

BY-LAWS OF THE
GREATER PATCHOGUE CHAMBER OF COMMERCE, INC.

ARTICLE I - NAME, OFFICERS, OBJECTS & PURPOSES

- A. **Name:** This organization shall be called the Greater Patchogue Chamber of Commerce, Inc., (herein called the Chamber), and is a not-for-profit corporation incorporated under the laws of the State of New York.
- B. **Office:** The principal office of the Chamber shall be located at Patchogue, New York.
- C. **Objects and Purposes** The Chamber is organized for the following objects and purposes:
1. To advance the commercial, industrial, agricultural, recreational, professional, moral and civic interests of the greater Patchogue area;
 2. To promote integrity and good faith, just and equitable principles in business and uniformity in commercial usage where possible;
 3. To acquire, preserve and distribute relevant statistics and information;
 4. To represent this area in the consideration and determination of the community, educational, village, town, county, state and national issues.
- D. **Non-Political Entity:** The chamber shall be non-political and shall not take part in or lend its influences or facilities, either directly or indirectly to the nomination, election or appointment of any candidate for office in school, library, fire or other district, village, town, county, state or nation, nor shall any meetings of a political nature whatsoever be held within the premises under the control of the Chamber.

ARTICLE II – MEMBERSHIP

- A. **Qualifications for Membership:** Any person, partnership, association, corporation or business of good standing having a place of business or of residence in the greater Patchogue area, interested in the objects and purposes of the Chamber, shall be eligible for membership. Where applicable, no membership held in the name of other than an individual person shall thereby be entitled to more than one spokesman or representative on the Board of Directors or on any one committee, or the discussion or voting on any one subject, nor shall such membership enjoy any other privileges exceeding that of a membership held by any individual person. However, each member shall be entitled to a vote, even if represented by one person.
- B. **Types of Membership** There shall be three (3) types of membership: Regular, Honorary, and Civic.
1. **Regular Membership:** Regular members shall have the usual voting privileges and shall be required to pay dues in accordance with a schedule determined by the Board of Directors (herein called the Directors). The Directors may establish classifications of regular membership as guidelines.
 2. **Honorary Membership:** Honorary membership shall be conferred by the Directors upon those persons, partnerships, associations, corporations or estates whom the Directors consider to have rendered conspicuous services to the community. Honorary members shall have no voting privileges, nor shall they be required to pay dues. The holding of any such honorary membership shall not preclude any Honorary member from also holding a regular membership and enjoying all of the privileges and responsibilities of that membership. Selection to honorary membership shall conform to the high ideas and

purposes of the Chamber and shall be made by the Directors. No more than three (3) such honorary memberships may be conferred between any two (2) consecutive annual meetings.

3. **Civic Membership:** Civic members shall have all the privileges of regular members. Civic members shall be required to pay dues in accordance with a schedule determined by the Board of Directors (herein called Directors).
- C. **Applications:** An application for membership shall be signed by the applicant on a form prescribed by the Directors. The application shall be regarded as an expression by the applicant of the applicant's interest in and sympathy with the objects and purposes of the Chamber and of the applicant's agreement to abide by its by-laws. Applications are filed with the Executive Director, who shall advise the Directors of the application. The proposed member's application shall be submitted for approval at any meeting of the Directors.
- D. **Termination:** Unless heir(s) succeed and continues the business, the death of a sole proprietor or the resignation or expulsion of a member shall terminate membership. Upon termination, a member shall forfeit all interest in and to the property of the Chamber, and shall offer to surrender any cards, certificates plaques or other evidence of membership to the Chamber.
1. Every resignation from the Chamber must be addressed to the Directors in writing and be accompanied by payment in full of any and all obligations to the date of resignation. If the resignation is accepted, the directors may apportion the member's dues.
 2. Any member may be expelled by a 3/4 vote of the Directors present at any meeting of the Directors, for nonpayment of dues or for any act which, in the opinion of those Directors, is detrimental to the interests of the Chamber. In expulsion cases (except for non-payment of dues), written charges shall be presented to the Directors which, if it desires to act on the case, shall send a copy thereof to the member. In such cases, the President shall appoint three (3) Directors to investigate the charges and to report to the Directors. The member shall be entitled to a hearing before the Directors prior to any action on the member's expulsion. The member may appeal any expulsion decision to the next regular meeting of the Chamber membership. The procedure at both a hearing and an appeal shall be determined by the Directors, but the member shall be entitled to counsel if the member so desires. Should the Directors (or the Chamber, after an appeal) vote to expel a member, any prepaid dues shall be forfeited.
- E. **Members in Good Standing:** Members in good standing shall be defined as those members whose dues are paid-in-full-prior to the annual meeting.

ARTICLE III - MEMBERSHIP MEETINGS

- A. **Annual Meeting:** The annual meeting of the Chamber shall be held on the third Tuesday of September of each year at the time and place set by the Directors. At this meeting, the annual reports of the officers and committees shall be presented or distributed, and officers and Directors shall be elected. The officers-elect and the Directors-elect shall be installed at or within thirty (30) days after such annual meeting.
- B. **Regular Meetings:** The regular monthly meeting of the Chamber members shall be held on the fourth Tuesday of each month.

- C. Special Meetings: Special meetings of the membership may be held at the discretion of the Directors. They may be called by the President or the Directors, but must be called by the Directors on the written request of twenty (20) members.
- D. Notice of Meetings: Notice of regular meetings shall be given to each member in person; by telephone; by email; by facsimile or by mailing the member a notice to the last known post office address, at least five (5) days in advance of the day of the meeting. Notice of special meetings shall be given to each member in person; by telephone; by email; by facsimile or by mailing a notice to the member at the last known post office address, at least two (2) days in advance of the day of the meeting.
- E. Quorum: The attendance of the lesser of twenty-five (25) members or 50% of members in good standing shall constitute a quorum of the transaction of business at any special or regular meeting of the Chamber.

ARTICLE IV - BOARD OF DIRECTORS

- A. Board of Directors: The government of the Chamber, the direction of its work and the ownership and control of its property shall be vested in the Directors. Directors shall be elected by the regular membership, consisting of eighteen (18) members in three (3) classes of six (6) directors each.

Upon adoption of these by-laws, the existing Board of Directors consisting thirty (30) members shall continue until reduced by attrition. During this period of time, any director whose term expires in one year or who resigns or is otherwise removed from office shall not be reappointed or replaced as long as the class of directors currently serving for a-term of one or two years who resigns or is otherwise removed from office shall not be-replaced as long as the number of remaining directors serving for that period of time is six (6) or more. Thereafter directors will be elected to serve terms of three (3) years each.

- B. Regular Meetings: Regular meetings of the Directors shall be held on the third Tuesday of each month. Any member of the Chamber shall have the right to appear before the Directors at any of their regular meetings to present any subject which may affect the Chamber.
- C. Special Meetings: Special meetings of the Directors may be called by the President, the executive director or by five (5) directors.
- D. Notice of Meetings: Notice of regular and special meetings of the Directors shall be given in the same manner as prescribed for regular and special meetings of the Chamber (see Article III D).
- E. Quorum: Six (6) Directors shall constitute a quorum for the transaction of business.
- F. Vacancies: Vacancies occurring before the end of a term may be filled by the Directors until the next election.
- G. Attendance: Directors are expected to maintain an active role in the Chamber and are (1) expected to attend 80% of the Directors' meetings per year and (2) serve on at least one

committee or participate in one Chamber event. Failure to attend the above minimum meetings may result in removal as a Director.

- H. Executive Director: The Directors shall employ an Executive Director, who shall serve at the pleasure of the Directors. The Executive Director shall report to the President and implement the policies of the Chamber as determined by the Directors, supervise and administer the staff and offices of the Chamber, assist the President, the Directors, the officers and the members of the Committees in discharging the duties of their offices, provide staff liaison and assistance for all activities of the Chamber and perform such other administrative duties as may be directed from time to time, by the Directors. The Executive Director shall submit an administrative summary statement and written report of his/her work as requested by the Board of Directors but at least annually. The Executive Director may also serve as an ex-officio member without vote on all committees of the Chamber including the Board of Directors and the Executive Committee.
- I. Ex-Officio Directors: At the end of the President's term, each retiring President shall become a Director Ex-Officio. Such Directors (except for the immediate past Presidents) shall be non-voting Directors and shall serve in an advisory capacity or such other capacity as Directors may request, but shall be eligible for election as a Director.

ARTICLE V – OFFICERS

- A. Elected Officers: The elected officers of the Chamber shall be a President, three (3) Vice Presidents, one (1) Treasurer and one (1) Secretary.
- B. Duties of Officers:
1. **President** - The President shall be the chief executive officer of the Chamber, shall preside at all meetings of the Chamber and all meetings of the Directors, shall perform all other duties of the office of the President provided for in these By-Laws, and shall perform any additional duties as may be directed by the Directors. The President shall be an ex-officio member of all committees. The President shall be the spokesperson for the Chamber except as otherwise authorized by the Directors.
 2. **Vice Presidents** - There shall be 1st, 2nd, and 3rd Vice Presidents. In the absence of the President or the event of his inability to perform duties of the Office, the Vice Presidents, in order of priority, shall perform such duties. Each Vice President shall also perform such other duties as may be directed by the President or the Directors.
 3. **Treasurer** - Except as otherwise herein provided, the Treasurer shall receive and be responsible for all revenue and funds of the Chamber, and cause to be kept a proper record thereof, which shall be open to the inspection of the Officers, Directors and a member of the Chamber; review all bills rendered to the Chamber and all statements for monies due the Chamber; report writing when requested by the Directors the balance of funds on hand and any existing appropriation which may affect the regular operation of the Chamber after the end of the fiscal year concerning the financial transactions and conditions of the Chamber for the preceding year; prepare with the guidance of the Finance Committee the annual budget subject to the approval of the Directors; provide the information for an annual audit by Certified Public Accountant as designated by the Directors and perform such other duties as may be directed by the President or the Directors.
 4. **Secretary** - The Secretary shall keep a record of the proceedings of all meetings of the

Directors and of the Chamber and of all other matters for which a record shall be ordered by the Directors or by the President; the Secretary shall cause the Directors and members of the committees to be notified of their election or appointment; shall cause notices of all regular and special meetings to be issued; shall cause the roll of membership to be prepared and shall cause new members to be notified of their election; shall promptly cause to be communicated to the Chairpersons of the various committees all matters referred to them; and shall perform such other duties as may be directed by the President or the Directors.

- C. Bonds: The Treasurer, the Executive Director and such other persons as specified by the Directors shall each furnish surety bonds in such amounts as the Directors shall deem necessary, with the premiums therefor to be paid by the Chamber.
- D. Vacancies: Vacancies occurring before the end of a term may be filled by the Directors until the next election.

ARTICLE VI - ELECTIONS AND TERMS OF OFFICE

- A. Election of Directors At the annual membership meeting, the members shall elect six (6) new Directors.
- B. Election of Officers: At the annual membership meeting, the members in good standing shall elect one (1) president, a 1st, 2nd and 3rd Vice President, one (1) Treasurer, and one (1) Secretary.
- C. Eligibility and Succession: No officer (except the Secretary and Treasurer) shall be eligible for re-election to the same office after serving two (2) full one (1) year terms, until after the lapse of at least one (1) year from the end of the term last served. However, the above term limitations may be waived by a two-thirds (2/3) vote of the Directors.
- D. Nomination by Committee: The nominating committee shall select nominees to replace those Officers and Directors whose terms expire at the next annual meeting. The list of nominees shall be mailed or emailed to the members with the notice of the annual meeting.
- E. Nominations from the Floor: No member may nominate any person from the floor unless such member shall have filed a written notice at the office of the Chamber at least seventy-two (72) hours prior to the meeting, which notice shall state the names of any such persons to be nominated. The Chamber must immediately notify the nominating committee of any such proposed nominations.
- F. Voting: Any member in good standing personally attending the annual meeting receives one vote, regardless of the number of memberships, and may vote at such election, and the ballot shall be by voice vote, unless either the President or a majority of the members present shall agree to a written ballot. If any election is contested, voting shall be by written ballot.
- G. Ballot: If any election is by written ballot, The President shall appoint, from those present, between two (2) and four (4) members to act as inspectors and between two (2) and four (4) members to act as tellers.

- H. Terms: The terms of office for all new Directors shall be for three (3) years and terms of office of all officers shall be for one (1) year, except that they shall hold office until their successors have been elected and qualify.
- I. Removal Any officer or director may be removed by a three-quarter (3/4) vote of the Directors present at any Director's meeting, for any act, which, in the opinion of the Directors, is detrimental to the interests of the Chamber. In expulsion cases (except for non-payment of dues), written charges shall be presented to the Directors who, if they desire to act on the case, shall send a copy thereof to the officer or director in question. In such cases, the President shall appoint three (3) Directors to investigate the charges and to report to the Directors. The officer or Director shall be entitled to a hearing before the Directors prior to its taking action on any removal. The Officer or Director may appeal any removal decision to the next regular meeting of the Chamber membership. The procedure at both a hearing and an appeal shall be determined by the Directors, but the Officer or Director shall be entitled to counsel if the Officer or Director so desires. Should the Directors (or the Chamber, after an appeal) vote to remove an officer or Director, any prepaid dues shall be forfeited.

ARTICLE VII – COMMITTEES

- A. Executive Committee: The Executive Committee shall consist of all officer and such Directors as appointed by the President.
- B. Finance Committee: There shall be a finance committee of five (5) persons appointed by the President to the approval of the Directors, the head of which shall be the Financial Committee Chairman. The Treasurer shall be an ex-officio member of the Committee. This committee shall review and approve the budget prepared by the Treasurer and recommend to the Directors a schedule of the dues and other fund raising projects to meet the budget.
- C. Nominating Committee: For the purpose of selecting Directors and Officers, a nominating committee of three (3) members shall be selected by the President from the Directors on or before June 1st in each year, one (1) serving (1) year; one (1) serving two (2) years; and one (1) serving three (3) years. Thereafter, members of the Nominating Committee will serve terms of three (3) years each. The Chamber members shall be notified of their names and addresses. Any member may suggest names for nomination of Officers and Directors. The nominating committee shall select nominees to replace those Officers and Directors whose terms expire at the next annual meeting. The list of nominees shall be mailed to the members with the notice of the annual meeting.
- D. Other Committees: The President or the Executive Committee may appoint other committees as the needs arise from the membership of the Board of Directors. The chairpersons of all other committees shall be appointed by the President and shall report to the executive director.
- E. Committee Funds: Money raising or self-funding if it is planned during the years by committees must have prior approval of the Board of Directors. All monies collected and expended for such events must be deposited/paid by the Chamber. Committee fund balances are treated as unrestricted assets of the Chamber and are not the property of individual committees.
- F. Disbursements: Upon approval of the budget, the President/Executive Director are

authorized to make disbursements on accounts and expenses provided for in the budget without additional approval of the Board of Directors. All such disbursements shall be reported to the Board of Directors at their next meeting. Recommendations for expenditures outside the budget shall be submitted to the Board of Directors for approval. All disbursements shall be by debit card or check that is signed by the President or Executive Director for payments in the amount of Five Hundred (\$500.00) Dollars or less. All other checks over \$500.00 shall be signed by two of the following: President, the Executive Director or any of the Vice-Presidents.

The Chambers books and records of accounts and minutes of the proceedings of its members, Board of Directors and committees of the Board shall be kept in the office of the Chamber. The minutes shall be kept in written form and the books and records of the accounts shall be kept in either written form or in any form capable of being converted to written form. The minutes and books and records of account shall be open to inspection upon written demand by any member at any reasonable time during office hours for a purpose reasonably related to the business of the Chamber.

G. News Releases: No member or committee shall take or make public any form or action or make public any resolution or in any way commit the Chamber on a question of policy, or on matters of general public interest, without having first reviewed approval of the Board.

H. Only members in good standing may vote on matters that come before committees established by the Executive Board.

I. Power and Duties: The Directors shall define the powers and duties of all committees.

J. Quorum: A quorum of any committee shall not be less than one-half (1/2) of its total membership.

ARTICLE VIII - FISCAL YEAR

The fiscal year of the Greater Patchogue Chamber of Commerce, Inc. shall be from October 1st to September 30th.

ARTICLE IX – INDEMNIFICATION CLAUSE

To the fullest extent permitted by law, this Chamber shall indemnify its directors, officers and employees including persons formerly occupying any such positions, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any “proceeding”, by reason of the fact that the person is or was a person acting in such capacity.

ARTICLE X – AMENDMENTS

A. Membership: The By-Laws of the Chamber may be amended by two-thirds (2/3) vote of the members in attendance at any regular meeting or at any special meeting called for that purpose, provided that written notice containing a synopsis of the proposed changes is mailed or emailed to each member with a notice of the meeting. A copy of any proposed amendment shall be available at the Chamber office for review and inspection by any member.

B. Directors: The By-Laws of the Chamber may be amended by the Directors at any regular or

special meeting of the Directors provided that such action is with the unanimous vote of all Directors present provided further that not less than ten (10) Directors are in attendance, and provided further, that written Notice containing synopsis of the proposed changes shall have been mailed or emailed to each Director at least seventy two (72) hours in advance of such meeting.

- C. Notice: A notice containing a summary of any amendment shall be given to the entire membership within four (4) weeks after adoption by the members or the Directors.

ARTICLE XI - GENDER

- A. All references in these By-Laws to any person or class of persons and all pronouns used in reference thereto shall be considered in the singular or plural and in such gender as the sense and circumstances require.
- B. Meetings of the Chamber shall be held in Accordance with *Robert's Rules of Order* in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Chamber may adopt.