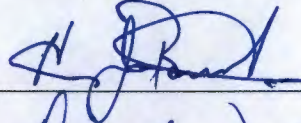


The By-Laws of the Rockville Centre Democratic Club, Inc., as duly revised and adopted by the members at duly constituted meetings on September 22, 1971, and Amended on September 24, 2008 and on June 19, 2014, all in the Village of Rockville Centre, County of Nassau, State of New York.

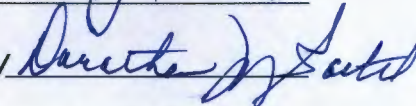
The Rockville Centre Democratic Club is an active domestic, not-for profit corporation that has been chartered by the State of New York since April 19, 1923.

Certified as True, Correct and Complete on June 25, 2014.

President - Henry J. Boitel - /s/



Secretary - Dorothea M. Boitel /s/



ARTICLE I - NAME

§1. The name of the corporation shall be: **The Rockville Centre Democratic Club, Inc.** (hereinafter "Club").

ARTICLE II - PURPOSES

§1. **The purposes of the Club** shall be to further and advance the ideals of responsive, effective, democratic government, and equality, in accordance with the Constitution and Laws of the County of Nassau, the State of New York and the United States of America; to foster participate and cooperate in the promotion of the public, civic, educational and political objectives of good government within the Democratic Party; and to contribute, in all its proper endeavors, to the growth and influence of the Democratic Party in Town, County, State and National affairs.

ARTICLE III - MEMBERSHIP

§1. There shall be three types of memberships to which a person may be elected, which shall be Regular, Associate and Honorary.

§2. **Regular membership** shall be available to all voters who reside within the Village of Rockville Centre or within the Rockville Centre Union Free School District, and who are also currently registered with the Board of Elections as a qualified voter who is a member of the Democratic Party, and remains as such. Regular membership terminates for any member who ceases to meet those requirements.

§3. **Associate membership** shall be available to all persons sixteen years of age or over who are not eligible for Regular membership. Associate members shall not be eligible to vote or hold office in the Club.

§4. **Honorary membership** shall be available to anyone who has rendered outstanding service in public or private life, or in the Democratic Party or the Club. Honorary members shall have all the rights and privileges of Regular

members, except the right to vote or hold office in the Club.

- §5. **Applications for admission**, as Regular or Associate members, shall be made on forms approved by the Board of Directors and Supplied by the Treasurer. All such applications shall be in writing, accompanied by one year's dues in advance, and shall be signed by the applicant(s). The application shall be submitted to a Club Officer or Director, and shall be forwarded to the Chairman of the Membership Committee, who shall verify the enrollment of the applicant and report on the same at the next regular meeting. Upon receipt of the report of the Membership Committee Chairman, the application shall be voted upon and, if approved by a majority of the Regular members present, shall be deemed accepted. After disposition, the application and the dues shall be deposited with the Treasurer who shall maintain a current file of the applications.
- §6. **Honorary members** may be nominated by majority vote of the Board of Directors at a meeting thereof, or by a majority of the Regular members present at a meeting of the Club. Notice of any such nomination shall be given to the membership together with the notice of the next Club meeting. The vote on the election of an Honorary member shall take place at the next regular meeting of the membership, and an affirmative vote of two-thirds of the Regular members present at that meeting shall be required for approval of the nomination.

ARTICLE IV - DUES AND FINANCES

- §1. **The fiscal year** of the Club shall be the calendar year.
- §2. **The annual dues** shall be an amount fixed by the Board of Directors and approved by majority vote of the members present at the next regular meeting. The Board of Directors may establish different rates of dues for, Regular members and Associate members, provided, however, that dues shall be uniform within such classifications. Honorary members shall be exempt from the payment of dues. Dues shall be payable on January first of each year, except that any person approved for membership on or after September first of any year shall be required to pay only half the dues otherwise required for that year.
- §3. **A member in arrears in dues**, for a period in excess of 90 days, shall be notified in writing by the Treasurer, who shall keep a record of such notice. If the arrears are not paid in full within sixty (60) days after the sending of such notice, the member shall be deemed to have resigned and forfeited all the privileges of membership. No person in arrears in dues shall be eligible to be nominated for or to hold office in the Club.
- §4. **Reinstatement**. Any member who has resigned or is deemed to have resigned may become a member in good standing, either by the regular membership process, or within one year after resignation, by paying the full arrears due, in addition to the dues for the year of the application for reinstatement. However, he shall not be eligible to vote or be nominated for or hold office until the next regular meeting following reinstatement.

ARTICLE V - OFFICERS AND DIRECTORS

- §1. The officers of the Club shall be a President, First Vice President, Second Vice-President, Secretary, and Treasurer. There shall also be six (6) directors. The foregoing eleven(11) persons, together with the immediate Past President of

the Club, shall constitute and be known collectively as the Board of Directors.

- §2. The foregoing five officers and six directors shall be elected and shall take office as provided in Article IX of these By-Laws. The Board of Directors shall determine whether a vacancy exists in any office for whatever reason. A vacancy in the office of President shall be filled by the First Vice-President for the remainder of the unexpired term. A vacancy in any other office shall be filled for the remainder of the unexpired term by a majority vote of the Board of Directors at a meeting at which a majority of the Board of Directors is present. Notice of any such election by the Board of Directors shall be contained in the notice of meeting for the meeting at -which the election is to take place.

ARTICLE VI - DUTIES OF OFFICERS, DIRECTORS AND BOARD OF DIRECTORS

- §1. **The Board of Directors** shall be the governing body of the Club, and shall have all the powers and duties set forth by law, in addition to those powers and duties specifically set forth herein.
- §2. **The President** shall be the presiding officer of the Club, and shall be the Chairman of the Board of Directors. The President shall be a member, *ex officio*, of all committees, except the nominating committee. The President shall appoint all committees, except where otherwise provided herein, and shall have the powers and duties customarily held by the presiding officer of a corporation, such as the Club, as well as those powers and duties specifically conferred upon him by the Board of Directors or these By-Laws.
- §3. **The First Vice-President** shall, in the absence or inability to act of the President, assume all the powers and duties of the President, and shall perform such other duties as assigned by the President, the Board of Directors or these By-Laws.
- §4. **The Second Vice-President** shall, in the absence or inability to act of the First Vice-President, assume all the powers and duties of the First Vice-President, and shall perform such other duties as assigned by the President, the Board of Directors or these By-Laws.
- §5. **The Secretary** shall keep the minutes of all meetings of the membership and of the Board of Directors, and shall conduct the correspondence of the Club. The minutes, after approval thereof, shall be kept in a permanent minute book, together with the reports of any committees of the Club.
- §6. **The Treasurer** shall keep an account of all funds received and disbursed by the Club, and shall make such disbursements as directed by the Board of Directors. The Treasurer shall deposit all sums received by the Club in a bank or banks approved by the Board of Directors to the credit of the Club, and shall report to the membership at each regular meeting as to the financial status of those accounts. Together with the President, the Treasurer shall sign all checks and drafts drawn upon said accounts. The Treasurer shall maintain a complete roll of the membership, and shall bill and receive all dues from members. The Treasurer shall be chairman of the Credentials Committee at all elections, and the membership list maintained by the Treasurer shall be conclusive as to the eligibility of any person to vote in any Club election.
- §7. **Transfer of Books and Records.** All records of the Club in the custody or

possession of any officer or director shall, at the expiration of that person's term of office, be delivered to that person's successor in office.

- §8. **Inspection of Books and Records.** All books and records of the Club shall be open to reasonable inspection by any member at a regular meeting of the Club if the President or the person having custody of the records is advised of a request for inspection at least five days prior to the meeting. All book and records of the Club shall be open to reasonable inspection by any member of the Board of Directors at any meeting thereof, provided the President or the person having custody of the records is advised of a request for inspection at least five days prior to the meeting.

ARTICLE VII - SUSPENSION OR REMOVAL FROM OFFICE

- §1. Any member may be suspended or expelled for cause, including failure to maintain any of the requirements for membership in the Club, and any member of the Board of Directors may be removed from office for conduct prejudicial to the best interests of the Club. Any such suspension, expulsion or removal shall be determined by the membership and only after the member, against whom charges have been preferred, has been notified of those charges, by certified mail, and been given a reasonable opportunity to present a defense. A notice that a vote of the members will be taken upon such charges shall be included in the notice of the meeting at which such vote is taken. A two-thirds vote of the membership, present and voting, shall be necessary to sustain any charges.
- §2. Unexcused absence of any member of the Board of Directors from three successive meetings of either the Club or the Board of Directors, or both, shall constitute a resignation from office.

ARTICLE VIII - MEETINGS

- §1. **Regular meetings** of the Club shall be held at least once in every two calendar months, in the Village of Rockville Centre, or such other place as the Board of Directors may designate. Notice of all Club meetings shall be posted to the Club's internet site, and emailed to all members, who have email, at least seven (7) days before the meeting, and shall be mailed, by post, to all members who do not have email, at least seven (7) days before the meeting. All such notices shall be by the Secretary or the Chairman of the Publicity Committee, or such other person as may be designated by the President.
- §2. **Special meetings** of the Club may be called at the discretion of the President, or shall be called by the President, upon the written request of fifteen members of the Club, in good standing or by a majority of the Board of Directors, which request shall set forth the purpose of the special meeting. Except for just cause, notice of any special meeting, setting forth the time, place and purpose of the meeting, shall be sent to each member in the same manner as notices of regular meetings. No business other than that set forth in the notice of the special meeting shall be conducted at that meeting.
- §3. **The annual meeting** of the Club shall be the regular January meeting in each year.
- §4. **Regular meetings of the Board of Directors** shall be held at least once every two calendar months, except during the months of July and August, as directed by the President. Notice of each such meeting shall be sent by the Secretary to each member of the Board of Directors, via

email, at least five days prior to the meeting. If a Board member does not have email, then notice may be given by post or telephone

- §5. **Special meetings of the Board of Directors** shall be called by the Secretary, upon the request of at least one-third (1/3) of the members of the Board of Directors or may be called by the President at any time. Except for good cause, three (3) days' notice of such meeting shall be given by the Secretary to each member of the Board of Directors.
- §6. **Quorum**. Ten per cent (10%) of the regular members of the Club shall be required to constitute a quorum, for the conduct of any business, at any meeting of the Club. Six (6) members of the Board of Directors shall be required to constitute a quorum at any meeting of the Board of Directors.
- §7. **Resolutions**. No resolution may be voted upon at any meeting of the Club unless a recommendation pertaining to the resolution has been made by the Board of Directors, unless more than thirty (30) days have elapsed since a written submission of said resolution has been received by the Board of Directors and the Board of Directors has not acted thereupon.
- §8. **Proxy voting** shall not be permitted at any meeting of the Club, but may be permitted at meetings of the Board of Directors.
- §9. **The order of business** at all meetings shall be:
- (a) Reading of the minutes of previous meeting, if requested by any person present.
 - (b) Reports of Officers and Board of Directors.
 - (c) Reports of committees.
 - (d) Unfinished business.
 - (e) New business.
 - (f) Good and welfare.

The foregoing order of business may be altered by majority vote of the members present. Otherwise, any questions as to priority shall be determined by the presiding officer, without debate.

- § 10. **Roberts Rules**. All proceedings shall be conducted in accordance with Roberts Rules of Order, except when expressly inconsistent herewith.
- § 11. **E-Meetings of the Board of Directors**. Meetings of the Board of Directors or participation by one or more of the directors may be via telephone and/or through other reliable electronic communication, such as email.
- § 12. **E-Notice of Meetings**. Notice of meetings of the Board of Directors and of the Regular membership may be properly delivered through the use of the regular mail, overnight delivery and or via email. All meeting notices shall also be posted and maintained on the Club's website, as long as that website is maintained.

ARTICLE IX - CONDUCT OF ELECTIONS

- §1. **Nominating Committee**. The Board of Directors shall, by a majority vote, elect a Chairman and the two members of the Nominating Committee, which shall report nominations of officers and directors at the November meeting of the Club. The persons named in that report shall be deemed nominated, unless they or any of them shall decline the nomination in writing at or before the

November meeting. In the event a person named in that report shall decline, the Nominating Committee may nominate a successor nominee within five days after the November meeting, with the consent of any such successor nominee. No person elected to the Nominating Committee shall be eligible for nomination by that Committee, unless, within five days after notice of his election to the Committee, he shall notify the President in writing that he declines to serve upon the Committee.

- §2. **Independent nominations** must be received in writing, signed by at least ten Regular members, in good standing, and must be received by the Secretary together with the written consent of any person so nominated, no later than five days after the conclusion of the November meeting.
- §3. **Notice of the annual meeting**, at which elections shall be held, shall include a complete list of all nominees for office.
- §4. **Other Nomination & Election Procedures.** No person may be nominated for or elected to office except as provided in this article, except in the case of an election to fill a vacancy in an office.
- §5. **Qualitication for Office.** No person shall be nominated for office that is not at the time of such nomination, a Regular member in good standing.
- §6. **Election Vote.** All voting for officers of the Club shall be by secret ballot, unless there is only one candidate for an office. A majority vote of the Regular members present shall be required for election. In the event there are three or more candidates for a particular office and no candidate receives a majority, the candidate receiving the lowest number of votes shall be eliminated and a new vote taken for that office. The foregoing procedure shall be repeated until a candidate has been elected.
- §7. **Inspectors.** Three (3) inspectors of election, who shall not be candidates for election, shall be appointed by the President, and shall supervise the conduct of the election and tally the results.
- §8. **Terms of Officers.** The terms of the then current President, Second Vice President and Secretary shall expire at the end of the year in which this amendment is adopted (2014). The terms of the then current First Vice President and Treasurer shall expire at the end of the year after which this amendment is adopted. Thereafter, those groupings of officers will stand for election in alternate two year cycles, and for a term of two years.
- §9. **Terms of Directors.** The terms of the Directors are presently on an alternate two year cycle, with half of them having an expired term, each year, and that shall continue. The minutes of the secretary shall be the basis for determination of when the respective Directors' terms will expire.

ARTICLE X - COMMITTEES

- §1. **Additional Committees.** In addition to the Committees established by these By-Laws, the President or Board of Directors may appoint the chairman and other members of such other committees as deemed necessary or convenient.
- §2. **Ex Officio Committee Members.** The President, First Vice-President and Second Vice-President shall be, *ex officio*, members of all standing committees established in these By-Laws, except the Nominating Committee.
- §3. **Committee Vacancies.** A vacancy in any committee shall be filled in the same manner as the original appointment.

§4. **Standing Committees.** As soon as possible after taking office,, the President shall appoint the chairman and members of the following standing committees, to consist of at least three persons each:

- (a) Publicity Committee
- (b) Program and Events Committee
- (c) Laws and By-Laws Committee
- (d) Membership Committee

In the event the President fails to appoint such committees, within thirty days after assuming office, the Board of Directors may make such appointments

§5. **Duties of Standing Committees.** The standing committees shall have the following respective functions:

- (a) Unless otherwise directed by the Board of Directors, the Publicity Committee may publish a monthly bulletin containing official notices of regular meetings and such other information as the committee shall elect. The bulletin may contain advertising at rates established by the Board of Directors, the receipts of which shall be turned directly over to the Treasurer. The Publicity Committee shall also endeavor to secure full coverage of Club events in local newspapers and periodicals.
- (b) As directed by the Board of Directors, the Program and Events Committee shall have charge of all the social activities of the Club and shall arrange for the programs of meetings and events.
- (c) The Laws and By-Laws Committee shall be the legal advisory board of the Club and shall render opinions pertaining to Club matters upon the request of any member. The Committee shall also bring to the attention of the Board of Directors any matters pertaining to proposed legislation which may be of interest to the Club or its members. The members of the Committee shall, to the extent permissible, assist the Law Committee of the Nassau Democratic County Committee whenever requested. The Chairman of the Law Committee shall be the parliamentarian of the Club, unless the President shall have designated some other person as the parliamentarian
- (d) The Membership Committee shall have charge of and conduct programs to obtain new members for the Club.

§6. **Powers of Committees.** No committee may represent the Club on behalf of or in opposition to, any matter without the specific approval of the Board of Directors.

§7. **Committee Finances.** No committee may maintain a separate bank account except upon authorization of the Board of Directors. The Board of Directors shall include in any such authorization a requirement that the Treasurer be a co-signatory on any such account together with the committee chairman. Any such authorization shall remain in effect until revoked by the Board of Directors.

ARTICLE XI - AMENDMENTS

- §1. **Proposal of Amendment.** An amendment to these By-Laws may be proposed in writing by ten Regular members in good standing, and may be submitted at any regular meeting of the Club, together with a brief statement of the purposes of the amendment.
- §2. **Notice of Proposed Amendment.** Upon submission of a proposed amendment, it shall be immediately referred to the Law and By-Laws Committee, which shall, within five days thereafter, transmit, to the Secretary and the Chairman of the Publicity Committee, a summary of the proposed amendment indicating its purpose. After receipt of the report of the Laws and By-Laws Committee, the Secretary shall include in the notice of the next regular meeting, or special meeting called for the purpose of considering an amendment, the verbatim text of the proposed amendment, or the verbatim text of the Law and By-Law Committee summary.
- §3. **Passage of Proposed Amendment.** A least ten copies of the verbatim text of the proposed amendment shall be available at the beginning of the next regular meeting or special meeting called for the purpose of considering the proposed amendment, and debate shall be permitted on any such proposed amendment at such meeting, after which a vote may be taken on the proposal. A two-thirds (2/3) vote of a quorum of the members, present and voting, shall be necessary for passage of an amendment to the By-laws. The text of any proposed amendment will also be posted on the Club's website.

ARTICLE XII - EFFECTIVE DATE

- §1. These By-laws shall take effect immediately, except that the terms of officers and directors holding office at the time of adoption shall not be affected thereby, and all such officers and directors shall continue to hold office for the balance of the term to which they were elected.
- §2. The previous Constitution and By-Laws and any amendments thereto are hereby repealed.

Respectfully submitted,

By-Laws Revision Committee (1971)

A. Thomas Levin, Chairman, Bert K. Leffert, Charles McGarvey and James T. Rochford

(Adopted September 22, 1971)

Subsequent Amendments of these by laws were:

By-Laws Revision Committee (2008)

Eric Sussman, Chair and Steven Atlas

(Adopted September 24, 2008)

By-Laws Revision Committee (2014)

Eric Sussmann Chair and Lorrie Brady

(Adopted June 19, 2014)