

Twinsburg Chamber of Commerce  
Twinsburg, Ohio  
Established as a non-profit corporation April 20, 1921

## BYLAWS

### Article I - Name

Section 1. The name of the corporation shall be the Twinsburg Chamber of Commerce.

### Article II - Object

Section 1. The Twinsburg Chamber of commerce is organized for the purpose of advancing and developing the commercial, industrial, civic interests and tourism of our trade area, upon which no geographic limitations are placed.

### Article III - Limitation of Methods

Section 1. The Twinsburg Chamber of Commerce shall be non-partisan, non-sectional, and non-sectarian, and shall take no part in or lend its influence or facilities, either directly or indirectly, to the nomination, election, or appointment of any candidate for office in City, Township, County, State, or Federal government, and shall observe all local, state and federal laws which apply to a non-profit organization as defined in Section 501(c)(6) of the Internal Revenue Code. The Chamber may endorse appropriate issues.

### Article IV - Membership

Section 1. **Eligibility.** Any business or non-profit organization which is in agreement with the aims and objectives of the Twinsburg Chamber of Commerce shall be eligible for membership, which may be acquired by paying the annual dues and subject to approval by the Board of Directors and/or the Executive Director. For the purpose of these by-laws, the word business shall have the following meaning: **BUSINESS** - legally established businesses, individuals (self-employed), corporations or partnerships who are (1) actively engaged in conducting business, (2) who are in agreement with the purposes of the Twinsburg Chamber of Commerce, (3) who will agree to abide by the by-laws, and (4) have paid all current dues. An additional category of membership, **NON-PROFIT ORGANIZATION**, is defined as any non-profit organization whose aims are compatible with the Chamber.

Section 2. **Voting.** Each organization in good standing shall be limited to one membership and entitled to one vote only.

Section 3. **Representation.** Each business or non-profit organization must designate a representative. They shall have the right at any time to change such representative and alternate(s) upon written notice to the Board.

Section 4. **Dues.** The Board of Directors shall determine the dues schedule for the following year and report it to the membership prior to the nomination of officers, if there is to be any change. If any member of this Chamber shall fail or refuse to pay the annual dues, then within a period of sixty (60) days after the same are due and payable, the member shall then stand suspended and may be terminated without regard to any other provision of these By-laws. The suspended member may be restored to good standing, however, upon such terms as seen fit by the Executive Director within thirty (30) days of suspension.

Section 5. **Honorary Membership.** Honorary memberships may be awarded to individuals at the discretion of the Board of Directors. Honorary membership shall include all the privileges of active membership.

Section 6. **Expulsion.** Any member may be dropped from membership at the discretion of the Board of

Directors for non- payment of dues or other just cause. Dues paid are not refundable.

Section 7. **Resignation.** Any member, upon written request addressed to the Board of Directors, may resign from the Twinsburg Chamber of Commerce. Dues paid are not refundable.

### **Article V - Meetings**

Section 1. The Board of Directors may provide for holding regular membership meetings whenever it may be considered necessary or desirable, but not less frequently than once in three months

Section 2. The Secretary shall call a special membership meeting upon written request of (1) the President, (2) three board members, or (3) twenty members. Twenty members in good standing shall constitute a quorum at all membership meetings.

Section 3. The annual meeting of the Board of Directors of the Chamber shall be held as soon as practicable after the close of the fiscal year, at a time and place to be determined by the Board of Directors.

### **Article VI - Fiscal Year**

Section 1. The fiscal year shall begin the first day of January and end at midnight of the thirty-first day of December.

### **Article VII - Board of Directors**

Section 1. The government of the Twinsburg Chamber of Commerce, the direction of its work, and control of its property shall be vested in a Board of Directors no less than 13 and no more than 19 members. In addition, there will be four liaison positions, representing Twinsburg City Council, Twinsburg Township Trustees, Village of Reminderville and Twinsburg City Schools. Liaisons are to be appointed by their respective bodies. They have no voting authority. The directors are to be elected by the membership to serve one 2 year term up to three 2 year terms.

Section 2. It shall be the responsibility of the Board of Directors to elect a President, First Vice President, Second Vice President, Secretary, and Treasurer from the duly elected Board. The Board of Directors shall have the power to fill its own vacancies. It shall meet not less frequently than once a month at such time and place as it will determine. A quorum of a simple majority of voting members is necessary at all legally called meetings. Special meetings may be called by the President or by three Board members, providing all board members are notified of the purpose of the meeting at least 24 hours prior to said meeting.

Section 3. The Board of Directors shall appoint all committees it deems necessary, and these committees shall serve at the discretion of the Board.

Section 4. Non-excused absence from three consecutive regular Board meetings or fifty percent (50%) of regular Board meetings and/or special events in any twelve (12) month period, unexcused, shall be construed as resignation from this Board. Special events are defined as income-producing opportunities that require a committee for organization.

Section 5. (a) The President shall appoint a Nominating Committee of five (5) members by July 1<sup>st</sup>.

Section 5. (b) The entire membership shall be polled by the nominating committee for willingness to serve on the Board of Directors. Members of the Board of Directors must be members of the Chamber in good standing.

Section 5 (c.) The Nominating Committee shall submit to the Board of Directors by October 1<sup>st</sup>, a slate containing nominees as stated in the bylaws and certifying that nominees contained therein had consented to serve if elected. Solicitations of interest from the floor will be called for at the September membership meeting. No Board member who has served three consecutive two-year terms is eligible for election for a fourth term. A period of one (1) year must elapse before eligibility is restored.

The official ballots shall be provided to the Chamber membership by the first business day in November. Ballots

are to be returned to the Chamber office by mail, e-mail or fax within ten (10) days and tabulated by the Chamber staff. All tie votes are to be decided by toss of coin. Loss of ballot shall void member's right to vote.

Section 6. By the regular December Board meeting, the Board of Directors shall be called for the purpose of electing officers. Prior to this meeting, a slate of officers will be presented to the Board by the Nominating Committee.

Section 7. The Chamber may, by resolution of the Board of Directors, provide for indemnification by the Chamber of any and all current or former Board members, officers and employees, against expenses actually and necessarily incurred by them in connection with the defense of any action suit or proceedings in which they or any of them are made parties, or a party, by reason of having been Board members, officers or employees of the Chamber, except in relation to matters as to which such individuals shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability for negligence or misconduct.

### **Article VIII - Executive Director and Staff**

The Board of Directors shall, at its discretion, hire a qualified person or persons to serve as Executive Director and staff of the Twinsburg Chamber of Commerce. Supervisory authority of the Executive Director and staff are under the jurisdiction of the Executive Board. This authority may be changed by a 2/3 vote of the Executive Board.

### **Article IX - Officers**

Section 1. (a) The President shall preside at all meetings of the Chamber and of the Board of Directors, and perform all duties incident to this office. He or she shall be an ex-officio member of all committees. The President, or his or her appointed officer, will be the official representative and spokesman of the Chamber of Commerce.

Section 2. The 1<sup>st</sup> Vice-President shall act in the absence of the President, the 2<sup>nd</sup> Vice-President shall act in the absence of both, the Secretary shall act in the absence of all three, then a member of the Board shall act in the absence of all four.

Section 3. The Treasurer, hereby designated as the Chairperson of the Finance Committee, shall supervise the receipt and disbursement of Chamber funds. No disbursements over five hundred (500.00) shall be made except regular periodic bills, such as salaries, rent, telephone, office expenses, etc., unless they shall have been authorized by the Board of Directors. When requested, the Finance Committee shall make reports to the Board of Directors. The Chamber Administrator will reconcile Chamber bank statements and will act as liaison of the Chamber accounts. The signers on financial accounts Executive Director and/or the Chamber Administrator) shall be bonded at the discretion and expense of the Chamber.

Section 4. The duties of the Secretary and/or designee approved by the Executive Board shall be: (1) To keep all minutes, and to see that the membership roll, and records of all kinds, properly dated and recorded in permanent form, are available to members' inspection at reasonable times. (2) To see that all officers and members are notified of any and all meetings which concern them. (3) To see that agendas or order of business for all executive or membership meetings are prepared. (4) To see that all elected or appointed persons are notified of such election or appointment, furnishing necessary documents or papers to committees or officials, including credentials for delegates. (5) To call to order and preside over all meetings until election of a pro-tem chairman in the absence of all senior officers.

Section 5. The powers and duties of the officers shall be such as their titles by general usage would indicate and as are required above, and such as may be assigned to them by the Board of Directors.

Section 6. Terms of office shall be 2 years or until a successor is elected. Succession of officers is not automatic.

Section 7. Any elected or appointed director may be removed by the Board of Directors with cause, whenever in its judgment the best interests of the Chamber would be served. Such removal shall be with a two-thirds (2/3) Board vote of eligible board members. The said Board Member would not be eligible to vote.

## **Article X- Executive Board**

Section 1. An Executive Board will automatically be established after the Board elections. It will be comprised of the President, 1<sup>st</sup> Vice-President, 2<sup>nd</sup> Vice-President, Secretary, Treasurer, and the Past-President of the Board of Directors.

Section 2. The Executive Board will serve as a supervisory liaison between the Board of Directors and hired personnel. It will promote communication between all members of the Chamber of Commerce, and its committees and boards.

Section 3. The Executive Board will serve as a clearinghouse for those issues too large, sensitive or complex to be handled by the entire Board in the limited time available.

Section 4. The Executive Board will meet on an as-needed basis.

Section 5. Executive Board members shall serve a 2-year term unless term is limited. (Refer to Article VII Section 5. (c) ).

## **Article XI - Amendments**

Section 1. These bylaws may be amended by two thirds vote of those present at any regular or special meeting of the Chamber of Commerce, provided notice of the proposed change shall have been given all members not less than ten days prior to such meeting or by two-thirds vote of ballots received at the Chamber office by mail, e-mail or fax when amendment ballots are provided to members.

## **Article XII - Parliamentary Procedure**

Section 1. All questions of parliamentary procedure shall be determined according to the current edition of Roberts Rules of Order

These Bylaws are written as revised and adopted on June 19, 1975, with additional revisions adopted on May 27, 1976; October, 1981; November 17, 1983; December 30, 1994; January 29, 1998; September 21, 2000; September 6, 2002; August 18, 2011; October 20, 2015; February 8, 2017 and January 22, 2020.