SUBURBAN ESSEX CHAMBER OF COMMERCE

**OF BLOOMFIELD, BELLEVILLE AND GLEN RIDGE, NEW JERSEY**

# BY-LAWS

**The Suburban Essex Chamber of Commerce and Its Mission:** *“We are a volunteer association of businesses and professional people, working together to nurture and enhance the growth and prosperity of the business community. Our organization encompasses a broad spectrum of prestigious members including: many professional practices, service businesses, retail and wholesale establishments, organizations, civic members and patrons*.”

## **Article I – Membership**

SECTION 1. Any person, association, corporation, partnership or estate may subscribe for one or more memberships in the Suburban Essex Chamber of Commerce. Individuals, associations, corporations, partnerships or estates holding one or more memberships, shall designate the individuals to whom the holder desires to assign the privileges of membership covered by his subscription. Such assignments when filed with Suburban Essex Chamber of Commerce, and approved by the Board of Trustees, shall entitle each assignee to the full privileges of membership.

SECTION 2. Classes of members and dues for each class shall be prescribed by the Board of Trustees.

SECTION 3. Application for membership shall be made on a regular membership application blank, signed by the applicant, accompanied by check for the first year’s dues, and referred to the Executive Administrator for review. After review, the Executive Administrator shall refer it to the Board of Trustees, together with his/her recommendation as the eligibility of the applicant.

SECTION 4. Subject to the approval of the Board of Trustees, any subscribed shall have the right to change any or all of his membership assignments upon thirty days notice to the Suburban Essex Chamber of Commerce.

## **ARTICLE II – GOVERNANCE**

SECTION 1. The Suburban Essex Chamber of Commerce shall be governed by those members who are duly elected to the Board of Trustees of the Suburban Essex Chamber of Commerce. The government and policy making responsibility of the Chamber shall be the responsibility of the Board, which shall control the Chamber’s property, be responsibility for its finances and direct its affairs.

## **ARTICLE III – BOARD OF TRUSTEES**

SECTION 1: The Board shall be composed of not more than twenty-five (25) members, who shall be elected by the Board of Trustees from a list of nominees who are selected and nominated by the Nominating Committee.

SECTION 2: It shall be the duty of the Nominating Committee to meet and select nominees equal in number to the vacancies to be filled on the Board of Trustees and select a slate of officers. It shall also be the duty of the Nominating Committee to contact each nominee and obtain his or her agreement to serve if elected, or to select another nominee if he or she refuses to stand for re-election. This list of nominees shall be submitted to the Board of Trustees no later than the October meeting of the Board. The slate shall be presented to Chamber members prior to the December general membership meeting. The new officers shall assume their positions January 1.

SECTION 3: Any member in good standing may make additional nominations to the Board of Trustees in writing, with the approval of the nominee, no later than two (2) weeks prior to the December general membership meeting.

SECTION 4: All Past Presidents of the Suburban Essex Chamber of Commerce shall, ex-officio, be deemed members of the Board of Trustees of the Chamber of Commerce, but this shall not, in any way, affect the number of Trustees to be elected by votes of members of the Chamber.

**ARTICLE IV – TRUSTEES**

SECTION 1: Trustees shall be elected for a term of three (3) years.

SECTION 2: Any Trustee may resign at any time by notifying the President and Executive Administrator in writing. Such resignation shall take effect at the time specified therein. Such notice shall be transmitted to the full Board of Trustees at their next meeting following delivery of such resignation notice.

SECTION 3: Trustees not attending a regular meeting shall notify the Chamber’s Executive Administrator of their expected absence a least one (1) day before such meeting in order to be excused.

SECTION 4: Absence from three (3) consecutive Board of Trustees meetings without being excused may be deemed as resignation by the Membership Committee. A written notification of the Membership Committee’s determination shall be provided to the Trustee.

SECTION 5: Subject to Section 4 of this Article, Trustees shall attend a majority of regular Board of Trustees meeting.

SECTION 6: Trustees are to support the standing committees, as well as Chamber programs, functions, and special events.

SECTION 7: Trustees are encouraged to solicit new members.

**ARTICLE V – OFFICERS**

SECTION 1: There will be a President and upto seven (7) Vice Presidents, a Treasurer and Marketing Director who shall be elected every two (2) years.

SECTION 2: The Board of Trustees may require that a surety bond be posted for any person handling Chamber funds.

SECTION 3: The duties of the President are:

1. To preside at all meetings of the Chamber,
2. To preside at all meetings of the Executive Committee,
3. To appoint all regular and special committees as authorized by the By-Laws or vote of the Board of Trustees,
4. To supervise the activities of all officers and committees, and see that they are functioning properly,
5. To be ex-officio member of all committees,
6. Such other duties as are not allocated to any other officer.

SECTION 4: The duties of the Vice-Presidents are:

1. To discharge the duties of the President in case of illness or absence of the President,
2. To assist the President in any way requested by him/her.

**ARTICLE VI – EMPLOYEES**

SECTION 1: There shall be an Executive Administrator/Secretary. The duties of the Executive Administrator/Secretary shall be:

1. To keep written records of all meetings of the Chamber. After each Board meeting, copies of the Minutes shall be distributed to all Board of Trustees so that they may vote on the Minutes at the next board meeting.
2. To collect all dues, and keep an accurate account of receipts and disbursements. The books and records of the Chamber of Commerce shall be available for review as required. All checks of the Chamber shall be signed by two persons; at least one of them shall be the President or Treasurer.

**ARTICLE VII – COMMITTEES**

SECTION 1: The President shall appoint all committees and shall authorize and define the powers and duties of all committees.

SECTION 2: All committees shall submit their findings and recommendations to the Board of Trustees and/or to the members at a meeting of the Chamber.

SECTION 3: Committees may not represent the Chamber in the advocacy of projects without specific confirmation by the Board of Trustees, unless such confirmation is clearly granted under powers delegated by the Board of Trustees or the President to that committee. Any agreements made by any committee or group acting in the name of the Chamber of Commerce shall be in writing signed by the parties thereto.

SECTION 4: An Executive Committee shall be formed, composed of the President, Vice-Presidents, Executive Administrator, Treasurer, and three other members from the Board of Trustees, to be appointed by the President. The Executive Committee shall transact the routine business of the organization and shall act for the Board of Trustees in the interim between its meetings or in the absence of a quorum thereof.

SECTION 5: There shall be nine standing committees and such other committees as the President directs:

 Executive Membership Legislation & Taxation

 Auditing Programs Banquet

 Retail Nominating Community & Government

 Relations

SECTION 6: Should any standing or special committee fail to discharge its duties within a reasonable time, such committee shall be declared discharged by the President, who shall report the same to the Board of Trustees.

SECTION 7: Resignation from committees shall be in writing, addressed to the Board of Trustees. Any member of a committee failing to attend three consecutive committee meetings, without being excused, may be considered by the Board of Trustees to have tendered his/her resignation. Vacancies in committees shall be filled by the President.

**ARTICLE VIII – MEETINGS**

SECTION 1: At all membership meetings, five percent of the members in good standing shall constitute a quorum.

SECTION 2: The Board of Trustees shall meet once a month for regular meetings, excluding the months of July and August.

SECTION 3: A special meeting of the Board of Trustees may be called at any time by the President or by three Trustees, provided that a call shall be issued to each Trustee, stating the purpose of the meeting, not less than three days before the meeting.

SECTION 4: At all meetings of the Board of Trustees, nine members of the Board shall constitute a quorum.

 SECTION 5: At committee meetings a majority shall constitute a quorum.

SECTION 6: All questions of parliamentary procedure shall be settled according to “Roberts’ Rules of Order”, whenever they are not inconsistent with the Constitution and By-Laws of this organization.

**ARTICLE IX – FISCAL YEAR**

The fiscal year shall end the last day of June of each year. The accounts and operations of the Suburban Essex Chamber of Commerce in New Jersey shall be examined as soon as possible thereafter.

**ARTICLE X – HONORARY MEMBERSHIP**

Honorary membership may be conferred upon any individual who shall be proposed by the Board of Trustees in recognition of distinguished service, and who shall receive the unanimous vote of the members of the Chamber at any regular meeting.

**ARTICLE XI – AMENDMENTS**

These By-Laws may be amended by a two-thirds vote of the members in good standing in attendance at any regular membership meeting, or at any special meeting called for that purpose, provided that such amendments shall be plainly stated in the call for the meeting at which they are to be considered. Due notice by mail, electronic or paper, of meetings at which such amendments are to be considered must be given to every member at least 14 days prior to the time of the meeting.