

# HOWELL CHAMBER OF COMMERCE

## BY-LAWS

*as of July 18, 2017*

### Article I

#### Name

**Section 1** The name of the corporation is: Howell Chamber of Commerce, Inc.; hereinafter referred to as the Chamber.

### Article II

#### Offices

**Section 1** The Board of Directors of the Chamber may establish and maintain offices at such locations as they may determine are necessary to carry out the purposes of the corporation.

### Article III

#### Purposes

**Section 1** The purpose of the Chamber is to promote the balanced interests of Howell's commercial, financial, industrial, agricultural, educational, recreational and residential sectors; to foster a spirit of cooperation among all the sectors of the community; to research, study and report on issues of public concern to its members in the context of the best interests of Howell

as a total community; to advance the prosperity and well-being of Howell and its inhabitants; to promote the economy of Howell; to make and maintain Howell as a desirable, balanced community for work, for living, for pursuing educational goals, and for recreation.

## Article IV

### Members

**Section 1** Any person, association, corporation, partnership or estate (“Person”) having an interest in advancing the business, civic and general interests of the Township of Howell New Jersey, and its trade shall be eligible for membership in the Chamber. A non-profit organization can join the Chamber at a discounted rate. The organization must provide the Chamber with a copy of the 501-C3 showing non-profit status.

**Section 2** Each such applicant for membership shall present a signed application form or apply electronically as provided by the Chamber. The Board of Directors reserves the right to approve or disapprove any individual membership application.

**Section 3** Dues shall be payable annually, in advance, in accordance with such schedule as may be adopted by the Board of Directors. Dues for the first year of membership shall be payable at time of application, and thereafter on the anniversary date of each succeeding year. If dues are late the member may be subject to a late fee.

**Section 4** Resignation from membership in the Chamber shall not release the member from any due and unpaid dues, nor require the return of any pro-rata portion of dues, which may have been paid.

**Section 5** Each member shall be entitled to one vote at all meetings of the membership of the Chamber either in person or by Proxy.

## **Section 6** Meetings

Annual: The Annual meeting of the members of the Chamber shall be held in December at a time and place designated by the board (usually holiday mixer). Notice of the annual meeting shall be mailed, e-mailed or sent via fax, to each member, at the last known address, at least two (2) weeks prior to the date of said meeting. Said notice will set forth the business to be transacted.

Regular: There shall be regular meetings of the members of the Chamber at a time and place to be designated by the Board of Directors. Notice of said meeting shall be mailed, e-mailed or sent via fax, to the members no less than one (1) week prior to the date of the meeting. However, in no event shall there be a period of three (3) consecutive months, which no meeting has been held.

Special: The President, when deemed necessary, may call special meetings of the Chamber. Notice of said meeting shall be mailed, e-mailed or sent via fax, to the members no less than one (1) week prior to the date of the meeting.

## **Section 7** Expulsion or suspension:

A member may be suspended or expelled by a vote of two-thirds of the members of the Board of Directors present and voting at any regular or special meeting of the Board of Directors.

Any member who is more than ninety (90) days in arrears in payment of dues shall be suspended automatically without reference to the Board of Directors, and shall thereupon forfeit all rights and privileges of membership until such arrearage has been paid in full.

## **Article V**

### **Board of Directors**

**Section 1** The Chamber shall be governed by a Board of Directors. The Nominating Committee will submit a slate of candidates to the Executive Board for approval as set forth in Article VIII, Section 1 of these By-Laws. The number of Directors shall be established by the Executive Board and consist of at least 9 but no more than 19 Board of Directors, the 4 Executive Board members and the Immediate Past President. At the discretion of the President two (2) directors at large with voting rights can be added. The at large director's term will end when the President's term ends.

A director can serve no more than two (2) consecutive three (3) year terms on the board. If a director takes over another director's position mid-term, that director shall serve out the remainder of that year and shall be eligible for two (2) additional three (3) year terms. The two term limit does not apply if a director moves up to the Executive board.

**Eligibility:** The designated representative of any active-member (sec. 1, Art. IV) shall be eligible for election as a director. You must serve one (1) year as a committee member or a member in good standing for 1 continuous year before you can run for a director's position. If the business or organization which the member represents ceases to be a member of the Chamber, that Board member loses eligibility to remain on the Board and must resign.

**Election:** Except as noted in Section 1 above as to the Immediate Past President there shall be elected at an annual meeting of the membership of the Chamber, one-third of the members of the Board to serve for a term of three years each to succeed those whose terms have expired. In the event that the terms of directors is such that more or less than one-third of the board is due to begin a new term, the Executive Committee may designate shorter terms for particular director seats so as to return the board to an equal rotation of members.

The board shall consider and vote upon the slate of board nominees and officers presented to it, pursuant to Article VIII Section I, at the September board meeting. The vote of the board shall be by a simple majority. Notice of the proposed slate approved by the board shall be provided to the membership via e-mail in October. If any member of the Chamber does not agree with the slate of nominees, they may nominate another Chamber member or members, so long as written notice of the nomination is presented to the Chambers Executive Director at the Chamber's offices during normal business hours, within one (1) week following the e-mail announcing the Nominating Committees slate. In the event of a contested election, the President shall call for a special meeting of the membership. Notice of the special meeting and the names of those nominated for election along with the position for which they are running shall be mailed, e-mailed or sent via fax, to the membership no less than three (3) weeks prior to the date of the election. The election shall be by secret ballot and shall be by a simple majority of those present and voting. Voting by proxy shall not be permitted. In the absence of any challenges from the members or following any contested election, nominees will be installed at the December annual meeting (holiday party), annual dinner dance or any other date and location selected by the board of directors. Notice of the date of their installation shall be mailed, e-mailed or sent via fax, to the membership no less than three (3) weeks prior to that date.

Authority: The Board may adopt rules and regulations consistent with these by-laws and shall establish policy for the Chamber.

They shall have the power, in the name of the corporation to: sue and be sued; buy, hold, lease or mortgage both real and personal property; incur debts; borrow money, giving therefore notes of the corporation signed by one or more officials duly authorized by the Board for such purpose together with such collateral as may be required; may enter into contract of any kind furthering the purposes of the Howell Township Chamber of Commerce.

**Section 2** The Board shall declare vacant the seat of any director who has missed 50% of the regular Board meetings during any calendar year. The board member may appeal to the entire board to relax this rule upon a showing of exceptional circumstances.

Vacancies in the Board caused by resignation or otherwise may be filled by the Board for the remainder of the year in which the vacancy occurred.

**Section 3** There shall be at least 4 meeting of the Board in each calendar year at a time and place to be determined by the Board.

Special meetings of the Board may be called by the President at his/her discretion and must be called when requested by at least six (6) members of the Board.

**Section 4** A Quorum of the Board of Directors shall consist of a majority of the then active Board members at any regular meeting or special meeting thereof.

## **Article VI**

### **Officers**

**Section 1** The Executive Board of the Chamber shall consist of a President, First Vice President, Second Vice President, Treasurer and Secretary; all of who shall be members of the Board of Directors, except the secretary, when the duties are fulfilled by the Executive Director.

Election: The Officers of the Chamber shall be elected and installed in the same manner as the board of directors as set forth in Article VIII Section I and Article V Section I of these by-laws. A Member must first have held a director's position for a minimum of one (1) year to fill an officer's position and shall take office immediately upon election.

Vacancy: An Officer shall hold office for a period of two (2) years thereafter and until they're duly elected successors qualify and take office. The office of the President is limited to one (2) two-year term.

Any Officer may be removed, with or without cause, by the affirmative vote of two-thirds of the entire Board of Directors.

The Board of Directors may fill a vacancy in any office by majority vote of those present, at any regular or special meeting thereof.



## **Section 2** President:

The President shall be the Chief Executive Officer of the Chamber. He/she shall be responsible to the Board of Directors for the management of the affairs of the Chamber and perform such duties as are usual for such official or as may be required of him by the Board. He/she shall give overall policy direction to the activities of the Chamber, and be an ex-officio member of all Board and Chamber Committees. He/she shall preside at all meetings of the Board and of the Chamber. He/she shall have the power to sign, on behalf of the Chamber, all contracts and instruments binding on the Chamber as may be necessary and appropriate in the performance of his duties or as may be assigned by the Board of Directors. He/she shall report such actions periodically to the Board and annually to the membership at its annual meeting. He/she is able to approve \$500.00 of spending for the chamber without the board's approval per instance with a maximum of \$1000.00 per year for non-budgeted items. Each instance of spending, pursuant to the above authority, shall be reported at the next regularly scheduled meeting of the Board of Directors.

## **Section 3** The First Vice President and Second Vice President:

The First and Second Vice Presidents in that order, shall have the powers and perform the duties of the

President in his/her absence, unavailability, or inability to act.

**Section 4 Treasurer:**

The Treasurer shall oversee the receipt and disbursement of all funds of the Chamber. He/She shall keep a full and true account of all such receipts and disbursements, and shall render statements thereof at each regular meeting of the Board of Directors and at the annual meeting of the membership and at such other times as the Board may request. He/She shall be responsible, along with the President, for preparing an annual budget to be submitted to the Board for approval.

**Section 5 Secretary:**

The Secretary shall keep the minutes of all meetings of the Chamber and of the Board of Directors. He/she shall be the custodian of all documents, records and correspondence of the Chamber; he/she shall attest to all contracts and other papers authorized by the Board of Directors to be executed on behalf of the Chamber, and shall affix thereto the corporate seal of the Chamber, which seal shall be in his/her custody; he/she shall perform such other duties as may be assigned by the President or by the Board of Directors.

The Executive Board is authorized to spend \$1000.00 for non-budgeted items and up to \$2500.00 annually without board approval.

## Article VII

### Executive Director

**Section 1** Appointment: When deemed necessary by the President, and with the approval of the Board of Directors, he/she may appoint and hire an Executive Director of the Chamber and set the salary and term of office. In such case the duties of the Secretary shall revert to the Executive Director.

**Section 2** Duties: The Executive Director, if any, shall, under the direction of the President and with the approval of the Board of Directors, serve as chief administrative officer of the Chamber. It shall be the duty of the Executive Director to conduct the official correspondence, preserve all books, documents and communications, keep books of account, and maintain an accurate record of the proceedings of the Chamber, Board of Directors and all committees thereof. He/she shall manage the property, business, and affairs of the corporation, and shall be ex-officio a member of the Board of Directors and all Chamber and Board committees. He/she shall have the responsibility to prepare a monthly membership communication and an annual report. He/she shall perform such other duties as are incident to the office or otherwise assigned by the President and the Board of Directors. He/she shall have the authority, with approval of the Board of Directors, to hire and appoint such assistants as are necessary to carry out the duties assigned, and to set their salaries and terms of employment.

## Article VIII

### Committees

**Section 1** Nominating: There shall be a Nominating Committee composed of five (5) active chamber members, only two (2) of whom may be current members of the Board of Directors. At least one of the members shall be a past president of the Chamber. The members of the nominating committee shall be appointed by the President with approval of the Board of Directors, to serve for a period of one year or until their successors have been appointed and approved. The nominee must read and agree to the terms of the position (Directors Acceptance Agreement) prior to the election. Said document will be provided to the nominee by the nominating committee and will outline the criteria and responsibilities for a board position.

The Nominating Committee shall be charged with preparing a list of nominees to fill the seats of those officers and directors whose terms are expiring or are otherwise vacant. The list will be presented to the board of directors, prior to the September board meeting

**Section 2** Other Committees: The President of the Chamber shall have the authority to establish such standing and special committees of the Chamber, or of the Board, as are needed to carry out its (Chamber) purposes; and further, shall have the authority to appoint the Chairperson and membership of each such committee.

The representative of any Active member in good standing shall be eligible for such appointment.

## **Article IX**

### **Publication**

**Section 1** No member of the Chamber, Officer, Director, or employee shall make public a position, recommendation or decision upon any public question or issue which purports to represent the views of the Chamber of Commerce, until such approval has been given by the Board of Directors, unless such recommendation or position is clearly implied from the policy established by the Board or from powers granted to the committee or other chamber spokesperson.

## **Article X**

### **Amendments**

**Section 1** These BY-LAWS may be amended by the Board of Directors, by an affirmative vote of the majority of those members present and voting at a regular or special meeting of the Board of Directors of the Chamber called specifically for such purpose, so long as the entire Board of Directors have been given fourteen (14) days notice of said meeting, as well as copies of the language which is to be amended, along with the proposed amendments thereto.

## **Article XI**

### **Disolution**

**Section 1** The Howell Chamber of Commerce, Inc, can be dissolved by the affirmative vote of two-thirds of the then active members of the Board of Directors pursuant to the New Jersey Nonprofit Corporation Act.

**Section 2** Distribution Upon Dissolution: Upon termination or dissolution of the Howell Chamber of Commerce, any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the 1986 Internal Revenue Code (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the Chamber.

**Section 3** The organization to receive the assets of the Howell Chamber hereunder shall be selected in the discretion of a majority of the Board of Directors.