

## **ARTICLE I – Name and Objectives**

- Section 1:* The name of this organization shall be ONTARIO CHAMBER OF COMMERCE, INC., hereinafter referred to as the “Chamber”.
- Section 2:* The Chamber is organized for the purpose of advancing and maintaining commercial, industrial, agricultural, civic, community and general interests of the Town of Ontario.
- Section 3:* The Chamber, in its activities, shall be non-partisan and non-sectarian, and shall take no part in, or lend its influence to, the election or appointment of any candidate for Federal, State, County or Town office.

## **ARTICLE II – Membership**

- Section 1:* Eligibility: All businesses, organizations and persons who support the objectives of the Chamber are eligible for membership.
- Section 2:* Dues:
- (1) Dues are established from time to time by action of the Board of Directors.
  - (2) Annual statements of dues payments are issued by the Secretary or Membership Chairperson on a continuous basis.
- Section 3:* Fiscal Year: The fiscal year for the Chamber is the calendar year – January 1 to December 31.
- Section 4:* Voting: Each paid member is entitled to one (1) vote on business presented to the Chamber. Businesses or organizations who are members may delegate alternate representatives at a meeting, in writing, with a limit of one (1) vote per paid membership.
- A member must be present at a meeting of the Chamber in order to vote.
- Section 5:* Delinquency of Dues: Failure to pay dues for a period of four (4) months or more after due date (per invoice), is considered delinquent. The member will receive written notification from the Board of Directors, or designee, of this delinquency.
- Members who are in arrears for more than six (6) months will have their membership automatically discontinued and then have their name removed from the membership list.

**ARTICLE II – Membership (Continued)**

*Section 6:*     Resignation of Members:     Members shall tender all resignations, in writing, to the Secretary of the Chamber. Any resignation received after payment of dues shall not relieve the member presenting such resignation from liability for payment of dues for the new year.

**ARTICLE III – Officers**

*Section 1:*     The elected officers of the Chamber shall consist of a President, Vice President, Secretary, and Treasurer.

*Section 2:*     The duties of the President shall be:

- a.     To preside at all meetings of the Chamber and meetings of the Board of Directors.
- b.     To appoint all committees unless otherwise stipulated in these By-Laws.
- c.     To be an ex-officio of all committees unless otherwise stipulated in these By-Laws.
- d.     To make him/herself available to aid in formulating plans of action and distribution of assignment(s).

*Section 3:*     The duties of the Vice President shall be:

- a.     To act in the absence of the President.
- b.     To assist the President in the performance of his/her duties.
- c.     To be an ex-officio of all committees unless otherwise stipulated in the By-Laws.
- d.     In the absence of the President and the Vice President, an active member of the Board of Directors shall be chosen as temporary chairman of a meeting of the Board of Directors or of a program meeting.

*Section 4:*     The duties of the Secretary shall be:

- a.     To conduct official correspondence, preserve all books, documents and communications and record and maintain minutes of meetings.
- b.     To notify the membership of Chamber meetings and events.
- c.     To maintain an accurate record of the proceedings of the Chamber.
- d.     To answer and process phone calls received by the Chamber.
- e.     To maintain Chamber membership directory on the Chamber website and assist in updating the Chamber Facebook page.

**ARTICLE III – Officers (Continued)**

*Section 4: The duties of the Secretary shall be: (Continued)*

- f. At the expiration of his/her term of office, he/she shall deliver to the Chamber President all books, papers and property of the Chamber.

*Section 5: The duties of the Treasurer shall be:*

- a. To receive, record and disburse funds of the Chamber.
- b. To keep all monies of the Chamber; and maintain books of account.
- c. To report on Chamber accounts at each monthly meeting and make a full accounting at the end of the fiscal year.
- d. Provide records for audit by an outside party every three (3) years or at the discretion of the Board of Directors.
- e. To prepare annual Chamber budget to be approved by the Board of Directors.
- f. At the expiration of his/her term of office, he/she shall deliver to the Chamber President all books, papers and property of the Chamber.

*Section 6: Filling of Vacancies: When a vacancy occurs for an officer or director, the President or any other officer or director can make an appointment to fill the vacancy, upon Board approval, with election at the next annual meeting held in the fall of that year.*

*Section 7: Membership Coordinator/Community Liaison: These are ad hoc positions to support Chamber activities and can be filled by recommendation of the officers or directors upon majority approval of the Board of Directors.*

**ARTICLE IV – Board of Directors**

*Section 1: The Board of Directors shall be composed of:*

- a. The current officers of the Chamber, who shall each serve for a 2-year term, which shall expire in even numbered years.
- b. Three (3) members elected from the membership At-Large to serve as Directors, who shall each serve a 3-year term. One (1) Director shall be elected each fiscal year; said elections to be held at the annual meeting each year in the fall, and
- c. The immediate past president and retired member of the Board of Directors shall serve as ex-officio member of the Board, for a 2-year term.

*Section 2: It shall be the function of the Board of Directors to guide the Chamber in the pursuit of its goals as outlined in Article I, Sections 2 and 3.*

**ARTICLE IV – Board of Directors (Continued)**

*Section 3:* The Board of Directors shall meet annually, and additionally as required, at such time and place as shall be determined by a majority of the members of the Board of Directors.

*Section 4:* In the absence of the President and the Vice President, an active member of the Board of Directors shall be chosen as temporary chairman of a meeting of the Board of Directors or of a program meeting.

**ARTICLE V – Meetings**

*Section 1:* Regular meetings shall be held on dates and at times and places designated at the first Board of Director's meeting of the calendar year.

*Section 2:* Special meetings and virtual meetings may be called at the discretion of the Board of Directors and/or President or upon written request of ten (10) active members.

*Section 3:* Five (5) active members shall constitute a quorum at a regular or special meeting of the Board of Directors.

*Section 4:* At all special meetings, only such business may be transacted, discussed and acted upon as that for which the special meeting was called.

*Section 5:* Only active members of the Chamber shall be allowed to address the Chamber at a regular or special meeting except by invitation or the consent of the majority of members present.

*Section 6:* The Annual Meeting shall be held each fall at a time and place to be designated by the Board of Directors.

**ARTICLE VI – Election and Installation of Officers**

*Section 1:* The election of officers of the Board of Directors shall be held at the annual meeting in the fall of each year.

*Section 2:* A Nominating Committee shall be appointed each year by the President at a regular meeting held in June. The Nominating Committee will select candidates to fill any Director vacancies and, in even-numbered years, select candidates for the various officers. The Nominating Committee will present their report to the membership at a meeting to be held in the fall of that same year.

*Section 3:* Nominations from the floor may be made by any active member at the fall meeting.

**ARTICLE VI – Election and Installation of Officers (Continued)**

*Section 4:* Voting:

- a. All votes shall be by active members present at the meeting. No absentee votes will be allowed.
- b. All votes for candidates shall be by secret ballot. Two (2) tellers shall be appointed by the President to distribute and collect ballots and tabulate votes. The tellers will announce the totals of each vote, which the Secretary will record. A simple majority of the Board of Directors shall determine the winner.
- c. In the event that the report and recommendations of the Nominating Committee is accepted without change, the Secretary shall cast one (1) ballot.

*Section 5:* Newly elected officers shall assume their responsibilities at the first meeting of the calendar year.

**ARTICLE VII – Committees**

*Section 1:* The President shall appoint all standing committees, after discussion with the Board of Directors, at the first regular meeting of the Board of Directors of the calendar year.

*Section 2:* Standing Committees, as deemed necessary by the Board of Directors, should be chaired by an individual whose activities are compatible to the committee assignment. The standing committee shall be responsible for the execution of Article I, Sections 2 and 3.

*Section 3:* Standing Committees shall report to the Board of Directors at its regular meeting each month.

*Section 4:* Special Committees shall be appointed by the President at his/her option. Special Committees will serve until dissolved by the President at his/her option.

**ARTICLE VIII – Disbursements**

*Section 1:* All disbursements shall be made by check. Checks shall be signed by the Treasurer.

*Section 2:* Disbursements over \$100.00 or more require prior approval by the Board of Directors and will include a signed form and receipt. Disbursements made to individuals for reimbursement of Chamber expenses must be

#### **ARTICLE VIII – Disbursements (Continued)**

accompanied by receipts and a Chamber Claim Form submitted to the Treasurer and approved at a monthly meeting. As an example, these may include office supplies; refreshments for a Chamber event; program fees; etc. The Treasurer is authorized to pay monthly operational expenses such as telephone; and liability insurance without prior approval of the Board of Directors.

*Section 3:* No appropriations of money or other property of the Chamber shall be made for any purpose other than to defray the legitimate expenses, except by the unanimous vote of the members present at a meeting of the Board of Directors or by a quorum of those present at a meeting of the Chamber.

#### **ARTICLE IX – Parliamentary Authority**

*Section 1:* The provisions in Robert's Rules of Order, Revised shall govern the Chamber in all cases to which they are applicable, and in which they are not inconsistent with these By-Laws or the Special Rules of the Ontario Chamber of Commerce.

#### **ARTICLE X – Amendments and Changes to These By-Laws**

*Section 1:* Proposed changes and amendments to the By-Laws must be presented to the membership at least thirty (30) days in advance of a vote upon the change.

*Section 2:* These By-Laws may be amended by a majority vote of active members present at any regular meeting or Special General Meeting or meeting of the Board of Directors called for that purpose.

#### **ARTICLE XI – Order of Business**

*Section 1:* The following shall be the order of business at a regular meeting of the Chamber.

- a. Call to order
- b. Pledge of Allegiance
- c. Approval of the minutes of previous regular meeting and/or Special Meeting
- d. Treasurer's report and report of bills received/paid and income received
- e. Committee reports

- f. Old business
- g. New business
- h. Adjournment, by motion. Majority vote to prevail.

**ARTICLE XII - Method of Dissolution of Assets and Funds**

Section 1: The Ontario Chamber of Commerce may be dissolved by a majority vote of the Board of Directors present at any scheduled regular meeting of the Board of Directors.

Section 2: The Board of Directors shall subsequently determine the disposition of assets. If all cash funds remaining are in excess of \$200.00 at the time of dissolution, all cash must be apportioned and distributed to each regular member paid as of the 1<sup>st</sup> day of the calendar year of dissolution.

Section 3: If all cash funds remaining at the time of dissolution are \$200.00 or less, they shall be donated to a civic, service group(s), fraternal organization(s), and/or non-profit organization(s) located in the Town of Ontario, Wayne County, NY.

Section 4: Any remaining non-cash assets will be donated to a civic, service group(s), fraternal organization(s), and non-profit organization(s) located in the Town of Ontario, Wayne County, NY.

Section 5: The organizations referenced above in Sections 3 & 4 will be determined by a majority vote of the Board of Directors.

Section 6: All appropriate state and federal agencies or departments will be notified.

Adopted by the Board of Directors of the Ontario Chamber of Commerce, Inc.

Reviewed and approved by the undersigned Members of the Board of Directors on this 21st day of June, 2021

**Chamber Officers:**

*Donna Burolla, President*  
*Open Position, Secretary*

*Sherry Verstraete, Vice President*  
*James Switzer, Treasurer*

**Board of Directors:** Brian Natale; Sylvia Ryndock; Virginia Molino; Joellen Simone (Interim).

## **ARTICLE XIII – Non-discrimination and Harassment**

It is the policy of the Ontario Chamber of Commerce, Inc. (“Chamber”) to maintain an environment that is free of unlawful discrimination or harassment. The organization will not tolerate discrimination or harassment of members, officers, board/committee members, vendors or visitors by any vendor, client, contractor, customer, officer, board/committee/member, vendor, or a member of the general public. All members, officers, board/committee members, vendors or visitors are responsible to assure that harassment or discrimination is prohibited or avoided.

It is also the policy of the Chamber to treat all individuals the same in any aspect of membership practices without regard to race, religion, creed, color, national origin, ancestry, disability, marital status, sex, age, veteran status, sexual orientation, gender identity or expression, genetic information or any other protected class in accordance with state & federal laws or regulations.

Sexual harassment or discrimination is conduct based on sex, whether directed towards a person of the opposite or same sex, and may include explicit sexual propositions, innuendo, kidding, teasing, practical jokes about obscene printed or visual material, suggestive comments or physical contact (*e.g.* patting, pinching or brushing against another person’s body)

This policy extends to equal employment opportunity and non-discrimination in efforts to recruit or contract with outside vendors or providers in areas including, but not limited to, compensation, benefits, training, educational programs and use of facilities.

Unlawful discrimination or harassment consists of, but is not limited to, unwelcome verbal, physical or visual conduct that is based upon a person’s protected status (*i.e.* race, religion, creed, color, national origin, ancestry, disability, marital status, sex, age, veteran status, sexual orientation, gender identity or expression, genetic information) or any other legally protected group status.

For purposes of this policy, “*workplace*” includes any location where members, officers, board/committee members, vendors, volunteers, visitors or members of the general public are engaged in regular business, programs or activities of the Chamber.

### ***Prohibited Conduct Also Includes, But Is Not Limited, To:***

- (a) Epithets, slurs, negative stereotyping, or intimidating acts that are based on a person’s protected group or status, and/or
- (b) Written or graphic material circulated or posted that shows hostility toward any person(s) because of the protected group status



Since the Chamber receives the benefit of many hours of effort and service by volunteers, vendors, members, officers, board/committee members, clients & customers, discrimination or harassment of any type by any one member or volunteer directed toward another member or volunteer in a Chamber setting, whether formal or informal, is prohibited.

This includes any location, meeting, activity or event conducted or sponsored by the Chamber.

Discrimination or harassment requires immediate action by the Chamber.

Unwelcome sexual advances, requests for sexual favors, and other physical, verbal or visual conduct based on sex constitutes discrimination if or when submission to the conduct:

- (1) is an explicit or implicit term or condition of employment, or
- (2) Is used as the basis for an employment decision, or
- (3) has the purpose or effect of unreasonably interfering with work performance, or
- (4) creates an intimidating, hostile or offensive work environment

Any individual, vendor or other person who believes they have experienced or witnessed discrimination or harassment shall immediately notify, both verbally and in writing, the president of the Chamber; If the situation involves the president, or an individual is unwilling or uncomfortable with reporting the event to the president, such report can be submitted to any other officer or board member of the Chamber.

Prompt and thorough investigation by the Board of Directors, or a committee or agent thereof, will occur of any and all reports or complaints or discrimination or harassment. Any and all details or decisions will remain confidential.

Retaliation against anyone for reporting discrimination or harassment, assisting in submitting a complaint, or cooperating in an investigation is forbidden.

Any person, organization, officer, board/committee member, volunteer, customer or vendor who believes such retaliation has occurred shall immediately notify, both verbally and in writing, the president of the Chamber; If the situation involves the president, or an individual is unwilling or uncomfortable with reporting the event to the president, such report can be submitted to any other officer or board member of the Chamber

If an investigation confirms that a violation of this policy has occurred, the Board of Directors will take appropriate, corrective action, including discipline up to and/or termination of membership, vendor or volunteer affiliation, committee assignment or position as an officer or board member of the Chamber.

Potential notification to law enforcement agencies is an option if the complaint or incident qualifies for same.

This policy shall take effect upon review and approval by a majority of the membership of officers and directors present at a duly called meeting of the Chamber.