

NASSAU COUNCIL OF CHAMBERS OF COMMERCE

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BY-LAWS OF THE NASSAU COUNCIL OF CHAMBERS OF COMMERCE INC.

ARTICLE I

NAME OF THE ORGANIZATION

This organization is incorporated under the Not-For-Profit Corporation Law of the State of New York and shall be known as the Nassau Council of Chambers of Commerce, Inc., maintaining a legal d/b/a as NCCC (hereinafter referred to as the “Corporation”). The corporation shall have its principal office in Nassau County, New York, at a place to be determined from time to time by the Board of Directors.

ARTICLE II

MISSION STATEMENT

The mission of the Corporation is to advance the commercial, industrial, educational, civic and general interests of Nassau County businesses, with an understanding and belief that small business is the bedrock of the Nassau County business community and to promote their quality of life by presenting forums wherein the members can coordinate activities and share information; providing information and educational services to its members; presenting to the general public and governmental decision makers, the opinions and concerns of Nassau County’s business community; acting as an advisory and support group to all of the Chambers of Commerce of Nassau County; supporting businesses whether it be directly and/or through Chambers of Commerce; and conducting any and all activities which may be necessary, useful or desirable for the furtherance, accomplishment or attainment of the foregoing mission.

ARTICLE III

MEMBERSHIP

Section 1. Chamber Membership

Any duly organized Chamber of Commerce that exists within Nassau County may be eligible for this type of membership in the Corporation upon (1) the approval of a resolution by the Board of Directors as provided in Article IV and (2) the designation of an individual, subject to the continuing approval of the Board of Directors, who shall represent the member concerning any and all affairs of the Corporation and who shall have the sole vote within the Corporation for his or her Chamber; the designated person may be an elected officer or board of director of the corporation or one of its general members; said member must be a member in good standing of his or her respective Chamber. A Chamber Member’s designated individual may be dismissed as a representative of that Chamber upon a 2/3 vote of the Board of Directors. Thereafter the Chamber shall designate a new representative to act on behalf of the Chamber. To remain a member of the Corporation, dues must be current. Each Chamber Member shall have one vote.

Section 2. Associate Membership

The Board of Directors shall have the power to accept membership of any business affiliate to become an Associate Non-Voting Member of the Corporation upon terms and conditions adopted by the Board of

Directors, which shall include the amount of the yearly dues, which must be paid and kept current in order to maintain membership.

Section 3. Corporate Membership

The Board of Directors shall have the power to accept membership of individual corporate entities as Non-Voting Members. Dues, as established by the Board of Directors, must be paid and kept current in order to maintain membership. The membership would run for twelve (12) months from the date that it was approved by the board - not a calendar year.

Section 4. Dues

The Board of Directors of the Corporation shall set the annual dues for all types of membership at its first meeting of its administrative year. All dues must be current prior to participation in any activity of the Corporation. The Board shall have the discretion to reduce or waive the dues of any member, upon request of the Member and on a case-by-case basis. Only fully paid members shall maintain voting privileges.

The Fiscal year for the Corporation shall be January 1 – December 31.

If any member fails to pay their annual dues within one (1) month after the due date, written notice shall be given to said member by the Board of Directors. If the member continues to remain delinquent after two (2) months after the due date, a vote shall be taken by the Board to determine whether the membership should be terminated.

Section 5: Suspension and Expulsion

Any Member may be suspended or expelled for cause by resolution passed by two-thirds (2/3) of the Board of Directors at any meeting called for that purpose. Such member will be entitled to twenty (20) days' prior notice of the meeting and shall be entitled to appear at the meeting in order to address the claims constituting grounds for suspension or expulsion.

Suspended Members shall not be permitted to attend any Corporation events. Expelled members may apply for re-admission no earlier than one (1) year after the expulsion.

ARTICLE IV

GENERAL MEETINGS

General Meetings of the Corporation shall take place once every month at a time and location set by the President. The time for holding General Membership meetings should be on the last Thursday of each month, but may be changed by the Executive Committee, at their discretion.

At a General Meeting of the membership, the order of business shall be as determined by the President.

Roberts Rules of Order shall govern the proceedings for a General Membership meeting.

Special meetings of the General Membership may be called with at least ten (10) days' notice to the General Membership by the President at the request of ten (10) members in writing, specifying the subject of the meeting. However, if in the opinion of the Executive Board, a matter requires immediate action, a notice of a special meeting may be sent to each member by email, no less than forty-eight (48) hours before the time the meeting is to be held.

Each designated representative of a Chamber Member as set forth in Article III, Section 1 shall have one vote.

At the beginning of each calendar year, a notice should be provided to all Board Members and the General Membership with a schedule of the dates, and times of meetings for the year. This notice is to serve as a general guideline, as new events can be added and/or changed by the Executive Board at any time, upon due notice.

At all General Membership meetings, one more than half of the Chamber Members shall constitute a quorum for the transaction of business. Unless otherwise required hereunder, all votes of the Chamber Membership shall be by simple majority.

ARTICLE V

THE GOVERNMENT OF THE CORPORATION

Section 1. Board of Directors

The government of the Corporation, the direction of its work, and the control of its property shall be vested in the Board of Directors, consisting of a minimum of seven (7) Directors and a maximum of ten (10) Directors plus the elected officers of the Corporation. All Directors and Officers must be representatives of a Chamber Member and were to have served for at least one (1) term on that Chamber's Executive Board. The Executive Board shall have the discretion to invite additional individuals to attend Board Meetings as participants but without a vote.

The Board of Directors shall have the power, upon recommendation of the President, to fill vacancies among the elected Directors and Officers until the next election.

The Board of Directors shall have the power to promulgate and enact rules and regulations dealing with membership, conduct activities, special events, dispute resolution, or any other matter concerning Corporation business which rules and regulations shall be binding upon the membership of the Corporation.

No member of the Board shall be held personally liable to the Corporation, to any member thereof, or to any member of the public for any acts committed or carried out on behalf of the Corporation or in furtherance of Corporation business and policy. The Corporation shall indemnify and hold harmless any member of the Board for all such actions including the costs of any defense and payment of any damages as a result of any lawsuit or otherwise that may be brought against such Board member by any person or entity.

Section 2. Board Meetings

The Board of Directors shall meet once every month, on a date to be determined by the President, or upon written request of any five (5) Directors on such other date as shall be stated in the request, upon seven days' prior notice. An Emergency Meeting may be held by email notice or by telephone notice to all Board Members at the direction of the President, upon three days' prior notice.

At meetings of the Board, except special or emergency meetings, the order of business shall be as follows: (a) Acceptance of Minutes and Treasurer's Report (b) Report of Committees (c) Old Business (d) New Business (e) Good and Welfare (f) Adjournment.

Robert's Rules of Order shall govern the proceedings for all Board meetings

In order to encourage free and open discussion and exchange of ideas and opinions at Board meetings, all discussions and/or business conducted at these meetings shall remain confidential in nature. Minutes shall be taken by the Secretary, or an alternate chosen by the President if the Secretary is not available.

Recording devices, of any type, are prohibited, unless a vote of the Board approves the use of recording device(s) at a particular meeting. An approval at one meeting does not extend to any future meetings.

Any act required or permitted to be taken by the Board of Directors must be in the form of a resolution or motion. The Board of Directors must approve the resolution or motion by a majority vote. Any resolution or motion so adopted shall be filed with the minutes of the Board of Directors meetings, together with the names of the Directors who voted in favor or against the resolution, including those who chose to abstain.

Section 3. Quorum for Board Meetings.

At all meetings of the Board of Directors, one more than half of the entire voting Board shall constitute a quorum for the transaction of business. Except as otherwise provided by law or these By-Laws, at any meeting of the Board of Directors at which a quorum is present, the vote of the majority of the Directors present at the time of the vote shall be the act of the Board of Directors. Any member who abstains will not be counted regarding a majority of votes. Nothing in these By-Laws shall prohibit a meeting of the Board of Directors from proceeding if a quorum is not present, except no actions by the Corporation may be approved at such a meeting. Absentee or Proxy voting is prohibited.

The absence of any elected member of the Board within their current term for two (2) meetings without being excused, or three (3) consecutive meetings, or four (4) meetings in total shall be treated as cause for removal from the Board. Such option shall be exercised by the Board at a meeting called for such purpose by resolution passed by two-thirds (2/3) of the Board at such meeting. It shall be the duty of the Secretary to notify said member of the pending resolution and give the Board Member an opportunity to be heard at the next regular Board meeting either in person or via letter. The Board member shall be given written notification of the decision. A leave of absence will be honored up to six months maximum at the discretion of the President.

ARTICLE VI

OFFICERS

Section 1. The Officers of the Corporation

The officers of the Corporation shall consist of a President, a First Vice President, a Second Vice President, a Secretary, a Treasurer and the Immediate Past President if able to serve.

The elected officers of the Corporation shall constitute the Executive Board, which shall be responsible for the day-to-day operations of the Corporation. No member of the Executive Board may hold office without first having been a board Director for at least one year.

Section 2. President

The President shall preside at all meetings of the Board of Directors and shall generally supervise the affairs of the Corporation. He or she should keep the members fully informed concerning the affairs of the Corporation. He or she shall have the power to sign alone, unless the Board of Directors specifically requires additional signatures, in the name of the Corporation, all contracts authorized either generally or specifically by the Board

of Directors. The President shall have other powers and perform such other duties as the Board of Directors may from time to time prescribe.

Section 3. First and Second Vice President

The First Vice President shall be the Chairperson of the Program Committee, and the Second Vice President shall be the Chairperson of the Membership Committee. The First and Second Vice Presidents shall have such other powers and or other duties as the Board of Directors may from time to time prescribe. In the absence or inability of the President to act, the First Vice President shall perform all the duties and may exercise any of the powers of the President.

Section 4. Secretary

The Secretary shall record and maintain the minutes of the Corporation at its Board Meetings and General Meetings, maintain attendance lists of Board and General Membership meetings, submit minutes to all Board members prior to each regular monthly Board Meeting.

Section 5. Treasurer

The Treasurer shall have the care and custody of and be responsible for all the funds and securities of the Corporation and shall attend to all financial business and deposit all monies to its credit in a bank selected by the Board of Directors. He or she shall endorse all checks drawn to the Corporation as Treasurer, drawn on the bank in which the funds are deposited and to the order of the person or company to whom such payment is made.

He or she shall render a statement of the condition of the finances to the Board at their regular monthly meetings and to the General Membership as directed by the Board. He or she shall oversee the proper and correct books of accounts, which shall be subject to the inspection of the Board. The account may be audited by a committee to be appointed by the President. He or she shall do and perform all other duties pertaining to the office of the Treasurer.

All checks drawn on behalf of the Corporation over \$1,000 shall require two signatures, that of the Treasurer and/or the President, and/or First Vice President. An outside accounting service shall be available to assist in confirming and maintaining the books and records. Subject to Board approval and usual and customary banking regulations, the signature of the President or Treasurer is all that is required on checks written under \$1,000.

Section 6. Immediate Past President

The Immediate Past President shall be responsible for assisting the Incoming President in matters of Corporation business. This assistance will serve as guidance during the first year's term of the Incoming President at the President's discretion. If the Immediate Past President is unable to serve, then that office will remain vacant.

Section 7. Term of Office

Members of the Board shall be elected for a term of two years. The term of office for each Officer and other Board Members shall commence on January 1 and shall end on December 31 of the following year.

ARTICLE VII

COMMITTEES

Section 1. Committees of the Board.

The President, with Board approval shall have the authority, from time to time, to create and staff committees for such purposes as he or she deems necessary. Committees shall serve for such terms and upon such conditions as directed by the President and shall report directly to the President but be accountable to the Board. The Chairperson of each committee shall be a member of the Board Directors.

There shall be the following sitting committees: a Program Committee chaired by the First Vice President, a Membership Committee chaired by the Second Vice President, a Legislative Committee chaired by a board member appointed by the President, and a finance committee chaired by a board member appointed by the President, but not the Treasurer

Section 2. Nominating Committee

There shall be established by the Board of Directors at its May meeting of any year that elections of Officers are to be held, a Nominating Committee consisting of five (5) members of the board chaired by the Immediate Past President of the Corporation. If the Immediate Past President is unable to serve, a chairperson shall be designated by the Board, two members selected from the Board by the Board and two members from the Board chosen by the current President.

No later than the July meeting of the Board of Directors, the committee shall report on its recommendations for the Slate of Officers and Directors. The Board of Directors shall vote on the Slate of Officers at the July Board of Directors meeting. Once approved, the Slate of Officers and Directors shall be presented at the General Meeting in September and notice of the Slate of Officers and Directors shall be provided to each member chamber no later than August 15th.

The notice shall specify that the recommendations of the Nominating Committee are not binding on the membership, and other individuals may be nominated for election at least ten (10) days prior to the General Membership meeting in September.

All nominees shall maintain a personal and professional background consistent with the Corporation's Code of Conduct.

Section 3. Compensation

No member of a committee or subcommittee of the Corporation shall receive, directly or indirectly, any salary or compensation for any service rendered to the Corporation except that the Board of Directors may authorize reimbursement of expenditures reasonably incurred on behalf of activities for the benefit of the Corporation.

ARTICLE VIII

CONTRACTS, CHECKS, BANK ACCOUNTS AND INVESTMENTS

Section 1. Checks, Notes and Contracts

The Board of Directors is authorized to select the bank or depositories it deems proper for the funds of the Corporation. The President, First Vice President and/or Treasurer shall be authorized to sign checks on behalf of the Corporation and to sign drafts or other orders for the payment of money, acceptances, notes or other evidence of indebtedness, to execute and deliver other documents and instruments. Only Officers shall have Signature power over any Corporation accounts, Contracts or agreements can only be authorized by authorized signatures with board approval.

Individual expenditures of up to \$1,000.00 may be authorized by the President and such expenditures shall be disclosed to the Board as soon as practicable. Individual expenditures in excess of \$1,000.00 may only be authorized by Executive Board action and reported to the Board of Directors as soon as practicable. Individual expenditures that are part of a contract that has been approved by the board do not have to go through this procedure.

Section 2. Fiscal Year

The Corporation shall operate on a calendar year and file such tax returns and other filings as are required of it by the appropriate governing authorities.

Section 3. Subsidiaries

The Board of Directors may determine to form subsidiary corporations for a not-for-profit purpose.

Section 4. Products and Services

Board members who offer products or services as part of their business shall be permitted to provide these products or services to the Corporation for compensation. However, the Board shall use due diligence in assuring that opportunities to provide these products and services be fairly extended to all Corporation members in good standing who offer similar products and services.

ARTICLE IX

OFFICE AND BOOKS

Section 1. Office and other Facilities

The office of the Corporation and any of its facilities shall be located at such place as the Board of Directors may, from time to time, determine.

Section 2. Books

There shall be kept at the office of the Corporation correct books of account(s) for the activities and transactions of the Corporation, including a minute book, which shall contain a copy of the Certificate of Incorporation, a copy of these By-Laws and all minutes of meetings of the Board of Directors.

ARTICLE X

AMENDMENTS

Section 1. The Certificates of Incorporation of the Corporation, as well as these By-Laws, may be amended by Board resolution adopted by a two-thirds majority vote of the Board followed by a two-thirds majority vote of the Chamber Membership at a subsequent General Meeting. A By-laws committee can be formed only when the President is given the power by the Board to do so.

Section 2. These amended By-Laws shall become effective on the first of the month following the date approved by the Chamber Membership and shall supersede any By-Laws previously in effect.

Section 3. Whenever these By-Laws do not address a particular issue, Robert's Rules of Order shall be consulted and followed.

ARTICLE XI

INDEMNIFICATION

The Corporation shall, to the fullest extent now or hereafter permitted by law, indemnify any person made, or threatened to be made, a party to any action or proceedings by reason of the fact that he or she, his or her testator or intestate was a director or officer of the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees. The Corporation may, upon a duly authorized resolution of the Board of Directors and to the fullest extent now or hereafter permitted by law, indemnify any person made, or threatened to be made, a party to any action or proceeding by reason of the act that he or she, his or her testator or intestate was an employee or agent of the Corporation, against judgments, fines, amounts paid in settlement or reasonable expenses, including attorneys' fees.