

# **BYLAWS**

## **Greater Harrison Chamber of Commerce**

### **ARTICLE I – GENERAL**

#### **Section 1: Name**

This organization is incorporated under the laws of the State of Ohio and shall be known as the Greater Harrison Chamber of Commerce, Incorporated ("Chamber"), chartered February 15, 2013, Charter # 2174925, Federal Identification # 38-3909908.

#### **Section 2: Mission**

The Greater Harrison Chamber of Commerce promotes the growth and prosperity of the Greater Harrison business community.

#### **Section 3: Vision**

The Greater Harrison Chamber of Commerce is the leading organization that serves all businesses in the greater Harrison community by stimulating opportunity through:

- Government Advocacy
- Educational forums
- Leadership development
- Networking
- Marketing opportunities
- Benefit programs

#### **Section 4: Limitation of Methods**

The Chamber shall observe all local, state and federal laws, which apply to a non-profit organization as defined in Section 501(c)(6) of the Internal Revenue Code.

### **ARTICLE II – MEMBERSHIP**

#### **Section 1: Eligibility**

Any person, association, corporation, partnership or estate having an interest in the objectives of the Chamber shall be eligible to apply for membership. Each entity will be entitled to only one vote. Membership may be active, ex-officio (non-voting), or honorary.

#### **Section 2: Membership**

Applications for membership shall be in writing or an electronic form as determined by the Board of Directors, on forms provided for that purpose. Any applicant shall become a member upon payment of the regularly scheduled dues as provided in Section 3 of Article II.

### **Section 3: Dues**

The dues structure of the Chamber may be changed annually by a majority vote of the Board of Directors. Chamber membership shall be automatically suspended and revoked in writing for nonpayment of dues after sixty (60) days from the date due, unless otherwise extended for good cause.

### **Section 4: Termination**

(A) Any Chamber member may resign upon written notice to the Board of Directors.

(B) Any Chamber member may be expelled by a two-thirds vote of the Board of Directors at a regularly scheduled meeting for the following reasons: (1) conduct unbecoming a Chamber member, (2) violating Chamber rules or bylaws, or (3) conduct prejudicial to the aims, goals, or reputation of the Chamber. The Board of Directors must provide the member subject to expulsion at least six days' Notice of the expulsion vote and an opportunity to be heard before the expulsion vote.

### **Section 5: Voting**

In any proceeding in which voting by members is called for, each active member in good standing shall be entitled to cast one (1) vote. Voting may occur at a regular meeting or by mail, facsimile, electronic mail, or such method approved by the Board of Directors.

### **Section 6: Honorary Membership**

Distinction in public affairs and service to the Chamber above and beyond what is reasonably expected 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.

## **ARTICLE III - GENERAL MEETINGS**

### **Section 1: General Meetings**

The time and place of each general meeting of the Chamber shall be fixed by the Board of Directors and notice thereof by mail, facsimile, electronic mail or such other method approved by the Board of Directors to each member at least ten (10) business days before said meeting.

Special meetings of the membership may be called as provided by law, the Executive Director, or any member of the Board of Directors. The request for and purpose of the special meeting must be submitted in writing. Board of Directors shall provide notice of the special meeting to members at least ten (10) business days before said meeting.

## **Section 2: Quorums**

A. At any Annual Budget Presentation or general meeting of the Chamber, the attendees shall constitute a quorum and conduct business by a majority vote.

B. At any meeting of the Board of Directors, the Board members being present shall constitute a quorum and conduct business by a majority vote.

## **Section 3: Order of Business**

Unless changed by a majority vote of the members represented and entitled to vote, the order of business at annual meetings, and so far as is practicable, at all other meetings of the members shall be:

- (a) Call of meeting to order
- (b) Proof of notice of meeting or waiver of notice
- (c) Roll call, including filing of proxies with the Secretary
- (d) Reading and disposal of previously unapproved minutes
- (e) Reports of Officers and Committees
- (f) Announcement of the qualified slate of Directors (if for an annual meeting, or meeting called for that purpose)
- (g) Unfinished business
- (h) New business
- (i) Adjournment

## **Section 4: Books and Records**

An active Board member shall have the right to examine all books and records of the Chamber for any reasonable and proper purpose and at any reasonable time, with reasonable advance notice to the office of the Chamber.

# **ARTICLE IV - OFFICERS AND BOARD OF DIRECTORS**

## **Section 1: Composition of Board of Directors**

The Board of Directors shall be composed of up to thirteen (13) members serving one year terms . No elected official may serve as a member of the Board of Directors. Board Members shall be elected by a majority vote of the members at the Annual Meeting of Members each year, as more particularly set forth in Section 6, below.

## **Section 2: Tenure and Election of Officers**

Officer positions will consist of a Chairman, Vice Chairman, Treasurer, and Secretary. The Board of Directors shall elect officers as set forth herein at the first meeting of the Board following the Annual Meeting of Members.

The terms of office of the Chairman, Vice Chairman, Treasurer, and Secretary shall be one (1) year, commencing on the first day following the meeting at which the officer was elected.

### **Section 3: Executive Committee**

The Executive Committee shall act for and on behalf of the Board of Directors when the Board is not in, and shall be accountable to the Board for its actions. It shall consist of the Past-Chairman, Chairman, Vice Chairman, Secretary, Treasurer, and Executive Director (if any). The Chairman shall serve as Chair of the Executive Committee. A majority of the members of the Executive Committee shall constitute a quorum.

### **Section 4: Voting**

In any proceeding in which voting by the Board of Directors is called for, each Board Member in good standing shall be entitled to cast one (1) vote. Voting may occur at a regular meeting or by mail, facsimile, electronic mail or such method approved by the Board of Directors. Board members may also appoint an alternate to represent themselves at a meeting where voting on an issue may take place. If a Board Member is absent from a Board or Executive Committee meeting, the alternate has the right to vote and participate in all proceedings and actions at that meeting.

### **Section 5: Board Vacancies and Termination**

#### **(A) Vacancies**

Vacancies in the Board of Directors will be filled by a majority vote of the Board of Directors, who will appoint a replacement for the remainder of the departed Board member's unexpired term.

#### **(B) Termination**

(1) Any Board Member may resign from the Board of Directors and/or the Chamber upon written notice to the Board of Directors.

(2) If a Member of the Board of Directors or Executive Committee is not fulfilling their duties or violates a Chamber rule or bylaw, Board Members may request in writing that the Board member resign. If the Board member refuses to resign, within 14 days an expulsion vote will be held at a regular or special meeting, with the Board member subject to expulsion getting Notice and an opportunity to be heard before the expulsion vote. The Board member will be expelled if a simple majority (51%) of Board members at the Board meeting vote in favor of expulsion, provided a Quorum is present at the meeting. If the Board member is expelled, a majority vote of the Board of Directors will appoint a replacement of the expelled Board member.

(3) Conduct of a Board Member that subjects them to expulsion consists of any of the following: (1) conduct unbecoming a Chamber member, (2) violating Chamber rules or bylaws, (3) conduct prejudicial to the aims, goals, or reputation of the Chamber, and (4) use of the Board Member's position for self-promotion or self-dealing and steering Chamber contracts or funds to the business of a Board Member or the Board Member's relative or spouse.

## **Section 6: Nomination and Election of Directors**

### **A. Nominating Committee**

The Executive Committee of the Board of Directors shall recommend the Nominating Committee for approval by the Board of Directors. At least one member of the Committee shall be a general member of the Chamber or a designee of the members.

Chamber members may nominate themselves or another member as a candidate for election to a Director position. To be eligible for consideration as a candidate, a nominee must be an active member in good standing.

The Nominating Committee shall select from those active members of the Chamber who have expressed a willingness to serve on the Board of Directors a slate of Directors to serve for the ensuing year.

The Nominating Committee shall notify the general membership of such slate at the same time and in the same manner as notice is sent for the Annual Meeting of the general membership. Such notice may be by meeting of the general membership called for such purpose, by mail facsimile, electronic mail, or such other method approved by the Nominating Committee. The slate of nominees shall be elected and serve as members of the Board of Directors upon the affirmative vote by a majority of all of the voting members of the Chamber. Voting may occur at a meeting of the general membership or by mail ballot (including regular mail, facsimile or electronic mail). If the slate is disapproved by a majority of the voting members of the Chamber then the Nominating Committee shall select a replacement slate of Officers and Directors, repeating the process outlined above until a slate of Officers and Directors is qualified to serve.

### **B. Election**

Each year elections shall be held at the Annual Meeting. A quorum shall be a majority of the total voting membership who are in attendance and in good standing. New Board Members will assume their positions at the conclusion of the Annual Meeting.

## **ARTICLE V - OFFICERS AND NON-VOTING POSITIONS**

### **Section 1: Duties of Officers**

**A. Chairman** The Chairman shall serve as the chief elected Officer of the Chamber and shall preside at all meetings of the membership, Board of Directors and Executive Committee.

**B. Vice Chairman** The Vice Chairman shall exercise the powers and authority and perform the duties of the Executive Director in absence or disability of the Chairman and preside at all meetings of the Program Committee.

**C. Treasurer** The Treasurer shall be responsible for all financial matters by the Chamber and for their proper management (i.e., tax filings, trademarks, audits, etc.). Such funds shall be kept on deposit in financial institutions, or invested in a manner approved by the Board of Directors. The Treasurer shall give a monthly financial report to the Board.

**D. Secretary** The Secretary shall serve the Board of Directors and membership with respect to causing prepared notices to be sent, keeping of the minutes of meetings of both the Board and membership and shall be responsible for the safekeeping of all records as may be determined by the Board.

**E. Executive Director** Is a non-voting position and is hired or appointed by the Board of Directors and serves at the will of the Chamber.

## **ARTICLE VI - COMMITTEES**

### **Section 1: Standing Committees**

The appointments of personnel to all standing committees shall be made and announced by the Chairman on or before the 15<sup>th</sup> day of June each year. The standing committees of the Chamber shall be the following:

A. Executive Committee: the Chairman of the Board shall be the Chairperson.

B. Program Committee: the Chairman of the Board appoints this Committee Chairperson.

C. Nominating Committee: the Past Chairman of the Board shall be the Chairperson.

D. Membership Committee: the Chairman of the Board appoints this Committee Chairperson

E. Marketing Committee: the Chairman of the Board appoints this Committee Chairperson

### **Section 2: Special Committees**

The Board of Directors may create and assign duties to any special committees as the need arises. Committee Chairs will select their own committee members.

### **Section 3: Limitation of Authority**

No action by any member, committee, 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 Directors.

Committees shall be discharged by the Chairman when their work has been completed and their reports accepted or when, in the opinion of the Board of Directors, it is deemed wise to discontinue the committees, or any committee member thereof.

## **ARTICLE VII - FINANCES**

### **Section 1: Fiscal Year**

The fiscal year of the Chamber shall close on the last day of December.

### **Section 2: Annual Audit**

The accounts of the Chamber shall be audited annually as of the close of business on the last day of December by a Certified Public Accountant or some other responsible person(s) approved or delegated by the Board of Directors. The audit shall at all times be available within the offices of the Chamber for review by Chamber members.

### **Section 3: Bonding**

The Executive Director, Treasurer and staff members (paid or otherwise) who have fiduciary responsibilities, 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 By-Laws , and no part of said funds shall inure, or be distributed to the members of the Chamber. On dissolution of the Chamber, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific or philanthropic organizations to be selected by the Board of Directors as defined in IRS Section 501 (c)(3).

## **ARTICLE IX**

### **Section 1: Parliamentary Authority**

The current edition of *Roberts 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 By-Laws of the Chamber.

## **ARTICLE X - AMENDMENTS**

### **Section 1: Revisions**

These By-Laws may be amended or altered by a vote of a majority of the members present at any regular or special membership meeting, providing the notice for the meeting includes the proposals for amendments.

Any proposed amendments or alterations shall be submitted in writing via first class mail, facsimile, electronic mail, or such method approved by the Board of Directors, at least ten (10) business days in advance of the meeting at which they are to be acted upon.