

**YELLOW SPRINGS CHAMBER OF COMMERCE  
BYLAWS  
January 1, 2017**

**ARTICLE I  
GENERAL**

Section 1. Name: The name of this organization shall be the YELLOW SPRINGS CHAMBER OF COMMERCE, a non-profit corporation organized under the laws of the State of Ohio (hereinafter "Chamber").

Section 2. Purpose: The purpose of the Chamber is to encourage a vibrant business environment that drives the prosperity of its members while enhancing Yellow Springs' quality of life.

Section 3. Area and Principal Office: The Yellow Springs area community is defined as the Village of Yellow Springs, the Village of Clifton, and Miami Township of Greene County. The principal office of the Chamber shall be located in Yellow Springs, Ohio.

Section 4. Compliance with Laws. The Chamber shall comply with all applicable laws of the State of Ohio, federal laws of the United States, and Section 501(c)(6) of the Internal Revenue Code.

Section 5. Limitations. The Chamber shall be non-partisan, non-sectarian and non-discriminatory.

**ARTICLE II  
MEMBERSHIP**

Section 1. Eligibility. Any individual person, firm, corporation, partnership, association or legal entity having an interest in the purpose of the Chamber shall be eligible to apply for membership.

Section 2. Termination. Membership shall be deemed to be continuous until cancelled in writing, cancelled for non-payment of dues or for cause. Any member may be expelled by a two-thirds vote of the Board of Directors (hereinafter the "Board") for conduct unbecoming a member or prejudicial to the aims or repute of the Chamber, after notice and opportunity for a hearing before the Board are afforded the member.

Section 3. Voting. Every member of the Chamber in good standing, which is defined as all dues obligations being current, is entitled to one vote in any election or membership meeting. No voting by proxy shall be permitted.

**ARTICLE III  
MEETINGS OF MEMBERS**

Section 1. Annual Meeting. The annual meeting of the Chamber membership shall take place at such time and place as the Board shall determine, with notice thereof to be delivered to each member at least ten (10) business days before the date of such meeting.

Section 2. Additional Meetings. Additional meetings of the Chamber membership may be held at such times as the Board shall determine or upon petition in writing of any ten (10) members. Notice and purpose of any such meeting shall be delivered to each member at least ten (10) business days prior to the meeting.

Section 3. Quorum. At any duly called general meeting of the Chamber membership, ten percent (10%) of the eligible voting membership shall constitute a quorum. At an annual meeting, those in attendance shall constitute a quorum.

#### **ARTICLE IV BOARD OF DIRECTORS**

Section 1. Authority. The Board shall be the governing body of the Chamber. The Board shall be responsible for formulation and approval of policies consistent with the objectives of the Chamber. The Board shall have sole authority for selecting and hiring the Executive Director of the Chamber.

Section 2. Number and Term. The Board shall consist of not less than seven (7) but not more than eleven (11) Directors elected or designated as hereinafter set forth. Directors shall be elected for a three-year term, staggered so that approximately one-third (1/3) of such Directors shall be elected with their term of office beginning January 1 of the following year. No Director shall serve more than two three-year terms in succession. Board members shall serve without remuneration.

Section 3. Meetings and Quorum. The Board shall meet a minimum of six (6) times annually at a date and time designated by the Chair of the Board. A majority of the Directors shall constitute a quorum. Special meetings of the Board may be called by the Chair of the Board or by any three (3) Directors. Notice shall be given to each Director at least three (3) days prior to the special meeting.

Section 4. Vacancy. Any vacancy occurring on the Board other than by the expiration of a term of a Director shall be filled by a member elected by a majority vote of the remaining Directors. The individual so elected shall hold office for the unexpired term of the Director vacating his position.

Section 5. Attendance Requirements. Any Director who fails to attend three (3) consecutive Board meetings in any calendar year, excluding absences excused by the Board Chair, shall cease to be a Director at the end of the calendar year, absent objection by a two-thirds majority of the Board.

Section 6. Removal of Director. Any Director may be expelled by a two-thirds vote of the Board for conduct unbecoming a member or prejudicial to the aims or repute of the Chamber, after notice and opportunity for a hearing before the Board are afforded the Director.

#### **ARTICLE V ELECTION OF DIRECTORS**

Section 1. Nominating Committee. Each year, a Nominating Committee shall be appointed by the Chair of the Board. The committee will consist of at least two (2) members of the Board, including the Board Vice-Chair, and one (1) appointees from the general membership who is not a Board member.

The Nominating Committee shall present to the Board at the Board's October meeting a slate of candidates to replace the Directors whose regular terms are expiring or to serve as additional Directors.

Section 2. Report on Nominations. Upon receipt of the report of the Nominating Committee, the Chair of the Board shall deliver to the membership the names of persons nominated as candidates for Director and the right of petition provided in Section 3 of this Article.

Section 3. Petitions. Additional names of candidates for Director may be nominated by a petition bearing the genuine signatures of at least fifteen (15) Chamber members in good standing. The petition shall be filed with the Nominating Committee within seven (7) days after notice has been given of the report on nominations pursuant to Section 2 of this Article. The determination of the Nominating Committee as to the validity of any petition shall be final.

Section 4. Conduct of Election. Names of the candidates for Director shall be arranged on a ballot in alphabetical order. Ballots shall be delivered to Chamber members by mail or electronic delivery with instructions to return within seven (7) days. The Nominating Committee shall count the ballots and report the results to the Chair of the Board. Any tie for a Board seat shall be broken by the Board at its November meeting. If the vote of the Board results in a tie, the Chair of the Board shall determine the election winner. The Board Chair shall announce the successful candidates for seats on the Board and notify all nominees of the election result.

## **ARTICLE VI OFFICERS**

Section 1. Election of Officers. Prior to the November meeting of the Board, the Nominating Committee shall select a candidate for each office to be filled; namely, those of Chair of the Board, Vice-Chair, Secretary and Treasurer. If the current Vice-Chair is a member in good standing of the Chamber and has met the attendance requirements for the Board, that person shall be nominated for the office of Chair. The current Secretary and Treasurer may be nominated and elected to serve again if those individuals are members in good standing and have met the attendance requirements for the Board. The current Chair shall notify the Board of the nominations at the December meeting. Additional nominations may be made by the members of the Board. If there are none, those individuals nominated will become the new officers on January 1. If additional names are nominated, a secret ballot of the Board will elect individuals to fill the contested office(s).

### Section 2. Duties of Officers.

A. Chair. The Chair shall represent the Chamber at such public and civic functions, as the Chair deems appropriate. The Chair shall preside at all meetings of the Board and the Chamber membership.

B. Vice-Chair. The Vice-Chair shall serve as assistant to the Chair, performing the duties of the Chair in that individual's absence.

C. Secretary. The Secretary shall be the custodian of the records of the Chamber and shall take the minutes of all meetings of the Board, making the minutes available to all Directors within seven (7) days following each meeting.

D. Treasurer. The Treasurer shall be the technical custodian of all funds of the Chamber, shall cause an annual review of the financial statements of the Chamber to be made, shall prepare and submit a monthly financial report to the Board at its regular meetings, shall submit a budget to the Board at its December meeting, and be authorized to sign checks of the Chamber.

E. Executive Director. The Board may employ an Executive Director, whose compensation, terms and conditions of employment shall be determined by the Board and set forth in a written contract.

F. Restriction on Eligibility. No Director, Officer, or Executive Director of the Chamber shall be a Village of Yellow Springs council member or a Miami Township trustee, excluding the current Executive Director.

G. Conflict of Interest Statement. Should a business, personal, or financial relationship exist or be planned between a Director and the Chamber, the Director must make prior disclosure of material facts to the Board. The Executive Committee of the Board will determine whether or not the relationship is fair and in the best interest of the Chamber, and will follow with one of two actions:

1. Board membership may be terminated, or
2. Board membership may be continued, but the Director will be limited or excluded from participation in discussion or voting on any matter in which there may be a conflict of interest due to the business relationship.

### Section 3. Executive Committee.

A. Composition. The members of the Executive Committee shall be the Chair, the Vice-Chair, the Secretary and the Treasurer. The Executive Director and past Chair may serve as non-voting members of the Executive Committee.

B. General Responsibilities. The Executive Committee shall possess and exercise the powers of the Board between meetings of the Board. It shall report its actions at the next meeting of the full Board for discussion and approval or disapproval of any action taken. No such action shall be valid unless at least three members of the Executive Committee are present and voting. The Executive Committee shall meet on the call of the Chair or the Executive Director.

## **ARTICLE VII INDEMNIFICATION**

Every person who is, or shall be, or shall have been, a Director or officer of the Chamber, and his/her personal representatives, shall be indemnified by the Chamber against all costs and expenses reasonably incurred by, or imposed upon him/her in connection with, or resulting from, any action, suit, or proceeding to which he/she may be made a party by reason of his/her being, or having been a Director or officer of the Chamber, except in relation to such matters as to which he/she shall finally be adjudicated in such action, suit, or proceeding to have acted in bad faith and to have been liable by

reason of willful misconduct in the performance of his/her duty as such Director or officer. "Costs and expenses" shall include, but without limiting the generality thereof, attorney's fees, damages, and reasonable amounts paid in settlement.

#### **ARTICLE VIII COMMITTEES**

The Board may authorize the formation of such committees as it may deem necessary to carry out the purpose of the Chamber and shall define their duties. The chair of any such committee shall be a member of the Board. Other committee appointments shall be made by the Chair of the Board.

#### **ARTICLE IX AMENDMENT**

These Bylaws may be amended, altered, or repealed, and new Bylaws adopted by a majority vote of the Chamber members at its annual meeting, or at a special meeting convened for that purpose, or by the Board at a regular meeting, or at a special meeting convened for that purpose.

#### **ARTICLE X DISSOLUTION**

Upon the dissolution of the corporation, the Board shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner or to such organization or organizations organized and operated exclusively for charitable purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) or (6) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law), as the Board shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of Greene County, Ohio, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Adopted: October 11, 1990  
Amended: December 14, 1995  
Amended: October 11, 2001  
Amended: February 13, 2003  
Amended: October 9, 2003  
Amended: December 3, 2005  
Amended: August 1, 2006  
Amended: December 1, 2011