

Constitution & By-Laws  
As Amended and Revised 2006

South Orange Chamber of Commerce, Inc.  
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Constitution and By-Laws

Article I

Name

The name of this organization shall be the South Orange Chamber of Commerce Inc. (herein-after referred to as the “Chamber”)

Article II

Mission statement

The mission of the Chamber is to improve the business climate and quality of living in South Orange.

The objectives of this Chamber shall be:

- A pro-business climate
- Business to business interaction
- Increase value of business in South Orange and to the general public
- Partner with government for a better South Orange community

Article III

Membership Qualifications

Section 1. A person engaging in business, profession, or non-profit in the Village of South Orange and surrounding communities shall be eligible for membership in the Chamber provided such person is:

Engaged as proprietor, partner, corporate officer, manager, or appointed representative.

Any member’s business represented in this Chamber shall only be entitled to one vote.

Honorary Members

Section 2. Any person who has rendered outstanding service to the Chamber or to the Village of South Orange and any person residing in the Village of South Orange who has

accomplished a noteworthy achievement or who has attained a meritorious position in his/her field may be elected an honorary member of the Chamber at any general or board meeting.

The "Honorary Member" shall be evaluated on an annual basis and shall be renewable at the option of the Board of Directors.

#### Application for Membership

All applications shall be made in writing on the appropriate form provided, which shall be available through the Secretary or through any member of the Membership Committee.

#### Expiration of Membership

Section 3. The membership of any regular member shall automatically expire when such member's dues expire.

#### Resignation of Membership

Section 4. The resignation of any member from this Chamber shall be submitted in writing addressed to the Chamber and shall be acted upon by the Board of Directors, provided all unforgiving indebtedness to the Chamber has been settled.

### Article IV

#### Fees and Dues

Section 1. The annual dues shall be recommended by the Membership committee and Treasurer and voted upon by the Chamber Board on or before November's Board Meeting for the following year. Dues shall be paid annually in advance on or before the 1<sup>st</sup> of March of each year. In all cases where dues are not paid within sixty days from the due date, the Treasurer shall notify the members by letter mailed to such members at the address appearing on the books of the Chamber, and if such dues are not paid within thirty days of said notification, the Treasurer shall report such to the Board of Directors and membership committee.

Section 2. Dues of new members may be prorated on a monthly basis subject to the approval of the Board of Directors.

### Article VI

#### Meetings

Section 1. General meetings of the Chamber shall be held at least once per quarter, one of which such meetings shall be in February for the voting of new Officers and Board Members.

Section 2. The Annual meeting of the Chamber shall be held in February at the call of the President to thank past Officers and Board Members and welcome and introduce the new Board.

Section 3. Special meetings may be called by the President at any time. Special meetings shall be called by the President on the written demand of any five members in good standing.

Section 4. Notification of Meetings:

Board Meeting: All meetings of the Board shall receive three days advance notification and, where practical, shall receive such notification in writing and through email.

General Meeting: All members of the Chamber shall receive one week's advance notice of a general meeting.

Special Meeting: All members shall receive three days notice of special meetings.

Section 5. Meetings will be conducted under "Robert Rules of Order," newly revised edition.

Quorum

Section 5. Seven members shall constitute a quorum at any general or special meeting of the Chamber, there must be at least two officers present (excluding the Executive Director).

Voting

Section 7. Every member (business) in good standing shall be entitled to one vote.

Board of Directors Meetings

Section 8. Meetings of the Board of Directors shall be monthly and any other special time upon the call of the president.

Article VII

Constitutional Amendments

Amendments may be introduced in writing at any general, special, or board meeting and adopted at the next general or board meeting, a quorum being present, by a two-thirds

vote of the members present (two-thirds of the board membership), provided that notice of the proposed amendment has been given to each member in good standing either in person or by mail, at least five (5) days before such next general or board meeting.

## Article VIII

### Dissolution

In the event of dissolution or termination of this organization, assets of this organization, including cash, shall be transferred over to a similar business league exempt under Section 501 (c) (4) or 501 (c) 3 of the Internal Revenue Code. The selection of the recipient organization or organizations shall be made by two-thirds vote of the Board of Directors attending general, special or board meeting of the organization, provided that a quorum is present.

### By-Laws

## Article I

### Officers

The Officers of this Chamber shall consist of President, First Vice President, Second Vice President (Immediate past President), Secretary, Executive Director, and Treasurer.

## Article II

### Board of Directors

The Board shall consist of the officers of the Chamber plus (1) Board member for each 10 member of the Chamber, whom are elected as hereinafter provided, with a minimum of 6 members representing the membership. Board members with three or more unexcused absences may be removed at the discretion of the President with the advice and consent of the remaining Board members. Replacements of the Board are to be voted upon at the next general or board meeting.

## Article III

### Election of Officers

At a meeting at least two months prior (December) to the General Meeting in February, the President shall appoint a nominating committee, with the approval of the Board of Directors, who shall submit the name of one candidate for each of the following officers: President, First Vice President, Secretary, and Treasurer, and one name for each of the places on the Board of Directors, all to be presented in January and distributed to the general membership and voted on at the General Meeting in February. Nominations may also be made from the floor at the General Meeting for candidates from each of the said

offices and for the Board of Directors. The retiring President shall automatically be a member of the Board of Directors as Second Vice President in the year following the conclusion of their Presidency.

#### Article IV

##### Assumption of Duties

The newly elected officers shall assume their offices immediately after their election to office in February. From February to March of the same year the old officer and newly elected officer shall work together to ensure for a smooth transition of responsibilities. Announcement of the new Board should be made at the Annual meeting in February. Each Board Member shall be chair of at least one committee and sit on at least two committees.

#### Article V

##### Term of Office

The term of all officers and board members shall be for one year, February to February of the following year, with one transition month beginning in February to March of the same year. The tenure in office for the President shall not exceed five consecutive years.

#### Article VI

##### Vacancies

Vacancies in the office of President, First Vice President, Secretary, Executive Director, Treasurer and in the Board of Directors, occurring by removal, resignation, termination of membership, or otherwise, shall be filled by the Board of Directors at their next general or board meeting.

#### Article VII

##### Duties of Officers

Section 1. President. It shall be the duty of the President to preside at the meetings of the Chamber and of the Board of Directors, and to perform such other duties as ordinarily pertain to his or her office. With the approval of the Board of Directors, the President is empowered to employ legal counsel or any other professional service they deem necessary. They shall ex-officio be a member of all committees.

Section 2. First Vice President. It shall be the duty of the First Vice President to preside at the meetings of the Chamber and of the Board of Directors in the absence of the President, and to perform duties as are assigned by the President and other duties as ordinarily pertain to his office. The First Vice President shall be the standing chair of the

Membership Committee and shall sit on at least two other committees of their choice, providing that all committees have sufficient minimums.

Section 3. Second Vice President. It shall be the duty of the Second Vice President to preside at the meetings of the Chamber and of the Board of Directors in the absence of the President and the First Vice President, and to perform duties as are assigned by the President and other duties as ordinarily pertain to his office. The Second Vice President shall be the standing chair for the Public Relations and Civic Affairs Committee and shall sit on at least two other committees of their choice, providing that all committees have sufficient minimums.

Section 4. Secretary. It shall be the duty of the Secretary to keep just, true, and complete minutes of the meetings of the Chamber and of the Board of Directors; to keep a record of membership and attendance; and to perform such other duties as ordinarily pertain to his office. The Secretary shall be the standing chair of the Publications Committee and shall sit on at least two other committees of their choice, providing that all committees have sufficient minimums.

Section 5. Executive Director. It shall be the duty of the Executive Director to write all communications; to issue all notices required; and to perform such duties as ordinarily pertain to his office. The Executive Director shall have no vote nor do they contribute to a quorum. It shall be the responsibility of the Executive Director to uphold the Constitution and By-Laws of the Chamber. The Executive Director shall be the standing chair of the Constitution and By-Laws Committee and shall sit on at least two other committees of their choice, providing that all committees have sufficient minimums.

Section 6. Treasurer. It shall be the duty of the Treasurer to have custody of all funds of the Chamber, explained and accounted for, at general and board meetings of the Chamber and at such other times as the President may require. To keep the accounts between the Chamber and its members; to receive all monies due the Chamber and to pay all bills of the Chamber when properly authorized to do so; to deposit all monies of the Chamber in a bank designated by the Chamber; and to perform such others duties pertaining to his office as may be required of him/her.

All checks drawn on the account of the Chamber shall be signed by the Treasurer and President.

All expenditures in excess of \$100.00 shall require the approval of the Board.

No bills shall be paid by the Treasurer until approved by the person incurring the obligation on behalf of the Chamber and by the President.

Upon his retirement for office, the Treasurer shall turn over to his successor in office, or to the President, all funds, books, accounts, and other property of the Chamber entrusted to them.

The Treasurer shall be the standing chair for the Audit and Financial Committee and shall sit on at least two other committees of their choice, providing that all committees have sufficient minimums.

Section 7. Board of Directors. The affairs of this Chamber shall be managed by the Board of Directors except as otherwise provided herein. It shall be the duty of each board member to select and become the chair of a committee which is vacant of existing chairs and shall sit on at least two other committees of their choice, providing that all committees have sufficient minimums.

## Article VIII

### Committees

The President shall appoint and can remove such standing and special committees as they shall deem necessary, including:

1. Membership Committee
2. Public Relations and Civic Affairs Committee
3. Audit and Financial Committee
4. Constitution and By-Laws Committee
5. Publications Committee
6. Special Retail Promotions and Advertising Committee
7. Holiday Event Committee (Christmas Tree Lighting and Halloween Parade)
8. Event Committee (Treasures in Your Attic and Workshops)
9. Annual, General, and Board Meeting Committee
10. Village Liaison Committee

## Article IX

### Duties of Committees

Section 1. The Membership Committee shall consist of at least three (3) members to serve until their successors are appointed. They shall investigate eligible businesses and recruit them for membership. The committee shall report to the Board of Directors at each Board Meeting on membership numbers and recruitment efforts. The First Vice President shall be the chair of this committee.

Section 2. Public Relations and Civic Affairs Committee shall consist of at least three (3) members to serve until their successors are appointed. They shall give the press and public such news as they shall deem proper, and carry on such activities as shall reflect a lively interest and support of worthwhile local projects and legislation. The Secretary shall be the chair of this committee.

Section 3. The Auditing and Financial Committee shall consist of at least three (3) members to serve until their successors are appointed. They shall audit the accounts of the Chamber and report thereon at each Board-, General- and Annual Meeting in each year, as well as provide financial guidance. The Treasurer shall be chair of this committee.

Section 4. Constitution and By-laws Committee shall consist of at least three (3) members to serve until their successors are appointed. They shall maintain and update the Constitution and By-laws as needed.

Section 5. Publications Committee shall consist of at least three (3) members to serve until their successors are appointed. They shall concern themselves with the publications which the Chamber will distribute to the public, including annual reports, general information flyers and brochures, newsletters, and the Chamber Website.

Section 6. Special Retail Promotions and Advertising Committee shall consist of at least three (3) members to serve until their successors are appointed. They shall plan, coordinate and advertise all special retail promotions and provide general advertising guidance to this organization and its members.

Section 7. Holiday Events Committee shall consist of three (3) members or mores to serve until their successors are appointed. They shall plan, coordinate and advertise for the Christmas tree lighting and the Children's Halloween Parade.

Section 8. Events Committee shall consist of at least three (3) members to serve until their successors are appointed. They shall plan, coordinate and advertise for the Treasurers in Your Attic, workshops and networking events.

Section 9. Annual, General, and Board Meeting Committee shall consist of three (3) members to serve until their successors are appointed. They shall arrange for all meetings and the annual dinner-dance in March, and all other official functions of the organization as they occur.

Section 10. Village Liaison Committee shall consist of two (2) members to serve until their successors are appointed. They shall be in continuous communication with the Village of South Orange government officials and represent the Chamber's on other boards in the surrounding area.

## Article X

### Order of Business

Section 1. The Order of Business at any general or special meeting of the Chamber shall be as follows:

1. Roll call of Officers

2. Reading of minutes
3. Treasurer's report
4. Bills against the Chamber
5. Communications
6. Reports of Committees
7. Applications for membership
8. Unfinished business
9. New business
10. Good and Welfare
11. Adjournment

Section 2. The order of business at the Annual Meeting of the Chamber shall be as follows:

1. Presentation of the Annual Report
2. Past Presidents' report
3. New Presidents' report (and presentation to the Past President Award)
4. Introduction of the new Board
5. Reports of Committees
6. Unfinished business
7. New business
8. Good and Welfare
9. Adjournment

## Article XI

### By-Laws Amendments

Amendments may be introduced in writing at any board or special meeting and adopted at the next general meeting of the Chamber, a quorum being present, by a two-thirds vote of the members present, provided that notice of such proposed amendment has been given to each member either in person or by mail, at least five (5) days before such next general.

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