

**ORLEANS COUNTY CHAMBER OF COMMERCE, INC.
BY-LAWS**

**ARTICLE 1
GENERAL REQUIREMENTS**

SECTION 1: NAME

This organization is incorporated under the laws of the State of New York and shall be known as the Orleans County Chamber of Commerce, Inc.

SECTION 2: PURPOSE

The Orleans County Chamber of Commerce is organized to achieve the following objectives:

- A. Preserving the competitive enterprise system of business by creating a better understanding and appreciation of the importance of business people;
- B. Educating the business community and representing its community in local, state, and national legislative and political affairs;
- C. Preventing and/or addressing controversies which may be detrimental to the expansion and growth of the business community;
- D. Promoting business and community growth and development by promoting economic development and programs civic, social and cultural in nature;
- E. The general purpose of the organization is to provide services to and act as advocate for local businesses, helping them to expand and thereby providing a healthy and strong local community.

SECTION 3: AREA OF SERVICE

The Orleans County Chamber of Commerce will service Orleans County, New York, including businesses located both inside and outside the County.

SECTION 4: LIMITATION OF METHOD

The Orleans County Chamber of Commerce shall observe all local, state and federal regulations which apply to a not-for-profit organization as defined in Section 501(c) 6 of the Internal Revenue Code.

SECTION 5: DEFINITIONS

VOTE OF THE BOARD OF DIRECTORS - Any reference to a “vote by the Board of Directors” shall require a vote of the entire Board of Directors, not just those Directors present at a meeting.

BOARD ACTION - A vote at a Board Meeting may be taken (passed) by affirmative vote of a majority of those Board Members present, so long as there is a quorum.

BOARD ACTION BY TWO-THIRDS VOTE - A vote at a Board Meeting requiring two thirds affirmative vote of the Board Members present, so long as there is a quorum.

DISTRICT MEMBERS - A member that is in good standing with dues current “residing” in one of the three designated districts. The mailing address of the member, as shown on the billing information for dues, shall be the district residence of the member. Members may not be residents of more than one district, unless more than one membership is maintained. In that event, each membership in the Chamber may have a different residence.

NON-DISTRICT MEMBERS - A member in good standing with dues current, that does not maintain offices or have representatives residing in the County of Orleans.

ASSOCIATION - A group of individuals, corporations, partnerships or other lawful entities organized collectively and working on behalf of a common goal stated in writing, which goal shall be in conformity with one of the purposes of the Chamber. A member of an association shall be defined as an entity with an independent identification number, such as a social security number or federal employee identification number. The Board of Directors of the Chamber shall determine, at its sole discretion, if the group is an Association as defined herein, upon written request to the Chamber for said determination, which shall be accompanied by the group’s articles of association or incorporation and list of members. For purposes of these By-Laws, a group shall not be an “Association” if it has less than 25 members.

ASSOCIATION DIRECTOR - A Director authorized to be a member of the Board of Directors, based upon the independent affiliation of Chamber Members with a separate organization. An Association shall not be authorized to have a Director position if it has less than 25 members in its Association. There shall be no right to an Association Director if less than 50% of the members of the Association are members of the Chamber. In the event that more than 50% of the members of the Association are members of the Chamber in good standing with dues current, then the Association shall be entitled to a Director position. In the year 1999, said position shall be a Director’s position with the right to vote. For the year 2000, said position shall be a Director’s position with the right to vote only if 75% or more of the membership of the Association are members of the Chamber in good standing with dues current. For the year 2001 and beyond, said position shall be a Director’s position with the right to vote only if at least 25 of the members of the Association are members of the Chamber in good standing with dues current. In the event that an Association is authorized to hold a Director’s position, but shall not meet the membership requirements as stated above, said position shall be non-voting.

The Board of Directors shall inquire, on the first of each year, as to the membership of the Association. The Association shall certify, not later than February 1 of each year, as to the current membership of the Association. If there shall be less than 25 members, then the group shall not be an “Association” and shall not be entitled to a Director’s position. If the membership of an Association shall fall below 25 members during any year in which a Director’s position is held, the position shall become non-voting. Any Association which holds a Director’s position, regardless of whether it is voting or non-voting, shall notify the Chamber within 30 days if membership in the group falls below 25 members. The Board of Directors shall certify the status of the Association, and the entitlement thereof to a Director’s position (and whether it shall be voting or non-voting) by March 1st of each year. Any Association Director must be a member of the Orleans County Chamber of Commerce.

50 DISTRICT MEMBERS - For purposes of determining the number of directors coming from a specific district. The number of District Members in a District, between 1 through 49, 50-99, 100-149, etc.

NOTICE In calculating the number of days that notice is required, the first day counted shall be the date that a notice is postmarked.

ARTICLE II MEMBERSHIP REQUIREMENTS

SECTION 1: ELIGIBILITY

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

SECTION 2: ELECTION FOR MEMBERSHIP

Application for membership shall be made in writing, on forms provided for that purpose, and signed by the applicant. Election of members shall be by the Board of Directors at any meeting thereof. Any applicant so elected shall become a member upon payment of the regularly scheduled, per annum, membership fee.

SECTION 3: MEMBERSHIP FEE

The fee for membership is established as an annual fee and will be set by the Board of Directors at the time of establishment of its annual budget. This fee will remain unchanged for a period of at least twelve months unless the Board of Directors takes Board Action by two-thirds vote to reconsider the fee within the twelve-month period.

The membership fee, at the election of the Board of Directors, may be paid in installments, or pro-rated based upon the time of year a member is approved. Installment payments or pro-ration shall be set forth in the annual fee schedule, if approved in that respective year.

SECTION 4: TERMINATION

- A. Any member may elect to resign from the Chamber upon written request to the Board of Directors.
- B. The Board of Directors shall expel any member by two-thirds vote of the Board of Directors for nonpayment of dues after ninety (90) days from the date due, unless otherwise extended for good cause.
- C. Any member may be expelled by two-thirds vote of the Board of Directors. This agenda item shall be specially noticed, but may occur at a regularly or specially scheduled meeting of the Board of Directors. Grounds for being expelled may include conduct unbecoming a member. Before a member is formally expelled, the member shall be given notice and opportunity for a hearing are afforded to the member complained against. A second vote confirming the findings of the Board shall be taken in the event that the Member has had a hearing and presented its position. This vote shall also be by Board Action with two-thirds vote.

SECTION 5: VOTING

In any proceeding in which voting is called for, each member in good standing shall be entitled to cast one vote. Votes shall be cast by a member present at any duly noticed meeting of the membership. Votes by proxy shall not be allowed.

SECTION 6: EXERCISE OF PRIVILEGE

Any firm, association, corporation, partnership, or estate that is holding a membership may designate in writing the individual to exercise privilege of voting. If no designation has been made then the Chief Executive Officer of that member shall be authorized to exercise that privilege. Designation of authority to vote shall be on written notice to the Chamber, on the letterhead of that member's stationery.

Only members in good standing with dues current shall be entitled to vote at a meeting of the membership.

SECTION 7: HONORARY MEMBERSHIP

Distinction in public affairs shall confer eligibility to honorary membership. Said members shall have all privileges of membership, except the right to vote, and shall be exempt of payment of the membership fee. The Board of Directors shall confer honorary membership by a majority vote. The term of an honorary membership shall be for one year, unless extended by the Board of Directors on the anniversary date of the honorary appointment.

ARTICLE III MEETING REQUIREMENT

SECTION 1: ANNUAL MEETING OF THE MEMBERSHIP

The annual meeting of the corporation shall be held on the 1st Wednesday of May 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: SPECIAL MEETINGS OF THE MEMBERSHIP

The President of the Chamber may call additional meetings of the membership as he/she deems necessary upon Majority Vote of the Board of Directors. Notification of the membership of a special meeting will be completed in the same manner as the Annual Meeting (Article III, Section I).

No other business but that specified in the notice may be transacted at such meeting.

SECTION 3: MEETING CALLED BY MEMBERSHIP

The Board of Directors shall call a special meeting of the membership upon receipt of a petition signed by 10% of the members. Notification to the members will be completed in the manner as required for the Annual Meeting (Article III, Section I).

No other business but that specified in the notice may be transacted at such meeting without the unanimous consent of all present at such meeting.

SECTION 4: QUORUMS

Quorum for a meeting of the membership will be considered to be 10% of the membership or 100 members, whichever is less. In the event that a quorum is not present, a lesser number may adjourn the meeting for a period of not more than four (4) weeks from the date scheduled, and the secretary shall cause a notice of the re-scheduled date of the meeting to be sent to those members who were not present at the meeting originally called. A quorum as set forth herein shall be required at any adjourned meeting.

SECTION 5: MINUTES

The Secretary of the Board of Directors will serve as the Secretary of the meetings of the membership. Minutes will be recorded and read at the next meeting of the Board of Directors. Approval of these minutes by the Board of Directors will be considered as approval by the membership.

**ARTICLE IV
THE BOARD OF DIRECTORS**

SECTION 1: THE BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by the Board of Directors which shall consist of not less than seven members. Each director shall be at least age nineteen. The members of the Board of Directors may serve three (3) consecutive three (3) year terms. After the completion of three terms, a Director cannot be returned for nomination until after the lapse of one year. The Board of Directors duties shall include:

- 1) Those duties specified by the New York State Not-for-Profit Law, which include the Duty of Obedience, Duty of Loyalty and Duty of Care;
- 2) Setting all policy and direction of the Corporation. Any changes to policy and direction will be approved by the Board of Directors;
- 3) Passes the annual budget;
- 4) All other powers and duties not specifically granted herein but are necessary in running the Corporation.

SECTION 2: REPRESENTATION ON THE BOARD OF DIRECTORS

- A. DISTRICT DIRECTOR** - There shall be three districts of representation in the Corporation. District 1 shall encompass the area presently delineated as the Towns of Yates, Ridgeway and Shelby. District 2 shall encompass the area presently delineated as the Towns of Carlton, Gaines, Albion and Barre. District 3 shall encompass the area presently delineated as the Towns of Kendall, Murray and Clarendon.
 - i) District Representation** - Each District shall, regardless of the number of members from that District, be entitled to one Director. A District Director shall either reside in, or maintain business offices or be employed by a business in, the District.
- B. GENERAL DIRECTORS** - There shall be one Director for every 50 District Members. The Director representing those District Members must either reside in, or maintain business offices in, or be employed by a business with offices located in, that District. For example, if there are 49 Members or less in a district, there shall be two total Board Members for that district (one General and one District Director).
- C. NON-DISTRICT DIRECTORS** - There shall be one Director for every 50 Non-District Members. There shall be no residency or business location requirement for Non-District Directors, and the nominating committee shall endeavor to obtain a representative which does not reside in the County or maintain offices in the County. In the event that this is not fruitful, the nominating committee shall endeavor to obtain a representative from the Non-District Members employment roles.

D. ASSOCIATION DIRECTOR - Each duly certified Association, as defined herein, shall be entitled to a Director's position. The Association, certified as such by the Chamber Board of Directors, shall propose the name of a Director to be included on the list of Directors. The proposed individual may not simultaneously be a Director under one of the other categories (i.e. hold two Directors positions)

SECTION 3: NOMINATION OF DIRECTORS

Between March 1 of every calendar year and the annual meeting of the Membership, a committee to be established by the Board of Directors shall be charged with filling vacancies on the Board of Directors and proposing a slate of officers. An initial report shall be made at the April Board meeting. There shall be at least one representative from each District on the nominating committee. Proposed Association Directors shall be submitted by a certified Association not later than April 15 of each year. Failure to timely submit shall be deemed a waiver of the right to hold a Director's position for the next year. Failure to timely submit in two successive years shall result in the de-certification of an Association.

SECTION 4: ELECTION AND TERM OF DIRECTORS

Directors shall be elected by the membership at the annual meeting of the membership. The term of office shall be as follows:

District Director, Non-District Director and General Director - three (3) years.

Association Director - one (1) year.

The initial terms of Directors after merger shall be staggered and established by the incoming Board of Directors. The Board of Directors shall endeavor to have no more than 1/3 of the sitting Board of Directors' positions expire in any one year. The term of office shall coincide with the Chamber's fiscal year (May 1 to April 30). No member of the Board of Directors shall ordinarily serve in this capacity for more than three consecutive terms (maximum 9 years). If such member was originally appointed to fill an unexpired term, that unexpired term is in addition to the above-mentioned three term limit. The nominating committee shall determine when an exception to their limit should be made because of a need for special expertise or continuity. The Board must also approve any such exception.

The Nominating Committee shall prepare a slate of proposed Directors and Officers. The report of the Nominating Committee shall be cast as one ballot, unless there shall be nominations from the floor for a specific position at the annual meeting. In the event that there shall be a nomination from the floor and a second for a specific position, then the report of the Nominating Committee shall be cast as one ballot with the exception of the contested position. That contested position shall be voted upon outside of the proposed slate of Directors.

A nomination from the floor for a position of Director must comply with the requirements of Section 2, above. A proposed nomination for a Director that does not meet geographical requirements of that Director's position shall not be authorized and may not be entered upon the ballot for vote. There shall not be any nomination from the floor for an Association Director; the recommendation of the Association as to that position being binding upon the Membership of the Chamber, after the Association has been duly certified by the Board of Directors.

The vote for directors shall be completed by voice vote of the Membership, unless there is a nomination from the Floor, and in which event that position shall be determined by secret ballot of the Membership. Ballots will be counted by a three member polling committee appointed by the President from the members that are present at the Annual Meeting. Members of the Polling Committee may not be candidates for office or for directors' positions.

In the event of a contested election, the winner shall be the individual who secures the greatest number of votes at the meeting for the position sought.

SECTION 5: INCREASE OR DECREASE IN NUMBER OF DIRECTORS

The number of directors may be increased or decreased by vote of the members or by a vote of a majority of all of the directors. No decrease in number of directors shall shorten the term of any incumbent director.

SECTION 6: NEWLY CREATED DIRECTORSHIPS AND VACANCIES

Newly created directorships resulting from an increase in the number of directors and vacancies occurring in the board for any reason except the removal of directors without cause may be filled by a Majority Vote of the Board of Directors. Vacancies occurring by reason of the removal of directors without cause shall be filled by vote of the members. A director elected to fill a vacancy caused by resignation, death or removal shall be elected to hold office for the unexpired term of his predecessor.

SECTION 7: REMOVAL OF DIRECTORS

Any or all of the directors may be removed for cause by Majority Vote of the membership or Two Thirds affirmative vote of the entire Board of Directors.

SECTION 8: RESIGNATION

A director may resign at any time by giving written notice to the board, the president or the secretary of the corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the board or such officer, and the acceptance of the resignation shall not be necessary to make it effective.

SECTION 9: QUORUM OF DIRECTORS

A majority of the entire board shall constitute a quorum for the transaction of business or of any specified item of business.

SECTION 10: ACTION BY THE BOARD

Unless otherwise required by law, Board Action by the affirmative vote of a majority of the Directors present at the time of the vote, if a quorum is present at such time, shall be the action of the Board of Directors. Each director present shall have one vote. No proxy voting shall be allowed.

SECTION 11: PLACE AND TIME OF BOARD MEETINGS

The board may hold its meetings at the offices of the Corporation or at such other places, either within or without the County of Orleans, as it may from time to time determine.

SECTION 12: REGULAR ANNUAL MEETING

A regular annual meeting of the board shall be held immediately following the annual meeting of members at the place of such annual meeting of members.

SECTION 13: NOTICE OF MEETINGS OF THE BOARD, ADJOURNMENT

Regular meetings of the board may be held without notice at such time and place as it shall from time to time determine. Special meetings of the board shall be held upon notice to the Directors and may be called by the President upon five days' notice to each Director either personally or by mail or by electronic notice; special meetings shall be called by the President or by the Secretary in a like manner on written request of two Directors. Notice of a meeting need not be given to any Director who submits a waiver of notice whether before or after the meeting or who attends the meeting without protesting prior thereto or at its commencement, the lack of notice to him.

A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of the adjournment shall be given all Directors who were absent at the time of the adjournment and, unless such time and place are announced at the meeting, to the other Directors.

SECTION 14: PERSONS AUTHORIZED TO VOTE

Only Directors shall be authorized to make motions, second motions and vote on motions at the Board of Director meetings. In the event of a tie, the President of the Chamber shall be authorized to cast the deciding vote.

SECTION 15: EXECUTIVE AND OTHER COMMITTEES

There shall be actual standing committees for Finance, Public Policy, Marketing and Tourism, and Executive Committee. The President shall appoint the chairman of each committee.

The Board, upon recommendation by the President and by Majority Vote of the Board of Directors, may designate other committees as the Board shall deem appropriate. Each committee shall consist of at least one Director or Officer, and such other individuals from the membership as the Board shall deem appropriate. Each such committee shall serve at the pleasure of the Board. Festival sub-committees shall be community based committees, chaired by a director from the District in which the festival is to be held, and any other members of the community as may be nominated therefore from the community at large. Membership in the Chamber shall not be a prerequisite for participation on a Festival Sub-Committee.

The purpose of a Committee is to make recommendations to the Board of Directors. Committees do not have the power to make decisions in place of the Board, or to bind the Chamber of Commerce.

SECTION 16: COMMITTEE REPORTS, ETC.

All committees shall have a written statement of purpose. Each committee shall keep minutes of their meetings, and make written reports to the Board of Directors. The minutes may constitute the written report.

ARTICLE V. - OFFICERS

SECTION 1: OFFICERS

The Officers of the Chamber shall include the President, the Vice President, the Secretary, and the Treasurer. The Term of office of an officer shall be for one year.

SECTION 2: PRESIDENT

The President shall be the chief executive officer of the corporation: (s)he shall preside at all meetings of the Members and of the Board; (s)he shall have the general management of the affairs of the corporation and shall see that all orders and resolutions of the Board are carried into effect.

At all meetings of the board, the President, or in his absence the next ranking officer, shall preside over the meeting. The President of the Board shall automatically become a member of the Board of Directors and Executive Committee at the conclusion of his/her term serving as Immediate Past-President, regardless of the status of said President's term limit on the Board.

SECTION 3: VICE PRESIDENT

There shall be one Vice President. During the absence or disability of the president, the Vice President shall have all the powers and functions of the President. The Vice President shall perform such other duties as the Board shall prescribe.

SECTION 4: SECRETARY

The Secretary shall be charged with maintaining the corporate minutes of all meetings of the Board of Directors, the Membership, and such other meetings as prudence shall require. The Secretary shall also be responsible for ensuring that all notices required to be forwarded to Directors and/or Members are forwarded. This duty may be delegated to paid staff by the Secretary.

SECTION 5: TREASURER

The Treasurer shall be responsible for the proper accounting and reporting of all income and expenses of the Corporation, and with oversight of receipt of income and payment of bills. The Treasurer shall be a member of the Budget Committee.

The Treasurer shall not disburse funds not previously authorized by the Board of Directors, except within any limits authorized for discretionary expenses by the Board. In the event that there is payment pursuant to discretionary authority, such expense shall be drawn to the specific attention of the Board at the next meeting.

The Treasurer shall cause a bi-monthly report to be made and forwarded for distribution ten (10) days or more before each monthly Board meeting. The Treasurer will be responsible to work with a Certified Public Accountant to provide the Board with completed annual fiscal reports.

The Treasurer will be the Chief Financial Officer of the Corporation.

SECTION 6: ELECTION OF OFFICERS

Officers shall be elected immediately following the annual meeting by a majority vote of the Board of Directors present, provided there is a quorum.

SECTION 7: VACANCIES

In the event that there shall be a vacancy in an Officer's position, the Board of Directors, by Majority Vote of the Board of Directors, shall appoint a person to fill the vacancy for the balance of the unexpired term.

SECTION 8: REMOVAL OF OFFICERS

Removal of officers shall occur in the same fashion as removal of a member of the Board of Directors.

ARTICLE VI AMENDMENTS

The Bylaws may be amended by a Two-Thirds vote of the Entire Board of Directors or by a majority of the members at any regular meeting or special meeting, providing that the notice for the meeting includes the proposals for amendments. Any proposed amendments 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.

ARTICLE VII INDEMNIFICATION OF OFFICERS AND DIRECTORS

SECTION 1: DEFINITION

Each Director and Officer of the Corporation now or hereafter serving as such, shall be indemnified by the Corporation against any and all claims and liabilities to which he has or shall become subject by reason of serving or having served as such Director or Officer, or by reason of any action alleged to have been taken, omitted, or neglected by him as such Director or Officer; and the Corporation shall reimburse each such person for all legal expenses reasonably incurred by him in connection with any such claim or liability, provided however, that no such person shall be indemnified against, or be reimbursed for any expense incurred in connection with any claim or liability arising out of his own willful misconduct or gross negligence.

SECTION 2: INSURANCE

The Corporation is authorized to procure, pay for, and maintain policies of insurance to indemnify the Corporation, its Officers and Directors in respect of claims which might be made against the Corporation, its Officers and Directors. The amount paid to any Officer or Director by way of indemnification shall not exceed his actual, reasonable, and necessary expenses incurred in connection with the matter involved, nor shall it include any amount paid by any insurance company pursuant to coverage maintained by the Corporation for such purposes.

SECTION 3: EXCLUSIONS

The right of indemnification provided for herein shall not be exclusive of any rights which any Director or Officer of the Corporation may otherwise be entitled by law.

ARTICLE VIII CONSTRUCTION

These By-Laws shall be controlled by and construed in accordance with the laws of the State of New York. If there be any conflict between the provisions of the certificate of incorporation and these By-Laws, the provisions of the certificate of incorporation shall control.

Dated: March 13, 2007