



APPROVED BYLAWS

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Article I: General

Section 1: NAME

This organization is incorporated under the laws of the State of New York and shall be known as Watkins Glen Area Chamber of Commerce, Inc.

Section 2: AREA SERVED

The area served by the corporation shall include the geographical area known as Schuyler County, New York. This identification of the area served does not preclude the corporation from working in other areas to achieve its purpose.

Section 3: PURPOSE

The corporation is organized to advance the general welfare and prosperity of the Schuyler County community so that its citizens and all areas of its business community shall prosper. All necessary means of promotion may be undertaken, and particular attention and emphasis shall be given to the economic, civic, commercial, cultural, industrial, educational and tourism interests of the area.

Section 4: LIMITATION OF METHODS

The corporation shall observe all local, state and federal laws which apply to a non-profit organization as defined in Section 501 (c)(6) of the Internal Revenue Code.

Article II: Membership

Section 1: ELIGIBILITY FOR FULL MEMBERSHIP

Any sole proprietorship, partnership, corporation, association, non-for-profit agency, government agency, or estate having an interest in the objectives of the organization shall be eligible to apply for full membership. This full membership entitles the member to be included in all the benefits attendant to full membership as may be established by the corporation from time to time. All members shall designate one or more individuals to act as the member's official representative to the corporation. As governed by Section 4: VOTING RIGHTS of this Article, the designated representative will have one vote at general membership meetings.

Section 2: ELIGIBILITY FOR PATRONAGE MEMBERSHIP

Any individual person who does not, through membership in the corporation, represent a business, industry or public service and who has an interest in the corporation's objectives, shall be eligible to apply for patronage membership at a discounted rate. Patrons shall enjoy all the benefits of membership.

Section 3: COMPLIMENTARY MEMBERSHIP

Where deemed appropriate, the corporation's Executive Director may choose to confer special membership on a non-paying basis to no more than ten businesses in a calendar year (for example, exchanging memberships with other service organizations). In connection with conferring a complimentary membership, the Executive Director may set limits upon the benefits of membership available to the complimentary member. Complimentary members shall have no voting rights.

Section 4: VOTING RIGHTS

In any proceeding necessitating voting by members, each member in good standing shall be entitled to cast one vote. Proxy votes shall be permitted only at general membership meetings. Proxies shall be presented in writing to the Secretary of the Board prior to the general membership meeting. Proxy votes cast may be withdrawn by written notification to the Secretary or by attendance of the member at the meeting, whereby the proxy shall be considered withdrawn. Voting may be done virtually during virtual meetings as necessary through the mechanism provided by the staff (i.e., Zoom Poll, etc.).

Section 5: APPLICATION FOR MEMBERSHIP

Application for membership shall be in writing, on forms provided for that purpose, signed by the applicant, and accompanied by payment of dues, as provided by Section 6: DUES of this article. The Executive Director shall review applications for membership and will refer any membership application to the Board of Directors for approval or denial of the application.

Section 6: DUES

Membership dues rates shall be reviewed annually at the discretion of the board and set upon a vote of a majority of the Board of Directors. Members who are not current in their due's payments shall not be eligible to vote.

Section 7: REFUSAL OF APPLICATION and MEMBERSHIP TERMINATION

- a. Refusal of Application and Causes of Membership Termination. A membership shall terminate on occurrence of any of the following events:
 1. Resignation of a member.
 2. Failure of a member to pay dues, fees, or assessments as set by the Board within 90 days of their due date.
 3. Expulsion – any member may be refused membership or terminated from membership based on the determination of two-thirds (2/3) of the Directors present at any regular or special meetings of the Board, that the member has engaged in conduct unbecoming a member or prejudicial to the aims or reputation of the Chamber.
- b. Procedure for Refusal of Application or Expulsion. If grounds appear to exist for rejection or expulsion of a member under Article II: Membership, Section 7: REFUSAL OF APPLICATION and MEMBERSHIP TERMINATION the procedure set forth below will be followed:
 1. The potential member/member shall be given fifteen (15) days' prior written notice of the rejection or proposed expulsion and the reasons for the rejection or proposed expulsion.
 2. Prior to the effective date of the rejection or expulsion, the potential member/member shall be given an opportunity to appeal against the Board's decision by presentation to the Board, either in-person or in writing.
 3. The Board shall confirm or set aside its prior decision regarding rejection/expulsion based on the determination of two-thirds (2/3) of the Directors present at the appeal.
 4. Any appeal challenging an expulsion of membership must be commenced prior to the date
 5. of the expulsion or the potential member/member waives any right to make a challenge.
 6. An expelled member forfeits any dues paid in the current membership year.

Article III: Meetings of the Members

Section 1: ANNUAL MEETING

The annual meeting of the membership will be held in any month in the last quarter of the calendar year. The time and place will be fixed by the Board of Directors and notice of the meeting will be mailed to each member at least ten (10) days before the meeting. The Annual Meeting may be held virtually when and if necessary.

Section 2: ADDITIONAL MEETINGS

The Chair of the Board may call general membership meetings at any time, or upon petition, in writing, of any twenty-five members in good standing, or application of two-thirds members of the Board. Notice of additional meetings, including the purpose of the meeting, shall be given to each member at least five days prior to the meeting.

Section 3: QUORUMS AND VOTING

At any duly called meeting of the corporation's members, one-tenth (1/10) of the members in good standing shall constitute a quorum. Historically in-person voting has counted the majority vote of those present (with proxy voting included) as the acceptable practice of counting votes for passing or not passing motions. For the purposes of conducting business at any membership meeting, decisions by vote shall be decided by a quorum as defined above. The Chair of the Board shall serve as tiebreaker. Voting may be done virtually during a virtual meeting as necessary through the mechanism provided by staff (i.e. Zoom Poll, etc.).

Article IV: Board of Directors

Section 1: COMPOSITION OF THE BOARD

The Board of Directors shall be composed of at least nine members, but not more than eighteen members excluding ex-officios. No ex-officio may sit on the executive committee. For clarity, the purpose of excluding ex-officios from question of total board membership is to focus on the pool of members that may matriculate to the executive committee. The actual number to serve for any one year will be determined by the existing Board of Directors during the prior year, with any change in the number of Directors requiring the vote of a majority of the entire board. Employees of the corporation are not eligible to serve as Directors, and a Director shall not be employed by the corporation during their term as a Director.

Section 2: PURPOSE OF THE BOARD

The governing and policy-making responsibilities of the corporation shall be vested in the Board of Directors, which shall control its property and finances and direct its affairs. The Board's actions shall be reported to the general membership at the annual membership meeting and more frequently as the Board shall determine.

Section 3: SELECTION AND ELECTION OF DIRECTORS

- a. The Chair of the Board, at least ninety (90) days prior to the annual membership meeting, will convene a Nominating Committee of at least two additional persons including past Chair, current 1st Vice Chair, Executive Director, and one other member of the Board of Directors. The Nominating Committee is not to be treated as a committee of the board and thus will have no power to bind the corporation. The Nominating Committee will prepare a list of nominations to fill the vacancies to be created by the

expiring terms of the Board of Directors, which the Committee will deliver to the Board of Directors for confirmation or amendment and will then be presented to full membership at the annual meeting. Each candidate for Director must be the duly authorized representative of a member in good standing.

- b. At the annual membership meeting, each of the nominations to the Board of Directors shall be voted on by the membership.

Section 4: VACANCIES AND ADDING DIRECTORS

In the instance of any Director vacancy or adding to the number of Directors (as may be necessary to increase expertise or diversity), such positions shall be filled by vote of a majority of the Directors then in office, with special consideration to the candidates based on the results of the annual election for that year.

Section 5: SEATING OF NEW DIRECTORS

All Board members elected at the annual meeting shall be seated at the January meeting of the Board of Directors. All Board members elected at any other time of the year shall be seated immediately following vote, and their partial year of service shall be considered a full year of service for the purpose of Article IV: Board of Directors, Section 6: TERM LIMITS.

Section 6: TERM LIMITS

The term of each Board member is three years. Board members may be asked to serve two terms.

Board members are limited to serving two consecutive three-year terms, or a total of six consecutive years, provided that the Board of Directors by two-thirds vote may extend the term of any individual Board member by up to two additional terms of one year each. After serving six consecutive years, or the additional one-year term(s) (for a maximum of eight years), as applicable, a Director must step down as a member of the Board for one full year before being eligible to serve again as a Director.

Section 7: EX-OFFICIO BOARD MEMBERS

The individuals serving as Chair of the Schuyler County Legislature and Executive Director of Schuyler County Partnership for Economic Development, Inc. shall serve as members of the Board of Directors by virtue of, and for so long as, such individuals hold such offices. Such ex-officio Directors are not eligible to sit on the executive committee. In all other ways, ex-officios shall have all of the rights, including voting rights, and be subject to all of the obligations as all other Board members. Ex-officio Directors shall exercise membership rights as representatives of their respective organizations.

Section 8: MEETINGS

The Board of Directors shall meet not less frequently than once per month with the annual membership meeting counting as a board meeting. The schedule of all regular meetings for the following year shall be determined by the Board at its meeting in December. The Chair of the Board, or any three members of the Board of Directors acting in concert, may call a special meeting of the Board of Directors by notice delivered to the other members of the Board not less than twenty-four hours prior to the date and time of the special meeting. Such notice shall be by electronic mail or such other form of communication as the Board, by resolution, may determine to be acceptable means of communicating notice of special meetings.

Section 9: QUORUMS AND VOTING

At any duly called meeting of the Board of Directors, a majority of the total number of voting Directors' seats shall constitute a quorum. All decisions by the Board of Directors shall be made by quorum unless

specifically stated in these by-laws. The Chair of the Board shall serve as tiebreaker. Proxy voting is not permitted.

Section 10: ATTENDANCE POLICY

A member of the Board of Directors shall attend all board meetings. It is recognized that members of the Board may be unable to attend meetings due to conflicts with other commitments or other unforeseen circumstances. Generally, a member shall make their best efforts to participate in board meetings in-person. Board members who cannot regularly attend in-person and whose participation in board meetings is compromised, may be subject to removal from the board by vote of the Directors. If there is a member of the board who shall be absent from any three (3) regular meetings of the Board of Directors within one calendar year, the Chair of the Board shall discuss the reasons for absences and may request that the board member resign from the Board of Directors. Subject to the articles that follow, virtual participation will count toward attendance.

Section 11: VIRTUAL PARTICIPATION

When at all possible, in-person attendance is preferred and expected. A Board member may participate in a Board meeting virtually/electronically at the discretion of the Board Chair.

The physically absent member attending virtually shall be in a location that is private such that confidential and sensitive information communicated during the meeting shall not be overheard or otherwise intercepted by unauthorized persons.

Section 12: CONFIDENTIALITY

Some board matters are intended to be kept confidential. These matters will be designated so by the presenting Director. Following discussion of the confidential matter, the Chairperson will re-articulate that this matter must be kept confidential and seek understanding and agreement from attending Directors by a raising of hands. A Director that fails to maintain confidentiality may be asked to resign by the board. Such decision will be made by an affirmative vote of two-thirds of the seated Directors. The Director in question will be given fifteen minutes to address the board prior to the vote. A Director removed from the board under this provision has no recourse.

Article V: Board Officers

Section 1: SELECTION OF OFFICERS

Each year the Nominating Committee shall recommend the nomination of the following Officers from the then- current Board of Directors: Chair of the Board, First Vice-Chair, Second Vice-Chair, Secretary, and Treasurer.

These nominations shall be presented to the Board of Directors by the October Directors' meeting for discussion and ratification or amendment, and then presented to the membership at the annual membership meeting and voted on by the membership in the same manner as the nominations for Director. In the event that the members fail to approve any such nomination, or if there shall be a vacancy in any of the foregoing offices, the Board of Directors may appoint one of its members to fill such an office.

Section 2: TERMS OF OFFICERS

The Chair of the Board, the Vice-Chairs, the Secretary and the Treasurer shall take office on the first day of January and serve for a term of one (1) year. An additional term of one (1) year may be served upon approval of the Board and ratification by the membership at the annual membership meeting.

Section 3: DUTIES OF OFFICERS

- a. The Chair of the Board shall serve as the chief elected Officer of the Board and shall preside at all meetings of the membership, Board of Directors and Executive Committee. The Chair shall, with the advice and counsel of the Executive Committee and support as necessary from the Executive Director, propose all committees, select all committee chairs, and assist in the nomination of committee personnel. All such proposals and nominations shall be presented to the Board for approval.
- b. The First Vice-Chair shall exercise the powers and authority and perform the duties of the Chair in the absence or disability of the Chair. The First Vice-Chair shall perform such other duties as are assigned by the Chair.
- c. The Second Vice-Chair shall exercise the powers and authority and perform the duties of the Chair in the absence or disability of the Chair and the First Vice-Chair. The Second Vice-Chair shall perform such other duties as are assigned by the Chair.
- d. The Treasurer will chair the Finance Committee. The Treasurer shall review all assets and funds received by the corporation and for their proper safekeeping or disbursement, respectively. Funds shall be kept on deposit in financial institutions or invested in a manner approved by the Board of Directors. The Treasurer shall cause a written monthly financial report to be made to the Board. The Treasurer shall assist and provide guidance to the Executive Director and the Finance Committee in annual budget preparations. Written monthly reports and annual reports shall also be made available to any member so requesting.
- e. The Secretary shall serve as secretary to the Board of Directors and shall be responsible for approving meeting minutes of the Board of Directors. The Secretary will maintain a calendar of required Board responsibilities per the By Laws. A separate line item will exist on the Board agenda for the Secretary to alert the Directors to upcoming responsibilities.

Article VI: Executive Director

The Board of Directors shall employ an Executive Director and shall fix the salary and other conditions of employment for such an Officer. The Executive Director shall be the corporation's chief administrative and Executive Officer. At the direction of the Board Chair, the Executive Director shall prepare notices and the agenda for the Board of Directors' meetings. The Executive Director shall be responsible for the administration of the corporation's program of work and the implementation of the corporation's strategic plan. The Executive Director shall be responsible for hiring, discharging, directing, and supervising all the corporation's employees. The Executive Director is responsible for job descriptions of all the corporation's employees except for the description of the Executive Director. When deemed appropriate, the Executive Director is responsible for the creation of new employment positions within the corporation. The Executive Director is responsible for managing the budget of the corporation per Article VIII: Finances. The Executive Director shall serve at the pleasure of the Board of Directors.

Article VII: Committees

Section 1: STANDING COMMITTEES

Quorums are required for standing committees.

- a. **Executive Committee:** The Executive Committee shall meet monthly to review any matter related to the corporation and make recommendations on presenting issues to the full board. The Executive Committee shall be composed of the Chair of the Board, the Vice-Chairs, the Secretary, the Treasurer, and the Chair of the Board during the immediately preceding year. The Chair of the Board will serve as the Chair of the Executive Committee and preside over all meetings thereof. The Executive Director will attend meetings and provide support as required.
- b. **Personnel Committee:** The Executive Director, Board Chair, and immediate Past Chair, if necessary, shall serve as the corporation's Personnel Committee.

Significant actions involving personnel (e.g. terminations, potential legal actions) shall be discussed by the Personnel Committee. The resolution of personnel-related matters shall be presented to the Executive Committee and then to the Board, if appropriate.

Annually, as part of the budgeting process, the Executive Director shall make a compensation recommendation for all personnel to the Personnel Committee for review and approval. The Personnel Committee will make a recommendation for the annual increase and bonus for the Executive Director to the Executive Committee for approval. The total personnel compensation will be approved by the Board of Directors as part of the budget approval process.

- c. **Finance Committee:** The Finance Committee shall review the corporation's financial position, consult with the Executive Director on accounting and financial management issues, and review and report to the Executive Committee all matters that may be referred to it for consideration. The committee shall meet at least annually as part of the budget preparation, or more frequently as necessary. The Finance Committee shall be composed of the Chair of the Board, at least one of the Vice-Chairs, the Treasurer, and at least one other member of the Board of Directors (with consideration for a member that may be a Treasurer in the next election cycle). The Treasurer will serve as the chair of the Finance Committee and preside over all meetings thereof. The Executive Director will attend meetings and provide support as required by the Committee.
- d. **Audit Committee:** Audit Committee shall retain an appropriate auditor or auditors for the annual audit, review audit results, and report findings to the Board. The Audit Committee has the power to select the auditor, however, will review the selection of the auditor with the board (absent the Finance and Executive Committee members) for ratification. Before the audit begins, the Audit Committee will review the scope and planning of the audit with the auditor(s). Following the audit, the Committee will meet with the auditor(s) to discuss the findings. The Committee will annually consider the auditor's performance and independence. The Committee will report its findings and conclusions to the Board of Directors. No member of the Executive or Finance Committees will sit on the Audit Committee. The Audit Committee shall be composed solely of independent Directors. The deliberations of this committee will be attended only by the members of the committee. The Executive Director will attend meetings and provide support as required.

Section 2: AD HOC COMMITTEES

The Chair of the Board may recommend, and the Board will approve or reject, such ad hoc committees and their chairs, as deemed necessary to carry out the corporation's programs. It shall be the function of such ad hoc committees to organize and carry out functions, make investigations, conduct studies and hearings,

make recommendations to the Board of Directors, and carry on such activities as may be delegated to them. Membership of such ad hoc committees shall consist of at least three members of the Board of Directors, and such other representatives of members of the corporation as the Board shall determine. Only Board members will maintain a vote in committee decisions.

Section 3: EX OFFICIO MEMBERS

The Chair and Vice-Chairs of the Board of Directors will be ex-officio members of all committees.

Section 4: LIMITATION ON AUTHORITY

No action by any committee or any member of any committee shall be binding upon or constitute an expression of the policy of the corporation until it has been authorized and approved by the Board of Directors, with the exception of the Executive Committee

Section 5: NON-BOARD COMMITTEES

Non-board committees may be created as necessary to meet the needs of the corporation. Such committees may be created by the Board of Directors or Executive Director at any time and for any purpose. These groups do not have the power to bind the corporation. They also do not have the authority to speak on behalf of the corporation or represent the corporation in any matter. Quorums are not required for non-board committees.

Article VIII: Finances

Section 1: FUNDS

All money shall be placed in accounts with appropriate FDIC or equivalent protections (e.g. NCUA). When money is held for other organizations or agencies, separate accounts shall be established to manage those funds.

Section 2: DISBURSEMENTS

Upon approval of the budget, the Executive Director is authorized to make disbursements on accounts and expenses provided for in the budget, without additional approval of the Board of Directors in accordance with the current Procurement Policy.

Section 3: FISCAL YEAR

The fiscal year of the corporation shall close on the 31st day of December.

Section 4: BUDGET

With input from the Finance Committee, the Executive Director will prepare a proposed annual budget no later than the 15th of September.

Section 5: ANNUAL AUDIT

The accounts of the corporation shall be audited or reviewed annually at the close of the fiscal year by a certified public accountant. The audit or review shall be available to members of the organization

Section 6: BONDING

The Executive Director and such other Officers and staff as the Board of Directors may designate shall be bonded by a sufficient fidelity bond in the amount set by the Board of Directors and paid for by the corporation.

Article IX: Dissolution

The corporation shall use its funds only to accomplish the objectives and purposes specified in these bylaws, and no part of said funds shall inure, or be distributed, to the members of the corporation. On dissolution of the corporation, any funds remaining shall be distributed to one or more regularly organized and qualified Schuyler County charitable, educational, scientific, or philanthropic organizations classified under IRC Section 501(c) (6) as selected by the Board of Directors. Funds held on behalf of another organization shall be disbursed based on the terms of those agreements.

Article X: Miscellaneous

Section 1: PARLIAMENTARY AUTHORITY

The current edition of Roberts Rules of Order shall be the final source of authority in all questions of parliamentary procedure, when such rules are not inconsistent with the by-laws of the corporation.

Section 2: CONFLICTS OF INTEREST

On any issue or action where any Director, Officer, member, or employee has a conflict of interest, the Director, Officer, member, or employee shall notify the Board of Directors at the earliest opportunity following identification of the conflict. Where related to a Director, Officer, or member, such individual will abstain from discussion, influence, and or voting on the matter. The Board of Directors may require a Director or member to absent himself/herself during discussion and/or voting.

- a. A conflict of interest occurs when any transaction, agreement, or any other arrangement, between the corporation and another person has the potential to confer a direct, financial benefit to any related party, as defined herein.
- b. A related party will be considered to have a direct financial interest in a corporate action when that action has the potential to confer a financial benefit (beyond salary, wages, benefits or expense reimbursement for employees and expense reimbursement for any Director, Officer, or member as may be appropriate) to that related party. A Related party is defined as:
 1. any corporate Officer,
 2. a member of the Board of Directors,
 3. an employee,
 4. a relative (including parents, children, and siblings) of an Officer, Director, or employee,
- a) an entity where an Officer, Director, or employee, or a relative thereof has an ownership interest in excess of five percent (5%),
 5. an entity where an Officer, Director, or employee, or a relative thereof, directly or indirectly, holds a twenty-five percent (25%), or greater, ownership or beneficial interests, or
 6. a corporate entity where an Officer, Director, or employee, or a relative thereof, serves as an Officer, Director, trustee, key employee or partner, or the equivalent thereof.

- c. Board notification is complete when the conflict is presented in writing. The notification shall include a detailed description of the potential conflict, the parties having the potential to benefit from the conflict, the date the potential conflict was discovered, the date of the notification, and a signature of the Director, Officer, member, or employee involved in the potential conflict.
- d. The Board will vote on such potential conflicts after consideration of the information described in the disclosure. The Board must decide that the action that is the subject matter of the potential conflict is appropriate for the corporation in light of the conflict, has not been subject to undue influence by the benefiting related party, does not provide an undue benefit to any related party, and is not in opposition of the law.
- e. This process shall be documented in Board minutes along with the final determination.
- f. Signed disclosure statements regarding all conflicts of interest must be compiled annually by the Secretary and delivered to the Chair of the Finance and Audit Committee.

Section 3: INDEMNIFICATION

The corporation shall indemnify any and all current or former Officers, Directors and employees against expenses actually and necessarily incurred by them in connection with the defense of any action, suit, or proceeding brought by any party other than the corporation in which they or any of them are made a party by reason of having been Officers, Directors or employees of the corporation, except in relation to matters to which such individuals shall be adjudged in such action, suit or proceeding to be liable for misconduct or gross negligence in the performance of a duty.

Section 4: AMENDMENTS

These by-laws may be amended or altered by a two-thirds (2/3) vote of the Board of Directors, or by a majority of the members at any regular or special meeting, providing the notice for the meeting includes the proposals for amendments. Any proposed amendments or alterations shall be submitted to the Board or the members in writing, at least ten (10) days in advance of the meeting at which they are to be acted upon.