

CONSTITUTION AND BY-LAWS
OF THE
GLEN COVE CHAMBER OF COMMERCE, INC.

ARTICLE 1 - NAME

Section 1.

The name of this Chamber of Commerce is "Glen Cove Chamber of Commerce, Inc."

ARTICLE II – MISSION STATEMENT

Section 1.

The Mission of this Chamber of Commerce is to enhance the health & profitability of its member businesses.

Section 2.

The Chamber plans to fulfill its mission by helping to:

- (a) Develop, encourage, promote and protect the commercial, industrial, professional, financial, and general business interests of the City of Glen Cove and its economic region.

- (b) Promote the civic interests, the general welfare and prosperity of the greater Glen Cove area. Particular attention and emphasis shall be given to the economic, civic, commercial, industrial and educational interests of this region.

Section 3.

This Chamber is non-partisan and non-sectarian and shall take no part in or be

committed to nomination, endorsement or election of any candidates for public office. However, the Chamber may take a stand on certain public issues.

Section 4.

The Chamber shall observe all Local, State & Federal laws which apply to a non-profit organization as defined in Section 501(c)(6) of the Internal Revenue Code, as the same may be supplemented or amended.

ARTICLE III - MEMBERSHIP

Section 1. ELIGIBILITY

Any person, corporation, association, partnership, governmental agency or educational institution having an interest in the objectives of the Chamber of Commerce shall be eligible for membership in accordance with the following criteria.

Section 2. MEMBERSHIP PROCESS

Applicants for membership must submit a membership application form either by mail, in person, or online, to the Chamber Administrator or Membership Chairperson who will submit the applications to the Board of Directors prior to the next scheduled Board meeting. Subject to review of the application, the applicant will be considered a member upon payment of dues; however the Board of Directors reserves the right to revoke membership for any violation of ethics on the part of said member.

Section 3. MEMBERSHIP INVESTMENT (DUES)

Membership Investment (dues) shall be at such rate or rates, schedule or formula, as may be from time to time prescribed by the Board of Directors, payable annually in advance. If delinquent after 60 days, notice will be sent.

Membership Investment notices will be sent yearly during the anniversary month for each member.

Section 4. TERMINATION

- (a) Any member may resign from the Chamber of Commerce upon written request to the Board of Directors.
- (b) A member may be expelled by written notice for non-payment of dues after ninety (90) days from the date due, unless extended for good cause.
- (c) Any member may be expelled by the Board of Directors, by two-thirds vote at a regularly scheduled meeting thereof, for conduct unbecoming a Chamber member or prejudicial to the aims, repute or integrity of the Chamber, after due notice and opportunity for a hearing are afforded the member against whom the complaint was filed, within 30 days of notification

Section 5. VOTING

Each member person, firm, association or corporation in good standing shall be entitled to cast one vote in the annual election of Directors, or in any situation where voting may be required.

Section 6. HONORARY MEMBERSHIP

Distinction in public or civic affairs shall confer eligibility to honorary membership. The honoree shall have all the privileges of members, except the right to vote, and shall be exempt from payment of dues on a year to year basis subject to Board review and vote. The Board of Directors shall confer or revoke honorary membership by a unanimous vote.

ARTICLE IV - MEETINGS

Section 1. ANNUAL MEETING

The annual membership and installation meeting of the Chamber of Commerce shall be held before March 30th of each year. The time and place shall be fixed by the President and/or Executive Director/Administrator, and notice thereof mailed to each member at least ten (10) days before said meeting.

Section 2. BOARD OF DIRECTORS MEETINGS

- (a) The Board of Directors shall meet once a month, September through June, and will meet once during the months of July and August, at the call of the President (11 meetings).
- (b) Additional Board meetings may be called by the President, or by the Vice President upon the President's absence, upon written request of two (2) members of the Executive Committee which includes the purpose of the meeting and matter of discussion, at least five (5) days prior to said meeting. A proxy will also be made available so that a Board member who cannot be present at the special meeting will be able to cast his or her vote.
- (c) Failure to attend more than four of the eleven scheduled meetings will result in automatic dismissal of that of Director or Executive Committee Member, unless the Board acknowledges mitigating circumstances.
- (d) Each member of the Board of Directors must serve on a least one (1) committee each year.

Section 3. ADDITIONAL MEETINGS

General membership meetings may be called by the President at any time, or upon petition in writing of at least five (5) members. E-mail may be used.

- (a) Notice of additional membership meetings shall be mailed to each member at least five (5) days prior to such meeting.
- (b) Committee meetings may be called at any time by the President or by its Chairperson.
- (c) There will be a general membership meeting at least once every two (2) months.

Section 4. QUORUMS

- (a) At any general meeting of the Chamber, seven (7) members shall constitute a quorum.
- (b) At any Board of Directors meeting, a majority of Directors present shall constitute a quorum.

ARTICLE V - BOARD OF DIRECTORS

Section 1. COMPOSITION

The Board of Directors shall be composed of a minimum of nine (9) members, one third (1/3) of whom shall be elected annually to serve for three (3) years, or until their successors are elected and have qualified. An updated list of the Board of Directors and their respective dates of term will be kept by the Executive Director/Administrator.

Section 2. FUNCTION

The Board is responsible for setting policies and implementing programs that are in support of the mission and objectives of the Glen Cove Chamber of Commerce as stated in Article II, of these by-laws. Further, the Board is responsible for safeguarding the assets and finances of the Chamber and directing its affairs so to fulfill the Chamber objectives

Section 3. SELECTION AND ELECTION OF DIRECTORS

(a) Eligibility

Member Businesses must be in good standing and have been a member for a full year.

(b) Nominating Committee

At a regular Board meeting in October, which is two (2) months prior to the annual date of election, the President shall appoint a Nominating Committee, consisting of three (3) members of the Chamber, one of whom will be designated as Chairman by the President.

The Committee shall present to the President on or before October 1st, a slate of a minimum of three (3) candidates to serve three (3) years. The report of the Nominating Committee will be sent by mail, or e-mail by October 10th, to all Chamber members in good standing. See following paragraphs for further duties of the Nominating Committee.

(c) Nominations by Petition

Additional names of candidates for directors may be submitted and nominated by petition bearing the signatures of at least twenty-five (25) members in good standing of the Chamber. Such petition shall be filed with the Nominating Committee Chairman at least seven (7) days prior to November 10th. The determination of the Nominating Committee as to the legality of the petition shall be in all respects final.

(d) Election of the Board of Directors

The election of the members of the Board of Directors shall take place by printed ballot, from December 1st through December 15th via mail, fax, or electronically. The nominees elected will be notified by the Chairman of the Nominating Committee.

(e) Resignations from the Board

1. Voluntary Resignation

In the event that a Board member decides that they can no longer serve on the Board for any reason, they shall submit their resignation in writing to the Board through the

Executive Director or President. Upon receipt of a member's written resignation, the Executive Committee shall consider the member's offer of resignation and notify the Board of its decision. The Board shall then act immediately on the recommendation of the committee at its next regularly scheduled meeting, unless the resignation is withdrawn any time prior to the Board's action, and notify the member of its decision. The Board shall feel free to accept or not accept the resignation, by a majority vote, based on the facts and the situation. If the Board accepts the resignation, the Board shall then declare the Board position vacant.

Reinstatement of any Board member who voluntarily resigns may be made if written application is made to the Board within one year of resignation or within the remaining period of service for that term, whichever is the lesser, and if a position is vacant, by a majority vote of the Board.

2. Involuntary Resignation

A Board member resignation that has been requested, solicited or demanded by the Chamber shall be deemed involuntary, and shall require a 2/3 vote by the full Board. In such a case, every effort shall be made by the Board or Executive Committee to approach the individual and to obtain a voluntary resignation. Failure to obtain a voluntary resignation shall require a meeting at which the individual, within 15 days of notification, and the Executive Committee, will each present their respective positions. The Committee recommendation shall then be made to the Board, and a secret ballot of the full Board will be taken. The individual who is the subject of the vote will be allowed to cast a vote.

(f) Vacancies

Vacancies on the Board of Directors, or among the officers, that occur during a term of service, shall be filled by candidates presented to the Board of Directors, by a majority vote of all current Board members. A Member may petition to fill a vacancy by submitting a petition containing 25 signatures of members in good standing to the Nominating Committee. A Nominating Committee is to be activated to do a search, if needed, or nominees may be presented by Board members at a regularly scheduled Board Meeting.

To permit due consideration of nominees by all Board members, the name, associated business, and credentials of the nominee will be provided to all Board members at least two weeks prior to a vote.

Persons elected by the Board of Directors to fill vacancies on the Board will serve for completion of the term of the departing Board Member(s), or for the balance of a term open, and in addition will be required to sign a Board Member agreement and to fulfill all required responsibilities.

Section 4. Policy

The Board of Directors is responsible for formulating the policies of the Chamber.

Section 5. Management

The Board of Directors shall employ an Executive Director or Administrator and shall fix his or her salary as well as any other consideration of employment.

Section 6. Responsibilities

Each Director has a fiduciary responsibility to the Board, the Chamber and its members, and also a responsibility to uphold the Constitution and By-laws of this organization.

The major responsibilities of the Board are:

1. Determine the Organization's Mission and Purpose
2. Select the Executive Officers
3. Support the Executives and Review Their Performance
4. Ensure Effective Organizational Planning

5. Ensure Adequate Resources
6. Manage Resources Effectively
7. Determine and Monitor the Organization's Programs and Services
8. Enhance the Organization's Public Image
9. Serve as a Court of Appeal
10. Assess Its Own Performance

ARTICLE VI - OFFICERS

Section 1. Election of Officers

At the December Board meeting of every odd numbered year, after a review of suggested nominations from individual Board members as well as indications of interest from the sitting Board, the Nominating Committee shall nominate, and the Board shall elect by secret ballot, officers for the next two (2) year term. Elected officers shall be the President, Vice President(s) and Treasurer. The officers shall be voting members of the Board of Directors.

Installation of all new Board members as well as the Chamber Officers shall take place in January of the New Year.

Section 2. Duties of Officers

(a) PRESIDENT

The President shall serve as the executive head of the Chamber and shall preside at all meetings of the membership, Board of Directors and Executive meetings. The President shall have supervision and oversight of the business of the Chamber

The President shall, with the advice and counsel of the Vice President(s) determine all committees, select all chairpersons, assist in the selection of committee personnel,

subject to approval of the Board of Directors. The President shall be an ex-officio member of all committees.

(b) VICE PRESIDENTS

The Vice President(s) shall have duties and responsibilities designated by the Board of Directors, and in the absence of the President, one shall preside at meetings of the Board of Directors and the Executive Committee. The Vice President(s) will also have under their immediate jurisdiction all committees pertaining to their general duties.

(c) TREASURER

The Treasurer shall be responsible for the safeguarding of all funds received by the Chamber and for their proper disbursement. Such funds shall be kept on deposit in financial institutions approved by the Board of Directors. Disbursement checks must be signed by the Treasurer, Vice President, or the President as determined by the Board of Directors.

The Treasurer shall report monthly to the Board. He or she will have access to any financial information deemed necessary for the report. All reports can be accessed via the internet using the Chamber's password.

The Treasurer shall preside over the Finance Committee and shall complete an annual budget for presentation to the Board of Directors in December.

The Treasurer shall assist the CPA in the preparation of all tax documents.

(d) EXECUTIVE DIRECTOR/ADMINISTRATOR

The Executive Director or Administrator is an employee of the Glen Cove Chamber of Commerce with responsibilities as set forth in their respective employment agreement(s)

The Executive Director/Administrator works under the direction of the President.

Section 3. Executive Committee

The Executive Committee shall act for and on behalf of the Board of Directors when the Board is not in session, but shall be accountable to the Board for its action. It shall be composed of the President, Vice President(s), and Treasurer. The President will serve as Chairman.

The immediate Past President shall serve as an ex officio member of the Executive committee, in a non-voting advisory capacity, if available to so serve.

ARTICLE VII - COMMITTEES AND DIVISIONS

Section 1. Appointment and Authority

The President, by and with the approval of the Board of Directors, shall appoint all committees and committee chairpersons. He or she may appoint such ad hoc committees and chairpersons as he or she deems necessary to carry out the program of the Chamber. Committee appointments shall be at the will and the pleasure of the President and would be subject to review and possible change by a new President. All committee members must be members in good standing.

It shall be the function of a committee to make investigations, conduct studies and hearings, make recommendations to the Board of Directors and to carry on such activities as may be delegated to them by the Board. Each committee must appoint a scribe who will keep the minutes for the committee, with a copy sent to the Executive Director, for purposes of reference.

Section 2. 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.

No officer or Board member shall contract any debt on behalf of the Glen Cove Chamber of Commerce without the authorization of the Board of Directors, except when expenditures fall within the approved budget.

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 committee.

Section 3. Divisions

The Board may create such divisions, bureaus, departments or councils as it deems advisable to handle the work of the Chamber and shall authorize and define the duties thereof.

ARTICLE VIII – FINANCES

There shall be in place a Finance Committee chaired by the Treasurer of the Chamber to oversee the following:

Section 1. Budget

The Finance Committee shall compile a budget of estimated income and expenses for the coming year and submit it to the Board of Directors in December of each year for approval.

Section 2. Funds

All money paid to the Chamber shall be placed in the general operating fund after review and approval by the Treasurer.

Section 3. Disbursements

Upon approval of the Budget, the Treasurer is authorized to make disbursements on accounts and expenses provided for in the Budget and previously authorized, without additional approval of the Board of Directors.

Section 4. Fiscal Year

The fiscal year of the Chamber shall be from January 1 through December 31 of that same year.

Section 5. Annual Audit

Upon the recommendation of the Board of Directors, an annual audit of the accounts of the Chamber shall be done by a Certified Public Accountant. The audit shall at all times be available to members of the organization within the offices of the Chamber

Section 6. Insurance

The Chamber will maintain liability insurance sufficient to meet all applicable state laws and as the Board will deem necessary. The Chamber will also maintain Errors & Omissions Insurance for all members of the Board of Directors.

Section 8. Web-based Accounting

All accounting for the Chamber is web-based and will be made accessible to all Board members via use of a Password. Access of any Board member will be removed when that member leaves the Board. This will be the responsibility of the President and/or Executive Director.

ARTICLE IX - AMENDMENTS

Section 1. Revisions

These by-laws may be amended by a majority vote of the members at any regular or special meeting, providing the notice for the meeting includes the proposals for amendments. Any proposed amendments or alterations shall be submitted to the Board and the members in writing, at least ten (10) days prior to the meeting.

ARTICLE X – DISSOLUTION

Upon dissolution of the Chamber, all assets remaining after payment of all costs and expenses of such dissolution, shall be distributed to one or more duly organized and qualified exempt organizations operating in and for the greater good of Glen Cove,

under the Internal Revenue Code of 1954 and all amendments thereto, as shall be selected by the Board of Directors. None of the assets shall be distributed to any member, Director or Officer of the Glen Cove Chamber of Commerce.

REVISED 05/31/2017. This revision supersedes any and all prior versions of the By-Laws

REVISED 05/31/2017. This revision supersedes any and all prior versions of the By-Laws