

# By Laws

## Greater Woodbine Chamber Of Commerce

### ARTICLE 1 General

#### Section 1.1. Name

This organization is incorporated under the laws of the State of New Jersey and shall be known as the Greater Woodbine Chamber of Commerce, Incorporated.

#### Section 1.2. Purpose

The Greater Woodbine Chamber of Commerce is committed to promoting and improving trade and commerce, fostering and creating opportunities for business success and business development, and serving as an effective catalyst for the economic growth and prosperity of our community.

#### Section 1.3. Limitation of Methods

The Greater Woodbine Chamber of Commerce shall observe all local, state and federal laws, which apply to non-profit organizations as defined in the Internal Revenue Code, 26 U.S.C. §501(c)(6). The Chamber shall be non-partisan and non-sectarian and shall not lend its support to any candidate for public office. The Chamber may, however, voice its opinions regarding matters of public concern.

#### Section 1.4. Meeting Location

The usual place of meeting shall be within the Borough of Woodbine.

### ARTICLE 2 Membership

#### Section 2.1. Eligibility

Any reputable person, association, corporation, partnership, sole proprietorship or society, directly or indirectly engaged or interested in trade, commerce, or the economic and the civil well-being of the Borough of Woodbine and its surrounding communities, and subscribing to the objectives of this organization shall be eligible for membership. The business entity, rather than an individual member or representative of the business entity shall be considered eligible for membership.

#### Section 2.2. Appointment

Applications for membership shall be in writing, on forms provided for that purpose, and signed by the applicant. Appointment of members shall be by the Board of Directors at any meeting thereof. Any applicant so appointed shall become a member upon payment of the regularly scheduled dues as provided in Section 3 of this Article.

### **Section 2.3. Dues**

There shall be an annual membership fee (membership dues) payable by each member, except Honorary Members. The Board of Directors shall determine the annual membership fees and the date when such fees shall be paid.

### **Section 2.4. Termination of membership**

This section shall cover the resignation or termination of members of the chamber.

- a) Any member may resign from the chamber upon written request to the Board of Directors;
- b) The Board of Directors may terminate any member by a majority vote for non-payment of dues after ninety (90) days from the date due, unless otherwise extended for good cause shown. A late fee may be assessed on all delinquent membership accounts more than 90 days in arrears.
- c) Any member may be terminated by a two-thirds vote of the Board of Directors at a regularly scheduled meeting thereof, for conduct unbecoming a member or prejudicial to the aims or repute of the Chamber, after notice and opportunity for a hearing are afforded the member complained against.

### **Section 2.5. Voting**

In any proceeding in which voting is called for, each member in good standing shall be entitled to cast one (1) vote.

### **Section 2.6. Exercise of Privileges**

Any firm, association, corporation, partnership, sole proprietorship or society holding membership may nominate an individual whom the holder desires to exercise the privileges of membership covered by its subscription, and shall have the right to change its membership nomination upon written notice.

### **Section 2.7. Honorary Membership**

Distinction in public affairs shall confer eligibility for honorary membership. Honorary members shall have all of the privileges of members except the right to vote, and shall be exempt from payment of dues. The Board of Directors shall confer or revoke honorary membership by a majority vote.

### **Section 2.8. Correspondence**

Communication with Chamber members may be by written correspondence through regular mail, e-mail, or fax transmission, or oral correspondence by telephone.

## **ARTICLE 3**

### **Meetings**

### **Section 3.1. Annual Meeting**

The annual meeting of the corporation, in compliance with State law, shall be held during December of each year. The Board of Directors shall fix the time and place of the annual meeting. Notice shall be mailed to each member at least ten (10) days before such meeting.

### **Section 3.2. Regular General Meetings**

Regular general meetings of the Chamber shall be held at least quarterly at the time and place designated by the Board of Directors. At least one week's notice of such meetings shall be given.

### **Section 3.3. Special General Meetings**

Special general meetings of the Chamber may be held at any time when summoned by the President, or requested in writing by any two members of the Board of Directors, or any five members of the Chamber. At least three day's notice of such meetings shall be given.

### **Section 3.4. Committee Meetings**

Committee meetings may be called at any time by the President or by the committee's chair person.

### **Section 3.5. Notice**

Notice of all meetings, naming the time and place of assembly, shall be given by the Secretary. A circular-type letter, signed by the Secretary and mailed to the last known address of each member, or a notice inserted in one or more of the newspapers published within the jurisdiction shall constitute sufficient notice.

Email notice shall satisfy the notice requirements of this section for those members who have electronic mail. Notice of the annual meeting shall be posted on the Chamber's website, when established. An advance agenda and minutes should be prepared for all meetings.

### **Section 3.6. Quorums**

At any duly-called annual or general meeting of the Chamber, 10% of the members in good standing, including the Board of Directors, shall constitute a quorum and, unless otherwise specifically provided, a majority of the members present shall be competent to do and perform all acts which are or shall be directed to be done at such meeting. At Board meetings and committee meetings, a simple majority shall constitute a quorum.

## **ARTICLE 4 Board of Directors (OFFICERS)**

### **Section 4.1. Composition of the Board**

The Board of Directors shall be composed of a President, Vice President, Treasurer, and Secretary who shall be elected to serve one-year terms. The government and policy-making responsibilities of the chamber shall be vested in the Board of Directors, which shall have control of its property, be responsible for its finances, and direct its affairs.

## **Section 4.2. Selection and Election of Officers (Board of Directors)**

- A. Nominating Committee.** In September, the President shall appoint, subject to the approval of the Board, a Nominating Committee of three (3) members of the Greater Woodbine Chamber of Commerce. The President shall designate the committee chair. Prior to the next regular general meeting, the Nominating Committee chair shall present to the Board a slate of candidates for each position up for election. Each candidate shall be a member in good standing and must have already accepted the nomination.
- B. Publicity of Nominations.** Upon receipt of the report from the Nominating Committee, the Chairman shall immediately notify the membership by mail of the names of the persons so nominated and the right of nomination by petition.
- C. Nomination by Petition.** Additional names of candidates for directors can be nominated by petition bearing the genuine signatures of at least 5 members of the chamber in good standing. Such petition shall be filed with the Nominating Committee within ten (10) days after notice has been given of the names of those nominated. The determination of the Nominating Committee as to the legality of the petition(s) shall be final.
- D. Determination.** If no petition is filed within the designated period, the nominations shall be closed and the nominated slate shall be declared elected by the Board of Directors at their regular December Board meeting. If a legal petition shall present additional candidates, the names of all candidates shall be arranged on a ballot in alphabetical order. Instructions will be to vote for as many candidates as there are positions to be filled. Ballots shall be mailed to all active members at least 15 days before the regular December Board meeting. The ballots shall be marked in accordance with instructions printed on the ballot and returned to the Chamber office within ten (10) days of the date of mailing. The Board of Directors shall, at its regular December Board meeting, declare the candidates with the greatest number of votes elected.
- E. Judges.** The President shall, with the approval of the Board of Directors, appoint one (1) but not more than three (3) judges who are not members of the Board of Directors or candidates, but may be members of the Nominating Committee to be judges, of the election. Such judges shall have complete supervision of the election, including auditing the ballots. They shall report the results of the election to the Board of Directors.

**Section 4.3. Seating New Directors.** All newly-elected Board members shall be seated at the regular January Board meeting and shall be participating members thereafter.

## **Section 4.4. Vacancies**

- A.** A member of the Board of Directors who shall be absent from three (3) consecutive regular meetings shall be automatically dropped from membership on the Board, unless confined by illness or other absence approved by a majority vote of those attending the censure meeting.
- B.** Any vacancy resulting from a member of the Board of Directors being relieved from duties in accordance with paragraph A of this section, or resigning his or her office, shall be filled by the President with the advice and consent of the remaining Board members. The person appointed to fill the vacancy shall serve the remainder of the term of office of the vacating member.

**Section 4.5. Policy.** The Board of Directors is responsible for establishing procedure and formulating policy of the organization. It is also responsible for adopting all policies of the organization. These policies shall be maintained in a policy manual, to be reviewed annually and revised as necessary.

#### **Section 4.6. Indemnification**

The Greater Woodbine Chamber of Commerce shall, by resolution of the Board of Directors, provide for indemnification by the Chamber of any and all of its current or former Directors against expenses actually, necessarily, and reasonably 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 Directors of the Chamber, except in relation to matters as to which such Director 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.

### **ARTICLE 5**

#### **Officers (Board of Directors)**

##### **Section 5.1. Duties of Officers (Board of Directors)**

- A. President.** The President shall serve as the chief elected officer of the chamber and shall preside at all meetings of the membership. The President shall, with the advice of the Board of Directors, determine all committees, select all committee chair persons, committee board liaisons, and assist in the selection of committee personnel, subject to the approval of the Board of Directors. The President shall also be the chief administrative and executive officer. The President shall be a voting member of the Board of Directors and all committees. The President shall be responsible for the administration of Chamber programs in accordance with the policies and procedures of the Board of Directors. The President shall, with the cooperation of any committee appointed to the task, be responsible for the preparation of an operating budget covering all activities of the Chamber, subject to the approval of the Board of Directors. The President shall be responsible for all expenditures with approved budget allocations.
- B. Vice-President.** The duties of the Vice-President shall be those required by law, as well as those that may be assigned by the President. The Vice-President will also have the immediate jurisdiction of all committees pertaining to the general or assigned duties referred to in this section. The Vice-President shall exercise the power and authority, and perform the duties of the President in the absence or disability of the President.
- C. 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 in financial institutions or invested in a manner approved by the Board of Directors. Checks are to be signed by any two members of the Board of Directors. The Treasurer shall cause a monthly financial report to be made to the Board.
- D. Secretary.** The Secretary shall be responsible for making, organizing, and safeguarding all minutes and documenting all formal action taken by the Board of Directors. In addition, the Secretary will prepare notices, agendas, and similar correspondence and distribute them as necessary in a timely manner.

**ARTICLE 6**  
**Committees and Divisions**

**Section 6.1. Appointment and Authority**

The President, by and with the approval of the Board of Directors, shall appoint all committees and committee chair persons. The President may appoint such *ad hoc* committees and their chairmen as deemed necessary to carry out the program of the Chamber. Committee appointments shall be at the will and pleasure of the President and shall serve concurrently with the term of the appointing President, unless the Board of Directors approves a different term. It shall be the function of committees to make investigations, conduct studies and hearings, make recommendations to the Board of Directors, and carry on such activities as may from time to time be delegated to them by the Board.

**Section 6.2. Limitation of Authority**

No action by any member, committee, division, employee, director or officer shall be binding upon or constitute an expression of the policy of the Chamber until it shall have been approved or ratified by the Board of Directors. Committees shall be discharged by the President when their work has been completed and their reports accepted, or when, in the opinion of the Board of Directors, it is deemed wise to discontinue one or more particular committees.

No member shall represent the Chamber or the Chamber's position on any matter or issue at any meeting, reception or gathering unless approved by the Board of Directors at a regular or special meeting prior to said representation.

**Section 6.3. Testimony**

Once committee action has been approved by the Board of Directors, it shall be incumbent upon the committee chair or, in his or her absence, an appropriate designee, to give testimony to, or make presentations before, civic and governmental agencies.

**Section 6.4. Divisions**

The Board of Directors may create such divisions, bureaus, departments, councils or subsidiary corporations, as it deems advisable to handle the work of the Chamber. The Board shall authorize and define the powers and duties of all divisions, bureaus, departments, councils or subsidiary corporations. The Board shall annually review all activities and proposed programs of such divisions, bureaus, departments, councils or subsidiary corporations having bearing upon or expressive of the Chamber, and shall approve such activities or programs where appropriate.

**ARTICLE 7**  
**Finances**

**Section 7.1. Funds.** All money paid to the chamber shall be placed in a general operating fund. Funds unused from the current year's budget will be placed in a reserve account.

**Section 7.2. Disbursements.** Upon the approval of the budget, the Treasurer is authorized to make disbursements on accounts and expenses provided for in the budget without additional approval of the Board of Directors. Disbursement shall be by check.

**Section 7.3. Fiscal Year.** The fiscal year of the Chamber shall close on December 31<sup>st</sup>. The chamber shall operate on a calendar year.

**Section 7.4. Budget.** As soon as possible after election of the new Board of Directors, the Board of Directors shall adopt the budget for the coming year.

**Section 7.5. Audit.** The accounts of the Chamber shall be audited upon the majority vote of the Board of Directors. The audit shall at all times be available to members of the organization within the offices of the Chamber.

## **ARTICLE 8 Dissolution**

### **Section 8.1. Procedure**

The Chamber shall use its funds only to accomplish the objectives and purposes specified in these Bylaws, and no part of said funds shall inure or be distributed to the members of the chamber. On dissolution of the chamber, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific or philanthropic organizations to be selected by the Board of Directors as defined in the Internal Revenue Code, 26 U.S.C. §501(c)(3).

## **ARTICLE 9 Parliamentary Procedure**

### **Section 9.1. Chamber Proceedings.**

The proceedings of the Chamber meetings shall be governed by and conducted in accordance with the current Bylaws. In the absence of a Bylaw addressing a specific issue, the latest edition of Roberts Rules of Order, a handbook for parliamentary procedure, shall prevail.

### **Section 9.2. Addressing the Chamber; Agenda.**

Any member of the public may address the Chamber Board of Directors by requesting permission to speak at the appropriate time designated on the agenda.

Items may be placed on the agenda by notifying the Chamber President within a reasonable time prior to the time scheduled for a regular or special meeting, or by requesting permission for time on the agenda immediately prior to the start of a special or regular meeting.

Items not on the agenda may not be acted on by the Board of Directors until the following regular meeting unless an item is deemed to be an emergency issue, in which case the Board of Directors may take action to place the emergency item on the agenda.

**Section 9.3. Special requests; donations.**

Special requests, including requests for charitable donations or extraordinary Chamber action, shall be submitted in writing to the Chamber President. Any Chamber member or member of the public making a special request of the Chamber, the decision of which directly affects or impacts the particular person making the request, or an organization or entity represented by the person, may not participate in the Chamber vote on the matter, nor be present during such vote. The Chamber shall not entertain nor grant any request for a charitable donation unless the charitable cause furthers the Chamber’s mission and purpose.

**ARTICLE 10  
Amendments**

**Section 10.1. Proposed Changes**

A proposed change in any part of these Bylaws can be effected only by a majority vote at a regular or special meeting of the general membership, which has been preceded by a minimum of five (5) days’ written notice to all members. Said notice shall state in detail that part of the by-laws to be amended, as well as the actual amendment to be considered. No change may be made to any part of the Bylaws not specifically mentioned in the written notice.

**ARTICLE 11  
Ratification**

**Section 11.1. Sanction and Effective Date:**

These Bylaws were reviewed by the Board of Directors at a special meeting held on the date mentioned below. These Bylaws were sanctioned to become effective immediately and were attested by the Secretary that there was a quorum present and the motion passed by greater than a majority vote.

*Carol Z. Saduk*

Secretary

*February 17, 2012*

Date