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BY-LAWS THE GREATER PUTNAM COUNTY CHAMBER OF COMMERCE, LTD.

ARTICLE I: ORGANIZATION

Section 1: NAME

This organization is incorporated under the laws of the state of New York and shall be known as the Greater Putnam County Chamber of Commerce, Ltd., doing business as The Putnam County Chamber of Commerce A Business Advocacy Organization (hereinafter known as the “Chamber”). The principal office of the corporation shall be in the County of Putnam, State of New York.

Section 2: PURPOSES

The Chamber is organized to achieve these objectives:

- (1) Preserving the competitive enterprise system of business by creating a better understanding and appreciation of the importance of business people and a concern for their problems;
- (2) Educating the business community and representing it in city, town, county, state, and national legislative and political affairs;
- (3) Preventing or addressing controversies if they are detrimental to the expansion and growth of business in the community;
- (4) Fostering business and community growth and development through economic programs designed to strengthen and expand the income potential of all businesses in the trade area;
- (5) Promoting programs of a civic, social, and cultural nature that are

designed to increase the functional and aesthetic values of the community.

Section 3: LIMITATIONS

The Chamber shall observe all local, state, and federal laws that apply to a nonprofit organization as defined in Section 501(c)(6) of the Internal Revenue Code.

ARTICLE II: MEMBERSHIP

Section 1: ELIGIBILITY

Any person, association, corporation, or partnership having an interest in the objectives of the organization shall be eligible for membership.

Section 2: ELECTION

Applications for membership shall be in writing on forms provided for that purpose and signed by the applicant. Election of members shall be by the board of directors at any meeting thereof. Any applicant so elected shall become a member upon payment of the regularly scheduled dues as provided in Section 3.

Section 3: DUES

Membership dues shall be payable at such rates, schedule, or formula as may be from time to time prescribed by the board of directors.

Section 4: TERMINATION

(1) Any member may resign from the Chamber upon written request to the board of directors; (2) any member shall be expelled by the board of directors by a two-thirds vote for nonpayment of dues after 90 days from the date due unless otherwise extended for good cause; (3) any member may be expelled by a two-thirds vote of the board of directors, at a regularly scheduled meeting thereof, for conduct unbecoming a member or prejudicial to aims or repute of the Chamber, after notice and opportunity for a hearing are afforded the member complained against.

Section 5: VOTING

In any case proceeding in which voting by members is called for, each

member shall be entitled to 1 vote, and each member firm, association, or corporation shall be entitled to the number of votes determined by its category of membership.

Section 6: EXERCISE OF PRIVILEGES

Any firm, association, corporation, or partnership membership may nominate individuals whom the holder desires to exercise the benefits covered by its membership and shall have the right to change its nomination upon written notice.

Section 8: HONORARY MEMBERSHIP

Distinction in public affairs shall confer eligibility to honorary membership. Honorary members shall have all the privileges of members except the right to vote and shall be exempt from payment of dues. The board of directors shall confer or revoke honorary membership by a majority vote.

Article III: MEETINGS

Section 1: ANNUAL MEETING

An annual meeting of the corporation, in compliance with state law, shall be held each year. The time and place shall be fixed by the board of directors and notice thereof mailed to each member at least 10 days before said meeting.

Section 2: ADDITIONAL MEETINGS

General meetings may be called by the chair of the board at any time. Notice of special meetings shall be mailed or emailed to each member at least 5 days prior to such meetings; board meetings may be called by the chair of the board or by the board of directors upon written application of 3 members of the board. Notice, including the purpose of the meetings, shall be given to each director at least 1 day prior to said meeting; committee meetings may be called at any time by the chair of the board or by the committee's chair.

Section 3: QUORUMS

At any duly called general meeting of the Chamber the members

present shall constitute a quorum; at a board meeting, a majority of directors present shall constitute a quorum. At committee meetings, a majority shall constitute a quorum except when a committee consists of more than 9 members. In that case, 5 shall constitute a quorum.

Section 4: NOTICES

Written notice of all chamber meetings must be given at least 5 days in advance, unless otherwise stated.

Article IV: BOARD OF DIRECTORS

Section 1: COMPOSITION OF THE BOARD

The board of directors shall be composed of up to 9 members, one-third of whom shall be elected annually to serve for 3 years or until their successors are elected and have qualified. The chair of the board may appoint, subject to the approval of the board, up to 4 additional members to the board to serve one-year terms. The government and policy-making responsibilities of the Chamber shall be vested in the board of directors, which shall control its property, be responsible for its finances, and direct its affairs.

Section 2: SELECTION AND ELECTION OF THE BOARD

A. Nominating Committee.

The chair of the board shall appoint, subject to approval of the board of directors, a Nominating Committee of 3 members of the Chamber. The chair of the board shall designate the chair of the committee. Prior to the Annual Meeting, the Nominating Committee shall present to the board a slate of candidates to serve 3 year terms to replace the directors whose regular terms are expiring. Each candidate must be an active member in good standing and must have agreed to accept the responsibility of a directorship.

B. PUBLIC NOTICE OF NOMINATIONS.

Upon receipt of the Nominating Committee's report, the president shall immediately notify the membership by mail or email of the names of persons nominated as candidates for directors and the right of petition.

C. NOMINATIONS BY PETITION.

Additional names of candidates for directors can be nominated by petition bearing the genuine signatures of at least 3 qualified members of the Chamber. Such petition shall be filed with the Nominating Committee within 10 days after notice has been given of the names of those nominated. The determination of the Nominating Committee as to the legality of the petition(s) shall be final.

D. DETERMINATION.

If no petition is filed within the designated period, the nominations shall be closed and the nominated slate of candidates shall be declared elected by the board of directors at its next regular board meeting. If a legal petition shall present additional candidates, the names of all candidates shall be arranged on a ballot in alphabetical order. The president shall mail or email this ballot to all active members at least 15 days before the next board meeting. The ballots shall be marked in accordance with instructions printed on the ballot and returned to the Chamber office within 10 days. The board of directors shall at its board meeting declare the candidates with the greatest number of votes elected.

E. JUDGES.

The chair of the board shall appoint, subject to the approval of the board of directors, 3 judges who are not members of the board of directors or candidates for election. One will be designated as the chair. Such judges shall have complete supervision of the election, including auditing the ballots. They shall report the results of the election to the board of directors.

Section 4: VACANCIES.

Vacancies on the board, or among the officers, shall be filled by the board by a majority vote.

Section 5: POLICY.

The board of directors is responsible for establishing procedure and formulating policy for the organization. It is also responsible for adopting all policies of the organization.

Section 6: MANAGEMENT.

The board of directors shall employ a president (or appropriate title) and shall fix the salary and other considerations of employment.

Section 7: 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 any of them are made parties, or a party, by reason of having been officers, directors, and 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: OFFICERS

Section 1: DETERMINATION OF OFFICERS.

The board of directors at its first regular meeting following the election shall reorganize for the coming year. The Nominating Committee for directors shall also nominate officers each year. At this meeting, the board shall elect the chair of the board, as many vice chairs as deemed necessary to conduct the activities of the chamber, and the treasurer. Officers will be elected from members of the new board. All officers shall serve for a term of 1 year or until their successors assume the duties of office. They shall be voting members of the board of directors.

Section 2: DUTIES OF OFFICERS.

A. CHAIR OF THE BOARD. The chair shall serve as the chief elected officer of the Chamber and shall preside at all meetings of the

membership, board of directors, and Executive Committee.

The chair of the board shall, with advice and counsel of the president, assign the vice chair(s) to divisional or departmental responsibility, subject to board approval. The chair of the board shall, with advice and counsel of the vice chairmen and the president, determine all committees (also known as task forces), select all committee chairs, assist in the selection of committee personnel, subject to approval of the board of directors.

B. VICE CHAIR. The duties of the vice chair(s) shall be such as their titles by general usage would indicate, and such as required by law, as well as those that may be assigned by the chair and board of directors. They will also have under their immediate jurisdiction all committees pertaining to their general duties.

C. 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. Checks are to be signed by the treasurer and the president or, in the absence of either or both, by any two officers. The treasurer shall cause a monthly financial report to be made to the board.

D. PRESIDENT (or preferred title). The president shall be the chief administrative and executive officer. The president shall serve as secretary to the board of directors and prepare notices, agendas, and minutes of board meetings. The president shall serve as adviser to the chair of the board on program planning and shall assemble information and data and prepare special reports as directed by the program of the chamber.

The president shall be a member of the board of directors, the Executive Committee, and all other committees.

With assistance of the vice chair(s), the president shall be responsible for administration of the programs of the Chamber in accordance with the policies and regulations of the board of directors. The president shall be responsible for hiring, discharging, directing, and supervising all employees.

The president shall also be responsible for the preparation of an operating budget covering all activities of the chamber subject to approval of the board of directors.

Section 3: EXECUTIVE COMMITTEE.

The Executive Committee shall act for and on behalf of the board of directors when the board is not in session but shall be accountable to the board for its actions. It shall be composed of the chair of the board, vice chair(s), treasurer, and the president. The chair of the board will serve as chair of the Executive Committee.

Section 4: INDEMNIFICATION.

The chamber may, by resolution of the board of directors, provide for indemnification by the chamber any of its officers or former officers as spelled out in Article IV, Section 7 of these bylaws.

Article VI: COMMITTEES (also known as TASK FORCES)

Section 1: APPOINTMENT AND AUTHORITY

The chair of the board, by and with the approval of the board of directors, shall appoint all committees and committee chairs. The chair of the board may appoint such ad hoc committees and their chair as deemed necessary to carry out the programs of the chamber.

Committee appointments shall be at the will and pleasure of the chair of the board and shall serve concurrently with the term of the appointing chair of the board. It shall be the function of committees to make investigations, conduct studies and hearings, make recommendations to the board of directors, and carry out such activities as may be delegated to them by the board.

Section 2: 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 has been approved or ratified by the board of directors. Committees shall be discharged by the chair of the board when their work has been completed and their reports accepted, or when, in the opinion of the board of directors, it is deemed wise to discontinue the committees.

Section 3: TESTIMONY

Once committee action has been approved by the board of directors, it shall be incumbent upon the committee chair or, in their absence the individuals they designate as being familiar enough with the issue to give testimony, or make presentations before civic and governmental agencies.

Section 4: DIVISION

The board of directors may create such divisions, bureaus, departments, councils, or subsidiary corporations it deems advisable to handle the work of the chamber. The board shall authorize and define the powers and duties of all divisions, bureaus, departments, councils, and subsidiary corporations. The board shall annually review and approve all activities and proposed programs of such divisions, bureaus, departments, councils, or subsidiary corporations having bearing upon or expressive of the chamber unless approved by the board of directors.

Article VII: FINANCES

Section 1: FUNDS

All money paid to the Chamber shall be placed in a general operating fund. Unused funds from the current year's budget can be placed in a reserve account.

Section 2: DISBURSEMENTS

Upon approval of the budget, the president is authorized to make disbursements on accounts and expenses provided for in the budget without additional approval of the board of directors. Disbursements shall be by check.

Section 3: FISCAL YEAR

The fiscal year of the chamber shall close on December 31st.

Section 4: BUDGET

As soon as possible after the election of the new board of directors and officers, the Executive Committee shall adopt the budget for the coming year and submit it to the board of directors for approval.

Section 5: ANNUAL AUDIT

The accounts of the Chamber shall be audited annually as of the close of business on December 31st by a public accountant. The audit shall at all times be available to members of the organization within the offices of the Chamber.

Section 6: BONDING

The president and such other 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: DISSOLUTION

The Chamber shall use its funds only to accomplish the objectives and purposes specified in these bylaws, and no part of said funds shall inure or be distributed to the members of the Chamber. 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 as defined in IRS Section 501(c)(3).

Article IX: PARLIAMENTARY AUTHORITY

The current edition of Robert's Rules of Order shall be the final source of authority on all questions of parliamentary procedures when such rules are not consistent with the bylaws of the Chamber.

Article X: AMENDMENTS

These bylaws may be amended or altered by a two-thirds vote of the board of directors or by a majority of the members at any regular or special meetings, provided that notice for the meeting includes the proposals for amendments. Any proposed amendments or alterations shall be submitted to the board or the members in writing at least 10 days in advance of the meeting at which they are to be acted upon.

Adopted: (date) Amended: (date)