

WEST MILFORD TOWNSHIP  
CHAMBER OF COMMERCE, INC.

ARTICLE I

Name & Mission

This organization shall be known and designated as the West Milford Chamber of Commerce, Inc., also referred to herein as “the Chamber” or “WMCC”.

The Chamber shall foster diverse business growth within the township through best practices, networking, education and community relations.

ARTICLE II

Limitations

The Chamber shall be nonpartisan, non-sectional, non-sectarian and shall take no part in, or lend its support to, the election or appointment of any candidate for state, county, township, city or federal office.

ARTICLE III

Membership

Section 1. Persons, associations, and business entities of good standing, engaged in business or occupying a position interested in the commercial, industrial and civic progress of the township shall be eligible for membership. Members shall enjoy all the rights and privileges of the Chamber, including the right to vote. An application for membership must be accompanied by payment for the first year of dues and be approved by a vote of the Board of Directors as per Article X, Section .

Section 2. Any person, association, or business entity eligible for membership may acquire more than one membership by undertaking to pay the dues of each such membership and designate an individual to represent each such membership, subject to the approval of the Board of Directors.

Section 3. Any person, association, or business entity holding one or more memberships shall be entitled to cast one vote.

Section 4. Any member organization designating a specific representative in the membership may change such representative by written notice to the secretary of the Chamber.

Section 5. Clergy, persons of distinction in public affairs, or those contributing outstanding service to this organization, shall be eligible to honorary membership and shall have all the privileges of active members, except the right to vote or hold office, and shall be exempt from all fees and dues. Election to honorary membership shall require the affirmative vote of the Board of Directors.

Section 6. Active membership dues shall be as determined by the Board of Directors.

Section 7. No charges against a member shall be made except by an instrument in writing to the Board of Directors. The Board of Directors shall, if allowing the charges to be heard, give ten (10) days written notice to both parties to be present at such hearing. Should either party be dissatisfied with the Board's findings, including his right to be heard, he shall be privileged to a hearing by the general membership at an open meeting.

## ARTICLE IV

### Termination of Membership

The membership of any member may be terminated by a vote of the members of the Board of Directors present at any duly called meeting of the Board, as per Article X, Section 3 provided, that by a similar vote the Board shall first find that such membership is prejudicial to the best interest of the Chamber, provided further, that the member in question shall have had opportunity upon such notice of at least ten (10) days to show cause why the membership should not be terminated as provided in this section, provided further, that the member can exercise his appeal rights under Article III, Section 7. Upon such termination the dues paid for the current year shall be returned.

## ARTICLE V

### Dues

Section 1. The annual dues of all members of this Chamber shall be as specified in Article III, Section 6, and paid to the Treasurer not later than the 31st day of January. First year dues will be pro-rated based on month of membership approval, as follows:

January through September	100%
October through December	50%.

Section 2. If any member of this Chamber shall fail or refuse to pay annual dues within a period of sixty days after the same are due and payable, the membership of such member shall then stand suspended and may be terminated by the Board of Directors without regard to the provisions of Article IV of these By-Laws. The Board of Directors may, however, in its discretion and under such terms as it deems proper, subject to the provisions of these By-Laws, restore such suspended member to good standing.

Section 3. Any member who neglects to pay his dues for a period of one year or more and wishing to renew his membership in the Chamber of Commerce may be required to pay his arrears for one year at the discretion of the Board of Directors, plus his current dues before being reinstated.

## ARTICLE VI

### Meetings

Section 1. Regular meetings of the membership shall take place at a time designated by the Board of Directors of the organization at their first annual meeting.

Section 2. Special meetings may be called by one Board member or one officer or upon written request of 10 per cent of the organization members in good standing.

Section 3. The Secretary of this Chamber shall advise all appropriate members of the regular general membership meetings or Board of Directors meetings prior to the date for assembling.

Section 4. In the case of a special meeting, such notice shall also state the object of the meeting and the subjects to be considered and shall be sent to the membership at least seven days prior to the date of assembling.

Section 5. At all sessions of any general or special meeting of this Chamber (not including Director meetings) a quorum shall be considered to be present if there are registered at the meeting at least 10 per cent of the members in good standing. Director meetings will require the presence of a minimum of seven (7) of the total Board members.

Section 6. Workshop meetings will be valid for the legal transaction of Chamber business authorized by the Board of Directors, if and when five of this Chamber are in attendance.

## ARTICLE VII

### Fiscal Year

The fiscal year shall end at the end of the calendar year.

## ARTICLE VIII

### Nomination & Election of Officers & Directors

Section 1. The governance of the Chamber and the direction of its work shall be vested in a Board of Directors, consisting of 14 members, three being the Officers of the Chamber serving Ex-Officio and eleven (11) elected Board members, five (5) of whom shall be elected in even years and six (6) of whom shall be elected in odd years, as hereinafter provided. The Directors shall have the power to fill all vacancies on the Board occurring between elections. The term of an elected Board member shall be two (2) years.

Section 2. The Board of Directors shall be elected by the membership at the December meeting of the Chamber or at a special meeting called for that purpose.

Section 3. A nominating committee of not less than three members shall be appointed by the President sixty (60) days prior to the election, whose duty it shall be to nominate from the membership of the Chamber as many members to be voted on for members of the Board of Directors as there are vacancies on the Board to be filled. The nominating committee shall file a list of nominees recommended with the Secretary, before the October meeting. At this October meeting other nominations than the ones made by the committee may be made by any member from the floor, or by filing the name of the nominee with the Secretary. All members in good standing shall be eligible for nominations.

Section 4. The Secretary shall mail to all the members of the Chamber, ten days prior to the election, a list of the nominees recommended by the nominating committee and any others filed with her.

Section 5. The President shall appoint a committee of not less than two judges who are not members of the Board of Directors or candidate for election, who shall have supervision of the election until the results are ascertained.

Section 6. Each member shall be supplied with voting ballot together with instructions for return. Instructions shall be included as follows: Ballots may be returned by mail, e-mail or delivered in person to the Election Committee. The Election Committee will be the sole judge of eligible votes. Winners will be selected based on a simple majority.

Section 7. New directors shall assume their duties effective January 1<sup>st</sup>.

## ARTICLE IX

### Nomination and Election of Officers

Section 1. The officers of the Chamber shall be a President, Vice-President, and Treasurer-Secretary, who are to be elected by the membership at the December meeting of the Chamber, or at a special meeting called for that purpose. The Treasurer will also serve as the Chamber Secretary and be referred to herein as the Treasurer-Secretary. The election of officers shall be in conformity with rules for electing Directors, as outlined in Article VIII.

Section 2. The term of office of all officers of the Chamber shall be for a term of one year. Any Officer may succeed himself in office, not to exceed two

years. The Board of Directors, by a two-thirds vote of those present, may override this two year rule for any candidate for office. However, if that office is Treasurer-Secretary, the candidate, if successful may not assume the duties of the office until a workshop committee appointed by the Board completes an internal audit according to requirements prescribed by the Board of Directors and issues a report acceptable to the Board.

Section 3. The President shall preside at all meetings of the Chamber. He shall perform all duties incident to his office. He shall appoint all committees and be an ex-officio member of all committees.

Section 4. The Vice-President shall act in the absence of the President. In the absence of both the President and the Vice-President, a member of the Board of Directors shall be chosen to act temporarily.

Section 5. The Secretary shall be responsible for the official correspondence, preserve all books, documents and communications and maintain archives of same, keep books of account, and maintain an accurate record of the proceedings of the Chamber and of the Board of Director meetings, attend to the publication of all reports, and attest documents.

Section 6. The Treasurer shall receive and disburse the funds of the Chamber. No disbursements shall be made unless they have been authorized and ordered by the Board of Directors. All disbursements shall be made by checks, which shall require two (2) signatures of the four (4) people authorized to sign checks. The President, Treasurer-Secretary, Chairman of the Board of Directors and one additional Director shall be designated by the Board of Directors as check signers. No check shall be signed without the voucher being present.

Section 7. The President, Vice-President and Secretary-Treasurer shall sit with the Board of Directors at all meetings and shall have full voting rights.

Section 8. The Board is authorized to contract with any individual or enterprise, including a member or a member's representative, to assist the Chamber, its Directors and its Officers with the performance of their duties. The fees and/or expense reimbursements for such contractors will be at the discretion of the Board of Directors.

## ARTICLE X

### Board of Directors

Section 1. The President, Vice-President, and Secretary-Treasurer shall be members of the Board of Directors ex-officio. If a Director is absent from three consecutive Directors= meetings or 50 per cent of the year=s Director=s meetings for reasons which the Board has failed to declare to be sufficient, his resignation shall be deemed to have been tendered and accepted.

Section 2. Vacancies in the Board of Directors shall be filled by appointment by the remaining members of the Board of Directors for the unexpired term subject to Article VIII, Section 1. Any such appointee must be a member in goods standing.

Section 3. The Board of Directors shall have supervision, control and direction of the affairs of the Chamber, shall determine its policies or changes therein within the limits of the By-Laws, shall actively prosecute its objects and shall have discretion in the disbursements of its funds. 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. In all matters requiring a vote, affirmation of an issue will require a two-thirds majority of those present, unless clearly superseded by requirements in any other article.

Section 4. The Board of Directors shall meet and organize as soon as practicable after the election of its members. It shall also meet upon call of the President, at such time and places as he may designate and shall be called to meet upon the demand of the majority of its members.

Section 5. The Board of Directors shall be the judge of the qualifications of all applicants for membership in the Chamber and no applicant shall be admitted to membership except by vote of the Board, as per Article III, Section .

## ARTICLE XI

### Procedure for Adopting Policies

Section 1. All proposals considered or acted upon by this Chamber shall be local in character, timely in importance, and applicable to business and industry.

The Board of Directors shall determine the eligibility of all proposals to be considered and acted upon by this Chamber, and shall determine which proposals shall be submitted to referendum or general or special meeting, or what other action may be taken thereon; provided, however, that this shall not limit the authority of the general or a special meeting to order an eligible proposal to referendum or take other action thereon.

Section 2. If a proposal is determined by the Board of Directors to come within the scope of Chamber action, it is primarily the duty of the general or any special meeting of the membership of the Chamber (a) to take prompt action thereon with approving, amending, or rejecting the proposal; (b) to order it to referendum; or (c) to refer it to the Board with recommendations for reference to Chamber departments or Committees for further consideration.

Section 3. If the Board of Directors wishes to state a new policy or modify an old one, it may do so by a vote of two-thirds of those present, subject to quorum requirements.

Section 4. If the Board of Directors, at any duly called meeting, determines that an emergency exists with respect to a matter as to which there is no adequate Chamber policy, and there is not sufficient time in which to establish a policy by the usual procedure, the Board may, by a two-thirds vote of its members, in a meeting or otherwise, take such steps as it deems necessary and to be consistent with the general aims, purposes, and policies of the Chamber; and shall report to such members the action taken and the reasons therefore.

Section 5. In addition to formal referenda as provided above, the Board of Directors of the Chamber may, at its discretion, informally poll the organization members to determine trends of business opinion on questions currently important; the results not to be binding upon the Chamber as to policy, but to be advisory to the Board.



Section 6. The Board shall have the right to form an Advisory Board, consisting of past Officers and Directors, who are current dues paying members, with the Board of Directors reserving the right to control the number on this Advisory Board. The members of this Advisory Board shall not have any voting rights as members of the Board of Directors.

## ARTICLE XII

### Committees

Section 1. Committees will be established by the President of the Chamber at the start of his term of office and in accordance to those functions necessary for the times and actions desired by the President, Officers and Board of Directors in pursuing the goals and direction of Chamber activities.

Section 2. These committees may be changed, voided, or established as the President deems appropriate to the situation encountered. The Board of Directors may eliminate or modify a committees upon the affirmative vote of two-thirds (2/3) of the Directors present.

## ARTICLE XIII

### Amendments

Section 1. These By-Laws may be amended or added to at any meeting of the Chamber upon the affirmative vote of two-thirds (2/3) of the members present and subject to the provisions of Article XI, provided that a copy of any amendment proposed for consideration at any general or special meeting shall be made available to every member at least ten (10) days prior to date of said meeting.

Section 2. An amendment to these By-Laws may be proposed by the Board of Directors. The Board may order reference of a proposed amendment to the organization membership in accordance with the provisions of Articles XI and XIII, Section 1.

## ARTICLE XIV

### Order of Business

Section 1. The order of business for annual and special meetings shall be determined by the rules prepared by the Board of Directors.

Section 2. The regular order of business may be changed by a two-thirds vote of the members present at any meeting

Section 3. Robert=s Rules of Order shall govern deliberations of this Chamber.

Section 4. During meetings of this Chamber, no member shall speak more than ten minutes upon one question without the approval of a majority of the members present, but no longer than twenty minutes without unanimous consent

Section 5. If any section of these By-Laws contains reference to a vote requirement without specifying the percentage, it is implied that an affirmative vote will require two-thirds of those present, always subject to quorum requirements. If a percentage does not result in a whole number, the result will be rounded to the next highest whole number.

## ARTICLE XV

### Procedure for Dissolution

Section 1. Dissolution shall commence if:

- a) Voted by members present at any meeting subject to a 75% majority of those present and, in any other way, subject to Articles VI and XI;
- b) Required under New Jersey or Federal law.

Section 2. Dissolution will be supervised by the current or last elected Treasurer, or in the absence of a Treasurer, by the last highest ranking officer.

Section 3. Dissolution will follow and comply with all appropriate New Jersey and Federal laws and regulations.

Section 4. As part of the Dissolution process, debts will be paid out of available assets. Any net assets will be turned over to the Township of West Milford, to dispose of or use as the Township governing body sees fit.

## ARTICLE XVI

### Inclusion

In all cases where the male or female gender alone is used for simplicity, both genders are assumed to be included.