

Southeast Region Chamber of Commerce Bylaws
Revised October 2, 2018

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ARTICLE I - NAME OF ORGANIZATION

- A. The name of this organization, operated as a non-profit corporation which is incorporated as a non-profit corporation under the laws of the State of Ohio, shall be "THE SOUTHEAST REGION CHAMBER OF COMMERCE."
- B. For convenience and brevity, it shall be referred to hereafter in these by-laws as "THE CHAMBER."
- C. The Chamber shall take whatever action is necessary, from time to time, to retain the exclusive legal rights to the use of the name "SOUTHEAST REGION CHAMBER OF COMMERCE."

ARTICLE II - OBJECTIVES

- A. The objectives of the SOUTHEAST REGION Chamber of Commerce shall be to promote, protect and serve the civic, social, commercial, industrial and general business interests of the Southeast Region and its trade area.
- B. The Chamber, in its membership and activities, shall be non-partisan, non-sectarian, non-sectional, and apolitical.
- C. The Chamber will work with the member Cities of the Southeast Region to promote the welfare of local business.
- D. The Chamber will serve as a catalyst to network for businesses in the Southeast Region so that they may relate to each other in a positive manner.

ARTICLE III - MEMBERSHIP

A. ELIGIBILITY

- 1. Any person, association, private or municipal corporation, partnership or estate having interest in common with the Chamber may apply for membership in the Chamber.
- 2. Membership is open to classes of Individuals and companies in the Southeast Region and neighboring communities.

B. CLASSES OF MEMBERSHIP

- 1. Each membership in the Chamber shall be designated as being in one the following classes.
 - a. Industrial: comprised of representatives from manufacturing and/or assembly establishments, warehouse or divisional offices of manufacturing or assembly.
 - b. Retail: comprised of representatives of retail stores, including banks and other financial institutions and motel/hotel operations.
 - c. Professional: comprised of medical doctors, dentists, optometrists, psychologists, veterinarians, attorneys, ministers, engineers, school officials, or any other occupations considered applicable to this category
 - d. General Business: comprised of builders, contractors, developers, insurance agencies and agents, real estate salespersons, outside sales or any other occupation considered applicable to this category.
 - e. Civic and Residential: comprised of residents not classified in above categories, elected and non-elected city officials and any individual not covered by any other category.

C. MEMBERSHIP ASSIGNMENTS

- 1. For each increment of annual dues paid by a firm, that firm may assign an individual and an alternate to a membership in the Chamber as representative of that firm. However, no member shall have more than a single vote on all matters.

D. APPLICATION FOR MEMBERSHIP

- 1. Applicants for membership shall make application in writing to the Chamber on the form provided by the Chamber.
- 2. Applications for membership may be considered and acted upon by the Chamber.
- 3. Applications for membership may be considered as long as the Chamber has received no recorded formal complaints regarding the applicant.

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4. The affirmative vote of a majority of the full Board of Directors shall constitute approval of an applicant for membership.

E. MEMBERSHIP FEES

1. The membership fee for members of the Chamber shall be in accordance with the current dues schedule at the time payment is due, or at the time for approval of the Membership Application, said dues structure to be reviewed and approved annually by the Board of Directors.
2. Payment of Dues
 - a. Dues are payable in the current calendar year.
 - b. All Members shall be billed annually in October for the following calendar year, and shall be considered as delinquent in payment if not fully paid by January 31 of the ensuing calendar year.
 - c. Dues relative to new membership will be pro-rated by quarter.

- D. Any members whose dues are paid in full for the current fiscal year shall be deemed "in good standing."

F. PRIVILEGES OF MEMBERSHIP

1. Voting Rights
 - a. Voting shall be by individual members in good standing.
 - b. Each member, or designated alternate, in good standing, shall have a single vote.
 - c. Any person, firm, association or corporation holding membership shall have the right at any time to change any or all of its representatives upon written notice to the Chamber of Commerce.

G. HONORARY MEMBERSHIPS

1. The Board of Directors may, at its discretion and by a majority vote, grant an Honorary Membership subject to the following provisions:
 - A. Eligibility - The nominee shall have:
 - i. Distinguished themselves in community service.
 - ii. Given 5 or more years of service to the Chamber.
 - iii. Reached the age of retirement from business life or have actually retired.
2. Honorary members shall be exempt from paying dues, and shall enjoy all the privileges of active membership, including the right to vote.
3. Honorary memberships shall be reviewed at least annually for renewal or elimination of any given membership as approved by the Board of Directors.

H. AFFILIATE MEMBERSHIPS

1. The Board of Directors may, at its discretion and by a majority vote of the full board, grant an Affiliate Membership to a non-profit civic corporation or organization having interests in common with the Chamber.
2. An organization holding an Affiliate Membership may assign an individual as its representative member, subject to approval of such representative by the Board of Directors.
3. Affiliate members shall be exempt from paying dues.
4. Affiliate members shall not have voting privileges.
5. Affiliate members shall not have the privilege of serving on the Board of Directors.
6. Affiliate memberships shall be reviewed at least annually for renewal or elimination of any given membership as approved by the Board of Directors.

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I. EMERITUS MEMBERSHIP

1. The Board of Directors may, at its discretion and by a majority vote of the full board, grant an Emeritus Membership, subject to the following provisions:
 - A. Eligibility - The nominee shall have:
 - i. Distinguished himself in community service.
 - ii. Served a minimum of 5 (five) years as a member of the Board of Directors.
2. Emeritus Members shall not be exempt from paying dues and shall enjoy all the privileges of active membership, including the right to vote.
3. An Emeritus member does not have to be renewed; once established; the membership cannot be rescinded.

I. TERMINATION OF MEMBERSHIP

1. Membership in the Chamber may be terminated at the direction of the Board of Directors in the following events:
 - a. Written resignation, accompanied by a remittance in full for all dues payable, pro-rated to the date of resignation. Any pre-paid dues are forfeited.
 - b. Failure to pay dues within a period determined and approved by the Board of Directors.
 - c. For conduct unbecoming a member after thirty days written notice and an opportunity for a hearing by the Board of Directors and following a majority vote of the Board of Directors.

ARTICLE IV - GOVERNMENT OF THE CHAMBER

A. BOARD OF DIRECTORS

1. The authority and control of the activities of the Southeast Region Chamber of Commerce shall be vested in a Board of Directors consisting of nine Directors who are elected annually for terms of two years as herein provided.
2. The Board of Directors, by a simple majority vote, shall be the final determination to increase or decrease the number of Directors who constitute the Board of Directors, but shall not reduce the Board membership to less than 9 members.
3. Directors shall be elected from the general membership as determined by the Executive Committee and approved by the Board of Directors. Persons with an Affiliate Membership are ineligible to serve on the Board, and as The Chamber is a non-partisan organization, this includes persons holding an elected office.
4. The Board shall be empowered to do whatever in its judgment may be calculated to increase the efficiency and add to the usefulness of the Chamber and to carry out the main purpose of the Chamber, provided that such action shall not be in conflict with the provisions of these by-laws.
5. Each year, the Board Members shall be nominated and elected in accordance with the following procedure:
 - a. A letter is to be sent to the general membership advising that the term of office for the Board of Directors is expiring within ninety days. This letter will also solicit nominations for new Board Members.
 - b. Any nominations must be received by the Board in writing within thirty days after receiving the letter notifying the membership of Board member elections.
 - c. Upon receiving nominations, the Board or their designate will contact all nominees to obtain their written acceptance of the nomination.
 - d. When the list of candidates is greater than the number of open seats, ballots will be prepared and distributed at the next General membership meeting where actual secret ballot voting will take place. At this meeting, ballots are to be counted and the results made public. This requirement may be waived and a hand or voice count may be used.
 - e. Those candidates with the highest number of votes for each vacancy shall be declared elected for the next two-year term commencing January 1.
 - f. In the event of a tie vote for the last vacancy, the decision shall be made by the current Board Members at the next meeting of the Board through a secret ballot.

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6. Regular meetings of the Board of Directors shall be monthly except during the summer months. Special meetings may be called by the President, any officer, or any three directors. Special meetings, including but not limited to items such as by-law changes, size of the Board of Directors, will require ten (10) days written notice to all directors.
7. President of the Board may fill vacancies that may occur by an appointment of a member for the remainder of the unexpired term, with approval of the Board of Directors.
8. Repeated absence of a Director from Board Meetings, without valid reasons, may be construed as a resignation and the Board may declare a vacancy to exist.
9. At all regular meetings of the Board of Directors, a quorum shall be determined to exist when a minimum of half of the Board of Directors are present to transact business (i.e., 9 Directors would require 5 to establish a quorum).
10. Ex-officio Members of the Board may be appointed by the Board of Directors when and if the need arises.
 - a. The Board of Director may, by majority vote, appoint an Ex-officio Member of the Board.
 - b. An Ex-officio Director's term of office shall be one calendar year. The succeeding Board, however, may re-appoint an Ex-officio member.
 - c. Ex-officio Directors shall not be eligible to vote.
11. No member shall serve more than two consecutive terms, in the same position, on the Board of Directors.
12. The entire Board may, by 2/3 majority vote of the Board, remove a Director, for just cause, including conduct unbecoming a member, lack of participation or attendance.

B. OFFICERS

1. Within fifteen days of the election of the new Board of Directors, they shall meet and elect from the new Board, a President and Vice President.
2. The term of office of each officer shall normally begin on January 1, and be two years or until their successors have been duly elected and qualified. For purposes of continuity, the Board of Directors may consider the advancement of offices from Vice President to President when electing officers.
3. The offices of President and Vice President may be held through successive terms.
4. The Officer may hold the same office through successive terms. President may hold no more than two (2) consecutive terms.
5. At the time of election of the President and Vice President, the Board shall elect a Treasurer and Secretary. The Treasurer and Secretary need not be members of the newly elected Board of Directors.
6. The offices of Treasurer and Secretary may be held through successive terms.
7. The President shall be Chairman of the Board of Directors through the elected term. The President shall preside at all regular meetings of the Chamber, at all Board of Director's meetings, and all special meetings except in those instances where a Board Meeting is called by another officer, three members of the Board, or upon petition signed by not less than 25 percent of the members in good standing. The President shall perform all duties incident to the office as required by law and indicated by his title. The President shall, subject to approval of the Board, appoint all temporary committees and shall be ex-officio member of such committees. The President shall be Chairman of the Executive Committee.
8. A candidate for President shall have served at least one (1) year on the Board before being nominated for the position of President.
9. The President may, with approval of the Board of Directors, delegate to Vice President, duties normally performed by the President, in the event of his temporary disability or inability to attend meetings. They shall preside, in the order of their office, at Board of Directors meetings called by an officer or three Board members, unless a quorum of the Board shall choose to elect another member to preside at that special meeting.

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10. The Treasurer shall be responsible for all moneys and financial transactions of the Chamber. The Treasurer shall establish a checking and/or savings account at a bank, who is a Member, to deposit and disburse all income and expenses associated with the routine business of the Chamber, and shall establish the required accounting procedures according to generally accepted practice. The Treasurer shall be Chairman of the Finance Committee. The Treasurer shall be responsible for preparing monthly Financial Reports, Treasurer Report, Budget Report, and Profit and Loss Statement. The Treasurer shall be accountable in understanding the budget and its procedures. The Treasurer shall be accountable for preparing a budget in November for submission to and approval by the Board of Directors. Approval of the budget shall occur at the December meeting of the Board of Directors.
11. The Treasurer and Office Manager with supervision of the Treasurer or President shall receive and disburse the funds of the Chamber, shall keep all monies of the Chamber deposited in its name, shall distribute all billings from the Chamber, shall serve as a member of the finance committee, and at frequent intervals shall make reports to the Board of Directors, which may at its discretion require acceptable bond, in such sum as the Board may determine for the faithful performance of duties.
12. The Board of Directors may appoint a qualified Office Manager and determine the salary for the position. The Manager shall administer the policies of the Bedford Chamber of Commerce. Before employment, the Manager's duties shall be detailed by job description prepared by the Executive Committee and approved by the Board of Directors.
13. The Office Manager along with the Treasurer and President shall have access to the financial records at any given time. Two signatures shall be required on all forms of payment being issued by the Chamber of Commerce. Signatures must be by a current Board member and/or Treasurer.
14. Any person responsible for collection and disbursement of funds shall be bonded. Cost of such bond is to be borne by the Chamber.

C. STANDING COMMITTEES

1. The Executive Committee shall consist of the President, Vice President, Treasurer, Secretary and immediate Past President. The President shall be the Chairman of the Executive Committee. A quorum shall consist of four members. The Executive Committee shall conduct all routine business of the Chamber in the interim between meetings of the Board of Directors.
2. The Finance Committee shall consist of the Treasurer, President, Vice President, and Secretary. The Treasurer shall be Chairman of the Finance Committee. A quorum shall consist of four members.
3. Nominating Committee:
 - a. Shall recruit and interview potential future Board Director.
 - b. Shall prepare a list of candidates for available positions and oversee the election process.
4. Benefits Committee:
 - a. The Benefits Committee shall be responsible for maintaining, increasing and improving organization benefits to members.
 - b. It shall identify and regularly review the needs and desires of the membership.
 - c. It shall solicit, engage, involve and acquire internal and external sources to identify and provide discounts, promotions and sales improvements for members.
 - d. Establish and maintain an information source regarding employees, business properties, supplies, and other business and professional resources.
 - e. Monitor and respond to membership retention issues.
 - f. Promote/solicit increased membership to strengthen organization and existing members.

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5. Events Committee:

- a. Responsible for scheduling and implementing a variety of activities for the benefit of the general membership such as: luncheon & breakfast meetings, Business After Hours, networking events, tailored symposiums/roundtables, annual events (Expo, Golf Outing, Annual Awards Dinner) and other events/activities not listed above.

6. Communications Committee:

- a. Responsible for the creation, maintenance and dissemination of communication within and outside of the organization such as: website, newsletters, and promotional materials for members and the Chamber of Commerce, marketing of members, branding of the Chamber of Commerce, outside media communications (press releases, etc.) and other related communications (print and/or digital) not listed above.

7. Other Committees: The President shall be empowered to appoint such other standing or special committees as may be deemed necessary for the conduct of affairs and accomplishment of the objectives of the Chamber, subject to the approval of the Board.

8. Authority of Committees - Limitations

- a. No committee shall take or make public any formal action or make public any resolution, or in any way commit the Chamber on a question of policy or on matters of general interest without the approval of the Board of Directors.
- b. No committee shall commit the Chamber to a financial responsibility beyond their express financial limitations without approval of the Board of Directors.
- c. The Treasurer may approve any non-budgeted expenditure not exceeding \$200.00 for obligations of the Chamber subject to review of the Board of Directors.
- d. The Finance Committee may approve any non-budgeted expenditure not exceeding \$500.00 for obligations of the Chamber, subject to review by the Board of Directors.
- e. The Treasurer shall prepare Financial Reports: Treasurer Report, Budget Report, and Profit and Loss Statement monthly for submission to and review by the Board of Directors. A financial statement for the previous year shall accompany the proposed budget for approval at the first monthly meeting of the Board of Directors

D. SPECIAL ELECTIONS AND REFERENDA

1. Voting procedures on matters other than the election of officers and directors shall be determined by the Board of Directors.
2. Referenda
 - a. Upon written request of 25 percent of the members in good standing, the Board of Directors shall, or upon its own initiative, submit a question of general importance by mail or email to the membership for a referendum vote.
 - b. The Board of Directors shall determine the mechanics and methods of Balloting on these issues, as well as counting on the ballots.

E. BY-LAWS OF THE CHAMBER

1. The government and operation of the Chamber shall be conducted in accordance with these by-laws. The Board of Directors shall review these by-laws for current relevancy and modification as required.
2. All modifications to the existing by-laws shall be presented at a Board Meeting to the Board of Directors and shall require approval of eighty percent (80%) of the full Board of Directors for incorporating changes, additions or deletions from the by-laws.

F. PARLIAMENTARY PROCEDURE

1. The proceedings of all meetings of the Chamber shall be governed and conducted in accordance with the latest edition of Robert's Rules of Order.

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ARTICLE V - FINANCES AND FUNDS

A. GENERAL

1. It shall be the responsibility of the Board of Directors to establish and maintain a General Operating expense account and such other "Special Accounts" as deemed necessary. "Special Accounts" shall be established, maintained and designated for a specific purpose.
2. Upon dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed for one or more exempt purposes within the meaning of 501 (c) 6 of the Internal Revenue Code of shall be distributed to the federal government, or to a state or local government for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

B. RECEIPTS - MEMBERSHIP DUES

1. Dues assessments shall be at the current rates approved by the Board as set forth and shall, upon receipt, be deposited, subject to disbursement as hereafter provided.

C. RECEIPTS - OTHER INCOME

1. Income from all sources other than dues shall be deposited with all other funds of the Chamber except when those funds are designated by the Board of Directors to be deposited into the specific "Special Fund Accounts" with all disbursements as hereafter provided.

D. BILLING AND COLLECTION

1. Billing and collection of accounts will be performed by the Chamber Office, in conjunction with the Finance Committee of the Board.

E. DISBURSEMENT

1. Payment of non-budgeted obligations of the Chamber in amounts not exceeding \$200.00 shall be paid upon the direction of the Treasurer of the Chamber, from funds collected for the Chamber.
2. Payments of non-budgeted obligations of the Chamber in amounts not exceeding \$500.00 shall be paid by the Treasurer from funds collected for the Chamber, only after approval of the Finance Committee of the Chamber.
3. Disbursement from specific "Special Fund Accounts" shall only be made with approval of the Board of Directors and only when those disbursements are consistent with the purpose and intent of the individual "Special Fund Account."

F. ANNUAL BUDGET

1. The annual budget shall be prepared by the Finance Committee and submitted to the Board of Directors for approval prior to the December board meeting of the Chamber. The Board of Directors shall consider this budget for final approval at their December Board Meeting. A financial statement for the previous year will accompany the proposed budget for approval on or before the February Board Meeting of the Chamber.
 - a. The annual expenses projected in the budget shall be based on the total amount of the previous year's expenditures and receipts of the Chamber at the time the budget is submitted to the Board.
 - b. In addition, the projected expenses may include additional expected income which the Chamber will provide on its own initiative and efforts.
 - c. Budgeted expenses shall not, however, exceed income reasonably expected to be received by the Chamber.
 - d. The Finance Committee shall set aside certain "other income" each year, for deposit into "Special Accounts" unless directed and approved by the Board of Directors.
 - e. Changes or additions to budgeted items shall be approved by the Board of Directors.

G. FISCAL YEAR

1. The Fiscal Year shall be the Calendar Year.

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ARTICLE VI - MEETINGS OF THE MEMBERSHIP

A. REGULAR MEETINGS

1. The President shall preside at all regular meetings of the Chamber membership.
2. Regular meetings of the entire membership shall be held at least quarterly.
3. Annual Meetings
 - a. The Annual Meeting for the Chamber is to be held by December with full committee reports and election of the Board. The time and place shall be fixed by the Board and notice thereof communicated to each member at least five (5) days before said meeting.
 - b. An annual summer outing may be held during June, July or August on a date and at a site to be determined by the Board of Directors.

B. SPECIAL MEETINGS

1. Special Meetings of the Chamber may be called by the President, another officer, three members of the Board, or upon petition signed by not less than twenty-five percent of the members in good standing.

C. MEETING NOTICES

1. Written notice of all regular and special meetings of the membership shall be communicated by mail, email and/or fax to each member at least one week in advance of such meeting.

D. QUORUM

1. At all Board of Directors meetings of the Chamber, a two-thirds majority of the attending Board Members shall constitute a quorum for the transaction of any business. A quorum shall be determined to exist when a minimum of half of the Board of Directors are present to transact business (i.e., 9 Directors would require 5 to establish a quorum).