

**Constitution  
And Bylaws of  
The Pataskala Area Chamber of Commerce  
Pataskala, Ohio**

**Article I – General**

**Section 1. - Name.** The name of this organization, incorporated as a non-profit corporation under the laws of the State of Ohio, shall be The Pataskala Area Chamber of Commerce.

**Section 2. - Object.** The Object and purpose of the Pataskala Area Chamber of Commerce (hereafter “Chamber”) shall be to represent Southwest Licking County Businesses in the promotion of economic growth; to create and strengthen a proactive business voice between legislative bodies and the general public; and provide meaningful benefits and leadership to the members.

**Section 3. - Limitation of Methods.** The Chamber in its activities shall be nonpartisan, non sectional, and nonsectarian.

**Article II – Membership**

**Section 1. - Eligibility.** Any person, association, corporation, partnership, public entity or estate having an interest in the objectives of the organization may apply for membership in the Chamber.

**Section 2. - Class of Members.**

- A. *Regular Members* – shall be those members who are active in the programs of the Chamber and who have paid annual dues according to these bylaws. They shall have all rights of membership. If a person owns more than one business, each business will be required to pay full membership dues to obtain all rights of membership. They shall have one vote per membership. Additional memberships can be acquired as explained in subsection C below.
- B. *Associate Members*- shall be those persons or businesses who are affiliated with a regular member and are interested in the community of the Chamber. They shall have all the privileges of the members, except the right to vote or hold office.
- C. *Additional Membership* - Any person, association, corporation, partnership, public entity or estate eligible for membership may acquire more than one membership by undertaking to pay the annual dues of each such additional membership, and such subscriber shall be entitled to designate an individual, subject to the approval of the Board of Directors of the Chamber, by whom

the privileges of each such membership, up to a total of ten memberships, shall be exercised.

- D. *Honorary Membership* - Distinction in public affairs shall confer eligibility to honorary membership. Honorary members shall have all the privileges of members, except the right to vote or hold office, and shall be exempt from payment of dues. The Board of Directors shall confer or revoke honorary membership by a majority vote. The Board of Directors shall compile an Honorary Member list at the annual planning meeting, for the administrators use to prepare invoices for the upcoming year. Honorary members will be notified of their status annually.

**Section 3. – Membership Applications.** Applications for membership shall be in writing, on forms provided for that purpose, either from the Chamber office or on the Chamber website. The applicant shall be voted on by the Board of Directors and approved by a majority vote. Applicants approved or not approved shall be notified by US mail or email. Applications refused by the Board of Directors, will include the stated reason for non-approval and they may be resubmitted after six months.

**Section 4. - Dues.** Membership dues shall be at a rate, schedule or formula as prescribed by the Board of Directors, payable annually.

**Section 5. - Voting.** Voting shall be by regular members only who shall be entitled to cast one vote in any election or issue. Persons, to whom memberships have been assigned, as provided above in this Article, shall vote as individual members.

**Section 6. - Representatives.** Any person, association, corporation, partnership, public entity or estate holding one or more memberships shall have the right at any time to change any or all of its representatives upon written notice to the secretary of the Chamber, and subject to approval of the Board of Directors.

**Section 7. - Termination.**

- (a) If any member shall fail to pay their dues within three months after the date due, the treasurer may give him notice of delinquency. If at the end of thirty days, following the sending of notice, their dues remain unpaid, the treasurer shall report this fact to the Board of Directors. Member's delinquent in the payment of dues for a period of thirty days shall not be entitled to vote at any meetings or in any election of the Chamber.
- (b) The Board of Directors may expel any member by a two-thirds vote for nonpayment of dues; or, after notice and opportunity for hearing, for conduct unbecoming a member.
- (c) Any member may resign from the Chamber upon written request to and approval by the Board of Directors.

- (d) The death, resignation or expulsion of a member shall terminate their membership. The termination of membership shall work as a forfeiture of all interest of members in the Chamber, and the member shall thereafter have no right thereto or any part thereof.

### **Article III – Meetings**

**Section 1. - Regular Meetings.** The Board of Directors may provide for regular monthly meetings of the Chamber. The time and place shall be fixed by the Board of Directors, and notice thereof, mailed or emailed to each member at least (5) five days before said meeting.

**Section 2. - Additional Meetings.** Special meetings of the Chamber may be called by the President or Board of Directors at any time. Notice of special meetings shall be mailed or emailed to each member at least (5) five days prior to such meeting.

**Section 3. - Quorums.** At any duly called meeting of the Chamber, the members present shall constitute a quorum. A majority vote of members present shall be necessary to take any action on behalf of the Chamber.

**Section 4. - Candidates for Public Office.** No candidate for public office shall be a spotlight speaker or main program speaker, from the time immediately after the petition filing deadline until the election is complete.

**Section 5. - Ballot Issue Endorsements.** The Board of Directors in its sole discretion may support or endorse any ballot issues. Before considering this, the qualified representative must request a spot on the board agenda and present their support or endorsement request to the Board of Directors for review and a vote.

### **Article IV – Board of Directors**

**Section 1. – Powers of the Board of Directors.** The Board of Directors shall be authorized to adopt such rules and regulations as may be deemed advisable for the government of the Board, the proper conduct of the business of the Chamber and the guidance of all committee and officers. Generally the Board of Directors shall be empowered to do whatever it may judge to increase the efficiency and add to the usefulness of the Chamber, and carry out the main purpose of the organization.

**Section 2. - Composition of the Board.** The Board of Directors shall be composed of ten (10) members, four (4) of whom shall be the officers elected bi-annually, five (5) of whom shall be directors elected bi-annually, and one (1) of whom shall be the immediate past president.

**Section 3. - Election of Directors and Officers**

- (a) Three directors shall be elected in the odd years and two directors shall be elected in the even years by the membership for a term of two (2) years each.
- (b) Each director shall be limited to two (2) successive, two-year terms, except that the immediate past president shall be allowed three (3) successive, two-year terms.
- (c) The four officers shall be elected in the odd years for a term of two (2) years each. Each officer is limited to two (2) successive, two-year terms. Further, these term limits shall not apply to a director during the time he or she is serving as treasurer.

**Section 4. - Classification.** Directors shall be elected at - large by the membership in such manner as to represent with equality and fairness the various classifications of business and professional actives comprising the membership of the Chamber, including Agriculture, Commerce, Finance, Industry, Professions, and Public Service.

**Section 5. - Nominating Committee.** At the regular September meeting, the President with the approval of the Board of Directors shall appoint a nominating committee of five (5) members of the Chamber. The president shall designate the chairman. The nominating committee shall present a slate of candidates in the odd years, to succeed the four (4) expiring two-year terms of the current officers and the expiring two-year terms of the three (3) current directors. In the even years, the nominating committee shall present a slate of at least two (2) candidates to succeed the two (2) current directors whose two-year terms are expiring. Each candidate must be a regular member in good standing and must have agreed to accept the responsibilities of their respective office.

**Section 6. - Publicity of the Nominations.** Upon receipt of the report of the nominating committee, the list of candidates shall be included in the October newsletter. A written election ballot shall be mailed or emailed to all members of the chamber and posted on the Chamber website at least ten (10) days prior to the November meeting, following which all ballots will be counted.

**Section 7. - Determination of Officers and Directors**

Voting for the nominees shall be by individual written ballots received or presented at the time set for the November meeting, or a scanned copy via email or website link to the Chamber office before this meeting. The candidate, if more than one nominee, receiving the highest number of votes for each expiring position or office shall be elected to the respective office for the designated term beginning January 1<sup>st</sup> of the following year. In the case of a tie vote for the same position, the executive vice president shall determine the winner by a coin toss.

**Section 8. - Vacancies.** The Board of Directors may fill any vacancy by a

majority vote. Five (5) absences from any monthly Board of Director's meeting in any one calendar year may be construed as a resignation and the Board shall declare a vacancy to exist.

**Section 9. – Quorum.** At all meetings of the Board of Directors, five (5) members shall be necessary to constitute a quorum to conduct business.

## **Article V – Officers**

### **Sections 1. - Duties of Officers.**

**President** The President shall serve as the volunteer head of the Chamber and shall preside at all meetings of the membership, Board of Directors and Executive Committee.

- 1.) The President shall perform all duties incident to the office as required by law and indicated by the title.
- 2.) The President shall appoint all committees and be ex-officio member of all committees.
- 3.) The President shall be chairman of the executive committee.

**Vice President** The elected Vice President may be delegated by the President to perform their duties, in the event of their temporary disability or absence from the meeting.

**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 approved by the Board of Directors. The Treasurer shall cause a monthly and annual financial report to be made to the Board of Directors.

With the cooperation of the Program Planning Committee and Budget Committee the Treasurer shall be responsible for the preparation of an operating budget covering all activities of the Chamber, subject to approval of the Board of Directors.

**Executive Vice President (Secretary)** The Executive Vice President shall be the chief Administrative Officer, serve as Secretary of the Board of Directors and of the corporation, cause prepared notices and minutes of meetings of the Board, and be responsible for maintaining and preserving the records for the Chamber.

1. Executive Vice President shall serve as an advisor to the President and the program planning committee.

2. They shall assemble information and data and cause to be prepared special reports as directed by the President or program committee.

## **Article VI – Committees, Divisions and Affiliated Organizations**

**Section 1. - Appointment and Authority.** The President by and with the approval of the Board of Directors shall appoint all committees and committee chairmen. They may appoint such ad hoc committees and their chairmen, as they deem necessary to carry out the programs of the Chamber. Committee appointments shall be at the will and pleasure of the President and in no event shall exceed the term of the appointing President.

**Section 2. - Limitation of Authority.** No action by any member, committee, division, employee, director, or officer, except for the Executive Committee described in Article VI, Section 3, 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 Directors, nor shall any of the foregoing commit the Chamber for any expenses without prior approval of the Board of Directors. Committees shall be discharged by the President when their work has been completed and their reports accepted, or when, in the opinion of the Board of Directors the task is no longer beneficial to the Chamber.

**Section 3. - Executive Committee.** There shall be an Executive Committee consisting of the President, the Vice President, the Executive Vice president, and the Treasurer of the Chamber. The committee shall be a member of the Board of Directors and may transact routine business of the Chamber during the interim between the regular meetings.

**Section 4. - Divisions and Affiliated Organizations.** The Board may create such divisions, bureaus, departments or councils, as it deems advisable to handle the work of the Chamber. The Board shall authorize and define the powers and duties of all divisions, bureaus, departments and councils. The Board shall annually review and approve all activities and proposed programs of such divisions, bureaus, departments or councils. No action or resolution of any kind shall be taken by divisions, bureaus, departments or councils having bearing upon or expressive of the Chamber, unless approved by the Board of Directors. The Board of Directors shall have the authority to provide for affiliation of organizations with the Chamber in such manner and upon such terms as may be determined, provided that no such affiliation shall confer upon non-members the general privileges of the Chamber.

**Section 5. – Trustees for the Corporation.** President, Immediate Past President,

and Treasurer, and all other members of the Board of Directors, shall be the legally required Trustees of the Corporation. This will be updated when the officers are changed.

**Section 6. – Liability Insurance.** The Board shall carry Liability insurance to cover any and all activities.

## **Article VII – Referenda**

**Section 1. - Referendum Vote.** Upon request in writing of 33% of the members in good standing, the Board of Directors shall, or upon its own initiative, may submit a question of general importance by mail or email to the membership for a referendum vote.

- (a) Such referendum vote shall be by means of printed ballots stating the questions to be voted upon and mailed or emailed to each member of the Chamber in good standing at least five days before the time prescribed on such ballot for the counting of the same.
- (b) The ballots shall be counted by the Board of Directors.
- (c) A vote of the majority of the membership shall constitute a referendum, and action taken thereby shall be final and shall bind the Board of Directors.

## **Article VIII – Parliamentary Procedure**

**Section 1. - Robert’s Rules of Order.** Shall be the Parliamentary guide and shall govern the proceedings of the Chamber, the Board of Directors and committees when not in conflict with any specific provisions of these bylaws. Unless objection is made at the meeting in which the action was taken, any procedural error shall be deemed waived.

## **Article IX – Amendments**

**Section 1. - Amendments** These bylaws may be amended, altered or repealed, or new bylaws be adopted by vote or written assent of a majority of the members of the Chamber entitled to vote, or the vote of a majority of a quorum at any regular or special meeting of the membership, provided notice of the proposed change shall have been mailed or emailed to each member and posted on the Chamber website not less the ten days prior to recording such vote.