

# **By-Laws of the Jefferson Township Chamber of Commerce**

Revised January 1, 2005

Each member will receive a copy upon membership application.

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## **Article I - Name**

**Section 1.** Name: The name of this organization shall be the Jefferson Township Chamber of Commerce, herein referred to as "the Chamber".

## **Article II- Principal Office**

**Section 1.** Principal Office: The principal office of the Chamber shall be in Jefferson Township, New Jersey, or in such other localities as may from time to time be designated by the Board of Directors.

## **Article III- Statement of Purpose**

**Section 1.** Purpose: The purpose of this Chamber shall be

- A. To promote the interests and welfare of its members by fostering and encouraging the advancement of the commercial, industrial, civic, and general interests of Jefferson Township and its trade area.
- B. To cooperate with other area and state Chambers of Commerce to further the interests of the Chambers' members and advance the purposes set forth above.
- C. To advise its members and the Jefferson Township area of economic and legal developments which the Chamber determines to be of general interest.
- D. To conduct or engage in all lawful activities in furtherance of the foregoing purposes, or incidental thereto and such other lawful activities as determined by the Board of Directors, subject to any limitations set forth herein and subject to maintaining its status as a not-for-profit organization.
- E. To promote goodwill among business members at chamber events and other community activities. No member shall exclude another from any chamber function by reason of competition, nor shall a member restrict involvement of a competitor.

## **Article IV- Limitation of Methods**

**Section 1.** Limitations: The Chamber shall be nonpartisan and nonsectarian, and shall take no part in or lend its influence or facilities, either directly or indirectly to the nomination, election, or appointment of any candidate for office in local, county, state, or national elections, nor shall any meetings of a political nature be held within the premises under control of the Chamber. Notwithstanding the above, the Chamber shall be permitted to sponsor forums commonly known as candidates nights.

## **Article V- Membership**

**Section 1.** Types of membership: Membership in the Chamber shall be comprised of any reputable individual, firm, association, corporation, partnership, trust or estate. Any of these groups or individuals may subscribe to membership upon satisfying the membership requirements as set forth in the by-laws of the Chamber.

**Section 2.** Use of membership name: All members in good standing shall be entitled to use the Chamber's name in designating their membership in the organization.

**Section 3.** Application for membership: All applications for membership shall complete and sign the application form as prescribed by the Board of Directors, supplying all the information and material requested, and submit the application with the required membership fee to the principal office of the Chamber.

**Section 4.** Election of members: Application for membership shall be made in writing to the Board of Directors in accordance with these by-laws. Election to membership shall be effective upon the next succeeding meeting of the Board of Directors, unless at such meeting the Board of Directors shall determine that the application for membership shall be denied. In the event that the Board of Directors denies an application for membership, the applicant shall be duly notified of the Board's decision. If the applicant seeks to appeal the denial, the applicant shall immediately notify the President in writing. The President shall place the applicant's appeal on the agenda at the next Board of Directors meeting. The applicant shall be permitted to appear and present his appeal in person, with or without counsel, at said meeting and the Board of Directors shall take a vote. Ten (10) days notice by certified letter of representation by counsel must be given to the Board prior to the appeal.

**Section 5.** Membership Voting:

- A. Each member shall be entitled to cast one (1) vote on matters to be voted upon by the membership as required by these by-laws, or as determined by the Board of Directors.
- B. The members shall elect Directors in accordance with these by-laws.
- C. Whenever, in the judgement of the Board of Directors, any matter or election arises, which it believes should be put to a vote of the membership, the matter shall be submitted to the membership in writing by mail for vote and decision not less than fifteen (15) days in advance of the date of the balloting and the question thus presented shall be determined according to a majority of the votes cast at a regularly scheduled meeting or by mail proxy no later than the date specified on the ballot. Any and all action taken in pursuance of a majority mail vote in each such case shall be binding upon the Chamber in the same manner as would be taken at a duly called meeting.

**Section 6.** Renewals: Membership shall be on an annual basis subject to renewal for additional one-year terms. The Board shall have the sole authority to determine that the membership of any member shall not be renewed. The Board may renew the membership of any member in good standing, if at the time of renewal the Board has not acted contrary to such renewal, and no past dues remain outstanding. The Board may determine at any time that the membership status of any member shall not be renewed by a two-thirds (2/3) vote of a duly constituted quorum at any regular or special meeting of the Board.

**Section 7.** Expulsion and/or Non-Renewal from Membership: Membership: Members shall be expelled by the Board of Directors for cause or for nonpayment of dues as set forth below.

- A. Sufficient cause for expulsion shall be a violation of these by-laws or any lawful rule of practice duly adopted by the Chamber. After consideration and recommendation of the Executive Director or President, expulsion shall be two-thirds (2/3) vote of a duly constituted quorum at any regular or special meeting of the Board, provided that a statement of the charges shall have first been mailed by certified or registered mail to the last known address of the member, at least 20 days prior to the meeting, and provided further that the member shall have been given an opportunity to appear before the Board of Directors with or without counsel and to present witnesses in his behalf. Ten (10) days notice, by certified letter, of representation by counsel, must be given to the Board prior to the appearance.
- B. Expulsion for nonpayment of dues shall be in accordance with Article VI below.

**Section 8.** Death, Resignation or Expulsion: The death, resignation, or expulsion of a membership shall terminate his membership in the Chamber. The termination of membership shall work a forfeiture of all interest of the member in and to the property of the Chamber and the member shall thereafter have no claim to the rights and privileges of membership in the Chamber.

## **Article VI- Revenues**

**Section 1.** Revenues: There shall be no capital stock. The Chamber shall not be conducted for gain or profit but shall be supported by membership dues, assessments, contributions, benefactions, fees, grants, endowments, fundraising events, and such as the Board shall determine to be necessary or expedient for the proper functioning of the Chamber.

**Section 2.** Annual Dues: The annual dues for each member of the Chamber shall be determined by the Board of Directors.

**Section 3.** Failure to Pay Dues: Members who fail to pay their dues within sixty (60) days from the time the same became due, shall be notified and if payment is not made within the next thirty (30) days, such member shall, without further notice and without hearing, be removed from the membership rolls, and thereupon forfeit all rights and privileges of membership.

## **Article VII- Meetings**

**Section 1.** Annual Meeting: There shall be an annual meeting of the Chamber to be held at such place and on such date as may be determined by the Board of Directors.

**Section 2.** Special Meetings: Special meetings of the Chamber may be called by the President or shall be called by the President upon the written request of not less than ten (10 %) percent of the members. The special meeting shall take place not more than sixty (60) days after the receipt of the request.

**Section 3.** Notice of meeting: Written notice of any meeting of the membership of the Chamber shall be mailed to the last known address of each member not less than seven (7) days before the date of such meeting.

**Section 4.** Quorum of Members: Fifteen (15%) percent of the members in good standing shall constitute a quorum of any meeting of the Chamber and in the event there be less than a quorum, the presiding officer may adjourn the meeting until a quorum shall be present.

## **Article VIII- Board of Directors**

**Section 1.** Government of the Chamber: The government of the Chamber, the direction of its work and the control of its property shall be vested in a Board of Directors. It may adopt such rules and regulations for the conduct of its business as shall be deemed advisable and may, in the execution of the powers granted, appoint such agents as it may consider necessary.

**Section 2.** Composition of the Board: The Board of Directors shall consist of the Officers of the Chamber and as many other duly elected Members as would cause the Board to total not less than sixteen (16) members. The immediate past President will serve on the Executive Committee in an advisory capacity until such time as the term of the current President is terminated. The immediate past President shall have no voting powers, unless duly elected by the membership to the Board of Directors, in accordance with these by-laws and shall tender his or her resignation from the Board effective upon the end of his or her term of office.

**Section 3.** Term of Office: Directors: Three (3) years, Officers: Two (2) years  
No Director may be elected for more than three (3) consecutive three (3) year terms, unless such Director is serving as an Officer of the Chamber. Officers, while in office, shall be permitted to run for re-election for an additional two (2) year term at the expiration of the aforesaid three (3) consecutive three (3) year terms. No more than one-third (1/3) of the total number of Directors shall serve under terms expiring in any one year. The term of a Director shall commence on the first day of April of each year. There shall be

no limit of consecutive terms for the offices of Treasurer, Assistant Treasurer, Recording Secretary, Corresponding Secretary, and Assistant Corresponding Secretary.

**Section 4.** Quorum: A majority of the Board of Directors shall constitute a quorum at any meeting.

**Section 5.** Absences: Any member of the Board of Directors unable to attend a meeting shall notify the President or Executive Director, advising him or her of the reasons for such absence. If a Director is absent from three (3) consecutive regular meetings of the Board of Directors for reasons, which the Board has failed to declare to be sufficient, his or her resignation as a Director shall be deemed to have been tendered and accepted

**Section 6.** Compensation: Directors shall not receive any stated compensation for their services as Directors, but the Board may, by resolution, authorize reimbursement of expenses incurred in the performance of their duties. Nothing herein shall preclude a Director from serving the Chamber in any capacity and receiving compensation for such services.

**Section 7.** Resignation: A Director may resign at any time by giving written notice to the President, Executive Director or the Board of Directors. Such resignation shall take effect at the time.