

**BOROUGH  
OF  
TENAFLY,  
NEW JERSEY**

**Chamber of Commerce**

**By-Laws**

**As Amended and Adopted**

**March 30, 2023**

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# **Tenafly, New Jersey Chamber of Commerce** **By-Laws**

## **Article I** **General**

### **Section 1: NAME**

The organization is incorporated under the laws of the State of New Jersey, as a non-profit corporation under and by virtue of N. J. S. 15A:1-1 st seq. and is registered as **TENAFLY NJ CHAMBER OF COMMERCE, INC.** (“Chamber”).

### **Section 2: PURPOSE**

The Chamber is organized for the following purposes:

To represent the business community of Tenafly, New Jersey (“Tenafly”) in an ongoing effort to maintain and expand the business environment.

To act for and on behalf of the business community of Tenafly municipal affairs representing the interests of business people in Tenafly.

To favor legislation that is in the best interest of the business community at the municipal, county, state and national levels and to oppose legislation that is not in the best interest of the business community at the municipal, county, state and national levels.

To take whatever steps are deemed necessary to portray Tenafly as an attractive community that serves the needs of its businesses and professions.

To organize and sponsor various promotions to benefit the various businesses and professions in Tenafly and to give businesses in Tenafly the opportunity to establish relationships with their colleagues in the Tenafly community.

To engage in such other activity in order to advance and promote the above purposes and to engage in such other activity within the purposes for which corporations may be organized under the “NEW JERSEY NONPROFIT CORPORATION ACT” N.J.S. 15A-1-1, *et seq.*

### **Section 3: LIMITATION OF PURPOSES**

The Chamber shall observe all local, state and Federal laws that apply to non-profit Corporations.

**ARTICLE II**  
**Membership**

**Section 1: MEMBERSHIP**

The Chamber shall be composed of Members (each a “Member”).

**Section 2: MEMBERS**

Individuals, firms, corporations, associations or other business and/or professional organizations interested in the commercial, professional, industrial and civic progress and betterment of Tenafly, shall each be eligible for one membership in the Chamber, provided that they maintain or are the designated representative of a business, commercial or professional office in Tenafly.

**Section 3: APPLICATION FOR MEMBERSHIP**

Application for membership in the Chamber shall be via forms submitted on the Chamber’s website or in writing on forms provided for that purpose. Approval of membership shall be by the Board of Trustees (“Board”) at a meeting thereof. Any applicant so approved for membership shall become a Member upon payment of the regularly scheduled dues, where applicable, as provided in Section 4 of this Article.

**Section 4: DUES**

Dues shall be at such rate or rates, schedule or formula as may from time to time be prescribed by the Board, payable in advance. The dues for new Members approved for membership in the Chamber during the membership year shall be prorated as determined by the Board.

**Section 5: TERMINATION**

- A. Any Member may resign from the Chamber upon written request to the Board;
- B. Any Member shall be expelled by the Board by a two-thirds vote for non-payment of dues after ninety (90) days from the date due, unless otherwise extended for good cause;

- C. Any Member shall be expelled by the Board by a sixty (60%) percent vote of the Board, at a regularly scheduled meeting thereof, for conduct unbecoming a member or prejudicial to the aims or repute of the Chamber.

**Section 6: VOTING**

- A. Regular and Special Membership Meetings. During each regular and each special membership meeting, each Member shall be entitled to cast one (1) vote. Any Member may participate in each regular and each special membership meeting by electronic means provided all persons can hear all other persons participating in the meeting at the same time and each Member has the ability to propose, object to, and vote upon a specific action to be taken by the membership.
- B. Board Meetings. During each Board meeting, each Trustee shall be entitled to cast one (1) vote. Any Trustee may participate in any Board meeting by electronic means provided all persons can hear all other persons participating in the meeting at the same time and each Trustee has the ability to propose, object to, and vote upon a specific action to be taken by the Board.

**Section 7: VOTING BY PROXY**

- A. Any Member may nominate an individual whom the Member desires to exercise that Member's right to vote, by written application subject to approval by the Board.
- B. Any Trustee may nominate an individual whom the Trustee desires to exercise that Trustee's right to vote, by written application, subject to approval by the Board.

**ARTICLE III**  
**Meetings**

**Section 1: ANNUAL MEETING**

The Annual Meeting of the Chamber, in compliance with State law, shall be held during January of each year.

**Section 2: ADDITIONAL MEETINGS**

- A. General meetings of the Chamber shall be set forth on the Chamber's website.
- B. Special meetings shall be called by the President at any time, or upon petition in writing of any nine (9) Members. Notice of special meetings shall be communicated in writing to all Members at least five (5) days prior to such

meetings and such notice shall contain the time, place and general description of the purpose.

- C. Board meetings shall be set forth on the Chamber's website and special Board meetings may be called by the President or by the Board upon written application of three (3) Trustees. Notice (including the purpose of the meeting) shall be given to all Trustees at least two (2) days prior to said meeting.
- D. Committee meetings may be called at any time by the President, Vice President, a majority of the Board, or by the Committee's Chairperson. Notice of Committee meetings shall be given to all committeepersons at least three (3) days prior to said meeting.
- E. Except for Special Meetings, the time and place of all meetings (including the Annual Meeting), shall be fixed by the Board and notice given to all of the Members by email at least ten (10) days before said meeting.

### **Section 3: QUORUMS**

- A. At the Annual Meeting and at all general and special meetings of the Chamber, twenty (20%) percent of Members shall constitute a quorum.
- B. At every Board meeting, forty (40%) percent of the Trustees shall constitute a quorum.
- C. At all committee meetings, a majority of the Members appointed to the Committee shall constitute a quorum.

### **Section 4: NOTICES, MINUTES**

Notice of all meetings shall be given pursuant to the time periods set forth in Article III, section 2 of these By-Laws, by e-mail unless otherwise stated. Minutes shall be prepared of the proceedings of all the meetings.

### **Section 5: ORDER OF BUSINESS**

The order of business at meetings of the Chamber shall include, but not be limited to, the following:

- A. Meeting called to order
- B. Acceptance of Proxies
- C. Acceptance of the Minutes from prior meetings
- D. Correspondence and Announcements
- E. Officer and Committee reports, if any
- F. Any unfinished business
- G. Any new business

- H. Address or other program feature, if any
- I. Adjournment.

## **ARTICLE IV**

### **Board of Trustees**

#### **Section 1: BOARD OF TRUSTEES**

- A. The government and policy-making responsibilities of the Chamber shall be vested in the Board of Trustees, which shall control its property, be responsible for its finances and direct its affairs and business.
- B. Starting at the Annual Meeting in January, 2025, the Board shall be composed of at least seven (7) members and not more than nine (9) members (each a "Trustee"). Each Officer set forth in Article V of these By-Laws shall be a Trustee. The Trustees shall be elected at every other year (in the years ending with odd numbers) for two (2) year terms. Any Trustee having three (3) unexcused consecutive absences from a regular or special meeting of the Board may be asked to resign by a majority of the Board present. The replacement of such Trustee shall be made by a majority of the Board present.

#### **Section 2: VACANCIES**

The Board shall fill any vacancies occurring in the membership of the Board.

#### **Section 3: POLICY**

The Board is responsible for establishing procedure and formulating policy of the organization. It is also responsible for adopting all policies of the organization.

## **ARTICLE V**

### **Officers**

#### **Section 1: DETERMINATION OF OFFICERS**

The officers of the Chamber shall be a President, a Vice President, a Secretary and a Treasurer. All officers shall take office on the date of the Annual Meeting (or as soon thereafter as reasonably possible) and shall serve for a term of two (2) years or until their successors assume the duties of office. An officer shall be limited to three (3) consecutive two (2) year terms in each office.

#### **Section 2: DUTIES OF OFFICERS**

- A. **President** The President shall serve as the chief elected officer of the Chamber and shall preside at all meetings of the membership and Board and shall perform

such other duties as ordinarily pertain to the office of the President. The President shall determine all committees, select all committee chairpersons, and assist in the selection of committee personnel, all subject to the approval of the Board.

- B. **Vice President** The Vice President shall exercise the powers and authority and perform the duties of the President in the absence or disability of the President. The Vice President shall perform such duties as may be assigned from time to time by the President or Board.
- C. **Secretary** The Secretary shall serve as Secretary to the Board and cause to be prepared notices, agendas and minutes of the meeting of the membership and of the Board. The Secretary shall be the administrative officer of the Chamber and shall carry out such administrative tasks as shall be assigned by the President or Board.
- D. **Treasurer** The Treasurer shall be responsible for the safeguarding of all funds received by the Chamber and for their proper disbursement. Such funds shall be kept on deposit in financial institutions, or invested in a manner approved by the Board. The Treasurer shall cause a financial report to be made at regular meetings of the Board. The Treasurer shall be responsible for the preparation of an operating budget, subject to the approval of the Board. The Treasurer shall disburse funds of the Chamber only as authorized by the Board.

### **Section 3: VACANCIES**

In case of vacancy in the office of President, the Vice President shall fill the vacancy. The Board shall fill any other vacancies occurring in any of the offices.

## **ARTICLE VI Election of Officers and Trustees**

- A. The President shall form a nominating committee to recommend a slate of Trustees and Officers.
- B. The nominations will be presented to the membership at least ten (10) days prior to the Annual Meeting.
- C. The nominees presented by the nominating committee shall be placed on a ballot in alphabetical order under each office and shall be voted for at the Annual Meeting.
- D. **Competing Slate.** A competing slate of nominees for some or all Trustees and/or Officers may be proposed by petition signed by twenty-five (25%)



percent of the Members. The competing slate must be submitted to the Secretary at least five (5) days before the Annual Meeting and distributed to the membership at least three (3) days before the Annual Meeting. Should a competing slate be proposed each position will be voted on confidentially, and the contested portion of the election shall be managed and overseen by an outside entity or individual as designated by the Board.

- E. There shall be no nominations from the floor during Annual Meetings.
- F. The candidates for Trustee and for President, Vice President, Secretary and Treasurer receiving a majority the votes of the Members shall be declared elected to the respective offices.

## **ARTICLE VII**

### **Committees**

#### **Section 1: EXECUTIVE COMMITTEE**

- A. The Executive Committee shall consist of the Officers and no more than two (2) other members chosen from and elected by the Board for two (2) year terms. The President shall be the Chairman of the Executive Committee.
- B. The Executive Committee shall conduct routine business between meetings of the Board, organize materials, recommend policies and resolutions and suggest agendas to the Board. The Executive Committee shall have and may exercise all the authority of the Board, except that the Executive Committee shall not have the authority to do any of the following:
  - a. Make, alter or repeal any By-Laws of the Chamber;
  - b. Elect or appoint or remove any Officer or Trustee;
  - c. Amend or repeal any resolution previously adopted by the Board.
- C. Actions taken at the meeting of the Executive Committee shall be reported to the Board no later than at the Board's next meeting following the Executive Committee's meeting.
- D. The Executive Committee shall meet on call of its Chairman as often as the interest of the Chamber may require, or at the request of the majority of its members. A majority of members of the Executive Committee shall constitute a quorum and any act of a majority attending any duly

convened meeting at which there is a quorum shall be the act of the Executive Committee.

- E. Any vacancy in the Executive Committee may be filled for the full unexpired term at any meeting by the Board.

## **Section 2: OTHER COMMITTEES**

In addition to the Executive Committee, the President, by and with the approval of the Board, may appoint such committees and their chairpersons as deemed necessary to carry out the programs of the Chamber. Committee appointments shall be at the will and pleasure of the President and shall serve concurrent with the term of the appointing President, unless a different term is approved by the Board.

## **ARTICLE VIII Dissolution**

### **Section 1: PROCEDURE**

On dissolution of the Chamber any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific or philanthropic organizations to be selected by the Board as defined in the IRS Section 501(c), (3), as may be from time to time amended.

## **ARTICLE IX Parliamentary Authority**

### **Section 1: PROCEDURE**

The current edition of Roberts Rules of Order shall be the final source of authority in all questions of parliamentary procedures when such rules are not consistent with the charter of the Tenafly Chamber of Commerce, Inc.

## **ARTICLE X Amendments**

The By-Laws of the Chamber may be amended at any regular or special meeting by a two-thirds (2/3) vote of all of the Trustees, provided that a statement of the proposed change shall have been given in the notification of the meeting at which time the vote as to any proposed change in the By-Laws is to be taken.

## **ARTICLE XI**

### **Construction**

Upon all questions of construction of these By-Laws, the decision of a majority of the Trustees shall control.

## **ARTICLE XII**

### **Conflicts Of Interest Policy**

In no event, shall Board members accept any remuneration or perks from organizations providing services to the Board or served by the Board.

## **ARTICLE XIII**

### **Contracts, Loans, Banks, Checks, And Investments**

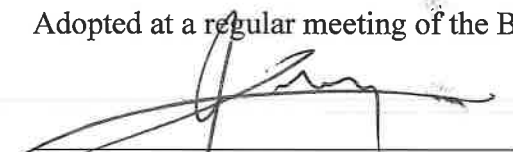
- A. **Contracts.** The Board, except as otherwise provided in these By-Laws, may authorize any Officer or agent of the Chamber to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the Chamber. Such authority may be general or confined to a specific instance. Except as otherwise provided in these By-Laws and unless authorized by the Board pursuant to this Section A, no Officer, agent or employee shall have any power or authority to bind the Chamber to any contract or engagement, or to pledge its credit, or render it liable pecuniarily, for any purpose or for any amount.
- B. **Loans.** The Chamber shall not borrow money, whether by issuing notes, bonds, arranging a line of credit, or otherwise, except with the approval of the Board.
- C. **Banks; Checks.** The Board shall from time to time and as necessary select such banks or depositories as it shall deem proper for the funds of the Chamber. The Board shall determine who shall be authorized from time to time on the Chamber's behalf to sign checks, drafts or other orders for the payment of money. Checks and other disbursements are to be signed by any two (2) of the Members appointed by the Board.
- D. **Investments.** The funds of the Chamber may be retained in whole or in part in cash, or may be invested and reinvested from time to time in such property, real, personal or otherwise, or stocks, bonds or other securities, or otherwise accessed and used as authorized by the Board.


**ARTICLE XIV**  
**Indemnification**

- A. The Chamber shall indemnify, defend and save harmless each of its Trustees and each of its Officers, who was or is a 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, whether by or in the right of the Chamber or not, in a manner and to the fullest extent now or hereafter permitted by the Not-For-Profit Corporation Law of the State of New Jersey.
- B. Every reference in this Article XIV to Trustees and Officers shall include every Trustee and Officer thereof and every former Trustee and Officer thereof. The rights of indemnification, defense and save harmless herein provided for shall be in addition to any and all rights to which any Trustee or Officer otherwise might be entitled, and the provisions hereof shall neither impair nor adversely affect such rights.

**END OF DOCUMENT**

Adopted at a regular meeting of the Board of Trustees on March 30, 2023

  
Jonathan Krieger, Pres.

  
Jennifer Jackson, Sec.