

FOURTH AMENDMENT TO THE

BY-LAWS

OF

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

(A Not-For-Profit Corporation)

Pursuant to Article VIII of the By-Laws which were adopted by the Board of Directors on October 21, 2009 and approved by the membership of The Plainview Old Bethpage Chamber of Commerce, Inc. (“Chamber”) at a meeting on January 20, 2010 (“By-Laws”); and the Second Amendment of the By-Laws which was adopted by the Board of Directors on March 7, 2012 and approved by the aforesaid membership at a meeting on March 21, 2102; and the Third Amendment of the By-Laws which was adopted by the Board of Directors on July 9, 2014 and approved by the aforesaid membership at a meeting on May 20, 2015, the said By-Laws are hereby amended as follows:

- A. Article II, Members, Sub-Paragraph 1c shall hereby be amended to include the following provision and read as follows¹:**
- 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; **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.**
- B. Article II, Members, Sub-Paragraph 1e shall hereby be amended to include the following provision and read as follows:**
- e. A member whose action or behavior is detrimental to the ideals and purposes of

¹ Amendments of the existing By-Laws shall be denoted by **BOLD** or ~~Strikeouts~~

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.**

Except as so modified, all of the other provisions of such Article II shall remain in full force and effect and not changed or modified by this Amendment.

C. Article II, Members, Sub-Paragraph 1f shall hereby be amended to include the following provision and read as follows:

- 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....)**

Except as so modified, all of the other provisions of such Article II shall remain in full force and effect and not changed or modified by this Amendment.

D. Article II, Members, Sub-Paragraph 2c shall hereby be amended to include the following provisions and read as follows:

- c. 1. 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.~~

- 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.

Except as so modified, all of the other provisions of such Article II shall remain in full force and effect and not changed or modified by this Amendment.

E. **Article II, Members, Sub-Paragraph 6 shall hereby be amended to include the following provisions and read as follows:**

6. **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.**

Except as so modified, all of the other provisions of such Article II shall remain in full force and effect and not changed or modified by this Amendment.

F. **Article II, Members, shall hereby be amended to include the following ADDITIONAL provisions and read as follows:**

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.

Except as so modified, all of the other provisions of such Article II shall remain in full force and effect and not changed or modified by this Amendment.

G. Article IV, Officers, Sub-Paragraph 4 shall hereby be amended to include the following provisions and read as follows:

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. **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 of all Board members.

H. Article VI, Objectives and Purpose shall hereby be amended to include the following ADDITIONAL provisions and read as follows:

Code of Conduct

The following shall constitute a Code of Conduct which all members² (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**
- 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**

² The Code of Conduct shall apply to Members, their employees, agents and guests.

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.**

Except as so modified, all of the other provisions of such Article VI shall remain in full force and effect and not changed or modified by this Amendment.

I. **Article VII, Fiscal Year, shall hereby be amended to include the following ADDITIONAL provisions and read as follows:**

The fiscal year of the Chamber shall begin on the 1st day of July and end on the 30th 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).**

Except as so modified, all of the other provisions of such Article VII shall remain in full force and effect and not changed or modified by this Amendment.

- J. **Article X, Meetings shall hereby be amended to include the following provisions and read as follows:**

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.**

Except as so modified, all of the other provisions of such Article X shall remain in full force and effect and not changed or modified by this Amendment.

- K. **Article XIII, Election of Directors shall hereby replaced in its entirety as is hereby amended to include the following provisions and read as follows:**

ARTICLE XIII

ELECTIONS OF DIRECTORS

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 1st 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 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 elected³ 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 aforesaid committee, a single ballot shall be cast.**

L. **Article XIV, Voting shall hereby be amended to include the following provisions and read as follows:**

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. **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

³ 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.

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.

- M. **The following Article XVI, Conflicts of Interest shall hereby be added to the By-Laws and read as follows:**

**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.

- N. The following Article XVII, Implementation shall hereby be added to the By-Laws and read as follows:

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.

This document may be executed in any number of counterparts (including by facsimile, PDF or other electronic means of transmission), each of which so executed shall be deemed to be an original, but all such counterparts shall together constitute but one and the same instrument. This document may also be executed using any electronic/internet signature application/program, including but not limited to DocuSign, AdobeSign and the like, and such electronic signatures shall be considered and treated as if they were original signatures.

Except as Modified and Amended herein, all of the terms and provisions of the By-Laws as previously amended shall remain in full force and effect. Upon the adoption of the Fourth Amendment herein the Board will cause a complete set of By-Laws to be published, which will contain all of the current and adopted By-Laws as a single instrument (with such instrument noting any changes made to the original or subsequent amendments to the By-Laws). The Board will approve such publication and make it available to the Membership electronically or on the Chamber's website and/or social media pages.

This Fourth Amendment to the By-Laws have been adopted and approved by a majority of the Board of Directors on this _____ day of _____ 2021.

Asher Allweiss

Benjamin Alssid

Michael Chad

Lindsay Covello

Cheryl Dender

Gary Epstein

Sherri Gillespie

Alan Goldberg

Andrea Goldman

Stephanie Horn

Andrew Lamkin

Ned Marzigliano

Larry Weiss

David Weinstein

Elan Wurtzel

IT IS HEREBY CERTIFIED THAT THESE BY-LAWS HAVE BEEN ADOPTED AND APPROVED AT A MEETING OF THE MEMBERS OF THE CHAMBER HEREIN ON _____, 2021.

President

Executive Vice-President

Recording Secretary

Treasurer