



Eastern Lake County

Chamber of Commerce

EASTERN LAKE COUNTY CHAMBER OF COMMERCE AMENDED AND RESTATED BYLAWS

Highlights of the Proposed Revisions to the Bylaws

- Complete replacement of the prior bylaws.
- More streamlined, easy to use and understand document.
- Substantially revises Officer positions eliminating the permanent Treasurer position, adding a board secretary, and removes the unlimited term for Board Officers.
- Clarifies executive committee
- Establishes a new 3-three year set of terms for Board Directors (up to 9 years total, but with no exclusion for Board Officers).
- Businesses will designate one (1) member as the Chamber's point of contact.
- Establishes possibility of honorary membership in the Chamber.
- Clarifies nominating process for recruiting new Directors.
- Clarifies timing of member and Director meetings and their conduct.
- Incorporates conflict of interest and anti-discrimination policies in the bylaws.
- Establishes important standing committees and empowers those committees.

Any questions or concerns can be directed to the Chamber Board President, Joshua J. Strickland, Esq., via email at jstrickland@dworkenlaw.com or phone at 440-352-3391.

EASTERN LAKE COUNTY CHAMBER OF COMMERCE

AMENDED AND RESTATED BYLAWS

ARTICLE I – GENERAL

Section 1: **Name.** This Chamber of Commerce is not-for-profit corporation incorporated under the laws of the State of Ohio and shall be known as the Eastern Lake County Chamber of Commerce, hereinafter referred to as the “Chamber.”

Section 2: **Purpose.** The Chamber is organized to advance the general welfare and prosperity of the Eastern Lake County communities (as defined below) so that commercial, cultural, industrial, and educational interests of the area are enhanced.

Section 3. **Definition of Eastern Lake County.** The geographic territory of the Chamber includes the communities in Lake County, Ohio of Concord Township, Fairport Harbor, Grand River, Leroy Township, Madison Township, Madison Village, Painesville City, Painesville Township, Perry Township, Perry Village and North Perry Village.

Section 4. **Compliance.** The Chamber shall observe all local, state, and federal laws that apply to a nonprofit organization as defined in Section 501(c)(6) of the Internal Revenue Code. The Chamber’s activities shall serve as a non-partisan, non-sectarian voice for business on legislative, economic, social, cultural, governmental, environmental and related issues affecting the communities served by the Chamber.

ARTICLE II – MEMBERSHIP

Section 1. **Eligibility.** A person or an organization that desires to further the purpose of the Chamber may apply for membership on forms provided.

Section 2. **Membership Categories:**

A. Regular Membership.

1. *Individual:* a sole practitioner business person who agrees to abide by the bylaws of the Chamber.
2. *Entity:* a business, Chamber, association, partnership, not-for-profit corporation, or governmental organization that agrees to abide by the bylaws of the Chamber.

B. Civic Member: an individual, non-business person who agrees to abide by the bylaws of the Chamber.

C. Honorary: the Board of Directors confers this category by a majority vote on individuals who are distinguished in public affairs or who have render exceptional service or assistance to the Chamber. The length of and qualifications for this membership shall be determined by the Board of Directors.

Section 3. **Application Process.** Applications for membership shall be in writing on forms approved by the Board of Directors by a majority vote. An individual or entity may apply for membership in the Chamber who shall be accepted as a member upon payment of all applicable dues and fees absent any reason for rejection of any application by the Executive Director which shall be brought to the Board of Directors by the Executive Director to either approve or reject by majority vote. Honorary membership shall be conferred by a majority vote of the Board of Directors.

Section 4. **Rights of Membership:**

- A. Basic Rights of Membership: The Basic Rights of Membership are as follows: to be notified and to attend meetings, to offer motions, to speak in debate, to vote, to hold elected offices and chairmanships and any other rights given in these bylaws.
- B. Regular and Civic Members shall have the Basic Rights of Membership.
- C. A Regular Entity shall designate an individual to exercise the rights covered by its subscription. The Entity may change the individual designated upon written notice.
- D. Honorary Members shall have the right to attend meetings and events of the Chamber and such other rights as awarded by the Board of Directors, but not the right to vote.

Section 5. **Dues.** Membership dues and fees shall be set by the Board of Directors, from time to time, and shall be payable in advance of a date established by the Board of Directors.

Section 6. **Termination of Membership:**

- A. A member may resign from the Chamber upon written notification to the Board of Directors.
- B. A member may be suspended by the Board of Directors by a two-thirds vote for nonpayment of dues after ninety (90) calendar days from the due date unless otherwise extended for good cause.
- C. A member may be suspended or expelled by a two-thirds vote of the Board of Directors at a meeting for one or more of the following: conduct unbecoming a member, acts inconsistent with the Chamber's purpose, acts prejudicial to the aims or repute of the Chamber, or violation of the bylaws. Notice and an opportunity for a hearing shall be afforded to the member complained against. The procedures described in most recent version of Robert Rules of Order shall be followed.

Section 7. **Voting.** In any proceeding requiring a vote by members, each Regular Member in good standing shall be entitled to one (1) vote. Proxy voting shall not be permitted.

Section 8. **Good Standing.** Good standing shall mean that the member has paid all current dues and fees and is not subject to any disciplinary action by the Chamber

Section 9. **Orientation.** At regular intervals determined by the Board of Directors, orientation on the purpose and activities of this Chamber shall be conducted for the following groups: new officers and directors, current officers and directors, committee chairs, and/or current and new committee members.

ARTICLE III – MEETINGS

Section 1. Membership Meeting:

- A. The Annual Meeting of the Chamber shall be held once per year. The Board of Directors shall determine the date, time, and location of the Annual Meeting. Notice shall be given using authorized communication equipment to each member of the Chamber at least ten (10) calendar days in advance of the meeting.
- B. Authorized Communication Equipment. Any written notice, report, finding, comment, or information, and any vote these bylaws authorize to be held outside of a meeting may be sent or taken by communications equipment that enables the member an opportunity to participate in the meeting and to vote on matters submitted to the members, including an opportunity to read or hear the proceedings of the meeting and to speak or otherwise participate in the proceedings contemporaneously with those physically present. Examples of such communications include, but shall not be limited to, zoom and like platforms, conference calls, and email chains.
- C. Special Meetings:
 - 1. Special Meetings of the Chamber may be called by the President and shall be called upon petition in writing by fifteen (15) voting Chamber members in good standing. The President with the consent of the Board of Directors shall determine the date, time, and location of the Special Meeting.
 - 2. Notice of Special Meetings shall be given by authorized communication equipment to all members of the Chamber at least five (5) calendar days in advance of the meeting. The purpose of the meeting shall be given in the notice and no business other than what is in the notice shall be conducted.

Section 2. Board and Executive Committee Meetings:

- A. Annual and Regular Meetings. The Board of Directors shall hold an Annual Meeting for the purposes of electing the officers, confirming appointments and conducting such other business as is necessary and appropriate. This shall be held as soon as practicable after the annual meeting of the members. Regular Meetings of the Board of Directors shall be held monthly on a schedule adopted by the Board of Directors, by majority vote, from time to time. The Board of Directors shall hold at least ten (10) meetings per calendar year. Notice shall be given to every director by authorized communication equipment,

shall include a purposed agenda and the minutes of the previous meeting, and shall be given to directors at least three (3) calendar days in advance of the meeting. The Executive Committee shall meet at least quarterly and shall set the time, date, and location of its regular meetings by majority vote of the Executive Committee.

B. Special meetings of the Board of Directors and the Executive Committee may be called by the President and shall be called upon presentation of a written petition signed by at least 25% of the members of the Board or the Executive Committee. Only business announced in the call of the special meeting may be conducted.

C. Action Without a Meeting:

1. Any action that may be authorized or taken at a meeting of the directors may be authorized or taken without a meeting so long as all of the voting directors give an affirmative approval in writing to take such action outside of a meeting. Any such approval shall be filed with and entered upon the records of the Chamber.
2. For the purpose of these bylaws, when an urgent or necessary piece of business demands immediate action and an in-person meeting of the Board of Directors or the Executive Committee is not possible or practical, this action can be taken at an electronic meeting or by a single-issue ballot using authorized communication equipment so long as all voting directors have agreed in writing to this procedure. The approval of such urgent or necessary business shall be by majority vote or whatever vote is required and the results shall be reported in the minutes of the next meeting of the Board.

D. Voting. Only voting members of the Board of Directors may propose motions. Voting on issues requiring a majority shall be by voice unless two (2) or more voting members request another form of voting prior to the taking of the vote. There shall be no voting by proxy. Each voting Board member shall have only one (1) vote.

Section 3. **Committee Meetings.** Committee meetings may be called by the President or by the Chair of the committee. Notice shall be given by authorized communication equipment to every member of the committee. Committees may meet face-to-face or by authorized communication equipment. Committees shall maintain the minutes of their meetings and file them with the Executive Director.

Section 4. **Quorum:**

- A. At all membership meetings, the members in good standing present shall constitute a quorum. There shall be no proxy representation.
- B. A quorum for the Board of Directors and the Executive Committee shall be fifty-percent (50%) of the current voting members of the Board or the Executive Committee.

- C. A quorum for a committee meeting shall be fifty-percent (50%) of the current voting members of the committee.

ARTICLE IV – BOARD OF DIRECTORS

Section 1. Composition:

- A. The Board of Directors shall have at least fifteen (15) elected directors and a maximum of twenty-one (21) elected directors.
- B. To the extent possible, the Elected Directors shall be staggered in their three (3) year terms, to ensure that an appropriate amount of directors are termed out/elected each year.
- C. The Executive Director shall be an ex officio, nonvoting member of the Board that does not count against the 21-Director maximum.

Section 2. Voting Members:

- A. All elected directors shall have a vote.
- B. The Executive Director shall not have a vote and shall not be counted in the quorum for the meeting.

Section 3. Power, Authority, and Manner of Acting:

- A. The Board of Directors shall be the governing body of the Chamber and shall control its property, be responsible for its finances, and direct its affairs.
- B. The act of a majority of the members present at a meeting of the Board of Directors at which a quorum is present shall be the act of the Board.
- C. Individual Directors shall have no power or authority to act outside of a meeting unless specifically authorized to do so by resolution of the Board.

Section 4. Nomination and Election of Directors:

A. Elected Directors:

1. At its meeting in August, the President subject to the approval of the Board of Directors shall appoint a Nominating Committee consisting of not less than one (1) current Board member except the President or the President-Elect, the past president, and any number of members of the Chamber in good standing. The Committee shall elect its Chair.
2. By the October meeting, the Nominating Committee shall provide the Board of Directors with a slate of candidates for open director positions and those that are anticipated to expire that year. All candidates shall be members of the Chamber in

good standing and shall have submitted a written statement that they agree to be nominated and will serve if elected. The Board of Directors shall approve or reject each of the proffered director candidates.

3. Before the annual meeting of the Members, the Executive Director shall communicate to the membership the names of the director candidates approved by the Board and nominated to the Chamber members by authorized communication equipment.
4. The slate for the election shall be those persons submitted by the Nominating Committee and approved the Board of Directors. No nominations from the floor at a meeting shall be accepted.
5. Voting of the membership may occur in person at the annual meeting or at a special membership meeting called for that purpose or, alternatively, may occur by paper ballot, electronic ballot, or otherwise as determined by the Board of Directors in their reasonable discretion so long as the results remain reliable. Those candidates receiving an affirmative vote of the membership shall be declared elected.

Section 5. Term of Office:

- A. The new Elected Directors shall begin their terms in January or at the first meeting of the Board of Directors after election and shall serve for three (3) years. Directors may be elected to a maximum of three (3) three (3) year terms (9 years total) but may then return to the Board of Directors after not less than a one (1) year absence from the Board.
- B. The voting directors shall elect their officers at the first Board of Directors meeting in a calendar year. The newly elected officers shall begin their term of office immediately after election.

Section 6. Vacancies in Board Members Positions:

- A. A board member who is absent without being excused from three (3) meetings in one (1) year may be removed from the Board of Directors and the Board may by a majority vote fill the vacancy until the next regular election.
- B. Other vacancies on the Board of Directors may be filled by a majority vote until the next regular election.
- C. A vacancy in an Elected Director's position to be filled at the next regular election shall be filled at that election for the remainder of that Director's term in order to preserve the staggered- term process.
- D. The Board of Directors may approve, by majority vote, from time to time, sabbaticals or other longer term excused absences of a Director from Board meetings and duties. Such sabbaticals shall not exceed one (1) year and shall count against the term of the Director on the Board.

Section 7. Duties of The Board of Directors:

- A. Shall have the authority to adopt special rules of order, rules and regulations, and policies to govern its proceedings and the affairs of the Chamber over which it has power and authority;
- B. Shall adopt and monitor an annual budget;
- C. Shall review and act upon the audit report;
- D. Shall elect the Officers;
- E. Shall fill vacancies;
- F. Shall review and take action on recommendations of the Executive Committee;
- G. Shall review and act upon appointments of the President; and
- H. Shall perform such other duties given in these bylaws or required by laws or regulations.

Section 8. **Compensation.** Directors and Officers shall not be paid for their service on the Board but may by act of the Board be reimbursed for their expenses incurred in their duties as Directors or Officers.

Section 9. **Meetings:**

- A. The Board of Directors shall meet monthly for its regular meetings and shall set the time, date, and location of its meetings by majority vote. The Board of Directors shall hold at least ten (10) meetings per calendar year.
- B. Special meetings of the Board of Directors may be called by the President and shall be called if a petition is signed by at least 25% of members of the Board. Only the business announced in the call of the special meeting may be conducted. Notice of a special meeting shall be given at least two (2) days prior to the meeting.
- C. Notice of all meetings shall be given by authorized electronic equipment as described in Article IV, Section 1(B).
- D. A quorum for all meetings of the Board of Directors shall be fifty-percent (50%) of the current voting members of the Board.
- E. Action without a meeting shall be as described in Article III, Section 2(C).

ARTICLE V – OFFICERS

Section 1. **Types.** The officers of the Chamber shall be a President, a President-Elect, a Secretary, a Treasurer, and the Immediate Past President.

Section 2. **Qualifications:**

- A. Only voting members of the Chamber, individuals or the designated representative of an entity, in good standing, elected to the Board of Directors shall be officers.
- B. The Immediate Past President shall be the officer who served a full term as President immediately before the election of the officers. A “full term” shall mean that the officer served at least six (6) months as President.

Section 3. **Nomination and Election of Officers:**

- A. At the first meeting of the Board of Directors in the calendar year the Board of Directors shall, as its first order of business, elect a President, A President-Elect, a Treasurer, and a Secretary. All of said officers must be elected from members of the Board of Directors. The President-Elect of the previous Board of Directors is not an automatic promotion to the President position but it is the anticipation of the Board that such succession occurs. The current board must vote to move a President-Elect into the President position.
- B. The election of the President, President-Elect, Secretary, and Treasurer, shall be by ballot unless there is but one (1) candidate for an office and that office may be elected by voice vote. A majority vote shall elect.

Section 4. **Term of Office:**

- A. Officers shall be elected for a term of one (1) year or until their successors are elected and assume office. Officers shall take office on the first day of the calendar year following their election.
- B. No member shall hold more than one (1) elected office simultaneously.
- C. The officer year shall be from January 1 to December 31 or until new officers are elected and assume their duties.
- D. No officer shall serve in the same position for more than two (2) consecutive years.

Section 5. **Duties of Officers:**

- A. President:
 - 1. Shall serve as the Chief Executive Officer of the Chamber and shall preside at meetings of the membership, Board of Directors, and Executive Committee.
 - 2. Shall in consultation with the President-Elect and the Executive Director appoint the chair and members of committees, except the Nominating Committee, subject to the approval of the Board of Directors and other provisions of these bylaws.
 - 3. Shall have general supervision of the Chamber, its officers, and directors and shall serve ex officio a member of all committees.

4. Shall fulfill such other duties as provided in these bylaws, other rules of this Chamber, Robert's Rules of Order, and as assigned by the Board of Directors.

B. President-Elect:

1. Shall exercise the powers and authority and perform the duties of the President in the absence or disability of the President. Upon the death, resignation, permanent disability, disqualification, or removal of the President, the President-Elect shall automatically become the President for the duration of the unexpired term.
2. Shall serve as the Chair of the Strategic Planning Committee. This committee shall determine if the programs and activities of the Chamber are of such duration as required and are directed towards achieving business and community needs in Eastern Lake County.
3. The President-Elect shall not appoint or serve on the Nominating Committee.
4. Shall have such other duties as provided in these bylaws, other rules of the Chamber, Robert' Rules of Order, and as assigned by the President and/or by the Board of Directors.

C. Secretary:

1. Shall take and maintain the minutes of meetings of the Board of Directors, the Executive Committee, and the membership (or supervise the taking of such minutes if accomplished by electronic means or by a Chamber employee).
2. Shall be the custodian of all records and documents of the Chamber.
3. Shall serve such notices and conduct such correspondence as directed by the President, the Board of Directors, or the Executive Committee.
4. Shall have such other duties as provided in these bylaws, other rules of the Chamber, Robert' Rules of Order, and as assigned by the President and/or by the Board of Directors.

D. Treasurer:

1. Shall receive, deposit, and distribute the funds of the Chamber. Funds shall be deposited in financial institutions or invested in a manner approved by a majority vote of the Board of Directors.
2. Upon presentation of a voucher/invoice, the Treasurer shall pay bills and make such other disbursements as authorized by the Board of Directors
3. Shall follow such accounting procedures and issue financial reports as required in IRS regulations, by the State of Ohio, by these bylaws, or by the Board of Directors.
4. Shall provide the Board of Directors with a monthly financial report.
5. Shall be a Certified Public Accountant, or have significant bookkeeping experience, or other financial acumen as reasonably determined by the Board of Directors.
6. Shall have such other duties as provided in these bylaws, other rules of the Chamber, Robert' Rules of Order, and as assigned by the President and/or by the Board of Directors.

- E. Immediate Past President. Shall have such other duties as provided in these bylaws, other rules of the Chamber, Robert' Rules of Order, and as assigned by the President and/or by the Board of Directors.
- F. Retiring officers shall deliver to their successors the materials pertaining to their respective offices within ten (10) days of their last day in office.

Section 6. Vacancies:

- A. A vacancy in the office of President shall be filled by the President-Elect for the unexpired term of the President.
- B. A vacancy in any other officer position shall be filled by a majority vote of the Board of Directors for the unexpired term.
- C. A vacancy in the office of Immediate Past President shall not be filled.
- D. A "full-term" shall mean that the person has served at least six (6) months in such position. If the President-Elect fills the vacancy in the office of President for a full term, he or she shall become the Immediate Past President upon completion of that term. If the President-Elect fills the vacancy in the office of President for less than a full term, he or she shall become President upon completion of that term.

ARTICLE VI – EXECUTIVE COMMITTEE

Section 1. Composition:

- A. The Executive Committee shall be composed of the President, President-Elect, Secretary, Treasurer, and the Immediate Past President.
- B. The President shall serve as Chair of the Executive Committee.
- C. The Executive Director may participate in the Executive Committee at the discretion of a majority of the Executive Committee and, if so, shall serve without vote and shall not be counted in the quorum.

Section 2. Powers and Manner of Acting:

- A. The Executive Committee shall have the authority to direct and oversee the Executive Director of the Chamber and the implementation by the Executive Director of policies, initiatives, and programs recommended by the Board. The Executive Committee shall also have the authority to approve and oversee the budget and approve contracts on behalf of the Chamber. The Board of Directors shall approve non- budgeted expenses.
- B. 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.

- C. The Executive Committee shall bring issues and recommendations to the Board for its action.
- D. The act of a majority of the members present at a meeting of the Executive Committee at which a quorum is present shall be the act of the Executive Committee.
- E. Individual members of the Executive Committee shall have no power or authority to act outside of a meeting unless authorized by resolution of the Executive Committee.

Section 3. Meetings:

- A. The Executive Committee shall meet for regular meetings at least quarterly and shall set the time, date, and location of its meetings by majority vote.
- B. Special meetings of the Executive Committee may be called by the President and shall be called if at least two (2) members of the Executive Committee sign a petition. Only the business announced in the call of the special meeting may be conducted.
- C. Notice of a special meeting shall be given at least twenty-four (24) hours prior to the meeting. Notice of all meetings shall be given by authorized electronic equipment as described in Article III, Section 1.
- D. A quorum for all meetings of the Executive Committee shall be fifty-percent (50%) of the current voting members of the Executive Committee.
- E. Action without a meeting shall be as described in Article III, Section 2.

ARTICLE VII – COMMITTEES

Section 1. Standing Committees:

- A. The Chamber shall have the following standing committees: Strategic Planning, Finance, Membership and Marketing, Programs and Events, Human Resources, Golf Outing and such other standing committees as appointed by the President and approved by a majority of the Board of Directors, from time to time. Such standing committees shall be constituted to perform a continuing function and shall remain in existence permanently. It shall be the function of such committees to investigate, conduct studies and hearings, make recommendations to the Board, and carry on such activities as may be assigned by the Board of Directors.
- B. With the approval of the Board of Directors, the President shall appoint the Chair and members of standing committees, except as otherwise specified in these bylaws.
- C. Strategic Planning Committee: shall be, ideally but not mandatorily, chaired by the President-Elect and composed of at least three (3) other members appointed by the

President with the approval of the Board of Directors. Strategic Planning shall be responsible for making recommendations to the Board on the Chamber's strategic plan, short and long-term goals, and the strategies to achieve them.

- D. Finance Committee: shall be composed of the Treasurer and three (3) members of the Board of Directors. It shall have the duty to review the Budget, make recommendations on investments of Chamber funds and financial policies of the Board. The Executive Director shall be an ex officio non-voting member of the Finance Committee.
- E. Membership and Marketing Committee: shall be composed of at least five (5) members and one (1) member of the Board of Directors. It shall develop membership recruitment and retention programs, assist the Executive Director and Chamber staff with maintain the membership records and addressing membership complaints, and, generally, shall advise on the marketing of the Chamber, its benefits of membership, and offerings.
- F. Golf Outing: shall be composed of any number of Chamber members and at least one (1) member of the Board of Directors and shall, along with the Executive Director and Chamber staff, be responsible for all the functions that deal with the Chamber's annual Golf Outing.
- G. Programs and Events: shall be composed of any number of Chamber members and at least one (1) member of the Board of Directors and shall, assist the Executive Director and Chamber staff with the planning and implementation all programs and events approved by the Board of Directors.
- H. Human Resources: shall be composed of any number of Chamber members and at least one (1) member of the Board of Directors and shall, assist the Executive Director with the needs and activities of the staff, including, but not limited to: recruiting, hiring, staff development, communication, performance review and management, policy review and recommendations, salary and benefits review and recommendations, team building, and employee relations.

Section 2. **Special Committees.** Special Committees, Task Forces, Divisions, Bureaus, Departments, Councils, and subsidiary Chambers may be created by motion and vote by the Board of Directors at any of its meetings. The composition, purpose, and instructions shall be given in the motion that creates these bodies and unless otherwise specified in the motion, the President with the approval of the Board shall appoint the Chair and members of these groups. Such bodies as described herein shall be appointed as need arises to carry out a specific task. At the completion of the task or at the order of the Board of Directors, such bodies automatically cease to exist.

Section 3. **Ex Officio.** The President shall be ex officio a member of all committees except the Nominating Committee.

Section 4. **Manner of Acting.** Committees and other bodies may conduct business and research in person, by telephone, fax, e- mail, regular mail, or instant messaging. They shall meet as described in Article III.

ARTICLE VIII – EXECUTIVE DIRECTOR

Section 1. **General.** The conduct of business at the Chamber officer shall be under the direction and supervision of the Executive Director. The Executive Committee shall establish the salary and benefits and shall supervise the duties of the Executive Director.

Section 2. **Duties:**

- A. The Executive Director shall be ex officio a nonvoting member of the Board of Directors.
- B. The Executive Director under the supervision of the Executive Committee shall be responsible for the hiring, discharge, direction, and supervision of the employees.
- C. The Executive Director shall assist the Treasurer in the preparation and maintenance of the books and accounts.
- D. In cooperation with the Strategic Planning Committee and the Finance Committee, the Executive Director shall prepare the budget and financial reports.
- E. The Executive Director shall serve as the Agent of Record for the Chamber and register as same with the Ohio Secretary of State’s Office.
- F. The Executive Director shall have such other duties and responsibilities as in these bylaws and as assigned by the Board of Directors and/or the Executive Committee.

ARTICLE IX – FINANCES

Section 1. **Funds.** All money paid to the Chamber shall be placed in a general operating fund except those funds previously designated for a specific purpose. Funds used from the current year’s budget shall be placed in a reserve account.

Section 2. **Disbursements.** Upon approval of the Budget by the Board of Directors, the Executive Director shall be authorized to make disbursements on accounts and expenses provided for in the budget for daily operations of the Chamber. Disbursements shall be by check.

Section 3. **Fiscal Year.** The fiscal year of the Chamber shall run from January 1 to December 31.

Section 4. **Budget.** As soon as possible before the end of the calendar year the Finance Committee shall present the budget for the coming year for review and action by the Board.

Section 5. **Financial Review.** The Board of Directors may engage an independent certified public accounting firm to compile, review, or audit the books and accounts of the Chamber. The monthly financial statements shall be available to members at the office of the Chamber.

Section 6. **Check Signing.** All checks shall require two (2) signatures or written approvals from the following: Executive Director, President, President-Elect, or the Treasurer.

ARTICLE X – INDEMNIFICATION

To the full extent permitted by the Nonprofit Corporation Law of the State of Ohio, the Chamber shall indemnify any person who was or is a party to any civil, criminal, administrative, or investigative action, suit, or proceeding by reason of the fact that he/she is or was a Director or officer of the Chamber, or is or was serving at the request of the Chamber as a Director or officer of another Chamber, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and necessarily incurred by him/her in connection with such action, suit, or proceeding; and the Board may, at any time, approve indemnification of any other person that the Chamber has the power to indemnify under the Nonprofit Chamber Law of the State of Ohio. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which a person may be entitled as a matter of law or by contract. The foregoing shall not apply to matters as to which any such person shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. The Chamber may purchase and maintain indemnification insurance for any person to the extent permitted by applicable law.

ARTICLE XI – DISSOLUTION

Upon dissolving the Chamber, the Board of Directors, after paying all obligations, shall distribute any remaining assets to any other non-profit tax exempt organization that shall qualify under Section 501 of the IRS Code or in a manner as otherwise specified in the IRS Code. No funds shall inure to the benefit of individuals.

ARTICLE XII – UNANTICIPATED PROCEDURE AND PROBLEMS

Realizing that no set of bylaws can possibly anticipate every situation or need that could occur within an organization, should an unforeseen need or problem for which there is no provision in the Chamber's Bylaws occur, a panel consisting of: three (3) Directors, the President, and two (2) Regular members shall be commissioned to develop a recommendation for resolution by the Board of Directors.

ARTICLE XIII – PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order shall govern the proceedings of the Chamber in all cases to which they are applicable and in which they are not inconsistent with these bylaws or special rules of order that the Chamber may adopt, and any statutes applicable to this organization that do not authorize the provisions of these bylaws to take precedence.

ARTICLE XIV – AMENDMENTS

Section 1. **Amendments.** These bylaws may be amended by the approval of both: (A) a two-thirds (2/3) vote of the Board of Directors and (B) a majority vote of the Chamber members at any regular or special meeting provided that the notice for the meeting includes the proposed amendment(s). The notice of such a meeting shall be given at least ten (10) days prior to the meeting.

Section 2. **Revision of the Bylaws.** The Board of Directors shall have the authority to authorize a revision committee to draft a proposed revision to be acted upon by the a two-thirds (2/3) vote of the Board of Directors.

ARTICLE XV – ANTI-DISCRIMINATION POLICY

The Chamber is committed to maintaining work environments, programs and activities that are free of discrimination and harassment. Our policy prohibits denial of consideration for participation in any and all aspects of the organization based on race, ethnicity, gender, sexual orientation, religion, age, economic means, marital status, disability, national origin, or political party affiliation. In order to be truly community driven, we strive to achieve and maintain diversity and merit in the selection of staff, participants, board members, volunteers, program facilitators, contributors, affiliates and vendors who also adhere to nondiscriminatory policies and practices.

ARTICLE XVI – CONFLICT OF INTERESTS POLICY

Section 1. **Purpose.** 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 may benefit the private interest of an Officer or Director of the Chamber. This policy is intended to supplement but not replace any applicable state laws governing conflicts of interest applicable to nonprofit and charitable Chambers.

Section 2. **Definitions:**

- A. **Interested Person.** Any Director, Officer, or member of a committee with board delegated powers who has a direct or indirect financial interest, as defined in Section 2, below, is an interested person.
- B. **Financial Interest.** A person has a financial interest if the person has, directly or indirectly, through business, investment of family, any of the following:
 - 1. an ownership or investment interest in any entity with which the Chamber has a transaction, financial relationship, or other arrangement;
 - 2. a compensation arrangement with any entity or individual with which the Chamber has a transaction, financial relationship, or other arrangement;

3. a potential ownership or investment interest with any individual or in any entity with which the Chamber is negotiating to establish or develop a transaction, financial relationship or other arrangement; or,
 4. a potential compensation arrangement with any entity or individual with which the Chamber is negotiating to establish or develop a transaction, financial relationship, or other arrangement.
- C. Compensation. Compensation includes direct and indirect remuneration as well as gifts of favors that are over \$100 in value.

Section 3. Procedures:

- A. Duty to Disclose. In connection with any actual or potential conflicts of interest, an interested person must disclose the existence of his or her financial interest and must be given the opportunity to disclose all material facts to the President and Executive Director, who will report to the Board of Directors.
- B. Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the meeting of the Board of Directors while the determination of a conflict of interest is discussed and voted upon. The remaining Directors shall decide by majority vote if a conflict of interest exists. A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the Board of Directors or the appropriate committee decides that conflict of interest exists.
- C. Procedures for Addressing the Conflict of Interest:
1. An interested person may make a presentation at the Board of Directors or a committee meeting, but after such presentation, he or she shall leave the meeting during the discussion of, and the vote upon, the transaction or arrangement that results in the conflict of interest.
 2. The President of the Board of Directions or a committee President shall, if appropriate, appoint a disinterested person or committee to investigate the alternatives to the proposed transaction or arrangement.
 3. After exercising due diligence, the Board of Directors or a committee shall determine whether the Chamber can obtain a more advantageous transaction or arrangement with reasonable efforts from a person or entity that would not give rise to a conflict of interest.
 4. If a more advantageous transaction or arrangement is not reasonably attainable under circumstances that would not give rise to a conflict of interest, the Board of Directors or a committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Chamber's best interest and for its own benefit and whether the transaction is fair and reasonable to the Chamber and shall make its decision as to whether to enter into the transaction or arrangement in conformity with such determination.

D. Violations of the Conflicts of Interest Policy:

1. If the Board of Directors or a committee has reasonable cause to believe that a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
2. If, after hearing the response of the member and making such further investigation as may be warranted in the circumstances, the Board of Directors or a committee determines that the member has in fact failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 4. **Records of Proceedings.** The minutes of the Board of Directors and all committees with board-delegated powers shall contain, at a minimum, the following:

- A. The names of persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board of Director's or committee's decision as to whether a conflict of interest in fact existed; and
- B. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and record of any votes taken in connection therewith.

Section 5. **Compensation:**

- A. A voting member of the Board of Directors who receives compensation, directly or indirectly, from the Chamber for services is precluded from voting on matters pertaining to that member's compensation.
- B. A Director who is a voting member of the Board of Directors and receives compensation, directly or indirectly, from the Chamber for services is precluded from discussing and voting on matters pertaining to that member's and other Directors' compensation. No Director is prohibited from providing information to the Board of Directors regarding Directors' compensation.
- C. A voting member of any committee whose jurisdiction includes compensation matters and who received compensation, directly or indirectly, from the Chamber for services is precluded from voting on matters pertaining to that member's compensation.
- D. Directors who receive compensation, directly or indirectly, from the Chamber, whether as employees or independent contractors, are precluded from membership on any committee whose jurisdiction includes compensation matters. No Director is prohibited from providing information to any committee regarding Director compensation.

Section 6. **Annual Statements.** Each Director, Officer, and member of a committee with Board delegated powers shall annually sign a statement which affirms that such person:

- A. has received a copy of the conflicts of interest policy;
- B. has read and understands the policy;
- C. has agreed to comply with the policy; and
- D. understands that the Chamber is a charitable organization and that in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Section 7. **Periodic Reviews.** To ensure the Chamber operates in a manner consistent with its charitable purposes and that it does not engage in activities that could jeopardize its status as an organization exempt from federal income tax, periodic reviews shall be conducted. The periodic review shall, at a minimum, include the following subjects:

- A. Whether compensation arrangements and benefits are reasonable and are the result of arm's length bargaining;
- B. Whether acquisitions of Director practices and other provider services result in impermissible private benefit; and
- C. Whether partnership and joint venture arrangements and arrangements with management service organizations and Director organizations conform to written policies, are properly recorded, reflect reasonable payment for goods and services, further the Chamber's charitable purposes and do not result in impermissible private benefit.

Section 8. **Use of Outside Experts.** In conducting the periodic reviews provided for in Section 7, the Chamber may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Board of Directors of its responsibility for ensuring that periodic reviews are conducted.

Revision/Adoption Date _____.