

BY-LAWS OF THE CHAMBER OF COMMERCE OF THE TONAWANDAS, INCOPORATED.

Adopted February, 1938

(Amended Dec 1953, Dec, 1954, April, 1958, October, 1960, June, 1961, June, 1992, November, 2000,
November, 2019)

Mission Statement

The Chamber of Commerce of the Tonawandas, Incorporated is a membership organization that provides a strong source of services, support and networking for business and community in the Tonawandas and surrounding areas. We create a positive environment for continuous improvement of our business climate through our proactive involvement with government, community and education leaders. We vigorously promote business, economic development, and the community of our Tonawandas service area to enhance the quality of life.

ARTICLE I

MEMBERSHIP PROCEDURE

SECTION 1. An application for membership shall be made in writing to the Chamber of Commerce of the Tonawandas, Incorporated and shall be accompanied by payment of the membership fee. Upon submission of the written application for membership and payment of the membership fee, a prospective member is conditionally admitted to membership, subject to election by the Board of Directors at its next meeting.

SECTION 2. The membership fee shall be set by the Board of Directors from time to time. The membership fee shall be in the same amount as the annual dues for such membership.

SECTION 3. Members may be elected at any meeting of the Board of Directors, by a majority vote of those Directors present.

SECTION 4. Any firm, association or corporation eligible for membership may acquire more than one membership by tendering payment of the annual dues for each such membership, and may designate an individual to represent each such membership, subject to the approval of the Board of Directors.

SECTION 5. Any firm, association or corporation holding one or more **memberships** shall have the right at any time to change any or all of its representatives upon written notice to the Chamber of Commerce of the Tonawandas, Incorporated.

SECTION 6. Non-Discrimination: Membership in The Chamber of Commerce of the Tonawandas, Incorporated shall be open to any business or individual that supports the purpose of our Mission Statement. The officers, directors, committee members, employees, and persons served by this Corporation shall be selected entirely on a non-discriminatory basis with respect to age, sex, race, religion, national origin, and sexual orientation. It is the policy of the Chamber of Commerce of the Tonawandas, Incorporated not to discriminate on the basis of race, creed, ancestry, marital status, gender, sexual orientation, age, physical disability, veteran's status, color, religion, or national origin.

ARTICLE II

VOTING

SECTION 1. Voting for Directors of the Chamber of Commerce of the Tonawandas, Incorporated shall be by individual ballot only. No member shall cast more than one (1) vote. A firm, association or corporation holding more than one membership shall be entitled to one (1) vote for each such membership, each such vote to be exercised by the person, designated pursuant to Article I, Section 4 hereof.

SECTION 2. No member shall be entitled to vote or to exercise any other benefits or privileges of membership, unless such member's dues are paid in full.

SECTION 3. Self-Dealing and Related Party: The Board may not enter into a related party transaction unless the Board determines that the transaction is fair, reasonable and in the organization's best interest at the time of determination. A director, officer or Key Employee who has an interest in a related party transaction must disclose in good faith to the Board or an authorized Board committee the material facts concerning such interest. Additional restrictions and procedures may be set forth by the Board. No related party with an interest in a related party transaction may participate in deliberations or vote on the related party transactions, except that the Board or an authorized committee may request that such related party present information concerning the transaction at a meeting of the Board or such committee prior to commencement of deliberations or voting thereon.

SECTION 4. No person who may benefit from a compensation arrangement may be present at or otherwise participate in any Board or Committee deliberation or vote concerning that person's compensation, except that the Board or committee may request that the person present information as background or answer questions at a committee or Board meeting prior to the commencement of deliberations or voting thereon.

ARTICLE III

EXPULSION

SECTION 1. Any member whose dues are unpaid for a period of ninety (90) days shall be automatically terminated as a member of the Chamber of Commerce of the Tonawandas, Incorporated.

SECTION 2. Any member whose conduct reflects unfavorably upon his membership is subject to expulsion from membership by 2/3 vote of the Directors at which quorum is present, provided that such member has been given written notice of such proposed action by the Board of Directors more than twenty (20) days before such action is taken, and provided further that such member is given an opportunity to be heard by the Board of Directors prior to said vote by the Board of Directors.

ARTICLE IV

GOVERNANCE

SECTION 1. The 1. Governance of the Chamber of Commerce of the Tonawandas, Incorporated shall be vested a Board of a minimum of 12 and maximum of 24 Directors, who shall have control of its property and direction of its affairs. The term of office of each Director shall be for a period of three (3) years. Each year, the term of office of 1/3 of said Directors shall expire. In addition, the immediate past President of the Chamber of Commerce of the Tonawandas, Incorporated shall also be a member of the Board of Directors with the same power and privileges as elected Directors. The immediate past President's term of office as Director shall coincide with the term of office for which they were most recently elected as Director, but shall in no event be less than one (1) year. **Expiring Directors interested in continuing to serve on the Board shall submit a formal request in writing to the Nominating Committee for consideration.**

SECTION 2. The Board of Directors shall be elected by the membership prior to the annual meeting of The Chamber of Commerce of the Tonawandas, Incorporated pursuant to Article V, Section 1 of these By-Laws. Newly elected Directors shall assume their respective offices at the annual meeting.

SECTION 3. Prior to the annual meeting of the Chamber of Commerce of the Tonawandas, Incorporated, the Board of Directors shall meet and elect officers for the ensuing year. All offices shall be held by a member of the Board of Directors, ~~with the exception of the Treasurer, who may be elected by the Board from the membership at large.~~

SECTION 4. The officers shall consist of a President, First Vice-president, Second Vice-President, treasurer and Secretary.

SECTION 5. These officers, together with the immediate past President, shall constitute the Executive Committee. There will be an Immediate past President if such person is still a Director in good standing.

Immediate is defined as the President in office immediately prior to the election of the current President.

SECTION 6. The Board of Directors shall employ an Executive Director, whose compensation and terms of employment shall be established by the Board of Directors. The Executive Director shall also hold the office of Secretary on the Board of Directors.

SECTION 7. The term of office of the officers of the Board of Directors shall be one (1) year. No officer shall serve in the same office for more than two consecutive terms, with the exception of the Treasurer and the Executive Director.

SECTION 8. Directors Liability insurance will be obtained for all Directors and paid for by the Chamber of Commerce of the Tonawandas, Incorporated.

SECTION 9. Any vacancy occurring in the membership of the Board of Directors shall be filled by appointment of the remaining members of the Board of Directors, until the next annual election, when such vacancy shall be filled by election by the membership at large, for the completion of the term of the vacated position. Such vacancy can be left unfilled at the direction of the Board of Directors.

SECTION 10. No person shall hold two or more offices at the same time.

SECTION 11. A Conflict of Interest Policy has been adopted by the Chamber of Commerce of the Tonawandas, Incorporated. Said Policy must be executed and signed by all Directors and re-affirmed annually in writing by each Director in December of each calendar year. The Board or designated Audit Committee of the Board shall oversee the adoption and implementation of, and compliance with, any Conflict of Interest Policy adopted by the Board.

ARTICLE V

Elections of the Board of Directors

SECTION 1. Not less than one (1) month nor more than three (3) months prior to the annual meeting of the Chamber of Commerce of the Tonawandas, Incorporated, the President shall appoint with the approval of the Board of Directors, a nominating **committee to select nominees** for the Board of Directors. This nominating committee shall be composed of the President, a Vice-**President and the** immediate past President, if still a Director of the Chamber of Commerce of the Tonawandas, Incorporated.

SECTION 2. In addition to the nominees selected by the nominating committee, the name of any member of the Chamber of Commerce of the Tonawandas, Incorporated in good standing may be written in on the ballot on the day of election by any member eligible to vote.

SECTION 3. The members shall vote by mail, **email** or in person by secret ballot, in conformity with such additional rules and regulations as the Board of Directors may adopt.

SECTION 4. Neither voting by proxy nor cumulative voting shall be allowed.

SECTION 5. In the event of a tie vote, final selection shall be made by lot under the direction of the nominating committee.

SECTION 6. In order to be considered for a Board seat, the nominee must have served on any Chamber committee or task force for a minimum of one year.

ARTICLE VI

MEETING PROCEDURE

SECTION 1. The Chamber of Commerce of the Tonawandas, Incorporated shall hold an annual meeting on a date, place and time to be designated by the Board of Directors. Notice of the annual meeting shall be mailed, emailed, faxed or sent by email or other electronic means to each member at their last known address or email address at least ten (10) days before the date of said meeting.

SECTION 2. At all membership meetings, twenty-five (25) members in good standing shall constitute a quorum.

SECTION 3. The Board of Directors shall meet a minimum of 9 times per year at a date, place, and time to be designated by the President.

SECTION 4. A special meeting of the Board of Directors may be called at any time by the President, or in the absence of the President, by any of the Vice-Presidents. Notice shall be issued to each Director stating the purpose of the meeting, not less than twenty-four (24) hours preceding the meeting by Written, verbal, email, fax or other electronic means.

SECTION 5. All regularly scheduled monthly meetings of the duly elected directors, $\frac{1}{2} + 1$ of the seated Directors shall constitute a quorum. At all Special Meetings of the Board of Directors, a majority of the Directors in attendance shall constitute a quorum.

SECTION 6. Informal Action by the Board of Directors: Any action required or permitted to be taken by the Board of Directors at a meeting may be taken without a meeting if consent in writing, setting forth the action so taken, shall be agreed by the consensus of a quorum. For purposes of this section, an e-mail transmission from an e-mail address on record constitutes a valid writing. The intent of this provision is to allow the Board of Directors to use e-mail to approve actions, as long as a quorum of Board members gives consent.

SECTION 7. Books and Records: The Corporation shall keep correct and complete books and records of accounts and shall keep minutes of the proceedings of all meetings of its Board of Directors, a record of all actions taken by the Board of Directors without a meeting, and a record of all actions taken by Committees of the Board. In addition, the Corporation shall keep a copy of the Corporation's Articles of Incorporation and By-Laws as amended to date.

Section 8. Each Director cannot miss more than 3 non-excused board meetings in a calendar year. Attendance is defined as in- person or remote. Failure to do so will result in termination of the Board seat.

ARTICLE VII

COMMITTEES

SECTION 1. The President shall appoint all committees and approve all chairpersons. The Chairperson does not have to be a member of the Board of Directors. At minimum, each Director shall serve on at least one committee. The President and the Executive Director shall be *ex officio* members of all committees.

SECTION 2. The Board of Directors shall authorize and define the powers and duties of all committees.

SECTION 3. Established committees of the Chamber of Commerce of the Tonawandas include finance, governance, nominating, executive, events, membership/marketing, economic development, by-laws and Gateway promotions. The President may assign interim committees or task force as needed.

ARTICLE VIII

COMMITTEE RULES

SECTION 1. At committee meetings, a majority of the committee members attending shall constitute a quorum; ~~except that, when a committee consists of more than nine (9) members, five (5) members shall constitute a quorum.~~

ARTICLE IX

FINANCE

SECTION 1. The fiscal year of the Chamber of Commerce of the Tonawandas, Incorporated shall commence on **January 1 and end on December 31** of each calendar year.

SECTION 2. AUDIT: Revenues less than \$250,000: Prepare and file an annual unaudited financial report on forms prescribed by the Attorney General. Revenues at least \$250,000 but not more than \$500,000: prepare and file an annual GAAP-compliant financial report, accompanied by an annual financial statement that includes an independent CPA's review report. External audit reports should be kept permanently. Internal audit reports should be kept for seven years.

SECTION 3. Checks, Drafts, Deposits: All checks, drafts, or other orders for payment of money, notes, or other evidence of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents, of the Corporation and in such manner as shall from time to time be determined by resolution of the Board. Any check issued on behalf of the Corporation must be reviewed and signed off on by any Director. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depository as the Board of a designated Committee of the Board may select.

SECTION 4. Banking and Accounting: Accounts payable ledgers and schedules should be kept for seven years. Bank reconciliations, bank statements, deposit slips and checks (unless for important payments and purchases) should be kept for seven years. Any inventories of products, materials, and supplies and any invoices should be kept for seven years.

ARTICLE X

BY-LAW AMENDMENTS

SECTION 1. These By-Laws may be amended by a majority vote of the members of the Chamber of Commerce of the Tonawandas, Incorporated, in good standing in attendance at any annual or special meeting at which there is a quorum present as defined in the By-Laws, provided that such amendments shall be plainly stated in the call for the meeting at which they are to be considered.

SECTION 2. Due notice by mail, email, fax or other electronic means of the meeting at which such amendments are to be considered must be given to every member at least ten (10) days prior to the time of the meeting. **The proposed By-Laws with Amendments shall be available to review at the Chamber office or on the Chamber Website at least ten (10) days prior to the time of this meeting.**

ARTICLE XI

ENACTMENT

SECTION 1. By-Laws shall be effective immediately following their adoption by the majority vote of the members of the Chamber of Commerce of the Tonawandas, Incorporated.

ARTICLE XII

RETENTION POLICY

The purpose of the document retention policy is establishing standards for document integrity, retention, and destruction and to promote the proper treatment of Corporation records.

SECTION 1. General Guidelines: Records should not be kept if they are no longer needed for the operation of the business or required by law. Unnecessary records should be eliminated from the files and disposed of properly to secure the privacy of information that may be contained within.

SECTION 2: Minimum Retention Periods for Specific Categories:

Corporate Documents: Corporate records include the Corporation's Articles of Incorporation, By-Laws, and any IRS Determination letters. Corporate records should be retained permanently. IRS Determination Letters should be available for public inspection upon request.

Tax Records: Tax records include, but may not be limited to, documents concerning payroll expenses, proof of contributions made by donors, accounting procedures, and other documents concerning the Corporation's revenues. Tax records should be retained for at least seven years from the date of filing the applicable return.

Employment Records/Personnel Records: State and Federal statutes require the Corporation to keep certain recruitment, employment, and personnel information. The Corporation should also keep personnel files that reflect performance reviews and any complaints brought against the Corporation or individual employees under applicable State and Federal statutes. The Corporation should also keep in the employee's personnel file all final memoranda and correspondence reflecting performance reviews and actions taken by or against personnel. Employment applications should be retained for three years. Other employment and personnel records should be retained for seven years.

Board and Board Committee Materials: meeting minutes should be retained in perpetuity in the Corporation's minute book. A clean copy of all other Board and Board Committee materials should be kept for no less than three years by the Corporation.

Press Releases/Public Filings: The Corporation should retain permanent copies of all press releases and publicly filed documents under the theory that the Corporation should have its own copy to test the accuracy of any document a member of the public can theoretically produce against the Corporation.

Legal Files: Legal counsel should be consulted to determine the retention period of particular documents, but legal documents should generally be maintained for a period of ten years.

Marketing and Sales Documents: The Corporation should keep final copies of marketing and sales documents for the same period of time it keeps other corporate files, generally three years. An exception to the three-year policy may be sales invoices, contracts, leases, licenses and other legal documentation. These documents should be kept for at least three years beyond the life of the agreement.

Correspondence: Unless correspondence falls under another category listed elsewhere in this policy, correspondence should generally be saved for two years.

Electronic Mail: Electronic Mail that needs to be saved should be either: 1. Printed in hard copy and kept in the appropriate file; or 2. Downloaded to a computer file and kept electronically or on a disk as a

separate file. The retention period depends upon the subject matter of the e-mail, as covered elsewhere in this policy.