

Bylaws
of the
Rocky River Chamber of Commerce

Approved on November 9, 2010. Effective on January 1, 2011.

Article I – NAME

The name of this organization shall be the *Rocky River Chamber of Commerce*.

Article II – MISSION and PURPOSES

A. Mission

The Rocky River Chamber of Commerce, an advocate and vital presence in Rocky River, strives to support a network of businesses and civic interests to promote business for its members.

B. The Chamber's purposes include:

1. Promoting business opportunities for members of the Chamber.
2. Providing networking opportunities and programs relating to business.
3. Being a resource for city planning and potential businesses.
4. Promoting a positive business climate throughout the city.
5. Acting as an advocate for business within the community and city government.
6. Establishing partnerships with the city for economic growth and development.
7. Communicating and monitoring local, state and federal legislation that impacts upon member businesses.
8. Any action as determined by the Board of Directors to be necessary to fulfill its mission.

C. The Rocky River Chamber of Commerce is non-partisan and non-sectarian and, as an organization, may take no part in lending its influence to the election or appointment of any candidate for Federal, State, County, Municipal or Board of Education office.

D. The Rocky River Chamber of Commerce is a non-profit organization as defined in Section 501(c)(6) of the Internal Revenue Code, as it may be amended from time to time, and must observe all Federal, State and local laws and regulations which apply to a 501(c)(6) organization.

Article III – MEMBERSHIP

A. Any person, association, corporation, limited liability company, partnership or entity having any interest in the objectives and purposes of the Rocky River Chamber of Commerce is eligible to be considered for membership.

B. Membership for this organization shall be in five general classifications.

1. **Small Business Membership**
Any entity with 10 or fewer employees.
2. **Medium Business Membership**
Any entity with 11 through 100 employees.
3. **Large Business Membership**
Any entity with 101 or more employees.
4. **Public Official**
Offices of the Rocky River Mayor, Municipal Directors, Council Members, City and Court employees, Rocky River public school executives and administrators, elected members of the Board of Education, and all other public officials serving the Rocky River area.
5. **Associate Membership**
Any individual, not representing a business.

C. Application for Membership Procedure

Application for membership shall be in writing, on a form provided by the Chamber, and signed by the applicant. The application is the applicant's guarantee of interest in and agreement with the mission and purposes of the Chamber of Commerce, its Constitution and Bylaws, rules and regulations. An applicant shall become a member upon payment of dues, then approval of the Board of Directors.

D. Voting

In any proceeding in which voting by members is called for, each member in good standing is entitled to one vote by its primary contact.

E. Honorary Membership

Honorary membership may be granted as determined by the Board of Directors. The honorary member will not be subject to payment of dues and will hold all membership privileges, except serving on the Board of Directors and voting on Chamber matters.

F. Termination

1. Any member may resign from the organization upon written notice to the Board of Directors.
2. Any member may be terminated from membership by a two-thirds (2/3) vote of all voting members of the Board of Directors for conduct unbecoming a member or damaging to the purpose or reputation of the Chamber, after notice and opportunity for a hearing before the Board have been provided.

Article IV – **BOARD OF DIRECTORS**

A. Authority and Responsibility

The Board of Directors shall determine the policies and carry out the mission and purposes of the organization and shall create and designate such committees, as it deems necessary to accomplish its goals.

B. Duties of the Board of Directors

The Board of Directors shall control the property and the business of the organization with full power and authority to manage and conduct same. The Board of Directors may interview and hire an Executive Director and determine the salary and duties of the position. The Executive Director shall serve at the pleasure of the Board and report to it. The Executive Director shall be a non-voting member of the Board of Directors.

C. Composition

1. The Board of Directors shall consist of a maximum of fifteen (15) Directors, twelve (12) of whom shall be elected and a maximum of three (3) who may be appointed by the Chairman. Each Board member, whether elected or appointed, shall have one vote.
2. In addition, the immediate Past Chairman of the organization shall serve as a non-voting advisory member of the Board. The Immediate Past Chairman shall serve a one-year term immediately following his/her term of presidency and must remain a member in good standing.
3. Each elected or appointed Director shall be a member, or member's designated representative, who has been in good standing for at least twelve (12) months immediately preceding the start of the term and shall remain a member in good standing during their term.
4. In addition to the above-described members of the Board, the person serving as the Economic and Community Development Director for the City of Rocky River, Ohio or the Director's designate shall serve as a non-voting advisory member of the Board.

D. Term and Vacancies

1. Four (4) directors shall be elected each year for a three (3) year term beginning at the swearing-in in January following the election. The directors appointed by the Chairman shall serve until the swearing-in of the next new Board.
2. Any vacancy occurring of an elected Board member shall be filled for the unexpired term through nomination by the Executive Committee and approval by a two-thirds (2/3) vote of the Board. Such election shall take place at the next regularly scheduled meeting of the Board.

E. Nominating Committee

1. The Nominating Committee shall consist of the current Chairman, the immediate Past Chairman, the Vice Chairmen and two general members approved by the Board of Directors.
2. The Nominating Committee shall prepare a slate of candidates consisting of a minimum of six (6) members in good standing, for Directors to fill expiring terms. This slate shall be presented to the Board at the October Board meeting. In addition, fifteen (15) voting members may nominate one (1) candidate for the office of Director by submitting such nomination in writing, on a form provided by the Chamber and signed by each of said fifteen (15) voting members. A voting member who has signed a nomination form for a candidate may not sign an additional nomination form during the same year. All nomination forms must be received at the Chamber office no later than October 15th.

F. Election of Directors

1. The election shall be by ballot to the general membership, with the four (4) candidates receiving the most votes elected to three (3) year terms.
2. To be valid, ballots cast must be received at the Chamber office by 5:00 p.m. on the day before Thanksgiving. Ballots shall be distributed to the membership at least 21 days prior to the due date.

G. Absenteeism of Board Members

Any member of the Board of Directors who is absent from three (3) consecutive Board meetings, or any four (4) Board meetings in a twelve (12) month period, shall be considered to have tendered his or her resignation from said Board; provided, however, the Executive Committee shall, upon written request of such absentee Board member, consider extenuating and nonrecurring circumstances. By majority vote of the Executive Committee, such Board member will be permitted to fulfill the balance of his or her term on the Board of Directors.

H. Removal

Any Board member may be removed from the Board for cause by a two-thirds (2/3) vote of the Board.

I. Compensation

Directors and Officers shall not receive any compensation for their services as a Board member or Officer.

Article V – OFFICERS

A. Composition

1. The Officers shall be Chairman, Vice Chairman of Membership & Marketing, Vice Chairman of Policy & Advocacy, Vice Chairman of Special Events, Vice Chairman of Economic Development, Secretary and Treasurer.
2. A person may be re-elected to successive terms as an Officer, provided that no person may serve more than two (2) consecutive one (1) year terms as Chairman.

B. Election of Officers

1. The Board of Directors shall themselves elect from the Board membership a Chairman, Vice Chairman of Membership & Marketing, Vice Chairman of Policy & Advocacy, Vice Chairman of Special Events, Vice Chairman of Economic Development, Secretary and Treasurer.
2. The Treasurer may but need not be a member of the Board of Directors.
3. The current Executive Committee shall meet after the election is completed, prior to the December Board meeting, to nominate the Officers for the next term.
4. The election of Officers shall be by simple majority vote of the Board of Directors.
5. The election of Officers shall occur at the first Board meeting immediately following the election of the new Board of Directors. At the Board meeting, additional nominations by any Board member may be accepted. If two (2) or more persons are nominated for a position, the voting for that position will be by a written vote.
6. The new Officers shall be sworn-in and begin their term in January.

C. Term and Vacancies

All Officers shall serve for a term of one (1) year. A vacancy in office shall be filled for the unexpired term by a member of the Board of Directors. Election shall be by a simple majority vote of the Board.

D. Executive Committee

1. The seven (7) elected Officers of the Board, along with the past Chairman serving in an ex-officio capacity, shall constitute the Executive Committee. The Executive Committee shall act for and on behalf of the Board of Directors between meetings of the Board in matters requiring immediate attention and in cases where it is deemed impractical or impossible to call a special meeting of the Board. A minimum of five (5) affirmative votes is required to transact business in Executive Committee.
2. The Chairman or majority of the Executive Committee may call a meeting of the Executive Committee. The Chairman shall serve as the head of the Executive Committee and shall have voting power.

E. Duties of the Officers

1. Chairman

- a. The Chairman shall serve as the chief elected Officer of the organization and shall preside at all meetings of the membership, the Board of Directors and the Executive Committee.
- b. The Chairman or his appointed Officer will be the official representative and spokesperson of the organization.
- c. The Chairman shall, subject to the simple majority approval of the Board of Directors, formulate all committees and name chairpersons to same. The Chairman shall recommend such action, as is determined necessary to achieve the objectives of the organization.
- d. The Chairman shall be an ex-officio member of all committees with the exception of the Nominating and Executive Committees in which he holds voting power.

2. Vice Chairmen

- a. The Vice Chairmen shall perform the duties assigned by the Chairman in addition to committee responsibility.
- b. In the absence of the Chairman, the Vice Chairmen shall have the power and authority to act on behalf of the Chairman with regard to decisions directly related to committees or sub-committees under the Vice Chairmen's direction.
- c. The Vice Chairman of Membership & Marketing shall be accountable to the Board for overseeing benefits and services programs provided to the Chamber.
- d. The Vice Chairman of Policy & Advocacy shall be accountable to the Board for overseeing the Chamber's community relations, as well as the internal operation of the Chamber.
- e. The Vice Chairman of Special Events shall be accountable to the Board for overseeing events.
- f. The Vice Chairman of Economic Development shall be accountable to the Board for overseeing the economic development activities of the Chamber.

3. Secretary

The Secretary shall prepare accurate minutes of all meetings of the Board of Directors and submit them to the Board for approval. The Secretary shall also prepare official correspondence of the Chamber as directed by the Board.

4. Treasurer

The Treasurer shall be custodian of the funds of the Chamber. The Treasurer shall have general supervision of all financial requirements of the organization. The Treasurer and the Executive Director shall receive, deposit, and disburse the funds of the Chamber as budgeted and approved by the Board of Directors. The Treasurer shall furnish written monthly financial reports to the Board of Directors for approval. The Treasurer shall advise the Executive Director with the preparation of an annual budget for approval by the Board of Directors.

F. Removal

Any Officer may be removed for cause from office by a two-thirds (2/3) vote of the Board.

G. Records

At the expiration of all terms of office, all Officers shall deliver to the Board all reports, books, records and property belonging to the Chamber.

Article VI – COMMITTEES

A. Formation

The Chairman shall appoint standing and special committees to carry on the activities of the Chamber, subject to confirmation by the Board of Directors. The duties of standing and special committees shall be determined by the Chairman and the committee Chairs.

B. Chairman as Ex-Officio

The Chairman shall serve as ex-officio member on all committees with the exception of the Nominating and Executive Committees, in which he or she holds voting power.

C. Board Members

At least one Board Member shall be appointed to serve as a liaison to each committee. All standing and special committees shall report their proceedings at the regular meetings of the Board of Directors through a Board member serving as a liaison.

D. Records

At the expiration of all terms of committee duties, all committee members shall deliver to the Board all items, including but not limited to reports, books, records which are property of the Chamber.

E. Authority

No committee shall take or make public any action, or make public any resolution, or in any way commit the Chamber on a question of policy, or finances, or on matters of general public interest, without having first received written approval of the Board of Directors.

Article VII – FINANCES

A. Membership Dues

Membership dues shall be determined annually by the Board of Directors. Membership dues are due and payable by the member's anniversary date. Any member who has not paid such dues within 60 days of the due date shall be dropped from Chamber membership.

B. Fiscal Year

The fiscal year of the Chamber shall commence on January 1st of each year and end on December 31st of that year.

C. Budget

The Executive Director shall prepare an annual budget based on input from the Treasurer and members of the Board. The annual budget shall be submitted for review and approval at the February meeting of the Board.

D. Disbursements

The Treasurer, the Chairman or the Executive Director shall be authorized to sign checks in amounts up to and including \$1,000.00. Checks over \$1,000.00 shall require a second signature, by either the Chairman, Treasurer or Executive Director. No disbursements of funds shall be made unless approved by the Board of Directors, except that no Board approval is required, regardless of the amount, for expenditures which are included in the budget. Notwithstanding the preceding sentence, by majority vote the Executive Committee may require, where it deems necessary due to unanticipated shortfalls in cash flow, that any or all budgeted discretionary items be approved before disbursement by the Chairman and Treasurer.

E. Report of Accounts

An annual report of the books, records and accounts of the Chamber, including such tests as deemed necessary, shall be made at the conclusion of each fiscal year, and at such other times as the Board may wish, by the Treasurer. The report, when completed, shall be submitted to the Board for approval.

F. Bidding Procedures

The following procedures shall be completed prior to final disbursements of Chamber funds for purchases of goods and services:

1. Bids shall be required for purchases exceeding \$1,500.00 on one or more related items in a calendar year.
2. Except as provided herein, for purchases of goods or services exceeding \$1,500.00, the Executive Director shall be required to request bids either by general publication in Chamber newsletters and other appropriate means, or specifically from at least three vendors who are regularly engaged in the business of providing such good or service.
3. Except as provided herein, for purchases of goods and services exceeding \$3,000.00, the Board may not waive the bid requirement provided above in Clause 2.
4. Notwithstanding the requirements of this Paragraph F, by a two-thirds (2/3) vote, the Board may waive the bid requirement under the following circumstances: (a) if the total amount that would be subject to bid is less than \$3,000.00 for the calendar year and the Board deems that time is of the essence in obtaining such goods or services and that reasonable prices and terms have been obtained for such item; or (b) if the amount of goods or services purchased will be substantially offset by the receipt of ticket sales or other sources of revenue directly related to the expenditure.
5. In obtaining bids for goods and services, the Board shall give preference to members of the Chamber in good standing where the bid of such member is not significantly above bids of non-members.
6. The Board may take into account factors involving quality as well as price of the goods and services to be provided in selecting the preferred bid.

Article VIII – MEETINGS

A. General Meetings

1. General Meetings shall be held at a place and time so designated by the Board and notification given to each member at least five (5) days before said meeting.
2. Twenty percent (20%) of all voting members in good standing shall constitute a quorum, providing notice was given for a vote to occur, for the transaction of business at any general meeting.

B. Special Meetings

Special meetings of the membership to transact business may be held at any time upon the call of the Chairman or a majority vote of the Board of Directors. Fifteen percent (15%) of the membership shall constitute a quorum at a special meeting. Notice shall be given to members five (5) days prior to the meeting date.

C. Board Meetings

1. Meetings of the Board of Directors shall be held on a monthly basis at a time mutually agreed upon by the Board.
2. Attendance at Board of Directors' meetings is obligatory for those elected to the Board.
3. A majority of the voting Board of Directors shall constitute a quorum in order to transact business.
4. The Chairman may call special meetings of the Board of Directors, and shall call a special meeting upon written request of five (5) members of the Board.
5. Any member in good standing may, by written request seven (7) days prior, attend a Board meeting as an observer only, after the financial report is given at the beginning of the meeting. Chairman may limit the number of observers at his discretion. Chairman may remove any observer he deems to be disruptive at his sole discretion.

D. Other Events

Additional membership events may be scheduled by the Board of Directors.

Article IX -

INDEMNIFICATION OF OFFICERS AND DIRECTORS, INSURANCE

A. Indemnification in Non-Derivative Action

The Corporation ("Chamber") shall indemnify any person who was or is a party or is threatened to be made a party, to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, other than an action by or in the right of the Corporation, by reason of the fact that he or she is or was a director or Officer of the Corporation, or is or was serving at the request of the Corporation as a director, trustee, Officer, employee, or agent of another corporation, domestic or foreign, nonprofit or for profit, partnership, joint venture, trust or other enterprise, against expenses, judgments, fines, and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit, or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal action or proceeding, he had reasonable cause to believe that his conduct was unlawful.

B. Indemnification in Derivative Actions

The Corporation shall indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending, or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he or she is or was a director, Officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, trustee, Officer, employee, or agent of another corporation, domestic or foreign, nonprofit or for profit, partnership, joint venture, trust, or other enterprise against expenses, actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation, except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for gross negligence or willful and wanton misconduct in the performance of his or her duty to the Corporation unless, and only to the extent that the court of Common Pleas, or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses as the Court of Common Pleas or such court shall deem proper.

C. Indemnification as Matter of Right

To the extent that a director, trustee, Officer, employee, or agent has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in Paragraphs A and B of this Article IX, or in defense of any claim, issue, or matter herein, he or she shall be indemnified against expenses, including attorneys' fees, actually and reasonably incurred by such person in connection therewith.

D. Determination of Conduct

Any indemnification under Paragraph A and B of this Article IX unless ordered by a court, shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director, trustee, Officer, employee, or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Paragraphs A and B of this Article IX. Such determination shall be made (a) by a majority vote of a quorum consisting of directors of the Corporation who were not and are not parties to or threatened by any such action, suit, or proceeding, or (b) if such a quorum is not obtainable or if a majority vote of a quorum of disinterested directors so directs, in a written opinion by independent legal counsel, other than an attorney or a firm having associated with it an attorney who has been retained by or who has performed services for the Corporation or any person to be indemnified within the past five (5) years, or (c) by the shareholders ("*voting members*") or (d) by the Court of Common Pleas or the court in which such action, suit, or proceeding was brought.

E. Advance Payment of Expenses

Expenses, including attorneys' fees, incurred in defending any action, suit, or proceeding referred to in Paragraphs A and B of this Article IX, may be paid by the Corporation in advance of the final disposition of such action, suit, or proceeding as authorized by the directors in the specific case upon receipt of any undertaking by or on behalf of the director, trustee, Officer, employee, or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the Corporation as authorized in this Article IX.

F. Nonexclusivity

The indemnification provided by this Article IX shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under Law, the Articles of Incorporation, the Bylaws, any agreement, a vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office and shall continue as to a person who has ceased to be a director, trustee, Officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

G. Liability Insurance

The Corporation shall purchase and maintain insurance on behalf of any person who is or was director, Officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a domestic or foreign, non-profit or for profit, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by such person in any such capacity, or arising out of his or her status as such, whether or not the corporation would have the power to indemnify such person against such liability under the provisions of this Article IX or of Chapter 1701 of the Ohio Revised Code.

Article X – AMENDMENT

Approval/Revisions

1. All proposed amendments or alterations to these Bylaws must be presented to the Board of Directors.
2. These bylaws shall be reviewed at a minimum of every four years.
3. Approval of amendments or alterations must receive three-quarters (3/4) vote of all voting members of the Board of Directors, or by a two-thirds (2/3) vote of the members present at any regular or special meeting of the corporation called for that purpose, provided proper notice has been given to the entire membership.

Article XI – DISSOLUTION

The Corporation 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 Corporation. On dissolution of the Corporation, any funds remaining after discharge of all obligations shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organization to be selected by the Board of Directors. If dissolution occurs as the result of a merger, then funds shall be transferred to the new organization.

Article XII – MISCELLANEOUS

A. Ohio Law

Any question of law arising hereunder shall be interpreted and construed pursuant to and in accordance with the laws of the State of Ohio.

B. Partial Invalidity

If any term, provision, covenant, or condition of these Bylaws is held to be invalid, void, or unenforceable, the remainder of the provisions shall remain in full force and effect and shall in no way be affected, impaired, or invalid.

C. Heading

The headings above the various provisions of these Bylaws have been included only in order to make it easier to locate the subject covered by each provision and are not intended to be full or accurate descriptions of the contents thereof.

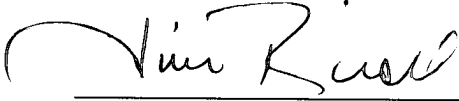
D. General Definitions

The language of these Bylaws is intended to be gender neutral. All words used herein in the masculine shall extend to and include the feminine or neuter as the case may be.

All words used herein in the singular shall extend to and include the plural; all words used in the plural shall extend to and include the singular.

E. Unless otherwise specified, when calling for a vote, the required number is of the voters present.

Approved by the Board of Directors on November 9, 2010.



Jim Riedl, President



Rusty Deane, Secretary