

**SENECA AREA CHAMBER OF COMMERCE
BY-LAWS**

ARTICLE I

NAME OF PRINCIPAL OFFICE OF CORPORATION

SECTION 1. **ORGANIZATION NAME** The name of this corporation shall be the SENECA AREA CHAMBER OF COMMERCE DBA SENECA AREA CHAMBER/SDI. The Board of Directors SENECA AREA CHAMBER OF COMMERCE DBA SENECA AREA CHAMBER/SDI shall determine the principal offices from time to time.

ARTICLE II

PURPOSE

SECTION 1. **PURPOSE.**

A. **Seneca Area Chamber of Commerce** The Chamber is organized for the purpose of advancing the Business (including commercial, industrial, agricultural and/or professional) and Non-Business (including educational, cultural and civic) welfare of Seneca and its trade territory. The Chamber shall observe all local, state and federal laws which apply to a not for profit organization as defined in Section 501 (c)(6) of the Internal Revenue Code.

ARTICLE III.

PROGRAM AREA

SECTION 1. **AREA TO BE SERVED.**

A. **Seneca Area Chamber of Commerce** The Program Area for Seneca Area Chamber of Commerce is any individual, association, partnership, limited liability company or corporation living or engaged in the aforementioned purposes in Seneca or its trade territory and shall be eligible to apply for membership. Applications shall be made in writing on the forms specified and signed by the applicant.

ARTICLE IV

MEMBERSHIP

SECTION 1. **MEMBERSHIP CLASSES.** The Membership shall be granted to eligible applicants upon the approval of a majority vote of the Board of Directors. Membership shall commence upon payment of the required dues and said applicant shall thereafter be known as a member. Membership shall be classified as Business and Non-Business and is defined as follows:

- A. **Business members** – a business membership may be held by any individual, association, partnership, limited liability company or corporation engaged directly or indirectly in a Business enterprise. Anyone offering goods or services to the general public and owning wholly or in part any property in the Seneca trade territory used for Business or speculation shall be eligible for a Business membership, but not a Non-Business membership.
- B. **Non-Business members** – non-business membership may be used by individuals who are not restricted to business membership. Any member who is eligible for Non-Business membership may elect to become a Business Member. In case of a dispute as to whether a Business or Non-

Business membership is appropriate, the Board of Directors in its sole discretion shall determine if an applicant is eligible for Non-Business membership.

- C. Each member is eligible for one vote. Only Members whose dues are paid in full and are in good standing may vote in votes of the Members. All voting shall be in person or by absentee ballot cast within three (3) days prior to each election.

SECTION 2. **DUES.** The Board of Directors shall establish annual dues as it deems appropriate. Such establishment of dues shall include method of payment and application procedure.

SECTION 3. **MEMBERS.** Any business, organization or individual interested in supporting the purposes of the Seneca Chamber of Commerce may become a member by completing and submitting an application in such form as the Board of Directors shall prescribe, and subject to the payment of such dues as the Board of Directors may establish. Each active member shall be entitled to one vote.

SECTION 4. **RESIGNING MEMBERSHIP.** A Member may resign as a Member by written notice to the President and Executive Director of the Board of Directors. Resignation shall not relieve a Member of liability for payments due and owing to the Seneca Chamber of Commerce.

SECTION 5. **SUSPENSION OF VOTING PRIVILEGES.** A member shall be expelled or suspended by two-thirds (2/3) vote of the Board of Directors for non-payment or late payment of dues if said payment is not made in full within ninety (90) days following the due date. Provided however, if the Seneca Chamber of Commerce accepts a periodic payment plan from the member, the member may not be expelled or suspended provided periodic payments are made according to the schedule accepted by the Board of Directors. A member may also be expelled or suspended in response to actions in direct conflict with the purposes set forth in Article II Section 1, or actions otherwise unbecoming a member as determined in the Board of Directors' sole discretion. Prior to a two-thirds (2/3) vote by the Board of Directors to expel or suspend, the member shall first be given written notice for the reason for the pending expulsion or suspension and the said member shall have the opportunity to be heard by the Board of Directors at a meeting of the Board of Directors. Any member who is automatically expelled or suspended for delinquent dues may be reinstated upon payment of dues by and/or two-thirds (2/3) vote of the Board of Directors.

ARTICLE V

MEMBERSHIP MEETINGS

SECTION 1. **ANNUAL MEETING.** An annual meeting of the membership shall be held in each calendar year at such time and place as may be determined by the Board of Directors for the purpose of electing officers and directors and transacting such other business as may be properly brought before the meeting.

SECTION 2. **SPECIAL MEETINGS.** Special meeting of the membership shall be held at any time and place as may be designated in said notice of such meeting, upon call of the President or Board of Directors either at their own request or upon written petition by at least ten (10) active members.

SECTION 3. **NOTICE OF MEETINGS.** Written notice of every meeting of the membership, stating the place, date and hour of the meeting shall be given either personally, by E-Mail or by mail to each member not less than

five (5) days nor more than ten (10) days before the date of the meeting. If mailed, such notice shall be deemed delivered when deposited to the United States mail with postage thereon prepaid, addressed to the members at their address as they appear on the Seneca Area Chamber of Commerce record of membership. Attendance of a member at a membership meeting shall constitute a waiver of notice of such meeting, or manner in which it has been called or convened, except when a member attends a meeting solely for the purpose of stating, at the beginning of the meeting, any such objection to the transaction of any business. Other interested parties shall be given such notice of meetings as the Board of Directors shall deem appropriate.

SECTION 4. **QUORUM.** Ten percent (10%) of the active members, present in person or represented by proxy, shall constitute a quorum for the transaction of business at all meetings of the membership, except as otherwise provided by statute, by Articles of Incorporation or by these Bylaws. If a quorum is not present or represented at any meeting of the membership, a majority of the members entitled to vote thereat, present in person, may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present or represented. If the adjournment is for more than 30 days, a notice of the adjourned meeting shall be given to each member.

SECTION 5. **MAJORITY.** When a quorum is present or represented by proxy at any meeting, the vote of a majority of the active members present in person or represented by proxy shall decide any questions brought before such meetings, unless the Articles of Incorporation or these Bylaws require a different vote, in which case such express provisions shall govern and control the decision.

SECTION 6. Roberts Rules of Order shall govern anything not governed by this document.

ARTICLE VI BOARD OF DIRECTORS

SECTION 1. **ELECTION OF DIRECTORS.** A board of a minimum of nine (9) and no more than twelve (12) Directors elected by the members eligible to vote shall govern the Seneca Area Chamber of Commerce. The term of office for each Director shall be three (3) years, except that the term of office for the members of the first Board of Directors shall be as follows:

- A. Three shall be elected for three years.
- B. Three shall be elected for two years.
- C. Three shall be elected for one year.

Thereafter, three (3) Directors shall be elected at each annual meeting of the members. Nominations to the Board shall be made by the Nominations Committee appointed by the Board and shall be set forth in the notice of the annual meeting. Each Director shall hold office for the term for which he/she is elected and until his/her successor shall have been elected and qualified.

In order to stagger the terms of the Directors upon adoption of these restated Bylaws, the Board of Directors shall, by Majority vote of the Board, establish the terms of the existing Board of Directors not to exceed one (1) four (4) year term.

SECTION 2. **VACANCY IN BOARD OF DIRECTORS.** Any vacancy occurring in the Board of Directors (other than a vacancy resulting from the normal expiration of a term of office) may be filled by the affirmative vote of

a majority of the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his/her predecessor in office. Any Director may resign by submitting written notice of resignation to the Secretary or Executive Director. Any Director may be removed from office at anytime with or without cause by the affirmative vote of two-thirds of the Directors in office. Any member of the Board of Directors who is absent from three (3) consecutive regular meetings without just cause for such absence may be removed as a member of the Board of Directors by a vote of two-thirds of the Directors in office.

SECTION 3: **EXECUTIVE DIRECTOR.** The Executive Director of the Seneca Area Chamber of Commerce shall be a non-voting member of the Board of Directors and shall be present at all meetings of the Board of Directors.

SECTION 4: **MEETINGS OF BOARD OF DIRECTORS.** The Board of Directors of the Seneca Area Chamber of Commerce may hold regular and special meetings. Regular meetings shall be held not less than six (6) times each year. Special meetings of the Board of Directors may be called by the President or by the Executive Committee or by four (4) or more Directors. Written notice of the time, place and agenda for both regular and special meetings shall be given to each Director either by personal delivery, by E-mail, by mail, phone at least one (1) day before the meeting.

SECTION 5: **QUORUM FOR BOARD OF DIRECTOR MEETINGS.** At all meetings of the Board of Directors, a majority thereof shall constitute a quorum for the transaction of business. If a quorum shall not be present at any meeting of the Board, the Directors present may adjourn the meeting from time to time, without written notice other than announcement at the meeting, until a quorum shall be present.

SECTION 6: **ACTION WITHOUT BOARD OF DIRECTOR MEETING.** Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting, if all members of the Board consent thereto in writing, setting forth the action so taken, and the writing or writings are filed with the minutes of the proceedings. Such consent shall have the same force and effect as a unanimous vote of the Board of Directors.

SECTION 7: **BOARD OF DIRECTORS ORIENTATION.** All new members of the Board of Directors shall participate in an orientation program familiarizing them with the goals and objectives of Seneca Area Chamber of Commerce and with their responsibilities. The Membership Committee and the Executive Director will conduct the Orientation session.

ARTICLE VII OFFICERS

SECTION 1. **OFFICERS.** The officers of Seneca Area Chamber of Commerce shall consist of a President, Vice President, Secretary, and a Treasurer, and such other officers as may be deemed necessary.

SECTION 2. **ELECTION OF OFFICERS.** Officers shall be elected by the board of directors.

A. **PRESIDENT** The President shall serve as the chief elected officer of Seneca Area Chamber of Commerce and shall preside at all of the meetings of Seneca Area Chamber of Commerce, all meetings of the Board of Directors and all Executive Committee meetings. The President shall perform such other duties as may be required by the Bylaws of Seneca Area Chamber of Commerce, or as commonly carried out by presidents of similar organizations.

B. **VICE PRESIDENT**. The Vice President shall assume the duties of the President in the event the President is unable to perform the same.

C. **SECRETARY**. The secretary shall record all the proceeding of the meetings of the corporation and Directors and see that all notices are given in accordance with the provisions of their bylaws or as required by law. The Secretary shall see that the books, reports, statements, certificates and all other documents and records required by law are properly made, kept and filed. The Secretary shall perform such other duties as may be required by the Bylaws of Seneca Area Chamber of Commerce, or as commonly carried out by secretaries of similar organizations.

D. **TREASURER**. The Treasurer shall be responsible for safeguarding all funds received by Seneca Area Chamber of Commerce and shall oversee their proper disbursement. Such funds shall be kept on deposit in financial institutions or invested in a manner approved by the Board of Directors. The Treasurer shall review the operating budget prepared by the Board. The Treasurer shall provide a monthly report to the Board in order to account for all deposits and disbursements. The Treasurer shall give an annual financial report to the membership within the first quarter following the end of the fiscal year.

ARTICLE VIII EXECUTIVE DIRECTOR

SECTION 1: **EXECUTIVE DIRECTOR**. The Executive Director of the Seneca Area Chamber of Commerce shall manage the daily operations of the Chamber. The Executive Director shall be responsible for coordinating the implementation of the Seneca Area Chamber of Commerce's policies and projects and such other duties as the Board of directors may require. The Executive Director shall receive for his/her services such compensation as may be determined by the Board of Directors.

ARTICLE IX COMMITTEES

SECTION 1: **STANDING COMMITTEES**.

A. **Seneca Area Chamber/SDI** May have at least five (5) standing committees, which shall be entitled: Membership/Organization, Economic Development and Restructuring, Promotion Committee, Design/Historic Preservation and Executive Committee. The committees shall consist of not less than three (3) members and shall have a chairperson who is a member of the Board of Directors of the Chamber who shall be responsible for directing and coordinating the affairs of the committee. The terms of the committees shall be for one year commencing at the time of the annual membership meeting.

B. Chamber of Commerce Committee Responsibilities:

1. **Membership/Organization Committee** The Membership/Organization Committee shall promote membership in the organization and encourage cooperation and communication while building leadership in the Seneca area. It shall provide training and development opportunities for members and citizens. The Membership/Organization Committee will plan, implement and evaluate the annual membership drive and new board member training. The Membership/Organization committee will work closely with Leadership of Seneca to identify individuals from the Seneca Area Chamber/SDI for participation in that program.

2. **Economic Development and Restructuring Committee**. The Economic Development and Restructuring Committee shall promote economic development in the Seneca area and provide leadership and guidance to those working to refurbish, restore or renovate buildings, parks or green spaces within the Seneca area. The Economic Development and Restructuring Committee shall seek out new businesses and economic development opportunities; provide assistance to new and existing businesses; prepare and distribute information related to opportunities for business in Seneca; serve as a liaison between businesses and the board of directors.

3. **Promotion Committee**. The Promotion Committee shall work to enhance participation in Chamber activities. The Promotion Committee shall provide leadership to annual community events and activities. This Committee shall identify volunteers from the Seneca Area Chamber/SDI members and other citizens of the community to carry out the community activities. The Promotion Committee shall have the authority to name sub-committees for each community event or sub-section of an event if appropriate and desirable.

4. **Design/Historic Preservation Committee** The Design Committee shall provide leadership and direction to the design of business fronts, park and green space areas, and other buildings within the Seneca area.

5. **Executive Committee** The Executive Committee shall consist of the President, President Elect, Vice President, Secretary, Treasurer, and Executive Director (non-voting), and shall exercise the authority of the Board of Directors in the management of the Chamber.

ARTICLE X FINANCES

- SECTION 1: Except as the Board of Directors may generally or in particular cases authorize the execution thereof in some other manner, all checks, drafts and other instruments of payment of money and all instruments of transfer of securities shall be signed in the name and on behalf of Seneca Area Chamber of Commerce by two members of the Executive Committee (President, Vice President, Secretary or Treasurer.)
- SECTION 2: All funds of the Seneca Area Chamber of Commerce shall be deposited from time to time to the credit of the Chamber in such banks, trust companies and other depositories as the Board of Directors may select.
- SECTION 3: The Board of Directors may accept on behalf of the Seneca Area Chamber of Commerce any contribution, gift, bequest or device for the general purpose or for any special purpose of the Chamber.
- SECTION 4: Within 30 days of the election of the Board of Directors each year, the Board shall approve a Seneca Area Chamber of Commerce Budget for the fiscal year. The Executive Director will prepare the Budget with input from the new and past treasurers and other members of the Board of Directors as appropriate. The approved budget will be reviewed and revised periodically as deemed necessary by the Board. The Board of Directors will report to the membership annually on the budget.

ARTICLE XI
GENERAL PROVISIONS

- SECTION 1: The fiscal year of the Seneca Area Chamber of Commerce shall begin the first day of January and end on the last day of December in each year.
- SECTION 2: The corporation shall not be required to utilize any form of corporate seal
- SECTION 3: Not later than three (3) months after the close of each fiscal year, the Seneca Area Chamber of Commerce shall prepare:
- A. A balance sheet showing in reasonable detail the financial condition of the Seneca Area Chamber of Commerce at the close of the fiscal year;
 - B. A statement of the source and application of funds showing the results of operation of the Seneca Area Chamber of Commerce during the fiscal year.

ARTICLE XII
AMENDMENTS

- SECTION 1: The Board of Directors shall have the power to alter, amend or repeal the Bylaws or adopt new Bylaws by a two-thirds vote of the Directors present at any duly called meeting of the Board, provided that no such action shall be taken if it would in any way adversely affect Seneca Area Chamber of Commerce.