

Indian Lake Chamber of Commerce
P.O. Box 724
Indian Lake, NY 12842

Bylaws

Revised October 12, 2012

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Bylaws of the Indian Lake Chamber of Commerce September 30, 2012

ARTICLE I Name

Section 1 This organization shall be known as the Town of Indian Lake Chamber of Commerce incorporated representing the hamlets of Indian Lake, Blue Mountain Lake and Sabael.

Section 2 The chamber building shall be known as the Visitor Welcome Center.

ARTICLE II Purpose

Section 1 Its objective shall be to promote economic growth, provide quality service to members, enhance visitor services and activities and to market the Town of Indian Lake as a tourist destination.

ARTICLE III Membership

Section 1 Eligibility for membership.

The active membership of the Chamber of Commerce shall consist of any person who has a business within the Township of Indian Lake or has an interest in the development of our township.

- A. An active member shall be any resident of the Town of Indian Lake, any non-resident or a Business with an interest in Indian Lake whether or not the business is actually located in the Township.
- B. Each active member shall be qualified by payment of the appropriate membership by its due date as described in Section 3.
- C. A business is defined as a business which serves the general public in trade, profession or service.

Section 2 Classes of Members

- A. **Regular Members.** Regular Members shall be those members who are active in the programs of the organization and who have paid dues according to these bylaws. They shall have rights to have a presence on the organization's website and in the Visitor Welcome Center, participate in chamber sponsored programs and shall be entitled to one vote per membership at the Spring, Fall or Special meetings of the organization. Regular members are entitled to ILCC discounts on fess and events.
- B. **Associate Members.** Associate Members (Individual & Family Memberships) shall be those individuals who have an interest in the development of the Township and wants to support this organization. This type of membership does not entitle the organization to voting privileges.
- C. **Affiliate Members.** Affiliate Members shall be those businesses or organizations contributing to the chamber through in kind services and shall have all the rights and privileges as Regular Members. Affiliate Memberships shall be established by a simple majority vote by the Board of Directors.
- D. **Non-Profit Members.** Non-Profit Members shall be those organizations holding a 501(c) designation and shall be a member for purposes of reciprocating organization

information, such as presence on the organization's website and in the Visitor Welcome Center. This type of membership does not entitle the organization to voting privileges.

Section 3 Dues.

- A. The dues shall be established periodically with review at least every 2 years by the Membership Committee who shall recommend a dues structure prior to or at the September monthly meeting to the Board of Directors.
- B. The membership year shall begin the first day of the month that the Member joins the organization, known as the **annual membership date**, and shall terminate one year from that month, with Membership dues payable 30 days past the annual membership date.
- C. Members who have not paid the prior year's dues shall not be eligible to vote at the Spring, Fall or Special meetings and shall have terminated all member rights as defined in these bylaws.

Section 4 Delinquency of Dues.

Delinquent members shall not be reinstated as active members or enjoy the benefits of active membership until they have paid all past dues and present membership dues

ARTICLE IV Officers and Personnel

Section 1 Directors. The Board of Directors shall consist of not less than five (5) and no more than nine (9) members who shall govern and direct all business of the organization.

- A. The Directors shall be elected at the Fall Annual Membership Meeting of the chamber. Each director shall be elected for a one to three year term or until their successors are elected. The newly elected directors shall assume office as of January 1 following the Fall Annual Membership Meeting; however, they are expected to attend and participate in the October, November and December meetings.
- B. A nominating committee of not less than (3) active members shall be appointed by the president at least sixty (60) days prior to the Fall Annual Membership Meeting, for the purpose of recommending potential candidates to be elected to the Board of Directors. The committee shall file a list of nominees with the organization at least (30) days prior to the Fall Annual Membership Meeting. The Chairman of the committee shall be a member of the Board of Directors.
- C. The organization shall mail written ballots to all active members indicating the nominees recommended for director or directors at least fifteen (15) days prior to the Fall Annual Membership Meeting. The ballots are to be marked by each active member and returned to the organization to be counted at the Fall Annual Membership Meeting.
- D. In the event of a tie between two or more of the nominees, those active members present at the Fall Annual Membership Meeting shall vote by secret ballot to break the tie.
- E. To qualify as a candidate for a chamber directorship the individual shall be a member in good standing of this organization
- F. Any vacancy occurring upon the Board of Directors shall be filled by the remaining directors. In determination of a replacement to fill the vacancy, weighted consideration is to be given to the runner up in the voting at the previous annual meeting.

Section 2 Officers. The elected officers of the organization shall be a president, a vice-president, a recording secretary, and a treasurer. Two additional officers may be appointed

by the board of directors to assist the elected officers in their duties. If there are appointed officers, they shall be known as assistant recording secretary and assistant financial secretary.

Section 3 Duties of Officers.

- A. **President.** The president shall be the chief executive officer of the organization, and shall: serve as chairman of the board of directors; have the power to appoint special committees subject to the approval of the board of directors; be responsible for maintaining good public relations with the community; be granted reimbursement for any expenses incurred in the performance of their duties and for any membership dues in other organizations as approved by the board of directors; and shall be ex officio a member of committees except the nominating committee.
- B. **Vice President.** The vice-president shall assume the duties of president in the absence of the president, and shall serve as assistant to the president in their efforts for the good of the organization. The vice-president shall chair meetings of the board of directors in the absence of the president, and shall assume the office of president in the event of resignation, disability, or death of the president.
- C. **Recording Secretary.** The recording secretary shall be responsible for keeping accurate minutes of meetings of the organization. The recording secretary shall have custody of the corporate seal if there shall be one. The recording secretary or ILCC office staff shall be responsible for sending notices of meetings and letters of appointment to committees and appointed officers. The recording secretary shall have other duties as prescribed by the board of directors or by standing rule.
- D. **Treasurer.** The treasurer shall be responsible for overseeing the collection of dues, and for receipt and deposit of financial contributions and income into accounts at such banks and financial institutions as the board of directors shall direct. The treasurer shall review records to be sure they are accurate records of monies received and expended and shall make a financial report at board meetings. The treasurer or president shall be responsible for issuing payroll checks, tracking, paying and reporting quarterly and yearly financial reports to the state and federal governments. At the end of the fiscal year, the treasurer and president shall be responsible for auditing the organization's financial records and if deemed necessary by the board of directors, securing the services of a certified public accountant to conduct an audit of the organization's financial records. The treasurer shall be chairman of the budget and finance committees, and shall submit a yearly budget for adoption by the board of directors, at the Board Meeting preceding the fall membership meeting.
- E. **Appointed Officers.** Appointed officers shall have such duties as the board of directors shall direct in writing.

Section 4 Any bills in excess of six hundred dollars (\$600) shall be reported at the next meeting of the board of directors and shall require the approval of a majority of the directors prior to payment. Should approval of a large bill be required before a board meeting, a special email approval system shall suffice.

Section 5 Personnel.

- A. **Administrative Assistant.** A personnel committee of not less than 3 board members shall hire an administrative assistant, who shall staff the Visitor Welcome Center, providing visitor information regarding organization members and general town information, support chamber functions and programs, and duties as the personnel

committee shall direct in writing. The president shall act as supervisor to the Administrative Assistant and shall provide job performance evaluations.

- B. **Office Personnel.** Additional office personnel to staff the Visitor Welcome Center may be employed at the discretion of the board of directors by a simple majority vote. Office personnel shall be responsible for providing visitor information and other duties as the personnel committee shall direct in writing.

Section 6 Election and Appointment of Officers.

- A. **Elected Officers.** The officers shall be elected at the January Meeting by the directors with a simple majority vote.
- B. **Appointed Officers.** Officers may be appointed at any time by the board of directors and shall take office immediately upon notification of appointment. The term of office for appointed officers shall be determined by the board of directors, but in no case shall the term exceed that of other officers.
- C. **Vacancies in Office.** All vacancies in office shall be filled by the board of directors for the remainder of the year in question.

Section 7 Removal of Officers.

- A. Any director may be removed by the Board of Directors with cause, by a simple majority vote.
- B. Failure of a Director to attend two consecutive meetings without a valid reason will require that director to resign.

ARTICLE V Meetings

Section 1 General Membership Meetings. General Membership meetings shall be held twice a calendar year, one in the Spring and one in the Fall. The Fall Membership Meeting shall be the Annual Membership Meeting.

- A. **Meeting Notices.** Notices of every active membership meeting shall be mailed to each active member at least fifteen (15) days prior to the date of the meeting, unless declared an emergency meeting by the president.
- B. **Voting Privileges.** At all active membership meetings only one representative of each business will be entitled to cast one vote.

Section 2 Annual Membership Meeting. The Fall Annual Membership Meeting of the Chamber shall be held in either, September, October or November for the purpose of election of directors, receiving reports of officers, the board of directors and committees, and for any other business which shall properly come before the meeting. Notice of the annual Membership Meeting accompanied by a detailed agenda and voting ballot shall be sent to active members in good standing at least fifteen (15) days prior to the date of the meeting.

Section 3 Special Meetings. Special meetings shall be held whenever a majority of the Board of Directors deems them necessary or when not less than ten (10) active members in good standing shall so request of Directors in writing for such a meeting. The request shall specify the purpose the meeting is to be called. The board shall notify the active membership the

time and place of the requested a special meeting and its purpose. No business shall be in order except such business as is specified in the request and the notice thereof.

Section 4 Quorum.

- A. Membership Meetings.** A quorum for regular or any special meeting shall be ten (10) or more members in good standing.
- B. Board of Directors Meetings.** A quorum for meetings of the board of directors shall be a simple majority of the directors then in office.

Section 5 Board of Directors Meetings. Board of Directors' meetings shall be held monthly at the convenience of the majority board members. Board of Directors meetings shall be closed to members and to the press during executive sessions. General meeting are open to public and press. Executive session timing will follow general meeting. Members and non-members may be invited by the board of directors to appear for purposes of reports and receipt of other information, but shall not be entitled to remain in the meeting during the conduct of business.

Section 6 Special Meetings of the Board of Directors. Special meetings of the board of directors may be called by the president or any three directors. Notice of the special meeting shall be sent to directors at least seven days prior to the date of the meeting. Attendance shall be limited as provided in Section 5 of this article.

ARTICLE VI Board of Directors and Personnel

Section 1 Composition. The Board of Directors shall consist of the elected and appointed officers, from five to nine directors elected by the membership. Each year directors shall be elected for a term of three years or until their successors are elected.

Section 2 Responsibilities. The board of directors shall be responsible for the management and administration for the chamber in all respects and for all purposes. The board of directors shall determine the compensation for the Administrative Assistant and any other personnel or consultants retained by the organization.

Section 3 Administrative Assistant. The board of directors may employ an administrative assistant whose duties and compensation shall be as specified by the board of directors by contract.

Section 4 Vacancies. Vacancies among directors shall be filled by the board of directors for the remainder of the term vacated.

ARTICLE VII Committees

Section 1 Standing Committees. There shall be the following standing committees; Bylaws, Budget and Finance, Membership Development and Services, Nominating and Fundraiser and Events/Public Relations.

Section 2 The duties of the standing committees shall be:

- A. **Bylaws.** The bylaws committee shall be responsible for reviewing the bylaws and submitting amendments to the membership. Proposed amendments shall be included in the call to meeting.
- B. **Budget and Finance.** The budget and finance committee shall prepare the annual budget, audit the organization's financials and report to the board of directors. The annual budget shall be presented to the members at the Fall Annual Membership Meeting.
- C. **Membership Development and Services.** The Membership Development and Services Committee shall research member educational, training and informational programs and services, make appropriate recommendations to the Board of Directors and implement these plans. The Committee shall also create, develop and implement strategies to increase and enhance Chamber memberships, conduct membership campaigns and other events/programs retention and recruitment of members.
- D. **Fundraiser and Events/Public Relations.** The Public Relations and Events/Fundraising Committee shall develop and implement all promotional, marketing and media activity plans for the Chamber and shall consult on all promotional efforts. In addition, the Committee shall research, plan and implement all Chamber events and fundraisers.

Section 3 Special Committees. Special committees may be appointed by the president, the board of directors, or the membership. Charges to a special committee shall be in writing.

Section 4 Nominating Committee. A nominating committee of not less than (3) active members shall be appointed by the president at least sixty (60) days prior to the Fall Annual Membership Meeting, for the purpose of recommending potential candidates to be elected to the board of directors. The committee shall file a list of nominees with the chamber at least thirty (30) days prior to the Fall Annual Membership Meeting. The chairman of the committee may be a member of the board of directors.

ARTICLE VIII Parliamentary Authority

Section 1 The order of business at membership, board and special meetings shall be governed by the current edition of *Robert's Rules of Order* in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the organization may adopt, and shall follow this general outline.

- (a) Minutes of previous meeting of membership will be read for information only.
- (b) Report of Financial Status.
- (c) Reports of Officers and Committees
- (d) Election of New Directors (Fall meeting only)
- (e) Old Business if any
- (f) New and miscellaneous business
- (g) A simple majority vote will govern all voting except as outlined in Article V.

ARTICLE IX Bylaw Amendments

No changes or additions shall be made to these Bylaws except in the following manner.

Section 1 By recommendation of a majority of the Board of Directors or by written petition, signed by no less than ten (10) active members in good standing, may be presented to the

active membership at either the Spring, Fall or Special meetings of the organization for consideration only.

Section 2 A standing committee shall be appointed by the Board of Directors to review the requested change or addition to these Bylaws. They shall present their recommendations in writing to the Board of Directors within thirty (30) days.

Section 3 Each active member, in good standing, shall be fully informed in writing, at least fifteen (15) days prior to the following active membership meeting (either Spring, Fall or Special) of the substance of the original petition; the recommendation of the special review committee; and/or any other information or opinion upon the subject to allow all active members full awareness of the impact of such change.

Section 4 During the next active membership meeting the subject will be presented under new business; fully discussed as necessary, and voted upon.

Section 5 A quorum of ten (10) members in good standing shall be required to approve any changes, additions or amendments.

ARTICLE X Dissolution

Section 1. Procedure: The chamber shall use its funds only to accomplish the objectives and purpose specified in these bylaws and no part of said funds shall be distributed to the members of the chamber. On dissolution of the chamber, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific or philanthropic organization to be selected by the Board of Directors.

ARTICLE XI Indemnification

The Chamber may, by resolution of the Board of Directors, provide for indemnification by the Chamber of any and all of its Directors or former Directors against expenses actually and necessarily incurred by them in connection with the defense of any action, suit or proceeding, in which they or any of them are made parties, or a party, by reason of having been Directors of the Chamber, except in relation to matters as to which such director shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability for negligence or misconduct.