

Tuxedo Chamber of Commerce, Inc.
P.O. Box 514, Tuxedo, NY 10987

-BYLAWS-

ARTICLE I – Name

SECTION 1: The name of the organization shall be the Tuxedo Chamber of Commerce Incorporated, which was incorporated October 4, 1990, pursuant to the membership corporation laws of the State of New York.

ARTICLE II – Objective

SECTION 1: The objective of the organization is to foster cooperative action in advancing the common commercial, industrial, professional and civic interests of the organization's members in the Town of Tuxedo, Orange County, New York.

ARTICLE III – Limitations

SECTION 1: The organization shall be a non-profit, non-partisan, non-sectarian organization that shall take no part in, nor lend its influence of facilities, either directly or indirectly, to the nomination, election, appointment or removal of any candidate for, or official in, any elected position.

ARTICLE IV – Membership

SECTION 1: ELIGIBILITY. Membership shall be open to any association, organization, corporation, partnership or business entity 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 and to hold office. Primary members which are business entities shall name a single representative who may cast only one vote and hold office, and also name an alternate to serve in the absence of the representative.
- B. *Honorary memberships* 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 only be given to: Village Mayor, Town Supervisor, County Executive.
- C. *Suspended members* may not vote, hold office, serve on committees or participate in activities or meetings during the period of the suspension. Responsibilities of the suspended member will be handled 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 for that purpose. Applications shall be signed, and a signed application constitutes the applicant's agreement to the conditions of membership as set forth in these bylaws. The signed application shall be submitted to the board of directors.

SECTION 4: TERMS OF MEMBERSHIP. All memberships shall be renewable annually (first of year).

SECTION 5: ELECTION OF MEMBERS. All applications for membership shall be submitted to and reviewed by the board of directors. Election of members shall be by a majority vote of the board of directors at any meeting thereof, but any applicant so elected shall become a member only upon payment of the applicable dues, fees and/or assessments.

SECTION 6: DUES, FEES AND ASSESSMENTS. Annual dues shall be recommended by a majority vote of the board of directors, shall be approved by a majority vote of the general members, and shall be in effect for a calendar year. Additional fees and assessments may be approved by a majority of the board of directors. The board of directors shall set a date by which dues are to be paid. Dues are payable annually unless, with the approval of the board of directors, an alternative arrangement is made.

SECTION 7: TERMINATION OF MEMBERSHIP

- A. Any member in good standing may at any time resign from the organization upon request, preferably written, to the board of directors. Such resignation shall take effect at the time specified in the request, or if no time is specified, at the time, as determined by the president of the board of directors, of the acceptance of the resignation.
- B. Any member shall be suspended, or may, by a two-thirds (2/3) vote of the board of directors, be expelled, for non-payment of dues after ninety days from the payment due date set by the board of directors, unless alternative arrangements have been approved by the board.
- C. Any member may, by a two-thirds (2/3) vote of the board of directors, be suspended or terminated for cause. [See "Sufficient Cause"] Such member is entitled to written notice of the concern and to an opportunity for hearing before the board of directors.
- 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 the resignation, suspension or expulsion.

ARTICLE V – Meeting of the Members

SECTION 1: MONTHLY MEMBERSHIP MEETING. The monthly membership meeting and all special meetings of the members shall be held at such time and place as shall be stated in the notice of the meeting. At least four (4) membership meetings shall be held annually.

SECTION 2: OTHER MEETINGS OF THE MEMBERSHIP

- A. A special meeting of the membership, for any purpose(s) set forth in the notice of the meeting, may be called by the president or by the board of directors. Such meeting shall be called by the president at the written request of at least ten (10) primary members of the organization.
- B. Written notice of a meeting of the members, stating the place, date, hour, purpose and requestor shall be given personally or by mail to each member not less than seven (7) nor more than thirty (30) days prior to the meeting. If mailed, such notice shall be directed to each member at his/her address as known by the organization.

SECTION 3: QUORUM. At any meeting of the membership, transaction of business will be decided by a majority of those members present and in good standing, except for election of officers and by-laws revisions, as provided for under *ARTICLE IX – Committees*.

SECTION 4: VOTING. At any meeting of the membership, every *primary member*/ representative shall be the right to one (1) vote in person or by absentee ballot. Absentee ballots shall be in writing, and shall be signed and dated by the absentee voter. All elections of officers and all other matters shall be determined by a plurality (largest number of votes).

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 (5), and shall include officers and committee coordinator.

SECTION 3: ELIGIBILITY. Any primary member of the organization may be elected to the board of directors, except that directors shall be at least eighteen (18) years of age.

SECTION 4: TERM OF DIRECTORSHIPS. A director's term shall be *two (2) years*. There shall be no limit on the total number of terms which a director may serve. No action by the membership to decrease the size of the board of directors shall shorten the term of any director in office at the time the action is taken.

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 to take effect at the time/date stated in the notice.

- B. The board of directors may, by a three-fifths (3/5) 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 action is to be taken, shall be mailed to the director at the director’s address of record as known to the organization, at least twenty (20) days prior to the time such action is to be taken.
- C. Any or all of the directors may be removed with or without cause by a majority vote of the members of the organization.

SECTION 6: VACANCIES

- A. Any director who fails to attend four (4) consecutive regular board meetings or who fails to attend at least sixty percent (60%) of the regularly scheduled board meetings in a twelve month period shall be deemed to have tendered his/her resignation, and such resignation shall be considered accepted. Such director shall receive written notice of the acceptance of the resignation, but failure to issue such notice shall not change the fact of resignation. The board may vote to suspend application of this provision at its discretion.
- B. When a vacancy should occur on the board, if the director is an officer or committee coordinator, the board shall appoint a success by majority vote to fill out the remaining term.

ARTICLE VII – Meetings of the Board of Directors

SECTION 1: TIME AND PLACE OF MEETINGS. The board may hold meetings, both regular and special, at such time and place as the board shall determine.

SECTION 2: MEETINGS. No notice shall be required for *regular meetings* of the board for which the time and date have been fixed. The board shall fix the time and place of regular meetings at the first meeting of the newly elected board. The president, with approval from at least two directors, may cancel or postpone any regular meeting. *Special meetings* may be called by or at the direction of the president or by a majority of the directors then in office. Every board member must be notified by phone or mail.

SECTION 3: QUORUM. At all meetings of the board, a majority of the entire board shall constitute a quorum for the transaction of business. Provided that a quorum is present, the vote of a majority of the directors present or represented by an absentee ballot shall be the act of the board. Directors who are in contact with the meeting via conference phones or similar equipment by which all participants may hear all comments are considered present for the counting of a quorum and for voting. Directors who have cast absentee ballots [See “Absentee Ballots”] are considered to be present for voting, but not for the counting of a quorum. If a quorum shall not be present at a meeting of the board, the directors present may adjourn the

meeting until a quorum is present. Notice of any such adjournment shall be given to any directors who were not present. (Also see Article X, Section 1.)

ARTICLE VIII – Officers and Appointed Positions

SECTION 1: TITLES. The officers of the organization shall be a president, vice-president, a secretary and a treasurer.

SECTION 2: TERMS AND RESPONSIBILITIES

- A. **PRESIDENT (OFFICER: VOTES ONLY TO BREAK TIES).** The president shall be the principal officer of the organization and shall preside at all meetings. The president shall be an ex-officio member of all committees except the audit committee, and shall have the right to vote in committee proceedings except the audit proceedings. The president shall have responsibility for general and active management and control of the business and the 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.
- B. **VICE-PRESIDENT (OFFICER: VOTING).** The vice-president shall, in the absence or disability of the president, perform the duties and exercise the powers of the president as acting president, and shall generally assist the president and perform such other duties as the board or president shall prescribe. The vice-president shall serve as parliamentarian for the board, being governed by Article X, Section 1 of these bylaws.
- C. **SECRETARY (OFFICER: VOTING).** The secretary shall attend all meetings of the board, all general membership meetings and shall record all votes. The secretary shall record the minutes of all proceedings in a book to be kept for that purpose. The secretary shall give, or cause to be given, notice of all meetings of the members and special meetings of the board, and shall perform such other duties as may be prescribed by the board or the president, under whose supervision he/she shall act. The secretary shall keep in safe custody the seal of the organization and, when authorized by the board, shall affix the same to any instrument requiring it. When so affixed, it shall be attested by his/her signature. He/she shall keep in safe custody all records as the board may direct and shall perform all other duties incident to the office of secretary.
- D. **TREASURER (OFFICER: VOTING).** The treasurer shall be responsible for safeguarding all funds received by the organization as well as the disbursement of such funds in such manner as prescribed by the board. The treasurer shall review the financial status of the organization and make a full report of that status from time to time as may be required by the president or the board. An audit of the books of the organization shall be conducted annually and results communicated to the board at the first board meeting in February, unless a different reporting date is specified by

the board. The audit shall be conducted by a committee of at least three (3) persons or by an independent accountant.

SECTION 3: ELIGIBILITY. Any member in good standing may be elected to any office.

SECTION 4: REMOVALS AND VACANCIES. All officers shall hold office at the pleasure of the membership and any officer, elected or appointed by the membership may be removed at any time with or without cause [See “Sufficient Cause”] by a majority vote of the entire board.

If an office becomes vacant for any reason, the board shall nominate a replacement and shall fill such vacancy by a majority vote. Any officer so elected shall serve only for the unexpired term of his/her predecessor unless re-elected by the membership.

ARTICLE IX – Committees

SECTION 1: FORMATION. Standing and ad hoc committees shall consist of at least three (3) members. Committee chairpersons shall be appointed by the committee members, subject to approval of the board.

SECTION 2: STANDING COMMITTEES AND THEIR RESPONSIBILITIES

A. **NOMINATIONS.** The nominations committee shall suggest candidates for the offices of both expiring and vacated positions to the board of directors at the regular October board meeting.

1. NOMINATIONS OF OFFICERS

- a. The board shall review the proposed slate and shall approve the slate of candidates for presentation to the membership at the October general membership meeting.
- b. Any member in good standing may nominate alternate candidates verbally or in writing prior to the vote at the year-end meeting. A final call for nominations will take place prior to distribution of the written ballots.
- c. Voting at the year-end meeting of the membership shall be by written ballot and positions shall be filled based on plurality of votes received (eg: if three non-officer positions are open, the candidates receiving the first, second and third highest number of votes shall be elected.) Absentee ballots must be received by 8:00 a.m. of the day of the vote at the place of the vote.

B. **BYLAWS.** The bylaws committee shall be responsible for the maintenance of the current bylaws and for the review of proposed changes to such bylaws. All proposed changes shall be submitted to the bylaws committee in writing and the committee shall recommend action to the board within thirty (30) days. The board shall then adopt, by majority vote of the directors in attendance at the meeting, a

recommendation to the membership of the organization. The proposed bylaw change shall be presented, along with the board's recommendation, to the membership along with a written ballot. Returned ballots shall be counted thirty (30) days following the postmarking of the ballots. Adoption of the changes shall be based on a majority of the ballots distributed. Ballots which are not returned shall be considered votes in favor of the board's recommendation.

SECTION 3: AD HOC COMMITTEES. Ad hoc committees shall serve at the pleasure of the board of directors and may be formed or disbanded at any time.

ARTICLE X – General Provisions

SECTION 1: PARLIAMENTARY PROCEDURE. Procedure not otherwise addressed in these bylaws shall be governed by the latest revision of Roberts' Rules of Order. Copies of the latest revision shall be maintained by the parliamentarian.

SECTION 2: FISCAL YEAR. The fiscal year of the organization shall, unless otherwise fixed by the board of directors, begin on the first day of January and end on the last day of December of each calendar year.

SECTION 3: SIGNATURES. All deeds, mortgages, contracts and other instruments requiring a seal may be signed in the name of the organization by the president or acting president and by another officer or officers authorized to sign such instrument by 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 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 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. Upon dissolution, the remaining assets of the organization are to be dedicated by the board of 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.
- B. "Majority Vote" – one more than half the votes cast.
- C. "Plurality Vote" – the largest number of votes cast.