

CONSTITUTION & BY LAWS
of the
AURORA CHAMBER OF COMMERCE
Aurora, Ohio

ARTICLE I -- NAME AND LOCATION

Section 1. OFFICES: The name of the organization shall be the AURORA CHAMBER OF COMMERCE, with its principal offices in the City of Aurora, Portage County, Ohio.

ARTICLE II -- PURPOSE

Section 1. PURPOSE: The Aurora Chamber of Commerce, as an active and vital member of the community of Aurora, seeks to unite all business, commercial, industrial, professional and civic interests to promote the overall well-being of the community.

Section 2. MISSION: To facilitate the growth of Aurora businesses as well as tourism and promote programs that enhance and enrich the community.

ARTICLE III -- MEMBERSHIP & FINANCE

Section 1. ELIGIBILITY: Companies and individuals of good standing and interested in the commercial, industrial, educational and civic progress of the Aurora, Ohio area shall be eligible for membership. "Good standing" shall require the timely payment of dues and such other consideration as may be deemed appropriate by the Board of Directors.

Section 2. ACCEPTANCE: Approval of the application by a majority of the Board of Directors constitutes acceptance into membership.

Section 3. CANCELLATION: In the event that a member loses his good standing or in some way acts to bring ill will to the Chamber, the Board of Directors may, at its discretion and after a hearing if the member so desires, cancel the membership involved.

Section 4. FISCAL YEAR: The fiscal year shall be from January 1 - December 31.

Section 5. DUES: Memberships shall be annual on a calendar year basis. Members joining during the fiscal year shall pay a prorated amount during the first year of membership only. Memberships commence on the date the Board of Directors approve an application or on the date dues are paid, whichever is later. Dues shall be due and payable on or before January 1st of each fiscal year and shall be deemed delinquent if not paid by January 31 of that year. Prior members who did not pay their dues prior to the renewal deadline and who were otherwise in good standing may be reinstated upon payment of dues for the entire membership year without the necessity of a vote by the Board of Directors.

Section 6. REPRESENTATION: Each member shall be entitled to exercise all rights of membership listed in Chamber publications, and voting, by ballot or voice. Each member company shall designate one individual to be listed as its Chamber Representative who will exercise that member company's right to vote.

ARTICLE IV – BOARD OF DIRECTORS

Section 1. DIRECTORS: The government of the Chamber, the direction of its works and the control of its property and finances shall be vested in a Board of Directors, hereinafter referred to as "Board", consisting of nine (9) members in good standing who shall be elected by the Chamber membership and such additional members as may be elected by the Board pursuant to the provisions below.

- A. Elected members of the Board shall serve for a term of three (3) years and no member of the Board shall be eligible for re-election after having served two (2) consecutive terms until after the lapse of one (1) year from the termination of his or her second term.
- B. Upon their election, the Board shall meet, qualify and elect from their own number a President, Vice President, Secretary and Treasurer.
- C. The Board shall have the power to fill all vacancies occurring on the Board between annual elections, and those so appointed shall fill out the unexpired term of the person they succeed.
- D. The Board of Directors should reflect the diverse types of business classifications represented within the membership of the Chamber. These classifications shall include: industrial; tourism; professional; real estate; retail/commercial; service; and non-profit/government/education. Should the Board determine that one or more of these classifications is not represented on the Board, the Board, at its discretion, may appoint non-voting ex-officio member(s) to the Board from the membership from the classification(s) not represented. Such members shall serve at the pleasure of the Board until the next election. No more than 2 members from one classification can serve on the Board simultaneously.
- E. The Board may also select Liaison member(s) to serve the Board as it deems appropriate, including, but not limited to, a representative as designated by the City Council of Aurora and the Aurora Board of Education. Liaisons shall have no Board voting privileges.

- F. The immediate past president of the Chamber shall be a voting member of the Board for a period of one year after the expiration of their presidency.
- G. The Board may also elect such additional voting directors from the Chamber's membership as it deems necessary to assist in carrying out the mission and goals of the Chamber. The Board shall determine the length of term for such additional Directors.
- H. The Board may adopt such rules and regulations for conducting the business of the Chamber and for carrying on its work as may be consistent with this Constitution and By Laws. The Board shall meet at least once each month at such place, date and hour as may be fixed by the Board or President. A majority of the voting members of the Board shall constitute a quorum.
- I. The Board shall submit to the membership at the annual meeting, by mail/email, an annual report of the work of the Chamber.
- J. Any Board member who is absent from three consecutive Board meetings and/or monthly membership meetings without an excuse deemed reasonable and so recorded by the Board, shall automatically relinquish his/her place on the Board and the vacancy shall be filled as provided above.

Section 2. **ELECTION OF DIRECTORS.** The election of Directors shall take place prior to the annual meeting each year. Officers shall be elected before the 1st Board meeting of the new year.

- A. All members in good standing are eligible for election as a Director except those not eligible because of term limits.
- B. **NOMINATING COMMITTEE:** The President shall appoint a nominating committee by August 1st consisting of a minimum of two (2) members of the Board who are not standing for re-election and a minimum of one (1) at large Chamber member who is not currently serving as a Director.
- C. **PROCEDURE:** The nominating committee shall submit a slate of members recommended for election as directors to the Board at the September meeting of the Board. The number of candidates shall be equal to at least the number of directors to be elected but not more than twice the number of directors to be elected. If approved by the Board, the slate of candidates

shall be submitted to the membership for election in September. The Board shall have the right to add such candidate(s), as it deems appropriate, to the slate submitted by the Nominating Committee.

- D. **VOTING PROCEDURE:** Members shall receive a ballot. Ballots shall be submitted to the Chamber office and shall be counted by at least a majority of the members of the Executive Committee not standing for re-election or, if such requirement cannot be satisfied, by such member(s), not standing for election, as selected by the President. A plurality of votes shall constitute election as a Director. Ties shall be broken by the Executive Committee.

ARTICLE V -- OFFICERS

Section 1. **CLASSIFICATION.** The Officers of the Chamber shall be a President, Vice President, Treasurer and Secretary. The President and Vice President shall to be elected to serve for a term of two (2) years. The Treasurer and Secretary shall be elected to serve for a term of one (1) year. Term limits shall not be imposed on the President and Vice President while serving. The Vice President may continue to the seat of President without term limits being imposed at the discretion of the Board.

Section 2. **DUTIES OF OFFICERS AND THE EXECUTIVE DIRECTOR:**

- A. **President:** The President shall preside at all meetings of the Board of Directors and the membership. He or she shall be chairman of the Executive Committee. He or she shall perform all duties incident to the office and recommend such action, as he or she may deem necessary to increase the efficiency and usefulness of the Chamber. When so authorized by the board, he or she shall have authority to sign all contracts, notes or other obligations of the Chamber and to execute deeds, mortgages or deeds of trust. He or she shall be an ex-officio member of all committees.
- B. **Vice President:** The Vice President shall act in the absence or disability of the President. He or she shall be responsible for whatever duties are assigned by the President.
- C. **Treasurer:** The Treasurer shall have general supervision of all finances of the Chamber. He or she shall be responsible for financial reports in the absence of the Executive Director. He or she shall be Chairman of the Budget Committee. He shall review to ensure adequate and correct accounts of the business transactions of the Chamber. Including accounts of its assets, liabilities, receipts, disbursements, gains, losses,

stated capital and share, together with such other accounts as may be required, and upon the expiration of his term of office shall turn over to his successor or to the board all property, books, papers and money of the Chamber in his hands; and shall have such other powers and duties as may from time to time be assigned to him by the Board or the President.

- E. **Secretary:** The Secretary shall keep minutes of all the proceedings of the board and shall make proper record of the same, which shall be attested by him; shall have authority to execute and deliver certificates as to any of such proceedings and any other records of the corporation; shall have authority to sign all certificates for shares and all deeds, mortgages, bonds, agreements, notes and other instruments to be executed by the corporation which require his signature; shall cause notice to be given of meetings of Directors; shall keep such books and records as may be required by law or by the Board and, in general, shall perform all duties as may from time to time be assigned to him by the Board or the President.

- F. **Executive Director:** The Executive Director shall be hired and serve at the direction of the Board. The Executive Director shall be the Chief Administrative Officer of the Chamber and shall be responsible for and have the power to administer the program of work and operation of the Chamber in accordance with its Constitution and By Laws, policies and as directed by the Board. He/She shall be the custodian of all financial and corporate records of the Chamber and shall serve as an ex-officio member of all committees.

ARTICLE VI -- EXECUTIVE COMMITTEE

- Section 1. **STRUCTURE.** The Executive Committee shall be composed of the President, Vice President, Treasurer and Secretary.

- Section 2. **DUTIES.** The Executive Committee shall be subject to the call of the President or a majority of the Executive Committee and shall act in an executive capacity between meetings of the Board upon matters requiring immediate attention. Minutes of all meetings of the Executive Committee shall be kept and submitted to the Board for approval.

ARTICLE VII -- COMMITTEES

- Section 1. **APPOINTMENT.** Standing committees shall be created annually to perform duties pertaining to the Chamber's annual program. Special committees shall be named when deemed advisable to perform duties of a temporary or unusual nature. The Board shall approve all committees, except the Executive Committee.

Section 2. **FUNCTIONS.** It shall be the function of the committees to carry out the duties and responsibilities assigned to them by the Board. They shall not commit themselves nor the Chamber on matters involving policy or appropriations of funds unless specifically granted authority by the Board. No standing or special committee shall represent the Chamber in advocacy of or in opposition to any matter without the express consent of the Board. All news releases following committee action must first be cleared through the Executive Committee. Meetings of any standing or special committee may be called at any time by the President, or the Chairman of that committee.

Section 3. **STRATEGIC TEAMS.** In support of the standing and special committees and to facilitate the Chamber in carrying out its mission and goals, the President shall assign members of the Board and ex-officio members of the Board responsibilities in one of the following resource support teams:

- A) Economic development;
- B) Pro-business advocacy; and
- C) Membership services;
- D) Tourism Advocacy.

Each team shall elect a chairperson from its membership and present such plans and reports to the Board as may be appropriate to carry out its goals. Committees shall be made up of members in good standing and each committee shall include at least one Board member.

ARTICLE VIII -- MEETINGS

Section 1. **ANNUAL.** The annual meeting of the Chamber shall be held in January.

Section 2. **SPECIAL.** The Board may provide for monthly, quarterly or such other meetings of the Chamber as may be considered desirable or necessary. Special meetings may be called by the President, the Board, or by ten (10) members in good standing.

Section 3. **NOTICE.** Each member of the Chamber shall be given notice in writing of the annual meeting or any special meeting of the membership at least five days in advance of such meeting.

Section 4. **ADDRESSES.** No one but a member shall address a meeting except upon the invitation of the President, or the Board.

ARTICLE IX -- DISBURSEMENTS

Section 1. **MANNER.** All disbursements of Chamber funds shall be made in accordance with the written Expense Policies & Procedures.

ARTICLE X -- AUDIT OF ACCOUNTS

- Section 1. **RECORDS.** An annual audit of the books, records and accounts of the Chamber shall be made at the conclusion of each fiscal year, and at such other times as the Board may wish, by a certified public accountant selected by the Board. The audit, when complete, shall be submitted in written form to the Board for approval and made available to members upon request.

ARTICLE XI -- REFERENDUM

- Section 1. **SUBMISSION.** Upon the request in writing of fifteen percent (15%) or more of the Members in good standing, or by a majority vote of the Board of Directors, the Board of Directors shall submit any question to the Membership for a referendum vote at either a General Membership Meeting called for that purpose or by mailing to the General Membership a ballot containing the question. If the ballot is mailed to the General Membership, a supporting statement for each side of the question shall accompany the ballot. The decision of the General Membership, arrived at by tallying all valid ballots, shall be final and binding upon the Board of Directors.

ARTICLE XII -- PUBLICATIONS

- Section 1. **COORDINATION.** All utterances and publications made in the name of or on behalf of the Chamber shall be in accordance with the general policy of the Chamber as authorized by its By Laws and the Board.
- Section 2. **LIMITATION.** No important utterances concerning the policy or welfare of the Chamber shall be made without specific approval of the Board. No endorsement shall be made of any political candidate, group or party.

ARTICLE XIII -- PARLIAMENTARY RULES

- Section 1. **TO GOVERN.** The proceedings of all meetings shall be governed and conducted in accordance with Robert's Rules of Order.
- Section 2. **AMENDMENTS.** The Constitution and By Laws may be amended or altered by a majority vote of the membership voting at any duly called membership meeting, or by a majority vote of members voting in a mail referendum. All proposed amendments shall first receive the approval of the Board before being submitted to the membership.
- Section 3. **REVIEW.** The Constitution and By Laws shall be reviewed every four (4) years by a special committee appointed by the Board.

ARTICLE XIV - POLICIES

- Section 1. **POLICIES.** The Board may interpret the provision of the Constitution and By Laws and may promulgate such rules and policies, as it deems necessary to carry out the mission and goals of the Chamber so long as such policies do not conflict with or violate the provisions of the Constitution and By Laws.

ARTICLE XV -- DISSOLUTION

- Section 1. The Chamber shall use its funds only to accomplish the purposes as stated in this Constitution and By Laws and no part of said funds shall inure, or be distributed, to the members of the Chamber. Upon cessation of operations, 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.

Approved by a majority vote on September 19, 2012.

By-Laws effective January 1, 2013.