

**DELAWARE AREA
CHAMBER OF COMMERCE**

BY LAWS

**DELAWARE AREA CHAMBER OF COMMERCE
BYLAWS**

ARTICLE I - NAME AND PURPOSE

SECTION 1 Name The name of the organization, incorporated under the laws of the State of Ohio shall be the Delaware Area Chamber of Commerce (hereafter referred to as the “Chamber”).

SECTION 2 Purpose The Chamber serves as the visionary leader for programs and services benefitting our members by promoting and advocating a favorable business climate, quality of life and the orderly growth and development of the Delaware area community.

SECTION 3 Limitations The Chamber shall be nonprofit, nonpartisan, and nonsectarian and shall take no part in, nor lend its support to, the election or appointment of any candidate for public office. Members of the Board of Directors or staff of the Chamber may not make a donation to any candidate or issue on behalf of the Chamber.

ARTICLE II - MEMBERSHIP

SECTION 1 Eligibility Any person, association, corporation, limited liability company, partnership or other business entity or estate which has an interest in the objectives of this organization shall be eligible to become a member of the Chamber.

SECTION 2 Dues Shall be reviewed annually and fixed by the Board of Directors. Each member shall pay annual dues which may be payable monthly, quarterly, semi-annually, or annually in advance, and are not refundable.

SECTION 3 Voting Each member shall be entitled to at least one (1) vote. Members with more than 50 full time equivalent employees will be allowed one (1) additional vote for each 50 employees in excess of 50 employees up to a maximum of seven (7) votes.

SECTION 4 Voting Representatives Each member must designate a voting representative and may change its designated voting representative by written notification to the Chamber office. The voting representative shall be the primary member as listed by the Chamber records to receive official chamber correspondence.

SECTION 5 Application To become a member, application shall be made via an official membership application form, and the application shall be regarded as an expression of interest by the applicant in the purposes of the Chamber, and if accepted, a commitment to adhere to its bylaws, rules and regulations.

SECTION 6 Board Approval All member applications shall be reviewed by the Board of Directors at the first regularly-scheduled Board meeting following receipt of a complete application and first year’s dues payment. The payment of dues is required to be considered a member in good standing.

SECTION 7 Removal Members may be removed from the membership roll if dues are not paid within 90 days after membership expiration date. Removal will be authorized by the president and reported to the Board at its next regular meeting.

SECTION 8 Termination Membership may be terminated by the Board of Directors without cause. A simple majority vote of the Board of Directors members present shall be necessary to terminate a membership. Dues will be prorated through the date of termination and the balance returned to the

terminated member.

SECTION 9 Forfeiture The resignation of a member or cancellation of a membership by the member terminates the membership without recourse. As such, all voting rights and dues paid to the Chamber are forfeited.

SECTION 10 Resignation Membership in the Chamber is continuous upon payment of dues. Members may resign upon 30 days written notice to the Chamber office. Until such written notice is received by the Chamber, a member remains obligated for annual membership dues. Dues will not be prorated.

ARTICLE III - BOARD OF DIRECTORS

SECTION 1 Composition Governance of the Chamber, and the direction of its property shall be vested in a Board of Directors composed of no fewer than fifteen (15) and no more than eighteen (18) members. The Directors shall be members or representatives of members, who are in good standing. Directors shall be elected by the ratification of the voting members of the Chamber as nominated by the Board's nominating committee and endorsed by the Board. Directors shall serve three (3) year terms, expiring upon the election of their successors, one third of whom shall be elected annually. Directors shall represent business membership classification; no individual member-status may serve.

SECTION 2 Authority The property, affairs and business of the Chamber shall be managed by the Board of Directors, or its designees, which may exercise all such powers of the Chamber consistent with governing law, the Articles of Incorporation and these Bylaws.

SECTION 3 Bonding Requirement The Chamber shall purchase and keep current a Directors and Officers insurance policy.

SECTION 4 Indemnification The Chamber shall indemnify any member, director or officer in accordance with R.C. 1702.12.

SECTION 5 Term Directors elected by the voting membership may serve up to a maximum of two (2) full elected terms. After having served two (2) consecutive full elective terms, a Director shall not be eligible for re-election to the Board until one or more years has elapsed. If by circumstance, the Chair's term of office and term on the Board of Directors expires at the same time, the Chair shall continue to serve as Past Chair for one (1) more year as a member of the Board of Directors. Should the person elected as Chair Elect be on his/her third year of a second three (3) year term, then he/she shall continue to serve on the Board of Directors as Chair the next year, and Past Chair the following year as previously described in this section.

SECTION 6 Ex-Officio The makeup of the Board of Directors shall not include any ex-officio positions.

SECTION 7 Elected Officials At no time shall an elected official serve as a Director. Nor will any member representative who, as a condition of their employment, answers directly to an elected official.

SECTION 8 Nominating Committee The Nominating Committee shall consist of three members of the Board of Directors, one of whom shall be the Chair-elect, and three members of the Chamber who are not members of the Board of Directors. It shall be the duty of the Nominating Committee to nominate no more than both the open and expiring seats on the Board of Directors. In addition to those made by the Committee, qualified members who wish to be considered for a board position may request a Letter of Intent and must submit it to the Nominating Committee no later than September 15. All candidates presented to the Board for approval shall have been interviewed by the Nominating Committee per the Selection Criteria Policy. Through its process, the Nominating Committee will strive to create and maintain representation of both large and small business members on the board as well as the mix of professional expertise needed to ensure effective governance. The slate of nominees shall be submitted to the Board for approval no later than the November meeting prior to presentation to the membership for ratification at the Chamber's annual dinner.

SECTION 9 Timing of Nomination Process The Nominating Committee shall meet at such time and frequency to meet the mandates in Article III, Section 8 Notice to the membership regarding petitions for candidacy shall be given no later than August first by posting same in the Chamber newsletter's August and September editions. The deadline for receipt of valid petitions shall be September fifteenth. The Nominating Committee shall distribute the slate of nominees to the Board no later than the distribution of the November board meeting packet.

SECTION 10 Vacancies Vacancies on the Board of Directors shall remain open until the next reconvening of the Nominating Committee, at which time candidates for the vacated positions will appear on the ballot with those nominated to fill expired terms. In the event that vacated positions cause the number of Directors to fall below fifteen (15), the Nominating Committee last-convened will provide to the Board nominees sufficient to restore the Board's number to fifteen. Nominees shall be approved by the Board. The fulfillment of an unexpired term, regardless of its length of service, shall not be counted toward the Director's eligibility to serve two consecutive three-year terms.

SECTION 11 Changes in Board Member's Employment If a current member of the Board of Directors who is serving as the representative of a member leaves his/her place of employment, his/her new employer must be a member of the Chamber in good standing or the Board Member must join the Chamber as applicable classification for him/her to continue to serve as a Board Member. Each Chamber member business may be represented by only one Board member. Changes in employment resulting in duplication of represented companies will require the resignation of the Board Member making the change.

SECTION 12 Term The term of service of newly elected Directors shall begin on January 1 following provisional approval by the Board. The slate shall be ratified by the membership present at the annual meeting to be held each year no later than February fifteenth. The Board of Directors may prescribe such additional procedures for the conduct of elections as may be deemed advisable and which are not in conflict with these provisions.

SECTION 13 Meetings The Board of Directors shall meet once a month, or a minimum of nine (9) times each year, the date and time to be fixed by the Board. Absence from four (4) consecutive regular meetings without an excuse deemed valid and so recorded by the Board of Directors may be construed as a resignation. Notice of the meetings shall be given to each Board Member no later than the Friday preceding the meeting. Presence at the meeting shall constitute a waiver of notice.

The Board Chair may, in the event that a meeting's agenda has no more business than the approval of the minutes of the prior meeting, financial statements and membership report, cancel the meeting but require an electronic vote on agenda items. The vote will be requested via email and sent with a "read receipt request". Directors must respond via return email within three (3) business days from the date the email was sent in order for the vote to be counted. In the case of an electronic vote, a majority of the total number of Directors serving will constitute a quorum. The Secretary shall maintain records of votes.

The notice must include the call for any New Business planned to be brought by any Board Member at the meeting. That Board member may choose to request the regular meeting to be held or place his/her New Business on the following month's agenda.

SECTION 14 Quorum Simple majority of voting applies. At least eight (8) Board Members shall constitute a quorum at any meeting of the Board of Directors. An electronic vote of the Board of Directors may be taken as necessary between meetings to expedite an urgent matter. The vote will be requested via email and sent with a "read receipt request". Directors must respond via return email within three (3) business days from the date the email was sent in order for the vote to be counted. In the case of an electronic vote, a majority of the total number of Directors serving will constitute a quorum. The Secretary shall maintain records of votes.

SECTION 15 Annual Review of Bylaws and Policies The President shall present to the Board of Directors at the beginning of each fiscal year a list of the active Bylaws and policies adopted by previous Boards of Directors for review, comment and revision if deemed appropriate by the Board

SECTION 16 Annual Board Evaluation The Board of Directors shall conduct an annual self-evaluation for review by the Executive Committee. The Executive Committee will report results to the Board and recommend action.

SECTION 17 Expulsion Any member of the Board of Directors may be expelled based on a good faith determination by the Board or a Committee authorized by the Board to make such a determination, that the Board Member has engaged in behavior contrary or damaging to the Chamber or aims of the Chamber. Action can be taken upon a majority vote of the Board of Directors.

SECTION 18 Orientation An orientation of new Board members conducted by the President must be held prior to the January meeting of the Board of Directors. The orientation should cover information sufficient for the in-coming directors to be comfortable with the finances and customs of the Board. The in-coming Board Members shall receive a manual with, but not limited to: Contact information for both staff and all other Directors, copies of certificates issued by the Secretary of State, Articles of Incorporation, proof of Directors and Officers insurance, major events and committees, job description for Board Members, the Chamber's Organizational Chart, current By Laws, Fiscal Policies and Procedures document, Anti-Harassment and Whistleblower policies, Crisis Management Plan, the current year's budget, sample of monthly financials and current year Chamber calendar. Every effort should be made by current Board Members and chamber staff to attend the orientation.

ARTICLE IV - OFFICERS

SECTION 1 Officers The Officers of the Chamber shall consist of a Chair, Chair-Elect, Treasurer, Secretary, Immediate Past Chair, and three Vice Chairs. (See Article VI, Section 1.) Vice chairs not in immediate succession to serve as Chair-Elect shall serve no more than two (2) consecutive years as Vice Chair. Vice Chairs in succession to serve as Board Chair may serve as a Director for as many consecutive terms as Vice Chair necessary to reach the position of chair. Any Vice Chair may be reappointed to the Executive Committee after a one (1) year absence from the Committee.

SECTION 2 Election of Officers No later than at its November board meeting, the Nominating Committee shall offer for approval by the Board of Directors a slate of officers for the upcoming year. The slate of officers will be voted upon by the Board of Directors. The vote shall be assumed provisional upon ratification at the Annual Dinner.

SECTION 3 Term The term of office of all officers shall be for one year, beginning January 1, but all officers shall hold office until their successors have been duly elected and installed. The Treasurer may serve for the length of his/her term as a Director.

SECTION 4 President The Board of Directors shall employ a President to manage the day-to-day operations of the Chamber.

SECTION 5 Chair The Chair shall preside at all meetings of the Chamber and Board of Directors and perform all duties incident to this office.

SECTION 6 Chair-Elect The Chair-Elect shall preside at all meeting of the Chamber and Board of Directors in the absence of the Chair. The Chair-Elect also serves in the temporary absence of the Chair as needed to provide oversight of and direction to the Chamber President. If the Chair is unable to serve the complete term of office to which they were elected, the Chair-Elect will serve as Chair through the remainder of the term. The Chair-Elect shall assist the Treasurer in the performance of his/her duties and perform those duties in the absence of the Treasurer. The Chair-Elect shall perform the Secretary's duties in the absence of the Secretary.

SECTION 7 Treasurer The Treasurer shall account for the assets, liabilities, revenues and expenses of the Chamber. The Treasurer shall arrange to have records kept of all monies of the Chamber. At each

regular meeting he/she shall make reports to the Board of Directors. All disbursements shall be processed in accordance with the Fiscal Policies and Procedures document as approved by the Board of Directors. The Treasurer will perform all audits and duties as outlined in the Fiscal Policies and Procedures document. The Treasurer serves as the Chair of the Finance and Audit Committee.

SECTION 8 Secretary The Secretary shall ensure that a record is kept of all official actions and that board policy as well as all applicable laws and regulatory policies and procedures with regard to recordkeeping are followed.

ARTICLE V - PRESIDENT

SECTION 1 Scope of Duties The President shall be the chief administrative officer of the Chamber; shall have charge of the management of the property, business, and affairs of the Corporation; and shall perform all functions and duties as may be delegated by the Board of Directors or Chair. The President shall also serve as the Secretary of the Board of Directors but shall have no voting rights.

SECTION 2 Ex-officio Member The President shall be ex-officio member of all committees of the Chamber.

SECTION 3 Other Employees The President shall hire and compensate other employees consistent with an approved budget.

SECTION 4 Financial Authority The President and Board Officers shall sign all contracts and obligations of the Corporation in accordance with the Fiscal Policies and Procedures document approved by the Board.

SECTION 5 Records The President shall conduct such official correspondence on behalf of the Board as may be necessary, and shall preserve all books, documents, communications and archives, and shall maintain a complete and accurate record of all proceedings of the Chamber, its Board of Directors, and all committees, and perform such other duties as are customary and reasonable for such an office.

ARTICLE VI - EXECUTIVE COMMITTEE

SECTION 1 Composition There shall be an Executive Committee composed of the Chair, Chair-Elect, Treasurer, Immediate Past Chair, three (3) Vice Chairs and Secretary. The Secretary shall be a non-voting member of the Committee.

SECTION 2 Quorum Simple majority of voting members in attendance shall constitute a quorum at any meeting of the Executive Committee. An electronic vote of the Committee may be taken as necessary between meetings to expedite an urgent matter. The vote will be requested via email and sent with a "read receipt request". Officers must respond via return email within three (3) business days from the date the email was sent in order for the vote to be counted. In the case of an electronic vote, a majority of the total number of Officers serving will constitute a quorum. The Secretary shall maintain records of votes.

SECTION 3 Duties The duties of Executive Committee shall be strategic planning; Bylaws review, revision and update; approval of the President's plan of work and annual performance review; review and approval of policy and procedure; review and approval of annual budget and audit, review and approval of any non-budgeted end-of-year investments as recommended by the Finance/Audit Committee.

SECTION 4 Authority The Executive Committee will act on behalf of the Board of Directors when timely decisions are required between regular meetings of the Board, and shall be empowered to act on behalf of the Chamber on an interim basis with its actions ratified by the Board at its next regular meeting. All policy matters shall be referred to the Executive Committee for recommendation to the Board. Recommendations for expenditures outside the budget shall be submitted to the Executive Committee, whose recommendations shall be submitted to the Board.

SECTION 5 Audit The Executive Committee shall cause an audit to be made of the books and

accounts of the Chamber per the Fiscal Policies and Procedures document. Said audit shall be made by a Certified Public Accountant. It shall report its findings together with a certified copy of the audit to the Board of Directors.

SECTION 6 Budget The Finance Committee and Board Members of the Executive Committee shall work with the President to prepare the budget for the coming year and submit to the Board for review and approval.

ARTICLE VII - COMMITTEES

SECTION 1 Appointment The Board of Directors shall authorize and define the powers of all Committees other than the Executive Committee and Nominating Committee.

SECTION 2 Quorum Simple majority of Committee members in attendance shall constitute a quorum at any Committee meeting. An electronic vote of the Committee members may be taken as necessary between meetings to expedite an urgent matter. The vote will be requested via email and sent with a “read receipt request”. Members must respond via return email within three (3) business days from the date the email was sent in order for the vote to be counted. In the case of an electronic vote, a majority of the total number of members serving will constitute a quorum. The Secretary shall maintain records of votes.

SECTION 3 Purpose The purpose of the Standing Committees is to review options and recommend actions, policies, programs and/or services that will advance the mission of the Chamber.

Committees: The Chamber’s efforts are structured to be more effective and to provide the best opportunity to follow several issues simultaneously. The structure comes with what the Board has deemed its Guiding Principle:

“The Delaware Area Chamber of Commerce acts as a champion of prosperity by influencing policy and regulations that impact the interests of business; researches, communicates, educates and advocates public issues on behalf of the interests of business and quality of life.”

To that end, the Board has established committees with specific areas of interest, understanding that some issues will overlap. The two major committees are:

Infrastructure and Development: - transportation, utilities; taxation, regulation, retention, expansion;

Workforce Development and Education- education, workforce development, local environment

The expectation of these two committees is to remain engaged in policy and regulation that impacts business and quality of life; research issues and vet them prior to requesting board approval for position; and lobby on behalf of the Chamber in order to serve as a catalyst for resolution in favor of the Chamber’s position.

The policies and procedures of the Committees:

- Choose issues that impact business;
- Understand its commitment to be engaged in the task forces’ work;
- Vet issues, hearing both sides of the issue, and if appropriate, preparing a motion for the full Board’s consideration;
- Have a clear understanding of the lobbying efforts;
- Identify the appropriate body or official who needs to understand the Chamber’s position;
- Communicate, if necessary, with the media;
- Educate the membership through the newsletter and/or, when appropriate, Third Thursday luncheons, Grassroots Alliance, or e blasts; and
- Follow the issue as it moves to resolution and communicate to membership.

Each Committee will be asked to provide the Board with strategic goals and policy agenda.

Finance/Audit: The Finance/Audit Committee shall be responsible for oversight of the tenets within the Fiscal Policies and Procedures document.

Executive and Nominating: These Committees shall conduct their work as described in the Bylaws.

Business Education & Development: The Business Education & Development Committee shall be responsible for planning and facilitating educational sessions, workshops and programs related to the needs of small business.

SECTION 4 **Ad Hoc Committee** An Ad Hoc Committee may be established by the Chair and continue in existence until completion of its specific purpose.

SECTION 5 **Membership** The Board Chair shall ensure that Board members are actively engaged in Committees. Committee chairs shall appoint additional Committee members who shall be members of the Chamber in good standing. Terms of Committee membership shall be set by the Committee. Any Committee member who misses three consecutive meetings will be removed from the Committee. Each Committee shall submit a plan of action for the year to the Chair and establish Committee Bylaws where appropriate.

SECTION 6 **Authority** No Committee shall take any action or make public any resolution, or in any way commit the Chamber on a question of policy or on matters of general public interest without having first received the approval of the Board of Directors. No action by any Committee member shall be binding upon or constitute policy of the Chamber. No Committee member may incur expenses or request reimbursement for expenses related to the work of any Committee unless previously approved by the President.

ARTICLE VIII - MEMBERSHIP MEETINGS

SECTION 1 **Membership Meetings** The Board of Directors may hold membership meetings whenever the Board deems necessary or desirable.

SECTION 2 **Petition for Meeting** The Membership may call a meeting upon a petition signed by not less than ten (10) percent of the members, which shall be submitted to the Chair of the Board who upon receipt of the petition shall cause to be scheduled a membership meeting to be held within 30 days.

SECTION 3 **Quorum** At all Membership meetings ten (10) percent of the then-current members in good standing present but not fewer than fifty (50) members, shall constitute a quorum.

SECTION 4 **Notice** Notice of both regular and special meetings shall be given to each member in person or by mailing notice by ordinary U.S. mail to the last known Post Office address at least ten (10) days in advance of the day of the meeting. Appearance at any such meeting shall constitute a waiver of notice of the hearing.

ARTICLE IX - INVESTMENTS AND FISCAL MATTERS

SECTION 1 **Fiscal Year** The fiscal year of the Chamber shall begin on January 1 of each year and end on December 31 of each year.

SECTION 2 **Funds** All fiscal matters shall be subject to the Fiscal Policies and Procedures document as approved by the Board of Directors.

SECTION 7 **Inspection of Books** The books and records of the Chamber shall be available for review by the members during regular business hours and upon reasonable prior notice. Notwithstanding the foregoing, no member files or personnel records shall be open for review by any member that is not then

a present Director of the Board.

ARTICLE X - SEAL

The Board of Directors shall adopt and cause to be used a Corporate Seal of such design as may be prescribed. Only the President or an Officer is authorized to use the Seal.

ARTICLE XI - PARLIAMENTARY PROCEDURE

All questions of Parliamentary Procedure shall be determined according to Robert's Rules of Order Revised at all membership, Board and Committee Meetings. Failure to adhere to such rules shall not invalidate any decision or action of the Board.

ARTICLE XII - REFERENDUM

When the Board of Directors deems any subject of sufficient importance it may, by vote of a majority of the Board, submit same to a referendum vote by mail ballot. A twenty (20) percent vote of the membership shall constitute a referendum and a majority of the votes cast shall control.

ARTICLE XIII - AMENDMENTS

SECTION 1 These Bylaws may be amended or altered at any time by recommendation of the Executive Committee, and/or vote of the Board of Directors. Any Member wishing to make a recommendation for amending the Bylaws shall submit such recommendation to the Board of Directors who shall consider such recommendation at the next regularly scheduled meeting of the Board.

SECTION 2 Upon recommendation of the Executive Committee or proposal by the Board of Directors the change in the Bylaws must be published twice in the agenda of the proceedings, and receive a majority approval of the Board of Directors each time. Upon the second consecutive affirmative vote the change in the Bylaws shall cause the Bylaws to be altered. A copy of the revised Bylaws shall be made available upon request to each Chamber Member.

ARTICLE XIV - DISSOLUTION

Procedure: The Chamber shall use its funds only to accomplish the objectives and purposes specified in these Bylaws, and no part of the funds shall inure or be distributed to the members of the Chamber. On dissolution of the Chamber, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organization which has established its tax-exempt status under section 501(c)(6) of the Internal Revenue Code of 1954. The selection of the organization(s) to receive these funds shall be made by the Board of Directors.

Amended:

January, 1990
September, 1990
March, 1991
October, 1992
October, 1993
September, 1995
December, 1997
April, 2002
October, 2004
March, 2009
May, 2011
September, 2012

February 2013
March 2013
November 2016
January 2017
November 2016
January 2017