**BY-LAWS OF THE BREWSTER CHAMBER OF COMMERCE, INC.**

(As amended October 3, 2007, and edits done 2016, 2017, 2018, 2024, 2026)

**Mission Statement (amended 2024)**

Brewster Chamber of Commerce is a not-for-profit organization striving to enrich business, community, and industrial growth & development in the Village of Brewster, New York, and the Town of Southeast, New York, and surrounding communities in Putnam County.

THE BREWSTER CHAMBER OF COMMERCE, INC.

ARTICLE 1 - NAME

This organization is incorporated under the laws of the State of New York and shall be known as The Brewster Chamber of Commerce, Inc. ("the Chamber").

ARTICLE II - OBJECTIVES

Section 1. The objective of the Chamber shall be to advance business, industrial and community growth in the Village of Brewster ("Brewster"), the Town of Southeast ("Southeast") and surrounding communities in Putnam County.

Section 2. The Chamber shall be non-profit, non-partisan and non-sectarian and shall take no part in, or lend its support to the election or appointment of any candidate to any public office.

ARTICLE III - MEMBERSHIP

Section 1. Membership shall be open to any reputable person, association, estate, corporation, partnership or other business, civil, or professional having an interest in the objectives of the Chamber. Any person, firm, association or corporation eligible for membership may acquire more than one membership by undertaking to pay annual dues for each such membership and by following the approval process for each membership/application.

Section 2. Applications for membership must be accompanied by payment of the membership fee and be approved by a majority vote of the Board of Directors (hereinafter sometimes referred to as "The Board"). The membership fee will cover the dues for one year from the time membership is approved. (i.e. Membership that is approved February 1st will be up for renewal February 1st of the following year).

Section 3. Members of the Chamber should be conscious of the image of the Chamber as a community organization and act in a manner to uphold that image. Members understand that they are expected to transact business in a professional and lawful manner and that civic pride and sense of community should be a factor in the actions of member businesses. Since networking and customer referrals between businesses are an important part of the Chamber's reason for existence, it is expected that members will conduct themselves in a manner worthy of the trust of other members should they choose to make such referrals.

Section 4. Membership in the Brewster Chamber of Commerce shall not constitute automatic approval or sponsorship of the business or private activities of a member business. Any member who wishes to use the Chamber name in any way must seek the written approval of a majority of the Board of Directors.

Section 5. The Board of Directors may expel a member from the Chamber by a two-thirds vote of all Directors serving on the Board after written notice has been given to the member of the charges on which such action is based. Said member shall be entitled to a hearing before the Board before such action is taken. If such members wish a hearing, they must notify the Chamber office within thirty days of the receipt of such written notice.

Section 6. Honorary Membership: People who have served with distinction in public affairs, currently serve in Civil Service positions (Police, Sheriff, Fire Departments), School District representatives and/or have made exceptional contributions to the Chamber shall be eligible for and may be granted honorary membership in the Chamber. The Board of Directors may grant honorary membership to such persons by a 2/3 vote of all directors serving on the Board. Honorary memberships shall be conferred at the annual meeting following said vote, and honorees will be notified each year upon Board review. Honorary members shall have all the rights and privileges of members for a term to be determined by the Board of Directors, except the right to vote, and shall be exempt from the payment of dues.

## ARTICLE IV - DUES

Section 1. Annual membership dues shall be determined by a two-thirds vote of the Board of Directors and shall be due and payable annually on the first day of the month of initial membership commencement.

Section 2. If the dues of any member remain unpaid for ninety days after the due date, the membership of such member may be canceled and only reinstated upon payment of all dues. A member who is past due on their annual fees shall be notified 30 and 60 days after lapse with reminders to pay their dues. At the 90-day mark, members will be removed from the Chamber as a member, including all Chamber member benefits.

Section 3. The Board reserves the right to increase annual membership dues at any time. The Board and the Chamber will notify members of increases through our monthly newsletter.

## ARTICLE V - BOARD OF DIRECTORS

Section 1. The Chamber shall be governed by a Board of Directors consisting of seven members.

Section 2. To be eligible to be a director, a person must have been a Chamber member in good standing for at least one year or agreed upon at the Board's discretion. No person holding any elective office in Putnam County shall be eligible to be a director.

Section 3. Board members will be elected for a Two-Year term with one-third elected each year. This is retroactive for Board Directors elected at the 2026 elections.

Section 4. The new Board of Directors shall be elected at the annual meeting which will normally be held in November and take office in January.

Section 5. Vacancies on the Board of Directors shall be filled by a majority vote of the Board of Directors to fill the unexpired term of the position.

Section 6. The Board of Directors shall normally meet once a month at a time and place they shall determine.

Section 7. Three absences in a calendar year of regularly scheduled Board Meetings will be considered an indication that the Director is unable to serve on the Board and the Board may, at its option, terminate such Director's membership on the Board.

Section 8. Special meetings of the Board of Directors may be called at any time by the President or by a majority of the Board. Board members will be notified of such meetings in person, by phone, by first class mail or by e-mail.

Section 9. A majority of the Board of Directors shall constitute a quorum for the transaction of business.

## ARTICLE VI - OFFICERS AND DIRECTORS

Section 1. The Board of Directors shall, at the Board meeting immediately following the annual meeting elect from their number, a President, Vice-President, Secretary and Treasurer. These individuals are to assume responsibilities and be announced as of the following member meeting.

Section 2. A vacancy in the office of President shall be filled by the Vice- President.

Section 3. Vacancies in the office of Vice-President, Secretary or Treasurer shall be filled by the Board of Directors from their number at the next meeting after the vacancy occurs. In the event of a temporary leave of absence of an officer, the remaining members of the Board may elect an acting replacement, until such time the elected officer returns.

Section 4. Removal of officers and directors. Any officer or director may be removed from office for actions detrimental to the Chamber by a two-thirds vote of the entire Board at a special meeting called for such purpose.

## ARTICLE VII - DUTIES OF THE OFFICERS

Section 1. President. The President shall preside at all meetings of the Chamber and the Board of Directors. The President shall appoint all committee chairs needed to facilitate the work of the

Chamber at the first meeting of the year in January. This will be held as a discussion and appointment if deemed necessary to fill all positions.

Section 2. Vice President. The Vice President shall preside at meetings of the Chamber and the Board of Directors and perform the other duties of the President when the President is absent or incapacitated. The Vice President will work closely with the President on all Chamber matters. The position of Vice President, although not required, shall serve as a grooming to become the next Chamber President.

Section 3. Treasurer. The Treasurer shall be responsible for safeguarding the funds of the Chamber and overseeing their disbursement. Chamber funds shall be deposited in an account or accounts in financial institutions approved by the Board. The Treasurer shall also be responsible for seeing that a monthly financial report is made to the Board.

Section 4. Secretary. The Secretary shall be the custodian of the seal and shall attest to all official papers. The Secretary shall oversee and retain all Chamber Board meeting minutes.

Section 5. Executive Director. The Executive Director shall keep all records of the Chamber, handle correspondence and perform such other duties as are directed by the Board of Directors. The Executive Director shall also notify the membership of general meetings and Board members of Board meetings and prepare the minutes of Board meetings.

Section 6. Committees of the Board. Members of the Board of Directors must elect to be on one Chamber committee, and volunteer or designate a Committee Chair. Board members may also invite current and good standing Chamber members (non-Board members) to participate on the following committees:

-**Membership/By-Laws:** Oversees New Member Outreach, Recruitment of New Members, and Reviewing/Updating Chamber By-Laws

-**Scholarship:** Oversee fundraising efforts to fund our Brewster High School graduating seniors scholarships. The yearly goal to be funded is $5,000 annually. The committee chair is to be a liaison between Brewster HS Representative and the Chamber Board

-**Marketing/Social Media:** The Brewster Chamber of Commerce's Social Media and Marketing Committee’s goal is to promote the chamber and its members through digital platforms and other marketing strategies. The committee focuses on creating engaging content and developing a social media outreach plan to boost the chamber's online presence. Their goal is to attract new members, promote member businesses, highlight chamber and community events, and increase traffic and engagement on social media and the website.

-**Membership Events:** The Events Committee's main goal is to create and foster in-person networking opportunities for our members, with each other, as well as the greater Brewster community.

Ad hoc committees may be appointed for projects or concerns deemed appropriate by the President with the approval of the Board of Directors.

## ARTICLE VIII - FINANCES

Section 1. Fiscal year. The fiscal year of the Chamber shall run from January 1st to December 31st unless otherwise specified by the Board.

Section 2. Funds. All money paid to the Chamber shall be placed in a general operating fund except for money subscribed to or contributed for a specified purpose. Such funds shall be placed in a separate fund for such purposes, (i.e. monies raised for the Scholarship Fund). Chamber funds shall be kept on deposit in financial institutions or invested in securities as permitted by law and approved by the Board.

Section 3. Annual Budget. A detailed annual budget which sets forth expenditures by category for the forthcoming year shall be developed by the Treasurer with the assistance of the Executive Director and approved by the Board at the February Board meeting for the current year, or at the November Board meeting for the upcoming year.

Section 4. Disbursements. All expenditures shall be by check, electronic payment, or debit card. Disbursements of less than $500 which have been provided for in the annual budget may be approved by the Executive Director. Expenditures and transfers of funds in excess of $500 which have been provided for in the annual budget shall be countersigned by one (1) signer with the verbal approval of one (1) additional Board member.

Section 5. No appropriation of money or other property of the Chamber shall be made except to defray the legitimate expenses of the Chamber.

Section 6. Annual Examination. The accounts of the Chamber shall be examined annually as of the close of the fiscal year by a certified public accountant or other qualified professional selected by the Board. The report shall be presented to the Board upon completion and be available to members for examination.

## ARTICLE IX - GENERAL MEETINGS

Section 1. All meetings shall be held at a location designated by the Board of Directors of the Chamber.

Section 2. The annual meeting of the Chamber shall be held on the third Wednesday of November or at such other time as may be specified by the Board of Directors.

Section 3. Meeting of the Membership. There shall be at least ten meetings of the membership each year. The time and place of membership meeting shall be determined by the Board of Directors and will normally be held on the same day of the week each month, during the third week of the month except in the case of conflicting holidays or joint meetings with other Chambers in which case the meeting date will be set by the Board.

Section 4. Special Meetings. Special meetings of the membership may be held whenever the Board deems it advisable.

Section 5. Notice of Meetings. Notice of the annual meeting and any special membership meetings shall be emailed in the Chamber's monthly newsletter, and in other emails specifically as it pertains to that meeting, its purpose, time, date and location.

Section 6. The members in attendance at any regular or special meetings of the membership shall constitute a quorum.

Section 7. Any member who wishes to have an item placed on the agenda of a meeting must notify the Board thirty days in advance in writing. Members must provide specific agenda item and justification in notification.

## ARTICLE X - ELECTIONS

Section 1. On or before the September meeting of the Board, the President shall appoint a nominating committee consisting of two Board members and three members of the Chamber at large. The President shall appoint a Chairman of the nominating committee who shall present a list of at least as many candidates as are needed to fill open positions, all of whom are members in good standing and have expressed their willingness to accept the responsibilities of being a director. Nominations from the floor may be made at the October membership meeting.

Section 2. The nominating committee shall have charge of the distribution, collection and counting of ballots. The judges will also be responsible for disqualifying any unqualified member who attempts to cast a ballot. The Executive Director shall be a part of the distribution of the ballot through member communications.

Section 3. Members of the Board shall be elected by ballot prior to the November membership meeting and shall take office at the meeting in January.

Section 4. Method of Vote. All voting shall be by digital ballot with one vote per member prior to the November membership meeting. The nominees who receive the highest number of votes shall be declared directors.

## ARTICLE XI - RULES

Chamber meetings shall be governed by and conducted according to the latest edition of "Robert's Manual of Parliamentary Rules".

## ARTICLE XII - AMENDMENTS

These by-laws may be amended by a two-thirds vote of those present at any regular or special meeting of the Board providing notice of the proposed changes has been mailed and/or emailed to each Board member not less than ten days prior to such meeting.

## ARTICLE XIII - ORDER OF BUSINESS

Approve the minutes of the previous meeting.
Report of the President
Report of the Treasurer
Report of the Executive Director
Report of standing and special committees.
Old Business
New Business
Adjournment