

WANTAGH CHAMBER OF COMMERCE BY LAWS

ARTICLE I

This new organization is incorporated under the laws of the State of New York and shall be known as Wantagh Chamber of Commerce, Incorporated, hereinafter referred to as the Chamber.

ARTICLE II PURPOSE

The Chamber is organized to promote the general welfare and prosperity of Wantagh, New York and vicinity; to advance community, civic residential, cultural, educational, professional, commercial, and industrial interests; to foster a better understanding and appreciation of the importance of local businesses and concern for their problems so that all areas of the business community shall prosper; to promote integrity and good faith, and just and equitable business principles; to discover and correct abuses; to prevent or **mediate controversies; to have a part in representing our community, particularly the interests of the business community, in the consideration and decision of local, state, and national issues.**

ARTICLE III LIMITATION OF ORGANIZATION

Section 1: This Chamber, in its activities, shall be non-partisan, non sectarian, and shall take no part in or lend its influence to the election or appointment of any candidate of national, state, county, or local office.

Section 2: The Chamber 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 IV MEMBERSHIP

Section 1: Any person, firm , association, partnership, corporation, limited liability company, or other legal entity (hereinafter referred to in these Articles as “applicant”):

- a. Having an interest in the general welfare in the community of Wantagh and in furthering the objectives of the Chamber,

-and-

In business or a profession with a physical location in Wantagh or a resident of Wantagh;

or

b. any applicant, at the discretion of the Board of Directors, whose membership furthers the purpose of the Chamber; shall be eligible to apply for membership.

Section 2: Applications for membership shall be on forms provided for that purpose. Election of applicants shall be by majority vote of the Board of Directors at any meeting hereof. The Board of Directors shall have the right in its sole and absolute discretion to approve or disapprove any application for membership. Any applicant so elected shall become a member upon payment of the regularly scheduled dues **and any applicable initiation fee.**

Section 3: No applicant may have more than one membership or be entitled to more than one vote. Each member in good standing shall be entitled to one vote at a Chamber meeting. A member in good standing is defined as one who is current in all their financial obligations to the Chamber and is not under suspension or expulsion from the Chamber.

Section 4: Each member may designate an individual to represent such membership subject to the approval of the Board of Directors and shall have the right at any time to change its representative upon written notice to and approval by the Board.

Section 5: Any member moving out of Wantagh must apply for continuation of membership at the end of their current membership period.

Section 6: Resignation: Any member may withdraw from the Chamber by giving written notice of such intention to the Board of Directors.

Section 7: Suspension or Expulsion: A member may be suspended for a period of time or expelled for:

Non-payment of dues, subscriptions or assessments as set forth hereinafter in Article V;
Conduct unbecoming a member;
Conduct prejudicial to the aims or repute of the Chamber; or violation of any of the by laws or policies of the Chamber.

and

Such suspension or expulsion shall be by a two-thirds vote of the Board of Directors,

-2-

provided that a statement of said charges shall have been mailed by certified mail, return receipt requested, to the member under charges at his/her/its last recorded address at least fifteen days before final action is taken thereon. Said statement shall be accompanied by a notice of the time when, and the place where the Board of Directors is to take action in the premises, so that said member shall be given an opportunity to present a defense at the time and place mentioned in such notice.

Section 8: Honorary membership: Distinction in public affairs, or outstanding service to the community or the Chamber shall confer eligibility to honorary membership. Honorary members shall be exempt from the payment of dues and shall have all privileges of members except the right to vote, or to be officers or directors. The Board of Directors shall confer or revoke honorary membership by a majority vote.

Section 9: Lifetime Membership: Extraordinary service to the Chamber and the Wantagh community shall confer eligibility to lifetime membership. Lifetime members shall be exempt from the payment of dues and shall have all the privileges of members, including but not limited to the right to vote and to be officers or directors. The Board of Directors shall confer or revoke lifetime membership by a majority vote.

ARTICLE V FINANCES

Section 1: The revenue of this Chamber shall be derived from annual membership dues and from other such sources as may be adopted and approved by the Board of Directors.

Section 2: By February 1st the budget committee shall propose a budget for the following current calendar year and submit it to the Board of Directors for approval.

Section 3: The fiscal year of the Chamber shall be a calendar year.

Section 4: A change in the annual dues shall be recommended by the Board of Directors and approved by two-thirds vote of members present at any regular or special meeting.

Section 5: Any member elected to membership after the expiration of nine months of the fiscal year shall not be required to pay dues for that year provided said member pays the full dues for the following fiscal year.

Section 6: Members who fail to pay their dues, subscriptions, or assessments by the

-3-

15th of March shall be notified by the treasurer. If payment is not received within ten days of notification of members in arrears shall be reported to the Board of Directors.

Section 7: The accounts of the Chamber shall be examined annually, as of the close of business December 31st by the audit committee which will present its findings to the Board of Directors at its regularly scheduled March meeting. Upon approval, the annual financial report shall be available to all members of the Chamber.

Section 8: Upon approval of the budget, the President may authorize disbursements on accounts and expenses not in excess of \$250 (two hundred and fifty dollars) from the President's discretionary fund, provided for in the budget without additional approval of

the Board. Disbursements shall be made by check.

ARTICLE VI MEMBERSHIP MEETINGS

Section 1: Regular Meetings: Regular meetings of the Chamber shall be held once each month on the second Tuesday of the month. Notice setting forth the place, date, and time of each meeting shall be mailed to the last recorded address of each member at least one week before the time appointed for the meeting. If a regular meeting can not be held on the scheduled date, an alternate date may be selected by the Board of Directors.

Section 2: Special Meetings: Special meetings of the Chamber may be called by the Board of Directors at their discretion or upon written request of ten members in good standing of the Chamber to consider a specific subject. Notice for any special meeting shall be given in the same manner as the regular monthly meeting and shall state the purpose of the meeting.

Section 3: Annual Meeting: There shall be an annual meeting of the Chamber on the second Tuesday of September for election of the Board of Directors and for receiving annual reports of officers, directors, and committees and the transaction of other business. Notice of said meeting, shall be mailed to the last recorded address of each member at least ten days before the appointed time of the meeting.

Section 4: Quorum: The presence of twelve members in good standing shall constitute a quorum.

Section 5: Proxies and absentee ballots shall be in writing and in accordance with guidelines set forth by the Board of Directors. A proxy or absentee ballot shall expire upon the adjournment of the meeting for which the proxy or absentee ballot is given unless otherwise specified in the proxy or absentee ballot.

-4-

ARTICLE VII BOARD OF DIRECTORS AND OFFICERS

Section 1: The government of the Chamber, the direction of its work and control of its property shall be vested in the Board of Directors.

Section 2: The Board of Directors shall consist of the duly elected officers, the immediate past president, and not less than two and not more than six at large directors who have been elected from the membership.

Section 3: Officers: The officers shall consist of a president, a first vice president, a second vice president, a recording secretary, a corresponding secretary, and a treasurer.

Section 4: Election: The officers and the directors at large shall be elected at the September meeting by written ballot. If there is no contest for a seat then the recording secretary may cast a ballot for the candidate for that seat.

Section 5: Term of Office: The Board of Directors shall serve for a term of one year beginning on January 1st of the year following the year of their election. No person shall be eligible to serve more than three consecutive terms for one position. If a person is filling a vacancy and serves for more than six months in one calendar year, it shall be considered as serving one term of office.

Section 6: Board of Directors Meetings: Regular meetings of the Board of Directors shall be held at least two weeks before each general membership; at the first meeting of the newly elected Board, the dates of the Board meetings for the year shall be selected. However, the Board of Directors, by organized vote or at the President's discretion, may therefore opt to change the date of any Board of Directors meeting provided that at least ten days prior written notice is given to all Board members. The corresponding secretary shall send a list of meeting dates to all Board members.

Section 7: Quorum: One half of the Board of Directors shall constitute a quorum for the transaction of business. If a quorum is not present, the meeting shall be adjourned to a date within seven days.

Section 8: Absence: Should any member of the Board of Directors be absent from three meetings of the Board during any calendar year without a valid excuse and notification to the president and corresponding secretary or absent from five meetings of the Board during any calendar year for any reason, the office shall be declared vacant and may be filled as provided for in Article VII, Section 9, below. The person chosen shall serve for the unexpired term of office.

-5-

Section 9: Vacancies: Whenever a vacancy shall occur on the Board of Directors, the president shall name a replacement subject to a majority vote of the remaining members of the Board of Directors. The person chosen shall serve for the unexpired term of office.

Section 10: Removal of Directors or Officers: Any Director or officer may be removed for cause by vote of two-thirds of the members of the Chamber present at any regular or special meeting provided that notice of the proposed removal is given with notice of such meeting.

Section 11: The Board of Directors is responsible for establishing procedure and formulating policy of the Chamber. These policies shall be maintained by the recording secretary, in a policy manual, to be reviewed manually and revised as necessary.

Section 12: No action by any member, committee, or employee, or Board member 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.

ARTICLE VIII DUTIES OF OFFICERS

Section 1: President: The president shall preside at all meetings of the Chamber and the Board of Directors. The President shall be a member ex-officio, with the right to vote on all committees except the Nominating Committees. The President shall, subject to the approval of the Board, establish all committees and appoint or remove a Chairperson except those specified otherwise in the by laws.

Section 2: First Vice President: In the absence of the President, the first vice president shall perform the duties of the President. The first vice president shall also serve as assistant to the President at all times.

Section 3: Second Vice President: In the absence of the President and first vice president the second vice president shall assume the duties of the president. The second vice president shall also serve as chairman of the membership committee.

Section 4: Recording Secretary: The recording secretary shall attend all meetings of the Chamber and take minutes of said meetings. In the absence or disability of the recording secretary, the president may appoint a recording secretary pro-tem.

Section 5: Corresponding Secretary: It shall be the duty of the corresponding secretary to send notice of all meetings of the Chamber and the Board of Directors; to conduct all correspondence; to make the current membership list available at all meetings; to collect and to turn over to the treasurer all fees, dues, and subscriptions received.

-6-

In case of absence or disability of the corresponding secretary, the President may appoint a corresponding secretary pro tem.

Section 6: Treasurer: The treasurer shall keep an account of all monies received and expended for the use of the Chamber and shall make disbursements on accounts and expenses not in excess of \$250 (Two hundred and fifty dollars) provided for in a budget approved previously by the Board of Directors upon the presidents authorization without additional approval of the Board of Directors. The treasurer shall deposit all sums of received monies in a bank approved by the Board of Directors and shall make reports at the general meeting, annual meeting, or when called upon by the president or Board of Directors. Funds may be drawn only upon the signature of the treasurer and the president or any duly designated two officers. The treasurer shall provide a monthly financial report to the Board of Directors in a form approved by the Board of Directors. The treasurer shall keep a list of the current members of the Chamber and make same available to the corresponding secretary.

Section 7: Audit of Treasurer: The books of the Chamber shall be audited once a year pursuant to Article V, section 7 of these By Laws by an audit committee

appointed by the President and approved by the Board of Directors.

ARTICLE IX COMMITTEES

Section 1a: Nominating Committee: At the June meeting of the Chamber five members in good standing shall be elected by the members, none of whom shall be an officer, but may be Directors at Large or the immediate past President. **To qualify to serve on the Nominating Committee, members, other than Directors, must have attended at least three membership meetings in the twelve months prior to their election.**

b. The Nominating Committee shall choose its own chair.

c. Each nominee for office must be a member in good standing for one year as of the date of election.

d. The Nominating Committee shall notify the Recording Secretary, in writing, at least ten days before the July meeting of names of the candidates selected. The Corresponding Secretary shall include a copy of the slate with the notice of the July meeting.

Section 2: Independent Nominations: Nominations for officers and directors may be made from the floor during the July and August meetings and, upon being seconded, added to the slate to be voted on during the September meeting. Each nominee for office must be a member in good standing for one year as of the date of the election.

-7-

Section 3: Other Committees: At the first meetings at the new Board of Directors the President, with the approval of the Board of Directors, shall establish such committees and appoint committee chairs as are necessary to transact the business of the Chamber. Committee chairs shall hold office until the appointment of their successors and shall have such powers and duties as shall be delegated to them by the President and the Board of Directors. Committee chairs shall appoint committee members.

Section 4: Special Committees: The President, with the approval of the Board of Directors, may establish special committees and appoint committee chairs which are deemed necessary.

Section 5: Committee Quorum: A majority of any committee shall constitute a quorum for the transaction of business. All business shall be approved by the President and the Board of Directors.

Section 6: Committee Vacancies: Committee chairperson vacancies shall be appointed by the President.

ARTICLE X AMENDMENTS

Section 1: These By Laws may be amended or altered by a two-thirds vote of those present at any regular or special meeting of the Chamber, provided notice of the proposed change shall have been mailed by the Corresponding Secretary to each member of the Chamber not less than ten days prior to such meeting.

Section 2: Notice must include Article number, Section number, and the proposed changes, additions or deletions.

Section 3: It shall be the duty of the Recording Secretary to maintain a complete and accurate record of all changes, revisions, and amendments to these By Laws and to have such record available at all regular and special meetings of the Chamber.

ARTICLE XI FISCAL YEAR

Section 1: The fiscal year of the Chamber shall be from January 1st to December 31st.

Section 2: Any budget passed by the Board of Directors shall be a balanced budget.*

* Added 2005

-8-

ARTICLE XII PARLIAMENTARY PROCEDURE

Parliamentary procedure shall be determined according to **ROBERT'S RULES OF ORDER** newly revised. **Except as otherwise provided in these By Laws or procedures. Parliamentary procedure shall be determined according to ROBERT'S RULES OF ORDER, newly revised**

CHANGES IN PROCEDURE

Voting:

Election committee will count votes and give the results to the President, in private prior to the President casting his/her ballot. The President then casts a vote which may break or create a tie. Under no circumstance shall the President have more than one vote.

The President shall announce the election results to the members.

The new Board members are encouraged to attend the Board meetings in October, November, and December, but shall not have voting rights until their term begins.