

BYLAWS OF THE WALDWICK CHAMBER OF COMMERCE

ARTICLE 1 - GENERAL

Section 1: Name

This organization is incorporated under the laws of the State of New Jersey and shall be known as the Waldwick Chamber of Commerce, hereinafter referred to as the “Chamber”.

Section 2: Purpose

The Chamber is organized for the purpose of advancing the commercial, industrial, professional, civic, charitable, and general interests of Waldwick, for the betterment of the community.

The Chamber shall be nonpartisan, non-sectional, nonsectarian, and shall take no part in, or lend support to, the election or appointment of any candidate for public office.

The Chamber may endorse issues consistent with objectives of the organization and the general welfare of the business communities of Waldwick upon the approval of the Board.

Section 3: Limitation of Methods

The Chamber shall observe all local, state and federal laws, which apply to a nonprofit organization as defined in Section 501(c)(6) of the Internal Revenue Code.

ARTICLE 2 - MEMBERSHIP

Section 1: Composition

The Chamber shall be comprised of Members in Good Standing, hereafter “Members”, and Honorary Members.

Section 2: Eligibility

Any person, firm, association, entity, corporation, or partnership interested in the commercial, industrial, professional, charitable and civic promotion of the Borough of Waldwick, and the communities our Members have interest in, shall be eligible for membership. “Good Standing” shall mean that the Member’s dues have been paid.

Section 3: Dues

Dues shall be paid on an annual basis in an amount determined by the Board. The Board shall set the amount and deadline for payment by current Members during the final quarterly meeting of

the Board, and shall provide notice of such decision to the Members no later than seven (7) days prior to January 1st.

Section 4: Honorary Membership

The Board shall confer or revoke honorary membership by a majority vote. Honorary Members shall have all the privileges of Members and shall be exempt from payment of Annual Dues. Honorary membership shall be conferred upon a current member of the Waldwick Mayor or Borough Council, acting as a borough liaison, and may be conferred upon any other individual of distinction in public affairs.

Section 5: Removal of Member

- (a) Any Member or Honorary Member may resign from the Chamber upon written notice to the Board.
- (b) Any Member shall be expelled for non-payment of dues after ninety days from the due date set by the Board unless otherwise extended for good cause.
- (c) Any Member or Honorary Member may be expelled by a two-thirds vote of the Directors at a specially scheduled meeting of the Board, for conduct unbecoming a Member or prejudicial to the aims or reputation of the Chamber, after notice and opportunity for a hearing afforded the Member complained against.

ARTICLE 3 - BOARD OF DIRECTORS

Section 1: Composition

The Chamber shall be governed by a Board of Directors, hereinafter referred to individually as “Directors” and collectively as the “Board,” comprised of no less than eight (8) and no more than sixteen (16) Members. The size of the Board shall be determined from time to time by vote of the Board.

Section 2: Term

The term for a Director shall be one (1) year beginning March 1.

Section 3: Election

Directors shall be elected at the second regular meeting of the Chamber held each year in February or at a special meeting of the Chamber called for the specific purpose and with adequate prior notice to all Members.

Section 4: Nominating Committee

A Nominating Committee shall be appointed by a majority vote of the Board. Members may self-nominate by contacting any Member of the Nominating Committee in advance of the February meeting or special meeting called for this specific purpose.

Section 5: Selection

The Nominating Committee shall select from the Members in Good Standing, candidates for the positions on the Board. Candidates shall provide a headshot and short biography to the Nominating Committee. It shall be the duty of the Nominating Committee to secure the pledge of any nominee to serve faithfully if elected as Director.

Section 6: Presentation

The Nominating Committee shall present its list of candidates to the membership at the January meeting. Any Member in Good Standing may present nominations in addition to the slate presented by the Nominating Committee from the floor at the time the slate is presented or at the February meeting.

Section 7: Election Process

All Directors shall be elected by a majority vote of Members in Good Standing and in attendance at the election meeting. No proxy votes will be accepted.

Section 8: Officers

The Board shall select a President or co-Presidents, Vice President or co-Vice Presidents, Treasurer, Recording Secretary, Corresponding Secretary, and Trustees.

Officers shall be selected by a vote of the Directors at the first quarterly meeting of the Board.

Section 9: Removal of Director

- (a) The office of any Director who shall be absent from three consecutive Membership Meetings or two meetings of the Board may be deemed vacant, at the discretion of the Board.
- (b) Any Director may vacate their office upon written notice to the Board.
- (c) Any Director may be removed from their office by a two-thirds vote of the Board at a regularly or specially scheduled meeting of the Board for conduct unbecoming a Director or prejudicial to the aims or reputation of the Chamber, after notice and opportunity for a hearing afforded the director complained against.

Section 10: Vacancy

A vacancy on the Board or among the Officers shall be filled for the unexpired term by a majority vote of the Board.

ARTICLE 4 - DUTY OF OFFICERS

Section 1: President

The President shall preside at all meetings of the Board and the Chamber and will be the official spokesperson for the Chamber. The President shall prepare the agenda for each meeting and shall be responsible for forwarding said agenda to the corresponding secretary in a timely manner for dissemination to the membership in accordance with these Bylaws. The President shall be an ex-officio member of all committees. The President will oversee the general direction of the Chamber as directed by the Board.

Section 2: Vice President

The Vice President shall act in the absence of the President on all Chamber matters. The Vice President will be the liaison to the President. The Vice President shall be an ex-officio member of all committees.

Section 3: Treasurer

The Treasurer shall receive and disburse the funds of the Chamber and shall serve as a member of the Budget Committee. The Treasurer shall keep all books of the Chamber and shall deposit all moneys of the Chamber in a bank approved by the Board. The Treasurer shall report on the condition of the finances of the Chamber including all anticipated receipts and disbursements at each meeting of the Board. The Treasurer shall be responsible for the Quarterly Financial Report, including the balance sheet, profit and loss statement, and for filing the annual tax return with the IRS. The Treasurer's books shall be open to inspection by the Board at all times and shall be audited annually by a committee appointed by the President, with a written report presented to the Board and available to the general membership for examination.

The Treasurer shall be authorized, in addition to the President, to sign checks on behalf of the Chamber. Payments made in excess of \$500 must be approved in advance by the President or at least two Directors. Receipts of all purchases, regardless of amount, must be retained by the Treasurer for a period of not less than one year.

The Treasurer may, upon approval of the Board, provide a debit card to the Executive Secretary, Race Director or any Director, and may authorize payments not to exceed \$100. Receipts of such purchases must be furnished to the Treasurer within one week of purchase and retained by the Treasurer for a period of not less than one year.

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Section 4: Recording Secretary

The Recording Secretary shall maintain an accurate record of the minutes of the Chamber. The minutes of all such proceedings shall be prepared in writing and submitted to the Board for its approval. These minutes may be disseminated to all Members via email and submitted to the Corresponding Secretary to be posted on the website once approved by the Board. The Recording

Secretary shall also be responsible for maintaining and posting relevant information to social media outlets including Facebook, Instagram, and Twitter.

Section 5: Corresponding Secretary

The Corresponding Secretary shall be in charge of all official correspondences, as directed by the President. The Corresponding Secretary shall also perform the following duties:

- a. Maintain and update the Chamber of Commerce official website.
- b. Maintain updated and accurate membership list on the website.
- c. Coordinate with Web host to update information as necessary.
- d. Update website with appropriate details related to events and sponsors of those events.

Section 6: Trustees

It is the responsibility of the Trustees to see that the Board functions in accordance with the Bylaws adopted by the Chamber. In the event that the majority of the Trustees are of the opinion that the Board is not operating in accordance with the terms of the Bylaws, it shall be their responsibility to bring it to the attention of the membership at a regular meeting so that the situation can be corrected.

ARTICLE 5 – SPECIAL POSITIONS

Section 1: Executive Secretaries

The Executive Secretary or Secretaries shall be a paid position or positions with various responsibilities including but not limited to:

- a. Maintain and update a membership list by monitoring payment of dues and welcoming new Members,
- b. Ensure website is up to date with current events, Member and meeting information,
- c. Maintain copies of registrations for all events,
- d. Check the Chamber mailbox at twice per week, three times leading up to special events,
- e. Distribute mail to Directors as necessary,
- f. Coordinate with Corresponding Secretary to update information as necessary,
- g. Prepare for meetings including purchasing refreshments,
- h. Visit new and existing businesses to support expansion of our membership,
- i. Prepare, mail and monitor invoices for membership renewal and payment of annual dues twice annually.

Section 2: Race Director

Where the Board determines that it will host an event anchored by a 5k or longer race, it shall appoint a Race Director who shall be entitled to an Honorary Membership and shall be responsible for coordinating such Event.

ARTICLE 6 - MEETINGS

Section 1: Regular Meetings

The Board shall provide for regular meetings of the Chamber.

Section 2: Special Meetings

A special general membership meeting may be ordered by the Board or called by the President. The agenda for a special meeting shall be specified at the time the meeting is called.

Section 3: Board Meetings

A meeting of the Board shall be held no less than once every quarter. Special meetings of the Board may be called by the President.

Section 4: Notice

Notice of both regular and special membership meetings shall be given to each Member by sending notice to the last known email address, postal address, or fax at least seven (7) business days in advance of the day of the meeting.

Notice of Board meetings shall be given to each director by sending notice to the last known email address, postal address, or fax at least seven (7) business days in advance of the day of the meeting.

Section 5: Quorum

Ten percent (10%) of the Membership in Good Standing of the Chamber shall constitute a legal quorum at any regular or special meeting.

A majority of Directors shall constitute a legal quorum at any Board meeting.

ARTICLE 7 - LIMITATION OF AUTHORITY

Section 1: Actions and Committees

No action by any Member, committee, division, employee, Director or Officer shall be binding upon, or constitute an expression of the policy of the Chamber until it has been approved or ratified by the Board. The President shall discharge committees when their work has been completed and their reports accepted, or when, in the opinion of the Board, it is deemed wise to discontinue the committee.

Section 2: Grievances

Members in Good Standing may challenge any decision, ruling, or other action (or inaction) of the Board within ninety (90) days of said occurrence. This challenge may be done by submitting to

the Executive Secretary of the Chamber, in writing, (a) the decision, ruling, or other action the Member is challenging, (b) the specific reason for the challenge, and (c) the Member's desired remedy. This challenge may also be done verbally at any regular or special membership meeting.

Section 3: Record

The Recording Secretary shall record in the minutes book the date of receipt of the grievance and notify all Directors, stating the essence of the challenge, without comment or recommendation.

Section 4: Response

The Board must discuss the grievance at a special meeting of the Board to be called by the president within thirty (30) days of the grievance and shall invite the Member making the challenge to state their grievance. If the matter is not resolved, a special membership meeting must be called within sixty (60) days of said grievance, with notice of said meeting provided as per Article 7 Section 3 of these bylaws.

Section 5: Vote

Two thirds (2/3) of all Members present at the meeting at which there is a quorum present must vote in favor of this challenge in order to overturn any decision, ruling, or other action of the Board, which vote would then be final and binding.

ARTICLE 8 - AMENDING THE BYLAWS

Section 1: Notice

The Bylaws may be amended by a majority vote of those Members in Good Standing and in attendance at a membership meeting, provided that proper advance notice of the proposed changes has been given to all Members in accordance Article 7 Section 3 of these Bylaws.

Section 2: Process

Amendment may be proposed by the Board or by written petition from any Member in Good Standing. Amendments proposed by such petition shall be promptly considered by the Board and must be submitted to the Members with the recommendation of the Board within sixty (60) days of receipt of the petition.

ARTICLE 9 - DISSOLUTION

Section 1: Process

The Chamber shall use its funds only to accomplish the objectives and purposes in these Bylaws, and no 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 in Waldwick to be selected by the Board.