

**WYOMING COUNTY
CHAMBER OF COMMERCE
BY-LAWS**

**ARTICLE I
GENERAL REQUIREMENTS**

SECTION 1: NAME

This organization is incorporated under the laws of the State of New York and shall be known as the Wyoming County Chamber of Commerce, Inc.

SECTION 2: PURPOSE

The Wyoming County Chamber of Commerce Inc., is organized for the following purposes:

1. Promote and encourage the economic development of Wyoming County in cooperation with local governing bodies and other development and business groups.
2. Encourage and assist in the establishment and expansion of businesses that will create or retain jobs for county residents and generate additional tax revenues.
3. Promote the attractiveness of Wyoming County as a place to live, work, and operate a business.
4. Increase the awareness, knowledge, and support of economic development by the business sector, elected officials, and the general public.
5. Represent and promote the interests of Wyoming County's business community.
6. Improve and enhance the quality of life for Wyoming County residents.

SECTION 3: LIMITATION OF METHOD

The Wyoming County Chamber of Commerce shall observe all local, state and federal regulations which apply to a not-for-profit organization as defined in Section 501 (c) 6 of the Internal Revenue Code.

**ARTICLE II
MEMBERSHIP**

SECTION 1: ELIGIBILITY

Any person, association, corporation, partnership, joint stock association, or estate may apply for membership in the Wyoming County Chamber of Commerce.

SECTION 2: ELECTION FOR MEMBERSHIP

Application for membership shall be made in writing, on forms provided for that purpose and signed by the applicant. Election of members shall be by the Board of Directors at any meeting thereof. Any applicant so elected shall become a member upon payment of the regularly scheduled, per annum, membership fee.

SECTION 3: MEMBERSHIP FEE

The annual membership fee shall be established by the Board of Directors. This fee shall remain fixed unless two-thirds of the members of the Board of Directors vote to reconsider the fee.

The membership fee, at the election of the Board of Directors, may be paid in installments, or prorated based upon the time of year a member is approved. Installment payments or pro-ration shall be set forth in the annual fee schedule, if approved in that respective year.

SECTION 4: MEMBERSHIP TERMINATION

If any member fails to pay dues within three months after same is due, the membership of said member shall terminate automatically and be noted on proper records.

Members may be terminated by the Board of Directors for cause. No member may be terminated for cause without the opportunity of a hearing before the Board of Directors at a proposed time and place and after reasonable notice. A two-thirds vote of the Board of Directors present shall be necessary to expel a member. An expelled member shall have the right to appeal to the entire Chamber and upon his or her written request, he or she must be allowed to make such an appeal at the next annual meeting or special meeting within thirty days of such a request.

SECTION 5: VOTING

In any proceeding in which voting is called for, each member in good standing shall be entitled to cast one vote.

SECTION 6: EXERCISE OF PRIVILEGE

Any person, association, corporation, partnership, joint stock association or estate that is holding a membership may designate in writing, the individual to exercise privilege of voting. If no designation has been made then the Chief Executive Officer of that member shall be authorized to exercise that privilege. Designation of authority to vote shall be on written notice to the Chamber, on the letterhead of that member's stationary.

ARTICLE III MEETINGS

SECTION 1: ANNUAL MEETING OF THE MEMBERSHIP

The annual meeting of the members of the Chamber, for the election of Directors and for the transaction of such other business as may be set forth in the notice of meeting, shall be held at the principal office of the Chamber, or at such place within the State of New York, and on a date determined by the Board of Directors. Notice of annual meeting must be mailed to each member at least ten days before said meeting.

SECTION 2: SPECIAL MEETING CALLED BY DIRECTORS

The President- Chair of the Chamber may call additional meetings of the membership as he/she deems necessary upon majority vote of the Board of Directors. Notification of the membership of a special meeting will be completed in the same manner as the Annual Meeting (Article III, Section 1). A special meeting of the

membership may be called upon the request of not less than three Directors, and approval by a majority vote of the Board of Directors.

No other business but that specified in the notice may be transacted at such meeting without the unanimous consent of all present at such meeting.

SECTION 3: SPECIAL MEETING CALLED BY MEMBERSHIP

The Board of Directors shall call a special meeting of the membership upon receipt of a petition signed by ten percent of the members. Notification to the members will be completed in the same manner as required for the annual meeting (Article III, Section 1).

No other business but that specified in the notice may be transacted at such meeting without the unanimous consent of all present at such meeting.

SECTION 4: QUORUMS

Quorum for a meeting of the membership will be considered to be five percent of the membership or more. In the event that a quorum is not present, a lesser number may adjourn the meeting for a period of not more than four weeks from the date scheduled, and the Secretary shall cause a notice of the re-scheduled date of the meeting to be sent to those members who were not present at the meeting originally called. A quorum as set forth herein shall be required at any adjourned meeting.

SECTION 5: MINUTES

The Secretary of the Board of Directors will serve as the Secretary of the meetings of the membership. Minutes will be recorded and read at the next meeting of the Board of Directors. Approval of these minutes by the Board of Directors will be considered as approval by the membership.

ARTICLE IV BOARD OF DIRECTORS

SECTION 1: MANAGEMENT OF CHAMBER AFFAIRS

The management of the affairs of the Chamber shall be vested in a Board of Directors. All the powers of the Chamber shall be exercised by the Board in such manner and upon such terms and conditions as it may determine. The number of Board members shall be not less than ten nor more than twenty-five. Each business member is limited to no more than one seat on the Board of Directors.

SECTION 2: ELECTION OF DIRECTORS

The Directors shall be elected at each annual meeting of members to serve until the next annual meeting, or until their successors are duly elected and qualified.

SECTION 3: TERM OF OFFICE

The Directors shall be elected to serve either one or two year terms.

SECTION 4: VACANCIES ON THE BOARD

Vacancies on the Board of Directors occurring during the year shall be filled for the remainder of the term by a majority vote of the remaining Directors at a meeting called for that purpose.

SECTION 5: RESIGNATION

Any Director of the Chamber may resign at any time by giving their resignation to the [PresidentChair](#), Vice-[PresidentChair](#), or the Secretary. Such resignation shall take effect at the time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

SECTION 6: REMOVAL OF DIRECTORS

Any Director may be removed either with or without cause, at any meeting by a majority vote of those Directors present at the meeting.

SECTION 7: MEETINGS OF DIRECTORS

Regular and special meetings of the Board of Directors shall be held at such times and at such places in the State of New York or elsewhere as the Board of Directors or the [PresidentChair](#), or, in his or her absence, any Vice-[PresidentChair](#), may determine.

SECTION 8: NOTICE OF MEETINGS

Notice of each meeting of the Board of Directors, stating the time and place and purposes thereof, shall be given by the [PresidentChair](#), the Secretary, or by any member of the Board to each member of the Board not less than ten days before the meeting by mail or fax, or not less than seven days before the meeting by personal service of the notice, or by telephone. Meetings of the Board of Directors may also be held at any place and time without notice by unanimous consent of all the Directors. The notice of any meeting of the Board of Directors may be waived by a Director either before or after such meeting.

SECTION 9: QUORUM.

At all meetings of the Board of Directors except where otherwise provided by law or these bylaws, a quorum shall be required for the transaction of business and shall consist of not less than one-third of the entire membership of the Board. Unless otherwise provided, the vote of a majority of the Directors present shall decide any question that may come before the meeting. A majority of the Directors present at any meeting, although less than a quorum, may adjourn the same from time to time, without notice other than announcement at the meeting, until a quorum is present.

SECTION 10: PROCEDURE

The order of business and all other matter of procedure at every meeting of the Board may be determined by the presiding officer.

SECTION 11: ANNUAL REPORT

The Directors shall present at the annual meeting of the Chamber a report ~~which~~that includes a statement showing the financial status of the Chamber and a summary of activities.

SECTION 12: COMPENSATION OF DIRECTORS

No Director or other officer of the Chamber shall receive, directly or indirectly, salary, compensation or emolument from the Chamber, either as an officer or Director or in any other capacity, except reasonable compensation for services actually rendered in performing one or more of its Chamber purposes.

ARTICLE V OFFICERS

SECTION 1: OFFICERS

Names: The officers shall be Chair, Vice- Chair, Secretary, Treasurer, Immediate Past Chair, and President

The Board of Directors shall at its first meeting after the annual meeting of members, appoint or elect from its number a ~~President~~ Chair, and shall appoint or elect one or more Vice-~~Presidents~~Chairs, a Secretary, a Treasurer, and such other officers as it shall deem necessary. Such additional officers to hold their offices for such terms and to exercise such powers and perform such duties as shall be determined from time to time by the Board of Directors.

SECTION 2: TERM OF OFFICE

The officers of the Chamber specified above shall hold office for two year terms, or until their successors are elected and have qualified. Any officer, however, may be removed from any office with or without cause by the affirmative vote of a majority of the Board of Directors. If the office of any officer becomes vacant, such vacancy shall be filled by the Board of Directors.

SECTION 3: THE ~~PRESIDENT~~CHAIR

The ~~President~~ Chair shall be the chief ~~executive~~ elected officer of the Chamber. The ~~President~~ Chair shall preside at all meetings of the Chamber and shall execute all instruments and documents on behalf of the Chamber. The Chair shall appoint all committee chairs and shall be an ex officio voting member of all committees and shall have the duties and ~~The President shall have the~~ general powers and duties of supervision and management of the Chamber which usually pertain to the office, and shall perform all such other duties as are properly required by the Board of Directors.

SECTION 4: THE VICE-~~PRESIDENT~~CHAIR

The Vice-~~President~~ Chair may be designated by such title or titles as the Board of Directors may determine, and each Vice-~~President~~ Chair in order of seniority as may be determined by the Board shall, in the absence or at the request of the ~~President~~ Chair, perform the duties and exercise the powers of the

PresidentChair. The Vice-~~President~~-Chair also shall have such powers and perform such duties as usually pertain to their office or as are properly required by the Board of Directors.

SECTION 5: THE SECRETARY

The Secretary shall keep or assign responsibility for the minutes of all meeting of the members and the Board of Directors in one or more books provided for that purpose and see that ~~issue~~ notices of all meetings of members and Directors where notices of such meetings are required by law or these bylaws are issued. The Secretary shall assure that ~~keep~~ all Chamber records are properly kept and attend all meetings of members and of the Board of Directors and keep the minutes thereof. The Secretary shall affix the corporate seal to and sign such instruments as required and shall perform such other duties as usually pertain to the office or as are properly required by the Board of Directors.

SECTION 6: THE TREASURER

The Treasurer shall inspect all books of accounts ~~have the care and custody of all funds of the Chamber~~. The Treasurer shall ~~keep accurate records~~ showing receipts and expenditures on a monthly basis and assure that at each regular meeting an account of the financial transactions and the current financial condition of the Chamber is accurately and honestly provided. The Treasurer, ~~and~~ shall present at each annual meeting an account of transactions and the Chamber's financial condition. The Treasurer shall make and sign such reports, statements, and instruments as may be required by law or the Board of Directors, and shall perform such other duties as usually pertain to the office or as are properly required by the Board of Directors.

SECTION 7: IMMEDIATE PAST CHAIR OF THE BOARD

The Immediate Past Chair shall provide such advice and counsel to the Chair, President and other officers which may be helpful and that will assure the efficient operation of the Chamber.

SECTION 8: THE PRESIDENT & CEO

The President & CEO shall be the principal executive officer of the Chamber and subject to the control of the Board of Directors, shall in general supervise and control all of the business affairs of the Chamber. The President & CEO is an employee of the Chamber and shall have no voting power. The President & CEO may sign all agreements, contracts, deeds and any other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these bylaws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed. The President & CEO shall in general perform all duties as from time to time may be assigned to him or her by the Board of Directors. The President & CEO shall have custody of the seal of the Corporation, and have the power to affix such seal to all contracts and other instruments authorized by the Board of Directors.

The President & CEO shall have the care and custody of all funds of the Corporation and shall deposit all funds in the name of the Corporation in such bank or banks as the Corporation may designate. Except as otherwise authorized by the Board of Directors, the President & CEO shall sign all instruments of indebtedness, orders and checks for payment of money buy the Corporation pursuant to the direction of the Board of Directors.

SECTION 7: OFFICERS HOLDING TWO OR MORE OFFICES

Any two of the above-mentioned offices, except that of PresidentChair, may be held by the same person.

SECTION 8: BONDS

The Board of Directors may require any officer, agent, or employee of the Chamber to give a bond to the Chamber conditional upon the faithful performance of their duties, with one or more sureties and in such amount as may be satisfactory to the Board of Directors.

ARTICLE VI COMMITTEES OF DIRECTORS

SECTION 1: COMMITTEES

The Board of Directors, by resolution or resolutions, may designate one or more committees, which, to the extent provided in said resolution, shall have and may exercise such powers as may be lawfully delegated by the Board of Directors.

SECTION 2: APPOINTMENTS

The PresidentChair shall appoint the chairpersons and members of all committees, subject to confirmation by the Board of Directors. It is mandatory that committee chairpersons be members of the Wyoming County Chamber of Commerce.

SECTION 3: THE EXECUTIVE COMMITTEE

The Executive Committee shall be comprised of the PresidentChair, the Vice PresidentChair, the Treasurer, the Secretary, and the immediate Past President. In the interim between meetings of the Board, the Executive Committee shall have charge of the routine business of the Chamber. It shall have general charge of finances and property of the Chamber and shall have authority to order disbursements for necessary expenses, and may grant to any committee a reasonable amount of money for special work, provided such amount shall not exceed the budget allowance for such work as previously approved by the Board. The Executive Committee shall have the power to conduct necessary Chamber business on behalf of the Board of Directors if the Board fails to achieve a quorum at a meeting. The Executive Committee shall conduct an annual performance appraisal of the ~~Executive Director~~President & CEO and Director of Chamber Operations.

ARTICLE VII FINANCES

SECTION 1: FINANCES

The funds of the Chamber shall be deposited in its name with such bank or banks, trust company or trust companies as the Board of Directors may from time to time designate. All checks, notes, drafts, and other negotiable instruments of the Chamber shall be signed by such officer or officers, agent or agents, employee or employees as the Board of Directors from time to time by resolution may designate. No officers, agents, or employees of the Chamber, alone or with others, shall have power to make any checks, notes, drafts, or other negotiable instruments in the name of the Chamber or to bind the Chamber thereby, except as herein provided.

Checks drafted in excess of \$1,000- \$2,500 shall require two signatures, that of the ~~Executive Director~~President & CEO and that of either ~~the Board Treasurer or President~~ another member of the Board of Directors.

SECTION 2: FISCAL YEAR

The fiscal year of the Chamber shall be the calendar year unless otherwise provided by the Board of Directors.

ARTICLE VIII CORPORATE SEAL

SECTION 1: FORM OF SEAL

The seal of the Chamber shall be circular in form with the words "Wyoming County Chamber of Commerce" in the outer circle and the words "Corporate Seal - 2000" in the inner circle. The seal on any Chamber obligation for the payment of money may be a facsimile, engraved, or printed.

ARTICLE IX LIABILITY AND INDEMNIFICATION

SECTION 1: LIABILITY AND INDEMNIFICATION

No Officer, Director or Member of the Chamber shall be personally liable to any person or party dealing with the Chamber for any amount arising out of any claim, charge, service, obligation, or otherwise against the Chamber; and any such person or claimant shall be paid and reimbursed out of the funds of the Chamber and shall not be liable for any of his or her acts or actions or omissions either to the Chamber or to anyone else in the absence of bad faith or fraud.

ARTICLE X AMENDMENTS

SECTION 1: AMENDMENTS

These bylaws may be added to, amended, altered, or repealed at any meeting of members, notice of which shall have referred to the proposed action, by the vote of two-thirds of the membership of the Chamber entitled to vote, or at any meeting of the Board of Directors, notice of which shall have referred to the proposed action by the affirmative vote of two-thirds of the Board of Directors, provided, however, that if any bylaw regulating an impending election of Directors is adopted or amended or repealed by the Board of Directors, there shall be set forth in the notice of the next meeting of members for the election of Directors the bylaw so adopted, or amended, or repealed, together with a concise statement of the changes made.

WYOMING COUNTY CHAMBER OF COMMERCE
BYLAWS ADOPTED March 8, 2000

3/8/00