

Adopted May 19, 1993

Amended and Approved May 13, 1998

Includes Board of Directors approved changes of June 15, 2011

BYLAWS OF THE PENFIELD BUSINESS CHAMBER OF PENFIELD, NEW YORK

ARTICLE I – Name and Objectives

Section 1. The name of this organization shall be **PENFIELD BUSINESS CHAMBER OF PENFIELD, NY (the Chamber)**.

Section 2. The purposes of the Chamber shall be to promote the commercial, professional, industrial, civic, and other general interests of the Town of Penfield, County of Monroe, State of New York, and to encourage and stimulate active participation of the members of the corporation and people and groups within the community in the economic, civic, and governmental betterment and growth of the Town of Penfield, and to provide a common forum and organization within which the members may exchange ideas and develop programs for the growth and betterment of the Town of Penfield and the immediately adjacent areas thereto.

Section 3. This Chamber, in its activities, shall be on-partisan, non-sectional, non-sectarian, and shall take no part in, or lend its influence to, the election or appointment of any candidate for State, County or Town office.

ARTICLE II – Membership

Section 1. Categories of Membership:

There shall be three membership categories as follows:

- A. **Standard Membership.** A member in this category may be an individual or an entity (including profit, non-profit, and/or governmental). Such a member will be entitled to one mailing address (for entity members). Whenever the Chamber distinguishes between members, only one individual from entity members in this category may receive the “member rate” unless otherwise provided by the Board of the Directors for a particular event. This category will have one vote per member.
- B. **Associate Membership.** This category of membership is only offered by the Board of Directors on a case-by-case basis. The term of Associate Membership is for six months only, after which time, a member shall pay dues of Standard or Premium Membership

or terminate their membership in the Chamber. Businesses holding an Associate Membership will be granted all privileges of a Standard Membership owner EXCEPT for voting rights.

- C. **Premium Membership.** A member in this category will generally be an entity (including profit, non-profit, and/or governmental). Such a member will be entitled to mailings to multiple individuals. Whenever the Chamber distinguishes between members and guests, up to five individuals from entity members in this category may receive the “member rate” unless otherwise provided by the Board of Directors for a particular event. This category will have one vote per member.

Section 2. Dues: Annual dues for each category of membership shall be determined by the Board of Directors. The fiscal year of the Chamber shall be from November 1st to October 31st, and dues are payable annually. Dues notices shall be sent to all members 30 days prior to the end of their membership year. Dues are payable in advance, prior to the start of the membership year. Each category of membership shall be entitled to one (1) vote on each matter of Chamber business. A member must be present in order to vote unless authorized by the Board of Directors to vote by proxy.

Section 3. Delinquency: If a member fails to pay dues by the start of the membership year, this shall constitute a delinquency. The Treasurer shall duly notify, in writing (including electronically), each delinquent member, and shall send out a request for payment of dues. If a member’s dues remain unpaid for an additional 60 days, this member shall automatically be suspended from active membership in the Chamber.

Section 4. Resignation: All resignations shall be tendered to the Chamber in writing (including electronically).

Section 5. New Members: All new membership applications will be reviewed by the Membership Chair and based upon the application, the Membership Chair may approve or submit for further consideration to the Membership Committee and BOD if needed for approval. Every effort shall be made to expedite the approval process.

Section 6. Suspension or Expulsion: Any member who violates any of the bylaws of the Chamber or who is guilty of conduct prejudicial to the best interests of the Chamber or conduct unbecoming a member, shall be subject to suspension or expulsion. Suspension or expulsion shall be by vote of two thirds of the Board of Directors, at a Board of Directors meeting. Provided, however, that a statement of charges shall be sent by registered mail to the member at his last recorded address at least fifteen (15) days before final action is to be taken by the Board on said charges, and provided further that the statement of charges shall be accompanied by the notice of the time when, and the place where, the Board of Directors is to

act upon said charges, and that the member shall be given an opportunity to answer said charges at the time and place specified in such notice.

Section 7: Membership shall be non-transferable unless otherwise approved by the Board of Directors. In the event that a business has multiple locations, only one location may hold a membership in the Chamber. Separate locations shall require separate memberships.

ARTICLE III - Officers

Section 1. The elected officers of the Chamber shall consist of a President, Vice President, Secretary, Treasurer, and Past President and the terms shall be up to two years. The Executive Committee shall be composed of the officers listed above.

Section 2. President: The duties of the President shall be:

- a. To be the official spokesperson for the Chamber and to represent the Chamber at community functions and events unless delegated to another officer or director.
- b. To preside at all meetings of the Chamber and meetings of the general membership.
- c. To appoint all committees, unless otherwise stipulated in the Bylaws, subject to the majority vote of the Board of Directors.
- d. To be an ex-officio member of all committees unless otherwise stipulated by the Bylaws.
- e. To make him/herself available to aid in formulating plans of action and work distribution.
- f. To appoint two tellers to count ballots at the annual election, in accordance with Article VI, Section 4.

Section 3. Vice President: The duties of the Vice President shall be:

- a. To act in the absence of the President.
- b. To assist the President in the performance of his/her duties.
- c. In the absence of the President and Vice President, an active director shall be chosen as temporary chairman of the meeting.

Section 4. Secretary: It shall be the duty of the Secretary to conduct the official correspondence, preserve all books, documents and communications, notify membership of Chamber meetings and events, and to maintain an accurate record of the proceedings of the Chamber. At the expiration of his/her term of office, the outgoing Secretary shall deliver to the newly elected Secretary, all books, papers, and property of the Chamber.

Section 5. Treasurer: The Treasurer shall receive and record and disburse the funds of the Chamber. The Treasurer shall oversee all monies of the Chamber, keep and preserve the books and records of the Chamber, and shall make a full accounting at the end of the fiscal year. At

the expiration of his/her term of office, the outgoing Treasurer shall deliver to the newly elected Treasurer all books, papers and property of the Chamber. The Treasurer shall also keep the Board of Directors informed of the status of membership dues, income, expenses, and other disbursements, and prepare the Chamber books for audit, if determined necessary by the Board of Directors. A copy of the current Treasurer's Report shall be made available to any Chamber member, upon request.

Section 6. In the event the Chamber hires an administrative assistant, some of the Secretary's and Treasurer's duties may be delegated to the administrative assistant, subject to the approval of the Board of Directors. The paid Administrative Assistant may not be a member of the Board of Directors.

ARTICLE IV – Board of Directors

Section 1. The Board of Directors shall be composed of not more than eleven (11) Chamber members. The eleven (11) members elected from the membership at to serve as Directors, shall each serve a two (2) year term. Terms of the Directors shall be staggered. Each Director shall serve for a term of two years on an alternating basis. In the event that any Director is unable to complete his or her term for any reason, the vacancy or vacancies shall be filled by an appointment made by the President from the membership at large with the majority consent of the Board of Directors. All members of the Board of Directors must be members in good standing with the Chamber.

Section 2. It shall be the function of the Board of Directors to guide the Chamber in the pursuit of its goals as outlined in Article I, Sections 2 and 3. Directors shall serve as liaisons to committees formed by the Board of Directors.

Section 3. The Board of Directors shall meet monthly, and additionally as required, at such time and place as shall be determined by majority of the Board of Directors. Each director, including the President, shall be entitled to one vote. A simple majority will constitute a quorum. Whenever there is a quorum at a meeting, the Board may take action by a vote of the majority of those present.

Section 4. If a Board Member is absent for more than three Board of Directors meetings, within a calendar year, without good cause, the member may be removed from the Board, subject to the discretion and majority vote of the Board of Directors.

Section 5. At the discretion of the President, where not feasible to conduct a meeting in person, votes may be registered electronically.

ARTICLE V – General Membership Meetings

Section 1. General Membership meetings shall be held on dates and at places designated by the Board of Directors.

Section 2. Special meetings may be called at the discretion of the Board of Directors or upon written request of 25% of the active members. All members are to be given at least two (2) weeks' notice of such special meeting.

Section 3. Fifteen percent (15%) of members shall constitute a quorum at a regular or special meeting.

Section 4. At all special meetings, only such business may be transacted, discussed and acted upon as that for which the special meeting was called.

Section 5. Only members of the Chamber shall be allowed to address the Chamber at a regular or special meeting. Non-members may address the Chamber only by invitation and a time and place designated by the Board of Directors.

ARTICLE VI – Election and Installation of Officers and Directors

Section 1. The election of Directors shall be held at the annual meeting of the Chamber in November of each year.

Section 2. A Nominating Committee or the Board shall be appointed each year by the President at a Board of Directors meeting. The Nominating Committee will select candidates to fill Director vacancies. The standing of each nominee must be reviewed by the Board of Directors prior to placement of his/her name on the official ballot. Each nominee must have their dues prepaid for the year and be members in good standing with the Chamber. The Nominating Committee will present this slate of candidates to the membership prior to the election.

Section 3. Nominations from the floor may be made by any active members at the annual meeting.

Section 4. In the case of an uncontested election, the slate of Directors may be approved by a call of acclamation by members present at the Annual Meeting. In the case of a contested election, where more candidates than open seats exist, voting shall be by secret ballot. Two (2)

tellers shall be appointed by the President to monitor voting, collect ballots, and tabulate votes. These tellers shall be members in good standing and shall not be current board members, outgoing board members or candidates for the board. The president officer of the Chamber shall announce the winning candidates. All ballots and vote tabulations shall be placed in a sealed envelope by the tellers and shall be kept by the Secretary and included in the official documents of the Chamber.

Section 5. All voting shall be by members present at the meeting. No absentee votes will be allowed by proxy unless authorized by the Board of Directors. A simple majority of the votes cast will decide the elected Directors. In the event of a tie, a simple “toss of the coin” shall determine the winning candidate.

Section 6. Election and installation of officers shall take place immediately after the Annual Meeting upon a vote of all Directors present. Each officer shall be elected from the Board of Directors and shall serve a term of two calendar years. If any vote results in a tie, each candidate for that particular office shall be given an opportunity to address the Board of Directors. Directly thereafter, a second vote shall be taken. If the second vote results in a tie, a simple “toss of the coin” shall determine the winning candidate. In the event that any officer is unable to complete his/her term for any reason, the vacancy or vacancies shall be filled by consensus vote of the remaining members of the Board of Directors.

Section 7. Board Members may not serve more than three consecutive terms on the Board of Directors unless another qualified and/or interested person is unable to be found to serve in their role.

ARTICLE VII - Committees

Section 1. Standing committees, as deemed necessary by the Board of Directors, should be chaired by an individual who will communicate to the Board, through a liaison board member appointed by the President.

Section 2. Special committees shall be appointed and may be determined by the President at his/her option, after discussion with the Board of Directors.

Section 3. A Personnel Committee may be established to conduct hiring interviews, maintain job descriptions, conduct performance reviews and develop and suggest Chamber personnel policies and procedures.

ARTICLE VIII- Disbursements

Section 1. The Treasurer, at the beginning of the fiscal year, shall present to the Board of Directors a list of expenses paid on a regular basis throughout the year (i.e., Administrative payment, web support, marketing, office supplies, etc.). The Board of Directors will approve the payment of these charges. New charges may be added to the payment list upon approval of the Board.

Event expenses greater than \$1,000 will be presented to the Board prior to the event for approval. The Treasurer will pay event expenses under \$1,000 with the approval of the President or Vice President by electronic signature (email). All unscheduled expenses shall be paid in a timely manner with the approval of the President or Vice President and reported to the Board at the next meeting. Unscheduled expenses shall be submitted using a Chamber Expense report with detailed information on the purpose of the expenditure. The Treasurer may approve any expense less than \$500.00. Expenses incurred by the President, Vice President, or Treasurer must be approved by the other.

Disbursement of Chamber funds shall be made utilizing either paper check, electronic check, or electronic debit card as required by the Treasurer. If the Treasurer is not available for requirement payment, the President shall make payment.

All bank accounts shall have the Treasurer, and two other Directors listed on the account. A list of approved officers from the Annual Meeting will be present to the Chamber financial institution for account updating as required.

Section 2. No appropriations of money or other property of the Chamber shall be made for any purpose other than to pay the legitimate expenses, except by the majority vote of the members present at a meeting of the Board of Directors.

ARTICLE IX – Parliamentary Authority

Section 1. The Rules of Robert’s Rules of Order, Revised, shall govern the Chamber in all cases to which they are applicable, and in which they are not inconsistent with the Bylaws of the Special Rules of the Penfield Business Chamber.

ARTICLE X – Amendments and Changes of the Bylaws

Section 1. The Bylaws may be amended by a majority vote of the Board of Directors, subject to veto by the general membership.

Section 2. Upon approval by the Board of Directors, changes in the Bylaws must be presented to the general membership at least thirty (30) days in advance of a vote upon the changes; the vote to be by written ballot.

Section 3. The vote of a simple majority of all members at large against the proposed changes shall constitute a veto by the general membership of the amendment of the Bylaws.