

AMENDED AND RESTATED BYLAWS OF THE  
WARRENSVILLE HEIGHTS AREA CHAMBER OF COMMERCE  
EFFECTIVE SEPTEMBER 8, 2022

ARTICLE I

GENERAL

Section 1.01 Name

This not-for-profit organization is incorporated under the laws of the State of Ohio and known as the Warrensville Heights Area Chamber of Commerce, hereinafter referred to as the Chamber.

Section 1.02 Purpose

The Chamber is organized to enhance business opportunities, encourage economic development, and promote community betterment in the cities of Warrensville Heights, North Randall and Highland Hills, Ohio. It shall foster a unified spirit among the citizens and leaders of the communities in the interest of the general welfare.

Section 1.03 Limitation of Methods

The Chamber 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. In particular, the Chamber shall be non-partisan and shall not endorse any candidate for political office.

Section 1.04 Non-Discrimination

The Chamber is committed to equal opportunity, participation, inclusion, and treatment of all individuals, regardless of a person's race, creed, color, ancestry, gender, national origin, age, religion, or disability. Employment membership and participation opportunities with the Chamber are open to all qualified individuals, and the Chamber welcomes and respects the diversity of the members, Directors, and employees of the Chamber and the communities, which it serves.

ARTICLE II

Section 2.01 Eligibility

Any person or entity having an interest in the objectives of the organization shall be eligible to apply to become a member of the Chamber ("Member").

Section 2.02 Classifications of Membership

The Board of Directors may, from time to time, establish such membership classifications as it determines are appropriate.

### Section 2.03 Approval

Applications for new membership in the Chamber shall be in writing, on forms provided for the purpose, and signed by the applicant or an authorized representative of the applicant. Any applicant shall become a Member upon payment of the regularly scheduled dues as provided in Section 2.04 of this Article II and be eligible for all benefits of Chamber membership upon receipt of the dues.

Formal approval and acceptance of new Members shall be by a simple majority of Board of Directors present at any meeting thereafter..

### Section 2.04 Membership Dues

Membership dues shall be at such rate or rates, schedule or formula as may be from time-to-time prescribed by the Board of Directors.

### Section 2.05 Termination

A. Any Member may resign from the Chamber upon written notice to the Board of Directors.

B. Any Member who is delinquent in the payment of membership dues, which delinquency has existed for a period of at least ninety (90) days, shall be expelled from membership in the Chamber unless the Board of Directors, by a two-thirds vote taken at a regularly scheduled meeting thereof, extends such membership for a good cause.

C. Any Member may be expelled by a two-thirds vote of the Board of Directors present at a regularly scheduled meeting thereof, for conduct which the Board of Directors has determined is unbecoming a Member or prejudicial to the aims or repute of the Chamber.

### Section 2.06 Voting by Members

In any proceeding in which voting by Members is called for, each Member in good standing shall be entitled to cast one (1) vote.

### Section 2.07 Exercise of Privileges

Every entity holding membership in the Chamber shall designate, in writing, an individual within that entity to serve as the Voting Representative to exercise the privilege of membership for that Member. The management of such entity may change the Voting Representative by written notice to the Chamber.

### Section 2.08 Honorary Membership

Distinction in public affairs shall confer eligibility to honorary membership. Honorary Members shall have all the privileges of Members, except the right to vote, and shall be exempt from payment of dues. The Board of Directors shall confer or revoke honorary membership by a majority vote.

### Section 2.09 Associate Membership

Associate membership shall be open to any person or not-for-profit organization interested in furthering the interests of the Chamber. Associate membership shall include all privileges of full membership except that for the right of vote and hold office. Dues are established as outlined in Article II Section 2.04.

## ARTICLE III

### MEMBERSHIP MEETINGS

#### Section 3.01 Annual Meeting

The annual meeting of the Chamber shall be held in person and/or electronically on such date and at such time and place as shall be designated by the Board of Directors. The time and place shall be fixed by the Board of Directors and notice thereof mailed to each member at least fifteen (15) days before said meeting.

#### Section 3.02 General Meetings

- A. General meetings of the Chamber membership may be called in person and/or electronically by the Chair at any time provided that such meetings shall take place at least once per calendar quarter.
- B. Special meetings of the Chamber membership may be called by the Board of Directors or by the Chair.

#### Section 3.03 Membership Actions without a Meeting

Any action or vote, which may be taken by the Members at a meeting, may be taken without a meeting, in a written ballot signed by the Member and/or an electronic ballot generated by facsimile, email, or text.

#### Section 3.04 Quorum

For any meeting, a majority of the Members in good standing shall be necessary to constitute a quorum, and approval of any matter by the Members shall require the affirmative vote of a majority of the Members present at the meeting.

#### Section 3.05 Notices, Agenda, Minutes

Written notice of all chamber meetings must be given at least fifteen (15) days in advance, unless otherwise stated.

#### Section 3.06 Waiver of Notice.

Notice of the time, place, and purposes of any meeting of the Board of Directors may be waived in writing either before or after the holding of the meeting. The attendance of any Director at any meeting (or participation at a meeting held through the use of telephone or other communications equipment) without protesting, prior to or at the commencement of the meeting, the lack of proper notice shall be deemed to be a waiver by the Director of notice of the meeting.

#### Section 3.07 Meetings by Means of Communications Equipment.

Meetings of the Directors may be held through the use of any telephone or other communications equipment if all persons participating can hear each other, and participation in a meeting pursuant to this Section 14 of Article II shall constitute presence at such meeting. Any action taken at such a meeting shall be entered into the written records of the Chamber. The Board of Directors may specifically authorize the utilization of electronic ballots, facsimiles ("fax"), emails, or text messages as the vote of any Member during or between duly authorized Board or Committee meetings. Said votes shall be entered into the written records of the Chamber.

ARTICLE IV

Board of Directors

Section 4.01 Governance

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 finances, and direct its business affairs.

Section 4.02 Composition of the Board

The Board of Directors shall consist of not less than seven (7) and not more than eleven (11) elected members. In addition, each Past Chair may serve as a voting ex officio member of the Board for a two year period immediately following his or her term as Chair which shall not be considered a violation of Section 4.04. The Past Chair serving as an ex officio member of the Board shall not count towards the maximum number of Board members (11) permitted.

The Board shall have a Chairman and Vice Chairman of the Board which shall be elected in accordance with Section 4.05. The Chairman of the Board shall be Chair of the Board of Directors through the Chairman's elected term. The duties of the Chairman of the Board shall include: (a) all duties incident to the office as required by law and indicated by the title of Chairman of the Board; (b) presiding at all meetings of the Chamber, the Board of Directors, and the Executive Committee of the Board; and (c) with the advice and counsel of the Vice Chairman and Chair, determining all committees, selecting all

committee chairmen, and assisting in the selection of committee personnel, subject to approval of the Board of Directors. The Chairman of the Board may, with approval of the Board of Directors, delegate to the Vice Chairman, duties normally performed by the Chairman of the Board, in the event of the Chairman's temporary disability or inability to attend meetings.

The Board of Directors shall have the right to select honorary board members, not to exceed 5, who are permitted to attend Board meetings. Such honorary Board member(s) shall not have the right to vote on matters before the Board. The honorary Board member may designate an individual from his or her staff/office to periodically take their place at Board meetings, but such designee must be approved by a majority of the Board prior to the designee's attendance at any meeting. The Board of Directors shall confer or revoke honorary Board membership by a majority vote and such membership shall be separate and distinct from the honorary membership set forth in Section 2.08.

#### Section 4.03 Eligibility for Board Membership

Any person who is or represents a Member in good standing and who has agreed to accept the responsibility of a directorship is eligible to serve on the Board of Directors. A Past Chair is eligible for election to the Board of Directors after completing his or her ex officio term.

#### Section 4.04 Term of Elected Directors

Directors shall be elected to two-year terms, unless appointed by the Board to fill an unexpired term of a vacant directorship. No Director who has served three consecutive two-year terms is eligible for election for a fourth term except as authorized by the Board. A period of two (2) years must elapse before eligibility is restored or as authorized by the Board.

#### Section 4.05 Selection and Election of Directors

A. Nominations. Nominations to the Board of Directors, including the Chairman of the Board and Vice Chairman, shall be made by the Nominations Chair and presented to the Board no later than ninety days prior to the meeting of the Board.

B. Dissemination of Nominations. Within thirty (30) days after the presentation of the slate of candidates by the Nominations Chair to the Board of Trustees, the Chair shall disseminate a ballot to every member of the Chamber. The ballot shall contain the names of persons nominated as candidates for Directors and shall provide the opportunity to write-in the names of candidates other than those nominated by the Governance Committee.

C. Voting. The ballots shall be marked in accordance with the instructions printed on the ballot and returned to the Chamber office within ten (10) business days. The Board of Directors shall, at its next regular Board meeting, announce the candidates with the greatest number of votes elected.

#### Section 4.06 Seating of New Directors

All newly elected Directors shall be seated at the annual meeting of Board of Directors and shall be participating members thereafter.

#### Section 4.07 Removal of a Director

A Director may be removed from office by a two-thirds (2/3) vote of the entire Board, or by a two-thirds vote of the membership at a regular or special meeting of Members for which notice of the vote on such removal has been given.

#### Section 4.08 Vacancies

Vacancies on the Board of Directors shall be filled by a recommendation of the Nominations Chair and approved by the Board of Directors by a majority vote.

#### Section 4.09 [DELETED]

#### Section 4.10 Indemnification

The Chamber may, by resolution of the Board of Directors, provide for indemnification by the Chamber of any and all current or former officers, directors and employees and against expenses actually and necessarily incurred by them in connection with the defense of any action, suit, or proceeding in which they or any of them are made parties, or a party, by reason of having been officers, directors or employees of the Chamber except in relation to matters as to which such individuals shall be adjudged in such action, suite or proceeding to be liable for negligence or misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability for negligence or misconduct.

### ARTICLE V

#### **OFFICERS**

##### Section 5.01 Determination of Officers

The Board, or committee designated by the Board, shall nominate at the designated meeting a Chair, a Secretary, a Treasurer, at least one (1) and not more than three (3) Vice Chairs, and such other officers as the Board may, from time-to-time, determine to be necessary. All officer nominees shall be current members of the Board of Directors. At the same meeting, the Board shall elect the officers by majority vote. The officers shall take office immediately after the Board vote.

##### Section 5.02 Term of Office

The term of office for officers shall be two (2) years.

##### Section 5.03 Duties of Officers

###### A. CHAIR OF THE BOARD “CHAIR”

The Chair shall be the principal executive officer of the Chamber and shall in general supervise and have charge of all of the affairs of the Chamber, pursuant to the direction and oversight of the Board of Directors. The Chair may sign any contracts, deeds, mortgages, and/or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these bylaws or by law to some other officer or agent of the Chamber. The Chair shall supervise and provide direction to any employees of, or paid contractors to, the Chamber, if any, on a regular basis. The Chair shall perform all duties incident to the office of Chair and such other duties as may be prescribed by the Board of Directors from time to time.

###### B. EXECUTIVE DIRECTOR

The Board of Directors may appoint or hire an Executive Director to serve as the Corporation's chief management and administrative employee. The Board shall prescribe the duties and fix the compensation of the Executive Director. The Executive Director shall be authorized to execute all authorized deeds, mortgages, contracts, and other obligations of the Corporation.

The Executive Director may be an *ex officio* member of the Board of Directors and all committees of the Board if the Board so approves, but in either circumstance shall have no vote and shall not be counted for quorum purposes.

The Executive Director shall serve as advisor to the Chair on program planning and shall assemble information and data and cause to be prepared special reports as directed by the program of the Chamber.

With assistance of the Chair of the Board, the Executive Director shall be responsible for administration of the program of work in accordance with the policies and regulations of the Board of Directors. The Executive Director with Board approval shall be responsible for hiring, discharging, directing, and supervising all employees. The Executive Director shall assist the Treasurer in the preparation and maintenance of books and accounts. With the cooperation of the Treasurer, the Executive Director shall be responsible for the preparation of an operating budget covering all expenditures with approved budget allocations. The Executive Director shall have such other duties as the Board or By-laws may prescribe.

#### C. VICE CHAIR

The duties of the Vice Chair shall have such responsibilities as the Board of Directors determines. The Executive Committee of the Board shall designate one Vice Chair to exercise the power and authority, and to perform the duties of the Chair in the absence or disability of the Chair. The Vice Chair shall perform such other duties as from time to time may be assigned by the Chair or by the Board of Directors.

#### D. TREASURER.

The Treasurer shall be responsible for the safeguarding of all funds received by the Chamber and for 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 shall require the signature of one individual who is designated by the Board and the Treasurer. The Treasurer shall cause a monthly financial report to be made to the Board and prepare an annual budget. The Treasurer shall perform such other duties as from time to time may be assigned by the Chair or by the Board of Directors.

The Board of Directors may appoint or hire a TREASURER to serve as the Corporation's chief financial employee. The Board shall prescribe the duties and fix the compensation of the Treasurer. The Treasurer shall be responsible for the safeguarding of all funds received by the Chamber and for 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 shall require the signature of one individual who is designated by the Board and the Treasurer. The Treasurer shall cause a monthly financial report to be issued.

#### E. SECRETARY.

The Secretary shall record the minutes of all meetings of the Board of Directors; maintain such minutes in one (1) or more books provided for such purpose; see that all notices are duly given in accordance with the provisions of these bylaws or as required by applicable law; be the custodian of the corporate records, including but not limited to all correspondence of the Chamber; be the custodian of the seal of the Chamber and see that such seal is affixed to all documents where necessary, the execution of which on behalf of the Chamber under its seal is duly authorized in accordance with the provisions of these bylaws; and in general perform all of the duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the Chair or by the Board of Directors.

#### F. Delegation of Authority and Duties.

The Board of Directors is authorized to delegate the authority and duties of any officer to any other officer and generally to control the action of the officers and to require the performance of duties in addition to those mentioned herein.

##### Section 5.04 Executive Committee of the Board

The Executive Committee of the Board 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. It shall be composed of the Officers of the Board and Board Chairman. The Board Chairman may invite such individuals to participate in the deliberations of the Executive Committee, without vote, as he or she deems appropriate.

### ARTICLE VI

#### Committees

##### Section 6.01 Appointment and Authority

The Chair, by and with the approval of the Board of Directors, shall appoint all committees and committee chairmen. The Chair may appoint such ad hoc committees and their chairmen as deemed necessary to carry out the program of the Chamber. Committee appointments shall be at the will and pleasure of the Chair and shall serve concurrent with the term of the appointing Chair, unless the Board of Directors approves a different term.

##### Section 6.02 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.

### ARTICLE VII

#### Finances

##### Section 7.01 Funds

All money paid to the Chamber shall be placed in a general operating fund, unless otherwise designated by a vote of two-thirds (2/3) of the members of the Board of Directors attending a scheduled meeting of the Board.

##### Section 7.02



### Execution of Corporate Instruments and Disbursements

The Board of Directors may, at its discretion, determine the method and designate the signatory officer or officers, or other person or persons, to execute any corporate instrument or document, or to sign the corporate name without limitation, except when otherwise provided by law, and such execution or signature shall be binding upon the Chamber.

Unless otherwise specifically determined by the Board of Directors or otherwise required by law, formal contracts of the Chamber, promissory notes, deeds of trust, mortgages, other evidence of indebtedness of the Chamber, other corporate/organization instruments or documents, memberships in other corporations/organizations, and certificates of shares of stock owned by the Chamber shall be executed, signed, and/or endorsed by the Chair, Executive Director, Secretary, Treasurer.

All checks, drafts, and/or electronic disbursements drawn on banks or other depositories on funds to the credit of the Chamber, or in special accounts of the Chamber, shall be signed and/or executed by such person or persons as the Board of Directors shall authorize to do so.

**Loans and Contracts** No loans or advances shall be contracted on behalf of the Chamber and no note or other evidence of indebtedness shall be issued in its name unless and except as the specific transaction is authorized by the Board of Directors. Without the express and specific authorization of the Board, no officer or other agent of the Chamber may enter into any contract or execute and deliver any instrument in the name of and on behalf of the Chamber.

### Section 7.03 Fiscal Year

The fiscal year of the Chamber shall close on December 31st of each year.

### Section 7.04 Budget

The Treasurer shall submit a budget for the coming year to the Board of Directors for approval, prior to the close of the current fiscal year or as soon as possible thereafter. The Treasurer has authority to approve expenditures, which have been submitted and approved through the budget process. Expenditures that have not been budgeted (i.e. charitable contributions, emergency expenses or new items) would need to be submitted for two-thirds Board approval.

### Section 7.05 Bonding

The Chair and such other officers and staff as the Board of Directors may designate shall be bonded by a sufficient fidelity bond in the amount set by the Board and paid for by the Chamber.

## ARTICLE VIII

### **Conflict-of- Interest**

#### Section 8.01 Conflict of Interest Policy

The Board of Directors may adopt a Conflict-of-Interest Policy concerning transactions between the Chamber and any of its Directors, Officers, Committee Members, and Employees, and may amend such policy for time-to-time as the Board, in its discretion, determines to be necessary or appropriate.

The purpose of the Conflict-of-Interest policy is to protect the Chamber's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of one of its officers or directors, or that might otherwise result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable corporations/organizations and is not intended as an exclusive statement of responsibilities.

#### Section 8.02 Restriction on Interested Directors

Not more than 5% (percent) of the persons serving on the Board of Directors at any time may be interested persons. An interested person is (1) any person currently being compensated by the Chamber for services rendered to it within the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director; and (2) any brother, sister, parent, ancestor, descendent, spouse, brother-in-law, sister-in-law, son-in-law, mother-in-law, or father-in-law of any such person. However, any violation of the provisions of this section shall not affect the validity or enforceability of any transaction entered into by the interested person.

#### Section 8.03 Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to

the directors who are considering the proposed transaction or arrangement.

Section 8.04 Establishing a Conflict of-Interest

After the disclosure of the financial interest and all material facts, and after any discussion with the interested person, the interested person shall leave the Board meeting while the potential conflict of interest is discussed and voted upon. The remaining Board members shall decide if a conflict of interest exists.

Section 8.05 Addressing a Conflict of Interest

In the event that the Board should establish that a proposed transaction or arrangement establishes a conflict of interest, the Board shall then proceed with the following actions:

- a) Any interested person may render a request or report at the Board meeting, but upon completion of said request or report the individual shall be excused while the Board discusses the information and/or material presented and then votes on the transaction or arrangement proposed involving the possible conflict of interest.
- b) The Chair of the Board of the Board shall, if deemed necessary and appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c) After exercising due diligence, the Board shall determine whether the Chamber can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the best interest of the Chamber, for its own benefit, and whether it is fair and reasonable. It shall make its decision as to whether to enter into the transaction arrangement in conformity with this determination.

#### Section 8.06 Violations of Conflict-of-Interest Policy

Should the Board have reasonable cause to believe an interested person has failed to disclose actual or possible conflicts of interest, the Board shall then inform the interested person of the basis for such belief and afford the interested person an opportunity to explain the alleged failure to disclose.

If, after hearing the interested person's explanation, and after making further investigation as may be warranted in consideration of the circumstances, the Board determines the interested person intentionally failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

#### Section 8.07 Contracts

Provided that such contract or transaction conforms with the Chamber's Conflict of Interest Policy, no contract or other transaction between the Chamber and any person or entity shall be affected by the fact that any Director officer of the Chamber is a Director or Officer or otherwise has an interest in or with such other person or entity. Subject to such Conflict-of-Interest Policy, any Director or Officer of the Chamber may be a party to, or may be interested in, any contract or transaction involving the Chamber; and no such contract or other transaction of the Chamber with any person or entity shall be affected by the fact that any Director or Officer of the Chamber is a party to or in any way connected with such person or entity. Every person who may become a Director or Officer of the Chamber is hereby relieved from any liability that otherwise might exist from contracting with the Chamber, for the benefit of him/herself or any firm, association or corporation in which he or she may be in any way interested, provided that such contract does not violate the Conflict-of-Interest Policy.

### ARTICLE IX

Dissolution

Section 9.01 Disbursement of Assets

The Chamber shall use its funds only to accomplish the objectives and purposes specified in these bylaws, and no part of said funds shall inure, or be distributed, to the members of the Chamber. On dissolution of the Chamber, any remaining funds shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organizations to be selected by the Board of Directors as defined in IRS Section 501(c) (3).

ARTICLE X

Parliamentary Authority

Section 10.01 Robert's Rules of Order

The current edition of ROBERT'S RULES OF ORDER shall be the final source of authority in all questions of parliamentary procedures when such rules are not inconsistent with the charter or bylaws of the Chamber.

ARTICLE XI

Communication

Section 11.01 Method of Communication

Any notice or communication, which must be in writing, may be delivered by any form of communication deemed appropriate by the Board, including but not limited to the U.S. Mail, facsimile transmission, e-mail or other means of electronic communication.

ARTICLE XII

Amendments

Section 12.01 Revisions

These bylaws may be amended by a two-thirds (2/3) vote of the Members. Any proposed amendment or alteration shall be submitted to the Members in writing, at least ten (10) days in advance of the vote to adopt such amendment.<sup>1</sup>

Adopted: September 8, 2022

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<sup>1</sup> Revise February 10, 2009  
Revised June 11, 2009  
Revised July 9, 2009