

# Tenafly NJ

## Chamber of Commerce

### **By-Laws**Approved As Revised

**Incorporated in 2011**

**Tenafly NJ Chamber of Commerce**

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# **Tenaflly NJ Chamber of Commerce**

## **By-Laws**

### **Article I**

#### **General**

##### **Section 1: NAME**

The organization is incorporated under the laws of the State of New Jersey, a non-profit corporation under and by virtue of N. J. S. 15A:1-1 st seq. and is registered as **TENAFLY NJ CHAMBER OF COMMERCE, INC.** (Chamber)

##### **Section 2: PURPOSE**

The Chamber is organized for the following purposes:

To represent the business community of Tenaflly, New Jersey in an ongoing effort to maintain and expand the business environment.

To act for and on behalf of the business community of Tenaflly municipal affairs representing the common interests of business people in Tenaflly, New Jersey.

To favor legislation that is in the best interest of the business community at the municipal, county, state and national levels and to oppose legislation that is not in the best interest of the business community at the municipal, county, state and national levels.

To take whatever steps are deemed necessary to portray Tenaflly as an attractive community that serves the needs of its businesses and professions.

To organize and sponsor various promotions to benefit the various businesses and professions in Tenaflly, N.J. and to give businesses in Tenaflly, NJ the opportunity to establish relationships with their colleagues in the Tenaflly community.

To promote integrity and good faith, just and equitable principles in business and professional activity and to acquire, preserve and distribute civic, social, commercial and economic statistics and information of value and on behalf of the Tenaflly business and professional community.

To engage in such other activity in order to advance and promote the above purposes and to engage in such other activity within the purposes for which corporations may be organized under the “NEW JERSEY NONPROFIT CORPORATION ACT” N.J.S. 15A-1-1 et seq.

### **Section 3: LIMITATION OF PURPOSES**

The Tenaflly NJ Chamber of Commerce, Inc. shall observe all local, state and Federal laws that apply to non-profit Corporations.

## **ARTICLE II**

### **Membership**

#### **Section 1: CLASSES OF MEMBERSHIP**

The Tenaflly Chamber of Commerce, Inc. shall be composed of Voting Members, Associate Members, and Honorary Members.

#### **Section 2: VOTING MEMBERS**

Individuals, firms, corporations, associations or other business and/or professional organizations interested in the commercial, professional, industrial and civic progress and betterment of the Borough of Tenaflly, shall be eligible for voting membership in the Tenaflly NJ Chamber of Commerce, Inc., provided that they maintain or are the designated representative of a business, commercial or professional office in the Borough of Tenaflly.

#### **Section 3: ASSOCIATE MEMBERS**

Individuals, firms, corporations, associations or other business and/or professional organizations interested in the commercial, professional, industrial and civic progress and betterment of the Borough of Tenaflly, shall be eligible for non-voting membership in the Tenaflly Chamber of Commerce, Inc., provided that they maintain or are the designated representative of a business, commercial or professional office in the areas surrounding the Borough of Tenaflly . Associate Membership shall include all of the privileges of Voting Membership, except that Associate Members have any voting powers in connection with the Tenaflly Chamber of Commerce, Inc. unless they are elected an Officer of Tenaflly NJ Chamber of Commerce.

#### **Section 4: HONORARY MEMBERS**

Individuals, firms, corporations, associations or other business and/or professional organizations interested in the commercial, professional, industrial and civic progress and betterment of the Borough of Tenaflly, shall be eligible for honorary membership in the Tenaflly Chamber of Commerce, Inc., whom the Board of Trustees determine, in their sole and exclusive discretion, have served with distinction in public, civic or Chamber of Commerce affairs, and who have an interest in becoming an honorary member of the

Tenaflly Chamber of Commerce, Inc. Honorary Membership shall include all of the privileges of Voting Membership, except that Honorary Members shall not hold office or have any voting powers in connection with the Tenaflly Chamber of Commerce, Inc. Honorary Members shall be exempt from payment of dues. The Board of Trustees shall confer or revoke Honorary Membership by a majority vote.

#### **Section 5: DEFINITION OF TERM “MEMBER”**

The term “member” when used in these By-Laws without any other designation shall mean a Voting, Associate or Honorary Member of the Tenaflly NJ Chamber of Commerce, Inc.

#### **Section 6: APPLICATION FOR MEMBERSHIP**

Application for membership in the Tenaflly NJ Chamber of Commerce, Inc. shall be via forms submitted on the Chamber’s website or in writing on forms provided for that purpose. Approval of membership shall be by the Board of Trustees at meeting thereof. Any applicant so approved for membership shall become a member in the appropriate class upon payment of the regularly scheduled dues, where applicable, as provided in Section 7 of this Article. The Board of Trustees may waive the requirement of a written application with respect to Honorary Membership.

#### **Section 7: DUES**

Dues shall be at such rate or rates, schedule or formula as may from time to time be prescribed by the Board of Trustees, payable in advance. The dues for new Members approved for membership in the Tenaflly NJ Chamber of Commerce, Inc. during the membership year shall be prorated as determined by the Board of Trustees. . Partial dues will not be refunded for resignations or terminations except in the instance of extraordinary circumstance as approved by the Trustees.

#### **Section 8: TERMINATION**

(a) Any member may resign from the Chamber of Commerce upon written request to the Board of Trustees; (b) Any member shall be expelled by the Board of Trustees by a two-thirds vote for non-payment of dues after ninety (90) days from the date due, unless otherwise extended for good cause; (c) Any member shall be expelled by the Board of Trustees by a two-thirds ( $\frac{2}{3}$ ) vote of the Board of Trustees, 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 9: VOTING**

In any proceeding in which voting is called for, each Voting Member or member of the Board of Trustees in good standing shall be entitled to cast one (1) vote. In the event that a voting member and a member of the Board of Trustees are both representatives of the same firm, the Voting member shall vote in all membership votes.

#### Section 10: Voting by Proxy

Any firm, corporation, association or other organization, or eligible individual holding membership may nominate an individual whom the holder desires to exercise the privileges of membership covered by its subscription for a limited time, including voting, by written application subject to approval by the Board of Directors.

#### **Section 11: Priviledges of Membership**

All members will be offered the opportunity to participate in all marketing promotions.

## **ARTICLE III**

### **Meetings**

#### **Section 1: Annual Meeting**

The Annual Meeting of the Tenaflly NJ Chamber of Commerce, in compliance with State law, shall be held during January of each year. The time and place shall be fixed by the Board of Trustees and notice given to all of the members at least ten (10) days before said meeting.

#### **Section 2: ADDITIONAL MEETINGS**

(General Membership, Board and Committee Meetings)

General meetings of the Chamber may be called by the President at any time, or upon petition in writing of any nine (9) Voting Members in good standing; (a) Notice of special meetings shall be communicated in writing to all members at least five (5) days prior to such meetings; (b) Board meetings may be called by the President or by the Board of Trustees upon written application of three (3) members of the Board. Notice (including the purpose of the meeting) shall be given to all trustees at least two (2) days prior to said meeting; (c) Committee meetings may be called at any time by the President, Vice President, a majority of the Board of Trustees, or by the Committee's Chairperson.

#### **SECTION 5 - NOTICE OF MEETINGS**

A. Notice of meetings shall be by e-mail unless a member has notified the secretary and the chair in writing that the member prefers written notice by mail. If notice of any meeting is provided less than three (3) business days before the meeting, at least one attempt shall also be made to contact each Board member by telephone.

B. Unless otherwise specifically provided herein, notice of meetings shall be provided no less than ten (10) days in advance of the meeting unless the Executive Committee has determined that a meeting must be held with less notice.

#### **Section 3: QUORUMS**

At the Annual Meeting of the Chamber, 20% of Voting Members in good standing shall constitute a quorum;

At any duly called general meeting of the Chamber, 20% of Voting Members in good standing shall constitute a quorum.

Forty percent of the Trustees constituting the Board of Trustees, rounded up shall constitute a quorum at all meetings for the transaction of business. i.e. 40% of a seven-member Board would be 3 people.

at committee meetings, a majority shall constitute a quorum except when a committee consists of more than (9) members. In that case, five (5) shall constitute a quorum.

#### **Section 4: NOTICES, MINUTES**

Notice of all general Chamber meetings must be given at least seven (7) days in advance by e-mail and posted on the Chamber's website unless otherwise stated. Notice is considered given upon posting of details of the meeting on the Chamber's website. Minutes shall be prepared of all the meetings.



## **ARTICLE IV**

### **Board of Trustees**

#### **Section 1: BOARD OF TRUSTEES**

The government and policy-making responsibilities of the Tenaflly NJ Chamber of Commerce shall be vested in the Board of Trustees, which shall control its property, be responsible for its finances and direct its affairs and business.

The Board of Trustees shall be composed of at least seven (7) members and not more than fifteen (15), five (5) of whom shall be President, Vice President, Secretary, Treasurer and immediate Past-President. The Trustees shall be elected each year for two (2) year staggered term as follows: one half for a two (2) year term; and extend one-half for one year term initially and then every two (2) years. Any member of the Board of Trustees having three (3) unexcused consecutive absences from a regular or special meeting of the Board of Trustees may be asked to resign by a majority of the Board of Trustees present. The replacement of such Trustee shall be made by a majority of the Board of Trustees present.

The Board of Trustees shall have representation from all geographical segments of the Borough of Tenaflly, if practicable, having in mind that there are three (3) primary geographical areas of Tenaflly, namely: the Central Business District-CBD (Washington Street, West Railroad Avenue, County Road, Hillside Avenue, Highwood Avenue, Jay Street, Chestnut Street, Grove Street), the Northern End- (Piermont Road, Central Avenue, N. Summit Street), the Southern End- (Franklin Avenue, Dean Drive and Engle Street).

#### **Section 2: VACANCIES**

In case of vacancy in the office of President, the Vice President shall fill the vacancy. The Board of Trustees shall fill any other vacancies occurring in any of the offices or in the membership of the Board of Trustees.

#### **Section 3: EXTRAORDINARY APPROPRIATIONS**

No appropriations of money or property of the Tenaflly NJ Chamber of Commerce shall be made for any purpose other than to defray legitimate expenses of not more than \$250.00 per each legitimate expense, except by a majority vote of the members of the members of the Board of the Trustees present at the meeting (provided that there is a quorum), or by a two-thirds majority vote of those voting members present at a regular meeting of the Chamber (provided there is a quorum).

#### **Section 5: POLICY**

(Statement of position on issues)

The Board of Trustees is responsible for establishing procedure and formulating policy of the organization. It is also responsible for adopting all policies of the organization.

**Section 6: INDEMNIFICATION**

The Chamber may, by resolution of the Board of Trustees, provide for indemnification by the Chamber of any and all current or former officers, trustees and employees against expenses actually and necessarily incurred by them in connection with the defense of any action, suit, or proceeding in which they or any of them are made parties, or a party, by reason of having been officers, trustees or employees of the Chamber, pursuant to and in accordance with N.J.S.A. 15A: 3-4, as said statutory provision may be amended and revised from time to time.

# ARTICLE V

## Officers

### Section 1: DETERMINATION OF OFFICERS

The officers of the Tenaflly Chamber of Commerce shall be a President, a Vice President, a Secretary and a Treasurer. All officers shall take office on the date of the Annual Meeting and shall serve for a term of one (1) year or until their successors assume the duties of office. The said officers shall be Voting Members of the Board of Trustees. An officer shall be limited to three (3) consecutive one (1) year terms in each office.

### Section 2: DUTIES OF OFFICERS

- A. **President** The President shall serve as the chief elected officer of the Chamber of Commerce and shall preside at all meetings of the membership and Board of Trustees and shall perform such other duties as ordinarily pertain to the office of the President. The president shall determine all committees with the exception of the standing committees, select all committee chairpersons, and assist in the selection of committee personnel subject to the approval of the Board of Trustees.
- B. **Vice President** The Vice President shall exercise the powers and authority and perform the duties of the President in the absence or disability of the president. The Vice President shall chair the annual awards dinner and shall perform such duties as may be assigned from time to time by the President or Board.
- C. **Secretary** The Secretary shall serve as Secretary to the Board of Trustees and cause to be prepared notices, agendas and minutes of the meeting of the Board. The Secretary shall be the administrative officer of the Chamber and shall carry out such administrative tasks as shall be assigned by the President or Board.
- D. **Treasurer** The Treasurer shall be responsible for the safeguarding of all funds received by the Chamber and for their proper disbursement. Such funds shall be kept on deposit in financial institutions, or invested in a manner approved by the Board of Trustees. Checks are to be signed by any two (2) of the following Tenaflly Chamber of Commerce officers: the President, the Vice President, and/or the Treasurer. The Treasurer shall cause a monthly financial report to be made to the Board of Trustees. The Treasurer shall be responsible for the preparation of an operating budget covering all of the Chamber, subject to the approval of the Board of Trustees. The Treasurer shall disburse funds of the Chamber only on an order of the Board of Trustees, unless such disbursement of funds is to defray legitimate expenses of not more than \$250.00 per legitimate expense. All such disbursements shall be made by check only to be signed by two (2) of the Chamber of Commerce officers named above.

## **ARTICLE VI**

### **Election of Officers and Trustees**

#### **SUGGESTED NEW PROCEDURE**

The Slate of Officers and Trustees will be developed by a nominating committee.

Formation of the Nominating Committee : Elections to a nominating committee will commence ten (10) days prior to the regular meeting two (2) months prior to the meeting for election of Officers and Trustees. All members of the Chamber will be placed on a ballot or poll in alphabetical order. Each member will vote for exactly 6 members. Voting will end at midnight the night before the regular meeting prior to the election of Officers and Trustees. A second ballot of the nine top vote-getters will be voted on, confidentially, by attendees at the regular meeting. The six top vote-gettes will determine a slate of officers and Trustees.

Competeing Slate: A competeing slate may be proposed by petition signed by 25% of the Chamber membership. The competing slate must be submitted to the Secretary 2 weeks before the election and distributed to the membership at least 10 days before the election.

Should a competing slate be proposed each position will voted on confidentially.

#### **OLD PROCEDURE**

At a regular meeting two (2) months prior to the meeting for election of Officers and trustees, the presiding officer shall form a nominating committee to recommend for a slate of President, Vice President, Secretary, Treasurer and three members of the Board of Trustees. The nominations will be presented by the nominating committee ten (10) days prior to the annual meeting. The nominations duly made shall be placed on a ballot in alphabetical order under each office and shall be voted for at the annual meeting. The candidates for the President, Vice President, Secretary and Treasurer receiving a majority the votes of the Voting Members shall be declared elected to the respective offices. The candidates for Trustee receiving a majority of the votes shall be declared elected as Trustees.

The Officers and Trustees, so elected, together with the immediate Past-President shall constitute the Board of Trustees.

A vacancy in the position of any Officer-elect or Trustee-elect shall be filled by the action of the remaining members of the Board of Trustees.

# **ARTICLE VII**

## **Committees**

### **Section 1: APPOINTMENT and AUTHORITY**

The President, by and with the approval of the Board of Trustees, shall appoint all committees and committee chairpersons. The President may appoint such ad hoc committees and their chairpersons as deemed necessary to carry out the program of the Tenaflly Chamber of Commerce. Committee appointments shall be at the will and pleasure of the President and shall serve concurrent with the term of the appointing President, unless a different term is approved by the Board of Trustees.

It shall be the function of the committee to make investigations, conduct studies and hearings, make recommendations to the Board of Trustees, and to carry on such activities as may be delegated to them by the Board of Trustees or the President.

### **Section 2: LIMITATION of AUTHORITY**

No action by any member, committee, employee, Trustee or Officer shall be binding upon, or constitute an expression of, the policy of the Tenaflly Chamber of Commerce, Inc. until it shall have been approved or ratified by the Board of Trustees.

Committees shall be discharged by the President when their work has been completed and their reports accepted, or when, in the opinion of the Board of Trustees, is deemed wise to discontinue the committee.

### **Section 3: DIVISIONS**

The Board of Trustees may create such divisions, bureaus, departments, councils, or subsidiary corporations as it deems advisable to handle the work of the Tenaflly Chamber of Commerce, Inc.

The Board shall authorize and define the powers and duties of all divisions, bureaus, departments, councils and subsidiary corporations. The Board of Trustees shall annually review and approve all activities and proposed programs of such divisions, bureaus, departments, councils and subsidiary corporations, including the collection and disbursement of funds.

No action or resolution of any kind shall be taken by divisions, bureaus, departments, councils and subsidiary corporations having bearing upon or expressive of the Tenaflly Chamber of Commerce, Inc. unless approved by the Board of Trustees.

#### **Section 4: STANDING COMMITTEES**

The President, with the approval of the Board of Trustees, shall appoint the following standing committees, whose subject matter and duties are inferred from the designations used and whose further powers and duties, if any, and number of persons composing each committee, shall be authorized and defined by the Board of Trustees.

- A) Finance Committee
- B) Membership Committee

### **ARTICLE VIII**

#### **Dissolution**

##### **Section 1: PROCEDURE**

The Tenaflly Chamber of Commerce, Inc. shall use its funds only to accomplish the objectives and purposes specified in these By-Laws, and no part of said funds shall inure, or be distributed, to the members of the Tenaflly Chamber of Commerce, Inc., On dissolution of the Tenaflly Chamber of Commerce, Inc., 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 Trustees as defined in the IRS Section 501(c), (3), as may be from time to time amended.

### **ARTICLE IX**

#### **Parliamentary Authority**

##### **Section 1: PROCEDURE**

The current edition of Roberts Rules of Order shall be the final source of authority in all questions of parliamentary procedures when such rules are not consistent with the charter of the Tenaflly Chamber of Commerce, Inc.

## **ARTICLE IX**

### **Order of Business**

#### **Section 1: PROCEDURE**

The order of business of the Tenaflly Chamber of Commerce, Inc. shall include, but not be limited to, the following order of business:

- A. Meeting called to order
- B. Acceptance of Proxies
- C. Correspondence and Announcements
- D. Officer and Committee reports, if any
- E. Any unfinished business
- F. Any new business
- G. Address or other program feature, if any
- H. Adjournment

## **MOVED TO MEMBERSHIP ARTICLE XI**

### **Amendments**

#### **Section 1: REVISIONS**

The By-Laws may be amended by completion of the following:

- 1) a majority vote of the Trustees at an Executive meeting to propose the amendment of the by-laws,
- 2) presentation of the proposed amendment(s) at the next regular meeting ,
- 3) notification of the proposed by-law revision to all members via email and website,
- 4) and a majority vote at the next regular meeting of the attending Voting members.

Should the Trustees wish to modify the proposal after the presentation of the by-laws, the Trustee approval and presentation to the regular membership needs to be repeated.