AMENDED AND RESTATED
BY-LAWS OF THE WEBSTER CHAMBER OF COMMERCE, INC.

ARTICLE I. NAME AND OBJECT

Section 1. Name

The name of this organization shall be WEBSTER CHAMBER OF COMMERCE, INC. (the "Corporation").

Section 2. Not-For-Profit

The Corporation is formed under Section 402 of New York State Not-for-Profit law, is defined in subparagraph (a)(5) of Section 102 of that law and is a type B Corporation. Under this law, no part of the assets, income, or profits of the Corporation can be distributed to or inure to the benefits of its members, officers or directors.

Section 3. Purpose

The purpose of the Corporation shall be:

A. To promote the commercial, professional, industrial, civic and other general interests of the community of Webster, New York and adjacent areas.

B. To encourage and stimulate active participation of its members, people and groups within the community in the economic, civic and governmental betterment and growth of the Webster area.

C. To provide a common forum and organization within which the members may exchange ideas, and develop and implement programs for the betterment of Webster and its adjacent trade areas.

ARTICLE II. MEMBERSHIP AND VOTING

Section 1. Membership

All members of this Corporation shall be one of the following:

A. Business Membership

Shall be open to individuals, corporations, unincorporated businesses who reside in, work in, or engage in or represent business, commercial, industrial, or professional activities in Webster or adjacent areas and who generally subscribe to the purposes of the Corporation. Any individual who is self employed or owns a business must join as a business member.

A Business Member who no longer is a resident of, or engaged in business in the area, but who maintains an active interest in the Chamber, shall be permitted to continue as a Business Member.

B. Associate Membership

Shall be open to any persons who reside in Webster or adjacent areas and who do not qualify for Business Membership status. This class of members shall generally not be eligible to participate in Chamber committees, programs, or other activities unless such are open to the general public. The provisions of this Section 1 (B) may be waived in whole or in part by action of the Board of Directors when such action is deemed to be in the best interest of the Corporation.

C. Employee Membership

Shall be open to any employee of a Business Member and shall be entitled to the same benefits as an Associate Membership.

D. Spouse Membership

Shall be open to persons whose spouse is an Associate, Employee, Business or Life “Member in good standing,” as defined in Article III Section 2. They are entitled to the same benefits as an Associate Member.

E. Life Membership

Shall be designated and conferred by action of the Board of Directors upon any employee or Business member who shall meet the following qualifications:

1. Twenty five (25) years as employee or a Business “Member in good standing”;
2. Age 60 or over;
3. Has, in past years, made substantial non-financial contributions to the Chamber committees’ activities and programs.

A Life Member shall be entitled to all the privileges as a Business Member, but shall be exempt from annual dues and monthly meeting fees.

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Section 2. Voting Rights

Business and Life Members shall be the only membership classes entitled to vote on matters that are decided by a vote of the membership, and to qualify for elected and/or appointed office or Board of Director positions. Such members shall have one vote, and, if unable to be present for voting purposes, shall be permitted to vote by proxy.

Section 3. Membership Dues

Membership dues, established by the Board of Directors, shall be at such rate or rates as determined by the Board. Dues shall be determined annually for the fiscal year July 1 through June 30.

Section 4. Membership Expulsion

A. Any member may be expelled by the Board of Directors by a majority vote at any scheduled meeting for non-payment of dues after 60 days from the due date, unless otherwise extended for good cause.

B. Any member may be expelled by a two-thirds vote of the Board of Directors at a regular scheduled meeting thereof, for conduct unbecoming a member or prejudicial to the aims or repute of the Chamber, after notice and opportunity for a hearing is afforded the member complained against, pursuant to due process of law.

ARTICLE III. BOARD OF DIRECTORS

Section 1. Powers

The direction and control of the Chamber and the control of its property shall be vested in the Board of Directors. The Board of Directors may adopt rules for conducting the business of the Chamber. The Board shall further be responsible for formulating the policies of the organization.

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Section 2. Number, Election, Term and Vacancies
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The Board of Directors shall consist of fifteen (15) members. The Chairman, Chairman Elect, President, Secretary, Treasurer and immediate past Chairman of the Chamber shall be members of the Board of Directors. In addition, nine (9) voting members of the Chamber in good standing shall be elected as set forth in Article VIII of the By-Laws. Three (3) Directors shall be elected each year to serve a three (3) year term. No Director who has completed an elected three (3) year term shall be eligible for re-election until the lapse of one year after completion of his or her term. A vacancy in the Board of Directors because of the death, removal or resignation of any Director shall be filled by a majority vote of the Board of Directors. Such interim Director shall serve the remainder of the term of the formerly elected Director. Notwithstanding anything to the contrary such Director shall be eligible for re-election for his/her own three (3) year term upon expiration of the term for which he or she is serving on behalf of a previously voted Director.

Any Director or Officer in addition to being a “Member in good standing” of the Chamber must further either reside in, or own, or represent a business in the Community of Webster or the trade area thereof.
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If a vacancy occurs in the office of the Chairman, then the Chairman-Elect immediately becomes the Chairman for the balance of that unexpired term and the Board of Directors shall notify the voting members at the next membership meeting.

A Chairman-Elect who is completing the unexpired term of a prior Chairman may, at the Boards discretion, be nominated and elected to a full regular two-year term as president.

If a vacancy occurs in the office of Chairman-Elect, then such vacancy shall be filled by a majority vote of the Board of Directors, and shall notify the voting members at the next membership meeting.

The Board of Directors reserves the right to set or reset the term of office of Chairman and Chairman-Elect to allow a smooth succession of those terms. No Chairman or Chairman-Elect who has completed an elected two-year term shall be eligible for re-election until the lapse of one year after completion of his or her term.

If vacancies occur in both the offices of Chairman and Chairman-Elect, then such vacancies shall be filled by a majority vote of the Board of Directors, as soon as possible and practicable, and notify the voting members at the next membership meeting.
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Section 3. Place and Time of Meetings

The Board of Directors shall meet at the office of the Webster Chamber of Commerce at least quarterly at the date and time set by the Board at the first meeting thereof in each fiscal year.

Section 4. Notice of Meetings

Notice of the time and place of each regular, special or annual meeting of the Board, and, to the extent possible, a written agenda stating all matters upon which action is proposed to be taken, shall be given to each director by mail, telephone, facsimile or electronic mail at least three days before the day on which the meeting is to be held; provided, however, that notice of special meetings to discuss matters requiring prompt action may be given by the foregoing means or by telephone or personally no less than forty eight hours before the time at which the meeting is to be held. Notice of a meeting need not be given to any director who submits a signed waiver of notice whether before or after the meeting, or who attends the meeting without protesting, prior to the meeting or at its commencement. No notice need be given of any adjourned meeting.

Section 5. Quorum and Voting

At all meetings of the Board, Eight (8) Directors shall constitute a quorum of the Board for the transaction of business. Except as otherwise provided by law or these By-Laws, at any meeting of the Board at which a quorum is present, the vote of a majority of the directors present at the time of the vote shall be the act of the Board. However, the following actions may be taken only if authorized as specified:

a. The purchase, sale, mortgage or lease of real property shall be authorized by vote of two thirds of the Entire Board;
b. The sale, lease, exchange or other disposition of all, or substantially all, of the assets of the Corporation shall be authorized by vote of two thirds of the Entire Board and by the Supreme Court in the judicial district or the county Court in the county where the Corporation has its office or conducts its activities;
c. An amendment or change of the certificate of Incorporation shall be authorized by vote of a majority of the Entire Board; and
d. A petition for judicial dissolution or the revocation of voluntary dissolution proceedings shall be authorized by vote of a majority of the directors then in office.

Section 6. Action by the Board

Any action required or permitted to be taken by the Board or by any of its committees may be taken without a meeting if all members of the Board or the committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents shall be filed with the minutes of the proceedings of the board or committee.

Participation of one or more directors by conference telephone or other equipment allowing all persons participating in the meeting to hear each other at the same time shall constitute presence in person at a meeting.

Section 7, Chairman

The Chairman shall preside at all regular meetings of the Chamber, shall be responsible for meeting agendas and shall appoint all committees with the approval of the Board of Directors. The Chairman shall be responsible to the Board and shall be charged with the supervision of the business and affairs of the Chamber on behalf of the Board. The Chairman shall be a member ex-officio of all committees, except the Nominating Committee, and shall be a voting member of the Board of Directors.

Section 8, Chairman-Elect

The Chairman-Elect shall assist the Chairman and shall perform the duties of the Chairman in the event of the Chairman's disability or absence from meetings. The Chairman-Elect shall be in charge of membership extension and stimulating interest and participation in activities of the Chamber. The Chairman-Elect shall be a voting member of the Board of Directors.

ARTICLE IV. OFFICERS

Section 1, President

The President shall be the chief executive officer of the Corporation and, subject to the determinations of the Board of Directors, shall have general control and management of the business, property, and affairs of the Corporation. The President shall preside at all meetings of shareholders and, if the President is a Director, of the Board, unless the Board has appointed a Chairman. In the absence or incapacity of any other officer of the Corporation, the President shall have the authority and may perform the duties of that officer.

Section 3, Treasurer

The Treasurer shall be responsible for all monies on behalf of the Chamber and shall present a financial report at every meeting of the Board of Directors, and an annual financial statement at the first Board meeting following the close of the fiscal year. The Treasurer will be responsible for payment of all bills of the Chamber after approval of the Board and shall be a voting member of the Board of Directors.

Section 4, Secretary

The Secretary shall be responsible for the correspondence of the Chamber and shall preserve all records, documents, and communications as well as maintain records of all Chamber and Board of Directors meetings. The Secretary shall be responsible for sending out all notices and shall be a voting member of the Board of Directors.

Section 5. Compensation

Any officer, employee or agent of the corporation is authorized to receive a reasonable salary or any other reasonable compensation for services rendered to the Corporation when authorized by the Board, and only when so authorized. In determining compensation, the Board shall consider the compensation offered by comparable organizations for similar positions and shall document the basis for its decisions. If an officer, employee or agent is a Board member, he or she may not participate in the discussion or the vote with respect to his or her compensation.

ARTICLE V. COMMITTEES

Section 1.

The Chairman shall appoint standing committees at the beginning of his or her term and from time to time special committees when necessary. The membership and purposes of all such committees shall be subject to the approval of the Board of Directors.

ARTICLE VI MEETINGS

The regular meetings of the general membership shall be held as determined by the Board of Directors. The Annual Meeting shall be held in the month of June. The first meeting of the Board of Directors for the administrative year should be held in the month of July.

ARTICLE VII FINANCES

Section 1.

The fiscal year of the Chamber shall be July 1st through June 30th of the following year.

Section 2.

All monies paid to the Chamber shall be deposited in a checking account to be established by the Board of Directors. They shall also establish an interest bearing savings account. From time to time excess funds shall be transferred between the accounts as deemed appropriate by the Treasurer.

Section 3.

On or before May 1, the Treasurer shall compile a budget for the coming year and submit it to the Board of Directors for approval at their next regularly scheduled meeting. The Chamber Standing Committees shall submit their respective budgets to the Treasurer. Budget must be approved by the Board of Directors prior to the start of the next fiscal year (July 1st).

ARTICLE VIII. ELECTION AND REMOVAL OF OFFICERS AND DIRECTORS

Section 1 Election of Officers

The Chairman, Chairman-Elect, and Director positions as determined in accordance with Article III shall be elected at a regular membership meeting to be held during the month of ~~May~~ September at a time and place to be determined by the Board of Directors.

The Secretary and Treasurer shall be appointed by the newly elected Chairman to serve at the discretion of the Chairman.

All Officers must be a "Member in good standing" at the time of election, or appointment, to the Board of Directors.

Section 2. Nominating Committee

a. A Nominating Committee of not less than three (3) Business or Life Members shall be appointed by the Chairman subject to confirmation by the Board of Directors.

b. Any person who seeks nomination for office, or while serving as a committee member is selected as a candidate for elected office, shall immediately resign as a committee member and shall be replaced by the Chairman.

c. The Nominating Committee shall nominate one Business or Life Member for Chairman and Chairman-Elect every other year. Nominations must be made in writing and signed by all members of the committee. The report shall be submitted to the Board of Directors at the ~~May~~September Board meeting.

d. All eligible voting members shall be informed of the nominations at least ten days prior to the ~~May~~September membership meeting using either direct mail or listed within the Chamber monthly newsletter.

Section 3. Nominations

Nominations may be made from the floor by an eligible voting "Member in good standing" at the May membership meeting. Such nominations will require at least two (2) seconds from the voting members in attendance and a verbal acceptance or signed statement by the nominee agreeing to fulfill the duties of the office, if elected.

At the ~~May~~September meeting all Business and Life Members shall be eligible to cast a vote for the nominees. Votes may also be cast by proxy if delivered personally to the Chamber office at least two (2) days prior to the ~~May~~September membership meeting. The nominees for each office receiving the highest number of votes cast shall be declared elected to the post.

The results of the voting shall be announced at the ~~Annual~~ Meeting in ~~June~~September. The terms of Chairman and Chairman-Elect shall be two years commencing on ~~July~~October 1.

Section 4. Removal

Any Director or Officer who accumulates three absences from regularly scheduled Board of Directors meetings during any one fiscal year may be replaced by a voting "Member in good standing" chosen by the Board.

The Board, by vote of a majority of the Directors entitled to vote may remove any officer with or without cause.

ARTICLE IX. RIGHT TO VOTE

Business and Life “Members in good standing” shall be eligible to vote on all matters presented to the Chamber membership for a vote. A “Member in good standing” or “Members in good standing,” is defined as a person or persons whose dues, assessments, or other owed obligations are fully paid at date of voting, and who has not been subjected to any provision of Article II, Section 4 Membership and Voting.

ARTICLE X. PARLIAMENTARY PROCEDURE

All questions of Parliamentary procedure not covered by these By-Laws shall be determined according to “Robert’s Rules of Order.”

ARTICLE XI. INDEMNIFICATION

The Corporation may, to the fullest extent now or hereafter permitted by and in accordance with the standards and procedures provided for by Sections 721 through 726 of the Not for Profit Corporation Law and any amendment thereto, indemnify any person made, or threatened to be made, a party to any action or proceeding by reason of the fact that he, his testator or intestate was a director, officer, employee or agent of the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys’ fees.

ARTICLE XII. AMENDMENTS TO BY-LAWS

The Board shall submit to all members eligible to vote, either by direct mail or as an enclosure within the Chamber monthly newsletter, all proposed By-Laws changes together with its recommended approval or rejection and reasons therefore. Approval to amend shall require a two-thirds majority of voting members in attendance at the meeting called to present the By-Laws changes.

ARTICLE XIII. DISSOLUTION

The Chamber shall use its funds only to accomplish the objects and purposes specified in these By-Laws, and no part of said funds shall inure, or be distributed, to the members of the Chamber. On dissolution of the Chamber, any funds or other assets remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific or philanthropic organizations to be selected by the Board of Directors.

Amended 06-23-99
10-03-00
05-30-03
07-27-11