

ROME AREA CHAMBER OF COMMERCE

Rome, New York 13440

ADOPTED: 12/22/52  
REVISED: 06/09/81  
06/22/83  
04/21/88  
05/14/09  
06/05/14  
02/20/25

BY-LAWS

ARTICLE 1

NAME AND MISSION

Section 1: Name

The name of the Corporation shall be the Rome Area Chamber of Commerce, herein after called the Chamber of Commerce.

Section 2: Mission

The mission of this Corporation shall be to support and develop businesses and their interests in the City of Rome and surrounding area.

ARTICLE II

MEMBERSHIP

Section 1: Eligibility

Any person used here-in includes individual, corporation, partnership or association may become a member of the Chamber of Commerce upon the payment of the annual membership investment as outlined in Sections 3 and 4 of this article and subsequent election by the Board of Directors and may be expelled by the Board of Directors by the majority vote of those present at a meeting at which a quorum is present.

Section 2: Executive Committee Review

The Executive Committee shall review all applicants for membership and shall make such recommendations as are deemed advisable to the Board of Directors.

Section 3: Classes of Membership

There shall be two classes of membership: Regular (dues-paying and voting) and Associate (non-dues-paying and non-voting). Nothing shall prohibit Associate members from becoming Regular members, provided they pay in accordance with the same investment schedules as Regular members.

#### Section 4: Investment

The Board of Directors shall have the power to determine the amount and manner of payment of membership investment and to determine the classifications of membership.

#### Section 5: Voting

Each voting member shall have one equal vote at all membership meetings.

### ARTICLE III

#### MEETINGS OF MEMBERS

##### Section 1: Annual Meeting

The Annual Meeting of the members of the Corporation for the transaction of general business and to receive and confirm the report of the election of directors for the succeeding year shall be held on the day designated by the Board of Directors during the month of May.

##### Section 2: Special Meetings

Special meetings of the members shall be held at such time and place as may be designated by the Board of Directors and specified in the notice of such meetings.

##### Section 3: Notice of Meetings

Notice of the time, place and purpose of any meeting of the members shall be served upon each member of the Corporation entitled to vote at such meetings, either personally, by mail, or by electronic transmission, not less than seven or not more than forty days before the meeting. If mailed, such notice shall be directed to the members at their addresses appearing on the records of the Corporation.

##### Section 4: Quorum

A majority of the board shall constitute a quorum at all meetings of the members of the Corporation. Any business may be transacted at the annual meeting of the members, but only the business stated in the notice may be transacted at a special meeting of the members.

### ARTICLE IV

#### DIRECTORS

##### Section 1: Composition of the Board

A. The management of the affairs of the Corporation shall be vested in a Board of Directors.

B. The Board of Directors shall consist of no fewer than 15 and no more than 23 members and shall include the Immediate Past President and the Executive Director. The remaining Directors shall be

nominated from the membership for staggered three-year terms with no more than six elected Directors terms expiring in any one year.

C. Directors may only serve two consecutive full three-year terms and thereafter are ineligible for re-election for a period of one year. Nothing herein shall prevent a director from serving one appointed term and one elected term in any order to be followed by a second elected 3-year term, all to be served within 7 years.

D. The Government and policy-making responsibilities of the Chamber shall be vested in the Board of Directors, which shall control its property and be responsible for its finances.

#### Section 2: Election of Directors

A. The Nominating Committee shall solicit and review applications for the Board of Directors and recommend a slate prior of nominations prior to the Annual Meeting and as needed to fill vacancies.

B. No later than 10 days prior to the Annual Meeting, the slate of nominees for the Board of Directors shall be sent to each member, for their review prior to the vote by members at the Annual Meeting.

#### Section 3: Election of Officers

A. At the first regular meeting of the Board of Directors prior to the Annual Meeting, the Nominating Committee shall recommend the nomination of officers of the Corporation, to wit: President, First Vice President, Second Vice President, Treasurer and such other officers as the needs of the Corporation may require from time to time. Nominations may also be made by any Director. After the close of nominations, a vote shall be taken and the person receiving the highest number of votes shall be elected to the office indicated. Tie votes shall be decided by lot.

B. All officers shall be voting directors for the term of their office.

#### Section 4: Directors Meetings

The Board of Directors shall hold no less than ten meetings per fiscal year, and such special or additional meetings as may be deemed necessary and in accordance with such notice, if any, as from time to time may be determined by the Board of Directors. The President or any five (5) members of the Board may call a meeting of the Board of Directors upon twenty-four (24) hours' notice

#### Section 5: Quorum

A majority of the Board of Directors, excluding ex-officio members, shall constitute a quorum for the transaction of business at any meeting, but less than a quorum may adjourn such meeting from time to time without notice until a quorum is present.

#### Section 6: Vacancy On Board

Any vacancy on the Board of Directors shall be filled for the unexpired portion of the term by the Board of Directors upon recommendation of the Nominating Committee and vote by the Board.

#### Section 7: Immediate Past President

The Immediate Past President remains a member of the Board of Directors with full power and privileges for a term of one year immediately following the end of their term of office as President.

#### Section 8: Executive Director

The Executive Director shall be a member of the Board of Directors for the term of their employment by the corporation.

#### Section 9: Attendance

The position of any Director who has failed to attend (unless excused by the President) at least 75% of the regular monthly meetings of the Board of Directors held during the fiscal year of the Corporation may be considered vacant at the end of the fiscal year and may be filled by the Board of Directors.

#### Section 10: Ex-Officio Members

Ex-officio members of the Board of Directors shall be appointed by the President at their discretion.

### ARTICLE V

#### OFFICERS

##### Section 1: Term

Each officer shall serve for the term of one year commencing on June 1 and shall terminate on May 31 of the following year or until a successor is elected, whichever is later. The Board of Directors may remove any officer at pleasure by a majority vote.

##### Section 2: Appointment of Executive Director

The Board of Directors shall appoint the Executive Director of the Corporation who shall receive such compensation as the Board of Directors shall determine and who shall serve under annual agreement with the Board of Directors.

### ARTICLE VI

#### DUTIES OF OFFICERS

##### Section 1: President

The President shall preside at all meetings of the members of the Corporation, Board of Directors, and Executive Committee and shall be a member, ex-officio, of all committees. The President shall preside at the Annual Meeting of the Corporation and at such other times as they shall deem proper to communicate to the Corporation or to the Board of Directors such matters and make such suggestions as may in their opinion tend to promote the prosperity and welfare and increase the usefulness of the Corporation.

## Section 2: First Vice President

In the absence of the President, the First Vice President shall have the power and perform all the duties of the President. The First Vice President shall be the Chair of the Planning/Bylaws Committee.

## Section 3: Second Vice President

In the absence of the First Vice President, the Second Vice President shall have all the power and perform all the duties of both the First Vice President and the President. The Second Vice President shall serve on the Finance Committee.

## Section 4: President Pro-Tem

In the absence of the President and both Vice Presidents, the Board of Directors shall designate one of their number President Pro-Tem of the Corporation.

## Section 5: Treasurer

A. The Treasurer of the Corporation shall serve as Chair of the Finance Committee. As Chair of the Finance Committee the Treasurer shall consult with the Second Vice President on the appointment of all members of said committee after consultation with the President.

B. The Treasurer shall render a report at the Annual Meeting of the Corporation and shall render a monthly account at each monthly meeting of the Board of Directors. Funds shall be deposited in such bank or banks as approved by the Board of Directors and their records shall be subject to the inspection and control of the Board of Directors.

## Section 6: Executive Director

A. The Executive Director, and their staff, shall, under the direction and control of the officers of the Corporation, keep regularly entered in proper records, true and accurate minutes of all votes, acts and proceedings of the Corporation, Board of Directors, Executive Committee and all Standing and Special Committees, issue all notices that may be required by the By-Laws, President or other proper authority, and at the Annual Meeting report the transactions of the Corporation for the current year. The accounts of the Corporation shall be kept by the Executive Director in proper books belonging to the Corporation, which books shall be at all times open for examination by officers, Board of Directors or any committee of the Board, with approval of the President. Any expenditure of more than \$5000 authorized by the Executive Director must be approved by the Executive Committee. The Executive Director shall be a member, Ex-Officio of all committees.

B. The Executive Director prepares and coordinates short- and long-range plans and goals of the Chamber with the support of the Board of Directors and standing and Ad Hoc committees. The Executive Director analyzes current and future business and community needs in promotion of Chamber activities at the direction of the President of the Board, and recruits volunteer assistance in committee and membership development. The Executive Director supervises financial and accounting procedures and is accountable for overall budget preparation and control. The Executive Director reports directly to the President of the Board, who is responsible to the Board of Directors for performance evaluations.

C. The Executive Director shall have charge of the records and property of the Corporation during business.

## Section 7: Compensation

No officer or director of the Chamber of Commerce, except the Executive Director and staff, shall receive any compensation for their service.

## ARTICLE VII

### COMMITTEES

#### Section 1: Standing Committees

The President shall appoint such committees as the needs of the Corporation shall require and the President of the Board of Directors shall deem advisable. There shall be a minimum of four (4) standing committees: Executive Committee, Planning/Bylaws Committee, Finance Committee and Nominating Committee.

#### Section 2: Executive Committee

A. The Executive Committee shall be composed of the President who shall act as Chair, the First Vice President, the Second Vice President, the Treasurer, the Executive Committee and at least four members of the Board of Directors nominated by the President and approved by the Board of Directors. The Executive Committee shall possess and may exercise all of the powers of the Board of Directors in the management of the business and affairs of the Corporation during the period between meetings of the Board of Directors except as such power may be limited by the Board of Directors. All action by the Executive Committee shall be reported to the Board of Directors at its meeting next succeeding such action and shall be subject to revision and alteration by the Board of Directors.

B. Meetings may be called at any time by the President, or a majority of the committee and any business may be transacted thereat whether or not contained in the call of the meeting.

#### Section 3: Planning/Bylaws Committee

The Planning/Bylaws Committee shall be composed of the First Vice President who shall act as Chair and not less than four (4) members appointed by the First Vice President after consultation with the President. The Planning/Bylaws Committee shall meet regularly at the call of its Chair and shall develop recommendations concerning overall policies and direction of the Corporation including the Corporation's objectives for the First Vice President's term of office as President. It shall report regularly to the Board of Directors its recommendation concerning requests for policy interpretation and resolutions which may be before the Board of Directors and assigned to the committee for review.

#### Section 4: Finance Committee

The Finance Committee shall be composed of the Second Vice President and the Treasurer and not less than four (4) other members of the Corporation appointed by the Second Vice President and the Treasurer after consultation with the President. The Finance Committee shall meet at the call of the Second Vice President or Treasurer but not less than once each quarter and shall review and approve each monthly

account. The committee shall advise the Treasurer on the financial policies and procedures of the Corporation and shall approve all investments of the Corporation.

#### Section 5: Nominating Committee

The Nominating Committee shall be appointed by the President and shall be composed of a Chair and not less than three (3) members of the Corporation. All members of the committee shall be Directors of the Corporation. The Nominating Committee shall make recommendations for filling all vacancies for Directors of the Corporation and for nominations for officers thereof and shall perform such other duties as may be assigned by the Board of Directors from time to time or as may be provided in these By-Laws.

#### Section 6: Other Committees

The President may create other standing or Ad Hoc Committees as time and/or circumstances may require. At the time of creation of such committees as required, the President may appoint committee chairs to serve at his pleasure. All committee chairs should be prepared to tender their resignation upon the election of a new President of the organization.

#### Section 7: Term of Committee Assignments

Committee assignments shall expire on May 30 of each year.

### ARTICLE VIII

#### SEAL OF CORPORATION

##### Section 1: Seal

The seal of the Corporation shall be circular in form with the words "Rome Chamber of Commerce, New York" on the circumference and "Corporate Seal 1912" in the center.

### ARTICLE IX

#### LIABILITY

##### Section 1: Debt

No officer, committee or member of Corporation shall contract or incur any debt on behalf of the Corporation or in any way render it liable, unless authorized by the Board of Directors and Executive Committee.

### ARTICLE X

#### AMENDMENTS

##### Section 1: By-Law Amendments

These By-Laws may be amended or altered by a majority vote of the Board of Directors at any regular or special meeting at which there is a quorum if notice of the meeting includes the proposals for amendments. Any proposed amendments or alterations shall be submitted to the Board at least 10 days in advance of the meeting at which they are to be acted upon