

# Greater Camillus Chamber of Commerce By-Laws

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**BY-LAWS  
GREATER CAMILLUS CHAMBER OF COMMERCE**

**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 Greater Camillus Chamber of Commerce, Inc. (hereafter referred to as "Chamber").

**Section 2: Purpose**

The Greater Camillus Chamber of Commerce, Inc. is organized to:

- 1) Preserve the competitive enterprise system of business.
- 2) Create a better understanding and appreciation of the importance of business people and a concern for their problems.
- 3) Promote business and community growth and development by promoting economic programs designed to strengthen and expand the income potential of all business within the trade area.
- 4) Promote programs of civic, social, and cultural nature, which are designed to increase the functional and esthetic values of the community.
- 5) Discover the correct abuses which prevent the promotion of business expansion and community growth. In all activities, this Chamber shall be non-partisan, non-sectarian and not-for-profit. The Greater Camillus Chamber of Commerce shall observe all local, state and federal laws which apply to a non-profit organization as defined in Section 501(c)(6) of the Internal Revenue Service Code.

**ARTICLE II  
MEMBERSHIP**

**Section 1: Eligibility**

Any person, association, corporation, partnership, or any other organization having an interest in the objectives of the Chamber shall be eligible to apply for membership.

**Section 2: Dues**

The Board of Directors will determine annual dues. Dues shall be payable in advance upon application or renewal of membership. Applications dated between November 1 and December 31 shall be charged the annual rate for the period extending to the following December 31. Applications dated between June 1 and December 31 shall be charged one half the annual rates.

**Section 3: Election**

Applications for membership shall be in writing or electronic form, on forms provided for that purpose, and signed by the applicant.

**Section 4: Termination**

- A. Any member may be removed from the Chamber membership for
  1. Failing to pay dues within 90 days of their due date; or

2. For activities detrimental to the best interests of this Chamber, but only after notice and opportunity for hearing by the Board of Directors.

### **ARTICLE III MEETINGS**

#### **Section 1: Annual Meeting**

The Annual Meeting of the Chamber shall be held at a time and place to be fixed by the Board of Directors. Notice thereof shall be sent to each member by the Executive Secretary at least twenty days prior thereto.

#### **Section 2: Meetings of General Membership, Board of Directors and Committees**

- A. General Membership meeting shall be held at a time and place set by the Board of Directors upon notice of at least twenty days. Special Meetings of the Membership may be called by the Board of Directors or upon written petition of ten members of the Chamber. The membership will be notified of such special meeting by the Executive Secretary at least seven days prior to the meeting and shall specify its purpose. At such special meeting, the purpose shall be specified, and no other business shall be decided.
- B. Meetings of the Board of Directors will be determined by the President. Notice thereof shall be sent to all Directors by the Executive Secretary at least five days prior thereto.
- C. Committee meetings may be called by the President or by the Committee Chairperson on reasonable notice to all committee members.

#### **Section 3: Chairperson**

The President shall preside at all General Membership meetings. In his/her absence, a Vice President may preside.

#### **Section 4: Quorum**

- A. At any General Membership meeting, attending members shall constitute a quorum.
- B. At any Board of Directors or Committee meeting, a majority of members of the Board or Committee shall constitute a quorum.

### **ARTICLE IV THE BOARD OF DIRECTORS**

#### **Section 1: Composition**

The Board of Directors shall be composed of the officers of the Chamber, the immediate past president, and eight Board elected members.

#### **Section 2: Terms**

The eight Board members shall serve for two-year terms, four to be elected each year. None of the eight who has served two full consecutive terms shall be eligible for election to a third term until a one-year interval has elapsed.

#### **Section 3: Vacancies**

A member of the Board of Directors who shall be absent from three consecutive regular meetings of the Board shall automatically be dropped from membership on the Board unless confined by illness or absence approved by a majority of the Board. The Board of Directors shall fill vacancies on the Board, or among the officers, by a majority vote.

## **ARTICLE V OFFICERS**

### **Section 1: Terms**

The officers of the Chamber shall be: a President, a First Vice President, a Second Vice President, an Executive Secretary, a Treasurer and the Supervisor of the Town of Camillus. All officers shall serve one-year terms. The President and Vice Presidents shall serve not more than two full consecutive terms in their respective offices. The Executive Secretary and the Treasurer shall have no limit as to the number of terms served.

### **Section 2: President**

The President shall preside at meeting of the membership and the Board of Directors, and performs all duties incident to the office. The President shall, with advice and counsel of the Vice President, determine all committees, select all committee chairs, and assist in the selection of committee members, subject to Board of Directors approval.

### **Section 3: Vice President**

The First and Second Vice Presidents shall assist the President by becoming actively involved in all activities of the Chamber. In the absence or disability of the President, the First Vice President shall perform all of the acts and duties pertaining to the office of the President. In the event the First Vice President is unavailable or unable to serve, then the Second Vice President shall perform such duties. They shall have such duties and responsibilities as may be delegated to them by the President.

### **Section 4: Executive Secretary**

The Secretary shall preserve all books, documents, and communications, maintain a complete and accurate record of all proceedings of the Chamber and its Board of Directors, maintain an accurate membership roster, and carry out all correspondence as directed by the President.

### **Section 5: Treasurer**

The Treasurer shall be responsible for the safeguarding of all funds received by the Chamber and for their proper disbursement. Such funds shall be kept on deposit or invested in a manner approved by the Board of Directors. Monthly written reports shall be made to the Board of Directors. An annual summary report, in conjunction with the Budget Committee, shall be made to the Annual Meeting each March.

### **Section 6: Camillus Town Supervisor**

The person occupying the position of Supervisor, Town of Camillus shall sit on the Board of Directors in the interest of maximizing communication between Town management and member businesses.

## **ARTICLE VI NOMINATIONS AND ELECTIONS**

### **Section 1: Committee on Nominations**

Not later than September 1 of each year, the President with the approval of the Board of Directors, shall appoint a Committee on Nominations consisting of five members, not more than two of whom shall be members of the Board of Directors.

### **Section 2: Duties**

The Committee shall submit to the Board of Directors prior to October 1 of each year, a slate of the Officers and Directors to be nominated at the annual meeting to be held in December. The Officers and Directors so elected will assume offices on the First day of January following their election.

### **Section 3: Mailing of Nominations**

The Executive Secretary shall distribute to all members of the Chamber, not later than ten days prior to the annual meeting and election a list of the nominees

### **Section 4: Voting**

The Executive Secretary shall prepare and supply ballots at the Annual Membership meeting which list all valid nominations. All voting shall be by ballot as distributed to each member in attendance at the Annual Meeting. Only members in good standing shall be eligible to vote. Absentee ballots will not be accepted.

### **Section 5: Tellers**

The President shall appoint three members of the Chamber to be tellers for the Election who shall not be members of the Board of nominees. They shall count the ballots and announce Directors.

## **Section VII COMMITTEES**

### **Section 1: Appointment**

The Board of Directors shall authorize and define the powers and duties of all committees. The President shall appoint all committees, subject to confirmation by the Board of Directors.

### **Section 2: Functions**

It shall be the function of committees to investigate, make recommendations to the Board of Directors, and to carry on such activities as may be delegated to them. No committee shall take or make public any formal action, or make public any resolution, or in any way commit the Chamber on a question of policy, or on matters of general public interest, without having first received the approval of the Board of Directors of the membership. All Committees shall render a report of their activities at such meeting of the Board of Directors.

### **Section 3: Standing Committee**

#### **A. INTERNAL**

Membership Committee – To maintain and increase the membership of the Chamber. This committee shall examine all new applications and make recommendations to the Board of Directors.

Program Committee – Arrange for speakers and plan other program details of membership meetings.

Social Committee – Arrange and conduct membership social activities. It should set up ad hoc sub-committees for events to broaden the participation of the membership.

Budget Committee - Composed of the President, First Vice President, Second Vice President and the Treasurer. It shall present the proposed budget for the coming year at the November meeting of the Board of Directors. It shall also monitor the budget line items through the year and make recommendation on line item changes.

Audit Committee – Present an audit of the past year's financial records to the Board of Directors at its May meeting.

## B. EXTERNAL

Economic Development Committee – Study the economic and business problems of the membership area. Mark recommendations to the Board of Directors regarding actions or stands the Chamber should take to improve the business climate. Be pro-active for business.

Community Affairs – Recommend to the Board of Directors possible actions for the Chamber for civic or social development in the community.

Government Affairs – Report actions and stands of the Chamber to appropriate government levels; report actions and stands of government on business issues to the Chamber. Recommend to the Board of Directors possible action or stands the Chamber should take on community business issues.

### Section 4: **Ad Hoc Committee**

Ad hoc committees may be appointed from time to time by the Preside for projects or concerns deemed appropriate by the President with the approval of the Board of Directors.

## **ARTICLE VIII FINANCES**

### Section 1: **Fiscal Year**

The Fiscal year of the Chamber shall end December 31.

### Section 2: **Disbursements**

On an annual basis, the Board of Directors will appoint of a minimum of 2 signors from the Executive Committee for the Greater of Camillus Chamber of Commerce bank accounts. The Treasurer will not be a signor on the bank accounts, as the Treasurer balances and maintains the financial records as outlined in the Financial Controls Policy of the Greater Camillus Chamber of Commerce. The signors pay all expenses as authorized in the annual budget. All other payments must be made at the direction of the Board of Directors.

**Section 3: Budget**

The Budget Committee shall prepare an annual budget for presentation to the Board of Directors for approval in December of each year for the ensuing Fiscal year commencing January 1.

**Section 4: Audit of Financial Records**

The Treasurer shall make available all financial records of the Chamber to the Board of Directors upon request and to the Audit Committee at the end of the Fiscal year.

**ARTICLE IX  
MISCELLANEOUS**

**Section 1: Parliamentary Procedure**

The proceedings of the Chamber meeting shall be governed by and conducted according to the latest edition of Robert's Manual of Parliamentary Rules.

**Section 2: Amendments**

These By-Laws may be altered, amended, or repealed by a two-thirds vote of the members in attendance at a meeting of the Chamber provided that written notice of the proposed change shall have been mailed to each member not less than twenty days prior to such meeting.

Date Revised - January 5, 2016

Date Ratified – December 4, 2015