

PAWLING CHAMBER OF COMMERCE  
BY-LAWS  
Post Office Box 19  
Pawling, NY 12364  
Latest Revision Approved April 27, 2011

Article I – Name

This organization is a non-profit organization, and is known as The Pawling Chamber of Commerce.

Article II – Purposes

The purposes of the Pawling Chamber of Commerce are: To develop, encourage, promote and protect the commercial, industrial and professional welfare of the Pawling community and its trade area.

Article III – Membership

1. All persons, firms, corporations or organizations of good standing interested in the objectives of this organization and the prosperity of the Pawling area shall be eligible for membership in the Pawling Chamber of Commerce.
2. Application for membership shall be made to the Chamber with a completed membership form and check for dues to the Treasurer.
3. Each person, firm, corporation or organization elected to membership shall be entitled to one (1) vote.
4. Each member shall designate a representative and have the right at any time to

- change its representatives by written notice to The Board of Directors prior to any meeting at which the change is to be effective.
5. Membership Fee: The Board of Directors will annually review and re-establish the status of membership categories and fees for person, firm, corporate and/or organization memberships for the succeeding year.
  6. If any member shall fail to pay dues within three (3) months of the due date, the member shall be considered delinquent; and it shall be mandatory that written notice of this status be given the member by the Secretary. If the member still remains in a delinquent status at the end of three (3) months, all membership right shall cease. Resumption of membership will occur upon full payment (January 1 – December 31) of dues of fees.
  7. Former members shall have the right to appeal to the entire Pawling Chamber of Commerce, and upon a written request, must be allowed to make such an appeal at the next Board of Directors' meeting.
  8. The Board of Directors may confer honorary membership upon such persons under such circumstances, as it shall deem to be in the best interest of the Chamber.

#### Article IV - Government, Officers and Members

1. The Government of the Pawling Chamber of Commerce, the direction of its work and the control of its property shall be vested in its Board of Directors of ten (10) to fifteen (15) members who shall be elected as hereafter provided.
2. Procedure at all meeting, in relationship to the Pawling Chamber of Commerce, shall be governed by and conducted according to the latest edition of Robert's

Rules of Order. Board action may also take place between meetings by written consent of two-thirds of the Board membership. Written consent shall include electronic communication such as e-mail and facsimile transmission. Any action taken by such written consent, and the vote authorizing it, shall be recorded in the minutes of the next meeting of the Board.

3. The Board of Directors shall consist of a President, Vice-President, and Secretary, and Treasurer and six (6) to eleven (11) other Directors, including the immediate Past-President. If a Board member misses more than three (3) scheduled board meetings in a given fiscal year, the board may elect to replace the board member's seat. The Board of Directors may also remove someone from the Board by a vote of two-thirds of the total Board membership.
4. The Board of Directors shall be elected annually for a term of two (2) year, by the membership, at their Annual Meeting with the exception of the President who will be elected for a term of two (2) years. There shall be no limit to the number of terms a Director shall serve.
5. There shall be an Annual Meeting of the Board of Directors, which will take place prior to the Chamber elections. A special meeting of the Board of Directors may be called at any time by the President, and a notice shall be issued to each Director stating the purpose of the meeting. At all meetings of the Board of Directors, a majority of the total number of Directors shall constitute a quorum.
6. There shall be 11 meetings of the general members of the Pawling Chamber of Commerce each year. Written notice of all membership meetings shall be sent by electronic mail and by newsletter to all members in good standing at least three (3) days before the appointed time. At such meetings, fifteen (15) shall constitute a quorum.

7. At least four (4) weeks prior to the Annual Meeting, the Board of Directors shall appoint a Nominating Committee of two (2) members of the Board of Directors, one (1) of whom shall be designated as Chairman. This Committee shall nominate candidates for the Officers and Members of the Board of Directors. This slate of nominees shall be sent to the membership by electronic mail and newsletter at least thirty (30) days prior to the Annual Meeting. The membership shall return a vote to the Nominating Committee by electronic mail or postal service at least ten (10) days prior to the Annual Meeting. The presiding President shall declare elected the members receiving the greatest number of votes.
8. Any vacancy caused by death or resignation of a Director may be filled by the Board of Directors. A Director so appointed shall serve out the expired term of office in which the vacancy occurred. If an officer resigns from membership in the Chamber of Commerce, he then automatically ceases to be an officer, and a new appointment must be made by a majority vote of the Directors.
9. Officers of the Chamber of Commerce are selected and appointed from membership of the Chamber of Commerce only. No non-member can be an officer of the Chamber of Commerce.
10. Chairing an event conducted by the Chamber of Commerce is limited to Chamber members only. Others may volunteer or be invited to assist in Chamber activities as non-members, as a community contribution, but this does not bestow membership. Such contributions are welcome and appreciated and may be recorded as such.
11. Work done by members and/or officers, or by non-members, shall not be considered as a substitute for payment of dues or fees.

1. The President shall be the Chief Officer of the Pawling Chamber of Commerce. He or she shall preside at all meetings of the Board of Directors; shall have general supervision of the business and affairs of the Pawling Chamber of Commerce; shall assist in formulating and promoting the general program of the Pawling Chamber of Commerce; shall appoint all committees, except the Nominating Committee as heretofore set forth; shall preside at all meetings of the members; and shall be a cognizant member of all other committees of the Pawling Chamber of Commerce to the membership.
2. The Vice President shall perform the functions of the President in the Presidents absence from meetings or regarding normal operations of the Chamber.
3. The Treasurer shall be the custodian of all the funds of the Pawling Chamber of Commerce and shall deposit and disburse the same. The Treasurer shall make a written report to the Directors at their regularly scheduled monthly meetings and to the membership at the Annual Meeting.
4. The Secretary is the direct representative of the Board of Directors in the promotion of all activities of Pawling Chamber of Commerce. He or she is also charged with the customary secretarial duties and the management of the business affairs. It shall be his or her duty to conduct the official correspondence; preserve all books, documents and communications; keep books of accounts and maintain an accurate report of proceedings of the Pawling Chamber of Commerce as to promote the objectives for which the Chamber was organized. At the termination of his or her term, for any reason, he or she shall deliver to the Board of Directors all the books, papers and property of the Pawling Chamber of Commerce.

1. The President shall appoint such standing and special committees as he/she deems desirable or as may be voted by the Board of Directors to serve at the pleasure of the President or, if voted by the Board, then at the pleasure of the Board
2. Committees are empowered to hold meetings at which a majority of the members of such a committee shall constitute a quorum, except when a committee consists of eight (8) or more members, five (5) shall constitute a quorum.
3. There shall be an auditor who is not a member of the Board appointed each year. It shall be the duty of the auditor to examine the financial accounts of the Chamber and to report on same at the Annual Meeting. A copy of the report shall be placed on file with the Secretary.
4. No committee Chairman or committee member shall make public statements representing the Pawling Chamber of Commerce or expressing the Pawling Chamber of Commerce policy, attitude or position on an issue, except upon the expressed approval of the general membership.

#### Article VII – Funds and Disbursements

1. All monies paid into the Pawling Chamber of Commerce shall be placed into a General Fund, except that money subscribed for a specific purpose may be placed in a separate fund for such designated reason.
2. No obligations or expenses exceeding \$1,000 shall be incurred and no money shall be appropriated or paid out of the General Fund, except for current operating expenses, without the approval of a majority of the Board of Directors at a regular Board Meeting.

3. All disbursements above \$20.00 shall be made by check. Checks shall be drawn and signed by any two (2) officers of the Chamber.

#### Article VIII – Fiscal Year

The fiscal year of the Pawling Chamber of Commerce shall commence January 1<sup>st</sup> and end December 31<sup>st</sup> and the Annual Meeting shall take place in December.

#### Article IX – Amendments

These By-Laws may be amended by a two-thirds vote of those present at any regular or special meeting of the Pawling Chamber of Commerce, provided twenty (20) members are in attendance and provided that notice of the proposed amendments and meeting shall have been mailed electronically by the Secretary at least ten (10) days in advance thereof, counting date of mailing and date of meeting, each as one (1) day.

#### Article X – Present By-Laws

The By-Laws of the Pawling Chamber of Commerce now in force shall become null and void upon the adoption of new By-Laws voted upon by the membership.