

BY-LAWS
of the
SHELTER ISLAND CHAMBER OF COMMERCE, INC.

Adopted at the Annual Meeting of May 18, 2023

ARTICLE I - NAME

- Section 1.** The name of this organization shall be the Shelter Island Chamber of Commerce, Inc.

ARTICLE II -OBJECT

- Section 1.** The Shelter Island Chamber of Commerce is organized for the purpose of advancing the economic, industrial, civic, professional, cultural, and general interest of the Town of Shelter Island.

ARTICLE III - LIMITATION OF METHODS

- Section 1.** The Chamber shall be nonpartisan and nonsectarian and shall take no part in nor lend its influence or facilities, either directly or indirectly, to the nomination, election, or appointment of any candidate for office in city, state, or nation, nor shall any meetings of a political nature whatsoever be held within the premises.

ARTICLE IV - MEMBERSHIP

- Section 1.** Any reputable sole proprietor, partnership, association, or corporation or representative thereof may subscribe to membership in Shelter Island Chamber of Commerce.
- Section 2.** Members may be elected at any meeting of the Board of Directors and shall pay a membership fee per annum in advance, to be determined by the Board of Directors. Not for Profits may subscribe to membership at half of the annual fee.
- Section 3.** Any sole proprietorship, partnership, association, or corporation eligible to membership that owns or operates more than one business may acquire membership for each of their businesses by undertaking to pay the annual dues of each such membership, subject to the approval of the Board of Directors.
- Section 4.** Any sole proprietor, partnership, association, or corporation holding more than one membership shall be entitled to cast one vote per membership. Upon written notice to the Board of Directors, any member unable to attend a business meeting may appoint an individual to represent it for voting in its stead.
- Section 5.** Distinction in public affairs shall confer eligibility to honorary membership. Honorary members may include Postmasters, Town Supervisor, School Superintendent, and others voted on by the Board of Directors. Honorary membership shall include all the privileges of active membership, except that of holding office or voting, with exemption from the payment of dues. Election to honorary membership shall require the affirmative vote of the Board of Directors. An honorary membership may be revoked by the Board of Directors at any time.
- Section 6.** Applications for membership shall be made in writing to the Board of Directors, and the application shall be regarded as a guarantee on the part of the applicant of his or her interest in and sympathy with the purposes of the Chamber, and of his

or her adherence, if elected, to its by-laws, rules and regulations. Election to membership shall require the affirmative vote of the Board of Directors.

- Section 7.** To be in ‘good standing’, a member and/or Director must be current with the required dues, charges, costs, fees, invoices and outstanding balances owed. In the event membership dues or other outstanding balances payable by any member are unpaid at the end of thirty business (30) days following the billing date, a reminder shall be sent. If such balances are unpaid at the end of sixty (60) days, after the due date, the member’s rights and privileges may be suspended by the Board of Directors subject to the members’ petition. After ninety business (90) days after the due date, members may be expelled by the Board of Directors for cause or for non-payment of dues or budget subscripts subject to the opportunity of a hearing before the Board of Directors at a proposed time and place and after a reasonable notice. A three-fourths vote of all Directors present shall be necessary to expel a member. An expelled member shall have the right to appeal to the entire Chamber, and upon his written request, such member must be allowed to make such an appeal at the next annual meeting or special meeting within thirty days of such a request.

ARTICLE V – MEETINGS

- Section 1.** For purposes of these ARTICLES, membership meetings and Board of Director meetings may be held in person or using any acceptable form of electronic medium.
- Section 2.** The Board of Directors may provide for holding membership meetings whenever it may be considered necessary or desirable.
- Section 3.** The Board of Directors shall call a membership meeting within 30 days upon delivery of a signed petition to the secretary by not less than ten percent of the members.
- Section 4.** The annual meeting of the Chamber shall be held in May of each year.
- Section 5.** At all membership meetings, five percent of the members in good standing shall constitute a quorum.
- Section 6.** Notice of both regular and special meetings shall be given to each member by written **notice by mail or email** at least five days in advance of the day of such meeting.

ARTICLE VI - BOARD OF DIRECTORS

- Section 1.** The Board of Directors may adopt rules for conducting the business of the Chamber. They shall meet not less frequently than once a month, at such regular time and place as will be determined by them. They shall submit orally or in writing at the annual meeting a full report of the work and the finances of the organization.
- Section 2.** The Board of Directors shall be elected at the annual meeting. Vacancies may be filled by the Board of Directors until the annual meeting, or special meeting of members called for that purpose.

- Section 3.** A nominating committee of not less than *two* members shall be appointed by the President thirty days prior to the election, whose duty it shall be to nominate from the members of the Chamber, individuals to be voted on for members of the Board of Directors. Said committee shall file a list of the nominees recommended with the President not later than fifteen days before the election. Nominations other than the ones recommended by the committee may be made by any member from the floor or by filing the name of the nominee with the President.
- Section 4.** The President shall cause to be mailed or emailed to all members of the Chamber, five days prior to the election, a list of nominees recommended by the nominating committee and any other nominees filed with him or her.
- Section 5.** All voting shall be by ballot or voice. The number of nominees corresponding with the number of Directors to be elected who receive the highest number of votes shall be declared elected.
- Section 6.** The President shall appoint and submit to the Board of Directors for approval a committee of *three* judges who are not members of the Board of Directors or candidates for elections as such, to have supervision of the election, and such committee shall serve from the opening of the polls until the result has been ascertained.
- Section 7.** The Board of Directors shall meet at regular periods, the time to be fixed by the Board. Absence from three consecutive regular meetings, without an excuse deemed valid and so recorded by the Board of Directors, shall be construed as a resignation.
- Section 8.** A majority of the Board of Directors shall constitute a quorum at any meeting.
- Section 9.** The Board of Directors may set compensation or other considerations of appointment of officers.

ARTICLE VII - OFFICERS

- Section 1.** Within ten days after the annual election, the Directors shall meet and elect officers for the ensuing year, a president, vice-president, a secretary, and a treasurer. All said officers must be members of the Board of Directors except the Secretary and Treasurer, who may or may not be members of the Board of Directors.
- Section 2.** The President shall preside at all meetings of the Chamber and Board of Directors and perform all duties incident to this office. The President shall, subject to the approval of the Board of Directors, appoint all committees and shall be ex-officio member of all committees. He or she shall at the annual meeting of the Chamber, and at such other times as he or she may deem proper, recommend to the membership of the Board of Directors such matters, and make such suggestions as may tend to promote the prosperity and increase the usefulness of the Chamber.
- Section 3.** The Vice President shall act in the absence of the President; and in the absence or disability of the two officers named (President and Vice-President) a member of the Board of Directors shall be chosen to act temporarily.
- Section 4.** The Treasurer shall receive and disburse the funds of the Chamber. He or she shall keep all monies of the Chamber deposited in its name. At frequent intervals, he or she shall make reports to the Board of Directors.
- Section 5.** The President shall be the chief administrative officer of the Chamber. It shall be

the duty of the President to conduct the official correspondence, preserve all books, documents, and communications, keep books of accounts, and maintain an accurate record of the proceedings of the Chamber, the Board of Directors and all committees. The President shall submit a financial statement and written report of the year's work at the close of each fiscal year. He or she shall have the general supervision over all employees of the Chamber. He or she shall perform such duties as may be incident to his or her office, subject to the direction of the Board of Directors. At the expiration of the President's term of office, he or she shall deliver to the Board of Directors all books, papers, and property of the Chamber.

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

Section 7. Officers and staff as the Board of Directors may designate shall be bonded by a sufficient fidelity bond in the amount set by the Board and paid for by the Chamber.

ARTICLE VIII - COMMITTEES

Section 1. The Board of Directors shall authorize and define the powers and duties of all committees.

Section 2. The President shall appoint all committees, subject to confirmation by the Board of Directors.

Section 3. The executive committee shall be composed of the President, the Treasurer, and one Director.

Section 4. In the interim between meetings of the Board, the executive committee shall have charge of the routine business of the Chamber. It shall have general charge of the finances and property of the Chamber and shall have authority to order disbursements for necessary expenses and may grant to any committee a reasonable amount of money for special work, provided such amount shall not exceed the budget allowance for such work as previously approved by the Board. At the beginning of the fiscal year, it shall prepare and submit to the Board a budget of the general revenues and expenses of the Chamber for that year.

Section 5. The executive committee may refer matters brought before it to a proper standing committee which it may designate, or to the Board.

Section 6. The executive committee shall audit and approve all bills monthly and **may** cause to be audited annually the books and accounts of the Chamber at the close of business for the fiscal year and report its findings to the Board of Directors and to the membership. All recommendations for expenditures outside the budget shall be submitted to the executive committee, whose recommendations shall be submitted to the Board.

ARTICLE IX - FINANCES

Section 1. No disbursements of funds of the Chamber shall be made unless the same shall have been approved, authorized, and ordered by the Board of Directors, except as provided in Section 4. of Article VIII. All disbursements shall be made by check, credit or debit card, or electronic payment. Checks shall be signed by the

- Treasurer or by the President or by the Vice President.
- Section 2.** Upon approval of the budget, the Treasurer may be authorized to make disbursements on account of expenses provided for in the budget without an additional approval of the Executive Committee.
- Section 3.** As soon as possible after the annual meeting of each year, the executive committee shall compile a budget of estimated revenues and expenses, including a stated amount of each committee, and submit it to the Board of Directors. As passed by the Board, with or without modification, this budget shall be the appropriation measure of the Chamber. No committee may exceed its appropriation without the consent of the Board of Directors.

ARTICLE X – INDEMNIFICATION

- Section 1.** The Chamber may, by resolution of the Board, provide for indemnification by the Chamber of any and all of the directors, officers and staff or former directors, officers and staff 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, as a result of performing duties given to the individual by the Chamber.
- Section 2.** The Board may determine not to consider providing for indemnification in relation to matters as to which a director, officer and staff shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability for negligence or misconduct.
- Section 3.** The Chamber shall have the right to purchase and maintain insurance for its directors, officers, staff, and other agents of the Chamber against liability asserted against or incurred by such officer, director, staff, or agent while performing the duties of the Chamber.

ARTICLE XI – FISCAL YEAR

- Section 1.** The fiscal year shall be the calendar year.

ARTICLE XII - PARLIAMENTARY PROCEDURES

- Section 1.** The proceedings of the Chamber meetings shall be governed by and conducted according to the latest edition of Robert's Manual of Parliamentary Rules.

ARTICLE XIII - AMENDMENTS

- Section 1.** These by-laws may be amended or altered by a two-thirds vote of those present at any regular meeting or special meeting of the Chamber of Commerce.

ARTICLE XIV -ANTIMONOPOLY

- Section 1.** The corporation shall not perform or engage in any act or practice prohibited by New York General Business Law 340 or other antimonopoly statutes of the State of New York.

ARTICLE XV

- Section 1.** The seal of the corporation shall be as follows:

SEAL