

**BY-LAWS<sup>1</sup>**

**THE PLAINVIEW OLD BETHPAGE  
CHAMBER OF COMMERCE, INC.**

**(A Not-For-Profit Corporation)**

**ARTICLE I**

**OFFICES**

The principal office of the Corporation<sup>2</sup> shall be located in Plainview, New York and/or Old Bethpage, NY, County of Nassau and State of New York. The Corporation may also have such offices at such other places within or with the State as the Board of Directors may from time to time determine. The official address for the Corporation shall be POB 577, Plainview, NY 11803. Such official address shall be prominently posted on the Chamber's website.

**ARTICLE II**

**MEMBERS**

1. (a) The persons signing the Certificate of Incorporation as Incorporators shall be the first members of the Corporation, unless they shall have resigned as such members or unless membership shall otherwise have been terminated. Thereafter, the eligibility and qualifications for membership, and the manner of and admission into membership shall be prescribed by resolutions duly adopted by the Board of Directors of the Corporation or by such rules and regulations as may be prescribed by the Board of Directors. All such resolutions or rules and regulations relating to members adopted by the Board of Directors of the Corporation shall be affixed to the By-Laws of the Corporation, and shall be deemed to be a part thereof. Such resolutions or rules and regulations adopted by the Board of Directors may prescribe, with respect to all members, the amount and manner of imposing and collecting any initiation fees, dues or other fees, assessments, fines and penalties, the manner of suspension or termination of membership, and for reinstatement of membership, and, except as may hereinafter otherwise be provided, the rights liabilities and other incidents of membership.

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<sup>1</sup> The By-Laws, which were an amendment of the original By-Law of the Chamber, were adopted by the membership at a meeting on January 20, 2010. The Second Amendment to the By-Laws were adopted by the membership at a meeting on March 7, 2012. The Third Amendment to the By-Laws were adopted by the membership at meeting on May 20, 2015.

<sup>2</sup> The term Corporation and Chamber shall be used interchangeably herein.

- b. The right or interest of a member shall not terminate except upon the happening of any of the following events: - death, resignation, expulsion, dissolution or liquidation of the Corporation.
- c. ~~A person, business or company or organization shall be a Member in Good Standing if such member (individual or business or corporation or organization) be a resident of Plainview or Old Bethpage or is doing business in Plainview or Old Bethpage, or has an office for the transaction of business in Plainview or Old Bethpage, or intends/plans to do business and/or offer services in Plainview or Old Bethpage; has paid the required annual membership due for membership in the Chamber; and maintains a valid e-mail address with which the Chamber may communicate with the Member. If such Member does not have a valid e-mail address, said Member shall advise the Chamber. It shall be the responsibility of the Member to advise the Chamber of any change in e-mail address or business/residence address of said Member.~~
- c. <sup>3</sup>A person, business or company or organization shall be a Member in Good Standing if such member (individual or business or corporation or organization) be a resident of Plainview or Old Bethpage or is doing business in Plainview or Old Bethpage, or has an office for the transaction of business in Plainview or Old Bethpage, or intends/plans to do business and/or offer services in Plainview or Old Bethpage; has paid the required annual membership due for membership in the Chamber; and maintains a valid e-mail address with which the Chamber may communicate with the Member; **and adheres to the Code of Conduct set forth in the By-Laws as amended herein.** If such Member does not have a valid e-mail address, said Member shall advise the Chamber. It shall be the responsibility of the Member to advise the Chamber of any change in e-mail address or business/residence address of said Member. **The Chamber retains the absolute discretion to accept and/or reject any member or prospective member's application to join the Chamber or renewal application to join the Chamber.**
- d. Regardless of the number of resident households or properties owned by an individual member; or of the number of employees that a corporation and/or business member may have in its company; or the number of employees that any organization member may have in its organization, such individual member, corporation and/or business and/or organization shall be entitled to only one vote as such member.
- e. ~~A member whose action or behavior is detrimental to the ideals and purposes of~~

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<sup>3</sup> Provisions of the Fourth Amendment will be in **BLUE** and/or **RED STRIKEOUT** Any provision in **BOLD within the BLUE CHANGES**, represents actual amendments/modifications from prior provisions.

~~the Chamber or to the members thereof, may be requested to resign by the Chamber President upon written recommendation of a majority of the Board of Directors. In the event that such a member shall fail to comply with the request of the Chamber President, the member may be expelled at any regular meeting of the Chamber by a majority vote of the "Members in Good Standing" present and voting, provided that two (2) weeks notice has been sent to all Members of the Chamber stating that such a vote will be taken at the meeting. The vote shall be by secret ballot. Prior to the Board of Directors making any recommendation regarding expulsion of a member, the Board of Directors shall first notify such member of the charges against them, and permit them to appear before the Board of Directors to answer such charges. Such member shall be presented with such charges in writing.~~

- e. A member whose action or behavior is detrimental to the ideals and purposes of the Chamber or to the members thereof, **including violating the Code of Conduct as set forth in the By-Laws**, may be requested to resign by the Chamber President upon written recommendation of a majority of the Board of Directors. In the event that such a member shall fail to comply with the request of the Chamber President, the member may be expelled at any regular meeting of the Chamber by a majority vote of the "Members in Good Standing" present and voting, provided that two (2) weeks notice has been sent to all Members of the Chamber stating that such a vote will be taken at the meeting. The vote shall be by secret ballot. Prior to the Board of Directors making any recommendation regarding expulsion of a member, the Board of Directors shall first notify such member of the charges against them, and permit them to appear before the Board of Directors to answer such charges. Such member shall be presented with such charges in writing. **In addition to the foregoing, the aforesaid member's application to renew membership may be denied and/or rejected.**
- f. ~~Membership 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. Membership will be good from January 1<sup>st</sup> to December 31<sup>st</sup>. Membership dues are non-refundable. In its discretion, the Board of Directors shall have the discretion to accept half year membership at a reduced membership rate for new members only; such half-year membership shall only be from July 1<sup>st</sup> through December 31<sup>st</sup>. Membership 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. Membership will be good from January 1 to December 31. Membership dues are non-refundable. In its discretion, the Board of Directors shall have the discretion to accept Discounted/Extended Membership for new members only, which shall~~

~~only be from September 1st through the following year-so that a new member by joining between September 1 and December 31 shall have the benefit of the following year's membership in addition to membership from September 1 -December 31, as the case may be.<sup>4</sup>~~

- f. Membership 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. Membership will be good from January 1 to December 31. Membership dues are non-refundable. In its discretion, the Board of Directors shall have the discretion to accept Discounted/Extended Membership for new members only, which shall only be from September 1st through the following year-so that a new member by joining between September 1 and December 31 shall have the benefit of the following year's membership in addition to membership from September 1-December 31, as the case may be. **The Board of Directors shall have the further authority to change the membership period to any other 12 month period that the Board shall deem beneficial and appropriate in its discretion. The Board shall also have the further authority to create other discounted memberships (i.e. 6 month membership periods) and/or other category of membership which in its discretion it deems beneficial and appropriate (i.e. charitable/non-profit; small business; medium business; large business, etc....)**
- g. Those interested in membership may apply by meeting the requirements of a Member in Good Standing as set forth above and completing an application in a form approved by the Chamber duly completed and signed by the applicant and accompanied by the appropriate dues amount and any verification that may be requested that such Member meets the qualifications of membership as set forth above.
- 2. a. The Annual Meeting of Members of the Corporation shall be held on such date or dates as shall be fixed from time to time by the Board of Directors of the Corporation. The first Annual Meeting shall be held on a date within twelve months after the formation of the Corporation. Each successive Annual Meeting shall be held on a date not more than twelve months following the preceding Annual Meeting. Special Meetings of members may be held on such date or dates as may be fixed by the Board of Directors of the Corporation from time to time and by the members on such date or dates as shall be permitted by law.
- b. Any Annual or Special Meeting of Members maybe held at such place within or without the State as the Board of Directors of the Corporation may from time to

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<sup>4</sup> The Second Amendment to the By-Laws amended Sub-Paragraph “f” as set forth above.

time fix. In the event the Board of Directors shall fail to fix such place or time, or in the event members are entitled to call or convene a Special Meeting in accordance with law, then, in such event, such meeting shall be held at the principal office of the Corporation.

- c. ~~Notice stating the place, day and hour of the meeting shall be given for all meetings. E-mail notification to the membership shall constitute sufficient notice of the place, day and hour of such meetings, except that Members that do not have e-mail shall receive such notice by regular, first class mail. Such notice shall state the person or persons calling the meeting, notice for an Annual Meeting shall state that the meeting is being called for the election of directors and for the transaction of such other business as may properly come before the meeting. Notices of Special Meeting shall state the purpose or purposes for which the meeting is called. At any Special Meeting, only the business stated in the Notice of Meeting may be transacted thereat. Notice of Meeting shall be given by e-mail communication or such similar electronic communication to the Members using the e-mail address provided to the Chamber by such Members (except for those Members who do not have e-mail as set forth above). Notice of the meeting shall be given not less than 10 days or more than 30 days before the date of the meeting. Notice (whether made by e-mail or regular first class mail) shall be deemed to have been given when such e-mail transmission/communication has been transmitted through the Chamber's mail server and the Notice of such meeting has been posted on the Chamber's web site. The Board of Directors, in its discretion, may direct the giving of Notice of such meetings in any other manner, such as using the U.S. Postal Service, but such alternative methods of communication shall not be necessary in order to give effective Notice of any such meetings. Any meeting of members may be adjourned from time to time. In such event, it shall not be necessary to provide further notice of the time and place of the adjourned meeting if announcement of the time and place of the adjourned meeting is given at the meeting so adjourned. In the event the Board of Directors fixes a new record date for an adjourned meeting, a new notice shall be given, in the same manner as herein provided. No notice need to be given to any member who executes and delivers a Waiver of Notice before or after the meeting. The attendance of a member in person at the meeting without protesting the lack of notice of a meeting, shall constitute a waiver of notice by such member. Any notice of meeting to members relating to the election of directors, shall set forth any amendments to the By-Laws of the Corporation adopted by the Board of Directors, together with a concise statement of the changes made. All Notices concerning meetings of the Chamber shall be posted on the Chamber's website. No member shall be permitted to vote at any meeting by proxy and all such votes must be cast in person by the member.~~

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meetings. E-mail notification to the membership shall constitute sufficient notice of the place, day and hour of such meetings; except that Members that do not have e-mail shall receive such notice by regular, first class mail. Such notice shall state the person or persons calling the meeting. Notice for an Annual Meeting shall state that the meeting is being called for the election of directors and for the transaction of such other business as may properly come before the meeting. Notices of Special Meeting shall state the purpose or purposes for which the meeting is called. At any Special Meeting, only the business stated in the Notice of Meeting may be transacted thereat. Notice of Meeting shall be given by e-mail communication or such similar electronic communication to the Members using the e-mail address provided to the Chamber by such Members (except for those Members who do not have e-mail as set forth above). Notice of the meeting shall be given not less than 10 days or more than 30 days before the date of the meeting. Notice (whether made by e-mail or regular first class mail) shall be deemed to have been given when such e-mail transmission/communication has been transmitted through the Chamber's mail server and the Notice of such meeting has been posted on the Chamber's web site. The Board of Directors, in its discretion, may direct the giving of Notice of such meetings in any other manner, such as using the U.S. Postal Service, but such alternative methods of communication shall not be necessary in order to give effective Notice of any such meetings. Any meeting of members may be adjourned from time to time. In such event, it shall not be necessary to provide further notice of the time and place of the adjourned meeting if announcement of the time and place of the adjourned meeting is given at the meeting so adjourned. In the event the Board of Directors fixes a new record date for an adjourned meeting, a new notice shall be given, in the same manner as herein provided. No notice need to be given to any member who executes and delivers a Waiver of Notice before or after the meeting. The attendance of a member in person at the meeting without protesting the lack of notice of a meeting, shall constitute a waiver of notice by such member. Any notice of meeting to members relating to the election of directors, shall set forth any amendments to the By-Laws of the Corporation adopted by the Board of Directors, together with a concise statement of the changes made. All Notices concerning meetings of the Chamber shall be posted on the Chamber's website. ~~No member shall be permitted to vote at any meeting by proxy and all such votes must be cast in person by the member.~~

2. **In the Board's discretion, in lieu of conducting any aforesaid meeting in person, such aforesaid meetings may be conducted virtual and/or remotely, including elections and voting, using a platform that permits such meetings/elections/voting, such as Zoom, Microsoft Meetings, and the like. To**

**the extent necessary, when such meetings/elections/voting are conducted virtually/remotely, members shall be provided with a dial-in option if the member does not have technology which permits access to such virtual/remote meetings/elections/voting. If such virtual/remote meetings/elections/voting are conducted, the Board shall prepare and disseminate, before the meetings/elections/voting, notice of the date and time of the meetings/elections/voting, the electronic form of the meeting, instructions on how to log on/call-in and, when required, the agenda, including the issues upon which a vote will take place. To the extent it exists, the Board will substantially conduct such virtual/remote meetings/elections/voting in accordance with Guidance offered by the State of New York and/or any of its agencies, including but not limited to the Office of the New York State Attorney General, Charities Bureau.**

- d. At every meeting of members, there shall be presented a list or record of members as of the record date, certified by the officer responsible for its preparation, and upon request therefor, any member who has given written notice to the Corporation, which request shall be made at least 10 days prior to such meeting, shall have the right to inspect such list or record at the meeting. Such list shall be evidence of the right of the persons to vote at such meeting, and all persons who appear on such list or record to be members may vote at such meeting.
3. At each Annual Meeting of Members, the President shall present an Annual Report, which Annual Report shall include a summary of the activities, goals and plans of the Chamber. Such Annual Report shall also include a summary of the financial standing of the Chamber and the President shall cause to be prepared an annual financial statement for the Chamber which statement shall be published on the Chamber's web site and shall be available for inspection by the membership. Such report shall be filed with the records of the Corporation and entered in the minutes of the proceedings of such Annual Meeting of Members.

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of the proceedings of such Annual Meeting of Members.<sup>5</sup>

4. Meetings of the members shall be presided over by the following officers, in order of seniority - the President, ~~First Vice President~~ Executive Vice-President<sup>6</sup>, Second Vice President or, if none of the foregoing is in the office or present at the meeting, by a Chairperson to be chosen by a majority of the members in attendance. The Recording Secretary or an Assistant Recording Secretary of the Corporation shall act as Secretary of every meeting. When neither the Recording Secretary nor an Assistant Recording Secretary is available, the Chairman may appoint a Recording Secretary of the meeting.
5. The President may, but need not, appoint one or more inspectors to act at any meeting or any adjournment thereof. If inspectors are not appointed, the presiding officer of the meeting may, but need not, appoint inspectors. Each appointed inspector shall take and sign an oath faithfully to execute the duties of inspector with strict impartiality and according to the best of their ability. The inspectors shall determine the number of memberships outstanding, the voting power of each, the number of memberships represented at the meeting and the existence of a quorum. The inspectors shall receive votes, ballots or consents, hear and determine all challenges and questions arising in connection with the right to vote, count and tabulate all votes, ballots or consents, determine the result and do such acts as are proper to conduct the election or vote of all members. The inspectors shall make a report in writing of all matters determined by them with respect to such meeting.
6. ~~Twenty-Five (25%) Percent~~ **Twenty (20%) Percent** of the Members in Good Standing (as defined above) shall constitute a quorum at a meeting of members for the transaction of any business. The members present may adjourn the meeting despite the absence of a quorum. Each membership shall entitle the holder thereof to one vote. In the election of directors, a plurality of the votes cast shall elect. Except to the extent provided by law, all other action shall be by a majority of the votes cast. Whenever the vote of members is required or permitted, such action may be taken without a meeting on the written consent setting forth the action taken signed by all the members entitled to vote.
7. The Board of Directors of the Corporation shall fix a record date for the purpose of determining members entitled to notice of, to vote, to express consent or dissent from any proposal without a meeting, to determine members entitled to receive distributions or allotment of rights, or for any other proper purpose. Such record date shall not be more than 50 days nor less than ten (10) days prior to the date of such meeting or consent or the

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<sup>5</sup> The Second Amendment to the By-Laws amended Sub-Paragraph “3” as set forth above.

<sup>6</sup> The Second Amendment to the By-Laws replaced the term “First Vice-President” with the term “Executive Vice-President”.



date on which any distribution or allotment of rights, as the case may be, is to be made. In the event no record date is fixed, the record date for the determination of members entitled to vote at a meeting of members shall be the close of business on the day next preceding the day on which notice is given, or, if not notice is given, the day on which the meeting is held. The record date for determining members for any purpose other than that specified in the preceding sentence shall apply to any adjournment of any meeting, unless a new record date is fixed by the Board of Directors for such adjourned meeting.

8. The Board of Directors may cause to be issued certificates, cards or other instruments permitted by law evidencing membership in the Corporation. Such membership certificate, card or other instrument shall be non-transferable, and a statement to that effect shall be noted on the certificate, card or other instrument. Membership certificates, cards or other instruments, if issued, shall bear the signatures or facsimile signatures of an officer or officers designated by the Board of Directors and may bear the seal of the Corporation or a facsimile thereof.
9. In the event any capital contribution shall be made or accepted pursuant to authorization conferred by the Certificate of Incorporation of the Corporation, each certificate evidencing such capital contribution shall conform to the law of the State of incorporation.
10. **Proxies may be used by members to establish quorums for meetings and to vote for Board of Directors and/or Resolutions proposed by the Board of Directors. The form of the Proxy shall be determined by the Board of Directors and shall be made available to the membership when notice of a meeting is given. A member shall only give his/her proxy to a member of the Board of Directors, as designated by the Board. All such proxies given shall be counted with respect to determining whether a quorum has been met for any meeting. The member giving such proxy shall be able to make his/her selections/votes with respect to the vote for Board of Directors and/or Resolutions proposed by the Board of Directors. The form of such proxy shall be designed to implement the foregoing. The member of the Board of Director to whom the Proxy is given shall vote in accordance with the Member's instructions/vote as set forth in such Proxy. Except as set forth above, no other Proxy may be used by any member. Any such Proxies prepared and/or given may be by electronic mail and/or format and any other format permissible under New York law.**

### ARTICLE III

#### BOARD OF DIRECTORS

1. ~~The Corporation shall be managed by a Board of Directors. Each director shall be at least 18 years of age, and shall be a member of the Corporation during his directorship. The~~

~~number of directors constituting the entire Board shall be no less than three (3) but no more than eleven (11). Subject to the foregoing, the number of Board of Directors may be fixed from time to time by action of the members or of the Directors. The number of Directors may be increased or decreased by action of the members or the Board of Directors, provided that any action by the Board of Directors to effect such increase or decrease shall require the vote of a majority of the entire Board of Directors. No decrease shall shorten the term of any director then in office.~~

The Corporation shall be managed by a Board of Directors. Each director shall be at least 18 years of age, and shall be a member of the Corporation during his/her directorship. The number of directors constituting the entire Board shall be no less than three (3) but no more than seventeen (17). Subject to the foregoing, the number of Board of Directors may be fixed from time to time by action of the members or of the Directors, but no more than two (2) directorships may be added in any calendar year. The number of Directors may be increased or decreased by action of the members or the Board of Directors, provided that any action by the Board of Directors to effect such increase or decrease shall require the vote of a majority of the entire Board of Directors. No decrease shall shorten the term of any director then in office.

Each new directorships added shall be added to an existing Tier (Tier #1, Tier #2 or Tier #3); the Board of Directors shall determine which tier such directorships shall be added to, keeping in mind that the number of directorships in the tiers shall be equalized to the extent possible and practical. For illustration purposes, if only 1 new directorship were to be added, it would be added to Tier #2 as such Tier presently has only 3 directors; if 3 new directorships were added, 1 directorship would be added to Tier #1, the 2<sup>nd</sup> would be added to Tier #2; and the 3<sup>rd</sup> would be added to Tier #3; if a 4<sup>th</sup> directorship were added, it would be added to Tier #2 so as to equalize the number of directorships in each tier.<sup>7</sup>

The current Board of Directors consists of the following persons:

- |    |                    |                     |
|----|--------------------|---------------------|
| a. | Francesca Carlow   | Tier 1 <sup>8</sup> |
| b. | Gary Epstein       | Tier 2              |
| c. | Marcia Finkelstein | Tier 2              |
| d. | Donald Ingram      | Tier 1              |
| e. | Kevin Kelly        | Tier 1              |
| f. | Sheila Maiman      | Tier 2              |

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<sup>7</sup> The Second Amendment to the By-Laws amended Sub-Paragraph “1” as set forth above.

<sup>8</sup> The designation of Tiers refers to length of service on the Board of Directors, with Tier I denoting the longest period of service; Tier 2 denoting the second longest period of service; and Tier 3 denoting the shortest period of service. Said designations by Tiers shall determine the order of election of Directorships as set forth below.

g.	Karen Malamud	Tier 3
h.	Marianne Plummer	Tier 1
l.	Ilene Sommer	Tier 3
j.	Bryan Trugman	Tier 3
k.	Elan Wurtzel	Tier 3

2. At the Annual Meeting of Members, the membership shall elect directors to hold office. The term of each Board Member shall be for three (3) years. Each director shall hold office until the expiration of the term for which he was elected, and until his/her successor has been duly elected or qualified, or until his/her prior resignation or removal as hereinafter provided. There shall be no term limits for a director.

3. a. Any or all of the members of the Board of Directors may be removed with or without cause by vote of the members of the Corporation. The Board of Directors may remove any director thereof for cause only. At any such meeting of Members in which there is a vote to remove a Board of Director without cause, the quorum for such meeting shall be a majority of the total number of votes entitled to be cast at the meeting for the transaction of any business.

b. A director may resign at any time by giving written notice to the Board of Directors or to an officer of the Corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board of Directors or such officer. Acceptance of such resignation shall not be necessary to make it effective.

4. Newly-created directorships or vacancies in the Board of Directors may be filled by a vote of majority of the Board of Directors then in office, although less than a quorum, unless otherwise provided in the Certificate of Incorporation of the Corporation. Vacancies occurring by reason of the removal of directors without cause shall be filled by a vote of the members. A director elected to fill a vacancy caused by resignation, death, or removal shall be elected to hold office for the unexpired term of his/her predecessor.

5. a. A regular Annual Meeting of the Board of Directors shall be held immediately following the Annual Meeting of Members. All other meetings shall be held at such time and place as shall be fixed by the Board of Directors from time to time.

b. No notice shall be required for regular meetings of the Board of Directors for which the time and place have been fixed. Special meetings may be called by or at the direction of the Chairman of the Board, the President, or by a majority of the directors then in office.

c. Written, oral, or any other method of notice (including e-mail notification) of the time and place shall be given for special meetings of the Board of Directors in sufficient time for the convenient assembly of the Board of Directors. The notice

of any meeting need not specify the purpose of such meeting. The requirement for furnishing notice of a meeting may be waived by any director who signs a Waiver of Notice before or after the meeting or who attends the meeting without protesting the lack of notice to him.

6. Except to the extent herein or in the Certificate of Incorporation of the Corporation provided, a majority of the entire members of the Board of Directors shall constitute a quorum. At any meeting held to remove one or more directors a quorum shall consist of a majority of the directors present at such meeting. Whenever a vacancy on the Board of Directors shall prevent a quorum from being present, then, in such event, the quorum shall consist of a majority of the members of th Board of Directors excluding the vacancy. A majority of the directors present, whether or not a quorum is present, may adjourn a meeting to another time and place. Except to the extent provided by Jaw and these By-Laws, the act of the Board of Directors shall be a majority of the directors present at the time of vote, a quorum being present at such time. Any action authorized by resolution, in writing, by all of the directors entitled to vote thereon and filed with the minutes of the corporation shall be the act of the Board of Directors with the same force and effect as if the same had been passed by unanimous vote at a duly called meeting of the Board.
7. The President shall preside at all meetings of the Board of Directors. If there be no President or in his/her absence, the ~~First Vice-President~~ Executive Vice-President shall preside and, if there be no ~~First Vice-President~~ Executive Vice-President or in his/her absence, the Second Vice-President shall preside, and if there be no Second Vice-President or in his/her any other director chosen by the Board, shall preside.
8. Whenever the Board of Directors shall consist of more than three persons, the Board of Directors may designate from their number, an executive committee and other standing committees. Such committees shall have such authority as the Board of Directors may delegate, except to the extent prohibited by Jaw. In addition, the Board of Directors may establish special committees for any lawful purpose, which may have such powers as the Board of Directors may lawfully delegate.
9. The following shall constitute the standing committees for the Chamber:
  - a. Membership
  - b. Nomination Committee
  - c. By-Laws Committee
  - d. Budget/Finance Committee
10. a. The Board of Directors and the officers of the Chamber shall be comprised of a fair representation of the community. The services of the Board and such officers shall be without fee as the Board and such officers shall be volunteers. No such

Board member or officer shall present any bills for services except as may be approved and authorized by the Board in advance of the performance of such work and/or services. In the event that the Board determines that it needs any services/work for which it shall pay a fee for, the Board may consider a "bid" from such Board member or officer; before accepting any such bid from any such Board member or officer, such bid must be competitive with any other bids received from any other sources, including any other Board members, officers, members in good standing or third-party providers.

- b. The Chamber shall obtain for the benefit of the Board and such officers a liability policy insuring such Board members and such officers, and holding them harmless and indemnifying them, including attorneys' fees, with respect to any acts they may take in the course of their work and duties as members of the Board of Directors and as officers. Such policy shall be maintained in full force and effect by the Chamber and evidence of the existence of such policy shall be provided to any Board member or officer upon request.
11. The Chamber shall indemnify and hold harmless, including attorneys' fees, each member of the Board of Directors and officers from and against costs, charges or expenses arising out of the execution of the duties of his or her office and also from and against all other costs, charges and expenses, which he/she sustains or incurs in or about or in relation to the affairs of the Chamber. Notwithstanding the foregoing, no such charges shall be incurred without the approval of the Board of Directors.

#### ARTICLE IV

##### OFFICERS

1. The Board of Directors shall elect a President, a ~~First Vice-President~~ Executive Vice-President, a Second Vice-President, a Recording Secretary, a Membership Secretary and a Treasurer, and such other officers as they may determine. The President may but need not be a director. Any two or more offices may be held by the same person except the office of the President, ~~First Vice-President~~ Executive Vice-President, or Treasurer.
2. Each officer shall hold office for a term of two (2) years; upon the expiration of such term there shall be an election of officers at the Annual Meeting of the Board of Directors. An incumbent officer shall hold his/her office until his/her successor has been duly elected and qualifies. The Board of Directors may remove any officer with cause only.
3. a. The President shall be the chief executive officer of the Corporation, shall have the responsibility for the general management of the affairs of the Corporation, and shall carry out the resolutions of the Board of Directors.

- b. ~~During the absence or disability of the President of the Corporation, the First Vice President Executive Vice-President, or, if there be more than one, the Second Vice-President shall have all the powers and functions of the President. The First and Second Vice-Presidents shall perform such duties as may be prescribed by the Board of Directors from time to time.~~

During the absence or disability of the President of the Corporation, the Executive Vice-President shall have all the powers and functions of the President. If such Executive Vice-President is unavailable, unable or unwilling to exercise such powers and functions of the President, then the Second Vice-President shall have all the powers and functions of the President. The Executive Vice-President and Second Vice-President, as the case may be, shall perform such duties as may be prescribed by the Board of Directors from time to time.<sup>9</sup>

- c. The Treasurer shall have the care and custody of all of the funds and securities of the Corporation, and shall deposit said funds in the name of the Corporation in such bank accounts as the Board of Directors may from time to time determine. The Treasurer shall, when duly authorized by the Board of Directors, sign and execute all contracts in the name of the Corporation when counter-signed by the President; he may also sign checks, drafts, notes and orders for the payment of money, which shall have been duly authorized by the Board of Directors and counter-signed by the President. In the event that there is no President or in the absence of the President, the ~~First Vice President~~ Executive Vice-President shall be required to counter-sign as set forth above.
4. ~~Only a person who has been a Member in Good Standing for the preceding twelve (12) months in the year in which he/she is seeking election can be a candidate for an Officer's or Director's position. A candidate for President must have either been a sitting member of the Board of Directors as an Officer or a Director for at least twelve (12) months within a two-year period prior to the time of taking office or been a "Member in Good Standing" for three consecutive years prior to the time of taking office. The Board of Directors may waive any of the above qualifications by a simple majority vote of all Board members.~~

Only a person who has been a Member in Good Standing for the preceding twelve (12) months in the year in which he/she is seeking election can be a candidate for an Officer's or Director's position. ~~A candidate~~ **Candidates** for President **and Vice Presidents** must have been a sitting member of the Board of Directors as an Officer for at least twelve (12) months within a two-year period prior to the time of taking office. The Board of Directors may waive any of the above qualifications by a simple majority vote

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<sup>9</sup> The Second Amendment to the By-Laws amended Sub-Paragraph "3(b)" as set forth above.

of all Board members.<sup>10</sup>

5. ~~The Officers shall hold office for a period of two years or until their successors are elected and assume office. They may be re-elected to the same position for two additional successive terms, but after an absence of one year from the Board of Directors, they may be re-elected or appointed to the Board of Directors for a full term or to fill a vacancy. The President, Second Vice-President, Membership Secretary are elected in one year and the First Vice President Executive Vice-President, Recording Secretary and Treasurer are elected in the alternate year.~~

~~The Officers shall hold office for a period of two years or until their successors are elected and assume office. They may be elected to the same position for a maximum of two successive terms. The President, Second Vice-President, Membership Secretary are elected in one year and the Executive Vice-President, Recording Secretary and Treasurer are elected in the alternate year. Nothing herein would prevent a person from holding one office for a total of four years and then being elected to a different office for an additional term.~~<sup>11</sup>

The Officers shall hold office for a period of two years or until their successors are elected and assume office. They may be re-elected to the same position for a maximum of one additional successive term. Nothing herein would prevent a person from holding one office for a total of four years and then being elected to a different office for an additional term.<sup>12</sup>

6. a. Election for the Directors of the Board of Directors shall be elected as follows: 4 Directorships (Tier I) in Year One; Three Directorships (Tier 2) in Year two; and Four Directorships (Tier 3) in Year three. As set forth above, there are three tiers of directorships based on the length of time that said Directors currently have held office and the elections of such Directorships shall take place as follows: Tier 1-2010; Tier 2-2011; Tier 3-2012; and thereafter the election of such Directorships shall take place in alternating years as set forth above. There shall be no term limits for a director.
- b. In the event that additional directorships are added pursuant to the provisions of

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<sup>10</sup> The Second Amendment to the By-Laws amended Sub-Paragraph "4" as set forth above.

<sup>11</sup> The Second Amendment to the By-Laws amended Sub-Paragraph "5" as set forth above.

<sup>12</sup> The Third Amendment to the By-Laws amended Sub-Paragraph "5" as set forth above.

Article III, Board of Directors, Sub-Paragraph 1 of the By-Laws, then such additional directorships shall be added to the appropriate Tiers for tile purposes of the election of such directors, it being the intention that all Directorships in a Tier shall be up for election in the appropriate years. <sup>13</sup>

## **ARTICLE V**

### **DISSOLUTION**

In the event the Chamber dissolves, all money in the treasury shall be donated to a charity selected by the Board of Directors and acceptable to the State of New York, if such acceptances is required under the law.

The Chamber shall use its funds only to accomplish the objects 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, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, artistic or philanthropic organizations to be selected by the Chamber Board. Any such donation shall only be made to a group that is a 501(c)(3) non-profit charitable institution or institutions or a 501(c)(6) organization or institution.

## **ARTICLE VI**

### **OBJECTIVES AND PURPOSE**

The Chamber shall study and discuss the needs of the community and take direct action to promote civic principles in the Plainview-Old Bethpage community and surrounding communities and regions.

The Chamber shall maintain and encourage an interest in the actual and proposed activities of each political unit to which Members pay taxes whether it be the fire district, library district, school district, town, county, state or nation.

The Chamber shall serve this community and its members as an informational resource in matters of concern and interest.

The Chamber shall be non-partisan and non-sectarian in its activities, and shall take no part in, or lend its influence to, the election or appointment of any candidate for national, state,

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<sup>13</sup> The Second Amendment to the By-Laws added Sub-Paragraph “6(b)” as set forth above.



county, town, local or school office.

The Chamber shall encourage and promote business activities in the Plainview-Old Bethpage community and encourage the growth and development of its Members and provide a forum for Members to meet, discuss business ideas and opportunities for its Members and the Plainview-Old Bethpage community.

Enhancing, advancing and promoting the well being of commerce, industry, education, artistic, and civic interests in the area.

Undertaking an active leadership role in the community by initiating, coordinating or developing programs for the benefit of the business community and the well-being of Plainview Old Bethpage residents.

Encouraging communication between private and public sectors, business and labor, etc.

Represent the business community and speak on behalf of the business community to municipal, provincial, state, and federal governments.

Forming partnerships and alliances with similar-minded organizations for the betterment and improvement of the Plainview Old Bethpage community and its environs, including neighboring communities, Nassau County, Suffolk County and New York State.

The Chamber will not discriminate on the basis of race, color, religion, sex, national origin, age, handicapping condition, marital status, sexual orientation, or political affiliation.

### Code of Conduct

**The following shall constitute a Code of Conduct which all members<sup>14</sup> (their agents, employees and/or guests) shall adhere to, and which Code of Conduct is incorporated by reference into any application to join and/or renew a member's application. By accepting the privileges of membership in the Chamber, a member hereby agrees to comply with the Code of Conduct herein, which Code of Conduct shall apply to any Chamber-related activity, meeting or event:**

- 1. Abide by the Bylaws of the Chamber of Commerce and Rules of Operation for any applicable programs of the Chamber. The Bylaws serve as the governing document for all programs and will supersede all other documents.**
- 2. Refrain from falsely disparaging the business practices of fellow members**

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<sup>14</sup> The Code of Conduct shall apply to Members, their employees, agents and guests.

3. Refrain from condoning or engaging in misrepresentation or unethical practices.
4. Conduct business and professional activities in a reputable manner so as to reflect honorably upon the member, business community and fellow Chamber members.
5. Respect the reputation, profile and status of the Plainview Old Bethpage Chamber of Commerce, and represent the Chamber accordingly.
6. Members are required to treat fellow chamber members, staff, vendors, and customers with respect, dignity, honesty and fairness. Threatening, insubordinate, violent or obscene behavior, sexual harassment of any kind, by any Chamber member will not be tolerated. This applies to Member to Member, Member to Board, Member to Vendor and in all instances of Member or Board dealings with the consumer and/or members of the public. Any conduct on the part of a Member that encourages or permits an offensive or hostile environment will not be tolerated. Prohibited conduct includes, but is not limited, to derogatory remarks, discriminatory slurs, disparaging remarks, actions or statements considered to be sexual harassment. Board members are expected to communicate with candor and respect, listening to each other regardless of level or position.
7. Whenever reasonably possible, participate in the functions and activities of the Chamber, and promote the development of business within Plainview and Old Bethpage, support other chamber members and when appropriate and practical, in the discretion of the member, utilize the services of fellow members.
8. Observe the highest standards of ethics in advertising and rendering services and/or offering products for sale, based on the members' knowledge and expertise.
9. Refrain from engaging in any practices prohibited by law or seeking unfair advantage over fellow members and conform to all laws established by local, State and Federal governments, where applicable.
10. Comply and adhere to the Chamber's Social Media Policy when publishing/posting items on the Chamber's website and any Chamber-related social media and/or electronic and/or internet platform.

## ARTICLE VII

### FISCAL YEAR

The fiscal year of the Chamber shall begin on the 1st day of July and end on the 30<sup>th</sup> day of June in each year. **The Board of Directors shall have the discretion to fix the fiscal year of**

**the Chamber to some other 12 month period (i.e. January-December).**

## VIII

### AMENDMENTS

The By-Laws may be amended as follows:

- A. A proposed Amendment shall be submitted in writing to the Board of Directors and after completion of their review shall be read to the members at the next regular or special meeting.
- B. Written notice of a meeting to conduct the vote shall be sent to all "Members in Good Standing" to inform them that a proposed amendment or amendments are going to be voted upon.
- C. Amendments to By-Laws shall require a two-thirds approval of those "Members in Good Standing" present at such meeting, provided a quorum has been met.

## ARTICLE IX

### INTERPRETATION

The Chamber Board of Directors shall be the final authority in the interpretation of the By-Laws.

## ARTICLE X

### MEETINGS

Regular meetings of the Chamber shall be held monthly from September through June. Special meetings shall be called by the President at the request of at least five members. The Annual Meeting shall be held in **May or June** of the current fiscal year, **or in any other month designated by the Board of Directors, except that in selecting the month for the annual meeting, there should be a 12 month interval between such annual meetings.**

All members must complete the Sign-in sheet at every Chamber meeting they attend. This Sign-in sheet shall be deemed the official record of attendance.

The order of business at the regular meetings shall be:

Roll call of Members  
Reading of the Minutes

Reports of Officers  
Reports of Committees  
Report of the Treasurer  
Communications  
Unfinished/Old Business  
New Business

At special meetings nothing can be considered beyond the subject for which the meeting was noticed.

The Treasurer shall report the balance in the treasury at each monthly meeting and all disbursements and income since the previous month's report.

The rules contained in "Roberts Rules of Order Revised" (RROR) shall govern the Chamber's procedures in all cases to which they are applicable and in which they are consistent with the By-Laws of the Chamber. In the event that there is an inconsistency between the Chamber By-Laws and the RROR, the By-Laws shall take precedence.

The Officer presiding over the meeting shall have the discretion to dispense with the above order of business and/or modify the said Order of business in his or her discretion, except that if a motion is presented and passed at such meeting requiring that the above order of business be adhered to.<sup>15</sup>

## **ARTICLE XI**

### **DUTIES OF OFFICERS AND DIRECTORS**

Duties of Officers are described as follows:

1. The President shall:
  - a. Be the Executive Officer of the Chamber and be a member of and Chairperson of the Board of Directors
  - b. Preside at all regular, special and executive meetings of the Chamber and of the Board of Directors. In the President's discretion, the President may request another officer or Board Member to preside over such meetings;
  - c. Conduct all meetings in a just and impartial manner
  - d. Implement the policy of the Chamber as directed by the membership

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<sup>15</sup> The Second Amendment to the By-Laws added the last Paragraph to Article X.

- e. Represent and/or speak on behalf of the Chamber to the public and as such may voice only what is in the best interests of the Chamber
  - f. Appoint and be an ex-officio member of all committees except the nomination committee
  - g. Have the power to appoint additional committees if and when he/she deems them necessary
  - h. Assign and coordinate the Chamber Officers' responsibilities for the activities of various committees
  - I. Sign contracts with the Board of Directors's approval and cosign checks
  - j. Accept letters of resignation
  - k. Fill vacancies by appointment subject to a majority approval by the Board of Directors
  - l. Enforce the Constitution, By-Laws, rules and regulations applicable to the Chamber
  - m. Decide all questions of order, and shall act as judge at, and declare the results of, all elections, except for those elections in which the President is running for office;
  - n. Be responsible for providing a detailed agenda (or appoint, at his or her discretion, an Officer to do so) prior to all general meetings and meetings of the Board of Directors
  - o. Maintain custody of the Chamber's books and records
2. ~~The First Vice President~~ Executive Vice-President shall:
- a. Act in the absence of the President, perform all duties and exercise all powers delegated herein to the President (in the absence of the President and the Vice President, a member shall be chosen by majority vote from the Board of Directors to act temporarily)
  - b. Attend meetings of the committees assigned
  - c. Cosign checks when required

3. The Second Vice-President shall:
  - a. Act in the absence of the President and/or First-Vice President, perform all duties and exercise all powers delegated herein to the President (in the absence of the President and the ~~First Vice-President~~ Executive Vice-President) [(in the absence of the President and the First and Second Vice-Presidents, a member shall be chosen by majority vote from the Board of Directors to act temporarily)
  - b. Attend meetings of the committees assigned cosign checks when required
  - c. In the absence of the President and ~~First Vice-President~~ Executive Vice-President, decide all questions of order, and shall act as judge at, and declare the results of, all elections, except for those elections in which the Second-Vice President is running for office
4. The Recording Secretary shall:
  - a. Take minutes of meetings of the Chamber and Board of Directors and keep an accurate record of the proceedings
  - b. Forward the minutes to the President for final editing before posting on the Chamber's website
  - c. Preserve all documents and communications
  - d. Maintain the official voting records of the Chamber
  - e. Be the custodian of the Constitution and By-Laws
  - f. In the absence of the President and/or ~~First Vice-President~~ Executive Vice-President and/or the Second Vice- President declare the results of, all elections, except for those elections in which the Recording Secretary is running for office;
5. The Membership Secretary shall:
  - a. Record all applications for membership and verify the eligibility of those seeking membership to join the Chamber
  - b. Maintain a current roster of all members, along with their names, addresses, phone numbers and e-Mail addresses
  - c. Forward any announcements, communications or reports that may be requested by the President to the current membership

- d. Keep an account of the financial standings in the Chamber for each member
  - f. Send dues invoices via mail or e-Mail to the prior year's members in the month of September
  - g. Collect all dues and remit the same to the Treasurer for deposit
  - h. Maintain a record of attendance of members at official monthly meeting of the Chamber
  - I. Conduct membership drives as requested by the President
  - j. Send all other notices as may be required by the Constitution or By-Laws
6. The Treasurer shall:
- a. Receive all monies due or donated to the Chamber and deposit the same in a secured institution of deposit selected and approved by the Board of Directors of the Chamber
  - b. Pay all bills incurred by the Chamber
  - c. Draw and cosign checks and vouchers for the payment of money, together with the President, ~~First Vice President~~ Executive Vice-President or Second Vice-President, as the case may be and provided for by these By-Laws (be it understood that the Treasurer, the President, the ~~First Vice President~~ Executive Vice-President and the Second Vice-President are empowered to sign checks or vouchers in the name of the Chamber and that two of the four above mentioned signatures, with one of such signatures being the Treasurer, must appear on all checks or vouchers)
  - d. Keep a detailed and accurate account of the finances of the Chamber in a ledger
  - e. Present a report at every meeting indicating receipts, expenditures and balances since the previous regular meeting
  - f. Prepare an annual report, which will be made available to the membership at the June annual meeting
  - g. Prepare and file all appropriate tax returns with the Internal Revenue Service
  - h. Cooperate in the preparation of any lawfully required audit

7. The Directors shall:
  - a. Recommend policy to the membership and assist the President in implementing the policy of the Chamber, including but not limited to chairing/being members of the standing committees of the Chamber and any other committees formed by the Board of Directors.
  - b. Exercise a general supervision over the Chamber

It shall be the duty of all such officers and directors to attend meetings of the Chamber and meetings of the Board of Directors. With respect to the removal of a Director and/or Officer for cause, such cause shall include, but shall not be limited to, failure to attend three (3) consecutive meetings of the Board of Directors or a majority of such Board Meetings in any consecutive twelve (12) month period.

## XII

### VACANCIES

Should the office of the President be vacated by reason of his/her death, resignation, retirement, disqualification, removal from office or otherwise, before the expiration of his/her term of office, the ~~First Vice President~~ Executive Vice-President shall automatically take over the duties of President for the unexpired term. In the event that the ~~First Vice President~~ Executive Vice-President is unable or unwilling to take over the duties President for such unexpired term, the Second Vice-President shall automatically take over the duties of President for the unexpired term.

In the event the office of any other Officer or Director is vacated by reason of his/her death, resignation, retirement, disqualification, removal from office or otherwise, before the expiration of his/her term of office, the Board of Directors shall fill the office for the unexpired term.

An Officer or a Director not attending three consecutive Board of Directors sessions or a majority of such Board Meetings in any consecutive twelve (12) month period; or three consecutive regular meetings, without a legitimate reason, shall be reported to the Board of Directors for such action as said Board of Directors may deem necessary.

Any member of the Board of Directors can fall subject to impeachment or removal from office if such member fails to meet the requirements for candidacy or fails to fulfill the duties of his/her office. Such impeachment or removal from office must be the result of an investigation conducted by a committee of three (3) Officers appointed by the Board of Directors, the aforesaid subject of the inquiry shall be provided a full and fair opportunity to provide any defense and/or explanation to the aforesaid committee. The findings of the committee must be presented to the



Board of Directors for a vote by a quorum of Seventy Five (75%) of the then existing members of the Board of Directors.

### ARTICLE XIII

#### ELECTIONS OF DIRECTORS

~~Nominations of Directors shall be made by a Nomination Committee consisting of three (3) "Members in Good Standing," including not less than one Board member (except that no candidate for such office shall be a member of said Committee), selected by the Board of Directors. This committee is responsible for seeking and accepting qualified candidates from Members in Good Standing. Nominees will be announced at the March meeting.~~

~~At the March meeting additional nominations will be accepted from the "Members in Good Standing." All such nominations must be seconded by a "Member in Good Standing." The nominee must agree to serve if elected. Nominations will be closed by simple majority approval of the "Members in Good Standing" at the March Meeting. Candidates for election shall be given an opportunity to make a presentation for their candidacy to the Members at the April meeting or at such other time and meeting as the Board may designate.~~

~~The election of Directors of the Chamber shall take place at the Annual Meeting, the date of which shall be established by the Board of Directors. The duly elected Directors shall assume their duties at the conclusion of the Annual Meeting.~~

~~During the procedure of election the meeting shall be presided over by the President or Vice President who is not a candidate for office in that election.~~

~~The election shall be by sealed paper ballot, which will list the candidates in alphabetical order. The ballots shall be received either prior to the meeting by mail or hand delivered at the meeting prior to the commencement of the vote tabulation. The sealed ballots shall be opened and shall be tabulated at the same meeting by two (2) Board members who are "Members in good Standing" and not candidates for office in that election.~~

~~The candidates receiving the largest number of votes for the position of Director shall be deemed elected<sup>16</sup>. In the event of a tie, there shall be a run-off election immediately following the original aforesaid election, or if an immediate election cannot be conducted, such run-off election shall be held at a time and place designated by the incumbent Board of Directors.~~

~~If there are no nominations other than those recommended by the aforesaid committee, a single ballot shall be cast.~~

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<sup>16</sup> For illustration purposes, if 5 candidates are running for 3 positions of Director, the 3 largest vote getters shall be deemed elected to such position.

- 1. Nominations of candidates for Directors, including any incumbent directors, shall be made by a Nomination Committee consisting of no less than three (3) and no more than seven (7) "Members in Good Standing," including not less than one Board member (except that no candidate for such office shall be a member of said Committee), selected by the Board of Directors. The Committee shall always be comprised of an odd-number of members.**
- 2. The Committee shall be responsible for seeking and accepting qualified candidates from Members in Good Standing. Nominees will be by the 1<sup>st</sup> of the month preceding the Annual meeting where election of directors will be conducted. (For illustration purposes, if the Annual meeting and election of directors takes place in mid-MAY, the announcement of nominees to the board of directors will be made by May 1st).**
- 3. The Nominating Committee will evaluate candidates for election to the Board of Directors and will determine with respect to each such candidate whether he or she is Qualified. In making such determination, the Committee shall consider the following factors: (a) Whether the candidate has been a Member in Good Standing for at least One (1) year prior to such election; (b) Whether the candidate has demonstrated an interest in assuming a leadership role in the Chamber; (c) Whether the candidate has attended a majority of Chamber meetings and/or Chamber events, including networking events in the 12 months preceding the election; (d) Whether the candidate has been actively involved in at least one Chamber committee during the 12 months preceding the election; (e) Whether the candidate can devote the time necessary to the position of director if elected; (f) Whether the candidate has contributed in other ways to the activities of the Chamber through time, effort and/or financial contributions.**
- 4. The Nominations Committee, with Board approval, shall determine the procedures for evaluating candidates, including scheduling meetings/interview for such candidates. All prospective candidates shall be advised of the factors to be relied upon by the Committee and the procedures to be employed by the Committee. Every candidate for election shall provide a written statement identifying possible conflicts of interest, in accordance with the Chamber's Conflicts of Interest Policy.**
- 5. After evaluating such candidates, the Nominating Committee shall designate those candidates which the Committee determines, in their discretion, and such candidates shall be designated as QUALIFIED on any ballot for election to the Board of Directors. Notwithstanding the foregoing, nothing shall prevent any candidate who has been evaluated by the Nominations Committee and who has not received the QUALIFIED designation from being on the ballot and seeking election**

to the Board of Directors.

6. At the meeting where the election for the Board of Directors is to be held, additional nominations for candidates will be accepted from the "Members in Good Standing." All such nominations must be seconded by a "Member in Good Standing." The nominee must agree to serve if elected. Nominations will be closed by simple majority approval of the "Members in Good Standing" at such meeting. Such candidates so nominated shall not receive the aforesaid QUALIFIED designation.
7. Candidates for election to the Board of Directors shall be given an opportunity to make a presentation for their candidacy to the Members at meeting prior to the election of candidates, or at such other time and meeting as the Board may designate. The time allotted for such presentations shall be determined by the Board of Directors; each candidate shall receive an equal amount of time for their presentation.
8. The election of Directors of the Chamber shall take place at the Annual Meeting, the date of which shall be established by the Board of Directors. The duly elected Directors shall assume their duties at the conclusion of the Annual Meeting, but in no event later than thirty (30) after the conclusion of the Annual Meeting.
9. The election and procedures to be followed for such election, shall be presided over by the President or a Vice President who is not a candidate for office in that election.
10. The election shall be by sealed paper ballot, which will list the candidates in alphabetical order. The ballots shall be received either prior to the meeting by mail or hand delivered at the meeting prior to the commencement of the vote tabulation. The sealed ballots shall be opened and shall be tabulated at the same meeting by two (2) Board members who are "Members in good Standing" and not candidates for office in that election.
11. The candidates receiving the largest number of votes for the position of Director shall be deemed elected<sup>17</sup> In the event of a tie, there shall be a run-off election immediately following the original aforesaid election, or if an immediate election cannot be conducted, such run-off election shall be held at a time and place designated by the incumbent Board of Directors.
12. If there are no nominations other than those designated as QUALIFIED by the

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<sup>17</sup> For illustration purposes, if 5 candidates are running for 3 positions of Director, the 3 largest vote getters shall be deemed elected to such position.

**aforesaid committee, a single ballot shall be cast.**

#### **ARTICLE XIV**

#### **VOTING**

Each Member in Good Standing attending a Chamber meeting shall be eligible to cast one vote.

Voting shall be conducted as follows:(1) for regular or special meeting issues, by a show of hands; (2) for amendments to the Constitution or By-Laws, by a show of hands; and (3) for elections of Officers or Directors, by secret ballot ~~as described below~~. **Notwithstanding the foregoing, any vote which is called for in which the issue concerns the expulsion of a member, such voting shall be done by secret ballot.**

Except for amendments to the By-Laws issues requiring vote shall be decided by a simple majority of the eligible votes cast "aye" or "nay." The Membership Secretary shall be the final authority regarding the eligibility of an individual desiring to cast a vote.

The Board of Directors shall have no power to adopt, amend, or repeal the By-Laws.

**To the extent permitted under New York law and practical under the circumstances, the Board may determine, in its discretion, that the election for Board of Directors, or for any other issues/resolutions which Members may vote upon at the Annual Meeting (or any other meeting, including Special Meetings) may be conducted without paper ballots and conducted digitally and/or electronically, provided that all the other provisions of the manner in which the election and/or voting at such meetings is conducted is substantially complied with, including but not limited to provisions for secrecy in casting ballots.**

#### **ARTICLE XV**

#### **COMMITTEES**

Committees for various functions of the Chamber, including the standing committees of the Chamber shall be appointed by the President with the approval of the Board of Directors.

The purpose of said committees shall be to study and evaluate the specific charge of the committee and to report its findings to the Board of Directors and the membership of the Chamber. The President shall designate the duties of such committees, if not already defined by the By-Laws.

The chair of the committee shall be selected by the President and where no such selection is made, elected by a majority of members of said committee.

The committee members shall consist of Members in Good Standing who are recommended by the chairperson of such committee.

The chair of said committee will report on deliberations and progress made by the committee at a regular monthly meeting of the Chamber. If the chair of said committee is unable to attend the regular monthly meeting, an alternate committee member shall make the report.

Any members of a committee who shall, without reasonable excuse, fail to perform the duties of the committee or who is absent for three (3) consecutive committee meetings may be removed from that committee and a successor appointed by the President.

Committees may be dissolved by a majority of the Board of Directors, or an approved motion from the voting membership.

## **ARTICLE XVI**

### **CONFLICTS OF INTEREST**

- 1. Where a director, officer, or key person has a conflict of interest, as defined by the Conflict of Interest Policy herein, in an issue and/or transaction coming before the Board, that individual must disclose the circumstances giving rise to the conflict, and the Board has an obligation to make a record of the existence of the conflict and how it was addressed, both with respect to that individual and with respect to the transaction.**
- 2. It shall be the policy of the Chamber and its Board of Directors its directors,**

officers, and key persons act in the Chamber's best interest and comply with applicable legal requirements.

**3. The following shall constitute a Definition of the circumstances that constitute a conflict of Interest:**

- a. Any transaction for the purchase of goods or services, or anything else of value, which exceed the sum of Five Hundred (\$500.00) Dollars.**
- b. Any transaction in which a child, or close family member is involved.**
- c. Any transaction involving another company, organization, chamber, charity or any other entity of any kind (collectively referred to as "Other Entities or Other Entity") in which the director, officer, or key person is either a member of such Other Entity and/or is a director, officer of key person of such Other Entity.**
- d. Any transaction involving another company, organization, chamber, charity or any other entity of any kind (collectively referred to as "Other Entities or Other Entity") in which the director, officer, or key person may receive a benefit or something of value by reason of such Other Entity engaging in a transaction with the Chamber, or have a direct or indirect financial interest in such Other Entity. (For illustration purposes, a director recommends that a vendor be used for a Chamber event and such Director has on-going business relationships with such vendor and/or has an ownership interest in such vendor)**

**4. The Board and/or Committee before whom such potential conflict may arise may determine that there is no conflict of interest if a transaction or activity is in the ordinary course of business, if it is consistent either with the Chamber's past practices in similar transactions, or with common practices in the sector in which the Chamber operates.**

**5. Procedures for disclosure:**

**Such director, officer, or key person shall Disclose to the Committee Chair before whom such issue is being considered and/or to the Board of Directors and/or to an Officer. Such disclosure shall describe the nature of the conflict of interest, the potential value/benefit which such director, officer, or key person may receive. Such disclosure shall be in writing and shall be acknowledged as received by the person to**

whom the disclosure is made. Such communications shall be preserved. Such writings may be in electronic format, such as email and text messaging. The person receiving such disclosure shall communicate the Disclosure to the Board of Directors.

6. Where a director, officer, or key person has a potential conflict of interest, such director, officer, or key person shall not serve on any committee or sub-committee considering the issue and/or transaction which is the subject of such potential conflict of interest. (For illustration purposes only, a Festival Vendor may not serve on a sub-committee or be present at a full committee meeting when proposals are discussed in which such Vendor has an interest.) To the extent that the Board of Directors or Membership are required to vote on the issue giving rise to the potential conflict of interest, the aforesaid director, officer, or key person may not participate in the deliberations of the Board and/or Membership.
7. Such director, officer, or key person shall be prohibited from engaging in any improper influencing of the deliberations or voting on the matter giving rise to such conflict and shall not coerce, manipulate, mislead, or fraudulently influence the decision making process, or cause or permit anyone else to do so on behalf of such director, officer, or key person.
8. The existence and resolution of the aforesaid conflict of interest shall be properly documented, which may be done so through minutes of any meeting at which the conflict was discussed and/or voted upon. In order to promote transparency and disclosure of the conflict of interest, the director, officer, or key person may be requested, and upon such request, to provide copies of agreements, contract, invoices and other such related documents, which are reasonably necessary to determine the nature and scope of such conflict of interest.
9. Each officer, director and key person, including candidates for election to the Chamber's Board of Directors shall submit to the Secretary prior to initial election to the board, and annually thereafter, a written statement identifying possible conflicts of interest; the Secretary shall promulgate a form for such use. That statement should include, to the best of the individual's knowledge, any entity of which the director is an officer, director, trustee, member, owner, key person or employee and with which the Chamber has a relationship, and any transaction in which the Chamber is a participant and in which the officer, director or key person has or might have a conflicting interest. When initial election to the Board of Directors is not reasonably foreseeable, the written statement may be provided to

**the Secretary promptly after the initial election. The Secretary must provide a copy of the completed statements to the chair of the audit committee or the chair of the board.**

**ARTICLE XVII  
IMPLEMENTATION**

**The Board, in its discretion, shall be permitted to promulgate and develop rules and procedures to implement the provisions of the By-Laws so as to give full force and effect to such By-Laws, with such rules and procedures to be consistent with the intent, terms and provisions of such By-Laws.**