

GAHANNA AREA CHAMBER OF COMMERCE BY-LAWS

Revised – November 8, 2011

ARTICLE I GENERAL

Section 1: NAME

The name of this Corporation is the Gahanna Area Chamber of Commerce, hereinafter referred to as “the Chamber.”

Section 2: MISSION

To enhance the success of our members and the business growth of our community.

Section 3: OBJECTIVE

To foster a vibrant free enterprise environment that encourages the creation of new jobs, rising wages, and a growing tax base for the community.

Section 4: VISION

The highest quality of life within our community through business prosperity.

Section 5: LIMITATIONS

The Chamber shall be nonprofit and nonpartisan. It may, however, at its discretion:

- a. Advise the general membership of the existence of political, economic, or other issues of importance to particular members, and where the general membership can acquire relevant information and/or make their views known about such issues; or
- b. Adopt and promote a position on the political, economic, or other issues of importance to particular members.

Section 6: DEFINITIONS

- a. Board of Directors - The Chamber’s governing body comprised of up to thirteen (13) unpaid Directors who are member representatives elected from the Chamber’s general membership.
- b. Executive Committee - The senior advisory body to the Board of Directors comprised of the Officers of the Board and any other members of the Board designated by the Chairperson of the Board.
- c. Officers - Those five (5) Directors on the Board of Directors who also serve in the Board roles of Chairperson, Vice Chairperson of Operations, Vice Chairperson of Business Development, Secretary, and Treasurer.

- d. President - The senior, full time, paid staff member of the Chamber overseeing its staff, day to day activities, and implementing the decisions of the Board of Directors.
- e. Team/Committee/Task Force - A group of member representatives chaired and vice-chaired by Directors,, as designated by the Chairperson of the Board, that oversees a particular Chamber activity or event in coordination with the Chamber’s full time staff.

Two standing teams shall exist to perform on-going duties for the organization:

- 1.) Planning Team - responsible for planning the annual calendar of events of the Chamber; and
- 2.) Membership Team (“Ambassador Club”) - responsible for welcoming new members to the Chamber and facilitating Chamber contact with all members.

Event committees exist as created by the Chairperson of the Board or by a majority vote of the Board of Directors for major Chamber events that are outside the scope of the Planning Team such as, but not limited to the Golf Outing, the “Taste of Gahanna”, and Focus Group meetings.

Liaison committees exist as created by the Chairperson of the Board or by a majority vote of the Board of Directors to provide Directors to serve on the Boards of select community organizations such as, but not limited to the Gahanna Convention and Visitors Bureau, the School Business Advisory Council, and the Community Improvement Corporation.

Ad hoc committees, task forces, and teams exist as created by the Chairperson of the Board or by a majority vote of the Board of Directors as needed to address specific issues in greater review and detail such as, but not limited to advocacy, benefits, and by-laws. These ad hoc groups shall prepare recommendations to the Board and/or the Chamber’s staff for further discussion and action.

ARTICLE II MEMBERSHIP

Section 1: ELIGIBILITY

Any individual, association, business or public or nonprofit organization having an interest in the Mission, Objective and Vision of the Chamber shall be eligible to apply for membership. Membership shall include all benefits and rights of membership, including full voting privileges concerning the Chamber's issues and offices. An associate membership is available to those person(s) employed by or an independent contractor of a member and shall have all rights and benefits of membership except voting privileges.

Section 2: ACCEPTANCE

Applications for membership in the Chamber shall be completed and signed by the applicant. Acceptance of members shall be accomplished by the President following review of the application and receipt of membership dues. However, the Board of Directors reserves the right to review all applications accepted by the President, and to reject any applications for businesses

or individuals that are deemed to be inconsistent with the spirit and intent of the Chamber's stated Mission, Objective and Vision.

Section 3: DUES

Membership dues shall be at a rate prescribed by the Board of Directors, payable annually in advance. **Bartering:** Proposed barter agreement should be of greater value but not less than equal value of the product or service. All barter agreements greater in value than that of a general membership must be brought before the Board for approval.

Section 4: TERMINATION

- a. Any member shall be terminated for nonpayment of dues after two (2) months from the date due, unless otherwise extended by action of the Board of Directors for good cause.
- b. Any member may be terminated for actions deemed to be inconsistent with the spirit and intent of the Chamber's stated Mission and Vision. Termination shall be by a two-thirds (2/3) vote of the Board of Directors at any regularly scheduled meeting.

Section 5: VOTING

Any member of the Chamber, in good standing, shall be entitled to one vote in any election or referendum however conducted. Associate members are not entitled to vote.

Section 6: EXERCISE OF PRIVILEGES

Any member association, business or public or nonprofit organization may designate in writing to the Chamber a member representative to exercise the privileges of membership, and shall have the right to change its member representative upon written notice to the Chamber. Individual members may not transfer their privileges of membership.

ARTICLE III MEETINGS

Section 1: ANNUAL MEETINGS

The Annual Meeting of the Chamber shall be held during January of each year. The time and place shall be fixed by the Board of Directors and notice thereof sent to each member at least ten (10) days before said meeting.

Section 2: ADDITIONAL MEETINGS

- a. Special General Membership meetings of the Chamber may be called by the Chairperson at any time or upon petition in writing by any ten (10) members in good standing. Notice shall be sent to each member at least five (5) days prior to such meeting.
- b. Regular Board Meetings shall be held as determined by the Board of Directors.
- c. Special Board Meetings may be called by the Chairperson or by the Board of Directors upon request by three (3) members of the Board. Notice shall be given to Directors at least five (5) days prior to said meeting.
- d. Team Meetings may be called at any time by the Chairperson or by the Team Leader.

Section 3: QUORUMS

- a. At any duly called General Meeting and Annual Meeting of the Chamber, five percent (5%) of the membership shall constitute a quorum.

- b. A majority of Directors shall constitute a quorum for Board Meetings. A motion must receive at least seven “yes” votes. The Directors may adopt procedures and guidelines for the means by which Directors can vote, but may include votes conducted in person, by mail or by the use of authorized communications equipment including, but not limited to telephone, facsimile, email or through any electronic means which it can be determined that the transmission was authorized by, and accurately reflects the intention of, the member. No voting by proxy shall be allowed.
- c. A majority of member representatives shall constitute a quorum for Team Meetings.

ARTICLE IV BOARD OF DIRECTORS

Section 1: COMPOSITION OF THE BOARD

The Board of Directors shall be comprised of up to thirteen (13) member representatives, four (4) of whom shall be elected annually to serve for three (3) years, or until their successors are elected and have qualified. Three positions on the Board shall be reserved. The first reserved position shall be for a representative from the City of Gahanna. The second reserved position shall be for the Director of the Gahanna Convention and Visitors Bureau. The third reserved position shall be for the most recent past-Chairperson, which position shall have a one year term limit and have the right to vote.

A Director may not be elected to serve more than two (2) consecutive three (3) year terms without a hiatus of at least one (1) year before election to another term. An exception to the six (6) consecutive years limitation for Directors shall be for the reserved positions. The representative from the City of Gahanna and the Director of the Gahanna Convention and Visitors Bureau may serve without limitation of years or terms. The most recent past-Chairperson may serve a total of seven (7) consecutive years if his/her role as Chairperson occurred in the sixth consecutive year of Board membership. Time served by a person appointed as a Director to fill a vacancy shall not be applied towards the consecutive term limitation provided that time of appointed service is less than twenty-four (24) months. Said Directors shall uphold the By-Laws of the Chamber, control its property, be responsible for its finances, and direct its affairs.

The Board of Directors may also, at its discretion, include up to three (3) Associate Directors who are member representatives in good standing. An Associate Director shall have the duties, responsibilities and attendance requirements of a Director, but without voting privileges on Board issues. An Associate Director may fill a Director vacancy as approved by a majority vote of the Board. Upon termination of membership with the Chamber, Board membership shall automatically terminate for that member representative.

Section 2: SELECTION AND ELECTION OF DIRECTORS

- a. Selection: The Chairperson shall direct the President at the August Board Meeting to prepare a ballot of candidates to replace the Directors whose terms have expired. The President shall present the ballot to the Board of Directors at the September Board Meeting. Elections shall be completed by the conclusion of the General Membership meeting in October.

- b. Eligibility: Directors and candidates must be current member representatives, must agree to accept the responsibilities of a directorship, and must reside or have a place of employment in the Gahanna area.
- c. Nominations: In August, the President shall canvass the general membership for nominations for candidates for Director.
- d. Notification: Upon receipt of nominations and presentation of the ballot to the Board of Directors in September, the President shall immediately notify the general membership of the nominated candidates and of the members' right of petition.
- e. Petition: Additional names of candidates for Directors may be nominated by written petition to the President. Such petition shall be filed with the Board of Directors within ten (10) days after the notice has been given. The determination of the Board of Directors as to the eligibility of the petitioners shall be final.
- f. Determination: If no petition is filed within the designated time period, the nominations shall be closed and the nominated slate of candidates shall be voted upon as follows:
 - i. If the candidates run unopposed, the President shall present the names to the Board of Directors for approval. Otherwise, the names of all candidates shall be arranged on a ballot in alphabetical order. Instructions will be to vote for the required number of candidates. The President shall send this final slate to all members in good standing at least seven (7) days before the November General Membership meeting.
 - ii. The President will instruct the General Membership as to the polling procedures to be used for the election including but not limited to the day, time, place, and method.
 - iii. The Chairperson shall appoint, subject to the approval of the Board of Directors, at least three (3), but no more than five (5), judges who are not members of the Board of Directors or candidates for election. Such judges shall have complete supervision of the election, including the auditing of the ballots. They shall report the results of the election to the Board of Directors. Results of the election shall be announced to the general membership by the President in December.
 - iv. All newly elected Directors shall take office as of January 1, and be installed at the annual meeting in January.

Section 3: ABSENCES

- a. A member of the Board of Directors who is absent from four (4) regularly scheduled meetings of the Board of Directors in a calendar year may be dropped from the Board upon a majority vote by the Board of Directors.
- b. Absences shall be reviewed by the Board of Directors who may consider a Director's record of involvement in other Chamber activities, e.g., fund-raising, educational seminars, etc., in determining the Director's standing.
- c. Any member of the Board of Directors may be granted a leave of absence once during each calendar year upon written petition to the Board of Directors.

Section 4: VACANCIES

Mid-term vacancies on the Board shall be filled by Associate Directors, if available, or by any member representative in good standing if approved by a majority vote of the Board of Directors. The appointed representative shall serve out the remainder of the year, then the open position will be up for election for the remainder of the term.

Section 5: POLICY

The Board of Directors is responsible for formulating policy and establishing and enforcing procedures.

Section 6: LEADERSHIP DUTIES OF DIRECTORS

At the regular Board meeting prior to the Annual Meeting, the Board of Directors shall adopt a Team/Committee/Task Force assignment plan that identifies the Chairpersons, Vice Chairpersons, and other Board members serving on all teams, committees, and task forces for the next calendar year. The objectives of the assignment plan are to provide for a fair and equitable distribution of workload among Board members; to develop Board members for greater leadership roles; and to provide the opportunity for every team, committee, and task force to benefit from the leadership and involvement of Board members. Each Board member must serve in at least one primary or secondary leadership role annually during their tenure on the Board.

The plan shall systematically and formally assign leadership roles to each permanent Board member for all teams, committees, and task forces. Leadership assignments shall be made annually and are intended to rotate so as to maximize both new leadership development and previous experience. Officers shall be exempt from additional primary and secondary leadership roles on all teams, committees, and task forces except for the Executive Committee.

Section 7: INDEMNIFICATION

The Chamber shall, by resolution of the Board of Directors, provide for indemnification by the Chamber of any and all of its Directors or former Directors 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 Directors of the Chamber, unless: (a) the act or omission of the Director constitutes willful or wanton misconduct or intentionally tortuous conduct; or (b) with the prior knowledge of a wrongful act or omission by an officer, employee or other Director of the Chamber, the Director authorizes, approves or otherwise actively participates in that action or omission.

**ARTICLE V
OFFICERS**

Section 1: DETERMINATION OF OFFICERS

Nominations, including self-nominations, will be taken from the Board of Directors in October. Nominees for the position of Chairperson must be current members of the Executive Committee. At the first Board meeting in November, the Board of Directors shall elect the Chairperson, Vice Chairperson of Operations, Vice Chairperson of Business Development, Treasurer, and Secretary separately and in that order. Directors nominated for an Officer position, but not elected to it, may choose to run for another Officer position later in the election sequence.

All Officers shall be elected annually to serve for one (1) year or until their successors assume the duties of office and they shall be voting members of the Board of Directors. An Officer may not be elected to serve more than two (2) consecutive 1-year terms in the same position without a hiatus of at least one year in-between. A one year exception may be made if the standing officer runs unopposed and receives a 2/3 majority vote by the Board. Mid-term vacancies of Officers shall be filled, as necessary, by a special election at the next regularly scheduled Board of Directors meeting. To be eligible for election to an Officer position, a Director must have experience as a Chairperson or Vice-Chairperson of a standing, event, liaison, or ad hoc team, committee, or task force. Exceptional leadership skills or significant non-Chamber experience may be substituted at the recommendation of the Chairperson and as confirmed by a majority vote of the Board of Directors.

Section 2: DUTIES OF OFFICERS

- a. Chairperson: The Chairperson shall serve as the chief elected Officer of the Chamber and shall preside at all meetings of the membership, Board of Directors, and Executive Committee. The Chairperson may initiate teams, committees, and task forces and assign Directors thereto in leadership or membership roles, as deemed necessary, subject to review of the Board of Directors. The Chairperson shall be overall responsible for the activities of the Chamber.
- b. Vice Chairperson of Operations: The Vice Chairperson of Operations shall oversee the teams, committees, and task forces within his or her area of responsibility; shall exercise the powers and authority and perform the duties of the Chairperson in the absence or disability of the Chairperson; and shall oversee the functioning of the Chamber office facility and staff. The Vice Chairperson of Operations shall directly supervise the President and approve vacation, bonus and mileage checks before payment by the Treasurer; prepare the annual evaluation for the President in conjunction with the Executive Committee; and oversee the annual evaluation of the Chamber's staff by the President. In the event the office of Chairperson becomes vacant, the Vice Chairperson of Operations shall become Chairperson.
- c. Vice Chairperson of Business Development: The Vice Chairperson of Business Development shall oversee the teams, committees, and task forces within his or her area of responsibility, and shall exercise the powers and authority and perform the duties of the Chairperson in the absence or disability of both the Chairperson and the Vice Chairperson of Operations. The Vice Chairperson of Business Development shall oversee the Chamber's strategies and activities related to the generation of revenue. In the event the office of Vice Chairperson of Operations becomes vacant, the Vice Chairperson of Business Development shall become Vice Chairperson of Operations.
- d. Treasurer: The Treasurer shall be responsible for the financial recording of all funds received by the Chamber and for their proper disbursement. Such funds shall be kept on deposit in financial institutions or be invested in a manner previously approved by the Board of Directors. Checks are to be signed by the Treasurer or the Chairperson, or, in the absence of both, by any Officer. The Treasurer shall present a monthly financial

report of receipts, disbursements and fund balances to the Board. In the event the office of Vice Chairperson of Business Development becomes vacant, the Treasurer shall become Vice Chairperson of Business Development.

- e. Secretary: The Secretary shall be responsible to oversee the administrative and logistical tasks in support of the meetings of the Board of Directors and the Executive Committee; and shall insure the proper completion of meeting minutes by the designated member of the Chamber's staff by reviewing the minutes prior to the next Board meeting. In the event the office of Treasurer becomes vacant, the Secretary shall become Treasurer.

Section 3: EXECUTIVE COMMITTEE

The Executive Committee shall be responsible for developing annual goals and long range plans for the Chamber as well as oversee Chamber personnel issues, including but not limited to termination of employees and the interview and hiring process for the President. The Executive Committee shall be composed of the Chairperson of the Board, Vice Chairperson of Operations, Vice Chairperson of Business Development, Treasurer and Secretary and any other Board members the Chairperson may choose. The Chairperson of the Board will serve as Chairperson of the Executive Committee. At least three (3) of the Executive Committee Members should be present to constitute a quorum. All decisions made by the Executive Committee, other than Personnel decisions must be approved by the full Board of Directors at a regularly scheduled meeting of the Board.

**ARTICLE VI
LIMITATION OF AUTHORITY**

PROCEDURE

No action by any member representative, team, committee, task force, or Director, shall be binding upon or constitute an expression of any policy, position or decision of the Chamber unless and until it has been approved by the Board of Directors.

**ARTICLE VII
FINANCES**

Section 1: FUNDS

All funds paid to the Chamber shall be placed in The Chamber's proper account as determined by the Treasurer. The Chamber shall use its funds only to accomplish the Mission, Objective and Vision specified in Article I herein of the By-Laws, and no part of said funds shall inure or be distributed to the members of the Chamber.

Section 2: FISCAL YEAR

The fiscal year of the Chamber shall be from January 1 to December 31.

Section 3: BUDGET

The President shall submit a proposed budget at the annual fall planning meeting of the Board of Directors. The President shall make such changes as recommended by the Board of Directors

and submit a revised budget to the Board of Directors for adoption at the regularly scheduled Board of Directors meeting in December.

Section 4: FINANCIAL REVIEW

The Board of Directors shall retain a CPA firm in the First Quarter of each fiscal year to issue a report on the previous twelve (12) months' financial records. The Chamber shall follow a schedule of annual compilations. However, at its discretion, the Board of Directors may direct that an audit be conducted in lieu of a compilation. Following acceptance of the report of the CPA firm by the Board of Directors, the CPA report will be made available for inspection by any member at the Chamber office during its normal business hours.

Section 5: BONDING

Any Director or member of the Chamber's staff, as the Board of Directors may designate, shall be bonded by a fidelity bond in an amount set by the Board of Directors. Such bond premium shall be paid by the Chamber.

Section 6: DIRECTORS & OFFICERS INSURANCE

The Chamber shall provide Director's and Officer's (D&O) insurance coverage to protect Board Members from damages resulting from any civil claim or claims made against any or all Directors and caused by any negligent act, any error, any omission, or any breach of duty while acting in their capacities as Directors or Officers. Such insurance premium shall be paid by the Chamber.

**ARTICLE VIII
DISSOLUTION**

PROCEDURE

Dissolution of the Chamber may be effected by a two-thirds (2/3's) vote of the Board following at least fifteen (15) days written notice to the members. Upon the dissolution of the Chamber, all assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(6) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal, state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the Chamber is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

**ARTICLE IX
REVISIONS**

PROCEDURE

Notice of proposed changes to the By-Laws will be sent to the general membership. If there are questions or concerns, member representatives should notify the Board of Directors in writing within thirty (30) days of the date the proposed changes were distributed. Revision of the By-Laws must be approved by a two-thirds (2/3's) vote of the Board of Directors.