

BY-LAWS
CUYAHOGA FALLS CHAMBER OF COMMERCE

ARTICLE I - Name

- 1.1 The name of the organization shall be "Cuyahoga Falls Chamber of Commerce."

ARTICLE II – Purpose of Organization

- 2.1 The purpose of this organization shall be:
- a) to promote economic growth and development by encouraging programs designed to strengthen and expand the local business community;
 - b) to foster new business enterprises within the community;
 - c) to support activities of a civic, social and cultural nature which are designed to increase the functional and aesthetic values of the community;
 - d) to promote an active dialogue among government, business, education and civic groups in the interest of enhancing the economic vitality of the community.

ARTICLE III - Membership

- 3.1 Eligibility
Any individual, association, corporation or partnership having an interest in the objectives of the organization shall be eligible to apply for membership.
- 3.2 Categories of Membership
Two categories of membership exist for inclusion in the Chamber:
- a) Voting Members - any member that has been determined to be in good standing by payment of dues and any other criteria established in these by-laws is entitled to the full exercise of privileges, including voting. A corporation, association or partnership may appoint a delegate to exercise its privileges by submitting the name of the delegate in writing to the Chamber. Each member is entitled to one vote.
 - b) Associate Members - membership may be granted as determined by the Board of Directors. These members may exercise all membership privileges except voting.
- 3.3 Membership Procedures
Application for membership shall be in writing, on forms provided for that purpose, and signed by the applicant. An applicant shall become a member upon payment of dues as provided in Article III, Section 3.5.
- 3.4 Termination
Any member may resign from the Chamber of Commerce with communication to the Chamber office. When a Chamber Member is outstanding in payment of membership dues and/or unpaid invoices by 60 days from the due date of communicated membership dues and/or unpaid invoices, said Member will forfeit all membership rights until payment is made current. Any member may be expelled by two thirds (2/3) vote of the full Board of Directors for conduct unbecoming a member or prejudicial to the aims or repute of the Chamber, after notice and opportunity for a hearing have been provided. The Board of Directors shall adopt rules of proceeding under which the hearing shall be conducted.

3.5 Dues and Assessments

Regular dues and assessments of the membership shall be established by the Board of Directors. Dues shall be payable annually in advance. If membership dues are delinquent the member is subject, section 3.4. A membership dues invoice will be communicated to Chamber Member 30 days prior to anniversary due date of originally joining the Chamber of Commerce. When a Chamber Member is 31 days past due, a past due notice "COMMUNICATION" will be made to the Member from the Chamber of Commerce. At 60 days past due said Member will relinquish all membership rights until payment is made current.

If membership dues payment is still not made at the 90 days past due mark from the anniversary due date, and no communication has been made to the Chamber of Commerce office with a plan in place to pay membership dues, said Chamber Member will be terminated as a Chamber Member.

ARTICLE IV - Meetings

4.1 Annual Meeting

The annual meeting of the organization shall be held during November of each year. The time and place shall be fixed by the Board of Directors and notice thereof communicated to each member at least ten (10) days before said meeting.

4.2 Regular Meetings

Regular meetings of the membership shall be held at a place and time designated by the Board of Directors.

4.3 Special Meetings

Special meetings of the membership may be called by the President or a majority of the Board of Directors at any time, or upon petition communicated by at least fifteen (15%) of the members in good standing as determined on January 1st of each year. Notice of said meetings shall be communicated to each member at least five (5) days prior to the meeting date with the purpose of the meeting stated in the notice.

4.4 Action Without a Meeting

No action shall be taken without a meeting as defined in Section 1702.25 of the Ohio Revised Code.

4.5 Quorum

Fifteen percent (15%) of the membership in good standing, as determined on January 1st of each year, shall constitute a quorum for the transaction of business at any meeting of the membership. Except where otherwise specified in these by-laws, business of the membership shall be transacted by a majority vote.

ARTICLE V - Board of Directors

5.1 Power and Authority

The Board of Directors, in coordination with the Chamber CEO, 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. If a current Board Member changes companies, they are still eligible and have the opportunity to keep their Board Seat as long as the new company they change to is a current Chamber Member.

5.2 Numbers

The Board of Directors shall consist of thirteen (13) individuals, each of whom shall represent a voting member of the organization. The organization must be in good standing for at least six (6) months immediately preceding the start of his or her term. No organization may be represented on the Board of Directors by more than one member from the same organization. To be considered for a Board Seat, a CFCC Chamber Member must have some Chamber experience i.e. volunteering at events, regular attendance at Chamber functions or serving on a Chamber Committee.

5.3 Term of Service

The term of office of a Director shall be three (3) years. No member shall serve more than two (2) consecutive three-year terms. Completion of an unexpired term does not count against the two-term limit. A Director must be off the Board for a period of one (1) year before eligibility is restored.

5.4 Nominating Committee

The Nominating Committee chaired by the Board Secretary activates in the month of August and is made up of 3 Chamber Members not including the Board President. The Nominating Committee shall present a slate of candidates for the membership to vote on in the month of November at the Annual Meeting to serve three-year terms to replace Directors whose terms are expiring to the Board of Directors

5.5 Publicity of Nomination

Upon receipt of the report of the Nominating Committee, shall notify the membership on or before October 1st, of the names of the persons nominated and the right of petition.

5.6 Board Member Elections

If no petition is filed within the designated period the nominations shall be closed, and the slate of candidates shall be presented to the membership by the chairman of the Nominating Committee for the annual meeting. If a legal petition presents additional candidates, the names of all candidates shall be arranged on a ballot in alphabetical order. The Nominating Committee shall distribute this ballot to all voting members at least five business days prior to the annual meeting. The top vote receivers shall become the new board members of the vacant seats. Voting will be conducted, one vote per member organization, either in person at the annual meeting, or by proxy vote, at least one day in advance of the scheduled annual meeting. In the event of a tie of 2 or more nominated board members, the current board of directors will make the final decision to break the tie. However, if one of the tied nominated candidates is a current board member who is re-running for an open seat, they shall become ineligible to continue in the nominations and voting process, making way for a new board member who has not served before.

5.7 Seating of New Directors

The final meeting of the outgoing Board of Directors shall be in December. The incoming Board will meet immediately following the regular board meeting.

5.8 Vacancies

An eligible member who is nominated by the President and approved by a majority of the Board shall fill vacancies occurring on the Board between elections for the un-expired term.

5.9 Removal of a Board Member

Removal shall be without prejudice and with a two-thirds (2/3) Board vote. The said Board Member would not be eligible to vote. Any Director/Officer elected or appointed by the Board of Directors may be removed by the Board of Directors with or without cause, whenever in its judgment the best interests of the Chamber would be served thereby. 10 days' notice will be given before the next voting meeting. Other reasons for removal include:

- a) Any Board Member having three (3) unexcused absences from Board of Directors meetings within a given Chamber year shall be reviewed by the other Directors for removal with a two-thirds (2/3) Board vote.
- b) If a Board Member does not fulfill their responsibility as a Chair/Co-Chair with their Board Committee Assignment they will automatically tender their resignation from the Board. Any Board Member who cannot attend a meeting must communicate in advance with the other Chair/Co-Chair/CEO on the missed meeting while fulfilling their responsibilities.
- c) Any Board Member who is delinquent in his/her financial duties to the Chamber of Commerce is held to Article III, section 3.4. This is an automatic removal and the board shall proceed with vacancy replacement following Article V, section 5.8.

5.10 Ex-Officio Directors

The immediate past president of the organization, following the expiration of his/her term as an elected Director; the Superintendent of the Cuyahoga Falls Public Schools or his/her designee; the Superintendent of the Woodridge Public Schools or his/her designee; the Mayor of the City of Cuyahoga Falls or his/her designee shall serve as ex-officio, non-voting members of the Board of Directors. (The immediate past president shall be the President whose term has most recently expired.) Ex-Officio directors shall have the right to attend any and all board meetings and to enter into discussions but shall not make any motions or vote in the determination of any matters to come before the Board of Directors.

5.11 Meetings

Regular meetings of the Board of Directors shall be held at a time and place as determined by the President. Special meetings may be called by the President with communication to five (5) Directors. Notice shall be given to each Director at least five (5) days prior to each meeting and shall state the purpose of the meeting.

5.12 Quorum

A majority (or 8) Directors shall constitute a quorum. Except where otherwise specified in this section, business of the Board of Directors shall be transacted by a majority vote.

ARTICLE VI - Officers

6.1 Composition

The officers of the Cuyahoga Falls Chamber of Commerce shall be the President, First Vice President, Second Vice President, Secretary, Treasurer and the Chamber CEO who is a non-voting officer.

6.2 Term of Service

Officers except the Chamber CEO shall serve for a term of one (1) year or until their successors are elected and shall be voting members of the Board of Directors.

6.3 Election

Following the November election of Board members, the Nominating committee shall prepare a single slate of candidates and present it to the Board-elect at its special meeting in December. The incoming Board shall elect from its members and by a two-thirds (2/3) vote of the officers of the organization.

6.4 Executive Committee

The five (5) elected officers of the Board, the immediate past president and Chamber CEO serving in an Ex-Officio capacity shall constitute the Executive Committee. The Executive Committee shall act for and on behalf of the Board of Directors between meetings of the Board. Action taken by the Executive Committee is to be ratified by the Board at the next Board meeting. The Executive Committee is subject to call by the President or by the majority of the committee. The President shall serve as the head of the Executive Committee and shall have voting power. A majority (or 3) voting members of the Executive Committee shall constitute a quorum. Vote is by a simple majority. The positions and duties of the Executive Committee are:

- a) CEO Duties - The Chamber CEO oversees and manages the day to day operations of the Chamber of Commerce. Responsible for all financials aspects of the (501 C 6) Chamber of Commerce and the (501 C 3) Chamber of Commerce Area Foundation, Inc. Responsible to increase membership and to maintain current members. Responsible to maintain and develop programs, events and member benefits for the Chamber of Commerce. Assist staff in the general guidance of daily office functions as needed. Ultimate responsibility of office functions and financials. The CEO reports to the Executive Board.
- b) President - The President shall serve as the chief elected officer of the organization and shall preside at all meetings of the membership, the Board of Directors and the Executive Committee. The President shall be an Ex-Officio member of all committees with the exception of the Nominating Committee (Article V, Section 4) and the Executive Committee (Article VI, Section 4). The President or his/her designee will be the official representative and spokesperson of the organization. Except for Nominating and Executive Committees, the President shall, subject to the simple majority approval of the Board of Directors, appoint all committees and name chairpersons to same. The President shall recommend such action as is determined necessary to achieve the objectives of the organization.
- c) First Vice President - The First Vice President shall exercise the power and authority and perform the duties of the President in his/her absence or disability. In the event a vacancy in the office of President occurs during the term of the President, the First Vice President shall assume the duties of the office until the next annual meeting or until otherwise directed by the Board of Directors. The First Vice President shall perform the duties assigned by the President.
- d) Second Vice President - The Second Vice President shall exercise the power and authority and perform the duties of the President in the absence or disability of both the President and First Vice President. The Second Vice President shall perform the duties assigned by the President.
- e) Secretary - The Secretary or his/her designee shall certify and maintain the minutes of all meetings of the Board of Directors. The Secretary shall attend to the duties specified in Article VI that relate to the election of Directors. The Secretary shall perform the duties assigned by the President.
- f) Treasurer - The Treasurer shall act as custodian of the funds of the organization and shall be accountable for the general supervision of all financial reports as may be required by the Board. The Treasurer shall present a written report at the annual meeting of the organization as to an account of funds received and disbursed. The Treasurer shall also report at such times and in such manner as the Board may require.

6.6 Vacancies

A vacancy in office shall be filled for the un-expired term by a member of the Board of Directors. Election shall be by a two-thirds (2/3) vote of the Board.

6.7 Removal of an Executive Committee Member

Removal shall be without prejudice and with a two-thirds (2/3) Board vote. The said Board Officer would not be eligible to vote. Any Board Officer elected or appointed by the Board of Directors may be removed by the Board of Directors with or without cause, whenever in its judgment the best interests of the Chamber would be served thereby. 10 days' notice will be given before the next voting meeting. Other reasons for removal include:

- a) Any Board Officer having three (3) unexcused absences from Board of Directors meetings within a given Chamber year shall be reviewed by the other Directors for removal with a two-thirds (2/3) Board vote.
- b) If a Board Officer does not fulfill their responsibility as a Chair/Co-Chair with their Board Committee Assignment they will automatically tender their resignation from the Board. Any Board Member who cannot attend a meeting must communicate in advance with the other Chair/Co-Chair/CEO on the missed meeting while fulfilling their responsibilities.
- c) Any Board Officer who is delinquent in his/her financial duties to the Chamber of Commerce is held to Article III, section 3.4. This is an automatic removal and the board shall proceed with vacancy replacement following Article V, section 5.8.

ARTICLE VII - Committees

7.1 Appointment, Authority, and Dismissal

Except as provided in these by-laws, the CEO by and with the approval of the Board of Directors, shall appoint all committees and committee chairperson(s) as deemed necessary to carry out the program of the Chamber. Committees shall be discharged by the CEO when their work has been completed and their reports accepted, or when in the opinion of the Board of Directors, it is deemed wise to discontinue the committees.

7.2 Quorum

A majority of committee members present shall constitute a quorum.

ARTICLE VIII- Governing Law & Authority

8.1 Governing Law and Regulatory Authority of the Chamber of Commerce

The Chamber shall be organized under the laws of the State of Ohio. The Chamber shall observe all local, state and federal laws which apply to a non-profit organization as defined under Section 501 (c) (6) of the Internal Revenue Code. The current edition of Robert's Rules of Order shall be the final source of authority in all questions of parliamentary procedure when such rules are not inconsistent with these by-laws. The President or his/her designee shall act as Parliamentarian. No action by any member, committee, division, employee, Director or Officer shall be binding upon, or constitute an expression of, the policy of the Chamber until it shall have been approved or ratified by the Board of Directors.

- 8.2 The Chamber of Commerce and its Board of Directors are comprised of a diverse membership, each with their own opinions on political, social and public issues. The Chamber shall be non-partisan and nonsectarian, 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, county, state or nation, nor shall any meetings of a political nature whatsoever be held within the premises occupied by or under the control of the Chamber. The Chamber also does not take a stand or make a public statement one way or another on any public issues unless deemed by the Board of Directors to be in the best interest of our Chamber Membership.

ARTICLE IX – Indemnification

9.1 Indemnification of Directors and Officers

The organization shall indemnify the Directors, Officers and the Chamber CEO previous or present, against any cost or expense including alleged fees in amounts paid as judgment or settlement for the following:

- a) in any claim against the Board or its Directors, Officers, Chamber CEO in which, in the opinion of the Board, there is reasonable cause to incur such expense; or
- b) in the case of any suit, action or proceeding to which the Board or any of its Directors, Officers, Chamber CEO are made a party by reason of having been a Director or Officer.

9.2 Exclusions to indemnification

This indemnification does not apply to matters as to which any such Director, Officer or Chamber CEO shall be adjudged in such action, suit or proceeding to be liable for his/her own gross negligence or misconduct in the performance of duty.

ARTICLE X - Amendment of By-Laws

10.1 Amendments (needed a title)

Members may submit changes/additions to the by-laws at any time. Submissions shall be reviewed by the Board or a by a committee appointed by the President of the Board. Subsequent to this review, submissions deemed appropriate to the business of the Cuyahoga Falls Chamber of Commerce shall be presented to the membership for a vote. These by-laws may be amended or altered by a two-thirds (2/3) vote of the members at any regular or special meeting at which a quorum is present, providing the notice for the meeting includes the proposals for amendments. Any proposed amendments to be voted on shall be communicated to the members at least ten (10) days in advance of the meeting at which they are to be acted upon.

10.2 The Cuyahoga Falls Chamber of Commerce CEO will have authority to make grammatical, spelling error and formatting changes to the Cuyahoga Falls Chamber of Commerce By-Laws with Board approval.

Revisions/Effective on 7/81, 12/81, 6/85, 1/89, 1/95, 6/96, 1/97, 12/97, 12/98, 12/99, 08/01, 02/03, 11/05, 03/06, 03/07, 09/07, 02/09, 7/09/ 01/10, 08//10, 02/11, 01/12, 01/14, 8/16, 3/17, 10/19
