**ARTICLE I**

 **GENERAL**

**Section 1: NAME**

This organization shall be known as the NEW YORK CAPITAL REGION HISPANIC CHAMBER OF COMMERCE, INCORPORATED, hereinafter referred to as “The Chamber,” and is a Charitable Corporation as set forth in the Not-for-Profit corporation of New York State.

**Section 2: AREA**

The Chamber shall conduct activities primarily in New York, including the Capital Region and contiguous counties, subject to changes by the aforementioned Corporation.

**Section 3: OFFICE**

The principal office of the Chamber shall be located in the City of Albany, Albany County, State of New York. The Corporation may also have offices at such other places within the state as the board may determine as the business of the Corporation may require.

**ARTICLE II**

 **PURPOSE**

 The Chamber is organized to provide leadership and promote the economic development for the Hispanic business community and other underrepresented businesses in its area.

 The Chamber shall provide and facilitate professional training and development, business planning and support, networking opportunities, as well as guidance, financial advisement, and support through outreach services within the Hispanic business community and other affiliates; strengthen the relationship with Latino companies, organizations, professionals, corporations and the numerous cultural and civic entities in our region; serve as a liaison for organizations, governmental entities, and corporations to connect with the Hispanic business community; and recognize the achievements of Hispanic individuals and companies that have a positive influence in our community.

 The Chamber shall accomplish its purpose by fostering good business practices and continuous community involvement, while contributing to the U.S. economy by helping to develop and generate a variety of business trainings, cultural diversity in the workplace, and entrepreneurial growth opportunities.

**ARTICLE III**

 **MEMBERSHIP**

**Section 1: Eligibility**

Membership in the Chamber shall be open to persons and entities having an interest in the objectives of the organization, and following the criteria for membership established by the board, including a schedule of dues.

**Section 2: Good Standing**

Members must be current in their dues to be in good standing. Members may resign from the Chamber upon written request to the Board of Directors. Members may be suspended or expelled by the Board of Directors, by a two-thirds vote at a regularly scheduled meeting, for conduct unbecoming a member, or prejudicial to the

aims or repute of the Chamber, after notice and opportunity for a hearing according to policies developed by the Chamber.

**Section 3: Voting by Members**

In any proceeding in which voting by members is called for, each member in good standing shall be entitled to cast one (1) vote.

**Section 4:**

Distinction and service shall confer eligibility to honorary membership. Honorary members shall have all the privileges of members except the right to vote, and shall be exempt from payment of dues. The Board of Directors shall confer, or revoke honorary membership by a majority vote.

**ARTICLE III**

**Meetings**

**Section 1: Annual Meeting**

The annual meeting of the Chamber, in compliance with State law, shall be held once each year. The time and place shall be fixed by the Board of Directors and notice thereof mailed to each member at least thirty (30) days before said meeting.

**Section 2: Additional Meetings**

General meetings of the Chamber may be called by the Chair of the Board at any time, or upon petition in writing of any one third of the members in good standing:

a) Notice of special meetings shall be communicated in writing to each member at least five (5) days prior to such meetings;

b) Committee meetings may be called at any time by the Chair of the Board, respective department Vice Chairs, or by the committee's Chair.

**Section 3: Quorums**

At any duly called general meeting of the chamber, one third of the members in good standing shall constitute a quorum; at a Board meeting, presence of more than half of the board of directors present shall constitute a quorum; at committee meetings, presence of more than half of the committee shall constitute a quorum.

**aaSection 4: Notices, Agendas, Minutes**

Written notice of all chamber meetings must be given at least 10 calendar days in advance unless otherwise stated. An advance agenda and minutes must be prepared for all meetings.

**ARTICLE IV**

**Board of Directors**

**Section 1: Composition of the Board**

The Board of Directors shall be composed of members, whoshall be elected annually to serve for two (2) years or until their successors are elected and have qualified. Board members shall be limited to three consecutive 2-year terms. After serving the maximum consecutive terms, there must be a 2-year period off the board prior to any further board service. Maximum lifetime service on the Board shall not exceed 12 years.

The governance and policy-making responsibilities of the chamber shall be vested in the Board of Directors, which shall control its property, be responsible for its finances, and direct its affairs.

**Section 2: Selection and Election of Directors**

Selection and Election of Directors shall be made on a rolling basis at board meetings. Recommendations of candidates, and credentials of those candidates for the board, shall be distributed to the full board at least 10 days before the meeting in which a vote on that potential board members candidacy shall take place. The president of the board may select a nominating committee to facilitate evaluation and presentation of candidates for the Board.

**Section 3: Seating of New Directors**

All newly-elected and appointed Board members shall be seated at the next regular Board meeting following a positive vote by the Board in favor of the candidate, and shall be considered to be participating members thereafter.

**Section 4: Vacancies and Absences**

A member of the Board of Directors who shall be absent from three (3) consecutive regular meetings of the Board of Directors, shall automatically be dropped from membership on the Board, unless confined by illness or other absence approved by a majority vote of those voting at any meeting thereof.

Vacancies on the Board of Directors, or among the officers, shall be filled by the Board of Directors by a majority vote.

**Section 5: Policy**

The Board of Directors is responsible for establishing procedure and formulating policy of the organization. It is also responsible for adopting all policies of the organization. These policies shall be maintained in a policy manual, to be reviewed annually and revised as necessary.

**Section 6: Voting**

Voting of the Board of Directors shall be subject to the rules listed in Article III. The Board may also vote outside of scheduled meetings by email, or phone to facilitate decision making on time sensitive issues. All Board members must be notified by email of the issue apprised that a vote will take place, copied on all emails pertaining to the issue, and sufficient time shall be allowed for discussion prior to the vote. Votes conducted in such a manner may be brought to revote, or challenged at regularly scheduled board meetings, by motion of a Board member, provided that contractual or other irreversible action had not been taken on the subject of this vote.

**Section 7: Indemnification**

The Chamber may, by resolution of the Board of Directors, provide for indemnification by the Chamber, of any and all current or former officers, directors, and employees, against expenses actually and necessarily incurred by them in connection with the defense of any action, suit, or proceeding, in which they or any of them are made parties, or a party, by reason of having been officers, directors, or employees of the Chamber; except

in relation to matters as to which such individuals shall be adjudged in such action, suit, or proceeding, to be liable for negligence, or misconduct, in the performance of duty, and to such matters as shall be settled by agreement predicated on the existence of such liability for negligence or misconduct.

**ARTICLE V**

 **Officers**

**Section 1: Determination of Officers**

The Board of Directors (new and retiring), at its regular October meeting, shall plan for the coming year. At this meeting, Board Members shall make nominations for Officer Positions for the coming year. At the following meeting, the Board shall elect the Chair of the Board, as many Vice Chairs, including 2d Vice Chairs, as is deemed necessary to conduct the activities of the Chamber, and the Secretary and the Treasurer. Officers will be elected from members of the new Board. All officers shall take office after the election, and serve for a term of two (2) years, or until their successors assume the duties of office. They shall be voting members of the Board of Directors.

**Section 2: Duties of Officers**

1. **Chair of the Board.**

The Chair shall serve as the chief elected officer of the Chamber of Commerce, and shall preside at all meetings of the membership Board of Directors, and Executive Committee.

The Chair of the Board shall, with the advice and counsel of the President, assign Vice Chairs to divisional or departmental responsibility, subject to Board of Directors approval. The Chair of the Board shall, with advice and counsel of Vice Chairs, and the President, determine all committees, select all committee Chairs, assist in the selection of committee personnel, subject to approval of the Board of Directors.

1. **Vice Chair**

The duties of the Vice Chair shall be such as their titles by general usage would indicate, and such as required by law, as well as those that may be assigned by the Chair and Board of Directors. They will also have under their immediate jurisdiction, all committees pertaining to their general duties. There will be a single Vice Chair of the Executive Committee. The Vice Chair of the Executive Committee shall exercise power and authority of Chair in absence of Chair in all Board activities.

**C. 2d Vice Chairs**

The duties of the 2d Vice Chair shall be consistent with the duties of the Vice Chair, except that they will not exercise the power and authority of the Chair in absence of the Chair in all Board Activities unless both the Chair and the Vice Chair are absent.

**D. Treasurer.**

The Treasurer shall be responsible for the safeguarding of all funds received by the Chamber, and for their proper disbursement. Such funds shall be kept on deposit in financial institutions, or invested in a manner approved by the Board of Directors. Checks are to be signed by the Treasurer and the President, or, in the absence of either or both, by any two designated officers. The Treasurer shall present a monthly financial report to the Board.

***E. Secretary***

The Secretary is responsible for ensuring that accurate and sufficient documentation exists to meet legal requirements, and to enable authorized persons to determine when, how, and by whom the board's business was conducted. In order to fulfill these responsibilities, and subject to the organization's bylaws, the Secretary records minutes of meetings, ensures their accuracy, and availability, proposes policies and practices, submits various reports to the board, maintains membership records, fulfills any other requirements of a Director and Officer, and performs other duties as the need arises and/or as defined in the bylaws.

**F. President**.

The President shall be the chief administrative and executive officer. The President, working with the Secretary, shall cause to be prepared notices, agendas and minutes of meetings of the Board. The President shall serve as advisor to the Chair of the Board on program planning, and shall assemble information, and data, and cause to be prepared special reports as directed by the program of the Chamber. The President shall be a member of the Board of Directors, the Executive Committee and all committees. With assistance of the divisional Vice Chairs, the President shall be responsible for administration of the program of work in accordance with the policies and regulations of the Board of Directors. The President shall be responsible for hiring, discharging, directing and supervising all employees.

With the cooperation of the Finance Committee, the President shall be responsible for the preparation of an operating budget covering all activities of the Chamber, subject to approval of the Board of Directors. The President shall also be responsible for all expenditures with approved budget allocations.

At the request of any board member, the President may be excluded from any meeting of the Board or its committees.

**Section 3: Executive Committee**

The Executive Committee shall act for and on behalf of the Board of Directors when the Board is not in session, but shall be accountable to the Board for its actions. It shall be composed of the Chair of the Board, Vice Chair, 2d Vice Chair, the Treasurer, the Secretary, and Board members who Chair Committees, as designated by the Chair, and President—if separate from the Chair. The Chair of the Board will serve as Chair of the Executive Committee.

**Section 4: Indemnification**

The Chamber may, by resolution of the Board of Directors, provide for indemnification by the chamber, of any and all of its officers, or former officers, as spelled out in Article IV, Section 7 of these bylaws.

**ARTICLE VI**

**Committees and Divisions**

**Section 1: Appointment and Authority**

The Chair of the Board, by and with the approval of the Board of Directors, shall appoint all committees and committee Chairs. The Chair of the Board may appoint such ad hoc committees and their Chairs, as deemed necessary to carry out the program of the Chamber. Committee appointments shall be at the will and pleasure of the Chair of the Board, and shall serve concurrent with the term of the appointing Chair of the Board, unless a different term is approved by the Board of Directors.

It shall be the function of committees to make investigations, conduct studies and hearings, make recommendations to the Board of Directors, and to carry on such activities as may be delegated to them by the Board.

**Section 2: Limitation of Authority**

No action by any member, committee, division, employee, director, or officer, shall be binding upon, or constitute an expression, of the policy of the Chamber, until it shall have been approved or ratified by the Board of Directors. Committees shall be discharged by the Chair of the Board when their work has been completed and their reports accepted, or when, in the opinion of the Board of Directors, it is deemed wise to discontinue the committees.

**Section 3: Testimony**

Once committee action has been approved by the Board of Directors, it shall be incumbent upon the committee Chairs or, in their absence, whom they designate as being familiar enough with the issue, to give testimony to, or make presentations before civic and governmental agencies.

**Section 4: Divisions**

The Board of Directors may create such divisions, bureaus, departments, councils, or subsidiary corporations, as it deems advisable to handle the work of the Chamber. The Board shall authorize and define the powers and duties of all divisions, bureaus, departments, councils, and subsidiary corporations. The Board shall annually review and approve all activities, and proposed programs of such divisions, bureaus, departments, councils, or subsidiary corporations having bearing upon, or expressive of the Chamber, unless approved by the Board of Directors.

**ARTICLE VII**

**Finances**

**Section 1: Funds**

All moneys paid to the Chamber shall be placed in a general operating fund. Funds unused from the current year’s budget will be placed in a reserve account.

**Section 2: Disbursements**

Upon approval of the budget, the President is authorized to make disbursements on accounts and expenses, provided for in the budget without additional approval of the Board of Directors. Disbursement shall be by check.

**Section 3: Fiscal Year**

The fiscal year of the Chamber shall close on December 31.

**Section 4: Budget**

As soon as possible after election of the new Board of Directors and officers, the Executive Committee, or Budget Committee if preferred, shall adopt the budget for the coming year and submit it to the Board of Directors for approval.

**Section 5: Annual Audit**

The accounts of the Chamber of Commerce shall be audited annually, as of the close of business on December 31st, by a public accountant. The audit shall at all times be available to members of the organization within the offices of the chamber.

**Section 6: Bonding**

The President, and such other officers and staff, as the Board of Directors may designate, shall be bonded by a sufficient fidelity bond, in the amount set by the Board and paid for by the Chamber.

**ARTICLE VIII**

**Dissolution**

**Section 1: Procedure**

The chamber shall use its funds only to accomplish the objectives and purposes specified in these bylaws, and no part of said funds shall inure, or be distributed to the members of the Chamber. On dissolution of the Chamber, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific or philanthropic organizations, to be selected by the Board of Directors as defined in IRS Section 501(c)(3).

**ARTICLE IX**

**Rules of Order**

**Section 1: Parliamentary Authority**

The current edition of Roberts Rules of Order shall be the final source of authority in all questions of parliamentary procedures, when such rules are not inconsistent with the charter or bylaws of the chamber.

**ARTICLE X**

**Amendments**

**Section 1: Revisions**

These bylaws may be amended, or altered, by a two-thirds (2/3) vote of the Board of Directors, or by a majority of the members at any regular or special meeting, providing the notice for the meeting includes the proposals for amendments. Any proposed amendments or alterations, shall be submitted to the Board or the members in writing, at least ten (10) days in advance of the meeting at which they are to be acted upon.

**Adopted:** September 13, 2011, as the Uptate New York Hispanic Chamber of Commerce

Amended: May 7, 2014, as the New York Capital Region Hispanic Chamber of Commerce