

# Western New York Sustainable Business Roundtable

## Bylaws



Effective: March 26, 2015

Amended: June 12, 2018

### Article I – Title, Location, Corporate Seal

**Sec. 1 Name** – The name of this entity shall be the Western New York Sustainable Business Roundtable. This entity may also be referred to as the SBR, the Roundtable or the WNYSBR.

**Sec. 2 Location** - The location of the principal office of the WNYSBR shall be determined by the Board of Directors. The registered office of the WNYSBR, required by New York State law to be maintained in the State of New York, shall be determined by the Board of Directors.

**Sec. 3 Corporate Seal** - The WNYSBR shall have a corporate seal which shall have inscribed thereon the name of the WNYSBR.

### Article II – Purposes

#### Sec. 1 – Purposes

The purposes for which the WNYSBR exists are:

- a) To create an environmentally and economically resilient Western New York that prioritizes the well-being of current and future generations
- b) To foster collaborations that enable our members to act on their sustainability goals, maintain profitability, and promote a healthy community.
- c) These purposes will be fulfilled through educational opportunities and the sharing of best practices.
- d) The WNYSBR is organized exclusively for educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations described under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

## Article III – Pledge

**Sec. 1 Pledge** – Members are accountable for developing and/or enhancing a sustainability plan, implementing actions, and measuring results. Members of the WNYSBR must sign the pledge below:

*“We commit to becoming a thriving and resilient business by establishing and implementing a sustainability plan that:*

- a. Reduces water pollution*
- b. Protects our waterways*
- c. Optimizes the use of energy and materials*
- d. Invests in our community*

*In a transparent and measurable way that collectively, with the efforts of other Western New York organizations, reduces the severity of global climate change.”*

**Sec. 2 Reporting** - Within one year of signing the pledge, the members must submit a Sustainability Plan to be posted on the WNYSBR website. Each member will update their plans and report on progress no less than annually.

## Article IV — Limitations

No recommendation, representation or report of any officer, committee, or member of the WNYSBR shall be binding upon the WNYSBR, or be considered as representing the opinion or policy of the WNYSBR, unless the same shall be submitted to and approved by the Board of Directors.

## Article V — Membership

The three categories of membership are: Full Membership, Associate Membership, and Honorary Membership. The Board of Directors shall place an organization in the appropriate category based on the criteria herein.

**Exceptions** - Exceptions to any of the requirements described below for any category of membership may be made by the Board of Directors upon its determination that the particular circumstances will not be detrimental to the WNYSBR or the applicant.

Erie County and the University at Buffalo are special Associate Members with voting rights and the right to serve on the Board of Directors due to the critical role they have played in establishing the WNYSBR and that their continued participation is essential for the success of the organization.

**Sec. 1 Full Membership** – Full membership shall be granted to all upstanding, for-profit organizations that meet the following requirements:

- a. Have a presence in Western New York as defined by the Regional Economic Development Council (Allegany, Erie, Chautauqua, Cattaraugus and Niagara Counties)
- b. The most senior member of their local office has signed the WNYSBR pledge demonstrating their commitment to the WNYSBR purposes
- c. Has fulfilled all current requirements including payment of dues or initiation fees, if applicable.

Full membership comes with all the privileges of membership in the WNYSBR, and is granted one vote per organization and the right to nominate or run for positions on the Board of Directors and the ability to serve as committee members.

**Note:** For-profit businesses that provide sustainability services or products may be granted full membership by the Board of Directors. However, individuals or businesses may be denied membership if it is determined by the Board of Directors that their membership would be used primarily for the purpose of soliciting business or recruiting or not working within the spirit of the WNYSBR purposes.

**Sec. 2 Associate Membership** – Associate membership is granted to all Educational, Government, Not-for-profit, and Allied Associations that have met the requirements listed above for full membership. Associate membership comes with all the privileges of membership in the WNYSBR with the exception of voting rights or the privilege to serve on the Board of Directors, with the exceptions listed above.

**Sec. 3 Honorary Membership** – Upon a majority vote of the members of the Board of Directors, honorary membership may be conferred upon persons who have contributed to the growth of the WNYSBR and its purposes, and who has retired from all commercial activity in the industry. Honorary Members have the same rights as an Associate Member with the exception that they are not required to pay dues.

**Sec. 4 Application for Membership** - Application for membership shall be made in writing on a form approved by the Board of Directors. The application shall be completed in full, signed by the highest ranking local official of the applicant, and sent to the principal office of the WNYSBR accompanied with payment for dues and initiation fees, if applicable. Prominent and evident on the application will be the WNYSBR membership Pledge. All members must, in their first year of membership, demonstrate their commitment to sustainability by fulfilling their pledge, unless they request and are granted an extension by the Board of Directors. Renewal of membership shall be granted by the Board of Directors annually, so long as the member organization continues to participate in alignment with all membership requirements.

**Sec. 5 Suspensions and Terminations** -The Board of Directors, by the affirmative vote of two-thirds of the members of the Board present at any meeting, may, after proper

investigation, due notice, and the opportunity for a hearing, change membership status, suspend or terminate any member for:

- a. Ceasing to qualify for membership; or
- b. Conduct that becomes detrimental, in the opinion of the Board, to the welfare and interests of the WNYSBR; or
- c. Unauthorized activities or statements in the name of, or on behalf of, the WNYSBR or any officer or committee thereof; or
- d. Use of membership primarily for the purpose of soliciting business or recruiting;
- e. or Violations of local, state, or federal laws; or
- f. Engaging in any conduct, either within or without the WNYSBR, which is contrary to the interests of the WNYSBR or to the advancement of the Roundtable's purposes.

**Sec. 6 Reinstatement** - Any member suspended or terminated may be reinstated by a majority vote of the Board of Directors, provided the organization qualifies for membership.

**Sec. 7 Transfer of Membership** - In the event of a change of ownership and/or change of name of a member firm, membership can be transferred to the new owner or to the new firm only upon approval of the Board of Directors.

## **Article VI — Voting**

**Sec. 1 Full Members** - Each member firm shall appoint and make known to the Board of Directors an individual to be its official representative, with authority to act for the member organization in all affairs of the WNYSBR. Each member present, in person or by proxy, at any meeting shall be entitled to one vote on all matters presented to the membership of the WNYSBR.

**Sec. 2 Associate Members** - Associate members shall have no vote on matters presented to the membership, except for the University of Buffalo and Erie County, as set forth in Article IV.

**Sec. 3 Honorary Members** - Honorary members shall have no vote on matters presented to the membership.

**Sec. 4 In-Person, Proxy, Mail and Electronic Ballots** - All ballots cast during annual elections can be made private with a request of any member. Votes shall be in-person or by acceptable proxy. Proxy votes must be approved by the Board of Directors as legitimate.

**Sec. 5 Quorum Voting** - A majority of the full Board of Directors shall constitute a quorum for the transaction of business. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

## **Article VII — Board of Directors**

**Sec. 1 Board of Directors** - The WNYSBR is led by a Board of Directors. The Board of Directors serves as the governance and key strategy setting entity of the WNYSBR. The Board of Directors shall consist of the four (4) elected officers listed below, and up to five (5) additional Full Members, as well as a permanent, single seat, with voting rights each for the University at Buffalo and Erie County. This structure shall be reviewed periodically by the Board to ensure appropriate and effective representation. All members of the Board of Directors must be Full Members, with the exception of the University at Buffalo and Erie County. WNYSBR members shall vote annually on open positions on the Board of Directors.

**Sec. 2 Officers** - The Board of Directors elects officers from within its ranks to serve in the roles of President, Vice President, Treasurer, and Secretary.

**Sec. 3 Terms** - Directors shall hold office for a term of two (2) years or until the expiration of their term and until their successor has been elected and qualified, or until the director's death, resignation, or removal. The Board may provide for staggered terms if the Board determines that it will secure Board continuity. Directors may not serve more than four consecutive terms, but may return to the Board after an absence of at least one year.

**Sec. 4 Duties of the Board** - The Board of Directors shall perform such duties as may be specifically imposed upon it by these Bylaws and as may from time to time be necessary to carry out the spirit and intent of the objectives of the WNYSBR. The Board of Directors shall receive reports from the President and committees, and take such action respecting such reports as deemed necessary or desirable. The Board of Directors shall meet regularly and as needed in order perform their duties effectively. Meetings, with the exception of executive sessions, are open to WNYSBR members in good standing.

**Sec. 5 Indemnification** - The WNYSBR shall indemnify to the full extent authorized or permitted by the laws of the State of New York and the United States of America any person made, or threatened to be made a party to any threatened, pending or completed action, suit or proceeding (whether civil, criminal, administrative or investigative, including an action by or in the right of the WNYSBR) by reason of any authorized action taken by such person in his or her capacity as a director, officer, committee member, common interest group member, employee or agent of the WNYSBR, or when serving any other enterprise as such at the request of the WNYSBR.

## **Article VIII — Election of Officers and Directors**

**Sec. 1 Nomination Process** - WNYSBR Members in good standing can self-nominate or nominate another Member in good standing for the Board of Directors. Nominations must be communicated to the Board and announced prior to the annual meeting.

**Sec. 2 Election of Officers and Directors** - Elections for Directors are held during the annual meeting. The Immediate Past President shall be an ex-officio non-voting member of the Board for one year if she/he so chooses. Only one representative of any member company or subsidiary company may serve at any time in an elective office.

**Sec. 3 The Board of Directors** - The Board of Directors shall elect the President, Vice President, Treasurer, and Secretary from within the Board of Directors and make public to the WNYSBR upon its vote.

**Sec. 4 Terms of Office** - The officers of the WNYSBR shall serve for a period of two (2) years, or until their successors are duly elected. Each director shall serve for a term of two (2) years.

**Sec. 5 Successive Terms** - The President, Vice President, Secretary, and Treasurer positions may not serve for more than two successive terms in the same office. No member of the Board of Directors may serve as an officer for more than four consecutive terms.

**Sec. 6 Vacancies** - Vacancies on the Board of Directors shall be filled for the unexpired term by appointment of the Board of Directors as soon as practicable. A vacancy shall be deemed to have occurred when a regularly elected Director:

- a. Submits a resignation and such resignation is accepted by the Board of Directors; or
- b. Fails to attend three consecutive meetings of the Board of Directors (un-excused by the President); or
- c. Severs the connection with the member company with which the Director was affiliated at the time of election; or
- d. The member company with which the Director is affiliated is terminated as a Member of the WNYSBR.

## **Article IX — Officers, Directors, & Staff**

**Sec. 1 Officers** - The officers of the WNYSBR shall be the President, Vice President, Treasurer, and Secretary.

**Sec. 2 President** - The President shall preside at all meetings of the WNYSBR and of the Board of Directors. The President shall appoint various members and chairs of any committees subject to the approval of the Board of Directors. The President shall be a member ex-officio of each standing and special committee, except an Audit Committee if one is determined to be necessary. The President is empowered to appoint such temporary committees without Board of Director approval as the President may deem necessary from time to time.

**Sec. 3 Vice President** - In the absence of the President, or in the case of the President's inability to act, the Vice President shall act in the President's stead and with the President's powers. The Vice President shall become familiar with the duties and

activities of the office of President in order to be fully prepared to succeed the President at the end of the President's term of office.

**Sec. 4 Treasurer** - The Treasurer shall oversee the keeping of the account books and financial records of the corporation and its subsidiaries. The Treasurer may require an annual and responsible audit of the books of the WNYSBR. The treasurer shall communicate the status of the books and finances of the WNYSBR to all members as soon as practical following the end of the fiscal year. The Treasurer shall prepare and propose an annual WNYSBR budget for approval by the Board of Directors, and will oversee control of and report monthly on the budget during the fiscal year.

**Sec. 5 Secretary** -The Secretary shall oversee the making and keeping of all records of the WNYSBR, the Board of Directors, and the committees; to see to the notification of all members of general meetings of the WNYSBR and to perform such other duties as may be assigned to the Secretary by the President.

**Sec. 6 Immediate Past President** - The Immediate Past President shall ensure an easy transfer of leadership and serve the Board of Directors, using his/her recent leadership experience to advise on all WNYSBR matters as needed.

**Sec. 7 Staff** -The Board of Directors may appoint staff, whose responsibility shall be to carry out the policies and programs of the organization as laid down by the Board of Directors. The staff shall prepare or ensure the preparation of reports of the recommendations for proposed projects, expenditures and other activities within the scope of the purposes of the WNYSBR, for submission to the Board of Directors. The staff will stay informed of all activities and may be a member ex-officio of all committees (except if there is an Audit Committee). The purpose of this is to bring continuity, prioritization and organization from all committees and Board of Directors efforts to the regularly scheduled staff meetings. The staff shall be the focal point of all activities ensuring strong, timely and appropriate communication, coordination and organization of all activities including committees, events and other activities. The staff shall have charge of the office and property of the organization and shall be subject to the direction of the Board of Directors on behalf of the efforts and needs of the entire organization. The staff may be empowered to withdraw funds of the WNYSBR subject to the limitations which shall be established by the Board of Directors.

**Sec. 8 Funds** - All funds of the organization shall be deposited in such bank or banks as the Board of Directors may from time to time, by a two-thirds majority vote, designate by resolution.

**Sec. 9 Compensation of Officers** - No salary or compensation for services shall be paid to any elected officer or director or any committee or common interest group member by reason of his or her office.

**Sec. 10 Fidelity Bond** -Any person entrusted with the handling of funds or other property of the Association shall, at the discretion of the Board of Directors, furnish, at the

expense of the WNYSBR, fidelity bond approved by the Board of Directors in such sum as the Board of Directors shall prescribe.

**Section 11 Conflict of Interest** – Whenever a director or officer has a financial or personal interest in any matter coming before the board of directors, the affected person shall (a) fully disclose the nature of the interest and (b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested directors determine that it is in the best interest of the corporation to do so. The minutes of the meetings at which such votes are taken shall record such disclosure, abstention, and rationale for approval.

## **Article X — Committees**

**Sec. 1 Committees** - The Board of Directors shall appoint such committees as the Board of Directors deems advisable to assist in the proper functioning of the organization, or to carry out its objectives, subject to the approval of the Board of Directors. The Board of Directors assisted by staff will maintain a list of Committees, Committee members, Committee chair, and descriptions of the role of each committee.

**Sec. 2 Scope** - The committees shall be responsible to report to the Board of Directors within the scope defined for each by the Board of Directors.

**Sec. 3 Annual Report** - The chair of each committee shall make an annual report to the Board of Directors on the work of the committee, and may be required to report at any meeting of the Board of Directors upon any matter requiring action, consideration or funding.

**Sec. 4 Quorum** - The majority of the members of a committee present at any committee meeting shall constitute a quorum.

## **Article XI — Meetings**

**Sec. 1 Regular Meetings of Members** - Regular meetings of the members of the WNYSBR shall be held at times and places to be determined by the Board of Directors. Notice of the time, place, and subject of such meetings shall be given at least 30 days prior to the date of such meetings.

**Sec. 2 Annual Member Meeting** An Annual Member Meeting for the election of directors; the review of bylaws ensuring their continued suitability, adequacy and overall effectiveness; and for such other business as may properly come before such meeting, shall be held once per year, at a time and place to be determined by the Board of Directors. Notice of the time, place, and subject of the Annual Member Meeting shall be given at least 30 days prior to the date of the meeting.



**Sec. 3 Special Meetings** - Special meetings of the members may be called at any time by a majority of the Board of Directors, and it shall also be the duty of the President to call such meetings whenever requested to do so in writing by not less than 10 percent of the members in good standing. Notice shall be given as provided in Sec.1 thereof.

**Sec. 4 Board of Directors** - The Board of Directors shall meet at such times as they shall determine. Notice to Directors shall be required for regular meetings established by the Board of Directors.

**Sec. 5 Special Meetings of the Board of Directors** - Special meetings of the Board of Directors may be called on the request of any officer of the organization or a majority of the members of the Board of Directors. Notice of the time and place and objectives of such meetings shall be communicated in a reasonable time frame.

**Sec. 6 Rules of Order** - Roberts Rules of Order will be used for all meetings.

**Sec. 7 Quorum** -At a membership meeting, ten (10) percent of the WNYSBR members eligible to vote is required to be present, in person or by proxy, to constitute a quorum. A majority of the Directors shall constitute a quorum for any meeting of the Board of Directors. For Board of Directors meetings, a Director participating by phone or video link will be considered present, and will count towards the quorum requirement.

**8 - Votes for Member Meetings** - Accepted votes are those that are in-person, or by acceptable proxy as outlined in these bylaws.

**9 - Votes for Board of Directors Meetings** - Accepted votes are those that are in-person or by phone or video link. Proxy voting will not be accepted.

## **Article XII — Assets and Liabilities**

**Sec. 1 Interest of Members** - All interest of each member in the funds, investments and other assets belonging to the WNYSBR shall immediately cease in the event that the membership of such member in the WNYSBR shall terminate for any reason except through dissolution of the WNYSBR. In the event of such termination, such member and the representatives of such member shall have no claim on account of such assets against the WNYSBR, or against the other members or their representatives.

**Sec. 2 Distribution of Assets on Dissolution** - Upon the dissolution of the WNYSBR, and after payment of all indebtedness of the WNYSBR, any remaining funds, investments and other assets of the WNYSBR shall be distributed to such non-profit organizations in the State of New York as may be determined by the Board of Directors or a Dissolution Committee appointed for the purpose, and in such a way that no residue may inure to the direct benefit of any members. Furthermore, all assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of

the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized or operated exclusively for such purposes.

### **Article XIII — Fiscal Year**

The fiscal year of the WNYSBR shall be from November 1st to October 31st.

### **Article XIV — Amendments**

These bylaws may be amended only under the following circumstances:

- a) Bylaw changes can only be made at a meeting of members as described in Article XI above, including the notification and quorum requirements described therein;
- b) Bylaw changes require a two-thirds (2/3) majority of the votes cast.