



**BY-LAWS OF THE  
WELLSVILLE AREA CHAMBER OF COMMERCE, INC.**

**ARTICLE I**

Name

Section 1. - Name: The name of the organization shall be the Wellsville Area Chamber of Commerce, Inc. Hereinafter referred to as the Chamber.

**ARTICLE II**

Mission, Tagline, and Objectives

**Section 1a - *Mission of the Wellsville Area Chamber of Commerce***

The Wellsville Area Chamber of Commerce is a membership organization composed of local citizens and business professionals that exists to support and promote our greater community. We bring people and organizations together, promote education, nurture networking, and act as a resource for every age and every demographic. We seek to enhance our community, accentuate local commerce, maintain economic stability, and to make Wellsville a destination of choice.

**Section 1b - *Mission the Chamber Board of Directors***

The Wellsville Area Chamber of Commerce Board of Directors is an elected constituency that serves our membership and our community. We volunteer our time and talents to promote a vibrant community and significant economic growth. Under our leadership and strategic initiatives, we contribute to the viability and stability of the region. In short, we make the greater Wellsville community a destination of choice for all and a great place to live and work.

**Section 2 - *Tagline: Wellsville Area's Business Leader***

**Section 3 - *Objectives*** – The objectives of the Chamber are determined by the organization's periodic strategic planning process and shall be consistent with the intent and mission of the organization.

**Section 4 - *Limitation of Methods*** - The Wellsville Area Chamber of Commerce shall observe all local, state, and federal laws which apply to a not-for-profit organization as defined in Section 501 (c) (6) of the Internal Revenue Code.

**ARTICLE III**  
Parliamentary Procedure

**Section 1 - Parliamentary Procedure** - All meetings of the Chamber shall be conducted in accordance with *Roberts' Rules of Order, revised*, except as amended by this document.

**Article IV**  
Chamber Membership

**Section 1 - Eligibility/Membership** - Any business, professional, retiree from a current Chamber member business, not-for-profit organization, or individual interested in the economic growth, development, prosperity or welfare of the area served by the Chamber is eligible to become a member. Payment of dues and agreement to abide by these by-laws is required as a condition of membership.

**Section 2 – Dues**- Minimum dues shall be established at the Chamber's organizational meeting by action of the majority of the Board of Directors, who shall also establish a fair share schedule which shall apply equally to all members in any category of business or profession.

**Section 3 - Termination** - Membership may be terminated by:

- A. written resignation; or through
- B. non-payment of dues within 90 days of date due; or
- C. conduct which, in the judgment of the Board of Directors is prejudicial to the welfare and best interests of the Chamber.

**Section 4 - Associate Membership** - Associates of *self-employed, no employees* businesses will be afforded add-on membership for a fee of \$15 per staffer. Associates are eligible members in good standing. Full and Part-Time status is not a consideration.

**Section 5 - Honorary Membership** - Distinction in public affairs shall confer eligibility for honorary Membership for a period of one year. Honorary members shall have all the privileges of members except the right to vote. Honorary members are exempt from payment of dues. The Board of Directors shall confer or revoke honorary membership by a majority vote.

**Section 6 - Health Insurance** - Any person may utilize the optional health insurance program provided by the Chamber if they meet eligibility requirements as outlined in the Insurance Enrollment Policies & Procedures. Members must be current with dues and other member charges. Eligibility is subject to change as warranted by the majority vote of the Board of Directors.

Eligibility to participate in Health Insurance benefit is subject to termination if:

- 1. Payment of premiums lapses 45 days, or
- 2. A recurring pattern of late payment is noted.

Members in arrears will be subject to a charge of 30 Days Net 10%.

**ARTICLE V**  
Meetings of the Membership

**Section 1 - Annual Meeting** - The annual meeting of members shall be held during the month of May each year at a time and place to be determined at least ten days in advance by the Board of Directors. An annual report shall be presented by the Executive Director and/or the Treasurer at that time.

**Section 2 - Special Meetings** - Special meeting for any purpose may be called by the President, Executive Director, or the majority determination of the Board of Directors.

**Section 3 – Notice** - Notice of all special meetings to members stating the time, place and purpose of the meeting shall be e-mailed to each member at the address on the Chamber’s official records at least twenty four hours before the date of such meeting.

**ARTICLE VI**  
Board of Directors

**Section 1 - Number and Election** - The corporate powers of the Chamber shall be exercised, its business and affairs directed, and its property controlled by a Board of Directors composed of thirteen members who shall serve for terms of three years each, and at least three of whom shall be elected each year. An additional voting Board position will go to the Chairperson of the Chamber Economic Development Corporation. The incoming President may appoint (subject to the approval of the Board of Directors) from one (1) to three (3) members to the Board of Directors to serve one-year terms, in a non-voting capacity.

**Section 2 – Eligibility** - All members in good standing of the Chamber shall be eligible for election as Directors, except that no member who has been elected and served as a Director for two successive three-year terms shall be eligible for re-election to the Board of Directors. A period of one (1) year must elapse before eligibility is restored.

**Section 3 – Vacancies** - The Board of Directors, by a majority vote of its remaining members, shall have power to fill vacancies on the Board. The appointee shall serve the balance of this term and are subsequently eligible to serve up two additional terms.

**Section 4 – Nominating** - At the regular November Board of Directors meeting, the President shall appoint, with the majority approval of the Board of Directors, a Nominating committee of three (3) to four (4) members of the Chamber Board of Directors. At the regular December Board of Directors meeting, the Nominating committee shall present a slate of candidates that is two greater than the number of vacancies to serve a three (3) year term to replace directors whose terms are expiring. Each candidate must be an active member of the Chamber in good standing and must have agreed to accept the responsibility of a directorship.

**Section 5 - Election** - Voting shall be by written or electronic ballot, determined at the discretion of the Board of Directors. The nominees who receive the highest number of votes shall be declared elected, and shall take office at the regular meeting of the Board of Directors in March immediately following the election.

**Section 6 - Election Procedures** - The Executive Director and Nominating committee shall direct and supervise the election. Ballots shall be mailed to the membership no later than January 15th. Ballots will be counted by the Nominating committee and the Board of Directors will be notified at the regular February Board of Directors meeting The March Board of Directors meeting will be a joint meeting with Retiring Board members and New Board members.

**Section 7 - Board Orientation** - An Orientation meeting shall be held for new Board members at a time and place to be announced by e-mail to all new Directors. Basic Chamber functions and standing committee assignments will be explained at this time. Committee assignments will be determined at the April Board of Directors meeting.

**Section 8 - Resignation** - Any Director may resign at any time by giving his resignation to the President or any officer of the Board of Directors. Such resignation shall take effect upon such delivery unless a time is specified therein, in which event the resignation shall take effect at the time specified. Three consecutive unexcused absences from the regular meeting of the Board shall constitute a resignation, unless prior written notice is given and approved by the President or the Executive Director.

**Section 9** – Removal for Cause - Any Director may be removed for cause, at any meeting of the Directors, notice of which shall have referred to the proposed action, by a vote of the majority of the entire Board.

## **ARTICLE VII**

### **Meetings of the Board of Directors**

**Section 1** - Regular Meetings - Regular meeting of the Board of Directors shall be held at such times and places as the Board shall establish annually at their first meeting. The Board shall meet at least once in every month. Regular Board meetings shall be open to members with a one week notice of their attendance. The Board may, at its discretion, go into closed Executive Session with elected officers and invited presenters.

**Section 2** - Annual Organizational Meeting - At the time of determining the date of the Annual Meeting of Members (Art. III, Sec. 1) the Board shall designate a time, date and place in the month of May for awards, Chamber report and other business.

**Section 3** – Notices, Agendas, & Minutes - Written notice of all board meetings must be given at least seven days in advance unless otherwise stated. An agenda and minutes must be prepared for all meetings. A detailed outline for preparation of both shall be part of this organizations procedure manual and calendar, which is to be updated annually.

**Section 4** - Quorum - At all meetings of the Board of Directors, seven members shall constitute a quorum. A proxy shall not be allowed to take the place of a board member at any committee meeting or any Board meeting.

**Section 5** - Electronic Voting - Between meetings and with the approval of the Chamber President, votes of the Board of Director with regard to pending or emergency measures may occur by electronic means. Procedures for voting must be consistent with *Roberts Rules of Order* and will be tabulated by the President and the Executive Director.

**ARTICLE IIX**  
Officers

**Section 1** – Officers - The Board of Directors (new and retiring) at its regular March meeting, shall reorganize for the coming year. The Nominating committee for Directors shall nominate officers each year. At this meeting, the Board of Directors shall elect a President, First Vice President, Second Vice President and Treasurer.

Officers will be elected from members of the New Board of Directors. The Administrative Assistant will act as secretary of the Board of Directors. All officers shall take office on the first day of the fiscal year and serve for a term of one year. With the exception of the Treasurer, officers are encouraged to continue through the positions of Second Vice President, First Vice President and President to preserve the continuity of the positions.

**Section 2** – Duties - The duties of the officers shall be:

- A. such as their titles, by general usage, shall indicate;
- B. such as are required by law, or by these by-laws; and
- C. such as may be assigned to them by the Board of Directors.

President: The President shall serve as the chief elected officer of the Chamber of Commerce and shall preside at all meetings of the membership, Board of Directors and Executive Committee. The President shall, with advice and counsel of the Executive Committee and the Executive Director, determine all committees, select all committee chairs, and assist in the selection of all committee personnel, subject to approval of the Board of Directors. In addition, the President shall be responsible for determining and implementing strategy with counsel from the Executive Board and Executive Director subject to approval of the Board of Directors. The President shall refrain from voting on matters brought before the Board, rather serving as the tie breaker, if needed. Further, the President shall at all times be alert to assure that the activities of the Chamber are directed toward achieving business and community needs in the area served by the Chamber.

The President shall serve as Chairman of the Chamber Management Committee, subject to approval of the Board of Directors, and with advice and counsel of the Executive Committee and Executive Director. At the start of his/her term, the President will engage in a comprehensive review of these by-laws to assure currency and compliance with Board function.

First Vice President: The First Vice President shall exercise the powers and authority and perform the duties of the President in the absence or disability of the President. The First Vice President shall contribute to the achievement of long and short-term goals for the development and expansion of the Chamber. The First Vice President shall also serve as head of the Chamber Strategic Planning committee. As such the First Vice President shall be responsible for determining that the program of activities, are directed towards achieving Business and Community needs in the area served by the Chamber.

Second Vice-President: The Vice-President shall exercise the powers and authority and perform the duties of the President in the absence or disability of the First Vice President. The Vice-President shall be involved in developing and implementing general strategy with counsel from the Executive Board and Executive Director subject to approval of the Board of Directors. The Vice-President shall also be

responsible for determining that programs of activity, specifically providing leadership to the Member Services and Communications Committee in achieving Chamber goals.

**Treasurer**: The Treasurer shall be responsible for the safeguarding of all funds received by the Chamber and for keeping their proper disbursement. Such funds shall be kept on deposit in financial institutions, or invested in a manner approved by the Board of Directors. Checks and other disbursements will be signed in accordance with established Chamber policies. The Treasurer shall cause a monthly report to be made to the Board. The Treasurer shall also be responsible for the development and monitoring of the budget, subject to approval of the Board of Directors with advice and counsel of the Executive Committee and Executive Director.

**Section 3** – Bonds - The Board of Directors may, at its discretion, require that any or all of the officers shall furnish surety bonds for such periods and in such amounts as the Board may deem necessary, with the costs thereof to be paid by the Chamber.

**Section 4** - Executive Director - The Board of Directors shall appoint an Executive Director, who shall serve as the compensated chief executive officer of the Chamber. The Board from time to time shall fix a salary and designate an appropriate title for such position. The appointment shall be subject to the approval of the Board, and upon a vacancy a committee of at least three Directors shall be appointed to secure and nominate a successor. The Executive shall, in accordance with a specific job description approved by the Board, maintain all records, conduct fiscal operations, service all boards, groups, committees, affiliates, and councils, and shall engage and supervise all personnel employed by the Chamber. The Executive shall perform all additional duties and responsibilities assigned by the Board of Directors and property of the Chamber.

**Section 5** - Indemnification Against Liability - The corporation shall indemnify and hold harmless each person who shall serve at any time as a member (serving in an official capacity at the request of the President or Board of Directors), Director or officer or employee the corporation from and against any and all claims and liabilities to which such person shall become subject by reason of any action alleged to have been taken or committed while serving as such member, Director or officer and shall reimburse each such person for all legal and other expenses reasonably incurred in connection with any claim or liability; provided, however, that no such person shall be indemnified against, or reimbursed for, any expenses incurred in connection with any claim or liability arising out of negligence or willful misconduct.

## **ARTICLE IX** **Committees**

**Section 1** – Creation - The President of the Board of Directors shall authorize and define the powers of all subordinate groups created, except as provided below. These groups shall exist and act at the discretion of the Board of Directors and shall be appointed in the manner authorized by the Board.

**Section 2** - Executive Committee - The Executive Committee shall be composed of all elected officers, including the Chair of the Chamber Economic Development Corporation. The Chairperson of the Executive Committee shall be the President. In the Interim between meetings of the Board, providing at least three voting members are present, the Executive Committee shall act on behalf of the Board. Such actions shall be subject to ratification by the Board of Directors at its next meeting.

**Section 3** - Standing Committees - Standing Committees of Chamber include Chamber Management, Membership Services and Communication, Economic Development, Beautification, and Events & Culture. Committee will consist of at least one (1) representative of the Board of Directors and general membership.

**Section 4** - Ex-Officio - The Executive Director shall be a member of all committees having all rights and privileges but without vote.

**Section 5** - Committee Assignment of Executive Committee - The President; First Vice President, Second Vice President, and Treasurer may be a member of all committees and shall be notified of all meetings. The Executive Director serves as an *Ex Officio* member.

**Section 6** - Limitation of Authority - No action by any member, committee, division, employee, Director or officer shall be binding upon, or constitute an expression of, the policy of the Chamber until it shall have been approved or ratified by the Board of Directors. Committees shall be discharged by the President when their work has been completed and their reports accepted, or when, in the opinion of the Board of Directors, it is deemed wise to continue the committees.

**Section 7** - *Ad Hoc* Committees - The president may empower *Ad Hoc* committees to address specific issues or needs outside of the prevue of standing committees. These groups shall serve no longer than one calendar year and membership must include at least one member of the Board of Directors or members.

## ARTICLE X

### Finance

**Section 1** – Funds - All money paid to Chamber shall be placed in an appropriate operating fund or designated reserve or investment, with the exception of Health Insurance Premiums, which shall be placed in a separate account.

**Section 2** – Budget - The Management Committee shall present a recommended budget to the Board of Directors at the April meeting for approval. The Chamber Executive Director, with Board of Directors' approval, shall collect and administer money restricted to special designated projects.

**Section 3** – Disbursements - The Executive Director is authorized to make disbursements provided for in the budget without additional approval of the Executive Committee or the Board of Directors. All disbursements shall be made by check. Checks may be signed by the Treasurer, Executive Director or the President, or in the absence of these parties, by any officer.

**Section 4** - Fiscal Year - The fiscal year shall start on the first day of April and end on the 31st day of March the following year.

**Section 5** – Accounting - The Treasurer shall, at every regular meeting, furnish an accounting of all expenditures made in the fiscal period since the last regular meeting on each account authorized in the budget. In the absence of a Treasurer, the Executive Director is responsible to provide financial status update.

**Section 6** - Functions-Policy - The Executive Director shall maintain a complete and accurate record of the functions established by the Board of Directors and of policies established. An accurate report of profit or loss will be provided to the Executive Committee and the Board at the earliest practical time following the event.

#### **ARTICLE XI**

##### Divisions, Councils, & Affiliates

**Section 1** – Divisions - The Board may create such Divisions may from time to time as deemed advisable and prescribe their activities. A Division of the Chamber will be the Chamber Economic Development Corporation. The Board may specify the membership or the qualifications for membership in such divisions, the officers of such divisions, the methods of electing or appointing members or officers in such divisions, and may determine the powers and responsibilities of members and officers and the extent to which any such group shall be a part of or separate from the Chamber. No such group shall be authorized to act on behalf of the Chamber or make any commitments on behalf of the Chamber without express authorization from the Board.

**Section 2** - Councils & Affiliates - The Board may create such councils and affiliate with such other organizations as deemed advisable and shall determine the basis and terms of such affiliations. The Board may specify the membership or qualifications for membership and officers of such groups. No such council or affiliate shall be authorized to act on behalf of the Chamber without express authorization from the Board.

#### **ARTICLE XII**

##### Liquidation or Dissolution of the Chamber

**Section 1** - In the event of the liquidation or dissolution of the Corporation, whether voluntary or involuntary, no member shall be entitled to any distribution or division of its remaining property or its proceeds, and the balance of all money and other property received by the Corporation from any source, after the payment of all debts and obligations of the Corporation, shall be used or distributed to such organizations as shall qualify under Section 501 (c) (3) of the Internal Revenue Code of 1954 as amended, subject to the order of the Supreme Court of the State of New York as provided by law.

#### **ARTICLE XIII**

##### Amendments

**Section 1** - Majority Vote - These by-laws may be amended, repealed or altered in whole or in part by a majority vote of the Board of Directors at any regular or special meeting thereof, provided such proposed changes be presented one month prior. If any bylaw regulating an impending election of directors is adopted or amended or repealed by the Board, there shall be set forth in the notice of the next meeting of members of the Chamber for the election of Directors the bylaw so adopted or amended or repealed, together with a concise statement of the changes made. This document shall be reviewed each year in the month of April to maintain sound operating procedures.