



**Greater Monroe Chamber of Commerce, Inc.**

# **By-Laws**

Approved

*Signature on File* \_\_\_\_\_

FOR THE BOARD

\_\_\_\_\_  
Steve Kalmus,

PRINT SECRETARY'S NAME

APPROVED BY THE BOARD

DATED JANUARY 15, 2015

**Greater Monroe Chamber of Commerce, Inc.  
BYLAWS**

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**ARTICLE I – NAME**

**SECTION 1:** The name of the organization shall be the **Greater Monroe Chamber of Commerce, Incorporated**, here-in-after **GMCOC**, which was incorporated **June 2, 2011**, 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 Village of Monroe, Orange County, New York and surrounding areas.

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**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. The organization shall take a neutral position on political campaigns. The organization shall comply with the Internal Revenue Code to maintain its status as a recognized 501(c)(6) tax-exempt organization.

**ARTICLE IV – MEMBERSHIP**

**SECTION 1: PRIMARY SERVICE AREA** The Primary Service Area will include the Villages of Monroe, Harriman and Kiryas Joel and the Town of Monroe. Periphery areas shall include those areas where any other businesses that apply for membership reside.

**SECTION 2: ELIGIBILITY** Membership shall be open to any association, organization, corporation, partnership, business entity or individual having an interest in the objectives of the Chamber.

**SECTION 3: 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.
- C.** Suspended members may not vote, hold office, serve on committees or participate in activities or meetings during the period of the suspension. If the suspended member is a Board Member, the responsibilities of the suspended member will be handled by a member appointed by the president of the board of directors.

**SECTION 4: APPLICATION FOR MEMBERSHIP.** Applications for membership shall be in writing or via e-mail on forms provided for that purpose or via web-site application. Written applications shall be signed. A signed application constitutes the applicant's agreement to the conditions of membership as set forth in these bylaws. Members enrolling via web-site application will be required to agree to the Chamber's By Laws prior to completing the electronic application.

A list of applicants shall be presented to the Board of Directors at the Board meeting following the receipt of application.

**SECTION 5: TERMS OF MEMBERSHIP.** All memberships shall be renewable annually on the Member's anniversary date.

**SECTION 6: DUES, FEES AND ASSESSMENTS.** Annual dues shall be as established by the Executive Committee and forwarded to the Board of Directors to be effected by the next billing date and shall be in effect for a calendar year. Additional fees and assessments may be approved by a majority vote of the Board of Directors. Incentive Programs for payment of dues may be established by the Executive Committee and approved by the Board. Dues are payable annually unless, with the approval of the Executive Committee or an alternative arrangement is made. Honorary Members are excluded from having to pay annual membership dues.

**SECTION 7: TERMINATION OF MEMBERSHIP**

- A.** Any member in good standing may at any time resign from the organization upon written request, 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. SECTION 7: TERMINATION OF MEMBERSHIP (CONTINUED)**
- C.** Any member shall be suspended, or may, by 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.
- D.** Any member may, by a two-thirds (2/3) vote of the board of directors, be suspended or terminated for cause. [See "Sufficient Cause" Article XI, Section 5.] Such member is entitled to written notice of the concern and to an opportunity for hearing before the board of directors.
- E.** 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.

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**ARTICLE V – MEETING OF THE MEMBERS**

**SECTION 1: ANNUAL MEMBERSHIP MEETING.** The Annual 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 one (1) membership meeting shall be held annually, no later than April 30<sup>th</sup>. The Annual Membership meeting shall be scheduled for the upcoming year by the Board of Directors and members shall be notified by mail prior to the end of the current fiscal year; such notification shall be made by U.S. Mail no less than 10 business days prior to the first membership meeting for the upcoming year.

**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, Executive Committee or by the Board of Directors. Such meeting shall also 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, by mail or by e-mail to each member not less than seven (7) nor more than thirty (30) days prior to the meeting. If mailed or e-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.

**SECTION 4: VOTING.** At any meeting of the membership, every primary member/representative shall have 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 the 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 three (3) 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. Board terms shall be staggered so that one third of the directors positions end, and are re-filled each year.

**SECTION 5: RESIGNATIONS AND TERMINATIONS (CONTINUED ON NEXT PAGE)**

**SECTION 5: RESIGNATIONS AND TERMINATIONS**

- A. Any director may resign at any time by giving notice, 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 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.

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**

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- 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 successor 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: ELECTION OF OFFICERS.** Following the annual membership meeting, a meeting of the newly elected Board of Directors shall be held at such time and place as shall have been announced at the annual meeting, and no further notice of such meeting shall be required. Provided that a Board Quorum (See Article X-Section 6) is present, the first order of business at the meeting shall be to elect, by majority vote of the Directors present, a President and such other officers as prescribed by these bylaws. The Nominations Committee in conjunction with the Executive Committee shall present a slate of New Executive Officers to the Board for approval. Directors may also nominate someone who is not on the slate. If a Director nominates someone other than those listed on the slate, a ballot vote shall be held. Immediately upon election, the new President shall preside at all meetings of the Board of Directors and of the members for the following year. In accordance with the Nonprofit Revitalization Act of 2013, a paid employee of the Greater Monroe Chamber of Commerce may not preside at meetings of the Board of Directors effective January 1, 2015.

**SECTION 3: 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 no less than 5 business days prior to the special meeting. Notification may be by:

- A. mail addressed to the last known address on the records of the Greater Monroe Chamber of Commerce [GMCoC]; such notification shall be deposited in the U. S. Mail no less than six (6) business days prior to the special meeting, which deposit shall constitute proper notice.  
or by,
- B. e-mail addressed to the last known e-mail address on the records of the GMCoC; such notification shall require the recipient to acknowledge receipt unless the recipient waives the requirement of acknowledgement in writing. The Secretary of the Board shall maintain a current list of all Board Members with their preferred e-mail address and any waiver of acknowledgement. The waiver of acknowledgement for e-mail receipt may be rescinded at any time in writing.

**SECTION 4: BOARD QUORUM. (CONTINUED ON NEXT PAGE)**

**SECTION 4: BOARD QUORUM.** At all meetings of the Board of Directors, a Board Quorum (see Article VII –Section 6) must be present for the transaction of business. Provided that a Board 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 XI, Section 1.)

**ARTICLE VIII – OFFICERS AND APPOINTED POSITIONS**

**SECTION 1: TITLES.** The officers of the organization shall be a President, Vice-President, Secretary and Treasurer.

**SECTION 2: TERMS AND RESPONSIBILITIES**

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- 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 XI, 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 safe-guarding 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: REMOVAL 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 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.** Committees of the Board shall consist of at least three (3) directors. Committees of the Corporation (“Ad hoc”) shall consist of at least three (3) persons whether directors and/or members. Ad hoc committees shall not have any power to bind the board or the corporation. Chairpersons shall be appointed by the President and Executive Committee; committee members shall be selected by the committee chairpersons, all subject to approval of the Board of Directors.

**SECTION 2: COMMITTEES OF THE BOARD AND THEIR RESPONSIBILITIES.**

- A. EXECUTIVE COMMITTEE.** Members shall include, and be limited to, the President, Vice Presidents, Executive Director, Secretary, Treasurer and the Immediate Past President. Immediate Past President shall not be able to vote. With a minimum of three (3) voting committee members present, including the President or in his/her absence the acting President, the committee may conduct emergency business on behalf of the organization and shall report on such business to the Board of Directors within (10) days. The Executive Committee shall develop an annual operating budget for the organization and by the first Board of Directors meeting in March shall submit it to the board for review. The Executive Committee shall be responsible for the Executive Director’s annual performance review and compensation review.
- B. NOMINATIONS COMMITTEE.** The nominations committee shall suggest nominees from applications submitted by candidates for the Board of Directors and for board officers for both expiring and vacated positions.

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1. **NOMINATION OF DIRECTORS (EXPIRING TERM)**
  - a. In accordance with a schedule approved by the board, the Nominations Committee shall present for review a slate of candidates who are willing to serve as Directors of the organization and who have filled out and completed a Board Application form before March 31st.
  - b. The board shall review the proposed slate and may nominate additional applicants. In the event additional nominations are made by the Board of Directors then a written ballot shall be presented at the April Board Meeting. Such additional nominations shall be made by the board at large, and shall determine a final slate of candidates for presentation to the general membership. Nominations by the board at large must be proposed and seconded by current Directors. When all nominations have been received, the final slate shall be determined by a majority of the Directors in attendance at the meeting at which such business is conducted.
  - c. The final slate of nominees shall be presented to the general membership after the October meeting and at the annual meeting of the membership.
2. **NOMINATION OF DIRECTORS (VACATED TERM).** The Nominations Committee shall, within thirty (30) days of the declaration of a vacancy on the board, endeavor to recommend one candidate to fill the vacated position. Additional nominations as made and seconded by current Directors shall also be considered. Should the number of candidates exceed the number of positions to be filled a vote will be taken by the Board of Directors.
3. **NOMINATION OF OFFICERS.** The Nominations Committee shall, five (5) days prior to the May meeting at which such business is conducted, present to the Board of Directors a proposed slate of officers for the coming year. Current Directors may, at the April meeting at which such business is conducted propose and second alternate candidates. Should the number of candidates exceed the number of offices to be filled, voting shall be by written ballot. Election shall be based on votes received for a specific office. New officers will be effective at the May meeting.

**C. MEMBERSHIP.**

1. The Membership Committee shall monitor and report on attendance of Directors at meetings, shall request specific action by the board to accept or refuse the resignation of Directors who resign by lack of attendance, and thereafter the Secretary, shall notify Directors who have so resigned regarding the action taken by the board.
2. The Membership Committee shall review all applications for membership in the organization and shall recommend action on such applications to the board.

**D. BYLAWS.** The Bylaws Committee shall be responsible for 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 or via e-mail and the committee shall recommend action to the Board of Directors with at least thirty (30) days notice. The Board of Directors shall then adopt, modify or reject such changes by majority vote of the Directors in attendance at the meeting.

**SECTION 3: COMMITTEES OF THE CORPORATION ("Ad Hoc")**

- A.** Committees of the Corporation ("Ad hoc") shall consist of at least three (3) persons whether directors and/or members. Ad hoc committees shall not have any power to bind the board or the corporation. Chairpersons shall be appointed by the President and Executive Committee; committee members shall be selected by the committee chairpersons, all subject to approval of the Board of Directors.
- B.** 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.** Procedures not otherwise addressed in these bylaws shall be governed by the latest revision of Robert's Rules of Order. Copies of the latest revision shall be maintained by the President, the Executive Director, and the parliamentarian.

**SECTION 2: FISCAL YEAR.** The fiscal year of the organization shall, unless otherwise fixed by the Board of Directors, begin of the first day of January and end of the last day of December 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.



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**SECTION 4: REIMBURSEMENT OF LEGAL FEES.** Any person made party to an action by reason of the fact that he/she, or his/her testator or intestate is or was a Director or officer of the organization, or while serving at the request of the organization, as a Director, officer or in any other capacity, shall be indemnified by the organization against the reasonable expenses, including attorneys fees, judgments, fines and amounts paid in settlement actually incurred by him/her as a result of such action or proceeding, or any appeal therein, to the full extent permissible under the laws of the State of New York.

**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. "Board Quorum" – More than half of the current board membership if there were no vacancies
- B. "Majority Vote" – More than half the votes cast.
- C. "Membership Quorum" - 10% of the Primary Membership.
- D. "Plurality Vote" – The largest number of votes cast.
- E. "Sufficient Cause" – Violation of the bylaws or any lawful rule or practice duly adopted by the organization. Other criminal or unlawful activity conducted by the member that, according to the Board of Directors, is deemed detrimental to the organization.

**SECTION 7: ELECTRONIC NOTICE AND VOTING.**

- A. Any notice required or permitted by law or under these bylaws, may be given or sent via postal mail or through electronic means. Any member who provides the secretary of the corporation with a valid email address consents to receiving official notices via email unless such member requests in writing to receive notices via postal mail.
- B. For all purposes of conducting the business of the Greater Monroe Chamber of Commerce, an electronic communication shall constitute a writing.
- C. Written and/or electronic consent given by all members entitled to vote shall have the same effect as a unanimous vote.
- D. If sent by facsimile telecommunication or mailed electronically, such notice is given when directed to the member's fax number or electronic mail address as it appears on the record of members, or, to such fax number or other electronic mail address as filed with the secretary of the corporation. Notwithstanding the foregoing, such notice shall not be deemed to have been given electronically if
  - 1. the corporation is unable to deliver two consecutive notices to the member by facsimile telecommunication or electronic mail; or
  - 2. the corporation otherwise becomes aware that notice cannot be delivered to the member by facsimile telecommunication or electronic

**SECTION 8. - TAX FILINGS**

*While eligible (annual income less than \$50,000), the Chamber shall electronically file Form 990-N also known as the e-Postcard; the 990-N filing may be submitted by the President or Treasurer. When the Chamber income exceeds \$50,000 in any calendar year, the Chamber shall engage a CPA to prepare the Chamber's annual income tax return and to submit it to the President and Treasurer for review and execution. The President and Treasurer will then be responsible to file the tax return in a timely manner. The President is responsible to ensure that timely and accurate payroll tax deposits and informational reports are made in accordance with the laws and on a timely basis. It is recommended that an independent, reputable payroll service be engaged to assist with this requirement.*

END OF DOCUMENT