

Lindenhurst, NY
Chamber of Commerce, Incorporated
By-Laws

I. General

1. Name

This organization is incorporated under Section 501(c)(4) of the Not-for-profit Corporation Law, of the State of New York, and shall be known as the Lindenhurst Chamber of Commerce, hereinafter referred to as **Chamber**.

2. Purpose

The purposes for which the **Chamber** is to be formed are those listed in Section 1410(a)(2) of the Not-for-profit Corporation Law, more fully described as follows:

- A. to foster trade and commerce in Lindenhurst,
- B. to promote the general welfare and prosperity of Lindenhurst,
- C. to reform abuses involving business, professional or financial interests,
- D. to promote uniformity and certainty in the customs and usage of trade and commerce in Lindenhurst,
- E. to assist in the orderly and just settlement of controversy between and among its members,
- F. to disseminate accurate and reliable information as to matters of interest to the community and its merchants,
- G. to promote a healthy, friendly and enlarged intercourse between and among merchants, businesses and residents and,
- H. to advance the civic, commercial, industrial, aesthetic, agricultural and social features, as may promote the purposes stated above and to stimulate the public sentiment toward these goals.

The **Chamber** has not been formed for pecuniary profit or financial gain. No part of the assets, income or resources shall be distributed or inure to the benefit of any member, director, individual or other entity, except to the extent permitted under the Not-for-profit Law.

3. Area

The **Chamber** will conduct its activities generally but not exclusively within the limits of Lindenhurst, NY.

4. Limitations

The **Chamber** shall be a non-profit, non-partisan and non-sectarian organization. It shall take no part in or lend its influence or resources to the campaign, election or appointment of any candidate for public office.

5. Definitions

Unless otherwise explicitly noted, the term "Board of Directors" (or "Board") shall come to mean the officers and directors as defined in the section (IV) called "**Officers and Directors**".

II. Membership

1. Eligibility for other than Individual, Associate or Honorary Membership

Any person, association, corporation or partnership, possessing a managerial or majority ownership interest in a commercial enterprise, which commercial enterprise is located within the geographical limits of Nassau or Suffolk Counties, NY shall be eligible to apply for regular membership in the **Chamber**.

Each such applicant for membership shall designate, on its application for membership, the name of one delegate, which delegate shall represent that commercial enterprise, if approved as a member, at all meetings.

Applicants may, also, designate an alternate delegate, which alternate delegate will, in the absence of the regular delegate, automatically assume the function of the regular delegate. Membership may only be confirmed by a majority vote of the Board of Directors.

2. Representation

Each member shall be represented solely by himself or herself, with respect to all matters before the **Chamber**, except as applicable to proxy voting. Directors and officers shall in the course of their duties as such, represent the interests of the **Chamber**. Directors and officers shall, as individual members, represent their own interests.

3. Election

Applications for membership shall be in writing, on the form(s) provided for that purpose, by the **Chamber**, which form(s) is (are) to be signed by the applicant or a duly authorized representative of the applicant. The Membership Committee shall review all applications and submit its recommendation, separately with respect to each, to the Board of Directors of the **Chamber**. Election of members shall be by a majority present of the Board of Directors, at the meeting during which the membership request is acted upon. Any applicant so elected shall become a member, for the balance of the membership year of the **Chamber**, upon receipt of good payment of the scheduled dues.

4. Dues

Membership dues shall be at such rate(s) and on such terms as may, from time to time, be proscribed by the Board of Directors. Dues are payable:

- A. as respects new members, at the time of application for membership, and
- B. as respects existing members, not later than the fifteenth (15th) calendar day of September, of each year.

All dues are fully earned at the time of payment. Dues may be adjusted, on a quarterly basis for any period of membership of less than one year. A schedule of adjusted dues shall be determined by and be available from the Board of Directors. All application or other initiation fees shall be fully earned at the time of application and may not be adjusted.

5. Termination of Membership

Any member

- A. may resign from the Chamber, at any time,
- ~~B. shall be expelled, automatically, upon failure to pay dues, as required, although such failure shall not prevent such member from reapplying for membership,~~
- C. may be expelled, by a two-thirds (2/3) vote of the Board of Directors, at any meeting of the Board of Directors:
 - 1) provided such expulsion is as a result of conduct, which conduct is:
 - a) unbecoming a member of the **Chamber** or
 - b) prejudicial to the aims or reputation of the **Chamber**,
 - 2) provided that written notice of such intended action is given, to such member, by registered or certified mail, at least ten (10) calendar days in advance of the date of the proposed meeting at which the expulsion is to be considered.

Said advance notice shall be deemed to be sufficient to give such member ample time to prepare reason(s) stating forth why such expulsion shall not be carried out. Such member shall have the opportunity to present his or her position at the time of the scheduled meeting.

Any proposed expulsion vote must be presented, by at least two (2) members of the Board of Directors, to the Secretary, sufficiently in advance of the required notice to the member whose expulsion is proposed.

6. Voting

Each member, other than an Honorary or Associate member, shall be entitled to cast one (1) vote in any matter concerning the **Chamber**. Any such member may, in writing, appoint another voting member to cast that vote, by proxy. The proxy appointment of any member is automatically cancelled if the member giving the right of proxy to another is in attendance at the time of any vote.

The officer or director *presiding* at any general membership meeting or Board meeting shall not cast a vote except in such instances where the "voting body" is otherwise deadlocked, in which instance, the vote of the *presiding* individual shall be used to break the deadlock.

7. Honorary Membership

Distinction in public affairs, as determined by the Board of Directors, shall confer eligibility to Honorary membership, which Honorary membership must be confirmed by a majority of the members of the Board of Directors. Honorary members shall have all of the rights and privileges of other members, except that Honorary members shall not have voting rights. Honorary members shall be exempt from paying dues. The Board of Directors may, without regard to Article II. 5., above, revoke Honorary membership status of any Honorary member, upon a majority vote of the Board of Directors to do so.

8. Associate Membership

The status of associate member shall be available to civic and other non-profit organizations, which non-profit organization has applied for membership and has been accepted by a majority vote of the Board of Directors. Associate members shall pay reduced dues, as determined by the Board of Directors, but Associate members shall not have voting rights. The Board of Directors may, without regard to Article II. 5., above, revoke the membership status of any Associate member, upon a majority vote of the Board of Directors to do so.

9. Individual Membership

The status of Individual member shall be available to those persons who are residents of Lindenhurst and which persons do not hold any ownership or managerial interest in any business which has a location within Lindenhurst. Individual members shall pay dues, according to a separate schedule of dues, to be determined by the Board of Directors. Individual members may not represent the interest or position of any entity, other than themselves, as individuals, at any time. The Board of Directors may without regard to Article II. 5., above, revoke membership status of any Individual member, upon a majority vote of the Board of Directors to do so.

III. Meetings

1. Annual Meeting

The annual meeting of the **Chamber** shall be held during December of each year. The more specific time and place of such meeting is to be determined by the Board of Directors, with notice thereof provided to each of the members, which notice shall be provided or attempted to be provided at least ten (10) calendar days in advance of such meeting. The officers and directors, having been newly elected at the October election meeting, shall take office and be installed at the annual meeting in December.

2. Board Meetings

The Board of Directors shall meet, from time to time, as needed. Unless such meetings (or portions thereof) are declared by the *Presiding* Officer to be in "executive session", such meetings are open to all members in good standing.

Copies of the minutes of the most previous Board meeting shall be provided, to each Board member, prior to or at the beginning of the then current Board meeting, by the Secretary

3. Regular Meetings

The **Chamber** shall hold and conduct meetings of the general membership, from time to time, as deemed appropriate, by the Board of Directors.

4. Additional Meetings

Special general meetings of the **Chamber** may be called by the President, at any time, upon petition, in writing, of any four (4) directors, officers or combination thereof. Notice of special meeting(s) shall be provided or attempted to be provided, to each member, not less than five (5) calendar days in advance of each of the proposed special meetings.

Special Board meetings may be called, by the President, or upon written application, to the Secretary, by any two (2) officers or directors. Notice of such Board meeting, which notice shall state the purpose(s) of such meeting, shall be given or attempted to be given, to each Director and Officer, at least one (1) calendar day in advance of such meeting.

Committee meetings may be called at any time by the President, by the Vice-President, or by the committee chairperson.

5. Quorums

Eight (8) members shall constitute a quorum, for the purpose of transaction of business, at any meeting of the general membership of the Chamber. Seven (7) officers and directors (any combination thereof) shall constitute a quorum, for the purposes of transaction of business, at any meeting of the Board of Directors. A majority shall constitute a quorum at committee meetings, except that:

- A. when a committee is composed of an even number of members, a simple fifty (50%) percent of the committee shall be considered a quorum, provided that
- B. when a committee is composed of **more than** nine (9) members, at least five (5) members shall be present to constitute a quorum.

6. Rules of Order

All meetings shall be conducted in accordance with Robert's Rules of Order.

7. Chairperson

All meetings of the general membership and of the Board of Directors shall be chaired and presided over by the President. In the absence of the President, the Vice-President shall act in the place of the President. If both the President and Vice-President are absent, a quorum of the Board of Directors shall elect a presiding chairperson.

IV. Officers and Directors

1. Powers

All powers necessary to or desirable for the government and operation of the **Chamber** shall be vested in the Board of Directors. The Board shall be responsible for the formulating and overseeing the application of the policies and operating procedures of the **Chamber**.

2. Composition of the Board of Directors

The Board shall be composed by of the following thirteen (13) officers and directors.

- President
- Vice-President
- Treasurer
- Secretary

- Immediate Past President (or Interim Director)
- Directors (8)

The "Directors" will each serve a two year "staggered" term. There are "2 sets of four Directors". One set of four Director positions will be up for election on "odd years". The other set of four Director positions will be up for election on "even years".

The remaining Officers are each elected to a one-year term. In the absence of an "active" Immediate Past President, the Board shall appoint a "regular member in good standing" to serve out that term as "Interim Director".

There is no limit to the number of consecutive or non-consecutive terms of office which may be held by any member.

3. Specific Duties

The duties and responsibilities of the various offices include but are not limited to:

- **President:** The President shall:
 - Be the executive officer of the **Chamber**.
 - Preside over all meetings of the general membership and of the Board of Directors
 - Appoint committees as needed to achieve the aims and goals of the **Chamber**.
- **Vice-President:** The Vice-President shall in the absence of the President, perform all the functions of the President, and, in the event of a premature vacancy in the office of the President, shall fill that vacancy till the end of the term.
- **Treasurer:** The Treasurer shall be responsible for the safeguarding and proper disbursement of all funds received by or due to the **Chamber**. Such funds shall be kept on deposit, in one or more financial institutions approved by the Board. The Treasurer shall provide a monthly report to the Board.

In the absence of the President or Vice-President, the Treasurer shall perform the duties of the President.

- **The Secretary:** The Secretary shall be responsible for the mailing of all notices and other written communications, between and among any and all members. The Secretary shall also maintain a record of the proceedings of each general meeting of the **Chamber** and of Board of Directors including the taking of attendance, absences and minutes.

4. Selection and Election of Officers and Directors

Qualifications of Candidates: Each candidate for office must be an active member, in good standing, and must agree, in advance of the election, to accept the responsibilities of office.

Candidates: The Board (either directly or via a committee appointed by the President) shall prepare a slate of candidates for each office. Notice shall be given to all voting members of the name of each member who has accepted a candidacy identifying

- The name of each candidate, and
- The office for which each candidate is running

Additional nominations can be made "from the floor" by the general membership.

Voting: All votes shall be cast, in person or by proxy, in writing, in a private and secret manner, during the election meeting, on forms to be provided by the **Chamber**. A vote may be cast, by a voting member, on behalf of another voting member, provided that member has a written authorization, from the member not in attendance, to cast that other member's vote. There shall be no limit to the number of proxy votes which any voting member may cast on behalf of other voting members, provided that the voting member casting the vote(s) has the proper, written authorization(s).

A majority of all votes cast shall be necessary to elect any officer. If a majority is not reached for any office, the candidate having the lowest number of votes shall be dropped and votes for that office shall be recast.

If the names of more than the number of directors to be elected are placed in nomination, the individuals who receive the highest number of votes up to the number to be elected shall be declared elected.

The **Election Meeting**: The election meeting shall be held in October of each year.

Special Elections: Should an office become vacant prior to the normal conclusion of its term, The Board shall provide for a special election by the general membership to fill such vacancy.

5. Absenteeism

Any officer or director who has been absent from at least one-third (1/3) of the regular meetings of the Board of Directors, or who has been absent from three (3) consecutive meetings of the Board of Directors, shall, automatically, be expelled from that office unless that person has:

- been confined and unable to attend due to illness, or
- been exempted, through a written, temporary waiver of the required attendance provision, from the Board of Directors, which written waiver was granted by a majority vote of the Board of Directors. Should the Board vote such a temporary waiver, it must be specific as to duration and may not cover a period in excess of six (6) regularly scheduled Board meetings. A temporary waiver may not be renewed or extended beyond the period of six (6) regularly scheduled meetings of the Board.

V. Committees

1. Appointment and Authority

The appointment of committees shall be at the will, pleasure and discretion of the President. The President shall determine the nature, duties, size and membership of each committee and shall select the chairperson of each committee.

2. Limitation of Authority

No action by or on behalf of any member, committee, employee, director or officer of the **Chamber** shall be binding upon the **Chamber** unless and until such action has been specifically approved or ratified by the Board of Directors.

Each committee shall be discharged,

- A. by the President, when its specific assignment(s) is (are) completed and that committee's report(s), if any, has (have) been filed, or,
- B. When in the opinion of the President, it is deemed necessary, appropriate or desirable to discontinue that committee,

whichever of the two comes first.

VI. Finances

1. Disbursements

Upon approval of the budget, the President is authorized to make disbursements for the accounts and expenses provided for in the approved budget. Disbursements shall be made by check. All other disbursements shall be made with the approval of the Board of Directors.

2. Fiscal Year

The fiscal year of the Chamber shall close on November 30th of each year.

3. Budget

Prior to August 1st of each year, the Treasurer shall compile a budget of estimated expenses for the coming fiscal year and shall submit such proposed budget, to the Board's approval or other action, such action to be taken at a meeting of the Board.

4. Annual Audit

The accounts and other financial records of the **Chamber** shall be audited, annually, as of the close of the **Chamber's** calendar year. Such audit is to be performed by committee, which committee shall be appointed by the President for that purpose.

VII. Dissolution

The **Chamber** shall use its funds solely to accomplish the objectives and purposes specified in these By-Laws. No part of the **Chamber's** funds shall inure to the benefit of or be distributed to any member(s) of the **Chamber**, except for services rendered, to the **Chamber**, in the normal course of the business of that member.

On dissolution, any remaining funds shall be distributed to one or more duly authorized, organized and qualified charitable, educational, scientific or philanthropic organization(s), to be selected by the Board.

VIII. Amendments

These By-Laws may be amended (in whole or in part), from time to time, but only by a two-thirds (2/3) majority vote of the Board of Directors, after written petition for a specific amendment, by any member.

All members of the Board must receive at least (10) calendar days advance, written notice of any proposed amendments, along with an explanation of the intent of and a copy of the proposed amendment. It shall be the responsibility of the member (s) proposing the amendment to comply with each of the foregoing.

IX. Policy and Procedures

While these By-Laws represent the general framework in which the **Chamber** exists, the **Chamber** shall adopt and maintain a "Policy and Procedures Manual". The purpose of this manual shall be to incorporate the essence of the day to day processes and minutia required to effectively meet the **Chamber's** ongoing objectives.

Changes, enhancements or revisions to this "operations manual" can be made as deemed necessary during the course of normal Board business procedures and shall require no special treatment with regard to "advanced or written notices".

Special Editorial Note: These By-Laws are effective as of the By-Laws meeting of November 1st, 2001.

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