

Bylaws

The Greater Liverpool Chamber of Commerce, Inc.

Corporation under Section 201 of the laws of the State of New York.

ARTICLE I – NAME

The name of this organization shall be the Greater Liverpool Chamber of Commerce, Inc. (hereafter referred to as The Chamber).

ARTICLE II – PURPOSES

The purposes of the corporation are to facilitate and support networking and sharing of ideas among local businesses; to promote civic and cultural interests and the general welfare of the community; to stimulate, encourage, and promote cooperation and friendly exchange among business people.

ARTICLE III – MISSION

The mission of the Greater Liverpool Chamber of Commerce is to enhance the quality of life and business in the Greater Liverpool area through the development of an organization of business and community leaders working together.

ARTICLE IV – OFFICE & SERVICE AREA

The office of the Greater Liverpool Chamber of Commerce, Inc. shall be located within the boundaries of the Liverpool Central School District; servicing the areas of Liverpool and the towns of Salina & Clay.

ARTICLE V – LIMITATIONS

This Chamber shall be non-partisan, non-sectional, and non-sectarian in its activities.

ARTICLE VI – MEMBERSHIP

Section 1. Any person, firm, partnership, association, corporation or any other entity subscribing to the purposes of the corporation shall be eligible for membership.

Regular membership: Any person, firm, partnership, association, corporation or other entity subscribing to the purposes of the corporation and lives, is located in or does business in the Greater Liverpool area, and pays dues in accordance with the published schedule, is eligible for regular voting membership.

Affiliate membership: Any person, firm, partnership, association, corporation or other entity subscribing to the purposes of the corporation but is located outside the Greater Liverpool Area and is limited in its participation in chamber activities and pays dues according the published schedule; or persons who have been honored with membership in the Chamber through board action (and pay no dues).

Section 2. Categories: Voting members are as follows - #1 shall be Individual Members (private citizens, single professional practices, or single owner/operator businesses – all unincorporated). #2 shall be business with 2-4 employees. #3 shall be business with 5-24 employees. #4 shall be business with 25-49 employees. #5 shall be business with 50 or more employees. #6 shall be non-profit organizations / community organizations/ religious organizations.

Section 3. Membership in the Greater Liverpool Chamber of Commerce, Inc. is an entirely voluntary matter, and the Board of Directors reserves the right to approve or to reject applications for membership.

Section 4. Application-Election: Applications for membership shall be in writing or electronic, on forms provided for that purpose.

Section 5. Non-Payment: Upon failure of any member to pay dues or other charges within ninety (90) days of their due date, the Board of Directors may terminate membership.

Section 6. Expulsion: Any member may be expelled for cause by a two-thirds (2/3) vote of the Board of Directors, (after notice and opportunity of hearing, which shall take place within 90 days of the board action), for activities detrimental to the best interests of this Chamber. An expelled member shall have the right to appeal to the membership of the Chamber. Upon written request, a special membership meeting will be held within 30 days. A two-thirds (2/3) affirmative vote of members present will override the Board decision. Any expulsion shall be without refund of dues.

Section 7. The expulsion for cause shall be defined as:

- (i) conduct on the part of a member which the Board of Directors determines has reflected so seriously on the Chamber's public Reputation as to prejudice the Chamber's standing if he/she were retained as a member; or
- (ii) the continued failure, refusal or neglect of the member, after appropriate notice, to comply with the purposes and limitations of membership in the Chamber.

Section 8. Resignation: Resignations will be accepted upon written notice or electronic to the Secretary. The Board of Directors may, in its discretion, reinstate to membership any member whose membership has been terminated for any cause, provided the cause of such suspension has been removed. A resignation shall be without refund of dues.

ARTICLE VII – DUES

Section 1. Dues shall be set by the Board of Directors.

Section 2. All dues shall be billed from the Chamber office.

Section 3. All dues shall be received by the office of the Chamber and these monies shall be deposited in the official depository.

Section 4. Branches of a firm under the same ownership may choose to join as individual members or to combine employees to the maximum number.

Section 5. Dues shall be payable on the First Day of Anniversary Month and are payable annually in advance.

ARTICLE VIII – MEETINGS

Section 1. Annual Meeting: The annual meeting of the membership shall be the first meeting following election, at a time and place to be fixed by the Board of Directors. The purpose is to announce the officers and board of directors for the coming year.

Section 2. Membership Meetings: Membership Meetings shall be held at the discretion of the board with not less than six (6) regular meetings per year.

Section 3. Special Meetings: Special meetings of the members may be called by the President upon written or emailed request of five (5) Directors or five percent (5%) of the members. Any such request shall specify the purposes for which the meeting is to be called. Notice of special meetings shall be mailed to each member not less than seven (7) days prior thereto and such notice shall specify the business to be transacted at the special membership meeting.

Section 4. Chairman: The President, or in his or her absence the First Vice President, or in his or her absence the Second Vice President shall preside at all meetings of the members. In the absence of all of these officers, the President shall designate a board member to preside. In absence of this, the Board shall elect one of its members to preside over the meeting.

ARTICLE IX – BOARD OF DIRECTORS

Section 1. Composition and Authority: The Board of Directors shall function as servants of the membership. Government of the Chamber, general policies controlling its work and the control of its property shall be vested in the Board of Directors. The Board of Directors shall consist of the President, all Vice Presidents, the Secretary, the Treasurer, six (6) persons (all of whom shall be regular members in good standing of the chamber) and the immediate past President.

Section 2. Directors terms shall be for three years, staggered so two Directors are elected each year.

Section 3. Affiliates: The Board of Directors may authorize or recognize the establishment of, and may affiliate the Chamber with, other Chambers or organizations however styled.

Section 4. Eligibility: Any Director who has served two (2) full terms shall not be eligible thereafter for election to the same office as previously held until the lapse of one (1) year following the expiration of his term of office.

Section 5. There shall be not less than six (6) regular meetings of the Board of Directors in each year, at a time and place fixed by the President or Executive Director at least thirty (30) days in advance.

Section 6. Any Director of the governing body who shall be absent from two (2) consecutive regular meetings or three meetings within the year of the Board of Directors shall automatically forfeit his office unless the Board of Directors shall waive this provision upon receipt of proper notification for such absence, satisfactory to it.

Section 7. In case a vacancy occurs among the officers the members of the Board shall appoint for the unexpired term a person from the Board to fill such vacancy within thirty (30) days.

Section 8. In case a vacancy occurs within the Board of Directors, the board shall elect for the unexpired term a member in good standing from the general membership.

Section 9. Each member of the governing body shall be entitled to one (1) vote on all matters brought before the Board of Directors. Whenever a 2/3rds majority vote is required, such vote shall be interpreted on the basis of the number of affirmative and negative votes cast.

Section 10. Quorum. At all meetings of the Board of Directors, 50% of the duly elected officers and directors shall constitute a quorum.

Section 11. Removal. A director may be removed when sufficient cause exists for such removal. The Board of Directors may entertain charges against any Director. No Director may be removed without the opportunity of a hearing before the Board of Directors and the affirmative vote of three-quarters (75%) of the directors currently serving shall be necessary for removal.

Section 12. Removal for cause shall be defined as:

- (i) conduct on the part of a Director or Officer which the Board of Directors determines has reflected so seriously on the Chamber's public reputation as to prejudice the Chamber's standing if he\she were retained as a Director or an Officer; or
- (ii) the continued failure, refusal or neglect of the individual, after appropriate notice, to comply with the obligations of a Director or Officer as set forth in the Bylaws of the Chamber or the policies of the Board of Directors; or
- (iii) the member's expulsion for cause as a member of the Chamber.

ARTICLE X – EXECUTIVE COMMITTEE

Section 1. All elective officers shall serve for three years or until their successors are elected and qualified.

Section 2. A candidate to be eligible for any office shall be a paid-up member.

Section 3. The President shall appoint all committees and shall be an ex-officio member of all committees shall perform all other duties usual to such office.

Section 4. The 1st and 2nd Vice-President shall, in the order of their election, perform the duties of the President in the event of his or her absence or disability. They shall act as the representative of the President in such matters as may be assigned to them.

Section 5. The Secretary shall be responsible for the keeping of minutes of all meetings of the Board of Directors, Executive Committee and all other Chamber meetings, and shall notify members of meetings at least ten (10) days in advance of such meetings. The Secretary shall also maintain the attendance record of the Board of Directors and will call any violations to the attention of the President for action by the Board.

Section 6. The Treasurer shall be responsible for the funds and assets of the Chamber; shall be responsible for accurate records of finances; shall make these records available for the inspection by any paid-up member at all times; shall report the status of funds at all Chamber Board Directors meetings; shall direct disbursement of the funds; and shall turn over the records to his or her successor at the time of the annual meeting.

Section 7. There may be an Executive Director(s) and/or Administrator(s) who shall be contracted by the Board of Directors, and who shall function at the direction of the Executive Committee.

Section 8. In the absence of an Executive Director, the operation of the association shall be the responsibility of the Executive Committee.

ARTICLE XI – COMMITTEES

Section 1. It shall be the function of each Standing or Special Committee to act within the power and authority granted it. Such committees otherwise shall have only authority to decide matters of interest to such committee, and not matters affecting the community or organization as a whole.

Section 2. Designation of the chair of each committee, standing or special, shall be by the President of the Chamber, subject to confirmation thereof by the Board of Directors.

Section 3. Committee members do not have to be Chamber members, but all committees will be chaired by a Chamber member.

ARTICLE XII – NOMINATIONS, ELECTIONS OF ELECTIVE OFFICERS

Section 1. The Nominating Committee shall be appointed no later than August 1. It shall consist of five (5) members, not more than two (2) of whom shall be members of the then existing Board of Directors. The committee will include the chairman, who shall be the Immediate Past President. The nominating Committee shall be responsible for candidates to fill the vacancies among the officers and directors in ample time for a slate of candidates to be submitted to the membership by mail or electronically, 30 days prior to the annual luncheon meeting.

Section 2. Representative of Groups: In making nominations, the Committee shall take into consideration the principal business and professional occupations and the metropolitan geographical areas in the membership to the end that such groups and areas shall be fairly represented on the Board of Directors.

Section 3. Independent Nominations: Any ten (10) members of the Chamber may nominate one or more members for office by filing the name or names over their signatures no later than September 1st with the Chairman of the Nominating Committee.

Section 4. The annual election of elective of officers and directors shall be held by mail ballot or electronic which should be returned no later than the annual meeting with winners declared at the annual meeting.

Section 5. Paid-up members shall be eligible to cast one vote for each position of officer and director.

Section 6. Newly elected officers and directors take office on November 1.

Section 7. Form of Ballot: Names of the candidates nominated shall be arranged on the ballot according to the office for which nominated in alphabetical order of surname. The ballot shall be so printed as to give each voter an opportunity to designate his choice of candidates by mark at the left of each name and designation of each candidate.

Section 8. Voting: All voting shall be by ballots as mailed or emailed to each member or attendance at the annual meeting in conformity with such additional rules and regulation as the Board of Directors may adopt. A number of nominees corresponding with the number of Directors to be elected who receive the highest number of votes shall be declared elected. Members may request a paper ballot.

Section 9. Judges: The President shall appoint a committee of three judges of election whose duty it shall be to conduct and supervise the election, receive the ballots and determine the validity of each, and to count the ballots.

ARTICLE XIII – FISCAL AND ELECTIVE YEAR

Section 1. The fiscal year of the corporation shall be November 1st to October 31st.

Section 2. Elections will be held during the time frame of September 1 through of October 31 of each year.

Section 3. A Budget Committee consisting of the Treasurer and two others (who may be, but shall not be required to be, board members) shall be appointed by August 1. This committee shall be responsible for submitting a budget for the following fiscal year. The proposed budget shall be submitted to the Board at the September meeting and must be adopted no later than the October meeting.

Section 4. A Financial Review Committee consisting of the first vice president and three other members (who may be, but shall not be required to be board members) shall be appointed each year by the president. The job of this committee is an annual examination and report of the books and records.

ARTICLE IXX – AMENDMENTS TO THE BYLAWS

Proposed bylaws must be presented to the board for discussion and approved by a two-thirds vote of the board of directors.

ARTICLE XX – PROCEDURE

Section 1. Authority for questions of procedure not covered by these Bylaws shall be settled by reference to Robert's Rules of Order, Revised.

ARTICLE XXI – MISCELLANEOUS

Section 1. The Greater Liverpool Chamber of Commerce insignia is the property of the corporation, and the use of the insignia by any organization or individual other than the Greater Liverpool Chamber must have the approval of the Board of Directors.

Section 2. A parliamentarian shall be appointed to aid the presiding officer. The parliamentarian shall be appointed by the Board of Directors at the first meeting following the annual meeting.

Section 3. Indemnification Clause: The Chamber shall indemnify any person, made a party to an action by or in the right of the Chamber to procure a judgment in its favor, by reason of the fact that he, his testator or intestate, is or was a director or officer of the Chamber, against the reasonable expenses, including attorney's fees, actually and necessarily incurred by him in connection with the defense of such action, or in connection with an appeal therein, except in relation to matters as to which such director or officer is adjudged to have breached his duty to the Chamber under Section 717 of the New York Not-For-Profit Corporation Law (Duty of Directors and Officers).

The indemnification authorized under the preceding paragraph shall in no case include: (1) amounts paid in settling or otherwise disposing of a threatened action, or a pending action, with or without court approval, or (2) expenses incurred in defending a threatened action, or a pending action, which is settled or otherwise disposed of without court approval.

The Chamber shall indemnify any person made, or threatened to be made, a party to an action or proceeding other than one by or in the right of the Chamber to procure a judgment in its favor, whether civil or criminal, including an action by or in the right of any other corporation of any type or kind, domestic or foreign, or any partnership, joint venture, trust or other enterprise, which any director or officer of the Chamber served in any capacity at the request of the Chamber, by reason of the fact that he, his testator or intestate, was a director or officer of the corporation, or served such other corporation, partnership, joint venture, trust or other enterprise in any capacity, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorney's fees actually necessarily incurred as a result of such action or proceeding, or any appeal therein, if such director or officer in good faith, for a purpose which he reasonably believed to be in the best interest of the Chamber and, in criminal actions or proceedings, in addition, had no reasonable cause to believe that his conduct was unlawful. The Chamber shall make further and other indemnification of any person to the extent permitted by law. The provisions of this Section of the By-Laws shall be applicable to the causes of action heretofore or hereafter accrued.

Section 4. Dissolution: The Chamber shall use its funds only to accomplish the objects and purposes specified in these By-Laws, 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.