

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

June 13, 2006
Date of Report (Date of earliest event reported)

COLONIAL COMMERCIAL CORP.
(Exact name of Registrant as Specified in Charter)

NEW YORK (State or other Jurisdiction of Incorporation)	1-6663 (Commission File Number)	11-2037182 (IRS Employer Identification No.)
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275 WAGARAW ROAD, HAWTHORNE, NEW JERSEY (Address of Principal Executive Offices)	07506 (Zip Code)
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Registrant's Telephone Number, Including Area Code: 973-427-8224

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

ITEM 5.03 AMENDMENTS TO ARTICLES OF INCORPORATION OR BYLAWS;
CHANGE IN FISCAL YEAR

On June 13, 2006, the Board of Directors ratified and adopted the Amended and Restated Bylaws of the Corporation, effective as of June 13, 2006 ("New Bylaws").

The following is a summary of certain sections of the Bylaws effective up to June 13, 2006 ("Original Bylaws") that have been amended and restated by the New Bylaws:

1. Section 2.01 of the Original Bylaws provided that annual meetings were to be held in May. The New Bylaws provide that the dates of annual meetings of shareholders are to be fixed by the Board of Directors and that the shareholders are to be provided with at least ten days prior written notice of annual meetings.
2. Section 2.02 of the Original Bylaws provided that the President may call special meetings of the shareholders. The New Bylaws provide, in part, that the Chairman or the Chief Executive Officer may call special meetings of the shareholders.
3. Section 2.03 relating to a quorum of shareholders was amended to provide that a majority of the shares entitled to vote shall constitute a quorum at a meeting of shareholders.
4. A new Section 2.05 of the New Bylaws clarifies that directors are elected by plurality vote of the shareholders.
5. There are currently less than 600,000 shares of Convertible Preferred Stock outstanding. The Company's Restated Certificate of Incorporation, as amended, provides that the Board of Directors is to consist of one class of directors if there are less than 600,000 shares Convertible Preferred Stock outstanding. Accordingly, Section 3.01 of the Original Bylaws relating to different classes of directors has been deleted. Sections 3.02, 3.05, 3.06(ii), 3.09 and 7.01 have been amended to reflect that the Board currently consists of one class of directors.
6. Section 3.02 of the Original Bylaws has been amended to provide that the initial number of directors shall be seven.
7. Section 3.03 of the Original Bylaws provided that each director shall hold office for the term set forth in the Certificate of Incorporation. Section 3.02 of the New Bylaws provides that each Director shall hold office until the next annual meeting of shareholders or until his successor is elected and has qualified.
8. Section 3.04 of the Original Bylaws provided that any Director may resign at any time by giving written notice to the Board of Directors, the President or the Secretary of the Corporation. Section 3.03 of the New Bylaws provides that any Director may resign at any time by giving written notice to the Board of Directors, the Chairman or the Secretary of the Corporation.
9. Section 3.04 of the New Bylaws relating to removal of directors has been added to provide that except as expressly provided otherwise by law, any or all of the directors may be removed at any time as provided in the Restated Certificate of Incorporation, as amended from time to time.

10. Section 3.08 of the Original Bylaws has been amended, primarily to reduce the requisite prior notice for special meetings of directors to 24 hours from 48 hours.
11. Section 3.09 of the Original Bylaws has been amended to remove references to different classes of directors and to simplify and clarify the process by which the Board may establish committees and designate members of committees.
12. Section 4.01 of the New Bylaws adds the Chief Executive Officer as one of the executive officers of the Corporation.
13. Section 4.02 of the New Bylaws provides, in part, that the Chairman of the Board of Directors shall preside at all meetings of the shareholders. Section 4.03 of the Original Bylaws had provided that the President shall preside at all meetings of the shareholders.
14. Section 4.03 of the Original Bylaws has been amended to provide that "The President shall have all powers customarily appertaining to his office, and shall perform such other duties as the Board of Directors may from time to time prescribe."
15. Section 7.01 of the Original Bylaws has been amended to reflect that there is currently only one class of directors.

This summary of certain sections of the New Bylaws is qualified in its entirety by the form of New Bylaws filed as an exhibit.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS

(d) Exhibits

Exhibit No.	Description
3.01	Amended and Restated Bylaws ratified and adopted June 13, 2006, filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

COLONIAL COMMERCIAL CORP.

(Registrant)

/s/ William Salek

William Salek
Chief Financial Officer

Date: June 19, 2006

INDEX TO EXHIBITS

Exhibit No.	Description
3.01	Amended and Restated Bylaws ratified and adopted June 13, 2006, filed herewith.

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AMENDED AND RESTATED BY-LAWS

-of-

COLONIAL COMMERCIAL CORP.
(a New York corporation hereinafter called the "Corporation")
Effective June 13, 2006

ARTICLE I

Offices

Section 1.01. Office. The office of the Corporation shall be located at

such address within or without the State of New York as the Board of Directors
shall fix.

ARTICLE II

Shareholders

Section 2.01. Annual Meeting. The Annual Meeting of shareholders for the

election of Directors and the transaction of such other business as may come
before it shall be held on such date and at such place within or without the
State of New York, as shall be fixed by the Board of Directors. Shareholders
will be provided with at least ten days prior written notice of the Annual
Meeting.

Section 2.02. Special Meetings. Special Meetings of the shareholders, for

any purpose or purposes, may be called by the Chairman or the Chief Executive
Officer or by resolution of the Board of Directors.

Section 2.03. Quorum. The holders of a majority of the shares entitled to

vote thereat shall constitute a quorum at a meeting of shareholders for the
transaction of any business.

Section 2.04. Ballots. The vote upon any question before any shareholders'

meeting need not be by ballot.

Section 2.05. Election of Directors. Directors shall be elected by

plurality vote of the shareholders.

ARTICLE III

Directors

Section 3.01. Number of Directors. The number of Directors which shall

constitute the entire Board shall initially be seven, and shall thereafter be as
fixed from time to time by the Board of Directors.

Section 3.02. Term. Each Director shall hold office until the next Annual Meeting of shareholders or until his successor is elected and has qualified.

Section 3.03. Resignations. Any Director of the Corporation may resign at any time by giving written notice to the Board of Directors, the Chairman or the Secretary of the Corporation.

Section 3.04. Removal of Directors. Except as expressly provided otherwise by law, any or all of the Directors may be removed at any time as provided in the Restated Certificate of Incorporation, as amended from time to time.

Section 3.05. Vacancies and newly Created Directorships. If the office of any Director or Directors becomes vacant for any reason, the Directors in office, although less than a quorum, may by majority vote choose a successor or successors, who shall hold office for the unexpired term in respect of which vacancy or vacancies occurred or until the next election of Directors; or any such vacancy may be filled by the shareholders at any meeting thereof. Newly created directorships resulting from an increase in the number of Directors shall be filled in the same manner as vacancies as aforesaid.

Section 3.06. Quorum of Directors; Action by Directors.

- (i) Except as expressly provided otherwise by law, at all meetings of the Board of Directors, a majority of the entire Board shall be necessary and sufficient to constitute a quorum for the transaction of business.
- (ii) Whenever under the Certificate of Incorporation, these By-laws or by law, any action requires the affirmative vote of the Directors, such action shall require a quorum of the Directors, and such action shall be taken by the affirmative vote of a majority of the Directors present and voting.

Section 3.07. Regular Meetings. Regular meetings of the Board of Directors may be held at such time and place as shall from time to time be fixed by the Board of Directors and no notice thereof shall be necessary.

Section 3.08. Special Meetings. Special Meetings of the Board of Directors shall be held upon notice to the Directors by the Chairman of the Board, the Chief Executive Officer or the Secretary, or by resolution of the Board or by waiver of notice. Unless waived, notice of each Special Meeting of the Directors, stating the time and place of the meeting, shall be given to each Director by letter, by e-mail or fax or by personal communication either over the telephone or otherwise, in each such case at least 24 hours prior to the meeting.

Section 3.09. Committees. The Board of Directors, by resolution adopted by a majority of the entire Board, may designate from among its members one or more committees to have such powers as are conferred on such committees by the Board of Directors.

Section 3.10. Unanimous Written Consent in Place of Meeting. An action

required or permitted to be taken by the Board or any committee thereof may be taken without a meeting if all the members of the Board or committee consent in writing to the adoption of a resolution authorizing the action.

Section 3.11. Meetings by Conference Telephone or Similar Device. Any

meeting of the Board or a committee thereof may be conducted by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

ARTICLE IV

----- Officers -----

Section 4.01. Executive Officers. The executive officers of the

Corporation shall be a Chairman of the Board of Directors, a Chief Executive Officer, a President, a Secretary, a Treasurer, and such number of Vice Presidents, Assistant Secretaries and Assistant Treasurers, and such other officers, if any, as the Board of Directors may from time to time determine. Any officer may, but no officer need, be chosen from among the Board of Directors, except that the Chairman of the Board of Directors shall be a member of the Board of Directors.

Section 4.02. Chairman of the Board of Directors. The Chairman of the Board

of Directors shall preside over all meetings of the Board of Directors of the Corporation, shall preside at all meetings of the shareholders, and shall perform such other and further duties as may be assigned to him from time to time by the Board of Directors.

Section 4.03. Chief Executive Officer. The Chief Executive Officer shall

have all powers customarily appertaining to his office; he shall manage the business of the Corporation and shall see that all orders and resolutions of the Board of Directors are carried into effect, subject to the right of the Board of Directors to delegate any specific powers to any other officer or officers of the Corporation.

Section 4.04. President. The President shall have all powers customarily

appertaining to his office, and shall perform such other duties as the Board of Directors may from time to time prescribe.

Section 4.05. Vice President. Any Vice President of the Corporation shall

have the powers which customarily appertain to his office, and shall perform such other duties as the Board of Directors may from time to time prescribe. The Vice Presidents, if there be more than one Vice President, shall have such seniority as may be prescribed by the Board of Directors.

Section 4.06. Secretary. The Secretary shall have the duties which customarily appertain to his office.

Section 4.07. Treasurer. The Treasurer shall have the duties which customarily appertain to his office.

ARTICLE V

Capital Shares and Other Securities

Section 5.01. Form of Certificate. The shares of the Corporation shall be represented by certificates in such form as shall be determined by the Board of Directors.

ARTICLE VI

Miscellaneous

Section 6.01. Seal. The corporate seal shall have inscribed thereon the name of the Corporation, the year of its incorporation and the words "Corporate Seal, New York."

Section 6.02. Fiscal Year. The fiscal year of the Corporation shall be fixed from time to time by resolution of the Board of Directors.

Section 6.03. Entire Board. As used in these By-Laws, "Entire Board" means the total number of Directors which the Corporation would have if there were no vacancies.

Section 6.04. Section Headings. The headings of the Articles and Sections of these By-Laws are inserted for convenience of reference only and shall not be deemed to be a part thereof or used in the construction or interpretation thereof.

ARTICLE VII

Miscellaneous

Section 7.01. Amendment. These By-Laws, as now in effect or as hereafter amended from time to time, may be amended or repealed and new or additional By-Laws may be adopted by the Board of Directors, or by vote of the shareholders entitled to vote in the election of Directors.

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