

AMENDED AND RESTATED
BYLAWS — *of the* —
ONONDAGA EAST CHAMBER, INC.
A New York Not-for-Profit Corporation

Adopted: January __, 2025

Effective: January __, 2025

BYLAWS

ARTICLE I. ORGANIZATION

1. **NAME.** The name of the Organization shall be ONONDAGA EAST CHAMBER, INC. (the "Chamber")
2. **SEAL OR EMBLEM.** The Chamber may have a seal and/or emblem, in such form as may be adopted by the Board of Directors.
3. **CHANGE OF NAME.** The Chamber may, at its pleasure, by a majority of quorum vote of the membership body present at meeting, change its name.

ARTICLE II. PURPOSES AND STRUCTURE

1. **PURPOSES.** The purposes or objects for which the Chamber has been organized is to develop, encourage, promote, and protect the commercial, professional, and financial area; to promote the civic and cultural interests and the general welfare of the community; to extend and promote the industry of the area; to encourage the development of the transportation facilities and various resources for the area; to procure laws and regulations desirable for the benefit of businesses in general; and to provide a forum for the reflection of the sentiments of business regarding matters affecting business interests.
2. **NOT-FOR-PROFIT.** The Chamber shall remain a not-for-profit corporation.
3. **PARTISANSHIP AND SECTARIANISM PROHIBITED.** The Chamber shall be nonpartisan and nonsectarian and shall neither take part in nor lend its influence or facilities, neither directly nor indirectly, to any office of any governmental subdivision; nor shall any meetings of a political nature whatsoever be held within the premises occupied by or under the control of the Chamber; *however*, this section shall not be construed so as to preclude the Chamber from taking a position on issues, political or otherwise, affecting the Chamber, its members, or its objects.
4. **DISCRIMINATION AND HARASSMENT PROHIBITED.** The Chamber believes that a policy prohibiting discrimination and harassment is in the best interests of the Chamber and its members. For this reason, it is the policy of the Chamber to comply with all applicable federal, state, and local laws relating to discrimination or harassment on the basis of race, color, national origin, religion, sex, gender identity, sexual orientation, disability, age, marital status, or political beliefs.

ARTICLE III. MEMBERSHIP

1. **ELIGIBILITY.** Any person or organization interested in furthering the objectives of the Chamber may be admitted to membership in the Chamber upon receipt of a completed, current membership application and payment of applicable dues.

2. **CLASSES.** Various classes of membership may be designated and established by the Board of Directors, including but not limited to business and non-business memberships. The Board of Directors will establish a schedule of dues and privileges pertaining to the various classes of membership if so established; *provided, however*, that the Board of Directors may not limit the voting rights of any member as otherwise herein provided. Class definitions and dues schedules shall be published in a membership application brochure.
3. **SUSPENSION.**
 - (a) **GROUND.** Members may be suspended by the Board of Directors for cause, or for non-payment of dues or special assessments, for a reasonable time as may be fixed by the Board of Directors in its sole but reasonable discretion.
 - (b) **PROCEDURE.** No member may be suspended without the opportunity for a hearing before the Board of Directors. Once suspended, a suspended member shall have the right to appeal to the membership of the Chamber upon his/her written request, a special meeting of said membership to be called within thirty (30) days of the making of such written request, or at the annual meeting of the membership if such annual meeting falls not more than ninety (90) days and not less than ten (10) days after the date of such request.
 - (c) **VOTE THRESHOLDS.** A majority of quorum vote of all directors present shall be necessary to suspend a member. Expulsion from membership shall require a majority of quorum vote of members present at the special or annual meeting at which such question is considered.
4. **VOTING.** Each paying member "in good standing" shall be entitled to one (1) vote at each annual and any special meeting of the membership, regardless of the designation, class, or size of the enterprise that may be represented by such member. "In good standing" means that a member has paid all requisite dues through the calendar year of membership and that such dues payment has been duly recorded by the executive director, and such member is not suspended.

ARTICLE IV. MEETINGS

1. MEMBERSHIP.

- (a) **ANNUAL.** The annual membership meeting of the Chamber shall be held in January of each and every year. The Secretary shall send a notice to each member stating the time and place of such annual meeting at least five (5) days prior to the date of such meeting.
- (b) **SPECIAL.** A special meeting of the membership of the Chamber may be called by a majority of the Board of Directors or by petition of any fifteen (15) members of the Chamber submitted to the Executive Committee. The Secretary shall send a notice stating the time and place of such special meeting at least ten (10) days, but no more than thirty (30) days prior to the date of such special meeting. Such notice shall state the reasons that such special meeting has been called; the business to be transacted at such special meeting; and by whom such special meeting has been called. Business other than that specified in

the notice may be transacted at such special meeting without the unanimous consent of all present at such special meeting.

- (c) **QUORUM.** At any meeting of the membership of the Chamber, a quorum shall consist of those members present.

2. BOARD OF DIRECTORS.

- (a) **REGULAR.** Regular meetings of the Board of Directors shall be held at the office of the Chamber or at any other place in Eastern Onondaga County each month on such dates and at such times as the Board of Directors may determine. Notice of the time and place of such regular meeting shall be given to each member of the Board of Directors at least five (5) days prior to the date of such regular meeting in person, by telephone, by mail, or by email.
- (b) **SPECIAL.** Special meetings of the Board of Directors may be called at any time by the President, any three (3) directors, or any ten (10) members of the Chamber upon three (3) days' notice provided in-person, by telephone, by mail, or by email. The notice of such special meeting shall state the time, place, and purpose thereof.
- (c) **WAIVER OF NOTICE.** Notice requirements as to any meeting of the Board of Directors may be waived by nine (9) directors.
- (d) **QUORUM.** Except as otherwise provided herein, at any meeting of the Board of Directors, a quorum shall consist of fifty-one percent (51%) of the directors.
- (e) **GOVERNANCE.** In the absence of the President, the Vice Presidents, and the Past President at any meeting of the Board of Directors, the Board of Directors may elect one of its members to preside over the meeting. The Board of Directors may make special rules and regulations pertaining to the conduct of its meetings and to the business transacted thereat as it may in its discretion deem advisable. The Board of Directors may hire an Executive Director to aid in day-to-day operations.

3. EXECUTIVE COMMITTEE.

- (a) **MEETINGS AD-HOC.** Executive Committee meetings may be called by any officer for consideration of any issue at any time.
- (b) **QUORUM.** At any Executive Committee meeting, a quorum will be a majority of the total individuals comprising the Executive Committee.

ARTICLE V. VOTING

- 1. STANDARD VOTING PROCEDURE.** At all meetings of the membership, Board of Directors, or Executive Committee, except for the election of officers and directors, and except upon the request of a majority present at such meeting as hereinafter set forth, all votes shall be viva

vocal; *provided, however*, that voting shall be by secret ballot for the election of officers and directors.

2. SECRET BALLOT VOTING.

(a) **OFFICERS AND DIRECTORS.** Voting shall be by secret ballot for the election of officers and directors.

(b) **AD-HOC MAJORITY REQUIREMENT.** At any meeting of the membership, Board of Directors, or Executive Committee, if a majority so requires, any question shall be voted upon by secret ballot.

(c) **INSPECTORS OF ELECTION.** At any meeting where votes are taken by ballot, the chairperson of such meeting shall immediately prior to the commencement of the balloting appoint a committee of two (2) individuals who shall act as "Inspectors of Election," and who shall, at the conclusion of such balloting, certify to the chairperson the results of such ballot. No Inspector of Election shall be a candidate for the office concerning which they are inspecting the balloting.

3. **MAJORITY VOTE STANDARD.** Except as otherwise provided herein, at any meeting of the membership, Board of Directors, or Executive Committee, a majority vote shall decide any question.

4. **ELECTRONIC, ABSENTEE, AND PROXY VOTING.** Email voting by the officers and Board of Directors shall be allowed, except for the election of officers and directors; the removal of officers, directors, or members; and appointments to specialty committees. All voting may be conducted by absentee ballot, the procedure for which it is to be established by the Board of Directors. Voting by proxy is prohibited.

ARTICLE VI. BOARD OF DIRECTORS

1. **NUMBER.** There shall be at least fifteen (15) and not more than nineteen (19) positions on the Board of Directors, comprised of one (1) President; not fewer than two (2) and not greater than three (3) Vice Presidents; one (1) Past President; one (1) Secretary; one (1) Treasurer; and nine (9) to twelve (12) other individuals, each and all of whom shall be elected or appointed to fill directorships as herein provided.

2. LENGTH OF TERMS AND TERM LIMITS.

(a) **OFFICERS.** The President, Vice Presidents, Secretary, and Treasurer shall serve for a term of one (1) year. The President shall serve no more than four (4) consecutive terms. The Secretary and Treasurer shall serve no more than five (5) consecutive terms. Each of the aforementioned officers shall be a member of the Board of Directors only by virtue of and during the term of their office.

- (b) **DIRECTORS.** All directors not serving as President, Vice President, Past President, Secretary, or Treasurer shall serve for a term of three (3) years. Any directorship held by a person elected or appointed to office shall, upon such election, become vacated.
3. **VACANCIES.** Vacancies in directorships caused by resignation, death, or removal; by the election of a director as an officer; or by any other cause shall be filled by the Board of Directors at a regular or special meeting called for the purpose of appointing an interim director. The interim director shall serve until the next annual membership meeting, at which time an election shall be held by the membership to fill the unexpired term of the vacated directorship.
4. **ELECTION.**
- (a) **ANNUAL MEETING.** The membership shall, at the annual meeting of the membership, (i) elect directors to fill the unexpired term of any directorship then held by an interim director appointed by the Board of Directors; and (ii) elect directors to fill renewed three-year (3-year) directorships.
- (b) **NOMINATING COMMITTEE; NOMINATIONS.** The Executive Committee shall appoint a Nominating Committee of at least three (3) members of the Chamber, which appointment shall take place not less than thirty (30) days before the annual meeting. It shall be the duty of such Nominating Committee to nominate from the members of the Chamber at least as many members to be voted on for directorships as there are vacancies on the Board of Directors to be filled. Said committee shall file a list of the recommended nominees with the Secretary not later than fifteen (15) days before the date of the election. Other nominations than those recommended by the Nominating Committee may be made by any member from the floor at the annual meeting.
- (c) **VOTING PROCESS; THRESHOLDS.** All candidates nominated shall be voted upon at-large, with each voting member present entitled to cast one (1) vote for each directorship to be filled. Among those selected as directors, the candidate receiving the least number of votes shall, in the event that elections is being held to fill a directorship for an unexpired term of less than three (3) years, be elected to fill the directorship with the least time remaining thereof, and this principle shall be likewise applied as to every such directorship filled which shall have less than a full three-year (3-year) term remaining following said annual meeting. A plurality vote shall be sufficient to elect, and ties shall be resolved by run-off balloting between or among those tied.
5. **REMOVAL.** A director may be removed when sufficient cause exists for such removal. The Board of Directors may entertain charges against any director. No director may be removed without the opportunity for a hearing before the Board of Directors and a majority of quorum vote by the Board of Directors. A director removed in accordance with the foregoing shall have the same right of appeal as an expelled member as hereinafter provided.

6. DUTIES.

- (a) **POWERS; LIMITATIONS.** The Board of Directors shall have the control and management of the affairs and business of the Chamber. The Board of Directors shall be authorized to adopt such rules and regulations as may be deemed advisable for governance of the Board of Directors, the proper conduct of the business of the Chamber, and to carry out the main purposes of the Chamber; *provided*, that such action shall not be in conflict with the provisions of these bylaws.
- (b) **DERELICTION OF DUTIES; ATTENDANCE.** Any director may be removed by vote of the Board of Directors upon failure to attend four (4) regularly scheduled meetings of the Board during the calendar year. An excused absence will not count as a failure to attend.

ARTICLE VII. OFFICERS

- 1. **NUMBER.** The number of officers of the Chamber shall at least six (6) and not more than seven (7), consisting of one (1) President; not fewer than two (2) and not greater than three (3) Vice Presidents; one (1) Past President; one (1) Secretary; and one (1) Treasurer.
- 2. **OFFICES; DUTIES AND POWERS.**
 - (a) **PRESIDENT.** The President shall preside at all membership meetings, and shall by virtue of office, be Chairperson of the Board of Directors. The President shall (i) present at each annual meeting of the membership the annual report of the work of the Chamber; (ii) subject to the approval of the Board of Directors, appoint all committees, temporary or permanent; (iii) see that all required books, reports, and certificates are properly kept and/or filed; (iv) be an ex-officio member of all committees of the Chamber; and (v) elect any board member or committee chair to attend an executive committee meeting.
 - (b) **VICE PRESIDENTS.** The Vice Presidents shall serve on the Executive Committee and shall oversee committees created and assigned by the President. The Vice Presidents shall otherwise counsel and aid the President in the performance of their duties.
 - (c) **PAST PRESIDENT.** The Past President shall serve on the Executive Committee and shall advise, counsel, and aid the President in the conduct of his or her office.
 - (d) **SECRETARY.** The Secretary shall (i) keep the minutes and records of the Chamber; (ii) file any certificate required by any statute, law, or ordinance, whether local, state, or federal; (iii) give and serve all notices required to the membership or the Board of Directors; (iv) conduct the official correspondence; (v) preserve all books, documents, and communications, and maintain an accurate record of the proceedings of the Chamber, the Board of Directors, and all committees; and (vi) in general exercise all other duties incident to the office of Secretary. The Secretary's duties may be delegated to the executive director.

- (e) **TREASURER.** The Treasurer shall have the care and custody of all moneys belonging to the Chamber, and shall be primarily responsible for such moneys or securities of the Chamber. The Treasurer shall render, at stated periods as the Board of Directors shall determine, a written account of the finances of the Chamber in such manner as to provide information in the format necessary to prepare required government filings; upon approval, such report shall be entered into the minutes of the meeting of the Board of Directors.
3. **COMPENSATION.** No officer or director shall be entitled to receive any salary or compensation for service as an officer or director, but nothing herein shall be construed to prevent an officer or director from receiving any compensation from the Chamber for goods or services purchased by the Chamber from said officer or director in his or her capacity as a businessperson in the community.
4. **TERM OF OFFICE.** The term of office for all officers of the Chamber shall be as stated in Article VI of these bylaws; *provided, however*, that officers shall continue to hold their offices until their successors have been duly elected and qualified.
5. **SUCCESSION UPON DEATH, INCAPACITY, OR RESIGNATION.**
- (a) **PRESIDENT.** In the event that the office of the President becomes vacant by virtue of the death, incapacity, or resignation of the then-current President, or by virtue of any other cause, one of the Vice Presidents shall then assume the office of President, upon the vote of the majority the Board of Directors (excluding the then-current Vice Presidents who shall abstain from voting).
- (b) **VICE PRESIDENTS, PAST PRESIDENT, SECRETARY, TREASURER.** In the event that the office of either Vice Presidents, the Past President, the Secretary, or the Treasurer becomes vacant due to the death, incapacity, or resignation of the then-current officer, or by virtue of any other cause, the Board of Directors shall appoint a successor to hold office for the duration of the unexpired term of such office.
6. **SUCCESSION UPON EXPIRATION OF TERM; ELECTION; PREREQUISITES.**
- (a) **PRESIDENT, VICE PRESIDENTS, SECRETARY, TREASURER.** The offices of President, three (3) Vice Presidents, Secretary, and Treasurer shall be filled by election by the general membership at the annual meeting of the membership.
- (b) **PAST PRESIDENT.** At the expiration of the term (or terms) of office of the President, the outgoing President shall thereupon assume the office of Past President; the Past President shall, at the expiration of the term of the President, relinquish the office of Past President to the outgoing President.
- (c) **PREREQUISITES.** A person elected to office must be a member of the Chamber but need not be selected from among those holding directorships.

ARTICLE VIII. EXECUTIVE COMMITTEE

- 1. COMPOSITION; VOTING.** The Executive Committee shall be comprised of the President, three (3) Vice Presidents, Past President, Secretary, and Treasurer of the Chamber, with each member to have an equally weighted vote as to all matters before said committee.
- 2. DUTIES.** The Executive Committee shall **(i)** have charge of the routine business of the Chamber in the interim between meetings of the Board of Directors; **(ii)** have general charge of the finances and property of the Chamber; **(iii)** have the authority for the disbursement of funds as may be delegated by the Board of Directors; **(iv)** at the beginning of each fiscal year, prepare and submit to the Board of Directors a budget of the general expenses of the Chamber for that year.
- 3. REFERRAL TO STANDING COMMITTEE OR BOARD OF DIRECTORS.** The Executive Committee may refer matters brought before it to a proper standing committee, which it may designate; or may refer matters brought before it to the Board of Directors.

ARTICLE IX. STANDING AND SPECIAL COMMITTEES

- 1. FORMATION; MEMBERSHIP; CHAIRPERSONS.** Standing and special committees may be formed and their members appointed at the discretion of the President, subject only to the approval of the Board of Directors. Designation of the chairperson of each committee, standing or special, shall be by the President, subject to confirmation thereof by the Board of Directors.
- 2. DUTIES.**
 - (a) POWERS; LIMITATIONS.** It shall be the function of each standing or special committee to act within the power and authority granted to it; such committees shall, otherwise, have authority solely to decide matters of interest to such committees, and not to decide matters affecting the Chamber as a whole. In addition to the specific powers of authority granted to it, each committee shall investigate and make recommendations to the Board of Directors and the Executive Committee as to any matter pertaining generally to the purposes for which such committee was established. Any outside official representation to a committee, organization, or group on behalf of the Chamber, shall be appointed by the President and will have the approval of the Board of Directors.
 - (b) MEETINGS.** Meetings of any committee may be called at any time by the chairperson of such committee or by the President of the Chamber.

ARTICLE X. GENERAL PROVISIONS

- 1. DISBURSEMENTS.** No disbursements of unbudgeted funds of the Chamber shall be made unless the same have been approved, authorized, and ordered by the Board of Directors. The Board of Directors shall establish disbursement procedures and may delegate approval authority to any officer or committee chairperson for a specified dollar limit. All disbursements shall be made by check or charge card, and subsequently paid by check. Checks over \$500.00 shall be

signed by either the President, one of the Vice Presidents, or Treasurer; all checks over \$1,000.00 shall be signed by no fewer than two of the foregoing officers.

2. FISCAL YEAR. The fiscal year of the Chamber shall be January 1 to the following December 31. All directors and officers elected at the annual meeting shall assume their responsibilities commencing immediately upon election at the annual meeting. Any required annual government reports shall be prepared by someone other than the Treasurer. No later than February 1 of each fiscal year, an internal committee of no fewer than two (2) individuals shall be appointed to review financial records and bookkeeping procedures, including the Treasurer's annual report.

3. AMENDMENT OF BYLAWS.

(a) PREREQUISITES. These bylaws may be amended or otherwise altered only if the following criteria are met: **(i)** the amendment is submitted in writing to the Board of Directors; **(ii)** the amendment is approved by a majority of quorum vote of the membership present that are in "good standing" as of the date of the meeting at which the vote is held; **(iii)** proper notice is provided of the proposed amendment and of the meeting at which the amendment is to be considered; and **(iv)** the amended bylaws are properly filed with the executive director.

(b) NOTICE; FILING. Not less than ten (10) days prior to the meeting at which any proposed amendment to these bylaws is to be considered, **(i)** a copy of the proposed amended bylaws shall be filed with the executive director; and **(ii)** the Secretary shall, by regular or electronic mail, send notice of the proposed amendment and of the meeting at which the proposed amendment is to be considered to the Chamber membership.

4. DISSOLUTION. The Chamber 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 Chamber. The Chamber may be dissolved by the affirmative vote of two-thirds (2/3) of the members present at any regular or special meeting where a quorum is present, following the submission of a dissolution plan adopted by the Board of Directors pursuant to the New York State Not-for-Profit Corporation Law. Notice of the meeting at which the plan of dissolution shall be voted upon shall include a copy of the plan of dissolution. On dissolution of the Chamber, any funds remaining shall be distributed to one or more regularly organized and qualified not-for-profit, charitable, educational, scientific, or philanthropic organizations to be selected by the Board of Directors having purposes similar to the purposes of the Chamber, subject to the approval of the Attorney General of the State of New York or an order of a Justice of the Supreme Court of the State of New York, as the case may be.

5. PARLIAMENTARY PROCEDURE. Unless otherwise stated by these bylaws, all meetings of the membership and the Board of Directors shall be conducted in accordance with the latest edition of Robert's Rules of Order.