BYLAWS
of
CROTON-ON-HUDSON BUSINESS COUNCIL, INC.
As of August 19, 2024 (“Effective Date”)

ARTICLE I. NAME

The name of the Corporation shall be **Croton-on-Hudson Business Council, Inc**. and it is sometimes referred to in these Bylaws as the “**Corporation**”.

ARTICLE II. PURPOSES

2.1. The purposes for which the Corporation is formed are those set forth in its Certificate of Incorporation, as from time to time amended. Namely, to promote the common business interest of its members and to improve business conditions within its industry or trade. The Corporation is not formed for pecuniary or financial gain, and no part of the assets, income, or profit of the Corporation is distributable to, or inures to the benefit of its directors, officers, or other private persons except to the extent permitted under the Not-for-Profit Corporation Law of the State of New York and the Internal Revenue Code Section 501(c)(6).

2.2. The Corporation shall not engage in regular business of a kind ordinarily carried on for profit, except as an insubstantial part of its activities.

2.3. The Corporation may engage in activities to influence legislation to the extent that such activities are permissible under Section 501(c)(6) of the Internal Revenue Code.

2.4. In the event of dissolution of the Corporation, the assets of the Corporation shall be distributed exclusively for the purposes of the Corporation in such manner, or to such organization(s) that are qualified as exempt under Section 501(c)(6) of the Internal Revenue Code, or corresponding provisions of any future federal tax code.

ARTICLE III. BASIC POLICIES

3.1. The Corporation shall be nonsectarian and nonpartisan.

3.2. The name of the Corporation or the names of any members, if any, in their official capacities shall not be used in any connection with a commercial concern or with any partisan interest or for any purpose not appropriately related to the promotion of the objects of the Corporation.

3.3. The Corporation may cooperate with other organizations whether governmental or private and agencies, but persons representing the Corporation in such matters shall make no commitments that bind the Corporation unless authorized by the Board of Directors.

3.4. The Corporation may adopt and implement a Conflict of Interest Policy, ensuring that any potential conflicts are disclosed and addressed appropriately.

ARTICLE IV. MEMBERSHIP AND DUES.

4.1. The Corporation may, but is not required to, have members. Membership in the Corporation shall be open to individuals, partnerships, corporations, or other entities that subscribe to the purposes and basic policies of the Corporation. Membership classes may include, but are not limited to, Individual Members, Corporate Members, and Honorary Members. The Board of Directors shall define the rights, privileges, and responsibilities associated with each class of membership. Such action by the Board of Directors may be taken without the need for a formal amendment to the bylaws. Any such alteration, amendment, suspension, or repeal of the bylaws shall be effective upon the date of the written consent unless otherwise specified therein.

4.2. Should the Board of Directors deem it in the best interests of the Corporation to institute a formal membership structure, the following shall apply:

(a) The Corporation shall conduct an annual enrollment of members, but persons or entities may be admitted to membership at any time, subject to the approval of the Board of Directors.

(b) Membership dues shall be determined by the Board of Directors and may vary according to the type of membership.

(c) Only members in good standing shall be eligible to participate in the Corporation’s business meetings or serve in any of its elective or appointive positions.

(d) Membership Termination: Membership may be terminated by the Board of Directors for failure to pay dues, violation of the Corporation's policies, or conduct detrimental to the Corporation. The affected member shall be given written notice of the termination and the reason for it and shall have the right to appeal the decision to the Board of Directors within 30 days of receiving the notice.

ARTICLE V. OFFICERS AND THEIR ELECTION

5.1. The officers of the Corporation shall consist of a President, a Vice President, a Secretary, and a Treasurer.

5.2. The term of service for officers shall be defined as a period of 2 years, with the possibility of serving for up to 3 consecutive terms. In the absence of a membership structure, officers shall be elected by the Board of Directors. However, if there is but one nominee for any office, it shall be in order to move that the Secretary cast the elective ballot of the Corporation for the nominee.

5.3. Officers shall assume their official duties following the close of the annual meeting and shall serve up to a maximum of 3 terms.

5.4. A person shall not be eligible to serve more than three consecutive terms in the same office.

5.5. A vacancy occurring in any office shall be filled for the unexpired term by a person elected by a majority vote of the remaining members of the Board of Directors, notice of such election having been given. In case a vacancy occurs in the office of President, the Vice President shall serve notice of the election.

5.6. The Board of Directors may remove an officer with or without cause by a two-thirds vote of the Board members present at a meeting where a quorum is present. The officer subject to removal shall be given notice and an opportunity to be heard before the Board prior to the vote.

ARTICLE VI. DUTIES OF OFFICERS.

6.1. The President shall preside at all meetings of the Corporation and of the Board of Directors and shall perform such other duties as may be prescribed in these Bylaws or assigned by the Corporation or by the Board of Directors.

6.2. The Vice President shall act as aide to the President and shall perform the duties of the President in the absence or disability of that officer to act.

6.3. The Secretary shall record the minutes of all meetings of the Corporation and of the Board of Directors and shall perform such other duties as may be delegated by the Board.

6.4. The Treasurer shall have custody of all the funds of the Corporation, keep a full and accurate account of receipts and expenditures, and shall make disbursements in accordance with the approved budget as authorized by the Corporation, the Board of Directors, or a committee of the Board. The Treasurer shall present a financial statement at every meeting of the Corporation and at other times when requested by the Board of Directors and shall make a full report at the annual meeting. The Treasurer shall also be responsible for the maintenance of such books of account and records as conform to the requirements of the Bylaws.

6.5. All officers shall perform the duties prescribed in the parliamentary authority in addition to those outlined in these Bylaws and those assigned from time to time.

6.6. Officers shall deliver to their successors all official material not later than ten days following the election of their successors.

6.7. The Corporation shall indemnify its officers and directors to the fullest extent permitted by law against expenses (including legal fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by them in connection with any action, suit, or proceeding brought by reason of the fact that they were acting on behalf of the Corporation.

ARTICLE VII. BOARD OF DIRECTORS.

7.1. The Board of Directors shall consist of no fewer than three and no more than five members elected at the most recent annual meeting of the Corporation. The board may, through a simple resolution, expand the number of directors up to five, without the need to amend the bylaws.

7.2. The duties of the Board of Directors shall include transacting necessary business in the intervals between meetings of the Corporation and other business referred to it by the Corporation; creating committees, including an audit committee; approving the plans of work of the committees; presenting a report at the regular meetings of the Corporation; adopting a conflict of interest policy and a whistleblower policy; preparing and submitting a budget for the fiscal year; and approving routine bills within the limits of the budget.

7.3. Regular meetings of the Board of Directors shall be held quarterly or as determined by the Board at its first meeting of the year. Special meetings of the Board may be called by the Chair or by a majority of the Board members. Notice of meetings may be given by mail, or electronic communication. A Director may waive notice of a meeting in writing or by electronic communication.

7.4. Board Member Term Limits: Directors shall serve for a term of two years and may serve a maximum of three consecutive terms. After serving three consecutive terms, a director must take a one-year hiatus before being eligible for re-election.

7.5. Removal of Directors: Any director may be removed from office, with or without cause, by a two-thirds vote of the members present at a meeting of the Board of Directors where a quorum is present. The director subject to removal shall be given notice and an opportunity to be heard before the Board prior to the vote.

7.6. Resignation: Any director may resign at any time by giving written notice to the Board of Directors. Such resignation shall take effect at the time specified therein, or if no time is specified, then upon receipt by the Board of Directors.

ARTICLE VIII. MEETINGS.

8.1. Regular meetings of the Corporation shall be held on the third Thursday of each quarter, unless otherwise provided by the Corporation or the Board of Directors.

8.2. Special meetings may be called by the Board of Directors with five days' notice.

8.3. The annual meeting of the Corporation shall be held in August.

8.4. Upon the implementation of a membership structure, a simple majority of the members shall constitute a quorum for the transaction of business at any meeting of the Corporation.

8.5. Notice of meetings of the Corporation may be given by mail, facsimile, or electronic communication.

8.6. Meetings of the Corporation, including the annual meeting, may be conducted in person, by telephone, or by any electronic means that allows all participants to communicate with each other. Voting may be conducted electronically in a manner that ensures all eligible members have the opportunity to vote.

8.7. Notwithstanding any other provision, any action required or permitted to be taken at any meeting of the Board of Directors of the Corporation may be taken without a meeting, if a consent in writing, setting forth the action so taken, is signed by a majority of the Directors. Such written consent shall have the same force and effect as a majority vote at a meeting. The signed consent, or a signed copy, shall be included in the minutes or filed with the corporate records reflecting the action taken.

ARTICLE IX. COMMITTEES.

9.1. The Board of Directors may create committees of the Board as it deems necessary to promote the purposes and carry on the work of the Corporation. The term of each chairman shall be one year and until the election and qualification of his successor.

9.2. The chairman of each committee shall present a plan of work to the Board of Directors for approval. No committee work shall be undertaken without the consent of the Board of Directors.

9.3. Committees of the Corporation may be elected in the same manner as officers of the Corporation. A committee of the Corporation does not have the authority to bind the Board.

9.4. The audit committee shall oversee the accounting and financial reporting processes of the Corporation and the audit of the Corporation's financial statements. The audit committee shall annually retain an independent auditor to conduct the audit and, upon its completion, review the results of the audit and any related management letter with the independent auditor.

ARTICLE X. COMMITTEES:

10.1. **Executive Committee:** Responsible for handling urgent matters between Board meetings and exercising powers delegated by the Board.

10.2. **Finance Committee:** Oversees the financial affairs of the Corporation, including budget preparation and financial planning.

10.3. **Nominating Committee:** Responsible for identifying and recommending candidates for election to the Board and officer positions.

10.4. **Membership Committee:** Manages the recruitment and retention of members.

ARTICLE XI. AMENDMENTS.

11.1. These Bylaws may be amended, repealed, or altered in whole or in part by a majority vote at any regular or special meeting of the Board of Directors of the Corporation.

ARTICLE XII. ARTICLE XII. DISPUTE RESOLUTION.

12.1. Any internal dispute arising out of or related to these Bylaws or the operation of the Corporation shall first be submitted to the Board of Directors for resolution. If the dispute cannot be resolved internally, the matter shall be submitted to litigation in the courts of New York. The laws governing these disputes will be the laws of New York, without regard to its conflict of law provisions.

12.2. Litigation shall be conducted in courts of Westchester County, New York and the decision of the court shall be final and binding on all parties. Each party shall bear its own costs and expenses related to the litigation, including attorneys' fees, unless otherwise provided by law.

IN WITNESS WHEREOF, these Bylaws have been duly adopted by the Board of Directors of Croton-on-Hudson Business Council, Inc., to be effective as of the Effective Date set forth above.

Director:

Toni Senecal (Aug 19, 2024 10:01 EDT) 08/19/2024

Antonia Senecal Date

Director:

Tracy Shea (Aug 19, 2024 10:25 EDT) 08/19/2024

Tracy Shea Date

Director:

Charles Blake Jackson (Aug 19, 2024 11:28 PDT) 08/19/2024

Charles Blake Jackson Date