



BYLAWS

ARTICLE I

GENERAL PROVISIONS

Section 1. NAME

This organization is incorporated as a 501(c)6 non-profit corporation under the laws of the State of Ohio, with its office located in Montgomery, Ohio, and shall be known as the Montgomery Ohio Chamber of Commerce, Incorporated; hereafter referred to in this document as “Chamber.”

Section 2. PURPOSES

The Chamber is organized to achieve the objectives of:

1. Encouraging business and community growth and development by
 - a. Promoting programs designed to strengthen the potential of businesses within the area;
 - b. Promoting programs of a civic, social, and cultural nature which are designed to increase the functional and aesthetic values of the community;
 - c. Discovering and recommending appropriate action on issues and problems which prevent business expansion and community growth.
2. Preserving the competitive enterprise system of business by:
 - a. Creating a more informed business and public opinion regarding city, county, state, and national legislative affairs.

Section 3. AREA

The area served shall include the area within the municipality of Montgomery, Ohio, the Sycamore Community School District, and the surrounding economic region.

Sections 4. LIMITATIONS

The Chamber shall be nonprofit, nonsectarian, nonpartisan, and shall not support or oppose any candidate for elected, public office. The Chamber may, however, take a nonpartisan position on issues important to the continual expansion and growth of the community.

Endorsement Policy

Any issue brought before the Board would require a simple majority vote of those in attendance as to whether the issue warranted the Chamber's involvement.

Assuming an affirmative vote of the Board, a simple majority vote of those in attendance would be required as it relates to how and when to deal with the specific issue.

Finally, the position to be adopted by the Chamber must be approved by a simple majority of affirmative votes of the Board prior to dissemination. Dissemination could include written press releases, email communications, media announcements, or any other means deemed appropriate.

Section 5. AFFILIATION

The Chamber may join and participate in the activities of, but not limited to, the Greater Cincinnati Chamber of Commerce, other Chambers in the immediate region, the Ohio Chamber of Commerce, and the United States Chamber of Commerce, and other organizations as directed by the Board of Directors.

ARTICLE II

MEMBERSHIP

Section 1. ELIGIBILITY

Any person, association, corporation, company, partnership, or estate having an interest in the objectives of the organization shall be eligible to apply for membership.

Section 2. ELECTION FOR MEMBERSHIP

Applications for membership may be in writing, submitted electronically online, or called in over the telephone. The Chamber will notify the member of their listing information and membership obligations. Any applicant shall become a member upon initial payment of the regularly scheduled membership dues and confirmation by the Board of Directors. The Executive Director shall present all new members to the Board of Directors for confirmation at the Board's monthly meetings.

Section 3. DUES

Membership dues shall be determined by the Board of Directors. Annual membership dues shall be payable upon receipt of a membership renewal notice. The Investment Schedule shall be established by the Board of Directors and revised as necessary.

Section 4. TERMINATION

1. Any member may resign from the Chamber upon notice to the Executive Director.
2. Any member, after being sent notice of delinquency of 90 days, may be dropped from the membership upon the discretion of the Chamber staff or the Board of Directors, even if written notification was not provided to the Chamber.
3. Any member may be dropped from the membership by a majority vote of the Board of Directors in attendance, at a regularly scheduled meeting thereof, for conduct unbecoming of a member or prejudicial to the aims or repute of the Chamber, after notice of the complaint and opportunity for a hearing are afforded the member.

Section 5. VOTING

Each association, corporation, company, partnership, and estate shall designate in writing one member per entity, who shall be the only individual entitled to cast the vote of such member. The written designation of the voting representative of each member will be the main Chamber business contact. The designated voting member may be changed upon 30 days written notice to the Executive Director.

Section 6. ORIENTATION

At regular intervals, orientation on the purposes and activity of the Chamber shall be conducted by the Chamber for the following groups: new directors, officers, committee chairpersons, committee members, and new members.

Section 7. HONORARY MEMBERSHIP

Any business or individual that has achieved distinction in public affairs is eligible for honorary membership. Honorary members shall have the privileges of members, except the right to vote, and shall be exempt from payment of dues. The Board of Directors shall confer or revoke honorary membership by a majority vote.

Section 8. NON-LIABILITY OF MEMBERS

A member of the Chamber shall not be personally liable, solely because of membership, for the debts, obligations, or liabilities of the Chamber.

ARTICLE III

MEETINGS

Section 1. ANNUAL MEETING AND BUDGET PRESENTATION

An annual meeting of the Board shall be held each year at a time and place the Board specifies. The Annual Budget Presentation shall be held each year during the Annual Meeting. The time

and place shall be fixed by the Board of Directors and notice thereof communicated to the members.

Section 2. ADDITIONAL MEETINGS

1. In addition to the Annual Meeting, general meetings of the Chamber may be called by the Executive Director at any time. The minimum number of general meetings of the membership shall be held according to Board Policy during each fiscal year.
2. Notice of any general meeting shall be given to each member.
3. Meetings of the Board of Directors may be called by the President or Executive Director, or upon written application signed by any three members of the Board. Notice of every meeting of the Board of Directors shall be given to each Officer and Executive Director at least five days prior to such meeting.
4. Committee meetings may be called at any time by the President, or by the Chairperson of each committee, or Chamber staff assigned to each committee.

Section 3. QUORUMS

1. At any Annual Meeting or general meeting of the Chamber, a majority of the attendees shall constitute a quorum and conduct business by a majority vote.
2. At any meeting of the Board of Directors, a majority of the members of the Board in attendance on the day of such meeting shall constitute a quorum, unless dealing with Section 4. Limitations of this document.
3. *Attendance and Participation at Meetings.* Board Members may attend and participate in any meeting of the Board through any communications equipment that provides a transmission (including telephone, Internet, or other electronic means) from which it can be determined that the transmission was authorized by, and accurately reflects the intention of, the Board Member involved and allows all persons participating in the meeting to contemporaneously communicate with each other.
4. *Action Without a Meeting.* Any action that may be authorized or taken at a meeting of the Board may be authorized or taken by the Board without a meeting. Any such action must be by unanimous written consent of all Board Members as provided by Ohio law and shall be a valid action of the Board effective as of the date of the last affirmative consent. Such written consents of the Board Members may be by facsimile or electronic transmission, and may be signed in counterparts. All written consents of the Board Members shall be preserved and reported in the official corporate records.

ARTICLE IV

BOARD OF DIRECTORS

Section 1. COMPOSITION OF THE BOARD

The Board of Directors is the governing body of the Chamber. The Board of Directors shall be composed of the Immediate Past President, President, Vice President, Treasurer, Secretary, and Executive Director, plus no less than eight (8) and no more than fifteen (15) Members-at-Large

at least one half of which are elected annually to serve a two year term. All members of the Board of Directors shall be members in good standing at the time of their nomination and during their term of office.

Section 2. SCOPE OF AUTHORITY

Except for those matters which are expressly reserved for decision by vote of the general membership, the management, governance, and policy-making responsibilities of the Chamber shall be vested in the Board of Directors, which shall control its property, be responsible for its finances, and direct its affairs.

Section 3. MANAGEMENT AND PERSONNEL

The Board of Directors will appoint the position of Executive Director/CEO, and any other administrative staff positions considered necessary for the efficient management of the Chamber. The Executive Director shall fix all terms related to the performance of the duties assigned to each such position, with the exception of the position of the Executive Director, which will report directly to the Board.

Section 4. TERMS OF OFFICE

1. The term of office of all Members-at- Large of the Board of Directors shall commence on the first day immediately following the elections of the Board, and they shall serve for a period of three years, or until their successors are elected and installed.
2. Persons elected to the office of Member-at-Large shall not serve more than three (3) consecutive terms in that office.
3. The Secretary and Treasurer shall not serve more than two (2) years in each respective office, nor more than a total of seven (7) consecutive years in the officer positions.
4. The term of President shall be two years with the option for a third year at the discretion of the Board of Directors, with concurrence by the President. That person elected to the office of Vice President shall serve a term of two years in such office, and shall be advanced automatically into the office of President for the next succeeding year. A person nominated as Vice President shall not have served longer than four (4) consecutive years as any officer at the time that person is nominated for the office of President-Elect.
5. The Immediate Past President may serve until the completion of the succeeding President's term of office.
6. The Treasurer should serve a minimum of one (1) year term.
7. The Secretary should serve a minimum of one (1) year term.
8. The term limit of any officer or any member at-large of the Board of Directors may be waived by a vote of at least two-thirds of the Board of Directors.

Section 5. VACANCIES

1. A member of the Board of Directors who shall be absent without excuse from three consecutive regular meetings of the Board shall be dropped automatically from

membership on the Board, unless otherwise decreed thereafter by a majority of the members of the Board at any regular meeting.

2. Vacancies on the Board of Directors, or among the officers, shall be filled by the Board of Directors by a majority vote of the remaining members; provided, however, a vacancy in the office of President may be filled only by the person holding the office of Vice President, unless such a person declines the appointment, and a vacancy in the office of Vice President shall be filled through a special election which shall be conducted according to the same procedure for regular nominations and elections under Article V. Such a special election shall be completed within 45 days from the date the vacancy occurs in such office.

Section 6. TERMINATION

Any Board Member may be removed from the Board by a two-thirds vote of the Board of Directors at any meeting where there is a quorum. The Board Member subject to the vote for removal shall not vote on his or her removal, but shall be considered in the determination of the quorum. Any Board Member proposed to be removed shall be given notice of the proposed removal and an opportunity to address the Board.

ARTICLE V

ELECTIONS

Section 1. ELIGIBILITY

Any member of the Chamber in good standing is eligible for nomination and election to any position of the Board of Directors; provided, however, no person shall hold office as a Member-at-Large on the Board for a continuous period greater than three consecutive terms unless such term limit is waived by a vote of at least two-thirds of the Board of Directors.

Section 2. NOMINATING COMMITTEE

1. Thirty (30) days prior to the scheduled annual elections, the Nominating Committee shall present to the Board a slate of the names of candidates nominated for the following offices: one for President, one for Vice President, one for Treasurer, one for Secretary, and one for every scheduled or known vacancy for Member-at-Large positions. As part of its report, the Nominating Committee also shall certify that each candidate is an active member in good standing and has expressly agreed to accept the responsibilities.
2. Upon receipt of the report of the Nominating Committee, the Executive Director shall notify the membership of the names of the persons nominated at the Annual Meeting. The notice also shall contain an explanation of the right of nomination by petition as provided in Section 3 of Article V.

Section 3. NOMINATION BY PETITION

The names of additional candidates for any position of the Board of Directors may be placed in nomination by written petition bearing the genuine signatures of at least five members of the Chamber in good standing. Such petition shall be filed with any member of the Nominating Committee on or before noon three business days prior to the election meeting of the membership. Upon receipt of a nominating petition, the Nominating Committee immediately shall investigate, verify, and report to the President in writing that the persons nominated are members in good standing and have expressly agreed to accept the responsibilities of the office.

Section 4. ELECTION

1. If a nominating petition is not filed within the designated period, the nominations shall be closed and the slate of candidates nominated by the Nominating Committee shall be declared elected by the President.
2. If a "Nomination by Petition" per Article V, Section 3, presents additional valid candidates, the names of all candidates shall be arranged on a ballot in alphabetical order for each office. The Executive Director shall distribute this ballot to all members in good standing at the regular meeting of the membership. All ballots shall be marked and returned to the Chamber President at the meeting. All ballots shall be counted at the meeting and the candidates receiving the greatest number of votes shall be elected for each office.

ARTICLE VI

OFFICERS

Section 1. DUTIES OF OFFICERS

1. President: The President shall serve as the executive head of the Chamber and shall preside at all meetings, or designate an officer, the Executive Director or other Board Member, to preside at all meetings, of the Membership and Board of Directors, and select and appoint the chairpersons and personnel of all Committees.
2. Vice President: The Vice President shall exercise the powers and authority and perform the duties of the President in the absence or disability of the President.
3. Treasurer: The Treasurer shall be responsible for the safeguarding of all funds received by the Chamber, and for their proper disbursement in accordance with the annual budget. Such funds shall be kept on deposit in financial institutions approved by the Board of Directors, subject to checks signed by the Executive Director or in the absence of the Executive Director, by either the President, or the Treasurer. Two (2) signatures are required on check written for over five thousand dollars (\$5,000.00) if it is not a budget item and/or documented in the Board of Directors meeting as an approved expense. The Treasurer shall cause a monthly financial statement to be made in writing to the members of the Board of Directors at board meetings; and an annual proposed budget to be made in writing to the general membership prior to the Annual Meeting. The Treasurer shall

perform an informal audit of the Chamber's finances and business practices consistent with the Board's financial policies.

4. Secretary: The Secretary shall be responsible for the accurate minutes of Board meetings, submitted to Board and Executive Director within seven days of meeting, the timely dissemination of written minutes, and the safe keeping of all Chamber records.
5. Executive Director: The Executive Director shall be the chief administrative officer of the Chamber. The Executive Director shall cause the preparation of minutes of all meetings of the Board of Directors and the communication of all meetings of the general membership and Board of Directors. The Executive Director shall perform such additional duties as are assigned to the position by the Board of Directors hiring, discharging, directing and supervising all employees, if any, and preparing with the Treasurer's assistance the operating budget covering all Chamber activities and managing all expenditures within the budget approved by the Board. The Executive Director shall be a non-voting member of the Board of Directors and the Executive Committee and shall be a non-voting member of all other committees of the Chamber.
6. Termination: Any officer may be removed at any meeting of the Board by a two-thirds vote of the Board. Recommendations for removal must be presented by the Executive Committee in writing to both the Board and affected officer, who shall be given a reasonable period of time to respond to the Executive Committee's recommendation for removal before final action is taken by the Board.

ARTICLE VII

COMMITTEES

Section 1. COMMITTEE APPOINTMENTS

All Standing and Ad-Hoc Committee members shall be appointed by the President. All Standing Committees shall be appointed within thirty (30) days of the President taking office. All Ad-Hoc Committees shall be appointed as soon as practical.

Section 2. COMMITTEE FUNCTION

Standing and ad-hoc committees shall function in an advisory capacity to the Board. Committees may develop and implement programs and policies authorized by the Board of Directors. Committee chairpersons shall report on their activities at least annually and at such other times as directed by the President. The members of all standing committees shall hold office until relieved by their successors. All committee chairpersons should prepare a written report and budget summarizing their respective committee's activities during their term of office.

Section 3. STANDING COMMITTEES

Each committee shall be comprised of a minimum of three persons. Each committee is responsible for electing a committee chairperson. Efforts should be made to elect a chairperson that does not hold a position as an elected officer. In cases where the committee does not appoint

a chairperson, the President shall then appoint a chairperson. Each respective committee chairperson shall provide an update to the Vice President as necessary.

1. Nominating Committee: The Nominating Committee shall be comprised of the Immediate Past President and two members, other than the members of the Executive Committee, appointed from the active membership. The Nominating Committee is responsible for reviewing the credentials of interested members and preparing a final slate of candidates for all elective offices. No member seeking appointment to the Board may serve on the Nominating Committee.
2. Membership Committee: The Membership Committee will conduct an ongoing recruitment effort that actively identifies potential new members. This committee shall also develop a formal mechanism for encouraging business professionals who are non-members to join the Chamber. A summary of the effects of these efforts must be submitted with the Committee's annual report.
3. Communications Committee: The Communications Committee will be responsible for all communications to members and the general public, including the electronic newsletter, website, recruitment brochures, etc.
4. Events Committee: The Events Committee shall be responsible for identifying and targeting speakers for the Chamber meetings. This committee shall also be responsible for confirming meeting locations, dates, times, and all other pertinent meeting arrangements.
5. Bylaws Committee: The Bylaws Committee shall be responsible for reviewing the bylaws on an annual basis and revising the bylaws as necessary. The committee shall be comprised of the President, Vice President, and Executive Director and others appointed by the President. Amendments to these bylaws may be considered at any meeting of the Board of Directors or membership. Amendments may be initiated by a proposal signed by at least two (2) voting members, and shall be delivered to the Chairman of the Bylaws Committee. All revisions to the bylaws must be approved by a vote of at least two-thirds of the Board of Directors in accordance with ARTICLE X Section 4.
6. Audit Committee: The Audit Committee shall be responsible for the timely annual review and verification of the financial records.

Section 4. AD-HOC COMMITTEES

Ad-Hoc Committees may be appointed at the discretion of the Board. Such committees shall remain active until they have accomplished the purposes of which they were appointed or until inauguration of the succeeding President.

ARTICLE VIII

INDEMNIFICATION, INSURANCE AND DIRECTOR LIABILITY

Section 1. INDEMNIFICATION

The Chamber shall indemnify any Officer or Trustee of the Chamber who was or is a party or is threatened to be made a party to any proceeding, whether civil, criminal, administrative, or

investigative, by reason of the fact that he or she is or was a Trustee, Officer, employee, agent, or volunteer of the Chamber against all expenses, attorneys' fees, costs, judgments, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such proceeding, but only if he or she acted in good faith and in a manner he or she reasonably believed to be in the best interests of the Chamber.

Any indemnification required under this Article shall be made by the Chamber only upon a determination that indemnification of the Officer or Trustee is proper under the circumstances because he or she has met the applicable standard of conduct set forth in Article XI(1). Such determination may be made only:

1. by a majority vote of a quorum of Trustees of the Chamber who were not and are not parties to, or threatened with, the proceeding at issue;
2. if such a quorum is not obtainable or if a majority of a quorum of disinterested Trustees so directs, in a written opinion by independent legal counsel other than an attorney retained previously by the Chamber, or a firm having associated with it an attorney, who has been retained by or who has performed services for the Chamber, or any person to be indemnified, within the past five years; or
3. by the Court of Common Pleas of Hamilton County, Ohio or (if the Chamber is a party thereto) the court in which such proceeding was brought, if any.

ARTICLE IX

INSURANCE

The Chamber shall have power to purchase and maintain insurance on behalf of any agent of the Chamber against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such whether or not the Chamber would have the power to indemnify the agent against such liability under the provisions of this Article VIII.

ARTICLE X

FINANCES

1. Funds. All money paid to the Chamber shall be placed in a general operating fund. Funds unused from the current year's budget will be placed in a reserve account, used to pay the Chamber's debt obligations, or a combination of both.
2. Disbursements. Upon approval of the budget, the Executive Director is authorized to make disbursements on accounts and expenses provided for in the budget without additional approval of the Board.
3. Fiscal Year. The fiscal year of the Chamber is January 1 through December 31.
4. Budget. The Finance Chair and the Executive Director shall prepare a budget of estimated revenues and expenses for the upcoming year and submit it to the Board for approval.
5. Annual Review. The Board shall have all Chamber accounts reviewed by an independent agent periodically. The Treasurer shall perform an annual informal review of the

Chamber's finances and business practices. The review shall be made available to Members at the Chamber's offices.

6. Bonding. At the discretion of the Board, the Executive Director and such other Officers and staff as the Board may designate may be bonded by a sufficient fidelity bond in an amount set by the Board and paid for by the Chamber.

ARTICLE XI

AUTHORITY AND BENEFIT

Section 1. NO BENEFIT TO ANY INDIVIDUAL

No part of the net earnings, if any, of this Chamber shall inure to the benefit of any member or other individual, and no gain, profit, or dividends shall ever be distributed to any member of this Chamber or inure to the benefit of any private persons, except as provided for in these Bylaws.

Section 2. NO AUTHORITY TO ACT

A member or any officer shall not participate in or purport to have authority to act on behalf of or bind this Chamber to any legal obligations or liability, except as provided in these Bylaws, or resolution or policy of the Board of Directors.

ARTICLE XII

AUTHORITY

1. Notwithstanding anything to the contrary in these Bylaws, unless duly approved by the Board, no Committee, Director, Officer, employee, or agent may:

- (a) do any act in contravention of the Articles of Incorporation, Bylaws, Board Policies, Code of Ethics, any applicable law, or any authorized action of the Board;
- (b) take title to or possession of any of the Chamber's real or personal property or any interest therein or rights with respect thereto, for other than a corporate purpose;
- (c) make, execute, or deliver any general assignment for the benefit of creditors;
- (d) assign, transfer, pledge, compromise, or release any claim of the Chamber except for full payment, or arbitrate or consent to the arbitration of any disputes or controversies;
- (e) make, execute, or deliver any deed or lease, or enter into any agreement to sell any part of any of the Chamber's real or personal property, except in the ordinary course of business, or execute any new note or mortgage to renew and extend, without increasing the principal amount of, any existing note or mortgage of the Chamber;
- (f) confess a judgment;

(g) make, execute, or deliver any mortgage, deed of trust, or other security interest in any of the Chamber's real or personal property or any interest therein;

(h) enter into any lease, contract, agreement, or obligation with an original term longer than twelve months;

(i) enter into any agreement, loan, purchase, sale, encumbrance, or other transaction involving a debt obligation, liability, expenditure, or commitment of or to the Chamber of money or property with a value in excess of \$5,000; or

(j) make or do any act which would terminate the status of the Chamber as a nonprofit corporation, or as a Section 501(c)(6) organization under the Internal Revenue Code.

2. All checks, drafts, loans, or other orders for the payment of money, notes, or other evidence of indebtedness issued in the name of, or involving funds of, the Chamber must be signed by the Chair or Treasurer, except that the Board may authorize an Officer or the Executive Director to sign and deliver checks or drafts for ordinary business expenses provided they do not exceed \$5,000 or such lesser amounts as provided in any budget or directive adopted by the Board.

ARTICLE XIII

AFFILIATION

The Chamber is an organization of business professionals and as such supports the goals and objectives of other like-minded organizations. Affiliations to and from the Chamber must be approved by the Board of Directors.

ARTICLE IX

PARLIAMENTARY PROCEDURE

The latest revised edition of Robert's Rules of Order shall prevail at all meetings except when contrary to the Bylaws or any standing rules. As a rule, the Chamber should govern itself by consensus.

ARTICLE X

DISSOLUTION

Section 1. DISSOLUTION

In order to dissolve the organization, the President must present a resolution to the active membership recommending that the organization be dissolved. A proposal for dissolution may be considered at a regular or special meeting of the active membership only after thirty (30) days

notice in writing is given to each member in good standing. The resolution to dissolve shall be adopted upon receiving at least 80% of the votes entitled to be cast by active members present at such regular or special meeting. This organization shall not be dissolved while at least 21% of the members in good standing dissent.

Section 2. RESOLUTION

Upon adoption of the resolution for dissolution, this organization shall cease to conduct its affairs, except insofar as may be necessary for the proper completion thereof, and shall immediately cause a notice for the proposed dissolution to be mailed to each known creditor and shall proceed to collect its assets and apply and distribute them as provided in the Articles of Incorporation. All funds will be transferred to another non-profit with similar interests.

Section 3. NON-DISCRIMINATION POLICY

The Chamber does not and shall not discriminate on the basis of race, color, religion, gender, gender expression, age, national origin, disability, marital status, sexual orientation, or military status, in any of its activities or operations. These activities include, but are not limited to, approving new Members, hiring and firing of staff, selection of volunteers and vendors, and provision of services. The Chamber is committed to providing an inclusive and welcoming environment for our Members, our staff, volunteers, vendors, and other community partners. The Chamber shall not accept or retain as a Member any individual or business that discriminates on any of the bases set forth in this Article.

Section 4. RESOLUTION

Revisions. These Bylaws may be amended or altered by a two-thirds vote of the Board or by a majority of the Members at any regularly scheduled or special meeting, provided the notice for the meeting includes the proposals for amendments. Any proposed amendments or alterations shall be submitted to the Board and the Members, in writing, at least ten days before the meeting at which they are to be acted upon.