

REYNOLDSBURG AREA CHAMBER OF COMMERCE

BY-LAWS

ARTICLE I

SECTION 1: NAME

The name of this Corporation is: The Reynoldsburg Area Chamber of Commerce, Inc., hereafter referred to as "the Chamber".

SECTION 2: PURPOSE

The mission of the Chamber is to promote and support a strong business environment by being the collective voice of the Reynoldsburg area business community and to enhance the general welfare of the community through economic prosperity.

SECTION 3: FISCAL YEAR

The Chamber fiscal year shall be January 1 through December 31.

ARTICLE II MEMBERSHIP

SECTION 1: ELIGIBILITY

Any individual, firm, association, corporation, partnership, school or estate having an interest in the objectives of the organization shall be eligible to apply for membership.

The Board has the right to establish qualifications and criteria for membership.

The Board may exclude from membership any business or individual applicant whose conduct or nature of business may be prejudicial to the aims or reputation of the Chamber.

SECTION 2: MEMBERSHIP CATEGORIES

1. **Regular Membership-** Regular membership is given to an eligible applicant upon completion of the regular membership application and payment of dues as prescribed by the Directors. Membership shall be on a yearly basis (12 month) commencing with the date the application is approved by the Board of Directors. Regular membership has all membership privileges and has one voting representative entitled to one (1) vote.
2. **Associate Membership.** A subsidiary of an approved regular member, a school, an educational association, or a civic organization is eligible to be an Associate Member upon application. Membership shall be on a yearly basis (12 month) commencing with the date the application is approved by the Board of Directors. An associate member has all privileges except voting privileges and the right to hold any office.
3. **Lifetime Membership.** Lifetime membership is an honorary membership given to an individual by the Board for that individual's extraordinary services to the Reynoldsburg Area Chamber of Commerce or the Reynoldsburg community. The

lifetime membership has no dues and extends for the lifetime of the individual. The lifetime membership has all membership privileges except voting privileges and the right to hold any office.

Guidelines:

1. Chamber Member for 10 years minimum.
2. Must have held an elected office (officer/Board of Directors).
3. Must be 60 years or older.

SECTION 3: APPROVAL

To become a member, an application must be approved by majority vote of the Board of Directors present at a Board meeting.

SECTION 4: DUES

The annual dues may be changed once each year by a majority vote of the Directors present at a regular board meeting.

SECTION 5: SUSPENSION OR TERMINATION

A. Any member may be suspended or expelled upon a recommendation of the Board of Directors (for reasons they deem good and proper, including any conduct or activity that may be deemed prejudicial to the aims and reputation of The Chamber), by a three-fourths (3/4) vote of the Board members present at the board meeting. Before any member is suspended or expelled, written notice shall be mailed to that member at the address which appears in the records of the association at least ten (10) days prior to such meeting. This notice shall include the charges and the time and place of the meeting of the Board of Directors at which the same are to be considered; and the member shall be given an opportunity to present a defense against such charges.

B. A member is automatically terminated if dues are not received/postmarked by two (2) months after the due date.

SECTION 6: VOTING REPRESENTATIVE

Each regular member shall designate in writing (proxy) their representative eligible for voting.

If a regular member cannot attend a meeting where a vote is required, the regular member may designate in writing an alternate who shall be eligible to vote on their behalf.

SECTION 7: EXERCISE OF PRIVILEGES

Any firm, member, association, corporation, partnership, or estate holding membership may nominate an individual whom the holder desires to exercise the privileges of membership covered by its dues, and shall have the right to change its voting member upon written notice to the Chamber.

ARTICLE III
MEETINGS

SECTION 1: ANNUAL MEETINGS

The Annual Meeting of the Chamber shall be held during December of each year. The time and place shall be selected by the Board of Directors with notice to each member at least ten (10) days before said meeting.

SECTION 2:

A. REGULAR MEETINGS

1. **Schedule and Location** Regular meetings shall be held on the date and time set by the Board of Directors.
2. **Quorum** Ten Percent (10%) of the membership shall constitute a quorum.

B. BOARD OF DIRECTORS' MEETINGS

1. The Board of Directors shall meet on the second Tuesday of the month and shall report to the members the results of the meeting.
2. At all Board of Directors' meetings, 6 members of the Board must be present to constitute a quorum.
3. Directors and officers shall be notified of all special meetings of the Board of Directors.

C. SPECIAL MEETINGS

Special meetings of the members may be called by the Chair, or a Vice-Chair when he or she is performing the duties of the Chairman, a majority of Directors present at a meeting, or a majority of all Directors acting without a meeting, or by ten percent (10%) of the members by written notice. This written notice shall be sent to each member by mail, at least five (5) days before the date of such meeting, at the address which appears on the records of the Chamber, and by publication once, at least seven (7) days before the date of such meeting, in a local newspaper of general circulation in Reynoldsburg, Ohio.

D. MEETING NOTIFICATION

Notices of meetings, including special meetings may be sent to the membership by written communication through the mail or electronically.

ARTICLE IV
BOARD OF DIRECTORS

SECTION 1: COMPOSITION OF THE BOARD

A. BOARD MEMBERSHIP

The Board of Directors of the Chamber shall consist of a Chairman of the Board, Immediate Past Chair, First and Second Vice-Chairman, a Secretary, a Treasurer and

twelve (12) Directors. Officers shall be elected by the regular membership annually for a term of one (1) year beginning on the January 1st. Four (4) directors shall be elected annually for a term of three (3) years.

The government and policy-making responsibilities of the Chamber shall be vested in the Board of Directors, which shall control its property, be responsible for its finances, and direct its affairs.

B. ELIGIBILITY

1. Prospective Chairman of the Board and Vice-Chairs shall have served at least one (1) year as director or officer within the previous 6 years.
2. All prospective officers and directors shall be a voting representative of a regular member or individual member.

SECTION 2: SELECTION AND ELECTION OF DIRECTORS

A. A Nominating Committee shall consist of five (5) members. Said Committee shall consist of three (3) members at large appointed from the general membership and two (2) Directors appointed by the Chair, subject to approval by the Board of Directors, of which one shall be chairperson. The Committee's duty shall be to submit nominations for directors and officers.

B. At the regular September Board Meeting, the Nominating Committee shall present to the Board a slate of candidates for approval by the Board to fill expiring and vacant positions.

Following the report of the Nominating Committee at the October meeting, an opportunity shall be given for nominations from the floor. Only those who have consented to serve and meet the qualifications shall be eligible for nominations, either by the Nominating Committee or from the floor. The Nominating Committee shall have the authority to determine eligibility of nominee.

The directors and officers shall be chosen by a majority of the voting representatives present at the November meeting by a secret ballot election.

C. Each candidate must be a voting representative of a regular or individual member in good standing and must have agreed to accept the responsibility of a directorship. Each candidate, if elected, must agree to remain a regular or individual member in good standing.

D. Judges. The Chair shall appoint, subject to the approval of the Board of Directors, at least three (3) but not more than five (5) judges who are not candidates for election. Such judges shall have complete supervision of the election, including the auditing of the ballots. They shall report the results of the election to the general membership. The chairperson of the Nominating Committee shall serve as the presiding judge.

SECTION 3: SEATING OF NEW DIRECTORS AND OFFICERS

All newly elected and appointed Board members shall be seated at the next regular (monthly) Board meeting and shall be participating members thereafter. Retiring Board members shall continue to serve until the end of the program year.

SECTION 4: ABSENCES

A member of the Board of Directors who shall be absent from three (3) consecutive regular meetings of the Board of Directors shall automatically be dropped from membership on the Board unless confined by illness or other absence approved by a majority vote of those voting at any meeting thereof.

SECTION 5: VACANCIES

Vacancies on the Board of Directors, or among the officers, may be filled at any regular meeting of the Board of Directors by a majority vote.

SECTION 6: POLICY

The Board of Directors is responsible for establishing procedure and formulating policy of the organization. The officers are charged with implementing all policies of the organization. These policies shall be maintained by the President in a Policy Manual, to be reviewed annually by the board and revised as necessary.

SECTION 7: INDEMNIFICATION

Every person who is a director, officer or member of the corporation or a former director, officer or member of the corporation, or a person who is serving or has served at the request of the corporation, as a director, officer or employee of another corporation is hereby indemnified against expenses, judgments, decrees, fines, penalties or amounts paid in settlement in connection with the defense of any pending or threatened action, suit or proceeding, criminal or civil to which he is or may be made a party by reason of being or having been such director, officer or member, provided he is determined by the Directors of the corporation acting at a meeting at which a quorum consisting of Directors who are not parties to or threatened with any such action suit or proceeding is present (a) not to have been negligent or guilty of misconduct in the performance of his duty to the corporation of which he is such director, officer or member; (b) to have acted in good faith in what he reasonably believed to be the best interest of such corporation; and (c) in any matter the subject of a criminal action, suit, or proceeding, to have had no reasonable cause to believe that his conduct was unlawful, provided however, no director who is a party to or threatened with any such action, suit or proceeding shall be qualified to vote on such matter. Alternatively, such determinations may be made (a) by a court of competent jurisdiction; (b) by the members of the corporation at a meeting held for such purpose by the affirmative vote of a majority of the members; or (c) adopted by the members of the corporation without a meeting by the written consent of two-thirds of the voting membership on such proposal.

SECTION 8: LEAVE OF ABSENCE

Any member of the Board of Directors may, for good cause, be granted a leave of absence once during each term of office upon written petition to the Board of Directors. Such leave may not exceed ninety (90) days.

ARTICLE V OFFICERS

SECTION 1: TRANSITION OF BOARD MEMBERS

All officers shall take office on the first day of the fiscal year and serve for a term of one (1) year or until their successors assume the duties of office. The newly elected and retiring boards shall reorganize for the coming year, prior to January 1st. Only directors and officers of the new board shall be voting members of the Board of Directors.

SECTION 2: DUTIES OF OFFICERS

1. The **Chair** shall serve as the chief presiding officer of the Chamber and shall preside at all meetings of the membership and the Board of Directors.

The Chair shall, with advice and counsel of the President, determine all committees subject to approval of the Board of Directors. Further, the Chair shall select all committee chairpersons and assist each chairperson in the selection of committee personnel.

2. **Vice-Chairman** Two (2) Vice-Chairmen shall serve as assistants to the Chairman of the Board in the administration of the affairs of the Chamber and shall in addition to the duties set below; perform such duties as may be assigned to them by the Chair.

The 1st Vice-Chair shall preside at all meetings in the absence of the Chair. The 1st Vice-Chair and the President shall specifically oversee the activities of all committees, assist the chairpersons of those committees as necessary, and be responsible for arranging the programs at the monthly membership meeting.

The 2nd Vice-Chair shall specifically be responsible for maintaining and expanding the membership of the Chamber.

3. **Chair Pro Tempore.** In case the Chair and both Vice-Chairs are absent, or unable to perform their duties, the Board of Directors may appoint a Chair Pro Tempore.

4. **Secretary.** The Secretary shall, under the direction of the Board of Directors, keep records of the activities of the Chamber. The Secretary shall attend all monthly meetings of the Board for the purpose of taking the minutes of those meetings. The minutes shall be prepared and given to the President for distribution at least one week prior to the next regularly scheduled Board meeting. This officer shall also, on occasion, report to the general membership and coordinate with the President on the activities of the Board, maintain minutes and perform such other duties as normally pertain to the office of secretary or shall be prescribed by the Board of Directors.

5. **Treasurer.** The Treasurer shall have custody of the funds of the organization, shall account to the Board, and shall furnish a report to the President for distribution one week prior to the next regularly scheduled Board meeting. The Treasurer may also be asked to give an accounting to the general membership at its monthly meetings, and at such other times as may be prescribed by the Board of Directors. The President shall be responsible for the collection of membership dues and of maintaining a current roster of members. The Treasurer shall keep accurate records of all Chamber financial transactions and upon retirement from office, shall turn over all funds and all records of the organization to the incoming Treasurer. The Treasurer shall perform such duties as

normally pertain to the office, or as may be prescribed by the Board of Directors.

6A. It is the responsibility of the Board of Directors to have the President/CEO and Treasurer's positions bonded.

6B. The Board of Directors also shall maintain insurance in an amount which it believes adequate to protect the association and its members from all liability resulting from functions of the Chamber.

7. The Chair, with the approval of the Board of Directors, shall appoint a committee of three (3) to investigate and verify the financial records and statements of this association. The committee shall be appointed in November and the audit should be completed in January of each year. If for any reason the Treasurer cannot complete the term, an audit must also be performed prior to the new treasurer taking office.

8. **The Executive Committee** consists of the Chairman of the Board, First Vice Chair, Second Vice Chair, Secretary, Treasurer, and the immediate Past Chair. The President/CEO shall be an ex officio member of the Executive Committee and of all other current committees as appointed and approved in accordance with Article VI, Committees, Section 1. The Executive Committee shall act for and on behalf of the Board of Directors when the Board is not in session but shall be accountable to the Board for its actions. They shall (1) prepare the annual budget in December for approval by the Board of Directors at the January Board meeting; (2) conduct the annual review of the President in December; and (3) perform whatever duties approved of by the Board of Directors. The Chairman shall be the chair of the Executive Committee.

9. **Past Chair's Council** shall consist of four (4) past Chairs to be appointed by the Chair. The Council shall meet annually or as requested by the Executive Committee to serve in an advisory capacity to the Board and to perform such duties as the Executive Committee or Board may from time to time request.

SECTION 3: EMPLOYEES

1. **President/CEO**. The President/CEO is charged with the general administration and operation of the Chamber and such other duties as prescribed in the manual, the By-Laws, and by the Board of Directors.

The President/CEO shall serve at the discretion and pleasure of the Board of Directors. Approval of employment/termination shall be determined by majority vote of all directors.

2. President/CEO shall be responsible for hiring, discharging, directing, and supervising all employees. The President/CEO shall report to the Board on all matters pertaining to the hiring or firing of employees.

3. The President/CEO shall conduct an annual review with each employee by the end of November.

ARTICLE VI **COMMITTEES**

SECTION 1. APPOINTMENT AND AUTHORITY

The Chair shall, with the advice and consent and council of the President/CEO, and with the approval of the Board of Directors, shall appoint committee chairpersons. The Chair may appoint such ad hoc committees and their chairpersons as deemed necessary to carry out the program of the Chamber. Committee appointments shall serve concurrent with the term of the appointing Chair, unless a different term is approved by the Board of Directors. The President/CEO shall be an ex officio member of all committees.

It shall be the function of committees to make investigations, conduct studies and hearings, make recommendations to the Board of Directors, and to carry on such activities as may be delegated to them by the Board.

SECTION 2. LIMITATIONS ON AUTHORITY

No action by any member, committee, division, employee, director or officer shall be binding upon, or constitute an expression of policy of the Chamber until it has been approved or ratified by the Board of Directors.

Once an action has been approved by the Board of Directors, it shall be incumbent upon the committee chairperson or, in their absence, which they designate as being familiar enough with the issue, to give testimony to, or make representations before, civic and governmental agencies.

ARTICLE VII **PARLIAMENTARY AUTHORITY**

The rules contained in the most recent edition of "Roberts Rules of Order" shall govern the Chamber in all cases to which they are applicable and in which they are not inconsistent with the Articles of Incorporation, By Laws, or special rules of the Chamber.

ARTICLE VIII **AMENDMENTS**

These By-Laws may be amended or altered by presenting said amendments in writing during any regular meeting of the Chamber or by mailing the proposed amendment to all members at least fifteen (15) days prior to the next regular meeting; if the amendments are presented during any regular meeting instead of being mailed 15 days prior thereto, no action shall be taken thereon until the next regular meeting. A two-thirds (2/3) vote of the members present shall be required to adopt an amendment.

No candidate for political office shall be endorsed by the Chamber.

ARTICLE X
DONATIONS AND EXPENDITURES

- A. Any member or organization seeking a donation of funds from the association, for any purpose, shall first submit a request to the Board of Directors in person or by letter.
- B. If a member of the Board of Directors is associated in any capacity with a person or organization seeking a donation of funds from the Chamber, that Director must abstain from voting on any matter pertaining to said request or approval of said donation.
- C. Any request for a monetary donation or expenditure of funds exceeding five hundred dollars (\$500) that is not a specific item included in the current published budget approved by the Board of Directors at a prior meeting, shall not be voted on during the meeting at which said request is submitted, unless 3/4 majority of the total Board of Directors is present. Passage must be by an affirmative vote of at least 3/4 majority of eligible members of the Board of Directors on a written ballot.

ARTICLE XI
FINANCES

SECTION 1. FUNDS

All money paid to the Chamber shall be placed in a general operating fund. Funds unused from the current year's operating budget will be placed in a reserve account to be determined by the Executive Committee. All funds shall be invested in a safe, protected investment.

SECTION 2. DISBURSEMENTS

Upon the approval of the budget, the President/CEO is authorized to make disbursements on accounts and expenses provided for in the budget without additional approval of the Board of Directors. Disbursements shall be made by check.

SECTION 3 BUDGET

As soon as possible after the election of the new Board of Directors and Officers, the Executive Committee shall adopt the budget for the coming year and shall submit it to the Board for approval at the January 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 any funds shall inure to, or be distributed, to the members of the Chamber. On dissolution of the Chamber, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific or philanthropic organization(s) defined by IRS Section 501(c)(3) to be selected by the Board of Directors.