

**BYLAWS OF
CUYAHOGA FALLS CHAMBER OF COMMERCE**

ARTICLE 1 – NAME

Section 1.1 NAME

This organization is incorporated under the laws of the state of Ohio and shall be known as the “Cuyahoga Falls Chamber of Commerce, Inc.”, further referred to as ‘Organization’ here in this document. The Organization’s principal location of business shall be within Cuyahoga Falls, OH.

ARTICLE 2 - PURPOSE OF ORGANIZATION

Section 2.1 PURPOSE

The Organization’s purpose is coordinated to achieve the following objectives:

- a. promoting economic growth and development by encouraging programs designed to strengthen and expand the local business community;
- b. fostering new business enterprises within the community;
- c. supporting activities of a civic, social and cultural nature which are designed to increase the functional and aesthetic values of the community;
- d. promoting an active dialogue among government, business, education and civic groups in the interest of enhancing the economic vitality of the community.

Section 2.2 NON-PARTISAN / NONSECTARIAN

The Organization and its Board of Directors are comprised of a diverse membership, each with their own opinions on political, social, and public issues. The Organization shall be non-partisan & 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 Organization. The Organization 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 the Organization.

ARTICLE 3 – MEMBERSHIP

Section 3.1 ELIGIBILITY

Any individual, association, corporation, organization, or partnership having an interest in the objectives of the Organization shall be eligible to apply for a membership.

Section: 3.2 MEMBERSHIP DUES

- 1) DUES: Membership is contingent upon the annual payment of membership fees, also referred to as ‘dues’, which are assigned by the business size/type and assessed annually by the Board of Directors. Dues shall be payable annually or by payment plan setup with the Organization.
- 2) MEMBERSHIP RENEWAL: A membership dues renewal invoice will be communicated to each member up to 30 days prior to their renewal date.

Section 3.3 CATEGORIES OF MEMBERSHIP

The Organization shall consist of the following membership types:

- 1) BUSINESS MEMBERSHIPS within the Organization shall be open to any organization or person which/who has completed the membership application form, paid the required yearly membership fee and whose representative meets one of the following criteria:
 - A. ownership or management of the member business enterprise or profession,
 - B. ownership of the member commercial or industrial property,
 - C. employment within the member business enterprise or profession,
 - D. any individual who would like to join.
- 2) HONORARY MEMBERSHIPS within the organization may be granted as determined by the Board of Directors. These members may exercise all membership privileges except voting and shall be exempt from payment of dues. The Board of Directors may confer or revoke an honorary membership by a majority vote.
- 3) ASSOCIATE MEMBERSHIPS may be purchased by additional employees or branches of a current member organization. This membership type is able to exercise all the rights and privileges of membership minus voting rights.
- 4) ADDITIONAL MEMBERSHIP TYPES within the Organization may be added by the Board of Directors to meet the growing demands of the business community.

Section 3.4 MEMBER IN GOOD STANDING

To be considered a member in good standing, membership dues must be current in payment of their yearly assessment and additional invoices must be paid by their assessed due date.

Section 3.5 VOTING

- 1) ELIGIBLE VOTING MEMBERS: In any proceeding in which voting by the membership is called for, each member in good standing shall be entitled to cast 1 vote.
- 2) MEMBERS INELIGIBLE TO VOTE: In any proceeding in which voting by the membership is called for, Honorary & Associate members as well as the organization's employees are ineligible to vote.

Section 3.6 DISCONTINUATION OF MEMBERSHIP

- 1) VOLUNTARY RESIGNATION: Any member may voluntarily resign from the organization at any time with direct written communication to the Organization's office.
- 2) DELINQUENCY: When a member is outstanding in payment of annual membership dues and/or unpaid invoices by over 15 days, said member is considered 'delinquent', and shall forfeit all membership privileges until payment is made current. If membership dues are not made current, termination procedures will take place.
- 3) TERMINATION:
 - A. *Non-payment Delinquency*: Any membership shall be terminated for nonpayment of dues and/or unpaid invoices after 60 days from the renewal month, unless otherwise extended for good cause by the Board of Directors.
 - B. *Expulsion*: Any member may be expelled by two thirds (2/3) vote of the full Board of Directors for conduct unbecoming a member or conduct prejudicial to the aims or repute of the Organization, 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.
- 4) OUTSTANDING DUES OR PAYMENTS: Discontinuation of a membership under any circumstance does not remove current outstanding dues or payments due to the Organization.
- 5) REFUNDS: Dues or payments, or any portion thereof shall not be refunded upon discontinuation of membership.

ARTICLE 4 – MEETINGS OF THE GENERAL MEMBERSHIP

Section 4.1 GENERAL MEMBERSHIP

The general membership of the Organization shall consist of all dues paying members in good standing.

Section 4.2 ANNUAL GENERAL MEMBERSHIP MEETING

An annual meeting of the general membership shall be held each calendar year. The time and date to be fixed by the Board of Directors, notice thereof communicated to each member at least ten (10) days before said meeting.

Section 4.3 REGULAR GENERAL MEMBERSHIP MEETING

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

Section 4.4 SPECIAL GENERAL MEMBERSHIP MEETING

Special meetings of the general membership may be called by the President of the Board of Directors, a majority of the Board of Directors, or upon petition communicated by at least (15%) of members in good standing as determined by the first of the correlating month. Notice of scheduled special 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.

Section 4.5 LIMITATION OF AUTHORITY OF MEMBERS AND REPRESENTATIVES

No action by any member, committee, division, employee, director, or officer shall be binding upon, or constitute an expression of, the policy of the Organization until it has been approved or ratified by the Board of Directors.

Section 4.6 QUORUM REQUIREMENT OF THE GENERAL MEMBERSHIP

Fifteen percent (15%) of the general membership in good standing, as determined on the first of each month, shall constitute a quorum. Except where otherwise specified in these bylaws, business of the membership shall be transacted by a majority vote.

ARTICLE 5 - BOARD OF DIRECTORS

Section: 5.1 AUTHORITY

The Board of Directors alone shall have the power and authority to manage the business (the government and policy-making responsibilities) of the Organization; the Board shall control its property, be responsible for its finances, and direct its affairs. All Directors must be members in good standing. The Board shall have sole authority for selecting and hiring the Executive Director of the Organization.

Section 5.2 PARLIAMENTARY AUTHORITY

The most current edition of Robert's Rules of Order shall be the final source of authority on all questions of parliamentary procedures when such rules are not consistent with the bylaws of the organization.

Section 5.3 COMPOSITION OF BOARD OF DIRECTORS

- 1) **NUMBER:** The Board of Directors shall consist of not less than nine (9), not more than seventeen (17), with an optimum number of thirteen (13) eligible voting members of the Organization. The Nominating Committee according to these bylaws shall put slates of potential Directors forth annually.

- 2) **TERM OF SERVICE:** Directors shall serve a three (3) year term. No Director shall serve more than two (2) consecutive three (3) 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 six (6) months before eligibility is restored.
- 3) **QUORUM:** A majority of 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.
- 4) **COMPOSITION:** No organization may be represented on the Board of Directors by more than one member from the same organization. If a current Director changes companies, they are still eligible to complete their board term as long as the new company they change to is a current Organization member.
- 5) **EX-OFFICIO:** Ex-officio members are Directors that are invited to attend regular board meetings to give a report describing the state of affairs within their agencies. Ex-officio members do not have voting rights, and their reports will be presented in a manner determined in advance by the Executive Committee.
 - A. *Ex-Officio Directors:* 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.

Section 5.4 MEETINGS OF THE DIRECTORS

- 1) **REGULAR BOARD OF DIRECTOR MEETINGS:** A minimum of eight (8) meetings of the Board of Directors shall be held regularly at such frequency, time and place as the Board of Directors shall from time to time determine. As a matter of custom, regular meetings shall be scheduled by the President in conjunction with the Executive Director.
- 2) **SPECIAL BOARD MEETINGS:** Special meetings may be called by the President, Secretary, or by five (5) Directors with communication to all Board members at least forty-eight (48) hours prior to each meeting. This notice shall state the time, date, location, and purpose of the meeting.
- 3) **EXECUTIVE SESSION:** Any board meeting may move to executive session by a majority vote. Once executive session has been initiated, anyone in the meeting that is not a current director in good standing must leave unless they have a valid purpose and been specifically permitted into the meeting by majority vote or vote of executive committee.

Section 5.5 VACANCY

Any vacancy occurring in the Board of Directors other than by the expiration of a term of a Director (i.e. resignation, retirement, death, disqualification, or termination) shall be filled by a member in good standing nominated by President and approved by a majority of the Board.

Section 5.6 REMOVAL OF A BOARD MEMBER

- 1) **VOTED REMOVAL OF A BOARD MEMBER:** A Board member may be removed from the Board, with or without cause, if actions of the Director do not reflect the mission of the organization. A Director may be removed only at a meeting wherein the 10 days' notice of such meeting states that the purpose is such removal. Removal from the board at such a meeting would require a two-thirds (2/3) affirmative vote. This board member would not be able to vote within this special meeting.
- 2) **AUTOMATIC REMOVAL FROM THE BOARD OF DIRECTORS:** Discussions for automatic removal from the Board of Directors shall be discussed in timely fashion at a regular board meeting.
 - A. *Attendance:* A member of the Board who has been absent from three (3) consecutive meetings of the Board during their term of office shall automatically be removed from the Board of Directors unless continued presence is approved by the other members of the Board with a two-thirds (2/3) affirmative vote.

- B. *Non-payment of Dues or Assessments*: A member of the Board who is delinquent in their financial duties, and has not rectified it, shall automatically be removed from the Board of Directors unless continued presence is approved by the other members of the Board with a two-thirds (2/3) affirmative vote.
- C. *Egregious non-compliance with Board Member Expectations*: A member of the Board who is in egregious non-compliance with the Board Member Expectations Document that was signed at the start of the current board term, and has not rectified it, shall automatically be removed from the Board of Directors unless continued presence is approved by the other members of the Board with a two-thirds (2/3) affirmative vote. The Governance Committee has the final say on Egregious non-compliance.

ARTICLE 6 – BOARD OF DIRECTOR NOMINATION / ELECTIONS

Section 6.1 NOMINATION TO BOARD OF DIRECTORS

- 1) **NOMINATIONS BY COMMITTEE**: The Nominating Committee shall prepare one slate of candidates to fill all open positions. Each candidate nominated must be a member in good standing and must have agreed to accept the responsibility of directorship. The slate shall be presented to the Board at the regular August Board meeting.
- 2) **NOTICE OF NOMINATIONS**: The list of candidates nominated by the Nominating Committee shall be communicated to the membership of the Organization within fourteen (14) days of the regular September Board meeting by means of the Organization mailing to the Members. The list of candidates need not be mailed separately, but may be a part of a newsletter, general communication, invitation, or other in-print/electronic communication between the Organization and its Members.
- 3) **NOMINATIONS BY PETITION**: Additional names of the candidates for Directors may be nominated by petitions bearing the genuine signatures of at least 15% members in good standing of the Organization.
 - A. *Filing Petitions*: Such petition shall be filed with the President of the Organization not more than ten (10) days following the mailing of the list of candidates nominated by the Nominating Committee. The President shall forthwith deliver any such petitions to the Secretary and the Nominating Committee shall make a final determination of the legality of any such petition.
- 4) **DETERMINATION**: If no petition is filed within the designated period the nominations shall be closed and the nominated slate of candidates shall be declared elected by the Board of Directors at their regular October Board Meeting.
- 5) **ELECTION AT GENERAL MEETING**: If a legal petition shall present additional candidates, the vote shall take place at the next general membership meeting with at least 10 days notice. Notification regarding the next meeting shall include a notice of the opportunity to vote for nominees to Directorships and shall include a copy of the ballot which will be handed out at the meeting as well as in-print/electronic early voting options. The meeting may also include such other activities as the Board may direct.
- 6) **BALLOT**: The names of the all the candidates shall be arranged on a ballot in alphabetical order. After the name of each nominee there shall be a brief statement of the nominee's background and qualifications prepared by the nominee and edited in the sole and absolute discretion by the Nominating Committee. Instructions will be to vote for no more than approved number of candidates.
- 7) **ELECTION**: A Ballot shall be handed out to the attendees at the general meeting. The Ballot shall be marked in accordance with the instructions printed on the Ballot and handed in at the general meeting to the President. The Board of Directors shall meet immediately following this general membership meeting to receive the

report on the election by the Secretary and to declare the nominees with the greatest number of votes elected to the Board.

Section 6.2 SEATING OF NEW DIRECTORS

All newly elected Board members shall assume the duties of the office on the first day of January following their election and shall be participating members of the Board thereafter, replacing those Directors whose terms have expired.

ARTICLE 7 – OFFICERS

Section 7.1 DETERMINATION OF OFFICERS

At the next regular Board meeting after the election of the new Directors (December), the outgoing President of the Board will accept nominations of officers for the upcoming year from the Nominating Committee. Officers to be nominated are: President, Vice-President, Second Vice-President, Secretary, and Treasurer. Officers may be selected only from members of the new Board. Directors may nominate themselves off the floor at this meeting. If no nominations are made from the floor, the nomination period ends, and the full slate of candidates is voted on as presented by the Nominating Committee. Officers are determined by a majority vote of the Board.

Section 7.2 TERMS OF SERVICE

All officers shall serve for a term of one (1) year beginning on the first day of January following their election or until their successors assume the duties of office, and they shall be voting members of the Board of Directors.

Section 7.3 DUTIES OF OFFICERS

1) President

- The President is the head of the Board and the Organization.
- The President partners with the Executive Director to promote the Chamber of Commerce.
- The President conducts Board meetings and ensures that the Board's directives are implemented and monitored.
- The President calls and conducts meetings of the Executive Committee and appoints all committee chairs.
- The President is responsible, in collaboration with the Executive Director, for setting the agenda for Board meetings and executive board meetings.
- The President, with the Executive Director, leads the development, execution and accomplishment of the Chamber's annual goals and mission.
- The President is responsible for the review of reports and records and for directing Board members in their roles.
- With the Vice President and Executive Director, sets the goals for the year.
- The President is instrumental in the hiring and supervising of the Executive Director.
- Serves as one of the signatories on bank accounts.
- Serves as chair of the Executive Committee.
- Where Committee chairs are not expressly defined in the Committees, the President shall, subject to the simple majority approval of the Board of Directors, appoint all committees and name chairpersons to same.

2) Vice President

- The Vice President is prepared at all times to assume the role of President.

- The Vice President, whose knowledge and commitment mirrors that of the President, will serve in the President's place for Board activities and in the spokesperson capacity.
 - The Vice President works closely with the Executive Director to carry out the President's vision and directives.
 - With the President and Executive Director, sets the goals for the year.
 - The Vice President shall serve as the chair of the Governance Committee and chairs the nominating sub-committee.
 - Serves on the Executive Committee.
- 3) 2nd Vice President
- The 2nd Vice President is prepared to assume the leadership role when the President and Vice President are unavailable.
 - Serves as chair the of the Annual Meeting Committee.
 - Serves on the Executive Committee.
- 4) Secretary
- The Secretary provides members with the required meeting notices and provide guidance on proper meeting procedures.
 - The Secretary takes minutes at full Board and executive board meetings or designates a person to do so as necessary.
 - The Secretary is responsible for reviewing and distributing the approved Board minutes.
 - The Secretary prepares and maintains Board records, including minutes and committee reports, and ensures the accuracy and security of the records.
 - The Secretary is prepared to assume the leadership role when the President and both Vice Presidents are unavailable.
 - Serves on the Executive Committee.
- 5) Treasurer
- The Treasurer serves as the financial officer for the Chamber.
 - The Treasurer monitors the finances, while directing the preparation of financial reports and summarizes the reports for the Board.
 - The Treasurer works with the Executive Director and officers of the board to develop financial plans and prepare the organization's budget.
 - Works with the Executive Director to prepare the first draft annual budget.
 - The Treasurer reviews the annual audit or external financial year end compilation and all tax forms and presents the financial material to the board.
 - Serves as one of the signatories on bank accounts.
 - The Treasurer serves as the chair of the Finance Committee.
 - Serves on the Executive Committee.
- 6) Immediate Past President
- The Immediate Past President may be invited by the Executive Committee to serve on the Executive Committee and attend regular board meetings.
 - Will also serve as a resource to the to the President.
 - May also be invited to serve on the Nominating Committee.
 - The Immediate Past President serves in an ex-officio capacity as a non-voting member.

Section 7.4 OFFICER VACANCY

An Officer vacancy 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.

Section 7.5 OFFICER REMOVAL

Any Officer may be removed by the Board of Directors with or without cause, whenever in its judgment the best interests of the Organization would be served thereby. An Officer may be removed only at a meeting wherein the 10 days' notice of such meeting states that the purpose is such removal. Removal of an Officer from a position at such a meeting would require a two-thirds (2/3) affirmative vote.

ARTICLE 8 - COMMITTEES

Section 8.1 APPOINTMENT

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.

Section 8.2 DISCHARGE OF DUTIES

Committees shall be discharged by the Board President 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 committee. Unless otherwise specified, Committees shall submit written reports containing minutes of their meetings and summarizing their activities to the Board as often as requested by the Executive Committee.

Section 8.3 COMMITTEE QUORUM

The committee members present shall constitute a quorum except where otherwise noted.

Section 8.4 STANDING COMMITTEES

These are Committees that exist year round and are not created or discharged as their tasks are ongoing.

1. Executive Committee

- Oversees operations of the Board
- The five (5) elected officers of the Board, and Chamber Executive Director 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. Actions taken by the Executive Committee are subject to ratification by the Board at the next Board meeting.
- The Executive Committee is subject to call by the President or by the majority of the Executive 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 Executive Committee contributes to the performance evaluation of the Executive Director.

2. Governance Committee

- Is responsible for measuring the Board's performance on a Board level and on an individual board member level to ensure the Board performs at optimal levels at all times.

- Is responsible for planning for Board membership that brings together people with a diverse set of talents and perspectives to work together to full the Organization’s mission.
 - Ensures the Organization is in compliance with its legal and fiduciary duties.
 - Responsible for the Board’s and the Organization’s governance guidelines and policies.
 - Ensure Effective Board processes, structures and roles, committee development, and Board evaluation is completed and appropriate.
 - The Committee is responsible for resolution of any Board conflicts and ensuring all Board members are engaged and fully participate and is responsible for addressing any issues with individual board members to resolve them or ultimately recommend actions to remove the board member.
 - Is responsible for the recruiting and succession planning for the Executive Director.
 - Ensures the nominating process and election is in compliance with the Chamber By-Laws.
 - Chaired by the Vice President of the Board.
3. Nominating Sub Committee
- The chair of the Governance Committee will chair the Nominating Sub-Committee and select up to 3 additional committee members from the Board of Directors, not including the Board President, to participate on the committee.
 - Is tasked with nominating members to the Board of Directors and nominating the officers of The Board of Directors.
 - Has a standing list of potential board members to use for elections and in case of a vacancy
 - In charge of board member orientation and training.
4. Finance Committee
- Oversees development of the budget and provides financial oversight for the Chamber.
 - Ensures accurate tracking/monitoring/accountability for funds.
 - Responsible for the creation and monitoring of internal controls and accountability policies.
 - Reviews and approves major contracts.
 - Chaired by the board Treasurer.
5. Membership Committee
- Identifies the needs of members and recommends the development of services to meet those needs.
 - Provides input/suggestions to expand/ improve services and add value to membership.
 - Ensures membership is informed. Develops and executes programs for welcoming new members.
 - Reviews nonmember needs and develops programs to meet those needs.
 - Serve as the Chamber ambassadors to actively recruit, engage and retain members.
 - Proposes strategies for recruiting new members and re-engaging lapsed members.
 - Chaired by the Secretary.
6. HR Committee
- Guides the development, review and authorization of personnel policies and procedures.
 - Leads the evaluation of the Executive Director and assists the Executive Director with leadership and management matters.
 - Reviews personnel policy and employee handbook annually.
7. By-Laws Committee

- Reviewing and making recommendations to the Board concerning desirable changes in the Constitution to ensure that current operations are aligned.
- Reviews interprets, and/or initiates appropriate actions on petitions to amend Organization By-Laws.
- Interprets and initiates such action as may seem appropriate to eliminate conflicts with the established By-Laws.
- Reviews proposed amendments to bylaws, standard operating procedures, policies, and Organization policies and rules.

8. Annual Meeting Committee

- The role of the Committee is to define the theme of the meeting, determine content for each session, and recruit speakers as appropriate.
- Will ensure the annual meeting requirements as identified in the By-Laws are included and followed.
- The Committee will establish the annual meeting timeline and ensure the timeline is published to the members. Chaired by the 2nd Vice President.

SECTION 8.4 AD HOC COMMITTEES

All Ad Hoc committees are chaired by a board member and includes other board members and Chamber members. Ad Hoc committees may be formed for a specific purpose and serves as a temporary committee formed to help the board with a particular project. Examples of Ad Hoc committees for the Chamber may include, but are not limited to the following.

1. Program Committee
2. Technology Committee
3. Events and Fundraising Committee
4. Marketing Committee
5. Additional Committees as established by the Board of Directors

ARTICLE 9 - ANNUAL RETREAT

The Board of Directors shall host an annual retreat, scheduled and chaired by the Executive Committee. The purpose of this retreat will be to:

- Review of Board expectations, roles and responsibilities.
- Review of organizational bylaws, policies/procedures.
- Develop and review all goals and objectives of the organization’s long-range strategic plan.
- Develop goals, and procedures for the coming year.
- Deep dive at least one critical issue determined by the Executive Committee.
- Create a bond and constructive working relationship between board members and the ED.
- Determine/confirm the Board’s vision for the Organization.
- Discover new ways board members can support the Board.
- Provide education for board members to learn a new skill.
- Share past and future successes.
- Outline and set goals for fundraising.

ARTICLE 10 - DISSOLUTION OF ORGINIZATION

Section 10.1 DISSOLUTION

The Organization may be dissolved by a three-fourths (3/4) vote of the Board of Directors.

Section 10.2 DISTRIBUTION OF FUNDS

The Organization shall use its funds only to accomplish the objectives and purposes specified in these bylaws, and no part of said funds shall inure or be distributed to the members of the Organization.

- 1) **MERGERS / ACQUISITIONS:** Upon mergers and acquisitions, funds can be transferred to the merged organization.
- 2) **DISSOLUTION:** On dissolution of the Organization, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organizations to be selected by the Board of Directors as defined in IRS Section 501(c)(3). In the event of a dispute, the issue shall be resolved by the Common Pleas Court of Summit County, Ohio.

ARTICLE 11 – Indemnification

Section 11.1 INDEMNIFICATION OF DIRECTORS AND OFFICERS

To the full extent permitted by Ohio law, the Organization shall indemnify any person who was or is a party to any civil, criminal, administrative, or investigative action, suit, or proceeding by reason of the fact that he/she is or was a Director, Executive Director, or Officer of the Organization, or is or was serving at the request of the Organization as a Director or Officer of another organization, against expenses (including attorneys' fees), judgments, fines, amounts paid in settlement, actually and necessarily incurred by him/her in connection with such action, suit, or proceeding; and the Board may, at any time, approve indemnification of any other person which the Organization has the power to indemnify under Ohio law. The indemnification provided by the Article shall not be deemed exclusive of any other rights to which a person may be entitled as a matter of law or contract. The foregoing shall not apply to matters as to which any such person shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. The Organization shall purchase and maintain indemnification insurance for Directors, Executive Directors and Officers to the extent permitted by applicable law and may purchase and maintain indemnification for any other person.

ARTICLE 12 - AMENDMENT OF BYLAWS

Subject to the notice and petition requirements below, the Organization's Bylaws may be amended by the Organization's Membership upon submission of proposed amendments to the Membership by the Board. Members may submit proposed changes/additions to the Bylaws Committee at any time for review.

Section 12.1 NOTICE OF AMENDMENTS

The Bylaws Committee shall present at a regular or special Board meeting, or through electronic communication to all Board members, proposed Bylaw amendments for review. The Board may vote in person or electronically to approve a Bylaw amendment for submission to the Membership of the Organization. Written record must be maintained by the Secretary of each Board member vote regarding a Bylaw amendment. Only Bylaw amendments that receive unanimous favorable votes of all Board members are to be presented to the Membership of the Organization for approval. Notice of amendments shall be communicated not more than fourteen (14) days after the Bylaw amendments have been reviewed and approved for notice to the Membership by the Board of Directors. The list of amendments need not be mailed separately, but may be a part of a newsletter, general communication, invitation, or other in-print/electronic communication between the Organization and its Members.

Section 12.2 PETITION OF AMENDMENTS

A Member may choose to petition Bylaw changes by presenting the President petitions bearing the genuine signatures of at least 15% members in good standing of the Organization not more than ten (10) days following the notification of amendments by the Board. The Board of Directors shall make a final determination of the legality of any such petition. Once a petition is received, the amendment process stops and the Board must review the petition. At the following regular Board meeting, the Bylaw committee will present the petition, explain any additional changes to the amendments, and make their recommendation. If 2/3 of the Board approves the proposed changes submitted by petition, notice of the revised amendments will be sent to the Membership of the Organization again as set forth in Section 12.1.

Section 12.3 APPROVAL OF AMENDMENTS

If no Member(s) of the Organization presents a petition of amendments within the time frame set forth in Section 12.1, Bylaw amendments are deemed to have been approved by the Membership.

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, 08/21