

# **By-laws of the North Brookhaven Chamber of Commerce**

## **Article I**

### **NAME, OBJECT AND TERRITORY OF INCORPORATION**

#### **Section 1. Name**

The corporation shall be known as: North Brookhaven Chamber of Commerce

#### **Section 2. Objectives**

- a) Mission Statement: The corporation will support the general welfare of its members by providing fundamental and meaningful programs that focus on providing a positive impact on the development of a stronger local economy, growth, political awareness, and by fostering a foundation of programs that bring business and community together.
- b) Scope: The corporation shall be non-profit, non-partisan, non-sectarian, shall not be for the protection or promotion of any specific business and shall not support any particular candidate or political party for office.

#### **Section 3. Area**

The area to be served by the chamber shall consist of Terryville, Port Jefferson Station, Mount Sinai, Miller Place, Sound Beach and Rocky Point. This does not limit membership to only the principal area to be served.

#### **Section 4. Motto**

The motto of the chamber shall be “Bringing Business and Community Together.”

## **Article II MEMBERSHIP**

#### **Section 1. Membership Eligibility**

Any person, firm or corporation including nonprofit or fraternal organizations desirous of furthering the aims and objectives of the chamber may become a member.

#### **Section 2. Election to Membership**

- a. Any person, firm, or corporation may make written application to the Chamber for membership, on an application provided for that purpose. The application shall be reviewed by the Membership Committee. With the committee’s approval the application will be presented to the Board of Directors. Membership will be automatically approved after 72 hours unless a majority of the Directors respond in the negative. The applicant will then be approved for membership and notified of same.
- b. Upon the payment of the dues as provided for herein, the approved applicant shall become a member of the chamber.

#### **Section 3. Membership Type – a. Regular, b. Associate, c. Special**

- a. Regular Membership – Eligible members must reside in or conduct business within the boundaries of Terryville, Port Jefferson Station, Mount Sinai, Miller Place, Sound Beach and Rocky Point. An entity that does not reside or conduct business with the town may be eligible for regular Membership at the discretion of the Board of Directors. Regular Membership shall have the usual voting privileges and shall be required to pay dues in accordance with the schedule determined by the Board of Directors. Membership dues shall be paid annually and will be due on a date defined by the Board of Directors. Dues

may be deferred at the discretion of the President, upon notice to the Board of Directors. This will be decided on a case-by-case basis.

- b. Associate Membership – Shall be conferred upon those organizations that are non-political and not for profit that provide beneficial services to the community that include, but are not limited to, the Elks Club, Lions Club, Rotary Club, local Fire & Ambulance Departments, local Civic Organizations.
- c. Special Membership – For prospective members who do not qualify for Regular or Associate membership. Special membership may be approved by the Board of Directors, subject to restrictions deemed appropriate.
- d. Membership Certificates  
Each member shall be issued a membership packet that has been approved by the Board of Directors.

#### **Section 4. Termination of Membership**

- a. Any member may resign from the Chamber of Commerce upon written notice to the Board of Directors. The resignation shall be effective as of the next regular meeting of the members. There will be no refund of dues.
- b. Any member shall be expelled by the Board of Directors for nonpayment of dues after ninety days from the date due, unless otherwise extended for good cause.
- c. Any member may be suspended or expelled for cause upon a resolution of the Board, and by a two-thirds vote of the Board of Directors present at any scheduled Directors meeting (with a quorum of 50 percent plus one in attendance) for any act or acts which, in the opinion of the directors, are detrimental to the interest of the chamber. In expulsion cases, written charges shall be presented to the Board of Directors. The President shall appoint a committee composed of at least 3 members of the board to investigate the charges and report their findings to the Board of Directors within 30 days. If the Board of Directors chooses to move forward with the expulsion, the chamber Secretary shall forward a copy of the committee findings to the member affected, with a notice of the time and place when the charges will be heard by the board. Written notice to the member in question should be in the form of registered mail, return receipt requested, to the member at the address appearing on the records of the chamber at least 15 days before such action is taken. The member accused shall have the opportunity to be heard by the Board of Directors prior to its taking any action in the direction of the members expulsion. The procedure at the hearing before the board shall be determined by the Board of Directors. Should the directors vote to expel a member, any prepaid dues shall be forfeited.

### **Article III MEETINGS**

#### **Section 1. Directors Meetings**

The monthly meetings of the Board of Directors shall be held at a time and place as prescribed by a majority of the Board of Directors.

#### **Section 2. General Membership Meetings**

General Meetings will be held at a time and place as prescribed by the Board of Directors. A minimum of nine (9) general membership meetings per year shall be held. Of these, one must be in September for the purpose of nomination, one must be held in October for the purpose of elections and one must be held in January for the purpose of installing newly elected Directors. The dates of all other meetings shall be scheduled at the discretion of the President.

### **Section 3. Special / Emergency Meetings**

- a. General or Special / Emergency meetings of the chamber may be called by the Board of Directors and President, or upon written demand of twenty five (25) percent of the regular membership, delivered to the Corresponding Secretary of the Chamber of Commerce. Such meetings shall be held within 30 days upon notification to the Secretary.
- b. Notice of the special meeting shall state the purposes for which the meeting is called and at whose request the meeting was called. No business shall be transacted at the special meeting, unless specified in the notice.

### **Section 4. Notices, Calendar, Minutes**

- a. A calendar for the forthcoming year will be developed by the current President and distributed to the general membership within thirty days of the January meeting.
- b. A notice of General Membership meetings must be given at least seven (7) days in advance. This can be done by fax, email, phone call or in a newsletter.
- c. Minutes of the previous Directors meeting will be emailed to each board of director by the Recording Secretary, well in advance of the next scheduled board meeting. With the approval of the Board of Directors, those minutes may also be read at the next scheduled Directors' meeting.
- d. All meeting minutes will be distributed to all Board Members and retained by the current President and his/ her successor for 7 years.

### **Section 5. Quorum**

- a. Except as may hereinafter be set forth, 20 percent of the regular members in good standing, at least five (5) of whom shall be current members of the Board of Directors shall constitute a quorum for the purpose of a general membership meeting.

### **Section 6. Voting**

- a. Each member in good standing shall have one vote, regardless of the number of people attending from that organization. Except as may hereinafter be provided for, action by the chamber shall be authorized by a majority of the votes cast in person at a meeting of the members or as may be otherwise provided for by law.
- b. The following action shall be authorized by a two-thirds vote of the votes cast at a meeting of the members:
  1. Amendment of By-Laws
  2. Amendment of Certificate of Incorporation
  3. Dissolution of Incorporation

### **Section 7. Order of Business**

Members and guests are asked to sign in and pay the appropriate fee, upon arrival at any scheduled meeting. The following sequential order may vary at the President's discretion.

1. The Meeting Is Called to Order
2. Welcome and Salute to Flag
3. Introduction of Members
4. Receiving of Communications
5. Reports of Officers and Committees
6. Election of Directors, when applicable
7. Old Business
8. New Business
9. Petitions or questions of guests present

## **ARTICLE IV**

### **Directors**

#### **Section 1. Number**

The property, affairs, policies, activities and business of the Chamber of Commerce shall be managed by the Board of Directors, consisting of no more than twenty-one (21) Directors and not less than ten (10) Directors.

#### **Section 2. Election of Directors and Term of Office**

All Directors shall serve a three (3) year term. There are no term limits. To ensure continuity of the board, the term of one-third of the directors in office shall expire each year. Directors shall be elected for a three-year term at the annual October meeting. The immediate past president shall automatically serve as the Executive Director for a two year period and be considered a Director with all the rights and responsibilities of the position.

#### **Section 3. Duties**

The government and policy making responsibilities of the North Brookhaven Chamber of Commerce shall be vested in the Board of Directors and its Officers which shall control its property, be responsible for its finances and direct its affairs. No one person can speak for or make promises on behalf of the chamber or the Directors/Officers without the authorization of the Board of Directors. Directors/Officers shall not be compensated for their services.

#### **Section 4. Eligibility**

Any member in good standing, that has been a member for a minimum of one (1) year, been active in a committee within the year, and has attended sixty (60) percent of the general meetings, in the immediate twelve month period, is eligible to become a director.

#### **Section 5. Selection of Directors and Officers**

- a. At the regular June board meeting the President shall appoint, subject to approval by the Board of Directors, a Nominating Committee of at least three (3) Board members of the Chamber. The President shall designate the Chairman of the committee. Prior to the August board meeting the Nominating Committee shall present to the President a slate of candidates to replace the Directors whose regular terms are expiring. Current Directors may be nominated and run again. Each candidate must have agreed to accept the responsibility of a directorship.
- b. Nominations by Petition. Names of candidates for Directors can also be nominated by a petition bearing the genuine signature(s) of at least one (1) qualified chamber member in good standing.
- c. Announcement of Nominations. Upon receipt of the report of the Nominating committee the Corresponding Secretary shall notify the membership of the names of the persons nominated as candidates for the Directors either by mail, fax, email or in the newsletter ten (10) days prior to the September General Membership Meeting.
- d. Determination. If no petitions or nominations are presented to the Nominating Committee, the nomination shall be closed and the Secretary will cast one (1) vote declaring the slate of candidates elected at the October General Membership Meeting.
- e. Selection of Executive Board. The Board of Directors shall elect from among their number a President, Vice President, Second Vice President, Corresponding Secretary, and Treasurer. The meeting of the Board of Directors to elect officers shall be held within one (1) month following the October meeting of members. Officers so elected shall preside for One (1) year beginning January 1<sup>st</sup> or until new officers are installed.

## **Section 6. Election of Directors**

- a. Election of the Directors of the Chamber shall be elected by closed secret ballot at the October general membership meeting. Each member in good standing, present at the October Meeting shall be entitled to cast one (1) vote for each open Director's position. In the event where there are more candidates running than seats open, the candidates receiving the highest plurality for the number of director position to be filled shall be declared elected.
- b. Tellers. The Nominating Committee shall select six (6) individuals from the General Membership, present at the meeting, who are not directors, or running for a directorship to serve as tellers. Their duties are to supervise the elections and count the ballots. They will report the results of the elections directly to the Secretary, who will announce the results to the membership present.

## **Section 7. Installation of New Directors**

Newly elected Directors shall be installed at the January general membership meeting.

## **Section 8. Meetings of the Board**

- a. Annual Meeting. The annual meeting of the Board shall be the first board meeting immediately following the annual membership meeting.
- b. Regular Meetings. A minimum of NINE (9) regular meetings shall be held per year, at a time and place fixed by the Board.
- c. Special Meetings. Any three (3) Directors may demand in writing a special meeting of the Board of Directors. The demand shall be delivered to the Secretary, who shall issue notice as provided herein. Such meetings shall be held within thirty (30) days of such notification.
- d. Members may attend the open portion of Directors meetings and be heard.

## **Section 9. Notice of Meetings of the Board**

- a. Notice shall be given to all board members seven (7) days prior to annual or regular meetings of the Board by email, phone , or postal service.
- b. Special meetings of the Board shall be held upon seven (7) day notice to all board members, specifying who demanded the meeting, the time and place and the business to be transacted. No business shall be transacted unless specified in the notice. Other business may be transacted upon unanimous approval of the Board if all directors are present.
- c. Notices shall be deemed to have been given upon depositing same in a depository maintained by the United States Postal Service with prepaid postage, or email, directed to the Director at the address as it appears on the records of the Chamber.

## **Section 10. Adjournment.**

A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of adjournment shall be given all directors who were absent at the time of adjournment.

## **Section 11. Quorum and Vote**

Fifty percent (50%) plus one (1) of the directors shall constitute a quorum. Unless otherwise required by law, or these by-laws the vote of a majority of the directors present at the time of the vote, if a quorum is present, shall be the act of the board.

## **Section 12. Absences and Termination**

Should any member of the Board of Directors be absent from three (3) consecutive or four (4) meetings per annum of the Board, his/her seat on the Board may be declared vacant and the Board may forthwith proceed to fill the vacancy. The Board of Directors by a majority vote will decide if the absence may be excused. (ex. Sickness, work related) The Directors shall also base their decision, to drop a director from the board, not only on attendance but by the director's involvement in the chamber and its activities. Any termination must be by a two-thirds majority vote of the Board.

## **Section 13. Vacancies**

Whenever a vacancy shall occur in the Board by death, removal, resignation or otherwise and the number of directors will be less than ten (10) it shall be filled without undue delay by vote of a majority of the Directors then in office at a regular or special meeting called for that purpose. The election by the Board shall be held within thirty (30) days after the occurrence of the vacancy. The person so chosen shall fill the unexpired term. Whereas the members are more than ten (10)), the Board may fill the vacancy as soon as possible.

## **Section 14. Removal**

Except as otherwise provided by statute, any director may be removed for cause at any time by resolution of the board, that requires a two thirds majority vote of the entire board. Such director, prior to his removal shall have received a written statement of the charges against him. The charges must be delivered to him personally or by registered or certified mail, return receipt requested to the address appearing on the records of the chamber at least 10 days prior to the adoption of such resolution. Such director shall have an opportunity to be heard in defense thereof by the accusing body.

## **Section 15. Resignation.**

A director may resign by tendering his resignation in writing to the president or secretary, and it shall be effective at the next meeting of the Board of Directors.

## **ARTICLE V Officers**

Any vacant officer position shall be filled by the Board of Directors when a qualified person becomes available.

**PRESIDENT:** Shall be the chief executive officer of the chamber. He/she shall preside at all meetings of the members and of the Board of Directors. The President shall supervise the general management of the Corporation and shall see that all orders and resolutions of the Board of Directors are carried out. He/She shall sign all contracts. The President will only cast a vote in the event of a tie. With the exception of the nominating committee, the president shall appoint and discharge all committee chairpersons and shall be an Ex-Officio member of all standing committees

**FIRST AND SECOND VICE PRESIDENTS:** During the absence, or disability of the President, the 1<sup>st</sup> Vice President and then the 2<sup>nd</sup> Vice President, in the absence of the 1<sup>st</sup> Vice

President, shall have all the power and functions of the president. The Vice President shall perform such other duties as the board shall prescribe.

**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. The Treasurer shall cause an annual and monthly financial report to be made to the Board. The position requires being bonded to the extent that the board requires.

**CORRESPONDING SECRETARY:** The secretary shall mail out all renewal notices to the general membership and Board of Directors and shall be responsible for all other correspondence as directed by the board. The Secretary along with the Membership Director shall be responsible for maintaining an updated mailing list, email list and fax list of all members. He/She will also be responsible for supplying this list to the Board of Directors.

A **paid Administrative Assistant**, supervised by the Corresponding Secretary and answerable to the President, may be hired to accomplish administrative tasks, with the approval of a majority vote of the Board of Directors.

**EXECUTIVE DIRECTOR:** Serves as advisor to the President and all committees. When the president and 1<sup>st</sup> and 2<sup>nd</sup> vice presidents are enabled or disabled, the Executive Director shall have all the power and functions of the president. The Executive Director. has the power to vote on all issues the same as other directors.

The Executive Committee of the North Brookhaven Chamber of Commerce consists of the President, Vice Presidents, Corresponding Sec., Treasurer, and Executive Director.

### **Directors**

**RECORDING SECRETARY:** Shall keep the minutes of all meetings of the Board of Directors. These minutes shall be emailed to all directors within a reasonable period of time following a meeting. Copies of all such minutes shall be maintained by the President.

**MEMBERSHIP DIRECTOR:** In conjunction with the Secretary, the Membership Director shall mail out all renewal notices and maintain accurate membership records. He/she will work with the membership committee to keep all records updated. The membership director will be responsible for creating the membership packet, and with the help of the membership committee distribute them to all the new members

**MEETING CO-ORDINATOR:** Will be responsible for setting up the meetings, with the approval of the board. He/she will be responsible for notifying the membership of all general meetings and for obtaining the RSVPs for the meeting. The director holding this position is also responsible for collecting the monies, if necessary, and taking attendance at the general membership meetings. He/she shall provide name tags, paid for by the chamber, at each meeting for the members.

**OTHER DIRECTORS:** Directors not holding one of the positions already listed will be required to chair a special committee or co-chair a current standing committee.

## **ARTICLE VI**

### **Committees**

All committees must be chaired, or co-chaired by a Board member, nominated by the President and approved by majority vote of the Board. Additional committees, as needed, may be created by a majority vote of the Board. The chamber President is an ex facto member of all committees, whose key responsibility is to make sure the committees are operating efficiently. The president has an obligation to the Board of Directors to keep track of committee activities.

### **Standing Committees**

**ADVERTISING/MARKETING:** Deal with promoting the general activities of the chamber through the use of mailings, signs, Internet, website, or any other means at their disposal. Assist all committee chairs in the promotion of their events through advertising media. Establish campaigns to promote the awareness of chamber value to the consumer public, as well as prospective members.

**BY LAWS:** Continuously monitor and make recommendations for changes to chamber procedures to ensure that there is no conflict with our current bylaws.

**CARNIVAL:** Plan and execute the event to promote the chamber and the general fund.

**EVENTS:** Plan annual secondary events that will promote the chamber's presence to its members and the North Brookhaven community.

**FINANCE:** With the cooperation of the Treasurer, this committee shall review income and expenses during the year and on annual basis and make recommendation to committees and the Board on spending practices.

**FLAG:** Responsible for the maintenance on the flag and flagpole that flies at the train car.

**FUNDRAISING:** Look for additional ways to raise funds.

**HISTORIAN:** Collect and Record historical past, present, and future records of the chamber.

**MEMBERSHIP:** Responsible for the growth and retention of the membership.

**MUSIC & ARTS FESTIVAL:** Plan and execute the event to promote the chamber, its members, local musicians, and to generate fund to benefit the scholarship program and general fund.

**GENERAL MEETINGS:** Responsible for arranging the location for general meetings, to include member notification, registration, and fee collection.

**NOMINATING:** Appointed Board members will be responsible for the Director nominating process. The committee will review all applications of members whose names have been placed in nomination. They will interview all applicants to assure that the prospect has knowledge of the duties of a Director and deliver their list of candidates to the President.

**PARLIAMENTARIAN:** When a knowledgeable person is available, who has a working knowledge of the current bylaws, plus the policies and procedures; and assist board members in making sure that those instructions are carried out. The chair should have working knowledge of Robert's Rules of Order in order to assist in orderly meetings.

**SCHOLARSHIP:** Coordinate the identification and presentation of scholarships to high school students provided by chamber fund raising.

**TRAINCAR:** Responsible for the use and maintenance of the train car.

**WEB SITE:** Oversee all aspects of the web site, working closely with other committee chairpersons to insure that all content is what has been adopted by the Board of Directors. Keeping the content current will be a major responsibility of this committee.



**ARTICLE VII**  
**Policy and Procedures**

To allow the Board the flexibility to test new, or change current procedures the Board will meet in September to vote on modifying procedures that they deem appropriate as long as the suggested changes are not in conflict with the Chamber bylaws in force at the time. The President shall review all requests for policy modifications and allow for the presentation of the requested change by any Board member requesting the change, or any committee formed or assigned to investigate the possible addition or change. A notice of the possible change shall be mailed or emailed to all Board Members at least 10 days prior to the September Board Meeting date. A majority vote of the Board members present will approve the change or addition in policy.

**ARTICLE VIII**  
**Budgeting**

In January of every year the Board of Directors shall meet to establish a budget for the balance of the year. The meeting will be run by the president. The board will vote on what percentage of the chamber's current cash in bank will be allotted to various committees and chamber projects over the balance of the present year.

The treasurer should assure that a complete written finance report is made available to the Board of Directors at the beginning of the meeting. The previous year's expenditures will be made available in such detail to allow the board to determine the results of the past years budgeted expenses.

Before the board votes for any fund allotment, each committee will be allowed to make presentations and asked for money to funds planned projects. Not all of the allotted funds need to be earmarked at the meeting. A request to use non-assigned project funds can be requested by any board member during the course of the year. If the request is not over a \$1000, only the president, treasurer and corresponding secretary, will have to endorse the expenditure. Amounts over \$1000 require a review by the finance committee before a vote of the board of directors.

**ARTICLE IX**  
**Physical Year**

The business of the chamber will be conducted on a calendar year basis, commencing on January 1 and ending on December 31.

**ARTICLE X**  
**Amendments**

These bylaws may be amended by a two thirds majority 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.

## **ARTICLE XI**

### **Enactment**

These bylaws shall be effective immediately following their adoption by a two thirds majority vote of the members of the chamber present at a meeting duly called for that purpose, and when so adopted, shall supersede all previous by laws and amendments thereto which are hereby annulled.

## **ARTICLE XII**

### **Seal**

The corporate seal for the chamber shall be in the form of the impression hereto affixed.

## **INDEX**

### **VOTING:**

#### Majority vote

Rejection of membership, by BOD (Pg.1, ART II Sec 2a)  
Election to Board, by GM “plurality” (Pg. 5, ART IV Sec. 6a)  
Unless otherwise stated in bylaws, by BOD (pg. 5, ART IV Sec. 11)  
Adjournment of Directors meeting, by BOD (pg. 5, ART IV Sec. 10)  
Election of Paid Assistant, by BOD (pg. 7, ART V paragraph 3)  
Election of Committee Chair, by BOD (pg. 8 ART VI)

#### Two thirds majority vote

Amendments to by-laws, by GM (pg, 3, ART III Sec. 6b)  
Certificate of Incorporation, by GM (pg, 3, ART III Sec. 6b)  
Dissolution. By GM (pg, 3, ART III Sec. 6b)  
Removal of General Member, by BOD with 50% +1, (Pg. 2, ART II Sec 4c.)  
Removal of Board Member, by BOD (pg. 6, ART IV Sec 14)

#### Quorum

20% of membership present at General Membership Meeting that included 5 BODs  
(pg. 3 ART III Sec.4)