

**BY-LAWS OF THE GREATER WESTHAMPTON
CHAMBER OF COMMERCE
AMENDED AND APPROVED
Amended November 7, 2023**

ARTICLE I – NAME

Section 1: The name of this organization shall be THE GREATER WESTHAMPTON CHAMBER OF COMMERCE, INC.

Section 2: It is organized under the laws of the State of New York as a Not-For-Profit corporation (Type A), the certificate being filed on September 17, 1973. Its principal office is presently located at 7 Glovers Lane, Westhampton Beach, New York, PO Box 1228, 11978, web page: www.whbcc.org

ARTICLE 11 – OBJECT (Amended 12/09)

Section 1: THE GREATER WESTHAMPTON CHAMBER OF COMMERCE, INC. is organized for the purpose of advancing business relations in the communities of Westhampton, Westhampton Beach, Quogue, Quogue, Remsenburg, and Speonk to improve business within said area as well as to work for the improvement of the general economic welfare of said community. All applications shall be approved by majority vote by Board.

Section 2: This organization shall be non-partisan, non-sectarian, and shall take no part either directly or indirectly in the nomination, election or appointment of any political candidate.

ARTICLE III – MEMBERSHIP (Amended 12/09)

Section I: Any reputable person, association or corporation conducting business or living within the service district may subscribe to membership in THE GREATER WESTHAMPTON CHAMBER OF COMMERCE, INC. **All applications shall be approved by a majority vote of the Board.**

Section II: Members shall be approved at any meeting of the Board of Directors and shall pay a membership fee as set by said Board.

(A) Where one owner has more than one business, the first business shall pay a general member rate. Each subsequent business shall pay a fee equal to one half of the general member rate for a second business membership.

(B) **A community member may apply for an individual membership provided they are not joining to promote a home-based business or a business located out of our service district. An individual membership shall be strictly a “residential membership”. A membership fee shall be determined by the Board.**

Section III: Members may be expelled by the Board of Directors for cause or for non-payment of dues. Non-payment of dues shall be grounds for automatic expulsion and shall not require a hearing.

No member may be expelled without the opportunity of a hearing before the Board of Directors at a proposed time and place and after reasonable notice. A 2/3 vote of all directors present shall be necessary to expel a member.

Section IV: Members who were previously expelled may be reinstated by a majority vote of the Board. Members who have

been expelled are ineligible to serve on the Board of Directors.

ARTICLE IV – DUES

Section I: Dues of regular members shall be paid annually beginning January 1st of each year or by contract of an installment plan approved by the majority of the Board. The amount of the annual dues shall be prescribed by the Board of Directors by December 15th of each year. The dues coincide with the operating year of The Greater Westhampton Chamber of Commerce. The Greater Westhampton Chamber of Commerce operates on a calendar year.

Section II: If a member fails to pay his dues in full on or before January 30th, then such member shall automatically lose his right to vote until such time as his dues are paid. If a member fails to pay his dues by January 30th their name will be stricken from the roll of membership. If a member whose dues has lapsed was a member the prior year and pays their dues by March 15th they shall automatically be reinstated.

ARTICLE V – PARLIAMENTARY AUTHORITY

Section I: The rules contained in the current issue of Roberts Rules of Parliamentary Procedure shall govern THE GREATER WESTHAMPTON CHAMBER OF COMMERCE, INC.

ARTICLE VI – MEETINGS

Section I: Regular meetings shall be held periodically at a place to be designated by the Board of Directors.

Section II: At all membership meetings 20% of the members in good standing shall constitute a quorum.

Section III: Notice of both regular and special membership meetings shall be given to each member in person or by mailing notice to the last known post office address at least five (5) days in advance of the day of meeting.

Section IV: Directors who are physically absent from 5 or more meetings may be asked to resign from the board.

ARTICLE VII – ELECTION (Amended 11/23)

Section I: The Board of Directors shall be elected via electronic balloting such as election buddy and the ballots shall be emailed to members. Ballots shall be emailed no later than December 1st and voting shall end within one week after ballots are sent. The ballots will be tabulated at the end of the voting period. The Board of Directors shall select officers. All officers must be Board members. Newly elected board members will be presented to the membership at the January meeting.

Section II: A nominating committee of three (3) members shall be appointed by the Board of Directors at least sixty (60) days prior to the election. It shall be that Committee's duty to nominate, from the members of the Chamber as many members to be voted on or members of the Board to be filled. Said committee shall file a list of said nominees with the President, not later than **November 1st** before the election. No member may nominate from the floor any person whose name does not appear on the list prepared by the nominating committee unless such member shall have filed a written notice with the President by **November 1st**. Such notice shall state the name of any such members to be so nominated and it shall be signed by the member making such nomination.

Section III: It shall be the committee's duty to nominate, from the members of the chamber as many members to be voted on or members of the board to be filled.

Before the ballot goes out to membership for the board elections, it must be viewed by nominating committee and then presented to board.

ARTICLE VIII – BOARD OF DIRECTORS

Section I: The Board of Directors shall consist of between seven (7) and eleven (11) persons, one half of whom shall be elected annually for a term of two years. Directors shall be divided into two halves. The terms of office of the Directors initially classified upon the adoption of these By-Laws shall be as follows:

That of the first half shall expire at the second annual meeting of the Board of Directors. The second half shall expire at the second succeeding annual meeting of the Board of Directors.

If a Director chooses to resign before the end of his or her term, written notice shall be given to the President with thirty (30) days. A replacement may be appointed by the Board from the general membership and the member must be a member in good standing, dues paid, for at least one full year. Existing board members are not eligible as a replacement for board members who leave before their term is expired. The resigning member may submit a recommendation for the Board's consideration.

At any time there shall be only one (1) representative of any member on the board.

Section II: More than half of the current Directors shall constitute a quorum at all meetings.

Section III: Any member of the Chamber shall have the right to appear and speak before the Directors at their regular meetings provided written notice of such intention is given to the President at least **seven (7)** days prior to such a meeting.

Section IV: The Board will meet monthly, at a time and place to be determined by the Board. Directors who are absent from five (5) meetings during each year of their elected term must resign from the Board upon request from the Board. The Board can re-appoint anyone to the post, including the person

who previously held the post, to allow only for extenuating circumstances for absences.

Section V: The President or any three members of the Board of Directors may call a special meeting of the Board of Directors with a minimum of 3 days notice to all directors.

Section VI: If a Board Member cannot physically attend a regular or special Board Meeting, that Board Member shall be permitted to attend via telephone, or other means using the internet such as Skype or FaceTime, so long as the Member can be heard and/or heard and seen, and the Member can hear and/or hear and see all other Board Members in attendance. For purposes of achieving a quorum, any Board Member who attends a Board Meeting by telephone and/or as described above, the Board Members attendance shall count toward a quorum. Board Members are not permitted to vote by e-mail or text.

Section VII: Any member who has been previously expelled is ineligible to serve on the Board of Directors.

ARTICLE IX – OFFICERS

Section I: The President shall preside at all meetings of the Chamber and Board of Directors, and perform all duties incident to his office. He shall appoint all committees and he shall be ex-officio member of all committees except the Nominating Committee. He shall, at the annual meeting of the Chamber and at such other times as he may deem proper, comment to the membership of the Board of Directors such matters and make suggestions as may increase the usefulness of the Chamber.

Section II: The Vice President shall act in the absence of the President: and in the absence or disability of the President and Vice-President, a director shall be chosen by the Board to act temporarily.

Section III: The Treasurer shall receive and disburse the funds of the Chamber. He shall keep all monies of the Chamber deposited in its name. He shall make written reports to the Board of Directors, copies of which reports shall be available to any member who requests same. He shall not make oral reports at regular membership meeting unless requested to do so by the President or the Board.

Section IV: It shall be the duty of the Secretary to maintain an accurate record of the proceedings of the Chamber. At the expiration of the term of office the Secretary shall deliver to the Board of Directors, papers and property of the Chamber.

Section V: The term of all officers shall be one (1) year. They shall be elected at the first meeting of the year by the directors. No director may be eligible to hold office until he or she has completed one year of service on the Board, except if there are no directors who have completed one year of service on board willing to hold a particular office then a director with less than one year on the board may be eligible to hold such office. No officer may succeed himself in the same office after serving three (3) consecutive one-year terms. The duties of the officers shall be such as their title by general usage shall indicate and such are required by law and such as may be assigned to them from time to time by the Board of Directors or the President.

ARTICLE X – DISBURSEMENTS

Section I: Budget: The Board shall prepare a budget for the coming fiscal year no later than December 31st to be used as a

guideline. The budget shall be comprised of estimated expenses and revenues for the following year and upon approval by the Board shall become the appropriation measure for the Chamber. The Board shall vote on the budget at its first meeting in January. Upon approval by the Board, copies of the approved budget shall be kept on record at the Chamber office for review by any member upon request. Any member requesting to see the Budget must make an appointment with the Treasurer to review the Budget in the Chamber Office. No member shall take copies of the Budget from the Chamber Office. The Budget will be provided for review only.

Section II: Purchases: All purchases shall be made by check, with the exception of petty cash purchases, which shall not exceed \$50 per purchase and accounted for in the form of a petty cash journal. All purchases in excess of \$250 that are not included in the budget must be approved by a majority vote of the Board of Directors.

Section III: Checkbook: All checkbooks shall be maintained by the Treasurer. The authorized signatories on all checking accounts shall consist of the President, Treasurer and Secretary.

Section IV: Charitable Donations: Charitable donations should be approved by the Board and shall not exceed 10% of the annual budget. Not to be included in the 10% allowance are charitable donations made as a direct result of events held exclusively for the benefit of selected charities.

ARTICLE XI – COMMITTEES

Section I: The Board of Directors shall define the powers of all committees.

Section II: All committees shall be appointed by the Board.

ARTICLE XII – AMENDMENTS (Amended 12/09) (Amended 1/2020) (Amended 11/21)

Section I: The by-laws of the GREATER WESTHAMPTON CHAMBER OF COMMERCE, INC. may be amended by a majority vote of the members in good standing in attendance at a special meeting called for that purpose, provided that written copies of the proposed changes shall be mailed to each member at least two weeks in advance of such meeting, and that notice of the said meeting shall contain a statement to the effect that such amendments will be offered for consideration at the general membership. Members may vote in person at the special meeting or by a mail in ballot, which should be received by the date of the special meeting.

Section II: The by-laws of the GREATER WESTHAMPTON CHAMBER OF COMMERCE, INC. may be amended by the Board of Directors at any regular or special meeting of the Board provided that such action is with the **majority** vote of all directors present, provided more than half of the directors are in attendance, and that written/email copies of any proposed changes shall have been presented to each member of the Board of Directors at least five (5) days in advance of such meeting. Thereafter a copy of such amendment shall be mailed or emailed to the entire membership within two (2) weeks after adoption by the Board of Directors. Failure to mail or email the changes to the membership shall render such changes void.

“ The Westhampton Beach Chamber of Commerce was incorporated in 1948. The idea originated with a group of progressive businessmen, who considered that affiliation with the prominent and well-know national organization could contribute a service to the Village beyond the limits of the existing clubs and association.”

Quote from a Historical sketch of the incorporated Village of Westhampton Beach, New York 1640-1951 by Beatrice Rogers, copyrighted by Beatrice G. Rogers, October 1953