

BYLAWS

of the

**SHORTSVILLE-MANCHESTER AREA
CHAMBER of COMMERCE,
INCORPORATED**

Adopted: February 22, 2006

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**Shortsville-Manchester Area Chamber of Commerce, Inc.
Corporate By-Laws**

Article I.

Description

Section 1. *Name.* The Corporation shall be known as Shortsville-Manchester Area Chamber of Commerce, Inc. (hereinafter "the Chamber").

Section 2. *Territory.* The Chamber shall conduct activities primarily in the Villages of Shortsville and Manchester, New York, and their environs, subject to changes by the aforementioned Chamber.

Section 3. *Office.* The principal office of the Chamber shall be located in the Town of Manchester, County of Ontario, State of New York. This office shall manage Chamber activities and be the depository for all Chamber records.

Article II.

Purpose and Mission

The Chamber is an organization of business people and other community members working together to advance the business, cultural, and civic welfare of the Shortsville-Manchester area as stated in the Chamber's Certificate of Incorporation.

It is the Mission of the Chamber to foster the conditions necessary for sustainable economic development, tourism, business growth, and quality of life for all Shortsville-Manchester residents, and to be a leading advocate on issues affecting the economic well-being of the community.

Article III.

Membership

Section 1. *Criteria for Membership.* Any association, business, company, corporation, organization, partnership or proprietorship, or any individual business-owner, certified practitioner, licensed professional or other proprietor, or any other individual dedicated to the mission and purposes of the Chamber shall be eligible for Membership in the Chamber. The Executive Committee may establish additional criteria for membership, as well as procedural requirements for prospective members, unless otherwise proscribed by law, the Certificate of Incorporation and/or these By-Laws.

Section 2. *Classes of Membership.*

2.1. *Classes of Membership Authorized.* Two classes of Membership are available to Members of the Chamber: Organizational and Individual Membership.

2.2. *Organizational Membership.* Any association, business, company, corporation, organization, partnership, or proprietorship, or any individual business-owner, licensed professional or certified practitioner dedicated to the mission and purposes of the Chamber shall hold Organizational Membership. Pursuant to Section 7 of Article IV of these By-Laws, each Organizational Member shall appoint one (1) Official Representative for purposes of voting.

2.3. *Individual Membership.* Any individual dedicated to the mission and purposes of the Chamber not meeting the requirements for Organizational Membership shall hold Individual Membership.

Section 3. *Evidence of Membership.* Each Member shall be issued a membership card or certificate indicating the appropriate membership form of the Member.

Section 4. *Suspension.* Any Member may be suspended for cause by a majority vote of the Membership, provided there is a quorum for the meeting at which the action is taken. At any meeting where a vote is to be taken to suspend a Member, the Member in question may attend and shall be given a reasonable opportunity to respond to charges giving rise to the vote for suspension.

Section 5. *Membership Dues.*

5.1. *Assessment.* The Executive Committee shall establish a schedule of annual dues for Membership in the Chamber.

5.2. *Assessment Period.* The assessment of dues for membership runs on an annual basis. The annual membership year shall be the calendar year.

5.3. *Delinquency.* Any Organizational or Individual Member failing to remit dues within three (3) months of written notification shall be deemed delinquent, and shall be disqualified from voting at, or otherwise participating in, the Annual Meeting or any Special Meetings of the Membership; holding any office or committee position; or otherwise enjoying the privileges of membership within the Chamber until arrears are brought current.

5.4. *Waiver.* The dues of an Organizational or Individual Member may be waived at the discretion of the Executive Committee if a written request for such waiver is received.

Article IV.

Meetings of the Membership

Section 1. *Meetings.*

1.1. *Annual Meeting.* A meeting of the Members entitled to vote shall be held for the election of Officers and the transaction of business in the month of December of each year on any day in that month as determined by the Executive Committee,

or within not less than one month of written notice. Elections for officers to serve in the year 2006 may be held at the February meeting of the Chamber, owing to the revision of the by-laws. The term of office for those so elected shall be as stated in these by-laws.

1.2. *Special Meetings.* Special Meetings may be called at any time by the President, or a majority vote of the Executive Committee upon the written request of at least ten (10) percent of the qualified voting Members of the Chamber.

1.3 *Regular Monthly Meetings.* The schedule for regular meetings shall be determined by the Membership. Notice of all regular meetings shall be promulgated by the Secretary through appropriate media.

Section 2. *Place of Meetings.* The location of all meetings of the Membership shall be determined by the Membership.

Section 3. *Quorum.* A quorum shall be required for the legal and proper conduct of the business of the Membership, and shall consist of not less than nine (9) Members. When a quorum is once present to organize a meeting, it is not broken by the subsequent withdrawal of any Members.

Section 4. *Adjournment.* A majority of the Members entitled to vote present at any meeting of the Membership, whether or not a quorum is present, may adjourn any meeting to another time and place.

Section 5. *Proxies.*

5.1. *Proxies Authorized.* Every Individual Member or Official Representative of an Organizational Member entitled to vote at Membership meetings or to express consent or dissent without a meeting may authorize another person or persons to act for such Member by proxy. The same shall be in writing, subscribed by the person giving the proxy.

Article V.

Executive Committee

Section 1. *General Management.* The general management of the affairs of this Chamber shall be vested in an Executive Committee. The Executive Committee shall have control of the property of the Chamber and shall determine its policies with the advice of its various subcommittees. It shall have power to employ necessary staff and other help, authorize expenditures and take all necessary and proper steps to carry out the purposes of this Chamber and to promote its best interest.

Section 2. *Composition.* The Executive Committee shall be comprised of the President, Vice-President, Secretary and Treasurer and a member-at-large selected by a simple majority vote of the membership to hold a like term as other officers.

Section 3. Annual Report. The Executive Committee shall present at the Annual Meeting a report certified by a firm of independent public accountants selected by the Committee, showing in appropriate detail the following:

- a. the assets and liabilities, including the trust funds, if any, of the Chamber as of the end of the twelve-month fiscal period terminating not more than six months prior to said meeting;
- b. the principal changes in assets and liabilities, including trust funds, if any, during said fiscal period;
- c. the revenue or receipts of the Chamber both unrestricted and restricted to particular purposes, during said fiscal period, and;
- d. the expenses or disbursements of the Chamber, both general and restricted to particular purposes, during said fiscal period.

This report shall be filed with the records of this Chamber and a copy thereof entered in the minutes of the proceedings of the Annual Meeting.

Article VI.

Officers

Section 1. Officers, Election, Term. The Membership, at its annual meeting, shall elect by majority vote a President, Vice President, Secretary and Treasurer, and such other Officers as they may determine, who shall be given such duties, powers and functions as hereinafter provided. Officers shall be elected to hold office for two (2) years from the date of election. No Officer shall hold the same office for more than three (3) consecutive terms.

Section 2. Removal, Resignation. Any Officer elected by the Membership may be removed by the Membership. In the event of the death, resignation or removal of an Officer, the President shall appoint an acting successor to fill the unexpired term. This appointment shall be confirmed or disapproved by the Membership at the next regular or special meeting.

Section 3. Duties.

3.1. President. The President shall be the principal executive officer of the Chamber and shall in general supervise all of the business and affairs of the Chamber. He/she shall preside at all meetings of the members and of the Executive Committee.

3.2. Vice President. In the absence of the President, or in the event of his/her inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. He/she shall also assume responsibilities for oversight relative to corporate committees, including the appointment of

committee members. The Vice President shall perform such other duties as from time to time may be assigned to him/her by the President and/or the Executive Committee.

3.3. Secretary. The Secretary shall keep the minutes of the meetings of the Members and of the Executive Committee in one or more books provided for that purpose, see that all notices are duly given in accordance with the provisions of these by-laws or as required by law, and be custodian of the corporate records of the Chamber. The Secretary shall keep a register of the post office address of each member and, in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him/her by the President and/or the Executive Committee. In addition, the Secretary shall notify members of their election to office or their appointment to committees and keep a record of the transactions of the Chamber and of the Executive Committee.

3.4 Treasurer. The Treasurer shall be responsible for the supervision of an account of all monies received or expended by the Chamber. In general, the Treasurer shall perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him/her by the President or by the Executive Committee. He/she shall report to the Membership at all meetings, according to a format prescribed by the Executive Committee.

Article VII. Committees

Section 1. *Appointments.*

1.1. *Standing Committees.* The Vice President shall, subject to approval of the Executive Committee, appoint the following Standing Committees: Finance Committee, with responsibilities including fund development initiatives, auditing procedures and annual reports; Nominating Committee, with responsibilities including the development of slates of candidates for election; Public Relations Committee, with responsibilities for maintaining and developing good community relations; and By-Laws Committee, when needed.

1.2. *Ad Hoc Committees.* Additional committees may be created and appointed by the president with the consent of the Executive Committee as needed for special purposes.

Section 2. *Powers and Responsibilities.* Each committee and every member thereof shall serve at the pleasure of the Executive Committee. No committee shall have the power to represent, bind or otherwise speak for the Chamber without the express consent of the Executive Committee. Each committee shall keep minutes of proceedings and regularly report to the Executive Committee and to the general membership.

Section 3. Qualifications. All committees of the Chamber shall be comprised of Members of the Chamber. The Executive Committee may establish or waive qualifications for committee membership at its discretion.

Section 4. Meetings. Meetings of committees, of which no notice shall be necessary, shall be held at such time and place as shall be fixed by the President of the Chamber or the Chairperson of the Committee or by a majority vote of all of the members of the Committee.

Section 5. Quorum and Manner of Acting. Unless otherwise provided by resolution of the Executive Committee, a majority of all of the members of a committee shall constitute a quorum for the transaction of business and the vote of a majority of all of the members of the committee shall be the act of the committee. The procedures and manner of acting of the committees of the Board shall be subject at all times to the Directions of the Executive Committee.

Article VIII. Amendments

These By-Laws may be amended, repealed or altered in whole or in part by the majority vote of the Membership at the annual meeting or at any special meeting of the Membership called for that purpose. The text of any proposed amendment to these by-laws must be promulgated to the general membership not less than two weeks prior to the meeting at which the vote to accept or reject said amendment shall be taken.

Article IX. Annual Audit

The accounts of the Chamber shall be internally audited each year by the Finance Committee, which shall report its findings at the annual meeting.

Article X. Duty of Loyalty & Conflict of Interest

Section 1. Duty of Loyalty. No Officer or Director shall engage in, or condone, any conduct that is disloyal, disruptive, damaging or competes with the Chamber. No Officer or Director shall take any action, or establish any interest, that compromises his/her ability to represent the Chamber's best interest.

Section 2. Conflict of Interest.

2.1 Definition. A conflict of interest exists when a matter to be acted upon by the Executive Committee confers a direct, substantial benefit to any Officer or

Director of the Board, or business or agency from which such an Officer or Director derives an income or has authority in governance.

2.2. *Abstention.* An Officer or Director shall abstain from voting on any matter before the Board that places him or her in a conflict of interest.

**Article XI.
Promotion**

Section 1. *General.* The Chamber shall prepare and disseminate such promotional materials and information as are deemed necessary and helpful in order to advance the Chamber's mission as stated in Article II of these By-Laws. These promotional materials and information items shall be understood to include all those which are officially transmitted to the general public through the following media:

- a) Paper (pamphlets, brochures, flyers, circular letters, print advertisements and news releases)
- b) Internet (specifically, the official Internet website of the Chamber)
- c) Radio and television.

The official Internet website of the Chamber shall be that which is registered under the domain name

<http://shortsvillemanchesterareachamberofcommerce.com>

OR

<http://www.smacc.us>

and no representation of the Chamber under any other domain name shall be regarded as official, except as provided under the amendments to these By-Laws.

Section 2. *Authorization.* The content of all promotional materials and information mentioned above in Section 1 of this Article shall be subject to approval and authorization by the Executive Committee.

Section 3. *Participation of Members.* All Members of the Chamber shall be strongly encouraged to promote the Chamber and its Mission at every available opportunity, but no individual member shall assert or imply before the general public that he or she speaks or writes in the name of the Chamber as a whole, unless that member is specifically authorized to do so by the Executive Committee.

**Article XII.
Construction**

If there is any conflict between the provisions of the Certificate of Incorporation and the By-Laws, the provisions of the Certificate of Incorporation shall govern.

Article XIII.

Contracts, Loans, Bank Checks & Drafts & Bank Deposits

Section 1. *Contracts.* The Executive Committee, except as these By-Laws may otherwise provide, may authorize any officer or officers, agent or agents, in the name of the Chamber to enter into any contract or execute and deliver any instrument, and such authority may be general or confined to specific instances; but unless so authorized by the Executive Committee, or expressly authorized by these By-Laws, no Officers, agents or employees shall have the power or authority to bind the Chamber by any contract or engagement or to pledge its credit or render it financially liable in any amount for any purpose.

Section 2. *Loans.* No loans shall be contracted on behalf of the Chamber unless specifically authorized by the Executive Committee.

Section 3. *Bank Checks and Drafts.* All bank checks and drafts and all other such orders for the payment of monies out of the funds of the Chamber, and all notes or other evidences of indebtedness of the Chamber, shall be signed on behalf of the Chamber in such manner as shall from time to time be determined by resolution of the Executive Committee.

Section 4. *Bank Deposits.* All funds of the Chamber not otherwise employed shall be deposited from time to time to the credit of the Chamber in such banks, trust companies or other depositories as the Executive Committee may select.

Article XIV.

Dissolution

Section 1. *Dissolution.* This Chamber may be dissolved by a two-thirds (2/3) majority vote of the Membership present at any annual meeting or special meeting of the Membership called for that purpose on not less than two weeks notice to the general membership.

Section 2. *Residual Assets.* Upon dissolution of the organization, any residual assets shall be disposed of in accordance with applicable law.

Article XV.

Fiscal Year

The fiscal year of the Chamber shall commence on the first day of January and end on the last day of December.