

# BYLAWS

## The Greater Middle County Chamber of Commerce

### ARTICLE I

#### *Organization*

##### **Section 1: Name**

The name of this organization shall be the Greater Middle Country Chamber of Commerce (the “Chamber”). The Chamber is incorporated as a 501(c)(6) not-for-profit corporation under the laws of New York State and, as such, will observe all local, state and federal laws, which apply.

##### **Section 2: Area**

The Greater Middle County Chamber of Commerce area shall include the communities of Centereach, Selden, and Lake Grove. The name "Greater Middle Country Chamber of Commerce", its logo and its website are the property of the Chamber, and may not be used without permission of the Board of Directors.

##### **Section 3: Purpose**

The Greater Middle County Chamber of Commerce is organized to advance the general welfare and prosperity of the Middle Country 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 educational interests of the area.

### ARTICLE II

#### *Membership*

##### **Section 1: Eligibility for Membership**

Membership in the Chamber shall be open to members of the Middle Country business community, businesses that provide a product or service to the residents and/or businesses of the community, residents of the Middle Country district, or such people or entities that have a vested interest in the prosperity and welfare of Middle Country.

##### **Section 2: Types of Membership**

- a) **Business Membership** – Any eligible person, organization, association or corporation may acquire one full membership in the Chamber, and shall be entitled to designate a person as a voting member of the Chamber and for that person to cast one vote.
- b) **Honorary Membership** – Distinction in public affairs and/or an elected position shall confer eligibility to honorary membership. The Board shall confer honorary membership by a majority vote. Honorary members shall have all the privileges of members except the obligation to pay dues.

### **Section 3: Application for Membership**

Applications for membership shall be in writing on forms provided for that purpose and accompanied by dues.

### **Section 4: Termination of Membership**

- a) **By Resignation** – Any member may resign from the Chamber upon written notice to the Board of Directors.
- b) **For Nonpayment** – Any member whose dues are sixty (60) days in arrears shall be considered a lapsed member and shall not have a vote.
- c) **For Conduct** – Any member may be terminated by a two-thirds vote of the Board of Directors for conduct unbecoming a member or prejudicial to the aims or repute of the Chamber, after notice and opportunity for a hearing are afforded the member complained against. The Board of Directors may revoke honorary memberships at any time by a majority vote.
- d) Upon resignation or termination, all paid dues shall be considered forfeit.

## **ARTICLE III**

### *Meetings*

#### **Section 1: General Membership Meetings**

There shall be at least four (4) General Membership Meetings during the year. These meetings shall be held at a time and place designated by the Board of Directors. A calendar of scheduled General Membership Meetings will be posted on the website and sent electronically via email to each member prior to such meetings. Members and guests shall be required to pay an entrance fee as established by the Board of Directors.

#### **Section 2: Annual Meeting**

The General Membership Meeting held in the month of January shall also be known as the Annual Meeting and shall be for the purpose of electing officers, receiving reports of officers and committees, and for any other business that may arise.

#### **Section 3: Special Meetings**

Special meetings of the Chamber may be held at the request of the President, or in the event of his/her absence one of the Vice Presidents, or in the event of their joint absence any two (2) members of the Board of Directors. Notice of special meetings shall be made at least five (5) days prior to such meetings and shall state the purpose for which the meeting was called.

#### **Section 4: Quorum**

At any regular or special meeting of the Chamber, twenty (20) members shall constitute a quorum for the transaction of business. If there is no quorum, any decisions shall fall to the Board of Directors.

## Section 5: Voting

At any regular or special meeting of the Chamber, each business member shall be entitled to designate a person to represent them as a voting member. No voting member shall be entitled to represent more than one business or to more than one vote unless they are listed as the primary contact for said businesses. Each membership entitles the business, honorary or not, to one vote. It is the responsibility of each business to determine which employee has voting rights and to notify the Chamber in writing when the designee is not the person listed on the application for membership.

# ARTICLE IV

## *Board of Directors*

### Section 1: Composition of the Board

The Chamber shall be run under the leadership of a nine-member Board of Directors (Board) consisting of 5 elected officers (Executive Committee) and 4 At-Large Members. No more than one representative of each business or organization can serve on the Board at the same time.

### Section 2: Powers

The government and policy-making responsibilities of the Chamber, subject to the limitations contained in these bylaws shall be vested in the Board of Directors, which shall control its property, be responsible for its finances, and direct its affairs.

### Section 3: Voting Privileges

Each Board Member (officers and At-Large Members) shall have one vote, and powers equal to each other to adopt rules for conducting business of the Chamber. A majority of the Board of Directors shall constitute a quorum.

### Section 4: Officers

The officers of the Chamber shall comprise the Executive Committee and consist of the President, two Vice Presidents, a Secretary and a Treasurer.

- a) **President** – The President shall preside at all meetings of the Chamber and the Board at which he/she is present. The President shall, when directed by the membership, sign with the proper officers of the Chamber all contracts, securities, and other obligations of the Chamber in the name of the Chamber, and he/she shall have a general oversight of the affairs and finances of the Chamber. The President shall be an ex-officio member of all committees except the Nomination Committee.
- b) **Vice Presidents** – In the case of the absence or disability of the President, the duties of the office shall be performed by one of the Vice Presidents. Each Vice-President shall be responsible for chairing at least one (1) Standing Committee.
- c) **Secretary** – The Secretary shall record and preserve the minutes of all regular and special meetings of the Chamber, and perform such other duties as may pertain to this office or as may be imposed by the Board.

- d) **Treasurer** – The Treasurer shall have custody of all of the funds of the Chamber, shall disburse funds as authorized by the Board, shall account to the organization for same at its regular meetings and at other times when requested by the Board, and shall perform such other duties as may pertain to this office or as may be imposed by the Board.

### **Section 5: At-Large Members.**

Assisting the officers in the governing of the Chamber shall be four (4) At-Large Members. At-Large Members may serve as chairs of the standing committees.

### **Section 6: Removal**

Any Board Member may be removed from office by a unanimous vote of the remaining Board for conduct unbecoming a Board Member, or otherwise detrimental to the goals or reputation of the Chamber. Such removal may occur only after said Board Member is duly notified, and an opportunity for a hearing is provided.

### **Section 7: Vacancies**

Any vacancies occurring among the officers or At-Large Members during the year shall be filled for the remaining term of office by a majority vote of all of the remaining Board Members at its first regular Board meeting following the creation of such vacancy, or at a special meeting of the Board called for that purpose.

### **Section 8: 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 the 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 individuals 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 predicated on the existence of such liability for negligence or misconduct.

## **ARTICLE V**

### ***Committees***

The President shall appoint and/or discharge all Committees as necessary, subject to confirmation by the Board. The President shall be an ex-officio member of all Committees. The terms of all members of the Standing Committees shall be the same as for the Board unless otherwise determined by the Board.

### **Section 1: Committee Meetings**

Committee meetings may be called at any time by the committee's Chair or by the President.

### **Section 2: Quorum**

A majority of the committee members shall constitute a quorum when a committee consists of at the most nine (9) members. For committees having more than nine (9) members, five (5) shall constitute a quorum.

### Section 3: 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.

### Section 4: Standing Committees

- a) **Executive Committee** – This Committee shall be comprised of the five (5) elected officers and shall exercise such power and authority of the Chamber in the general and daily management of the Chamber, except the power to adopt, amend, or repeal the bylaws. The President shall serve as Chair.
- b) **Program Committee** – This Committee shall be comprised of at least three members and shall be responsible for arranging for speakers and programs for all meetings sponsored by the Chamber and investigate and make recommendations with regards to events or opportunities that may be sponsored by, or subscribed to, for the general betterment of the Chamber. All recommendation shall be proposed to the Board for consideration. A Board Member shall serve as Chair.
- c) **Marketing Committee** – This committee shall be comprised of at least three members and shall oversee the Web site, newsletters, brochures and any other materials designed for the purposes of promotion and marketing of the Chamber. A Board Member shall serve as Chair.
- d) **Finance Committee** – This Committee shall be comprised of at least two members and shall investigate and make recommendations with regard to the financial operations of the Chamber. The Treasurer shall serve as Chair.
- e) **Nominating Committee** – This Committee shall be comprised of three members and shall propose to the membership the names of persons to be nominated as officers and At Large Members of the Board. A Board Member shall serve as Chair. Solicitations for new members and confirmation of re-appointed members shall commence in September. A slate shall be prepared and recommended for approval at the November business meeting. Their term of office shall be for three (3) years and begin in January. There shall be no limits on the terms served.
- f) **Membership Committee** – This Committee shall be comprised of at least three members and shall be responsible for obtaining new members to the chamber; recommending annual dues, membership benefits, and membership guidelines; and overseeing all other matters pertaining to the general membership. A Board Member shall serve as Chair.

### Section 5: Ad-Hoc Committees

Ad-hoc committees may be formed as needed by a majority vote of the Board.

## ARTICLE VI

### *Finances*

#### **Section 1: Dues**

Membership dues shall be at a rate determined annually by the Board, are payable in advance, and non-refundable.

- a) **Business Membership** – Business membership dues shall be paid upon application and due annually during the anniversary month of when the member joined the Chamber.
- b) **Honorary Membership** – The dues for Honorary Members are waived.

#### **Section 2: Funds**

All money paid to the Chamber shall be placed in a general operating fund or a reserve fund as determined by the Board. The Chamber shall use its funds only to accomplish the objectives and purposes specified in these bylaws.

#### **Section 3: Disbursements**

- a) **Budgeted Items** – Upon approval of the budget, the President is authorized to make or authorize the Treasurer to make disbursements on accounts and expenses provided for in the budget without additional approval of the Board of Directors. Disbursement shall be by check.
- b) **Non-budgeted Items** – Any expenditure not outlined in the adopted budget that exceeds \$100 requires approval by a majority of the Board of Directors. Disbursement shall be by check.
- c) **Donation Requests** – Requests for donations shall go to the Board of Directors for determination. The Board shall base approval of such requests on both the availability of budgeted funds and its relevance to the objectives and purposes of the Chamber.

#### **Section 4: Fiscal Year**

The fiscal year of the Chamber shall begin on the first day of January and end on the last day of December of each calendar year.

#### **Section 5: Budget**

The Board shall adopt the annual budget for the upcoming calendar year during the month of December prior to the end of the preceding fiscal year.

## ARTICLE VII

### *Dissolution*

On dissolution of the Chamber, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific or philanthropic organizations to be selected by the Board of Directors.

## **ARTICLE VIII**

### ***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 inconsistent with the bylaws of the Chamber.

## **ARTICLE IX**

### ***Amendments***

These bylaws may be amended or altered by a two-thirds (2/3) vote of the Board of Directors, or by a majority of the members providing the notice for the meeting includes the proposals for amendments. Should a quorum not be present, it falls to the Board of Directors to approve or disapprove of the proposed amendments. Any proposed amendments or alterations shall be submitted to the Board or the members in writing, at least ten (10) days in advance of the meeting at which they are to be acted upon.

**Adopted: May 14, 2003 by a unanimous vote of the general membership**  
**Amended: 08/08/2008 by the Board of Directors**