

**COPIAGUE CHAMBER OF COMMERCE
POST OFFICE BOX 8
COPIAGUE, LONG ISLAND, NY 11726**

CONSTITUTION AND BY-LAWS

ARTICLE I – GENERAL

Section I

The corporate name of this organization shall be **THE COPIAGUE CHAMBER OF COMMERCE, INC** and incorporated under the laws of the State of New York.

ARTICLE II – OBJECTIVE

Section I

The objects and purposes of the Copiague Chamber of Commerce Inc. are to develop, encourage, promote and protect the commercial, professional, financial, and general welfare of the community. To extend and promote trade and commerce, and foster develop and protect the industry of the area. To acquire, preserve, and distribute industrial, commercial, agricultural, and civic statistics and information of value, to procure laws and regulations desirable for the benefit of business in general, and provide a forum for the reflection of the sentiments of business regarding matters affecting business interests.

Section II

The Copiague Chamber of Commerce, Inc. shall be non-partisan, non-sectional, nonsectarian, and shall take no part in, or lend its support to, the election or appointment of any candidate for political office.

Section III: Limitations of Methods

The Copiague Chamber of Commerce shall observe all local, state and federal laws which apply to a non-profit organization as defined in Section 501(c)(6) of the Internal Revenue Code.

ARTICLE III – MEMBERSHIPS

Section I

Men and women of good standing engaged in commercial and professional progress and activity of Copiague, shall be eligible for membership.

Section II – Elections

Applications for membership shall be in writing, on forms provided for the purpose, and signed by the applicant. Election of members shall be by the Board of Directors at any meeting thereof. Any applicant so elected shall become a member upon payment of the regularly scheduled investment as provided in Section 3 of Article III.

Section III – Investments

Membership investments shall be at such rate or rates, schedule or formula as may be from time to time prescribed by the Board of Directors, payable in advance.

Section IV – Termination

- a) Any member may resign from the Chamber 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 after ninety (90) days from the date due, unless otherwise extended for good cause; 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 Chamber, after notice and opportunity for a hearing are afforded the member complained against. Any member thus expelled shall forfeit his membership.

Section V – Voting

In any proceeding in which voting by members is called for, each membership in good standing shall be entitled to cast one (1) vote (that is one company, one corp., etc...are entitled to one (1) vote).

Section VI

Each membership may have only one person serving on the Executive Board and or the Board of Directors at one time.

Section VII – Exercise of Privileges

Any firm, association, corporation, partnership, or estate holding membership may nominate one (1) individual whom the holder desires to exercise the privileges of membership covered by its subscriptions, and shall have the right to change its membership nominations upon written notice.

Section VIII – Honorary Membership

Distinction in community or public affairs shall confer eligibility for honorary membership. Any person desirous of furthering the aims and objectives of the Copiague Chamber of Commerce shall be eligible for honorary membership by a majority vote. Honorary members may not serve on the Executive Board or Board of Directors.

ARTICLE IV – MEETING

Section I

There shall be regular monthly meeting of the Chamber during the year, at such times, day, and place, as the board of Directors shall determine.

Section II

Special meetings of the members may be called whenever the Directors deem it advisable, or upon written request of the President, two (2) Directors, or ten (10) members.

Section III

Each member shall be given written notice by mail of every regular or special meeting at least five days in advance and in the event of a special meeting a statement of the purpose for calling same.

Section IV – Quorums

At any duly called general meeting of the Chamber, eight (8) members in good standing shall constitute a quorum; at a Board meeting, a majority of Directors present shall constitute a quorum; at committee meetings, a majority shall constitute a quorum except when a committee consists of more than nine (9) members. In that case, five (5) shall constitute a quorum.

Section V – Annual Meeting

The annual meeting of the Corporation, in compliance with State law, shall be held during April of each year. The Board of Directors shall fix the time and place and notice thereof mailed to each member at least ten (10) days before said meeting.

Section VI – Notices, Agenda, Minutes

Written notice of all Chamber meetings must be given at least five days in advance unless otherwise stated. An advance agenda and minutes must be prepared for all meetings. A detailed outline for preparation of both shall be a part of the organization's procedures manual.

ARTICLE V – BOARD OF DIRECTORS

Section I

The government and policy making responsibilities of the Chamber, the direction of its work, and the control of its property shall be vested in a Board of Directors of whom (8) including officers shall be elected annually. Three Board of Directors members shall be elected every other year.

Section II

Election of Directors shall be conducted at the April meeting of the Chamber annually.

Section III

The President at the November meeting of the Chamber shall appoint a nominating committee of three (3) members other than existing Board members. It shall be the duty of said nominating committee to nominate from the membership at least twice as many candidates, if available, for members of the Board of Directors as there are vacancies to be filled. The committee shall file a list of nominees recommended with the President not later than 30 days before the election. Any member in good standing may make other nominations 30 days prior to the election meeting by filing said nominee's names with the President.

Section IV

The recording secretary shall mail to all members of the Chamber a ballot containing the names of the nominees for Director at least 15 days prior to the election. These nominees shall be members who are eligible to serve and who have given their consent to serve if elected.

Section V

All voting Directors shall be by personal ballot.

Section VI

The term of office of a Director shall be: three (3) Directors shall serve a two-year term and three (3) Directors shall serve a three (3) year term.

Section VII

The Board of Directors shall meet at regular periods, monthly at a time and a place to be fixed by the board. Absence from three (3) consecutive regular meeting, without an excuse deemed valid by the board, shall be construed as a resignation.

Section VIII

A majority of the Board of Directors shall constitute a quorum at any meeting.

Section IX

A Special meeting of the Board of Directors may be called at any time by the President, or by three (3) Directors, provided that when called, each member of the Board shall received at least 24 hours notice or waive said notice and be advised of the purpose of said special meeting.

Section X - Indemnification

The Chamber may, by resolution of the Board of Directors, provide for indemnification by the Chamber 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, suite, 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 Chamber, except in relation to matters as to which such individuals shall be adjudged in such action, suite 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.

ARTICLE VI – OFFICERS**Section I**

The officers shall consist of the following: President, First Vice President, 2nd Vice President, Secretary, and Treasurer each of which shall simultaneously serve as a member of the Board of Directors for a two (2) year term. The President who shall not serve more than two (2) consecutive terms serves as chairman of the Board of Directors.

Section II

The election of officers shall take place at the April Meeting. The officers shall be elected by ballot in the same manner and under the same time limitations set down for the Board of Directors. The term of office of any officer will be for two (2) years.

Section III

The President shall preside at all meetings of the Chamber of Board of Directors, and perform all duties incident to his office. He will, subject to the approval of the Board of Directors, appoint all committees and he shall be an ex-officio member of all committees. The President will vote only in the event of a tie.

Section IV

The outgoing President of the Chamber shall remain an ex-officio member of the Board of the Directors for the year following the expiration of his term.

Section V

The First Vice President and the Second Vice President in the order named shall act in the absence of the President; and in the absence or disability of the officers named (President and Vice Presidents) a member of the Board of Directors shall be appointed to act temporarily.

Section VI

The Treasurer shall receive and disburse the funds of the Chamber. He or she shall make a financial report to the Board of Directors and members of the Chamber at monthly meetings, including the number of members in good standing as of the date of the meeting.

Section VII

The Recording Secretary shall record and maintain an accurate record of all proceedings of the Chamber and Board of Directors and shall preserve such records.

Section VIII

It shall be the duty of the President to conduct or to delegate all official correspondence, preserve all books, documents, and communications and keep an accurate record of the proceedings of the Chamber, the Board of Directors and all committees. He shall perform such duties as may be incident to his office subject to the direction of the Board of Directors. He shall be responsible for securing all books, papers, and property of the Chamber.

Section IX – Indemnification

The Chamber may by resolution of the Board of Directors, provide for indemnification of the Chamber of any and all of its officers or former officers as spelled out in Article IC, Section VII of these by laws.

ARTICLE VII – COMMITTEES

Section I

The Board of Directors shall authorize and define the powers and duties of all committees.

Section II

The President shall appoint all committees, subject to confirmation by the Board of Directors.

Section III – Limitation of Authority

No action by any member, committee, division, employee, director or officer shall be binding upon, or constitute an expression of the policy of the Chamber until it shall have been approved or ratified by the Board of Directors.

Committees shall be discharged by the Chairman of the Board when their work has been completed and their reports accepted, or when in the opinion of the Board of Directors, it is deemed wise to discontinue the committees.

Section IV

Once committee action has been approved by the Board of Directors, it shall be incumbent upon the committee chairman or, in his absence any committee member whom they designate as being familiar enough with the issue, to give testimony to, or make presentation before, civic and governmental agencies in order to complete the work of the committee.

ARTICLE VIII – FINANCES

Section I – Funds

All money paid to the Chamber shall be placed in a general operating fund. Funds unused from the Current year's budget will be placed in a reserve account.

Section II - Disbursements

Upon approval of the budget, the President is authorized to make disbursements on account and expenses provided for in the budget without additional approval of the Board of Directors. Disbursement shall be by check.

Section III

The fiscal year of the Chamber shall end the 30th day of March of each year.

Section IV – Budget

As soon as possible after election of the new Board of Directors and officers, the Executive Committee (or Budget Committee if preferred) shall adopt the budget for the coming year and submit it to the Board of Directors for approval.

Section V – Annual Audit

A public accountant and or the Board of Directors shall audit the accounts of the Chamber of Commerce annually as of the close of business March 30th. The audit shall at all times be available to members of the organization within the offices of the Chamber.

Section VI

No disbursements of the funds of the Chamber in excess of fifty dollars shall be made unless the same shall have been approved, authorized, and ordered by the Board of Directors, or members of a meeting assembled at a meeting of the Chamber. All disbursements shall be made by check. Checks shall be signed by the Treasurer or by the President.

Section VII

The President and such other officer and staff as 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 Chamber.

ARTICLE IX – PARLIAMENTARY PROCEDURE

Section I – Parliamentary Authority

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 inconsistent with the charter of bylaws of the Chamber.

ARTICLE X – DISSOLUTION

Section I – Procedure

The Chamber shall use its funds only accomplish the objectives and purposes specified in these bylaws, and no part of said funds shall inure, or be distributed, to the members of the Chamber. On dissolution of the Chamber, and 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 of Directors as defined in IRS Section t01 (c)(3).

ARTICLE XI – AMENDMENTS

Section I – Revisions

These bylaws may be amended or altered by a two-thirds (2.3) vote of the Board of Directors or by a majority of the members at any regular or special meeting, providing notice for the meeting includes the proposals for amendments. Any proposed amendments or alterations shall be submitted to the Board or the members in writing, at least ten (10) days in advance of the meeting at which they are to be acted upon.

Adopted:

Amended:

Adopted:

Amended:

Adopted:

Amended:

**SAMPLE BALLOT
COPIAGUE CHAMBER OF COMMERCE
DATE _____**

Name	Position	Mark X for YES	Teller
	PRESIDNET		
	1 ST VICE PRESIDENT		
	2 ND VICE PRESIDENT		
	TREASURER		
	SECRETARY		
	BOARD OF DIRECTOR		

Copiague Chamber of Commerce Inc.

Proposed amendments to the By-Laws A) - Article V - Board of Directors - Section VI

Originally read: The term of office of a Director shall be: three (3) Directors shall serve a two-year term and three (3) Directors shall serve a three (3) year term.

Was amended to: The term of office of all Directors shall be for a two-year term.

Was further amended to read: A total of 10 Directors.
Should be amended to: A total of 8 Directors.

B) - Article VI - Officers - Section IV

Originally read: The outgoing President of the Chamber shall remain an ex-officio member of the Board of Directors for the year following the expiration of his term.

Was amended to: The outgoing President of the Chamber shall remain an ex-officio member of the Board of Directors for a term of 2 years following the expiration of his current term and shall have all the powers and privileges as accorded the other members of the Board of Directors.

Should be amended to: The outgoing President of the Chamber shall remain an ex-officio member of the Board of Directors for a term of 2 years following the expiration of his current term and shall have all the powers and privileges as accorded the other members of the Board of Directors.

In the event that the post of "Immediate Past President" becomes "vacated", the Board shall appoint an "Interim Director" to fill in the remainder of that term... This Director shall have all the privileges and responsibilities as accorded to other Directors... This candidate must be a "paid Regular member"...

This proposal is submitted to the Board of Directors on Tuesday, February 15th, 2011 by Sal Puglia for consideration and passage at the Board meeting of Tuesday, March 15th, 2011

Proposed Amendments ARTICLE VI – OFFICERS - Section I

Originally read: The officers shall consist of the following: President, First Vice President, Secretary, and Treasurer each of which shall simultaneously serve as a member of the Board of Directors for a two (2) year term. The President who shall not serve more than two (2) consecutive terms serves as chairman of the Board of Directors.

Should be amended to: The officers shall consist of the following: President, First Vice President, Secretary, and Treasurer each of which shall simultaneously serve as a member of the Board of Directors. All officers and elected executive board members may serve unlimited consecutive terms in office.

Proposed Amendments By-Laws A) - Article V - Board of Directors - Section VI

Was amended to: A total of 8 Directors.

Should be Amended to: A minimum of 8 Directors and a maximum of 10 Directors. Vacancies in the various officer positions shall be filled by a vote of an absolute majority of the Board of Directors, with the newly-appointed officer serving until the end of the uncompleted term

Proposal was made to the Board of Directors on Tuesday, October 18, 2011 for consideration..

Copiague Chamber of Commerce Inc.
Proposed amendments to the By-Laws
Proposed by Janet Lombardo, December 12, 2011

A) - Article V - Board of Directors - Section VI

Originally read:

The term of office of a Director shall be: three (3) Directors shall serve a two-year term and three (3) Directors shall serve a three (3) year term.

Was amended to:

The term of office of all Directors shall be for a two-year term.

Was further amended to read:

A total of 10 Directors.

Was further amended to read:

A total of 8 Directors.

Should be amended to:

A maximum of 10 Directors

B) – Article VI – Officers – Section I

Originally read:

The officers shall consist of the following: President, First Vice President, Secretary, and Treasurer each of which shall simultaneously serve as a member of the Board of Directors for a two (2) year term. The President who shall not serve more than two (2) consecutive terms serves as chairman of the Board of Directors.

Should be amended to:

The officers shall consist of the following: President, First Vice President, 2nd Vice President, Secretary, and Treasurer each of which shall simultaneously serve as a member of the Board of Directors for a two (2) year term. Any Officer may, if elected, continue as an Officer in the same capacity for additional consecutive terms.

This proposal is submitted to the Board of Directors on Monday, December 5th, 2011, by Janet Lombardo for consideration and passage at the Board meeting of Tuesday, December 13, 2011