

BRONXVILLE CHAMBER OF COMMERCE
(Incorporated December 18, 1943)

BY-LAWS
(Adopted January, 2024)

PAST PRESIDENTS

Ralph G. Wills	1944-1945
Harry P. Hoblin	1945-1946
Thomas F. Mottola	1946-1947
Dante D'Alcassandro	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 - 2022
Leah Caro & Yota Koriniotu	2023

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, and surrounding areas as defined in Article II.

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 no fewer than 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 may 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 simple majority of Board members in attendance both electronically as 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, 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. The President-Elect is expected to assume the role of President in the following year of service.

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

D. Secretary. It shall be the duty of the Secretary to maintain an accurate record of the proceedings of the Chamber. They 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.

E. Absence. In the absence or disability of the two Officers named, President and President-Elect, 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 chairperson of the committee.

Section 3. Nominating Candidates. At the October Meeting, the Nominating Committee shall present to the Board 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 Officers who shall determine their genuinus and adequacy as Judges.

Section 6. Determination. The nominations shall be closed to all positions except those candidates who 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 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 Officers shall act as the Judges

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

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 IX

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 X

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 XI

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.