

TOWN of WOODBURY CHAMBER of COMMERCE, INC.

BY-LAWS

ARTICLE I

Preamble

Section 1. The name of this organization shall be the Town of Woodbury Chamber of Commerce, Inc. (hereinafter the "Chamber of Commerce" or "Chamber").

Section 2. The goals of the Town of Woodbury Chamber of Commerce, Inc. is to further, and to enhance generally, the lawful purposes, interests, and objectives of the business community of Woodbury. Specifically, this would include activities to support business and employment within Woodbury; to better serve the needs of the residents of Woodbury by creating an awareness of the many goods and services available within Woodbury and neighboring communities; to advance the interests of the business community before the Town Board, Village Board and other agencies of Woodbury; to improve the present Business climate; to review and, where possible, obtain group benefits for the members of the Chamber; to support volunteer organizations of the Town and Village; to encourage community support of business activities; and in general to undertake and support all reasonable efforts to bring about and improve favorable conditions for successful business operations within Woodbury.

ARTICLE II

Membership

Section 1. Membership is open to all persons, firms or corporations maintaining places of business or regularly transacting business in the Town of Woodbury, Village of Woodbury and Village of Harriman, Orange County, New York.

Section 2. A member business, regardless of its form of organization, shall be entitled to only one vote and only one member or representative of a business may hold office in any year.

Section 3. All Applications for membership for the current year must be received by the Vice President of Membership and the dues paid not less than ninety (90) days prior to the Annual Meeting for a member business to be eligible to vote at such meeting, no application will be acted upon at the Annual Meeting.

Section 4. Honorary member(s) name(s) may be submitted by an active member for the proposed honorary member at any regular meeting of the Chamber and voted upon at the next regular meeting.

ARTICLE III

Dues

Section 1. The dues for each member business of this Chamber shall be determined annually by the Board of Directors and approved by a majority vote of the membership.

Section 2. Upon notice from the Vice President of Membership that a member is in arrears more than thirty (30) days the Secretary shall notify such member in writing. If such member has not paid the dues in arrears within 30 days of such notice, the delinquent member shall be dropped from membership.

Section 3. No delinquent member shall participate; have a voice in, or a vote at, any regular or special meeting unless and until such member business' dues for the current year have been paid in full.

Section 4. A member dropped for non-payment of dues may rejoin the Chamber within the current year after submitting a new application together with full payment of all dues.

Section 5. The fiscal year of the Chamber shall begin July 1st in each year and end June 30th.

Section 6. Any member that serves as an officer is exempt from paying annual dues during their term.

ARTICLE IV

Nomination and Election of Officers

Section 1. The Nominating Committee shall be appointed not later than the January meeting in each year. The report of the Nominating Committee shall be received at the April meeting and submitted with the Minutes of said meeting to all members of the Chamber.

Section 2. The names of any other candidates may be submitted at any time up to and including the May meeting. Any such nominations must be regularly moved and seconded at the April or May meeting of the Chamber. All nominees must consent to the nomination by submitting a signed letter to the Chairperson of the Nominating Committee.

Section 3. The officers of the Chamber for the next year shall be elected at the May meeting in each year and installed at the Annual Meeting in June of each year.

Section 4. If there is an election of officers required, a panel of three election Inspectors will be appointed by the President to count ballots.

Section 5. If any vacancy occurs among the officers, it shall be filled for the remainder of the term at the next regular or special meeting, by a majority vote of those present.

ARTICLE V

Officers

Section 1. The officers of the Chamber consist of President, Vice President of Membership, Vice President of Programs, Secretary and Treasurer.

Section 2. All officers shall be elected by ballot or by the Secretary casting a single vote, if only one (1) nominee is selected for that office. All officers will serve for (1) year or until their successor is duly elected.

Section 3. No President shall serve the Chamber for more than three (3) consecutive terms.

Section 4. The term of office of the elected officers shall commence at the close of the Annual Meeting and continue until the close of the next Annual Meeting.

Section 5. The Board of Directors shall consist of the elected officers of this Chamber plus the Immediate Past President. Four (4) members of the Board of Directors shall constitute a quorum, provided, a lesser number may adjourn any meeting of the Board. In addition, the Treasurer Emeritus, Secretary Emeritus, and former Past Presidents are invited to attend any Executive Board meetings to offer guidance/counsel.

ARTICLE VI

Duties of Officers

Section 1. It shall be the duty of the President to have general charge and supervision of the affairs and business of the Chamber. (S)he shall preside over all meetings (regular and special) and monthly Board of Director meetings. It shall be the duty of the President to appoint all Committees. The President is an ex officio member of all Committees of this Chamber. Shall prepare the Annual Report for presentation to the Membership at the June meeting.

Section 2. The Vice Presidents shall assist the President. In the President's absence, the Vice President of Membership shall preside. If both the President and Vice President of Membership are absent, the Vice President of Programs shall preside.

Section 3. The Vice President of Programs shall oversee arranging for the scheduling meetings and speakers for monthly meetings. Shall also distribute press releases to newspapers advertising the monthly meeting and ensure that local media are informed of all Chamber social activities. Shall give all notices to the Secretary to be distributed to the membership. Coordinate local events on behalf of the Chamber. In the absence of the President and Vice President of Membership shall preside over the general membership meeting.

Section 4. The Vice President of Membership shall oversee all Chamber efforts to maintain current and obtain new members, employing all normal means of soliciting members (including heading formal membership drives). Shall attempt to ensure that all persons wishing to join the Chamber and participate in its activities shall have every opportunity to do so. This includes accepting reservations for monthly meetings, making follow-up calls to members who have not responded, and acting as liaison with the restaurant. In the absence of the President, shall preside over the general membership meeting.

Section 5. The Secretary shall obtain and forward to the members all reports, news and other information concerning the Chamber's activities including Notices of Meetings. Shall keep records of the membership of the Chamber and supply current lists of members to both the Vice President of Membership and the Treasurer. Will send out bills for dues at the direction of the Vice President of Membership and, after a second notice, will notify members in writing who are more than 30 days in arrears on dues that they will be dropped from membership unless payment is made within 60 days of this formal notice.

It shall be the duty of the Secretary to keep a complete record of all proceedings of the Chamber. Shall submit copies of the Minutes of all meetings to all members by preparing them for review by the Executive Board and then emailing them with the Notices of Meeting. Shall perform such other duties and make such reports as may be required by the President or Executive Board. The Secretary is the keeper of the corporate seal and the official documents of the Corporation.

Section 6. It shall be the duty of the Treasurer to keep accurate records of all monies received and disbursed and shall present a report at each regular meeting. Shall pay all regular bills and any special bills approved by the Board of Directors or authorized by the membership of the Chamber. (All expenses more than one hundred dollars (\$100.00) not included in the Budget of the Chamber, must be approved by a vote of the membership at a regular meeting or special meeting called for that purpose). In the absence of the Treasurer, the President shall sign checks to pay any approved or authorized expenses.

Section 7. It shall be the duty of the Board of Directors to transact all business of the Chamber between meetings, subject to the approval, when required, by the membership at its next regular meeting. As soon as possible after the Annual Meeting, the Board of Directors will prepare a Budget for the current year and present the same at the September meeting of the Chamber.

Section 8. Whenever an office of this Chamber becomes vacant through removal, death, resignation or any other cause, a successor to such office shall be elected at the next regular meeting of the Chamber. In the event any officer fails to attend three (3) consecutive meetings of the Chamber during his or her term of office unless a legitimate excuse is presented; his or her office shall be declared vacant.

ARTICLE VII

Standing Committees

Section 1. There shall be the following standing Committees of the Chamber:

- (a) Board of Directors – comprised of the elected officers and the immediate Past President of the Chamber. In addition to the duties named above, the Board shall attend to any necessary routine arising between meetings of the Chamber.
- (b) Membership – This Committee of three (3) under the chairmanship of the Vice President of Membership shall be responsible for contact with prospective members and communications with current members, bringing before the membership matters of interest to the membership. They will provide leadership when formal membership drives are held.
- (c) Liaison – This Committee of three (3) shall, so far as is reasonable possible, maintain contact on behalf of the Chamber with all boards, offices and agencies of Woodbury and report back to the Chamber the results of these contacts. This Committee shall take every reasonable step to insure that at least one of its members attends each session of the Planning Board of the Village of Woodbury in order that the members of the Chamber are kept informed of matters affecting the future development within the Village.
- (d) Nominating – To be appointed annually by the President and consisting of three (3) members who shall communicate with and review actual and potential candidates to propose a slate of officers at the April meeting of the Chamber.
- (e) Audit – A committee of three (3) members to be appointed annually by the President to examine the books of the Treasurer not later than the May meeting in each year. A report of the results of their examination shall be made at the Annual Meeting.
- (f) By-Laws – This Committee of three (3) shall review all proposals for amendments, additions, corrections and deletions from the By-Laws of this Association and report to any regular meeting or special meeting called for the purpose their recommendations for such changes. Notwithstanding the provisions of this paragraph, any member proposes a change to the By-Laws at any regular meeting and move the adoption of the same.
(See Article IX for full procedure).
- (g) Events – A committee of three (3) members to gather membership literature and to schedule coverage for Chamber table at local events.

ARTICLE VIII

Meetings

Section 1. The Annual Meeting shall be held in June of each year.

Section 2. Regular monthly meetings will be held on the 4th Monday in each month divided equally between dinner and breakfast meetings. Social gatherings and other events may be scheduled during the year for the Chamber membership.

Section 3. Eleven members shall constitute a quorum for the transaction of business at any meeting.

Section 4. The Board of Directors shall meet at least once between meetings of the Chamber on the call of the President.

Section 5. Special meetings may be called by the President, a majority of the Board or upon the Petition of eleven (11) or more members of the Chamber. No special meeting may be held except on at least ten (10) days' prior written notice to all members, which notice shall set forth the purpose of the meeting. In the event that a special meeting duly called would fall within ten (10) calendar days of a regularly scheduled meeting, the President and Board shall not be required to schedule the special meeting on a separate date, but the purpose of the special meeting shall be communicated in writing to all members and be brought up as the first order of business at the regular meeting; no regular business may be heard until the special meeting has been duly adjourned.

ARTICLE IX

Amendments

Section 1. The Chamber shall have full power at any regular meeting or at the Annual Meeting to amend, alter, add or delete any provisions of these By-Laws by the affirmative vote of two-thirds (2/3) of the members present, provided, that all such amendments, alterations, additions or deletions shall have been presented in writing to a previous regular meeting and notice of such proposed change to the By-Laws having been sent to all members of the Chamber.