

HASBROUCK HEIGHTS CHAMBER OF COMMERCE

BYLAWS

(Proposed November 2, 2016)

ARTICLE I General

Section 1: Name

This organization, shall be known as the Hasbrouck Heights Chamber of Commerce, hereinafter referred to as the “Chamber.”

Section 2: Purpose

The Chamber is organized to advance the general welfare and prosperity of Hasbrouck Heights and the surrounding region so that its citizens and its business community may prosper. All reasonable means to secure these ends may be exercised. Particular attention and emphasis shall be given to the business, social, civic, cultural, and educational interests of the area.

Section 3: Geographical Area

The Hasbrouck Heights region shall include the Borough of Hasbrouck Heights, New Jersey and other communities within five (5) miles of the borough whose business, social, civic, cultural or educational activities and interests extend to Hasbrouck Heights, NJ.

ARTICLE II Membership

Section 1: Classes of Membership

There shall be three (3) classes of membership in the Chamber: (1) General membership, (2) Active membership, and (3) Honorary membership.

(A) General members shall have all the customary and usual rights and privileges of membership in the Chamber, including the right to vote but excluding the right to serve on the Executive Committee in accordance with these by-laws. To be considered a General member, one must remain current with their annual membership dues. A member business will designate an individual to represent its business as a regular member.

(B) Active members shall have all the customary and usual rights and privileges of membership in the Chamber, including the right to hold a position in the Executive Committee in accordance with these by-laws. To be considered an Active member, one must meet all of the criteria of General membership as well as the following criteria:

1) Member must have attended a minimum of 50% of the regularly scheduled meetings for the last 12 months. If a member has been a member for less than 12 months, member must have attended a minimum of 50% of the regularly scheduled meetings that were held since the member joined the Chamber.

2) Member must not have missed more than 3 monthly meetings in a row for the last 12 months. If a member has been a member for less than 12 months, member must not have missed more than 3 of the regularly scheduled meetings in a row that were held since the member joined the Chamber.

(C) The Executive Committee, in its sole discretion by majority vote, may confer honorary membership upon individuals of distinction. Honorary members shall have all the rights and privileges of membership, excluding the right to vote and the right to serve on the Executive Committee. They shall be exempt from the payment of dues. Honorary membership, conferred for a period of one year, may be renewed yearly by the Executive Committee.

Section 2: Eligibility

Any individual, corporation, Limited Liability Company, partnership, public institution, or other organizations, having an interest in the objectives of the organization shall be eligible to apply for one General membership in the Chamber.

Section 3: Standings

A member shall be considered a member in Good Standing as long as they do not have any open invoices with the chamber that are more than thirty (30) days past due.

Section 4: Application and Approval

Applications for membership shall be in writing, on forms provided by the Chamber for that purpose, or electronically via the Chamber's website. The regularly scheduled dues payment, as provided in Section 5 of Article II, must be included with each application. Upon receipt of application and payment, the applicant shall be considered a member in the chamber, eligible for all rights and privileges of their class as set forth in Article II section 1.

Section 5: Membership Dues

The Executive Committee shall, from time to time, establish membership dues for Regular members and the rules governing their timing and manner of payment.

Section 6: Termination

(A) Any member may resign from the Chamber upon written notice to the Secretary of the Chamber.

(B) Any member may be expelled for nonpayment of dues after ninety (90) days from the date due. The Executive Committee may extend a grace period for good cause.

(C) Any member may be expelled for cause by majority vote of the Active Membership for conduct unbecoming a member or prejudicial to the aims or repute of the Chamber. Such vote shall be made at a regularly scheduled meeting of the Chamber after thirty (30) days notice to the member.

Section 7: Voting

In any proceeding in which voting by members is conducted, each General member in good standing shall be entitled to cast one (1) vote.

**ARTICLE III
Member Meetings**

Section 1: General Meetings

General Meetings of the Chamber are scheduled on a regular basis. These meetings serve as venues for disseminating information, sharing ideas, networking, and any other legitimate purpose consistent with these bylaws. The times and locations of these meetings shall be fixed by the Executive Committee in advance, and notice of each meeting shall be published at least ten (10) days prior to said meetings on the Chamber's website.

Section 2: Special Meetings

Special meetings of the Chamber may be called by the Executive Committee at any time, and must be called by the President upon written request of ten percent (10%) of the Active members in good standing. Notice of special meetings, including the purpose of the meeting, shall be sent to each Chamber member at least seven (7) days prior to such meetings. Notice for special meetings may be made via the Chamber's email list, the US postal service or by hand.

Section 3: Quorums

At any duly called general meeting of the Chamber, ten percent (10%) of the Active members in good standing shall constitute a quorum. At any duly called special meeting of the Chamber, ten percent (10%) of the Active members in good standing shall constitute a quorum.

**ARTICLE IV
Officers**

Section 1: Election of Officers

The Chamber, at its regular December meeting, shall reorganize for the coming year. At this meeting, the membership shall select a President, Vice President, Secretary, and Treasurer of the Chamber. The newly elected Executive Committee shall take office on the First day of the following January and serve for a term of one (1) year or until their successors assume the duties of office.

Section 2: Eligibility

To be eligible for the office of President, Vice President, Secretary or Treasurer, a member must meet all of the criteria as set forth for an Active member in Article II Section 1B as well as the following criteria:

- 1) Member must be a member in good standing at the time of the election.
- 2) Member must have been a member of the chamber for a minimum of 6 months prior to the election.

Section 3: Duties of Officers

(A) President. The President shall serve as the chief executive of the Chamber and shall preside at all meetings of the members and of the Executive Committee.

The President shall, with the advice and counsel of the Vice President establish all committees, appoint members to chair the committees, and assist in the selection of committee personnel.

(B) Vice President. The Vice President shall exercise the power and authority and perform the duties of the President in the absence or disability of the President. The Vice President shall render such assistance to the President as the President may from time to time request.

(C) Committee Chairs. The duties of the Committee Chairs shall be such as their titles by general usage would indicate, as well as those that may be assigned by the President. They will be responsible for the performance of the committees which they chair.

(D) Secretary. The Secretary shall be responsible for the safe keeping of the records of the Chamber, for the recording of minutes at all meetings, for the execution of official documents of the Chamber, for the sending of notices as provided in these bylaws, and to serve generally as the chief administrative officer of the Chamber.

(E) Treasurer. The Treasurer shall be responsible for safeguarding all funds received by the Chamber and for their proper distribution. Such funds shall be kept on deposit in financial institutions, or invested in a manner approved by the Executive Committee. Checks are to be signed by the Treasurer or by any other authorized signatory. The Treasurer shall present a monthly financial report at the monthly meetings. The Treasurer shall oversee the preparation of the Annual Budget.

Section 4: Executive Committee Meetings

(A) The President of the Chamber shall preside over and conduct all meetings of the Executive Committee. In the President's absence, the Vice President shall preside. The secretary shall transcribe the minutes of all Executive Committee Meetings. The minutes will be transcribed to the best ability of the Secretary.

(B) The Executive Committee shall officially meet at least once each calendar quarter to conduct the business of the Chamber. Notice of each meeting, as well as the proposed agenda, must be given to each member of the Executive Committee, in writing or by electronic mail, at least five (5) days in advance of the meeting. Minutes of each meeting are to be made available, upon request, to any chamber member in good standing.

(C) Special meetings of the Executive Committee may be called at any time by the President of the Chamber, or upon written request of at least two other members of the Executive Committee. Notice of each meeting, as well as the proposed agenda, must be given to each member of the Executive Committee, in writing or by electronic mail, at least five (5) days in advance of the meeting. Minutes of each meeting are to be made available, upon request, to any chamber member in good standing.

Section 5: Quorums

At any Executive Committee meeting, a majority of the current Executive Committee shall constitute a quorum.

Section 5: Removal of Officers

Officers may be removed from their roles, for cause, by majority vote of the Active members, for conduct unbecoming an Officer or prejudicial to the aims or repute of the Chamber. Such vote by the membership shall be made at a regularly scheduled meeting of the membership after thirty (30) days notice to the Officer. It shall be considered grounds for removal of an Officer for cause, if an Officer is absent from three (3) consecutive regular meetings or a total of five (5) in a year, of the regular meetings without excuse acceptable to the Executive Committee.

Section 6: Vacancies

Should a vacancy in the Executive Committee occur, a vote to fill said vacancy is to take place at the next regularly scheduled membership meeting. This vote shall be held in accordance to the eligibility requirements set forth in Article IV section 2. The term of the newly elected official shall begin immediately after the vote and end when the term of the original office holder was set to end.

Section 7: Indemnification

The Chamber shall, by resolution of the membership, provide for indemnification by the Chamber of any and all current or former officers against expenses actually and necessarily incurred by them in connection with the defense of any action, suit, or proceeding in which they or any of them are made parties, or a party, by reason of having been officers of the Chamber except in relation to matters as to which such individuals shall be adjudged in such action, suit, or proceeding to be liable for willful misconduct in the performance of a duty after exhaustion of appeals, and to such matters as shall be settled by agreement predicated on the established existence of such willful misconduct.

ARTICLE V Management

Section 1: Executive Committee

There shall be an Executive Committee comprised of the President, Vice President, Secretary, and Treasurer. The President shall chair the Executive Committee. The Executive Committee shall meet at the president's reasonable request, and provide its advice, counsel and assistance to the President on all matters of significance, as requested by the President.

ARTICLE VI Committees

Section 1: Appointment and Authority

The President shall establish committees necessary or helpful to accomplish the purposes of the Chamber. The President shall appoint a member to chair each committee. The Committee Chairs may establish sub-committees and chairs as deemed necessary to carry out the purposes of their committees. Committee Chairs shall serve at the pleasure of the President, and shall serve concurrently with the term of the appointing President, unless a different term is approved by the Executive Committee. Committee Chairs may be removed and/or replaced by the President with a majority vote of the Executive Committee.

Section 2: Limitation of Authority

No action by any member, committee, or officer shall be binding upon, or constitute an expression of the policy of the Chamber until it shall have been approved or ratified by the Executive Committee.

Committees may be discharged by the President when their work has been completed, or when, in the opinion of the Executive Committee, it is deemed wise to discharge the committees.

ARTICLE VII Miscellaneous

Section 1: Funds

Money paid to the Chamber shall be placed in a general operating fund.

Section 2: Disbursements

Disbursements shall be made by check signed by the Treasurer or other authorized signatory. An authorized credit or debit card may be used by individual members of the Executive committee with a limit to be established periodically by the Treasurer.

Section 3: Fiscal Year

The fiscal year of the Chamber shall close on December 31st.

Section 4: Budget

Each November the Officers and Committee Chairs shall submit proposed budgets for the upcoming year. Following the Reorganization Meeting in January, the Executive Committee shall finalize the budget for the current year and submit it to the membership for final approval.

Section 5: Procedure

The Chamber shall use its funds only to accomplish the objectives and purposes specified in these bylaws and no part of said funds shall 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, as defined in section 501(c)(6) of the Internal Revenue Code, selected by the Executive Committee.

Section 6: Parliamentary Authority

The current edition of *The Standard Code of Parliamentary Procedure* shall be the final source of authority in all questions of parliamentary procedure when such rules are not inconsistent with the charter of bylaws of the Chamber.

Section 7: Revisions

These bylaws may be amended or altered by a two-thirds (2/3) vote of the Active members in good standing at any regular or special meeting of the membership, providing the notice for the meeting includes the proposals for amendments and providing a quorum exists as set forth in Article III, Section 3. Any proposed amendments or alterations shall be submitted to the general membership in writing, at least ten (10) days in advance of the meeting at which they are to be acted upon.

Adopted by resolution of the Chamber membership this 7th day of December, 2016.

Original Signed By

Raymond Vorisek
President

Adopted: 12/7/16

Amended: