

CHAMBER OF COMMERCE OF LEVITTOWN, NEW YORK, INC.

BY-LAWS

ARTICLE 1 **DEFINITIONS**

CHAMBER -- The Chamber of Commerce of Levittown, New York, Inc., a not-for-profit corporation duly registered with the State of New York and the Chambers of Commerce of the United States, Inc.

LEVITTOWN -- Any location within the United States Postal Service designated Zip Code 11756.

RESIDENT BUSINESS ENTITY -- A sole proprietorship, partnership, corporation or limited liability corporation (LLC) doing business in Levittown from a business address within Levittown.

REGULAR MEMBER -- A resident business entity duly accepted for membership pursuant to these by-laws, with full voting privileges and full office holding privileges.

NON-RESIDENT BUSINESS ENTITY -- A sole proprietorship, partnership or corporation doing business in Levittown from a business address outside Levittown.

ASSOCIATE MEMBER -- A non-resident business entity or non-business entity duly accepted for membership pursuant to these by-laws.

NOTICE -- Any notice called for in these by-laws can be given by first class mail, telephone, e-mail, facsimile or in person.

MEMBER IN GOOD STANDING -- Any member who has paid its current and past membership dues and any other outstanding fees and has not been sent a Notice of Intent to Expel.

ARTICLE 2 **MEMBERSHIP**

ELIGIBILITY -- Any resident business entity may apply for regular membership in the Chamber. Any other person or entity shall only be entitled to apply for associate membership.

APPLICATION -- Candidates for regular membership shall make written application accompanied by payment of the annual membership dues. The application shall be presented by the Membership Committee at the next meeting of the Board of Directors. Election to regular membership shall require an affirmative vote of a majority of the Directors present. The application for membership shall be deemed as a guarantee on the part of the applicant of interest in and sympathy with the purposes of the organization and of the adherence, if elected,

to the constitution, by-laws, rules and regulations of the Chamber. If the application is rejected, the membership fee shall be returned to the applicant.

ASSOCIATE MEMBERSHIP -- Any entity other than a resident business entity may apply for membership in the Chamber under the same application procedures as for a regular, except that election to membership shall require an affirmative vote of two-thirds (2/3) of the Directors present.

Associate members shall pay the same dues as regular members and shall have the right to vote, but shall not be eligible for election as an Officer or Director. However, office holding privileges can be granted to an Associate Member by an affirmative vote of eighty (80%) percent of the Board of Directors present at a Board of Directors Meeting and eighty (80%) percent of those Regular Members attending a subsequent meeting noticed for said purpose.

The types of entities eligible for associate membership as contemplated by this section include non-resident business entities, civic, fraternal, religious, political and educational organizations and institutions.

REPRESENTATION -- Each membership (regular and associate) shall be entitled to one vote. Each member shall designate one individual to whom the entity assigns the privilege of its vote.

Upon a showing of extraordinary interest in and dedication to the Chamber, a two-thirds (2/3) vote of the Board of Directors may allow a regular member to have a second duly designated representative with the same voting and eligibility for election privileges as the first representative. No member may have more than two (2) representatives.

DUES -- The annual dues for membership shall be established by the Board of Directors by December 1st for the following calendar year. The membership fees are due January 1st of each year

EXPULSION OF MEMBERS -- Any member may be expelled for non-payment of dues when such dues are in arrears for a period of ninety (90) days, or for good cause, by resolution passed by two-thirds (2/3) of the Board present at a Board of Directors meeting.

Such member shall be notified of the intention of the Board to consider its expulsion and shall be given the opportunity of a hearing before the Board not less than thirty (30) days after the Notice of Intent to Expel is mailed to the member at the member's last known address. Passage of such resolution to expel, after a hearing or due notice as provided herein, shall, without other act on the part of the Board of Directors, annul such membership. The expelled member shall not be entitled to any rebate in dues or fees.

If such member appears at a hearing before the Board of Directors and is expelled after said hearing, the member shall be entitled to appeal the expulsion to the general membership at the next General Meeting by giving the Board of Directors fourteen (14) days written notice of its intent to appeal. In such event, a vote of two-thirds (2/3) of the members present at the General Meeting shall be required to uphold the expulsion.

RESIGNATION -- If such a resignation is received by the Board after January 1st, such resignation shall not relieve the member from liability for the membership dues or fees already paid for the then-current year.

HONORARY MEMBERSHIP -- Honorary membership may be conferred upon only those business entities or civic associations whom the Directors consider to have rendered conspicuous service to the community. Honorary memberships shall carry no voting privileges nor eligibility for election to any position nor shall they require payment of any dues or fees. The holding of any such Honorary membership shall not preclude any member from also holding a regular or associate membership and enjoying all of the privileges and obligations incidental thereto. Honorary memberships may be granted or revoked at any Board of Directors meeting by a three-quarters (3/4) vote of the Directors present.

ARTICLE 3
BOARD OF DIRECTORS AND OFFICERS

RESPONSIBILITY -- The direction of the work and control of the Chamber and its property shall be vested in the Officers and Board of Directors.

COMPOSITION -- The Officers shall consist of the President, First Vice-President, Second Vice-President, Treasurer, Counsel / Secretary and Immediate Past President. The Board of Directors shall consist of the six (6) officers plus not less than five (5) nor more than fifteen (15) Directors. The establishment, increase or reduction in the number of Directors within these limits shall be by two-thirds (2/3) vote of the members present at any General Membership Meeting, but any reduction may not operate to eliminate the seat of a duly elected Director during the term of office.

TERM OF OFFICE -- The term of all Officers and Directors shall be one (1) year. Notwithstanding any ceremonial installation, the term of office of all Officers and Directors shall be from January 1st to December 31st.

VACANCIES IN OFFICERS OR DIRECTORS POSITIONS -- Vacancy of the Presidency occurring before the end of a term shall be filled by the 1st Vice-President for the balance of the term. Vacancies other than the Presidency occurring before the end of a term shall be filled by majority vote of the Board of Directors for the balance of the term.

ELIGIBILITY -- Only a duly designated representative of a regular member shall be eligible for election as an Officer or Director. No individual will be eligible to hold a position as an officer or director unless he/she has maintained a membership in good standing for the 12 months prior to the election to which he or she is being nominated.

ELECTION -- For the purpose of electing Officers and Directors, a Nominating Committee shall be selected by the Board of Directors and announced at the August General Membership meeting in each year. The Nominating Committee shall consist of five (5) members, including a Chairman who shall have full voting privileges within the Committee. The Chairman shall be a past president of the Chamber.

The Nominating Committee shall meet as necessary and present a slate of Officers and Directors at the September General Membership meeting. The floor shall be opened for further nominations as a scheduled agenda item at the September and October General

Membership meetings. The Nominating Committee chairman shall verify the qualifications of all nominees. No member of the Nominating Committee may be nominated for any of the Officer positions, but may be nominated as a Director. No Associate Member can be nominated from the floor.

The list of all nominees shall be mailed to all members with the notice of the November General Membership meeting. The election of Officers and Directors shall be held at the November General Membership meeting and shall be conducted by the Chairman of the Nominating Committee. Any member in good standing personally attending such meeting may vote, and at such election the ballot shall be by secret ballot unless the members shall unanimously agree to a voice vote. No proxies shall be allowed.

Any changes to the Nominated Slate of Candidates prior to the Election shall require an affirmative vote of eighty (80%) percent of the Board of Directors present at a Board of Directors Meeting.

For the purposes of any contested election, the President shall appoint from among those present not less than two (2) nor more than four (4) members to act as Tellers.

EXECUTIVE ASSISTANT -- The Board of Directors may choose and employ as an independent contractor an Executive Assistant or manager whose compensation shall be determined by the Board of Directors. Such independent contractor shall maintain and provide proof of insurance with limits of not less than Five Hundred Thousand (\$500,000) Dollars. The Executive Assistant shall, subject to the supervision of the President, execute the day-to-day business and affairs of the Chamber. The Executive Assistant shall record all transactions of the meeting of the Chamber and of the Board of Directors, shall receive and answer all correspondence, give all notices and generally assist the President in management of the business of the Chamber.

EXPULSION OF OFFICERS & DIRECTORS-- For reasonable cause, any Officer or Director may be removed from office prior to the expiration of the term by a three-quarters (3/4) vote of the membership present at a special meeting called for that purpose.

ARTICLE 4 **GENERAL MEMBERSHIP MEETINGS**

REGULAR MEETINGS -- The Regular Meetings of the Chamber shall be at least ten (10) times per year, at such place, date and hour as the Board of Directors may designate.

SPECIAL MEETINGS -- Special meetings may be called by the President or two-thirds (2/3) of the Board of Directors, but must be called upon the written request of twenty (20) regular members.

NOTICE -- Notice of any regular meeting shall be given to each member to the last known post office or e-mail address, at least five (5) days prior to the day of the meeting. Notice of a special meeting shall be given to each member to the last known post office or e-mail address, at least two (2) days prior to the day of the meeting.

QUORUM -- The attendance of twenty (20%) per cent of the members in good standing shall constitute a quorum for the transaction of business at any regular or special meeting of the Chamber.

QUALIFICATIONS OF VOTERS -- Only members in good standing are eligible to vote on any matter.

VOTING -- All matters voted upon shall be passed by a simple majority of those members present, unless a higher margin is required by these by-laws.

ARTICLE 5
BOARD OF DIRECTORS MEETINGS

REGULAR MEETINGS -- The Board of Directors shall meet at least six (6) times per year at such time and place as they may agree upon. All Officers are expected to attend Board of Directors meetings. Meetings are presided over by the President or a designated board member in the President's absence.

SPECIAL MEETINGS -- Special meetings of the Board of Directors may be called by the President or by five (5) members of the Board of Directors.

NOTICE -- Notice of regular and special meetings of the Board of Directors shall be given in the same manner as prescribed for regular and special general membership meetings of the Chamber.

QUORUM -- Seven (7) members of the Board of Directors shall constitute a quorum for the transaction of business. Officers shall be deemed members of the Board of Directors for quorum purposes only. All voting is by majority unless otherwise specified in these by-laws. In lieu of a meeting, Board action can be taken by unanimous written consent.

ATTENDANCE -- Absence from any three (3) consecutive meetings shall be construed as an automatic resignation from the office and/or the Board of Directors and shall be filled as a vacancy unless a motion is made and passed by a two-thirds (2/3) vote of the Directors present to waive said automatic resignation, and then only upon good cause shown.

NON-DIRECTORS -- Any member of the Chamber shall have the right to appear before the Directors at any of their regular meetings to present any subject concerning the business of the Chamber.

ARTICLE 6
OFFICERS' DUTIES

IN GENERAL -- The duties of the Officers shall be such as their titles by general usage would indicate, such as are required by law and such as may be assigned to them by the Board of Directors, and in any event, substantially as hereinafter set forth. Officers must turn over all records of their term in office to their successor at the end of the term.

PRESIDENT -- The President shall preside at all meetings of the Chamber and of the Board of Directors. The President shall, subject to the approval of the Board, create and appoint all committees and be an ex-officio member of these committees. The President shall commend to the membership and the Board of Directors such matters as may tend to promote the prosperity and increase the usefulness of the Chamber. The President, in conjunction with the Board, shall have general supervision of the business and affairs of the Chamber. The President shall, with the Secretary, sign all contracts of the Chamber, and shall submit, with the assistance of the Secretary, an annual report of the activities of the Chamber to the general membership.

FIRST VICE-PRESIDENT -- The First Vice-President shall perform the duties of the President in the latter's absence, shall schedule speakers and programs for the General Membership meetings, and chair special projects as designated by the President and/or Board of Directors.

SECOND VICE-PRESIDENT -- The Second Vice-President shall perform the duties of the President and/or First Vice-President in their absence and chair special projects as designated by the President and/or Board of Directors.

TREASURER -- The Treasurer shall be the financial officer of the Chamber. The Treasurer shall have charge and custody of the funds of the Chamber and shall with any one of the signers authorized by the board sign all checks for the disbursement of the same,

Two signatures shall be required on all transactions, with the exception of online banking transfers where the chamber is transferring money from one chamber bank account to another chamber bank account. The Treasurer shall submit a monthly report of the financial condition of the Chamber to the Board of Directors and make it available upon request to the membership.

COUNSEL / SECRETARY -- The President and Board of Directors may choose an attorney to serve as counsel to the Chamber on a pro bono basis. The counsel shall rule on compliance with these by-laws and shall enforce Robert's Rules of Order, as requested. The counsel shall serve as a de facto Officer and Director for all intents and purposes, including voting on all matters.

ARTICLE 7
COMMITTEES

STANDING COMMITTEES -- The Standing Committees shall include Membership, Ways and Means, Public Relations, Community Relations and Business Relations. The Chairman of each committee shall attend General Membership meetings to give a committee report, and at the invitation of the President, may attend Board of Directors meetings for the same purpose. Committee chairs who are not officers or directors do not have a vote on board proceedings.

APPOINTMENT -- All Committees shall be appointed by the President. The Chairmen and committee members may be, but need not be, Officers or Directors. The President is an ex-officio member of all Committees. The President may also name ad-hoc committees as desired.

DUTIES -- The Board of Directors shall define the powers and duties of all committees.

ARTICLE 8
FISCAL YEAR

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

ARTICLE 9
AMENDMENTS

PROCEDURE -- These by-laws may be amended by a three-quarters (3/4) vote of the members in good standing in attendance at any regular membership meeting, or at any special meeting called for that purpose, provided that such amendments shall be plainly stated in the call for the meeting at which they are to be considered.

NOTICE -- Due notice of meetings at which such amendments are to be considered must be given to every member at least ten (10) days prior to the time of meeting by U. S. mail or e-mail.

VIRTUAL MEETINGS -- If necessary, any meeting may be held by video conferencing, including but not limited to Zoom or other similar programs.

ARTICLE 10
ENACTMENT

PROCEDURE -- These by-laws shall be effective immediately following their adoption by a three-quarters (3/4) vote of the members of the Chamber present at a meeting duly called for the purpose.

RESULT -- When so adopted, these by-laws shall supersede all previous by-laws and amendments thereto, which are hereby annulled.

REVISIONS TO THE BYLAWS WHICH HAVE BEEN ADOPTED
BY THE BOARD OF DIRECTORS JULY 1, 2020
AND THE GENERAL MEMBERSHIP ON AUGUST 19, 2020
EFFECTIVE IMMEDIATELY