

By Laws
ARTICLE I
GENERAL
Section 1: Name

This organization is incorporated under the laws of the State of New York and shall be known as the East Northport Chamber of Commerce, Incorporated.

Section 2: Purpose

The East Northport Chamber of Commerce is organized to advance the general welfare and prosperity of the East Northport area so that its citizens and all areas of its business community shall prosper. All necessary means of promotion shall be provided and particular attention and emphasis shall be given to the economic, civic, commercial, cultural, industrial and education interests of the East Northport area.

Section 3: Area

The East Northport area shall include all areas within the East Northport postal district, 11731.

Section 4: Limitation of Methods

The East Northport Chamber of Commerce shall observe all local, state and federal laws which apply to non-profit organization as defined in Section 501(c)(6) of the Internal Revenue Code.

ARTICLE II
MEMBERSHIP
Section 1: Eligibility

Any person, association, corporation, partnership or estate having an interest in the objectives of the organization shall be eligible for membership. However, no political party or political club will be admitted for membership.

Section 2: Election

Applications for membership shall be in writing or forms provided for that purpose and signed by the applicant. Election of members shall be by the Board of Directors at any meeting thereof. Any applicant so elected shall become a member upon payment of the regularly scheduled dues as provided in Section 3, Article II.

Section 3: Dues

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 in advance.

Section 4: Termination

(a) Any member may resign from the Chamber upon written request to the Board of Directors, (b) any member shall be expelled by the Board of Directors by two-thirds vote for non-payment of dues after ninety (90) days from the date due, unless otherwise extended for good cause, (c) any member may be expelled by two-thirds vote of the Board of Director, at a regularly scheduled meeting thereof, for conduct unbecoming a member or prejudicial to the aims or reputation of the Chamber, after notice and opportunity for a hearing are afforded the member complained against.

Section 5: Voting

In any proceeding in which voting by members is called for, each member in good standing shall be entitled to cast one (1) vote. Each business, regardless to size is only entitled to one vote. Not-for-profit organizations are entitled to one (1) vote. Resident Members have no voting rights.

Section 6: Exercise of Privileges

Any firm, association, corporation, partnership or estate holding membership may nominate individuals whom the holder desire to exercise the privileges or membership covered by its subscriptions and shall have the right to change its membership nomination upon written notice.

Section 7: Honorary Membership

Distinction in public affairs shall confer eligibility to honorary membership. Honorary members shall have all the privileges of members, accept the right to vote and shall be exempt from payment of those dues. The Board of Directors shall confer or revoke honorary membership by a majority vote.

Section 8: Board Member Emeritus

Board Members whose term has expired may be appointed "Board Member Emeritus" by the board sitting at the time of their appointment. Such designation shall be reserved for board members who have served with distinction and who the board believes will be instrumental in furthering the mission of the chamber of commerce. "Board Members Emeritus" shall not have any voting power with respect to board decisions, unless they derive same from their active membership status. "Board Members Emeritus" may be charged with any function that the board determines from time to time, including but not limited to sitting on or chairing the nominating committee, chairing any other committee, or guiding the board in its decisions and programs.

ARTICLE III

MEETINGS

Section 1: Annual Meeting

The annual meeting of the corporation, in compliance with State law, shall be held during December of each year. The time and place shall be fixed by the Board of Directors and notice thereof mailed to each member at least ten (10) days before said meeting.

Section 2: Additional Meetings

The Board of Directors will plan for holding membership meetings, monthly if desirable, which will be held on the first Wednesday of the month. The Board of Directors may call a membership meeting at any time deemed necessary and desirable.

Section 3: Quorums

A quorum at membership meetings will be 15% of the members in good standing.

Section 4: Notes, Agenda, Minutes

Written notice of all chamber board meetings and membership meetings must be given at least ten (10) days in advance unless otherwise stated. An advance agenda and minutes must be prepared for all board meetings and notice of the topics to be discussed or speakers to be presented shall be transmitted electronically or by mail to all members. Following each membership meeting a summary of the meeting shall be sent electronically or by mail to all members.

ARTICLE IV

BOARD OF DIRECTORS

Section 1: Composition of the Board

The Board of Directors shall be composed of up to twelve (12) members, one-third of whom shall be elected annually to serve for three (3) years or until their successors are elected and have qualified. The governance and policy making responsibilities of the Chamber shall be vested in the Board of Directors, which shall control its property, be responsible for its finances and direct its affairs. No director shall serve for more than two consecutive three year terms without having had at least a one year lapse before serving again.

Section 2: Selection and Election of Directors

A. Nominating Committee

At the regularly scheduled September board meeting, the President shall appoint, subject to approval by the Board of Directors, a Nominating Committee of at least three members. Preference shall be given to former board members that are members in good standing. The chairperson of the Nominating Committee shall be determined by the current board President.

B. Slate of Candidates

Prior to the regularly scheduled October board meeting, the Nominating Committee shall present to the Board of Directors a slate of candidates to serve three year terms to replace the directors whose regular terms are expiring. Each candidate must be an active member in good standing and must have agreed to accept the responsibility of a directorship.

C. Publicity of Nominations.

Upon receipt of the report, the Secretary shall immediately notify the membership electronically or by mail of the names of persons nominated as candidates for directors and the right of petition.

D. Nominations by Petition.

Additional names of candidates for directors can be nominated by petition bearing the genuine signatures of at least fifteen (15) members of the Chamber that are in good standing. Such petition shall be filed with the Board of Directors within ten (10) days after notice has been given of the names of those nominated by the Nominating Committee. The determination of the Board of Directors as to the legality of the petitions(s) shall be final.

E. Determination.

If no petition is filed within the designated period, the nominations shall be closed and the nominated slate of designated candidates (up to 4) shall be declared elected by the Board of Directors at their November Board meeting. If a legal petition shall present additional candidates, the names of all candidates shall be arranged on a ballot in alphabetical order. Instructions will be to vote for any four (4) candidates only. The President shall mail this ballot to all active members at least 15 days before the regular November Board meeting.

The ballots shall be marked in accordance with instruction printed on the ballot and returned to the Chamber office within ten days.

F. Judges.

The President shall appoint, subject to the approval of the Board of Directors, at least three (3) days, but not more than five (5) days before the date set for the election, three (3) judges who are not members of the Board of Directors or candidates for election. One will be designated chairman. Such judges shall have complete supervision of the election, including the auditing of the ballots. They shall report the results of the election to the Board of Directors. The Board of Directors shall, at its regular November Board meeting, declare up to four (4) candidates who received the greatest number of votes elected.

Section 3: Seating of New Directors

All newly elected and appointed Board members shall be seated at the regular December Board meeting and shall be participating members thereafter. Retiring directors shall continue to serve until the end of the program year.

Section 4: Vacancies

If a member of the Board of Directors is absent for three (3) scheduled meetings of the Board of Directors within a fiscal year, then that member shall be automatically discharged from the board without the need for specific board action. Upon written request from the said expelled member, and upon due deliberation by the Board of Directors, the expelled member may be reinstated upon a majority vote of the Board of Directors.

Vacancies on the Board of Directors, or among the officers, shall be filled by the Board of Directors by a majority vote. The Board of Directors may extend an expiring directors term by a majority vote for the sole purpose of continuing until a suitable replacement can be found and installed on the board.

Section 5: Policy

The Board of Directors is responsible for establishing procedure and formulating policy of the organization. They are also responsible for adopting all policies of the organization.

Section 6: Indemnification

The Chamber may, by resolution of the Board of Directors, provide for indemnification by the Chamber of any and all current or former officers, directors and employees against expenses actually and necessarily incurred by them in connection with defense of any action, suit or proceeding in which they or any of them are made parties, or a party, by reason of having been officers, directors or employees of the Chamber, except in relation to matters as to which such individual shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty and to such matters as shall be settled by agreement predicted on the existence of such liability for negligence of misconduct.

ARTICLE V OFFICERS

Section 1: Determination of Officers

At the November meeting of the Board of Directors with the new members also in attendance and voting, officers for the Chamber will be elected to serve for the coming year; a President, two Vice Presidents, a Secretary and a Treasurer. All officers shall take office on the first day of January and serve for a period of one (1) year.

Section 2: Duties of the President

The President shall preside at all meetings of the Chamber and of the Board of Directors and perform all duties incident to the office. The President shall be the chief administrative and executive officer. The President shall service as advisor to the Board of Directors and cause to be prepared notices, agendas and minutes.

Section 3: Duties of the Vice President

The 1st Vice President shall act in the absence of the President. In the absence of both the President and 1st Vice President, the 2nd Vice President shall serve.

Section 4: Duties of the Secretary (Exec. Dir. Omitted here)

The Secretary or at the secretary's direction and under his or her supervision, the Executive Director shall conduct the official correspondence and communications, as directed by the Board and shall maintain an

accurate record of the proceedings of the Chamber and of the Board of Directors' Meetings and take charge of all documents.

Section 5: Duties of the Treasurer

The Treasurer shall be responsible for the safeguarding of all funds received by the Chamber and for their proper disbursement. Such funds shall be kept on deposit in financial institutions or invested in a manner approved by the Board of Directors. Checks are to be signed by the Treasurer and the President. A written treasurer's report shall be made at meetings of the Board of Directors in a format to be determined by the board. An audit of the Treasury shall be made annually by two members of the Board, appointed by the President, with the approval of the Board.

Section 6: Indemnification

The Chamber may, by resolution of the Board of Directors, provide for indemnification by the Chamber of any and all of its officers or former officers as spelled out in Article IV, Section 6 of the by-laws.

Section 7: Vacancy of Office

If a vacancy shall occur in the group of officers, a replacement shall be elected by the Board of Directors.

ARTICLE VI

COMMITTEES AND DIVISIONS

Section 1: Appointment and Authority

The President, by and with the approval of the Board of Directors, shall appoint all committees and committee leaders. The President may appoint such ad hoc committees and their leaders as deemed necessary to carry out the program of the Chamber. Committee appointments shall be at the will and pleasure of the President and shall serve concurrent with the term of the appointing President unless a different term is approved by the Board of Directors.

It shall be the function of the committees to make investigations, conduct studies, create a tentative budget for each event and to report to the board the status of each event at each monthly board meeting to conduct hearings, make recommendations to the Board of Directors and to carry on such activities as may be delegated to them by the Board.

Section 2: Limitation of Authority

No action by any member, committee, division, employee, director or officer shall be binding upon or constitute an expression of the policy of the Chamber until it shall have been approved or ratified by the Board of Directors.

Committees shall be discharged by the Chairman of the Board when their work has been completed and their reports accepted, or when, in the opinion of the Board of Directors, it is deemed wise to discontinue the committees.

Section 3: Testimony

Once committee action has been approved by the Board of Directors, it shall be incumbent upon the committee chairmen or, in their absence, whom they designate as being familiar enough with the issue, to give testimony to, or make presentations before, civic and governmental agencies.

Section 4: Expenditure of Funds

The expenditure of funds by any committee shall be done by an estimate and then a final amount, to be approved by the Board of Directors.

ARTICLE VII

FINANCES

Section 1: Funds

All money paid to the Chamber shall be placed in general operating fund. Funds unused from the current year's budget will be placed in a reserve account.

Section 2: Disbursements

Disbursements are to be made only as delineated in Article V, Section 5.

Section 3: Fiscal Year

The fiscal year of the Chamber shall close on December 31.

Section 4: Budget

The Budget Committee is to prepare a budget for the coming year and is to submit a copy to each Director at the November Board Meeting. Copies are also to be mailed to the newly elected Board Members. The Board of Directors including newly elected and retiring Directors will vote on a budget proposal at the December Board Meeting. A budget for the coming year must be adopted before the end of December. Dues notices must be mailed to members with the January correspondence on their respective annual membership anniversary date.

Section 5: Annual Financial Compilation

The financial accounts of the Chamber of Commerce shall be compiled annually as of the close of business on December 31st, and shall be reviewed by the board of directors and available for its February meeting. The financial compilation shall at all times be available to members of the organization within the offices of the Chamber, upon reasonable notice and within normal business hours.

ARTICLE VIII

DISSOLUTION

Section 1: Funds

All money paid to the Chamber shall be placed in general operating fund. Funds unused from the current year's budget will be placed in a reserve account.

Section 2: Disbursements

Disbursements are to be made only as delineated in Article V, Section 5.

Section 3: Fiscal Year

The fiscal year of the Chamber shall close on December 31.

Section 4: Budget

The Budget Committee is to prepare a budget for the coming year and is to submit a copy to each Director at the November Board Meeting. Copies are also to be mailed to the newly elected Board Members. The Board of Directors including newly elected and retiring Directors will vote on a budget proposal at the December Board Meeting. A budget for the coming year must be adopted before the end of December. Dues notices must be mailed to members with the January correspondence on their respective annual membership anniversary date.

Section 5: Annual Financial Compilation

The financial accounts of the Chamber of Commerce shall be compiled annually as of the close of business on December 31st, and shall be reviewed by the board of directors and available for its February meeting. The financial compilation shall at all times be available to members of the organization within the offices of the Chamber, upon reasonable notice and within normal business hours.

ARTICLE IX

Section 1: Parliamentary Authority

The current edition of Roberts Rules of Order shall be the final source of authority in all questions of parliamentary procedures when such rules are not consistent with the charter or by-laws of the Chamber.

ARTICLE X

AMENDMENTS

Section 1: Revisions

These by-laws may be amended or altered by a two-third (2/3) vote of those present at a Board of Directors meeting of the East Northport Chamber of Commerce, provided written notice of the proposed changes shall have been given in writing to all members not less than ten (10) days prior to such meeting, fixing a date, time and place for the meeting to be held, in order that they may have the opportunity to comment to the Board of Directors on the proposed changes. Following the vote, minutes shall be generated reflecting a tally of votes and how each board member voted, either "yay", "nay" or "abstained". If the change(s) were approved, then the by-laws shall be amended and a copy of the amended by-laws shall be transmitted electronically or by mail to the membership.

ARTICLE XI

ENACTMENT

Section 1: Procedure

These by-laws shall be effective immediately following their adoption by a majority vote of the members present at a meeting duly called for that purpose and when so adopted shall supersede all previous by-laws and amendments thereto.

(As Amended through December 31st, 2014)