

THE CHAMBER OF COMMERCE OF THE MASSAPEQUAS, INC.

Incorporated 1948

CONSTITUTION AND BYLAWS

As revised and amended
March 28, 2023

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ARTICLE I – NAME

Section 1. This organization shall be known and designated as The Chamber of Commerce of the Massapequas, Inc. (the “Chamber.”)

ARTICLE II – PURPOSE

Section 1. The Chamber of Commerce of the Massapequas, Inc. is formed for the purpose of encouraging and promoting high ethical and moral business practices for the commercial, civic, and social betterment of our community and its environs.

ARTICLE III – LIMITATIONS

Section 1. This Chamber in its activities shall be non-partisan, non-sectional, and non-sectarian.

ARTICLE IV – MEMBERSHIP

Section 1. Reputation – Any applicant for membership must be of good standing and reputation.

Section 2. Election – Applicants may be elected to membership at any meeting of the Board of Directors (the “Board”) following a report by the Membership committee or their designee.

Section 3. Type – There shall be three (3) classes of members: Active, Associate, and Honorary.

Section 4. Active Member – Active Members shall include Merchants, Professionals, Community Organizations, Associations, and Corporations having a place of business in, or doing business in the Massapequas. The membership dues of Active Members shall be payable in advance in accordance with the existing dues schedule, payable on January First.

Section 5. Associate Member – Associate Membership shall apply to individuals or organizations, included not-for-profit organizations, of the Massapequa community having no professional or mercantile interest, but rather having an interest in our community’s general welfare. An Associate shall have no vote and cannot hold office of any kind within the Chamber. The membership dues of Associate Members shall be payable in advance in accordance with the existing dues schedule, payable on January First.

Section 6. Honorary Member – The Board may at any regular or special meeting of the Board and by affirmative majority vote, admit to Honorary Membership any person of distinction in public affairs or preminent by ability or high character, not directly connected with any mercantile or professional pursuits who is deemed worthy of such distinction. Honorary Membership confers upon such a person the privileges of the Chamber, except that they shall not hold office, they shall not be entitled to vote, and they shall be exempt from paying dues. Honorary Membership may be revoked by the Board at any time, and must be renewed by a majority vote of the Board annually.

Section 7. Applicant Guarantees – Application for membership shall be made in writing on the prescribed application form, through the Membership Committee or their designee to the Board. The application shall be regarded as a guarantee on the part of the applicant of interest in and sympathy with the purposes of the Chamber and of adherence, if elected, to its Bylaws, Constitution, rules and regulations.

Section 8. Representatives – Any Association or Corporation member shall be represented at a meeting by a person designated in writing to the Chamber with said organization limited to one (1) representative and one (1) vote. Any change in representative shall be effective upon due written notice to the Chamber received prior to any given meeting. The substitution of its representative shall not terminate the particular organization's membership.

Section 9. Expulsion – Members shall be expelled from membership for nonpayment of dues for a period of ninety (90) days after due date. Members may be expelled from membership by the Chamber at any regular Board Meeting. The process for expulsion is as follows:

- A. The Board must vote to set up a hearing to expel the member at a regular Board Meeting. The vote to expel the member must pass by a $\frac{3}{4}$ affirmative vote to expel. The hearing will be made up of the Board of Directors, and the member who is being voted on for expulsion will also have the right to attend the hearing.
- B. A 30-days written notice is sent to the member. The 30 days begins based on the postmark of the notice. The notice must be sent return receipt requested, and must state the date, time, purpose for the hearing, and the place of the meeting where the Board will consider the matter.
- C. The hearing shall be chaired by the President with advice from the Chamber Attorney, who shall also be at the hearing. The hearing shall be attended by all available Board Members. At the conclusion of the hearing, the President shall call for a vote. If $\frac{3}{4}$ of the Board Members vote to remove the member, he/she is removed. If no vote is taken, the member is not removed. No member may be expelled for cause without the opportunity of a hearing before the Board, except for non-payment of dues.
- D. If the member isn't in attendance when the vote is taken, the President shall send a letter to the member advising him/her of the vote results.

Section 10. Termination – The termination of membership from the Chamber for any reason shall cause a forfeiture of all interest of the member in and to the property of the Chamber, and the member shall thereafter have no rights thereto or in any part thereof. Including but not limited to the use of the Chamber logo or facilities.

Section 11. Not in Good Standing – A member shall be in good standing unless his or her membership has been terminated in accordance with Article IV, Section 9 or 10, or unless his or her status as a member in good standing has been suspended by a three-fourths ($\frac{3}{4}$ ^{ths}) affirmative vote of members present at any regular constituted Board meeting. Any member whose dues are thirty (30) days past due are no longer in good standing. If a member of the Board or Executive Board become not in good standing, they are suspended immediately, until their membership is brought back in good standing.

ARTICLE V – DUES

Section 1. The dues period shall be based on a calendar year, and the due date for Payment of Dues shall be January 1st, paid in advance and in accordance with the then existing dues schedule.

Section 2. The Chamber has three levels of membership: Platinum membership shall consist of

everything included in the Gold and Silver Membership plus what the board of directors annually vote to include in the highest membership in the chamber; a Gold Membership, which includes an ad on the Chamber website and a listing in the Chamber directory; a Silver Membership, which includes a listing in the Chamber directory; and an Associate Membership which includes a listing as a member and a discount to attend meetings and events at the regular member prices, but does not include voting rights that the Platinum, Gold and Silver Membership levels offer. The dues for each of the memberships shall be set by the Board of Directors each year at the Annual Meeting. Dues shall be pro-rated at the prevailing rate either half-yearly or yearly only.

ARTICLE VI – MEETINGS

Section 1. Regular Monthly Meetings – Regular monthly meetings shall be held on the fourth (4th) Thursday of each month, the time and place to be determined by the President, unless otherwise noticed to the membership. Meetings will be scheduled from August through June. There will be no regular monthly meeting scheduled in July.

Section 2. The Annual Meeting – The Annual Meeting is the June Installation Meeting.

Section 3. Board of Directors Meetings – Regular monthly Board meetings shall generally be held on the first (1st) Thursday of each month, the time and place to be determined by the President, unless otherwise noticed to the Board at least seven (7) days prior to scheduled meeting date.

Section 4. Special Board of Directors Meetings – The President when deemed advisable shall call special meetings. The President shall call a special meeting upon the written request of five (5) or more members of the Board. The written request must state the object and purpose of the meeting. Notice in writing setting forth the date, time, and place of the meeting must be made seven (7) days prior to the holding of the meeting to the last known mailing address. The meeting must be limited to the special order of business for which the meeting was called.

Section 5. Notice – Notice of date, time, and place of regular and special meetings, and the Annual Meeting, shall be given to each active paid-up member in person, by electronic means, or by mailing notice to the last known post office address at least seven (7) days in advance of the meeting.

Section 6. Quorum – Twenty percent (20%) but in no event less than fifteen (15) of the paid-up active members in good standing shall constitute a quorum for the transaction of business at any regular or special meeting, and the Annual Meeting, of the general membership of the Chamber. The highest ranking Officer shall call the meeting to order and proceed with the business promptly at the designated time.

ARTICLE VII – BOARD OF DIRECTORS

Section 1. Rights & Requirements – The Board of Directors shall consist of no more than thirteen (13) Directors in addition to (6) Officers, the President, First, Second and Third Vice Presidents, Treasurer, and Secretary, all to be elected annually and to serve for a term of one (1) year. The direction and control of the Chamber shall be vested to the Board of Directors. They may fill vacancies on the Board or Executive Board with a majority vote of the remaining Board. Only members in good standing as per Article IV Section 11 can be considered. The Board and Executives shall meet no less than once a month. The Board shall give a report on finances and operation of the Chamber.

Section 2. Elections – The Board shall be elected at the Annual Meeting. See also Article X.

Section 3. Regular Quorum – A Quorum of any Board meeting shall consist of one (1) more than half (^{1/2}) of the number of existing Board members.

Section 4. Special Board Meetings – Special meetings of the Board may be called by the President or five (5) members of the Board upon seven (7) days notice in advance of the meeting. Such notice must set forth the date, time, and place of the meeting and the special order of business to be discussed. The meeting must be limited to the special order of business for which the meeting was called. A regular quorum as per Article VII Section 3 must be present to conduct business.

Section 5. Chamber Positions – The positions of the Chamber on all questions concerning it, shall be determined by a majority vote of the Board, unless the Board shall vote to submit the question to the Members of the Chamber.

Section 6. Term – The term of the Board shall begin upon notice of election at the Annual Meeting and continue for one (1) year. Swearing in is purely ceremonial.

Section 7. Board Member Removal – If a Board member is absent for more than three (3) consecutive Board Meetings, or more than four (4) Board meetings in total in a fiscal year, without Presidential excused absences, the President may ask the Board to vote for a hearing to remove said Board Member. The process to remove a Board Member is the same process to remove a member from the Chamber stated in Article IV Section 9 Expulsion.

Section 8. Suspension – A member of the Board shall have all rights and duties suspended if said member has become a member not in good standing in accordance with Article IV Section 11.

Section 9. Participation – Every Board or Executive Board member must attend at least one (1) Chamber event in a Chamber volunteer capacity during their term.

Section 10. Leave of Absence – A Board member may request a leave of absence from service on the Board of Directors for any reason that would prejudice his or her ability to attend said meetings. The member shall submit a written request to the President at the next scheduled Board of Directors meeting to place the matter on the agenda and provide a copy of the request to each Board member. The Board of Directors will act upon such according to the following:

- (a) The member must be in good standing regarding membership and also status on the Board;
- (b) The request should be temporary in nature;
- (c) The Board of Directors may approve the leave of absence for a period not to extend six (6) months, or the remaining term of the Board of Directors.

(d) All such requests are on an individual basis and are not to be construed as setting a precedent. For the duration of such leave of absence, the number of Board of Director members shall be reviewed on an individual basis. In addition, during such leave, the member can attend a Board of Directors meeting, but will have no voting privilege.

ARTICLE VIII – OFFICERS AND DUTIES

Section 1. Titles – The Officers of the Chamber shall be President, three (3) Vice Presidents, Treasurer, and Secretary.

Section 2. Term – The term of office of the Chamber Officers shall be for one (1) year, commencing upon notice of election, but in no event later than the last day of June of the same year. The Officers may hold office until their successors have been elected.

Section 3. Two Term Limit – No President or Executive Board member shall serve in the same capacity for more than two (2) consecutive terms.

Section 4. Elections – At the Annual Meeting each year, the voting members of the Chamber in good standing, with their vote, shall elect a President, three (3) Vice Presidents (1st, 2nd, and 3rd), a Treasurer, and a Secretary. Each Officer thus elected upon notice of election, shall automatically become a member of the Board for their tenure of office. See also Article X.

Section 5. Ethics - This section shall apply to the Executive Board and the Board of Directors. Every member of the Board of Directors and the Executive Board is required to follow the Code of Ethics for the Massapequa Chamber of Commerce. If the Board Member has been found in violation of the Code of Ethics, he/she will be sent a notice informing them of their violation. The notice and the process of removal shall conform to the same notifications in Article IV Section 9.

Section 6. The President – The President shall preside at all membership meetings. By virtue of the President's office, the President shall be chairperson of the Board of Directors. The President shall be an ex officio member, with the right to vote on all committees, except the Nominating committee. The President, if there is a vote, shall have the right to vote for members of the Nominations Committee. The President at his or her discretion may hire an Executive Coordinator. (See Article VIII Section 9.) At each annual meeting, the President shall present an annual report on the work of the organization. He or she shall appoint all committees, temporary or permanent. The President shall have the power to remove any committee chairperson or member of any committee with the majority approval of the Board of Directors. The President shall see that all books, reports, and certificates as required by law are properly filed and kept. The President shall be one of the Officers who may sign the checks or drafts of the organization. The President shall appoint the chairperson of all committees and shall appoint a chairperson of the Nominating committee and a chairperson of the Auditing committee. The President shall have the power to grant Presidential excused absences for any Board Member or Executive Board Member who cannot attend the Board Meeting. This Presidential excused absence shall only be used for good cause and be asked for prior to the meeting if possible. If a President needs to spend money on a Chamber expense and he/she cannot wait until a Board Meeting, the President shall consult with his Executive Board and get a majority approval for the expense. In any event, this amount cannot exceed \$200. If the Executive Board approves the expense, it must be listed on the agenda for the next Board Meeting. The President shall have such other powers as may be reasonably construed as belonging to the chief Executive Officer of any organization or as may be delegated to the President by the Board of Directors.

Section 7. The Vice Presidents – The Vice Presidents shall in the event of the absence or inability of the President to exercise their office become acting President of the organization with all the rights, privileges, and powers as if they had been the duly elected President. Precedence shall be 1st Vice President, 2nd Vice President, and then 3rd Vice President.

Section 8. The Treasurer – The Treasurer shall have the care and custody of all monies belonging to the organization and shall be solely responsible for such monies or securities of the organization. The Treasurer shall cause all monies to be deposited in a regular business bank or

trust company to be selected by the Board of Directors. This bank shall be a member of the Federal Deposit Insurance Corporation. The Treasurer shall be one of the Officers who may sign checks or drafts of the organization. No special fund may be set aside that shall make it unnecessary for the Treasurer to sign the checks issued upon it. The Treasurer shall render, at stated periods, as the Board of Directors shall determine, a written account of the finances of the organization and such report shall be physically affixed to the minutes of the Board of Directors at such meeting. The Treasurer shall have the authority to make payments for the ordinary routine expenses of the organization for postage, stationary, printing, the rental of places where meetings are held and for meals ordered for members and guests plus gratuities for services rendered. The Treasurer shall exercise all duties incident to the office of Treasurer. However, no expenditure other than the ordinary routine expenses referred to above shall be made by the Treasurer, without the approval of a majority vote by the Board of Directors. The funds, books, and vouchers in the hands of the Treasurer shall, with the exception of confidential reports submitted by members, be at all times subject to verification and inspection by the Board of Directors. At the expiration of the term of office, the Treasurer shall deliver over to the successor all monies, books, and other property of the organization. The Treasurer or any other person entrusted with the handling of the funds or property of the organization shall, at the discretion of the Board of Directors, furnish at the expense of the organization, a fidelity bond approved by the Board of Directors, in such sum as the Board of Directors shall prescribe. All checks and drafts of the organization shall be signed by two (2) Officers of the organization, each of whom shall be entitled to so sign, by reason of their holding office under these Bylaws. The Treasurer shall create and maintain income and expense account records that will be reviewed to determine sources of income and expenditure. They will also be analyzed to note trends and directions of the organization's finances. The Auditing committee and/or any other assistance necessary to complete these tasks will assist the Treasurer. The Treasurer shall keep all corporate records and the seal of the association. Unless expressly approved by the Board of Directors, the checkbook must be kept in the Chamber Office at all times.

Section 9. The Recording Secretary – It shall be the duty of the Secretary to conduct the official correspondence, preserve all books, documents, and communications, and maintain an accurate record of the proceedings of the Chamber and the Board. The Secretary shall perform such duties as may be incident to office subject to the direction of the Board and the President of the Chamber.

Section 10. The Executive Coordinator – The Chamber may have an Executive Coordinator. The decision to have an Executive Coordinator would be based on a majority vote of the Board of Directors. If the Executive Coordinator's motion is passed, then the President should establish a committee to set forth the job description of the Executive Coordinator.

Section 11. Replacement – In the event someone from the Board or Executive Board cannot fulfill their obligations, their position may be filled by a majority vote of the remaining Board. That person will only serve the remainder of the vacant term. This person must meet all the requirements as laid out in these Bylaws. This section does not apply to the replacement of the President.

ARTICLE IX – COMMITTEES

Section 1. Authorization & Appointment – The President shall appoint all committees and committee chairpersons. Committee appointments shall be for a period not to exceed the term of the appointing President.

Section 2. Functions & Reporting – It shall be the function of committees to make investigations, conduct hearings, make recommendations to the Board, and to carry on such activities as may be

delegated to them by the President. They shall examine into and the Board or President may refer report on such subjects as to them. They shall report to the Board such news, as they may deem proper for its consideration.

Section 3. Limit on Authority – No committee shall take or make public any formal action or make public any resolution, or in any way commit the Chamber on a question of policy, or on matters of general public interest, without first having received approval of the Board.

Section 4. Quorum – At all committee meetings a majority shall constitute a quorum.

Section 5. The Executive Board – The Executive Board shall be composed of the Elected Officers of the Chamber (President, 1st, 2nd, 3rd Vice Presidents, Treasurer, Recording Secretary.) In the interim between meetings of the Board, the Executive Board shall have charge of the routine business of the Chamber and shall have the 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 entire Board. At the beginning of the fiscal year it shall prepare and submit to the entire Board, in conjunction with the Finance committee, a budget of the general expenses of the Chamber for that year.

Section 6. Standing & Special Committees – The President shall appoint such additional standing and special committees as may be deemed necessary for the proper functioning of the Chamber and shall prescribe their duties when not herein specified.

Section 7. Suggested Regular Committees – There may be the following committees, the membership which shall be appointed at the first regular Board meeting following notice of election to office.

- A) Program Committee: Shall have charge of planning programs for regular Chamber meetings, arranging for guest speakers, demonstrations, lecturers, etc.
- B) Entertainment Committee: Shall have charge of entertainment and social functions of the Chamber.
- C) Business and Industry Committee: Shall plan and work for the promotion of business interest and commercial progress in the Massapeguas, report on their problems, and to promote Chamber membership interest in this category.
- D) Membership Committee: Shall conduct a continuous membership expansion program, set goals for new membership, solicit new members, review and report on all applicants, submit all applications, and recommend approval or disapproval to the Board.
- E) Finance Committee: Shall plan and institute a budget along with the Treasurer. The Chairperson of this committee shall report back to the Board at the first regular Board Meeting following the notice of election to the office (September Board Meeting.) The budget shall be voted upon by the Board of Directors at this Board Meeting. The proposed budget shall always be a part of the Finance Report that the Treasurer gives at each meeting.

- F) Nominations Committee: This committee shall consist of a Chairperson and a total of five committee members. The President of the Chamber shall select the Chairperson of the Nominations Committee. The Chairperson shall select and give preference to two Board Members who have served on the Executive Board. The three remaining Nominations members shall be elected by the Chamber Board Members. The Chairperson shall pick his/her two past Executive Board Members and the Chamber Board shall elect the other three committee members in March. If there are no past Executive Board Members on the Board, then those two Chairperson’s selections shall be voted upon by the entire Chamber Board. The Chair shall choose. The Chamber Board can only elect individuals who are not running for an Executive Board Position. The President and all Board Members in good standing can vote for the three elected members of this committee. It shall be the duty of this committee to prepare one complete slate of nominees for the office of President, First, Second, and Third Vice President, Secretary, Treasurer, and Directorships. For a member at large to be nominated to the Board then they must be a member in good standing for at least one (1) year immediately preceding nomination. To be nominated to the Executive Board you must have served at least one (1) term as a Director immediately preceding nomination. To be nominated for President the nominee must have served two (2) consecutive terms on the Executive Board immediately preceding their nomination. If a Board member was automatically removed they are not eligible for nomination in the successive year after their removal. The foregoing nominations shall be presented to the membership in writing at the regular April meeting. Members of this committee cannot be nominated for the Executive Board or President. See also Article X.
- G) Street Fair Committee – Shall be responsible for the development, planning, and implementation of the Chamber’s annual Street Fair. Said committee shall make recommendations related to the expenditures and Grand Marshal selection, which shall be subject to Board approval.
- H) Auditing Committee - This committee shall have the responsibility to review the past year's expenses and report back to the Board in May, prior to the election, with their findings. This report shall also include how the Chamber did regarding finances and the budget amount for each item. The President shall appoint the Chairperson, and the Chairperson will ask for five volunteers from the Board of Directors to serve on this committee. The Chairperson at his/her discretion can also ask for up to one general member to serve on this committee.

Such other committees may be established as the President shall find necessary from time to time.

ARTICLE X – ELECTIONS

Section 1. Time & Place – The Nominating committee will inform the Board of their chosen slate at the April Board meeting, with their nominations presented to the membership at the regular April meeting at which time additional nominations may be proposed from the floor of the meeting by the membership. All nominees from the floor must comply with Article IX Section 7F. Elections shall be held at the Annual Meeting, which is expected to be held in May (see also Article VI Section 5.) The written notice of such meeting shall list all the nominees for each respective office to be filled and shall be sent not later than seven (7) days prior to such meeting to all members in good standing. Installation of the duly elected Officers and Directors is expected to occur in June (see also Article VII Section 6 and Article VII Section 2.)

Section 1B. The Process for Contested Elections –

- A. All nominees from the floor must first be confirmed by the Nominations Committee that the nominated individual from the floor is a member in good standing according to Article V Section 1.
- B. Once the floor nominee has been confirmed to be in good standing, the Chamber office shall request a résumé from the candidate for the contested office. The candidate’s résumé shall state

their name; the town they reside in; their employer; the industry they work in; how long they have been a member of the Chamber; positions they have held in the Chamber; the position they are running for, why they want to run for the office they are running for; what you are looking to accomplish. The résumé shouldn't be longer than 150 words. The candidate has seven days to deliver their résumé to the Chamber office. The seven days starts the day after the April General Meeting.

- C. Upon receipt of the candidate's résumé, the Chamber office shall send an e-mail blast out to every member in good standing. Notice of the election shall be sent to all members in good standing as per Article VI Section 5. This notice shall include the résumé of the candidate and instructions on how to file your vote. The Board of Directors can vote on how long the mail-in vote will be accepted in the Chamber office. If no vote is taken, the mail-in vote will be accepted in the Chamber office until one week (seven days) prior to the May General Meeting. Votes not mailed into the office can be delivered at a General Meeting. Each ballot casted shall have the name of the member casting the ballot written on the outside of the ballot. The reason for the name on the ballot is to verify that the person voting is in good standing based on Article VI Section 5.

Section 2. Determination – A number of nominees corresponding with the number of Officers and Directors to be elected, and who receive the highest number of votes shall be declared elected.

Section 3. Secret Ballot – When a secret ballot is being used, the President shall appoint and submit to the Board for approval, a committee of three (3) who are not members of the Board or candidates for election, with such committee serving from the opening of the polls until the results have been ascertained. This committee shall be appointed by the President at a Chamber meeting.

Section 4. Open Ballot – When a secret ballot is not being used, the President shall preside over such election procedures.

ARTICLE XI – FISCAL YEAR

Section 1. The Chamber's fiscal year shall end the Thirtieth (30th) day of June.

ARTICLE XII – PARLIMENTARY PROCEDURE

Section 1. In Force – The proceedings of the Chamber meetings shall be governed by and conducted according to these Bylaws and Constitution and the latest revised addition of the Robert’s Rules of Order. The Chamber Bylaws and Constitution will take precedence over Robert’s Rules of Order.

Section 2. Questions – All questions of parliamentary procedures shall be determined according to the latest revised addition of Robert’s Rules of Order.

Section 3. No Proxies – No proxies shall be allowed on any matter requiring a vote, and unless specifically otherwise stated herein, those present and voting shall determine the outcome.

ARTICLE XIII – AMENDMENTS

Section 1. These Bylaws may be amended by a two-thirds (2/3^{rds}) majority vote of the members present at any duly convened regular or special meeting of the Chamber, upon compliance with the following:

- A) Proposed amendments must be prepared in writing by a member at a duly convened meeting of the Chamber.
- B) The proposed amendments, once prepared, shall be read to the meeting, and it must include article number, section number, and the proposed changes, additions, or deletions, and thereupon;
- C) The Secretary shall be directed by the chairperson of the meeting to send written notice of the proposed amendments to each member, not less than seven (7) days prior to the next regular or special meeting, indicating that the proposed amendments shall be voted upon in the regular course of business of that meeting.

ARTICLE XIV – ORDER OF BUSINESS

Section 1. Roll call of Officers and Directors and determination of a quorum.

Section 2. Presentation of new members.

Section 3. Minutes of prior meeting, bills, and communications.

Section 4. Financial report.

Section 5. President’s report.

Section 6. Unfinished business, including committee reports.

Section 7. New business, including committee reports.

Section 8. Program.

Section 9. Good and welfare.

Section 10. Adjournment.

ARTICLE XV – ENABLING RESOLUTION

Section 1. This Constitution and Bylaws, and any revisions thereto, shall become effective upon ratification by the membership as defined in Article XIII.

***“REVISED AND RATIFIED BY MEMBERS AT A DULY CONSTITUTED
MEETING HELD THE MONTH OF MARCH 2023***

