

Bylaws
of the
Rocky River Chamber of Commerce

Approved on June 5, 2014. Effective on June 5, 2014.
Revised and approved on June 4, 2015

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 articles, bylaws, rules, regulations and policies. An applicant shall become a member upon payment of dues, then approval by 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 for a term as determined by the Board of Directors. The term of the honorary membership shall be for the life of the honorary member. However, an honorary membership may be revoked in manner set forth in Article III (F)(2). 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. However, in the event honorary membership is conferred upon a sitting Board Member, the member will be permitted to fulfill the remainder of the Board term with all the rights and privileges pertaining thereto.

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 it deems necessary to accomplish its goals. The Board of Directors shall actively participate in Chamber activities, including monthly Board meetings.

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.

C. Composition and Voting Privileges

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 Chair. Each Board member, whether elected or appointed, shall have one vote.
2. Each elected or appointed Director shall be a 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.
3. In addition to the above-described members of the Board, the following are non-voting members:
 - a) The immediate Past Chair of the organization shall serve as a non-voting advisory member of the Board. The Immediate Past Chair shall serve a term immediately following his/her term as chair until the current chair concludes his/her service as chair and must remain a Board member in good standing.

- b) A representative for the City of Rocky River, as agreed upon between the Board of Directors and the Mayor of the City of Rocky River, shall serve as a non-voting advisory member of the Board of Directors.
- c) The Executive Director shall serve as a non-voting member of the Board of Directors.

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. Directors appointed by the Chair shall serve a one-year term until the swearing-in of the next new Board.
2. Any vacancy of a Board position 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 Chair, the immediate Past Chair, the Vice Chairs 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.
3. In the case of a tie, the Board conducting the election shall determine and certify the results.

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. The Executive Committee shall, upon written request of such absentee Board member, consider extenuating and nonrecurring circumstances. By approval of 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

Members shall not receive any compensation for their services as a Board member or Officer.

Article V – OFFICERS

A. Composition

1. The Officers shall be Chair, Vice Chair of Membership, Vice Chair of Policy, Vice Chair of Events, Vice Chair 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 Chair.

B. Election of Officers

1. The Board of Directors shall themselves elect from the Board membership a Chair, Vice Chair of Membership, Vice Chair of Policy, Vice Chair of Events, Vice Chair of Economic Development, Secretary and Treasurer.
2. 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.
3. 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 secret ballot.
4. The election of Officers shall be by simple majority vote of the Board of Directors.
5. The new Officers shall be sworn-in and begin their term in January.

C. Terms 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 Chair serving in an *ex officio* and non-voting 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 Chair or majority of the Executive Committee may call a meeting of the Executive Committee. The Chair shall serve as the head of the Executive Committee and shall have voting power.

E. Duties of the Officers

1. Chair
 - a. The Chair 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 Chair or his/her appointed Officer will be the official representative and spokesperson of the organization.
 - c. The Chair shall, subject to the simple majority approval of the Board of Directors, formulate all committees and name chairs to same.
 - d. The Chair shall be an *ex officio* member of all committees with the exception of the Nominating and Executive Committees in which he/she holds voting power.
2. Vice Chairs
 - a. The Vice Chairs shall perform the duties assigned by the Chair in addition to committee responsibility.
 - b. In the absence of the Chair, the Vice Chairs shall have the power and authority to act on behalf of the Chair with regard to decisions directly related to committees or sub-committees under the Vice Chair's direction.
 - c. The Vice Chair of Membership shall be accountable to the Board for recruiting and retaining members and overseeing member benefits provided by the Chamber.
 - d. The Vice Chair of Policy shall be accountable to the Board for overseeing the Chamber's policies.
 - e. The Vice Chair of Events shall be accountable to the Board for overseeing events.
 - f. The Vice Chair 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 from office for cause 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 Chair 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 Chair and the committee Chairs.

B. Chair as *Ex Officio*

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

C. Board Members as Liaisons

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 membership anniversary date. Any member who has not paid such dues within 60 days of the due date shall be dropped from Chamber membership. All dues paid are non-refundable once the Board approves the 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 Chair 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 from the Chair, 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, that any or all disbursements be approved by the Chair and Treasurer before disbursement.

E. Report of Accounts

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

F. Bidding Procedures

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

1. Bids shall be required for purchases exceeding \$2,500.00 on one or more related items in a calendar year.
2. Except as provided herein, for purchases of goods or services exceeding \$2,500.00, 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 \$5,000.00, 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 \$5,000.00 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 Chair 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 Chair 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, without voice or vote. The Chair may limit the number of observers at his/her discretion. The Chair may remove any observer he/she deems to be disruptive at his/her 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. Liability Insurance

The Corporation shall purchase and maintain a claims-made Not-for-Profit Organization liability insurance, including employment practices liability coverage, on behalf of its officers, directors and employees.

B. Coverage and Indemnification

The extent of coverage, policy limits, named insureds and right to any indemnification shall be defined and controlled by the terms and conditions of the insurance policy in effect for that policy year.

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.

4. However, nothing in Article X shall prevent or preclude the Executive Director from changing and/or correcting typographical errors, so long as such change or correction shall not affect the substance of these By-Laws, and such change or correction is reported to the Board of Directors as soon as practicable.

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.

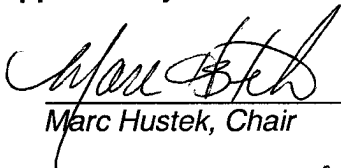
D. General Definitions

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 June 4, 2015.



Marc Hustek, Chair



Anne Kuenzel, Secretary