



The Babylon Town Chamber of Commerce By-Laws



ARTICLE I *Organization*

Section 1: Name

The organization 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.

The corporation will operate as a Chamber of Commerce according to Section 1410 of the Not-for-Profit Corporation Law. To foster trade and commerce; to stimulate tourism and to promote the general welfare and prosperity of the community of the Township of Babylon, New York; to reform abuses involving business, professional or financial interests; to secure freedom from unjust or unlawful exactions; to diffuse accurate and reliable information as to the standing of merchants and other matters; to stimulate, encourage, and promote cooperation and friendly intercourse among business persons; to adjust and settle differences between its members and others; to advance the civic, commercial, industrial, and agricultural interests; to acquaint and inform the public as to its objectives and to stimulate public sentiment to these ends by providing information and other civic, educational, commercial, industrial, social and public features as will foster, encourage, and stimulate these purposes.

The name of the organization shall be the Babylon Town Chamber of Commerce. The name "Babylon Town Chamber of Commerce", its logo and its website are the property of the Chamber, and may not be used without permission from the Board of Directors.

Section 2: Area

The Babylon Town Chamber of Commerce area shall include the communities of Amityville Village, Babylon Village, Copiague, Captree, Deer Park, East Farmingdale, Gilgo, Lindenhurst Village, North Amityville, North Babylon, North Lindenhurst, Oak Beach, West Babylon, Wheatley Heights, and Wyandanch.

ARTICLE II *Objective – Mission Statement*

Section 1: Mission Statement

The Babylon Town Chamber of Commerce is organized to advance the general welfare and prosperity of the Babylon Town 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 III *Non-Partisanship*

Section 1: Non-Partisanship

The Babylon Town Chamber of Commerce shall be non-partisan and non-sectarian, and shall not take part in or lend its influence or facilities, either directly or indirectly, to the nomination, election, or appointment of any particular candidate for office in City, County, State or Nation.

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ARTICLE IV *Membership*

Section 1: Eligibility for Membership

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

Section 2: Types of Membership

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.

Organization or Group Membership – Any church, religious group, service organization, club, association or corporation operating as a non-profit organization within the scope of their charter, constitution or by-laws, 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.

Resident Membership – Any resident living within the post office boundaries of the Babylon Town may acquire one full membership in the Chamber, and shall be entitled as a voting member of the Chamber and for that person to cast one vote.

Honorary Membership – Distinction in public affairs and/or an elected position shall confer eligibility to honorary membership. Honorary members shall be exempt from paying dues, have no voting rights, nor be allowed to hold office. Election to Honorary Membership will require the affirmative vote of a majority of the Chamber Board of Directors. Honorary memberships may be revoked in the same manner. Honorary memberships shall be reviewed as necessary.

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

By Resignation – Any member may resign from the Chamber upon written notice to the Board of Directors.

For Nonpayment – Any member whose dues are sixty (60) days in arrears shall be considered a lapsed member and shall not have a vote. The member shall be considered a non-member at that time.

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. A personal notice of intended expulsion shall be delivered to the member at least thirty (30) days prior to a hearing indicating the time and place it is to be held. A three-fourths (3/4) vote of all Chamber Directors present shall be necessary to expel the member.

An expelled member shall have the right to appeal to the general Chamber membership upon a written request to the Chamber Board of Directors. This request shall be made by the member within fifteen (15) days of the meeting expelling them from membership. The expelled member shall be allowed to present their appeal at the next general meeting or at a special general membership meeting held within thirty (30) week days of receiving such a request. A majority vote of the membership present shall confirm or reverse the action to expel.

Upon resignation or termination, all paid dues shall be considered forfeit and the property of the Chamber.

The Board of Directors may revoke honorary memberships at any time by a majority vote.

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ARTICLE V *Board of Directors*

Section 1: Composition of the Board

The Chamber shall be run under the leadership of a seven member Board of Directors (Board) consisting of the 5 elected Officers (Executive Committee) and 2 elected Directors (Members at Large). No more than one representative of each business or organization can serve on the Board at the same time.

Section 2: Powers

The Board of Directors shall have governing and policy-making responsibilities of the Chamber, shall be responsible for general supervision of the affairs of the Chamber between its business meetings, shall fix the hour and place of meetings, make recommendations to the chamber, and perform such other duties as are specified in these by-laws.

Section 3: Voting Privileges

Each Board Member (Officers and Directors) 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 (Executive Committee)

The officers of the Chamber shall comprise the Executive Committee and consist of the President, the 1st Vice President, the 2nd Vice President, a Secretary and a Treasurer. Their term of office shall be for two (2) years and begin in January at the first general meeting of the year. There shall be no limits on the number of terms served.

- **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.
- **1st Vice President** – In the case of the absence or disability of the President, the duties of the office shall be performed by the 1st Vice President. The 1st Vice-President shall be responsible for chairing at least one (1) Standing Committee.
- **2nd Vice President** – In the case of the absence or disability of the 1st Vice President, the duties of the office shall be performed by the 2nd Vice President. The 2nd Vice-President shall be responsible for chairing at least one (1) Standing Committee.
- **Secretary** – The Secretary shall record and preserve the minutes of all regular and special meetings of the Chamber and make the previous meeting minutes available at each meeting. He or she shall perform such other duties as may pertain to this office or as may be imposed by the Board. He or she shall also have a current copy of the By-Laws ready for the membership to be able to view at all meetings.
- **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: Directors (Members at Large)

Assisting the Officers in the governing of the Chamber shall be two (2) Directors. Directors are elected from the membership and should serve as chairs of the standing committees and ad-hoc committees. The term of office shall be for (2) years and shall begin in January at the first general meeting of the year. There shall be no limit on the number of terms served.

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Section 6: Qualifications of Board Members

Officers and Directors shall meet the following qualifications to be considered eligible for nomination:

- A. **President** –
 - 1. Be a member in good standing for at least (3) consecutive years immediately before the beginning of the term for which nominated and,
 - 2. Served at least (3) terms as a member of the Executive Committee and,
 - 3. Served on the Board for at least (3) terms, before the beginning of the term for which nominated.

- B. **1st Vice President** –
 - 1. Be a member in good standing for at least (3) consecutive years immediately before the beginning of the term for which nominated and,
 - 2. Served on the Board for at least (2) terms, before the beginning of the term for which nominated.

- C. **2nd Vice President** –
 - 1. Be a member in good standing for at least (3) consecutive years immediately before the beginning of the term for which nominated and,
 - 2. Served on the Board for at least (2) terms, before the beginning of the term for which nominated.

- D. **Secretary** –
 - 1. Be a member in good standing for at least (2) consecutive years immediately before the beginning of the term for which nominated and,
 - 2. Served on the Board as a director for at least (1) term, before the beginning of the term for which nominated.

- E. **Treasurer** –
 - 1. Be a member in good standing for at least (2) consecutive years immediately before the beginning of the term for which nominated and,
 - 2. Served on the Board as a director for at least (1) term, before the beginning of the term for which nominated.

- F. **Directors** –
 - 1. Be a member in good standing for at least 1 year immediately before the beginning of the term for which nominated .

Section 7: Removal of Board Members

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. Absence from three (3) consecutive regular Chamber Board of Directors meetings without an excuse deemed valid and so recorded shall be construed as a resignation from the Board.

Section 8: Vacancies of Board Members

Any vacancies occurring among the officers or directors 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. Any such appointments shall not be considered as qualification for an elected position on the Board of Directors.

Section 9: Executive Director

At such time as the Board of Directors considers it feasible they shall engage an Executive Director following “Standard Operating Procedures”. The Executive Director shall be responsible for hiring and managing of all staff, overseeing the implementation of programs and conduct and any other general work of the Corporation. The Executive Director shall prepare with the treasurer and the Financial Committee the annual budget for submission to the Board for review and approval. He or she shall make an annual report to the Board of Directors at the annual meeting and such other reports as the Board of Directors may require from time to time. The Executive Director shall be an active part of the Chamber and hold a position on the Board of Directors and thus have a single vote on all matters concerning the Chamber. The term of office of the Executive Director shall be reviewed by the Board of Directors annually.

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Section 10: Subordinate Officers or Agents

The appointment of subordinate officers or agents shall be handled as necessary under the direction of the Executive Director by approval of the Board of Directors for the conduct of the business of the Chamber and they shall designate their titles and compensation, if any.

Section 11: Advisory Board

The Board of Directors may at its discretion establish an Advisory Board to assist the Board of Directors, and from time to time, at its discretion establish rules respecting the operation of the Advisory Board. Members of this Board shall be nominated and approved by the Board of Directors to serve for a three year term. The Board of Directors shall appoint and/or discharge all Advisory Board Members as necessary by at least a 2/3 majority vote. Advisory Board members may attend regular Board meetings but shall not be entitled to vote at such meetings. Advisory Board members can serve on committees, volunteer to work at events and help with fundraising.

Section 12: 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.

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ARTICLE VI *Meetings*

Section 1: General Membership Meetings

There shall be at least ten (10) 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 at least (5) days 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 installing officers, receiving reports of officers and committees, and for any other business that may arise. Meetings will be posted on the website and sent electronically via email to each member at least (5) days prior to such meetings.

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. Only business as stated in the notification may be handled at a special meeting. Minutes of the special meeting shall be made part of the agenda for the next general meeting.

Section 4: Quorum

At any regular or special meeting of the Chamber, 10% of the membership but not less than five (5) 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

- 1.) Each membership which is in good standing (paid up in dues at the time of the vote) shall entitle the business, organization/group, or resident, to one vote. Honorary members do not have voting privileges.
- 2.) At any regular or special meeting of the Chamber, each business, organization/group member, resident member shall be entitled to designate a person to represent them as a voting member.
- 3.) It is the responsibility of each business or entity to determine which individual has voting rights and to notify the Chamber in writing when the designee is not the person listed on the application for membership.
- 4.) No voting member shall be entitled to represent more than one business or have more than one vote.
- 5.) All voting on general business shall be by a show of hands with the results being made known to the membership present at the meeting and shall be published.
- 6.) All voting for Officers shall be by secret ballot and the results of the vote shall be announced to the membership at the meeting and shall be published.
- 7.) All voting on any matter before the organization shall be done in person. No proxies or absentee voting will be accepted.

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ARTICLE VII *Committees*

The President shall appoint and/or discharge all Standing Committee Chairs as necessary. The President shall be an ex-officio member of all Committees. The terms of all members of the Standing Committees shall be for one year. There shall be no limit to the years a chair may preside.

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 recommendations shall be proposed to the Board for consideration.
- 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.
- 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 not serve as part of this committee.
- 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 directors of the Board. At the September meeting the Chair of the Committee shall be appointed. The chair will then select two members in good standing to assist with the committee.
- 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.

Section 5: Ad-Hoc Committees

Ad-hoc committees may be formed and dismissed as needed by the President. The President shall appoint and/or discharge all Ad-Hoc Committee Chairs as necessary. The President shall be an ex-officio member of all Committees. The President shall have the authority to select any member as a chair of an ad-hoc committee.

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ARTICLE VIII ***Election of Officers***

Section 1: Procedure

- A.) At the September Meeting the President shall appoint a chairperson of the nominating committee who shall with the assistance of no less than two additional members, in good standing, canvas the membership for a slate of candidates.
- B.) All candidates must be approached by the committee and either have accepted or be ready to accept nomination when it is read before the membership. The list shall be read, by the chair of the committee, to the body of the organization.
- C.) No vote is taken on a Nominating Committee's Report. It cannot be amended. Additional nominations from the floor are in order after the report is presented and read.
- D.) First round of nominations will be presented at the October General Meeting. After the reading of nominations additional nominations will be accepted from the floor. All nominees will be published to the membership.
- E.) Second round of nominations will be presented at the November General Meeting. After the reading of nominations additional nominations will be accepted from the floor. All nominees will be published to the membership.
- F.) Elections for Officers will be held at the December Meeting immediately after the conclusion of the reading of the second round of nominations for each Officer. Additional nominations will be accepted from the floor.
- G.) The process of elections for officers is as follows:
 - 1.) The sequence of order of the elections shall follow Article V Section 4 & 5 of the By-Laws (President, Vice President #1, Vice President #2, Secretary, Treasurer, then directors). Voting for each office will be separately.
 - 2.) The committee chairperson will read to the membership the duties of the office from the By-Laws.
 - 3.) The list of accepted nominations for that office will be read next.
 - 4.) Any additional nominations from the floor will be requested. New nominees must accept the nomination at this time. All nominees will be displayed for the membership to see.
 - 5.) All voting for Officers shall be by secret ballot.
 - 6.) The committee shall tabulate the votes and pronounce the winner.
 - 7.) At the conclusion of the voting for the first the process will repeat for each until all elections for each office is complete.

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ARTICLE IX *Finances*

Section 1: Dues

Membership dues shall be at a rate determined annually by the Board, are payable in advance, and non-refundable. The dues fiscal year shall start July 1 and end June 30 of each year. Any new member shall pay for a full years due upon their initial membership and on their second year they will be prorated by paying the remaining months of the year to bring their term in compliance with the dues fiscal year.

Business Membership – Business membership dues shall be paid upon application and are due annually.

Organization or Group Membership – Organization or Group membership dues shall be paid upon application and are due annually.

Resident Membership — Resident membership dues shall be paid upon application and are due annually.

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

All monies paid out by the Chamber should be by check. Any check must bear the signature of two authorized officers to be valid. The follow officers can be authorized to sign checks; President, Vice-President1, Vice-President2, Secretary, Treasurer. The above officers could also be approved to use alternative payment processes such as a debit card as required.

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.

Non-budgeted Items – Any expenditure not outlined in the adopted budget that exceeds \$100 requires approval by a majority of the Board of Directors.

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 July and end on the last day of June of each calendar year.

Section 5: Budget

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

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ARTICLE X *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 XI *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 XII *Amendments*

Section 1: These bylaws may be amended by a two-thirds (2/3) vote of the Board of Directors, and then 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.

Section 2: The Chamber newsletter may constitute a notice of meeting for amending the By-Laws.

ARTICLE XIII *Social Club Information*

Section 1: Introduction - Generally, social clubs are membership organizations primarily supported by funds paid by their members. The tax exemption of social clubs has the practical effect of allowing individuals to join together to provide themselves recreational or social facilities on a mutual basis, without further tax consequences, where the sources of income of the organization are limited to receipts from the membership.

Section 2: General Rules - The ordinary meaning of the term "club" implies that there must be club members, and that there must be a "commingling" of the members for social, recreational, or similar purposes. Commingling is present if such things as meetings, gatherings and regular meeting facilities are evident. Clubs must be organized for pleasure, recreation and other non-profitable purposes. The Service has held that these other non-profitable purposes must be similar to providing pleasure and recreation.

Section 3: IRC 501(c)(6), P.L. 94-568, prohibits discrimination by certain social clubs. That section reads: (i) Prohibition of Discrimination by Certain Social Clubs. Notwithstanding subsection (a), an organization which is described in subsection (c)(7) shall not be exempt from taxation under subsection (a) for any taxable year if, at any time during such taxable year, the charter, bylaws, or other governing instrument, of such organization or any written policy statement of such organization contains a provision which provides for discrimination against any person on the basis of race, color or religion.

June 21, 2011 - First Draft approved w/ amendments by a unanimous vote of the membership.

July 19, 2011 - Amended By-Laws were approved by a unanimous vote of the membership.

Dec. 20, 2011 - Due to incorporation requirements additional wording and descriptions were added.

All amendments were approved by a unanimous vote of the membership.

Aug. 12, 2014 - All amendments were approved by a unanimous vote of the membership.