

**BY-LAWS OF
THE GREATER WOODBURY CHAMBER OF COMMERCE
Effective March 10, 2021**

ARTICLE I - The name of this organization shall be THE GREATER WOODBURY CHAMBER OF COMMERCE.

ARTICLE II – Purpose

Section 1. The Greater Woodbury Chamber of Commerce provides for commercial and industrial people, community officials, educators, professionals and interested citizens, all working together to solve community development problems and to promote a more prosperous economy. It is an organization of people who recognize the advantages of contributing their time, their efforts and their experience in a coordinated effort to solve problems of concern in the Greater Woodbury area, while striving to maintain the highest standards of business and professional ethics.

ARTICLE III - Limitation of Methods.

Section 1. The Chamber shall be nonpartisan and nonsectarian, and shall take no part in or lend its influence or facilities, either directly or indirectly, to the nomination, election or appointment of any candidate for public office, nor shall any meetings of a political nature whatsoever be held within the premises occupied by or under the control of the Chamber. (However, the Chamber shall be permitted to conduct non-partisan “Meet the Candidate” meetings, which includes inviting all parties who are running for office.)

ARTICLE IV- Membership

Section 1. Any reputable person, association or other entity having an affiliation with Gloucester County may apply for membership in The Greater Woodbury Chamber of Commerce.

Section 2. An application for membership shall be submitted to and approved by the Executive Committee. If an application for membership is rejected by the Executive Committee, the application shall automatically be submitted to the Board of Directors for acceptance or rejection.

Section 3. The annual dues shall be as determined from time to time by the Board of Directors.

Section 4. Any membership shall be terminated for nonpayment of dues prior to the printing of the membership directory for the year dues are to be paid. Any membership may also be terminated for cause, as determined by the Board of Directors.

Section 5. An application for reinstatement shall be as provided in Section 2 of this Article.

Section 6. The death, resignation or termination of a membership shall work a forfeiture of all interest of the member in and to the property of The Greater Woodbury Chamber of Commerce, including decals; plaque, Chamber insignia, logos and other paraphernalia the

member shall therefore have no right to any part thereof. The Chamber reserved the right to remove all such Chamber property. By becoming a member of the Chamber, every member agrees to abide by this provision including the removal of the Chamber decal from the member's place of business or residence.

ARTICLE V – Meetings

Section 1. The annual meeting of the membership of the Chamber of Commerce shall be held in January of each year at a time and place to be determined by the Executive Committee. The Board of Directors shall provide for holding additional membership meetings whenever it may be deemed necessary. The Board of Directors shall hold a membership meeting upon petition signed by not less than ten percent of the entire membership. The time and place for such meetings shall be as determined by the Executive Committee.

Section 2. At all membership meetings, ten percent of the members in good standing shall constitute a quorum. The majority thereof shall be sufficient to conduct business.

Section 3. Notice of all membership meetings shall be given to each member in person or my mailing notice thereof to the last known post office address of a member at least 10 days prior to the date of the meeting. Email or fax is also acceptable if necessary.

Section 4. The Board of Directors and/or any Committee meeting may be conducted by means of a telephone conference/Zoom-like meeting by means of which all persons participating in the meeting can hear each other and discuss the business at hand. The Board authorizes remote participation consistent with the requirements of this policy. Acceptable means of remote participation include telephone, internet, or satellite-enabled audio or video conferencing, or any other technology that enables the remote participant and all people present at the meeting location to be clearly audible to one another. Text messaging, instant messaging, and web chat without audio are not means of acceptable remote participation.

ARTICLE VI- Board of Directors.

Section 1. The government of the Chamber, the direction of its work and the control of its property shall be vested in a Board of Directors consisting of not less than 24 nor more than 36 members, 1/3 of who shall be elected annually for a term of three years, as hereinafter provided. Whenever the membership of the Board of Directors shall be less than 24, the President shall fill any vacancies so that the Board shall consist of a minimum of 24 members. This person (s) named shall serve for the remainder of the year until the future election of the new Board of Directors..

Section 1A. The nominating committee may recommend the election of *ex-officio* members to the Board of Directors representing, by their election or appointment, local governing or quasi-government organizations. *Ex-officio* directors would be elected annually and would serve one year terms. *Ex-officio* Directors would be invited to attend meetings, provide brief oral reports and participate in Board meetings to every extent in like manner of Directors with the exception of casting votes. Such *ex-officio* positions shall not be included in the minimum/maximum number of Board members referred to in above Section 1.

Section 2. The board of Directors may from time to time bestow a Life Directorship on any Director who is deserving of such honor by virtue of his/her continuous and outstanding service to the Chamber. A Life Director shall not be included in the minimum/maximum requirements noted herein. Their membership dues are thereafter waived.

Section 3. Written minutes of all meetings of the Executive Committee shall be filed with the Executive Director and timely provided to the Board of Directors.

Section 4. The Board of Directors shall meet at regular intervals and the time and location shall be noticed by the Executive Director. The annual schedule of meetings shall be confirmed/established at the January meeting by the Executive Director, unless the Board desires to change the time and location of the meeting. Absence from 50% of these meetings, without a valid excuse and so recorded, may be construed as a resignation from the Board of Directors. Such circumstance applicable to construed resignation, at the discretion and agreement of the Executive Committee, may be waived.

Section 5. Commencing in May of 2020, Directors may serve two new 3-year terms. Should said Director complete two terms, said Director cannot be re-nominated or re-elected to a third (3rd) consecutive 3-year term. After a one-year absence from the Board, said Director is eligible to be nominated and re-elected to again serve for up to two consecutive 3-year terms.

Section 6. A Director's term shall commence with the swearing in date.

Section 7. Notwithstanding Section 5 above, serving Executive Committee members may continue on the Board without limitation, subject however to limitations otherwise stated in these By-Laws.

ARTICLE VII – Nominations of Officers and Directors

Section 1. The Board of Directors and the Officers of the Chamber shall be elected at the November meeting of the Board of Directors. There shall be a Nominating Committee consisting of the five most recent past presidents of the Chamber, who remain members of the Chamber and who are willing to serve. In addition, the President and Executive Director of the Chamber shall be non-voting members of the Nominating Committee. The Nominating Committee shall meet and file a report of recommended nominees for the Directors and Officers with the Executive Director not later than 30 days after the September meeting of the Board of Directors. The report of the Nominating Committee shall be mailed to all members of the Board of Directors not less than 10 days prior to the date for the November meeting of the Board of Directors.

Section 2. Petitions for nomination of candidates other than those set forth on the report of the Nominating Committee must be filed with the Executive Director prior to the date of the November meeting of the Board of Directors. Each such nomination petition must be signed by a minimum of six members of the Board of Directors, or 20% of the then membership of the Board of Directors, whichever is greater.

ARTICLE VIII – Quorum

Section 1. A majority of the Board of Directors and a majority of the Executive Committee shall constitute a quorum at any meeting of that particular body. The majority thereof who are present and voting shall be sufficient to conduct business.

ARTICLE IX - Voting.

Section 1. Proxy and email voting will be allowed in all Chamber matters where circumstances warrant same.

Section 2. For email or “Zoom”-like meetings, a quorum of fifty-one percent (51%) of the Board of Directors shall constitute a quorum. For an Executive Committee, a quorum of fifty-one percent (51%) of the Executive Officers will constitute a quorum.

Section 3. On a Zoom meeting, or the like, a digital or visual thumbs-up or thumbs-down vote shall constitute the vote, or the moderator of the meeting may recognize any acceptable method to confirm the vote. The President shall announce the vote outcome and tally (if available) contemporaneously while during the Zoom meeting.

Section 4. A majority vote of those in attendance (including proxy votes) at a Board Meeting or Executive Committee shall decide the vote.

ARTICLE X - Officers

Section 1. The Officers shall be elected at the November meeting for one year terms and may be re-elected for an additional term of one year, except that the Treasurer, Assistant Treasurer, and Secretary may be continuously re-elected without limitation. The Officers shall be President, the First Vice President, the Second Vice President, the Secretary, the Treasurer and the Assistant Treasurer. The Board of Directors shall annually employ an Executive Director and may employ a secretary to the Executive Director, if deemed appropriate. The compensation of the Executive Director and his/her secretary shall be as determined from time to time by the Board of Directors. A performance/evaluation review of the Executive Director shall be conducted annually by a committee consisting of the President, First Vice President, and Second Vice President, with input, at their discretion, from chamber members.

Section 1A. Whenever the Treasurer is unavailable for any reason, or unable to carry out the duties of his/her office the Assistant Treasurer shall act in his/her place. Any reference in these By-laws to the Treasurer shall also apply to the Assistant Treasurer

Section 2. The President shall preside at all meetings of the Chamber and the Board of Directors, and shall perform all duties incident to this office. He/she shall appoint all committees and he/she shall be a non-voting member ex-officio of all committees, provided he/she shall be included in determining the existence of a quorum and shall only vote in the event of a tie among the members. At the annual meeting of the Chamber, and at such other times as may be appropriate, the President shall make an annual report to the membership and shall make such suggestions as may tend to promote the prosperity and increase the usefulness of the Chamber.

Section 3. The First Vice President shall act in the absence of the President and shall succeed to all privileges and obligations of that office. In the absence of the President and the First Vice President, the Second Vice President shall act in the same manner.

Section 4. The Treasurer shall receive and disburse the funds of the Chamber, and shall keep all monies of the Chamber deposited in its name in a depository to be named by the Board of Directors. At each meeting of the Board of Directors and at the annual meeting the Treasurer shall report on the financial condition of the Chamber. At its discretion, the Board may require him/her to give acceptable bond, in such sum as the Board may determine, for the faithful performance of his/her duties, and the fees therefore shall be paid by the chamber.

Section 5. The Executive Director shall attend all membership, Board, Executive Committee and committee meetings without vote and shall keep the minutes thereof. The Executive Director shall conduct the official correspondence of the Chamber, preserve all books, documents and communications, retain all books of account and maintain an accurate record of the business of the Chamber, the Board of Directors and all committees. He/she shall submit a written report of the year's work at the annual meeting. He/she shall have general supervision over all employees of the Chamber and shall perform such duties as may be incident to that office, subject the direction of the Board of Directors. At the expiration of his/her term of office, he/she shall deliver to the Board of Directors all books, papers and property of the Chamber.

The position of Executive Director and his/her assistant shall be bonded in such amounts as may be approved by the Board and the fees therefore shall be paid by the Chamber. The Executive Director may assist the Treasurer in the latter's duties.

ARTICLE XI – Committees

Section 1. Committees will be instituted at the discretion of the President or the Executive Committee as needed for the effective operation of the Chamber. The President shall ask for volunteers and then confirm said committees by his or her direction. If a President appoints a Committee, the Board shall be advised of same at the next Board meeting.

Section 2. The standing committees are Auditing, By-Laws, Coffee Clatches, Dinner Dance/Founder's Cup, Finance, Golf, Government Affairs Committee, Insurance, Legislative/Legal, Main Street, Membership, Newsletter, Public Relations, Web Page, Woodbury Liaison, and such others as may be created from time to time by the President or the Executive Committee.

Section 3. The Executive Committee shall be composed of the President, First Vice President, Second Vice President, Secretary and Treasurer. The Executive Director shall also be a member ex-officio, without vote.

Section 4. In the interim between meetings of the Board, the Executive Committee shall have charge of the routine business of the Chamber. It shall have general charge of the finances and property of the Chamber and shall have authority to order disbursements for necessary expense, and may grant to any committee a reasonable amount of money for special work.

Section 5. The Executive Committee may refer matters brought before it to the proper committee or to the Board.

Section 6. The Auditing Committee shall cause to be audited annually the books and accounts of the Chamber at the close of business for the fiscal year, and report its findings to the Board of Directors and to the membership at the annual meeting.

Section 7. Any new event of the Chamber shall require Board approval.

ARTICLE XII – Indemnification

Section 1. The Board of Directors shall indemnify any Officer, Board Member, or the Executive Director, and, in its sole discretion, any member against whom a claim is made for acts allegedly committed by that person and arising out of and in the course of that person's services on behalf of the Chamber. The extent of this indemnification shall be up to the coverage afforded by the insurance of the Chamber. Any amount not covered by insurance, as to indemnification to any one of the above, shall be as determined by the Board of Directors on a case-by-case basis.

ARTICLE XIV – Budget

Section 1. The Board of Directors shall annually adopt a budget and the same shall be made available to all interested parties as soon as possible after the annual meeting. No officer or committee may exceed the appropriate budget item without the prior approval of the Board of Directors.

ARTICLE XV - Fiscal Year.

Section 1. The fiscal year shall commence on January 1st of each year and shall terminate on December 31st of that same year.

ARTICLE XVI – Parliamentary Procedure

Section 1. The proceedings of all meetings authorized or contemplated herein shall be governed by and conducted according to the most current addition of Robert's Rules of Order.

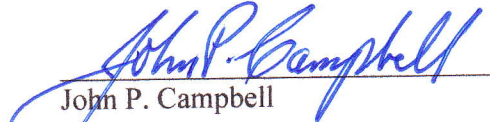
ARTICLE XVII – Amendments

Section 1. These by-laws may be amended or altered by a 2/3 vote of those present at any regular Board meeting or at any special meeting called for that purpose, provided that notice of the proposed change (s) shall have been mailed by the Secretary or the Executive Director to each member not less than 15 days prior to a Board meeting or special meeting.

Signature Page Follows.

CERTIFICATION

I, John P. Campbell, Executive Director of The Greater Woodbury Chamber of Commerce, do hereby certify that the foregoing is a true and correct copy of the by-laws of The Greater Woodbury Chamber of Commerce, as amended, and adopted in its amended form.


John P. Campbell

Dated: March 10, 2021