

EAST MEADOW CHAMBER OF COMMERCE, INC.

BY-LAWS

ARTICLE I. NAME AND MISSION STATEMENT

Section 1. NAME:

The name of this corporation shall be: EAST MEADOW CHAMBER OF COMMERCE, INC.

Section 2. MISSION STATEMENT:

The mission of the East Meadow Chamber of Commerce is to promote the interest of the unincorporated area of East Meadow and to foster a strong and thriving business community, making East Meadow a vibrant and prosperous place to live and work.

ARTICLE II. MEMBERSHIP

Section 1. MEMBERSHIP:

A. BUSINESS MEMBERSHIP: A person, sole proprietorship, Partnership or Corporation engaged in business, or owning business property in the unincorporated area of East Meadow and its neighboring communities (herein defined as "entity") shall be eligible for Regular Membership. Each entity that pays dues shall have one vote at general meetings.

B. ORGANIZATIONAL MEMBERSHIP: A Not for Profit or Community entity engaged in any civic, government or educational type of activity shall be eligible for Organizational Membership. Each Organizational Membership shall pay dues but shall have no voting rights.

C. CIVIC MEMBERSHIP: A person engaged in any civic, government or educational type of activity or who is a resident of East Meadow or Salisbury shall be eligible for Civic Membership. Each civic member shall pay dues but shall have no voting rights.

Section 2. APPLICATION FOR MEMBERSHIP:

Candidates for membership shall file an application to the Board of Directors, together with their payment, for a disposition. A majority vote of the Board of Directors shall be required for election to membership.

Section 3. DUES:

Each Regular and Civic member shall pay dues. The dues for each of the respective memberships shall be set by the Board of Directors at the September Board of Directors meeting for the following calendar year commencing on January 1st.

Section 4. DELINQUENCY:

If any member fails to pay their annual dues within one (1) month after the due date, written notice shall be given to said member by the Secretary. If the member continues to remain delinquent after two (2) months after the due date, membership shall automatically be terminated by the Board of Directors.

Section 5. SUSPENSION AND EXPULSION:

Any member may be suspended or expelled for cause by resolution passed by two-thirds (2/3) of the Board of Directors at any meeting called for that purpose. Such member will be entitled to thirty (30) days' notice of a meeting and shall be entitled to appear at the meeting in order to address the claims constituting grounds for suspension or expulsion.

Suspended members shall not be permitted to attend any Chamber meetings or events. Expelled members may apply for re-admission no earlier than one (1) year after the expulsion.

ARTICLE III. BOARD OF DIRECTORS

Section 1. THE GOVERNMENT OF THE CHAMBER:

The government of the Chamber, the direction of its work, and the control of its property shall be vested in the Board of Directors, consisting of a minimum of eleven (11) Directors, the elected officers of the Chamber and all Past Presidents still retaining their membership in the Chamber. The Board of Directors shall have the power, upon recommendation of the President, to fill vacancies among the elected Directors and Officers until the next general meeting, at which time nominations shall be accepted from the general membership to fill the vacancy. If more than one member shall be nominated, then an election shall take place at the following general membership meeting.

Section 2. BOARD MEETINGS:

The Board of Directors shall meet once every month, on a date to be determined by the President, and upon written request of any three (3) Directors on such other date as shall be stated in the request. An Emergency Meeting may be held by email notice or by telephone notice to all Board Members at the direction of the President.

Section 3. QUORUM:

Seven (7) members of the Board shall constitute a quorum. The absence of any elected member of the Board within their current term for two (2) meetings without being excused, or three (3) consecutive meetings, or four (4) meetings in total shall be treated as cause for removal from the Board. Such option shall be exercised by the Board at a meeting called for such purpose by resolution passed by two-thirds (2/3) of the Board at such meeting. Such member of the Board will be entitled to the same notice as set forth in Article II, Section 5.

Section 4. PROHIBITION FROM VOTING AT BOARD MEETINGS

Any past president otherwise entitled to vote at board meetings who is absent for three (3) such meetings during a calendar year without being excused, or three (3) consecutive board meetings over any period of time, or four (4) board meetings during a calendar year shall be prohibited from voting at board meetings until that past president has attended three (3) consecutive board meetings over any period of time, or four (4) board meetings during a calendar year. Notwithstanding the foregoing, all past presidents still retaining their membership in the Chamber shall have the privilege of the floor at board meetings.

Section 5. ADMINISTRATIVE SERVICES:

The Board of Directors shall have the power to engage the services of an Executive Secretary and Publicity Director and to set the compensation for these services.

Section 6. COMMITTEE PARTICIPATION:

Every elected director shall be a participating member of at least one (1) committee, other than the Nominating Committee and Appropriations Committee. Failure to perform this obligation will be grounds for removal from the Board of Directors, following the same process set forth in Article III.

ARTICLE IV. OFFICERS

Section 1. THE OFFICERS OF THE CHAMBER:

The officers of the Chamber shall consist of a President, a Vice-President, a Secretary and a Treasurer.

Section 2. PRESIDENT:

The President shall preside at all meetings of the Chamber. He/she shall perform all duties incident to his/her office and to advise such action as he/she may deem appropriate. The President shall determine all committees, appoint and remove all committee members and their chairpersons with the approval of the Board of Directors unless their appointment shall be governed by some other provision herein.

Section 3. THE VICE-PRESIDENT:

In addition to such duties as are set forth in these By-Laws, the Vice President shall perform such duties as may be assigned by the President. In the absence or disability of the President, the Vice-President shall preside at the general membership meeting.

Section 4. TREASURER:

The Treasurer shall have the care and custody of all funds of the Chamber and shall deposit such funds in the name of the Chamber in such bank or banks as may be designated by the Board of Directors. He/she shall prepare the annual dues billing. He/she shall make monthly reports as to the financial condition of the Chamber to the Board of Directors, who may require him/her to give acceptable bond in such sum as the Board may determine for the faithful performance of his/her duties. He/she shall keep records of the payment of dues and follow up on any delinquencies.

Section 5. SECRETARY:

The Secretary shall keep an accurate record of the proceedings of all meetings of the Chamber. He/she shall oversee the development of mailings and communications and shall be responsible for all correspondence going out of the Chamber and shall keep a file of such correspondence.

ARTICLE V. COMMITTEES

Section 1.

Except as otherwise provided herein, the number, nature, size, activities and control of the Committees shall be vested in the President and approved by the Board of Directors.

Section 2. There shall be the following standing committees:

A. Auditing Committee: With the advice and consent of the Board of Directors, the President shall, at the first Regular Meeting of the Board of Directors appoint an Auditing Committee of two (2) members, whose duty it shall be, at the close of the following fiscal year, and at such other times as in its discretion may seem best, to examine and audit the books and accounts of the Treasurer and report its finding to the Board of Directors and to the Chamber.

B. Nominating Committee: There shall be a nominating committee designated to develop a list of candidates for the purpose of selecting officers and members of the Board of Directors. The nominating committee shall follow the rules set forth in Article VII herein.

C. Appropriations Committee: The appropriations committee shall review all requests for donations by the Chamber that exceed the amount that the President is authorized to approve, as set forth in Article VIII, and will review requests for any lesser amount when requested to do so by the President.

Section 3. EX-OFFICIO:

The President shall be an Ex-Officio member of all committees except the Auditing Committee, Appropriations Committee and Nominating Committee.

ARTICLE VI. MEETINGS

Section 1. REGULAR MEETINGS:

Regular meetings of the Chamber shall be held on the first Wednesday of every month, unless provision is made for a substitute date at a previous meeting, except that the Board of Directors may eliminate the meeting in July and/or August of each year. Not less than five (5) days' notice in writing of the time and place of holding of regular meetings shall be given to each member.

Section 2. SPECIAL MEETINGS:

A Special Meeting of the Chamber may be called on five (5) days written or email notice to the members whenever the President or the Board of Directors deem such a Special Meeting desirable or whenever not less than seven (7) regular members and/or Past Presidents who are civic members shall request in writing the calling of such a meeting. Such notice of and request for a Special Meeting shall clearly set forth the purpose for which such meeting is called.

Section 3. BUSINESS AT SPECIAL MEETINGS:

At all Special Meetings of the Chamber, only such business as the meeting notice shall contain shall be discussed and acted upon.

ARTICLE VII. ELECTIONS

Section 1. Nominating Committee:

There shall be a Nominating Committee to be formed no later than August 1st of the current calendar year consisting of five (5) members as follows: The Immediate Past President shall be Chairperson of the Committee and a member of the Committee. Two (2) members of the Nominating Committee shall be selected at a General Membership Meeting from the Business membership at large, except that no Past President may be selected. One (1) additional member of the Committee shall be a Past President and will be selected by the Past Presidents at a meeting called by the Immediate Past President after giving prior notice to all the Past Presidents that are still members of the Chamber. One (1) additional member of the Committee shall be a Board Member and will be selected by the Elected Board Members at the next monthly board meeting. All such selections shall be made at a meeting called by the Chairperson; and with respect to the selection from the General Membership and the Board, at the regularly scheduled meeting of the Membership and/or Board.

Section 2. Nominations:

The Nominating Committee, after selected, shall meet at the discretion of its Chairperson after due notice in advance of the September General Meeting so as to make its report in writing at such meeting. Only individuals who are Business members or a representative of a Business member may serve as an officer or director. Their membership must be paid in full. The meeting notice for the October meeting of the General Membership shall contain the entire slate of Officers and Directors selected by the Nominating Committee. Nominations will be open to the floor at the October meeting.

Only individuals who are Business members or a representative of a regular Business member or an active Past President may nominate from the floor. Thereafter nominations will be closed.

Section 3. Elections:

A. Those Nominees who do not have a contest as a result of no one else being nominated for such office shall be declared elected at the close of the nominations at the October meeting by a single vote of the then sitting Secretary.

B. Those offices in which there is a contest shall be contested at the General Membership Meeting in November. Each Business member and active Past President who is a Civic member shall be entitled to one vote. No individual present at the November meeting shall be entitled to more than one vote regardless of the number of membership affiliations said individual may have. Prior to the distribution of ballots, each Business member shall designate a representative in writing to the Chairman of the Nominating Committee who, shall have the sole authority for the member to vote in said election. Failure to designate in writing a representative shall result in the forfeiture of said member's right to vote in said election. There shall be no proxy votes.

C. The term of office for President, Vice President, Treasurer and Secretary shall run from January first of the year following such election and shall continue for one (1) year or until a successor has been duly elected. The term for all elected members of the Board of Directors shall run from January first of the year following such election and shall continue for two (2) years or until a successor has been duly elected. The eleven (11) elected directors shall be elected by the membership to two (2) year staggered terms, six (6) of which will be subject to election in odd-numbered years and the other five (5) in even-numbered years. Candidates for President must have served as an Executive Board member for at least one (1) year prior to nomination and as a member of the Board of Directors for a total of at least two (2) years prior to nomination. Candidates for Vice-President must have been members of the Board of Directors for at least one (1) year prior to nomination.

ARTICLE VIII DISBURSEMENTS

Section 1.

No disbursements of the funds of the Chamber shall be made unless the same shall have been approved or ordered by the Board of Directors. All disbursement shall be made by check if practical to do so. Checks shall be signed by any two (2) of the authorized officers jointly.

Section 2.

The President can expend up to two hundred and fifty and 00/100 (\$250.00) dollars in any one instance without the Board of Director's approval. This authorization shall in no way exceed the total sum of one thousand (\$1000.00) dollars during any one calendar or fiscal year.

ARTICLE IX. PARLIAMENTARY RULES

The proceedings of the Chamber and the Director Meetings shall be governed by and conducted according to the latest edition of "Roberts Rules of Parliamentary Procedure."

ARTICLE X. PROPERTY INTEREST

Any member whose membership has been terminated in any manner shall cease to have any interest in the Chamber.

ARTICLE XI. AMENDMENTS

Section 1. PROCESS FOR AMENDING:

These By-Laws may be amended by compliance with the following procedure: An amendment may be proposed in writing at any time by either the Board of Directors or by petition signed by five (5) Regular members in good standing. The proposed amendment shall be read at the next General Membership meeting. If then approved by a two-thirds (2/3) vote of those members present, the amendment shall then at once take effect as part of these By-Laws. Voting for such amendment shall follow the same procedure as set forth in ARTICLE VII, Section 3. Such amendment shall be given at least five (5) days' notice in writing to the membership prior to final adoption.

Ratified by the membership June 2019