

# **GREATER CORNWALL CHAMBER OF COMMERCE, INC.**

## **AMENDED BY-LAWS**

**Adopted March \_\_\_\_, 2017**

### **ARTICLE 1 - NAME**

The name of the corporation is **The Greater Cornwall Chamber of Commerce, Inc.** (hereinafter "Chamber") and was incorporated with the New York State Department of State on March 27, 2002. The Chamber is the successor corporation of Cornwall Business Association, Inc. These By-Laws amend the By-Laws dated August 26, 1996 of the Cornwall Business Association, Inc. The address for the corporation is P.O. Box 700, Cornwall, NY 12518.

### **ARTICLE 2- OBJECTIVE**

The objective of the Chamber is to promote the civic, economic, social welfare and progress of the greater Cornwall area for its residents, businesses and visitors.

### **ARTICLE 3 – MEMBERSHIP/MEETINGS**

a. Membership of the Chamber is open to any business, group or individual that has the best interest of the Chamber and the greater Cornwall area at heart. Each member shall pay the dues established by the Board of Directors. The membership dues will be reviewed annually by the Board of Directors. Dues will be payable by the January meeting of each year.

b. The meetings of the Chamber will be held on the 4<sup>th</sup> Tuesday of every month, except July and December. Every effort will be made to keep the meetings informative and interesting. Guest speakers will be approved by the President and will not be permitted to present any personal solicitations.

c. Every effort will be made to keep politics out of the Chamber, especially at the general meetings. Disruption of the meeting, political innuendos and/or intoxication will not be tolerated. Any member may be expelled by a 2/3 vote of the members in attendance at any regular meeting after proper notice and an opportunity to be heard. Grounds shall be conduct unbecoming a member.

## **ARTICLE 4 – VOTING**

1. Each business organization is entitled to one vote only, even though the membership covers a business organization composed of more than one person.

2. Members must have their dues paid in full to be eligible to vote or exercise any other privilege of membership.

## **ARTICLE 5 – BOARD OF DIRECTORS**

The Board of Directors will consist of 5 **Officers** (President, 1<sup>st</sup> Vice-President, 2<sup>nd</sup> Vice President, Treasurer and Recording Secretary) and 5 **Directors**.

Nominations for elected positions will be held in October, with the election in November. Any and all voting will take place at the November meeting. Newly elected Officers and Directors will take office in January. No officer or director shall have any personal liability for any action taken in good faith for the benefit of the Chamber.

### **OFFICERS**

In order to be nominated for the President, 1<sup>st</sup> Vice President, 2<sup>nd</sup> Vice President, Treasurer or Recording Secretary, you must have previously served as a Director and be in good standing for a minimum of two (2) consecutive years.

**PRESIDENT:** He/She will have the responsibility of officiating at all meetings and will be responsible for the overall well-being of the Chamber. The President will also be in charge and have the power to appoint all committees.

**1<sup>st</sup> VICE-PRESIDENT:** He/She will fill in for the President in the case of his/her absence and support the actions of the President.

**2<sup>nd</sup> VICE-PRESIDENT:** He/She will fill in for the President in the case of the absence of the 1<sup>st</sup> Vice-President and support the actions of the President.

**TREASURER:** He/She will be responsible for all financial affairs, billing and collecting yearly dues, preparing treasurer's report for the monthly meetings, and preparing a financial statement at the beginning of each year pertaining to the financial transactions of the previous year.

**RECORDING SECRETARY:** He/She will be responsible for taking the minutes of each meeting, typing the minutes and posting on the Chamber's website: [www.CornwallChamber.org](http://www.CornwallChamber.org). Several copies of the minutes will be provided for viewing at each meeting. The Recording Secretary will have voting privileges.

**CORRESPONDENCE SECRETARY\*:** He/She will be appointed by the Board of Directors and be responsible for retrieving the mail from the post office box, reading all correspondence, responding to correspondence and assisting with correspondence and planning of events for all committees. In addition, this position requires reserving space for monthly dinner meetings and bi-monthly breakfast meetings, sending email invites for monthly meetings/breakfast meetings, planning and typing agenda for monthly board meetings, planning the yearly holiday party, answering emails and phone calls, updating event calendar and weekly Facebook events page and updating new member information in contacts and the Chamber website. The correspondence secretary will also assist the treasurer with deposits and paying bills and other duties as required by the Board of Directors. The Correspondence Secretary is not an Officer or Director and therefore will not be counted for purposes of determining a quorum.

\*The Correspondence Secretary will be a paid position and will not have voting privileges. The salary of the Correspondence Secretary will be determined by a vote of all Chamber members.

## **DIRECTORS**

In order to be nominated as a Director, a member must be in good standing and an active member of the Chamber for a minimum of one (1) year of continuous service. "Active member" status will be determined by the amount of volunteer work performed during the year as determined by the Officers. The Officers shall annually establish goals for the Board which shall include the number of events that each member shall participate in.

There will be Five (5) Directors. The Officers and the Directors will meet once a month before the general meeting at a mutually agreed time and place. Each member of the Directors must be a chair or co-chair of a committee. The Board will also have the right to call an emergency meeting for any decision that has to be made to protect the Chamber.

## **ARTICLE 6 – NOMINATIONS & TERMS OF SERVICE**

The Board of Directors will have a 3-year term of service.

The Correspondence Secretary, upon resignation or action by the Officers, will be replaced by the Officers until the next vote. Thereafter, nominations for the position, whether they be a chamber member or outside of the Chamber, will be allowed on the ballot for the upcoming elections.

Should the President resign during his term of service or should the President's term of service be expired, the first nominees to be on the ballot will be the two current Vice-Presidents. If there is a vacancy in any other office due to resignation, death or other cause, the Board will appoint an interim replacement until the next election year for that office.

## **ARTICLE 7 – MEETING QUORUMS**

a. Ten members in good standing shall constitute a quorum for any action or voting required at any regular meeting.

b. At all committee meetings, including meeting of the Board of Directors, a majority shall constitute a quorum.

## **ARTICLE 8 – STANDING COMMITTEES**

The Chamber currently has the following standing committees:

- a) FALL FESTIVAL
- b) NOMINATING COMMITTEE

Other committees, including but not limited to: Holiday (July 4<sup>th</sup>, Halloween, Christmas) Golf Outing, Beautification, Car Show, Economic Development, Art Walk, and Recycle Day may be created by the Board as needed.

## **ARTICLE 9 – DONATIONS/EXPENSES**

The Board of Directors can approve all donation expenditures and/or expenses up to \$500.00. All other donations or expenses must be approved by the general membership.

Criteria for Donations: Those individuals, groups or corporations within the greater Cornwall geographic region that are “not for profit” organizations (whether or not they have a 501(c)(3) designation) that promote the general betterment of the Cornwall community.

## **ARTICLE 10 – AMENDMENTS**

These By-laws may be amended by a majority vote of those members in good standing in attendance at a regular monthly meeting or any special meeting called for that purpose. Notice must be given one month in advance of the vote. Notice shall include the specific changes under consideration.