



MADISON AREA
CHAMBER OF COMMERCE, INC.
BY-LAWS

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ARTICLE I
NAME

Sec. 1. The name of this organization is MADISON AREA CHAMBER OF COMMERCE, INC.* The organization shall be known as MADISON AREA CHAMBER OF COMMERCE and an appropriate Fictitious Name Certificate shall be filed with the Secretary of the State of New Jersey.

ARTICLE II
OFFICES

Sec. 1. The mailing address of the Corporation is Post Office Box 152, Madison, New Jersey, 07940, or such other place as may be established by the Board of Directors from time to time.

ARTICLE III
PURPOSE

Sec. 1. The purpose of this organization shall be the promotion of the economic, commercial, industrial, professional, mercantile, civic and general interests of Madison.

ARTICLE IV
MEMBERSHIP

Sec. 1. The Madison Area Chamber of Commerce shall be composed of active and honorary members.

Sec. 2. Any person, firm, corporation or association interested in the welfare of Madison and in sympathy with the purposes of the Chamber shall be eligible to be an active member.

Sec. 3. Application for active membership shall be made on a regular membership form, signed by the applicant and, accompanied by membership dues, referred to the Membership Committee of the Board of Directors.

Sec. 4. Any firm, corporation or association subscribing for membership in the Chamber shall file with the Executive Director notice designating the name of the representative for each membership subscribed. It is understood that each firm, corporation, or association shall be entitled to cast only one (1) vote or ballot on questions at issue. The name of said voting member and alternate shall be on file with the Executive Director and may be changed only upon thirty (30) days written notice to the Executive Director.

Sec. 5. The dissolving of a firm or corporation shall be regarded by the Board of Directors as the resignation of such firm or corporation.

Sec. 6. Any person who has rendered a service to the Chamber or community at large may be nominated by the Board of Directors for honorary membership and elected at a regular meeting of the Board by a majority vote of the Directors present. Honorary membership shall include all of the obligations and privileges of active membership, except that of holding office, voting and payment of dues.

Sec. 7. Any member who by personal or business conduct violates any of the rules, purposes or other objectives of the Chamber, may, if found guilty, be expelled from membership by a two-thirds (2/3) vote of the Board of Directors at a meeting called for that purpose, provided that said member shall be given at least seven (7) days notice in writing of such pending action. Service of such notice shall be made certified mail to the member's last known address. Said member may be represented at the hearing before the Board of Directors by counsel, and, in case of being expelled by the Board, may appeal to the membership at its regular meeting.

ARTICLE V
DUES

Sec. 1. Each member shall be assessed such dues as shall be determined by the Board of Directors. The dues schedule shall be included in the annual billing. The dues shall be paid annually in advance unless a member has arranged for an installment schedule, as approved by a majority vote of the Board of Directors. Members joining during the fiscal year shall pay their pro-rata share of dues unless the Board of Directors waives the first-year's dues by majority vote.

Sec. 2. Each member shall be liable for dues unless a resignation has been received by the Executive Secretary within the first three (3) month of the fiscal year.

Sec. 3. If any member shall fail to pay its dues within one (1) month after date of maturity, written notice of delinquency shall be given it by the Executive Director. If at the end of thirty (30) days of notice of delinquency the bill remains delinquent, the membership shall be temporarily suspended pending payment of dues or action of the Board of Directors.

ARTICLE VI
BOARD OF DIRECTORS

Sec. 1. The government of the Chamber, its work, and control of its property, shall be vested in a Board of Directors consisting of no less than twelve (12) members. At least one-third (1/3) of the directors shall be elected annually for a term of three (3) years hereinafter provided. The immediate past president of the Chamber shall, even if he or she is not an elected member of the Board of Directors, serve as an ex-officio member. All Board Members must be members in good standing of the Chamber of Commerce. Upon their election the Directors shall meet, qualify and elect from their own number four (4) officers: a President, a First Vice-President, a Second Vice-President, and Treasurer, each of whom shall serve a two-year term. They shall appoint annually an Executive Director and fix the Executive Director's manner of compensation.

Sec. 2. The Directors will fill all vacancies on the Board by nomination of an active member by a sitting Director to the vacancy. An election to fill the vacancy created shall be held at the subsequent meeting of the Board of Directors and the Director shall be elected by a majority of those Directors present.

Sec. 3. The Directors shall adopt rules and regulations for conducting the business of the Chamber.

Sec. 4. The Directors shall submit in writing at the Annual Meeting a full report of the work and the finances of the organization.

ARTICLE VII
OFFICERS

Sec. 1. The President shall preside at all meetings of the Chamber and Board of Directors. The President shall perform all duties incident to the office and advise such action as may be deemed likely to increase the usefulness of the Chamber.

Sec. 2. The First Vice-President shall act in the absence of the President and shall be assigned those duties deemed appropriated by the Board of Directors. The First Vice-President shall be considered a successor to the President.

Sec. 3. The Second Vice-President shall act in the absence of the President and First Vice-President and shall be assigned those duties deemed appropriate by the Board of Directors. In the absence of the President, the First Vice-President and the Second Vice-President, a member of the Board of Directors shall be chosen to act temporarily by a majority of those Directors present.

Sec. 4. The Treasurer shall receive and have custody of all funds of the Chamber, depositing same in a bank designated by the Board of Directors. The Treasurer shall pay and sign all vouchers which have been approved by the Board of Directors. The Treasurer shall present monthly to the Board of Directors a statement of the condition of the finances of the Chamber and at the Annual Meeting of the membership shall present a full and comprehensive written financial report. Upon expiration of the Treasurer's term of office, the Treasurer shall turn over to the successor all funds, books of accounts and any other property of the Chamber in the Treasurer's possession.

Sec. 5. The President shall nominate an auditing firm at a meeting of the Directors prior to the Annual Meeting. The Directors shall approve or change the auditing firm. It shall be the duty of the auditors to examine and audit the books and accounts of the Treasurer at the close of the year's business and report its findings to the Board of Directors at its Annual Meeting.

Sec. 6. The Executive Director shall be recognized as an official of the Board except that he or she shall have no vote. The Executive Director's duties shall include attendances at all meetings of the Board of Directors. It shall be the duty of Executive Director to conduct the official correspondence, preserve all books, documents and communications, and keep an accurate record of the proceedings of the Chamber and Board of Directors. He or she shall be responsible for sending written minutes of such meetings to all members of the Chamber of Commerce not later than two (2) weeks prior to the next scheduled meeting. He or she shall perform such duties as may be incident to the office subject to the direction of the Board of Directors. At the expiration of his or her term of office, the Executive Director shall deliver to the Board of Directors all books, papers and property of the Chamber.

ARTICLE VIII
COMMITTEES

Sec. 1. The President shall create all committees and appoint their membership subject to confirmation by the Board of Directors. The President shall appoint the Chairperson of all committees. All meetings and actions by the committee created shall be undertaken only after an affirmative majority vote of those persons appointed to the committee.

Sec. 2. A representative of each committee shall submit a written or oral report of the committee's work at each regular meeting of the Board of Directors.

Sec. 3. Each committee created shall receive a specific charge upon its creation from the Board of Directors as to its function.

Sec. 4. No committee or individual shall represent the Chamber in advocacy or opposition to any project without specific confirmation of the Board of Directors by affirmative majority vote.

Sec. 5. All committees created shall continue until such time as terminated by the Board of Directors; however, the membership of each committee shall be appointed on a yearly basis.

Sec. 6. The meetings of committees may be called any time by the President or such persons as the President may delegate.

ARTICLE IX
MEETINGS OF THE BOARD OF DIRECTORS

Sec. 1. The Board of Directors shall meet not less frequently than eleven (11) times a year, which date, time, and place shall be set by the Board of Directors at its Annual Meeting.

Sec. 2. Special meetings may be held on call of the President, or at the request of three (3) members of the Board.

Sec. 3. At all meetings of the Board of Directors, presence of one-half (1/2) of the elected Board of Directors shall constitute a quorum.

Sec. 4. Each Director shall be given notice of every regular meeting, in writing, at least ten (10) days in advance.

Sec. 5. Every Director shall be entitled to speak and vote on any subject brought before the Board for consideration. At the discretion of the President, the debates may be limited as to time.

Sec. 6. A Director shall present to the President of the Chamber or to the Executive Director an explanation of his or her absences prior to a meeting. Any three (3) unexcused absences by a Director shall subject that Director to such action as may be deemed appropriate by the Board of Directors.

Sec. 7. All actions undertaken by the Board of Directors shall be by affirmative majority vote of the Board by those Directors present at the meeting. In the event of a tie vote, the issue presented shall be tabled until the next meeting of the Board, and any subsequent meetings, until such time as the issue shall receive an affirmative majority vote, a negative majority vote, or be withdrawn.

ARTICLE X **ELECTION OF DIRECTORS**

Sec. 1. At March meeting of the Board of Directors, the President shall appoint and announce a Nominating Committee, subject to the approval of the Board of Directors, which committee shall consist of three (3) members of the Chamber, all to be in good standing.

Sec. 2 The Nominating Committee shall prepare a list of at least four (4) candidates to be known as the “Official Ticket” from which list the Chamber members shall select by ballot four (4) directors. The Nominated Committee shall also prepare a slate of officers to be voted upon by the Board of Directors at its Annual meeting.

Sec. 3 The general membership shall be informed by mail of available positions on the Board of Directors. A member in good standing may place his or her name for consideration by the Nominating Committee.

Sec. 4. The report of the Nominating Committee shall be presented to the Board of Directors at their April meeting and, if approved by the Directors, a printed copy, to be known as the “Official Ballot,” shall be mailed to each member of the Chamber within ten (10) days of said meeting. On each ballot a space shall be provided for a “Write-In” vote. These ballots are to be voted and then mailed to the Chamber of Commerce on or before ten (10) days prior to the May meeting of the Board of Directors, definite date to be given each year according to calendar date. Any firm, corporation or association shall be entitled to vote as herein above provided. The ballots shall advise the Chamber members that they may vote for four (4) candidates only. All ballots must be signed by the Chamber member, or designee of the member, as provide in Article IV. Sec. 4., of the By-Laws. Any ballot not signed as provided herein shall not be counted.

Sec. 5. At the May meeting of the Board of Directors, the President shall open and tally the ballots which have been received. The four (4) candidates receiving the highest number of votes cast shall be declared elected and be members of the Board for Directors for the ensuing three (3) years, commencing at the next Annual Meeting of the Board.

Sec. 6. In the election of the Directors, should a tie vote occur, the Board of Directors shall cast lots and certify as elected the person or person on whom the selection falls.

Sec. 7. Any twenty-five percent (25%) of the membership of the Chamber may nominate a different ticket of tickets. Distribution of said ticket shall follow the same procedure as the official ballot; expenses of the same shall be borne by the members drawing up the alternative ticket.

Sec. 8. All voting shall be by ballot. No proxies shall be allowed for any candidate at any election. Chamber members shall be limited to one (1) vote for candidates at any election.

ARTICLE XI

MEETINGS OF THE GENERAL MEMBERSHIP

Sec. 1. The Board of Directors shall provide for regular membership meetings of the Chamber at such times and places as decided at the Board's Annual Meeting or at subsequent meetings of the Board. The Board of Directors shall provide for general membership meetings of the Chamber to be held not less frequently than four (4) times per year. Special meetings of the general membership of the Chamber may be ordered by the Board of Directors from time to time as appropriate.

Sec. 2. Each member of the Chamber shall be given notice of every regular meeting, in writing, at least ten (10) days in advance of such meetings.

Sec. 3. In all general membership meetings, presence of twenty-five percent (25%) of members in good standing shall constitute a quorum.

Sec. 4. Every member in good standing, or designee of said member, shall be entitled to speak on any subject brought before the Chamber for consideration. Every member in good standing shall be entitled to vote on any subject brought before the Chamber for consideration. At the discretion of the President, debates may be limited as to time.

Sec. 5. All actions undertaken by the general membership shall be by affirmative majority vote of the general membership present at a meeting. In the event of a tie vote, the issue presented shall be tabled until the next meeting of the general membership, and any subsequent meetings, until such time as the issue shall receive an affirmative majority vote, a negative majority vote, or be withdrawn.

ARTICLE XII
RULES OF PROCEDURE

Sec. 1. All meetings of the Board of Directors and general membership of the Madison Area Chamber of Commerce shall be governed by and conducted according to the latest edition of Robert's Manual of Parliamentary Rules. In the case of conflict between these By-Laws and Robert's Rules, the provisions of these By-Laws shall prevail.

ARTICLE XIII
FISCAL YEAR AND ANNUAL MEETINGS

Sec. 1. The Fiscal Year of the Madison Area Chamber of Commerce shall end June 30th of each year.

Sec. 2. The Annual Meeting of the general membership of the Madison Area Chamber of Commerce shall be held at a date and time to be determined by the Board of Directors.

Sec. 3. The Annual Meeting of the Board of Directors shall be held at a date and time determined by the Board of Directors.

ARTICLE XIV
AMMENDMENTS

Sec. 1. These By-Laws may be amended by a majority vote of the Board of Directors in attendance at a Board meeting, or at any special meeting called for that purpose, provided that such amendments shall be plainly stated in the call for the meeting in which it is to be considered.

Sec. 2. Notice of the meeting in which an amendment is to be considered must be given at least seven (7) days prior to the time of the meeting.

ARTICLE XV
DISTRIBUTION

Sec. 1. A copy of these By-Laws shall be provided upon request to any member in good standing of the Madison Area Chamber of Commerce.

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The By-Laws of the Madison Area Chamber of Commerce, Inc. were amended and revised by the Board of Directors pursuant to notice and meeting held for that purpose on April 1, 1998. The amendments and revisions herein contained were approved and adopted unanimously by the Board of Directors on that date. These By-Laws shall replace the Constitution and By-Laws heretofore approved by the Board of Directors on December 8, 1970 and subsequently amended on May 1, 1995.

**Formal incorporation with the State of New Jersey of the Madison Area Chamber of Commerce was pending as of January 2011. Research proved that the Chamber was never formally incorporated. At the January 4, 2011 Board meeting, the Directors unanimously approved additional language to the By-Laws stating that the Chamber is in fact a non-profit organization operating under and in accordance with section 501(c)6 of the federal tax code. That formal language will be added to the document after incorporation becomes official.*