

**WYOMING COUNTY CHAMBER OF COMMERCE, INC.  
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. d/b/a Wyoming County Chamber & Tourism.

**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, sole proprietor, association, corporation, partnership, joint stock association, public agency, foundation, trust, or estate may apply for membership in the Wyoming County Chamber of Commerce, Inc.

### **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 schedule. 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. Membership 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: SECTION 5: VOTING & EXERCISE OF PRIVILEGE**

In any proceeding in which voting is called for, each member, as defined in Article II, Section 1, in good standing shall be entitled to cast one vote. Any Member, holding a membership may designate in writing the individual to exercise the privilege of voting. If no designation has been made then the individual of highest executive rank 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 stationery.

## **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 may be mailed or sent electronically (faxed or emailed) to each member within (10-15) ten to fifteen days before said meeting.

### **SECTION 2: SPECIAL MEETING CALLED BY DIRECTORS**

The Chair of the Chamber Board 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**

At any, duly called Meeting of the Membership, the lesser of five percent (5%) or twenty (20) eligible voting Members, present in person, or by proxy, by means of physical attendance, telephone/video conference, facsimile, electronic mail and/or other permissible means of electronic communication shall constitute a quorum.

### **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 nine 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 their designated term 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 staggered terms.

## **SECTION 4: VACANCIES ON THE BOARD**

Vacancies on the Board of Directors occurring during the year may be filled for the remainder of the term by a majority vote of the remaining Directors.

## **SECTION 5: RESIGNATION**

Any Director of the Chamber may resign at any time by giving their resignation, preferably in writing to the Chair, Vice-Chair, or the Secretary or designee. 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 Chair, or, in his or her absence, any Vice-Chair, 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 Chair, the Secretary, or by any designated member of the Board.

The Chamber shall send meeting notices not less than five (5) days before the meeting by first class mail if requested in writing by the Board member. Meeting notices may be sent electronically (faxed or e-mailed), personally, or by telephone to each member of the board not less than two (2) days before the meeting, and must be sent to the e-mail address or fax number that appears on the membership record maintained by the Secretary. Electronic votes are allowed for votes that require unanimous written consent. Meeting notices can be posted on the Chamber's website, as long as it is posted through the meeting date. Board members may send waiver of notice electronically, and may authorize another person to act for the member as a proxy.

Meetings of the Board of Directors may also be held at any place and time without notice by unanimous consent of all the Directors. A director's attendance at a meeting without protesting, before or at the commencement of such meeting, the lack of notice to him or her constitutes waiver of notice. Notice of a meeting need not be given to any director who submits a waiver thereof whether before or after the meeting. Such waiver of notice may be written or electronic. If written, the waiver must be executed by the director signing such waiver or causing his or her signature to be affixed to such waiver by any reasonable means including but not limited to facsimile signature. If electronic, the transmission of the consent must be sent by electronic mail and set forth, or be submitted with, information from which it can reasonably be determined that the transmission was authorized by the director. The notice of any meeting of the Board of Directors may be waived by a Director either before or after such meeting. Board members may participate in Board meetings via video conferencing, as long as everyone can hear each other at the same time and directors can participate in all matters before the Board, including but not limited to proposing, objecting to, and voting upon any actions taken by the Board.

#### **SECTION 9: QUORUM**

A quorum shall be required for the legal and proper conduct of the business of the Board of Directors. A majority (50%+1) of the entire Board shall constitute a quorum for the transaction of any business. When a quorum is once present to organize a meeting, it is not broken by the subsequent withdrawal of any Directors.

#### **SECTION 10: PROCEDURE**

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

#### **SECTION 11: ACTION WITHOUT A MEETING**

Any action required or permitted to be taken by the Board or any committee thereof may be taken without a meeting if all members of the Board or the committee consent to the adoption of a resolution authorizing the action. Such consent may be written or electronic. If written, the consent must be executed by the director by signing such consent or causing his or her signature to be affixed to such consent by any reasonable

means including, but not limited to, facsimile or electronic signature. If electronic, the transmission of the consent must be sent by electronic mail and set forth, or be submitted with, information from which it can reasonably be determined that the transmission was authorized by the director. Such resolution and the written consent thereto by the members of the Board or committee shall be filed with the minutes of the proceedings of the Board or committee.

#### **SECTION 12: ANNUAL REPORT**

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

#### **SECTION 13: 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 Chair, and shall appoint or elect a Vice-Chair, Secretary, 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. No employee of the Chamber can serve as the Chair of the Board or hold any other title with similar responsibilities.

#### **SECTION 2: TERM FOR OFFICERS**

The officers of the Chamber specified above shall hold office for one year terms, or until their successors are elected and have qualified. Any officer 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 for the remainder of the term by the Board of Directors.

### **SECTION 3: THE CHAIR**

The Chair shall be the chief elected officer of the Chamber. The 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 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-CHAIR**

The Vice-Chair may be designated by such title or titles as the Board of Directors may determine, and each Vice-Chair in order of seniority as may be determined by the Board shall, in the absence or at the request of the Chair, perform the duties and exercise the powers of the Chair. The Vice-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. The senior elected or appointed Vice-Chair shall also serve as the Chair of the Audit Committee unless otherwise designated by the Board Chair.

### **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 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 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 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 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 by 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 by 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 Chair and President & CEO, may be held by the same Board member.

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



### **SECTION 3: THE EXECUTIVE COMMITTEE**

The Executive Committee shall be comprised of the Chair, the Vice Chair, 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 President & CEO.

### **SECTION 4: THE AUDIT COMMITTEE**

The Audit Committee shall be comprised of at least three (3) and no more than five (5) Board members appointed by the Board Chair. The Board Vice-Chair shall serve as the Chair of the Audit Committee. The Audit Committee shall oversee the audit and reporting of the financial statements, and annually retain or renew the retention of the independent auditors; and shall review the results of the audit and related management letter with the auditors. The Audit Committee is responsible for overseeing the implementation of, and compliance with, the adopted Conflict of Interest Policy and Whistleblower Policy. In the event the Chamber of Commerce controls a group of corporations, the Audit Committee of the Chamber of Commerce may perform the aforementioned duties for one or more of the controlled corporations. Only independent directors may participate in any Board/Committee deliberations or voting related to matters above.

### **SECTION 5: INDEPENDENT DIRECTORS DEFINED**

An independent director is defined as a director who: (i) is not, and has not been within the last three years, an employee of the Corporation or an affiliate, and does not have a relative who is, or has been within the last three years, a key employee of the Corporation or an affiliate; (ii) has not received, and does not have a relative who has received, in any of the last three fiscal years, more than \$10,000 in direct compensation from the Corporation or an affiliate (other than reimbursement for expenses reasonably incurred as a director or reasonable compensation for service as a director); and (iii) is not a current employee of or does not have a substantial financial interest in, and does not have a relative who is a current officer of or has a substantial financial interest in, any entity that has made payments to, or received payments from, the Corporation or an affiliate for property or services in an amount which, in any of the last three fiscal years, exceeds the lesser of \$25,000 or 2% of such entity's consolidated gross revenues. In connection with the foregoing, (A) "key employee" means any person who is in a position to exercise substantial influence over the affairs of the Corporation, as referenced in the excess benefit transaction provisions of the Internal Revenue Code and related regulations; and

(B) a “relative” of an individual means his or her (i) spouse, ancestors, brothers and sisters (whether whole or half blood), children (whether natural or adopted), grandchildren, great-grandchildren, and spouses of brothers, sisters, children, grandchildren, and great-grandchildren; or (ii) domestic partner as defined in Section 2994-a of the New York Public Health Law, or any successor statute.

The Chamber’s Audit Committee, established under Article VI, Section 4 of these bylaws, or the independent directors on the Board or a committee of the Board comprised solely of independent directors (in each case, the “Independent Committee”), shall oversee the Chamber’s conflict of interest, whistleblower and audit matters.

## **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 \$5,000 shall require two signatures; that of the President & CEO and any other member of the Board of Directors.

### **SECTION 2: RELATED PARTY TRANSACTIONS**

Related party transactions are prohibited unless the transaction is determined by the Board to be fair, reasonable and in the Chamber’s best interest at the time of the transaction. Any director, officer, or key employee who has an interest in a related party transaction must disclose to the Audit Committee the material facts of their interest. For any related party transactions involving the Chamber and a related party, the Audit Committee is required to:

- Consider alternative transactions (if available) prior to entering into the transaction;
- Approve the transaction by a majority vote of the members at the meeting; and
- Contemporaneously document in writing the basis for the approval including the alternatives considered.

No related parties may participate in the deliberations or voting relating to these transactions. However, they can be available to present information concerning the transaction prior to the commencement of deliberations or voting.

### **SECTION 3: 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**

Unless in conflict with state or federal law, 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. However, Directors, officers, key employees, and agents of the nonprofit are subject to personal jurisdiction of New York State Courts and in any suit undertaken by the Attorney General in accordance with the Nonprofit Revitalization Act of 2013. The Chamber of Commerce shall obtain and maintain a standard Director and Officer Liability Insurance Policy from a designated/approved insurance carrier.

## **ARTICLE X AMENDMENTS**

### **SECTION 1: AMENDMENTS**

Provisions of these By-Laws that do not infringe on the rights of the Membership as provided for in statute or these By-laws may be amended, repealed or altered by a two-thirds (2/3) majority vote of the Board of Directors.

ADOPTED ~~March 8, 2000~~  
Revised and adopted ~~September 17, 2014~~  
Revised and adopted November 14, 2018