

WHIMBY Bylaws

ARTICLE 1 – Name

Section 1.01: Name.

The name of the organization is WHIMBY, an acronym derived from the phrase "What's Happening In My Back Yard."

ARTICLE 2 – Purpose

Section 2.01: Purpose.

WHIMBY is a membership association whose purpose is to:

- a) Create opportunities for business owners, non-profit leaders and other professionals to meet with the goal of building relationships;
- b) To foster the mindset among our members and guests that success comes to each of us by seeking ways to help fellow members accomplish their goals;
- c) To provide periodic educational programs, speakers, and fellowship events that meet the interests of our members and promote our goal of relationship building; and
- d) To facilitate opportunities for professionals to come together for the exchange of ideas and information in a setting that supports shared learning; and
- e) To promote in all of our activities and events an environment of mutual respect, cordiality, and collegiality so that all members feel welcome and included.

Section 2.01: Use of Funds.

All funds accumulated or otherwise held by WHIMBY shall be used exclusively to accomplish the overall purposes of the organization and no portion shall inure to the benefit or be distributed to any director or officer or member of the organization except to the extent appropriate to reimburse reasonable expenses incurred with prior authorization on behalf the organization or to pay reasonable compensation for specific services rendered to the organization in furtherance of accomplishing the purpose of the organization.

ARTICLE 3 – Fiscal Year

Section 3.01: Fiscal Year.

WHIMBY's fiscal year shall be the calendar year.

ARTICLE 4 – Membership

Section 4.01: Non-Discrimination.

To achieve WHIMBY's mission there shall be no discrimination in individual memberships because of race, religion, sex, age, national origin, disability, veteran's status, sexual orientation, gender identity or any other legally protected class.

Section 4.02: Qualifications for Membership.

Members in WHIMBY shall be individual natural persons, not entities. To qualify for membership, the individual must be approved by the Board of Directors or its designee. The Board will establish from time to time guidelines for membership and will communicate those guidelines to the Membership Committee and to the membership.

The Board may grant exceptions to the established guidelines at any time as deemed appropriate by a majority vote of the Board.

Section 4.03: Non-transferability of Membership.

Membership in WHIMBY is personal to the individual member and is neither transferable nor assignable.

Section 4.05: Individual Membership.

Membership in WHIMBY is held in the individual's name, not an organization with which the member is affiliated.

Section 4.06: Classes of Membership.

There are no separate classes of membership. Once approved and accepted as a member, every member in good standing is entitled to participate in the governance of WHIMBY without differentiation, including voting, serving as an officer or director, or participating as a member of a committee.

Section 4.07: Application for Membership.

All applications for membership shall be reviewed by the Membership Committee and approved by the Board of Directors or its designee. New members shall be afforded full membership rights from the date of application approval by the Board of Directors or their designee and completed payment of annual membership dues.

Section 4.08: Voting.

Each member in good standing shall have the right to cast one vote on each matter brought for a vote of the members. The vote will be a Standing voice vote.

Section 4.09: Dues.

Annual membership dues shall be established by the Board of Directors who shall also establish the timing and renewal cycle for such dues.

Section 4.10: Termination of Membership.

Any member failing to pay his or her annual dues within 30-days of the date due shall cease to be a member. The Board of Directors additionally may revoke the membership of any individual if the Board determines that the individual no longer qualifies under membership guidelines established by the Board or that the individual does not demonstrate the values of WHIMBY or that the individual reflects poorly on the reputation of WHIMBY or for such other cause as the Board may determine.

ARTICLE 5 Officers and Board of Directors

Section 5.01: Board of Directors.

The Board of Directors shall be the governing body of WHIMBY and shall be comprised of not less than five (5) and not more than eleven (11) directors, and shall include the four (4) officers, the immediate past president, and up to 6 members elected at-large. The Board will establish the terms for each Board member at the time of election with the goal of creating rotation of service on the Board among members and creating overlapping tenure on the Board. No person will serve for more than 4 consecutive years on the Board except upon unanimous approval by the Board and re-election by the membership.

Section 5.02: Officers.

The officers shall be a President, a Vice President, a Secretary and a Treasurer (the positions of secretary and treasurer may be held by the same person at the discretion of the Board), and shall be elected at the annual meeting of the membership. Officers serve in their elected position for one year.

Section 5.03: President.

The President shall generally supervise and manage the affairs of the organization. The President shall nominate for approval by the Board the chairpersons of whatever committees he/she deems advisable.

Section 5.04: Vice President.

The Vice President shall perform those duties as assigned by the president or the directors and, in the event of the absence, resignation, or disability of the president, shall act as president of the organization. The vice president is nominated automatically for election as president in the next annual meeting. The vice president shall propose the Board Slate for the following year to the full Board of Directors for discussion and approval.

Section 5.05: Secretary.

The Secretary shall perform those duties as assigned by the president or the directors. The Secretary shall make and keep minutes of all meetings of the directors and of the annual meeting of the membership; shall maintain a membership registration record containing the names and contact information of each member; and, shall perform such other duties and exercise such other powers customarily incident to the office of secretary.

Section 5.06: Treasurer.

The Treasurer shall maintain a record of all financial transactions of the organization and shall be prepared to render an accounting of such transactions at any meeting of the membership or of the directors as may be requested; shall be responsible for the receipt of all monies due the organization and for the deposit of the same in banking institutions approved by the directors; shall sign all checks and make all disbursements on approved billings and shall maintain such other records as may be required by the president or directors; and, shall perform such other duties and exercise such other powers customarily incident to the office of Treasurer. The Treasurer will arrange for an annual Financial Review by a qualified member.

Section 5.07: Immediate Past President.

The Immediate Past President serves as an advisor to the President and fulfills such duties as requested by the President and/or Board of Directors. These responsibilities shall include encouraging volunteerism, full participation of the membership and such duties as requested by the President and Board of Directors.

Section 5.08: Vacancies.

Any vacancy in the Board, and any vacancy in an Officer position, may be filled for the unexpired term by appointment of the President with the consent of the Board of Directors.

Section 5.09: Meetings of the Board of Directors. The Board of Directors will meet at least quarterly on such dates as determined by the Board. Members are welcome to attend meetings of the Board as observers and not as participants. The Board may, by majority vote, move to an executive session of the Board at which only directors may be present.

Section 5.10: Quorum.

A simple majority of the total Board of Directors shall constitute a quorum for the transaction of business. The act of a majority of the Board of Directors present at any meeting at which there is a quorum, either in person or by any means whereby all members can communicate with each other, shall be an act of the Governing Body except to the extent that applicable law may require a greater number. In addition, the Board may act by majority written consent, which may be by electronic means, of all voting members. In the event a proxy attends the meeting, the proxy will have no voting rights relating to Board issues.

Section 5.11: Board of Director's Responsibilities.

The Board of Directors shall transact all business of WHIMBY except as prescribed otherwise in these Bylaws. Any member in good standing may request the President to place on the agenda of the next regular Board of Directors meeting any action for consideration by the Board of Directors.

Section 5.12: Removal of Director and Officer.

Any Officer or Director may be removed from office, with cause, upon an affirmative vote of two-thirds of the entire Board of Directors. The Officer or Director shall be entitled to be heard by the Board prior to any termination action being imposed.

ARTICLE 6

Elections, Voting, Term of Office and Annual Meeting

Section 6.01: Annual Meeting

WHIMBY's regular monthly meeting in December of each year will be the Annual Meeting.

Section 6.02: Elections.

The Officers and Directors shall be elected by the members present and in good standing at the annual meeting each year. A proposed slate of officers and directors will be developed by the current Vice President (who is automatically included on the proposed slate for election as President for the next year) and presented to the Board of Directors for discussion and approval. This proposed slate of officers and directors will be announced to the membership at the regular monthly meeting immediately preceding the annual meeting.

Nominations of additional candidates beyond those on the proposed slate will be invited from the floor at the meeting preceding a vote on the candidates proposed by the Nominating Committee or nominated from the floor.

Section 6.03: Voting.

The vote of a majority of the members in good standing present, or by pre-submission voting from members not able to be present via electronic means approved by the Board, shall be sufficient for the adoption of any matter voted on by the members, except to the extent that applicable law may require a greater number.

Section 6.04: Term of Office.

Each elected officer and director shall assume office on January 1 following his or her election and shall hold office for one year or until his or her successor is elected and takes office.

Section 6.05: Notice of Meeting.

Notice of the annual meeting, or any other meeting at which a vote of the membership will be requested, shall be given to all members at least ten days prior to the meeting. The matter or matters to be presented for vote by members shall be included in the notification of meeting, including the names of any proposed slate for election as an officer or director and any proposed changes in bylaws. Notification by email at the email address last provided by the member and by posting via one or more WHIMBY digital media sites will be sufficient.

ARTICLE 7

Events

Section 7.01: Events Hosted by WHIMBY.

Events hosted by WHIMBY for members at large, including the annual meeting, will be open to all members. The Board or its designee will determine the date, content and location of events hosted by WHIMBY.

Section 7.02: Member Hosted Events.

Events hosted by individual members are controlled and determined by the hosting member, not WHIMBY, even if announcements of those meetings are made through WHIMBY communication channels as a courtesy to the hosting member and other members.

ARTICLE 8

Committees

Section 8.01: Committees.

The establishment of both standing and ad-hoc committees shall be the right of the Board of Directors.

Section 8.02: Committee Organization.

Committees are established by resolution of the Board of Directors, except that the Membership Committee shall be standing committees established under the Bylaws.

Section 8.03: Committee Chairs.

Appointment of Committee Chairs is by recommendation of the President to the Board for final approval. The Chair and the President, or his/her designee, will seek interested members to participate in committee activities. Special Committees or task forces may be authorized by the President to meet particular needs.

Section 8.04: Committee Activity.

Committees are established to provide the organization with ongoing services, such as Membership, Programs, Communications, etc.

Section 8.05: Chair Unable to Serve.

If a chair ceases to be a member of WHIMBY, resigns or is otherwise unable to serve, the President will nominate a replacement for approval by the Board.

**ARTICLE 9
Amendment of Bylaws**

The Bylaws may be amended by a majority vote of the members in good standing present, or voting via electronic means pre-approved by the Board, at any meeting for which required notice has been provided.

**ARTICLE 10
Dissolution**

In the event of the dissolution of WHIMBY, the remaining monies in the Treasury, after expenses of the organization have been paid, will be contributed to a community organization or other charity with purposes consistent with those of WHIMBY, as decided upon by the Board of Directors at the time of dissolution.

**ARTICLE 11
Terms Used**

As used in these Bylaws, feminine or neuter pronouns shall be substituted for those of the masculine form, and the plurals shall be substituted for the singular number in any place where the context may require such substitution or substitutions.