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

ARTICLE I. NAME AND PURPOSE

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 the 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

Section 1. Membership

The Classification of members of this Corporation shall be one of the following:

A. Business Membership

Shall be open to any business entity located or conducting business in the Webster economic footprint.

B. Associate Membership

Shall be open to any persons who has an interest in belonging to the Webster Chamber of Commerce, but does not qualify for Business Membership. . This class of members shall generally not be eligible to participate in Chamber committees, programs, or other activities unless sthose restrictions have been waived in whole or in part by action of the Board of Directors.

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;
2. Age 60 or over;
3. Has 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.

Section 2. Membership Voting

Business and Life Members shall be the only membership classes entitled to vote on matters that are decided by a vote of the membership. 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 from time to time by the Board of Directors, shall be at such rate or rates and term as determined by the Board. .

Section 4: Good Standing

A member shall be considered in 'good standing' if the member (a) has paid all required dues, fees, and assessments, and (b) is not in violation of these By-Laws or any policies of the Corporation.

Section 5. Place and Time of Meetings

The regular meetings of the membership shall be held at least quarterly at the places, dates and times set by the Board at the first meeting thereof in each fiscal year.

Section 6. Annual Meeting

The annual meeting will be held on a date and time determined by the Board of Directors, for the sole purpose of electing officers for the coming term.

Section 7. Membership Expulsion

A. Any member may be expelled by the President/CEO 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 violation of any Chamber policy including, but not limited to the Code of Ethical Conduct , after notice and reasonable opportunity for the member to address the Board of Directors .

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.

Section 2. Number, Election, Term and Vacancies

The Board of Directors shall consist of fifteen (15) members. The Chair, Chair Elect, President, Secretary, Treasurer, and Immediate Past Chair 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 VII 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 their term. The Chair, Chair Elect, and Past Chair shall serve 2 year terms. 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 their own three (3) year term upon expiration of the term for which he or she is serving on behalf of a previously voted Director.

If a vacancy occurs in the office of the Chair, then the Chair-Elect immediately becomes the Chair for the balance of that unexpired term and the Board of Directors shall notify the voting members at the next membership meeting.

A Chair-Elect who is completing the unexpired term of a prior Chair may, at the Board's discretion, be nominated and elected to a full regular two-year term as Chair.

If a vacancy occurs in the office of the Chair-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.

If vacancies occur in both the offices of Chair and Chair-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.

Section 3. Place and Time of Meetings

The Board of Directors shall meet at least quarterly at the places, dates and times set by the Board.

Section 4. Notice of Meetings

Notice of the time and place of each regular, 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, or electronic mail at least three days before the day on which the meeting is to be held, or in the case of an urgent or special meeting, within a reasonable amount of time; 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. Participation of one or more Directors by audio-video conferencing technology allowing all people participating in the meeting to hear each other at the same time shall constitute presence in person at a meeting. 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 may be taken without a meeting if all members of the Board consent to the adoption of a resolution authorizing the action. The resolution and the consents shall be filed within the minutes of the proceedings of the next Board meeting .

ARTICLE IV. OFFICERS

Section 1, Chair

The Chair shall preside at all regular meetings of the Chamber and the Board of Directors meetings. The Chair may have additional duties and responsibilities as assigned by approved policies.

Section 2, Chair-Elect

The Chair-Elect shall assist the Chair and shall perform the duties of the Chair in the event of the Chair's disability or absence from meetings. The Chair-Elect may have additional duties and responsibilities as assigned by approved policies.

Section 3, President/CEO

The President shall be the Chief Executive Officer of the Corporation, appointed by and serving at the pleasure of the Board of Directors, which holds the authority to terminate the appointment. The President, subject to the determinations of the Board of Directors, shall have general control and management of the business, property, and affairs of the Corporation. In the absence or incapacity of any other officer of the Corporation, subject to the restrictions of New York State law, the President shall have the authority and may perform the duties of that officer.

Section 4, 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 to the Board after the close of the fiscal year. The Treasurer shall perform additional duties as assigned by the Board of Directors.

Section 5, Secretary

The Secretary shall be responsible to preserve all records, documents, and communications as well as maintain records of all Chamber and Board of Directors meetings. The Secretary shall perform additional duties as assigned by the Board of Directors.

Section 6. Compensation

Any officer of the corporation is authorized to receive reasonable compensation for services rendered to the Corporation when authorized by the Board, and only when so authorized. An officer may not participate in the discussion or the vote with respect to their compensation.

ARTICLE V. COMMITTEES

Section 1.

The Board of Directors shall appoint standing committees and from time-to-time special committees when necessary.

ARTICLE VI FINANCES

Section 1.

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

Section 2.

On or before the beginning of the fiscal year, the Finance committee shall compile a budget for the coming year and submit it to the Board of Directors for approval at their next regularly scheduled meeting.

ARTICLE VII. ELECTION AND REMOVAL OF OFFICERS AND DIRECTORS

Section 1 Election of Officers

The Chair, Chair-Elect, and Directors shall be elected at the annual meeting.

The Secretary and Treasurer shall be appointed by the Chair to serve at the discretion of the Chair.

Section 2. Nominating Committee

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

Any committee member who seeks nomination for office shall immediately resign as a committee member and shall be replaced by the Chair.

The Committee shall select candidates for election and submit a ballot,n writing and signed by all members of the committee,and submitted to the Board of Directors for approval.

Section 3. Nominations and Elections

All eligible voting members shall be informed of the nominations at least ten days prior to the annual meeting.

Nominations may be made from the floor by an eligible voting member in good standing at the annual 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 annual meeting all eligible voting members shall 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 annual 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.

Section 4. Removal

Any Member of the Board of Directors 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 Member of the Board of Directors with or without cause.

ARTICLE VIII. 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.

ARTICLE IX. PARLIAMENTARY PROCEDURE

All questions of Parliamentary procedure not covered by these By-Laws, or as determined by a majority of the Board of Directors, shall be determined according to “Robert’s Rules of Order.”

ARTICLE X. INDEMNIFICATION

To the fullest extent permitted by, and subject to the standards, procedures, and limitations set forth in Sections 721 through 726 of the New York Not-for-Profit Corporation Law, as amended from time to time, the Corporation may indemnify any person made, or threatened to be made, a party to any action or proceeding by reason of the fact that such person, or such person’s testator or intestate, is or was a director or officer of the Corporation. In an action or proceeding other than one brought by or in the right of the Corporation, such indemnification may include judgments, fines, amounts paid in settlement, and reasonable expenses, including attorneys’ fees, actually and necessarily incurred. In an action or proceeding brought by or in the right of the Corporation, such indemnification shall be limited to amounts paid in settlement and reasonable expenses, including attorneys’ fees, actually and necessarily incurred, and shall remain subject to all additional limitations applicable to that type of action or proceeding. The Corporation may also indemnify any person made, or threatened to be made, a party to any action or proceeding by reason of the fact that such person, or such person’s testator or intestate, is or was an employee or agent of the Corporation, to the extent permitted by contract or otherwise under applicable law and upon such terms and conditions as the Board of Directors approves.

ARTICLE XI. AMENDMENTS TO BY-LAWS

The Board shall submit to all members eligible to vote, at least 10 days prior to any meeting of the membership, the amended By-laws. Approval of the amended By-laws shall require a two-thirds majority of voting members in attendance at the meeting, or by proxy vote received prior to the meeting.

ARTICLE XII. DISSOLUTION

The Chamber shall use its funds only to accomplish the objectives 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 organizations to be selected by the Board of Directors.

Amended: 06-23-1999
Amended: 10-03-2000
Amended: 05-30-2003
Amended: 07-27-2011
Amended: 09-25-2020
Amended: 10-29-2026 Pending approval