



WOODSTOCK CHAMBER OF COMMERCE AND ARTS, Inc.

BY-LAWS (1980)

(Revised 1985 and 2003)

ARTICLE I—NAME

The name of this organization shall be the Woodstock Chamber of Commerce and Arts, Inc.

ARTICLE II—OBJECTIVES AND PURPOSES

The objectives of the Woodstock Chamber of Commerce, Inc. are:

1. To develop, encourage, promote and protect the commercial, professional, financial, artistic, and general business interests of the Town of Woodstock, New York.
2. To promote civic interests of the community.
3. To extend and promote the trade, commerce, ~~and~~ industry and arts of the Town of Woodstock, New York.
4. To promote laws and regulations beneficial to business and the arts in general.
5. To provide a forum for the reflection of the sentiments of business, arts, and the community, regarding matters affecting their interest.

ARTICLE III—GOVERNMENT

Section 1: The Woodstock Chamber of Commerce and Arts, Inc. is organized upon the town meeting plan; all members have a voice in the meeting and no action can be taken without an affirmative vote of a majority of the membership present except as to those actions reserved for the Board of Directors by these by-laws or by statute.

Section 2: The governing body shall be called the Board of Directors. The Board of Directors shall consist of nine (9) members in good standing and shall have no specific powers and duties other than those prescribed under the provisions of the (Not-for-Profit Corporations Law) and those set forth in the by-laws of this organization.

Section 3. The president, or in his or her absence or inability to act, the vice president, may call a meeting of the Board of Directors. All directors must be notified and at least four (4) must be present to act. They shall make a complete report of any and all actions taken at such Board of Directors meetings at the next regular or



special membership meeting.

#### ARTICLE IV—MEETINGS OF MEMBERS

Section 1: Annual Meeting—To be held ~~the third Wednesday in the fall~~ May. The time and place are to be announced at the previous general meeting. At this meeting, the election of directors shall be held. No new business may be introduced at this meeting, but unfinished business from the preceding meeting may be transacted and completed.

Section 2: Regular Meetings—The frequency, time and place to be determined by the Board with notice given by first class mail or e-mail not ~~fewer~~ less than ~~two~~ ten nor more than ~~thir~~ ffty days prior to the meeting date.

Section 3: Special Meetings—To be held at any time upon a majority vote of the members present at any regular meeting or at the call of the president, or in his or her absence or inability to act, at the call of the vice-president or Board of Directors. Notice of special meetings to be given as set forth for regular meetings.

Section 4: Quorum—At all regular and special meetings the quorum shall consist of 10% of the membership. A quorum, once established, will not be broken by the withdrawal of members.

#### ARTICLE V—FUNDS

Section 1: Monies of this organization shall be collected through membership dues and public subscriptions and other means approved by the membership.

Section 2: Monies collected by the organization shall be used as follows:

- (a) To pay normal operating expenses of the organization;
- (b) To pay such other expenses as arise from time to time, when approved by a majority vote at a regular or special meeting.
- (c) Public subscriptions may be used only for the purposes stated at the time of the appeal—except in case a public subscription is oversubscribed, and then the balance remaining must go into the general fund. When any public subscription is undersubscribed, any such shortage may be obtained from the general fund when such action is approved by the majority vote at a regular or special meeting.



## ARTICLE VI—AMENDMENTS

- (1) Amendments to these by-laws may be made.
- (2) The proposed amendment shall be read at two consecutive meetings and opportunity for discussion shall be made.
- (3) The proposed amendment will be voted upon at the second meeting, following the close of the discussion, and shall require a two thirds vote of the members present for passage—provided that the affirmative votes cast in favor of any such amendment shall be at least equal to the quorum.
- (4) Meetings for the amending process may be regular or special.

## ARTICLE VII—MEMBERSHIP

Section 1: Membership shall be limited to one of the following:

- (a) Regular Membership—Any person, association, firm or corporation whose application has been accepted and who has paid the required dues/fees.
- (b) -Honorary membership—subject to the approval of the membership.

~~Section 2: Members as described above in Section 1, paragraph (a) may obtain additional memberships which shall be deemed sustaining memberships and shall carry no voting privileges.~~

~~Section 3: First time membership for new members shall be pro-rated on the fiscal year as determined by the Board of Directors.~~

Section 24: All memberships expire at midnight on ~~the last day of the fiscal year~~ from the day they joined and first paid membership dues.

## ARTICLE VIII—DUES

Section 1: ~~Regular membership and sustaining membership dues for the ensuing year shall be announced at the final meeting of the fiscal year, and shall be based upon projected expenses.~~ Payment of the annual dues confers "member in good standing" status.

Section 2: Dues are payable on or before the anniversary of the date that the member



~~originally joined end of the second month of the fiscal year.~~ Membership will be terminated if dues are not paid ~~at by the end of~~ the second notice (i.e., within 60 days) month of the fiscal year.

Section 3. Any increase in dues will be determined by the Board of Directors and announced to the membership at two consecutive meetings in advance of increase. Any increase will be effective at the time of renewal or with new memberships.

#### ARTICLE IX—VOTING

(a) Voting shall be by members in good standing only (current paid members).

(b) No member shall cast more than one vote.

(c) Voting will be by show of hands or ballot except as otherwise directed by these by-laws.

(d) A simple majority of the members present and voting will be required to carry a vote, except as otherwise directed by these by-laws.

#### ARTICLE X—ELECTION OF DIRECTORS

~~Section 1: A nominating committee consisting of outgoing directors will prepare a slate consisting of at least two (2) nominees more than required to fill the vacancies.~~

~~Section 2: Nominees receiving the fourth and fifth highest vote shall be designated first and second alternates. The first alternate will attend Board meetings in a non-voting capacity. The second alternate will assume the function of first alternate if the first alternate is called to active participation on the Board.~~

Section 13: Nominations will be accepted from the floor at ~~the~~ meeting prior to the annual meeting. Voting will take place at the annual meeting.

~~Section 4: The final slate of nominees shall be presented at the last meeting prior to the annual meeting. This meeting may be a regular or special meeting.~~

Section 25: The term of each member of the Board of Directors shall be three (3) years unless a Board member is given honorary status by a unanimous decision on the part of the Board. ~~One third of the Board shall be elected each year on a rotating basis.~~

~~(a) Three (3) director terms expire at the next annual meeting.~~



- ~~— (b) Three (3) director terms expire at the second succeeding annual meeting.~~
- ~~— (c) Three (3) director terms expire at the third succeeding annual meeting.~~

Section 36: Voting shall be by written ballot only.

#### ARTICLE XI—OFFICERS

The Board of Directors shall elect from their number president, vice president, treasurer and secretary annually.

(a) The duties of the officers shall be such as their titles by general usage would indicate, and such other duties as may be assigned to them respectively by the president.

The term of office for each officer is one year with the possibility of extension by a unanimous vote of the Board.

#### ARTICLE XII—VACANCIES

Vacancies of any of the officers or directors of the Woodstock Chamber of Commerce, Inc. shall be filled in the following manner:

- (a) Any -vacancy in the office of the president shall automatically be filled by the vice president for the balance of the office.
- (b) Any vacancy in the office of vice president shall automatically be filled by election by the Board of Directors for the balance of the unexpired term.
- (c) Any vacancy in the office of the treasurer shall be filled by election by the Board of Directors for the balance of the unexpired term.
- ~~(d) Any vacancy in the Board of Directors, which vacancy shall not otherwise cause a vacancy in one of the offices of the organization, shall be filled by the first alternate. The second alternate then assumes the function of the first alternate. A director who fills such vacancy shall hold office until the next annual meeting, at which the election of directors is the regular order of business.~~
- (de) Any member of the Board of Directors who misses three consecutive Board meetings without extenuating circumstances shall be determined to have resigned and his office considered vacant ~~and be filled by the first alternate.~~ Such resignation shall be



confirmed by vote of the directors provided there is a quorum of not less than the majority present at the meeting of directors at which such action is taken.

(e) Elections to the Board shall be held annually—or, if deemed necessary, via a special meeting of the membership—to fill vacancies.

#### ARTICLE XIII—COMMITTEES AND EMPLOYEES

Section 1: The Board of Directors shall appoint all committees. They shall authorize the powers and duties of all committees in accordance with applicable law.

Section 2: Employees

- (a) The Board shall have the authority to hire employees as ~~are~~ deemed necessary—such as a tourist information booth manager and a web master. The Director in charge of the annual tourist brochure shall have the authority to hire an assistant if needed.
- (b) The conditions of employment and compensation will be decided by the Board and reported to ~~subject to a vote by~~ the membership.

#### ARTICLE XIV—ORDER OF BUSINESS

- (a) Reading of Minutes of preceding meeting
- (b) Treasurer's report—payment of bills
- (c) Unfinished business
- (d) Reports of committees
- (e) Reading of communications
- (f) New business
- (g) Adjournment

#### ARTICLE XV—FISCAL YEAR

The fiscal year shall be determined by the Board of Directors and is subject to review and modification from time to time at the discretion of the Board.



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