

BRONXVILLE CHAMBER OF COMMERCE
(Incorporated December 18, 1943)

BY-LAWS
(Adopted January, 2019)

PAST PRESIDENTS

| | |
|-------------------------------|------------------|
| Ralph G. Wills | 1944-1945 |
| Harry P. Hoblin | 1945-1946 |
| Thomas F. Mottola | 1946-1947 |
| Dante D'Alcassandra | 1947-1949 |
| Orio Q. McOsker | 1949-1950 |
| Walter Thielitz | 1950-1951 |
| William A. Kleine | 1951-1952 |
| Herbert S. Weisberger | 1952-1953 |
| William A. Beard | 1953-1954 |
| Emilio Rogliano | 1954-1955 |
| Markham F. Rollins | 1955-1956 |
| Mont M. Mathes | 1956-1957 |
| James V. O'Connor, Jr. | 1957-1958 |
| Earl W. Merrill | 1958-1959 |
| William A. Kleine | 1959-1960 |
| John R. Spiegel | 1960-1961 |
| Frances H. Chrystie | 1961-1962 |
| Erwin C. Trapp | 1962-1963 |
| Harriet E. Klahne | 1963-1964 |
| John D. Fisher | 1964-1965 |
| Albert A. Ameer | 1965-1966 |
| George E. Hendrix | 1966-1968 |
| James P. Hastings | 1968-1970 |
| Lee Beaird | 1970-1971 |
| Markham Rollins, Jr. | 1971-1973 |
| Pierson C. Irwin, Jr. | 1974-1976 |
| John Grant | 1976-1978 |
| Nicholas M. DiCostanzo | 1978-1980 |

| | |
|------------------------------|------------------|
| Renee D'A. Spears | 1980-1982 |
| Kurt Newman | 1982-1985 |
| Joel Parker | 1985-1988 |
| Pat Silleck | 1988-1990 |
| John Fitzgerald | 1990-1992 |
| Joy Kilbourn | 1992-1994 |
| Peter W. Williamson | 1994-1996 |
| George Fierson | 1997-1999 |
| Steven Palm | 2000-2001 |
| Lydia Maria Petrosino | 2002-2003 |
| Victoria Klinkowitz | 2003-2004 |
| Robert LaGravincse | 2005-2006 |
| Timothy McGrath | 2006-2008 |
| John Byrne | 2009-2010 |
| Susan Piper | 2011-2013 |
| Patty Breen | 2013-2014 |
| Paul Ranieri | 2014 |
| Stephanie Weston | 2014-2015 |
| Fran Smith | 2016-2017 |
| Louis J. Maggiotto | 2018 |
| Leah Caro | 2019 |

ARTICLE I

NAME and PURPOSE

Section 1. The name of the organization is the Bronxville Chamber of Commerce, Inc.

Section 2. The Chamber is organized for the purpose of advancing the commercial, civic and general interests of the Village of Bronxville.

Section 3. This Chamber in its activities shall be non-partisan, non-sectarian, and shall take no part in, or lend its influence directly or indirectly to, the election or appointment of any candidate for national, state, county, town or village office.

Section 4. The Chamber shall observe all local, state and federal laws which apply to a non-profit organization as defined in Section 501(C)(6) of the Internal Revenue Code.

ARTICLE II
MEMBERSHIP

Section 1. Classes of Membership of the Chamber shall be composed of:

For Profit 10708

For Profit Eastchester/Tuckahoe

For Profit outside of 10708 and Eastchester/Tuckahoe

Non-Profit 10708

Non-Profit Eastchester/Tuckahoe

Non-Profit outside of 10708 and Eastchester/Tuckahoe

Section 2. The Board of Directors shall approve applicants for membership.

Section 3. Dues. Each member as defined herein shall pay annual dues in such amount as may be determined by the Board of Directors. Dues shall be due and payable on the 31st day of January each year. Members elected during the fiscal year shall pay pro rata for the months intervening between the date of their election and the end of the year. Members joining after September 30 will not be charged pro-rata dues provided dues for the following year are paid in full within ten (10) days of becoming a Member.

Section 4. Delinquency. If any members shall fail to pay dues within thirty days after maturity, a written notice of delinquency may be given to said member by the Executive Director. If, at the end of sixty days thereafter, said member still remains delinquent, said membership shall be temporarily suspended pending payment of dues or final action of the Board of Directors. A member who has allowed his membership to lapse because of nonpayment of dues for a period of a full fiscal year or more may be re-elected to membership, contingent upon these by-laws as amended, relative to the admission of new members.

Section 5. Resignations. All resignations shall be tendered to the Executive Director in writing. A resignation received after dues are payable shall not relieve the member presenting such resignation from liability for such current dues. If a membership is terminated by death, expulsion or resignation, no refund of dues or part thereof for the balance of the current fiscal year will be made.

Section 6. In any proceeding in which voting of members is called for, each member shall be entitled to cast one (I) vote.

ARTICLE III
BOARD OF DIRECTORS

Section 1. Directors. There shall be nine (9) directors who shall be elected to serve a term of two (2) years. Officers along with the directors shall be members, of the Board.

Section 2. Vacancies. A member of the Board of Directors who shall be absent from three (3) consecutive regular meetings of the Board of Directors shall be subject to being removed as a director by vote of the Board. The Board of Directors shall fill vacancies on the Board of Directors by a majority vote.

Section 3. Board of Directors. Quorum. Regular meetings of the Board of Directors shall be held monthly at the time and place designated by the Board. Special meetings of the Board may be called by the President or at the request of any two officers or directors. A majority of Board members in attendance both electronically and well as personally will constitute a quorum at any regular or special meeting of the directors.

ARTICLE IV

OFFICERS

Section 1. The officers shall consist of a president, president elect (Effective January, 2020) a vice president, a secretary, and a treasurer.

Section 2. Duties

A. President. The President shall preside at all meetings of the Chamber and Board of Directors and shall perform all duties incident to this office. The President shall be an ex-officio member of all committees.

B. President Elect. The President Elect shall act in the absence or disability of the President.

C. Vice President. The Vice President shall act in the absence or disability of the President.

D. Treasurer. The Treasurer shall have general supervision of the financial affairs of the Chamber. He shall at frequent intervals make reports to the Chamber. He shall perform such other duties as the Board of Directors may from time to time prescribe.

E. Secretary. It shall be the duty of the Secretary to maintain an accurate record of the proceedings of the Chamber. He shall perform such other duties as the Board of Directors may prescribe from time to time. At the expiration of his term of office he shall deliver to the Chamber all books, papers and property of the Chamber.

F. Absence. In the absence or disability of the three officers named, President, President-Elect and Vice President, a member shall be chosen from the Board of Directors to act temporarily.

Section 3. Appointments. It shall be the duty of the President to appoint standing committees. The Board of Directors may authorize other special committees from time to time, and to define their powers and duties.

Section 4. Term of Office. The term of office of the officers of the Chamber shall be for the period of two fiscal years.

Section 5. Auditing. An accredited accountant or C.P.A. approved by the Board of Directors shall audit the books and accounts.

Section 6. Executive Director. The Board of Directors may employ an executive director and other employees to serve at the pleasure of the Board. The Board will prescribe the duties of the executive director and other employees and will determine their compensation.

Section 7. Vacancies. The President shall nominate, and the Board of Directors shall approve, candidates to fill vacancies of officers and directors and to serve the remainder of unexpired terms.

ARTICLE V

MEETINGS

Section 1. The annual meeting of the Chamber shall be held in the fourth quarter of each year, as determined by the Board of Directors. Regular meetings of the Chamber shall take place during the year at the times and places designated by the Board of Directors. Ten percent (10 %) of all members in good standing, as defined in Article II herein, shall constitute a quorum at any regular or special meeting of the Chamber.

Section 2. Special. A special meeting of the Chamber shall be called upon by the request of five (5) members of the Chamber, or by a majority of the Board of Directors.

Section 3. Notice of both regular and special meetings shall be given to each member in person or by electronic transmission to the last provided email address at least three (3) days in advance of the meeting.

Section 4. Business. At all special meetings of the Chamber, only such business as the meeting was called to consider shall be discussed and acted upon.

ARTICLE VI

ELECTIONS

Section 1. Elections. The election of officers and directors shall be held at the annual meeting.

Section 2. Nominating Committee. At the regular September Board meeting, the President shall appoint, subject to approval by the Board of Directors, a Nominating Committee of five (5) members of the Chamber. The President shall designate the chairman of the committee.

Section 3. Nominating Candidates. At the October Meeting, the Nominating Committee shall present to the President a slate of candidates to fill the upcoming vacancies of officers and directors. Each candidate must be a member in good standing.

Section 4. Publication of Candidates. Upon receipt of the report of the Nominating Committee, the President shall notify the membership by electronic mail of the names of persons nominated as candidates for officers and directors and the notify the members of their right of petition.

Section 5. Nominations by Petition. Additional candidates for officers and directors may be nominated by petition bearing the signatures of at least three (3) qualified members of the Chamber. Such petition shall be filed in the office of the Executive Director within twenty (20) days after notice has been given of the nominees. The petitions shall be referred to the Judges who shall determine their genuinus and adequacy.

Section 6. Determination. The nominations shall be closed as to all positions except those to which candidates have been nominated at the end of such twenty (20) day period and the nominated slate of candidates except for the contested positions shall be declared elected by the Board of Directors at their next regular Board meeting.

Section 7. If a petition shall present additional candidates, the names of all candidates on the petition shall be arranged on a ballot in alphabetical order with the candidates nominated for such position. The Secretary shall email the ballot to all members. The ballots shall be marked in accordance with printed instructions and returned to the Chamber office within twenty (20) days after the emailing. At its next regular Board meeting, the Board of Directors shall declare the candidates with the greatest number of votes, as determined by the judges, to be elected.

Section 8. Judges. The President shall appoint at least three (3) judges who are not members of the Board of Directors or candidates for election and shall designate one judge to be the chairman. Such judges shall supervise the election, audit ballots, and report the results of the election to the Board of Directors.

ARTICLE VII

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 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 VIII

TELEPHONE DIRECTORY "GUIDE"

The Ownership of the Telephone Directory "Guide" shall be vested in the Bronxville Chamber of Commerce, Inc. The Board of Directors or the membership may, from time to time, make Rules and Regulations for its publication and distribution. A manager, who may also be the Executive Director, shall be in charge of the "Guide". The manager will be under the general supervision of the members of the "Guide" committee and the Board of Directors.

The "Guide" shall not be sold or disposed of in any manner without a three-fourths majority vote of the members present at a Chamber meeting called specifically for that purpose.

ARTICLE IX

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 added to the operating fund for the following year.

Section 2. Fiscal Year. The fiscal year shall be the calendar year.

ARTICLE X

PARLIAMENTARY RULES

The proceedings of the Chamber meetings shall be governed by and conducted according to the latest edition of Robert's Rules of Order.

ARTICLE XI

DISSOLUTION

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 XII

AMENDMENTS

Bylaws. These bylaws may be amended or altered by a two-thirds vote of members present at any regular or special meeting, providing notice of the proposed changes shall have been mailed or emailed to each member not less than ten (10) days prior to such meeting.