

# Bylaws of The Western Wayne Chamber of Commerce

## I. Name, Purpose, Definition and Mission Statement

A. The name will be The Western Wayne Chamber of Commerce (hereafter known as “the Chamber”).

B. Purpose/Mission Statement: The Western Wayne Chamber of Commerce is dedicated to the promotion and enrichment of all businesses in and around the Towns of Macedon, Marion, Palmyra, and Walworth. The Chamber will advocate and work to create an environment that is prosperous to its members.

C. Definition: The Chamber is a service organization registered as a 501(c)(6) corporation with the State of New York.

## II. Membership

A. A member in good standing is a person or persons who:

1. has completed the required membership application(s) and is current on payment of membership dues.
2. does not have any substantiated ethics complaints confirmed before the Executive Board.
3. does not participate in any activity or action contrary to the published mission and purpose of the Chamber.

B. New members will be provided a copy of the bylaws and standing rules of the Chamber of Commerce.

## III. Governance

A. The Chamber will be governed by an Executive Board consisting of a President, Vice President, Secretary, Treasurer, and four Board Members (one member representing a business from each of the towns represented by The Chamber).

B. Officers of the Executive Board will be elected in December with a term to begin on January 1 of each year expiring December 31 of said year.

C. The term of the Officers of the Executive Board will be one year.

D. All members in good standing are eligible for nomination to the Executive Board as outlined in Section IV(A).

E. In the event of a vacancy on the Executive Board, the Executive Board may appoint a member in good standing to the vacant position for the completion of the term.

- F. The Executive Board Members will be responsible for appointing a member of the Board as a Chairperson to each of the following committees:
  - 1. Finance Committee
  - 2. Membership Committee
  - 3. Activities Committee
  
- G. Quorum: When the Executive Board has no vacancies, a quorum is five (5) Executive Board Members. When the Executive Board has one or two vacancies, a quorum is three (3) Executive Board Members. When the Executive Board has more than two vacancies, a quorum is two (2) Executive Board Members.

#### IV. Officers

##### A. Officer Qualifications

- 1. Must be 18 years of age or older
- 2. Must own or be the official company representative of a business that is located in, or offers services to the Towns of Macedon, Marion, Palmyra, and/or Walworth.

B. Officers of the Executive Board will serve without fee or salary.

#### V. Election of Officers

A. The Executive Board will appoint a Nomination Committee at the Executive Board meeting in October.

B. The Nomination Committee will poll existing eligible members to determine interest in Executive Board positions.

C. Nominations will be submitted by the Nomination Committee to the Executive Board at the Executive Board meeting in November.

D. Additional eligible members can be added to the ballot at the Executive Board meeting in November by motion and second.

E. An electronic voting or survey service shall be decided upon by the Executive Board at the November meeting. Said method should be transmitted to the members via email within seven (7) days of the Executive Board meeting in November.

- 1. Paper ballots shall be mailed to members who do not utilize email within seven (7) days of the Executive Board meeting in November.

F. Completed ballots are due by mail one day prior to the Executive Board meeting in December. Ballots may be returned in person to the Executive Board meeting prior to the election.

G. Ballots shall be counted at the Executive Board meeting by all Executive Board Members present.

#### VI. Executive Board Meetings

A. Executive Board Meetings will be held on a monthly basis in accordance with the Standing Rules.

#### VII. Fiscal Year, Procedure, Bylaw/Standing Rules Amendment

A. The fiscal year is considered January 1 through December 31 of each year.

B. Procedures during all General and Executive Board Meetings will be governed by Robert's Rules of Order.

C. Any member may propose an amendment to the Bylaws. Such proposal will be made in writing to the Secretary/Treasurer and does not require a second. The written proposal must state the exact words of the amendment or new Bylaw. The new/amended Bylaw will be presented to the Executive Board and the following General or Executive Board Meeting. The Secretary/Treasurer will mail or email to the membership the written new/amended Bylaw with a paper ballot and voting closing date which should be at least twenty-one (21) days from the mailing date. Ballots shall be returned by the voting closing date via mail or in person. The Executive Board will count the ballots and present the outcome of the vote. If the new/amended Bylaw is passed, it shall be effective immediately.

D. The Executive Board reserves the right to utilize the services of an electronic voting or survey service in lieu of paper ballot.

E. Amendments of the Standing Rules can be completed by majority vote of the quorum of Officers of the Executive Board at a regular or emergency meeting.

#### VIII. Indemnification of Officers

A. The Chamber will carry Liability Insurance as well as Errors and Omissions Insurance indemnifying all Officers of the Executive Board.

#### IX. Books and Records

A. There shall be kept at the office of the Chamber:

1. Correct and complete records of financial accounts

2. Minutes of the Membership and Executive Board Meetings
3. A current list of Officers of the Executive Board
4. A current list of the names and addresses of all members
5. A copy of the Bylaws including amendments
6. A copy of the standing rules
7. Articles of Incorporation
8. A copy of the current insurance policy

#### X. Impeachment and Removal Process

A. A written and signed instrument must be received by the President.

1. The signed instrument must include the name of the Executive Board Member(s) involved in the alleged complaint, the date and time in which the alleged misconduct occurred, and the actions involved in alleged misconduct. Any witnesses to the alleged misconduct should be listed

B. The President will notify the Executive Board prior to the next Executive Board Meeting.

C. The Executive Board shall appoint a five (5) member panel to investigate the allegations during the Executive Board Meeting.

1. All members of the panel will ensure they have no conflicts of interest involving the incident or accused.
2. One member of the panel will be appointed to take minutes of all actions and discussions taken during the investigation.
3. The accused may appoint one non-voting member to represent them.
4. The panel should interview all involved parties including the accused.
5. The panel should gather any necessary evidence or documentation necessary to complete the investigation.
6. If the accusations involve criminal wrongdoing, the panel may suspend its investigation pending a criminal investigation.
  - a. It may be decided by the panel that a guilty plea/verdict will result in an automatic removal from office or further action from the panel, or an innocent verdict will result in no criminal action taken by the panel.
7. If no criminal offenses are involved, the panel may decide, by vote, if the Executive Officer should be removed from his/her Executive Office due to ethics violations for any of the following reasons:
  - a. Misrepresentation of the Chamber or the office held on the Executive Board
  - b. An abuse of power
  - c. A conflict of interest

8. Once the panel is satisfied, they have enough information and evidence, the members of the panel will vote on the action to be taken by paper ballot. Removal from Executive Office requires a unanimous vote of the five (5) members of the panel. Anything less than a unanimous vote will be considered an acquittal.

D. The decision of the panel will be final.

I. The Standing Rules of the Western Wayne Chamber of Commerce (hereafter referred to as The Chamber) are referenced in the Bylaws.

## II. Official Location & Contact Information

A. The office will be located at a “to be determined” location selected by the Executive Board.

B. Mail and official correspondence shall be sent to P.O. Box 146, Macedon, New York 14502.

C. The phone number for the Chamber is (315) 400-3115 and is to be forwarded to a designated member of selected by the Executive Board.

## III. Dues

A. Membership Dues are due on the 1<sup>st</sup> of the year for members of the Chamber prior to 2019.

B. Membership Dues for members joining after January 1, 2019, are due on their anniversary date.

C. Past due notices will be distributed 30 days after the original due date.

D. Dues not paid within sixty (60) of the original due date will be cause for cancellation of membership.

E. Business Dues are \$99 per year effective January 1, 2019.

1. Current members in good standing will pay \$79 for the 2019 year and \$99 per year starting in 2020.
2. The Chamber may offer an introductory rate to prospective members at a rate of \$79 per year for the first year of membership.

F. Personal Member Dues are \$49 per year effective January 1, 2019.

## IV. Governance

A. Executive Board members are defined in the Bylaws, Section IV.

B. Duties of the Executive Board are as follows:

1. President
  - a. Conducts all Chamber meetings or appoints someone to conduct.
  - b. Works with the Secretary to prepare the agenda before the Board meetings.
  - c. Represents the Chamber or appoints someone to represent the Chamber at all Chamber events and appropriate community events.
2. Vice President
  - a. The Vice President shall exercise the powers and the authority and perform the duties of the President in his/her absence.

b. Serves as a Sergeant at Arms to assure meetings are conducted according to parliamentary procedures.

3. Secretary

- a. The Secretary shall keep, or cause to be kept, a book of minutes at the principal office or such other place as the Executive Board may order, of all meetings of the Executive Board and General Members, with the time and place of holding, whether regular or special, and if special, how authorized, how the notice was given, the names of those present at the Executive Board meetings, the General Members present or represented at General Members' meetings, and the proceedings thereof.
- b. The Secretary shall keep or cause to be kept in safe keeping a membership list showing the names of the members and their addresses and the number and date of membership certificates issued, and the date of suspension, termination, or resignation of every membership certified surrendered for cancellation.
- c. The Secretary shall give or cause to be given notice of all the meetings of the members and of the Executive Board required by the Bylaws or by law to be given, and shall keep the seal of the corporation, if any, in safe custody, and shall have other powers and perform such other duties as may be prescribed by the Executive Board.
- d. The Secretary shall keep or cause to be kept a list of all committees, their members, their function and their budgets, respectively.
- e. The Secretary shall execute official correspondence and maintain all legal and contractual documents.
- f. With approval of President, the Secretary may designate persons to record the proceedings in her absence and committee meetings.

4. Treasurer

- a. The Treasurer shall keep and maintain or cause to be kept and maintained adequate and correct accounts of the property and the business transactions of the Chamber, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, surplus, and other appropriate items.
- b. The Treasurer shall make no disbursements unless they have been duly authorized by the Executive Board.
- c. The Treasurer shall keep the books of the account at all reasonable times open to inspection by any Executive Board Member.
- d. The Treasurer shall deposit all monies and other valuables in the name and to the credit of the Chamber, with such depositories as may be designated by the Executive Board.
- e. The Treasurer shall disburse the funds of the chamber as may be ordered by the Executive Board, shall render to the President and Executive Board, whenever they request it, an account of all transactions of the Treasurer and of the financial condition of the Chamber.
- f. The Treasurer shall render a monthly state at each of the regular scheduled Chamber meetings.

- g. The Treasurer shall submit a written financial statement and reports at the Annual Meeting.
- h. The Treasurer shall prepare and keep a current list of all the paid members with names, addresses, and phone numbers, and supply a current updated list as it comes to actualization.

#### 5. Board Members (4)

- a. Board members will equally represent businesses in each town affiliated with the Chamber.
  - i. The member must own or be the official company representative of a business that is located in or offers services to the Towns of Macedon, Marion, Palmyra, and/or Walworth.

#### 6. Committees

- a. Finance
  - i. Assist the Treasurer as needed
  - ii. Research and develop fundraising activities
  - iii. Manage fundraising activities
- b. Membership
  - i. Recruit new members to the Chamber
- c. Activities
  - i. Research and develop membership activities
  - ii. Assist in planning ~~Business After Hours~~ Chamber related events

### V. Meetings

#### A. General Meetings

1. A General Meeting shall be held annually or more often if the Executive Board chooses
2. All members may attend a General Meeting

#### B. Executive Board Meetings

1. Board meeting are held on the third Tuesday of every month or as needed.
2. The purpose of board meetings are to administer the day-to-day operations of the Chamber and should include:
  - a. Events
  - b. Finances
  - c. Membership
    - New members
    - Potential Members
    - Member retention
  - d. Promotion of business activities within the communities
  - e. Preservation of the Chamber (i.e. recruiting new board members and committee members)

3. All members in good standing are eligible to attend Executive Board Meetings

VI. Communications Coordinator

A. Is the only paid position in the Chamber and serves at the discretion of the Executive Board.

1. Pay shall be \$250/month

2. The candidate for this position, upon acceptance, must provide a completed IRS I-9 form as well as copies of any required documents that should accompany the I-9 form as required by IRS.

3. Serves as an independent contractor and is not an employee of The Chamber. By so doing, the Communications Coordinator will receive a 1099-MISC form.

4. Time billed to the board must be approved by the Executive Board

5. A written statement must be presented monthly to the Executive Board

6. While the hours kept are at the discretion of the Communication Coordinator, reimbursements must be within the allotted monthly budget for communication duties.

7. Use of personal vehicle will be reimbursed at the IRS mileage allowance and subject to change according to changes made by the IRS

8. Reimbursement of expenses must be pre-approved by the Executive Board and recorded in the minutes of the Executive Board meeting

B. Communications Coordinator is not a voting member of the board.

C. Communications Coordinator is responsible for:

1. Maintenance of social media platforms as necessary and directed by the Executive Board.

2. Development and maintenance of the Chamber website as necessary and directed by the Executive Board

3. Maintenance of a current and accurate calendar on the Chamber website

4. Other communication needs as directed by the Executive Board.