

BYLAWS
of The
New Oxford Industrial Development Corporation
also DBA New Oxford Area Chamber of Commerce

Article I: Name and Object

Section 1: The Corporation shall be named, know and styled as: The New Oxford Industrial Development Corporation. The organization will make use of a fictitious name, the New Oxford Area Chamber of Commerce, hereinafter known as the “Chamber”; to promote the good will which is associated with that name’s long history of service.

Section 2: The purposes of this Chamber is to advance, promote, attract, stimulate, rehabilitate and revitalize commercial, industrial, civic, retail, construction, and manufacturing interests in and around the Borough of New Oxford, Adams County, Pennsylvania and to qualify as an “industrial development agency” under the Pennsylvania Industrial Development Authority Act, 1956, May 17 P.L. (1955) 1609, 1, et. seg. The Chamber does not contemplate monetary gain or profit, incidental or otherwise, to its members.

Section 3: The Chamber shall not undertake any activity which conflicts with the purpose for which industrial development agencies are created, namely those listed in Section 2 of this Article.

Section 4: The Chamber shall observe all local, state and federal laws which apply to nonprofit organizations as defined in Section 501(c)(6) of the Internal Revenue Code, and shall be nonpartisan, nonsectarian, and shall neither take part in, nor lend its support to, the election or appointment of any candidates for public office.

Section 5: The Chamber shall have a seal, upon which shall be inscribed the name of the Chamber, the year of its creation, and the words “Incorporated Commonwealth of Pennsylvania”.

Article II: Board of Directors

Section 1: The government of the Chamber and the direction of its work shall be vested in a Board of Directors, hereinafter known as the “Board”. The Board shall consist of nine (9) to twelve (12) members, plus one individual from the New Oxford Borough Council as noted in Section 2 of this article, and one (1) optional student member. The optional student member Board position will not have a voting status. Elected Board members shall serve a term of three (3) years, after the conclusion of the (3) year term they are immediately eligible for re-election to an additional term with no limit on the number of consecutive terms. The Board shall have the ability to fill Board vacancies created by a resignation. Those appointed by the Board to fill vacancies shall remain on the Board until the end of the calendar year. They may adopt rules for conducting the business of the

Board. They shall meet at such time and place as will be determined by them.

Section 2: The Mayor of New Oxford, the President of Borough Council, or one (1) member designated by the Council, shall have the option to serve on the Board during their term of office with full voting rights.

Section 3: The Board and up to five (5) alternates shall be elected at the annual reorganization meeting of the Chamber or at a special meeting called for that purpose.

Section 4: A nominating committee of not less than three (3) members shall be appointed by the Chamber President thirty (30) days prior to the election. Their duty shall be to nominate from the membership of the Chamber at least one (1) nominee for each vacancy. The nominating committee shall file a list of the nominees recommended with the Secretary not later than fifteen (15) days before election. Other nominations than the ones recommended by the nominating committee may be made by any member from the floor, or by filing the name of the nominee with the Secretary within three (3) days of the annual meeting. The nominating committee for the student member will come from the High School where the student is enrolled. Only one (1) nomination from each school is permitted. In the event multiple nominations are received by the Board, the date of receipt of the nomination to the Board will be the deciding factor.

Section 5: The President shall appoint a committee of three judges who are not members of Board or candidates for election, who shall have supervision of the election until the results are ascertained.

Section 6: The newly elected Board members shall sit on the Board, without vote, during reorganization and transition period until their term begins on January 1. With the exception of Article III, Section 1 and Article VIII, Section 2. In the event a Board Member has three consecutive absences without obtaining an Alternate as provided in Article XII, Section 2, without showing reasonable efforts to contact and obtain an Alternate, then, barring extenuating circumstances, the President will declare a Board vacancy in regard to that Board Member's seat.

Article III: Officers

Section 1: At the joint meeting of the existing and the newly elected Board, the newly elected Board and those members remaining on the Board after January 1 of the new year shall elect their new officers for the following year --- President, Vice-President, Secretary and Treasurer. The joint meeting will be at the November regular Board meeting. This election, following a nomination and second, will be conducted by ballot.

Section 2: The President shall preside at all meetings of the Chamber and of the Board and perform all duties incident to this office. The President, subject to the approval of the Board, shall appoint all ad hoc and subcommittees and shall be an ex-officio member of those committees.

Section 3: The Vice President shall act in the absence of the President. In the absence of both the President and Vice President, a member of the Board shall be chosen to act temporarily.

Section 4: The Secretary shall conduct the official correspondence, preserve all books, documents, and communications, keep books of account and maintain an accurate record of the proceedings of the Board and general membership meetings.

Section 5: The Treasurer shall receive and disburse the funds of the Chamber in accordance with Article IV. The Treasurer will make monthly reports to the Board.

Article IV: Finances

Section 1: No disbursements will be made unless a proper invoice is received from the party being reimbursed.

Section 2: All disbursements shall be made by check, which shall be signed by the Treasurer and countersigned by the Secretary (or President or Vice President, if Secretary is not available), electronic transfer with an acceptable approval process (requiring involvement by 2 signers), or by credit card with prior approval of the President or Vice President.

Section 3: The Treasurer will not disburse, nor will the Board authorize, any single expenditure for any one project in excess of five thousand dollars (\$5,000.) without general membership approval.

Section 4: The funds of the Chamber and the IDC Committee will remain in separate accounts.

Section 5: The Chamber and the IDC Committee shall obtain the minimum level of financial statement service(s) as required by applicable external authorities. The account balances should be adjusted by a competent party, either external or internal, annually. The Board can, if it deems it necessary, order a full audit by majority vote.

Section 6: Specific processes and procedures shall be identified in the Finances Policy and Procedure and will be maintained and updated by the Treasurer, and approved by the Board

Article V: Location

Section 1: The principal office of this Chamber shall be located in the New Oxford area served by the Chamber.

Article VI: Meetings

Section 1: The Board shall provide for holding meetings whenever it may be considered necessary or desirable, but at least once per month. This is with the possible exceptions of August and December, for which the Board shall determine no later than the end of the prior month's Board Meeting, whether there is sufficient business to warrant a meeting in those months.

Section 2: The Board shall call a membership meeting upon petition signed by not less than ten (10) percent of the members.

Section 3: The reorganization meeting of the Chamber shall be held at the October regular meeting, at a time and place to be determined by the Board.

Section 4: The Board shall hold those monthly meetings as identified in the "General Chamber Guidelines" with allowances made for inclement weather (See Section 11 of this Article). The day of the month, time, and place is determined as necessary by a majority-plus-one vote of the board members in attendance and will begin the month following a successful vote.

Section 5: Whenever written notice is required to be given to any person under the provisions of the Articles, these Bylaws, or the Pennsylvania Nonprofit Corporation Law of the 1988, as amended, it may be given to such person, either personally or by sending a copy thereof by first class mail, postage prepaid, email or by facsimile, to his or her address or facsimile number supplied by him or her to the Chamber for the purpose of notice. If the notice is sent by mail it shall be deemed to have been given to the person entitled thereto when deposited in the United States mail. A notice of meeting shall specify the place, day and hour of the meeting and any other information required by applicable law or these Bylaws.

Section 6: When a meeting is adjourned, it shall not be necessary to give any notice of the adjourned meeting or of the business to be transacted at an adjourned meeting, other than by announcement at the meeting at which such adjournment is taken.

Section 7: When any written notice is required to be given under the provisions of the Articles, these Bylaws, or the Pennsylvania Nonprofit Corporation Law of 1988, as amended, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Section 8: Attendance of a person at any meeting shall constitute a waiver of notice of such meeting, except where a person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or convened.

Section 9: Whenever the language of a proposed resolution is included in a written notice of a meeting, the meeting considering the resolution may without further notice adopt it with such clarifying or other amendments as do not enlarge its original purpose.

Section 10: One or more persons may participate in a meeting of the Board or of a committee of the Board by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting.

Section 11: In the event of inclement weather and the simultaneous need to complete pressing matters, an email meeting can be invoked by the president in the place of a regular board meeting. Business would be confined to pressing matters only. Non-pressing business will be held over to the next standard Board meeting. Standard quorum requirements would still apply.

Section 12: A vote by electronic mail will be allowed at any time on business deemed critical for the continuance of the Chamber (i.e. business that cannot wait until the next official Board Meeting). The matter on which there is to be a vote would be send out by the Chamber President or their designee. All replies to that email, along with the indicated positive or negative vote on the matter, must be a reply to the original email and must include all original recipients.

Section 13: A full accounting of any electronic mail vote must be presented at the next Board Meeting as an item in the agenda and recorded in the meeting minutes.

Article VII: Membership and Annual Investment

Section 1: Any person, association, corporation, partnership or estate shall be eligible for membership in the Chamber. Election to membership shall require the affirmation vote of the Board.

Section 2: Each member shall pay an annual investment as determined by the Board and published in the Membership Investment Schedule.

Section 3: All members delinquent in their annual investment shall be reported to the Board by the March meeting, at which time the Board may strike same from membership. Any former member, one or more years in arrears, shall, by paying the full annual investment for the ensuing year, plus a Reinstatement Fee, be reinstated to full membership in good standing.

Section 4: Any individual, firm, association or corporation elected to membership shall be entitled to one (1) vote.

Section 5: Distinction in public affairs shall confer eligibility to honorary membership. Honorary membership shall include all the privileges of active membership, except that of holding office, with exemption from payment of dues. Election to honorary membership shall require the majority vote of the Board

Article VIII: Standing Committee - Industrial Development Committee

Section 1: The Board shall appoint a standing committee, known as the Industrial Development Committee; hereinafter, known as the “IDC Committee” consisting of five (5) members. Up to two(2) members shall be appointed from the Board. No less than three (3) members on the Committee shall be non-Board members.

Section 2: The newly appointed Board will, at the November joint Board meeting, appoint members to the IDC Committee, which members shall serve a one-year (1) term, or until a new member is appointed.

Section 3: The purpose of the IDC Committee will be to promote, attract, stimulate, rehabilitate, and revitalize commercial, industrial, civic, retail, construction, and manufacturing interests in the Borough of New Oxford, Adams County, Pennsylvania and the townships adjacent thereto; to assist, improve and develop existing industries; to assist proposed or projected industrial developments in said localities in the acquisition and improvement of sites, and the erection of buildings thereon, for the operation of industrial and manufacturing establishments within said localities.

Section 4: The IDC Committee may authorize, without prior Board approval, expenditures of up to \$5,000.00 per transaction, with an aggregate maximum expenditure of \$10,000.00 per year.

Section 5: The Chairman of the IDC Committee will be chosen from within the IDC Committee by the IDC Committee members.

Section 6: The IDC Committee will meet at least quarterly or as needed, with meetings to be scheduled as close to a Board meeting as possible, so that a current report can be given to the Board at its monthly meeting.

Section 7: Minutes shall be taken at each IDC Committee meeting, and retained in a proper fashion, by a Secretary chosen by the Committee members.

Section 8: Special meetings of the IDC Committee may be called by the IDC Committee Chairman whenever they shall be deemed necessary; or at the written request signed by three (3) members of the Board or upon a petition signed by ten (10) percent of the general membership. Each general member and IDC Committee member shall be entitled to seven (7) days’ notice of any special meeting.

Section 9: The IDC Committee will have the use of an attorney designated by the Board to review any legal matters.

Section 10: The Board may require each IDC Committee member to be bonded if deemed necessary.

Section 11: A quorum for conducting IDC Committee business will be four (4) of the five (5) members.

Section 12: A simple majority will be required to pass any motion.

Section 13: The books, accounts, and records of this IDC Committee shall be open for inspection to any member of the Board at any time.

Section 14: Any IDC Committee member may be removed by the affirmative vote of two-thirds (2/3) of the Board members at any regular or special meeting of the Board duly called for that purpose, for conduct detrimental to the interests of the IDC Committee or the Chamber, for lack of sympathy with its objectives, or for refusal to render assistance in carrying out its purposes. Any such IDC Committee member proposed to be removed shall be entitled to at least five (5) days' notice in writing by mail of the meeting at which such removal is to be voted upon and shall be entitled to appear before and be heard at such meeting.

Article IX: Indemnification

Section 1: A proper bond for all officers will be required; the sum to be determined by the Board.

Section 2: The Chamber shall indemnify a director, officer, or member against any liability actually and reasonably incurred by the director, officer, or member in connection with any proceeding in which he or she may be involved as a party or otherwise by reason of the fact that the director, officer, or member is or was serving in an indemnified capacity, including without limitation any liability resulting from an actual or alleged breach or neglect of duty, error, misstatement or misleading statement, negligence, gross negligence, or act or omission giving rise to strict or products liability, except to the extent: (a) the conduct of the director, officer, or member is determined by a court to have constituted willful misconduct or recklessness; (b) the conduct of the director, officer, or member is based upon or attributable to his or her receipt from the Chamber of a personal benefit to which the person is legally entitled; (c) the liability of a director, officer, or member is with respect to the administration of assets held by the Chamber in trust pursuant to Section 5547 of the Pennsylvania Nonprofit Corporation Law of 1988, as amended; or (d) such indemnification is expressly prohibited by applicable law or otherwise is unlawful.

Section 3: The Chamber shall indemnify a director, officer, or member only if the director, officer, or member 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 proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any proceeding by judgment, order, settlement or 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 that he or she reasonably believed to be in, or not opposed to, the best interests of the Chamber and, with respect to any criminal proceedings, had reasonable cause to believe that his or her conduct was lawful. Action with respect to an employee benefit plan taken or omitted in good faith by a director, officer or

member in a manner that he or she reasonably believed to be in the best interests of the participants and beneficiaries of the plan shall be deemed to be action in a manner that is not opposed to the best interests of the Chamber.

Section 4: The Chamber shall not indemnify a director, officer or member with respect to any claim, issue, or matter as to which the director, officer, or member has been adjudged to be liable to the Chamber in a proceeding brought by or in the right of the Chamber to procure a judgment in its favor, unless (and then only to the extent) that the court of common pleas of the judicial district embracing the county in which the registered office of the Chamber is located or the court in which the action was brought determines upon application that, despite the adjudication of liability but in view of all of the circumstances of the case, the director, officer, or member is fairly and reasonably entitled to indemnification from the Chamber for the expenses that such court deems proper.

Section 5: Unless ordered by court, any indemnification of a director, officer, or member shall be made by the Chamber only upon a determination made in the specific case that such indemnification of the director, officer, or member is proper in the circumstances because he or she has met the applicable standard of conduct set forth in the preceding provisions of this paragraph. Such determination shall be made by the affirmative vote of the members.

Section 6: To the extent that a director, officer, or member has been successful on the merits or otherwise in defense of any proceeding referred to in Section 5741 or Section 5742 of the Pennsylvania Nonprofit Corporation Law of 1988, as amended, or in defense of any claim, issue, or matter therein, such director, officer or member shall be indemnified by the Chamber against expenses (including without limitation attorneys' fees and costs of proceedings) actually and reasonably incurred by such person in connection therewith.

Section 7: If a director, officer, or member is entitled to indemnification in respect of a portion, but not all, of a liability to which the director, officer, or member is subject, the Chamber shall indemnify the director, officer, or member to the maximum extent for such portion of the liability.

Article X: Conflicts of Interest

Section 1: No contract or transaction between the Chamber and one or more of its directors, officers, or members or between the Chamber and any other Chamber, partnership, association, or other organization in which one or more of its directors officers, or members are directors, officers, or members or have a financial interest, shall void or voidable solely for such reason, or solely because the director, officer, or member is present at or participates in the meeting of the Board which authorizes the contract or transaction if:

A: The material facts as to the relationship or interest in the contract of transaction are disclosed or are known to the Board and the Board in good faith authorizes the contract or transaction by the affirmative vote of a two-thirds (2/3) of the disinterested directors, even though the disinterested directors are less than a quorum; or:

B: The contract or transaction is fair as to the Chamber as of the time it is authorized or ratified, by the Board.

Article XI: Removal of Directors, Officers and Members

Section 1: Any director may be removed by the affirmative vote of the Chamber's members at any regular meeting or special meeting duly called for the purpose, for conduct detrimental to the interests of the Chamber, for lack of sympathy with its objectives, or for refusal to render assistance in carrying out its purposes. Any such director proposed to be removed shall be entitled to at least five (5) days' notice in writing by mail of the meeting at which such removal is to be voted upon and shall be entitled to appear before and heard at such meeting.

Section 2: Any director, committee, employee or other agent of the Chamber may be removed, either for or without cause, by the Board or other authority which elected, retained or appointed such officer, committee or other agent whenever in the judgment of such authority the best interests of the Chamber will be served thereby, but such removal shall be without prejudice to the contract rights of any person so removed.

Section 3: Any member may be removed by the affirmative vote of two-thirds (2/3) of the members at any regular or special meeting of the members duly called for that purpose, for conduct detrimental to the interests of the Chamber, for lack of sympathy with its objectives, or for refusal to render assistance in carrying out its purposes.

Article XII: Procedures

Section 1: All questions of parliamentary procedure shall be determined according to the latest edition of Robert's "Rules of Order".

Section 2: A quorum for conducting Board business will be six (6) members. In order to maintain a quorum, any Board Member who is unable to attend a Board meeting shall, with the earliest notice possible, obtain from the list of Board Alternates an Alternate to take the place of the Absent Board Member. Alternates shall be nominated and elected annually by the same procedures and at the same time as the Board Candidates. In order to qualify as an Alternate Board Member, one must have served as a Board Member within the past five years. Alternates shall have voting rights when sitting on the Board. Any previous Board Member on a one-year absence from the Board under Article II Section I, may serve as an Alternate Board Member at the same time without any loss of eligibility as a Board Member the following year.

Section 3: A quorum for conducting general membership business will be the members present. No absentee ballots will be cast.

Article XIII: Adoption of By-laws

Section 1: These by-laws shall be adopted by a majority vote of the members present and voting at the time of its proposal.

Section 2: These by-laws shall be in full force and effect immediately upon their adoption as set forth in Section 1.

Article XIV: The Adams Economic Alliance (AEA)

Section 1: At the request of the AEA, the Board shall appoint one (1) of its members to serve on the AEA Board for an indefinite term.

Section 2: The AEA appointee may be removed by the affirmative vote of two-thirds (2/3) of the Board at any regular or special meeting of the Board duly called for that purpose, for conduct detrimental to the interests of the Chamber, for lack of sympathy with its objectives, for lack of attendance and representation, or for refusal to render assistance in carrying out its purposes.

Article XIV: Amendments

Section 1: These by-laws may be amended by two-thirds vote of those present at any regular or special general membership meeting of the Chamber provided notice of the proposed change shall have been given all members not less 10 days prior to such meeting.

Additional Documents maintained by the Chamber:

- General Chamber Guidelines (per Article VI, Section 4)
- Membership Investment Schedule (per Article VII, Section 2)
- Finance Policies and Procedures (per Article IV, Section 6)

By-Laws (Current Version):
2021-Nov-29

By-Laws (Previous Versions):
2019-Sep-26
2018-Oct-25
2018-Mar-15
2017-Oct-19
2015-Oct-15
Others (Previous)