



# BYLAWS

## ARTICLE I – NAME

### 1.1 NAME

The name of this organization shall be the Westfield Washington Chamber of Commerce, Inc. DBA Westfield Chamber. Hereafter referred to as "Westfield Chamber".

## ARTICLE II – VISION, PURPOSE, & GOALS

### 2.1 VISION

Building a vibrant and prosperous community through business leadership.

### 2.2 PURPOSE

The Westfield Chamber is the leading organization dedicated to serving Westfield, regional businesses, and community prosperity through advocacy, access to leaders, economic development, connectivity, and business education.

### 2.3 GOALS

- A. Member Services: Our members will have access to unique networking and promotional opportunities, educational programs, business services, and special events – all designed to help their business succeed.
- B. Economic Development: Our economic development activities will feature the Chamber as an active partner in business attraction, business retention and expansion, transportation, redevelopment, workforce development, and recruitment and retention of talent. We believe that an exceptional quality of life is essential to creating a sustainable economy.
- C. Public Policy: The Chamber will be the voice of business and the guardians of the business climate. We will advocate on issues that affect the business environment and work to ensure Westfield remains an ideal city in which to live, learn, play and do business.
- D. Community Vision: The Chamber will take a lead in shaping a powerful community vision – stimulating dialogue, building a balanced community with an equal emphasis on quality of life and quality of business.

### **ARTICLE III – LIMITATIONS OF METHODS**

#### **3.1 NON-PARTISAN**

While being non-partisan and non-sectarian, the Chamber has the ability with a majority vote of the Board to promote and conduct activities designed to improve the overall business environment of Westfield, Washington Township, and Hamilton County.

#### **3.2 EDUCATION**

Educational efforts involving national, state, and local political issues relating to economic development and other interests that serve the vision and purpose of the Westfield Chamber will be a part of the Chamber's overall program.

#### **3.3 CANDIDATE ENDORSEMENT**

The Chamber will not lend its endorsement to the election of any candidate for any political office.

### **ARTICLE IV – CHAMBER MEMBERSHIP**

#### **4.1 COMPANY, BUSINESS, OR NON-PROFIT PARTNER**

A company, business, or non-profit that serves the City of Westfield, Washington Township, or Hamilton County that has completed an application and paid the applicable annual partner fees will be considered a member in good standing with the Westfield Chamber and will be granted all rights and privileges of membership. The company, business, or non-profit will be called partners, and the employees who work for the business will be called Westfield Chamber Affiliate Members.

#### **4.2 INDIVIDUAL MEMBER**

An individual who lives in Westfield but works outside of the City or Township limits or works for a company that has declined to become a Westfield Chamber Partner can become a paid individual member. The individual will need to complete an application, pay the applicable annual membership fees, and be granted all membership rights and privileges.

#### **4.3 LIFETIME MEMBERSHIP**

The Board of Directors may grant honorary Lifetime Memberships from time to time. Honorary Lifetime Members will pay no dues. Individuals (not their company or organization) who have served as President or Chairperson will be granted lifetime membership at the end of their term.

4.4 ELIGIBILITY

Any reputable person, company/business entity, business, social or service organization, educational or religious institution interested in the development and betterment of the Westfield Chamber and agreement with its purpose will be eligible for membership.

4.5 ANNUAL DUES & FEES

Each member will pay annual dues as prescribed by the Board of Directors. A majority vote may change the annual fees by of the Board of Directors.

4.6 PAYMENT DEADLINE

Each member will pay the membership dues as provided for in the dues formula annually in advance unless the Board approves alternate arrangements of Directors.

4.7 VOTING

Each paid Chamber Company/Organization or paid individual member shall be entitled to one (1) vote. At meetings of the Members, only the Members may vote. Voting by proxy may be permitted at meetings of the Members-only as may be allowed by resolution of the Board of Directors.

4.8 TERMINATION

Membership may be terminated in any of the following instances:

- a. Any Member may resign from the Chamber upon submission of a written resignation to the Executive Director.
- b. The membership of any Member will automatically lapse for non-payment of dues ninety (90) days from the due date, unless otherwise extended, for good cause, by the Board of Directors.
- c. No Member may be expelled without the opportunity to appeal before the Board of Directors at a proposed time and place and after reasonable notice.
- d. Upon thirty (30) days prior written notice and an opportunity for a hearing is afforded a Member, a Member may be expelled by a two-thirds majority vote of the Board of Directors for activities inconsistent with the Chamber's purpose as outlined in Section 2.1 of these Bylaws.

**ARTICLE V – MEETINGS OF THE MEMBERS**

5.1 GENERAL MEETINGS

General Meetings of the Members will be held each month unless unforeseen circumstances indicate otherwise, and the Chairperson approves cancellation of the meeting.

5.2 ANNUAL MEETING

The annual meeting of the members will be held in December of each year or at such other time and place as determined and set by the Board of Directors. Notice of the Annual Meeting will be sent to each member at least ten (10) days before said meeting.

5.3 QUORUM

A quorum for a meeting of the Members will consist of thirty (30) voting members, present either in person or by their proxy vote.

5.4 NOTICE

Notice of both annual and special meetings shall be given to each member. Acceptable forms of notice shall include but not be limited to notice in person, posting on the Chamber website, email, or by mailing notice to the last known post office address. Notice shall be given and posted on the Chamber website at least ten (10) days in advance of the day of the meeting.

5.5 SPECIAL MEETINGS

Special meetings of the Members may be held at times and places determined and set by the Board of Directors.

**ARTICLE VI – BOARD OF DIRECTORS**

6.1 PURPOSE

The governance of the Chamber, the direction of its work, and the control of its property shall be vested in a Board of Directors (hereinafter referred to as the "Board")

6.2 SIZE

The Board will consist of up to fifteen (15) voting and no less than seven (7) voting elected individuals who are qualified under Section 6.15 (hereinafter referred to as the "Directors").

6.3 ROLE

The Board may adopt policies for conducting the business of the Chamber. Consistent with the requirements of the statutes, then in effect, this Board shall make available a full report of the work and the finances of the organization to the Members.

6.4 VACANCY

The Board shall have the power to fill all vacancies on the Board. A director filling a vacancy will serve the balance of the calendar year.

## 6.5 POLICIES & POSITIONS

From time to time, the Chamber may wish to take a position on a particular issue or proposal consistent with the Chamber's purposes stated in Section 2.2 of these Bylaws. Consistent with Section 3.1, the Board shall adopt a policy to ensure due process so that the Chamber may act in the Members' best interests.

## 6.6 BOARD DUTIES

The control and management of the business, affairs, property, activities, and interest of the Chamber will be vested in the Board. In conjunction therewith, the Board may do the following:

- a. attend meetings
- b. establish or dissolve standing committees
- c. appoint ad hoc committees on particular subjects
- d. authorize disbursements of the funds of the Chamber
- e. print and circulate documents and published articles
- f. adopt, disseminate, and revise a policy manual defining and directing the management of the Chamber consistent with the Articles of Incorporation and these Bylaws
- g. adopt an annual budget
- h. raise funds
- i. devise and carry into execution such other measures as it deems proper or in the best interests of the Chamber, to promote and fulfill the purpose and other objectives of the Chamber and to best protect the interest and welfare of the Members
- j. Take all other action necessary

## 6.7 BOARD RESPONSIBILITIES

- a. Duty of Care means that board directors must give the same care and concern to their board responsibilities as any prudent and ordinary person would. This means board members should be actively participating in board meetings and on committees. It also means that they should be actively working with other board directors to advance its mission and goals. They can fulfill their responsibilities by overseeing and monitoring the non-profit's activities. Board directors should read and understand financial reports and be willing to question expenditures and examine variances. They are also responsible for strategic planning and achieving the non-profit's short- and long-term goals.
- b. Duty of Loyalty means that board directors must always place the organization's interests ahead of their interests. Duty of loyalty means publicly disclosing any conflicts of interests and not using board service as a means for personal or commercial gain.
- c. Duty of Obedience means that board directors must make sure that the non-profit abides by all applicable laws and regulations and doesn't engage in illegal or unauthorized activities. The duty of obedience also means that board directors must carry out the organization's mission

following the purpose they stated in getting qualified as a non-profit organization.

6.8 CONFIDENTIALITY POLICY

Directors will sign a confidentiality policy document as required by the state.

6.9 MEETINGS

This Board shall meet no less than six (6) times annually, at such regular time and place as will be determined by it unless unforeseen circumstances indicate otherwise. Persons other than Directors may attend the Board's meetings upon the invitation of the Chairperson or the Executive Director.

6.10 BOARD MEETING QUORUM

A simple majority of the entire Board will constitute a quorum; however, when a Board vacancy exists, a majority of the then-current Directors will constitute a quorum.

6.11 VIRTUAL MEETINGS

A Director may participate in a Board, executive committee, or another committee meeting through electronic means that allow all Directors participating in the meeting to communicate with each other. All such participation by these means constitutes presence in person at the meeting.

6.12 PARLIAMENTARY PROCEDURE

The proceedings of all Chamber meetings, including the Members and the Board meetings, will be governed by and conducted according to the latest edition of Robert's Rules of Order. The presiding officer will rule on any procedure issues, subject to contrary instructions issued by a vote of two-thirds (2/3) of the Directors in attendance.

6.13 WRITTEN CONSENT

Any action required or permitted to be taken at any meeting of the Board, Executive Committee, or any other committee appointed by the Board, may be taken without a meeting if such action is consented to by a majority of all Directors or other committee members, as appropriate, and such written (including electronic communication) consent is filed with the minutes of the proceedings of the Board or committee, as appropriate.

6.14 ABSENCE

Any Director who fails to attend 9/12 of the board meetings or misses three in a row within a calendar year without the approval of the Chairperson may be removed upon the majority vote of the other Directors present at a meeting of the Board. A Director who anticipates that they will not attend the meetings of the Board may submit a written request and explanation to the Chairperson for leave from these provisions.

6.15 QUALIFICATIONS

To qualify for election to the Board of Directors, a person must be a Member or the representative of a Member in good standing of the Westfield Chamber.

6.16 REMOVAL

A Director may be removed from the Board for activities inconsistent with the Chamber purpose or the duties of a Director as outlined in these Bylaws, after a hearing of the Board and upon the affirmative vote of three-fourths (3/4) of the other Directors.

6.17 NOMINATIONS AND ELECTION

The Executive Committee serves as the Nominating Committee and nominates from the Chamber's membership one nominee for each vacancy of the Board of Directors. Said committee shall file a list of its recommended nominees in the form of a slate with the Chairperson. The President shall send notice to all Members of the Chamber, not less than ten days (10) prior to the Annual Meeting, the slate recommended by the nominating committee. The slate is to be approved by a vote of the Members at the annual meeting in December.

6.18 TERM OF OFFICE

A Director will serve for three (3) years that will commence on January 1 following the election. A Director may not serve more than two (2) successive elected terms. A Director who has served two (2) successive terms may be re-elected to the Board after being off the Board if not elected for a period of at least one (1) year.

6.19 VACANCIES

Whenever any vacancy occurs in the Board by resignation, removal, death, or otherwise, it will be filled via appointment by a majority vote by the remaining Directors. A Director filling a vacancy will fulfill the balance of the term.

6.20 EXECUTIVE COMMITTEE

An Executive Committee of the Board will be composed of the Chairperson, the Chairperson-Elect, Secretary, Treasurer, Past Chairperson, and Director-at-Large.

- a. The position of Director-at-large is for the period of one year and has the ability to be renewed.
- b. Four (4) members of the Executive Committee will constitute a quorum.
- c. The Executive Committee will report to the Board on any action taken between meetings of the Board.
- d. The Executive Committee serves as the Finance Committee and the Nominating Committee.

**6.22 EXECUTIVE DIRECTOR**

The Board will appoint an individual from a group of candidates recommended by the Executive Committee to serve as the Executive Director.

**ARTICLE VII - OFFICERS**

**7.1 ELECTION OF OFFICERS**

At the meeting, before the Annual Meeting, the Board of Directors will be presented a slate of officers and by a majority vote shall elect these officers for the ensuing year; a Chairperson, Chairperson-Elect, Secretary, Treasurer, and additionally will approve the appointment of a Director-at-Large to serve on the Executive Committee. All said officers and the Director-at-Large must be Directors.

**7.2 CHAIRPERSON**

The Chairperson shall preside at all meetings of the Chamber, Board of Directors, and the Executive Committee and perform all duties incident to this office; the Chairperson shall, subject to the approval of the Board of Directors, appoint all standing and ad-hoc committees and shall be an ex-officio member of all standing and ad-hoc committees. At times as they may deem proper, the Chairperson shall recommend to the membership of the Board of Directors such matters and make such suggestions that tend to promote the prosperity of the Chamber and increase its usefulness.

**7.3 CHAIRPERSON-ELECT**

The Chairperson Elect shall act in the absence of the Chairperson; The Chairperson Elect serves with the Secretary as the Co-Chair of the Nominating Committee.

**7.4 SECRETARY**

The Secretary shall take minutes at all Board of Directors meetings and record the minutes of all meetings of the Board. In the case of absence or disability of the Secretary, the Board may appoint a Secretary Pro-Tem. In the absence of both the Chairperson and the Vice-Chairperson, the Secretary will preside over meetings of the Board. The Secretary serves with the Vice-Chairperson as the Co-Chair of the Nominating Committee.

**7.5 TREASURER**

The Treasurer will make periodic financial reports at other meetings of the Board at the direction and request of the Chairperson. The Chamber's funds, books, and vouchers will always be subject to inspection and control by the Board. The Treasurer serves as the chair of the Finance Committee.



- 7.6 IMMEDIATE PAST CHAIRPERSON  
If not otherwise a Director, the immediate Past Chairperson will be ex-officio, non-voting member of the Board and the Executive Committee for two (2) years after their term of office.
- 7.7 PARLIAMENTARIAN  
The Board may appoint a parliamentarian to advise the presiding officer(s) on any disputes concerning the procedure to be followed at any meeting.
- 7.7 OTHER OFFICES  
The Board may create additional offices with such duties and obligations as described by the Board's resolution.
- 7.8 OFFICER VACANCIES  
The majority vote of the Board will fill all vacancies without undue delay at its next regular meeting or a meeting specifically called for this purpose.

## **ARTICLE VIII – CHAMBER COMMITTEES**

- 8.1 AUTHORIZATION  
The Board of Directors shall authorize and define the powers and duties of all standing and ad-hoc committees in a Board of Directors Policy Manual.

## **ARTICLE IX – POLICY MANUAL**

- 9.1 ADOPTION  
The Board of Directors shall adopt a Board of Directors Policy Manual that specifically outlines:
- a. Executive Director Limitations
  - b. Board-Management Delegation
  - c. Governance Process
  - d. Definitions

## **ARTICLE X – AMENDMENTS**

- 10.1 APPROVAL  
These Bylaws may be amended upon the approval of two-thirds (2/3) of the Directors.
- 10.2 NOTICE  
No portion of these Bylaws may be amended without ten (10) days prior written notice to all Directors that such amendment will be considered at either a special meeting called for such purpose or a regular meeting of the Directors.

10.3 FILING

Upon approval, the approved amended Bylaws, if required, will be filed with the appropriate state office within thirty (30) days.

ARTICLE XI – DISSOLUTION

11.1 DISBURSEMENT OF FUNDS

Upon the dissolution of the corporation, the Board of Directors will, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all the assets of the Chamber exclusively for the Chamber in such a manner, or to such an organization or organizations organized and operated exclusively for the promotion and-perpetuation of business, agricultural, commercial, manufacturing, civic, cultural, recreational, educational, and spiritual interests, as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (6) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal officer of the corporation 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.

**DATE ADOPTED**

By the Westfield Chamber of Commerce Board of Directors on October 12, 2021.