

**YELLOW SPRINGS CHAMBER of COMMERCE
BY-LAWS
Yellow Springs, Ohio 45387
December 1, 2011**

**ARTICLE I
NAME AND PURPOSES**

SECTION 1: NAME

A. This organization shall be known as the Yellow Springs Chamber of Commerce (herein the “Chamber”), incorporated under the laws of the State of Ohio under the name The Business Organization of Yellow Springs.

SECTION 2: MISSION

A. The mission of the Yellow Springs Chamber of Commerce is to promote economic development and maintain and improve the prosperity of its member businesses and organizations, thereby improving the quality of life in the Yellow Springs area community.

SECTION 3: AREA

A. The Yellow Springs area community shall include the Village of Yellow Springs, the Village of Clifton and Miami Township (45387 and 45316 zip code areas).

SECTION 4: LIMITATIONS OF METHODS

A. The Chamber shall be nonprofit, nonpartisan, 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 public office in the township, Village, county, state, or nation, nor shall any meetings of a political nature whatsoever be held within the premises occupied or under control of the Chamber.

**ARTICLE II
MEMBERSHIP**

SECTION 1: ELIGIBILITY

A. Any person, firm, organization, corporation, partnership or proprietorship having an interest in the objectives of the Chamber shall be eligible to apply for Membership, subject to Membership approval as in Article II, Section 2.

SECTION 2: APPLICATION/APPROVAL FOR MEMBERSHIP

A. Applications for Membership shall be made in writing, and signed by the applicant, on forms provided for that purpose, accompanied by the payment of the regularly scheduled dues established by the Membership at the time of application.

B. The Membership Committee (See Article VI, Section 4) shall review all applications and shall have the right to refuse Membership to those not meeting eligibility requirements.

SECTION 3: DUES

- A. Membership dues shall be periodically reviewed by the Board of Directors (herein the “Board”).
- B. Dues are payable annually on the anniversary date; payment constitutes a renewal of Membership.
- C. Failure to pay dues for a period of 45 days after the anniversary date shall result in termination of the Membership.

SECTION 4: TERMINATION

- A. Any Member may resign from the Chamber upon written request to the Board.
- B. Any Member shall be dropped from membership for nonpayment of dues after forty-five (45) days from the date due, unless otherwise extended for good cause.
- C. The Board reserves the right to terminate membership for cause.

SECTION 5: EXERCISE OF PRIVILEGES

- A. Any firm, organization, corporation, partnership or proprietorship holding Membership shall designate an individual in writing, whom the holder desires to exercise the privileges of Membership covered by its Membership, and shall have the right to change its Member designee upon written notice.
- B. An authorized alternate, designated by the business or organization in writing, may exercise these privileges in the absence of the authorized designated member.

SECTION 6: VOTING

- A. Each Member shall be entitled to cast one vote by its designated representative or authorized alternate.
- B. No single individual shall be permitted to vote as the representative of more than two member businesses or organizations.

**ARTICLE III
MEETINGS**

SECTION 1: ANNUAL MEETINGS

- A. The annual Membership meeting of the corporation shall be held during the 1st quarter of each year. The Board of Directors shall fix the time and place and notice thereof shall be mailed to each member at least ten (10) business days before said meeting.
- B. At the Annual Meeting, the President or designee shall give a written annual report of the previous year’s activities and plans for the future. S/he shall present the newly elected Board.

SECTION 2: CHAMBER MEETINGS

- A. Regular meetings shall be held for the purpose of informing, connecting and educating members.
- B. Special meetings of the Chamber may be called at any time by the President or upon petition in writing by any ten (10) Members.
 - 1. Notice of special meetings of the Membership shall be mailed by United States mail or by e-mail to each member at least five (5) days prior to such meetings.
 - 2. Agenda of special meetings shall be limited to the purpose stated in the meeting notice.

SECTION 3: BOARD OF DIRECTORS MEETINGS

- A. Regular meetings of the Board shall be monthly, on a date and at a time and place designated by the President and be open to all members and invited guests.
- B. Board meetings may be called by the President at his or her discretion or by a Board member upon the written request of three (3) members of the Board.
 - 1. Notice, including the purpose of the meeting, shall be given to each Board member at least one day prior to the meeting.
- C. An Executive Session may be called to discuss matters involving personnel, potential litigation and finances. An Executive Session is restricted to Board members and any individuals the Board wishes to include.

SECTION 4: COMMITTEE MEETINGS

- A. Regular committee meetings shall be on a date and at a time and place designated by the committee chairperson and be open to all members and invited guests.
- B. Special committee meetings may be called at any time by the President, Executive Director or by the Chairperson.

SECTION 5: QUORUM

- A. At any duly called general or special Membership meeting of the Chamber, 10% of the Members shall constitute a quorum. Lacking a quorum, the matters before the meeting shall be referred to the Board for action.
- B. At Board meetings, a majority of its members shall constitute a quorum. When a special committee consists of more than nine (9) members, five (5) shall constitute a quorum.
- C. At Committee meetings, a majority of the members shall constitute a quorum. When a special committee consists of more than nine (9) members, five (5) shall constitute a quorum.

SECTION 6: REFERENDA

- A. Upon the written request of ten percent (10%) of the Members or upon the request of a majority of the Board, the President shall cause an issue to be submitted to the Members for a referendum.
- B. Narrative statements, identifying both sides of the issue shall accompany the ballot for such referendum.
- C. The Board shall designate a reasonable timetable for the referendum process to be completed.

**ARTICLE IV
BOARD OF DIRECTORS**

SECTION 1: PURPOSE

- A. The governing and policy-making responsibilities of the Chamber shall be vested in the Board of Directors, which shall control its property, be responsible for its finances and direct its affairs with the advice and counsel of Standing Committees (See Article VI, Section 4).

SECTION 2: COMPOSITION OF THE BOARD OF DIRECTORS

- A. The Board of Directors shall be composed of an uneven number of not fewer than seven or more than eleven members to be elected by the Membership and shall serve for staggered terms of three years each.
- B. An elected member of the Board may serve no more than two three-year terms in succession.

- C. All Board members shall enter upon their official duties on the day of their installment and shall serve until their successors are duly elected and qualified.
- D. The Board shall elect four officers to include President, Vice-President, Secretary and Treasurer.
- E. The outgoing President shall preside over the election of officers at a scheduled meeting of the newly elected Board whether or not s/he is remaining as a member of the Board. If the President is not remaining as a member of the Board of Directors, s/he shall not be eligible to vote for new Officers.
- F. The newly elected President shall contact the new Board to arrange its schedule of monthly meetings including the time and place such meetings are held.

SECTION 3: SELECTION AND ELECTION OF BOARD OF DIRECTORS

- A. A Leadership Development Committee (See Article VI, Section 4) shall be appointed by the Board of Directors at the first Board meeting.
 - 1. The Leadership Development Committee shall consist of three Members of the Chamber including the Vice-President, one other Board member and one Chamber member in good standing. No Leadership Development Committee Members shall be a candidate for election.
- B. The Leadership Development Committee shall present to the Board a slate of nominees at the November Board meeting. Upon election, they will serve a three (3) year term and replace the Board members whose regular terms are expiring. Each nominee must be a Member representative eligible to serve on the Board as defined in Article II, Section 1A and have agreed to accept the duties and responsibilities of being a member of the Board.
 - 1. Upon receipt of the report of the Leadership Development Committee, the President shall notify the Membership, by United States mail or e-mail, of the names of persons nominated for Membership to the Board and of the right of qualified members to submit a nominee by petition.
- C. Additional candidates may be nominated by petition bearing the signatures of at least five (5) Members of the Chamber. Such petition shall be filed with the Leadership Development Committee within ten (10) days after notice has been given of the names of those nominated. The determination of the Leadership Development Committee as to the validity of the petitions(s) filed shall be final.
 - 1. If a valid petition is presented to the Leadership Development Committee, pursuant to this section, nominating additional candidates, the names shall be added to the slate of nominees.
 - 2. If no petition is filed within such ten (10) day period, the nominations shall be closed and the nominees named by the Leadership Development Committee shall be declared as the only qualified candidates for election to the Board.
- D. The names of all candidates shall be arranged on a ballot in alphabetical order. No identification shall be made on the ballot to identify those candidates named by the Leadership Development Committee or those nominated by petition.
- E. Ballots shall have instructions for Members to vote for the number of openings on the Board. Ballots shall be sent by mail, email, or posted on the website so that the membership shall have ten (10) days to respond, from the date of the transmittal.
- F. The President shall announce the nominees with the greatest number of votes elected to the openings available and will present the new Board at the Annual Meeting.
- G. If, in the tabulation of votes cast for nominees to the Board, a tie results, the outgoing Board shall, at the December regularly scheduled Board meeting, break the tie vote by a vote among its

members. If a tie vote results in this process, the President shall break the tie by selecting a nominee from those nominees who received the same number of votes.

SECTION 4: SEATING OF NEW BOARD OF DIRECTORS

A. All newly elected Board of Directors members and officers shall be seated as of January 1 and shall be participating and voting members thereafter.

SECTION 5: NO COMPENSATION TO BOARD

A. No salary or other remuneration shall be paid to any member for their service as a member of the Board.

SECTION 6: VACANCIES

A. A member of the Board who misses three (3) consecutive or any six meetings of the Board in a calendar year may be removed, by a two-thirds vote of the Board, unless the absence is confirmed by illness or otherwise excused.

B. The Board shall fill vacancies or officer's un-expired terms with a Member put forth by the Leadership Development Committee by a majority vote of the Board only until the next general election at which time the Membership shall elect a successor for the remainder of any un-expired term of the original board member.

SECTION 7: REMOVAL FOR CAUSE

A. A Board member may be removed by a majority vote of the Board of Directors, or by a majority vote of the Members at a meeting thereof at which a quorum is present, for commission of a felony, malfeasance of duties as a Board member, or such other reason(s) as determined by the Board of Directors.

SECTION 8: POLICY

A. The Board of Directors shall have responsibility for managing and directing the Chamber with the advice and assistance of the appropriate Standing or Advisory Committees.

B. The Board will formulate the Chamber's general policies and establish appropriate courses of action in consultation with relevant committees and Members.

C. The Board may, at their discretion, put matters before the Membership for a vote.

SECTION 9: MANAGEMENT

A. The Board of Directors shall be authorized to employ, manage and terminate Chamber employees and shall fix their salaries and other considerations of employment.

1. The Chamber shall be an Equal Opportunity Employer.

2. The Board or Executive Director shall review the performance of all Chamber staff annually or at other intervals as deemed necessary.

SECTION 10: DUTIES OF OFFICERS

A. The President shall serve as the executive head of the Yellow Springs Chamber of Commerce and shall preside at all meetings of the Board of Directors.

1. The President shall, with the advice and counsel of the Board, assign responsibilities to all officers.

2. The President shall, with the advice and counsel of the Board, determine the members from the Board to act as liaison for all special and standing committees, select chairs and assist in the selection of committee personnel.

- B.** The Vice President shall exercise the powers and authority and perform the duties of the President in the absence or disability of the President. The Vice President shall chair the Leadership Development Committee.
- C.** The Secretary shall take minutes of all meetings of the Board and shall make them available prior to the next meeting for approval. All official records shall be maintained at the Chamber offices.
- D.** The Treasurer shall be responsible for ensuring adequate controls are in place to safeguard all funds received and for proper disbursement thereof. Such funds shall be kept on deposit in financial institutions and/or appropriate fiduciary instruments approved by the Treasurer and one other officer or, in the absence of either or both, by any two (2) officers.
1. The Treasurer shall prepare a monthly financial report to be made to the Board at their regularly scheduled meetings.
 2. The Treasurer shall serve as the Chairperson of the Finance Committee (See Article VI, Section 4) and shall submit a budget to the Board at their December meeting.
 - a. The Finance Committee may submit proposed budget revisions to the Board for approval at any regular Board meeting.
 - b. At the close of the fiscal year, the Finance Committee shall review the books and records for the prior year and prepare annual financial statements for presentation to the Board. The Treasurer and/or any appropriate personnel will be responsible for ensuring all required documents are filed with the State and Federal government.
 3. The Treasurer, with the concurrence of the Finance Committee, may transfer funds between budget accounts or from Operating Account to Reserve Funds but transfers from Reserves to any other account may only be done with the approval of the Board. (See Article VIII)

SECTION 11: EXECUTIVE COMMITTEE

A. The Executive Committee shall act for and on behalf of the Board of Directors when the Board is not in session. It shall be composed of the Board President, Board Vice President, Treasurer and Secretary. The Board Chair will serve as chairperson. The Executive Director shall serve as a non-voting member of the Executive Committee.

SECTION 12: PROTECTION FROM LIABILITY

- A.** The Yellow Springs Chamber of Commerce shall maintain Officer's and Director's Liability Insurance for the Board of Directors and Chamber staff.
- B.** The Yellow Springs Chamber of Commerce shall maintain insurance coverage for special events they sponsor where there is a risk of liability.
- C.** The Yellow Springs Chamber of Commerce shall maintain other insurance as determined by the Board.
- D.** Any person who is made or threatened to be made a party to any legal proceeding by reason of the fact that he is or was a director, officer, committee member, agent or employee of the Chamber, or is or was serving at the request of the Chamber as a director, officer, committee member, employee or agent of another corporation, partnership, joint venture, trust or other enterprise shall be indemnified by the Chamber to the maximum extent authorized by the Ohio Nonprofit Corporation Law, Section 1702.12 of the Ohio Revised Code.

**ARTICLE V
EXECUTIVE DIRECTOR**

SECTION 1: EXECUTIVE DIRECTOR

- A. The Board may employ an administrator, with the title of Executive Director, whose compensation, terms and conditions of employment shall be determined by the Board.
- B. Employment shall be determined by the Board following a performance evaluation conducted by the Board no less frequently than once per year.

SECTION 2: AFFILIATIONS

- A. The Executive Director may affiliate with the appropriate organizations for furthering the work of the Chamber and its field of endeavor, subject to the approval of the Board.

SECTION 3: OTHER EMPLOYEES

- A. The Board may hire employees in the absence of an Executive Director to fulfill duties.
- B. The President of the Board or his/her designee shall direct the work of Chamber employees in the event that there is no Executive Director.

**ARTICLE VI
STANDING COMMITTEES AND COUNCILS**

SECTION 1: APPOINTMENT AND AUTHORITY

- A. The President shall, with the advice and counsel of the Board, direct the appointment of all committees and committee chairpersons.
 - 1. Committee chairpersons shall be Members of the Chamber.
 - 2. All committees shall be subject to these By-Laws and the policies of the Chamber.
 - 3. It shall be the function of committees to make investigations, conduct studies and hearings, make recommendations to the Board and to carry on such activities as may be delegated by the Board.
 - 4. Committees shall report to the Board at their regularly scheduled meetings.
 - 5. The President shall discharge committees when their work has been completed and their reports accepted.

SECTION 2: LIMITATION OF AUTHORITY

- A. 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 has been approved or ratified by the Board.

SECTION 3: EX-OFFICIO MEMBERS OF THE BOARD

- A. ExOfficio members are non-voting and serve for a period designated by the Board.
- B. Representatives of the following organizations will be invited to become Ex-Officio members of the Chamber Board of Directors:
 - 1. Village of Yellow Springs, Miami Township, Yellow Springs Exempted School District, Greene County Career Center, Community Resources and Yellow Springs Arts Council.
- C. At its discretion, the Board may invite additional organizations to be ex-officio members.

SECTION 4: COMMITTEES

A. Standing Committees provide support to the Board, Staff and Membership.

1. **Membership Committee** shall support Membership retention and recruitment through membership drives, expansion of Member benefits and enhancing Membership value.
2. **Leadership Development Committee** shall build the capacity of Member service by:
 - a. Encouraging participation of Chamber members in Chamber activities and governance.
 - b. Identify active Members who have leadership promise and nurture their interest and abilities.
 - c. Supervise and facilitate annual elections and vacancy replacements.
3. **Finance Committee** shall oversee the fiscal affairs of the Chamber by:
 - a. Preparing a draft budget for approval of the Board of Directors and presentation to the Membership at the Annual Meeting.
 - b. Supervising the maintenance of accurate accounts of all income and expenditures and reporting same to the Board of Directors monthly through the Treasurers reporting system. (See Article IV, Section 8, Part D).
 - c. Guiding and advising the Executive Director, Officers and the Board of Directors concerning budget anomalies and any actions necessary to bring practice in line with budget guidelines.
 - d. Meeting all reporting requirements of federal, state and local regulatory agencies to protect the Chamber legally and financially.

B. Advisory Committees

1. The Board of Directors of the Chamber may create such additional committees as they deem necessary to carry out the work of the Chamber. Their purpose, membership, leadership, term of service and authority will be determined and stated to the committee at the time of its commissioning.

**ARTICLE VIII
FINANCES**

SECTION 1: FUNDS

A. All money paid to the Chamber shall be placed in the General Operating or Reserve Funds.

SECTION 2: DISBURSEMENTS

A. Upon approval of the budget, the Treasurer or Executive Director is authorized to make disbursements on accounts and expenses provided for in the budget without additional approval of the Board.

B. Disbursements shall be by check, petty cash or electronic debit.

C. Transfers from Reserve Funds to General Operating Funds shall require Board approval.

SECTION 3: FISCAL YEAR

A. The fiscal year of the Chamber shall be the calendar year.

SECTION 4: AUDIT and IRS FORMS

A. The accounts of the Chamber shall be reviewed at least every three years as of the close of business on December 31 for that calendar year by an independent public accountant.

- B.** The review shall, at reasonable times, be available to Members of the organization in the office of the Chamber within 30 days after its completion by the auditor.
- C.** The annual filing of the IRS 990 must also be prepared by a qualified bookkeeper or accountant, signed by an Officer and mailed to the IRS and the State of Ohio by their required filing dates (See Article VI).

ARTICLE X AMENDMENTS

- A.** A majority of the Board may propose to amend the By-Laws.
- B.** The Membership may propose to amend the By-Laws with a validly signed petition of 10% of the Members.
- C.** Any proposed amendments or alterations shall be submitted to the Members in writing, at least sixty (60) days before the meeting at which they are to be acted upon.
- D.** The amendments will be adopted by approval of a majority of those Members voting.