# STOW-MUNROE FALLS CHAMBER OF COMMERCE, INC. 

## Corporate By-Laws

## ARTICLE I.

## Name and Office

Section 1. Name. The Corporation shall be known as Stow-Munroe Falls Chamber of Commerce, Inc. (hereinafter "the Chamber").

Section 2. Office. The principal office of the Chamber shall be located in the City of Stow or Munroe Falls, County of Summit, State of Ohio. This office shall direct Chamber activities and be the depository for all Chamber records. The Chamber may also have offices at such other places within the state as the board may from time to time determine or the business of the Chamber may require.

## ARTICLE II.

## Purpose

Section 1. Mission. The mission of the chamber is to be the local path to success for our membership by being a voice, a resource, and a network of local businesses with whom to connect.

Section 2. Accomplishment of the Mission. To accomplish this mission, the Chamber shall:

1. Encourage business and community prosperity by promoting economic programs designed to strengthen and enhance the financial opportunities for all businesses within Stow and Munroe Falls.
2. Serve as a non-partisan, non-sectarian voice for business on legislative, business, social, governmental and community issues affecting Stow and Munroe Falls.
3. Help identify and overcome obstacles that are detrimental to the business climate and community growth.
4. Promote opportunities for professional growth and sustainability.
5. To promote and support an active dialogue among government, business, education and civic groups in the interest of enhancing the economic vitality of the community

## ARTICLE III.

## Membership

Section 1. Criteria for Membership. Any association, business, company, corporation, organization, partnership or proprietorship, or any other individual dedicated to the mission and purposes of the Chamber shall be eligible for Membership in the Chamber. The Board of Directors may establish additional criteria for membership, including a schedule of dues, and any waivers thereof, as well as procedural requirements for prospective members, unless otherwise proscribed by law, the Certificate of Incorporation and/or these By-Laws.

Section 2. Classes of Membership. There shall be the following seven (7) classifications of membership:

1. Business: This category includes members who wish their company name listed as a member company. A primary member will be assigned to a member business.
2. Associate: This category includes member who are (i) additional employees of a member company, or (ii) additional branches of a member company. The Associate member will be the primary member
3. Non-Profit: This category includes members who are (i) non-profit organizations, or (ii) churches. A primary member will be assigned to a member non-profit or church.
4. Community: This category includes individuals who are (i) government employees, (ii) elected officials, or (iii) schools and their employees.
5. Individual/Retiree: This category includes individuals who wish to be a member. No promotion of business or non-profit activities will be permitted by an Individual/Retiree member.
6. Lifetime: This category is reserved for individuals who by previous outstanding contributions to the Chamber and/or the community may qualify for this life-time membership as determined by the Board of Directors.
7. Courtesy: This category is reserved for individuals elected to the chamber at the discretion of the Board of Directors.

Section 3. Suspension/Termination. Any Membership may be suspended/terminated for cause by a majority vote of the Board of Directors, provided there is a quorum for the meeting at which the action is taken. At any meeting of the Board where a vote is to be taken to suspend/terminate a Membership, the Primary Member in question may attend and shall be given a reasonable opportunity to respond to charges giving rise to the vote for suspension/termination.

## Section 4. Membership Dues.

5.1. Assessment. The Board of Directors shall establish a schedule of annual dues for Membership in the Chamber.
5.2. Assessment Period. The assessment of dues for membership runs on an annual basis. The annual membership year for all Members shall begin on the anniversary date of each member.
5.3. Delinquency. Any Member failing to remit dues within ninety (90) days of that member's due date for the membership year shall be deemed delinquent. Members deemed delinquent in the payment of dues will be disqualified from any rights or privileges of membership within the Chamber until arrears are brought current. The Board of Directors will review delinquent accounts and action will be discussed and documented during Board of Director meetings.
5.4. Payment of Dues for Removed Members. Members that have been permanently removed from the Membership are not entitled to a return of dues, or any portion thereof.

## ARTICLE IV.

## Meetings of the Membership

## Section 1. Meetings.

1.1. Annual Meeting.-An annual meeting of the general membership shall be held each calendar year by the end of March. The time and date to be fixed by the Board of Directors, notice thereof communicated to each member at least ten (10) days before said meeting.
1.2. Special Meetings. Special meetings of the membership to transact business may be held at any time upon the call of the president, or a majority vote of the Board of Directors. Fifteen (15) percent of the membership shall constitute a quorum at a meeting. A notice shall be distributed to members five (5) days prior to the meeting date.

Section 2. Place of Meetings. Meetings of the Membership shall be held in person or virtually at a place fixed by the Board of Directors.

## Section 3. Notice of Meetings.

3.1. Notice. Notice shall be given to Members entitled to vote at each meeting of the Membership. Notices shall state the place, dates and hours of the meeting and shall also indicate that it is being issued by or at the direction of the Board of Directors-

## Section 4. Organization of Meetings

4.1. Chair. At all meetings of the Membership, the President, or, in their absence, the Vice President or, in their absence, another Director previously elected by the Membership shall preside.
4.2. Secretary. At all meetings of the Membership, the Secretary, or, in their absence, any Recording Secretary or, in their absence, another Director previously elected by the Membership shall act as secretary at the meeting.

Section 5. Qualification of Voters.
5.1. Votes Authorized. A member in good standing shall be entitled to one (1) vote upon each proposition coming before the Annual Meeting or any Special Meetings of the Membership. Each Business, Associate, Non-profit, Community Member, Individual/Retiree and Lifetime member shall have one (1) Official Representative for purposes of voting.

## ARTICLE V.

## Board of Directors

Section 1. Power and Authority. The Board of Directors shall determine the policies and carry out the objectives of the organization and shall create and designate such committees as it deems necessary to accomplish its goals.

Section 2. Number of Directors. There shall be at least eleven (11) but no more that thirteen (13) elected Directors serving on the Board of Directors. A minimum of five (5) Directors shall be selected each year. The Immediate Past President of the Chamber shall serve as a member of the Board of Directors and shall also serve as a voting member of the Board.

Section 3. Qualifications. Each individual director must be identified as the primary member as described in Article III, Membership.

Section 4. Selection Procedure of Directors, Terms of Office \& Vacancies.
4.1. Nominating Committee. A Nominating Committee shall be formed and shall be comprised of the Chair, Executive Director, two (2) active Chamber members and Ex-Officio or Past President, if needed, none of which shall be permitted to run for a board position. The Chair of the Nominating Committee shall be appointed by the President of the Board of Directors. The Nominating Committee must be in place by the September Board of Directors meeting. The Nominating Committee will submit a slate of candidates to the Executive Director. The minimum number of candidates must equal the number of Directors being replaced.
4.2 NOTICE OF NOMINATIONS: The list of candidates nominated by the Nominating Committee, after an interview and application review, shall be communicated to the membership of the Organization within fourteen (14) days of the November Board meeting. The list of candidates need not be mailed separately, but may be a part of a newsletter, general communication, invitation, or other in-print/ electronic communication between the Organization and its Members.
4.3 NOMINATIONS BY PETITION: Additional names of the candidates for Directors may be nominated by petitions bearing the genuine signatures of at least $15 \%$ of the members in good standing in the Organization.
A. Filing Petitions: Such petition shall be filed with the President of the Organization not more than ten (10) days following the mailing of the list of candidates nominated by the Nominating Committee. The President shall forthwith deliver any such petitions to the Chair, and the Nominating Committee shall make a final determination of the legality of any such petition.
4.4 DETERMINATION: 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 November Board Meeting.
4.5 CONFIRMATION AT GENERAL MEETING: If a legal petition shall present additional candidates, the vote shall take place at the next general membership meeting with at least 10 -days notice. Notification regarding the next meeting shall include a notice of the opportunity to vote for nominees to Directorships and shall include a copy of the ballot which will be handed out at the meeting as well as in-print/electronic early voting options. The meeting may also include such other activities as the Board may direct.
4.6 BALLOT: The names of the all the candidates shall be arranged on a ballot in alphabetical order. After the name of each nominee there shall be a brief statement of the nominee's background and qualifications prepared by the nominee and edited in the sole and absolute discretion by the Nominating Committee. Instructions will be to vote for no more than approved number of candidates.
4.7 CONFIRMATION: A Ballot shall be handed out to the attendees at the general meeting or electronically. The Ballot shall be marked in accordance with the instructions printed on the Ballot and handed in at the general meeting to the President or submitted electronically to the Executive Director. The Board of Directors shall meet following this vote to receive the report on the election by the Secretary and to declare the nominees with the greatest number of votes elected to the Board.
4.8 SEATING OF NEW DIRECTORS All newly elected Board members shall assume the duties of the office on the first day of January following their election and shall be participating members of the Board thereafter, replacing those Directors whose terms have expired.
4.9 Terms of Office. The term of office for a Board member shall be two (2) years unless otherwise provided in these By-Laws. The terms of office for all Directors shall begin on the $1^{\text {st }}$ day of January after appointed and shall conclude upon the $31^{\text {st }}$ day of December.
4.10 Vacancies. A vacancy in office arising upon the death, resignation, removal or lapse of membership of a Director. A vacancy on the Board of Directors may be filled by an interim successor appointed by the Board of Directors.

Section 5. Resignation. A Director may resign at any time by giving written notice to the Board of Directors, the President or the Secretary of the Chamber. Unless otherwise specified in notice, the resignation shall take effect upon receipt thereof by the Board of Directors, the President or the Secretary, and the acceptance of the resignation shall not be necessary to make it effective.

## Section 6 Removal of a Board Member

6.1 VOTED REMOVAL OF A BOARD MEMBER: A Board member may be removed from the Board, with or without cause, if actions of the Director do not reflect the mission or the values of
the organization. A Director may be removed only at a meeting wherein the 10 days' notice of such meeting states that the purpose is such removal. Removal from the board at such a meeting would require a two-thirds (2/3) affirmative vote. This board member would not be able to vote within this special meeting.
6.2 AUTOMATIC REMOVAL FROM THE BOARD OF DIRECTORS: Discussions for automatic removal from the Board of Directors shall be held in timely fashion at a regular board meeting.
A. Attendance: A member of the Board who has been absent from three (3) meetings of the Board during their term of office shall automatically be removed from the Board of Directors unless continued presence is approved by the other members of the Board with a two-thirds (2/3) affirmative vote.
B. Non-payment of Dues or Assessments: A member of the Board who is delinquent in their financial duties, and has not rectified it, shall automatically be removed from the Board of Directors unless continued presence is approved by the other members of the Board with a two-thirds (2/3) affirmative vote.
C. Egregious non-compliance with Board Member Expectations: A member of the Board who is in egregious non-compliance with the Board Member Expectations Document that was signed at the start of the current board term, and has not rectified it, shall automatically be removed from the Board of Directors unless continued presence is approved by the other members of the Board with a two-thirds (2/3) affirmative vote. The Governance Committee has the final say on Egregious noncompliance

Section 7. Ex-Officio Members. Representatives from the cities of Stow and Munroe Falls, StowMunroe Falls City Schools and the Stow-Munroe Falls Public Library may be invited to serve as ex-officio members of the Board of Directors. Ex-Officio Directors shall have the right to attend any and all Board meetings and to enter into discussions, but they shall not make any motions or vote in the determination of any matters to come before the Board of Directors.

Section 8. Annual Report. The Board of Directors shall present to membership at the end of the year outlining the strategic plan for the next year. This report shall be filed with the records of this Chamber and a copy thereof entered in the minutes of the proceedings of the Annual Meeting.

## ARTICLE VI.

## Meetings of the Board of Directors

## Section 1. Meetings.

1.1. Regular Meetings. The Board of Directors shall endeavor to convene Regular Meetings on a monthly basis. Regular Meetings of the Board of Directors may be held, with, or without, notice at such times as may be fixed from time to time by of the Board of Directors.
1.2. Special Meetings. Special Meetings of the Board of Directors shall be held whenever called by the President, the Secretary, or any five (5) Directors. Notice of Special shall state the purposes, time and place of the meeting.

Section 2. Quorum. A quorum shall be required for the legal and proper conduct of the business of the Board of Directors. A majority of the voting Directors shall constitute a quorum in order to transact business. In the event that withdrawal of certain Directors renders the Board of Directors without at least a majority of the total number of votes entitled to be cast, no further action can be taken during the meeting.

## Section 3. Organization.

3.1. Chair. At all meetings of the Board of Directors, the President, or, in their absence, the VicePresident or, in their absence, another Director chosen by the Board shall preside.
3.2. Secretary/Parliamentarian. At all meetings of the Board of Directors, the Secretary, or, in their absence, another Director chosen by the Board shall act as secretary of the meeting.

Section 4. Voting. Each voting member of the Board of Directors shall have one vote. A majority vote of those present, provided there is a quorum, shall be sufficient on any proposition presented and acted upon at a meeting.

## ARTICLE VII.

## Officers

Section 1. Officers, Election, Term. The Board of Directors shall elect by majority vote a President, Vice President, Secretary and Treasurer, and such other Officers as it may determine,
who shall be given such duties, powers and functions. Officers shall be elected to hold office for one (1) year from the date of election. Each Officer shall hold office for the term for which they are elected and until their successor has been elected. No two (2) offices may be held by the same person. No Officer shall hold the same office for more than two (2) consecutive terms unless otherwise directed by the majority vote of the Board of Directors.

Section 2. Removal, Resignation. Officers serve at the discretion of the Board of Directors. Any Officer elected by the Board may be removed by the Board. In the event of the death, resignation or removal of an Officer, the President of the Board shall appoint an acting successor to fill the unexpired term. This appointment shall be confirmed or disapproved by the full board.

## Section 3. Duties.

3.1. President. The President shall be the principal executive officer of the Chamber. They shall preside at meetings of the members and of the Board of Directors. In general, the President shall perform all duties as may be prescribed by the Board of Directors from time to time. To avoid conflict of interest as described in Article XI, no there can be no duplicity of position with any other Chamber or like or competing organization in the same year. At the conclusion of their term, the President shall serve as an Immediate Past President, a non-elected member of the Board of Directors.
3.2. Vice President. In the absence of the President, or in the event of their inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties as from time to time may be assigned to him/her by the President and/or the Board of Directors.
3.3 Immediate Past President. The Immediate Past President shall perform such other duties as from time to time may be assigned to him/her by the President and/or the Board of Directors.
3.4. Secretary/Parliamentarian. The Secretary/Parliamentarian shall keep the minutes of the meetings of the Members and of the Board of Directors, The Secretary shall perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to them by the President and/or the Board of Directors
3.5 Treasurer. The Treasurer shall be responsible for the oversight of the Chamber's fiscal records. In general, the treasurer shall perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors. They shall report at meetings of the Board of Directors.
3.6 Executive Director. The Board of Directors may employ an Executive Director who shall have general charge, oversight and direction of the affairs and business of the Chamber, and responsibility for the employment and discharge of staff subject to the overall control and direction of the Board. The duties and responsibilities are located within the employee handbook. The Executive Director shall serve as an ex officio non-voting member of the Board of Directors.

## ARTICLE VIII.

## Committees

## Section 1. Appointments.

1.1 Committees, except for the Nominating Committee and Executive Committee, may be created and appointed by the president with the consent of the Board of Directors as needed for special purposes. All committees of the Chamber shall be comprised of Members of the Chamber. The Board of Directors may establish or waive qualifications for committee membership at its discretion.
1.2 Executive Committee. The Executive Committee shall be comprised of the Executive Director and elected Officers of the Chamber, to wit: President, Vice-President, Secretary/Parliamentarian, and Treasurer. Additional members of the Board of Directors may be appointed to serve on the Committee at the discretion of the Board. The President shall serve as the Chair of the Executive Committee. The Executive Committee shall be empowered to transact only such business as may be necessary between meetings of the Board of Directors. Meetings of the Committee may be called by the Chair or by any two (2) members of the Committee. A quorum shall consist of three (3) of the four (4) elected Executive Committee members. The Committee shall submit a report of its actions at regularly scheduled or special meetings of the Board of Directors.

### 1.3 Governance Committee.

- Is responsible for measuring the Board's performance on a Board level and on an individual board member level to ensure the Board performs at optimal levels at all times.
- Is responsible for planning for Board membership that brings together people with a diverse set of talents and perspectives to work together to fullfill the Organization's mission.
- Ensures the Organization is in compliance with its legal and fiduciary duties.
- Responsible for the Board's and the Organization's governance guidelines and policies.
- Ensure Effective Board processes, structures and roles, committee development, and Board evaluation is completed and appropriate.
- The Committee is responsible for resolution of any Board conflicts and ensuring all Board members are engaged and fully participate, and is responsible for addressing any issues with individual board members to resolve them or ultimately recommend actions to remove the board member.
- Is responsible for the recruiting and succession planning for the Executive Director.
- Ensures the nominating process and election is in compliance with the Chamber By-Laws.
- Chaired by the Vice-President of the Board.


## ARTICLE IX.

## Amendments

Amended or altered bylaws, in whole or in part, must be approved by a majority vote of the Board of Directors and presented to the membership within thirty (30) days for ratification.

ARTICLE X.
Compensation, Reimbursement \& Loans
Section 1. Compensation. No elected Director, Officer or member of a Committee shall receive compensation for their services as a board member on the Board of Directors. The Board of Directors shall be empowered to provide reasonable compensation, together with reimbursement for reasonably incurred expenses, for offices or positions not afforded voting privileges for purposes of corporate decision-making, such as the position of Executive Director.

Section 2. Reimbursement. Notwithstanding the mandates of this Article, at the discretion of the Board of Directors, individual Directors, Officers, members of Committees and employees may be reimbursed in an amount determined by the Board for expenses reasonably incurred by them in the performance of their duties.

Section 3. Loans. No loans or advances shall be made or authorized by the Chamber to any employee, individual or member.

## ARTICLE XI.

## Duty of Loyalty \& Conflict of Interest

Section 1. Duty of Loyalty. No Officer or Director shall engage in any action or establish any interest that compromises their ability to represent the Chamber's best interest.

## Section 2. Conflict of Interest.

2.1 Definition. A conflict of interest exists when a matter to be acted upon by the Board of Directors confers a direct, substantial benefit to any Officer or Director of the Board, or business or agency from which such an Officer or Director derives an income or has authority in governance.
2.2. Abstention. An Officer or Director shall abstain from voting or attempting to influence the vote on any matter before the Board that places him or her in a conflict of interest.
2.3. Disclosure. An Officer or Director shall disclose any conflict or potential conflict as soon as they recognize the conflict. If self-disclosure is not revealed, the Board President or any member of the Board of Directors can, prior to voting on a specific matter in which a potential conflict of interest exists, inquire whether any member of the Board desires to abstain from voting because of a conflict of interest. If no conflict of interest is disclosed but the President or any other member of the Board states the opinion that such a conflict exists and the challenged Board member refuses to abstain from the deliberations or voting as requested, the President shall immediately call for a vote of the Directors to determine whether the challenged Officer or Director is in a conflict of interest. If a majority of the Directors present vote to require the abstention of the challenged Officer or Director, that Officer or Director shall not be permitted to vote.

## ARTICLE XII.

## Construction

If there is any conflict between the provisions of the Certificate of Incorporation and the By-Laws, the provisions of the Certificate of Incorporation shall govern.

## ARTICLE XIV.

## Dissolution

Section 1. Dissolution. This Chamber may be dissolved by a three-fourths (3/4) majority vote of the Board of Directors.

Section 2. Residual Assets. Upon dissolution of the organization, any residual assets shall be donated to a not-for-profit organization(s) in accordance with our Articles of Incorporation dated April 20, 1982.

## ARTICLE XV.

## Fiscal Year

The fiscal year of the Chamber shall commence on the first day of January and end on the last day of December.

## ARTICLE XVI.

## Harassment

Harassment of any kind is not productive and will not be tolerated by this Chamber. Any individual bound by these By-Laws who is subject to verbally abusive language relating to race, ethnicity, national origin, gender, religion, veteran status, marital status, age, disability or sexual orientation, or who experiences inappropriate physical touching or suggestive language is encouraged to report it immediately to the President. Any individual bound by these By-Laws who is aware of such verbally or physically abusive conditions should report such activity immediately. The general policy will be reflected in the personnel procedures and program procedures promulgated by the Chamber to cover its staff as appropriate. However, nothing in this Article will bind the staff of the Chamber, who will instead be covered by the procedures contained in their personnel policies and program procedures.

## ARTICLE XVII.

## Indemnification of Directors, Officers, and Employees

1. Indemnification of Trustees, Officers and Employees. The Corporation shall indemnify any present and former trustee, officer, or employee of the Corporation against expenses actually and necessarily incurred by him/her in connection with the defense of any action, suit, or proceedings, criminal or civil, to which they are made a party by reason or being or having been such a trustee, officer, or employee, provided (a.) they are not adjudicated negligent or guilty of misconduct in the performance of their duty to the Corporation (b.) they acted in good faith in what they reasonably believed to be the best interest of the Corporation and in addition, in any matter the subject of a criminal action, suite or proceeding they had no reasonable cause to believe that their conduct was unlawful. The determination as to (a.) and (b.) shall be made by the Board of Directors at a meeting at which a quorum of Directors who are not parties to such action, suite, or proceeding is present. Any Director who is a party to such action, suit or proceeding shall not be qualified to vote, and if for this reason, a quorum of the Board cannot be obtained to vote on such indemnification, no indemnification shall be made except in accordance with the Non-Profit Corporation Law of Ohio. Any indemnification made in accordance with this listing shall not be deemed exclusive of any other rights of indemnification, to which any trustees, officers, or employees may be or become entitled by law, under the Articles of Incorporation or under these By-Laws.
2. Binding Effect. Any person entitled to indemnification under these By-Laws has a legally enforceable right to indemnification which cannot be abridged by amendment of these By-Laws with respect to any event, action or omission occurring prior to the date of such amendment.
3. Insurance. The Chamber is required to purchase Directors and Officers ("D \& O") liability insurance. To the extent permitted by law, such insurance shall insure the Chamber for any obligation it incurs as a result of this Article, or operation of law, and it may insure directly the Directors, Officers, employees or volunteers of the Chamber for liabilities against which they are not entitled to indemnification under this Article, as well as for liabilities against which they are entitled or permitted to be indemnified by the Chamber.
4. Nonexclusive Rights. The provisions of this Article shall not limit or exclude any other rights to which any person may be entitled under law or contract. The Board of Directors is authorized to enter into agreements on behalf of the Chamber with any Director Officer, employee or volunteer to provide them rights to indemnification or advancement of expenses in connection with potential indemnification in addition to the provisions therefore in this Article, subject in all cases to the limitations of Section 2 of this Article.

## ARTICLE XIII.

## Parliamentary Authority

The rules contained in Robert's Rules of Order Newly Revised shall govern the Corporation in all cases in which they are applicable and in which they are not inconsistent with these By-Laws.

These Amended By-Laws were approved by the Board of Directors of the Stow-Munroe Falls Chamber of Commerce on ___September 8, 2022__. Their implementation is effective $\qquad$ September 8, 2022

Adopted by the Membership
September 15, 1987

Adopted by the Membership
November 17, 1987

Adopted by the Membership
January 22, 1994
Adopted by the Membership (Full Review)
November 15, 1994

Adopted by the Membership
January 16, 1996
Adopted by the Membership
May 21, 1996
Adopted by the Membership
January 19, 1999
Adopted by the Membership
September 17, 2002
Proposed Amendment to Board (Full Review)
September 9, 2003
Adopted by the Membership (Full Review)
November 18, 2003
Proposed Amendment to Membership (Article IX)
February 20, 2018

Adopted by the Board of Directors (Full Revision) April 12, 2018

Adopted by the Board of Directors (Full Revision) September 8, 2022

