Bylaws of the Salem County Chamber of Commerce

Article I: Name and Purpose

Section 1 - Name: The name of this organization shall be **"The Salem County Chamber of Commerce, Inc.**", hereafter referred to as **"The Chamber".**

Section 2 –Statement of Purpose – The mission of the Salem County Chamber of Commerce is to build relationships with the business community to make Salem County the premier place to live, work and conduct business through advocacy, service and encouragement.

Section 3 – Activities – The Chamber may engage in any activities reasonably expected to facilitate and accomplish the Statement of Purpose. The Chamber shall not engage in the endorsements of any candidate for elected or appointed political office. Chamber Board and Staff members shall be prohibited from holding public office and shall refrain from those activities ordinarily prohibited by the Chamber of Commerce. The Chamber shall not engage in activities not in furtherance of its tax-exempt purposes, and no part of its earnings shall inure to the benefit of any private individual or member.

Article II: Principal Office, Registered Agent, and Fiscal Year

Section 1 -The principal office of the Chamber shall be at 429 Hollywood Avenue, Carney's Point, NJ 08069, or at another location determined by the Board of Directors.

Section 2 – Registered Agent – The Chamber shall maintain a registered agent as required by law.

Section 3 – **Fiscal Year** – The Fiscal Year of the Chamber shall be January 1st, to December 31st., unless changed by the Board of Directors

Article III: Membership

Section 1 – **Eligibility** – Any person, firm, business entity, voluntary association, partnership, professional association, corporation, limited liability company, or public body, established for-profit or non-profit, located in, operating in or doing business within Salem County or with business offices in Salem County, who is of good moral character, shows interests are consistent with the Statement of Purpose of the Chamber, and, who is interested in promoting the stated purposes and activities of the Chamber, shall be eligible for membership and must comply with the Chamber's Code of Conduct.

Section 2 - **Rights and Privileges** – Members "In good standing" shall have the right to vote on matters presented to the membership, receive communications, attend events, and participate in committees unless restricted by status.

Section 3 – **Termination/Resignation** – A member may resign at any time in writing. Membership may be terminated for nonpayment of dues or conduct prejudicial to the Chamber, after due process as defined by policy.

Article IV: Dues

Section 1 – Regular Review - The Board of Directors shall periodically review and establish the structure, classification, and amount of the dues to be assessed to the membership and may establish various categories or classes of membership and dues as are appropriate and consistent with the Statement of Purpose of the Chamber.

Section 2 Payment – Dues are payable within 30 days following receipt of the dues billing, and on a calendar year basis. Upon approval by the Board of Directors, the initial membership dues may be pro-rated, when appropriate, for the remaining portion of the year.

Section 3 - Consequences of Non-Payment – Membership in any class or category may be forfeited for non-payment of dues at any time following the expiration of 30 days pursuant to Section 2 above.

Section 4 – Status of Members Pending Payment of Dues – any member who has failed to pay dues within sixty (60) days of receipt of a billing statement shall **not** be "in good standing" for any purpose under these by laws or with regard to Camber activities until dues have been paid. ("Not in Good Standing" refers to a person, organization, or business that is **not** complying with all required rules, standards, and obligations of the Chamber

Article V: Board of Directors

Section 1 – The policy making authority of the Chamber shall be vested in a Board of Directors, which shall also manage the organization. The Officers of the Board of Directors shall be: Chair, Vice-Chair, Treasurer, and Secretary.

Section 2 – **Composition** – The Board of Directors shall be composed of no less than eleven (11) and no more than twenty-three (23) members. The Board may designate Organizational Memberships as well as At-large Members.

Section 3 – **Expansion of Board of Directors** – In the event the Board of Directors is composed of fewer than the maximum number permitted, the Board may determine to create one or more additional director positions by the affirmative vote of two-thirds of the members present at any regular or special Board of Directors meeting. Nominations and terms for the additional director positions shall follow the same procedure as outlined for vacancies in (Article V, Section 7.)

Section 4 – **Emeritus Directors** – Former Directors may be designated as Emeritus Directors by the Chair of the Board and confirmed by majority vote of the Board. Emeritus Directors may attend meetings of the Board and may engage in any discussions, shall not be permitted to vote, and may not be counted to establish a quorum.

Section 5 – **Nominations and Elections for Directors** –The Nominating Committee presents a slate of nominees for Director for approval by the Board in October, or as soon thereafter as reasonably practicable. The Board of Directors shall review and approve the slate and cause the nomination to be published and circulated to the membership no less than 10 days before the Annual Meeting.

Section 6 – **Terms** – Members of the Board of Directors shall serve for a term of three (3) calendar years, beginning on January 1 of the year following their election and shall not be limited to the number of terms they can serve. Organizational representatives will be designated by the organization.

Section 7 – **Vacancies** – When vacancies on the Board of Directors occur between elections as a result of death, resignation, incapacity or because of absence, the Nominating Committee will nominate a candidate to fill the unexpired term of the Director being replaced to the Board of Directors. The nominee will be approved by the affirmative vote of the remaining members of the Board and then elected by the membership at the next annual meeting. A vacancy shall be filled only for the unexpired "term" of the Director being replaced. Filling a partial term of a vacant director position shall not constitute a "term" for purposes of Section 6 above

Section 8 – **Meetings** – The Board of Directors will meet either in person, by Zoom or other electronic medium, or by conference call the first Wednesday of every month at the Chamber offices or at another location as designated by the Board. The Chair on his/her own motion, or at the request of at least three (3) Directors, may call a Special Meeting of the Board of Directors upon 24 hours advanced written or electronic notice without first making such request to the Board Chair.

Section 9 – **Quorum** – A quorum of the Board of Directors shall consist of a majority of the voting Directors.

Section 10 – **Absences** – In the event that a Director fails to attend three (3) consecutive, established and properly noticed Board meetings, or 50% of all duly convened Board meetings in a calendar year, and fails to provide to the Board a satisfactory reason for such absences, that position may be declared vacant by a two-third vote of the remaining voting Directors.

Section 11 – **Actions in Lieu of Meetings** – From time to time, and in special circumstances, which shall not be limited to emergent matters, the Board of Directors may act without the necessity of convening at a single location at a single time. Such actions of the Directors may be accomplished by one of two methods:

A. **Unanimous Written or Electronic Consent** – A resolution or some other form of action may be taken where the action is clearly and understandably set forth in a written document signed by all Directors; provided, however, that it shall not be a requirement that all Directors sign the same document, so long as the actual text of each signed document which describes the action being taken is identical or all responding affirmatively to the same email.

B. **Electronic Communications** – Any action of the Directors may be taken by oral expression communicated telephonically, or in writing by facsimile or email, provided that a reasonable effort has been undertaken (and can be demonstrated) to contact each Director, and, further provided that a majority of Directors must actually vote, regardless of whether such vote is in favor of or opposed to the proposed action. Any such action must be subsequently reduced to writing within 5 business days and signed by means of one or more counterpart documents, by the Directors voting in the affirmative. The negative votes shall be recorded on the written form of the action but need not be signed by the Director who so voted.

Article VI: Officers

Section 1 – **Nomination and Election** – Installation of Officers is voted on by the Board upon Recommendations of the Nominating Committee at the 1st Board of Director's meeting following the Annual Meeting.

Section 2 – **Progression** – The Vice Chair shall automatically be a nominated candidate for the office of Chair for the following calendar year.

Section 3 – **Term and Term Limits** – Each Officer shall serve in the designated office for a Term of one (1) year commencing on January 1 and ending December 31, of the same calendar year. The Chair, Vice Chair, and Past Chair may not serve for more than a single term, except as provided in Section 4 below.

Section 4 – **Vacancies** – In the event that an officer's position becomes vacant because of the death, illness, inability to serve, resignation or removal of an officer who has been duly selected the Nominating Committee will recommend a candidate to fill the unexpired term, who will then be elected by the Board of Directors. In the case of a vacancy in the office of Chair, the Vice-Chair shall automatically succeed to

the position of Chair for the balance of the unexpired term. Vacancies thus filled shall not constitute a term for purposes of section 3 above.

Article VII: Duties

Section 1 - Chair – Serves as the chief executive; presides at all meetings (either regular or special); Shall be an ex-officio member of all committees with the exception of the Executive Committee and Nominating Committee; and may perform the duties as may be incident to the office and/or directed and required by the Board of Directors.

Section 2 - Vice-Chair – Serves in the absence of the Chair; Assists with all programs and will succeed the Chair at the first meeting of the calendar year.

Section 3 - Treasurer – The Treasurer shall, under direction of the Board of Directors, receive and maintain all revenues and shall make such disbursements as the Board may, from time to time, direct. The treasurer shall be bonded as a Fiduciary agent for the Chamber under the laws of the State of New Jersey. The Treasurer shall cause a monthly report of the receipts and expenditures of the Chamber, including a year-to-date comparison with the Annual budget, for use by the Board. Such report shall be available to any member upon request. The Treasurer shall cause a report of the Annual revenues and expenditures of the Chamber to be prepared within reasonable time following the end of the calendar year. A synopsis of such annual report shall be available for inspection at the Chamber office to any member upon request.

The Treasurer with the Finance Committee shall prepare the annual budget for the ensuing fiscal year and shall be circulated to the Board prior to the November meeting of the Board. The Annual budget for the next year shall be adopted no later than the December meeting of the Board of Directors.

Section 4 - Secretary – The Secretary shall, under the direction of the Board, be responsible to assure the making and keeping of true and accurate minutes for all formal proceedings of the general membership, the Board of Directors, the Executive Committee, and where appropriate, any Standing or Special committees. The Secretary shall cause the minutes of such meetings to be promptly distributed to the members of such groups, and to the Board of Directors. The Secretary shall be responsible to assure that all notices required by these by-laws are issued.

Section 5 – **Authorization of Officers** – The Officers of the Chamber authorized to sign checks issued by The Chamber, shall be the Chair, Vice Chair, Secretary and Treasurer. Two (2) authorized signatures are required for each check. The Board may authorize additional persons as necessary.

Article VIII: Executive Committee

Section 1 – **Purpose** – Except for the power to amend the Articles of Incorporation and By-Laws, the Executive Committee shall have all of the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, subject to the direction and control of the Board of Directors. The Executive Committee may also conduct the day-to-day management of the Chamber as needed.

Section 2 – **Composition** – Such an Executive Committee, if deemed appropriate, shall be created by the Board of Directors and shall be composed of the Chair, Vice-Chair, Past Chair, Treasurer and Secretary,

plus up to three (3) additional people appointed by the Chair with Board consent. Committee Chairs may be invited to the Executive Committee meetings when deemed necessary.

Section 3 – **Meetings** –The Executive Committee shall meet at least monthly and at the call of any two Executive Committee members, provided that a 48-hour advance notice is given.

Section 4 – Quorum – A quorum of the Executive Committee shall consist of a majority of the Executive Committee members.

Section 5 – Duration – A duly constituted Executive Committee shall endure until the next re-organization meeting.

Article IX: Meetings

Section 1 - Annual Meeting: An annual meeting of the membership shall be held to elect directors and review the Chamber's activities.

Section 2 - Board Meetings: The Board shall meet at least 8 times per year; A quorum for Board meetings shall be a majority of the directors.

Section 3 - Non-Emergent Special Meetings – May be held upon 10 days advance, written or electronic notices.

Section 4 - Emergency Meetings - Special meetings for emergency purposes may be held on a 48-hour notice and stating the purpose of the meeting.

Section 5 - **Meeting Procedures** – Meetings of the Board of Directors, the Executive Committee, or any Standing or Special Committees shall be conducted in an open, orderly fashion and with proper decorum.

Article X: Staff

Section 1 – When economically practical, the Board may employ persons to manage the daily activities of the Chamber who shall act under the direction of the Board of Directors. Such personnel may include an Executive Director, Administrators, development specialists, Administrative Assistants, Accountants, Consultants whose work functions will be set forth in the resolution engaging such employees or consultants, and such office personnel as may be required and financially feasible. The Board shall create and maintain personnel policies and procedures and job descriptions and duties for any employee positions

Article XI: Committees

Section 1 – Purpose and Structure of Standing Committee – The Chamber’s regular activities shall be conducted through Standing Committees, the Chairpersons of which (with exception of the Nominating Committee) are appointed by the Board Chair with the consent of the Board of Directors at the re-organization meeting. With the exception of the Nominating Committee, Committee members are appointed by the Chairpersons of the respective Committees. Each committee should include a Director within its membership.

A. **Nominating Committee** – The Nominating Committee shall be responsible for identifying, evaluating, and recommending qualified candidates for election to the Board of Directors and officer positions of the Chamber. The Committee shall ensure that nominations reflect the diversity and interests of the Chamber's membership and uphold the Chamber's strategic goals.
B. **Marketing Committee** – The Marketing Committee develops and communicates promotional and marketing materials that clearly describe the Chamber's purpose and implements marketing programs that increase commerce for Chamber members.
C. **Membership Committee** – The Membership Committee evaluates existing Chamber services and develops new services in response to member needs.
D. **The Sunshine Committee** – The Sunshine Committee plays a vital role in member engagement, public relations, and community outreach. The committee shall consist of no less than 12 active members.
E. **Government Relations & Economic Development Committee** – The GREDC shall act as the liaison between the Chamber and various municipal, county, state, and federal officials, and shall regularly advise the Board and the membership of pending or newly-adopted laws or activities of significance and interest to the Chamber.
F. **Business Education Committee** – The Business Education Committee develops low-cost, high-quality seminars and workshops that benefit members. The workshops and seminars should be of a nature that strengthens the businesses by gaining new skills and knowledge.
G. **Finance Committee** – The Finance Committee ensures the overall financial well-being of the Chamber through preparation of budget and management, fiscal oversight and investments. The Finance Committee shall consist of at least 5 members, one of which is the Treasurer.
H. **Small Business Growth and Opportunity Committee** – Fosters a thriving small business environment by providing resources, support, and advocacy for local entrepreneurs. The Committee aims to empower small businesses through educational programs and strategic partnerships ensuring they have the tools and opportunity needed to succeed and contribute to the economic vitality of our community.

Section 2 – Committee Chairpersons – The Chairperson of each Standing Committee shall be a Chamber member "In Good Standing". (In Good Standing refers to a person, organization, or business that is complying with all required rules, standards and obligations of the Chamber) The Board Chair may not serve as chairperson of a Standing Committee without his or her consent. Any Board member who is also an officer may serve as the Chairperson of any Standing Committee.

Article XII: Special Committees

Section 1- Establishment and Duration – The Board of Directors may establish, from time to time, such Special Committees as it shall deem appropriate. Special Committees may be established for any purpose even if they partially duplicate the mission of a Standing Committee. No Special Committee shall exist for a period in excess of twelve (12) continuous months except upon affirmative vote of two-thirds of the Board of Directors.

Section 2 – **Chairperson and Members** – The Board Chair, with the consent of the Board of Directors, shall appoint the chairperson of each Special Committee at the time of its creation. The Chairperson shall be a member in good standing (as defined in Article IV, section 4). The Committee Chair shall appoint members of his or her committee from among the members of the Chamber, including at least one

Director. The Chair of the Board may not serve as the Chairperson of a Special Committee. Any member of the Board, including Board members who also serve as an officer, may be the chairperson of a Special Committee.

Article XIV: Finances

Section 1 - The fiscal year of the Chamber shall be January 1st to December 31st. The Board shall approve an annual budget. The Board shall annually appoint an audit committee. The finances shall be audited triennially by an independent auditor.

Article XV: Limitation on Liability

Section 1 – **Directors and Officers** – No Director of Officer serving with or without compensation, other than re-imbursement for actual expenses of the Chamber, shall be liable, and no cause of action may be brought for damages resulting from the exercise of judgment or discretion in connection with the duties or responsibilities of such Director or Officer, unless the act or omission involved willful or wanton conduct.

Section 2 – Person Serving Without Compensation – No person, who without compensation other than re-imbursement for actual expenses, who renders services to or for the Chamber, shall be liable, and no cause of action may be brought for damages resulting from an act or omission in rendering such services, unless the act or omission involved willful or wanton conduct.

Section 3 – **References to Willful or Wanton Conduct** – As used in this Article XII, "willful or wanton conduct" means a course of action which shows an actual or deliberate intention to cause harm or which, if not intentional, shows an utter indifference to or conscious disregard for the safety of others or their property.

Article XVI: INDEMNIFICATION

Section 1 – Indemnification in Actions other than by or in the Right of the Chamber – The Chamber shall indemnify any person who was or is party, or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Chamber) by reason of the fact that he or she is or was a Member, Director, Officer, or agent of the Chamber, or was serving at the request of the Chamber, as a member, director, officer, employee agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Chamber, and, with respect to any criminal action or proceeding , had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the Chamber or, with respect to any criminal action or proceeding, that the person had reasonable cause to believe that his or her conduct was lawful.

Section 2 – Indemnification in Actions by or in the Right of the Chamber

The Chamber shall indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Chamber to procure a judgment in

its favor by reason of the fact that such person is or was a Member, Director, Officer or agent of the Chamber, or is or was serving at the request of the Chamber as a member, director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney's fees) actually, and reasonably incurred by such person in connection with the defense or settlement of such action or suit, if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Chamber, provided that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the Chamber, unless, and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnify for such expenses as the court shall deem proper.

Section 3 – Right to Payment of Expenses

To the extent that a Member, Director, Officer or agent of the Chamber has been successful, on the merits or otherwise, in the defense of any action, suit or proceeding referred to in Sections 1 and 2 of this Article, or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses (including attorney's fees)) actually and reasonably incurred by such person in connection therewith.

Section 4 – Determination of Conduct

Any indemnification under Sections 1 and 2 of this Article (unless ordered by a court) shall be made by the Chamber only as authorized in the specific case, upon a determination that indemnification of the Member, Director, Officer or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Sections 1 and 2 of this Article. Such determination shall be made: (a) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (b) if such a quorum is not obtainable, or even if obtainable, if a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or (c) by the Members entitled to vote, if any.

Section 5 – Payment of Expenses in Advance

Expenses incurred in defending civil or criminal action, suit or proceeding may be paid by the Chamber in advance of the final disposition of such action, suit or proceeding, as authorized by the Board of Directors in the specific case, upon receipt of an undertaking by or on behalf of the Member , Director, Officer or agent, to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the Chamber as authorized in this Article.

Section 6 – Indemnification not Exclusive

The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any by-law, agreement, vote of Members or disinterested Directors, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Member, Director, Officer or agent, and shall inure to the benefit of the heirs, executors and administrators of such person.

Section 7 – Insurance

The Chamber may purchase and maintain insurance on behalf of any person who is or was a Member, Director, Officer, employee or agent of the Chamber, or who is or was serving at the request of the Chamber as a Member, Director, Officer, employee or agent of another Chamber, partnership, joint venture, trust or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of his or her status as such, whether or not the Chamber would have the power to indemnify such person against such liability under the provisions of this Article.

Section 8 – Notice to Directors

If the Chamber has paid indemnity or has advanced expenses under this Article to a Member, Director, Officer or agent, the Chamber shall report the indemnification or advance in writing to directors with or before the notice of the next meeting of the directors.

Section 9 – Reference to Corporations

For purposes of this Article, references to "the corporation" shall include, in addition to the surviving corporation, any merging corporation (including any corporation having merged with a merging corporation) absorbed in a merger which, if its separate existence had continued, would have had the power and authority to indemnify its members, directors, officers or agents, so that any person who was a member, director, officer or agent of such merging corporation, or was serving at the request of such merging corporation as a member, director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall stand in the same position under the provisions of this Article with respect to the surviving corporation as such person would have with respect to such merging corporation if is separate existence had continued.

Section 10 – Other References

For purposes f this Article, references to "other enterprises" shall include employee benefit plans: reference to "fines" shall include any excise taxes assessed on a person with respect to an employee benefit plan; and references to "serving at the request of the Chamber" shall include any service as a Member, Director, Officer, employee or agent of the Chamber which imposes duties ono or involved services for such Member, Director, Officer, employee or agent who with respect to an employee benefit plan, its participants or beneficiaries. A person who acted in good faith and in a manner he or she reasonably believed to be in the best interests of the participants and beneficiaries of an employee benefit plan shall be deemed to have acted in a manner "not opposed to the best interests of the Chamber" as referred to in this Article.

Article XVII: Amendments

These by-laws may be amended, altered, or repealed, in whole or in part, by two-thirds vote of the Board of Directors at any regular or special meeting, provided that written notice of the proposed changes shall have been given to each Director at least ten (10) days prior to the meeting at which the vote is to be taken. A reasonable synopsis of the amendment shall be made available at the request of the membership.

Article VIII: Dissolution

1. **Process**: Upon dissolution, the Chamber's assets shall be distributed to a nonprofit organization with a similar mission.

Article XIX: Effective Date of By-Laws

Bylaws of the Salem County Chamber of Commerce

These by-laws were adopted on _____at the Annual Meeting of the Chamber and supersede all previous by-laws. All matters relating to the Chamber activities or offices not consistent with these by-laws are hereby repealed.

In the year of first adoption, the Board of Directors shall be empowered to make reasonable adjustments concerning the election of Directors and Officers so as to provide for the intended effect of these by-laws while providing continuity of management.

By-Laws previously amended dates:

- December 8, 2003
- December 5, 2011
- December 11, 2013

SALEM COUNTY CHAMBER OF COMMERCE

Code of Conduct

As a Member of the Salem County Chamber of Commerce, I/we recognize that membership is a privilege and that a membership brings with it the responsibility to assure that all members understand and commit to the following membership undertaking.

The code of conduct shall, without limitation, require members to:

1. Conduct business and professional activities in a reputable manner so as to reflect honorably upon the business community.

2. Respect the reputation, profile and status of the Salem County Chamber of Commerce, its officers, Board and staff, and represent the Chamber accordingly.

3. Understand, support and promote the Mission and Vision of the Salem County Chamber of Commerce and co-operate with fellow members in the application of this Code of Conduct.

4. Whenever reasonably possible, participate in the functions and activities of the Chamber, and promote the enhancement of business growth within Salem County.

5. Observe the highest standards of ethics in rendering services and/or offering products for sale, based on the members' own knowledge and expertise.

6. Never employ any practices prohibited by law or seeking unfair advantage over fellow members as well as other businesses and organizations in general.

7. Refrain from publicly disparaging the business practices of fellow members

8. Never condone or engage in misrepresentation or unethical practices.

I/we also understand that the failure to adhere to the professional and personal obligations of the Salem County Chamber of Commerce, as outlined above, and defined in the Chamber Bylaws, can result in the termination of my/our membership.

_____

Board of Director Signature

_____

Date