

CONSTITUTION & BY LAWS
of the
AURORA AREA CHAMBER OF
COMMERCE
Aurora, Ohio

ARTICLE I -- NAME AND LOCATION

Section 1. OFFICES: The name of the organization shall be the AURORA AREA CHAMBER OF COMMERCE, with its principal offices in the City of Aurora, Portage County, Ohio, along with the initiative which is known as the "Visitor's Bureau, which shall collectively sometimes be referred to herein as "the Chamber" or "Aurora Chamber of Commerce".

ARTICLE II -- PURPOSE

Section 1. PURPOSE: The Aurora Area Chamber of Commerce, as an active and vital member of the community of Aurora, seeks to unite all business, commercial, industrial, professional and civic interests to promote the overall well-being of the community.

Section 2. MISSION: To facilitate the growth of Aurora area businesses, promote tourism, and invest in programs that enhance and enrich the community.

ARTICLE III -- MEMBERSHIP & FINANCE

Section 1. ELIGIBILITY: Companies and individuals of good, standing, who are interested in the commercial, industrial, educational and civic progress of the Aurora, Ohio area shall be eligible for membership. "Good standing" shall require the timely payment of dues and such other consideration as may be deemed appropriate by the Board of Directors, sometimes referred to herein as "the Chamber Board"..

Section 2. ACCEPTANCE: Approval of the application by a majority of the Board of Directors constitutes acceptance into membership.

Section 3. CANCELLATION: In the event that a member loses his good standing or in some way acts to bring ill will to the Chamber, the Board of Directors may, at its discretion and after a hearing if the member so desires, cancel the membership involved.

Section 4. FISCAL YEAR: The fiscal year shall be from January 1 - December 31.

Section 5. DUES: Memberships shall be annual. Memberships commence on the date the Board of Directors approve an application or on the date dues are paid, whichever is later. Dues shall be billed annually and identified as delinquent if not paid within 30 days of the identified renewal deadline. Prior members who did not pay their dues prior to the renewal deadline and who were otherwise in good standing may be reinstated upon payment of dues for the entire membership year without the necessity of a vote by the Board of Directors.

Section 6. REPRESENTATION: Each member shall be entitled to all rights of

membership listed in Chamber publications, and voting by ballot, voice, or email. Each member company shall designate one individual to be listed as its Primary chamber representative who will exercise that member company's right to vote.

ARTICLE IV – BOARD OF DIRECTORS

Section 1. DIRECTORS: The government of the Chamber, the direction of its works and the control of its property and finances shall be vested in a Board of Directors, hereinafter referred to as "Board", consisting of nine (9) members in good standing who shall be elected by the Chamber membership and such additional members as may be elected by the Board pursuant to the provisions below.

- A. Elected members of the Board shall serve for a term of three (3) years.
- B. Upon their election, the Board shall meet, qualify and elect from their own number a President, Vice President, Secretary and Treasurer.
- C. The Board shall have the power to fill all vacancies occurring on the Board between annual elections, and those so appointed shall fill out the unexpired term of the person they succeed.
- D. The Board of Directors should reflect the diverse types of business classifications represented within the membership of the Chamber. Should the Board determine that one or more of these classifications is not represented on the Board, the Board, at its discretion, may appoint non-voting ex-officio member(s) to the Board from the membership from the classification(s) not represented. Such members shall serve at the pleasure of the Board until the next election. No more than 2 members from one classification should serve on the Board simultaneously. Two persons from the same business entity should not serve on the Chamber Board at the same time.
- E. The Board may also select Liaison member(s) to serve the Board as it deems appropriate, including, but not limited to, a representative as designated by the City Council of Aurora and the Aurora Board of Education. Liaisons shall have no Board voting privileges.
- F. The immediate past president of the Chamber shall be a voting member of the Board for a period of one year after the expiration of their presidency.
- G. The Board may also elect such additional voting directors from the Chamber's membership as it deems necessary to

assist in carrying out the mission and goals of the Chamber. The Board shall determine the length of term for such additional Directors.

- H. The Board may adopt such rules and regulations for conducting the business of the Chamber and for carrying on its work as may be consistent with this Constitution and By Laws. The Board shall meet at least once each month at such place, date and hour as may be fixed by the Board or President. A majority of the voting members of the Board shall constitute a quorum.
- I. The Board shall submit to the membership an annual report of the work of the Chamber.
- J. Any Board member who is absent from three consecutive Board meetings and/or monthly luncheon meetings of the membership without an excuse deemed reasonable and so recorded by the Board, shall automatically relinquish his/her place on the Board and the vacancy shall be filled as provided above.

Section 2. **ELECTION OF DIRECTORS.** The election of Directors shall take place prior to the annual meeting each year. Officers shall be elected before the 1st Board meeting of the new year.

- A. Prior to the convening of the election, the Board of Directors may establish additional regulations beyond those contained herein. To the extent no additional regulations are enacted, those contained in this "Constitution and By-Laws" shall govern.
- B. All members in good standing are eligible for election as a Director.
- C. **NOMINATING COMMITTEE:** The President shall appoint a nominating committee by July 1st, or as soon thereafter as possible, consisting of a minimum of two (2) members of the Board who are not standing for re-election and a minimum of one (1) at large Chamber member who is not currently serving as a Director.
- D. **PROCEDURE:** The nominating committee shall submit a slate of members recommended for election as directors to the Board at the August meeting of the Board, or as soon thereafter as possible. The number of candidates shall, wherever possible, be equal to at least the number of directors to be elected. If approved by the Board, the slate of candidates shall be submitted to the membership for election at the next membership meeting. The Board shall have the right to add such candidate(s), as it deems appropriate, to the slate

submitted by the Nominating Committee. The ultimate objective shall be to insure that the candidates elected to the Chamber Board are those favored by as many Chamber Members as possible.

- E. **VOTING PROCEDURE:** Members shall receive a ballot. Ballots shall be submitted to the Chamber office and shall be counted by at least a majority of the members of the Executive Board not standing for re-election or, if such requirement cannot be satisfied, by such member(s), not standing for election, as selected by the President. A plurality of votes shall constitute election as a Director. Ties shall be broken by the Executive Board.
- F. **Board Members Elect:** Board member(s) elected shall be invited to attend all Board meetings held between their election and assuming office, as Non-Voting Member(s).

ARTICLE V -- OFFICERS

Section 1. **CLASSIFICATION.** The Officers of the Chamber shall be a President, Vice President, Treasurer and Secretary. The President and Vice President shall be elected to serve for a term of two (2) consecutive years. The Treasurer and Secretary shall be elected to serve for a term of one (1) year. The Vice President may continue to the seat of President without term limits being imposed at the discretion of the Board.

Section 2. **DUTIES OF OFFICERS AND THE EXECUTIVE DIRECTOR:**

- A. **President:** The President shall preside at all meetings of the Board of Directors and the membership. He or she shall be chairman of the Executive Board. He or she shall perform all duties incident to the office and recommend such action, as he or she may deem necessary to increase the efficiency and usefulness of the Chamber. When so authorized by the board, he or she shall have authority to sign all contracts, notes or other obligations of the Chamber and to execute deeds, mortgages, leases or deeds of trust. He or she shall be an ex-officio member of all committees.
- B. **Vice President:** The Vice President shall act in the absence or disability of the President. He or she shall be responsible for whatever duties are assigned by the President.
- C. **Treasurer:** The Treasurer shall have general supervision of all finances of the Chamber. He or she shall be responsible for financial reports in the absence of the Executive Director. He or she shall be Chairman of the Budget Committee and shall review all business transactions of the Chamber, including accounts of its assets, liabilities, receipts, disbursements,

gains, losses, stated capital and equity, together with such other accounts as may be required. Upon the expiration of his term of office, the Treasurer shall turn over to his or her successor or to the board all property, books, papers and money of the Chamber in his hands; and shall have such other powers and duties as may from time to time be assigned by the Board or the President.

E. **Secretary:** The Secretary shall keep minutes of all the proceedings of the board and shall make proper record of the same, which shall be attested by him/her and shall have authority to execute and deliver certificates as to any of such proceedings and any other records of the corporation; have authority to sign all certificates for shares and all deeds, mortgages, bonds, agreements, notes and other instruments to be executed by the corporation which require the Secretary's signature; cause notice to be given of meetings of Directors; keep such books and records as may be required by law or by the Board and, in general, shall perform all duties as may from time to time be assigned by the Board or the President.

F. **Executive Director:** The Executive Director shall be hired and serve at the direction of the Board. The Executive Director shall be the Chief Administrative Officer of the Chamber and shall be responsible for and have the power to administer the program of work and operation of the Chamber in accordance with its Constitution and By Laws, policies and as directed by the Board. He/She shall be the custodian of all financial and corporate records of the Chamber and shall serve as an ex-officio member of all committees.

ARTICLE VI -- EXECUTIVE BOARD

Section 1. **STRUCTURE.** The Executive Board shall be composed of the President, Past President, Vice President, Treasurer and Secretary.

Section 2. **DUTIES.** The Executive Board shall be subject to the call of the President or a majority of the Executive Board and shall act in an executive capacity between meetings of the Board upon matters requiring immediate attention. Minutes of all meetings of the Executive Board shall be kept and submitted to the Board.

ARTICLE VII -- COMMITTEES

Section 1. **APPOINTMENT.** Standing committees shall be created annually to perform duties pertaining to the Chamber's annual program. Special committees shall be named when deemed advisable to perform duties of a temporary or unusual nature. The Board shall approve all committees, except the Executive Committee.

Section 2. **FUNCTIONS.** It shall be the function of the committees to carry out the duties and responsibilities assigned to them by the Board. They shall not commit themselves nor the Chamber on matters involving policy or appropriations of funds unless specifically granted authority by the Board. No standing or special committee shall represent the Chamber in advocacy of or in opposition to any matter without the express consent of the Board. All news releases following committee action must first be cleared through the Executive Committee. Meetings of any standing or special committee may be called at any time by the President, or the Chairman of that committee.

Section 3. **COMMITTEES.** The Chamber will organize committees as necessary to support the areas of business advocacy, membership services, and tourism promotion. Each committee shall elect a chairperson from its membership and present such plans and reports to the Board as may be appropriate to carry out its goals. Committees shall be made up of members in good standing and each committee shall include at least one Board member. Each Chamber Board Member shall serve on at least one (1) Committee.

ARTICLE VIII -- MEETINGS

Section 1. **ANNUAL.** The annual meeting of the Chamber shall be held in January.

Section 2. **SPECIAL.** The Board may provide for monthly, quarterly or such other meetings of the Chamber as may be considered desirable or necessary. Special meetings may be called by the President, the Board, or by ten (10) members in good standing.

Section 3. **NOTICE.** Each member of the Chamber shall be given notice in writing of the annual meeting or any special meeting of the membership at least five days in advance of such meeting.

Section 4. **ADDRESSES.** No one but a member shall address a meeting except upon the invitation of the President, or the Board.

ARTICLE IX -- DISBURSEMENTS

Section 1. **MANNER.** All disbursements of Chamber funds shall be made in accordance with the written Expense Policies & Procedures.

ARTICLE X -- AUDIT OF ACCOUNTS

Section 1. **RECORDS.** An annual Audit of the books, records and accounts of the Chamber shall be made at the conclusion of each fiscal year, and at such other times as the Board may wish, by a certified public accountant selected by the Board. The Audit, when complete, shall be submitted in written form to the Board for its consideration and made available to members upon request. The Board may, in its discretion, choose to cause a Review of its books and records to be made by an independent certified public accountant in place of an Audit.

ARTICLE XI -- REFERENDUM

- Section 1. **SUBMISSION.** Upon the request in writing of fifty-one per cent (51%) or more of the Members in good standing, or by a majority vote of the Board of Directors, the Board of Directors shall submit any question to the Membership for a referendum vote at either a General Membership Meeting called for that purpose or by mailing to the General Membership a ballot containing the question. If the ballot is mailed to the General Membership, a supporting statement for each side of the question shall accompany the ballot. The decision of the General Membership, arrived at by tallying all valid ballots, shall be final and binding upon the Board of Directors.

ARTICLE XII --ELECTION REGULATIONS

- Section 1. If more than two (2) seats are elected from the same classification, deference shall be given to the current member running for re-election.
- If one of those seats should become vacant within the elected term, then a replacement shall be chosen from members in good standing, from the most recent ballot in that same classification.
- Section 2. Of those members offering to run for election to the Board of Directors, those receiving the next highest vote count, will be given the first right of refusal to fill any vacant seats, prior to the next election, provided that they do not fall into a classification already represented by two current Board Members.
- Section 3. In the event of a tie, deference shall be given to the incumbent member in good standing.
- Section 4. A tie between two (2) or more newly elected members, shall fall to the discretion of the Board of Directors, not currently up for reelection in that year.
- Section 5. In the event of a tie in a run-off by the Board, the final decision shall rest with the current President of the Board of Directors.
- Section 6. Ballots should be destroyed once the election is complete and all available seats, as determined by the Board, have been filled. However, confidential results shall be kept by the Executive Director.

ARTICLE XIII -- PUBLICATIONS

- Section 1. COORDINATION. All utterances and publications made in the name of or on behalf of the Chamber shall be in accordance with the general policy of the Chamber as authorized by its By Laws and the Board.
- Section 2. LIMITATION. No important utterances concerning the policy or welfare of the Chamber shall be made without specific approval of the Board. No endorsement shall be made of any political candidate, group or party.

ARTICLE XIV -- PARLIAMENTARY RULES

- Section 1. TO GOVERN. The proceedings of all meetings shall be governed and conducted in accordance with Robert's Rules of Order.
- Section 2. AMENDMENTS. The Constitution and By Laws may be amended or altered by a majority vote of the membership voting at any duly called membership meeting, or by a majority vote of members voting in a mail referendum. All proposed amendments shall first receive the approval of the Board before being submitted to the membership.
- Section 3. REVIEW. The Constitution and By Laws shall be reviewed every four (4) years by a special committee appointed by the Board.

ARTICLE XV - POLICIES

- Section 1. POLICIES. The Board may interpret the provision of the Constitution and By Laws and may promulgate such rules and policies, as it deems necessary to carry out the mission and goals of the Chamber so long as such policies do not conflict with or violate the provisions of the Constitution and By Laws.

ARTICLE XVI -- DISCIPLINE

- Section 1.** In the event the Chamber imposes discipline on a Board Member or a Chamber Member, the disciplined individual shall be entitled to the following:
- A. Upon the request of the disciplined individual, the entire Chamber Board will reconsider whether that individual was entitled to be disciplined, as well as the appropriate amount of the discipline under the circumstances. In the event that the Chamber Board, in its sole discretion, determines it to be advisable, may allow the disciplined individual to appear before the Chamber Board at a date established by the Chamber Board. The Chamber Board shall determine the nature of the proceedings should any such appearance be allowed. At the conclusion of that appearance, the Chamber Board shall determine whether the discipline accorded

was appropriate, or whether it should be altered in any way. The Chamber Board's determination on this subject shall be final.

ARTICLE XVII -- DISSOLUTION

Section 1. The Chamber shall use its funds only to accomplish the purposes as stated in this Constitution and By Laws and no part of said funds shall inure, or be distributed, to the members of the Chamber. Upon cessation of operations, any funds remaining after discharge of all obligations shall be distributed to one or more regularly organized and qualified charitable, educational, scientific or philanthropic organization to be selected by the Board.

Approved by a majority vote on _____, 20_

By-Laws effective _____, 20_