

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

CONSTITUTION AND BY-LAWS



ARTICLE 1 – CORPORATE NAME AND BRAND

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.

Section II – Logo

The Logo is displayed and recognized as the organizations' brand. When used, it is to be done solely for the purpose of official Copiague Chamber of Commerce business.

ARTICLE II – OBJECTIVES

Section 1

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 development 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 2

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

Section 3: Limitations of Methods

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

ARTICLE III – MEMBERSHIPS

Section I - Eligibility

Applicants engaged in commercial and professional progress and activity of Copiague shall be eligible for membership. Applications will be forwarded to the Membership Committee for approval of membership.

Section II – Types of Memberships

- **Business** – any entity doing business supporting the aims and objectives of the Copiague Chamber of Commerce. Business members receive one vote and can serve on the Board. Only one vote is permitted per business.
- **Non-Profit** – any Non-Profit organization providing professional and/or community services and activities supporting the aims and objectives of the Copiague Chamber of Commerce. Non-profit members receive one vote and can serve on the Board. Only one vote is permitted per organization.
- **Individual** – any person desiring to promote the aims and objectives of the Copiague Chamber of Commerce. Associate members cannot vote and cannot serve on the Board.
- **Honorary** – 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 of the Board of Directors. Honorary members cannot vote and cannot serve on the Board of Directors.
- **Elected Officials** – Elected Officials of Government, as members, cannot vote, nor serve on the Board of Directors.

Section III - Acceptance

Applications for membership shall be in writing, on forms provided for the purpose, and signed by the applicant. Acceptance 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 IV - Dues

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

Section V – Termination

- a) Any members may resign from the Chamber upon written request to the Board of Directors.
- b) Any members shall be expelled by the Board of Directors by a two-thirds vote for nonpayment of dues after ninety (90) days from the due date, unless otherwise extended for good cause;
- c) Any members 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 VI – 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 corporation, or one organization are entitled to one (1) vote).

Section VII – Service to the Board

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

Section VIII - Exercise of Privileges by Designee

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.

ARTICLE IV - MEETINGS

Section I

There shall be a regular monthly meeting of the Chamber as the board of Directors shall determine. The monthly Meeting of the Board shall occur on the 3rd Tuesday. The monthly Regular General Meeting of the Chamber shall take place on the 4th Tuesday.

Section II – Special Meetings

Special meetings of the members and/or the Board may be called-upon written request of A) the President, or B) three (3) Directors or Officers, or C) eleven (11) members. Written requests shall be made to the Secretary.

Section III – Notice of Special Meetings

Each member shall be given written notice by email or regular mail of every special meeting within five days of said meeting with a statement of the purpose for calling same.

Section IV – Quorums

At any duly called general meeting of the Chamber, seven (7) members in good standing shall constitute a quorum. At a Board meeting, a majority of Directors present shall constitute a quorum.

Section V – Annual Meeting

The Annual Meeting of the Corporation, in compliance with State law, shall be held on the fourth Tuesday of April of each year. The Board of Directors shall fix the time and place. Notice thereof will be emailed or mailed to each member at least ten (10) days before said meeting.

Section VI – Notices, Agenda, Minutes

- A) Written notice by email or regular mail of all Chamber meetings must be given at least five days in advance unless otherwise stated.
- B) An advance agenda and Minutes must be prepared for all meetings. The Agenda is disseminated by email to all members at least 4 days prior to a meeting by the Secretary.
- C) A detailed outline for preparation of both shall be a part of the organizations Procedures Manual.

ARTICLE V – BOARD OF DIRECTORS

Section I – Board of Directors Composition

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, consisting of five (5) Officers and at least ten (10) Directors. The Officers shall be comprised of a President, Vice-President, 2nd Vice-President, Secretary and Treasurer.

Section II – Election of the Board

Election of Officers and Directors shall be conducted at the April Meeting of the Chamber, annually. Every other year, the following Officers are to be elected: President, 2nd Vice-President and Treasurer; and the next year will be the 1st Vice President and Secretary.

Section III – Nominating Committee

- A. Each year, at the November meeting of the Chamber, the President shall appoint a nominating committee of three(3) members. The 2nd Vice-President or Secretary shall oversee the Committee.
- B. It shall be the duty of said committee to nominate from the membership for the Board of Directors as there are vacancies to be filled.
- C. Members of the Nominating Committee shall not be running for office.
- D. The committee shall file with the President, not later than 30 days before the election, a list of nominees recommended
- E. 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 – Distribution of Ballots

- A. All voting is done by paper ballot.
- B. The secretary shall send by email or regular mail, to all members of the Chamber a ballot containing the names of the nominees for Officer or 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. The Ballots shall list the candidates in alphabetical order.
- C. Paper ballots and email responses are to be returned only to the Secretary within 10 days of mailing. The Secretary or 2nd Vice President will maintain procedures for tracking and present the ballots to the Nominating Committee.

Section V - Terms of Office

- A. The term of office of a Director shall be two years. There is no limit to the number of consecutive terms that a Director may serve as long as that person continues to serve in full capacity of duties and is a member in good standing.
- B. The term of Officer, if elected, shall be two years, with a 2-term maximum. A period of 2 years will be required before a retired Officer or Director may run again.
- C. In the Office of President and Vice President, if there is no one to fill the Office of the President, then it is mandated that the 1st Vice President move into the office of President.

Section VI - Prerequisites for Office

- a. To run for Director, a candidate must be a member in good standing for a minimum of one year.
- b. To run for Office, a candidate must have served on the Board of Directors for at least (2) years.

Section VII – Board of Directors Meeting

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 meetings, without notification to the Secretary, and deemed valid by the Board, shall be construed as a resignation.

Section VIII – Quorum

A majority of the Board of Directors shall constitute a quorum at any 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 1 – Board Compilation / Officers

The Officers shall consist of the following: President, First Vice President, 2nd Vice President, Secretary and Treasurer. Each shall serve simultaneously as a member of the Board of Directors for a two (2) year term

Section II - Duties of Office - President

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

Section III - Duties of Office - Immediate Past President

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 or her term.

Section IV Duties of Office - First and Second Vice-President

The First Vice President and the Second Vice President in the order named shall act in the absence of the President. In the absence or disability of the officers named President and Vice President, a member of the Board of Directors shall be appointed to act temporarily. A Vote of the majority of the Board will appoint that person.

Section V - Duties of Office - Treasurer

- A. For proper accounting the Treasurer shall receive and disburse all funds of the Chamber for adherence to accepted fiduciary protocol.
- B. He or she shall prepare and present a financial report to the Board of Directors and members of the Chamber at monthly meetings.
- C. The Treasurer is responsible for keeping of all Chamber books, the drafting and presenting of an Annual Budget, maintain and oversee Event accounts, and Chair the Finance Committee.
- D. A Reconciliatory Report of income, disbursements and credit card usage shall be the duty and responsibility of the Office.
- E. All reports will be made available for Auditing.

Section VI - Duties of the Office of Secretary

The Secretary shall record and maintain an accurate record of all proceedings of the Chamber and Board of Directors and shall preserve such records. It shall be the duty of the Secretary 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/She shall perform such duties as maybe incident to the office subject to the direction of the Board of Directors. He/She shall be responsible for securing all books, papers, and property of the chamber.

ARTICLE VII – COMMITTEES

Section 1

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.

Section IV - Discharge of Committees

With the approval of the Board, Committees shall be discharged by the President 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 V

Once committee action has been approved the Board of Directors, it shall be incumbent upon the committee chairman, or in his/her 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.

Section VI - Committees of the Chamber

The following Committees are recognized and approved by the Board of Directors:

Standing Committees:

- | | |
|------------------|------------|
| Budget & Finance | Membership |
| Nominations | Bylaws |
| Events | Audit |

ARTICLE VIII – FINANCES

Section I - Funds

All income paid to the Chamber shall be placed in a general operating fund. Funds unused from the current years’ budget will be placed in a reserve account. The Finance Committee will determine the operating processes of income.

Section II - Disbursements

- A. 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-
- B. No disbursements of the funds of the Chamber in excess of \$250 shall be made unless the same shall have been approved, authorized and ordered by the Board of Directors or members assembled at a meeting of the Chamber. All disbursements shall be made by check. Checks shall by signed by the Treasurer or by the President.
- C. Any expenses make outside a meeting of the chamber must be reported at the next meeting to the Board.

Section III

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

Section IV - Budget

Within 60 days after the election of the new Board of Directors and Officers, the Budget Committee shall create the budget for the coming year and submit it to the Board of Directors for approval.

Section V - Annual Audit

An internal audit by the Finance Committee shall audit the accounts of the Chamber of Commerce annually as of the close of business on March 30th of each year.

A public accountant shall audit the accounts of the Chamber of Commerce annually as of the close of business; with a report to the Board by May 15th. The audit shall at all times be available, upon the request to the Board, to all members of the organization within the offices of the Chamber.

Section VII - Bonds

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 1 - Parliamentary Authority

The current edition of Roberts Rules of Order shall be the final source of authority in all questions of parliamentary procedure when such rules are not inconsistent with the Charter and ByLaws of the Chamber.

ARTICLE X - DISSOLUTION

Section 1 - Procedure

The Chamber shall use its funds only to accomplish the objectives and purposes specified in these Bylaws. No part of said funds shall inure, or be distributed to, the members of the Chamber. On dissolution of the Chamber, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific or philanthropic organization to be selected by the Board of directors as defined in IRS Section t01 (c)(3)

ARTICLE XI - AMENDMENTS

Section 1 - 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.

Article XII – Conflict of Interest

The Copiague Chamber of Commerce recognizes a policy addressing conflicts of interest affecting it's members who may have outside and/or adjoining interests that may conflict with those of the Chamber. A separate "Conflict of Interest" policy adopted and in place is attached to the current Consitution and ByLaws of the Copiague Chamber of Commerce.