

By-Laws of the Red Hook Area Chamber of Commerce, Inc.

Article I – Name

Section 1 – The name of this organization shall be the **RED HOOK AREA CHAMBER OF COMMERCE, INC.**, aka the **RED HOOK CHAMBER OF COMMERCE.**

Section 2 – Nothing contained in these by-laws shall authorize or empower the corporation to perform or engage in any act of practice prohibited by General Business Law, Section 340 or other anti-monopoly statutes of the State of New York.

Article II – Purpose

Section 1 – The Red Hook Area Chamber of Commerce, Inc., aka the Red Hook Chamber of Commerce is organized for the purpose of advancing trade, commercial, industrial and civic interests of the Red Hook area.

Article III – Jurisdiction

Section 1 – The territorial jurisdiction of this organization shall be the Town of Red Hook, including the incorporated villages of Red Hook and Tivoli and the surrounding areas.

Article IV – Membership

Section 1 – Any person, association, corporation, partnership, or estate having an interest in the purpose of the organization shall be eligible to apply for membership.

Section 2 – Applications for membership shall be either in writing or electronic format on forms provided for that purpose. Acceptance of applicant shall take place at either the next scheduled board meeting or via electronic format. Applicants shall be accepted to membership by a majority vote of a quorum (as defined in Article V, Section 3) of board members. Any applicant so accepted shall become a member upon payment of the annually scheduled dues as provided in Section 3 of Article IV.

Section 3 – Membership dues are payable upon acceptance to the Red Hook Area Chamber of Commerce, Inc.

Section 4 – Each member shall pay membership dues annually, on a rotating basis yearly according to the month membership application has been approved by the Board of Directors. Dues shall be set and prescribed annually by the Board of Directors at the October meeting. Dues notices will be sent to members 30 days prior to the 1st day of the renewal month. This revision of the by-law will apply to any new member joining the Chamber as of July 1, 2008.

Section 5 – Annual membership dues must be paid by the 15th day of the renewal month. Immediately following the 15th day of the renewal month, a second renewal notice will be sent to unpaid members. A third and final renewal notice will be sent on the 30th day of the renewal month. Membership dues in arrears for 45 days of the renewal month will result in termination of membership benefits for such member.

Section 6 – In order to maintain membership in good standing, a member must attend at least one (1) business meeting during the calendar year and have paid the membership dues.

Section 7 – Any member may resign from the Red Hook Area Chamber of Commerce, Inc., upon written notification to the Board of Directors. Resignation of membership does not constitute a refund of paid dues.

Section 8 – Any member may be expelled by a majority vote of a quorum of the Board of Directors. Reasons for expulsion include, but are not limited to the following: criminal activity, sexual harassment, misappropriation of funds, and/or others actions deemed inappropriate by the Board of Directors. A notice and opportunity for review by a quorum of the Board of Directors will be afforded to the member in question.

Section 9 – There shall be three (4) classes of membership: 1. Businesses, 2. Retirees, 3. Students, and 4. Honorary

Section 10 – Upon nomination by any Chamber member in good standing, Honorary chamber memberships may be granted by a majority vote of a quorum of board members to persons who have made significant contributions to Red Hook in the area of public affairs. Membership is for the calendar year. Honorary membership shall include all of the privileges of active membership, with exemption of the payment of annual dues and voting privileges. An honorary membership may be revoked by a majority vote of a quorum of board members at any time.

Article V – Voting

Section 1 – In any proceeding in which voting by the general membership is called for, each member shall be entitled to one (1) vote during a business meeting. On a tie vote, a motion requiring a majority vote for adoption is lost, since a tie is not a majority. If the highest presiding officer is a member of the assembly, she or he can vote as any other member when the vote is by ballot. In all other cases the highest presiding officer, if a member of the assembly, can (but is not obliged to) vote whenever her/his vote will affect the result--that is, she/he can vote either to break or to cause a tie

Section 2 – Any firm, association, corporation, or estate holding membership must nominate an individual whom the holder desires to exercise the privileges of membership covered by its subscription and shall have the right to change its membership nomination upon written notice to the Board of Directors.

Section 3 – Any proceeding in which voting by members of the Board of Directors is called for, each member of the Board of Directors shall be entitled to one (1) vote. This vote may take place during a regularly scheduled Board Meeting, general membership business meeting, and/or in electronic format, limited to one (1) method exclusively per motion. In order for the Board of Directors to vote, a quorum must be in effect. A quorum consists of no less than five (5) of the nine (9) Board Members able to vote either in person and/or electronically. Once a quorum at a meeting has been established, the continued presence of a quorum is presumed to exist only until the chair or any other member notices that a quorum is no longer present. If the presiding officer notices the absence of a quorum, he or she should declare this fact, at least before taking any vote or stating the question on any new motion. Any Board Member noticing the apparent absence of a quorum can and should make a *Point of Order* to that effect whenever another person is not speaking. If a quorum cannot be reached, the meeting should be adjourned immediately. Any actions taken in the absence of quorum are void.

Section 4 – When conducting a vote on a motion by electronic format, then the following procedure shall be followed: The board member putting forth such motion shall send a notice to the Board of Directors to initiate a discussion period on the proposed motion. Discussion shall use a means that allows the Board of Directors to observe and comment upon the discussion for a period of 48 hours. At the end of the discussion period, the board member who initiated the motion shall post the final motion and open the balloting period for a period of 24 hours, after which time votes will be tallied by the President and posted. In order for a vote to take place, the rules set forth in Article V, Section 3 prevail.

Article VI – Government

Section 1 – The government and policy making responsibilities of the Red Hook Area Chamber of Commerce, Inc. shall be vested in the Board of Directors which shall control its property, be responsible for its finances and direct its affairs.

Section 2 – The Board of Directors shall consist of: the President, First Vice-President, Second Vice-President, Treasurer, Secretary and four (4) Directors.

Section 3 – All Officers and Directors shall assume their term on January 1st and serve in their elected capacity for one (1) year, or, in the instance of a resignation, until [the officer's] successor is elected. All board members are allowed no more than three (3) absences from scheduled board meetings.

Section 4 – No Officer or Director may hold the same office for more than two (2) consecutive years.

Section 5 – The Board of Directors shall be authorized to hire administrative staff to carry out the duties aligned with the mission of the Red Hook Area Chamber of Commerce, Inc. The policies and procedures for such staff regarding the operational activities of the Red Hook Area Chamber of Commerce, Inc. shall be detailed in the Operations Manual maintained at the Chamber office. This manual can be amended by a majority vote of a quorum of the Board of Directors.

Section 6 – The Executive Committee of the Board of Directors shall consist of: the President, First Vice-President, Second Vice-President, the Treasurer and the Secretary.

Section 7 – In any proceeding where information is to be mailed to a member in good standing, electronic format may be substituted at the preference of the member.

Article VII – Duties of Officers

Section 1 – The President shall preside at all meetings of the Red Hook Area Chamber of Commerce, Inc. and the Board of Directors, perform all duties incident to the office and can be an ex-officio member of all committees. As an ex-officio member of all committees, the President is permitted (not required), to *act* as a member of the committee, although in counting a quorum, should not be *counted* as a member.

Section 2 – The First Vice-President shall preside in the absence of the President. In addition, the FVP shall perform all duties as specified in the Operations Manual.

Section 3 – The Second Vice-President shall preside in the absence of the President and the FVP. In addition, the SVP shall perform all duties as specified in the Operations Manual.

Section 4 – The Treasurer shall preside in the absence of the President, the FVP and the SVP. In addition, the Treasurer shall receive, disburse and appropriately handle the funds of the Chamber. The Treasurer shall serve as the chair of the Finance & Audit Committee and perform all other duties as specified in the Operations Manual. At each meeting, when called upon by the President or upon request by any member at reasonable times, the Treasurer shall present a report as to the financial standing of the Red Hook Area Chamber of Commerce, Inc. In absence of the Treasurer, disbursement checks may be signed by the President.

Section 5 – The Secretary shall preside in the absence of the President, the FVP, the SVP and the Treasurer. The secretary shall serve as the recording officer of the Red Hook Chamber of Commerce and shall be the custodian of its accurate records documents except such as are specifically assigned to others, as the treasurer's books and perform all other duties as specified in the Operations Manual. These records are open to inspection by any member at reasonable times.

Section 6 – The duties of the four (4) Directors of the Red Hook Area Chamber of Commerce, Inc. shall be detailed in the Operations Manual maintained at the Chamber office. This manual can be amended by a majority vote of a quorum of the Board of Directors.

Section 7 – Only members of the Red Hook Area Chamber of Commerce, Inc. Board of Directors shall attend any board meetings, whether in person or via electronic format. The first fifteen (15) minutes of a board meeting may be reserved for guest presenters at the invitation of the Board or by member request.

Article VIII – Fiscal Year

Section 1 – The fiscal year of the Red Hook Area Chamber of Commerce, Inc. shall start on January 1st and close on December 31st.

Article IX – Election of Officers and Directors

Section 1 – A quorum of the Board of Directors, before November 1st, shall appoint a Nominating Committee of at least three (3) members in good standing.

Section 2 – The Nominating Committee shall present to the general membership at the scheduled business meeting in November, a slate of nominees for the Board of Directors for the coming fiscal year. At this meeting, nominations from the floor will also be in order.

Section 3 – The annual elections of the Red Hook Area Chamber of Commerce, Inc. shall take place at the scheduled business meeting in December.

Section 4 – Within ten (10) days prior to the scheduled business meeting in December, the Secretary and Administrative staff shall mail official ballots to all members in good standing upon which they may vote for the slate presented, floor nominees, and/or write in their preferences. Completed ballots must be presented at the scheduled business meeting in December in person, or, if voting by mail or electronic format, must be received by the Chamber office eight (8) hours prior to the scheduled business meeting in December. The President and Secretary shall certify and announce the election results at the scheduled business meeting in December.

Article X – Meetings

Section 1 – The Annual Meeting shall be held during the scheduled business meeting in January at which the (out-going, if applicable) President shall present a “State of the Chamber” report to the general membership. The time and place of such meeting shall be announced by the Board of Directors and members shall be notified at least ten (10) days before said meeting.

Section 2 – Scheduled business meetings of the general membership shall be held in the months of January and December.

Section 3 – Scheduled business meeting time and place will be determined by the Board of Directors. All members in good standing shall be notified at least ten (10) days prior to said meeting.

Section 4 – At any duly called or regularly scheduled general membership business meeting, a quorum is those members in good standing present at the time to satisfy the requirements for voting. The majority vote of said quorum is required for passage of any items up for vote.

Section 5 – Meetings of the Board of Directors shall be held monthly or at such other times as deemed necessary by the President or at least three (3) members of the Board of Directors.

Section 6 – At any Board of Directors meeting, a quorum consists of no less than five (5) of the nine (9) Board Members to satisfy the requirements for voting. The majority vote of said quorum is required for passage of any items up for vote.

Section 7 – At any Committee meeting, a quorum is those members in good standing present at the time to satisfy the requirements for voting. The majority vote of said quorum is required for passage of any items up for vote.

Article XI – Finances

Section 1 – All monetary transactions of the Red Hook Area Chamber of Commerce, Inc. shall be conducted through a licensed financial institution under the direction of the Board of Directors.

Section 2 – A budget will be prepared by the Finance Committee, consisting of the President, 1st Vice President, Treasurer and Treasurer-Elect and submitted to the Board of Directors for approval, at the December board meeting.

Section 3 – All checks for accounts payable must be signed by the Treasurer or the President of the Red Hook Area Chamber of Commerce, Inc. Items not in the budget which exceed \$500 must meet approval of a majority of a quorum of the Board of Directors.

Section 4 – An annual audit is to be conducted by a CPA appointed by the Finance Committee. This audit is to include receipts and disbursements from January 1st to December 31st, and is to take place by March 31st of the following year. The report of the auditing CPA will be reviewed and voted upon for acceptance by a majority of a quorum of the Board of Directors, which carries with it the endorsement of the financial report.

Article XII – Parliamentary Procedures

Section 1 – All questions of parliamentary procedure shall be determined according to the latest edition of Roberts Rules of Order (aka RONR).

Article XIII – Committees

Section 1 – The Executive Committee of the Board of Directors shall appoint all committee leaders, who then in turn, appoint their committee members. The Executive Committee of the Board of Directors may appoint such ad-hoc committee leaders as deemed necessary to carry out the programs of the Chamber. These committee leaders shall serve at a term concurrent with the Board of Directors. It shall be the function of the committees to perform their due diligence in gathering information in order to make recommendations to the Board of Directors and to carry on such activities that may be directed and delegated to them.

Article XIV – Amendments

Section 1 – These by-laws may be amended by a majority vote of the members in good standing present at any regular meeting or at any special meeting called for the purpose, provided that proposed amendments, alterations or repeals shall be plainly stated in the call for the meeting at which they are to be considered.

Section 2 – Notice of meeting at which amendments, alterations or repeals are to be considered must be given to all members in good standing at least fifteen (15) days prior to the time of the meeting.

Section 3 – Members may request a copy of the proposed amended by-laws to be sent via electronic format or regular mail.

Revised and Adopted

June 13, 1996

September 12, 2001

January 17, 2008

December 10, 2008