

Warwick Valley Chamber of Commerce, Inc.

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BYLAWS

REVISED

November 8, 2014

WARWICK VALLEY CHAMBER OF COMMERCE, INC. PRESIDENTS

Sherry Bukovcan	2014	Jared Bark	1989
Paul Rafanello	2013	Heather Pargeter	1988
Cedric Glasper	2012	Herbert Gareiss, Jr.	1986-1987
Garrett Durland	2010-2011	Rob Peck	1984-1985
Robert Krahulik	2006-2009	Ray Paisley	1983
Joanne Graney	2005		
Larry Drake	2005	Timothy A. Dempsey	1980-1982
Christine Tawpash	2004	David Brandt	1980
Garrett Durland	2003	Jack Cox	1978-1979
Robert Krahulik	2001-2002	Warren Jayne	1976-1977
Wally Friedlaender	2000	Erwin Swinson	1973-1975
Chris DeRario	1999	Charles R. Rowe	1970-1972
		Edward R. Cumminskey	1968-1969
Linda Dawson	1997-1998	Leonard Myrow	1966-1967
		John Adami	1964-1965
Fred Knipp	1995-1996	Jack Bray	1963
		Donald G. Finkle	1962
Kenneth Durland	1993-1994	Henry L. Nielsen, Jr.	1960-1961
Sylvia McChesney	1991-1992	Howard Conklin, Jr.	1958-1959
George Birish	1990	Grenda A. Jacobs	1957
		Russell Eurich	1955-1956
		Wilbur L. Smith	1953-1954
		John E. Barry	1951-1952
		A. Alanson Morse	1949-1950
		Harry S. Seely	1939-1948

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-BYLAWS-

Article I. – Name

SECTION 1: The name of the organization shall be the Warwick Valley Chamber of Commerce, Inc., successor to the Warwick Board of Trade, Inc. which was incorporated January 19, 1939, pursuant to Section 10 of the membership corporation laws of the State of New York. The change in name to the above became effective February 7, 1951.

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 Warwick, Orange County, New York, and surrounding areas.

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 or 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: ELIGIBILITY

Membership shall be open to any person, association, estate, corporation, partnership or business entity having an interest in the objective of the organization.

SECTION 2: TYPES AND RIGHTS OF MEMBERSHIP

- A. **Primary Members** shall have the right to one (1) vote and to hold office. Primary Members which are business entities other than individuals shall name a representative who may vote and hold office, and also name an alternative to serve in the absence of the representative. A list of all Primary Members representatives and alternate representatives shall be kept by the Executive Director's office with the schedule of members in good standing. All Primary Members not able to be present at any voting meetings shall be permitted to vote by proxy.
- B. **Associate Memberships** shall be open to individuals professionally associated with a Primary Member. Associate Members shall enjoy the rights of Primary Members with the exception that Associate Members may not vote or hold office.
- C. Primary Members shall fall into one of the following three (3) categories:
 - 1. Large Business: businesses which employ sixteen or more employees. In consideration of having paid higher membership dues, large businesses may designate as many Associate Members as it has employees;
 - 2. Medium Business: businesses which employ between seven and fifteen (7-15) employees. In consideration of having paid middle tier membership dues, medium businesses may designate up to 15 Associate Members, but in any event, not more than the number of employees it has;
 - 3. Small Business: businesses which employ six (6) or fewer employees. In consideration of having paid lower membership dues, small businesses may designate up to 6 Associate Members, but in any event, not more than the number of employees it has.

- D. ***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. Persons holding political office may be granted Honorary Membership and may support the Chamber but not vote or hold office.
- E. ***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. Refer to Section 6 for description of Suspended Member.

SECTION 3: APPLICATION FOR MEMBERSHIP

Applications for membership shall be in writing or via e-mail 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. Applications shall be reviewed by the Executive Director and a list of applicants shall be presented to the Board of Directors at the Board of Directors meeting following the receipt of application.

SECTION 4: TERM OF MEMBERSHIPS

All memberships shall be renewable annually.

SECTION 5: 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. In consideration of the difference in benefit derived, a differential shall be maintained between the dues of large businesses, medium businesses, and small businesses as defined in Section 2 above. 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 Director and approved by the Executive Committee. Dues are payable annually unless, with the approval of the Executive Director, an alternative arrangement is made. Honorary Members are excluded from having to pay annual membership dues.

SECTION 6: 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 may 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 made with the Executive Director.
- C. Any member may, by a two-thirds (2/3) vote of the Board of Directors, be suspended or terminated for cause. See Article X - Section 6A "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. – Meetings 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, not later than November 30th.

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 and/or by the Board of Directors. Such meeting shall be called by the President at the written request of at least twenty-five (25%) of the 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 ten (10) nor more than fifty (50) 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: MEMBERSHIP QUORUM

At any meeting of the membership, a Membership Quorum (see Article X Section 6), must be present for the transaction of business As long as there is a Membership Quorum, the members present and entitled to vote shall have the power to transact business with a majority vote of those present at such meeting.

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, but once signed, may be delivered via e-mail. All elections to the Board of Directors shall be determined by a plurality (largest number of votes), and all other matters shall be determined by a majority (more than half the votes) of the votes cast.

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. Each Director is required to fulfill their annual responsibilities as determined by the Board of Directors from time to time..

SECTION 2: SIZE OF THE BOARD

The number of Directors constituting the entire board shall be no less than twelve (12) nor more than twenty-five (25), as determined by the number of persons elected to the Board during the most recent elections.

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: NOMINATION TO THE BOARD [Refer to Article IX, Section 2B]

SECTION 5: TERM OF DIRECTORSHIPS

A Director's term shall be three (3) years. A director may serve no more than two (2) consecutive terms. An absence from the board for at least twelve (12) months constitutes a break in consecutive terms. 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 6: RESIGNATIONS AND TERMINATIONS

- A. Any Director may resign at any time by giving notice, preferably in writing or via e-mail, 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 two-thirds (2/3) vote of all Directors in office at the time of the vote, remove a Director for cause. See Article X - Section 6A "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 7: VACANCIES

- A. Any Director who: (1) fails to attend three (3) consecutive regular board meetings, or (2) fails to attend at least sixty-five percent (65%) 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 of Directors may vote to suspend application of this provision at its discretion.
- B. When a vacancy should occur on the Board of Directors, the Directors then in office may, by majority vote, choose a successor to fill the vacancy. Any Director so chosen shall serve until the next annual membership meeting and until his/her successor shall be elected.

SECTION 8: COMPENSATION

Directors, with the exception of the Executive Director, shall serve without compensation for their services as Directors, but the Board of Directors may, by resolution, authorize reimbursement of expenses incurred in the performance of their duties. Nothing herein shall preclude a Director from serving the organization in any other capacity and from receiving compensation for such services.

Article VII. – Meetings of the Board of Directors

SECTION 1: TIME AND PLACE OF MEETINGS

The Board of Directors may hold meetings, both regular and special, at such time and place as the Board of Directors 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, the Executive Director, as a paid employee of the Warwick Valley 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 of Directors for which the time and date have been fixed. The Board of Directors shall fix the time and place of regular meetings at the first meeting of the newly elected Board of Directors. The President, along with the Executive Committee 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. Directors shall receive written or email notice of special meetings.

SECTION 4: BOARD QUORUM

At all meetings of the Board of Directors, a Board Quorum (See Article X-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 of Directors. Directors who are in contact with the meeting via conference phone or similar equipment by which all participants may hear all comments are considered present for the counting of a Board Quorum and for voting. Directors who have cast absentee ballots are considered to be present for voting on the matter(s) identified in the ballot, but not for the counting of a Board Quorum. If a Board Quorum shall not be present at a meeting of the Board of Directors, the Directors present may adjourn the meeting until a Board Quorum is present. Notice of any such adjournment shall be given to any Directors who were not present.

Article VIII. – Officers and Appointed Positions

SECTION 1: TITLES and TERM

The officers of the organization shall be a President, the immediate past president, the Executive Director, one or two Vice Presidents, a Secretary and a Treasurer. The Term of each officer shall begin immediately upon election at the December meeting of the Board of Directors.

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, for all committees except the audit and nominating committees, be an ex-officio member of each committee, have the right to vote in committee proceedings, and shall have the right to appoint committee chairs. The President together with the Executive Committee shall, within thirty (30) days of taking office, appoint or re-appoint chairpersons of the committees subject to board approval. 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 of Directors are carried into effect.

B. IMMEDIATE PAST PRESIDENT (NON VOTING)

The Immediate Past President shall be a non-voting member of the Executive Committee.

C. EXECUTIVE DIRECTOR (APPOINTED POSITION: NON VOTING)

The Executive Director shall supervise and manage office and business affairs of the organization, including the preservation of all records and documents and handling of all correspondence and communications. The Executive Director shall be compensated at a rate determined by the Board of Directors.

D. VICE PRESIDENT (OFFICER: VOTING)

The Vice Presidents, in order of their position, 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 of Directors or President shall prescribe. The first Vice President shall serve as parliamentarian for the Board of Directors, being governed by Article X, Section 1 by these bylaws.

E. SECRETARY (OFFICER: VOTING)

The Secretary, shall attend all meetings of the Board of Directors and all meetings of the members, and shall record all votes. The Secretary shall record the minutes of Board and Executive Committee meetings to be kept for that purpose and forwarded to the Executive Director's office for safe keeping. The secretary shall give, or cause to be given, notice of all meetings of the members and special meetings of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or the President, under whose supervision he/she shall act. The Board of Directors meeting minutes shall be sent to the Executive Director then to the President for review, if they feel it needs to be revised it should be sent back to the Secretary for revisions to be made prior to distribution to the entire Board of Directors for approval or ratification. Executive Board meeting minutes shall be sent to all Executive Board members for review. The Executive Director shall keep in safe custody the seal of the organization and, when authorized by the Board of Directors, shall affix the same to any instrument requiring it. When so affixed, it shall be attested by his/her signature or by the signature of the Treasurer. He/she shall keep in safe custody all records as the Board of Directors may direct and shall perform all other duties incident to the office of secretary.

F. 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 of Directors. 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 of Directors. An audit or review of the books of the organization shall be conducted annually as required by applicable regulations and the results communicated to the Board of Directors at the first Board of Directors meeting in March unless a different reporting date is specified by the Board of Directors. The audit or review shall be conducted by a an independent CPA who shall be recommended by the Board of Directors.

Authorized signers on accounts shall be the Executive Director, President, 1st Vice President, & 2nd Vice President (if any). Two signers shall be required for all checks over an amount to be determined by the Executive Committee.

SECTION 3: ELIGIBILITY

Any Director in good standing may be elected to any office.

SECTION 4: REMOVALS AND VACANCIES

All officers shall hold office at the pleasure of the Board of Directors and any officer elected or appointed by the Board of Directors may be removed at any time with or without cause. See Article X - Section 6A “Sufficient Cause” by a majority vote of the entire Board of Directors.

If an office becomes vacant for any reason, the Nominations Committee shall nominate a replacement from among the members of the Board of Directors 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 Board of Directors.

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

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

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.

1. NOMINATIONS 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 August 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 October 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 December 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 December 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 December 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”)

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 *Modern Parliamentary Procedure*, by Ray E. Keesey. 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.

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 Executive Director's office 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 Warwick Valley 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 (1) if 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 mail.
- E. All prior notices and actions of the board conducted via electronic means are hereby ratified.