

# BYLAWS of



*Whenever a masculine or feminine noun or pronoun is contained in these bylaws it shall be considered to denote either the masculine or feminine noun or pronoun whichever is appropriate.*

*Approved January 23, 2008  
Revised October 2014 (not approved)  
Approved July 22, 2020  
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## **ARTICLE I - GENERAL**

### **Section 1 - NAME**

This organization is incorporated under the laws of the State of New York and is known as Commerce Chenango, Inc. (also referred to herein as the “Chamber”).

### **Section 2 - PURPOSE**

Commerce Chenango is organized to advance the general welfare and prosperity of Chenango County, and its adjacent areas, so that its citizens and all areas of its business community shall prosper. Its mission is to serve our members, not-yet members, and organizations throughout the greater Chenango County area through partnership with business and all levels of government; to leverage resources for sustainable economic growth. Specifically, the Chamber will:

- Act as the business voice for the Chenango County area and take the initiative to help understand and address issues that are significant to the current and not-yet Membership or a portion thereof.
- Offer services that contribute to the sustenance and/or development of Member business.
- Offer professional development and training programs that will help Member businesses become more productive.
- Seek and disseminate pertinent information and act as a communication clearing house for Chamber Members.
- Work closely with elected officials and state associations for the continued growth and development of Chenango County through advocacy efforts.
- Attract and recruit new businesses to the Chenango County area that will contribute to the economic well-being of our current Members and the public.
- Provide opportunities for Members to initiate and enhance relationships with customers and suppliers.
- Promote tourism in the Chenango County area.

### **Section 3 - AREA**

Area to be served by Commerce Chenango is the entire County of Chenango, in the State of New York, and the communities immediately surrounding Chenango County.

## **ARTICLE II - MEMBERSHIP**

### **Section 1 - ELIGIBILITY**

Any person, association, corporation, partnership, estate, or legal business entity residing in, or having a principal place of business within, or doing business within the County of Chenango, New York, or in the surrounding communities, and having an interest in the objectives of the organization shall be eligible for Membership.

### **Section 2 - APPROVAL OF MEMBERS**

Applications for Membership shall be in writing or online, on forms provided for that purpose, signed by the applicant and include the regularly scheduled investment as provided in Section 3 of Article II. The President (or designated staff representative) shall review all applications prior to the instatement of membership privileges. New members shall be reported to the Commerce Chenango Board of Directors.

### **Section 3 - DUES**

Membership dues shall be at such rate or rates, schedule or formula, as may be from time to time prescribed by the Board of Directors, payable annually, in advance. Designated staff will provide proposed changes to membership dues structure and/or pricing to the Membership & Programs Committee, with final approval by the Board of Directors. Pricing changes should be approved in advance of the budget cycle.

### **Section 4 - TERMINATION**

- A. Any Member may resign from the Chamber upon written notification to the President & CEO and/or the Board Chair. Approval from the Board of Directors is not mandatory, but board members will be apprised of such changes.
- B. Any Member shall be removed for nonpayment of dues after 120 days from the date due, unless otherwise extended for good cause. Please refer to the Membership & Program collection policy for specific collection practices.

- C. Any Member may be removed by a two-thirds vote of the Board of Directors, at a regularly scheduled meeting thereof, for conduct unbecoming a Member or prejudicial to the aims or repute of the Chamber, after notice and opportunity for a hearing are afforded the Member complained against.

**Section 5 - VOTING**

In any proceeding in which a vote by Members is called for, each individual Member/Business/Organization shall be entitled to one vote.

**Section 6 - EXERCISE OF PRIVILEGES**

Any firm, association, corporation, partnership or estate holding Membership may appoint individuals to exercise the privileges of its Memberships covered by its dues, and shall have the right to amend such appointments upon written notice.

**Section 7 - ORIENTATION**

At regular intervals, orientation on the purposes and activities of this organization shall be conducted for the following groups: Board of Directors, Officers of the Board, Committee Chair, committee members and new members of the organization. A detailed outline for orientation of each of these groups shall be a part of this organization's procedures manual.

**Section 8 - HONORARY MEMBERSHIP**

Distinction in public affairs shall confer eligibility for honorary Membership. Honorary Members shall have all the privileges of Members, except the right to vote, and shall be exempt from payment of dues. The Board of Directors may confer or revoke honorary Membership by a majority vote.

**Section 9 – COURTESY MEMBERSHIP**

One or more other Chambers of Commerce may, at the discretion of the President & CEO, be extended a Courtesy Membership, provided that Commerce Chenango also receives an equivalent, reciprocal membership in such Chamber. In such cases, benefits of membership in Commerce Chenango, including but not limited to participation in insurance and other affinity programs, shall be limited to paid employees of the reciprocating chamber. A Courtesy Membership may be revoked without notice at any time.

**ARTICLE III - MEETINGS**

**Section 1 - ANNUAL MEETING**

The annual meeting of the corporation, in compliance with State law, shall be at a date and time designated by the Board of Directors, to be held on or before June 1. The place shall be fixed by the Board of Directors and notice thereof containing the matters to be considered and voted upon shall be distributed electronically to each Member at least seven (7) days before said meeting. In the event that the annual meeting cannot commence due to acts of God, state of emergency, or health concerns, the annual meeting will be held either in-person or virtually when it is deemed safe to do so, and will be shared in advance.

**Section 2 - ADDITIONAL MEETINGS**

General meetings of the Commerce Chenango Membership may be called by the Board of Directors at any time, or upon petition in writing of any twenty (20) Members in good standing: a) Notice of special meetings shall be distributed electronically to each Member at least five (5) days prior to such meetings; b) Board meetings may be called by the Chairperson or by the Board of Directors or upon written application of three (3) Members of the Board. Notice (including the purpose of the meeting) shall be given to each director at least (2) days prior to said meeting; c) Committee meetings may be called at any time by the President, or by the committee's leader.

**Section 3 - QUORUMS**

At any duly called general meeting of the Commerce Chenango Membership, 10% of the Members in good standing shall constitute a quorum; a majority of Directors shall constitute a quorum of the Board of Directors; at committee meetings, a majority shall constitute a quorum.

**Section 4 - NOTICES**

Written notice of all general Chamber Membership meetings must be given not more than thirty (30) nor less than two (2) days in advance.

## ARTICLE IV - BOARD OF DIRECTORS

### Section 1 - COMPOSITION OF THE BOARD

The Board of Directors shall be composed of seventeen (17) Members.

A. Five (5) Directors shall be appointed by virtue of office:

- (1) Chairperson of Development Chenango;
- (2) Chairperson of the County of Chenango Industrial Development Agency;
- (3) President of the Chenango Foundation;
- (4) President & CEO of Commerce Chenango;
- (5) Chairperson of the Chenango County Board of Supervisors;

B. Twelve (12) Directors shall be elected by the Members of the Chamber. One-third of the elected Directors shall be elected annually, to serve for three (3) years or until their successors are elected and have qualified. The balance of the board shall serve for the maximum of six (6) consecutive years, or two (2), three-year terms, and must come off the board for a minimum of one (1) year before they can be nominated again.

C. One of the seventeen (17) Members shall always be the immediate past Chairperson of the Board of Directors. If the immediate past Chairperson had just completed a second three-year term, the immediate past Chairperson would remain for a seventh year bringing the number of directors to eighteen (18) for a one-year period.

### Section 2 - SELECTION AND ELECTION OF DIRECTORS

A. Nominating Committee: The Nominating Committee shall be comprised of the Chair and Vice Chair of the Commerce Chenango, Chenango Foundation, Development Chenango Corporation and Chenango County IDA Boards.

Review of Candidates: The President & CEO shall interview any person(s) that are submitted by either the Membership through the open call for nominations. The President & CEO shall present a slate to the Nominating Committee no later than March 15<sup>th</sup> for the general election, which must occur prior to Annual Meeting in April.

Publicity of Nominations. The President & CEO will notify all Members and ask for nominations for Director(s). The submission of such candidates shall be reviewed and vetted by the President & CEO, reporting back to the Nominating Committee.

B. Criteria Review: In preparing the slate, the committee will ensure adequate representation of all sectors of the business community and geographic locations within the County. Each candidate must be an active Member in good standing and must have agreed to accept the responsibility of a directorship. Except as provided in Section 1, above, no Board Member who has served two (2) consecutive three-year terms is eligible for re-election. A period of one (1) year must elapse before eligibility is restored.

Determination. Those candidates selected to appear on the ballot shall be as determined by the Nominating Committee.

The names of all candidates, as determined by the Nominating Committee, shall be arranged on a ballot in alphabetical order. Instructions will be to vote for only as many candidates as there are Board vacancies. The President & CEO shall deliver by electronic mail a ballot to all active Members at least fifteen (15) days before the regular April Board Meeting. Members can request a printed ballot be mailed to them for submission, but must allow enough time to comply with the outlined timeline to return filled out ballot. The ballots shall be marked in accordance with instructions printed on the ballot and returned to the Chamber office within ten (10) days.

The President and the Director of Membership & Programs will review the electronic and paper ballots. The outcome of the election shall be shared with the Nominating Committee. The Board of Directors shall, at their regular April Board meeting, declare the candidates with the greatest number of votes elected. The membership will be informed of the board members through an electronic announcement.

**Section 3 - SEATING OF NEW DIRECTORS**

All newly elected Members of the Board of Directors shall be seated at the first meeting of the Board of Directors after the Annual Meeting, and shall be participating Directors thereupon.

**Section 4 - ATTENDANCE**

A member of the Board of Directors who shall be absent from three consecutive regular meetings of the Board of Directors shall be subject to dismissal from membership on the Board of Directors as determined by the Governance Committee.

Board members are required to attend a minimum of 25% of all signature events of Commerce Chenango during a year. Board members are on good faith that their ability to attend an event is due to prearranged events or prior commitments. Lack of participation will result in a board member being asked to step down by the Board Chair and/or President & CEO.

The recording secretary shall track participation of attendance and report annually to the Governance Committee.

**Section 5 - VACANCIES**

**Board of Directors**

In the event that a Director cannot fulfill their term, and leaves a vacancy on the Board, the President & CEO will begin a vetting process for potential candidates and bring a recommendation to the Governance Committee. The nominee will be voted on by the Board of Directors during the next board meeting and the newly appointed board member shall be invited to participate immediately. Board Members filling an unexpected vacancy shall serve as an interim board member until the next general election.

**Officer of the Board**

In the event that an officer cannot fulfill their term on the board, or resigns from their office, the President & CEO and the Chairperson of the Board will review potential replacements. The President will vet candidates and make a recommendation to the Governance Committee and the Executive Committee to fill the vacant office. The nominee will be voted on by the Board of Directors during the next board meeting. Board Member s filling the vacancy shall remain in such vacant seat until the next general election.

If the vacant position is the Chairperson of the Board, the Vice Chairperson will act in the role of Chairperson until such time as the Governance Committee and Executive Committee can discuss and review. While the intent is for the Vice Chairperson to move into the role of Chairperson, it is understood that may not always be prudent and is not a requirement.

**Section 6 - POLICY**

The Board of Directors is responsible for establishing procedure and formulating policy of the organization. They are also responsible for adopting all policies of the organization. These policies shall be maintained in a Policy Manual, to be reviewed annually, and revised as necessary.

**Section 7 - MANAGEMENT**

The Board of Directors of Commerce Chenango shall employ a President & CEO, who will manage the day-to-day operation of the office, oversee staffing and liaison with the Commerce Chenango Board and other entities as prescribed in the Services Agreement (Development Chenango Corporation, Chenango County IDA and the Chenango Foundation). The Board shall fix the salary and benefits package. The Executive Committee will conduct an annual performance evaluation.

**Section 8 – INDEMNIFICATION**

The Chamber will, at the discretion of and by resolution of the Board of Directors, provide for indemnification, via Directors & Officers Insurance, by the Chamber of any and all of its Directors or former Directors, against expenses, necessarily incurred by them in connection with the defense of any action, claim, suit or proceeding, in which they or any of them are made parties, or a party by reason of having been Directors and acting on behalf of the Chamber.

**ARTICLE V - OFFICERS**

## Section 1 - DETERMINATION OF OFFICERS

The Board of Directors at its Annual Meeting shall reorganize officers for the coming year. The Nominating Committee for Directors shall also nominate officers each year. At this meeting the Board shall elect the Chairperson, Vice Chairperson, President, Treasurer, and Secretary. All Officers shall serve for a term of one (1) year, not to exceed three consecutive terms, or until the successors assume the duties of office.

## Section 2 - DUTIES OF OFFICERS

- A. Chairperson. The Chairperson provides leadership to the Board of Directors and Committees of the Board. Is accountable for accomplishing the Chamber's objectives and advancing the organization. Chairs the Board of Directors, the Executive Committee and the Governance Committee. Serves as presiding officer at meetings of the membership, the Board of Directors and the Executive Committee. Is an ex-officio member of other committees. Provides leadership for the Chamber as a whole by: assigning responsibility for achieving annual Chamber objectives, directing activities, assisting in the planning and achievement of objectives of the Board. Appoints and directs the Chairs of all committees and/or task forces he/she may create during his/her term in office. Recommends policy and/or organizational changes of the Board of Directors, subject to either Board approval or ratification of the membership as required. Provides for implementing and executing Board decisions. Assures that the Strategic Plan for the Chamber is implemented and on target for the current year and assures coordination of the plan with the Chairman-Elect for the following year.
- B. Vice Chairperson. Develops strategies, objectives and an organization for their upcoming term as Chairman. The Vice Chairperson shall serve as Chair of the Nominating Committee. Performs special assignments and the duties of the Chairperson as requested or required. Serves on the Board of Directors and the Executive Committee. Develops specific plans for activities to be undertaken during the year as Chairman. Performs the duties of the Chairman where the Chairman deems it advisable or in the event of the Chairman's death, resignation or incapacity. Recruits individuals to serve in various appointed posts during year as Chairman. Assumes specific leadership assignments as determined by the Chairman
- C. President & CEO. Acts as the President and Chief Executive Officer of the Corporation with all authority and responsibility necessary to operate the corporation in all its activities and departments, subject only to these Bylaws and to such policies and directives as may be issued by the Board or its Executive Committee. The President shall act as the duly authorized representative of the Board and the Corporation in all matters in which the Board has not formally designated some other person to act. The President shall report as directed to the Chairperson between Board meetings and to the Board and the Executive Committee of the Board at each meeting of those bodies. The President shall make all required reports to the Board at its Annual Meeting. The President shall sign any instruments which the Board has authority to execute, except in cases where the execution shall have been expressly reserved by the Board or delegated by Board resolution, these Bylaws, or by statute, to some other officer or agent of the Corporation. For detail on job duties and functions, see job description, as approved by the Executive Committee.
- D. Treasurer. The Treasurer shall be responsible for the safeguarding of all funds received by the Chamber and for their proper disbursement. The Treasurer shall serve at the Chair of the Finance Committee. Such funds shall be kept on deposit in financial institutions, or invested in a manner approved by the Board of Directors. Checks are to be signed by the Treasurer and the President or, in the absence of either or both, by any two designated signatories as approved by the Board of Directors. The Treasurer shall cause a monthly financial report to be made to the Board.
- D. Secretary. Responsible for keeping records of Board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each Board member, and assuring that corporate records are maintained. The secretary shall oversee these operations, as they are conducted by staff member and will be required to sign all official resolutions. In the absence of the Secretary, the Executive Director may sign official resolutions.

## Section 3 - EXECUTIVE COMMITTEE

The Executive Committee shall act for and on behalf of the Board of Directors when the Board is not in session, but shall be accountable to the Board for its actions. It shall be composed of the officers of the Board, the Chair and Vice Chair of Development Chenango Corporation, the Chair and Vice Chair of the Chenango County IDA and the Chair and Vice Chair of the Chenango Foundation. The Chairperson of Commerce Chenango will serve as head of the Executive committee.

#### **Section 4 - INDEMNIFICATION**

The Chamber may, by resolution of the Board of Directors, provide for indemnification by the Chamber of any and all of its Officers or former Officers, employees and volunteers in the same terms as contained in Article IV, Section 8 of these Bylaws.

### **ARTICLE VI - COMMITTEES**

#### **Section 1 - DEFINITION, APPOINTMENT AND AUTHORITY**

The Chairperson, with advice and counsel of the President and with the approval of the Board of Directors, shall appoint all committee members on an annual basis. The function of committees is to contribute to the efficient operation of the Chamber.

It shall be the function of committees to support the ongoing communication between the membership and board of directors, make investigations, conduct studies, provide support to the staff through input and actions, make recommendations to the Board of Directors when appropriate, and to carry on such activities as may be delegated to them by the Board.

##### **A. Standing Committees**

Standing Committees perform a continuing function necessary for the ongoing operation of Commerce Chenango, Inc. These committees shall comprised of current members of the Board of Directors and at-large representatives of member organizations as needed. Board members will be required to participate in at least one (1) standing committee throughout their term on the board. The standing committees include:

*Executive Committee* shall be the governing body of the Commerce Chenango Board of Directors. As this committee is comprised of the leadership of each of the boards under Commerce Chenango, Inc., they will be the overall governing body of Commerce Chenango and will report, through the Governance Committee, to the full board. The Executive Committee shall be accountable to the Board for its actions. .

*Governance Committee* shall act on behalf of the board of directors when the board is not in session. Shall be responsible for ongoing review and recommendations to the Board of bylaws, best practices, policy oversight, and evaluation of board effectiveness and board member participation.

*Membership & Programs Committee* shall be responsible for supporting the mission, vision, purpose and strategic plan of Commerce Chenango, Inc.

*Finance & Audit Committee* shall monitor the monetary position of Commerce Chenango, Inc., while ensuring sustainability and enforce ethical standards.

*Nominating Committee* shall work with the President & CEO on future candidates for the Board of Directors, ensuring that the county is represented and industries are represented in a diverse manner.

*Human Resources Committee* shall be responsible for aiding the President & CEO with human resources procedures within the organization of Commerce Chenango, Inc.

##### **B. Ad Hoc Committees**

The Chairperson may appoint such ad hoc committees and their leaders as deemed necessary to carry out the programs of the Chamber. Ad hoc committees are formed to accomplish a specific objective.

##### **C. Duration of Committee Service**

Committee appointments shall be at the will and pleasure of the Chairperson and shall serve concurrent with the term of the appointing Chairperson, unless a different term is approved by the Board of Directors.

#### **Section 2 - LIMITATION OF AUTHORITY**

No action by any member, committee, employee, Director, 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 Board of Directors, or, in the event a quorum of the Board is unable to convene in a timely manner, by the Executive Committee. Committees shall be discharged by the Chairperson when their work has been completed and their reports accepted, or when in the opinion of the Board of Directors, it is deemed wise to discontinue the committees.

### **Section 3 - TESTIMONY**

Once committee action has been approved by the Board of Directors, it shall be incumbent upon the President or, in his/her absence, whom he/she designates as being familiar enough with the issue to give testimony to, or make presentations before, media, civic, and governmental agencies.

### **Section 4 - DIVISIONS**

The Board of Directors may create such divisions, bureaus, departments, councils, as it deems advisable to handle the work of the Chamber. The Board shall authorize and define the powers and duties of all divisions, bureaus, departments, councils, and subsidiary corporations. The Board shall annually review and approve all activities and proposed programs of such divisions, bureaus, departments, or councils, including collection and disbursement of funds. No action or resolution of any kind shall be taken by divisions, bureaus, departments, or councils, having bearing upon or expressive of the Chamber, unless approved by the Board of Directors.

## **ARTICLE VII - FINANCES**

### **Section 1 - FUNDS**

All funds of the Chamber shall be deposited in an account or accounts in the name of Commerce Chenango, Inc., in a financial institution designated by the Board of Directors or shall be invested or reinvested as the Board shall direct.

### **Section 2 - DISBURSEMENTS**

Upon approval of the budget, the President, the Chairperson of the Board of Directors and the Treasurer are authorized to make disbursements on accounts and expenses provided for in the budget without additional approval of the Board of Directors. Disbursement shall be made by check or secure Electronic Transfer of Funds (ETF). When ETF is used, management must retain transaction documentation issued by the financial institution. The execution of any check for disbursement shall be in accordance with the policies set forth by the Chamber.

### **Section 3 - FISCAL YEAR**

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

### **Section 4 - BUDGET**

The President shall lead the budget process with staff. The President will work closely with the Finance Committee and will present a budget to them no later than November 1<sup>st</sup>.

The President will present a budget to the Board of Directors during the Annual Budget Meeting, and it will be adopted no later than December 15<sup>th</sup>.

### **Section 5 - ANNUAL AUDIT**

The accounts of Commerce Chenango shall be reviewed annually and audited at least every three (3) years, by an independent public or certified public accountant or a firm of such accountants selected by the Finance & Audit Committee. Upon the appointment of a new President & CEO, an audit will be performed at the end of that year. The annual audit shall be available to Members of the organization within the offices of the Chamber.

### **Section 6 - BONDING**

The President and such other Officers and staff as the Board of Directors may designate shall be bonded by a sufficient fidelity bond in the amount set by the Board and paid for by the Chamber.

## **ARTICLE VIII - DISSOLUTION**

### **Section 1 - 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 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 as defined in IRS section 501 (c)(3).

## **ARTICLE IX - AMENDMENTS**



**Section 1 - REVISIONS**

These Bylaws may be amended or altered by a two-thirds (2/3) vote of the Board of Directors, or by the affirmative vote of the majority of the Members in good standing in attendance at a regular or special meeting. Action by Members may also be accomplished by return of a mailed ballot rather than by meeting so long as the ballot has been accompanied by a clear and concise statement of any proposed amendment or modification. Any proposed amendments or alterations shall be submitted to the Board or the Members in writing, at least ten (10) days in advance of the meeting at which they are to be acted upon.