

CONCORD – LEROY AREA CHAMBER OF COMMERCE BY LAWS

ARTICLE I - GENERAL

- Section 1: This organization is incorporated under the laws of the State of Ohio and shall be known as the Concord – LeRoy Area Chamber of Commerce, Incorporated (herein after referred to as The CLACC).
- Section 2: **Mission Statement** - The CLACC's purpose is to advance the general welfare and prosperity of the Concord and LeRoy areas so that its citizens and business communities shall prosper. All necessary means of promotion shall be provided, and particular attention and emphasis shall be given to the economic, civic, commercial, cultural, industrial, and educational interests of the areas.
- Section 3: **Objectives** - Provide its members a forum for the exchange of information, networking, professional development, and similar opportunities for the betterment of the businesses in the Townships of Concord and LeRoy. To meet these objectives the CLACC will:
- a) Support and participate in the programs and activities of local government, particularly those which improve the general welfare of its citizens, or which strengthen and expand economic opportunities, or which increase civic, social, and aesthetic values of Concord and LeRoy Townships.
 - b) Promote and provide exposure for our members through the Chamber web site, newsletters, organized events, and community activities.
 - c) Inform the members of legislation affecting their businesses, whether city, county, state or national, and when applicable to represent the members.
 - d) Act as liaison between local government and Chamber members.
 - e) Support efforts encouraging revitalization and expansion of the business community.
 - f) Discover and correct abuses which are detrimental to business and community.
 - g) Encourage and support new business to locate to Concord and LeRoy Townships and to join the Chamber of Commerce.
- Section 4: **Area** - The area or economic region served shall mean to include the townships or communities of Concord and LeRoy Townships.
- Section 5: **Limitation of Methods** - The CLACC shall observe all local, state, and federal laws that apply to a non-profit organization as defined in Section 501(c)(6) of the Internal Revenue Code as defined in Chapter 1702.

ARTICLE II - MEMBERSHIP

- Section 1: **Eligibility** - Any person, association, corporation, partnership, or estate having an interest in the objectives of the organization shall be eligible for membership.
- Section 2: **Election** - Applications for membership shall be in writing on forms provided for that purpose, and signed by the applicant. Election of members shall be by the Board of Trustees at any

meeting thereof. Any applicant so elected shall become a member upon payment of the regularly scheduled investment as provided in Article II, Section 3.

Section 3: **Investments** - Membership investments shall be at such rates, schedule or formula as may be from time to time prescribed by the Board of Trustees, payable in advance or by mutually agreed upon payment terms.

Section 4: **Termination, Resignation, Expulsion and Delinquency**

- a) Any member may resign from the chamber upon written request to the Board of Trustees;
- b) Any member shall be expelled by the Board of Trustees by a two-thirds vote for nonpayment of investment dues after 90 days from the date due, unless otherwise extended for good cause. Expulsion from the Chamber may be appealed in writing to the Board of Trustees within 30 days of notice to expel;
- c) Any member may be expelled by a two-thirds vote of the Board of Trustees, at a regularly scheduled meeting for cause. Causes may include conduct unbecoming a member or prejudicial to aims or repute of the chamber, after notice and opportunity for a hearing are afforded the member complained against.

Section 5: **Voting** - In any proceeding in which voting by members is called for; each member business in good standing shall be entitled to cast 1 vote by their designated business representative.

Section 6: **Exercise of Privileges** - Any firm, association, corporation, partnership, or estate holding membership may nominate individuals to represent said entity to exercise the privileges of membership covered by its subscriptions and shall have the right to change its membership nomination upon written notice.

Section 7: **Orientation** - Orientation on the purposes and activities of this organization shall be conducted for the following groups: new officers and Trustees, committee chairpersons, committees. A detailed outline for orientation of each of these groups shall be a part of this organization's procedures manual.

Section 8: **Honorary Membership** - Distinction in public affairs and service to the chamber 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 investment dues. The Board of Trustees shall confer or revoke honorary membership by a 2/3rds majority vote.

ARTICLE III - MEETINGS

Section 1: **Annual Meeting** - The annual meeting of The CLACC, in compliance with state law, shall be held during the month of May of each year. The time and place shall be fixed by the Board of Trustees and notice thereof mailed to each member at least 10 days before said meeting.

Section 2: **Unscheduled Meetings** - General meetings of the chamber may be called by the President of the Board at any time, or upon petition in writing of 20% of members in good standing:

- a) Notice of special meetings shall be sent via a standard acceptable method of communication to each member at least 5 days prior to such meetings;
- b) Board meetings may be called by the President of the Board or by the Board of Trustees upon written application of 3 members of the board. Notice including the purpose of the meetings shall be given to each director at least 1 day prior to said meeting;

- c) Committee meetings may be called at any time by the President of the Board, or by the committee's Chairman.

Section 3: **Quorums** - At any duly called general meeting of the chamber, 25% of members present shall constitute a quorum; at a board meeting, a majority of the board shall constitute a quorum; at committee meetings, a majority shall constitute a quorum except when a committee consists of more than 9 members. In that case, 5 shall constitute a quorum.

Section 4: **Notices, Agendas, Minutes** - Written notice of all chamber meetings must be given at least 3 days in advance unless otherwise stated. An advance agenda and minutes must be prepared for all meetings. A detailed outline for preparation of both shall be a part of this organization's procedures manual.

ARTICLE IV - BOARD OF TRUSTEES

Section 1: **Composition of the Board** - The Board of Trustees shall be comprised of 11 voting members and 1 non-voting member. The 11 voting members include the Immediate Past President, President, Vice President, Treasurer, Secretary and 6 Trustees at Large. The 1 non-voting member is the Chamber's Executive Director.

Terms for the Board of Trustees

- The President shall serve 1 one-year term then ascend to the Immediate Past President position.
- The Vice President shall serve 1 one-year term to be elected every year. Upon completion of the one-year term the Vice President will ascend to the President position.
- The Secretary shall serve a two-year term to be elected on odd numbered years.
- The Treasurer shall serve a two-year term to be elected on even numbered years.
- The Trustees at Large are to serve two-year terms. Three Trustee at Large positions are to be elected on even numbered years, and the other three Trustee at Large positions are to be elected on odd numbered years. Trustees at Large can serve no more than 3 consecutive two-year terms.

Section 2: **Selection and Election of Trustees**

- a) **Nominations** – Nominations shall be submitted, seconded and accepted by members in good standing in the April board meeting. Nominations must be emailed to all members at least 2 weeks prior to the May all member meeting where the election will occur.
- b) **Election** – The election will be by written ballot at the May all member meeting. Ballots will be counted by the Executive Director and Past President. Prior to the election, nominees will have 1 minute to address the membership. A simple majority rule determines victory of the officers and trustees. A run-off vote, if required, shall be held immediately. The top 3 vote getters for the trustee positions will be elected.

Section 3: **Seating of New Trustees/Trustees** – All newly elected and appointed board members shall be seated at the regular June board meeting and shall be participating members thereafter.

Section 4: **Vacancies** - A member of the Board of Trustees who shall be absent from 3 consecutive regular meetings of the Board of Trustees shall be subject to review from the board and may face possible dismissal. Vacancies on the board, or among the officers, shall be filled by the Board of Trustees by a majority vote.

Section 5: **Policy** -The Board of Trustees is responsible for establishing procedure and formulating policy for the organization. It is also responsible for adopting all policies of the organization. These

policies shall be maintained in a policy & procedure manual, to be reviewed and revised as necessary.

Section 6: **Management** -The Board of Trustees shall employ an Executive Director and shall fix the salary and other considerations of employment.

Section 7: **Indemnification** -The chamber may, by resolution of the Board of Trustees, provide for indemnification by the chamber of any and all current or former officers, Trustees, and employees against expenses actually and necessarily incurred by them in connection with the defense of any action, suit, or proceeding in which any of them are made parties, or a party, by reason of having been officers, Trustees, or employees of the chamber, except in relation to matters as to which such individuals shall be adjudged in such action, suit, 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 1: **Officers**

- a) **Immediate Past President** – The Immediate Past President shall serve on the board for a term of one-year to give counsel to and advise the current President of the Board. The Immediate Past President will co-chair the Nominating Committee.
- b) **President of the Board** - The President shall serve as the Chief Elected Officer of the Chamber of Commerce and shall preside at all meetings of the Membership, Board of Trustees, and executive committees. The President is responsible for submitting the board's agenda for each monthly board meeting.
- c) **Vice President** - The Vice President shall exercise the powers and authority and perform the duties of the President in the absence or disability of the President. The Vice President will ascend to the position President upon completion of their term as Vice President. The Vice President will co-chair the Event Committee.
- 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 Trustees. The treasurer shall perform duties as outlined in the board's Policy & Procedure manual.
- e) **Secretary** - The secretary shall be responsible for preparing and distributing notices, agendas, and taking minutes for the regular and special board meetings.
- f) **Executive Director** - The Executive Director shall be the chief administrative and executive officer. The Director shall serve as advisor to the President. The Director shall be a member of the Board of Trustees, the executive committee, and all committees. The Director shall be responsible for hiring, discharging, directing, and supervising all employees. The Director and Finance Committee shall be responsible for the preparation of an operating budget covering all activities of the chamber, subject to approval of the Board of Trustees. The Director shall also be responsible for all expenditures with approved budget allocations. The Director shall be a board member and committee member without the ability to cast a vote.

Section 2: **Executive Committee** - The executive committee shall act for and on behalf of the Board of Trustees when the board is not in session but shall be accountable to the board for its actions. It shall be composed of the President, Past President, President-elect, Vice President, Treasurer, Secretary and the Executive Director. The President will serve as chair of the executive committee.

ARTICLE VI - COMMITTEES AND DIVISIONS

- Section 1: **Committees** – The Chamber shall have no less than 6 standing committees. They consist of:
- Events Committee
 - Membership Committee
 - Welcoming Committee
 - Finance Committee
 - Nominating Committee
 - Advocacy Committee
- Section 2: **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 has been approved or ratified by the Board of Trustees. Committees shall be discharged by the chairman of the board when their work is been completed and their reports accepted, or when, in the opinion of the Board of Trustees, it is deemed wise to discontinue the committees.
- Section 3: **Division** - The Board of Trustees may create such divisions, bureaus, departments, councils, or subsidiary corporations as it deems advisable to handle the work of the chamber. The board shall authorize and define the powers and duties of all divisions, bureaus, departments, councils, and subsidiary corporations. The board shall review and approve all activities and proposed programs of such divisions, bureaus, departments, councils, or subsidiary corporations having bearing upon or expressive of the chamber, unless approved by the Board of Trustees.

ARTICLE VII - FINANCES

- Section 1: **Funds** - All money paid to the chamber shall be placed in a general operating fund. Funds unused from the current year's budget will be placed in a reserve account. Fiscal policy shall be in accordance with the Policy and Procedures manual adopted by the Board of Trustee vote.
- Section 2: **Disbursements** - Upon approval of the budget, the Executive Director is authorized to facilitate disbursements according to the Financial Policy and Procedures manual adopted by the Board of Trustees.
- Section 3: **Fiscal Year** - The fiscal year of the chamber shall close on December 31st.
- Section 4: **Budget** – The Treasurer and Finance Committee shall adopt the budget for the coming year and submit it to the Board of Trustees for approval prior to close of calendar year end.
- Section 5: **Annual Audit** - The accounts of the chamber of commerce shall be audited annually prior to April 15 of the following year by a public accountant. The audit shall at all times be available to members of the organization within the offices of the chamber.
- Section 6: **Bonding** – The Executive Director and other officers and staff, as the Board of Trustees 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 - DISSOLUTION

- Section 1: **Procedure** - The chamber shall use its funds only to accomplish the objectives and purposes specified in these bylaws, and no part of said funds shall be distributed to the members of the chamber. On dissolution of the chamber, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organizations to be selected by the Board of Trustees as defined in IRS Section 501(c)(6).

ARTICLE IX - PARLIAMENTARY AUTHORITY

Section 1: **Parliamentary Authority** - The current edition of Roberts Rules of Order shall be the final source of authority on all questions of parliamentary procedures when such rules are not consistent with the charter or bylaws of the chamber.

ARTICLE X - AMENDMENTS

Section 1: **Revisions** - These bylaws may be amended by a quorum of the members at any regular or special meeting, provided that notice for the meeting includes the proposals for amendments. Any proposed amendments or alterations shall be submitted to the board or the members in writing at least 10 days in advance of the meeting at which they are to be acted upon.

Adopted: (Date) INAUGURAL EXECUTIVE BOARD MEMBERS:

By: Its: President _____ Date: _____

And

By: Its: Past President _____ Date: _____

And

By: Its: Vice President _____ Date: _____

And

By: Its: Treasurer _____ Date: _____

And

By: Its: Secretary _____ Date: _____

Amended: (Date)

By: Its: _____ Date: _____

And

By: Its: _____ Date: _____