

SIDNEY CHAMBER OF COMMERCE, INC. BY-LAWS

Article I – Membership

The Sidney Chamber of Commerce, Inc. shall be composed of active members and honorary members. Persons of good standing interested in the objectives of this organization shall be eligible to have active membership. Distinction in public affairs shall confer eligibility to honorary membership. Honorary membership shall confer all the privileges of active membership, except that of holding office, with exemption from payment of all dues and fees.

Any person, association, corporation, partnership, proprietor or estate may subscribe for one or more memberships in the Sidney Chamber of Commerce, Inc. Any entity holding more than one membership shall designate the individuals to whom the holder desires to assign the privileges of membership.

Subject to the approval of the Board of Directors, any members shall have the right to change any or all of his membership assignments upon thirty days written notice to the Sidney Chamber of Commerce, Inc., giving reasons there for.

Membership dues shall be approved by the Board of Directors, upon recommendation of the Membership Committee.

Any member may be expelled by the Board of Directors by a two-thirds vote, after notice and opportunity for hearing, for conduct unbecoming a member. Any member may resign from the Sidney Chamber of Commerce, Inc. upon request to the Board of Directors. Any unpaid dues pledged are expected to be paid in full.

The death of a member, or relocation of a member outside the Village, Town or vicinity, may cancel his membership pledge.

Article II – Voting

Voting shall be by individuals only. Each member will be entitled to cast one vote. Persons to whom memberships have been assigned shall vote as individual members.

New members must pay membership dues in advance before being permitted to vote or exercise other privileges of membership.

Article III – Meetings

The Annual Meeting of the Sidney Chamber of Commerce, Inc. shall be held in June, the place and hour to be designated by the Board of Directors.

Special meetings of the members may be held at such other times as the President or the Board of Directors may determine, or upon written request of five percent of the members in

good standing, provided that notice of such special meeting shall contain a statement of the purpose of such meeting, and shall be issued at least five days preceding the meeting.

At all meetings of the membership, twenty percent of the members in good standing shall constitute a quorum. If a quorum shall not be present or represented, the members entitled to vote there at, present in person or represented by proxy, shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present or represented. At such adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally notified.

When a quorum is present or represented at any meeting, the vote of the holders of a majority of voting rights present in person or represented in proxy shall decide any questions brought before such meeting, unless the question is one upon which express provision of the statutes or of the certificate of incorporation or these by-laws, a different vote is required, in which case such express provision shall govern and control the decision of such question.

Article IV – Referenda

Upon the request in writing of twenty percent of the members in good standing, the Board of Directors shall, or upon its own initiative may, submit a question to the members for a mail referendum vote, the ballot for such vote to be accompanied by a statement of both sides of the question. When so stated in the request, action taken by the membership therein shall be final. The Board of Directors may establish the time in which such ballots shall be returned, and such time shall be at least five days from the date of mailing of such notices.

Article V – Board of Directors

The Government of the Sidney Chamber of Commerce, Inc. shall be vested in the Board of fifteen Directors who shall be nominated and elected in such manner as described by the by-laws of the Corporation.

Directors shall be elected for a term of three years each fiscal year at the Annual Meeting, and in addition to thereto other Directors necessary shall be elected to fill any vacancies.

A nominating committee of three members shall be appointed by the President no later than at the next to the last Directors' meeting of the fiscal year. Said committee shall have at least one member who at the time of his appointment is not a Director. This committee shall nominate members in good standing to serve as Directors for a term of three years.

In addition to the candidates nominated by the nominating committee, additional nominations of members in good standing are to be made prior to the time of the actual balloting for Directors.

The Ex-President shall remain a full voting member of the Board of Directors for one year past the expiration of his term as President. In the event that his term as President ends during the last year of his term as a Director of the Chamber of Commerce, he shall nonetheless continue as a Director of the Chamber of Commerce for one year past the expiration of his term. During such a time, the Chamber of Commerce will have sixteen (16) Directors eligible to vote.

Article VI – Vacancies

In the event of a resignation or vacancy in the office of the President, or any Vice President, replacement will follow methodology as outlined in Robert's Parliamentary Rules: The highest position vacancy will be assumed by the next highest VP and so forth until only the most junior VP position remains unfilled. This position will be filled by a current director until the next annual election by recommendation and approval of the directors at a subsequent monthly board meeting.

Vacancies by resignation or otherwise in the Board of Directors shall be filled by the Board only until the next general election, at which time the membership shall elect a Director for the remainder of any un-expired three year term.

Article VII – Officers

Officers will be elected either at the Annual Meeting or at the first Board meeting of the fiscal year and shall include: a President, one or more Vice Presidents, and a Treasurer. All said officers must be members of the Board except the Treasurer, who may or may not be a member of the Board. Subsequently, the Board shall employ a Secretary whose compensation shall be determined by the Board.

The duties of the officers shall be such as their titles, by the general usage, would indicate, and such as required by law, and such as may be assigned to them respectively by the Board of Directors from time to time.

Article VIII – Committees

The Board of Directors shall authorize and define the powers and duties of all committees.

The President shall appoint all committees subject to confirmation by the Board of Directors.

Article IX – Meetings

The Board of Directors shall meet at regular periods. Absence from three consecutive regular meetings without excuse deemed valid and so recorded by the Board of Directors may be construed as a resignation.

A special meeting of the Board of Directors may be called at any time by the President or three Directors, provided that when called otherwise than by the President, a call shall be issued to each Director stating the purpose of the meeting, no less than three hours preceding the meeting.

At all meetings of the Board of Directors, a majority shall constitute a quorum.

At committee meetings, a majority shall constitute a quorum, except that when a committee consists of more than nine members, five shall constitute a quorum.

All questions of parliamentary procedure shall be settled according to Roberts Manual of Parliamentary Rules, whenever they are not consistent with the constitution or by-laws of this organization.

Article X – Fiscal Year

The fiscal year shall end the 30th day of June.

Article XI – Amendments

These by-laws may be amended by a majority vote of the members in good standing in attendance at any regular meeting, or at any special meeting called for that purpose, provided that such amendments shall be plainly stated in the call for the meeting at which they are to be considered. Notice of meetings at which such amendments are to be considered must be given at least five days prior to the time of the meeting.

Last modified December 2000

The statement “No Director shall be elected for more than two consecutive full terms,” was deleted per an amendment to the By-Laws, which was adopted on April 12, 1989.