GREATER CORNWALL CHAMBER OF COMMERCE, INC.

AMENDED BY-LAWS

Adopted ~~March ___, 2017~~_____, 2025

ARTICLE 1 - NAME

The name of the corporation is **The Greater Cornwall Chamber of Commerce, Inc.** (hereinafter "Chamber") and was incorporated with the New York State Department of State on March 27, 2002. The Chamber is the successor corporation of Cornwall Business Association, Inc. These By-Laws amend the By-Laws dated August 26, 1996 of the Cornwall Business Association, Inc~~.~~., and the By-Laws dated March 2017 The address for the corporation is P.O. Box 700, Cornwall, NY 12518.

ARTICLE 2- OBJECTIVE

The objective of the Chamber is to promote the civic, economic, social welfare and progress of the greater Cornwall area for its residents, businesses and visitors.

ARTICLE 3 – MEMBERSHIP/MEETINGS

a. Membership of the Chamber is open to any business, group or individual that has the best interest of the Chamber and the greater Cornwall area at heart. Each member shall pay the dues established by the Board of Directors. The membership dues will be reviewed annually by the Board of Directors. Dues will be payable by ~~the~~ January ~~meeting~~31 of each year.

b. The meetings of the Chamber will be held monthly, with such exceptions, and on the ~~4th Tuesday~~dates determined by the Board of ~~every month, except July and December~~Directors. Every effort will be made to keep the meetings informative and interesting. Guest speakers will be approved by the President and will not be permitted to present any personal solicitations.

c. Every effort will be made to keep politics out of the Chamber, especially at

the general meetings. Disruption of the meeting, political innuendos and/or intoxication will not be tolerated. Any member may be expelled by a 2/3 vote of the members in attendance at any regular meeting after ~~proper~~at least ten (10) days notice, and an affording the subject member an opportunity to be heard at such meeting. Grounds shall be conduct unbecoming a member.

ARTICLE 4 – VOTING

1. Each business organization is entitled to one vote only, even though the membership covers a business organization composed of more than one person.

2. Members must have their dues paid in full to be eligible to vote or exercise any other privilege of membership.

3. Voting shall be in person at a regular meeting of the membership. For any vote of the membership other than the election of Officers and Directors, or amendment of the By Laws, provided the Board approves holding an vote on the topic to be presented to the membership and notice of such vote is given to the membership at least ten (10) days prior to vote deadline, the membership may vote by email addressed to the Recording Secretary, received by the vote deadline. All email votes shall require that at least a quorum of the Membership submit an email vote, and a majority of the votes cast shall be required to approve an action. In the discretion of the Recording Secretary, he/she may investigate any or all of the emails votes cast to confirm their legitimacy. The Recording Secretary shall report the results of the vote to the Board of Directors and to by Membership by email.

ARTICLE 5 – BOARD OF DIRECTORS

The Board of Directors will consist of 5 **Officers** (President, 1st Vice-President, 2nd Vice President, Treasurer and Recording Secretary) and 5 **Directors.**

Nominations for elected positions will be held in October, with the election in November or December. Any and all voting will take place at the November or December meeting. Newly elected Officers and Directors will take office in January. No officer or director shall have any personal liability for any action taken in good faith for the benefit of the Chamber.

Special meetings of the Board of Directors may be called by the President at any time on his own initiative or by the Secretary upon request of any two (2) Directors of the Board. Ten (10) days prior notice of meetings of the Board shall be sent by regular or electronic mail to all Directors and shall be deemed sufficient notice of such

meetings.

Whenever the Board of Directors or any committee thereof is required or permitted to take any action by vote, such action may be taken without a meeting on written consent setting forth the action so taken, signed by all the Directors or committee members entitled to vote thereon.

Any number of Directors of the Board or members of any committee thereof may participate in and vote at any meeting of the Board of Directors or any committee thereof by audio, or audio and video, conference or similar communications equipment allowing all participants in the meeting to hear each other at the same time.

OFFICERS

In order to be nominated for the President, 1st Vice President, 2nd Vice President, Treasurer or Recording Secretary, you must have previously served as a Director and be in good standing for a minimum of ~~two (2) consecutive years~~one (1) year.

~~PRESIDENT: He/She will have the responsibility of officiating at all meetings and will be responsible for the overall well-being of the Chamber. The President will also be in charge and have the power to appoint all committees.~~

PRESIDENT: The President shall preside at the meetings of the Chamber Members, and of the Board of Directors, and of the Executive Committee, and shall be a member ex-officio, with right to vote, of all committees. The President shall also, at the annual meeting of the Chamber Members and such other times as the President deems proper, communicate to the corporation or to the Board of Directors such matters and make such suggestions as may, in the President's opinion, tend to promote the best interests of the Chamber and shall perform such duties as are necessarily incidental to the office of President.

1st VICE-PRESIDENT: He/She will fill in for the President in the case of his/her absence and support the actions of the President.

2nd VICE-PRESIDENT: He/She will fill in for the President in the case of the absence of the 1st Vice-President and support the actions of the President.

TREASURER: He/She will be responsible for all financial affairs, billing and collecting yearly dues, preparing treasurer's report for the monthly meetings, and preparing a financial statement at the beginning of each year pertaining to the financial transactions of the previous year. In the absence or disability of the Treasurer, the Board of Directors may appoint a Treasurer pro tem.

RECORDING SECRETARY: He/She will be responsible for taking the minutes of each meeting, typing the minutes and distributing the minutes to the Board, for Board meetings, or to the Members for membership meetings, which distribution may be made by posting on the Chamber's website: www.CornwallChamber.org. Several copies of the minutes will be provided for viewing at each meeting. The Recording Secretary will have voting privileges. In case of absence or disability of the Recording Secretary, the Board of Directors may appoint a Secretary pro tem.

~~CORRESPONDENCE SECRETARY*: He/She will be appointed by the Board of Directors and be responsible for retrieving the mail from the post office box, reading all correspondence, responding to correspondence and assisting with correspondence and planning of events for all committees. In addition, this position requires reserving space for monthly dinner meetings and bi-monthly breakfast meetings, sending email invites for monthly meetings/breakfast meetings, planning and typing agenda for monthly board meetings, planning the yearly holiday party, answering emails and phone calls, updating event calendar and weekly Facebook events page and updating new member information in contacts and the Chamber website. The correspondence secretary will also assist the treasurer with deposits and paying bills and other duties as required by the Board of Directors. The Correspondence Secretary is not an Officer or Director and therefore will not be counted for purposes of determining a quorum.~~

~~*The Correspondence Secretary will be a paid position and will not have voting privileges. The salary of the Correspondence Secretary will be determined by a vote of all Chamber members.~~

All leases, contracts or other instruments in writing shall be signed by such Officer or Officers as the Board of Directors may direct.

DIRECTORS

The Board of Directors shall have general charge and management of the affairs, funds and property of the Chamber and shall do and have the power to do all things necessary or desirable to carry out the purposes for which the Chamber was formed.

In order to be nominated as a Director, a member must be in good standing and an active member of the Chamber for a minimum of one (1) year of continuous service. "Active member" status will be determined by the amount of volunteer work performed during the year as determined by the Officers. The Officers shall annually establish goals for the Board which shall include the number of events that each member shall participate in.

There will be Five (5) Directors~~.~~, in addition to the Officers. The Officers and the Directors will meet once a month before the general meeting at a mutually agreed time and place. Each member of the Board of Directors must be a chair or co-chair of a committee. The ~~Board~~President will also have the right to call an emergency meeting for any decision that has to be made to protect the Chamber.

The Board of Directors is authorized to purchase and maintain insurance for indemnification of Directors and Officers of the Chamber.

Any Director or Officer may be removed either with or without cause, at any time, by vote of two-thirds of the Directors present at any special meeting called for that purpose, a quorum being present.

ARTICLE 6 – NOMINATIONS & TERMS OF SERVICE

The Board of Directors will have a 3-year term of service.

~~The Correspondence Secretary, upon resignation or action by the Officers, will be replaced by the Officers until the next vote. Thereafter, nominations for the position, whether they be a chamber member or outside of the Chamber, will be allowed on the ballot for the upcoming elections.~~

Should the President resign during his term of service or should the President's term of service be expired, the first nominees to be on the ballot will be the two current Vice-Presidents. If there is a vacancy in any other office due to resignation, death or other cause, the Board will appoint an interim replacement until the next election year for that office. Each director elected to fill a vacancy shall hold office until the next annual meeting at which time the election of Directors is in the regular order of business and thereafter until such Director's successor is elected and qualified.

ARTICLE 7 – MEETING QUORUMS

a. Ten members in good standing shall constitute a quorum for any action or voting required at any regular meeting.

b. At all committee meetings, including ~~meeting~~meetings of the Board of Directors, a majority shall constitute a quorum.

ARTICLE 8 – STANDING COMMITTEES

The Chamber currently has the following standing committees:

a) FALL FESTIVAL
b) NOMINATING COMMITTEE

Other committees, including but not limited to: Holiday (July 4th, Halloween, Christmas) Golf Outing, Beautification, Car Show, Economic Development, Art Walk, and Recycle Day may be created by the Board as needed.

ARTICLE 9 – DONATIONS/EXPENSES

All requests for donations or expenses to be made or paid by the Chamber must be submitted to the Board of Directors. The Board of Directors can approve all expenses and donation expenditures ~~and/or expenses~~ up to $~~500~~1,000.00. All other donations or expenses must be approved by the general membership.

Criteria for Donations: Those individuals, groups or corporations within the greater Cornwall geographic region that are "not for profit" organizations (whether or not they have a 501(c)(3) designation) that promote the general betterment of the Cornwall community.

Budget. An annual budget for the Chamber shall be prepared by the Board of Directors and submitted to the Membership no later than the December meeting for approval. The budget shall provide details on any expenditure which is either new (not included in the budget for the prior year), or which has increased by more than ten (10%) percent from the amount in the budget for the previous year. Each new budget expenditure, and an expenditure which has increased by more than 10% over the amount expended in the prior year, and which new or increased expenditure exceeds the Board threshold of $1,000.00 as noted above, shall require a separate approval of the general membership. The approval of the budget by the Membership shall be deemed approval for all other expenditures set forth in the proposed budget.

Chamber Property. All personal property, including but not limited to intellectual property, copyrights, trademarks, web site design, logos, maps, pamphlets, brochures, video and audio recordings, etc., prepared for the use and promotion of the Chamber shall be owned by the Chamber with all rights to use, reuse, edit, redesign, license, or otherwise exercise dominion and control over such property. In all contracts and agreements for preparation of such property and materials, the Chamber's ownership of such property shall be spelled out and shall be included as a term of the contract and/or agreement.

ARTICLE 10 – AMENDMENTS

These By-laws may be amended by a majority vote of those members in good

standing in attendance at a regular monthly meeting or any special meeting called for that purpose. Notice must be given one month in advance of the vote. Notice shall include the specific changes under consideration.

Adopted as of _____, 202__

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_____, Secretary