

AMENDED AND RESTATED BY-LAWS OF
THE LONG BEACH CHAMBER OF COMMERCE, INC.
(amended on and as of July ____, 2016)

ARTICLE I

Section 1: Name

The name of the organization shall be known as “The Long Beach Chamber of Commerce, Inc.” The Long Beach Chamber of Commerce, Inc. is incorporated as a Not-for-Profit Corporation pursuant to the Laws of the State of New York.

Section 2: Definitions

Wherever the following words are used in these by-laws, they shall have the following meaning:

- a. “Chamber” or “Chamber of Commerce” means the Long Beach Chamber of Commerce, Inc.
- b. “Board of Directors” or “Board” means the Board of Directors of the Long Beach Chamber of Commerce.
- c. “Executive Committee” or “Officers” means the Committee and Officers appointed by the Board of Directors from time to time and “Chairman” means the Chairman of the Board of Directors.
- d. “City” means the City of Long Beach.
- e. “Member” means a member of the Long Beach Chamber of Commerce.
- f. “Member in Good Standing” means a member of the Long Beach Chamber of Commerce whose application has been accepted by the Chamber and who is current in the payment of dues and continues to support the mission of the organization as determined by the Board.
- g. “Mail” means delivery via U.S. Postal service or electronic means.

ARTICLE II

Section 1: Purpose & Mission

Notwithstanding any provision of these by-laws, the Chamber shall observe all local, state, and federal laws that apply to a non-profit organization as defined in section 501(c)(6) of the Internal Revenue Code.

The mission of the Long Beach Chamber of Commerce is to promote business that adds value to our community while fostering a beneficial relationship with the community and help improve the overall quality of life in the City of Long Beach and surrounding communities.

ARTICLE III

Section 1: Membership

Any owner or manager of a business¹, association, corporation, or partnership, having an interest in the objectives of the Chamber shall be eligible to apply for membership, provided that same is located in the geographical areas of the City of Long Beach, Atlantic Beach, East Atlantic Beach, Point Lookout, Lido Beach, and Island Park.

The Chamber shall consist of two types of membership, full membership and associate membership.

- a. Full Membership. In order to have a full membership a member must have a business physically located within the geographical area stated herein, and that business must operate in a commercial building, office, home, or any other location in which a business can legally operate. Full memberships will be responsible to pay the annual dues as set forth by the Board of Directors.
- b. Associate Membership. An associate membership may be offered to members who cannot qualify for a full membership but will be available to citizens, Not-for-Profit organizations, media, religious organizations, and social groups. Associate memberships may be available at a reduced rate set forth by the Board of Directors.

Section 2: Membership Voting Rights

Full Members shall be entitled to a single vote and shall receive all benefits that are available through the Chamber, provided that a Member is in good standing. Associate Members will not be entitled to a vote but may be eligible for benefits through the Chamber

Section 3: Application for Membership

Application for Chamber membership shall be made in writing on forms provided for that purpose and signed by the applicant. Membership shall become effective only upon payment of the annual dues.

Section 4: Term of Membership

The membership shall continue until terminated in one of the following ways: (1) resignation in writing by the member; (2) nonpayment of dues after ninety (90) days written notice of non-payment; (3) for conduct that violates the by-laws or is prejudicial to the objects and purposes of the Long Beach Chamber of Commerce, after written notice to the member and an opportunity afforded for a hearing under procedures determined by the Board; (4) death of the member, if the member is an individual; (5) dissolution of the Chamber.

Section 5: Non-Transferable

Except as provided herein, a Chamber membership shall not be sold, assigned, or transferred in any manner. A member may, however, change its classification, and a member may change its designated representative by written notification to the Chamber. In the event of

¹ Independent Contractors must provide a 1099 status letter and proof of business affiliation.

the sale of a member business organization, membership may be assumed by the purchasing business for the remainder of the membership year.

Section 6: Annual Dues

Membership dues shall be set at such rate or rates, schedule or formula as may be from time to time prescribed by the Board of Directors and shall be paid annually in advance.

ARTICLE IV

Section 1: Annual Meetings

The annual meeting of the Chamber shall be held during the month of November each year. The time and place shall be fixed by the Board and notice thereof shall be mailed to each member at least ten days before said meeting. An e-mail address or other electronic communications address such as a facsimile number, provided by a member through application or for the purpose of receiving general information and materials from the Chamber shall constitute the address of such member for the purpose of the provision and receipt of any and all notices and other materials from the Chamber, unless the member notifies the secretary of the Chamber otherwise in writing.

Section 2: Membership Meetings

General membership meetings other than the annual meeting may be called by or at the direction of (1) the Board of Directors, (2) the Chairman with prior approval of the Executive Committee or (3) members constituting not less than one-fifth of the membership in the Chamber who shall have signed a petition authorizing the call of the membership meeting. These procedures shall be the sole procedures in which special meetings of the Chamber membership may be called. The notice of the meeting of the members shall be written and shall contain the place, date, and time of the meeting and, if the meeting is a special meeting, the purpose or purposes for which the meeting is called. The notice shall be delivered to each member entitled to vote at the meeting not later than the 10th day and not earlier than the 60th day before the date of the meeting.

Section 3: Board of Director's Meetings

The Board of Directors shall meet monthly or meetings may be called by the Chairman or upon the written request of three members of the Board of Directors. Notice shall be given to each director at least one day prior to the meeting. The Board of Directors and any committee of the Chamber may hold a meeting by telephone conference call or other electronic means in which all persons participating in the meeting can hear each other. The notice of a meeting by electronic means conference must state the fact that the meeting will be held by electronic means as well as all other matters required to be included in the notice. Participation of a person in a conference call meeting constitutes presence of that person at the meeting. The business of the Chamber shall be conducted by the Board of Directors and issues shall be decided by majority vote when a quorum of voting Board members is present.

Section 4: Quorum

When a meeting of the general members has been properly noticed those members in good standing and present at the meeting shall comprise a quorum. A majority vote of members in good standing present at the meeting at which a quorum is present shall be sufficient to constitute an act of the membership.

At any meeting of the Board, a majority of the directors currently in office shall constitute a quorum. The directors present at a duly called or held meeting at which a quorum is present may continue to transact business even if enough directors leave the meeting so that less than a quorum remains. However, no action may be approved without the vote of at least a majority of the number of directors required to constitute a quorum.

Section 5: Agenda and Meetings

An agenda and minutes shall be prepared for all meetings of the Board of Directors and the annual meeting of the Chamber.

Section 6: Action by Written Consent Without a Meeting

At the discretion of the Chairman, an action of the Chamber Board or the Executive Committee may be taken without a meeting if a written consent, stating the action to be taken, is signed by at least two-thirds (2/3) of all the directors entitled to vote. The consent must state the date of each director's signature. Such consent may be given electronically and individually or collectively. Prompt notice of the taking of an action by directors without a meeting by less than unanimous written consent shall be given to each director who did not consent in writing to the action.

ARTICLE V

Section 1: Board of Directors

The governing body of the Chamber shall be the Board of Directors. A minimum of fifteen (15) directors shall be elected by the voting membership. The Board shall be divided into three classes designated as Class I, II, and III. Directors shall be assigned to each class in accordance with the resolutions adopted by the Board, with the number of directors in each class to be divided as equally as reasonably possible. The term of office of the initial directors following adoption of these Amended By-laws is as follows: Class I directors shall expire at the Corporation's first annual meeting following ratification by the members of these Amended By-Laws, the term of office of the Class II directors shall expire at the Corporation's second annual meeting and Class III directors term shall expire at the Corporation's third annual meeting. At each annual meeting following ratification by the members of these Amended By-Laws, Directors elected to succeed those directors of the class whose term then expire shall be elected for a term of office to expire at the third succeeding annual meeting after their election. and until such Director's successor is elected, or until such director's earlier death, resignation or removal.

Section 2: Nominating Committee for Directors

No later than the regular September meeting of the Board, the Chairman shall appoint, subject to approval by the Board of Directors, a nominating committee of five (5) members of the Chamber.

The Board will appoint a Chairman of the Nominating Committee along with two (2) other directors and two (2) members.

Prior to the October Board meeting, the nominating committee shall present to the Board a slate of three (3) candidates to serve three-year terms to replace the Directors whose regular (three (3)) terms are expiring.

No Board member who has served two terms (excluding for this purpose only the initial Class 1 Directors one year term) may be eligible for a third term unless there has been a lapse of at least one (1) year since the prior term.

Upon receipt of the report of the Nominating Committee, the Board shall immediately notify the membership by mail or listing in the monthly newsletter, of the names of persons nominated as candidates for directors and the right of petition.

Additional names of candidates for Directors can be nominated by petition bearing the signature of at least one-fifth (1/5) of the 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.

If no petition is filed within the designated period, the nominations shall be closed and the slate of three (3) candidates shall be declared elected by the Board of Directors at its regular November Board Meeting.

If a petition shall present additional candidates, the names of all candidates shall be arranged on a ballot in alphabetical order. Instructions will be to vote for three (3) candidates only. The Board shall mail this ballot to all members in good standing at least fifteen (15) days before the November Board Meeting.

The ballots shall be marked in accordance with instructions printed on the ballot and returned to the Chamber office within ten (10) days. Ballots may be mailed and formatted electronically. The Board of Directors shall at its regular next Board meeting declare the three (3) candidates with the greatest number of votes, elected.

The Chairman of the Board shall appoint, subject to the approval of the Board of Directors, at least (3), but not more than five (5) judges who are not members of the Board of Directors or candidates for election. Such judges shall, as a committee of the Chamber, have complete supervision of the election, including the auditing of the ballots. The committee shall report the results of the election to the Board of Directors. The Chairman shall appoint a chairman of the committee.

Section 3: Vacancies

In the event of a vacancy among the elected directors, the Board may appoint a replacement subject to the approval of the two-thirds (2/3) vote of Board of Directors at any meeting of board. A director appointed to fill a vacancy shall be designated as Class I, II, or III in accordance with these By-laws, but shall hold office only until the next annual meeting (at which time, if such director wishes to continue serving, continued service if allowed shall be subject to re-nomination and re-election at such annual meeting for a term not to exceed the balance of the prior directors term) or until such director's earlier death, resignation or removal.

Section 4: Resignation and Removal from The Board of Directors

If a Board member shall find it necessary to resign from his/her position, the Board will accept such resignation. The Board may also remove member with by a vote of two-thirds (2/3) of directors entitled to vote and may fill a vacancy as set forth in Section 3 above.

Section 5: Duty of Board

The Board is responsible for establishing procedure, formulating and adopting policy of the Chamber. These policies shall be maintained in a policy manual, which shall be reviewed annually and revised as necessary. The Board may exercise all such powers of the Chamber and do all such lawful acts and things as are directed or required to be exercised or done by statute, the Articles of Incorporation, or these Bylaws.

Section 6: Staff

The Board may employ staff by vote at a special meeting of the Board of Directors. The Board of Directors shall fix the salary and other considerations of his/her employment.

Section7: Indemnity

To the maximum extent allowed by law, the Chamber may, by resolution of the Board, indemnify a director, officer, committee member, employee, or agent of the Chamber who was, is, or may be named defendant or respondent in any proceeding as a result of his or her actions or omissions within the scope of its, his or her official capacity in the Chamber. The Chamber may purchase and maintain at its expense, insurance on behalf of such persons to the fullest extent permitted by applicable law.

ARTICLE VI

Section 1: Executive Officers

Following the annual election of directors, the Board of Directors shall elect the Chairman, the Deputy Chairman, a Treasurer, Secretary and such other offices as deemed necessary. An Officer of the Board may be removed by a two-thirds (2/3) vote of the Board of Directors.

Section 2: Nominating Committee for Officers

The officers of the Chamber shall be elected from a slate nominated by the same nominating committee appointed by the Chairman to select the Board nominations.

Section 3: Term of Office and Vacancy

Unless removed as set forth herein, all officers shall serve for one year term or until their successors are selected and qualified. In the event of a vacancy in any of the offices, the Board may fill said vacancy by vote of two-thirds (2/3) of the Board of Directors. The appointed officer shall serve the office for the unexpired portion of the predecessor officer's term.

Section 4: Duties of Officers

a. Chairman. The Chairman serves as the chief elected and top ranking officer of the Chamber of Commerce and shall preside at all meetings of the membership, Board, and Executive Committee. The Chairman shall, with the advice and counsel of the Board, determine all committees, select all committee leaders, and assist in the selection of committee personnel, subject to approval of the Board.

b. Deputy -Chairman. The Deputy Chairman shall exercise the powers and authority and perform the duties of the Chairman in the absence, refusal, or inability of the Chairman to serve.

c. Vice-Chairmen. The Vice-Chairmen, if any, shall have such duties as the Board shall delegate.

d. Treasurer. The Treasurer shall be responsible for overseeing, monitoring and reporting to the Board regarding the funds received by the Chamber and for its proper disbursement. Such funds shall be kept on deposit in financial institutions or if otherwise invested, the investment must be approved by the Board. Unless otherwise authorized by the Board, checks over \$200.00 are to be signed by the Treasurer and by the Chairman, or such financial obligations shall be signed by any two (2) officers listed on the Chamber's bank signature card. The Treasurer shall cause monthly financial reports to be made to the Board.

e. Secretary. The Secretary shall: (a) Give or cause to be given all notices as provided in the Bylaws or as required by law; (b) Take minutes of the meetings of the members and of the Board of Directors and keep the minutes as part of the corporate records; (c) Maintain custody of the corporate records and of the seal of the Chamber; (d) Keep a register of the mailing address of each Director, officer, and employee of the Chamber; (f) Perform duties as assigned by the Chairman or by the Board of Directors; and (g) Perform all duties incident to the office of Secretary.

Section 5: Executive Committee

The Executive Committee shall be made up of the officers of the Board of Directors and shall act for and on behalf of the Board of Directors at the written direction of the Board when the Board is not in Session and shall be accountable to the Board for the Executive Committee's actions.

Section 6: Meetings

The Executive Committee shall meet from time to time as called by the Chairman or any three members of the Committee.

ARTICLE VII

Section 1: Committees

The Chairman shall, with the advice and counsel of the Board, determine all committees, select all committee leaders, and assist in the selection of committee personnel, subject to approval of the Board

Section 2: Limitation of Authority

No action by any member, committee, 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. Committees shall be discharged by the Chairman when their work has been completed and their reports accepted, or when in the opinion of the Board, it is deemed wise to discontinue the committees and/or divisions.

Section 3: Termination of Status

The Board of Directors, in its sole discretion, may terminate the existence of or its relationship with any of the divisions, bureaus, departments, counsels, subsidiary corporations or committees. The Board may, according to applicable law, combine, reorganize, or redefine any of such entities as the Board deems to be in the best interest of the Chamber.

ARTICLE XIII

Section 1: Audit of Financials

Accounts and procedures will be examined semi-annually by the Executive Committee and an audit may be requested by the Executive Committee if deemed necessary.

Section 2: Budget

As soon as possible after the election of the new Board of Directors and officers for a fiscal year, the Executive Committee shall submit a budget for the forthcoming year to the Board of Directors for adoption.

Section 3: Revenues and Disbursements

Upon approval of the budget, disbursements may be made on accounts and expenses provided for in the budget without additional approval by the Board.

ARTICLE VII

Section 1: Parliamentary Procedure

The proceedings of the Chamber shall be governed by and conducted according to the latest edition of Robert's Rules of Order, except as otherwise provided herein or as may be determined by the Board of Directors.

ARTICLE IX

Section 1: Amendments

These by-laws may be altered, amended or repealed and new by-laws may be adopted by a two thirds (2/3) vote of the Board of Directors, or by a majority vote of those members present at any regular or special membership meeting of the Long Beach Chamber of Commerce, provided notice of the meeting includes the proposals for such changes. Proposed changes 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 considered.

ARTICLE X

Section 1: Dissolution

Upon dissolution, all Chamber assets shall be distributed to one or more charitable, educational, scientific or philanthropic organization(s) qualified as exempt from taxes under Section 501(c)(3) of the Internal Revenue Code, or, as permitted by the Treasury Regulations governing the Chamber, to one or more organizations qualified as exempt from taxes under of the Internal Revenue Code that serves similar purposes as this Chamber. Any recipient organization and the manner and extent of distribution shall be determined by the Board of Directors according to New York law. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Chamber is then located, exclusively for such purposes or to such organization or organizations (or to the federal government, or to a state or local government, for a public purpose), as said Court shall determine.

CERTIFICATE OF SECRETARY

I hereby certify that I am the duly elected and acting Secretary of the Chamber and that the foregoing Bylaws constitute the Bylaws of the Chamber as duly adopted and made effective by the Board of Directors at a meeting held on _____, 2016.

DATED: _____, 2016
