

**ARTICLE I - NAME:
DELAWARE RIVER TOWNS CHAMBER OF COMMERCE BY-LAWS**

This organization is incorporated under the laws of the State of New Jersey and shall be known as the Delaware River Towns Chamber of Commerce. Further referred to as "DRTCC" within this document.

ARTICLE II - PURPOSE:

The Delaware River Towns Chamber of Commerce (DRTCC) is a not-for-profit association organized as a 501(c)6 of the Internal Revenue Code for the purpose of advancing the business, civic, and general interests of the business communities of Hunterdon County New Jersey and Bucks County Pennsylvania.

The Delaware River Towns Chamber of Commerce (DRTCC) is organized to achieve the objectives of: 1) Preserving the competitive enterprise system of business by (a) creating a better understanding and appreciation of the importance of business people and a concern for their problems, and (b) educating the business community in the city and counties; and 2) Promoting business and community growth and development by (a) promoting economic programs designed to strengthen and expand the income potential of all business within the trade area, (b) promoting programs of civic, social and cultural nature which are designed to increase the functional and aesthetic values of the community, and (c) identifying and addressing concerns which prevent the promotion of business expansion and community growth.

ARTICLE III - LIMITATION OF METHODS:

DRTCC shall be non-partisan and non-sectarian, and shall take no part in, nor lend its influence or facilities, either directly or indirectly, to the nomination, election or appointment of any candidate for office in any Township, County, State, or Nation, nor shall any meetings of a political nature be held within the premises occupied by or under the control of DRTCC.

ARTICLE IV - MEMBERSHIP:

SECTION 1. Any person, association, corporation, partnership, or estate ("Person") having an interest in advancing the business, civic, and general interests of the Delaware River Towns and its trade area, shall be eligible for membership in DRTCC.

SECTION 2. Any Person meeting the requirements of Section 1 hereof may be accepted for membership at any meeting of the Board of Directors and upon payment of the membership fee as per the schedule then in effect shall become a member.

SECTION 3. Each separate membership shall be entitled to cast one vote on any issue requiring a vote.

SECTION 4. Distinction in public affairs shall confer eligibility for honorary membership. Honorary membership shall include all of the privileges of active membership, except that of holding office and voting. Honorary members shall be exempt from payment of dues. Election to honorary membership shall require the affirmative vote of two-thirds (2/3) of the Board of Directors representing a quorum at the meeting. An honorary membership may be revoked by the Board of Directors at any time by the affirmative vote of two-thirds (2/3) of the Board of Directors representing a quorum at the meeting.

SECTION 5. Application for membership shall be made in writing or electronically to the DRTCC Office via the Executive Director. The Board of Directors may expel members because of: (a) Non-payment of dues

or outstanding debt for three (3) months or more after the due date, or (b) For Cause.

If the member to be expelled requests a hearing before the Board of Directors, this shall be granted providing the member requests the hearing within ten (10) business days of receiving the notice of expulsion in writing. The two-thirds (2/3) affirmative vote of the quorum of the Board of Directors present shall be necessary to expel any member.

SECTION 6. The resignation or expulsion of a member shall terminate said membership. The termination of a membership shall forfeit such member's interest in the DRTCC, and the member shall thereafter have no right to participation in the business of the DRTCC.

ARTICLE V - GENERAL MEMBERSHIP MEETINGS:

SECTION 1. The Board of Directors may provide a minimum of two general membership meetings per fiscal year.

SECTION 2. Special meetings of the general membership, for any purpose or purposes, may be called by the President or the Executive Director, and shall be called by the President or the Executive Director at the request in writing or electronically of a majority of the Board of Directors, or at the request in writing or electronically of not less than one-third (1/3) of the members in good standing of the DRTCC. Such request shall state the purpose or purposes of the proposed meeting.

SECTION 3. There shall be two annual meetings of the general membership throughout the fiscal year. One of which shall be the annual member meeting which will be held in November of each fiscal year.

SECTION 4. At all general membership meetings, the presence of ten (10) percent of the members in good standing shall constitute a quorum.

SECTION 5. Notice of both regular and special meetings shall be provided a minimum of five (5) business days in advance of the meeting.

ARTICLE VI - BOARD OF DIRECTORS:

SECTION 1. The management and operation of the DRTCC, the direction of its work and the control of its property shall be vested in a Board of Directors. The number of Directors on the Board shall not be less than eleven (11) and not more than fifteen (15), one-third of who will be elected each year for a three-year term, one of which may be the immediate past President. Board members are expected to pay dues in a timely manner, attend meetings with no more than three (3) absences per fiscal year, be on at least one committee, support special events, and be an ambassador for the DRTCC.

SECTION 2. Following the annual election at the November meeting of the Board of Directors, the Board shall qualify and elect from their own members, as submitted by the nominating committee or as nominated from the floor, a President, Vice President, Treasurer, and Secretary.

SECTION 3. The President shall nominate potential candidates for a vacant board position to be approved by Board vote.

SECTION 4. The Board of Directors shall meet at least nine (9) times per year, at such times and places as shall be determined by them. Fifty (50) percent plus one of the members of the Board of Directors shall constitute a quorum for the transaction of Board business. The Board of Directors shall adopt rules for

conducting the business of the DRTCC.

SECTION 5. The Board of Directors shall submit in writing, at the annual meeting of the membership, a full financial report and annual statement of the finances of the DRTCC. No program, project, policy, or expenditure (other than any items set forth on an approved budget) shall be undertaken except upon a majority vote of the quorum present of the Board of Directors.

SECTION 6. No member of the Board of Directors shall be eligible to serve as an officer of the Board of Directors in any single capacity for more than two consecutive years.

SECTION 7. The President may call special meetings of the Board on three (3) business days' notice to each Director, either personally or by electronic communications. The President shall call special meetings in a like manner and on like notice on the written request of not less than fifty (50) percent of Directors.

SECTION 8. Election of members to the Board of Directors shall be by ballot. Said election shall be conducted as follows:

(a) Each fiscal year, the President shall, in writing, designate a Nominating Committee consisting of two Board Members and two members in good standing from the membership at large. They shall meet before the general membership meeting and shall deliver to the Executive Director, at least 15 business days before that meeting, a written slate of nominees for anticipated vacancies on the Board of Directors for the following year.

(b) The Executive Director shall distribute a notice to all members at least ten (10) business days before the general membership meeting, stating the number of vacancies in the Board of Directors for the following calendar year and the slate proposed by the Nominating Committee. The notice shall state that in addition to the nominations made by the Nominating Committee, any member in good standing may submit a written petition to the Executive Director nominating any member in good standing to fill a vacancy on the Board. The notice shall also inform the members that each petition must be signed by at least ten (10) members in good standing and must be delivered to the Executive Director before the November general membership meeting.

(c) At the general membership meeting the slate proposed by the nominating committee and any nominations by petition shall be presented to the membership.

(d) If there are no nominations in excess of vacancies, then the nominated candidates shall be deemed elected at the meeting without further action. If there are more nominations for positions than there are positions to be filled, then the President shall announce the designation of two members in good standing to serve as moderators. They shall see that the Executive Director distributes a ballot to each member in good standing. The notice shall state that each member in good standing may vote once by appropriately marking the ballot and returning it to the DRTCC office within 10 business days of receipt. The ballots shall provide that vacancies shall be filled in order by the candidates receiving the most votes. Should there be a tie for a remaining vacancy, the Board of Directors shall break the tie by secret ballot prior to the next general membership meeting.

(e) The new members of the Board of Directors shall be installed at the November general membership meeting to serve commencing the following January 1.

SECTION 9. Members of the Board of Directors may be expelled by the remaining Directors for:

- Absence from three (3) consecutive regular Board meetings without an excuse decreed valid and so recorded by the Board of Directors.
- Non-payment of dues
- Cause

Notice of the proposed expulsion, together with the opportunity to be heard with regard thereto, shall be sent to the Board of Director member affected not less than ten (10) business days prior to the meeting of the Board at which the expulsion proposal shall be presented. It shall require an affirmative vote of two-thirds (2/3) of the Board of Directors representing a quorum at such meeting to authorize the expulsion.

ARTICLE VII - OFFICERS AND STAFF:

SECTION 1. The Board of Directors may employ an Executive Director(s) and such staff and employees as the Board shall deem necessary from time to time. The compensation and other benefits for said individuals shall be determined by the Executive Board.

SECTION 2. The Board of Directors may require all persons having authority to transact any business on behalf of the DRTCC, including but not limited to the issuance, endorsement and negotiation of checks or drafts, transfer or withdrawal of funds and the like, to be bonded in such amounts as the Board shall deem necessary. The DRTCC shall pay the cost of said bonds.

SECTION 3. The President shall preside at all meetings of the DRTCC and Board of Directors and perform all duties incidental to said office. The President shall, subject to the approval of the Board of Directors, appoint all committees and Chairs and the President shall be an ex-officio member of all committees. The President shall, at the annual meeting of the DRTCC and at such other times as the President may deem proper, present to the membership of the Board of Directors such matters and make such suggestions as may tend to promote the objects and purposes of the general membership of the DRTCC. The President shall have custody of the surety bonds referred to herein above.

SECTION 4. In the absence of the President, or any other officer, the following order of preference shall govern the officers responsible to assume the authority of the President or such other offices:

1. Vice President
2. Treasurer
3. Secretary.

SECTION 5. OFFICER DUTIES

PRESIDENT: The President, elected by a majority vote of the Board of Directors, shall preside at all meetings of the Board of Directors, Executive Committee, and membership, and perform duties incident to the office. The President shall, subject to the approval of the Board of Directors, appoint all Committee Chairpersons and shall make annual and such other reports as the President may deem necessary, and shall in general fulfill all duties naturally falling upon the President of the organization.

VICE PRESIDENT: The Vice President, elected by a majority vote of the Board of Directors, shall fulfill all

duties prescribed by the Board of Directors and in the absence of the President, the Vice President may be designated by the Board of Directors as acting head of the organization.

SECRETARY: The Secretary of the DRTCC, elected by a majority vote of the Board of Directors, shall bear the obligations and responsibilities normally imposed upon the Secretary of a non-profit and shall see that all Bylaws are followed. These responsibilities include but are not limited to ensuring the recording of minutes of the Board as well as attendance. These minutes will become official by Board vote at the next meeting. A staff member shall act as recording secretary for purposes of recording meeting minutes as so deemed by the President.

TREASURER: The Treasurer, elected by a majority vote of the Board of Directors, shall oversee the regular books of account, the deposit of funds in such bank or banks as the Executive Committee may designate, and present a statement of the financial condition of DRTCC no less than quarterly and as required by the Executive Committee. A written financial statement shall be presented to the Executive Committee and the Board of Directors on a quarterly basis, as well as at the Annual Meeting. The Treasurer shall also be responsible for recommending written procedures for cash disbursements, subject to the approval of the Executive Committee. When appropriate, the Treasurer shall recommend to the Board the need to complete an audit of finances. The Treasurer should be one of the signatories on the checks

IMMEDIATE PAST PRESIDENT: The Immediate Past President shall perform such duties as may be prescribed from time to time by the Board of Directors and/or the President. The Immediate Past President, when his or her term has expired, may serve as a member of the Board of Directors with full Board privileges as nominated by the Nominating Committee. If the Past President no longer serves on the Board of Directors, he or she shall serve in an honorary position with no voting privileges.

SECTION 6. The Executive Director shall attend all meetings of the Board of Directors and all meetings of the general membership. The Executive Director shall give, or cause to be given, notice of all meetings of the general membership and special meetings of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or President, under whose supervision the Executive Director shall serve. The Executive Director shall read all correspondence received by the DRTCC and report to the Board of Directors as to what actions should be or have been taken to appropriately respond to such correspondence on behalf of the DRTCC. The Executive Director shall be the chief administrative officer of the DRTCC. It shall be the duty of the Executive Director to issue official correspondence, preserve all books, documents and communications, keep books of accounts and maintain accurate record of the proceeding of the DRTCC, the Board of Directors, and all committees. The Executive Director shall submit a financial statement and written report of the year's work at the close of each fiscal year. The Executive Director shall have general supervision of all employees of the DRTCC. The Executive Director shall be present at all regular and special General Membership meetings, Board of Directors and Executive Committee meetings. The Executive Director shall perform such duties as may be incidental to the office subject to the direction of the President and Board of Directors. The Executive Director shall assist the Treasurer in the preparation of monthly financial reports. The Executive Director shall at all times maintain a current record of all members in good standing of the DRTCC. At the expiration of the Executive Director's employment, the Executive Director shall deliver to the Board of Directors all books, papers and property of the DRTCC. The position of the Executive Director and any assistants may be insured in amounts required by the Board. The DRTCC shall pay the costs of said insurance. Executive Director(s), along with certified professionals, may review the finances and prepare statements.

It is at the discretion of the Board President whether there is one (1) Executive Director or two (2) Co-

Directors. Their responsibilities should be clearly defined upon employment and they should be evaluated on their deliverables annually.

ARTICLE VIII - COMMITTEES:

SECTION 1. The Board of Directors shall authorize and define the powers and duties of all committees.

SECTION 2. The President shall appoint all committees subject to confirmation by the Board of Directors.

SECTION 3. The Executive Committee of the Board of Directors shall be composed of the President, who shall be the chairperson, the Executive Director, the Past President, Vice President, Treasurer, and Secretary.

SECTION 4. In the interim between meetings of the Board, the Executive Committee shall have charge of the routine business of the DRTCC. The Executive Committee shall have general charge of the finances and property of the DRTCC and shall have authority to order disbursement for authorized budgetary items as well as emergent items necessary to safeguard the property of the DRTCC or advance the business of the DRTCC.

SECTION 5. Board members should participate on at least one committee. When on a committee and acting as Chair, it is that Board Member's responsibility to report to the Board the activities of the committee including anticipated planning and budgeting of the activity. All committees without a board member volunteer, are required to have a Board Member liaison who will be responsible to submit a report of said committee's activities at the Board Meetings.

ARTICLE IX – DISBURSEMENTS:

SECTION 1. All disbursements, transfers or withdrawals of the funds of the DRTCC shall be made by the Executive Director as authorized herein. All disbursements shall be made by check or credit card. Not less than two members, Treasurer being one of them, of the Executive Committee shall sign all checks over \$1,500. The Executive Director shall be authorized to make disbursements on account of expenses provided for in the approved annual budget without an additional approval by the Board of Directors. The Executive Director shall be authorized to sign checks up to \$1,500 for budgeted items.

ARTICLE X: BUDGET:

The proposed annual budget of the DRTCC, to be prepared by the Executive Director(s) each year, including a stated amount for each committee, shall be submitted to the Board of Directors for review and approval. As approved by the Board, with or without modification, this budget shall be the appropriations measure of the DRTCC. No committee may exceed its appropriation without the consent of the Board of Directors. Pending adoption of the budget, the Executive Committee shall authorize expenditure of all necessary funds to further the objects and purposes of the DRTCC.

ARTICLE XI - FISCAL YEAR:

The fiscal year shall extend from January 1 through December 31.

ARTICLE XII - PARLIAMENTARY PROCEDURE:

The proceedings of the DRTCC meetings and the meetings of the Board of Directors shall be governed by

and conducted according to the latest edition of Roberts' Manual of Parliamentary Rules.

ARTICLE XIII - AMENDMENTS:

These By-laws may be amended by fifty (50) percent plus one of the Board of Directors present at any regular or special meeting of the Board of Directors; provided, however, that notice of the proposed change(s) shall have been distributed by the Executive Director(s) to each Board Member not less than seven (7) business days prior to such meeting.

ARTICLE XIV - LOGOS

No member shall use the DRTCC logos for any purpose without requesting in writing the use of the logos; permission of the Board of Directors of the DRTCC must be given in writing for use of the logos.

ARTICLE XV - PUBLICATION

No member of the DRTCC, Officer, Director, or employee shall make public a position, recommendation or decision upon any public question or issue which purports to represent the views of the DRTCC, until such approval has been given by the Board of Directors, unless such recommendation or position is clearly implied from the policy established by the Board or from powers granted to the committee or other DRTCC spokesperson.

ARTICLE XVI - DISSOLUTION PROVISION

Upon the dissolution of the Delaware River Towns Chamber of Commerce, assets shall be distributed to Delaware River Towns Charities 501(c)3 scholarship fund.