

## BY LAWS

### FRANKLIN SQUARE CHAMBER OF COMMERCE, INC.

#### ARTICLE I. NAME AND LOCATION

**Section 1. Incorporation and Name:** This organization is incorporated under the laws of the State of New York as a non-profit membership corporation an known as the Franklin Square Chamber of Commerce, Inc., hereinafter referred to as the "Chamber".

**Section 2. Location:** its principal office shall be located within the limits of Franklin Square, New York as delineated by postal zip code 11010.

#### ARTICLE II. OBJECTS AND METHODS

**Section 1. Purpose:** The Franklin Square Chamber of Commerce, Inc., is organized for the following purposes: to foster trade and commerce and the interests of those having a common trade, business, financial or professional interest; to reform abuses relative thereto, and to secure freedom from unjust or unlawful exactions; to diffuse accurate and reliable information as to the standing of merchants; and other matters; to promote uniformity and certainty in the customs and usages of trade and commerce and of those having a common interest to settle differences between, members, and to promote a more enlarged and friendly business atmosphere; to improve the commercial, industrial and agricultural interests of the territory where the corporation is to be situated; to promote the general welfare and prosperity to these ends; and to provide such civic, industrial, commercial, agricultural and social features as will promote these purposes.

#### ARTICLE III. MEMBERSHIP

**Section 1. Eligibility:** Any business (personal, corporation, partnership, association and the like) and any professional may become a member of the Chamber. All new member applications are submitted to the board of directors subject to approval.

**Section 2. Classes of Members:** Membership in the Chamber shall consist of the following classifications: Active Voting Members, Associated Not For Profit and Community Business Organizations, Members at Large and Retired.

- A) **Active Members:** Active Members shall be any person or entity including not for profit businesses that have been incorporated under the Not for Profit Law of the State of New York that both: 1. has a principal place of business within the postal zip code of 11010 or adjacent postal zip codes of 11010, namely 11530, 11580, 11003, 11001, 11565, 11581 and 11552, and 2. derives business from the community in postal zip code 11010.
- B) **Associate Members:** Associated Not For Profit members and community business organizations shall be any person or entity that has been incorporated under the Not for Profit Law of the State of New York and is located within the postal zip code of 11010 or adjacent postal zip codes of 11010, namely 11530, 11580, 11003, 11001, 11565, 11581 and 11552.

- C) Members at Large shall be any person or entity described in Section 2 of this**
- D) Article III that has a principal place of business outside the postal zip code of 11010 or adjacent postal zip codes of 11010, namely 11530, 11580, 11003, 11001, 11565, 11581 and 11552, and derives business from the community in postal zip code 11010.**
- E) Retired Members shall be any person who has been an Active Member for at least twenty-five (25) years and has retired from his or her business and still resides within the postal zip code of 11010.**

**Section 3. Election of Members: Application for membership shall be made in writing to the Board of Directors on a membership agreement form approved by the Board of Directors, and this agreement shall be deemed a guarantee or the part of the applicant of his interest in and sympathy with the purposes of the Chamber, and of his adherence, if elected, to its constitution and by laws, rules and regulations. Such agreement shall be accompanied by at least one years' advance dues. Election to membership in the Chamber shall require a majority vote of the Board of Directors.**

**Section 4. Designation of Person Exercising Membership Privilege: Each member of the Chamber shall designate an officer, partner, or other person in a responsible position to exercise all membership privileges, including the right to vote as further defined in these Bylaws, receipt of official notices, memoranda, bulletins and the like. However, in the event of absence or illness, such person may designate another member of such a firm or business entity to exercise such privileges instead of himself. Notification off such designation shall be given to the Chamber in writing. However, nothing herein shall be construed, so as to deny or prevent any other officer or employee of a member firm from serving on any Chamber committee or in any way assisting the Chamber to achieve its objectives, projects, and programs within the principles and rules of this Constitution and such policies as may be established by the Board of Directors.**

**Section 5. Termination of Membership for Delinquency or Just Cause: If any member shall fail to pay its dues within two months after date of maturity, written notice thereof, by regular mail, shall be given to such member by the Treasurer. If at the end of ninety days after maturity the member shall remain delinquent such membership shall be automatically terminated. The Board of Directors may override automatic termination of membership by a two-thirds vote of a quorum of those directors present, upon good cause shown. The Board of Directors may terminate membership by a two-thirds vote of all of the Officers and Directors, upon good cause shown.**

#### **ARTICLE IV. MEMBERSHIP DUES**

**Section 1. Dues: Dues for all classes of membership shall be as set annually by the Board of Directors and shall be due and payable on the first day of January of each year. Associate Members and Retired Members shall be entitled to a fifty (50) percent reduction in their dues. Annual Membership dues shall be paid by cash, check, money order or electronic payment. There shall be no trade-off of merchandise or services in lieu of payment of dues.**

#### **ARTICLE V. MEMBERSHIP MEETING**

**Section 1.** There shall be general membership meetings held in January, February, March, April, May, June, September, October and November of each year at the discretion of the President.

**Section 2. Special Meetings:** The President or the Board of Directors may call a special meeting of the membership of the Chamber at any time.

**Section 3. Notice of meetings:** Each Member of the Chamber shall be given notice of every regular or special meeting, which notice shall be in writing and mailed at least ten days prior to the date of the meeting.

**Section 4. Quorum:** Ten (10) percent of the members in good standing shall constitute a quorum for the transaction of business at any regular or special meeting.

**Section 5. Voting:** Only Active Members may vote.

## **ARTICLE VI. BOARD OF DIRECTORS**

**Section 1. Election:** The board of directors shall be elected at a membership meeting of the Chamber.

**Section 2. Function of the Board:** The government of the Chamber, the formulation of its policies, the general direction of its work, and the control of its property shall be vested in the Board of Directors. The Board shall be composed of elected officers of the Chamber by virtue of their office and Directors representing the membership who shall be elected annually for a one (1) year term. There shall be a minimum of three (3) and a maximum of (10) Directors. The Board shall determine the number of Directors in advance of the elections.

**Section 3. Vacancies:** The President shall have the power to fill all vacancies on the Board until the next membership meeting.

**Section 4. Meetings:** The Board shall meet monthly at such regular time and place as the Board shall determine, except during the months of July and August. Special meetings may be called by the President or by three (3) Members of the Board.

**Section 5. Annual Report:** The Board shall keep and retain the board minutes, treasurer's report, and the bank statements throughout the year.

**Section 6. Consecutive Absences.** Absence of a director from three (3) consecutive regular Board Meetings without an excuse deemed valid and so recorded by the Board may be reason for the Board to terminate the directorship of said director

**Section 7. Presiding Officer:** The President shall be the presiding officer of the Board of Directors. However, in his absence, the First vice-President shall preside. In the absence of both such officers, either the Second Vice-President, Third Vice-President, Fourth Vice-President, Secretary or Treasurer, in that order, shall president.

**Section 8. Quorum:** Six (6) members shall constitute a quorum for the transaction of

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**business by the Board, and a majority vote of those present shall be necessary for the adoption of any resolution or motion except those requiring a two-thirds vote as otherwise provided for herein.**

**Section 9. Nominating Committee: The President of the Chamber shall each year appoint two (2) members to serve on a nominating committee consisting of five (5) members, three (3) of which shall be elected by the majority of the vote in the September General meeting of each year. The committee shall suggest people and submit to the body at the regular November meeting of each year, a list of candidates for nomination to every office and members of the Board of Directors to be elected at the annual November meeting.**

**Nominations shall be decreed by a vote of the body at the November meeting.**

**Any member of the Chamber shall be privileged to make other nominations not made by the nominating committee at the November meeting.**

**Any election of the Chamber shall take place at the annual meeting in the month of November of each year. If the proposed slate has only one person slated for each position up for election, then a vote by a show of hands of present voting members shall be taken and a simple majority shall carry or one constitutional vote may be cast for the nominee. If there is more than one person vying for a position up for election, then a vote by paper closed ballot shall be taken and a simple majority shall carry. There shall be only one vote by member's designee, as identified in ARTICLE III, Section 4. Designation of Person Exercising Membership Privilege.**

**If the election requires a paper closed ballot, then the President shall appoint three (3) tellers to count the votes.**

**Section 10. Honorary Directors: Any person who has served well and faithfully on the Board of Directors of the Chamber and who is eligible to be honored by the Chamber may be appointed an Honorary Director by the President at any regular meeting after approval of two-thirds of the Directors present. Such Director shall not have the right to vote.**

## **ARTICLE VII. OFFICERS**

**Section 1. Positions: The officers of the Chamber shall consist of a President, a First Vice-President, a Second Vice President, a Third Vice-President, a Fourth Vice President, a Secretary and a Treasurer.**

**Section 2. Term of office: The term of office of all officers of the Chamber shall be for one year, but the officers shall hold office until their successors have been duly elected and qualified.**

**Section 3. Duties of the President: The President shall preside at all meetings of the Board of Directors, general membership meetings, and perform all duties incidental to his office. He shall be the official spokesman of the Chamber and shall represent the Chamber at such public functions as he deems proper.**

**Section 4. Duties of the Vice-President: The First, Second, Third or Fourth Vice-President, in the order named, shall act in the absence or, disability of the President.**

**Section 5. Duties of the Secretary:** The secretary shall be responsible for the keeping of the records and minutes of the Board and the Chamber, and shall be responsible for causing the publication of all notices, meetings and resolutions. He shall handle all correspondence as designated by the President or Board of Directors. The President may appoint an Executive Secretary to assist the Secretary in these duties. The Executive Secretary will not have any voting privileges, unless he meets the criteria set forth in these By Laws.

**Section 6. Duties of the Treasurer:** The Treasurer shall be the custodian of all funds of the Chamber and, pursuant to the direction of the Board of Directors, shall deposit and disburse same with the exception of the provision set forth in Article 9 Section 1. He shall not pay out any of the funds of the Chamber unless such expenditures have received prior approval of the Board of Directors, of which he shall be a member, and shall have been authorized by the Board of Directors either in an approved budget or by such authorization as this Constitution or the Board of Directors shall specify. He shall be responsible for maintaining all financial records of the Chamber and he shall render a statement thereof at each regular meeting of the Board of Directors. He shall also be responsible for reporting to the Chamber annually or more often if it is required. He shall be chairman of a budget or finance committee of the Chamber should one be established. The books, vouchers and financial records of the Chamber, for which the Treasurer is responsible, shall be maintained by the Chamber and available for inspection by the Officers and Board of Directors.

## **ARTICLE VIII. COMMITTEES AND DIVISIONS**

**Section 1. Appointment and Authority:** The President shall appoint all committees and the First Vice-President shall be ex officio chairman of all of the committees. Each member of every committee shall serve at the pleasure of the President.

It shall be the function of such committees to make investigations, conduct studies and 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 committee shall take or make public any formal action, or make public any resolution, or any way commit the Chamber on any question of policy without first having received the approval of the Board of Directors. Special committees shall be discharged by the President when their work has been completed and their reports accepted, or when, in the opinion of the Board of Directors, it is determined to discontinue the committee.

**Section 3: Term of Appointment:** Committee appointments shall be for a period not to exceed the term of the appointing President.

**Section 4. Budget and Finance Committee:** A Budget or Finance Committee, if appointed by the President, shall be composed of three members of the Board of Directors, of which one shall be the Treasurer, who shall serve as Chairman. The duties of the Committee shall be to receive and consider, at the beginning of the fiscal year, estimates of expenditures and income for the ensuing year as prepared and filed with it by the officers and committees of the Chamber; to submit to the Board of Directors, with the concurrence of the Executive Committee, its recommendations for a budgetary apportionment of the funds of the Chamber for such periods as the Board may direct, which recommendations may be

approved, amended, or rejected by the Board. The Committee shall cause the books and accounts of the Chamber to be examined and audited at least annually and shall report the findings to the Board and to the Chamber at its annual meeting.

**Section 5. Insurance:** The Chamber shall secure and maintain reasonable insurance coverage for property, liability and D&O coverage to protect the Directors and Officers. This shall be reviewed / renewed at the November Board meeting or upon policy renewal(s) to ensure appropriate coverage for the next fiscal year.

## **ARTICLE IX. DISBURSEMENTS**

**Section 1.** No obligation or expense shall be incurred and no monies shall be appropriated without prior approval of the Board of Directors. Notwithstanding, the President shall have the right to expend the sum of \$250.00 without prior approval. Upon approval of the expenditure, the Board is authorized to make disbursements on accounts and expenses provided for by the Board without additional approval of the Board of Directors. All disbursements shall be by check.

Checks shall be signed by the President and Treasurer. In the absence of either or both, then any two officers may sign.

**Section 2. Limitation of Expenditures:** The Chamber of Commerce shall not purchase any tickets, chances, advertising, or make any contributions to further the cause of any organization, charity, business, corporation, church or individual. Notwithstanding the above, The Chamber of Commerce may award two (2) scholarships per year to local students.

## **ARTICLE X. FISCAL YEAR**

**Section 1.** The fiscal year shall run from January first through December thirty-first.

## **ARTICLE XI. SEAL**

**Section 1.** The Chamber shall have a seal or logo of such design as the Board of Directors may adopt.

## **ARTICLE XII. PARLIAMENTARY PROCEDURE**

**Section 1.** All questions of parliamentary procedure shall be determined according to Robert's Revised Rules of Order, and in the absence of a specially prepared program, the order of business recommended in said Rules shall be followed.

## **ARTICLE XIII. AMENDMENTS**

**Section 1.** This Constitution may be amended only by a two-thirds vote of a quorum present at any regular or special meeting of the Chamber, provided, however, that notice of the proposed amendment shall have been mailed by the Secretary to each member not less than ten (10) days prior to such meeting.

**Section 2. All proposed amendments shall first receive the approval of the Board of Directors.**

#### **ARTICLE XIV. INTERPRETATION**

**Wherever the masculine gender shall be used herein, the same shall be deemed to include the female gender.**

**Wherever the word mail shall be used herein, the same shall be deemed to include electronic mail.**

#### **ARTICLE XV. ORDER OF BUSINESS**

- Section.1.**
- 1. Pledge of Allegiance to the Flag.**
  - 2. Roll call.**
  - 3. Reading of minutes of previous meeting.**
  - 4. Report of treasurer and presentation of bills**
  - 5. Application for membership.**
  - 6. Communications.**
  - 7. President's Report.**
  - 8. Report of standing committees**
  - 9. Report of special committees.**
  - 10. Unfinished business.**
  - 11. New Business.**
  - 12. Good and Welfare.**
  - 13. Adjournments.**

**APPROVED and RATIFIED at the General meeting held May 21, 2015.**