

# **ARTICLE I**

## **GENERAL**

### **SECTION 1 NAME**

This organization is incorporated under the laws of the State of Ohio and shall be known as the North Baltimore Area Chamber of Commerce Incorporated.

### **SECTION 2 PURPOSE**

The North Baltimore Area Chamber of Commerce is organized to advance the general welfare and prosperity of the North Baltimore Area so that its citizens and all area of its business community shall prosper. All necessary means of promotion except as limited by these Bylaws, The Articles of Incorporation, State or Federal statutes, shall be provided and particular attention and emphasis shall be given to the economic, civic, commercial, cultural, industrial, and educational interests of the area.

### **SECTION 3 AREA**

The North Baltimore Area shall be interpreted to include the 1) Village of North Baltimore 2) Henry and Bloom Townships in Wood County and 3) Portage and Allen Townships in Hancock County, all in the State of Ohio.

### **SECTION 4 LIMITATION OF METHODS**

The North Baltimore Area Chamber of Commerce 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 organization shall be eligible to apply for membership

### **SECTION 2 ELECTION**

Applications for membership shall be in writing, on forms provided for that purpose and signed by the applicant. Election for 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 dues as provided in Section 3 of Article II.

### Section 3 **DUES**

Membership dues shall be at such rate or rates, schedule, or formula as may be from time to time prescribed by the Board of Trustees, payable annually in advance.

### SECTION 4 **TERMINATION**

- A) Any member may resign from the Chamber upon written notification to the Board of Trustees;
- B) Any member shall be expelled by the Board of Trustees by a two-thirds vote for non payment of dues after ninety (90) days from the date due, unless otherwise extended for good cause;
- C) Any member may be expelled by a two-thirds vote of the Board of Trustees at a regularly scheduled meeting thereof, for conduct unbecoming a member or prejudicial to the aims or repute of the Chamber, after notice and opportunity for a hearing are afforded the member complained against.

### SECTION 5 **VOTING**

In proceeding in which voting by member is called for, each member in good standing shall be entitled to case one vote.

### SECTION 6 **EXERCISE OF PRIVILEGES**

Any firm, association, corporation, partnership, or estate holding membership may nominate one individual whom the holder desires to exercise the privileges of membership covered by its payment of dues and shall have the right to change its membership nomination upon written notice.

### SECTION 7 **ASSOCIATE MEMBERSHIP**

Any firm, association, corporation or partnership holding voting membership shall have the option of nominating employees or representatives as Associate Members of the Chamber. Such Associate Members shall have the privilege of attending any scheduled meetings of the Chamber, The Board of Trustees, or committees. They will be entitled to participate in any discussions held at such meetings but will not enjoy voting rights. Associate Membership annual dues will be established by the Board of Trustees.

### SECTION 8 **ORIENTATION**

At regular intervals, orientation on the purposes and activities of this organization shall be conducted for the following groups: new trustees, officers and trustees, committee leaders, committees and new members. A detailed outline for orientation of each of these groups shall be a part of this organization's policy manual

**SECTION 9 HONORARY MEMBERSHIP**

Distinction in public affairs shall confer eligibility to honorary membership. Honorary members shall have all the privileges of members, except the rights to vote or hold office, and shall be exempt from payment of dues. The board of Trustees may confer or revoke honorary membership by a majority vote.

**ARTICLE III**

**MEETINGS**

**SECTION 1 ANNUAL MEETING**

The annual meeting of the Chamber, in compliance with state law, shall be held during April of each year. The time and place shall be fixed by the Board of Trustees and notice thereof mailed to each member at least ten (10) day but not more than thirty (30) days before said meeting.

**SECTION 2 ADDITIONAL MEETINGS**

- A) General meetings of the Chamber may be called by the President at any time, or upon petition in writing of twenty (20) percent of regular members in good standing.
- B) Notice of special meetings shall be mailed to each member at least five (5) days prior to such meeting.
- C) Board meetings may be called by the President or by the Board of Trustees upon written application of three (3) members of the Board. Notice, including the purpose of the meeting, shall be given to each trustee at least one (1) day prior to said meeting.
- D) Committee meetings may be called at any time by the President, Vice President, or the committee's chairman.

**SECTION 3 QUORUMS**

At any duly called meeting of the Chamber, ten (10) members shall constitute a quorum; a majority of Trustees present shall constitute a quorum of the Board of Trustees; at committee meetings, a majority shall constitute a quorum, except when a committee consists of more than nine (9) members, five (5) shall constitute a quorum.

**SECTION 4 NOTICES, AGENDA, MINUTES**

Written notice of all Chamber meetings must be given at least five (5) days in advance, but not more than fifteen (15) days in advance unless otherwise stated. An advance agenda and minutes must be prepared for all meetings.

# ARTICLE IV

## ADMINISTRATION

### SECTION 1 GENERAL RESPONSIBILITIES

I The government and policy-making responsibilities of the Chamber shall be vested in the Officers and the Board of Trustees, who shall control its property, be responsible for its finances and direct its affairs. The officers, consisting of a President, Vice President, Secretary, and Treasurer; and the Board of Trustees, consisting of seven (7) members, six (6) of whom shall be elected by the membership as hereinafter provided, and the retiring President.

### SECTION 2 SELECTION AND ELECTION OF OFFICERS AND TRUSTEES

- I A) At the regular February Chamber meeting, the President shall appoint (subject to approval by the Board) a Nominating Committee consisting of three (3) members of the Chamber. The President shall designate the head of the committee.
- B) B) Prior to the March regular meeting, the Nominating Committee shall present to the President, a multiple slate for the offices to be filled, along with the expiration date of each term. Under normal circumstances, the Vice President will advance to President at the end of the President's term.
- I C) The President shall arrange for ballots to be printed and mailed to all voting Chamber members along with notice of the Annual Meeting.
- D) Marked ballots may be returned to the Secretary prior to or at the Annual Meeting. Ballots will be counted by an election committee of three (3) Chamber members (who are not officers, trustees, or candidates) which shall be appointed at the Annual Meeting. The count will be made within no more than five (5) working days following the Annual Meeting and certified to the existing Officers and Trustees. Results will be published in the area new media and will be available to any interested Chamber member upon request at any time prior to the next immediate general Chamber meeting in May, when the newly elected person shall be seated. Candidates will be notified of the results by the existing officers immediately upon certification by the election committee.

### SECTION 3 TERMS OF OFFICE

- I A) President: The President shall be elected for a term of two (2) years. A retiring President shall not be eligible as a candidate for re-election to the office of President for a period of at least two (2) years. A retiring President shall automatically become a member of the Board of Trustees until replaced by the next retiring President.
- B) Vice President: The Vice President shall be elected for a term of two (2) years. Election for Vice President shall be held in the same year as that for President, since, under normal circumstances, the Vice President shall succeed the President at the end of the Presidential term.
- I C) Secretary: The secretary shall be elected for a term of two (2) years. Election for Secretary shall be held in the year, which is mid-term for the President and Vice President.

- I D) Treasurer: The Treasurer shall be elected for a term of two (2) years. Election for Treasurer shall be held in the year, which is mid-term for the President and Vice President.
- E) Trustees: Trustees shall be elected for terms of two (2) years with one-half (1/2) of the total number being elected each year. No Trustee who has served two (2) consecutive two (2) year terms shall be eligible for re-election until at least one (1) year following the end of his second term has expired.
- F) Appointed Terms: An officer or trustee appointed to fill an un-expired term of twelve (12) months or more shall be considered as having served one (1) term in determining eligibility for re-election.

**SECTION 4 DUTIES OF OFFICERS**

- I A) General: The President, Vice President, Secretary and Treasurer shall be voting members of the Board of Trustees.
- B) President: The President shall preside at all meetings of the Chamber and the Board of Trustees, and perform all duties incident to this office. Unless otherwise directed by the Board, The President shall appoint all committees and other groups. The President shall be an ex officio member of all divisions, committees, and other groups.
- C) Vice President: The Vice President shall perform all the duties of the President in case of the absence or disability of the President, and shall have such other duties as may be assigned by the Board of Trustees.
- I D) Secretary: The Secretary shall have the responsibility of preparing and mailing notices of meetings, keeping minutes of all membership and board meetings, filing all required and appropriate reports, and handling all communications and correspondence with persons, corporations, or organizations outside the Chamber, all as approved or authorized by the Board of Trustees and other officers.
- I E) 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 cause a monthly financial report to be made to the Board.
- F) Trustees: The Trustees shall work with the officers, as a Board in adopting policies and establishing procedures under which the business of the organization will be conducted. These policies will be maintained in a policy manual, to be reviewed annually and revised as necessary.

**SECTION 5 VACANCIES**

- A) A member of the Board of Trustees or Officer who shall be absent from three (3) consecutive regular meetings of the Board of Trustees shall automatically be dropped from membership on the Board, unless confined by illness or other absence approved by a majority vote of those voting at any meeting thereof.
- B) Vacancies on the Board of Trustees or among the Officers shall be filled by the Board of Trustees, by a majority vote.
- C) The Board of Trustees may remove an elected officer or trustee at any time, with notice and with cause, by a two-thirds (2/3) vote of the entire Board of Trustees.

**SECTION 6 INDEMNIFICATION**

The Chamber may, by resolution of the Board of Trustees, provide for indemnification by the Chamber of any and all of its Trustees or former Trustees against expenses actually and necessarily incurred by them in connection with the defense of any action, suit, or proceeding, in which they or any of them are made parties, or a party, by reason of having been Trustees, 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**

**COMMITTEES AND DIVISIONS**

**SECTION 1 APPOINTMENT AND AUTHORITY**

The President, by and with the approval of the Board of Trustees, shall appoint all committees and committee chairmen. The President may appoint such ad hoc committees and their chairmen as deemed necessary to carry out the program of the Chamber. Committee appointments shall be at the will and pleasure of the President and shall serve concurrent with the term of the appointing President, unless a different term is approved by the Board of Trustees. It shall be the function of committees to make investigations, conduct studies and hearings. Make recommendations to the Board of Trustees, and to carry on such activities as may be delegated to them by the Trustees.

**SECTION 2 LIMITATION OF AUTHORITY**

No action by any member, committee, division, Trustee, or Officer shall be binding upon, or constitute an expression of, the policy of the Chamber until it shall have been approved or ratified by the Board of Trustees.

Committees shall be discharged by the President when their work has been complete and their reports accepted, or when, in the opinion of the Board of Trustees, it is deemed wise to discontinue the committees.

**SECTION 3 TESTIMONY**

Once a committee action has been approved by the Board of Trustees, it shall be incumbent upon the committee chairmen or, in the absence, whom they designate as being familiar enough with the issue to give testimony to, or make presentations before, civic and government agencies.

**SECTION 4 DIVISIONS**

- A) 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.
- B) The Board shall authorize and define the powers and duties of all divisions, bureaus, departments, councils, and subsidiary corporations. The Board shall annually review and approve all activities and proposed programs of such divisions, bureaus, departments, councils, or subsidiary corporations, including collection and disbursement of funds.
- C) No action or resolution of any kind shall be taken by divisions, bureaus, departments, councils, or subsidiary corporations having hearing upon or expressive of the Chamber, unless approved by the Board of Trustees.

**ARTICLE VI**

**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 to be disbursed by the Board of Trustees as needed on a contingency basis.

**SECTION 2 DISBURSEMENTS**

Upon approval of the budget, the Treasurer is authorized to make disbursements on accounts and expenses provided for in the budget without additional approval of the Board of Trustees. Disbursement shall be by check.

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In the absence of the Treasurer, the President may sign checks, or in the absence of both, the Vice President may sign.

**SECTION 3 FISCAL YEAR**

I At the January Board meeting each year, a Budget Committee of Officers and Board Members shall be appointed. This committee shall prepare a budget for the upcoming fiscal year to be submitted to the Board of Trustees for approval at the February Board meeting. Upon approval, the financial requirements indicated will be used as a basis in establishing annual dues levels for the upcoming year.

Projects not included in the Annual Budget may be considered by the Board of Trustees for budgeting and financing through special contributions of Chamber members or other appropriate fund raising methods or by use of reserve funds as those projects may require funding.

**SECTION 5 ANNUAL AUDIT**

The accounts of the Chamber shall be audited annually as of the close of business on April 30 by an audit committee appointed by the President. The audit shall, at all times, be available to members of the organization upon request.

**SECTION 6 BONDING**

I The Treasurer, and such other officers 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 VII**

**DISSOLUTION**

**Section 1 PROCEDURE**

The Chamber shall use its fund 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 chamber. On dissolution of the Chamber, any funds remaining shall be distributed to one or more regularly and qualified charitable, educational, scientific or philanthropic organizations to be selected by the board of Trustees as defined in IRS Section (C) (3).

**ARTICLE VIII**

**SECTION 1 PARLIAMENTARY AUTHORITY**

The current edition of Robert Rules of Order shall be the final source of authority in all questions of parliamentary procedure when such rules are not inconsistent with the Charter or Bylaws of the Chamber.

