perform the duties and responsibilities of the president.
- C. Recording Secretary (Officer – Voting). The recording secretary shall attend all meetings of the board, membership meetings, and record all votes. The recording secretary shall record the minutes of all proceedings in a manner in which he or she can easily pass the information along to the next recording secretary. He or she shall keep in safe custody all of the records as the board may direct and shall perform all other duties incident to the office of recording secretary.
- D. Membership Secretary (Officer – Voting). The membership secretary shall attend all meetings of the board and membership meetings. He or she shall maintain a list of all members and report their standing to the board of directors. The membership secretary will serve as the primary communications officer of the organization as well, and is responsible for notifying the membership of upcoming meetings and events in a timely manner. The membership secretary shall work closely with the treasurer during the collection of dues to ensure that membership is maintained.
- E. Treasurer (Officer – Voting). The treasurer shall be responsible for safeguarding all funds received by the organization as well as disbursement of such funds under the direction of the board. Upon taking office, the treasurer assumes a fiduciary responsibility of assets belonging to the organization. The treasurer shall be abreast of the financial situation and health of the organization and make a full report of that status to the president and board of directors upon request. The treasurer shall also report to the general membership on the financial status of the organization at least four times annually. An audit of the books and records of the organization shall be presented by the treasurer at least annually by a committee of three members in good standing appointed by the board of directors or an independent accountant.
- F. Trustee (Not an officer – Voting). Trustees shall be appointed by the membership for two-year terms and shall attend all board of director and general membership meetings. A

trustee shall not be considered an officer but will have a vote on all board business and shall make every effort to participate in and govern the business of the Chamber.

Section 4: Eligibility. Any member in good standing may be elected to office. Elections shall be held at the last meeting of the calendar year under the discretion of the board of directors.

Section 5: Removals and Vacancies. Elected or appointed officers may be removed at any time (see "Sufficient Cause") by a majority vote of the entire board. If any office becomes vacant, the board shall nominate a replacement and shall fill such vacancy by a majority vote. Any officer so elected will serve only for the term of his or her predecessor, unless they are reelected by the membership.

Article IX – Committees

Section 1: Formation. Standing and ad-hoc committees shall consist of at least three members. Committee chairpersons shall be appointed by the board of directors by a majority vote.

Section 2: Disbanding. Standing committees shall be considered ongoing for the purposes identified by the board of directors, and shall continue until dissolved by the board of directors. Ad-hoc committees shall generally be formed to serve a purpose, which, once complete, shall result in the disbanding of the ad-hoc committee.

Section 3: Leadership. When each committee is formed, an individual will be identified by the board of directors to serve as the committee chair. This individual will be responsible for the general conduct and accomplishment of the mission's purpose, and shall have the authority to call meetings of the committee and make decisions. The chairperson shall report progress to the general membership as requested by the board of directors and the president as requested.

Article X – General Provisions

Section 1: General Procedure. Procedures not otherwise address in these bylaws shall be governed by the board of directors.

Section 2: Fiscal Year. The fiscal year of the organization shall coincide with the calendar year.

Section 3: Signatures. All contracts and other instruments requiring a signature on behalf of the organization may be signed by the president or other officer authorized to sign by a majority vote of the board of directors.

Section 4: Indemnification. The Chamber may, by resolution of the board of directors, provide for indemnification by the Chamber of any and all current or former officers, directors, or employees

against expense actually and necessarily incurred by them in connection with the defense of any action, suite, or proceeding in which they or any of them are made parties to or a party by reason of 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 duty and to such matters as shall be settled by agreement predicated on the existence of such liability for negligence or misconduct.

Section 5: Dissolution. Dissolving the Chamber shall be approved only by a 2/3^{rds} vote of the directors. Upon dissolution, remaining assets of the organization are to be dedicated by the directors to another similar organization which is tax-exempt under the applicable internal revenue code.

Section 6: Definitions

- A. "Sufficient Cause" – violation of the bylaws or any lawful rule or practice duly adopted by the organization. This includes any significant civil or criminal offenses as decided on by the board of directors.
- B. "Majority Vote" – one more than half of the total votes cast.
- C. "Plurality Vote" – the largest number of votes cast.