

By-Laws of the GREATER NEWTON CHAMBER OF COMMERCE

Revised January 12, 2021

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ARTICLE I: NAME

The name of this organization shall be the “Greater Newton Chamber of Commerce” with the accepted abbreviation of “GNCC” and “Chamber”.

ARTICLE II: OBJECTIVES & LIMITATIONS

Section 1. Objectives: By organized effort the Greater Newton Chamber of Commerce (hereinafter “Chamber”) shall endeavor to foster, protect, and advance the commercial, mercantile, professional, financial, manufacturing, and civic interests in Newton and its environs through: (a) the promotion of just and equitable principles in business and government; (b) the collection and dissemination of statistics and other information of value; (c) service in measures of general import to business and government; and (d) research, discussion, and action on appropriate municipal, state, and national issues including appeal or petition, and (e) providing scholarships to deserving students based on competitive criteria established by the Board of Directors.

Section 2. Limitations: Chamber activities shall be non-partisan and non-sectarian. The Chamber shall not take part in nor lend its influence to: (a) the election or appointment of any candidate for national, state, county, or municipal office; (b) any dispute between employer and employee; or (c) any business dispute between Chamber members. Upon request by the Town Council, the Chamber may make recommendations for appointments to various Municipal Boards after first advertising said position in its Newsletter.

ARTICLE III – MEMBERSHIP

Section 1. Eligibility: Any individual, firm, or corporation of good standing, residing or conducting business in the greater Newton area who or which is interested in the welfare, advancement, and progress of the area may apply for membership.

Section 2. Classes of Members: There shall be the following classes of members:

A. Regular member. Regular members shall be those members who are active in the programs of the Chamber and who have paid dues according to these by-laws. They shall have all the rights of membership.

B. Associate Member. A member of the Chamber with additional or ancillary business interests may apply for associate membership in the name of that business. An associate member will have all the responsibilities and privileges of membership with the exception that such member will not have the right to vote.

B. Honorary Members. An honorary member shall not pay annual dues and not be eligible to vote but will have all the social privileges of membership. The majority of members, or the Board of Directors, may desire to bestow an honorary membership in consideration of any action, service, or benefit to the Chamber of such outstanding merit to warrant such a membership.

C. Resident Patrons. Resident Patrons are members of the Greater Newton Area who do not have a business affiliation, but wish to support the Chamber's activities. Patrons shall have their names published in the directory and may attend meetings, dinners, and social events. Resident Patrons shall have all the responsibilities and privileges of membership.

Section 3. Member Application and Acceptance Procedures: Each application for membership shall bear the signature of the applicant, corporate, or partnership applicants shall include the said company's prime and secondary representatives, shall be on the prescribed form, and shall have the endorsement of a member of the Chamber in good standing as defined in Article III, Section 4. Election to membership shall be by a simple majority vote of the Board of Directors.

Section 4. Membership Dues: Membership dues shall be paid in advance annually as determined by the Board of Directors, and as prescribed in accordance with Article X, Section 1. A member in good standing is one who has paid their dues according to these by-laws.

Section 5. Delinquency of Dues: Any member whose dues are in arrears by thirty (30) days shall be given a written notice of delinquency. If still delinquent thirty (30) days after written notice such membership may be subject to termination and/or sanctions by action of the Board of Directors at its next regular meeting.

Section 6. Resignation: Resignations shall be tendered in writing and presented to the Board of Directors for action. Pre-paid membership dues will not be refunded.

Section 7. Expulsion: Any member may be expelled for just cause including non-payment of dues by resolution passed by two-thirds of the entire Board of Directors. Such member shall be given thirty (30) days advance written notice of the Board's intention to consider this expulsion, and upon written request may be given a hearing at which he/she may be represented by professional counsel. Passage of such resolution shall, without other action on the part of the Board, terminate such membership.

Section 8. Transfer of Membership: The membership of any member firm in good standing may be transferred upon written application approved by a majority vote of the Board of Directors. Designation of a new person as the representative of a member firm shall not be deemed termination, in part or in whole, of membership.

Section 9. Voting: Each member or firm in good standing shall have one (1) vote. Voting by proxy is not permitted, however, ballots may be submitted by mail as described in Article V, Section 1. The membership application for a corporation or partnership shall include the names of said company's primary and secondary representatives. A

designated representative of the firm present at a regular meeting shall be eligible to cast that firm's vote. If a designated representative of a firm is elected to the Board of Directors, said individual's vote may not be shared or altered with the firm's other representative. Not more than one representative from any firm may serve on the Board of Directors at the same time. Any change in ownership status should be referred to the Chamber within thirty (30) days.

Section 10. Termination: Termination of membership by resignation or expulsion shall end all interest of the former member. Dues are non-refundable.

ARTICLE IV – BOARD OF DIRECTORS

Section 1. Governance of the Chamber: Governance of the Chamber, direction of its affairs, and control of its assets shall be vested in a Board of Directors consisting of twelve (12) members in good standing, one-third of whom shall be elected annually by the membership of the Chamber for a term of three years, as hereafter provided. A thirteenth member of the Board of Directors shall be the individual currently serving as the Director of Community Development for the Town of Newton. This individual shall have all of the rights, privileges, and responsibilities as the other twelve members of the board.

Section 2. Meeting: The Board of Directors shall meet at least once per month at a regular time and place previously determined by the Board. These meetings shall be open to the general membership. A special meeting of the Board shall be called by the President or upon written request of four (4) Directors. A special meeting may be conducted via email, telephone or internet. Special meetings shall meet the quorum requirements of section 3 herein.

Section 3. Quorum: A majority of the Board of Directors shall constitute a quorum at its meetings and, unless otherwise specified in these by-laws, any action approved by a majority of those present shall be deemed an official action of the Board of Directors and

of the Chamber. Such action may be challenged within one month by petition signed by at least ten (10) percent of the members of the Chamber in good standing demanding that the Board call a special meeting of the membership to consider the matter.

Section 4. Minutes: The minutes of each meeting of the Board of Directors shall constitute a complete record of all decisions and shall be made available to all members of the Chamber in good standing within (10) days of the approval of the minutes. Meeting minutes will be available for viewing at the GNCC office.

Section 5. Absence: Absence from four (4) Board meetings in a calendar year without an explanation accepted by the President as valid and so recorded in the minutes shall be deemed a resignation from the Board. Any member of the Board who is more than fifteen (15) minutes late to a meeting shall be permitted to participate in the remainder of the meeting unless deemed absent by the President.

Section 6. Vacancy : The Board shall temporarily fill a vacancy, when created, by majority vote of the remaining Directors at the next Board meeting. A person thus selected shall serve until the next annual election of Directors, when a member of the Chamber shall be elected to serve for the rest of the unexpired term.

Section 7. Alternate Directors. The Board may appoint one alternate Director who may attend general and special meetings of the Board, and who shall serve only in the event a quorum is not attained. Alternate Directors shall be entitled to vote, and shall serve at the pleasure of the Board for a term no longer than one year.

ARTICLE V – ELECTION OF DIRECTORS

Section 1. Election of Directors: Directors shall be elected annually by mailed ballot received prior to or by casting a ballot in person at the annual meeting. All members of the

Chamber in good standing shall be eligible to vote. The exception to this shall be the individual currently serving as the Director of Community Development for the Town of Newton, who is automatically a member of the Board of Directors.

A. Nominees. A list of nominees shall be presented by the Election Committee. A brief, written summary of the candidate's background shall be provided to the Directors. The number of nominees may be at least equal to the number of Director seats up for election. The Election Committee shall report its selections to the Board of Directors at its December meeting. After approval by the Board of Directors these selections shall be reported within ten (10) days to the General membership along with a brief written summary of the candidates' background. Any five (5) members of the Chamber in good standing shall have the privilege of adding a name to the list of nominees by petition to the Election Committee at least five days before the Chairperson must mail the list of nominees to all members for the Annual Meeting.

B. Ballot. The ballot, as prepared by the Elections Committee, shall be mailed to all members of the Chamber at least fifteen (15) days before the Annual Meeting.

C. Results. The ballots shall be counted and the results announced by the Elections Committee at the Annual Meeting of the Chamber. The number of nominees corresponding to the number of Directors to be elected who receive the highest number of votes shall be declared elected. Their terms shall begin at the annual meeting.

D. Nominations from the Floor. There will be no nominations from the floor at the Annual Meeting unless the Election Committee was unable to present a list of nominees less than equal to the number of vacancies.

ARTICLE VI – OFFICERS

Section 1. Elections of Officers: The newly-elected Directors and those whose terms did not expire shall meet within ten (10) days after the Annual Meeting to elect officers and organize for the new fiscal year. This meeting shall be called by the incumbent President. The terms of all officers shall begin upon election. All officers shall serve for a term of one year or until their successors assume the duties of the office, and they shall be voting members of the Board of Directors. No two offices may be held by the same person.

Section 2. Officers: The officers shall be President, Vice-President, Secretary, and Treasurer. The Board of Directors may also designate an Assistant Treasurer, Corresponding Secretary, and Recording Secretary. These officers shall be the Officers of the Chamber as well as of the Board of Directors. Their duties shall be those prescribed in Article VII. Should both the President and Vice-President be unable to perform their duties, the Board shall choose an Acting President from among themselves, who shall serve until either the President or Vice-President is able to resume his/her duties.

Section 3. Eligibility: To be eligible to serve as President or Vice-President, a person shall be a member of the Chamber in good standing for a minimum of three (3) years and have a minimum of two (2) years experience as a Director. Should a person, not a Director, be elected to an office, that person shall have a vote as a Director and be counted in determining a quorum.

Section 4. Executive Director: The Board of Directors shall create the position of Executive Director, specify the duties, as outlined in the job description, contract it to any person it deems qualified to perform those duties, and determine the compensation. The Executive Director will receive an annual review by the Board. The Executive Director will be held responsible by the Board for the general administrative management of the Chamber. The general responsibilities of this position shall be at the discretion of the

President and the Board of Directors (see Job Description). The Executive Director is not a voting member of the Board.

ARTICLE VII – JOB RESPONSIBILITIES OF OFFICERS

Section 1. President: The President shall be chief executive officer and shall preside at all meetings of the Board of Directors. He/She shall nominate all standing and other committees and chairpersons as prescribed in Article IX, Section 1 of these By-laws. He/She shall perform all duties incident to his/her office, and advise such action as may be deemed by him/her likely to advance the objectives of the Chamber.

Section 2. Vice-President: In the absence of the President, the Vice-President shall fulfill the duties of the President, and perform such duties as may be assigned to him/her by the President and/or the Board of Directors as prescribed in Article III, Section 1.

Section 3. Treasurer: The Treasurer and the Executive Director shall maintain and be responsible for all receipts and disbursements of the funds of the Chamber and all its divisions and departments. He/She shall keep all monies deposited in the name of the Greater Newton Chamber of Commerce.

Section 4. Secretary: The Secretary shall prepare and keep the minutes of the Board and General Membership meetings. The Secretary shall maintain records at the Chamber office, custody of the corporate seal, corporate papers and annual election. A Corresponding and Recording Secretary may be appointed by the Board of Directors.

Section 5. Assistant Treasurer: The Assistant Treasurer shall assist the Treasurer in the duties as prescribed in Section 3. In the absence of the Treasurer, the Assistant Treasurer may act as the Treasurer and shall perform such duties and functions as assigned by the Treasurer, Executive Director, and/or the Board of Directors, but may not sign checks.

Section 6. Corresponding Secretary: A Corresponding Secretary may be appointed by the Board of Directors and shall be responsible for the duties assigned by the Directors.

ARTICLE VIII – MEETINGS OF THE GENERAL MEMBERSHIP

Section 1. Regular Meetings: The Board of Directors shall provide for regular meetings of the entire membership of the Chamber as necessary.

Section 2. Annual Membership Meeting: The annual membership meeting shall be held in the month of January, on a date, and at a place to be determined by the Board of Directors.

Section 3. Special Meetings: Special meetings of the general membership may be called by the President at any time and shall be called by the President on written request of four (4) Directors or of five (5) members of the Chamber in good standing.

Section 4. Quorum: Twenty five (25) percent of all members in good standing shall constitute a quorum at all general membership meetings and special meetings. Actions approved by a majority of those present and voting shall be considered an official act of the Chamber.

Section 5. Meeting Notices: Each member of the Chamber shall be given at least seven (7) days' notice of all regular and special meetings. A good faith effort will be made to disseminate seven (7) days' notice by regular mail, electronic mail, telephone, website posting and/or other means.

ARTICLE IX – COMMITTEES

Section 1. Committee Chairpersons: The Chairperson of each Standing Committee will be appointed by the President at the first regular meeting of the Board in the new fiscal year. The appointments shall be made by the President with the advice and consent of the majority of the Board. Full committee appointments shall be made by the Committee chairperson and the President, with the advice and consent of the Board. Each Board member will be required to either chair or serve on at least one committee each year.

Section 2. Standing Committees: There shall be nine (9) Standing Committees: Decorating; Scholarship; Finance; Retail; Public Relations; Social; Membership; Fund Raising; and, Beautification.

- A. Decorating. The Decorating Committee shall be responsible for initiating and maintaining beautification projects in the downtown business district.

- B. Scholarship. The Scholarship Committee shall be responsible for the criteria, advertising, and selecting the recipient(s) of the award(s) given.

- C. Finance. The Finance Committee shall be responsible for supervising the financial affairs of the Chamber, approving expenditures, preparing the annual budget and arranging for an annual audit when called upon. The Treasurer shall be ex officio Chairperson of the Finance Committee.

- D. Retail. The Retail Committee shall be responsible for organizing programs designed to stimulate shopping in the Newton area and for recommending programs and projects for civic improvement.

E. Public Relations. The Public Relations Committee shall be responsible for promotion, publicity and media programs regarding all events to be held by the Chamber in cooperation with the Executive Director.

F. Social. The Social Committee shall be responsible for making arrangements for preparing the programs for all membership meetings. Social Committee members shall act as hosts at membership meetings. The Social Committee shall be responsible for obtaining venues for the quarterly dinners and the monthly business after hours events.

G. Membership. The Membership Committee shall encourage new membership and devise means of retaining current members. The Committee shall prepare a membership application to be approved by the Board of Directors.

H. Fund Raising. The Fund Raising Committee shall be responsible for developing and organizing additional revenue for the GNCC.

I. Beautification. The Beautification Committee shall have the responsibility of upgrading the various “welcome” signs located on roads leading into Newton.

Section 3. Ad Hoc Committees: The Board of Directors may create additional Ad Hoc committees it deems necessary to carry forward the work of the Chamber.

Section 4. Election Committee: The Election Committee (Ad Hoc) shall be appointed by the President at the November Board meeting. The Election Committee shall be comprised of three (3) members in good standing.

Section 5. Committee Budgets: All Committee Chairpersons must submit a proposed budget to the Finance Committee by the February Board of Directors Meeting and an actual budget within one month following the event.

ARTICLE X – FINANCES

Section 1. Initiation Fees and Annual Dues: Initiation fees and annual dues shall be determined by the Board of Directors for each calendar year. Categories of dues and/or members may be created by the Board of Directors. Rates and fees charged for services will be determined by the Board of Directors.

Section 2. Annual Budget: The Finance Committee shall prepare the annual budget for the Chamber, including specific amounts for each committee or other activities of the Chamber and shall submit such budget to the Board of Directors at the March Board of Directors Meeting.

Section 3. Additional Expenditures: Any expenditures not provided for in the appropriation measure must be approved by the Board of Directors before such expenditures are made. In so much as possible, all expenditures should be determined through the acceptance of bids and Chamber members in good standing shall have an opportunity to bid on jobs greater than \$250.00 as a standard practice.

Section 4. Disbursements: Disbursements within the appropriation measure for the fiscal year may be made by the Executive Director. All disbursements of Chamber funds shall be by check signed by the Treasurer and one of the following: Executive Director, President, and Vice-President. Checks made out to an individual may not be signed by his/her self.

Section 5. Audit: The Board of Directors may call for an audit of accounts by a qualified accountant.

ARTICLE XI – FISCAL YEAR

Section 1. The fiscal year of the Chamber shall be a calendar year.

ARTICLE XII – RESIDENT AGENT

Section 1. The name and post office address of the Resident Agent of this corporation, upon whom process against this corporation may be served, is President, PO Box 386, Newton, New Jersey 07860.

ARTICLE XIII – MANUAL OF REFERENCE

Section 1. Robert's Rules of Order are used as a reference for this organization, unless these By-laws state something to the contrary.

ARTICLE XIV – AMENDMENTS

Section 1. These By-laws may be amended by approval of three-fourths of the Board of Directors at any regular meeting and ratified by three-fourths of those eligible, present, and voting at a general membership meeting. Notice of intent to submit an amendment approved by the Board of Directors to the general membership for ratification shall be mailed to the entire membership at least seven days prior to the meeting at which it is to be voted on.