

# OAKLAND COMMUNITY OF COMMERCE BY-LAWS

## ARTICLE I - NAME & PURPOSE

### Section 1 NAME

This organization shall be known as the Oakland Community of Commerce.

### Section 2 PURPOSE

The Oakland Community of Commerce is organized to achieve the objectives of: Promoting business and community growth and development by: promoting economic programs designed to strengthen and expand the income potential of all business within the trade area; promoting programs of a civic, social and cultural nature which are designed to increase the functional and aesthetic values of the community; and discovering and correcting abuses which prevent the promoting of business expansion and community growth.

### Section 3 AREA

The geographic area covered shall not be limited exclusively to Oakland, NJ.

A. Full Membership will be limited exclusively to businesses within and outside the borders of Oakland, NJ as described in ARTICLE II, SECTION I-A.

B. Associate Membership will be extended to businesses both within and outside of the borders of Oakland, NJ as described in ARTICLE II, SECTION I-B.

## ARTICLE II - MEMBERSHIP

### Section I ELIGIBILITY

A. **Member:** Any association, corporation, partnership, sole proprietorship, LLC, or estate that does business and any individual shall be eligible to apply for membership and shall be hereinafter referred to as a "member." Individuals who have a proprietary interest in a corporation, partnership, sole proprietorship, LLC or association may join as individuals only if the organization they represent is first a member and any resident of Oakland, NJ who has a business outside of Oakland, NJ will be referred to as a "member".

B. **Associate Member:** Any association, corporation, partnership, sole proprietorship, LLC, estate municipal organization, quasi municipal organization and governmental subdivisions of the State which reside outside of this geographic area and support the purpose and objectives of the organization shall be eligible to apply for an associate membership, and shall hereinafter be referred to as an "associate member".

### Section 2 ELECTION

Applications for membership shall be in writing, on forms provided for that purpose, and signed by the applicant. The Membership Committee (or designated individual) shall review all applications and submit them to the Nominating Committee with a recommendation. Election of members and associate members shall be by the Board of Directors at any meeting thereof. Any applicant so elected shall become a member or associate member upon payment of the regularly scheduled dues as provided in Section 5 of Article II.

**Section 3 TERMINATIONS (RESIGNATION, EXPULSION, AND DELINQUENCY)**

A. Any member may resign from the Oakland Community of Commerce upon written request to the Board of Directors.

B. Any member shall be expelled by the Board of Directors by a two-thirds vote for nonpayment of dues as determined by Oakland Community of Commerce credit and collection policies for nonpayment of dues.

C. Any member may be expelled by a two-thirds vote of the Board of Directors, at a regularly scheduled meeting thereof, for conduct unbecoming a member or prejudicial to the aims or repute of the Oakland Community of Commerce, after notice and opportunity for a hearing are afforded the member complained against.

**Section 4 HONORARY MEMBERSHIP**

Distinction in public affairs shall confer eligibility to honorary membership. Honorary members shall have all the privileges of members, except the right to vote, and shall be exempt from payment of dues. The Board of Directors shall confer or revoke honorary membership by a majority vote.

**Section 5 DUES**

Membership dues, including associate membership dues shall be at such a rate or rates, schedule or formula as may be from time to time prescribed by the Board of Directors, payable annually in advance, unless otherwise approved by the Board of Directors.

**Section 6 VOTING**

A. **Member:** In any proceeding in which voting by members is called for, each member in good standing shall be entitled to cast one vote.

B. **Associate Member:** Associate members shall be non-voting members in any proceedings in which voting is permitted by members. Associate members shall not be a member of the Board of Directors, an officer or be Chairman of committee.

**Section 7 EXERCISE OF PRIVILEGES**

Any member may designate any individual to exercise the privileges of membership and shall have the right to change its designee upon written notice.

**Section 8 ORIENTATION**

At regular intervals, orientation on the purpose and activities of this organization shall be conducted for the following groups: new directors, officers and directors, committee leaders, committees, new members and associate members. A detailed outline for orientation of each of these groups shall be a part of this organization's procedures manual.

**ARTICLE III - BOARD OF DIRECTORS**

**Section I COMPOSITION, TERM AND RESPONSIBILITY OF THE BOARD, CONDUCT**

The Board of Directors shall be composed of 18 elected members, one-third of whom (6) shall be elected annually to serve for three (3) years, or until their successors are elected and have qualified, plus the three most recent past-chairs and the executive director of the Oakland Community of Commerce for a total of 22 board members. Directors may not serve consecutive terms unless they are either nominated and elected to an officer position or were elected to fill a vacancy on the Board of Directors pursuant to

Article III, Section 3, in which even the Director may serve as a director for both the unexpired term so elected and an additional full term following the unexpired term.

Any director may resign from the Board of Directors upon written request to the Chairman of the Board of Directors.

## **Section 2 SELECTION AND ELECTION OF DIRECTORS AND OFFICERS**

A. **Nominating Committee**: By August 1, the Chair of the Board shall appoint, subject to approval by the Board of Directors, a Nominating Committee of not less than three members of the Oakland Community of Commerce. The Chair of the Board shall designate the Chair of the committee.

B. **Nominations**: The nominating committee shall submit a full slate of proposed directors and officers from the executive board to the Board by the October Board meeting.

C. **Election of Directors**: The Directors shall be elected by the general membership by ballot. A ballot, listing all nominees plus space for write-in candidates, shall be e-mailed to each Oakland Community of Commerce member in good standing by November 15. Ballots returned by December 1 shall determine the elected directors. The number of nominees corresponding with the number of Directors to be elected who receive the highest number of the Directors to be elected who receive the highest number of votes shall be declared elected and shall take office during the Annual Directors Meeting held between December 15 to 31.

D. **Seating of New Director**: All newly elected and appointed Board Members shall be seated at the January Board meeting and shall be participating members thereafter. Retiring directors shall continue to serve until the end of the program year.

E. **Indemnification**: The Oakland Community of Commerce may, by resolution of the Board of Directors, provide for indemnification by the Oakland Community of Commerce of any and all current or former officers, directors and employees against expenses actually and necessarily incurred by them in connection with the defense of any action, suit, or proceeding in which they or any of them are made parties, or a party, by reason of having been officers, directors or employees of the Oakland Community of Commerce, except in relation to matters which such individuals shall be judged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability for negligence or misconduct.

F. **Election of Officers**: The nomination committee shall submit a full slate of proposed officers from existing Board of Directors. Officers shall be elected by the directors at the Annual Directors Meeting by a majority vote. All officers shall serve for a term of one year or until their successors assume the duties of the office, and they shall be a voting member of the Board of Directors. The Chairman of the Board may serve consecutive terms, if so elected.

## **Section 3 ATTENDANCE AND VACANCIES, BOARD AND OFFICERS**

Directors must support the purpose, goals, and objectives of the Oakland Community of Commerce. Directors are expected to attend all twelve regularly scheduled meetings of the Board of Directors. Failure to attend at least nine of such meetings in any calendar year can result in dismissal from the Board, at the discretion of a majority of the Executive Committee. Members who will be absent from the monthly meeting of the Board will so notify the Oakland Community of Commerce Chairman not later than the day prior to the meeting.

Each Director will serve on at least one committee. All members of the Board of Directors are reminded that each serves as a "membership committee of one" and, as such, are encouraged to sponsor new members and proudly make the benefit of membership known to others.

Every member of the Board of Directors will promote and strengthen the relationship between the Oakland Community of Commerce and its members by maintaining communication with its members and responding to their needs.

All members of the Board of Directors are encouraged to participate in the various functions of the Oakland Community of Commerce. In recognition of those Oakland Community of Commerce members and Directors who serve the organization with outstanding commitment; Participation and Sponsorship Awards will be awarded annually at the Annual Awards Dinner.

The Board of Directors is responsible for establishing procedure, formulating and adopting policy, and directing finances of the Oakland Community of Commerce. Policies and procedures, as maintained in the Policy Manual, must be reviewed and revised periodically, as necessary and must support the main goals and objectives of the Oakland Community of Commerce.

#### **Section 4 CONDUCT POLICY**

All active members of the Oakland Community of Commerce shall strive to conduct their business and professional activities in a reputable manner so as to reflect honorably upon the business community and to respect the reputation, profile and status of the Oakland Community of Commerce. Members shall strive to refrain from publicly disparaging the business practices of fellow members and refrain from condoning or engaging in misrepresentation or unethical practices or engaging in any practices prohibited by law or seeking an unfair advantage over fellow members.

### **ARTICLE IV - OFFICERS**

#### **Section 1 ELECTION AND TERMS OF OFFICERS**

See Article III. Section 2.B. and 2.D.

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

A. **Chair**: The Chair of the Board shall serve as the chief elected officer of the Oakland Community of Commerce and shall preside at all meetings of the Membership, Board of Directors and Executive Committee.

B. **Vice Chair**: The duties of the Vice Chairs shall be such as their titles by general usage would indicate, and such as required by law, as well as those that may be assigned by the Chair of the Board and Board of Directors. They will also have under their immediate jurisdiction all committees pertaining to their general duties.

C. **Treasurer**: The Treasurer shall be responsible for the safeguarding of all funds received by the Oakland Community of Commerce and for their proper disbursement. Such funds shall be kept on deposit in financial institutions, or invested in a manner approved by the Board of Directors. Checks are to be signed by the Treasurer of the Executive Officer. The Treasurer shall cause a monthly financial report to be made to the Board.

D. **Secretary**: The Secretary shall be responsible to the Board of Directors, and cause to be prepared notices, agendas, and minutes of meetings of the Board. The Secretary shall serve as advisor to the Chair of the Board and shall carry out the duties specified by the Board of Directors. The Secretary shall be a voting member of the Board of Directors, the Executive Committee and all committees.

## **ARTICLE V - COMMITTEES**

### **Section 1 EXECUTIVE COMMITTEE**

There shall be an executive Committee made up of the Chairman of the Board, the Vice-Chairmen, Treasurer, Secretary, Immediate Past Chairman and one member of the Board of Directors, who shall be elected by the other members of the Executive Committee. The Committee shall act for and on behalf of the Board of Directors when the Board is not in session, but shall be accountable to the Board for its actions.

### **Section 2 STANDING COMMITTEES**

There may be established Standing Committees such as Nominating, Budget and Finance, Annual Dinner, Legislative, Membership and Economic Development. The members of such Committees shall be selected by the Chairman of the Board as provided in Article IV Section 2.A. and shall be comprised of no less than three members each, with the Chairman of each being a director.

### **Section 3 OTHER COMMITTEES**

The Chairman of the Board shall have the power to appoint and discharge special committees at any time and designate the Chairman of such committees.

### **Section 4 WEBSITE COMMITTEE**

The purpose of the Website Committee is to enhance communication, by providing open access to timely, accurate and useful information about the Oakland Community of Commerce through its website [www.thinkoakland.org](http://www.thinkoakland.org). The Website Committee consists of up to four (4) active Oakland Community of Commerce members. All members must be in good standing. One member will be a current member of the Board of Directors of the Oakland Community of Commerce. The Board member will co-chair the committee. New committee members will be invited by soliciting the Board and the membership for possible candidates to serve. Although there is no term limit, committee members are required to serve the committee for an initial term of 3 years.

### **Section 5 MEMBERSHIP COMMITTEE**

The Membership Committee is focused on bringing new members into the Oakland Community of Commerce, making them feel welcome and helping them recognize the benefits their business will experience as a result of their membership. The Membership Committee will consist of up to four (4) active Oakland Community of Commerce members. All members must be in good standing. One member will be a current member of the Board of Directors of the Oakland Community of Commerce. The Board member will co-chair the committee. Members of the committee are available to answer questions about membership cost and benefits. Individuals on the membership committee are always on the lookout for new business in the area served by the Oakland Community of Commerce and often will go to new businesses and welcome the owners into the community and invite them to explore the many benefits the Oakland Community of Commerce has to offer. The members of this committee assist new and existing members in getting the most out of their membership and finding the most beneficial ways a member can connect with other members to establish professional contacts.

### **Section 6 COMMUNITY EVENTS COMMITTEE**

The Community Events Committee provides and assists in the planning of all special events and fund-raising efforts to support the Oakland Community of Commerce. The Community Events Committee will consist of up to eight (8) active Oakland Community of Commerce members. All members must be in good standing. One member will be a current member of the Board of Directors of the Oakland Community of Commerce. The Board member will co-chair the committee. They assist in planning,

coordinating and implementing programs that focus on promotion of networking and cultural and recreational enrichment of the Borough of Oakland.

**Section 7 AUTHORITY OF STANDING AND OTHER COMMITTEES**

It shall be the function of the committee to make investigations, conduct studies of hearings, make recommendations, and to carry on such activities as may be delegated to them by the Board. No action by any member, associate member, committee, Director, or Officer shall be binding upon, or constitute an expression of, the policy of the Oakland Community of Commerce until it shall have been approved or ratified by the Board of Directors.

**ARTICLE VI - MEETINGS**

**Section 1 ANNUAL MEETING OF ORGANIZATION**

The annual meeting of the organization shall be held on such a date and place as designated by the Board of Directors.

**Section 2 SPECIAL MEETINGS OF ORGANIZATIONS**

Special meetings of the organization may be called by the Board of Directors or on written request of 10 members in good standing. Notice of special meetings must be mailed at least 7 days preceding said meeting date.

**Section 3 QUORUM FOR ORGANIZATION MEETINGS**

At annual and special meetings of the organization, 20 members shall constitute a quorum.

**Section 4 REGULAR BOARD OF DIRECTORS MEETINGS**

The Board of Directors shall meet regularly.

**Section 5 SPECIAL BOARD OF DIRECTORS MEETINGS**

A special meeting of the Board of Directors may be called at any time by the Chairman of the Board or by three (3) Directors. The call of a special meeting shall be issued to each Director not later than twenty-four (24) hours preceding the meeting stating the purpose of the meeting.

**Section 6 QUORUM FOR DIRECTORS MEETINGS**

At all meetings, one-third of the Board of Directors (7) shall constitute a quorum.

**Section 7 PARLIAMENTARY PROCEDURE**

All meetings of the Oakland Community of Commerce shall be conducted under Roberts Rules of Order.

**ARTICLE VII - FINANCES**

**Section 1 FUNDS**

All money paid to the Oakland Community of Commerce shall be placed in a general operating fund unless otherwise designated by the Board of Directors.

**Section 2 DISBURSEMENTS**

Upon approval of the budget by the Board of Directors, the Treasurer is authorized to make disbursements on accounts and expenses provided for in the budget without additional approval of the Board of Directors. Disbursement shall be made by check or online bill payment.

**Section 3 FISCAL YEAR**

The fiscal year of the Oakland Community of Commerce shall be the calendar year.

**Section 4 BUDGET**

The Executive Committee shall present the budget for the coming year to the Board of Directors for approval.

**Section 5 ANNUAL FINANCIAL REVIEW**

The accounts of the Oakland Community of Commerce shall be reviewed annually as of the close of business on December 31 by a public accountant. The review shall at all times be available to members and associate members of the organization within the offices of the Oakland Community of Commerce.

**Section 6 BONDING**

The Treasurer, and such other Officers the Board of Directors may designate, shall be bonded by a sufficient fidelity bond in the amount set by the Board and paid for by the Oakland Community of Commerce.

**ARTICLE VIII - DISSOLUTION**

**Section 1 PROCEDURE**

The Oakland Community of Commerce shall use its funds only to accomplish the objectives and purposes specified in these by-laws and no part of said funds shall inure, or be distributed, to the members or associate members of the Oakland Community of Commerce. On dissolution of the Oakland Community of Commerce, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific or philanthropic organized and qualified charitable, educational, scientific or philanthropic organizations to be selected by the Board of Directors as defined in IRS Section 501 (c) (6).

**ARTICLE IX - AMENDMENTS**

**Section 1 APPROVAL**

The by-laws may be amended by an affirmative vote of 2/3 of the members of the Board of Directors present at any duly called and constituted meeting of the Board of Directors.

**Section 2 NOTICE**

Any proposed amendment to the by-laws shall be submitted to the Board of Directors in writing by US mail or by delivery in person at least 30 days in advance of that meeting at which said amendment is to be considered. The notice shall include the exact text of the proposed amendment, and the date, time and place of that meeting at which the amendments shall be considered.