

SECRETARY'S CERTIFICATE OF ADOPTION OF RESOLUTION

I, the undersigned, am the duly elected Secretary of Long Beach Chamber of Commerce, Inc. a not-for-profit corporation organized pursuant to the laws of the State of New York.

In accordance with the authority vested in me, I hereby certify that the following constitutes a true copy of a resolution duly adopted, and not subsequently rescinded or modified, by the Board of Directors of the aforesaid corporation in accordance with the corporate By-Laws and recorded in the minutes of the meeting of the said Board of Directors duly held on August 9, 2016, at which a quorum was present.

RESOLVED, that the By-Laws of the Long Beach Chamber of Commerce shall be amended pursuant to Amended By-Laws dated August 9, 2016 which are attached hereto.

RESOLVED, that there shall be three classes of directors, to wit, Class I, Class II, and Class III. The number of directors shall be divided as equally as reasonably possible among the three Classes.

RESOLVED, that all parties doing business with the Chamber must present a proposed contract to the Board for review and consideration by the Board and its legal counsel, if necessary. The Board must approve every contract by a two-thirds (2/3) vote. All contracts shall be signed by the Chairman and one other Director in order to legally bind the Chamber.

RESOLVED, that the financial year of the Chamber shall run from January 1st thru December 31st and shall run concurrent with the Board's elections. Officers will take office January 1st thru December 31st of each calendar year. The Chamber shall hire a Certified Public Accountant, after interviewing at least 3 Certified public Accountants. In selecting the CPA, the Board shall obtain references and choose a CPA who has experience in representing not for profit community organizations. The financials will be reviewed on annual basis and a report of same will be available for inspection by the members, upon written request. A budget shall be prepared and presented to the Board no later than the first (1st) day of December of each

year. The budget shall be made available for any member to inspect, upon request.

RESOVLED, that no member, officer or Board member shall be entitled to receive any payment of compensation of any kind or manner or services rendered to the Chamber in his or her capacity as a member, officer of Board member. Nothing herein shall prohibit a member, officer or Board member from being reimbursed for legitimate expenditures made on account or on behalf of the Chamber, provided any expenditure over \$200.00 is approved by a two-thirds ($\frac{2}{3}$) vote of the Board. Board members who offer products or services as part of their business shall be permitted to provide these products or services to the Chamber for compensation, but the Board must obtain at least two (2) bids from other businesses that provide similar products and services. They need not be members to be included in the bidding process. The Board shall select the most qualified candidate for the needed service or product, without giving preferential treatment to any board member that may be in a similar competing service or business to a non-Board member.

CERTIFICATE OF SECRETARY

I hereby certify that I am the duly elected and acting Secretary of the Chamber and that the foregoing Resolution constitute the Resolution of the Chamber as duly adopted and made effective by the Board of Directors at a meeting held on August 9, 2016.

DATED: As of August 9, 2016

Ian Danby, Secretary

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RESOLVED, that the initial directors and officers of the Chamber shall be:

Class 1

Ian Danby, Secretary
Philip Beck
Kelly Sullivan
Darren Solotoff
Marty Goldenberg

Class 2

Joseph Lee
Fran Adelson
Paul Leone
Leah Tozer
Allen Finchley

Class 3

Jenny Montiglio
Jamie Lynch, Deputy Chairman
Les Jacobs, Treasurer
Jamie Shaw
Brian Bergman, Chairman

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