



# MOUNT OLIVE AREA CHAMBER OF COMMERCE

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A Corporation Not For Profit

## BYLAWS

*Revised 11/2002*

### ARTICLE I. PURPOSES

The purpose for which the Chamber of Commerce has been formed is as follows:

1. To advance the commercial, industrial, professional and civic interests of the area;
2. To acquire, preserve and distribute industrial, commercial, professional and civic statistics and information of value to the participating members of the Chamber and the community;
3. To interest and encourage the organization and acquisition of new industries, businesses and professions in the Mt. Olive area;
4. To have a part in representing the Mt. Olive Area and community interests in the consideration and decisions by governmental authorities of issues of Local, State and National importance.

This Chamber of Commerce, in its activities, shall at all times be nonpartisan, nonsectional (i.e. with respect to the different neighborhoods within the area), nonsectarian, nonpolitical and nondiscriminatory.

### ARTICLE II. MEMBERSHIP

**SECTION ONE. Application for Membership.** Membership in the Chamber shall be drawn from the industries, businesses, professions and citizens of the Mt. Olive Area. Each application for membership shall bear the signature of the applicant and shall be upon the prescribed form issued by the Chamber and shall have the endorsement of a member of the Chamber in good standing.

**SECTION ONE A. Membership for Retired Members.** Any member who has been a member in good standing for a minimum of five (5) years and has retired from their business may submit an application for membership as a "Retired Member" and upon acceptance by the Board of Trustees, shall enjoy all the rights and privileges of a regular member of the Chamber.

**SECTION TWO. Election of Members.** Members shall be elected by the Board of Trustees. A majority vote shall be required for election to membership.

**SECTION THREE. Voting Rights.** Each member shall be entitled to one vote on each matter submitted to a vote of the members.

**SECTION FOUR. Termination of Membership.** The Board of Trustees, by affirmative vote of two-thirds of all members of the Board, may suspend or expel a member for cause after due notice and an appropriate hearing has been conducted. Further, membership may be terminated for non-payment of dues as set forth in Article 111 below.

**SECTION FIVE. Transfer of Membership.** Membership this Chamber of Commerce is not transferable or assignable.

## ARTICLE III. DUES

**SECTION ONE. Payment of Dues.** Dues for Chamber members shall be during the month of January. Payment shall be payable annually made to the Treasurer of the Chamber: \$50 for 1-10 employees, \$75 for 11-20 employees, \$100 for 21-30 employees, and \$200 for 31 or more employees.

**SECTION ONE A. Payment of Dues for Retired Members.** Dues for Chamber Retired Members shall be payable annually during the month of January and shall be reduced to the sum of \$10.

**SECTION TWO. Failure to Pay Dues.** If Dues are not paid within the first quarter after becoming due, written notice of delinquency shall be given by the Treasurer to said member. If said member has failed to make payment of the dues within thirty (30) days after receiving notice, his membership may be suspended or terminated by the Board of Trustees.

## ARTICLE IV. MEETINGS OF MEMBERS

**SECTION ONE. Regular Meetings.** Regular meetings of the Chamber of Commerce membership shall be held least one time a month during the months of September through June. The President of the Chamber or the Board of Trustees shall set the date, time and place for the regular meeting and shall arrange for the forwarding of a written notice to the members of the date, time and place of the meeting at least seven (7) days prior to the meeting date. The President and the Board of Trustees shall endeavor to schedule the regular meetings on a regular basis, such as the second Monday of each month, in order to make it easier for the public and prospective new members to attend the Chamber meetings.

**SECTION TWO. Annual Meetings.** The Annual Meeting of the membership shall be held during the month of November. The President of the Chamber shall arrange for the forwarding of written notice to all members of the date, time and place for said meeting. The Annual Meeting shall be for the purpose of electing Trustees and Officers as set forth hereafter and for the transaction of such other business as may come before the meeting. Further, the Board of Trustees shall appoint two members of the Chamber to audit the Chamber's books and records for the past year. The results of the audit shall be re-ported to the Board of Trustees as soon as possible.

**SECTION THREE. Special Meetings.** Special meetings may be called by the President at any time and may be called upon written request by four (4) members of the Board of Trustees or eight (8) members of the Chamber. All members of the Chamber are to be given notice of any Special Meetings, as well as the purpose for said meeting.

**SECTION FOUR. Quorum.** A majority of those present and eligible to vote shall constitute a quorum. If a quorum is not present at any meeting of the members, a majority of the members present may adjourn the meeting to another date, with notice to the absent members.

**SECTION FIVE. Absentee Ballots.** At any meeting of members, any member in good standing shall be entitled to execute an absentee ballot on any matter scheduled for a vote at a Chamber meeting; provided, however, that such absentee ballot be in the handwriting of the member, signed and dated by the member, and specifically directed to the matter which is the subject of the vote.

## ARTICLE V. BOARD OF TRUSTEES

**SECTION ONE. General Powers.** The affairs of the Chamber shall be managed by its Board of Trustees. Trustees must be members of the Chamber and residents of the State of New Jersey.

**SECTION TWO. Number and Tenure.** The number of the Trustees for the Chamber shall not be less than eight and no more than Eleven (11). The Trustees who are not Officers of the Chamber shall have staggered terms as follows: One three (3) year Trustee, Two two(2) year Trustees and Two one (1) year Trustees. The Officers of the Chamber consisting of the President, Vice President, Corresponding Secretary, Recording Secretary and Treasurer shall be Trustees of the Chamber Ex Officio (i.e. by virtue of their office). Further, the immediate Past President of the Chamber shall be a Trustee, Ex Officio. In the absence of the President and Vice President at Chamber meetings, the immediate Past President shall be responsible for the conduct of the Chamber meetings. The Officer Trustees of the Chamber shall serve for one (1) year terms concurrent with their office. In the event any Trustee resigns or is removed before finishing his or her term, the person appointed by the Board shall serve the remaining term of the person replaced.

**SECTION THREE. Election of Trustees.** All Trustees shall be elected by the membership of the Chamber at the Annual Meeting, and pursuant to the nomination and election procedure set forth in Article VI 1 below.

**SECTION FOUR. Regular Meetings.** A regular annual meeting of the Board of Trustees shall be held with notice promptly after the election of the Trustees at the Annual Meeting. The President shall arrange for the giving of notice to the Trustees setting forth the date, time and place of the meeting of Trustees.

**SECTION FIVE. Special Meetings.** Special meetings of the Board of Trustees may be called by or at the request of the President or any two Trustees. Notice of the date, time and place of the meeting shall be given to all Trustees.

**SECTION SIX. Quorum.** A majority of the Board of Trustees shall constitute a quorum for the transaction of business at any meeting of the Board. If less than a majority of Trustees is present, a majority of the Trustees then present may adjourn the meeting to another date upon which notice shall be given to the absent Trustees.

**SECTION SEVEN. Majority Vote.** The act of the majority of the Trustees present at a meeting at which a quorum is present shall be the act of the Board of Trustees.

**SECTION EIGHT. Vacancies.** Any vacancy occurring in the Board of Trustees shall be filled by a majority vote of the remaining Trustees.

**SECTION NINE. Special Committees.** The Board of Trustees shall have the power to organize or create special committees as may be deemed necessary to promote the objects and carry out the work of the Chamber. Said committees shall report directly to the Board of Trustees and shall keep the Board of Trustees fully informed as to all work performed or actions taken by the committee.

**SECTION TEN. Compensation: Reimbursement for Expenses.** Trustees as such shall not receive any stated salaries or payments for their services, but, by resolution of the Board of Trustees, any Trustee may be indemnified for expenses and costs, including attorneys' fees, actually and necessarily incurred by him in connection with any claim asserted against him, by action in Court or otherwise, by reason of his being or having been such Trustee, he acted in good faith and in a manner which he reasonably believed to be in the best interests of the Chamber.

**SECTION ELEVEN. Removal.** Upon a majority vote of the Trustees, and after due notice has been given to the Trustee and an appropriate hearing held, the Board of Trustees may remove a Trustee for cause.

## **ARTICLE VI. OFFICERS**

**SECTION ONE. Officers.** The Officers shall consist of a President, Vice President, Corresponding Secretary, Recording Secretary and Treasurer to be elected at the Annual Meeting in November by the members. All Officers shall serve for one (1) year until their successors are elected or appointed.

### **SECTION TWO Duties of Officers.**

**A. The President shall:**

1. Preside at all meetings of the Chamber and of the Board of Trustees;
2. Appoint Chairs of all Standing Committees and other committees, except the Nominating Committee;
3. Sign, with the Treasurer, all orders on the treasury of the Chamber;
4. Be a member ex officio of all committees except the Nominating Committee;
5. Perform all duties incident to his office and advise such action as may be deemed by him to increase the usefulness of the Chamber.

**B. The Vice President shall:**

1. Act in the absence of the President;
2. Serve as an aide to the President;
3. Perform all duties as may be assigned by the President or the Board of Trustees.

**C. The Corresponding Secretary shall:**

1. Keep a roll of members and addresses;
2. Notify members of all Regular meetings, at least seven (7) days prior to such meetings, and other appropriate notice for Special meetings;
3. Conduct correspondence delegated by the President or Board of Trustees.

**D. The Recording Secretary shall:**

1. Keep records of all meetings (Regular and Special);
2. Send a copy of the Minutes to the President within fourteen (14) days after a meeting;
3. In case of absence, designate an alternate to record Minutes and submit same to President within fourteen (14) days.

**E. The Treasurer shall:**

1. Have charge of all funds belonging to the Chamber;
2. Be responsible for all receipts and disbursements of the funds of the Chamber;
3. Disburse funds of the Chamber only by check. All checks shall have the signature of the President and Treasurer or, in an emergency, the signature of two other officers of the Chamber;
4. Present a financial statement at every regular meeting of the Chamber;
5. Arrange for the annual audit of the books.

**F. All Officers shall:**

1. Perform the duties outlined in these bylaws and those assigned from time to time;
2. Deliver to successor all official material upon completion of duties, but no later than one (1) month after Annual Meeting.

**SECTION THREE. Removal.** Any Officer elected or appointed may be removed by a majority vote of the Board of Trustees for cause after due notice and an appropriate hearing has been conducted.

**SECTION FOUR. Vacancies.** A vacancy in any office because of death, resignation, removal, disqualification or otherwise, shall be filled as follows:

1. In the event the position of President becomes vacant, the Vice President shall become President for the unexpired portion of the term.
2. Vacancies in the offices other than President shall be filled for the unexpired terms by the Board of Trustees.

## **ARTICLE VII. NOMINATIONS AND ELECTIONS**

**SECTION ONE. Nominations.** A nominating Committee of three (3) active members in good standing shall be selected as follows at the September meeting of the Chamber:

One (1) committee member shall be appointed by the Board of Trustees and two (2) shall be elected by the members at said meeting.

It shall be the duty of the Nominating Committee to propose a slate of candidates for the Officers of the Chamber and those Trustee positions whose terms are due to expire. The Nominating Committee shall report its nominations to the Board of Trustees and the general membership at the October meeting. The Nominating Committee shall contact each person whom it wishes to nominate prior to the October meeting, in order to determine whether or not said person would accept the nomination, if elected.

Nominations for any position shall be allowed from the floor at the Annual Meeting in November.

**SECTION TWO. Elections.** Elections shall take place at the Annual Meeting of the Chamber in November. If there is but one nominee for any position, a voice vote may be taken. If there is more than one nominee for any position, then secret ballots shall be required.

Upon election, the Officers and/or Trustees shall assume their duties and responsibilities.

## **ARTICLE VIII. AMENDMENTS TO BYLAWS**

**SECTION ONE. Amendments upon recommendation of Board of Trustees.** The Board of Trustees may recommend, upon majority vote, to amend, alter or supplement these bylaws. Written notice of the proposed amendments or supplements shall be furnished to all members in good standing at least fourteen (14) days prior to the holding of the Regular meeting or Special meeting of the membership. A majority vote of the quorum at the meeting of the membership duly called for that purpose shall be deemed sufficient

**SECTION TWO. Amendment Proposed by the Membership.** Any member may propose any amendment or supplement to the bylaws by providing written notice of the proposed amendment or supplement to the bylaws to the Board of Trustees and all members in good standing at least fourteen (14) days prior to the meeting at which said proposed amendment or supplement is to be presented to the membership for a vote. Upon receiving two-thirds of the quorum at a meeting duly called by the Chamber, said amendment or supplement to the bylaws shall be deemed adopted.

## **ARTICLE IX. PARLIAMENTARY AUTHORITY AND PROCEDURE**

All meetings of the Chamber shall be conducted in accordance with parliamentary procedure as set forth in the latest edition of Robert's Rules of Order. The President shall have the authority to determine the application and interpretation of rules of parliamentary procedure.

## **ARTICLE X. CONTRACTS, CHECKS, DEPOSITS, FUNDS**

**SECTION ONE.** Contracts. The Board of Trustees may authorize any officer or officers, agent or agents of the Chamber, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Chamber, and such authority may be general or confined to specific instances.

**SECTION TWO.** Checks, Drafts, or Orders for Payment. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Chamber shall be signed by such officer or officers, agent or agents of the Chamber and in such manner as shall from time to time be determined by resolution of the Board of Trustees. In the absence of such determination by the Board of Trustees, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the President or a Vice President of the Chamber.

**SECTION THREE. Deposits.** All funds of the Chamber shall be deposited from time to time to the credit of the Chamber in such banks, trust companies, or other depositories as the Board of Trustees may select.

**SECTION FOUR. Gifts.** The Board of Trustees may accept on behalf of the Chamber any contribution, gift, bequest, or devise for the general purposes, or for any special purpose, of the Chamber.

## **ARTICLE XI. DISSOLUTION: DISTRIBUTION OF CHAMBER ASSETS**

**SECTION ONE. Procedure.** A motion to dissolve the Chamber shall be approved by a vote of two-thirds (b) of the Board of Trustees constituting a quorum, who shall then recommend the dissolution to the General Membership, upon thirty (30) days written notice prior to a regular meeting. Notice of the proposed dissolution shall also be placed in the *Mount Olive Chronicle* or another newspaper authorized to carry legal notices of the Township of Mount Olive at least fourteen (14) days prior to the regular meeting. A vote by two-thirds (b) of the General Membership, constituting a quorum, at a regular meeting, shall be sufficient to dissolve the Chamber and a Certificate of Dissolution shall then be promptly filed with the Secretary of State.

**SECTION TWO. Assets.** Upon dissolution of the Chamber, any assets shall be distributed for one or more except purposes within the meaning of Section 501©(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of pursuant by the above means shall be distributed by the Superior Court of Morris County for such purposes or to such organizations as the Court shall determine, which are organized and operated exclusively for such purposes.

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