

BY - LAWS
OF THE
HILLIARD AREA CHAMBER OF COMMERCE

ARTICLE I
General

Section 1. Name

This organization is incorporated under the laws of Ohio and shall be known as the Hilliard Area Chamber of Commerce, hereafter referred to as the Chamber.

Section 2. Purpose

a. Advance the economic, industrial, professional, business, cultural and civic welfare of the Hilliard area and its citizens.

Section 3. Goals

a. Encourage the growth of existing industries and businesses while giving assistance to any new firm(s) or individual(s) seeking to locate in the Hilliard area.

b. Support those activities believed to be beneficial to the community and area.

Section 4. Limitations

The Chamber shall be nonprofit, nonpartisan, nonsectarian and nonpolitical. Nothing herein shall be interpreted as prohibiting the Chamber from taking a position on issues that directly affect the purpose of the Chamber as set forth above.

Section 5. Fiscal Year

The fiscal year shall be January 1 through December 31.

ARTICLE II Membership

Section 1. Eligibility

Any business firm, individual, association, corporation or partnership having an interest in the above purpose shall be eligible to apply for membership.

Section 2. Election Selection and Dues

- a. Application for membership shall be in writing on the forms specified by the President/CEO
- b. Membership application approved by the Board shall be effective upon receipt of dues as prescribed by the Board.
- c. The amount of the dues will be determined by the Board.

Section 3. Termination

- a. Any member may resign from the Chamber upon written notice to the Board of Directors.
- b. Any membership shall be terminated for nonpayment of dues after sixty (60) days from the due date, unless otherwise extended by the Board of Directors.
- c. Any membership may be terminated for conduct unbecoming a member or prejudicial to the aims or reputation of the Chamber. Notice and opportunity for a hearing are to be afforded the member complained against. Expulsion shall require a two-thirds vote of the Board of Directors present at any regularly scheduled meeting. Any member whose membership is subject to termination pursuant to this paragraph shall be notified in writing by the President/CEO at least ten (10) days prior to the meeting during which the termination will be considered. Such member shall be given the opportunity to be heard and present information prior to any vote.

Section 4. Exercise and Privileges

Any member may appoint as its representative an individual whom the member desires to exercise the privileges of membership.

Section 5. Voting Restriction and Members

- a. Every member of the Chamber is entitled to one vote in any election, referendum or membership meeting.
- b. No voting by proxy shall be permitted.
- c. Electronic voting shall be permitted.

ARTICLE III Meetings

Section 1. Annual Meeting

a. There shall be at least one general meeting of the membership of the Chamber in each fiscal year at a time and place designated by the Chair. The purpose of the meeting shall be to report the status of the state of the Chamber to its members. Recognition awards will also be presented.

b. Notice of the time and place of the annual general meeting shall be published in the monthly newsletter.

c. Ten (10) members shall constitute a quorum for such general meeting.

Section 2. Special Meeting

a. Special meeting of the membership may be held upon petition in writing to the President/CEO signed by at least twenty percent (20%) of active members of the Chamber and stating the purpose of the meeting. Upon receipt of such petition, the President/CEO shall schedule the meeting and notify the membership in writing of the time, place and purpose of the meeting. The meeting shall take place within twenty (20) days after the receipt of the petition and not sooner than ten (10) days after notice of the meeting is sent. No other business except for the purpose of the special meeting shall be conducted.

b. Twenty percent (20%) of active members shall constitute a quorum for such special meeting.

Section 3. Committee Meetings

a. Committee meetings may be called at any time by the Chair, Vice - Chair, or by the Committee Chairperson.

b. A majority of the committee members shall constitute a quorum.

ARTICLE IV
Board of Directors

Section 1. Composition

- a. The Board of Directors shall be composed of twelve (12) members.
- b. Each director shall serve a three (3) year term or until their successor is elected.
- c. Each year the membership shall elect, in accordance with the provisions provided for below, a number of directors equal to the number of directors whose terms are expiring at the end of the current year.
- d. Board members should represent a cross section of the general membership of the Chamber. Individual members are not eligible to be a member of the Board of Directors.

Section 2. Selection of Directors

- a. The Executive Committee of the Board will serve as the Nominating Committee.
- b. Prior to the fourth week of September of each year, the Nominating committee shall present to the President/CEO a slate of candidates for election to the Board of Directors, confirming by personal contact with the candidates that they are willing to accept Director responsibility. The number of candidates shall be equal to the number of Directors whose terms expire at the end of the calendar year.

Section 3. Notification

- a. Upon receipt of the report of the Nominating Committee, the President/CEO shall notify the membership in the October newsletter:
 - * the names of the persons nominated as candidates for Directors,
 - * the right of petition as provided in Article IV, Section 4, of these bylaws,
 - * the date by which such petition must be submitted, and
 - * the name and address of the chairperson of the Nominating Committee.

b. A list of the candidates so nominated shall be kept on file at the Chamber Office.

Section 4. Other Nominations

A member may be considered to be nominated to the Board of Directors by submitting a letter to the President/CEO in October.

Section 5. Determination

a. If no petition is filed within the designated period, the nominations shall be closed and the nominated slate of candidates shall be declared elected by the Board of Directors at their regular December board meeting. Installation shall be held at the January Board meeting.

b. If a petition shall present additional candidates, the names of all candidates shall be arranged on the ballot in alphabetical order. Instructions will be to vote for the appropriate number of candidates. Notation shall be made on the ballot to identify those candidates nominated by the Nominating Committee. The time and the procedure for the election shall be as set forth in Section 6 below.

Section 6. Election Committee Procedure

a. In the event an election is required, as provided in Section 5.b. the, Chair, at the November meeting, shall appoint an Election Committee composed of three (3) Directors, who have not been nominated, whose duty it shall be to see that the election of members of the Board of Directors is carried out according to the terms and conditions of these bylaws.

b. The Election Committee shall, within ten (10) days after being appointed, forward the ballots and instruction identified above to all members of the Chamber.

c. The ballots shall be returned to the Election Committee by a specified date not later than ten (10) days prior to the December meeting of the Board of Directors. Any ballot received after the specified date shall not be counted.

d. The Election Committee shall count the ballots and report their findings to the Chair prior to the December meeting.

e. The Chair shall announce the results of the election at the December meeting.

Section 7. Vacancies and Terminations

a. Vacancies on the Board of Directors will be advertised in the next monthly newsletter and shall be filled from the membership by the Board of Directors by a majority vote at the next scheduled board meeting. A vacancy among the officers shall be filled from the Board by the Board of Directors by a majority vote.

b. If any member of the Board of Directors shall fail to attend two meetings in a fiscal year the Chair shall call such failure to that member's attention. If a satisfactory excuse, as determined by a majority of the Board of Directors, is not received within fifteen (15) days, the individual shall cease to be a member of the Board. The resulting vacancy shall be filled as provided above.

c. Board members are expected to attend and participate in activities that promote the Chamber's goals. Board members will attend 6 of 9 luncheons and 3 of the 6 events (Annual Meeting, Golf Outing, Hollyfest Arts and Crafts Show, Hollyfest Scholarship Auction, Candidate's Night, Taste of Hilliard & Business Expo). The Chair will inform board members of their unsatisfactory attendance. If a satisfactory excuse, as determined by a majority of the Board of Directors, is not received, the individual shall cease to be a member of the Board. The resulting vacancy shall be filled pursuant to these bylaws.

d. Board members are expected to adhere to the following as it relates to conflict of interest:

- i.) Every Board Member has a duty to disclose any interest, or apparent interest, in any employment, financing agreement or any other contract or discussion that is before the Board before any action is taken by the Board.
- ii.) Any Board Member that is in a conflict position, or in an apparent conflict position, shall not participate in discussions on any issue in which he or she has, or has the appearance of having, a personal, professional or financial interest until it is determined if the Board Member is entitled to participate.
- iii.) If it is unclear if the Board Member is in a conflict position, the other Board Members shall vote on whether or not the Board

- Member in apparent conflict is in fact in conflict. A simple majority of the Board Members entitled to vote shall decide.
- iv.) If it is determined by the Board that a Board Member is in a position of conflict, the Member who is found to be in a conflict position shall be entitled to make a presentation to the Board but shall not be present during the discussion and voting period in relation to the matter in question.
 - v.) If a Board Member fails to disclose a conflict of interest, they can be removed from the board by a majority vote of the other board members.
 - vi.) from the board by a majority vote of the other board members.

Section 8. Meeting of the Board of Directors

- a. The Board of Directors shall meet monthly at a time and place designated by the Chair.
- b. Written notice of the time and place of the meeting shall be sent to each member of the Board of Directors at least ten (10) days prior to the meeting and shall be included when possible in the Chamber's newsletter to the membership.
- c. A special meeting of the Board of Directors may be called by the Chair or upon request of any three (3) Board Members to discuss or act upon a specific matter. Notice of the time, place and purpose of the meeting shall be given in writing or verbally to each board member available at least one day prior to said meeting. No other business except for the purpose of the special meeting shall be conducted.
- d. A majority of the elected Board Members shall constitute a quorum.

ARTICLE V

Officers

Section 1. Election of Officers

- a. At the December board meeting after the election of the new Directors, the current Chair shall open the floor for nominations to fill the offices of:
 - * Chair
 - * Vice-Chair
 - * Treasurer

- b. Nominees must be current Board Members
- c. If no more than one person is nominated for an office, that person shall be declared elected to the position.
- d. If more than one person is nominated for an office, a secret ballot shall be held. The new officer shall be the person receiving a majority vote by the Board Members voting. If more than two persons are nominated for an office and no one receives a majority vote on the first ballot, then there shall be a second ballot between the two nominees with the most votes on the first ballot.
- e. Each officer's term shall commence at the January Board Meeting following their election and shall continue until they resign or are replaced pursuant to these bylaws.
- f. At the January Board Meeting following election of a new Chair the current chair shall serve as past chair. An election of officers will be held each January to determine the officers for that year. The term of each office may be for one year.

Section 2. Duties of Officers

- a. Chair
 - 1. The Chair shall be the Head of the Chamber and shall preside at all meetings of the membership and Board of Directors.
 - 2. The Chair shall, with the counsel and advice of the Vice-Chair and the President/CEO, determine the need for committees, subject to the approval of the Board of Directors.
 - 3. The Chair shall engage, discharge and have supervision of all employees including fixing their duties and compensation with the approval of the Board of Directors.
 - 4. The Chair shall be responsible for maintaining an accurate record of the proceedings for the Chamber and the Board of Directors.
 - 5. The Chair shall prepare and maintain a statement of all Chamber policies as determined by the Board of Directors. The Chair shall recommend a plan whereby such policies may be reexamined or rescinded by the Board of Directors.

b. Other Officers

1. The Vice-Chair shall serve as Chair in the event of the death, resignation, or unavailability of the Chair.

2. The Vice-Chair will be an ex-officio member of all committees.

3. The Treasurer shall review the receipts and disbursements of the Chamber on an after the fact basis, but not less than quarterly. The Treasurer is responsible for preparing and/or reviewing monthly bank reconciliations and for presenting monthly financial statements to the Board.

5. The Treasurer is responsible for procuring preparation of Form 990 on a timely basis annually.

c. Executive Committee

1. The Executive Committee shall be the Chair, Vice-Chair, Treasurer and Past Chair. Such other members of the Board of Directors, who attend a meeting of the Executive Committee shall be entitled to vote at such meeting.

2. Annually the Executive Committee shall review the performance of the President/CEO. The Executive Committee shall submit its report to the Board of Directors, which shall include the following:

i) A description of the job duties of the President/CEO;

ii) A review of the ability of the President/CEO to fulfill those duties;

iii) A recommendation regarding compensation of the President/CEO.

3. The Executive Committee shall act for the Board of Directors between regular meetings of the Board or in the absence of a quorum.

ARTICLE VI Management

Section 1. President/CEO

a. The Board of Directors shall employ, on such terms as it may determine, a President/CEO.

b. The President/CEO may not be a member of the Board of Directors and may not serve as an Officer of the organization.

c. The duties of the President/CEO shall be those determined by the Board of Directors. The President/CEO shall prepare such reports as may be necessary to keep members informed of the organizational goals, programs and efforts.

d. All minutes of the Board of Directors and the Executive Committee will be formalized and recorded by the President/CEO.

e. The Board of Directors shall review the report and recommendations of the Executive Committee respecting the President/CEO and shall take such action as the Board deems proper.

f. Except at the time of the annual review, specified in e and f, above, at which time the Board may proceed by majority vote, the President/CEO shall not be terminated during the course of a year except by two-thirds majority vote of the board of Directors in attendance at any regularly scheduled meeting of the Board, or a two-thirds majority vote of the entire Board of Directors at any special meeting.

g. Nothing contained herein shall prohibit the Executive Committee from suspending the President/CEO with or without salary, pending a meeting of the Board of Directors.

Section 2. Other

a. The Board shall adopt such rules and regulations as may be required to conduct the affairs of the Chamber.

b. The government and policy making responsibilities of the Chamber shall be vested in the Board of Directors, which shall control its property, its finances and direct its affairs.

Section 3. Financial

- a. The President/CEO shall be responsible for maintaining the books of account and assets of the Chamber. The President/CEO shall collect and deposit money paid to the Chamber and is responsible for paying its debts.

Section 4. Staffing

- a. The President/CEO is responsible for the policies as they pertain to the performance review of the staff.
- b. The President/CEO is responsible to review the job performance of any staff and provide recommendations to the Board of Directors for any hiring, compensation and/or disciplinary measures.

ARTICLE VII Committees

Section 1. Appointment and Authority

a. The Chair shall appoint all committees subject to the confirmation by the Board of Directors.

b. The Board shall authorize and define the powers and duties of all standing and special committees except those committees whose functions are set forth in these bylaws.

c. Committee appointments shall be at the pleasure of the Chair and in no event shall exceed the term of the appointing Chair.

d. Major committees should have a chair.

ARTICLE VIII
Audits

Section 1. Procedure

- a. An audit shall be conducted whenever requested by an affirmative vote of a majority of the Board of Directors at a regularly scheduled meeting with a quorum present.

- b. The Chair will appoint an ad-hoc audit committee to oversee the audit.

ARTICLE IX Revisions

Section 1. Procedure

- a. These bylaws may be amended by a two-thirds majority vote of the members of the Board of Directors present at any regularly scheduled meeting.
- b. Any such amendments shall be made available to all members by the President/CEO and shall not be effective for thirty (30) days after notification to the members via the newsletter and/or website.
- c. The Bylaws may also be amended by a majority vote of the general members present at any regularly scheduled or special meeting of the membership, provided at least ten (10) days written notice of the nature, effect, and substance of the proposed amendment has been given prior to such vote.
- d. A committee should be appointed to review these Bylaws every two (2) years.

Bylaw Revision

Approved at the Chamber Board Meeting September 9, 2015.