

BYLAWS OF THE
WARRENSVILLE HEIGHTS AREA CHAMBER OF COMMERCE

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 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. Approval of Members shall be by a simple majority of Board of Directors present at any meeting thereof. Any applicant so approved shall become a Member upon payment of the regularly scheduled dues as provided in Section 2.04 of this Article II.

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 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 by the President at any time.

B. Special meetings of the Chamber membership may be called by the Board of Directors or by the President upon the petition, in writing, of any ten percent (10%) of the Members in good standing.

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.

Section 3.04 Quorum

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.

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 eleven (11) and not more than fifteen (15) elected members. In addition, each Past President shall serve as a voting ex officio member of the Board for a two year period immediately following his or her term as President which shall not be considered a violation of Section 4.04. The Past President serving as an ex officio member of the Board shall not count towards the maximum number of Board members (15) 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 President, 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 President 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 the February 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 President 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 regular April 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 in May 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 May meeting a President, a Secretary, a Treasurer, at least one (1) and not more than three (3) Vice Presidents, 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. **PRESIDENT.** The President 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 President 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 President shall supervise and provide direction to any employees of, or paid contractors to, the Chamber, if any, on a regular basis. The President shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

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

C. **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 President or by the Board of Directors.

D. 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 President or by the Board of Directors.

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 President, by and with the approval of the Board of Directors, shall appoint all committees and committee chairmen. The President 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 President and shall serve concurrent with the term of the appointing President, 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 Disbursements

All disbursements shall be made by check. Checks shall require the signature of one individual who is designated by the Board of Directors as well as the Treasurer. The Board shall, on an annual basis, designate not fewer than three (3) individuals, one (1) of whom may be the Administrator of the Chamber, who are authorized to sign checks on behalf of the Chamber. Other than the Administrator, only current Board Members may be signatories on checks 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 President 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.

Section 8.02 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.¹

Adopted: _____ FEBRUARY 25, 2004 _____

¹ Revise February 10, 2009
Revised June 11, 2009
Revised July 9, 2009