

CHAMBER OF COMMERCE OF FRANKLIN TOWNSHIP BY-LAWS

ARTICLE I GENERAL

Section 1. Name

This organization is incorporated under the laws of the State of New Jersey and shall be known as the Chamber of Commerce of Franklin Township. Hereinafter the Chamber of Commerce of Franklin Township shall be referred to as “the Chamber.”

Section 2. Purpose

The Chamber is organized to achieve the objectives of:

- A.** Preserving the competitive enterprise system of business by: creating a better understanding and appreciation of the importance of the business person and a concern for their problems; creating a more intelligent business and public opinion regarding municipal, county, state and national legislative and political affairs; preventing controversies which are detrimental to expansion and growth of business and the community or adjusting them if they arise’ and creating a greater appreciation of the value of a more liberal investment of substance and self on behalf of the interests of competitive business.
- B.** Promoting business and community growth and development by: promoting economic programs designed to strengthen and expand the income potential of all business within the trade area; promoting programs of a civic, social and cultural nature which are designed to increase the functional and aesthetic values of the community; and discovering and correcting abuses which prevent the promotion of business expansion and community growth.

Section 3. Limitation of Methods

The Chamber shall be nonprofit, nonpartisan and nonsectarian

ARTICLE II MEMBERSHIP

Membership in good stand shall be defined as having all dues paid, no outstanding balances for sixty (60) days and no governmental action against the member.

Section 1. Eligibility

Any person, association, corporation, partnership or business having an interest in the objectives of the organization shall be eligible to apply for membership.

Section 2. Approval

Applications for membership shall be in writing, or electronic on forms provided for this purpose,

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accompanied by payment of annual dues, and signed by the applicant. The Membership Committee shall receive all applications and submit them to the Board of Directors for approval at any meeting thereof.

Section 3. Dues

Membership dues shall be at such a rate or rates, schedule or formula payable annually in specified time period prescribed by the Board of Directors, in advance.

Section 4. Terminations

- A.** Any member shall resign from the Chamber upon written request to the Board of Directors.
- B.** Failure to pay dues by a member after receipt of notice of payment due for 6 months shall terminate its membership unless extended for due cause.

Section 5. Designated Representative

Any firm, association, corporation, partnership or estate business holding membership shall designate an individual, as its designated representative, whom the holder desires to exercise the privileges or membership covered by its subscription. This appointment shall be submitted in writing to the Board of Directors. Any change in representation shall be upon written notice.

Section 6. Voting

Each member- person, association, corporation, partnership or business shall be entitled to cast one vote.

ARTICLE III MEETINGS

Section 1. Annual Meeting

The annual meeting of the Chamber shall be held during December of each year. The time and place shall be fixed by the Board of Directors and notice thereof mailed to each member at least ten (10) days before said meeting.

Section 2. Additional Meetings

General meetings of the Chamber may be called by the President or the Board of Directors at any time. Special meetings may be called upon petition in writing of 25% of the members in good standing.

- A.** Notice of special meeting shall be sent to each member at least five (5) days prior to such meetings.

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- B.** Board of Director Meetings may be called by the President or by him/her upon written application of three (3) members of the Board. Notice (including the purpose of the meeting) shall be given to each Director at least one (5) days prior to said meeting.
- C.** Committee meetings may be called at any time by the President, Vice-President, or by its Chairperson.
- D.** Meetings may occur by means of a telephone conference call or any other means of communication which all Directors participating are able to hear and otherwise communicate effectively with each other.

Section 3. Quorums

- A.** Annual Meeting and General Membership Meeting- At any duly called General Membership Meeting of the Chamber, 10% of the membership shall constitute a quorum, including members of the Board of Directors.
- B.** Board of Directors Meetings- At any duly called Meeting of the Board of Directors, a majority of the board shall constitute a quorum.
- C.** Committee Meetings- At any duly called committee meeting, a majority of the committee members shall constitute a quorum, except when a committee consists of more than nine (9) members, five (5) shall constitute a quorum.
- D.** Voting Electronically-
 - 1. With sufficient advance notice, Members of the Board of Directors may participate and vote without physically attending in person a Meeting of the Board of Directors by means of a telephone conference call or any other means of communication which all Directors participating are able to hear and otherwise communicate effectively with each other. Votes may occur at physical meetings, via conference call or through electronic vote or such state of the art means consistent with these By-Laws. All votes shall be initiated by a Motion by one Member of the Board of Directors and seconded by another.
 - 2. At the discretion of the President and unless objected by three (3) Members of the Board of Directors, the Board of Directors may act upon electronically submitting requests or actions which cannot delay to the next regularly scheduled meeting of the Board of Directors at which all Members are directed to physically appear. However, in the event that any Board Member has objection to this procedure then the President shall call a meeting of the Board at which all procedures as set forth shall be followed.

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ARTICLE IV BOARD OF DIRECTORS

The government 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 1. Composition of the Board

The Board of Directors shall be composed of its officers and the immediate Past President and Directors, one third of whom shall be elected annually to serve for three (3) years, or until their successors are qualified. There shall be a minimum of nine (9) and a maximum of fifteen (15) members of the Board of Directors including the Directors appointed by the Township of Franklin and the Franklin Township Board of Education. The duly elected and/or appointed Directors, together with the duly elected and/or appointed Officers, shall constitute the membership of the Board of Directors.

The Township of Franklin and the Franklin Township Board of Education shall have a permanent seat on the Board of Directors. The persons representing these organizations shall have no term limits and will be approved by the Board of Directors.

Section 2. Selection and Election of Directors

- A. *Nominating Committee.*** At the regular January meeting of the Board, the President shall appoint a Nominating Committee of five (5) members of the Chamber, two members shall not be Directors. The President shall designate the Chairperson. Prior to the February Board meeting, the Nominating Committee shall present to the Board for final approval, a slate of candidates to serve three-year terms, to replace the Directors whose regular terms are expiring. Each candidate must be an active member in good standing and must have agreed to accept the responsibilities of a Directorship. The Nominating Committee shall nominate individuals to fill vacancies that occur during the year.
- B. *Publicity of Nominations.*** Upon approval of the Board, the membership shall be immediately notified in by USPS mail and electronically of the names of persons nominated as candidates for Directors at least ten (10) days prior to the annual meeting, and the right of petition.
- C. *Nominations.*** Nominations will be accepted from the floor at the time of the election.

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- D. Elections.** Elections of all Officers and Directors shall take place at the Chamber's annual meeting. All those members who are present and are in good standing will be eligible to vote.

Section 3. Terms

Members of the Board shall serve up to two (2) consecutive terms of three (3) years each. No Director shall be eligible to serve on the Board more than two (2) consecutive terms; however, a former Director may be eligible for the Board after a one (1) year absence. At the discretion of the President and only under extraordinary circumstances, the term of a Director may be extended by one year.

Section 4. Seating of New Directors

All newly elected Directors shall be seated at the regular May Board meeting and shall be participating members thereafter. Retiring Directors shall continue to serve until the May meeting.

Section 5. Attendance and Vacancies

A. Attendance

A member of the Board of Directors shall be suspended from membership on the Board by action of a majority vote of those voting at any meeting, with notice to the subject Board member for the following reasons:

1. Absence from three (3) consecutive meetings of the Board of Directors, unless confined by illness or otherwise excused in advance of the meeting by the President.
2. Failure to pay any financial obligation, except dues, within thirty (30) days of demand and failure to pay dues in accordance with the provisions of Article II.

The member of the Board of Directors, who has been suspended, may be reinstated by the vote of the Board. If there is no vote to reinstate the member within 45 days of suspension, the suspension will become a termination. Suspended Directors are ineligible to attend meetings of the Board and are not counted when determining quorum thresholds.

B. Vacancies

Vacancies on the Board of Directors, or among the Officers, shall be filled by the Board of Directors by a 2/3 majority vote and the appointed Officer or Director will serve until the next Annual Meeting.

Section 6. Policy

The Board of Directors is responsible for formulating the policies of the organization.

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These policies shall be maintained in a Policy Manual, to be reviewed annually and revised as necessary. All officers and Directors will hold contracts and negotiations made with the Chamber in confidence and will not use the information for personal or business gain.

Section 7. Management

The Board of Directors or its Designee, shall be responsible for the administration and operation of the Chamber which responsibilities shall include employment and discharge of personnel.

ARTICLE V OFFICERS

Section 1. Determination of Officers

The Nominating Committee for Directors shall nominate officers each year. At the Annual Meeting the Chair of the Nominating committee will preside over the election of Officers. Nominations from the floor will be accepted. Officers will be elected by the members of the new Board of Directors, unless the office is contested. Contested elections shall be voted upon by secret ballot by eligible Members. All officers shall serve for a term of one (1) year or until their successor assumes the duties of office, and they shall be voting members of the Board of Directors.

Section 2. Duties of Officers

A. President.

1. The President shall serve as the executive head of the Chamber of Commerce and shall preside at all meetings of the membership, Board of Directors and Executive Committee.
2. The President shall, with the advice of the Executive Committee, determine all committees; select all chairmen; assist in the selection of committee personnel, subject to approval of the Board of Directors.

B. First Vice President.

The First Vice President shall have oversight for programs. In the absence of the President, the First Vice President shall perform the duties of the President.

C. Second Vice President.

The Second Vice President shall have oversight for the Chamber's public relations and membership. In the absence of the First Vice President, the Second Vice President shall perform the duties of the First Vice President.

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D. Secretary.

The Secretary will keep the Minutes of the meetings and proceedings of the Board and Association and a record of other matters as the Board directs.

E. Treasurer.

The Treasurer shall be responsible for all funds received by the Chamber and for their proper disbursement. Such funds shall be kept on deposit in financial institutions approved by the Board of Directors. The Treasurer shall provide a monthly financial report to be made to the Board.

Section 3. Executive Committee

The Executive Committee shall act for and on the behalf of the Board of Directors in the event of an emergency, when a meeting of the Board or electronic vote is not possible. Any action by the Executive Committee must be ratified by the Board of Directors in the next meeting. It shall be composed of the President, Vice Presidents, and Treasurer. The President will serve as Chairperson.

ARTICLE VI COMMITTEES AND DIVISIONS

Section 1. Appointments

The President, by and with the approval of the Board of Directors, shall appoint all committees and committee chairmen. The President may appoint such ad hoc committees and their chairmen as deemed necessary to carry out the program of the Chamber.

It shall be the function of the committees to 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, 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.

ARTICLE VII FINANCES

Section 1. Funds

All money 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.

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Section 2. Disbursements

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

Non-budget items that are deemed operational items shall require the approval of the Board of Directors.

Section 3. Fiscal Year

This fiscal year of the Chamber shall close on December 31st.

Section 4. Budget

The Treasurer shall serve as chairperson of the Finance Committee and propose a budget to the Executive Committee. The Executive Committee shall then submit the proposed budget to the Board of Directors for approval no later than November 30th of the preceding fiscal year.

Section 5. Review or Audit of Financial Records

At the discretion of the Executive Committee, with the consent of a majority of the Board of Directors, a financial review or audit shall be performed by an outside accounting firm. The review or audit shall at all times be available to members of the organization within the office of the Chamber.

ARTICLE VIII DISSOLUTION

Section 1. Procedure

The Chamber shall use its funds only to accomplish the objectives and purposes approved by the Board of Trustees, in a consistent manner with 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.

ARTICLE IX PARLIAMENTARY AUTHORITY

Section 1. Parliamentary Authority

The current edition of Robert's Rules of Order shall be the final source of authority on all questions or parliamentary procedure when such rules are not inconsistent with the charter of the Bylaws of the Chamber.

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ARTICLE X AMENDMENTS

Section 1. Revisions

These Bylaws may be amended or altered by majority of the members attending the Annual Meeting, providing the notice for the meeting includes the proposals for amendments.

Any proposed amendments or alterations shall be submitted to the Board of Directors for the members in writing, at least ten (10) days before the meeting at which time they are to be acted upon.

Adopted July 1991

Revised April 1996, October 2006, April 17, 2007, January 2016, September 2019